

MINUTES OF THE COMMISSION MEETING HELD MAY 3, 2022

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:02 a.m. on Tuesday, May 3, 2022 at the Central Office located in Middletown, Pennsylvania. Available via telephone were Yassmin Gramian, Chair; 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; 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); Thomas Porter, Michael Baker Int'l. and Jeffrey Naugle, Manager of Treasury Operations.

Others available via telephone were Ann Louise Edwards, Asst. Secretary Treasurer; Anna Marcella, Executive Administrative Assistant; Cory Campbell, Senior Network Engineer (in person); Daniel Russell, Consultant (in person); Donald Klingensmith, Asst. CFO/Financial Administration; Edward Skorpinski, Engineer Project Manager 2; Joseph Sutor, Planning & Environmental Manager (in person); Kelly Horvath, Executive Administrative Assistant (in person), Kevin Scheurich, Total Reconstruction Program Manager; Sean Laudenslager, End User Support Supervisor (in person); Steve Barber, Michael Baker Int'l. (in person); Dana DaShiell, American Engineers Group; David Lowdermilk, WSP; Ed Reese, GPD; Eric Madden, JMT; George Settelmaier, KS Engineers; Hannah Vrancken, Siebert Williams Shank & Co.; J. Perrego, WBCM; Jay Roth, Jacobs; Jill Bolt, Marine Tiger Technologies; Joe DiFiore, Wallace Pancher Group; Michele Donaghy, TY Lin; Mike Houser, Markosky and Sarah Cassi, News Reporter.



Chair Gramian 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 reclassifications, promotions, salary adjustments, new hires 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

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.

No requests to address the Commission.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held April 19, 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 memo received from the Chief Counsel-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.



CHANGE ORDER

Motion-That the Commission approve Change Order #1 and Final Payment for Contract #T-049.00T001-3-04 for construction of SR 2058 (Hulton Road) at MP 49.53 with A. Liberoni, Inc., for an increase of \$16,961.99 to balance items to actual work completed and changes due to utility delays and abutment transitions; for a final contract value of \$1,118,395.24 and final amount due to the contractor of \$113,747.75-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 for the items listed in memos “a” through “c”:

- a. Reimbursement Agreement with South Whitehall Township (Township) to reimburse the Township partial cost for the engineering and utility relocation work necessary for the total reconstruction project from MP A53.00 to MP A57.00; at a not-to-exceed amount of \$172,782.50;
- b. Interagency Agreement with the Pennsylvania Department of General Services (DGS) to permit Commonwealth Media Services to enter Commission property to provide multimedia and marketing services (including aerial photos and video utilizing unmanned aircraft system);
- c. Drainage Easement Agreement with Pine Township (Township) to accommodate the Township’s current repair work adjacent to MP 33.61 (T-554, Logan Road), and to allow for future maintenance of that area.

-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” through “f”:

- a. Settlement of Right-of-Way #14S204 (1125 Camp Partners, LLC), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$4,000.00 representing compensation for additional costs; and payment of additional damages to the property owner will be based upon the Legal Department’s receipt of paid invoices for services rendered;
- b. Acquisition of Right-of-Way #6038-C2 (Pickering Station Homeowners’ Association), a partial take parcel necessary for the total reconstruction project from MP 312.00 to MP 316.00 by authorizing payment of \$14,275.00 representing fair market value, pro-rated taxes and Section 710 damages; 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;

- c. Acquisition of Right-of-Way #14S705 (Richard J. & Davina J. Carswell), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of up to \$4,000.00 for reimbursement of attorney fees; also authorize payment of \$1,731.00 representing Section 710 damages to Vorys, Sater, Seymour and Pease, LLP;
- d. Approve the transfer title of the relocated Nebraska Street right-of-way to Bristol Township, necessary for the I-95 Interchange project, by authorizing the appropriate Commission officials to execute a deed, and other documents and plans that may be necessary, as drafted, reviewed and approved by the Legal Department;
- e. Acquisition of Right-of-Way #14217-A1 (Myoma Family Limited Partnership), a partial take parcel necessary to electrify the access gate at MP 44.90 WB by authorizing payment of \$20,288.00 representing fair market value and pro-rated taxes to Myoma Family Limited Partnership; also authorize payment of \$181.75 representing recording fees to Allegheny County Department of Real Estate; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize 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 deliver of a Deed of Easement as drafted by the Legal Department;
- f. Acquisition of Right-of-Way #17627 (S5 Realty Group, LLC), a partial take parcel necessary for construction of the Southern Beltway by authorizing payment of \$23,730.00 representing payment of cost to cure damages for the sewer line relocation payable to S5 Realty Group, LLC; and authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel.

-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" and "b":

- a. Small Business Enterprise engineering or construction management firm to perform open-end construction inspection services between MP 0.00 and MP 200.00, I-376, Turnpike 576, Turnpike 66 and Turnpike 43;
- b. Small Business Enterprise engineering firm to perform open-end design services.

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



PURCHASE ORDER

Motion–That the Commission approves the Issuance of a Purchase Order for inspection, testing, and maintenance of the fire alarm and sprinkler systems in the eastern region of the Turnpike (May 2022 – April 2024), utilizing the Commonwealth’s contract with Kistler O’Brien Fire Protection/George W. Kistler, Inc.; at a cost of \$255,000.00-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



CONTRACT AWARD

Motion-That the Commission approves the Award of Contract #A-054.40R001-3-02 for asphalt resurfacing between MP A54.50 and MP A61.00, to the lowest responsive and responsible bidder Allan Myers, L.P.; at a not-to-exceed amount of \$20,325,555.00 and a contingency of \$800,000.00-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



OPERATING BUDGET

Motion-That the Commission approves the proposed Resolution and the Annual Operating Budget for the 2022-2023 Fiscal Year in the amount of \$425,219,263.00-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



CAPITAL PLAN

Motion-That the Commission approves the proposed Fiscal Year 2023 Ten Year Capital Plan and grant approval for staff to procure long lead equipment items and advertise for the use of consultants, contractors and other necessary professional services to advance all phases of projects within the first two years of the adopted plan-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



BOND RESOLUTIONS

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

- a. 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) current 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 any bonds on a forward delivery basis; authorizing a tender and exchange program with respect to the refunding of any such prior bonds issued by the Pennsylvania Turnpike Commission and providing for the appointment of professionals and authorizing documents with respect thereto; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures, (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 private placement agreements, (5) agreements for the provision of one or more letters of credit, standby bond purchase agreements, other credit facilities or similar forms of credit enhancement and/or debt service reserve fund credit facilities and any related agreements, (6) one or more remarketing agreements, (7) one or more continuing disclosure agreements, (8) one or more escrow deposit agreements, (9) one or more interest rate swaps or other derivatives, (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; authorizing the taking of further action; repealing inconsistent resolutions; appointing financial advisor, swap advisor, escrow agents and verification agent; providing for the appointment of remarketing agents, if any, and other professionals; authorizing the taking of further action and declaring that this resolution shall be liberally construed;

- b. 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 approved by Resolution of the Pennsylvania Turnpike Commission dated May 3, 2022;
- c. 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 approved by Resolution of the Pennsylvania Turnpike Commission dated May 3, 2022.

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



BOND RESOLUTIONS

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

- a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission’s variable and/or fixed rate Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$400,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing (1) 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 (2) the refunding of all or a portion of certain outstanding fixed rate and/or variable rate Turnpike Revenue Bonds designated by the Commission, including the modification and/or termination of related swap agreements; and (3) the funding of necessary reserves; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures 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 private placement 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 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 direct placement agreements and escrow deposit agreements; (10) 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; Zarwin Baum DeVito Kaplan Schaer Toddy P.C.) and disclosure counsel (Virtus, LLC), the appointment of certain advisors (Public Resources Advisory Group; 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 variable rate and fixed rate Turnpike Revenue Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted May 3, 2022 (the “bond resolution”), which resolution provided for the issuance from time to time of senior indenture turnpike revenue bonds in an aggregate principal amount not to exceed \$400,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system;
- c. Providing for the appointment of one or more underwriters (Siebert Williams Shank & Co., LLC; Citigroup Global Markets, Inc.; Raymond James & Associates, Inc.; WauBank Securities, LLC; Stifel, Nicolaus & Co, Inc./Backstrom McCarley Berry & Co., LLC; Bancroft Capital, LLC) 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 variable rate and fixed rate Turnpike Revenue Bonds approved by

resolution of the Pennsylvania Turnpike Commission adopted May 3, 2022, which resolution provided for the issuance from time to time of senior indenture turnpike revenue bonds in an aggregate principal amount not to exceed \$400,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system and the refunding of outstanding Turnpike Revenue bonds.

-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 17, 2022 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:29 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:

Memo received from the Chief Counsel