

PENNSYLVANIA TURNPIKE COMMISSION

HIGHSPIRE, PENNSYLVANIA

FORMAL TELEPHONE MEETING

MAY 4, 2021

10:00 A.M.

AGENDA

- A. Roll Call**
 - Sunshine Announcement**
 - Public Participation**

- B. Minutes-April 20, 2021**

- C. Communication-Memo received from the Chief Counsel**

- D. Personnel**

- E. Unfinished Business**

F. NEW BUSINESS

1. **Adopt revisions to Policy 10.03, Purchasing Card (PCARD) Program, to update operational and procedural changes.**

2. **Approve the negotiation and execution of the Agreements and Supplemental Agreements for the items listed in memos “a” through “f”:**
 - a. **Supplemental Agreement with PECO Energy Company for the engineering and relocation work necessary for the replacement of Bridge EB-740 at MP 325.17, for an increase of \$151,904.85 for changes to the design and restarting the project (from 2013); for a revised not-to-exceed amount of \$524,197.80;**

 - b. **Supplemental Programmatic Agreement with First Pennsylvania Resources, LLC to supply wetland and stream mitigation credits required for various total reconstruction projects, for an increase of \$1,116,720.00 due to additional linear feet of stream credits and wetland credits needed for the total reconstruction project from MP A38.00 to MP A43.00; for a revised not-to-exceed amount of \$9,598,720.00;**

 - c. **Reimbursement Agreement with PPL Electric Utilities Corp. (PPL) to reimburse PPL the cost for the engineering and utility relocation necessary for the replacement of Bridge NB-610 (Hawk Falls Bridge) at MP A88.59; at a not-to-exceed amount of \$146,250.00;**

 - d. **Agreement with Chapman Commerce Center, LLC (Chapman) for a temporary construction easement to permit Chapman limited access to the Commission’s right-of-way on the Southern Beltway near MP S4.50WB for excavation, grading and other construction activities on Chapman’s property adjacent to the Findlay Connector; Chapman will reimburse the Commission the cost to inspect its MPT on the Southern Beltway;**

 - e. **Agreement with Equitrans Midstream to serve as the gas provider for the Microgrid project at the Greensburg Maintenance Facility; authorize the appropriate Commission officials to execute the necessary agreements to secure the gas supply for the project, as approved by the Legal Department;**

 - f. **Settlement Agreement and Release, PTC v. Schnader Harrison Segal & Lewis, LLP et al., accept the settled amount and authorize the appropriate Commission officials to execute the settlement agreement.**

3. **Approve the Right-of-Way Requests for the items listed in memos “a” through “c”:**
 - a. **Acquisition of Right-of-Way #7229-C (Brian S. & Lorie A. Garges), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$20,243.90 representing fair market value and pro-rated taxes to Brian S. & Lorie A. Garges; 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**

F. NEW BUSINESS

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;

- b. Acquisition of Right-of-Way #7221-B (The Estate of Erna B. Doerr, Gary D. Doerr, Executor), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$30,504.06 representing fair market value and pro-rated taxes to Gary D. Doerr, Executor of the Estate of Erna B. Doerr; 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. Settlement of Right-of-Way #14S397 (Lynn M. & Louis A. Baldwin), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$60,250.00 representing the balance of settlement funds to Goldberg, Kamin & Garvin, LLP, escrow agent; authorize the appropriate Commission officials to execute the Settlement Agreement and Release as reviewed and approved by the Legal Department; and payment of settlement funds is contingent upon the delivery of a Settlement Agreement and Release as approved by the Legal Department.
4. Approve advertising for pre-employment screening service.
 5. Approve the Issuance of Purchase Orders for the items listed in memos "a" through "d":
 - a. E-ZPass Tag Only contract, in accordance with the Interagency Group's (IAG) procurement with TransCore, LP/TransCore Holdings, Inc.; at a cost of \$2,500,000.00;
 - b. Customer Service Center (CSC) phone software and licenses, utilizing the Commonwealth's contract with Presidio Networked Solutions, LLC/Presidio Holdings, Inc.; at a cost of \$393,300.00;
 - c. Customer Service Center (CSC) workstation computers, utilizing the Commonwealth's contract with Presidio Networked Solutions, LLC/Presidio Holdings, Inc.; at a cost of \$563,481.56;
 - d. Mimecast email cloud services and support; exercising the option to renew the agreement for an additional year (through May 2022) with CDW Government, LLC/CDW, LLC; at a cost of \$80,500.00.

F. NEW BUSINESS

6. Approve the Award of Contracts for the items listed in memos “a” and “b”:
 - a. Contract #A-051.30R001-3-02 for asphalt resurfacing between MP A51.37 and MP A54.50, to the lowest responsive and responsible bidder, Allan Myers, L.P.; at a not-to-exceed amount of \$3,535,535.00 and a contingency of \$150,000.00;
 - b. Contract #T-049.00T001-3-04 for construction of SR 2058 (Hulton Road) at MP 49.53, to the lowest responsive and responsible bidder, A. Liberoni, Inc.; at a not-to-exceed amount of \$1,101,433.25 and a contingency of \$50,000.00.

7. Approve the Bond Resolutions for the items listed in memos “a” through “c”:
 - a. Approve the issuance of the Pennsylvania Turnpike Commission’s variable and/or fixed rate Turnpike Revenue bonds in an aggregate principal amount not to exceed \$600,000,000 (based on par amount) 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 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, including 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) 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 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; and (10) any other necessary or appropriate documents or certificates; providing for the appointment of bond counsel and other counsels, and providing for the appointment of one or more underwriters and/or other professionals; 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; Clark Hill PLC) and disclosure counsel (Virtus, LLP), 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 variable rate Turnpike Revenue bonds approved by Resolution of the Pennsylvania Turnpike Commission adopted May 4, 2021 (the “bond Resolution”), which Resolution provided for the issuance from time to time of Senior Indenture Turnpike Revenue bonds in an aggregate principal

F. NEW BUSINESS

amount not to exceed \$600,000,000 (based on par amount) to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system; and confirming, among other things, certain officials of the Pennsylvania Turnpike Commission as “authorized officers” for purposes of the bond Resolution;

- c. Providing for the appointment of one or more underwriters (BofA Securities, Inc.; Raymond James & Associates, Inc.; NW Capital Markets, Inc.; AmeriVet Securities, Inc.; Blaylock Van, LLC; Stifel, Nicolaus & Co., Inc./Backstrom McCarley Berry & Co., 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 4, 2021, which Resolution provided for the issuance from time to time of Senior Indenture Turnpike Revenue bonds in an aggregate principal amount not to exceed \$600,000,000 (based on par amount) to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system and the refunding of outstanding Turnpike Revenue bonds.
8. Approve the proposed Fiscal Year 2021-2022 Annual Operating Budget and the Fiscal Year 2022 Ten Year Capital Plan as set forth in memos “a” and “b”:
 - a. Adopt the proposed Resolution and approve the FY 2021-2022 Annual Operating Expense Budget in the amount of \$417,274,354.00;
 - b. Approve the proposed Fiscal Year 2022 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.
 9. Approve the award of services and authorize the negotiation and execution of an agreement with the selected firms for the items listed in memos “a” and “b”:
 - a. RFP 5841, automated pavement data collection, video-logging, inventory and analysis of pavement distress:
 - Fugro USA Land, Inc. -AWARDED
 - Quality Engineering Solutions, Inc.
 - Applied Research Associates, Inc.
 - b. RFP 5854, ATM services:
 - Paramount Management Group, LLC-AWARDED