

MINUTES OF THE COMMISSION MEETING HELD AUGUST 6, 2024

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:00 a.m. on Tuesday, August 6, 2024 at the Central Office located in Middletown, Pennsylvania. Available via Teams were William K. Lieberman, Vice Chair; Sean Logan, Commissioner; Pasquale T. Deon, Sr., Commissioner; and Christine Norris, Deputy Secretary for Highway Administration.

Also available for the meeting were Mark Compton, Chief Executive Officer; Craig Shuey, Chief Operating Officer; Brad Heigel, Chief Engineer; Catherine Clements-Jenkins, Director of Diversity & Inclusion; Doreen McCall, Chief Counsel; Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Project-East (via Teams); Tom Porter, Michael Baker Int'l.; and Ann Louise Edwards, Asst. Secretary Treasurer.

Others available were Anna Marcella, Executive Administrative Assistant (in person); April Rothermel, Asst. CTO-Security & Infrastructure (in person); Daniel Russell, Unified Technology Solutions Architect (in person); Don Klingensmith, Asst. CFO/Financial Administration (in person); Holly Herdman, Debt and Derivatives Manager; Jason Falchek, Unified Technology Solutions Architect (in person); Kelly Horvath, Executive Administrative Assistant; Lauren Dennis, Cash Manager (in person); Marcus Chaisson, Consultant (in person); Marissa Orbanek, Press Secretary; Nerma Peco, Financial Analyst (in person); Robert Massella, District clerk; Sheri Norris, Director of Human Resources; Steve Marroni, Communications Specialist (in person); Steve Barber, Baker Int'l. (in person); Cody Goss, RKK; Roger Eaton, HDR; George Settelmaier, KSE; Jeff Davis, TranSystems; John Nicholson, WSP; Jason Gagen, GPI; Jennie Louwerse, WSP; Santana Luz, Susquehanna Civil; Mason Kasprack, Allegheny Strategy; Brad McCullough, HDR Inc; Meghan Schroeder, Allegheny Strategy; Daniel O'Brien, RBC; Kenneth Olup, Hill; Seemon Georges, GPI; and Tim Scanlon, Drive Engineering;



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



The Asst. Secretary Treasurer, Ann Louise Edwards, called the roll and declared a quorum available.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda Session to consider matters of Personnel, which included promotions, new hires, vacancies and annuitants.

The Commissioners also engaged in informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Mrs. Edwards: While Pennsylvania Turnpike Commission Meetings are held in person, the Commission will continue to post Teams meetings on its website for those who wish to attend the meeting virtually. Today’s meeting is being recorded and the Commission will post the recording on its website.

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. 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.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held July 16, 2024, be approved and filed as submitted-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



The Vice Chair welcomed Deputy Secretary Norris to her first Commission Meeting.

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 approve personnel as submitted-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



UNFINISHED BUSINESS

No Unfinished Business to consider.



BOND RESOLUTIONS

Motion-That the Commission approve the Bond Resolutions for the items listed in memos “a” through “c”:

- a. Approve the issuance of the Pennsylvania Turnpike Commission’s (i) Senior Indenture Turnpike Revenue Bonds or Notes, and (ii) Subordinate Indenture Turnpike Revenue Bonds or Notes, including Special Revenue Bonds, each in one or more series or sub-series, variable rate, fixed rate or multi-modal, taxable or tax-exempt, in an aggregate principal amount not to exceed

\$650,000,000, for the purpose of financing (1) the refunding of all or a portion of certain outstanding Senior Indenture Turnpike Revenue Bonds and/or Subordinate Indenture Turnpike Revenue Bonds, including Special Revenue Bonds, designated by the Commission, including the modification and/or termination of related swap agreements and any payments due upon such modification and/or termination; (2) the funding of necessary reserves; and (3) the costs of issuance of such bonds; authorizing the issuance of any such bonds on a forward delivery basis; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures under each related indenture for the bonds; (2) one or more preliminary official statements or preliminary private placement memoranda; (3) one or more official statements or private placement memoranda; (4) one or more purchase contracts or placement agreements, direct purchase or placement agreements, continuing covenant agreements or similar agreements; (5) one or more agreements for the provision of letters of credit, standby bond purchase agreements, other credit facilities or similar forms of credit enhancement and/or reserve fund credit facilities and any related reimbursement and other agreements; (6) one or more remarketing agreements; (7) one or more continuing disclosure agreements; (8) one or more interest rate swaps or other derivatives, or amendments to or terminations of existing interest rate swaps; (9) one or more escrow deposit agreements and other refunding documents; (10) documents related to the pledge of motor license fund monies for special revenue refunding bonds; and (11) any other necessary or appropriate documents or certificates; confirming, among other things, certain officials of the Pennsylvania Turnpike Commission as “authorized officers” for purposes of this bond resolution and authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;

- b. Providing for the appointment of co-bond counsel (Cozen O’Connor and Eckert Seamans Cherin & Mellott, LLC), the appointment of certain advisors (co-financial advisors-Public Resources Advisory Group and Phoenix Capital Partners, LLP), and the authorization of actions by certain authorized officers of the Pennsylvania Turnpike Commission for purposes of this resolution relating to the issuance of certain of the Pennsylvania Turnpike Commission’s Senior Indenture Turnpike Revenue Bonds and/or Subordinate Indenture Turnpike Revenue Bonds, including special revenue bonds, approved by resolution of the Pennsylvania Turnpike Commission adopted August 6, 2024, which resolution provides for the issuance from time to time of Senior Indenture Turnpike Revenue Bonds and/or Subordinate Indenture Turnpike Revenue Bonds, including Special Revenue Bonds, in an aggregate principal amount not to exceed \$650,000,000 to finance the refunding of certain outstanding Senior Indenture Turnpike Revenue Bonds and/or Subordinate Indenture Turnpike Revenue Bonds, including special revenue bonds;
- c. Providing for the selection of a direct purchaser and swap provider (Barclays Capital Inc. and Barclays Bank PLC), as applicable, and the authorization of actions by certain authorized officers of the Pennsylvania Turnpike Commission for purposes of this resolution relating to the issuance of certain of the Pennsylvania Turnpike Commission’s Senior Indenture Turnpike Revenue Bonds and/or Subordinate Indenture Turnpike Revenue Bonds, including special revenue bonds, approved by resolution of the Pennsylvania Turnpike Commission adopted August 6, 2024, which resolution provides for the issuance from time to time of Senior Indenture Revenue Bonds and/or Subordinate Indenture Turnpike Revenue Bonds, including special revenue bonds, in an aggregate principal amount not to exceed \$650,000,000 to finance the refunding of certain

outstanding Senior Indenture Turnpike Revenue Bonds and/or Subordinate Indenture Turnpike Revenue Bonds, including special revenue bonds.

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



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of the Agreements for the items listed in memos “a” through “d”:

- a. Settlement Agreement and Release with Nationwide Enterprises Corporation; and authorize the appropriate Commission officials to execute the necessary settlement documents and authorize payment of the settled amount;
- b. Agreement with Ali Abdelaziz d/b/a Bucks Auto Tags LLC to distribute E-ZPass GoPaks at its location;
- c. Amendment to the previously approved agenda item of September 19, 2023 (F-2e) to change the name of the entity with whom the Commission will enter into the agreement to install, maintain, and operate electric vehicle charging ports at the Commission’s service plazas from Applegreen Electric US, Inc. to Applegreen Electric PA LLC; and authorize the appropriate Commission officials to execute the agreement;
- d. Settlement Agreement and Release with Rhonda Thompson; and authorize payment of the workers’ compensation settled amount.

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



RIGHT-OF-WAY REQUESTS

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

- a. Acquisition of Right-of-Way #6011-B (Monteiro Family Partnership, LP; Principals – Dennis T. and Jennifer L. Monteiro), a partial take parcel necessary for the total reconstruction and widening project from MP 302.00 to MP 308.00 and the Marsh-Adams Road Bridge Replacement project by authorizing payment of \$15,801.50 representing fair market value and pro-rated taxes to Monteiro Family Partnership, LP; also authorize payment of \$93.75 representing recording fees to Chester 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 owner is contingent upon the delivery of a deed as prepared by the Legal Department;

- b. Adopt the proposed Property Acquisition Resolution for Right-of-Way #1A056-A1 (RSP, LP; CC Realty Advisors, Inc.; Richard Erenberg; Doug Engel), a partial take parcel necessary for the Western Regional Office Microgrid project by authorizing payment of \$26,200.00 representing estimated just compensation to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- c. Adopt the proposed Property Acquisition Resolution for Right-of-Way #1A060-A (BT-NEWYO, LLC), a partial take parcel necessary for the Western Regional Office Microgrid project by authorizing payment of \$1,200.00 representing estimated just compensation to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel.

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



CHANGE ORDERS AND FINAL PAYMENTS

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

- a. Change Order #8 and Final Payment for Contract #T-334.00R002-3-02 for bituminous resurfacing between MP 333.99 and MP 340.05 and median barrier replacement between MP 337.37 and MP 340.03 with Allan Myers, L.P., for a decrease of \$447,039.74 for normal quantity adjustments, guiderail, excavation, binder and wearing courses and subbase adjustments, for a final contract value of \$15,666,490.12 and final amount due to the contractor of \$54,324.69;
- b. Change Order #3 and Final Payment for Contract #EN-00286-03-07 for roadway and miscellaneous repairs between MP A31.34 and MP A130.64 with J.D. Eckman, Inc., for a decrease of \$46,143.73 to reflect the actual cost of the completed work authorizations, for a final contract value of \$5,953,856.27 and final amount due to the contractor of \$119,077.13;

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

Motion-That the Commission approve the Change Order for the items listed in memo "c":

- c. Change Order #6 for Contract #A-037.50T001-3-02 for roadway and bridge reconstruction from MP A37.39 to MP A43.33 with Trumbull Corporation for an increase of \$1,297,413.27 for normal quantity adjustments, erosions and sedimentation controls, footer removal, pavement patching, unforeseen rock relating to the Basin 5 outlet pipe run, drainage issues, temporary shoring issues, embankment stabilization, stormwater basin plantings, arborvitae trees, sewer work, hauling unsuitable embankment material, construction of a haul road, revisions to the deck grade and dewatering the borrow pit, for a revised not-to-exceed amount of \$203,257,253.57.

– was made by Commissioner Logan, seconded by Commissioner Deon; Commissioner Lieberman abstained.

VICE CHAIR LIEBERMAN: I abstain on this item because Trumbull Corp. is a client of my firm.

The motion passed.



PURCHASE ORDERS

Motion-That the Commission approve the Award of Bids and the Issuance of Purchase Orders for the items listed in memos “a” through “g”:

- a. Window cleaning for the CAB and TIP buildings, exercising the option to renew the agreement for an additional year (September 2024 - August 2025) with Point Exteriors LLC; at a cost of \$65,000.00;
- b. Open-end drilling contract from MP 247.30 to the Delaware River Bridge and the Northeast Extension, to the lowest responsive and responsible bidder, NexTerra Subterranean, Inc.; at a not-to exceed amount of \$900,000.00 or a term of three (3) years, whichever occurs first;
- c. Compu-Spread parts contract (August 8, 2024 - July 31, 2025), to the lowest responsive and responsible bidder, Modern Handling Equipment Co., at a cost of \$225,000.00;

- d. Plow blades, parts, hardware and accessories (August 8, 2024 - July 31, 2025), to the lowest responsive and responsible bidders; and permit staff to move funds between service contracts as needed during the contract term:

Nordik	\$334,000.00
Winter Equipment Co., Inc.	\$ 39,000.00
Trius, Inc.	\$203,000.00
Valk Manufacturing Co., LLC	\$ 80,000.00
Wear Parts & Equipment	\$ 5,000.00
CONTINGENCY	<u>\$100,000.00</u>
TOTAL AWARD	\$761,000.00

- e. Veracode software maintenance and support subscription (September 18, 2024 – September 17, 2025), utilizing the Omnia Partners cooperative purchasing agreement with Insight Public Sector, Inc.; at a cost of \$120,530.00;
- f. Pathway product solution (to allow the counties to interface with the new BeOn IP based radio system), utilizing the Commonwealth’s contract with L3Harris Technologies, Inc.; at a cost of \$211,839.00;
- g. Zenitel IP devices (to allow VHF radios at the maintenance locations to interface with the new BeOn IP based radio system), utilizing the Commonwealth’s contract with ePlus Technology, Inc.; at a cost of \$168,747.75.

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



AWARD OF CONTRACT

Motion-That the Commission approve the Award of Contract #EN-00335-03-02 for sinkhole repairs between MP 187.00 and MP 312.03, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$2,000,000.00 - was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission is scheduled on Tuesday, August 20, 2024 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:05 a.m.-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Asst. Secretary Treasurer

Dr. Keith Leaphart
Secretary Treasurer

ATTACHMENT

Memo received from the Chief Counsel