

MINUTES OF THE COMMISSION MEETING HELD MARCH 5, 2024

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:00 a.m. on Tuesday, March 5, 2024 at the Central Office located in Middletown, Pennsylvania. Present for the meeting was Michael Carroll, Chair. Available via telephone were William K. Lieberman, Vice Chair; Dr. Keith Leaphart, Secretary Treasurer; Pasquale T. Deon, Sr., Commissioner; and Sean Logan, Commissioner.

Also available for the meeting were Mark Compton, Chief Executive Officer; Craig Shuey, Chief Operating Officer; Brad Heigel, Chief Engineer; Catherine Clements-Jenkins, Director of Diversity & Inclusion; Doreen McCall, Chief Counsel; Kelli Roberts, Chief Strategy and Communications Officer; Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via telephone); Robert Taylor, Chief Technology Officer; Tom Porter, Michael Baker Int'l; and Ann Louise Edwards, Asst. Secretary Treasurer.

Others available via telephone were Daniel Russell, Consultant (in person); Don Klingensmith, Asst. CFO/Financial Administration (in person); Donald Papoutsis, Asst. Foreman; Gina Murray, Manager of Professional Services Procurement; Jason Falchek, Unified Technology Solutions Architect (in person); Jeffrey Naugle, Manager of Treasury Operations (in person); Jesse Ream, Manager of Transportation Tech & Comm. (in person); Kelly Horvath, Executive Administrative Assistant (in person); Mark Callihan, Consultant (in person); Mark Caruso, Procurement Specialist; Nerma Peco, Financial Analyst; (in person); Robert Firestine, Safety Advisor; Steve Marroni, Communications Specialist (in person); Ashley Brehm, Markosky; Brian Kimmett, RTC (in person); Camille Evans, Endow Law; Chris Messner, GPI; Ed Reese, GPD Group; Jeff Davis, TranSystems (in person); Julius Coursey, Wells Fargo; Kari Gregory; Kyle McGrath; Luz Santana, Susquehanna Civil; Marianne Campbell, AGES; Mark Rowe, Teamsters Local 77 (in person); Mike House, M&M; Mike Houser, Markosky; Michele Donaghy, T.Y. Lin; Matt Macey, CDR; Olivia Ford; Paul McNamee, KCI; Roger Eaton, HDR; and Steve Barber, Michael Baker Int'l (in person).



Chair Carroll led the Commissioners, staff and visitors in the Pledge of Allegiance.



The Asst. Secretary Treasurer, Ann Louise Edwards, 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 new hires, promotions, vacancies and a request to create, post and fill a position in the Maintenance Department; and a request to post and fill a position in the Finance and Administration 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: While Pennsylvania Turnpike Commission Meetings are held in person, the Commission will continue to post information on its website for those who wish to attend the meeting virtually. In the coming months, the Pennsylvania Turnpike Commission will transition its virtual meeting option from WebEx to Teams. Due to this change, if you wish to virtually join the Commission meetings, you will need to use the Teams link that will be provided on the Commission’s website; dialing into Commission meetings via telephone will not be an option in Teams. Today’s meeting is being recorded and the Commission will post the recording on its website.

Copies of today’s agenda are located in the Large Board Room for those attending in person. The agenda is also available on the Commission website at least 48 hours in advance of the meeting. 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.

We had no requests to address the Commission.

Rock the Capital live streamed the meeting.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held February 20, 2024, be approved and filed as submitted-was made by Commissioner Deon, seconded by Commissioner Logan, and passed unanimously.



COMMUNICATION

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



PERSONNEL

Motion-That the Commission approve personnel as amended-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



UNFINISHED BUSINESS

No Unfinished Business to consider.



POOL OF PROFESSIONALS

Motion-That the Commission approve amending the pool of Bond Counsel and Qualified Professionals for the items listed in memos “a” and “b”:

- a. Amend the pool of qualified bond, special, underwriters and disclosure counsel services to include Steptoe and Johnson PLLC in the bond counsel pool;
- b. Amend the pool of qualified professionals to provide real estate appraisal services to include David Cosklo.

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



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of Amendments and Agreements for the items listed in memos “a” through “e”:

- a. Amendment to our Agreement with I.B. Abel, Inc. for communications systems infrastructure cabling installation, maintenance and repair services; exercising the option to renew the agreement for an additional two years; at a cost of \$3,467,000.00;
- b. Amendment to our Agreement with TransCore for the Customer Service Center (CSC) operations; exercising the option to renew the agreement for an additional five years (June 1, 2024 – May 31, 2029) and changes to operations based on the current Open-Road Tolling (ORT) conversion and the Unified Back Office System (UBOS) conversion estimated for June 2025; and authorize the Assistant COO/Toll Collection to approve costs as submitted; at an approximate cost of \$224,000,000.00;
- c. Amendment to our Agreement with TransCore for Intelligent Transportation Systems (ITS) Communication, and Technology Operations and Maintenance services; exercising the option to renew the agreement for an additional two years (May 2024 - May 2026); at a cost of \$17,633,140.52;
- d. Amendment to our agreement with the Pennsylvania Department of Environmental Protection (PA DEP) for a dedicated position for enhanced consultation and prioritization of reviews for Commission permit applications to PA DEP; exercising the option to renew the agreement for an additional five years (June 2024 – June 2029); at a total additional cost of \$1,895,653.00;
- e. Agreement with TransUnion for FraudForce software to more effectively identify devices and associated fraudulent activity; at an implementation cost of \$5,000 and an annual cost of \$36,000.00.

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



RIGHT-OF-WAY

Motion – That the Commission approve settlement of Right-of-Way #14S353-11 and #14S353-5 (Jennifer Paul Pearce, a/k/a Jennifer P. Pearce) and Right-of-Way #14S353-12 and #14S353-6 (Lisa Denison), a partial take parcel necessary for the construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$39,250.00 representing royalty interest in Gas Well #2 for ROW #14S353-11 and Gas Well #3 for ROW #14S353-5 to Jennifer Pearce; and also authorize payment of \$39,250.00 representing royalty interest in Gas Well #2 for ROW #14S353-12 and Gas Well #3 for ROW #14S353-6 to Lisa Denison; authorize the appropriate Commission officials to execute the Settlement Agreements and other documents that may be required for closing; authorize the payment of statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of damages is contingent upon the delivery of executed Settlement Agreements as prepared by the Legal Department-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



POLICY LETTERS

Motion – That the Commission adopt the revisions to Policy Letters for the items listed in memos “a” and “b”:

- a. Revisions to Policy 7.12, Job Order Contracting (JOC), the Chief Engineer must determine whether JOC is the proper procurement method if the estimated cost of the job order exceeds \$500,000.00 and if so, approve the procurement prior to obtaining any formal cost estimate; further, if the job order exceeds \$500,000.00, an independent cost estimate needs to be obtained for review and approval by the Chief Engineer and COO; and to provide for an independent cost estimate and approval by the CEO and COO to proceed with any job order in excess of \$1,000,000.00;
- b. Revisions to Policy 10.06, Innovation Council, to identify the new Steering Committee structure effective in CY 2024; clarify the purpose of the Council; and simplify definitions of the Council composition to allow for future changes in department organizations and names.

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



PURCHASE ORDERS

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

- a. Amazon Web (cloud) services, exercising the option to renew the agreement for an additional year (April 2024 - April 2025) with Carahsoft Technology Corporation; at a cost of \$76,047.00;

- b. VBrick Video System software and support, utilizing the Omnia Partners cooperative purchasing agreement with Insight Public Sector, Inc. for three years (March 2024-March 2027); at a cost of \$207,155.00;
- c. OnBase document management software maintenance and support, exercising the option to renew the agreement through January 31, 2025 with KeyMark IMR, Inc.; at a cost of \$111,305.86;
- d. Turnpike Industrial Park (TIP) and Eastern Regional Office (ERO) network segmentation routers; utilizing the Commonwealth's contract with ePlus Technology, Inc.; at a cost of \$209,702.82;
- e. Palto Alto suite products and services with ePlus Technology (originally procured via Federal GSA contract) to provide Prisma cloud software and additional Cortex XDR licenses for UBOS; at a cost of \$3,103,182.37.

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



AWARD OF CONTRACT

Motion-That the Commission approve Award of Contract #EN-00313-03-06 for the durable pavement markings between MP A31.34 and MP A130.64, to the lowest responsive and responsible bidder, Guidemark, Inc.; at a not-to-exceed amount of \$5,750,000.00-was made by Commissioner Deon, seconded by Commissioner Leaphart, 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 #4 and Final Payment for Contract #EN-00115-03-15 for construction of tolling facility between MP 30.63 and MP 32.16 with Allison Park Contractors, Inc.; for an increase of \$54,193.49 to reflect normal quantity adjustments, drainage corrections and concrete pads; for a final contract value of \$2,793,536.24 and final amount due to the contractor of \$113,561.85;
- b. Change Order #4 and Final Payment for Contract #M-030.00R002-3-02 for asphalt resurfacing between MP M30.11 and MP M32.40 with Eurovia Atlantic Coast LLC; for an increase of \$134,881.96 to reflect normal quantity adjustments, excavation and drainage, concrete pavement joint rehab and price adjustments; for a final contract value of \$4,791,811.24 and final amount due to the contractor of \$189,881.96;
- c. Change Order #1 and Final Payment for Contract #EN-00165-03-04 for installation of signs between MP 0.00 and MP 245.75, Toll I-376, Turnpike 66, Turnpike 43 and Turnpike 576 with Green Acres Contracting Co., Inc.; for a decrease of \$2,017,681.59 to reflect the actual cost of

the completed work authorizations; for a final contract value of \$982,318.41 and final amount due to the contractor of \$84,152.91.

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



SUPPLEMENT

Motion- That the Commission approve the negotiation and execution of Supplemental Agreement #1 for Contract #M-052.50X004 with Century Engineering for property management consultant services for the Mon/Fayette Expressway, Rt. 51 to I-376; for an increase of \$2,000,000.00 to continue property management services through demolition of the properties and management of the vacant properties for additional time due to project schedule delays; for a revised not-to-exceed amount of \$7,000,000.00-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



BOND RESOLUTIONS

Motion – That the Commission approve amending the underwriters in prior approved bond resolutions for the items listed in memos “a”, “b” and “d”:

- a. Providing for the appointment of one or more financial institutions (underwriters-Raymond James, Ramirez & Col, LLC; WauBank Securities, LLC; Drexel Hamilton, LLC; Cabrera Capital Markets, LLC; and R. Seelaus & Co, LLC)and the authorization of actions by certain authorized officers of the Pennsylvania Turnpike Commission for purposes of this resolution relating to the issuance of certain of the Pennsylvania Turnpike Commission’s variable rate and/or fixed rate Turnpike Revenue Refunding bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023, which resolution provided for the issuance from time to time of Turnpike Revenue Refunding bonds in an aggregate principal amount not to exceed \$600,000,000 to finance, among other things the refunding of all or a portion of certain outstanding fixed rate and/or variable rate Turnpike Revenue bond designated by the Pennsylvania Turnpike Commission;
- b. Providing for the appointment of one or more financial institutions (underwriters-Wells Fargo Corporate & Investment Banking; Siebert Williams Shank & Co., LLC; Huntington Capital Markets; Rockfleet Financial Services, Inc.; Quoin Capital, LLC; and Academy Securities, Inc.) 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 Pennsylvania Turnpike Commission’s variable and/or fixed rate Turnpike Subordinate Revenue Refunding bonds in an aggregate principal amount not to exceed \$250,000,000 in one or more series or sub-series, taxable or tax-exempt, approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023, which resolution provided for the issuance from time to time of Turnpike Subordinate Revenue Refunding bonds in an aggregate principal amount not to exceed \$250,000,000 to finance the costs of the project;

- d. Amendment to resolution providing for the appointment of co-bond counsel (Steptoe & Johnson, PLLC) relating to the issuance of certain of the Pennsylvania Turnpike Commission's variable rate and fixed rate Turnpike Revenue Refunding bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023 (the "bond resolution"), which resolution provided for the issuance from time to time of Turnpike Revenue bonds in an aggregate principal amount not to exceed \$170,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system.

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

Motion – That the Commission approve amending the underwriters in prior approved bond resolutions for the item listed in memo “c”:

- c. Providing for the appointment of one or more financial institutions (underwriters-Loop Capital Markets, LLC; Stifel Financial Corp./Backstrom McCarley Berry & Co., LLC (acting together); Ramirez & Co., LLC; Robert W. Baird & Company, Inc.; JPMorgan Securities, LLC; and Quoin Capital, LLC) and the authorization of actions by certain authorized officers of the Pennsylvania Turnpike Commission for purposes of this resolution relating to the issuance of certain of the Pennsylvania Turnpike Commission's variable rate and/or fixed rate Turnpike Revenue bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023, which resolution provided for the issuance from time to time of Turnpike Revenue bonds in an aggregate principal amount not to exceed \$500,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system and the refunding of outstanding Turnpike Revenue bonds.

-was made by Commissioner Deon, seconded by Commissioner Leaphart; Commissioner Lieberman abstained.

COMMISSIONER LIEBERMAN: I abstain on this item because Robert W. Baird & Company does investment work for me.

The motion passed.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, March 19, 2024 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:09 a.m.-was made by Commissioner Deon, seconded by Commissioner Logan, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Asst. Secretary Treasurer

Dr. Keith Leaphart
Secretary Treasurer

ATTACHMENT:

Memo received from the Chief Counsel