

MINUTES OF THE COMMISSION MEETING HELD JANUARY 5, 2016

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 10:58 a.m. on January 5, 2016 at the Central Office located in Highspire, Pennsylvania. Present for the meeting were Sean Logan, Chairman and Barry Drew, Commissioner. Available via telephone were William K. Lieberman, Vice Chairman; Pasquale T. Deon, Sr., Secretary Treasurer and Leslie Richards, Secretary of Transportation.

Others present for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Larry Bankert, Michael Baker, Jr., Inc.; Robert F. Brady, Director of Operations/Projects-East; Charles L. Duncan III, Esquire, Director of Legislative Affairs; Nikolaus Grieshaber, Chief Financial Officer; Brad Heigel, P.E. , Chief Engineer; Jeffrey L. Hess, Director of Fare Collection & Field Operations; Doreen A. McCall, Chief Counsel; Stacia A. Ritter, Esquire, Director of Policy & External Affairs and Ann Louise Edmunds, Assistant Secretary Treasurer.

Also in attendance were Carl E. Defebo, Jr., Director of Public Relations & Marketing; Richard S. DiPiero, Senior Fare Collection Operations Manager; Richard C. Dreher, Assistant CFO/Financial Management; Donald S. Klingensmith, Director of Procurement and Logistics; Donna Lapano, Executive Office Assistant; Jeffrey A. Naugle, Manager of Treasury Operations; Sheri Norris, Director of Human Resources; Mark A. Strause, Technician of PC/LAN Systems; Cindy Smith, General Accountant 2; Lynn Stakem, Senior General Accountant; John Kelly, Janney Capital Markets; Eric Madden, PA/ACEC; Paul McNamee, KCI; Mike Schubert, consultant; Tom Bice, Lochner; Stephen Holmes, SKHBM; John Smith, Parsons Brinkerhoff; Karl Singleton, City of Harrisburg; and Peter Kuhne, Atkins.



Ms. Edmunds led the Commissioners, staff and visitors in the Pledge of Allegiance.



The Assistant Secretary Treasurer, Ann Louise Edmunds, called the roll and declared a quorum available.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda Session to consider matters of personnel, which included a reclassification, terminations, promotions, new hires, vacancies, and a request to post and fill a position in the Engineering Department.

The Commissioners also discussed Real Estate Lease No. VF-GR-2015, Claim No. COL-ST-2015, Claim No. COLI-GH-2015 and engaged in non-deliberative informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Ms. Edmunds: The public is welcome at this time 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 signed in a requested time to speak. If you have not done so, you are invited to do so at this time.

Carl Singleton, Senior Advisor to the Mayor for the City of Harrisburg addressed the Commission regarding Harrisburg Regional Diversity Coalition. All other visitors stood and introduced themselves.



REORGANIZATION:

MS. EDMUNDS: The first item of business on the agenda is the election of Officers. We will begin with the election of a temporary Chairman; the duties of the temporary Chairman will be to accept nominations for Chairman. Do I have a nomination for a temporary Chairman?

COMMISSIONER RICHARDS: "I nominate Bill Lieberman for temporary Chairman."

MS. EDMUNDS: Are there any other nominations?

MS. EDMUNDS: Hearing none, may I have a motion to close the nominations?

COMMISSIONER RICHARDS: "I move to close the nominations."

MS EDMUNDS: May I have a second?

COMMISSIONER DREW: "I second the motion."

MS. EDMUNDS: All those in favor of closing the nominations said I, opposed?

MS. EDMUNDS: Motion carries. We will now vote for Temporary Chairman. All those in favor of Commissioner Lieberman for temporary Chairman said I, opposed? Motion carries.

MS. EDMUNDS: Temporary Chairman Lieberman will now accept nominations for Chairman.

TEMPORARY CHAIRMAN: May I have a nomination for Chairman?

COMMISSIONER RICHARDS: "I nominate Sean Logan for Chairman."

TEMPORARY CHAIRMAN: Are there any other nominations?

TEMPORARY CHAIRMAN: Hearing none, may I have a motion to close the nominations?"

COMMISSIONER RICHARDS: "I move to close the nominations."

TEMPORARY CHAIRMAN: May I have a second?

COMMISSIONER DREW: "I second the motion."

TEMPORARY CHAIRMAN: Any discussion. Hearing none, I call for the vote.

MS. EDMUNDS: We will now have a roll call vote for the election of Chairman.

Commissioner Deon
Commissioner Drew
Commissioner Lieberman
Commissioner Logan
Commissioner Richards

MS. EDMUNDS: The vote is unanimous. Commissioner Logan has been elected Chairman.

MS. EDMUNDS: The newly elected Chairman will now accept nominations for the following offices:

Vice Chairman
Secretary Treasurer
Assistant Secretary Treasurer
Assistant Secretary Treasurer

CHAIRMAN LOGAN: May I have nominations for Vice Chairman.

COMMISSIONER RICHARDS: "I nominate Bill Lieberman for Vice Chairman.

CHAIRMAN LOGAN: Are there any other nominations for Vice Chairman?

CHAIRMAN LOGAN: Hearing none, may I have nominations for Secretary Treasurer.

COMMISSIONER RICHARDS: "I nominate Pat Deon for Secretary Treasurer.

CHAIRMAN LOGAN: Are there any other nominations for Secretary Treasurer?

CHAIRMAN LOGAN: Hearing none, may I have nominations for Assistant Secretary Treasurer.

COMMISSIONER RICHARDS: "I nominate Ann Louise Edmunds and Jeff Naugle for Assistant Secretary Treasurer.

CHAIRMAN LOGAN: Are there any other nominations for Assistant Secretary Treasurer?

CHAIRMAN LOGAN: Hearing none, may I have motion to close the nominations.

COMMISSIONER RICHARDS: "I move to close the nominations."

CHAIRMAN LOGAN: May I have a second?

COMMISSIONER DREW: "I second the motion."

CHAIRMAN LOGAN: Any discussion, Hearing none, I call for the vote. All those in favor of closing the nominations said I, opposed?

CHAIRMAN LOGAN: Motion carries.

MS. EDMUNDS: We will now have a roll call vote for the election of the nominated slate of officers.

Commissioner Deon
Commissioner Drew
Commissioner Lieberman
Commissioner Logan
Commissioner Richards

MS. EDMUNDS: The vote is unanimous. The Commission reorganization is complete. For the record:

Sean Logan has been elected Chairman
Bill Lieberman has been elected Vice Chairman
Pat Deon has been elected Secretary Treasurer
Ann Louise Edmunds and Jeff Naugle have been elected Assistant Secretary Treasurer

Congratulations. We will now proceed with the Formal Agenda.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held December 15, 2015 be approved and filed as submitted-
no motions.



COMMUNICATIONS

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



PERSONNEL

Motion-That the Commission approves the Personnel as submitted-was made by Commissioner
Lieberman, seconded by Commissioner Drew, and passed unanimously.



UNFINISHED BUSINESS

No unfinished business to discuss.



NEW BUSINESS

OPEB

Motion-That the Commission approves the appointment of Commissioner Barry Drew, as Trustee to
the Commission’s Retiree Medical Trust Board (OPEB) through January 2, 2018-was made by
Commissioner Lieberman, seconded by Commissioner Richards; Commissioner Drew abstains.

COMMISSIONER DREW: I abstain on this item because it involves my appointment to the Board.



AGREEMENTS

Motion-That the Commission approves Agreements, Amendments and a Supplement for the items
listed in memos “a” through “d”:

- a. Reimbursement Agreement with PECO Energy Company to reimburse PECO the cost for the engineering and facility relocation work necessary for the replacement of Bridge DB-237 at MP 353.96; at a not-to-exceed amount of \$1,447,772.50;
- b. Amendment to our agreement with AAA Schuylkill for the distribution of E-ZPass in their locations, exercising the option to renew the agreement for an additional 5-year period;

- c. Amendment to our agreement with Karns for the distribution of E-ZPass in their locations, exercising the option to renew the agreement for an additional 5-year period;
 - d. Supplemental Agreement with PECO Energy Co., for the engineering and facility relocation work necessary for the replacement Bridge DB-239 at MP 355.08, for an increase of \$786.32 due to contractor costs and overhead charges; for a revised not-to-exceed amount of \$157,711.32.
- was made by Commissioner Deon, seconded by Commissioner Lieberman, and passed unanimously.



RIGHT-OF-WAY REQUESTS

Motion-That the Commission approves the Right-of-Way Request for the items listed in memos "a" through "i":

- a. Acquisition of Right-of-Way #2065-Z (John Stiffler), a partial take parcel necessary for the total reconstruction from MP 149.50 to MP 155.50 by authorizing payment of \$500.00 representing fair market value to John Stiffler; authorize the appropriate Commission officials to execute the Temporary Construction Easement 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 Temporary Construction Easement as prepared by the Legal Department;
- b. Negotiations for acquisition of Right-of-Way #1031-R24 (Amerigas Propane, LP), a total take parcel necessary for the reconstruction of Bridge B-502 at MP 110.12 by authorizing payment of \$1,304.10 representing Section 710 statutory damages for engineering fees payable to P. Joseph Lehman, Inc.;
- c. Acquisition of Right-of-Way #3317-A (David D. & Sandra Hukill), a partial take parcel necessary for the replacement of the bridge at MP 228.54 by authorizing payment of \$6,079.50 representing fair market value and pro-rated taxes to David D. & Sandra Hukill; 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;
- d. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #14065-B (Meadowridge Homeowners Association-Owner; Lamar Advertising Company-Tenant), a partial take parcel necessary for the total reconstruction project from MP 40.00 to MP 48.00 by authorizing payment of \$28,200.00 representing Estimated Just Compensation to Clark Hill PLC, escrow agent; authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;

- e. Acquisition of Right-of-Way #2110-E (Allen P. & Jacquelyn K. Mortimore), a partial take parcel necessary for the total reconstruction project from MP 149.50 to MP 155.50 by authorizing payment of \$507.50 representing fair market value and pro-rated taxes to Allen P. and Jacquelyn K. Mortimore and authorize payment of \$465.00 representing Section 710 damages to Clark Surveying and Engineering LLC; 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 their delivery of a deed as prepared by the Legal Department;
- f. Acquisition of Right-of-Way #2110-D (Verna Lucille Ritchey), a partial take parcel necessary for the total reconstruction project from MP 149.50 to MP 155.50 by authorizing payment of \$507.50 representing fair market value and pro-rated taxes to Verna Lucille Ritchey; 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 her delivery of deed prepared by the Legal Department;
- g. Acquisition of Right-of-Way #2116-E (Paul D. & Joanne E. Swindell), a total take parcel necessary for the total reconstruction project from MP 149.50 to MP 155.50 by authorizing payment of \$37,749.94 representing fair market value and pro-rated taxes to Paul D. & Joanne E. Swindell; 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 her delivery of deed prepared by the Legal Department;
- h. Acquisition of Right-of-Way #6519-H (Roland Ray & Marian Arlene S. Gehman), a partial take parcel necessary for the total reconstruction from MP A31.00 to MP A38.00 by authorizing payment of \$507.50 representing fair market value and pro-rated taxes to Roland Ray & Marian Arlene S. Gehman; 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 damages to the property owners is contingent upon their delivery of a deed prepared by the Legal Department;
- i. Acquisition of Right-of-Way #6051-C2 (Nicholas & Theresa Fiore), a partial take parcel necessary for the total reconstruction project from MP 311.00 to MP 319.00 by authorizing payment of \$13,905.50 representing fair market value and pro-rated taxes to Nicholas & Theresa Fiore; 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 damages to the property owner is contingent upon her delivery of a deed prepared by the Legal Department.

-was made by Commissioner Drew, seconded by Commissioner Lieberman, and passed unanimously.



AMENDING POOLS

Motion-That the Commission approves amending the pools for the items listed in memos “a” and “b”:

- a. Pool of qualified title abstracting and real estate closing services to include Fee Simple Settlement to the qualified pool;
- b. Pool of qualified underwriters to combine Barclays Capital and Janney Montgomery Scott, LLC as joint book-running senior manager.

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



PURCHASE ORDERS

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

- a. Change Order to the agreement for microwave radio upgrade with Alcatel-Lucent USA, Inc., for an additional \$219,261.22 for additional civil work and a change in equipment;
- b. Change Order to the agreement for tree clearing from MP 260.00 to MP 267.00 with Independence Constructors Corp., for an additional \$225,255.64 for additional areas of pruning and tree clearing;

- c. Mower parts, exercising the option to renew the agreements for an additional year (January 1, 2016 – December 31, 2016):

Montage Enterprises	\$ 85,000.00
Cherry Valley Tractor	10,000.00
Lacal Equipment	<u>10,000.00</u>
TOTAL RENEWAL:	\$105,000.00

- d. Compuspread parts, exercising the option to renew the agreement for an additional year (December 1, 2015 - November 30, 2016), with Modern Group LTD; at a cost of \$225,000.00;

- e. Herbicides (January 5, 2016 – April 30, 2016), utilizing the Commonwealth’s contracts:

Arborchem Products Co.	\$174,000.00
Crop Production Services	\$110,000.00
Helena Chemical Co.	4,000.00
Alligare LLC	500.00
CWC Chemical, Inc.	<u>2,000.00</u>
TOTAL AWARD:	\$290,500.00

- f. Ninety-seven (97) security cameras, utilizing the Commonwealth’s contract with Berkshire Systems Group, Inc.; at a total award of \$229,150.00;

- g. eGIS Application Development-Operations Viewer and Crash Analytics, utilizing the U.S. General Service Administration's cooperative purchase program contract with Critigen LLC; at a total award of \$229,549.90.

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



AWARD OF CONTRACTS

Motion-That the Commission approves the award of Contract #S-006.00X002-3-05 for wetland mitigation for the Southern Beltway, SR 576, Section 55W, to the lowest responsive and responsible bidder, Cast & Baker Corporation; at a not-to-exceed amount of \$954,135.50 and a contingency of \$40,000.00-was made by Commissioner Deon, seconded by Commissioner Lieberman, and passed unanimously.



CHANGE ORDERS and FINAL PAYMENT

Motion-That the Commission approves the Final Payment for the item listed in memo "a":

- a. Final Payment for Contract #T-334.00R001-3-02 for bituminous overlay between MP 334.00 and MP 340.10 with Allan A. Myers, LP, in the amount of \$20,000.00, for a final contract value of \$12,063,328.18;

-was made by Commissioner Deon, seconded by Commissioner Drew; Commissioner Richards abstained.

COMMISSIONER RICHARDS: I abstain on this item because Allan A. Myers, LP was a former political donor.

Motion-That the Commission approves the Change Orders and Final Payment for the items listed in memos "b" through "h":

- b. Change Order #2 for Contract #EN-00125-03-02 for design/build project for the installation of Intelligent Transportation Systems between MP 282.70 and MP 346.83 with Carr & Duff, Inc., for an increase of \$167,820.21 for additional rock excavation, trenching and conduit, power supply access, installation of shelves in a PTC supply cabinet, installation of power disconnect switches, furnish and install catwalks and installation of additional guiderail; for a revised not-to-exceed amount of \$2,957,820.21;
- c. Change Order #1 and Final Payment for Contract #EN-00128-03-02 for the installation of closed circuit televisions between MP 28.00 and MP 189.00 with Power Contracting Company, for a decrease of \$45,985.39 to balance items to actual work completed and changes to switch out circuit breakers at five Miller Buildings; for a final contract value of \$672,983.95 and final amount due to the contractor of \$44,601.10;

- d. Final Payment for Contract #T-149.50T002-3-03 for the replacement of Bridge B-522 at MP 153.06 with New Enterprise Stone and Lime Co., Inc., in the amount of \$88,656.68, for a final contract value of \$4,432,829.18;
- e. Change Order #2 and Final Payment for Contract #T-129.00T001-3-05 for the replacement of Bridge B-500 at MP 129.01 with New Enterprise Stone and Lime Co., Inc. for a decrease of \$21,627.27 to balance items to actual work completed, changes for replacing a 42" concrete pipe and shoulder, and delay damages; for a final contract value of \$3,617,741.30 and final amount due to the contractor of \$277,877.32;
- f. Change Order #1 and Final Payment for Contract #T-188.59R001-3-02 for bituminous resurfacing of the Willow Hill Interchange ramps with Highway Materials, Inc., for a decrease of \$60,641.33 to balance items to actual work completed; for a final contract value of \$819,699.77 and final amount due to the contractor of \$117,256.17;
- g. Change Order #2 for Contract #T-355.00P001-3-13 for I-95/I-276 Interchange project, Section D10 with PKF-Mark III, for an increase of \$727,570.62 to balance items to actual work completed, removal and disposal of contaminated soil, water and hazardous waste; undercutting and backfilling, over excavation to bedrock at piers 1 & 2 at S-29448, drainage pipe relocation and reconstructing of an existing parapet; for a revised not-to-exceed amount of \$143,646,176.12;
- h. Change Order #1 for Contract #T-319.00T001-3-07 for construction of an earth berm at Valley Forge Service Plaza with Reading Site Contractors, for an increase of \$429,290.05 for right-of-way fencing and gate, seeding and mulching, drainage, erosion and sedimentation control and Class 1 excavation; for a revised not-to-exceed amount of \$2,951,657.55.

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



PAYMENT OF INVOICES

Motion-That the Commission approves payment of the invoices for the items listed in memos "a" and "b":

- a. PA Department of Labor and Industry invoice for the 2015 Notice of Assessment from the Bureau of Workers' Compensation, in the amount of \$50,194.00, for the Workers' Compensation Administration Fund;
- b. 2016 E-ZPass Interagency Group's annual assessment for our participation in the E-ZPass Interagency Group, in the amount of \$75,000.00.

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



NEXT COMMISSION MEETING

Ms. Edmunds: The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, January 19, 2016 beginning at 10:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:16 a.m. -was made by Commissioner Drew, seconded by Commissioner Deon, and passed unanimously.

PREPARED BY:

APPROVED BY:

Ann Louise Edmunds
Assistant Secretary Treasurer

Pasquale T. Deon, Sr.
Secretary Treasurer