

**Southwestern Pennsylvania Corporation Board of Directors &
Southwestern Pennsylvania Commission Executive Committee
SPC Offices – Terminal Building & Cisco WebEx Meeting
August 25, 2025
3:00 p.m.**

The three hundred and eighty-seventh meeting of the Southwestern Pennsylvania Corporation Board of Directors was called to order by Chairman Fabian.

SPC Board Members present: Bonni Dunlap, Pat Fabian, Rich Fitzgerald, Sean Kertes, Betsy McClure, Leslie Osche, and Vince Vicites.

Executive Committee Members present: Bonni Dunlap, Pat Fabian, Rich Fitzgerald, Sean Kertes, Betsy McClure, Kristin Mulkerin, Leslie Osche, Johnna Pro, Laura Sohinki, and Vince Vicites.

Others: Brandon Leach, PennDOT Central Office, Dusty Kirk, Reed Smith LLP; Chuck Kolling, Buchanan Ingersoll and Rooney; and Lauren DeDomenic, Sara Innamorato's Office.

Staff: Belachew Ayele, Kristin Baum, Mary Brangan, Kirk Brethauer, Melissa Brown, Faith Collins, Ronda Craig, Mason Fish, Lillie Gabreski, Ryan Gordon, Chuck Imbrogno, Jennifer Lasser, Jen Liptak, Jeremy Papay, DJ Ryan, Evan Schoss, Ailisa Sobien, and Devon White.

1. Call to Order

Chairman Fabian welcomed members and called the meeting to order.

2. Action on Minutes of the June 23rd Board of Directors and Commission Executive Committee Meeting

Action on the minutes of the June 23, 2025 meeting of the Board of Directors and the Executive Committee were approved on a motion by Commissioner Osche which was seconded by Ms. Sohinki. The affirmative vote was unanimous.

3. Public Comment – None.

4. Message from the Executive Director – Rich Fitzgerald, Executive Director

- FTAREcertification process complete
 - Officially recertified
- FHWA in person meeting held earlier this month
 - Thank you to those commissioners and staff who participated
 - We are waiting for final report
- Financial Update
 - State Budget Impasse – Jen Liptak

Ms. Liptak provided an update on what SPC has been doing internally to make sure we can continue SPC's operations given the current state budget situation. Ms. Liptak noted that she regularly meets with Finance Director Sobien to discuss SPC's financial situation. As many of you know, SPC is a reimbursement-based organization. Even though we have been approved for funding through, for example, our UPWP, which was approved by this Board in December of last year, we don't get any of those funds in advance. SPC submits for reimbursement of expenditures on a monthly basis. Once the monthly billing is approved, the funds are reimbursed back to the organization. That's how SPC maintains our cash flow. Since those reimbursements have halted because there is no state budget in place, we have begun looking at cash flow and our finances to make sure they match up with existing revenues. Ailisa Sobien and Kristin Baum, her Finance Manager, have been doing a fantastic job monitoring that and communicating with Directors regarding our spending, just to make sure that we're keeping things in line and we're not doing things that we don't need to do right now.

SPC has to pay our rent, employees, and the basic needs that we have, but anything extra we have cut back on. Ms. Liptak stated that it is probably something that all counties, or anyone who's waiting on State reimbursements, are dealing with right now. It's the right fiscal thing to do. Ms. Liptak thanked all of the Directors for communicating the situation with their teams, and for monitoring all purchases requested within their specific departments.

Ms. Liptak wanted to update the Board on the measures that SPC has been initiating internally. At this point, Director Sobien and Ms. Liptak are meeting with possible lenders to pursue either a line of credit or a loan opportunity to help support SPC just in case something happens where we get to a point where SPC does not have enough cash flow to cover essential costs. If SPC gets approved for a line of credit, we will need Board approval to proceed. At that point, you will see communication from Ms. Liptak requesting a resolution to approve and enter into the line of credit. Ms. Liptak stated that she will be sure to contact all members of the Board before signing any agreement with a lender. Again, if SPC gets to that point, you will receive communication and you will be able to ask any questions. This communication will be email due to time constraints. Ms. Liptak thanked the Board for their understanding in this matter.

5. ACTION ITEM on Executive Committee Resolution 04-25 to adopt the bylaws of the Transportation Technical Committee (TTC) – Lillian Gabreski

A Resolution of the EXECUTIVE COMMITTEE of the SOUTHWESTERN PENNSYLVANIA COMMISSION

WHEREAS, the Executive Committee wishes to establish updated bylaws for the Transportation Technical Committee of the Commission, in the form attached hereto as Exhibit A (Southwestern Pennsylvania Commission (SPC) Transportation Technical Committee (TTC) BYLAWS); and

WHEREAS, these bylaws, which supersede any previously adopted bylaws of the commission as they pertain to the Transportation Technical Committee (TTC) are subordinate to and shall not conflict with the bylaws of the Southwestern Pennsylvania Commission. In any case where these bylaws are silent, ambiguous, or otherwise do not explicitly address a matter, the bylaws of the Parent Organization shall govern;

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee of the Southwestern Pennsylvania Commission approves, and adopts, the Transportation Technical Committee bylaws, in the form attached hereto as Exhibit A.

A motion was made to approve Board Resolution 04-25 by Commissioner McClure which was seconded by Commissioner Kertes. The affirmative vote was unanimous

6. ACTION ITEM on Executive Committee Resolution 05-25 to adopt the bylaws of the Transit Operators Committee (TOC) – Lillian Gabreski

A resolution of the EXECUTIVE COMMITTEE of the SOUTHWESTERN PENNSYLVANIA COMMISSION to adopt the Transit Operators Committee (TOC) Bylaws.

WHEREAS, the Executive Committee wishes to establish updated bylaws for the Transit Operators Committee of the Commission, in the form attached hereto as Exhibit A (Southwestern Pennsylvania Commission (SPC) Transit Operators Committee (TOC) BYLAWS); and

WHEREAS, these bylaws, which supersede any previously adopted bylaws of the commission as they pertain to the Transit Operators Committee (TOC) are subordinate to and shall not conflict with the bylaws of the Southwestern Pennsylvania Commission. In any case where these bylaws are silent, ambiguous, or otherwise do not explicitly address a matter, the bylaws of the Parent Organization shall govern;

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee of the Southwestern Pennsylvania Commission approves, and adopts, the Transit Operators Committee bylaws, in the form attached hereto as Exhibit A.

A motion was made to approve Board Resolution 05-25 by Commissioner Vicities which was seconded by Commissioner Osche. The affirmative vote was unanimous

7. Action ITEM on Corporation Resolution 07-25 to approve the Revised Economic Development Administration (EDA) Cares Act Guidelines – Jennifer Lasser

A Resolution of the SOUTHWESTERN PENNSYLVANIA CORPORATION to approve the Revised Economic Development Administration (EDA) Cares Act Guidelines.

WHEREAS, The Southwestern Pennsylvania Corporation (hereafter, "The Corporation") is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania.

NOW, THEREFORE BE IT RESOLVED that The Corporation approve the Revised EDA Cares Act Guidelines established by the Department of Community and Economic Development of the Commonwealth of Pennsylvania as attached to this resolution, and in accordance with all other requirements of the Economic Development Administration policies and procedures; and,

BE IT FURTHER RESOLVED that The Corporation is authorized to execute and deliver all such documents, instruments and certifications as may be required in connection with the Revised EDA Cares Act Guidelines in accordance with requirements of the Economic Development Administration policies and procedures.

A motion was made to approve Board Resolution 07-25 by Commissioner McClure which was seconded by Commissioner Vicites. The affirmative vote was unanimous.

Commissioner McClure moved to enter Executive Session. Commissioner Vicites seconded. The affirmative vote was unanimous.

Executive Session

Commissioner McClure moved to come out of Executive Session. Commissioner Osche seconded. The affirmative vote was unanimous.

8. Corporation Board Action on Resolutions 06-25, 08-25, 09-25, and 10-25 to approve all loans was unanimous.
9. Reminder on Next Meeting (October 27, 2025)
10. Adjourn 3:52 p.m.

Respectfully submitted:

Ailisa Sobien
Corporation, Secretary-Treasurer

Betsy McClure
Commission, Secretary-Treasurer