

MINUTES OF THE COMMISSION MEETING HELD SEPTEMBER 6, 2022

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:00 a.m. on Tuesday, September 6, 2022 at the Central Office located in Middletown, Pennsylvania. Available via telephone were Wadud Ahmad, Chair; William K. Lieberman, Vice Chair; Sean Logan, Secretary Treasurer; Pasquale T. Deon, Sr., Commissioner and Yassmin Gramian, Commissioner/Secretary of Transportation.

Also available for the meeting were Mark Compton, Chief Executive Officer; Bradley J. Heigel, P.E., Chief Engineer; Carl DeFebo, Jr.; Director of Communication and Customer Experience; Charles Duncan III, Chief Compliance, Legislative & Cultural Affairs; Doreen McCall, Chief Counsel; Kelli Roberts, Director of Policy and External Affairs; Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via telephone); Robert Taylor, Chief Technology Officer; Stacia A. Ritter, Asst. COO/Toll Collection; Tom Porter, Michael Baker Int'l. and Jeff Naugle, Manager of Treasury Operations.

Others available via telephone were Ann Louise Edwards, Assistant Secretary Treasurer; Anna Marcella, Executive Administrative Assistant (in person); Bhaskar Suryakumar, Senior Business Process Specialist (in person); Catherine Clements-Jenkins, Manager of Diverse Business Programs (in person); Cory Campbell, Senior Network Engineer (in person); Daniel Russell, Consultant (in person); Don Klingensmith, Asst. CFO-Financial Administration (in person); Don Steele, Facilities/Special Projects Manager (in person); Fawn Cassel, Contract Management Services Manager; Gina Murray, Manager of Professional Services Procurement; Jeanine Emery, Senior Internal Auditor; Jill Shannon, Manager of TC Systems Technologies; Joseph Bertuola, ETC Operations Project Manager (in person); Kelly Horvath, Executive Administrative Assistant (in person); Laura Quick, Manager of ETC Customer Service & Revenue Enforce; Louis Van Gorder, Attorney 4; Naomi Morris, Senior Traffic Operations Project Manager (in person); Randy Fox, Consultant; Sean Laudenslager, End User Support Supervisor (in person); Stephen Husic, Asst. CTO/Customer & Business Solutions (in person); Thomas Macchione, Manager of Traffic Engineering (in person); Timothy M. Scanlon, Director of Traffic Engineering and Operation (in person); Wendy Callahan, Procurement Specialist; Alexandre Habran; Amy Bailey, SAP; Andre Allen; Bernie Bydlon, Navarro & Wright; Brian Kimmett, Rock The Capital; C. Woods; Camille Evans, Virtus, LLP; Craig Beissel, Volkert (in person); Damien Graeff; Dana DaShiell, American Engineers Group; David M. Davis; Dave Snively, CDR; Derek Rogers, RIG; Don Davanzo, SPK; Don Killmeyer, MS Consultants; Ed Reese, GPD Group; Elwood Yoder; Eric Epstein, Rock the Capital (in person); Eyan Buxton, Rock The Capital (in person); Eric Madden, JMT; F. Bouchard; Francisco Javier Arrebola; Gary Harriger, Arora; George Kevgas, Bergman; George Settelmaier, KSE; Glenn Depport, Arora; J. Gordon, A Morton Thomas; J. Perrego, WBCM; Jerry Dougherty; Jock Rowe, Teamsters Local 77; John Smith, Info-Matrix Corporation; Jon Ramirez; J T Lincoln, Dewberry; Karen Gabel, Erdman Anthony; Lou Cortelazzi, McMahon Associates; Matt Kusic, SAI; Matt Nixon; Max B. Inkrote; Michael Zecher; Michele Donaghy, T.Y. Lin; Mike Brion, CAI; Mike Mecca, LaBella; Milan Mitrovich, TransCore; Patrick Kane, GPI; Paul McNamee, KCI; Rick Nelson; Randy Cole; Robert Mitchell; Roger Dashevsky; Ron Huey, GAI; Ross Buchan; Rui Almeida; Samantha Osbourne, Virtus, LLP; Sarah Barton; Scott Popovich; Seemon Georges, Volkert; Sid Edmonds; Steve Pacchioli, Computer Aid; Tom Rowader, GPI; Walter Fagerlund, HNTB; and Zemin Luo.



Chair Ahmad led the Commissioners, staff and visitors in the Pledge of Allegiance.



The Manager of Treasury Operations, Jeff Naugle, called the roll and declared a quorum available. Mr. Naugle welcomed the Commissioners, employees and guests on the WebEx and made the following statement:

With the lifting of the Commonwealth's mask and occupancy limitation related to the COVID-19 emergency, the Pennsylvania Turnpike Commission Meetings are being held in person. However, the Commission will also continue to post call-in/WebEx information for those who wish to attend the meeting via telephone/WebEx. The WebEx information was posted at least 48 hours in advance of the meeting. This meeting is being recorded and the Commission will post the recording on its website.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda Session to consider matters of Personnel, which included a termination, department reorganization, new hires, promotions, vacancies and a request to create, post and fill a position in the Facilities Operations Department.

The Commissioners also discussed Docket No. 1:21-CV-01273 and 5:22-CV-01420 and engaged in non-deliberative, informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Mr. Naugle: Copies of today's agenda are located in the Large Board Room for those attending in person. The agenda is also available on the Commission website at least 48 hours in advance of the meeting. The public is welcome to address the Commission regarding items listed on the agenda or other items not listed on the agenda that are within the Commission's authority or control. In order to conduct an orderly and effective meeting, all persons wishing to address the Commission should have requested time to speak at least 48 hours in advance of this meeting.

The Commission recognized Eric Epstein of Rock the Capital. Mr. Epstein discussed his concerns and status on the RTK requests, Kapsch, Delaware River Bridge, Act 44, Squire Patton, variable interest rates, bonds, notes, and terminology in the Bond Resolutions.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held August 16, 2022 be approved and filed as submitted-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATION

Motion-That the Commission approve the memo received from the Chief Counsel-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



PERSONNEL

Motion-That the Commission approves personnel as submitted-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



UNFINISHED BUSINESS

No Unfinished Business to consider.



POLICY LETTER

Motion-That the Commission adopt revisions to Policy 2.08, Childrearing Leave Without Pay, to expand the eligibility to part-time employees, change the name to Childrearing Leave, add definitions for Childrearing Leave, Foster Care System, full and part-time employees, remove the requirement to complete Wellness as part of medical benefits and add that employees on childrearing leave must pay the same contribution towards benefits as active employees and further clarification was added to the procedures section-was made by Commissioner Logan seconded by Commissioner Deon, and passed unanimously.



AGREEMENTS

Motion-That the Commission approves the negotiation and execution of the Agreements and Amendments for the items listed in memos “a” through “h” and “j”:

- a. Amendment to our agreement with General Dynamics Information Technology, Inc. (GDIT) to host, maintain, support, and provide help desk support for the Electronic Bidding System (EBS) for construction contracts; exercising the option to renew the agreement for an additional 5 years (July 2023 – June 2028); at cost of \$3,693,885.00;
- b. Reimbursement Agreement with Verizon for reimbursement to the Commission for the construction costs and utility relocation necessary for the total reconstruction project from MP A53.00 to MP A57.00; at a total estimated reimbursement of \$84,000.00;
- c. Amendment to our Interagency License Agreement with the Pennsylvania State Police (PSP) for use of various Commission owned towers; exercising the option to renew the agreement for an

additional year (October 29, 2022 - October 29, 2023); PSP will pay the Commission \$171,763.22 for the use of the towers;

- d. Right-of-Way Agreement with Somerset Township for a flowage easement over Commission owned property in Somerset Township which will allow Somerset Township to repair, operate and maintain existing drainage features along Menser Road;
- e. Interagency Agreement with the U.S. Department of the Interior, acting through the National Park Service, for the cooperative protection and management of the Appalachian National Scenic Trail that crosses over the Turnpike near the Palmerton Tower site for a ten (10) year term;
- f. License Agreement with Apple Enterprise Development for the Situational Traffic Awareness and Response (STAR) application;
- g. Amendment to our Agreement with the University of Pittsburgh, Swanson School of Engineering, to renew our funding of the Center for Impactful Roadway Infrastructure Science and Engineering (IRISE); at an annual cost of \$50,000.00 per year with a term of five (5) fiscal years beginning in FY2023; and authorize the Chief Engineer or designee to negotiate and execute the agreement;
- h. Reimbursement Agreement with PECO Energy Company (PECO) to reimburse PECO the cost for the engineering and utility relocation work necessary for the total reconstruction project at MP 312.00 to MP 316.00 (Bridge EB-726 at MP 314.95); at a total not-to-exceed cost of \$625,000.00;
- j. Settlement Agreement and Release with Michael Shaw Sr. and approve payment in the settled amount.

-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.

Motion-That the Commission approve the negotiation and execution of the Agreement for the item listed in memo "i":

- i. Agreement with Kapsch TrafficCom USA, Inc. (as approved vendor for the E-ZPass Interagency Group) for E-ZPass contract equipment including on-board units (OBUs) for a period of seven (7) years

-upon a statement from Mark Compton, CEO regarding research on Kapsch, a motion was made by Commissioner Logan, seconded by Commissioner Deon; Commissioner Lieberman abstained. The motion passed.



RIGHT-OF-WAY REQUESTS

Motion-That the Commission approves the Right-of-Way Requests for the items listed in memos “a” through “c”:

- a. Acquisition of Right-of-Way #7080-A1 (General Machine Products (KT), LLC), a partial take parcel necessary for the I-95A, Ramp D reconstruction project by authorizing payment of \$37,200.00 representing fair market value to KT, LLC.; authorize the appropriate Commission officials to execute the Temporary Construction Easement and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right of Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a Temporary Construction Easement as approved by the Legal Department;
- b. Acquisition of Right-of-Way #17706-A (Marc A. & Ann M. Vickers), a partial take parcel necessary for the pre-entry ITS installation for the Western Gaps project by authorizing payment of \$507.50 payable to Marc A. & Ann M. Vickers representing fair market value and pro-rated taxes; also authorize payment of \$69.25 representing recording fees to Washington County Recorder of Deeds; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon the delivery of a deed as prepared by the Legal Department;
- c. Acquisition of Right-of-Way #14S431 (Frank Veltri, John Miller, a/k/a FVJM Partners), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$503.75 representing fair market value and pro-rated taxes to FVJM Partners; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon the delivery of a deed as prepared by the Legal Department.

-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



ADVERTISING

Motion-That the Commission approve advertising for the items list in memos “a” and “b”:

- a. Two (2) open-end construction inspection services contracts from MP 200.00 to the Delaware River Bridge and the Northeast Extension;
- b. Open-end construction management and construction inspection services from MP 200.00 to the Delaware River Bridge and the Northeast Extension.

-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion—That the Commission approve the Issuance of Purchase Orders for the items listed in memos “a” through “h”:

- a. Single axle and tandem axle dump trucks; exercising the option to renew the agreement with M & K Truck Center of Harrisburg, LLC. through September to cover dump truck orders for fiscal year 2024; at an estimated cost of \$10,000,000.00 (final quotes for individual truck configurations are still pending);
- b. Five (5) Ford F-150 hybrid trucks, utilizing the Commonwealth’s contract with Apple Ford of Red Lion/Apple Automotive Group, Inc.; at a cost of \$243,055.00;
- c. Five (5) Ford Ranger pickup trucks, utilizing the Commonwealth’s contract with Apple Ford of Red Lion/Apple Automotive Group, Inc.; at a cost of \$161,320.00;
- d. Palo Alto Network Firewall and IoT subscription with ePlus Technology, Inc., to obtain a safety communications system for security firewalls and for additional devices to be used when PennDOT interfaces their CCTVs to the PTC TOC; at a cost of \$110,140.00;
- e. Veracode software subscription and support (September 18, 2022 - September 17, 2023), utilizing the Commonwealth’s contract with Carahsoft Technology Corporation; at a cost of \$109,662.65;
- f. Assignment Agreement with Affinity Empowering, Inc. for drug and alcohol testing, to assign its contract to WorkforceQA, LLC due to WorkforceQA, LLC’s acquisition of Affinity Empowering, Inc.;
- g. Installation of mobile cameras on the MUW vehicles, utilizing the Commonwealth’s contract with ePlus Technology, Inc.; at a cost of \$183,076.88;
- h. Motor oil, grease and lube, exercising the option to renew the agreement for an additional year (November 2022 – October 2023) with PPC Lubricants, Inc.; at a cost of \$150,000.00.

-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



CONTRACT AWARD

Motion-That the Commission approve the Award of Contracts for the items listed in memos “a” and b”:

- a. Contract #T-067.05S001-3-02 for rehabilitation of Bridges WB-512 at MP 67.06 and B-458 at MP 67.05, to the lowest responsive and responsible bidder, Gulisek Construction, LLC; at a not-to-exceed amount of \$2,602,329.83 and a contingency of \$125,000.00;

- b. Contract #EN-00115-03-20 for construction of tolling facilities between MP A87.10 and MP A123.51, to the lowest responsive and responsible bidder, Road-Con, Inc.; at a not-to-exceed amount of \$3,908,718.43 and a contingency of \$160,000.00.

-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



CHANGE ORDERS

Motion-That the Commission approve the Change Orders and Final Payments for the items listed in memos "a" and "b":

- a. Change Order #1 and Final Payment for Contract #EN-00277-03-05 for roadway and miscellaneous repairs between MP 201.58 and MP 299.98 with J.D. Eckman, Inc. for a decrease of \$638,479.07 to reflect the actual cost of the completed work authorizations; for a final contract value of \$2,361,520.93 and final amount due to the contractor of \$118,076.05;
- b. Change Order #1 and Final Payment for Contract #EN-00272-03-03 for bridge repairs between MP 109.91 and MP 236.22 with Bill Anskis Company, Inc. for a decrease of \$671,939.18 to reflect the actual cost of the completed work authorizations; for a final contract value of \$1,828,060.82 and final amount due to the contractor of \$91,403.04.

-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



AWARD OF SERVICES

Motion-That the Commission approve the award of services and authorize the negotiations and execution of an agreement/agreements with the selected firm/firms for the items listed in memos "a" and "b":

- a. T00208, construction management services for the reconstruction between MP 149.50 to MP 155.50:
 - SAI Consulting Engineering Consultants, Geologists & Land Surveyors, D.P.C. - AWARDED
The Commission has selected firm SAI Consulting Engineering Consultants, Geologists & Land Surveyors, D.P.C. for award based on the Commission's determination that the firms' Statement of Interest is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. SAI CONSULTING ENGINEERS, INC. firm has successfully delivered a variety of projects for the Commission in the past, particularly with roadway and has a strong presence in western Pennsylvania with its headquarters in Pittsburgh -was made by Commissioner Deon, seconded by Commissioner Logan, and passed unanimously.

b. T00204, T00205, T00206 and T00207, open-end engineering design services:

- Arora and Associates, P.C. – AWARDED
- H.W. Lochner, Inc. – AWARDED
- Sucevic, Piccolomini, & Kuchar Engineering, Inc. – AWARDED
- Susquehanna Civil, Inc. - AWARDED

The Commission has selected firms Arora and Associates, P.C.; H.W. Lochner, Inc.; Sucevic, Piccolomini & Kuchar Engineering, Inc. and Susquehanna Civil, Inc. for award based on the Commission’s determination that the firms’ Statement of Interest are the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firms have either no current or very little work with the Commission and are performing very well on current projects-was made by Commissioner Deon, seconded by Commissioner Logan, and passed unanimously.

Motion-That the Commission approve the award of services and authorize the negotiation of an agreement for the item listed in memo “c”:

c. RFP 5876, Unified Back-Office System implementation and maintenance:

- Accenture, LLP - AWARDED

The Commission has selected firm Accenture, LLP for award based on the Commission’s determination that the firms’ Proposal is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. Accenture, LLC provides a completely open system which positions the PTC on the forefront of trends in both financial processing and customer service delivery-was made by Commissioner Deon, seconded by Commissioner Logan, and passed unanimously.



AMENDMENT TO BOND RESOLUTIONS

Motion-That the Commission approve the amendments to the Bond Resolutions approved May 3, 2022 for Senior Indenture bonds or Notes or Subordinate Indenture bonds or Notes to refinance as interest rates are rising, for the memos listed in memos “a” through “c”:

- a. Amending a Resolution adopted by the Pennsylvania Turnpike Commission on May 3, 2022 authorizing the issuance of the Pennsylvania Turnpike Commission’s (i) senior indenture bonds or notes, including bond anticipation notes, and (ii) subordinate indenture bonds or notes, including subordinate revenue bonds, bond anticipation notes and special revenue bonds, each in one or more series or sub-series, fixed rate, multi-modal or variable rate, taxable and/or tax-exempt, in an aggregate initial principal amount not to exceed \$1,500,000,000 (based on par amount), to finance the costs of (a) currently or advance refunding all or a portion of any bond anticipation notes, other short-term indebtedness, senior indenture bonds or subordinate indenture bonds, including special revenue bonds, previously issued by the Pennsylvania Turnpike Commission, (b) any debt service reserve or similar funds or credit facility costs related to such bonds, and (c) issuance of such bonds; authorizing the issuance of senior indenture bonds or notes, including bond anticipation notes, to finance the costs of various capital expenditures for the Pennsylvania Turnpike system set forth in the Commission’s current Ten Year Capital Plan, including any amendment thereto, or in any prior capital plan, including, but

not limited to, the reconstruction of roadbed and roadway, the widening, replacing and redecking of certain bridges and/or the rehabilitation of certain interchanges and the funding of interest on certain bonds; authorizing the defeasance of a portion of any prior bonds issued by the Pennsylvania Turnpike Commission with not to exceed \$300,000,000 in available moneys of the Pennsylvania Turnpike Commission and appointment of certain professionals and authorizing documents with respect thereto; correcting the names of the senior trustee (U.S. Bank Trust Company, National Association), subordinate trustee and escrow agents (Computershare Trust Company, N.A.); authorizing the taking of further action and declaring that this resolution shall be liberally construed;

- b. Amending a Resolution adopted by the Pennsylvania Turnpike Commission on May 3, 2022 providing for the appointment of co-bond counsel (Squire Patton Boggs, LLP; Powell Law, P.C.) and disclosure counsel (Virtus, LLP) relating to the issuance of the Pennsylvania Turnpike Commission's senior indenture bonds or notes, including bond anticipation notes, and subordinate indenture bonds or notes, including subordinate revenue bonds, bond anticipation notes and special revenue bonds, each in one or more series or sub-series, fixed rate, multi-modal or variable rate, taxable or tax-exempt, in an aggregate initial principal amount not to exceed \$1,500,000,000;
- c. Amending a Resolution adopted by the Pennsylvania Turnpike Commission on May 3, 2022 providing for the appointment of one or more underwriters (BofA Securities, Inc.; Loop Capital Markets, LLC; Ramirez & Co., Inc.; Rice Financial Products Company; Blaylock Van, LLC; Drexel Hamilton, LLC; Quoin Capital, LLC; Robert W. Baird & Co., Inc.) relating to the issuance of the Pennsylvania Turnpike Commission's senior indenture bonds or notes, including bond anticipation notes, and subordinate indenture bonds or notes, including subordinate revenue bonds, bond anticipation notes and special revenue bonds, each in one or more series or sub-series, fixed rate, multi-modal or variable rate, taxable or tax-exempt, in an aggregate initial principal amount not to exceed \$1,500,000,000.

-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, September 20, 2022 beginning at 11:00 a.m.



POST FORMAL MEETING

Tim Scanlon, Director of Traffic Engineering and Operations and Thomas Macchione, Manager of Traffic Engineering gave a presentation on an update of the Automatic Work Zone Safety program.

Don Steele, Facilities/Special Projects Manager and Naomi Morris, Senior Traffic Operations Project Manager gave a presentation on the Task Force Diverse Business Tracking.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:40 a.m.-was made by Commissioner Deon, seconded by Commissioner Logan, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Assistant Secretary Treasurer

Sean Logan
Secretary Treasurer

ATTACHMENTS:

Memo received from the Chief Counsel
Memo received from Eric Epstein