

MINUTES OF THE COMMISSION MEETING HELD APRIL 19, 2022

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:30 a.m. on Tuesday, April 19, 2022 at the Central Office located in Middletown, Pennsylvania. Present for the meeting was Yassmin Gramian, Chair. Available via telephone were William K. Lieberman, Vice Chair; Wadud Ahmad, Secretary Treasurer and Pasquale T. Deon, Sr., Commissioner.

Also available for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Bradley J. Heigel, P.E., Chief Engineer; Carl DeFebo, Jr., Director of Public Relations & Marketing; 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, Esq., Asst. Chief Operating Officer/Toll Collection (via telephone); Timothy Scanlon, Director of Traffic Engineering and Operations (via telephone); Thomas Porter, Michael Baker Int'l. and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via telephone were Don Klingensmith, Asst. Chief Fin. Officer for Financial Administration; Jeffrey Naugle, Manager of Treasury Operations (in person); Kelly Horvath, Executive Administrative Assistant (in person); Josh Fox, District inventory Clerk; Mark Caruso, Procurement Specialist; Myneca Ojo, Cultural Inclusion Program Manager; Sean Laudenslager, End User Support Supervisor (in person); Steve Barber, Michael Baker Int'l. (in person); Todd McKillop, District Inventory Clerk; C. West, Lochner; Crystalann Deardorff, Susquehanna Civil; Dean Morrison, Alfred Benesch; Derek Rogers, RIG; Don Davanzo, SPK; Doug Aiken, Mackin; Ed Reese, GPD; Eric Epstein, Rock the Capital (in person); Eric Madden, JMT; George Settelmaier, KS Engineers; Hannah Vrancken, Siebert Williams Shank & Co.; J. Perrego, WBCM; Jason Gagen, Greenman-Pedersen; Joe DiFiore, Wallace Pancher Group; Joe Romano, LDG; J.T. Lincoln, Dewberry; Karen Gabel, Erdman Anthony; Mark Karolski, Bucharth Horn; Michele Donaghy, TY Lin; Michele Girolami, Gibson Thomas; Mike Houser, Markosky; Osaze Romany, Bankcroft Capital; Paul DiGirolamo, Hill Int'l.; Paul McNamee, KCI Technologies; Patty Smith, Rock the Capital (in person); Pete Capizzi, Quality Engineering; Phil Rampulla, EADS; Quinten Rissler, LDG; Samantha's Towing; Sarah Cassi, News Reporter; Stefan Gombas, EADS; Steve Rodgers, Lochner; Matt Macey, CDR; Nick Smith, EADS; and Rachel Perrego, Susquehanna Civil.



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



The Assistant Secretary Treasurer, Ann Louise Edwards, called the roll and declared a quorum available. Mrs. Edwards 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 new hires and promotions.

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



PUBLIC COMMENT

Mrs. Edwards: 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 with some of the language/definitions, the Minutes, prior requests, the revolving line of credit, agreements, advertising, engineering supplements, debt management software and engineering change order. **Mr. Epstein's comments are attached to the Minutes.**



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held April 5, 2022 be approved and filed as submitted-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



COMMUNICATION

Motion-That the Commission approve the memos received from the Chief Counsel and Asst. CFO-Financial Administration-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



LINE OF CREDIT

Motion-That the Commission approves the approval of (1) the issuance of the Pennsylvania Turnpike Commission's Turnpike Revolving Line of Credit (PNC Bank), in one or more series or sub-series, fixed or floating rate, taxable or tax-exempt under its amended and restated Trust Indenture dated as of March 1, 2001, in an aggregate principal amount not to exceed \$200,000,000, in a single issuance or from time to time, for the purpose of funding or refinancing costs including general working capital needs of the Commission, including funding/reimbursing necessary reserves and the payment of debt service on the senior indenture bonds , and; (2) authorizing the execution, delivery and distribution of the following, if necessary; (1) one or more supplemental trust indentures, (2) one or more line of credit agreements; (3) one or more line of credit notes; (4) one or more note purchase agreements, and (5) any other necessary or appropriate documents or certificates; authorizing the execution and delivery of any related agreements; authorizing the taking of further action; repealing inconsistent resolutions; providing for the appointment of note counsel, and/or other professionals (Saul Ewing Arnstein & Lehr, LLP; Phoenix Capital Partners, LLP; Public Resources Advisory Group); providing for the appointment of the financial advisor; and declaring that this resolution shall be liberally construed-was made by Commissioner Deon, seconded by Commissioner Ahmad, 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 "e":

- a. Amendment to our agreement with Travel Boards of Pennsylvania, Inc. for logo sign programs, to reduce the financial obligation terms due to continuing adverse business impacts due to COVID-19;
- b. Assignment Agreement with Account Control Technology, Inc. (ACT), to assign its contract to Transworld Systems, Inc. (Transworld) due to Transworld's acquisition of ACT;
- c. Agreements for open-end drilling, at a not-to-exceed amount of \$900,000.00 each:
 - TranSystems, Inc. for MP 0.00 to MP 247.30, Amos K. Hutchinson Bypass, Beaver Valley Expressway, Mon/Fayette Expressway and the Southern Beltway;
 - TRC Engineers, Inc. for MP 247.30 to the Delaware River Bridge and the Northeast Extension;
- d. Amendment to our agreement with IBI, Inc. for design, development, and deployment of the Next Generation Advanced Traffic Management System (NextGen ATMS), exercising the option to renew the agreement for an additional 5-years to continue to provide ATMS project services

for routine maintenance and support, operational and maintenance support, and to establish a budget for potential system enhancements; for a not-to-exceed amount of \$2,404,538.00;

- e. Amendment to our agreement with Causey, Demgen & Moore for arbitrage advisory services, exercising the option to renew the agreement for an additional year; at a cost of \$2,200.00 - \$3,500.00 per bond issue and \$500 for each bona fide debt service fund.

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



RIGHT-OF-WAY REQUESTS

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

- a. Acquisition of Right-of-Way #14S379 (Andrew V. Borriello), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$8,063.00 representing fair market value and pro-rated taxes to Andrew V. Borriello; 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. Acquisition of Right-of-Way #14S651 (John J. & Margaret A. Hopchak), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$6,563.00 representing fair market value and pro-rated taxes by John J. & Margaret A. Hopchak; 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 Deon, seconded by Commissioner Ahmad, and passed unanimously.



ADVERTISING

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

- a. Open-end environmental services contract;
- b. Open-end architectural design contract;
- c. Marketing creative consultants to support key initiatives including, but not limited to, work zone safety, safety, social media and customer appreciation campaigns.

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



PURCHASE ORDERS

Motion–That the Commission approves Change Orders and the Issuance of Purchase Orders for the items listed in memos “a” through “h”:

- a. Post sleeves contract (May 2022 – April 2023), utilizing the Commonwealth’s contract with Main Stream Industries, Inc.; at a cost of \$250,000.00;
- b. Tenable Security maintenance software support, exercising the option to renew the agreement (through June 25, 2023) with SHI International Corp.; at a cost of \$109,451.00;
- c. Daktronics extended service agreement, exercising the option to renew the agreement for an additional year (July 2022 – July 2023) with Daktronics, Inc.; at a cost of \$105,100.00;
- d. Nine (9) John Deere 5090E tractors with diamond flail mowers, utilizing the Commonwealth’s contract with John Deere Ag & Turf CBD & Government Sales; at a cost of \$761,629.23;
- e. One (1) John Deere 6110M cab tractors with Tiger Bengal Brute boom mower with flail head, utilizing the Commonwealth’s contract with John Deere Ag & Turf CBD & Government Sales; at a cost of \$182,913.15;
- f. Insight Technology for hardware, software and professional services with Insight (procured via the OMNIA Partners cooperative purchase agreement), to cover WooClap licensing and future implementations (HAZMAT analysis and enhancements and property damage application); at a cost of \$411,725.00;
- g. Info-Tech membership, exercising the option to renew the agreement for an additional two (2) years (June 21, 2022-June 20, 2024) with Info-Tech Research Group; at a cost of \$234,316.00;
- h. Penn State sponsorship agreement, with Penn State Sports Properties, LLC; at a cost of \$133,100.00 plus a contingency of \$10,635.00; for a total approved amount of \$143,735.00.

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



CONTRACT AWARD

Motion-That the Commission approves the Award of Contract #EN-00115-03-11 for construction of the tolling facilities between MP 332.52 and MP 348.90, to the lowest responsive and responsible bidder, PKF-Mark III, Inc.; at a not-to-exceed amount of \$12,282,079.00 and a contingency of \$500,000.00.-was made by Commissioner Deon, seconded by Commissioner Ahmad, 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" through "f":

a. RFP 6983, towing and road services from MP 266.50 to MP 292.50; the highly recommended firm:

- H&S Towing Service, Inc. - AWARDED

The Commission has selected the firm H&S Towing Service, Inc. for award based on the Commission's determination that it has the necessary equipment, personnel and facilities and has performed well on their adjacent section of the Turnpike and while filling in on this section.

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

b. RFP 6806, towing and road services from MP 292.60 to MP 312.00; the highly recommended firm:

- EVB Service Center, Inc. - AWARDED

The Commission has selected the firm EVB Service Center, Inc. for award based on the Commission's determination that it has the necessary equipment, personnel and facilities and has performed well on their adjacent section of the Turnpike and while filling in on this section.

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

c. RFP 7016, towing and road services from MP S0.00 to MP S17.50; the highly recommended firm:

- Green's Road & Towing Service, Inc. - AWARDED
- Wally's Auto Service

The Commission has selected the firm Green's Road & Towing Service, Inc. for award based on the Commission's determination that it has the necessary equipment, personnel and facilities and has performed excellently on this section of the Turnpike. It has the 2nd highest on-scene compliance rate for all towing contracts across the system.

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

d. RFP 7236, towing and road services from MP A67.60 to MP A94.40; the highly recommended firm:

- All-Points Towing, Recovery, and Service Center, Inc. - AWARDED

The Commission has selected the firm All-Points Towing, Recovery, and Service Center, Inc. for award based on the Commission's determination that it has the necessary equipment, personnel and facilities and has performed excellently on this section of the Turnpike with one of the highest on-scene compliance rates across the system.

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

e. T00191/T00192, construction management and inspection services between MP 0.00 and MP 200.00, I-376, Turnpike 576, Turnpike 66 and Turnpike 43; the highly recommended firms:

- The EADS Group, Inc. - AWARDED
- CDR Maguire, Inc. - AWARDED
- Hill International, Inc.

The Commission has selected the firms The EADS Group, Inc. and CDR Maguire, Inc. for award based on the Commission's determination that both firms have very construction services experience on similar projects and have a relatively low workload with the PTC.

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

f. T00189, design services for the rapid replacement of Bridge NB-364 at MP A59.41 and Bridge NB-376 at MP A62.84:

- Rummel, Klepper & Kahl, LLP - AWARDED
- Alfred Benesch and Company
- Sucevic, Piccolomini & Kuchar Engineering, Inc.

The Commission has selected the firm Rummel, Klepper & Kahl, LLP for award based on the Commission's determination that it has a good understanding of the challenges associated with this project and the techniques and option that may be beneficial and RK&K can bring to the table good experience with Accelerated Bridge Construction from work with other agencies.

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



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, May 3, 2022 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:53 a.m.-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Assistant Secretary Treasurer

Wadud Ahmad
Secretary Treasurer

ATTACHMENTS:

Memos received from the Chief Counsel and Asst. CFO-Financial Administration
Memo received from Eric Epstein