

MINUTES OF THE COMMISSION MEETING HELD MAY 4, 2021

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 11:01 a.m. on Tuesday, May 4, 2021 at the Central Office located in Highspire, Pennsylvania. Available via telephone for the meeting were Yassmin Gramian, P.E., Chair; William K. Lieberman, Vice Chair; Pasquale T. Deon, Sr., Commissioner and Wadud Ahmad, Commissioner. Present for the meeting was John Wozniak, Secretary Treasurer.

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 (via telephone); Charles Duncan III, Esquire, Chief Compliance, Legis. & Cultural Affairs; Doreen McCall, Chief Counsel (via telephone); Myneca Ojo, Director of Diversity and Inclusion (via telephone); Kelli Roberts, Director of Policy and External Affairs (via telephone); Ray Morrow, Chief Compliance Officer (via telephone); Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via telephone); Robert Taylor, Chief Technology Officer (via telephone); Stacia Ritter, Asst. Chief Operating Officer/Toll Collection (via telephone); and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via telephone were Asia Veale, Secretary; Don Klingensmith, Asst. Chief Fin. Officer for Financial Administration; Jeff Naugle, Manager of Treasury Operations; Jesse Ream, Communication Systems Program Manager (in person); Kelly Horvath, Executive Admin. Assistant; Shawn Laudenslager, End User Support Supervisor (in person); Steve Barber, Michael Baker (in person); Tom Porter, Michael Baker (in person); Camille Evans, Virtus, LLP; Cody Goss, McTish, Kunkel & Assoc.; Dan Laird, Hill International; Dan O'Brien, RBC Capital Markets; David Lowdermilk, WSP; Douglas Lang, WSP; Ed Blazina, Pittsburgh Post-Gazette; Ed Reese, GPD Group; Eric Epstein, Rock The Capital; Eric Madden, JMT; Eric Meyer, WRA, LLP; George Settelmaier, KSE; Jim Brady, STV; Jock Rowe, Teamsters; Jon Livingston, Jacobs; Joseph DiFiore, Wallace Pancher Group; Karen Gabel, Erdman Anthony; Mark Karolski, Bucharth Horn; Mike House, Modjeski & Masters; Patrick Kane, GPI; Paul McNamee, KCI; Rachel Perrego, Susquehanna Civil; Roger Eaton, HDR; Samantha Osbourne, Vertis; and Tom Rowader, GPI.



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:

Due to COVID-19, the Pennsylvania Turnpike Commission Administration Building remains closed to visitors. Accordingly, the Commission Meetings will be held via telephone (through June 2020 or until further notice). The Commission will continue to post call-in/WebEx information for those who wish to attend the meeting via telephone/WebEx. WebEx information should be posted at least 48 hours in advance of the meeting. The Commission will continue to closely monitor the CDC's and other government websites for up-to-date information regarding COVID-19, risk assessment and guidance to business. 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 promotion, new hire, termination and vacancies.

The Commissioners also discussed Claim No. 00638 and engaged in non-deliberative, informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Mrs. Edwards: 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. Mr. Epstein addressed Bond Resolutions, requesting defined terms and verifiable metrics; he also addressed Supplemental Agreements regarding PUC approvals and wetland credits. A copy of Mr. Epstein's written statement is attached to these minutes.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held April 20, 2021 be approved and filed as submitted-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATIONS

Motion-That the Commission approve the memo received from the Chief Counsel-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



POLICY LETTER

Motion-That the Commission adopt revisions to Policy 10.03, Purchasing Card (PCARD) Program, to update operational and procedural changes- was made by Commissioner Wozniak, seconded by Commissioner Deon and passed unanimously.



AGREEMENTS

Motion-That the Commission 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.

-was made by Commissioner Wozniak, 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 #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 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.

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



ADVERTISING

Motion-That the Commission approve advertising for pre-employment screening service-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion-That the Commission 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.

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



AWARD OF CONTRACTS

Motion-That the Commission 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.

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



BOND RESOLUTIONS

Motion-That the Commission approve the Bond Resolutions for the items listed in memos "a" and "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;

- 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.

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and the motion passed.

Motion-that the Commission approves the Bond Resolution as listed in memo "b":

- 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 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;

- made by Commissioner Wozniak, seconded by Commissioner Deon; Commissioner Lieberman abstained.

VICE CHAIR LIEBERMAN: I abstain on this item because Clark Hill PLC is a client of my firm.



OPERATING BUDGET and CAPITAL PLAN

Motion-That the Commission approves 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.

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



PSPC ITEMS

Motion-That the Commission approves the award of services and authorizes 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 Association, Inc.

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected Fugro USA Land, Inc. for award based on the Commission's determination that firm's Proposal is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firm is currently performing well providing similar services to PennDOT and will use the same PM, they provided a detailed

schedule that delivers data ahead of schedule, and they authored data quality management plans for many DOTs, and have a lot of experience in Pennsylvania.

b. RFP 5854, ATM services:

- Paramount Management Group, LLC.-AWARDED

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected Paramount Management Group, LLC for award based on the Commission's determination that firm's Proposal is the most advantageous to the Page 3 of 3 F-9b Commission as determined by the Commission based on its review of all materials submitted. As the current provider of this service has demonstrated adaptability for new technology and changes in service plaza customer traffic and they average 98% uptime for the Commission.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held virtually on Tuesday, May 18, 2021 beginning at 10:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:23 a.m.-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Assistant Secretary Treasurer

John Wozniak
Secretary Treasurer