

PENNSYLVANIA TURNPIKE COMMISSION

HIGHSPIRE, PENNSYLVANIA

FORMAL TELEPHONE MEETING

AUGUST 23, 2016

10:00 A.M.

AGENDA

A. Roll Call

**Sunshine Announcement
Public Participation**

B. Minutes-July 19, 2016

C. Communications-

**Memo received from the Chief Counsel
Memo received from the Director of Procurement & Logistics
Memo received from the Fare Collection Systems Manager**

D. Personnel

E. Unfinished Business

- 1. Rescind Policy 2.6, *Policy and Procedure for Filling Entry Level Positions*, Policy 2.7, *Policy and Procedure for Promoting Employees*, and the Salary Administration Policy and Procedures**

F. NEW BUSINESS

Manual. Adopt Policy 2.20, *Administration of Personnel*, to create Committees on Administration and Personnel to manage the Commission's compensation and complement structures; adopt Policy 2.21, *Policy for Filling Vacancies*, to establish procedures for filling job vacancies. Approve the standard management merit increase matrix and approve the October 1, 2016 Management and Local 30S salary scale.

2. Approve the negotiation and execution of the Amendments and Agreements for the items listed in memos "a" through "g":
 - a. Amendment to our agreement with PFM Asset Manager for arbitrage advisory services, exercising the option to renew the agreement for an additional year (February 2017 – February 2018); at a not-to-exceed amount of \$100,000.00;
 - b. Assignment Agreement with Brickerville EMS for emergency care and medical transportation services from MP 272.50 to MP 279.10, to assign their active contract to Northwest EMS due to its merger;
 - c. Amendment to our Interagency Agreement #049011 with the Pennsylvania Department of Transportation (PennDOT) to incorporate a new roadway plan delineating the location and specifications of a new access driveway located between the Wyoming Valley Interchange and S.R. 0315 for the safety of the Commission and PennDOT employees and workforce;
 - d. Amendment to our agreement with Castle Branch for pre-employment screening; exercising the option to renew the agreement for an additional year (through January 31, 2018); at an approximate cost of \$10,000.00;
 - e. Reimbursement Agreement with New Century to reimburse New Century the cost to perform the engineering and utility relocation work necessary for construction of the Southern Beltway, Section 55C1-1; at a not-to-exceed amount of \$100,000.00;
 - f. Reimbursement Agreement with Verizon to reimburse Verizon the cost to perform the engineering and utility relocation work necessary for construction of the Southern Beltway, Section 55C1-1; at a not-to-exceed amount of \$100,000.00;
 - g. Settlement agreement and all necessary and appropriate documents in the case *Allan A. Myers Co. and Allan A. Myers, Inc., trading as Allan A. Myers, LP v Pennsylvania Turnpike Commission*; and approve payment of the settlement amount in exchange for full and final release of all claims.

3. Approve the Right-of-Way Requests for the items listed in memos "a" through "bb":

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- a. **Deed of Easement for Right-of-Way #17636 (Thomas R. & JoAnn Guyaux), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79, to formally document the Guyaux's right of access over and across the driveway; the deed of easement will be drafted and approved by the Legal Department and delivered to the Guyauxs after they have executed the deed for the required right-of-Way associates with their claim;**
- b. **Adopt the proposed Property Acquisition Resolution for Right-of-Way #6516-B (Ridge Acquisitions, L.P.), a partial take parcel necessary for the total reconstruction project from MP A31.00 to MP A38.00, by authorizing payment of Estimated Just Compensation of \$5,500.00 payable to Stevens & Lee, escrow agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;**
- c. **Acquisition of Right-of-Way #12082-B1 (Betty Nadig), a total take parcel necessary for the Beaver River Bridge replacement project, by authorizing payment of \$51,114.36 representing fair market value, pro-rated taxes and recording fees to McClain, Young & Patterson, 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 fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;**
- d. **Acquisition of Right-of-Way #2065-V (The Estate of Irwin L. Brambley, Jr.; Patricia A. Brambley, Executrix), a partial take parcel necessary for the total reconstruction project from MP 149.50 to MP 155.50 by authorizing payment of \$2,507.50 representing fair market value and pro-rated taxes to The Estate of Irwin L. Brambley, Jr.; 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 its delivery of a deed prepared by the Legal Department;**
- e. **Acquisition of Right-of-Way #6529-B (Louis & Margaret D. Toro), a partial take parcel necessary for the total reconstruction project from MP A31.00 to MP A38.00 by authorizing payment of \$45,261.64 representing fair market value and pro-rated taxes to Louis and Margaret D. Toro; 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;**
- f. **Acquisition of Right-of-Way #6504-A1 (Lincoln Woods of Franconia, LP), partial take parcel necessary for the total reconstruction from MP A31.00 to MP A38.00 by authorizing payment of \$42,259.33 representing fair market value and pro-rated taxes to Lincoln Woods of Franconia, LP; authorize the appropriate Commission officials to execute the Agreement of**

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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 its delivery of a deed prepared by the Legal Department;

- g. Acquisition of Right-of-Way #17629 (Mildred M. Kemp), a partial take parcel necessary for construction of the Southern Beltway, US 22 to I-79 by authorizing payment of \$47,028.45 representing fair market value, pro-rated taxes and recording fees to Coon & Company, 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 the fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- h. Adopt the proposed Property Acquisition Resolution for Right-of-Way #1010-A (Main Street Milk, LLC, Anthony Klejka, Steven Klejka d/b/a Klejka Dairy), a partial take parcel necessary for the total reconstruction project from MP 99.00 to MP 109.00; authorize payment of estimated just compensation of \$10,730.00 to Bruce E. Dice and Associates, P.C., escrow agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- i. Acquisition of Right-of-Way #17975 (The Pittsburgh Cincinnati Chicago & St. Louis Railway Company), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79; authorize payment of estimated just compensation of \$8,000.00 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 #2074-B (Annie E. Foor), a partial take parcel necessary for the total reconstruction from MP 149.50 to MP 155.50 by authorizing payment estimated just compensation of \$500.00 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. Adopt the proposed Property Acquisition Resolution for Right-of-Way #6502-B (Eileen M. Dickson and D&D Development Properties, LLC), a partial take parcel necessary for the total reconstruction from MP A31.00 to MP A38.00 by authorizing payment estimated just compensation of \$181,200.00 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;
- l. Acquisition of Right-of-Way # 14203-A1 (Ralph & Nicole Carratura), a partial take parcel necessary for the total reconstruction project from MP 40.00 to MP 48.00 by authorizing payment of \$32,605.00 representing fair market value and pro-rated taxes to Ralph & Nicole Carratura; 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

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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;

- m. Adopt the proposed Property Acquisition Resolution for Right-of-Way #2081-A (unknown owner), a partial take parcel necessary for the total reconstruction project from MP 149.50 to MP 155.50; authorize payment of estimated just compensation of \$500.00 to Babst, Calland, Clements & Zomnir, P.C., escrow agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- n. Settlement of Right-of-Way #17909 (John E. & Carol Capozzoli), a total take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79, by authorizing payment of \$130,000.00 representing the settlement amount to the Law Office of Robert J. Wratcher, LLC, escrow agent; authorize the appropriate Commission officials to execute the Settlement Agreement as reviewed and approved by the Legal Department; and payment of the settlement amount to the property owner is contingent upon their delivery of a full and final release and settlement of all claims as reviewed and approved by the Legal Department;
- o. Acquisition of Right-of-Way #17995 (Lori A. Jablonski), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79, by authorizing payment of \$2,027.00 representing fair market value and pro-rated taxes to Lori A. Jablonski; 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;
- p. Acquisition of Right-of-Way #17977 (Anne H. McFeaters), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79, by authorizing payment of \$1,927.23 representing fair market value and pro-rated taxes to Anne H. McFeaters; 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;
- q. Acquisition of Right-of-Way #17773 (Robert Raineri and Robert A. Raineri, Jr.), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79, by authorizing payment of \$1,100.00 representing fair market value to Robert Raineri and Robert A. Raineri, Jr.; authorize the appropriate Commission officials to execute the required settlement documents; 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

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value to the property owners is contingent upon their delivery of a deed prepared by the Legal Department;

- r. **Adopt the proposed Property Acquisition Resolution for Right-of-Way #2077-C (unknown owner), a partial take parcel necessary for the total reconstruction project from MP 149.50 to MP 155.50; authorize payment of estimated just compensation in the sum of \$500.00 payable to Babst, Calland, Clements & Zomnir, P.C., escrow agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;**
- s. **Acquisition of Right-of-Way #17404 (Nino Petrocelli, Jr.), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79, by authorizing payment of \$4,250.00 representing fair market value to Nino Petrocelli, Jr.; authorize the appropriate Commission officials to execute the required settlement documents; 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 his delivery of an executed Temporary Construction Easement as prepared by the Legal Department;**
- t. **Acquisition of Right-of-Way #14155 (Secure Storage), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79, by authorizing payment of \$65,000.00 representing fair market value to Secure Storage; authorize the appropriate Commission officials to execute the required settlement documents; 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 its delivery of an executed Temporary Construction Easement as prepared by the Legal Department;**
- u. **Acquisition of Right-of-Way #14079-G1 (Warren A. & Lynne A. Green), a total take parcel necessary for the total reconstruction project from MP 49.00 to MP 53.00 by authorizing payment of \$91,614.80 representing fair market value, pro-rated taxes, recording fees, replacement housing supplement and closing costs to Barristers Land Abstract, escrow agent; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that might 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;**
- v. **Acquisition of Right-of-Way #2099-C (Detwilers Industries, Inc.), a partial take parcel necessary for the total reconstruction project from MP 149.50 to MP 155.50 by authorizing payment of \$14,041.74 representing fair market value and pro-rated taxes to Detwilers Industries, Inc.; 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**

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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;

- w. Adopt the proposed Property Acquisition Resolution for Right-of-Way #17232 (Reissing 45, LLC), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79; authorize payment of estimated just compensation in the sum of \$92,200.00 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;
 - x. Adopt the proposed Property Acquisition Resolution for Right-of-Way #17974 (Reissing 145, LLC, New Century Energy, Inc.), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79; authorize payment of estimated just compensation in the sum of \$20,400.00 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;
 - y. Adopt the proposed Property Acquisition Resolution for Right-of-Way #14110 (Robert A. & Vicky L. Olson), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79; authorize payment of estimated just compensation in the sum of \$7,400.00 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;
 - z. Acquisition of Right-of-Way #17069 (James A. & Sandra Bongiorno) for wetland mitigation, necessary for construction of the Southern Beltway by authorizing the appropriate Commission officials to execute the required Declaration of Restrictive Covenants as prepared by the Legal Department;
 - aa. Adopt the proposed Property Acquisition Resolution for Right-of-Way #14150 (Cuddy Partners, L.P. and Rand Resources-Appalachia, LLC), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79; authorize payment of estimated just compensation in the sum of \$82,500.00 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;
 - bb. Adopt the proposed Property Acquisition Resolution for Right-of-Way #14104 (Michael Sullivan, Urban Assault Paintball, LLC, Great Lakes Energy Partners, LLC), a partial take parcel necessary for construction of the Southern Beltway, Rt. 22 to I-79; authorize payment of estimated just compensation in the sum of \$552,900.00 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.
4. Approve advertising for the items listed in memos "a" through "e":

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- a. Contract #S-006.00X002-3-09 for construction of the Southern Beltway, SR 576, Section 55C1-1, between MP S14.29 and MP S16.06;
- b. Full service public outreach and involvement consulting services to support the Capital Plan;
- c. Authorized service provider for coverage from MP A67.60 to MP A94.90;
- d. Authorized service provider for coverage from MP 292.60 to MP 312.00;
- e. Authorized service provider for coverage on Toll 576, Findlay Connector, Rt. 60 to Rt. 22.

5. Approve the Award of Bids and the Issuance of Purchase Orders for the items listed in memos "a" through "m":

- a. Unleaded gasoline and ethanol, exercising the option to renew the agreements for an additional year (September 1, 2016 – August 31, 2017):

Petroleum Traders	\$ 50,000.00
Mansfield Oil Co.	50,000.00
Glassmere Fuel	60,000.00
Export Fuel	15,000.00
Talley Petroleum	10,000.00
PAPCO, Inc.	50,000.00
Riggins, Inc.	<u>50,000.00</u>
TOTAL RENEWAL:	\$285,000.00

- b. VOIP phones, licenses and accessories, utilizing the Commonwealth's contract with ePlus Technology, Inc.; at a total award of \$546,469.90;
- c. Printing and graphic design services, exercising the option to renew the agreement for an additional two (2) years (September 1, 2016 – August 31, 2018) with Print Works On Demand Inc.; at a cost of \$138,500.00;
- d. Rooftop HVAC for VPC/CSC Center at East Park Drive, utilizing the Commonwealth's contract with SP McCarl & Co.; at a total award of \$164,151.25;

- e. Liquid calcium chloride to reallocate awards:

Envirotech Services, Inc.	\$ 40,000.00	District 1, 2
Innovative Municipal Pdts	110,000.00	District 3, 4, 5
Jet Stream Fuels	<u>-150,000.00</u>	(declining award)
APPROVAL AMOUNT	\$ 0.00	

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- f. Twenty-three (23) snow plows (12' reversible and 10' one-way fixed angle), utilizing the Commonwealth's contract with Henke Manufacturing Corp.; at a total award of \$158,087.00;
- g. Plow blades, hardware and accessories; exercising the option to renew the agreements for an additional year (July 2016 – June 2017) and to reallocate awarded funds:

Valk Manufacturing Co.	0.00
Kennametal, Inc.	0.00
Highway Equipment & Supply	0.00
Winter Equipment Co., Inc.	-\$200,000.00
Ironhawk Industrial	<u>200,000.00</u>
RENEWAL	\$ 0.00
- h. Tree clearing from MP 138.00 to MP 143.00, to the lowest responsive and responsible bidder, Penn Line Service, Inc.; at a total award of \$671,594.20;
- i. Tree clearing from MP 153.10 to MP 157.30, to the lowest responsive and responsible bidder, Penn Line Service, Inc.; at a total award of \$1,708,712.00;
- j. Electrical distribution (Square D) for VPC/CSC Center at East Park Drive, utilizing the Commonwealth's contract with Colonial Electric Supply Co., Inc.; at a total award of \$109,920.00;
- k. Emergency generator installation at S.R. 29 Slip Ramp, to the lowest responsive and responsible bidder, Philips Bros. Electrical; at a total award of \$223,000.00;
- l. Maintenance service and repair of generators in Districts 3, 4 & 5 (September 1, 2016 – November 30, 2019), to the lowest responsive and responsible bidder, Premium Power Services LLC; at a total award of \$567,000.00;
- m. Maintenance service and repair of generators in Districts 1 & 2 (September 1, 2016 – November 30, 2019), to the lowest responsive and responsible bidder, Penn Commercial Vehicle Solutions; at a total award of \$550,000.00.

6. Approve the Award of Contract #T-202.00T001-3-02 for roadway and bridge reconstruction from MP 201.74 to MP 206.89, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$75,718,775.33 and a contingency of \$3,500,000.00.

7. Approve the Change Orders and Final Payments for the items listed in memos "a" through "g":

- a. Change Order #3 for Contract #A-040.00R001-3-02 for bituminous overlay between MP A40.20 and MP A48.90 with Glasgow, Inc., for a decrease of \$437,109.54 to balance items to actual work completed, additional changes for downtime due to traffic accident, superpave

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- asphalt mixture, drainage, asphalt adjustments, mobilization, MPT, erosion and sediment control, excavation, inspector's field office and liquidated damages, a 17-day time extension for additional deck repairs, milling and paving, and changes to the paving material for MP A44.00 to A48.90 NB and Papal visit delays; for a revised not-to-exceed amount of \$12,296,287.67;
- b. Change Order #7 and Final Payment for Contract #T-040.00T001-3-07 for the replacement of Bridge WB-429 at MP 43.13 with Trumbull Corporation, for a decrease of \$268,905.81 to balance items to actual work completed, for a final contract value of \$9,048,318.71 and final amount due to the contractor of \$116,294.93;
 - c. Change Order #3 and Final Payment for Contract #EN-00128-03-03 for the installation of closed circuit TV's between MP 283.00 and MP 340.00 and MP A43.00 to MP A130.00 with Bruce & Merrilees Electric Co., for a decrease of \$104,004.73 to balance items to actual work completed; for a final contract value of \$1,963,925.77 and final amount due to the contractor of \$88,856.90;
 - d. Change Order #2 and Final Payment for Contract #EN-00149-03-07 for roadway and miscellaneous repairs between MP 298.33 and MP 358.11 with Road-Con, Inc. for a decrease of \$584,940.97 to balance items to actual work completed; for a final contract value of \$1,615,059.03 and final amount due to the contractor of \$32,301.18;
 - e. Change Order #2 for Contract #EN-00167-03-06 for the installation of mile marker signs between MP A31.34 and MP A130.64 with Protection Services, Inc., for an increase of \$29,889.77 to repair tenth mile marker signs and posts that were damaged during the 2016 winter storm; for a revised not-to-exceed amount of \$617,373.38;
 - f. Change Order #3 for Contract #T-355.00P001-3-13 for construction of the I-95/I-276 Interchange, Section D10, with PKF-Mark III, Inc., for a decrease of \$409,573.33 to balance items to actual work completed, changes for removal and disposal of buried tires, required over excavation at structures RE-N41.66 and DB-248, drainage modifications and construction modifications in accordance to the PTC/Department approved value engineering proposal; for a revised not-to-exceed amount of \$143,236,602.79;
 - g. Change Order #1 for Contract #EN-00161-03-02 for roadway and miscellaneous repairs on Toll I-376, Turnpike 576, Turnpike 43 and Turnpike 66 with Lane Construction Corp., for an additional \$250,000.00 for repairs to additional deteriorated roadway locations throughout the project limits and additional work necessary for repairs outside the project limits on SR980 for additional pavement repairs; for a revised not-to-exceed amount of \$1,250,000.00.
8. Approve the negotiation and execution of Supplemental Agreement #2 with Hill International for construction inspection/project management for the roadway and bridge reconstruction project

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from MP 250.76 to MP 251.17, for an additional \$250,000.00 due to an increase in construction duration from 33 months to 37 months, and to revise the completion date to December 31, 2016; for a revised not-to-exceed amount of \$5,825,888.93.

9. Approve revising the Award of Ref #5-100 for design and construction consultation services for the replacement of roadway tunnel lighting and raceway in the northbound and southbound Lehigh Tunnel (MP A70.26 to MP A71.57) that was awarded to Hatch Mott MacDonald, LLC on March 1, 2016 (item F-9a), to award the contract to Mott MacDonald, LLC due to the company separating into two independent and unaffiliated businesses.
10. Approve repealing the resolution, approved at the July 19, 2016 Commission Meeting (item F-10), authorizing the issuance of the Pennsylvania Turnpike Commission's Subordinate Revenue Bonds in one or more series or sub-series, fixed rate or variable rate, taxable or tax-exempt, in an aggregate initial principal amount not to exceed \$650,000,000.00.
11. Approve amending the 2017 annual toll increase (approved at the July 19, 2016 Commission Meeting, item F-6), to exclude the Willow Hill Interchange from the cash toll increase.
12. Approve the Bond Resolutions for the items listed in memos "a" and "b":
 - a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's Subordinate Indenture Bonds in one or more series or sub-series, fixed rate, taxable or tax-exempt, in an aggregate principal amount not to exceed \$650,000,000 (based on par amount), to finance the costs of (a) refunding all or a portion of the Subordinate Indenture Bonds previously issued by the Pennsylvania Turnpike Commission (b) funding necessary reserves or similar funds, (c) obtaining credit facilities related to such bonds, and (d) issuance of such bonds; 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 credit facilities 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 escrow deposit agreements; and (10) any other necessary or appropriate documents or certificates; providing for the appointment of one or more co-bond counsel, disclosure counsel and/or other professionals; appointing the co-financial advisors; providing for the appointment of one or more underwriters; authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;

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- b. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's Subordinate Indenture Bonds or notes, including Subordinate Revenue Bonds, Bond Anticipation Notes and Special Revenue Bonds, in one or more series or sub-series, fixed rate or variable rate, taxable and/or tax-exempt, in an aggregate initial principal amount not to exceed \$650,000,000 (based on par amount), to finance or refinance the costs of (a) making lease, grant or other payments to the Pennsylvania Department of Transportation in accordance with Act 44 and Act 89, (b) refunding all or a portion of any Bond Anticipation Notes, other short-term indebtedness or Subordinate Indenture Bonds, including Special Revenue Bonds, previously issued by the Pennsylvania Turnpike Commission for the foregoing purposes, (c) reimbursing the Pennsylvania Turnpike Commission for payments previously made to the Pennsylvania Department of Transportation in accordance with Act 44 and Act 89, (d) any debt service reserve or similar funds, credit facility costs or capitalized interest related to such bonds, and (e) issuance of such bonds; authorizing the execution, delivery and distribution of the following: (1) one or more Supplemental Trust Indentures, (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) one or more remarketing agreements, (6) one or more continuing disclosure agreements, (7) one or more escrow deposit agreements, (8) documents related to the pledge of motor license fund monies for special revenue refunding bonds, (9) one or more interest rate swaps or other derivatives, or amendments to or terminations of existing interest rate swaps, (10) agreements for the provision of one or more credit facilities and/or reserve fund credit facilities and any related agreements, and (11) any other necessary or appropriate documents or certificates; authorizing the taking of further action; repealing inconsistent resolutions; providing for the appointment of one or more co-bond counsels and providing for the appointment of one or more underwriters and remarketing agents; providing for the appointment of co-financial advisors, verification agent, if necessary, and escrow agents; declaring the Pennsylvania Turnpike Commission's official intent that it be reimbursed from bond proceeds for certain expenditures paid prior to the issuance of such bonds; and declaring that this resolution shall be liberally construed.

13. Approve the award of service and authorize the negotiation and execution of an agreement with the first firm listed for Ref #T00038, open end construction management and inspection services for facility projects:

- TRC Engineers, Inc.-AWARDED
- KCI Technologies, Inc.
- Hill International, Inc.