

MINUTES OF THE COMMISSION MEETING HELD JULY 21, 2020

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 9:18 a.m. on Tuesday, July 21, 2020 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; John Wozniak, Secretary Treasurer and Pasquale T. Deon Sr., Commissioner.

Present for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer (via telephone); Larry Bankert, Michael Baker Int'l. (via telephone); Robert Brady, Director of Operations/Projects-East (via telephone); Carl DeFebo, Jr., Director of Public Relations & Marketing (via telephone); Rick Dreher, Acting Chief Financial Officer (via telephone); Bradley J. Heigel, P.E., Chief Engineer; Doreen McCall, Chief Counsel; Myneca Y. Ojo, Director of Diversity and Inclusion (via telephone); Stacia Ritter, Director of Policy and Fare Collection (via telephone); Robert Taylor, Chief Technology Officer (via telephone) and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via phone were Wendy Callahan, Procurement Specialist; Kelly Horvath, Executive Administrative Assistant; Donald S. Klingensmith, P.E., Director of Procurement & Logistics; Shawn Laudenslager, End User Support Supervisor (in person); Wanda Metzger, Manager of Professional Services Procurement; Gina Murray, Senior Procurement Specialist; Jeff Naugle, Manager of Treasury Operations; Rosann Placey, Manager of Media and Public Relations (in person); Jesse Ream, Communication Systems Program Manager (in person); Sophia Fox, Michael Baker Int'l. (in person); Crystalann Deardorff, Susquehanna Valley; Dave Lowdermilk, WSP; Dave Snively, CDR; Dawn Kelly, Wallace Montgomery; Ed Blazina, Pittsburgh Post-Gazette; Ed Reese, GPD; Eric Madden, JMT; Gary Harriger, Arora; Glen Depport, Arora; Jill Bolt, T.Y. Lin; Jock Rowe, Teamsters; Joe Platt, TPD; Joe Romano, LDG; Jon Livingston, Jacobs; J. T. Lincoln, GAI; Karen Gabel, Erdman Anthony; Mark Karolski, Buchart Horn; Meredith Biggica, PA House Transportation Committee; Paul McNamee, KCI; Paul T. Morrison, Teamsters; Robert Horr, Atkins; Scott Shimko, Borton Lawson; Tom Rowader, GPI; and Ann Mark, McMahan & Assoc.



Mrs. Edwards 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 reclassification, annuitant and requests to post positions in the Maintenance and Engineering Departments.

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. If you have not done so, you are invited to do so at this time.

We had no requests to address the Commission.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held July 7, 2020 be approved and filed as submitted-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATIONS

Motion-That the Commission approves the memos received from the Chief Counsel and the Director of Procurement & Logistics -was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



NEW BUSINES

OPERATING BUDGET AND CAPITAL PLAN

Motion-That the Commission the proposed Fiscal Year 2020-2021 Annual Operating Budget and the Fiscal Year 2021 Ten Year Capital Plan as set forth in memos "a" and "b":

- a. Adopt the proposed Resolution and approve the Annual Operating Budget for the 2020-2021 Fiscal Year in the amount of \$426,196,745.00;
-was made by Commissioner Wozniak, seconded by Commissioner Deon; Vice Chair Lieberman voted "No". The motion passed.
- b. Approve the proposed Fiscal Year 2021 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 approved unanimously.



AGREEMENTS

Motion-That the Commission approves the negotiation and execution of the Agreements and Amendments for the items listed in memos "a" through "c":

- a. Assignment Agreement with Jared Hoffman d/b/a All-Points Towing, Recovery, and Service Center to assign its active contract to All Points Towing, Recovery, and Service Center, Inc.;
- b. Approve terms and execution of the Separation Agreements with employees who have opted to participate in the Commission's Voluntary Departure Program;
- c. Amendments to our agreements with the firms currently included in the Supplemental Advisory Services Professional Pool, exercising the option to renew the agreements for an additional two (2) years; at an approximate cost of \$1,300,000.00.

-was made by Commissioner Wozniak, seconded by Commissioner Deon, 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 “d”:

- a. Settlement of Right-of-Way #14S649 (Frank P. and Cynthia L. Lee), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$5,500.00 representing settlement amount and Section 710 damages to Bresnahan & Finnegan, P.C., escrow agent; authorize the appropriate Commission officials to execute the Settlement Agreement and other documents that may be required, as reviewed and approved by the Legal Department; and payment of the settlement funds to the claimants is contingent upon the delivery of an executed Settlement Agreement;
- b. Acquisition of Right-of-Way #14S262 (Robert J. & Tiffany Zelenznik; Jennifer L. Richmond Shoemaker & Eric Shoemaker; and The Zelenznik Family Trust, Camille Bruback, Trustee), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$41,042.92 representing fair market value, pro-rated taxes and recording fees to Arrow Land Solutions, LLC escrow agent; 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 the fair market value to the property owners is contingent upon the delivery of a deed as prepared by the Legal Department;
- c. Settlement of Right-of-Way #14S014 (Richard O. Owens), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$35,418.00 representing replacement housing supplement and estimated closing costs to Goldberg, Kamin & Garvin, LLP, escrow agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- d. Acquisition of Right-of-Way #14S001 (Walter J. Greenewald), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$507.50 representing fair market value and pro-rated taxes to Walter J. Greenewald; authorize payment of \$2,500.00 representing Section 710 damages for appraisal fees to Valbridge Property Advisors; and authorize payment of \$665.00 representing Section 710 damages for attorney fees to David C. Allison, Esquire; authorize the appropriate Commission officials to execute the Agreement 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 owners 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.



BOND RESOLUTIONS

Motion-That the Commission approves the appointment of counsel and finance team professionals for Bond Resolutions previously approved by the Commission, as listed in memos “a” and “b”:

- a. Providing for the appointment of co-bond counsel (Cozen O’Conner and Zarwin Baum) and disclosure counsel (Dilworth Paxson), the ratification of the prior appointment of certain advisors, 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 October 7, 2019 (the “October 2019 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 \$500,000,000 (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 October 2019 resolution;
- b. Providing for the appointment of one or more underwriters (Barclays Capital Inc, for the 2020 Variable Rate bonds; Citigroup Global Markets, Inc., Loop Capital Markets, LLC, PNC Capital Markets, LLC, BNY Mellon Capital Markets/Academy Securities, Inc., Backstrom McCarley Berry & Co., LLC/Stifel, Nicolaus & Company, Inc. & U.S. Bancorp Investments, Inc. for the 2020 Fixed Rate bonds), as applicable, the selection of a credit facility provider (Barclays Bank PLC for the 2020 Variable Rate bonds) 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 October 7, 2019, which resolution provided for the issuance from time to time of senior indenture Turnpike revenue bonds in an aggregate principal amount not to exceed \$500,000,000 (based on par amount) to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system.

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



PURCHASE ORDERS

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

- a. Environmental Systems Research Institute (ESRI) GIS software maintenance and support, exercising the option to renew the agreement for an additional year (July 2020 - June 2021) with ESRI; at a cost of \$174,960.55;
- b. Kahua license agreement (March 1, 2021 – February 28, 2031), utilizing the Commonwealth’s contract with Kahua, Inc.; at a cost of \$3,371,815.00 for the 10-year contract; contract will be renewed annually;

- c. Contact Center modernization, Nuance hosted voice-cloud IVR hosting services and licensing for three (3) years (July 2020 – July 2023), utilizing the Commonwealth’s contract with Carahsoft Technology Corp., at a cost of \$1,001,160.00;
- d. Managed print contract, exercising the option to renew the agreement for an additional year (thru June 2021) with Fraser Advanced Information Systems; at a cost of \$314,137.28.

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



CHANGE ORDERS/FINAL PAYMENTS

Motion-That the Commission approves the Change Orders and Final Payments for the items listed in memos “a” through “c”:

- a. Change Order #2 and Final Payment for Contract #EN-00233-03-04 for roadway and miscellaneous repairs between MP 122.18 and MP 201.58 with New Enterprise Stone & Lime Co., Inc., for a decrease of \$1,210,007.28 to reflect the actual cost of the completed work authorizations; for a final contract value of \$7,039,992.72 and final amount due to the contractor of \$140,799.85;
- b. Change Order #4 and Final Payment for Contract #EN-00115-03-07 for construction of ORT Cashless Tolling facility between MP A123.29 and MP A123.51 with J.D. Eckman, Inc., for an increase of \$7,030.21 to balance items to actual work completed and changes for topsoil, touch up paint and power riser modifications, for a final contract value of \$2,690,233.59 and final amount due to the contractor of \$88,363.07;
- c. Final Payment for Contract #T-099.00T002-3-04 for roadway reconstruction between MP 99.05 and MP 101.70 with New Enterprise Stone & Lime Co., Inc., for a final contract value of \$33,002,361.54 and final amount due to the contractor of \$168,635.71.

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



OPEB APPOINTMENT

Motion-That the Commission approves the appointment of Richard Dreher, Acting Chief Financial Officer, as a Trustee for the Pennsylvania Turnpike Commission Retiree Medical Trust for a term of July 21, 2020 to January 3, 2022-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



TOLL INCREASE

Motion-That the Commission approves the proposed 2021 annual toll increase of 6% for E-ZPass, Toll-By-Plate (TBP) and commercial vehicles systemwide effective January 2021; and an additional 45% increase on the TBP rate schedule on the ticket system and the Mon/Fayette Expressway to cover the cost of TBP collections-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PSPC ITEM

Motion-That the Commission approves the award of services and authorize the negotiations and execution of an agreement with the selected firm for the items listed in memos "a" and "b":

- a. T00146, design services for the replacement of Bridge DB-203 at MP 346.82; the highly recommended firms in alphabetical order:
- WSP USA, Inc.-AWARDED
 - SAI Consulting Engineers, Inc.
 - Whitney, Baily, Cox & Magnani, LLC

The Commission has selected firm **WSP USA, Inc.** for award based on the Commission's determination that the firm's Statement of Interest is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firm has extensive bridge and highway project experience with the PTC and demonstrated a good understanding of approaching the project challenges with potential design techniques-was made by Commissioner Wozniak, seconded by Commissioner Deon; Chair Gramian abstained.

CHAIR GRAMIAN: I abstain on this item because WSP USA, Inc. is a former employer. The motion passed.

- b. RFP 8981, insurance consulting services; the highly recommended firms in alphabetical order:
- Acrisure, LLC d/b/a North American Insurance Management (NAIMC)-AWARDED

The Commission has selected Acrisure, LLC dba North American Insurance Management (NAIMC) for award based on the Commission's determination that the 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 highly qualified, demonstrated a thorough understanding of PA laws, regulations and self-insurance programs, has extensive experience and has a solid understanding of the requirements.-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



ITEM ADDED TO THE FORMAL AGENDA

Motion-That the Commission approves the issuance of a purchase order for the upgrade and replacement of Storage Area Network and components at the E-ZPass Customer Service Center, utilizing the Commonwealth's contract with Presidio Networked Solutions, LLC; at a cost of \$1,000,000.00-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, August 4, 2020 beginning at 10:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 9:35 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