

MINUTES OF THE COMMISSION MEETING HELD APRIL 4, 2023

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:03 a.m. on Tuesday, April 4, 2023 at the Central Office located in Middletown, Pennsylvania. Present for the meeting was Michael Carroll, Chair; and Michael Rebert, Acting Deputy Secretary for Highway Administration. Available via telephone were William K. Lieberman, Vice Chair; Sean Logan, Secretary Treasurer; and Pasquale T. Deon, Commissioner.

Also available for the meeting were Mark Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Bradley J. Heigel, P.E., Chief Engineer; Carl E. DeFebo, Jr., Director of Communication and Customer Experience; Charles L. Duncan III, Esquire-Chief Compliance & Diversity Officer; Doreen McCall, Chief Counsel; John DelRicci, Director of Maintenance; Kelli Roberts-Director of Policy and External Affairs; Rick Dreher, Chief Financial Officer; Stacia A. Ritter, Asst. COO/Toll Collection; Tom Porter, Michael Baker Int'l.; and Ann Louise Edwards, Asst. Secretary Treasurer.

Others available via telephone were Anna Marcella, Executive Administrative Assistant (in person); April Rothermel, Asst. CTO-Security & Infrastructure; Daniel Russell, Consultant (in person); Don Klingensmith, Asst. CFO-Financial Administration (in person); Gina Murray, Manager of Professional Services Procurement; Holly Herdman, Business Improvement & Analytics Manager; Kelly Horvath, Executive Administrative Assistant; Louis Van Gorder, Attorney 4; Jeff Naugle, Manager of Treasury Operations (in person); Laura Brenckle, Strategic Programs Manager; Nerma Peco, Finance Trainee; Sean Laudenslager, End User Support Supervisor (in person); Sheri Norris, Director of Human Resources; Stephanie Newbury, Senior Procurement Specialist; Steve Marroni, Communications Specialist (in person); Steve Barber, Michael Baker Int'l.; Laura Mitti, consultant; Adam Claar, EADS Group; Alyssa Barlup, NTM Eng.; Ashley Palmer, Modjeski; Bernie Bydlon, Navarro & Wright; Bill Weaver, TRC Companies; Brad Milbrand, CAI; Brian Kimmet, RTC (in person); Camille Evans, Virtus; Cathy Taylor, TranSystems; Cody Goss, CDR Maguire Engineering; Dave Snively, CDR Maguire; David Lowdermilk, WSP; Dylan Sands, UBS; Dan Cessna, CD Maguire; Doug Aiken, Mackin Engineering; Ed Reese, GPD Group; Eric Epstein, RTC (in person); Esther Bentancourt, Volkert; Gary Graham, Bowman; Gary Graham, McMahon Associates; George Settelmaier, KS Engineers; Greg Shiffler, CDR Maguire; Irene Eells, JMT; Jan Murphy, PennLive; Jeff Davis, TranSystem; Jeff Hans, HDR; Jason Gagen, GPI; Jim Takacs, STV; J.T. Lincoln, Dewberry; Joe Rieger; Karen Gabel, Erdman Anthony; Justin Gibbons, Urban Engineers; Jennie Louwerse, WSP; Jim Takacs, STV Inc.; Kevin Johnson, TPD; Matt Macey, CDR Maguire; Michele Donaghy, TY Lin; Michele Girolami, Gibson-Thomas; Michelle Underwood, Modjeski; Patti Zabinski, Windstream; Paul McNamee, KCI; Pete Capizzi, QES; Patrick McCabe, GPI; Patrick Kane, GPI; Phil Vitale, CMC; Rob Prophet, TPD; Scott Schaeffer, JBC; Seemon Georges, Volkert; Steve Ryan, JBC Associates; and Tom Rowader, GPI.



Chair Carroll 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. 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 a reclassification, new hires, promotions, and vacancies.

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 (RTC). Mr. Epstein stated that he received the requested data related to the March 7<sup>th</sup> meeting and believe those issues are closed. Mr. Epstein also discussed the status of former Commissioner Timothy Carson's (partner at Dilworth Paxson LLP) and whether the firm is approved in the pool of qualified underwriters; he commented on PennDOT's bridge and replacement studies, retirement trust; and the total dollar amount to be approved at today's meeting and total amount approved in six weeks.

RTC live streamed the meeting.



#### MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held March 21, 2023 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 approve personnel as submitted-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



UNFINISHED BUSINESS

No Unfinished Business to consider.



POLICY LETTERS

Motion-That the Commission approve the revisions to Policy Letters for the items listed in memos “a” through “d”:

- a. Revisions to Policy 7.08, Retiree Medical Trust Funding, to consider the following factors when establishing the OPEB contribution amount included in the annual operating budget: funded status of the Trust, estimated actuarially determined contribution, estimated service cost, current market conditions, OPEB expense projections, projected cash balances and other pertinent factors;
- b. Revisions to Policy 4.01, Tuition Reimbursement, to change Policy Letter name to Educational Assistance Program; to establish and define general policy and procedures for new Student Loan Debt Reimbursement Program; introduce a cap for reimbursement per employee for the entirety of their employment; added coverage for “course related fees” under the Tuition Reimbursement Program; update the Tuition Reimbursement amount from 90% to 100% of tuition, registration, course related fees and books; remove the option for a 50% advance of the employee’s tuition reimbursement; add definitions for CARES Act, Educational Assistance Program, Post-Secondary Education Programs, Public Service Loan Forgiveness, Qualified Education Loan, Student Loan Debt Reimbursement and Tuition Reimbursement; and general clarifications;
- c. Revisions to Policy 2.14, Public Employee Pension Forfeiture Act. No. 1978-140, to expand the list of forfeitable offenses; add definitions for Public Official or Public Employee, retirement benefits, retirement code, SERS member and remove SERS definition; and general clarification and modifications;
- d. Revisions to Policy 4.05, Compensatory Time for Exempt Employees, to change policy name to include Management employees; change the earning period from July-June to calendar year; change the month that the leave exhausts from September to March (based on the new earning period); add definitions and general clarifications.

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



AGREEMENT

Motion-That the Commission approve the negotiation and execution of an Ownership Agreement with Pennsylvania Department of Transportation (PennDOT), for the Mon/Fayette Expressway, Section 53A1; to turn over maintenance and ownership of various items, including S.R. 0885 Bridge, to PennDOT upon completion of construction-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 “e”:

- a. Acquisition of Right-of-Way #6347 (227 Diamond Avenue Land Trust), a total take parcel necessary for construction of the Lafayette Street Interchange, by authorizing payment of \$17,514.75 representing fair market value, pro-rated taxes and recording fees to Diversified Settlement Services, Inc., as escrow agent; 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 #14S446 (Billy A. and Lynn A. Eichler), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$1,400.00 representing fair market value to Billy A. and Lynn A. Eichler; authorize the appropriate Commission officials to execute the Temporary Construction Easement and other documents that may be required; 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 Temporary Construction Easement as prepared by the Legal Department;
- c. Approve payment of damages awarded by the Montgomery County Board of Viewers for the Rt. 202 Bridge Replacement project, by authorizing payment of \$61,984.99 representing payment of the Board of View award and statutory delay damages to 202 Rent-All, Inc.; upon payment of the award, the case will be closed;
- d. Approve the Quit Claim deed for Right-of-Way #14529 (Donald L. Spray), necessary for reservation of oil and gas rights to the successor, Divot Acquisitions, LLC; and reimbursement of the Commission’s costs for the title review and document preparation is contingent upon the execution of the Quit Claim deed prepared by the Legal Department and approved by the Chief Counsel;
- e. Acquisition of Right-of-Way #14083-E (Gail Ann Hurley), a total take parcel necessary for the total reconstruction project from MP 53.00 to MP 57.00, by authorizing payment of \$23,055.16

representing fair market value, pro-rated taxes and recording fees to Universal Settlement Services of Pennsylvania, LLC, as escrow agent, 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.

VICE CHAIR LIEBERMAN: “Doreen, is our vote for who we are taking land from, or voting on the actual piece of land, what are we actually voting on for these items?”

DOREEN MCCALL: You are voting to acquire the property by authorizing the payment to the claimant of the fair market value, authorizing payment of additional statutory damages provided by law; and authorizing the Chief Counsel to approve payment of those additional statutory damages.

VICE CHAIR LIEBERMAN: “We are not focusing on whether or not this land is appropriate or inappropriate?”

DOREEN MCCALL: That is correct. You are voting on the amount paid.

VICE CHAIR LIEBERMAN: “Thank you. I’m good with this Chair.”

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



#### SUPPLEMENTAL AGREEMENT

Motion-That the Commission approve the negotiation and execution of Supplemental Agreement #3 for Contract #M-052.50X002 for design services for the Mon/Fayette Expressway, Rt. 51 to I-376, Section 53C with the EADS Group, Inc. for an increase of \$2,200,000.00 to complete final design and for additional work that has developed through the course of design; for a revised not-to-exceed amount of \$22,100,000.00. -was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



#### PURCHASE ORDERS

Motion-That the Commission approve the Change Order, Issuance of a Purchase Order and Purchasing Agreements for the items listed in memos “a” through “c”:

- a. Sponsorship Agreement with Hershey Park/Hershey Entertainment & Resorts for advertising and promotional rights for three (3) years; at a cost of \$270,000.00;
- b. Approve the use of Omnia Partners cooperative purchase agreement to procure software titles, hardware and other products with OMNIA Partners, Public Sector (former US Communities) Cooperative that may not be available through existing contracts;
- c. Enterprise Fleet Management services with Enterprise Fleet Management Inc. to provide flexibility to convert vehicle purchases to lease agreements in the future and to close purchase orders and open new ones as they expire, or to procure new vehicles (through March 2027); at a cost of \$354,035.00.

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



CONTRACT AWARDS

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

- a. Contract #G-006.82S001-3-02 for bridge rehabilitation between MP G06.46 and MP G06.96, to the lowest responsive and responsible bidder, Swank Construction Company, LLC; at a not-to-exceed amount of \$709,101.30 and a contingency of \$35,000.00;
- b. Contract #A-094.26S001-3-02 for bridge rehabilitation and asphalt resurfacing between MP A90.80 and MP A95.17, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$29,791,926.85 and a contingency of \$2,085,000.00;
- c. Contract #T-312.00T003-3-03 for roadway and bridge reconstruction between MP 311.60 and MP 316.19, to the lowest responsive and responsible bidder, Allan Myers, L.P.; at a not-to-exceed amount of \$214,177,555.00 and a contingency of \$11,000,000.00;
- d. Contract #T-298.00T001-3-04 for the replacement of Bridge EB-701 at MP 301.03, to the lowest responsive and responsible bidder, Road-Con, Inc.; at a not-to-exceed amount of \$9,450,922.65 and a contingency of \$500,000.00.

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



CHANGE ORDERS

Motion-That the Commission approve the Change Orders for the items listed in memos “a” and “b”:

- a. Change Order #3 for Contract #T-316.89F001-3-05 for the construction of the Devault Maintenance Facility with Boro Developers, Inc. for an increase of \$102,374.73 for well casing, exhaust fan changes and radiant flooring changes; for a revised not-to-exceed amount of \$2,286,790.96;
- b. Change Order #15 for Contract #T-186.20S004-3-02 for rehabilitation of the Tuscarora Tunnel and Bridges B-561 and B-562 between MP 185.89 and MP 187.49 with Mosites Construction Company for an increase of \$1,085,752.72 for tile test and removal, east portal façade repairs, ceiling repairs, undercutting, leak repairs, drainage, delineation, post base upgrades, SCADA reprogramming, UPS replacement, DMS sign support structure and price adjustments; for a revised not-to-exceed amount of \$117,183,103.13.

-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” through “c”:

- a. T00223-T00224, Open-end Construction Management and Inspection-East; the highly recommended firms in alphabetical order:
  - CDR Maguire Inc.-AWARDED
  - STV Incorporated-AWARDED
  - AECOM Technical Services, Inc.
  - TRC Engineers, Inc.

-staff briefing by Brad Heigel.

VICE CHAIR LIEBERMAN: “Doreen, was Brad making a motion, he was making a recommendation, correct?”

DOREEN MCCALL: Correct. He is just giving you the background information and making a recommendation.

VICE CHAIR LIEBERMAN: “If he said “I move”, he should have said “I recommend”.

DOREEN MCCALL: “Yes, he may have just misspoke.”

VICE CHAIR LIEBERMAN: “I understand that, but if we want the Minutes to be correct, we should note that Brad recommended”.

DOREEN MCCALL: “Correct.”

The Commission has selected firms CDR Maguire Inc. and STV Incorporated for award based on the Commission’s determination that the firms’ proposals are the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firms have demonstrated the work ethic and ability required for the services of this project and have significant relevant experience. CDR Maguire Inc. and STV Incorporated each have a large number of employees in Pennsylvania.

COMMISSIONER LOGAN: “Just to dovetail on the two highly recommended firms, the 2 highly recommended firms have over 400 Pennsylvania employees, which is very important. Thank you Mr. Chairman.”

CHAIR CARROLL: “Thank you. They are all outstanding firms, and these decisions are always complicated by virtue that they are all highly recommended by the Commission staff, and they are all really good firms.”

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

- b. T00227/T00228, Open-End Construction Inspection Services for I-95 Interchange Stage 2 Construction; the highly recommended firms in alphabetical order:
  - Quality Engineering Solutions, Inc.-AWARDED
  - TRC Engineers, Inc.-AWARDED
  - AECOM Technical Services, Inc
  - Urban Engineers, Inc.

-staff briefing by Brad Heigel.

The Commission has selected firms Quality Engineering Solutions, Inc. and TRC Engineers, Inc. for award based on the Commission's determination that the firms' proposals are the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. These firms have a large presence in Pennsylvania, have demonstrated the work ethic required for the services of this project and have significant relevant experience. Additionally, Quality Engineering Solutions, Inc. is a Woman-owned firm. TRC Engineers, Inc. currently employees 260 employees and its team members also have a large number of Pennsylvania employees.

COMMISSIONER DEON: QES is a Pennsylvania based firm. TRC has had 260 PA employees, but if you look at their list of subs, there is another 240 employees by TPD SP Engineering, and Stahl Sheaffer, that adds almost 300 Pennsylvania employees.

COMMISSIONER LOGAN: Both firms have a strong presence and are leading from offices in Pennsylvania, which is huge for us.

VICE CHAIR LIEBERMAN: "QES is a 100% woman-owned firm."

CHAIR CARROLL: "Overall, they are outstanding firms and I have every expectation that they will excel with the open-ended contract."

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

- c. T00230, Open-end Communication Tower Engineering Services; the highly recommended firm in alphabetical order:

- Tectonic Engineering Consultants, Geologists & Land Surveyors, D.P.C.-AWARDED

-staff briefing by Brad Heigel.

The Commission has selected the firm Tectonic Engineering Consultants for award based on the Commission's determination that the firm's proposal is the most advantageous to the Commission determined by the Commission based on its review of all materials submitted. Tectonic Engineering Consultants has a proven record of success performing these services for the Commission.

VICE CHAIR LIEBERMAN: "Did we have any other responders, or where they the only responder?"

BRAD HEIGEL: "They were the only responder".

VICE CHAIR LIEBERMAN: "Thank you,

COMMISSIONER DEON: "How long is this contract for Brad?"

BRAD HEIGEL: Three- or four-years Commissioner.

VICE CHAIR LIEBERMAN: "I would like to say that even though we have one responder, I have an enormous confidence in our staff and know that this is the right vendor for what we are doing."

CHAIR CARROLL: "This is an incumbent vendor, so there is a proven record of success."

VICE CHAIR LIEBERMAN: "Exactly."

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



#### NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, April 18, 2023 beginning at 11:00 a.m.





ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:26 a.m.-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards  
Asst. Secretary Treasurer

Sean Logan  
Secretary Treasurer

ATTACHMENTS:

Memo received from the Chief Counsel  
Memo received from Eric Epstein, Rock the Capital