

MINUTES OF THE 592nd MEETING OF THE OHIO TURNPIKE COMMISSION
March 18, 2013

Chairman Hruby: (10:00 a.m.) Pledge of Allegiance is recited by all in attendance. The meeting will come to order. We have two new Members of the Board. Senator Manning, who could not be here, is Chairman of the Transportation Committee in the Senate, and she will be replacing Senator Patton. Unfortunately, she is ill and will not be with us. We also would like to welcome Mr. Kurt Kauffman, who is Debt Manager of OBM. It is nice to have you with us. Mr. Dixon is absent. Would the Executive Director please call the roll?

Director Hodges: Chairman Hruby.

Chairman Hruby: Here.

Director Hodges: Vice Chairman Balog.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Present.

Director Hodges: Mr. Pakush.

Mr. Pakush: Here.

Director Hodges: Representative Dovilla.

Representative Dovilla: Present.

Director Hodges: Mr. Kauffman.

Mr. Kauffman: Here.

Director Hodges: Mr. Dixon has called his regrets, as well as Senator Manning and Mr. Smith. We have a quorum.

Chairman Hruby: Thank you. We ask that all of the guests sign in if you have not done so when you exit. We like to keep an accurate record of attendance. This is the 592nd Meeting of the Ohio Turnpike Commission. We are meeting here at the Commission's headquarters as provided for in the Commission's Code of Bylaws for a Commission Meeting. Various reports will be received, and we will act on several resolutions, draft copies of which have previously been sent to the Members and updated drafts are also in the Members' folders. The Resolutions will be explained during the appropriate reports.

Can I have a motion to adopt the Minutes of the February 20, 2013, Special Commission Meeting?

Vice Chairman Balog: So moved.

Mr. Pakush: I'll second. Are there any corrections or additions?

Chairman Hruby: Hearing none, please call the roll.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Mr. Pakush.

Mr. Pakush: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Four to nothing.

Chairman Hruby: The Minutes are adopted. If there are no questions, we will then proceed with the report of our Secretary-Treasurer, Mrs. Barber.

Secretary Barber: Yes, Mr. Chairman. I would like to begin my report with the following items that have been sent to the Members since the last scheduled Meeting of the Commission on February 20, 2013:

1. Minutes of the February 20, 2013, Commission Meeting;
2. Six Resolutions;

We have included in their folders for today's Meeting, the following additional documents:

3. Traffic Crash Summary Report, February, 2013;
4. Traffic and Revenue, February, 2013;
5. Investment Report, February, 2013;
6. Total Revenue by Month and Year, February, 2013;
7. Financial Statement, February, 2013;
8. Budget Report, February, 2013; and
9. Various News Articles.

That concludes my report, Mr. Chairman.

Chairman Hruby: Thank you. Are there any questions for the Secretary-Treasurer? Hearing none, we'll move on then to the report of our Executive Director, Mr. Hodges.

Director Hodges: I would like to start off my report with congratulating our Engineering Department which received the NAPA (National Asphalt Paving Association) Quality in Construction Award for Project No. 39-12-02. The Shelly Company of Twinsburg, Ohio, submitted this paving project for consideration, and was awarded recognition for the

smoothness of this pavement. It has been added to the previous awards received by the Ohio Turnpike Commission and will be on display here in the Commission Room along the window. So, congratulations to everybody involved.

Chairman Hruby: What project was that?

Chief Engineer: It was the Pavement Replacement Project here in Cuyahoga County.

Chairman Hruby: Outstanding. Thank you.

Director Hodges: Also, I would like to inform the Members of the Commission that we are currently distributing over 30 *E-ZPasses* per day in the four Service Plazas that are serving as our pilot program to expand access to *E-ZPass*[®]. I believe we distributed 100 transponders to the four plazas and in the last two weeks and they have ordered 700 more. Obviously, it is a very popular program, and we are excited about the progress we made. I know it has been important to Members of this Commission that we get this going. Most importantly, the process has worked flawlessly, and there is no reason why we can't expand this at the Commission's discretion. So, in accordance with the wishes you have expressed in the past, this summer we will be distributing them even more widely than we are now.

Finally, for my report, the legislation is ongoing. Right now, it has passed the House and the Senate and is in Conference Committee. There are a few items of difference between the two Chambers. Lots of folks from here have been working on it: our Legal Counsel, our CFO, our Government Affairs Director, Mr. Kauffman from OBM has been involved and, of course, the legislators. It has been a great experience. There are a lot of opinions and a lot of concerns, but everybody has been expressing them professionally and trying to work them out. I think it has been a very collaborative process. Everything must be resolved in the next couple of weeks, but

we hope it is sooner rather than later. There are a couple of outstanding issues that are under consideration. We will give you a detailed briefing on the legislation as soon as we know what it is going to say. As always has been the case, the beauty of using the Turnpike in this Proposal is that the Turnpike has the best credit rating of any toll road in the country. Our tolls are among the lowest in the country, and it makes us a great resource to include in the Governor's Proposal. Part of the reason why we are in such a great situation is the autonomy of this organization. So, regardless of the way that the legislation is finally written, this Commission will continue to enjoy a lot of autonomy in its role moving forward. The decision about whether to fund a project or not, will be solely within the purview of this Commission, and there are some Rules that have been laid out there about "nexus," about the relationship of a project to the toll road. Decisions about the "nexus" to the toll road and the financial capacity of the Turnpike will be reserved for this Commission and, this Commission only, regardless of the outcome of the legislation.

We do have a couple of Resolutions on the Agenda today. One is choosing a Traffic Consultant, and the other is a Financial Advisor. The Resolutions are on your Agenda today, and have nothing to do with the status of the legislation. They are needed regardless of what we may or may not do in the future with bonding. Typically, we have a Financial Advisor and a Traffic Consultant on an ongoing basis. Those contracts are typically for three years. One year ago, this body decided to continue the contract with those vendors for one year because we did not know what the status of the Turnpike would be in March, 2013, and we didn't want to encumber a long-term agreement that may need to be changed. So, it is coincidental that those contracts are up for renewal right now. We have included in the Request for Proposals the possibility of a Bond Issue, and those are reflected in the responses, but you would see these resolutions now regardless of any other circumstances going on around us.

Chairman Hruby: Director, if I could, before you move to the next issue, it is my understanding that, originally, the discussion and the word “nexus” that you are using, is that 90% of the funding was to be north of S.R. 30. I understand now that there is some discussion about putting a number of miles to that rather than calling it S.R. 30. Is that true?

Director Hodges: Yes. Representative Dovilla please feel free to correct me, or add to my response. The case law has been clear that the Turnpike tolls may remain as long as there is a “nexus” to the Turnpike. The definition of “nexus” is included in both the court decisions, and now is being considered for the legislation as well. Although the Turnpike is a statewide asset, the reality of the “nexus” definition is that it is going to be very difficult for the Commission to fund projects too far south of the Turnpike. So, the reality is 90% of the projects that the Commission funds will be north of S.R. 30. There has been a concern expressed in the legislature that that has not been included in the legislation and that is one of the things we are discussing now. In the Senate version, they have put a 75 mile limitation on it, and that is an issue of difference between the House and Senate right now that is being resolved in Conference Committee. Certainly we respect the concerns of the legislature. That’s their job, but, in reality, I don’t think the Commission is going to be funding too many projects that are 70 miles away.

Chairman Hruby: They are also adopting part of our Resolution regarding part of the commuter rates being frozen for a period of ten years.

Director Hodges: That is also an issue of difference between the House and the Senate that is being resolved in Conference Committee. Our concern, obviously, is to protect our bond rating because it is so high, and part of the reason our bond rating is so high is that we do not have interference from the legislature – the word “interference” is Moody’s word not mine. I prefer to think of our relationship as a partnership. Striking that balance and protecting our bond

rating, protecting us from lawsuits that have to do with impairment of contract or the Uniformity Clause in the Constitution, and also addressing the concerns that have been expressed by our partners in the legislature. I believe everybody is fully informed of all of these conversations, and everyone continues to approach all issues very responsibly.

Chairman Hruby: Thank you. I just want to assure the Commission that we are being represented well in Columbus, and I appreciate that very much. I know that you have been involved, as well as a few of our other members. Thank you very much for your work in dealing with this issue. Hopefully, this spring, we will have it resolved.

Director Hodges: Representative Dovilla, did you want to add anything to that?

Representative Dovilla: Mr. Chairman and Director, I don't have a lot to add as you have covered it very well. I would just note that the issue of disagreement is one of the matters being discussed now in the Conference Committee, and my intention with my Amendment was to leave the "nexus" fairly broad because I am confident, based on case law, as well as the regulatory process through JCARR, Joint Committee on Agency Rule Review, that both of those processes along with the Amendment that we put in there, will certainly allay my concerns. Now the Senate had a more specific desire in the language that they put in the Bill and that will have to be resolved in Conference Committee now, but I think you have each covered the matter very well. Thank you.

Chairman Hruby: Thank you.

Director Hodges: That concludes my report.

Chairman Hruby: Are there any questions? If not, then we shall move on to our Chief Engineer, Mr. Hedrick.

Chief Engineer: Good morning Mr. Chairman, I have four Resolutions for your consideration this morning.

The first Resolution is for the award of Contract No. 43-12-03 (RE-BID) for the Rehabilitation of 14 bridges over the Ohio Turnpike at various locations throughout Williams County, Ohio. If you recall, the bids for this contract were rejected under Resolution No. 51-2012 and, at that time, we indicated to the Commission that we would be rebidding this project. On February 22, 2013, bids were received for the above-mentioned Project from three contractors: Suburban Maintenance and Construction, Inc., The Velotta Company, and Vernon Nagle, Inc. These bids were evaluated, and it has been determined that Suburban Maintenance and Construction, Inc., of North Royalton, Ohio, (“Suburban”), is the apparent low bidder with a bid in the amount of \$2,015,940.50.

The bid submitted by Suburban is approximately 8% less than the Engineer’s Estimate. The bid items were reviewed, and no irregularities were noted. Although this contract is greater than the previous bids received, additional work items were added that can account for a portion of this increase. The Commission was still able to realize a savings through the bidding process for this project. Suburban has extensive experience in bridge work for ODOT and other public entities. Based on previous years’ work volume and work presently under contract by Suburban, it appears that Suburban has sufficient capacity to perform this Project.

Therefore, it is recommended that the bid submitted by Suburban Maintenance & Construction Inc., of North Royalton, Ohio, is the lowest responsive and responsible bid, and Contract No. 43-12-03 (RE-BID) should be awarded to Surburban in the amount of

\$2,015,940.50. It should be noted that Suburban has also included MBE subcontracting for traffic control for this project. This Resolution also contains provisions for DGL Consulting Engineers, LLC, of Maumee, Ohio, to provide inspection and construction administrative services, and CTL Engineering, Inc., of Wapakoneta, Ohio, to provide testing services. With your permission, if the General Counsel would please read the Resolved.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

RESOLVED that the bid of **Suburban Maintenance & Construction, Inc.**, of **North Royalton, Ohio**, in the amount of **\$2,015,940.50** for the performance of Contract No. 43-12-03 (RE-BID) is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Chairperson and Executive Director, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) direct the return to the bidders of their bid security, when appropriate, and 3) take any and all action necessary or proper to carry out the terms of said bid and of said Contract; and

FURTHER RESOLVED that the Commission hereby authorizes the Executive Director and the Chief Engineer to assign **DGL Consulting Engineers, LLC, of Maumee, Ohio**, to Contract No. 43-12-03 (RE-BID) for the purpose of performing construction inspection services in accordance with the Agreement specific to this project, and to assign **CTL Engineering of Wapakoneta, Ohio**, to Contract No. 43-12-03 (RE-BID) for the purpose of performing material testing and inspection, with such assignments in accordance with the 2013-2014 Miscellaneous Engineering Services Agreement between the Ohio Turnpike Commission and said engineering firm; and

FURTHER RESOLVED that Project No. 43-12-03 (RE-BID) is designated a System Project under the Commission's 1994 Master Trust Agreement.

Mr. Pakush: Move to adopt.

Chairman Hruby: I'll second. Are there any discussions or questions? Mr. Pakush.

Mr. Pakush: Doug, how many structures did you say were involved?

Chief Engineer: Mr. Chairman and Member Pakush, there are 14. We added two minor projects that we had noted through our normal bridge inspection process that required

some work. They are very minor in nature, and are not really full bridge rehabilitations, but it is some minor work that is being performed.

Mr. Pakush: What is the completion date for all of this work with one contractor?

Chief Engineer: By the end of the construction season this year, August.

Mr. Pakush: You feel comfortable that they can do all of the work within one season?

Chief Engineer: Yes, we do. Most of the work involved is resetting bearings, doing some bridge rehabilitation on the bearings themselves. We have two bridge deck overlays that they will have to perform but, yes, we feel confident that we can have it done by the end of the year.

Mr. Pakush: Thank you.

Chairman Hruby: Anyone else? Hearing no further questions, roll call.

Director Hodges: Mr. Pakush.

Mr. Pakush: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Four to zero.

OHIO TURNPIKE COMMISSION

Resolution Awarding Contract No. 43-12-03 (RE-BID)

WHEREAS, pursuant to Resolution No. 51-2012, the Commission rejected bids received by the Commission for Contract No. 43-12-03; and

WHEREAS, the Commission has duly advertised, in accordance with law, an Invitation for new Bids upon a Contract for Bridge Rehabilitations over the Ohio Turnpike in Williams County, herein designated **Contract No. 43-12-03 (RE-BID)**; and

WHEREAS, expenditures for the award to be made under Contract No. 43-12-03 as re-bid will exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for said Contract award; and

WHEREAS, the Commission received three bids for the performance of said Contract, and said bids have been reviewed and analyzed by the Commission's Chief Engineer, whose report concerning such analysis is before the Commission; and

WHEREAS, the Chief Engineer reports that the lowest responsive and responsible bid for the performance of Contract No. 43-12-03 as re-bid was submitted by **Suburban Maintenance & Construction, Inc.**, of **North Royalton, Ohio**, in the amount of **\$2,015,940.50**, which bid he recommends be accepted by the Commission; and

WHEREAS, the Commission has also been advised by the General Counsel that bids for Contract No. 43-12-03 as re-bid were solicited on the basis of the same terms and conditions and the same specifications, that the bid of Suburban Maintenance & Construction, Inc. for said Contract conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54, and that a performance bond with good and sufficient surety has been submitted by Suburban Maintenance & Construction, Inc.; and

WHEREAS, the Executive Director has reviewed the reports of the Chief Engineer and the General Counsel and, predicated upon such analysis, concurs with the recommendation to award Contract No. 43-12-03 (RE-BID) to the lowest responsive and responsible bidder, Suburban Maintenance & Construction, Inc.; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **Suburban Maintenance & Construction, Inc.**, of **North Royalton, Ohio**, in the amount of **\$2,015,940.50** for the performance of Contract No. 43-12-03 (RE-BID) is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Chairperson and

Executive Director, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) direct the return to the bidders of their bid security, when appropriate, and 3) take any and all action necessary or proper to carry out the terms of said bid and of said Contract; and

FURTHER RESOLVED that the Commission hereby authorizes the Executive Director and the Chief Engineer to assign **DGL Consulting Engineers, LLC, of Maumee, Ohio**, to Contract No. 43-12-03 (RE-BID) for the purpose of performing construction inspection services in accordance with the Agreement specific to this project, and to assign **CTL Engineering of Wapakoneta, Ohio**, to Contract No. 43-12-03 (RE-BID) for the purpose of performing material testing and inspection, with such assignments in accordance with the 2013-2014 Miscellaneous Engineering Services Agreement between the Ohio Turnpike Commission and said engineering firm; and

FURTHER RESOLVED that Project No. 43-12-03 (RE-BID) is designated a System Project under the Commission's 1994 Master Trust Agreement.

(Resolution No. 11-2013 adopted March 18, 2013)

Chief Engineer: My next Resolution is the award of Contract No. 4195 for the furnishing of 460,000 pounds of hot-poured ready mix joint sealant material. On February 21, 2013 Procurement received three bids for this material under Bid Invitation 4195.

The apparent low bid was submitted by P & T Products, Inc., of Sandusky, Ohio, in the amount of \$173,880.00 for the requested quantity including a five percent delivery variance which was requested in the Invitation. This bidder proposes to furnish "Dura-Fill 1190 NR" joint sealant material in accordance with the Specifications. This material is also be procured through an FBE supplier. Additionally, this bidder has furnished similar material to the Commission in the past and has performed satisfactorily. Furthermore, the total bid is below the estimated dollar amount for this Invitation.

Therefore, I am recommending that an award be made to P & T Products, Inc., of Sandusky, Ohio, in the amount of \$173,880.00. If the General Counsel would please read the Resolved.

General Counsel: RESOLVED that the bid of **P & T Products, Inc.**, of **Sandusky, Ohio**, in the amount of **\$173,880.00** (the bid amount plus a five percent delivery variance), for the performance of Contract No. 4195 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Chairperson and the Executive Director, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) incur expenditures under the Contract in the quantities estimated by the Engineering Department's staff for the purchase of hot-pour, ready-mixed joint sealant, 3) direct the return to the bidders of their bid security, when appropriate, and 4) take any and all action necessary or proper to carry out the terms of said bid and of said Contract.

Chairman Hruby: For the Resolution, what's your pleasure?

Vice Chairman Balog: Move to adopt.

Secretary Barber: Second.

Chairman Hruby: Moved and seconded. Are there any questions or comments? Hearing none, roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Mr. Pakush.

Mr. Pakush: Yes.

Director Hodges: Four to nothing.

OHIO TURNPIKE COMMISSION

Resolution Awarding Contract No. 4195

WHEREAS, the Commission has duly advertised, in accordance with law, an Invitation for Bids upon a Contract for the furnishing of approximately 460,000 pounds of hot-pour, ready-mixed joint sealant herein designated **Contract No. 4195**; and

WHEREAS, expenditures for the award to be made under Contract No. 4195 will exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for said Contract award; and

WHEREAS, the Commission received three bids for the performance of said Contract, and said bids have been reviewed and analyzed by the Commission's Chief Engineer, whose report concerning such analysis is before the Commission; and

WHEREAS, the Chief Engineer reports that the lowest responsive and responsible bid for the performance of Contract No. 4195 was submitted by **P & T Products, Inc.**, of **Sandusky, Ohio**, in the amount of **\$165,600.00**, and he recommends that the Commission award a Contract to P & T Products, Inc. in the amount of **\$173,880.00** (the bid amount plus a five percent delivery variance); and

WHEREAS, the General Counsel has advised the Commission that P & T Products, Inc. qualifies for consideration under the Commission's "Domestic and Ohio Preference" Policy; and

WHEREAS, the Commission has also been advised by the General Counsel that bids for Contract No. 4195 were solicited on the basis of the same terms and conditions and the same specifications, that the bid of P & T Products, Inc. for Contract No. 4195 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312 and that a combination Bid Guaranty Bond/Performance Bond with good and sufficient surety has been submitted by P & T Products, Inc.; and

WHEREAS, the Executive Director has reviewed the reports of the Chief Engineer and the General Counsel and, predicated upon such analysis, concurs with the recommendation to award Contract No. 4195 to the lowest responsive and responsible bidder, P & T Products, Inc.; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **P & T Products, Inc.**, of **Sandusky, Ohio**, in the amount of **\$173,880.00** (the bid amount plus a five percent delivery variance), for the performance of Contract No. 4195 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Chairperson and the Executive Director, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) incur expenditures under the Contract in the quantities estimated by the Engineering Department's staff for the purchase of hot-pour, ready-mixed joint sealant, 3) direct the return to the bidders of their bid security, when appropriate, and 4) take any and all action necessary or proper to carry out the terms of said bid and of said Contract.

(Resolution No. 12-2013 adopted March 18, 2013)

Chief Engineer: Thank you, Mr. Chairman. My next Resolution it to award Contract No. 4197 for the Furnishing and Application of Retro-Reflective Pavement Markings on the Ohio Turnpike mainline and interchange ramps from Mile Post 0.0 to Mile Post 241.2 located in Williams, Fulton, Lucas, Wood, Ottawa, Sandusky, Erie, Lorain, Cuyahoga, Summit, Portage, Trumbull and Mahoning counties.

Bids were received on March 4, 2013, in response to Invitation No. 4197 for the above referenced project from the following three companies: Aero-Mark, of Streetsboro, Ohio, A & A Safety, Inc., of Amelia, Ohio, and Oglesby Construction, of Norwalk, Ohio. Following a thorough review of the bids submitted, it was determined Oglesby Construction has submitted the lowest responsive and responsible bid in the amount of \$618,751.35.

This bid is below the Engineer's Estimate of \$800,000, and this firm has satisfactorily performed projects of a similar size and scope for the Commission in the past. Based upon this, it is recommended to award Bid Invitation No. 4197 to Oglesby Construction, Inc. of Norwalk, Ohio. With your permission, if the General Counsel would please read the Resolved.

Chairman Hruby: Please.

General Counsel: RESOLVED that the bid of **Oglesby Construction, Inc.**, of **Norwalk, Ohio**, in the amount of **\$618,751.35**, for the performance of Contract No. 4197 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Chairperson and the Executive Director, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) direct the return to the bidders of their bid security, when appropriate, and 3) take any and all action necessary or proper to carry out the terms of said bid and of said Contract.

Chairman Hruby: Is there a motion?

Vice Chairman Balog: So moved.

Mr. Pakush: Second.

Chairman Hruby: Moved and seconded by Mr. Pakush. Are there any questions or comments? Hearing none, roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Mr. Pakush.

Mr. Pakush: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Four to zero.

OHIO TURNPIKE COMMISSION

Resolution Awarding Contract No. 4197

WHEREAS, the Commission has duly advertised, in accordance with law, an Invitation for Bids upon a Contract to furnish and apply Retro-Reflective Pavement Markings on the Ohio Turnpike Mainline Roadway and Interchange Ramps from Milepost 0.0 to 241.2, located in Williams, Fulton, Lucas, Wood, Ottawa, Sandusky, Erie, Lorain, Cuyahoga, Summit, Portage, Trumbull and Mahoning Counties, Ohio, herein designated **Contract No. 4197**; and

WHEREAS, expenditures for the award to be made under Contract No. 4197 will exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for said Contract award; and

WHEREAS, the Commission received three bids for the performance of said Contract, and said bids have been reviewed and analyzed by the Commission's Chief Engineer, whose report concerning such analysis is before the Commission; and

WHEREAS, the Chief Engineer reports that the lowest responsive and responsible bid for the performance of Contract No. 4197 was submitted by **Oglesby Construction, Inc.**, of **Norwalk, Ohio**, in the amount of **\$618,751.35**, which bid he recommends be accepted by the Commission; and

WHEREAS, the Commission has also been advised by the General Counsel that bids for Contract No. 4197 were solicited on the basis of the same terms and conditions and the same specifications, that the bid of Oglesby Construction, Inc. for Contract No. 4197 conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312, and 153.54 and that a performance bond with good and sufficient surety has been submitted by Oglesby Construction, Inc.; and

WHEREAS, the Executive Director has reviewed the reports of the Chief Engineer and the General Counsel and, predicated upon such analysis, concurs with the recommendation to award Contract No. 4197 to the lowest responsive and responsible bidder, Oglesby Construction, Inc.; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **Oglesby Construction, Inc.**, of **Norwalk, Ohio**, in the amount of **\$618,751.35**, for the performance of Contract No. 4197 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Chairperson and the Executive Director, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) direct the return to the bidders of their bid security, when appropriate, and 3) take any and all action necessary or proper to carry out the terms of said bid and of said Contract.

(Resolution No. 13-2013 adopted March 18, 2013)

Chief Engineer: Thank you, Mr. Chairman. My last Resolution for your consideration this morning is for the Authorization to Enter into an Agreement for Providing Traffic and Revenue Forecasting and Planning Services for the Ohio Turnpike Commission. On February 26, 2013, Proposals were received from three firms for this contract. These firms were: CDM Smith, of Cleveland, Ohio; Jacobs Engineering Group, of Cincinnati, Ohio and Steer Davies Gleave, of Boston, Massachusetts.

The Proposals from these three firms were evaluated by an Evaluation Committee consisting of myself, the CFO/Comptroller, and the Assistant Chief Engineer of Structures and Facilities. They were scored using five categories of Technical criteria and respective points for each of these categories. The Evaluation Committee independently scored and completed their scoring afterwards meeting to develop consensus on the Technical Score for each firm. The Evaluation Committee was unanimous in its view that the best Technical Proposal was submitted by Jacobs Engineering, which provided a very clear and concise description of their technical approach to the Traffic and Revenue Forecast procedure. The Jacobs personnel, who have been proposed to perform the consulting services, have significant experience with similar sized toll agencies, and their accuracy on previous bond sales is excellent. In addition, although Jacobs Engineering has not previously served as the Commission's Traffic and Revenue Consultant, this

firm has provided exemplary services to the Commission in the past as its Toll Collection System Consultant.

Upon completion of the Technical Evaluation and Technical Scoring, the Procurement Manager opened the sealed Fee Proposals from each of the firms, and provided the fees to the Evaluation Committee which evaluated and compiled a Total Fee Score. There were two categories of fees proposals: one for the lump sum monthly cost for all items included in Task 1 of the RFP, and the second for a lump sum fee for all work required for an investment grade Traffic and Revenue Report and Bond sale.

The Fee Score and the Total Proposal Scores were combined to determine the overall highest ranked and rated proposal. Based upon Jacob's Engineering receiving the highest technical score, and also providing the most economical cost proposal of \$12,924.00 per month and a Traffic and Revenue Study fee of \$50,497.00, this firm received the Evaluation Committee's top overall ranking.

Jacobs Engineering provided an alternative monthly fee proposal in the amount of \$5,567.00 dollars in lieu of the lump sum monthly fee for all Tasks. This alternative proposal is for the performance of routine monthly tasks and annual reports that were quantitatively identified in the RFP. Certain tasks that are not anticipated on a routine basis, but may be required from time to time, are to be performed on an "on call" basis based upon an agreed hourly rate. After careful deliberation, it is recommended to accept this more cost effective fee proposal alternative.

Based upon the ranking by the Evaluation Committee, the proposal submitted by the Jacobs Engineering Group is the top ranked proposal in both technical score and cost. It is recommended that Jacobs Engineering Group, Inc. of Cincinnati, Ohio, be awarded the Contract

for Performance of Traffic and Revenue Forecasting and Planning Services in accordance with the original RFP, and their response of February 26, 2013. It is recommended the Contract be a lump sum fee of \$5,657.00 per month for those Tasks identified as 1a through 1h in Exhibit A of the RFP, and a lump sum fee of \$50,497.00 dollars for each Investment Grade Traffic and Revenue study required for a Bond sale. Any other work as identified as Task 1i through 1m of Exhibit A shall be reimbursed at a pre-approved capped hourly rate. This Agreement shall be in effect for the term of three years with the option for two one-year extensions. With your permission, if the General Counsel would please read the Resolved.

Chairman Hruby: Please.

General Counsel: RESOLVED that the proposal submitted by **Jacobs Engineering Group, Inc.**, of **Cincinnati, Ohio**, is, and is by the Commission determined to be, the best of all proposals received in response to the Commission's RFP for Traffic and Revenue Forecasting and Planning Services and is accepted; and

FURTHER RESOLVED that the Executive Director and General Counsel hereby are authorized to execute an Agreement with Jacobs Engineering to furnish Traffic and Revenue Forecasting and Planning Services to the Commission at the rates established under the agreed upon fee proposal, which shall provide for an initial term of three years with an option to renew the Agreement for two additional, one-year periods, in the form heretofore prescribed by the Commission pursuant to the aforesaid RFP, and to take any and all action necessary or proper to carry out the terms of said RFP and said Agreement; and

FURTHER RESOLVED that the Executive Director of the Ohio Turnpike Commission will provide a certified copy of this resolution to the Huntington National Bank, as Trustee for the Bondholders.

Chairman Hruby: I move adoption.

Vice Chairman Balog: Second.

Chairman Hruby: Moved and seconded. I have one real quick question. I know this is required by the Master Trust Agreement, but is this ongoing year after year after year?

General Counsel: Mr. Chairman and Commission Members, yes that is the case. If you look through the Master Trust Agreement, there is a copy in your folder; you will see that it's replete with references for the work performed for us by the Traffic and Revenue Consultant. Yes. It is an ongoing contract.

Chairman Hruby: Thank you. Are there any other questions or comments?
Hearing none, roll call.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Mr. Pakush.

Mr. Pakush: Yes.

Director Hodges: Four to zero.

OHIO TURNPIKE COMMISSION

Resolution Authorizing the Executive Director to Enter into an Agreement for Traffic and Revenue Forecasting and Planning Services

WHEREAS, the Commission's Master Trust Agreement with its bondholders requires that the Commission retain an Independent Traffic and Revenue Consultant; and

WHEREAS, the current consulting agreement is expiring and, on January 30, 2013, the Commission issued its Request for Proposals ("RFP") for Traffic and Revenue Forecasting and Planning Services for an initial Agreement term of three years, which Agreement may be extended for two additional, one-year periods; and

WHEREAS, on February 26, 2013, three firms submitted proposals to provide the Traffic and Revenue Forecasting and Planning Services to the Commission; and

WHEREAS, an Evaluation Committee comprised of the Chief Engineer, the CFO/Comptroller and the Assistant Chief Engineer for Structures and Facilities conducted the technical review of the proposals submitted; and

WHEREAS, based on the technical review, the Evaluation Committee unanimously awarded the highest technical score to **Jacobs Engineering Group, Inc.** (“**Jacobs Engineering**”), of **Cincinnati, Ohio**, which firm the Committee noted proposed a clear and concise approach to the traffic and revenue forecasting process, and also has significant similar experience with other toll roads and a record of accuracy in terms of forecasting for bond sales; and

WHEREAS, Jacobs Engineering’s fee proposal of **\$12,924.00 per month** (or **\$155,088.00 per year**) and **\$50,497.00 for performing the traffic and revenue forecasting required for the upcoming bond sale** was also the lowest fee proposal received; and

WHEREAS, Jacobs Engineering has alternatively proposed to reduce the monthly fee to **\$5,657.00** for the performance of the **routine monthly reporting tasks**, and to perform other tasks that are not required monthly on an “on call” agreed upon hourly rate, which the Evaluation Committee believes is a more cost effective fee proposal; and

WHEREAS, as a result of this competitive process, the Evaluation Committee has concluded that the best proposal was submitted by Jacobs Engineering and unanimously recommends that an Agreement be entered into with that firm; and

WHEREAS, expenditures under the Agreement to be awarded for Traffic and Revenue Forecasting and Planning Services will exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws, Commission action is necessary for said award; and

WHEREAS, the Commission has been advised by its General Counsel that all legal requirements have been performed and that the aforesaid proposals were solicited on the basis of the same terms, conditions and specifications with respect to all respondents, that Jacobs Engineering has provided evidence of its ability to provide all required insurance as set forth in the RFP, and that the Commission may legally enter into an Agreement with said firm; and

WHEREAS, the Executive Director has reviewed the reports of the Evaluation Committee and the General Counsel and, predicated upon their analyses, concurs with the recommendation that the Agreement for Traffic and Revenue Forecasting and Planning Services be awarded to Jacobs Engineering; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the proposal submitted by **Jacobs Engineering Group, Inc.**, of **Cincinnati, Ohio**, is, and is by the Commission determined to be, the best of all proposals received in response to the Commission's RFP for Traffic and Revenue Forecasting and Planning Services and is accepted; and

FURTHER RESOLVED that the Executive Director and General Counsel hereby are authorized to execute an Agreement with Jacobs Engineering to furnish Traffic and Revenue Forecasting and Planning Services to the Commission at the rates established under the agreed upon fee proposal, which shall provide for an initial term of three years with an option to renew the Agreement for two additional, one-year periods, in the form heretofore prescribed by the Commission pursuant to the aforesaid RFP, and to take any and all action necessary or proper to carry out the terms of said RFP and said Agreement; and

FURTHER RESOLVED that the Executive Director of the Ohio Turnpike Commission will provide a certified copy of this resolution to the Huntington National Bank, as Trustee for the Bondholders.

(Resolution No. 14-2013 adopted March 18, 2013)

Chief Engineer: Thank you, Mr. Chairman. That completes my report for this morning.

Chairman Hruby: Doug, congratulations again. Moving on to our next report, Mr. Seekely, our CFO/Comptroller.

CFO/Comptroller: Thank you, Mr. Chairman. I have one report, and one Resolution for your consideration this morning.

First, I have an update on our Traffic and Revenue for the month of February. This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past two years. Passenger car vehicle miles traveled in February decreased 5.8% from last year. Part of this decrease is because February had 29 days last year. If you subtract February 29th from last year's total, passenger car vehicle miles traveled were down 1.1% this year. Commercial vehicle miles traveled in February decreased 2.6% from last year. If you remove the extra day from last year, commercial vehicle miles traveled were 2% higher than February of last year.

This chart shows the total vehicle miles traveled through the month of February during each year over the past decade. Total vehicle miles traveled for the first two months of this year were .1% above the amount from last year. If you remove February 29th from last year's total vehicle miles traveled, they are up 2% over last year.

This chart shows the monthly passenger car toll revenue over the past two years. The extra day in February last year, and an increase in *E-ZPass*[®] penetration caused the passenger car toll revenue in February to decrease 7.2% from last year. If you remove February 29th from last year, the passenger car toll revenue is down 4.4% from February of last year. Commercial vehicle toll revenue for the month of February decreased 3.6% from last year. If you subtract February 29th from last year's total, commercial toll revenue is up .9% from February of last year.

This chart shows year-to-date toll revenues through the month of February during each over the past decade. Year-to-date total toll revenues were \$76,000, or .2% below the amount from last year. If you subtract February 29th from last year's total, the total toll revenues are up \$597,000, or 1.8% over last year. That completes my report on Traffic and Revenue, Mr. Chairman. If there are no questions, I would like to present the Financial Advisor Resolution.

Chairman Hruby: Are there any questions? Please, proceed.

CFO/Comptroller: The Commission's Contract with its current Financial Advisory Service Firm will be expiring soon; so on January 30th the Commission issued a Request for Proposals for Financial Advisory Services ("RFP"). The RFP was issued to 22 well-known financial advisory firms, and also posted on the Commission's website. On February 26, six Proposals were received. An Evaluation Committee consisting of the Director of Audit and Internal Control, the Assistant Comptroller and myself reviewed the Proposals. The RFP

requested proposals and pricing on General Financial Advisory Services separate from Bond Issuance Advisory Services, so the Committee evaluated each part of the Proposals separately. The RFP provides that the Commission would select the best Proposal submitted based on the value proposition embodied in the results of the Technical Review, and the cost of the Commission set forth in the Fee Proposal. The Evaluation Committee determined that Public Financial Management, Inc., of Cleveland, Ohio, (“PFM”) is the most qualified and submitted the best Proposal to assist the Commission in a successful bond sale, and to provide General Financial Advisory Services. It anticipated the PFM’s expertise in Bond Issuance Advisory Services will help secure favorable interests rates on the Commission’s approximate \$1 billion of new debt if we issue that debt this year. The savings from such rates will more than offset the difference in their proposed fees from the firm with the lowest fees. On March 8th, the General Counsel and I participated in the conference call with representatives from PFM to obtain a best and final offer for the proposed fees. A tentative agreement was reached on a monthly General Advisory fee of \$6,000 and a \$125,000 fee for each Bond Issuance. PFM would also be reimbursed for authorized out-of-state travel. PFM is the largest and leading financial advisory firm in the nation. They have been ranked No. 1 among financial advisors in terms of par value and number of issues over the last 15 years. They are also the No. 1 ranked financial advisory firm in Ohio. They are the leading advisor to numerous toll agencies including the Illinois Tollway, Pennsylvania Turnpike, North Carolina Turnpike and the New York State Thruway. PFM has a staff of over 400 and 34 offices nationwide including a regional office in Middleburg Heights. Based on the foregoing, it is the recommendation that an Agreement for Financial Advisory Services be executed with Public Financial Management for both General Advisory

Services and Bond Issuance Advisory Services. With you permission Mr. Chairman, I would like the General Counsel to please read the Resolved.

Chairman Hruby: Please.

General Counsel: RESOLVED that the proposal submitted by Public Financial Management, Inc., of Cleveland, Ohio, is, and is by the Commission determined to be the best of all proposals received in response to the Commission's RFP for Financial Advisory Services and is accepted; and

FURTHER RESOLVED that the Executive Director and General Counsel hereby are authorized to execute an Agreement with PFM to furnish Financial Advisory Services to the Commission at the rates established under the agreed upon fee proposal, which shall provide for an initial term of three years with the option to renew the Agreement for two additional, one-year periods, in the form heretofore prescribed by the Commission pursuant to the aforesaid RFP, and to take any and all action necessary or proper to carry out the terms of said RFP and said Agreement; and

FURTHER RESOLVED that the Executive Director of the Ohio Turnpike Commission will provide a certified copy of this resolution to the Huntington National Bank, as Trustee for the Bondholders.

Chairman Hruby: Thank you. You've heard the Resolution, any action?

Vice Chairman Balog: Motion to adopt.

Chairman Hruby: I'll second. Moved and seconded. Are there any questions or comments for Marty? Hearing none, roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Mr. Pakush.

Mr. Pakush: Yes.

Director Hodges: Four to nothing.

OHIO TURNPIKE COMMISSION

Resolution Authorizing the Executive Director to Enter into an Agreement for Financial Advisory Services to the Commission

WHEREAS, the current Financial Advisory Services Agreement is expiring, and on January 30, 2013, the Commission issued its Request for Proposals (“RFP”) for Financial Advisory Services for an initial Agreement term of three years, which may be extended for two additional, one-year periods; and

WHEREAS, on February 26, 2013, six firms submitted proposals to provide the Financial Advisory Services to the Commission; and

WHEREAS, an Evaluation Committee comprised of the CFO/Comptroller, the Director of Audit and Internal Control, and Assistant Comptroller conducted the technical review of the proposals submitted; and

WHEREAS, based on the technical review, the Evaluation Committee awarded the highest technical score to **Public Financial Management, Inc. (“PFM”)**, of **Cleveland, Ohio**, determining that PFM is the most qualified to assist the Commission in the execution of a successful bond sale, and that PFM is the leading financial advisory firm in the nation and the State of Ohio, and has been ranked number one among financial advisors in terms of par value and number of issues over the last fifteen years; and

WHEREAS, a decision was made to negotiate PFM’s fee proposal and the subsequent Best and Final Offer of PFM in the amount of **\$6,000.00 per month (or \$72,000.00 per year)**, plus a **\$125,000.00 fee for each bond issuance** (and reasonable and necessary out-of-state travel expenses) has been deemed reasonable and acceptable by the Evaluation Committee; and

WHEREAS, as a result of this competitive process, the Evaluation Committee has concluded that the best proposal was submitted by PFM and recommends that an Agreement be entered into with that firm; and

WHEREAS, expenditures under the Agreement to be awarded for Financial Advisory Services will exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws, Commission action is necessary for said award; and

WHEREAS, the Commission has been advised by its General Counsel that all legal requirements have been performed and that the aforesaid proposals were solicited on the basis of the same terms, conditions and specifications with respect to all respondents, that PFM has provided evidence of its ability to provide all required insurance as set forth in the RFP, and that the Commission may legally enter into an Agreement with said firm; and

WHEREAS, the Executive Director has reviewed the reports of the Evaluation Committee and the General Counsel and, predicated upon their analyses, concurs with the recommendation that the Agreement for Financial Advisory Services be awarded to PFM; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the proposal submitted by **Public Financial Management, Inc.**, of **Cleveland, Ohio**, is, and is by the Commission determined to be the best of all proposals received in response to the Commission's RFP for Financial Advisory Services and is accepted; and

FURTHER RESOLVED that the Executive Director and General Counsel hereby are authorized to execute an Agreement with PFM to furnish Financial Advisory Services to the Commission at the rates established under the agreed upon fee proposal, which shall provide for an initial term of three years with the option to renew the Agreement for two additional, one-year periods, in the form heretofore prescribed by the Commission pursuant to the aforesaid RFP, and to take any and all action necessary or proper to carry out the terms of said RFP and said Agreement; and

FURTHER RESOLVED that the Executive Director of the Ohio Turnpike Commission will provide a certified copy of this resolution to the Huntington National Bank, as Trustee for the Bondholders.

(Resolution No. 15-2013 adopted March 18, 2013)

Chairman Hruby: We'll move on next to the report of our General Counsel.

General Counsel: Thank you, Mr. Chairman. I have two items today. The first is a Resolution to Authorize Execution of the Eighteenth Supplemental Trust Agreement amending and restating the existing Master Trust Agreement. I am recommending that you approve a Resolution to authorize the Execution of the Eighteenth Supplemental Trust Agreement. Essentially, this will consolidate the First through Seventeenth Supplement Trust Agreements, which are Amendments to the original Master Trust Agreement, into one document. This consolidation will help facilitate administration and compliance with the Restated Master Trust Agreement, particularly, as the Commission moves forward with the implementation of

Governor Kasich's Ohio Jobs and Transportation Plan. Concurrently, with the Restatement of the Existing Master Trust Agreement, the Eighteenth Supplemental Trust Agreement includes Amendments to correct certain outdated references to institutional names and notice addresses. It removes provisions relating to certain bond credit facilities that were only applicable to bonds that are no longer outstanding, and it amends the Covenant regarding free passage as set forth in Section 4.05 of the Existing Master Trust Agreement. Pursuant to Section 8.02 of the Master Trust Agreement, Supplemental Trust Agreements may be entered into by the Commission and the Trustee without consent or notice to the holders of the bonds in order to cure any ambiguity, inconsistency, or formal defect or omission in the Existing Master Trust Agreement. Also, any Amendment may be made that, in the judgment of the Trustee, is not to the prejudice of the Trustee or the holders of the bonds. As stated, one of the Amendments being recommended is to allow for free passage of military vehicles. Allowing such free passage is in line with other tolling authorities, and will help facilitate the movement of these types of vehicles during national emergencies such as the recent Superstorm Sandy. The CFO/Comptroller has estimated that this will result in an estimated annual revenue loss of \$17,000. The Trustee has advised the Commission that, in the Trustee's judgment, the Amendment to Section 4.05 of the Master Trust Agreement to permit free passage to clearly marked State of Ohio and United States military vehicles on official business is not to the prejudice of the Trustee or the holders of the bonds. Therefore, based on all of this, I appreciate the Commission's affirmative approval of the Eighteenth Supplemental Trust Agreement embracing the Existing Master Trust Agreement and its seventeen Supplemental Trust Agreements. With your permission Mr. Chairman, I would like to read the somewhat lengthy Resolved.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE OHIO TURNPIKE COMMISSION:

Section 1. Determinations. This Commission hereby determines that:

A. The restatement of the Existing Master Trust Agreement pursuant to an Eighteenth Supplemental Trust Agreement consolidating the Existing Master Trust Agreement into a single document is necessary and desirable to facilitate the administration and interpretation of the Existing Master Trust Agreement.

B. The amendment of the Existing Master Trust Agreement pursuant to the Eighteenth Supplemental Trust Agreement to correct certain outdated references to institutional names and notice addresses and remove provisions relating to specific Bond Credit Facilities that were only applicable to Bonds that are no longer Outstanding will cure ambiguities, inconsistencies and formal defects and omissions in the Existing Master Trust Agreement arising from the passage of time.

C. The amendment of Section 4.05 of the Original Master Trust Agreement pursuant to the Eighteenth Supplemental Trust Agreement to permit free passage to clearly marked State of Ohio and United States military vehicles on official business is in the best interests of the Commission and the State.

Section 2. Eighteenth Supplemental Trust Agreement. The Chairman and Vice Chairman are each hereby authorized, empowered and directed to execute, acknowledge and, upon receipt of any required consents by providers of Bond Credit Facilities for Outstanding Bonds, deliver on behalf of the Commission, the Eighteenth Supplemental Trust Agreement, the form of which has been presented at this meeting, which form is hereby approved with such changes or insertions therein not inconsistent with the Act or this Resolution and not substantially adverse to the Commission as may be permitted by the Act and this Resolution and approved, upon advice of General Counsel to the Commission and Bond Counsel, by the Executive Director and the officer executing the same. The approval of such changes and insertions by such officer, and that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Eighteenth Supplemental Trust Agreement by such officer.

Section 3. Authorization of Other Documents and Actions. The Chairman, Vice Chairman, Secretary-Treasurer, Assistant Secretary-Treasurer/Executive Director are each alone, or in any combination, hereby authorized to take any and all actions and to execute such other instruments or documents that may be necessary or appropriate in the opinion of General Counsel or Bond Counsel to the Commission, in order to effect the intent of this Resolution.

Section 4. Repeal of Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 5. Compliance With Sunshine Law. It is hereby determined that all formal actions of the Commission relating to the adoption of this Resolution were taken in an open meeting, and that all deliberations of the Commission and of its committees, if any, which resulted in formal action were in meetings open to the public, in full compliance with Section 121.22 of the Ohio Revised Code.

General Counsel: Thank you, Mr. Chairman. If there are any questions today, I would be happy to answer them. I have provided a copy of the proposed Eighteenth Supplemental Trust Agreement to the Board Members. Also, Kathy Petrey from Squire, Sanders and Dempsey is also here today if there are any questions.

Chairman Hruby: Thank you. You've heard the Resolution, is there a Motion?

Secretary Barber: Moved to adopt.

Vice Chairman Balog: I'll second.

Chairman Hruby: Moved and seconded. In the last "Whereas" marked "State of Ohio and the U.S. Military", you are referring then to the National Guard and to the United States Military and not to any other State of Ohio Vehicles?

General Counsel: That would be correct, Mr. Chairman. I might add, a question was asked of me in discussion about all of this as to whether utility vehicles are included in this, and they are not. Those are private enterprises, and so the utility trucks and First Energy trucks, etc., those are not we were talking about. The question did arise, of course, during the most recent emergency, Superstorm Sandy, as to whether we would allow free passage for the military vehicles. The Director, in consultation with Bond Counsel and me, facilitated this change.

Director Hodges: Mr. Chairman, if I may. It's kind of difficult when our National Guard is rushing to help storm victims to say, "You must stop and pay your \$4 toll." Equally, we ran into a situation where we've had returning service men and women coming home from Afghanistan, and the parade had to stop so we could collect their \$2 toll while they are in their bus, and we don't think that's right. So, we moved to make them toll free for those reasons.

Chairman Hruby: Are there any other questions or comments?

Mr. Kauffman: Mrs. Weiss, would it be possible to, in addition to the clean copy of the Amended and Restated Agreement, to also circulate a redline against the prior version?

General Counsel: Mr. Chairman and Mr. Kauffman, we do have available the redline, and I would be happy to circulate that to anybody who wants it. It's more substantive, so if you don't wish to receive it, just let me know, otherwise, I will send it to everybody.

Chairman Hruby: Is there anything else? If not, roll call.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Mr. Pakush.

Mr. Pakush: Yes.

Director Hodges: Four to nothing.

OHIO TURNPIKE COMMISSION

Resolution Authorizing the Execution of an Eighteenth Supplemental Trust Agreement Amending and Restating The Existing Master Trust Agreement

WHEREAS, the Ohio Turnpike Commission (the “Commission”) has entered into a Master Trust Agreement dated as of February 15, 1994 (the “Original Master Trust Agreement”), with The Huntington National Bank, as Trustee (the “Trustee”), providing for the issuance from time to time of Turnpike Revenue Bonds under authority of Chapter 5537 of the Ohio Revised Code (the “Act”); and

WHEREAS, pursuant to the Original Master Trust Agreement, as supplemented by the First through Seventeenth Supplemental Trust Agreements, the Commission has authorized and issued Turnpike Revenue Bonds, of which \$539,835,000 in principal amount are Outstanding; and

WHEREAS, the Commission and the Trustee have amended certain provisions of the Original Master Trust Agreement pursuant to the First through Seventeenth Supplemental Trust Agreements (the Original Master Trust Agreement as so amended is referred to herein as the “Existing Master Trust Agreement”); and

WHEREAS, capitalized words and terms used and not otherwise defined in this Resolution have the meanings assigned in the Existing Master Trust Agreement, unless the context otherwise requires; and

WHEREAS, the Commission desires to restate the Existing Master Trust Agreement pursuant to an Eighteenth Supplemental Trust Agreement to consolidate it into a single document; and

WHEREAS, consolidation of the Existing Master Trust Agreement into one document will help facilitate administration and compliance with the restated Master Trust Agreement as the Commission moves forward with the implementation of Governor John Kasich’s Ohio Jobs and Transportation Plan; and

WHEREAS, concurrently with the restatement of the Existing Master Trust Agreement, the Commission desires to amend the Existing Master Trust Agreement to: 1) correct certain outdated references to institutional names and notice addresses, 2) remove provisions relating to certain Bond Credit Facilities that were only applicable to Bonds that are no longer Outstanding, and 3) amend the covenant regarding free passage set forth in Section 4.05 of the Existing Master Trust Agreement; and

WHEREAS, pursuant to Section 8.02(a) of the Existing Master Trust Agreement, Supplemental Trust Agreements may be entered into by the Commission and the Trustee without the consent of or notice to the Holders of the Bonds in order to cure any ambiguity, inconsistency or formal defect or omission in the Existing Master Trust Agreement; and

WHEREAS, pursuant to Section 8.02(1) of the Existing Master Trust Agreement, Supplemental Trust Agreements may be entered into by the Commission and the Trustee without the consent of or notice to the Holders of the Bonds to permit any amendment that, in the judgment of the Trustee, is not to the prejudice of the Trustee or the Holders of the Bonds; and

WHEREAS, the Trustee has advised the Commission that, in the Trustee's judgment, the amendment to Section 4.05 of the Existing Master Trust Agreement to permit free passage to clearly marked State of Ohio and United States military vehicles on official business is not to the prejudice of the Trustee or the Holders of the Bonds; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE OHIO TURNPIKE COMMISSION:

Section 1. Determinations. This Commission hereby determines that:

A. The restatement of the Existing Master Trust Agreement pursuant to an Eighteenth Supplemental Trust Agreement consolidating the Existing Master Trust Agreement into a single document is necessary and desirable to facilitate the administration and interpretation of the Existing Master Trust Agreement.

B. The amendment of the Existing Master Trust Agreement pursuant to the Eighteenth Supplemental Trust Agreement to correct certain outdated references to institutional names and notice addresses and remove provisions relating to specific Bond Credit Facilities that were only applicable to Bonds that are no longer Outstanding will cure ambiguities, inconsistencies and formal defects and omissions in the Existing Master Trust Agreement arising from the passage of time.

C. The amendment of Section 4.05 of the Original Master Trust Agreement pursuant to the Eighteenth Supplemental Trust Agreement to permit free passage to clearly marked State of Ohio and United States military vehicles on official business is in the best interests of the Commission and the State.

Section 2. Eighteenth Supplemental Trust Agreement. The Chairman and Vice Chairman are each hereby authorized, empowered and directed to execute, acknowledge and, upon receipt of any required consents by providers of Bond Credit Facilities for Outstanding Bonds, deliver on behalf of the Commission, the Eighteenth Supplemental Trust Agreement, the form of which has been presented at this meeting, which form is hereby approved with such changes or insertions therein not inconsistent with the Act or this Resolution and not substantially adverse to the Commission as may be permitted by the Act and this Resolution and approved, upon advice of General Counsel to the Commission and Bond Counsel, by the Executive Director and the officer executing the same. The approval of such changes and insertions by such officer, and that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Eighteenth Supplemental Trust Agreement by such officer.

Section 3. Authorization of Other Documents and Actions. The Chairman, Vice Chairman, Secretary-Treasurer, Assistant Secretary-Treasurer/Executive Director are each alone, or in any combination, hereby authorized to take any and all actions and to execute such other instruments or documents that may be necessary or appropriate in the opinion of General Counsel or Bond Counsel to the Commission, in order to effect the intent of this Resolution.

Section 4. Repeal of Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 5. Compliance With Sunshine Law. It is hereby determined that all formal actions of the Commission relating to the adoption of this Resolution were taken in an open meeting, and that all deliberations of the Commission and of its committees, if any, which resulted in formal action were in meetings open to the public, in full compliance with Section 121.22 of the Ohio Revised Code.

(Resolution No. 16-2013 adopted March 18, 2013)

General Counsel: Thank you, Mr. Chairman. The only other item that I have is that I wanted to advise the Board Members that, pursuant to the request at the last meeting, I have circulated a Memorandum regarding the noise barrier lawsuit that occurred back in 2006-2007 regarding the Amore case. The summary is in your folders, and, if you have any questions, just let me know.

Vice Chairman Balog: I have one question. There was a reference that the house was subsequently sold. Just out of curiosity, do we know what that house sold for?

General Counsel: Mr. Chairman and Commissioner Balog, I don't know the answer to your question. I will find out and circulate that information to you.

Chairman Hruby: Any additional questions or comments? Hearing none, we will move on to our other reports. Our General Consultant, Mr. Buchanan.

Mr. Buchanan: No report, Mr. Chairman.

Chairman Hruby: Thank you. Our Trustee from Huntington, Mr. Lamb.

Mr. Lamb: No report, Mr. Chairman.

Chairman Hruby: Our fine Ohio State Highway Patrol, Lt. Sivak.

Lt. Sivak: Good morning. There are a couple of things that I want to talk about today. First, crashes investigated for the month of February. We have investigated 8% fewer crashes and, year-to-date, at least through February; the numbers I looked at were down 20%. It should be attributed to a couple of things. January of last year was a horrendous month for crashes here. I was not here at the time, but looking at them I see a lot of them were weather related. The positive of seeing the reduction in crashes is obviously something we are excited about. The other area to look at with this is the combined efforts of everybody who is out here. Obviously, the Highway Patrol and what we do but, again, the continued efforts of maintenance and, using today as an example, I find myself listening more to the scanner traffic on their side than I do on our side. Just the coordination of where the bad spots are, getting the de-icing materials out there, and when a crash has happened, getting those first responder trucks out there. All of that combined with communicating with us, the wrecker services and others, I strongly feel that is having a big impact on helping with crashes.

The other thing that I am personally starting to get involved in more is the education aspect. We worked with the Marketing and Communication Department last week prior to St. Patrick's Day. We were out at the Plaza for several hours and, being a Post Commander in the field, I cannot emphasize enough the importance of educating your motorists that use your roadway. I look for more of that to continue here. I just wanted to make you aware of those reductions, and, hopefully, we can continue to see that.

Also, in regards to the crashes, especially the serious ones and/or the hazmat releases, we often have incidents where the lanes are closed for a short period of time, or a long period of time, sometime one direction and sometimes both. This is getting better coordination between

your police, your EMS, your wrecker service and maintenance. Ed Miller and Bob Gahr have taken a strong approach on Incident Management with this. We have a class that is going to be scheduled here at Montpelier out West. With that, we are going to bring in all of these different disciplines, and it may seem that everybody always works together, but often times when you get to a crash scene, people focus on their individual aspect of it. This Traffic Incident Management approach also called “Quick-Clear” in the eyes of ODOT, is putting those principles together. I am also an instructor for this program, and I can say first-hand that this really makes a difference, not only in moving it for the patrons’ concerns of being out here, but, also to commerce in general and the improvements it can have on that. I am excited about what is going to be happening with that as well.

The last thing I would like to talk about is that we have received our laptops for our patrol cars. That purchase was something that was recently approved of here for the purchase. These are faster laptops than what we have used in the past. In fact, down in Columbus now they have to create an image on them so we are able to use them. They will, no doubt, increase the efficiency of our Troopers on the road, but also, more importantly, their safety by getting that information back. So again, I thank you for that purchase. Does anyone have any questions for me at all?

Chairman Hruby: Any questions for the Lieutenant? Well, sir, thank you. We appreciate your good work. Is there anything else from any of the Members? Yes, sir.

Vice Chairman Balog: I have a question for Representative Dovilla. On the increase in the speed limit that is being proposed, will that apply only to interstates? My question specifically is, for example, one of the parallel routes that Turnpike patrons use is Route

2 heading in the westerly part of the State. There, the speed limit is 55 for trucks and 65 for cars. Do you know if that will become a 70 mph road or, will that stay a 55/65 mph area?

Representative Dovilla: I would have to look at the Senate version, Mr. Chairman and Vice Chairman Balog. I know this came up in caucus about a week ago after the Senate added the provision, and the question also arose regarding municipal corporations and how that would impact certain areas around cities, but then also non-interstate routes. I'm not certain how that was crafted in the Senate version of the Bill. We can get that information to you if that would be helpful.

Vice Chairman Balog: From representing the Turnpike, if Route 2 becomes a 70 mph road, that certainly is going to go ahead and further cause people to go ahead and avoid the Turnpike. Thank you.

Chairman Hruby: Are there any other questions? Hearing none, the next Commission Meeting will be held on Monday, April 15, 2013 at 10:00 a.m. If there is no further business, I will accept a motion to adjourn.

Vice Chairman Balog: So moved.

Secretary Barber: Second.

Chairman Hruby: Moved and seconded. All in favor signify by saying "aye."

All Commission members say "aye." Thank you very much for your attendance. We are adjourned.

**End of regular Ohio Turnpike Commission Meeting

Mr. Kauffman: Are we going to have the Committee Meeting now for noise walls?

Mr. Pakush: We are going to delay the Committee Meeting for the noise wall until next month.

Attendees for Record Keeping Purposes:

Hamid Homae, TransSystems; Tom Breckenridge, *Cleveland Plain Dealer*; Frank Bronzo, KCI; Chris Near, HMS; Frank Lamb, Huntington Bank; Dennis Golem, Wells Fargo; Kathy Petrey, Squires, Sanders & Dempsey; Greg Telecky, PPG; Tom Parevosnik, IUOE Local 18; Dick Boylan, RLB Group; Keith Stanich, Omnipro Services; Joe Castro, IUOE Local 18; Scott Buchanan, URS; Tom Stura, URS; Lieutenant Jim Sivak, Ohio State Highway Patrol; Marty Seekely, Ohio Turnpike; Robin Carlin, Ohio Turnpike; Tony Yacobucci, Ohio Turnpike; Dennis Albrecht, Ohio Turnpike; Donna Fritz, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Lauren Hakos, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Dave Miller, Ohio Turnpike.

Time of adjournment: 10:49 a.m.

Approved as a correct transcript of the proceedings
of the Ohio Turnpike Commission

Sandra K. Barber, Secretary-Treasurer