

MINUTES OF THE COMMISSION MEETING HELD APRIL 6, 2021

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 10:54 a.m. on Tuesday, April 6, 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 and Wadud Ahmad, Commissioner. Present for the meeting were John Wozniak, Secretary Treasurer and Pasquale T. Deon, Sr., Commissioner.

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; Charles Duncan III, Esquire, Chief Compliance, Legis. & Cultural Affairs, Doreen McCall, Chief Counsel; Myneca Ojo, Director of Diversity and Inclusion (via telephone); John DelRicci, Director of Maintenance (via telephone); Kelli Roberts, Director of Policy and External Affairs; 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; Stacia Ritter, Asst. Chief Operating Officer/Toll Collection (via telephone); and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via telephone were 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 Administrative Assistant; Shawn Laudenslager, End User Support Supervisor (in person); Craig Beissel, Volkert; Dan Laird, Hill International; Dan O'Brien, RBC Capital Markets; Dante Johnson; David Thomas, Hill International; Ed Blazina, Pittsburgh Post-Gazette; Ed Reese, GPD Group; Eric Epstein, Rock The Capital; Eric Madden, JMT; Eric Meyer, WRA, LLP; George Settelmaier, KSE; Jeff Hans, HDR; Jill Bolt, T Y Lin; Jim Brady, STV; Jim Lubeskie; Jock Rowe, Teamsters; Jon Livingston, Jacobs; Joseph DiFiore, Wallace Panther Group; J.T. Lincoln, GAI; Karen Gabel, Erdman Anthony; Mark Karolski, Buchart Horn; Osaze Romany; Paul McNamee, KCI; Rachel Perrego, Susquehanna Civil; Robert Horr, Atkins; Roger Eaton, HDR; Samantha Osbourne, Virtus, LLP; Tom Silvius, General Dynamics Information Tech.; Tom Porter, Michael Baker (in person) and Steve Barber, Michael Baker (in person).



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, reclassifications, new hires, vacancies and a request to create, post and fill a position in the Public Relations and Marketing Department.

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: 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 asked the Commission to table motions for items F-1a, F-1b, F-2a, F-2b and F-8 and resubmit these at the next Board Meeting with a more accountable and stricter authorization protocol. A copy of Mr. Epstein's statement read into the record is attached to these minutes.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held March 16, 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.



SUPPLEMENTAL INDENTURE AND LINE OF CREDIT

Motion-That the Commission approve a Supplemental and Line of Credit for the items listed in memos "a" and "b"

- a. Authorize the execution and delivery of a supplemental indenture to the Commission's amended and restated trust indenture in connection with the Commission's creation of a supplemental fund thereunder; authorizing transfers, from time to time, to fund such supplemental fund; authorizing other documents and the taking of further action; ratifying prior actions taken in furtherance of the purposes of this resolution; declaring that this resolution shall be liberally construed; and repealing inconsistent resolutions;
- b. Authorize the approval of: (1) the issuance of the Pennsylvania Turnpike Commission's Turnpike revolving line of credit, in one or more series or sub-series, fixed or floating rate, taxable or tax-exempt under its amended and restated trust indenture dated as of March 1, 2001, in an aggregate principal amount not to exceed \$400,000,000.00, in a single issuance or from time to time, for the purpose of funding or refinancing costs including general working capital needs of the Commission, including funding/reimbursing necessary reserves and the payment of debt service on the senior indenture bonds, and; (2) authorizing the execution, delivery and distribution of the following, if necessary: (1) one or more supplemental trust indentures, (2) one or more line of credit agreements; (3) one or more line of credit notes; (4) one or more note purchase agreements, and (5) any other necessary or appropriate documents or certificates; authorizing the execution and delivery of any related agreements; authorizing the taking of further action; repealing inconsistent resolutions; providing for the appointment of note counsel (Saul Ewing Arnstein & Lehr LLP), and/or other professionals; providing for the appointment of financial advisors (Phoenix Capital Partners, LLP and Public Resources Advisory Group); and declaring that this resolution shall be liberally construed.

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



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of an Agreement and Amendment for the items listed in memos "a" and "b":

- a. Agreement with Computer Aid for Construction Documentation System development, utilizing the cooperative purchase agreement with Sourcewell; at a cost of \$400,000.00;
- b. Amendment to our agreements for GeoAnalytics work order services contracts (Transcend Spatial Solutions, LLC; KPMG, LLP; KCI Technologies, Inc.; Johnson, Mirmiran & Thompson, Inc.), exercising the option to renew the agreements for an additional 2-years through April 24, 2024; at a cost of \$10,000,000.00.

-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 "s":

- a. Acquisition of Right-of-Way #7203-C (Michele and Darryl Bairstow), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$13,093.50 representing fair market value and pro-rated taxes to Michele and Darryl Bairstow; 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 #6548-B (Christopher Miller), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$8,221.50 representing fair market value and pro-rated taxes to Christopher Miller; 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 #7228-B (Lale and Donna W. Byers), a partial take parcel necessary for the total reconstruction project from MP A38.00 to A44.00 by authorizing payment of \$2,739.00 representing fair market value and pro-rated taxes payable to Lale and Donna W. Byers; 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. Acquisition of Right-of-Way #2035-A (Deborah A. Rowen), a partial take parcel necessary for the Cut Slope Repair project at MP 142.00 by authorizing payment of \$8,090.00 representing fair market value and pro-rated taxes to Deborah A. Rowen; 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;
- e. Acquisition of Right-of-Way #7223-C (Joyce Dare Johnstone), a partial take parcel necessary for the total reconstruction project from MP A38.00 to A44.00 by authorizing payment of \$3,700.00 representing fair market value to Joyce Dare Johnstone; 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;
- f. Acquisition of Right-of-Way #7231-C (Richard J. Kollar), a partial take parcel necessary for the total reconstruction project from MP A38.00 to A44.00 by authorizing payment of \$2,822.50 representing fair market value and pro-rated taxes to Richard J. Kollar; 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;
- g. Acquisition of Right-of-Way #14S329 (UMH PA Three Rivers, LLC), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$44,647.61 representing fair market value, pro-rated taxes and recording fees to Tri County Abstract Agency, LLC, escrow agent; also authorize payment of \$4,000.00 representing Section 710 damages to UMH PA Three Rivers, 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 owner is contingent upon the delivery of a deed as prepared by the Legal Department;

- h. Acquisition of Right-of-Way #7200-A (Robin A. Lilley, Trustee Under the Agreement of Trust of Marion A. Robbins), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$2,943.50 representing fair market value and pro-rated taxes to Robin A. Lilley, Trustee Under the Agreement of Trust of Marion A. Robbins; 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;
- i. Adopt the proposed Property Acquisition Resolution for Right-of-Way #7220-A (Jacqueline McCusker; Charles F. Bolger, III; Suzanne Bolger), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$5,900.00 to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- j. Adopt the proposed Property Acquisition Resolution for Right-of-Way #7203-E (Unknown owner), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$700.00 to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- k. Acquisition of Right-of-Way #7211-A (RNWA Brown, LLC), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$64,249.50 representing fair market value and pro-rated taxes to RNWA Brown, 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 owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- l. Acquisition of Right-of-Way #14001 (Leon Rochez; Richard Rochez), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing the appropriate Commission officials to execute the required Restrictive Covenant and Conservation Easement as drafted by the Legal Department;
- m. Acquisition of Right-of-Way #7225-D (Dolores P. Ewer), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$8,830.00 representing fair market value and pro-rated taxes to Dolores P. Ewer; 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;

- n. Acquisition of Right-of-Way #7223-B (Township of Milford), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$1,000.00 representing fair market value to the Township of Milford; 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;
- o. Acquisition of Right-of-Way #7231-B (Township of Milford), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$1,200.00 representing fair market value to the Township of Milford; 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 the Temporary Construction Easement as prepared by the Legal Department;
- p. Acquisition of Right-of-Way #7214-A (Township of Milford), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$2,000.00 representing fair market value to the Township of Milford; 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;
- q. Acquisition of Right-of-Way #7215-A (Township of Milford), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$4,000.00 representing fair market value to the Township of Milford; 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;
- r. Acquisition of Right-of-Way #7231-A (Township of Milford), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$500.00 representing fair market value to the Township of Milford; 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;

- s. Acquisition of Right-of-Way #7121-A (Samuel James Black a/k/a Samuel J. Black, V), a total take parcel necessary for construction of the I-95 Interchange project by authorizing payment of \$412,076.17 representing fair market value, pro-rated taxes and recording fees to Diversified Settlement Services, Inc., 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.

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



COOPERATIVE PURCHASE AGREEMENT

Motion-That the Commission approve the use of Omnia Partners cooperative purchase agreement with InSight to purchase IT software and hardware that may not be available through existing contracts; and authorize the negotiation and execution of an agreement with InSight-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion-That the Commission approve the Award of a Bid, Change Order and Issuance of Purchase Orders for the items listed in memos "a" through "e":

- a. Five (5) MASH eligible trailer mounted attenuators; utilizing the Commonwealth's contract with Traffix Devices, Inc.; at a cost of \$140,312.50;
- b. Microsoft Enterprise agreement for software licensing and cloud services, exercising the option to renew the agreement for an additional 3-years (June 2021 – May 2024) with CDW Government LLC; at a cost of \$5,916,000.00;
- c. Maintenance of fixed gas detection systems (April 2021 - February 2023), to the lowest responsive and responsible bidder, Premier Safety; at a total award of \$300,000.00;
- d. Access Control System (hardware upgrades for door controllers, cards, card reader, 5-year support); utilizing the Commonwealth's contract with Berkshire Systems Group, Inc.; at a total award of \$5,300,000.00;
- e. IT staff augmentation with Optimal Solutions & Technologies, Inc., to extend the agreement for an additional six-months through December 2021; at a cost of \$5,300,000.00.

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



AWARD OF CONTRACT

Motion-That the Commission approve the Award of Contract T-056.56S001-3-02 for the rehabilitation of Bridge WB-458 at MP 56.16 and Bridge WB-460 at MP 56.56, to the lowest responsive and responsible bidder, Mosites Construction Company; at not-to-exceed amount of \$649,777.00, and contingency of \$30,000.00- was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



CHANGE ORDERS

Motion-That the Commission approve the Change Orders and Final Payments for the items listed in memos "a" through "c":

- a. Change Order #3 and Final Payment for Contract #A-043.91S001-3-02 for collision damage repairs to Bridge NB-216 at MP A43.91, with Road-Con, Inc., for an increase of \$5,403.53 to balance items to actual work completed, and changes for a temporary impact attenuator and concrete bridge repairs, and reimbursement for toll-by-plate cost; for a final contract value of \$774,644.53 and final amount due to the contractor of \$33,508.75;
- b. Change Order #1 for Contract #S-006.00X002-3-18 for heating, ventilation and air conditioning (HVAC) work on the Southern Beltway maintenance facility at MP S15.30EB with McKamish, Inc., for an increase of \$82,478.13 for COVID-19 contract adjustments which includes a 168-day time extension; for a revised not-to-exceed amount of \$2,030,978.13;
- c. Change Order #21 and Final Payment for Contract #S-006.00X002-3-08 for construction of the Southern Beltway, Section 55B, MP S11.17 to MP S14.31 with Joseph B. Fay, Co., for an increase of \$1,716,434.84 to balance items to actual work completed, changes for pavement repairs and a settlement agreement; for a final contract value of \$101,915,070.57 and final amount due to the contractor of \$2,769,983.96.

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



OPEB

Motion-That the Commission approve the transfer of an additional \$33,000,000.00 to the Pennsylvania Turnpike Commission Retiree Medical Trust (OPEB) for Fiscal Year 2021, to help reduce future operating expense growth-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be a telephone meeting on Tuesday, April 20, 2021 beginning at 10:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:07 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