

MINUTES OF THE COMMISSION MEETING HELD MAY 7, 2024

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:05 a.m. on Tuesday, May 7, 2024 at the Central Office located in Middletown, Pennsylvania. Present for the meeting was Michael Carroll, Chair. Available via telephone were 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 (via Teams); Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via Teams); Robert Taylor, Chief Technology Officer; Stacia Ritter, Esq.; Asst. Chief Operating Officer/Toll Collection (via Teams); Steve Barber, Michael Baker Int'l; Tom Porter, Michael Baker Int'l (via Teams) and Ann Louise Edwards, Asst. Secretary Treasurer.

Others available were Brittany Piazza, Technology Infrastructure Officer (in person); Daniel Russell, Consultant (in person); Don Klingensmith, Asst. CFO/Financial Administration (in person); Gina Murray, Manager of Professional Services Procurement; Jason Falchek, Unified Technology Solutions Architect (in person); Holly Herdman, Debt & Derivatives Manager; Jeff Naugle, Manager of Treasury Operations/Asst. Secretary Treasurer (in person); Joe Sutor, Planning & Design Services Manager (in person); Kelly Horvath, Executive Administrative Assistant (in person); Marissa Orbanek, Press Secretary (in person); Steve Marroni, Communications Specialist (in person); Christopher Body, WSP; Chris Messner, GPI; Crystalann Deardorff, Susquehanna Civil; Jeff Hans, HDR; Mike House, Modjeski; Jeffrey Davis, TranSystem; Ken Karnes, Cubic; Mark Karolski, Buchart Horn; Lori Karalius, CAI; Marianne Campbell, AGES; Brad McCullough, HDR; Michael Poletti, ATCS; Michele Donaghy, TY Lin; Mike Houser, Markosky; Dean Morrison, Benesch; John Nicholson, WSP; Ed Reese, GDP; and Stefan Gombas, EADS.



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 reclassifications, new hires, promotions, and vacancies.

The Commissioners also discussed Docket No. PTC2020060306 and engaged in informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Mrs. Edward: 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. Today is the transition for our 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. 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.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held April 16, 2024, be approved and filed as submitted-was made by Commissioner Deon, seconded by Commissioner Leaphart, 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 submitted-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



UNFINISHED BUSINESS

No Unfinished Business to consider.



BOND RESOLUTIONS

Motion-That the Commission approve the Bond Resolutions for the items listed in memos “a” and “b”:

- a. Approve the issuance of the Pennsylvania Turnpike Commission’s tax-exempt fixed rate Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$90,000,000 in one or more series or sub-series, for the purpose of financing the costs of (a) refinancing the third and fourth tranches of loans extended by DVRC Pennsylvania Turnpike II limited partnership to the Pennsylvania Turnpike Commission; and (b) the funding of the costs of issuance of such Turnpike Revenue Bonds; and 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) one or more continuing disclosure agreements; (6) one or more interest rate swaps or other derivatives, or amendments to or terminations of existing interest rate swaps; and (7) any other necessary or appropriate documents or certificates; confirming, among other things, certain officials of the Pennsylvania Turnpike Commission as “authorized officers” for purposes of this bond resolution and authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;

- b. Provide for the appointment of bond counsel (Stradley Ronon Stevens & Young, LLP), disclosure counsel (Stradley Ronon Stevens & Young, LLP) and the appointment of certain advisors (co-financial advisors-Public Resources Advisory Group and Phoenix Capital Partners, LLP) (swap advisor-Mohanty Gargiulo 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 Senior Indenture Fixed Rate Turnpike Revenue Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted this day (the “bond resolution”), which resolution provided for issuance from time to time of Senior Indenture Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$90,000,000 to finance, among other things, the costs of refinancing the third and fourth tranches of loans extended by DVRC Pennsylvania Turnpike II limited partnership to the Pennsylvania Turnpike Commission.

-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 “g”:

- a. License Agreement with the Monroeville Police Department (Police) to permit the Police Department to install and operate a license plate reader on the Commission’s overhead sign structures at the Monroeville Interchange;

- b. Amendment to our Agreement with The Gordian Group, Inc. for software used to process the Job Order Contracting (JOC) programs; exercising the option to renew the agreement for an additional four (4) years (November 2024 – October 2028); at no additional cost;
- c. Amendment to our Agreement with Hexagon Safety & Infrastructure d/b/a Intergraph for the Computer Aided Dispatch System (CADS) software maintenance; to extend the agreement for an additional five (5) months (July 2024 - November 2024) for the transition period to the new SmartCop CADS system; at a cost of \$110,815.84;
- d. Amendment to our Agreement with Drivewyse for the truck parking management system at 10 service plazas; to extend the agreement for an additional two (2) years (June 1, 2024 – June 1, 2026) to support ongoing maintenance, operations and technology upgrades for potential expansion at additional service plazas; at no additional cost;
- e. Amendment to our Agreement with Blink Charging, Co. f/k/a CCGI/PAT, LLC (Blink) for operation and maintenance of its existing charging stations at several service plazas; exercising the option to renew the agreement for an additional year (August 2024 – August 2025); at no additional cost;
- f. Escrow Agreement between the Commission, Arcadis Professional Services (USA), Inc. (formerly IBI Group Professional Services USA, Inc.) and NCC Group Software Resilience, LLC to manage access to certain deposit materials (i.e. software source codes) and delivery methods (file transfer, USB disk, etc.) for the Advanced Traffic Management Systems (ATMS) in a secure controlled storage environment for one (1) year with five automatic annually renewals; at a not-to-exceed cost for the six years of \$82,500.00;
- g. Amendment to our Agreement with AFLAC and its subconsultants for voluntary supplemental benefits (through our broker Alliant, Inc.); exercising the option to renew the agreement for an additional three (3) years (January 2025 – December 2027).

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



RIGHT-OF-WAYS

Motion—That the Commission approve the Right-of-Way requests for the items listed in memos “a” and “b”:

- a. Acquisition of Right-of-Way #13015-B (Penguin Properties, LLC; Principals—Christopher P. Harper, Levonne Anne Spadafora, Casey Ann Harper Shealer), a total take parcel necessary for the total reconstruction and widening project from MP 26.00 to MP 28.00, by authorizing payment of \$1,130,338.81 representing fair market value, pro-rated taxes and recording fees to Fee Simple Settlement, LLC, as 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;

- b. Approve the Substitute Rights-of-Way for Pennsylvania American Water Company and West Mifflin Sanitary Sewer Authority over and across Right-of-Way #14S366 (formerly Majik Property 3, LLC), necessary for the Mon-Fayette Expressway, Rt. 51 to I-376 project; and authorize the appropriate Commission officials to execute the necessary documents as prepared by the Legal Department.

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



ADVERTISING

Motion–That the Commission approve advertising for the items listed in memos “a” and “b”:

- a. Approve an RFI for Inductive Charging to provide a forum for wireless charging manufacturers to showcase their interoperability and functionality;
- b. Towing and road services provider coverage from MP 0.00 to MP 24.80 and MP B14.60 to MP B32.00.

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



PURCHASE ORDERS

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

- a. IT Staff Augmentation resources, exercising the option to renew the agreement through May 2025 with Optimal Solutions & Technologies, Inc.; at a cost of \$12,100,000.00;
- b. Goodyear tire contracts; exercising the option to renew the agreements from May 7, 2024 – February 28, 2025:

Good Tire Service	\$ 70,000.00
Service Tire Truck Center, Inc.	30,000.00
Contingency	<u>10,000.00</u>
TOTAL AWARD & CONTINGENCY	\$110,000.00

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



AWARD OF CONTRACTS

Motion-That the Commission approve the Award of Contracts for the items listed in memos “a” and “b”:

- a. Contract #T-215.00R002-3-02 for asphalt resurfacing between MP 215.17 and MP 220.30, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$14,400,256.25 and a contingency of \$700,000.00;
- b. Contract #EN-00115-03-26 for construction of tolling facilities between MP 236.00 and MP 286.00, to the lowest responsive and responsible bidder, Road-Con, Inc.; at a not-to-exceed amount of \$13,844,160.15 and a contingency of \$800,000.00.

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



POLICY LETTERS

Motion-That the Commission adopt revisions to policies and adopt a new policy for the items listed in memos “a” through “c”:

- a. Revisions to Policy Letter 1.01, Administration of PTC Policies, to change the responsibilities for establishing, maintaining and reviewing the approving process of all PTC policies from the Chief Executive Officer to the Chief Operating Officer;
- b. Revisions to Policy Letter 7.03, Debt Management, to remove the reference to the Governmental Accounting Standard Board (GASB) Technical Bulletin No. 2003, add “applicable disclosure requirements”; and provide that the Commission will adhere to the guidelines for the financial reporting of debt obligations as recommended by the “applicable regulatory agency”;
- c. Adopt new Policy Letter 9.03, Sponsorship, Acknowledgement and Specific Services and Logo, to establish uniform, objective standards for the display of sponsorship, acknowledgement and specific service or logo signs on various facilities, equipment and other Commission assets.

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



OPERATING BUDGET/CAPITAL PLAN

Motion-That the Commission approve the proposed Fiscal Year 2024-2025 Annual Operating Budget and the Fiscal Year 2025 Ten Year Capital Plan as set forth in the memos “a” and “b”:

- a. Adopt the proposed Resolution and approve the Annual Operating Budget for the 2024-2025 Fiscal Year in the amount of \$450,894,860.00;

- b. Approve the proposed Fiscal Year 2025 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 Deon, seconded by Commissioner Leaphart, and passed unanimously. Chair Carroll thanked the staff for their work in developing the plan and budget. The travelling public will be the beneficiaries of these investments.



AWARD OF SERVICE

Motion-That the Commission approve the award of service and authorize the negotiations and execution of an agreement for RFP #11732, Cell Tower Lease Consultant; the highly recommended firm:

- On Target Acquisition LLC-AWARDED

Staff Briefing by Doreen McCall

The Commission has selected firm On Target Acquisition LLC for award based on the Commission's determination that the firms' proposal is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firm has demonstrated the ability to manage a tower program and that is evident from the progress made with this program since its inception.

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



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, May 21, 2024 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:12 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