

MINUTES OF THE 582nd MEETING OF THE OHIO TURNPIKE COMMISSION

April 16, 2012

Chairman Hruby: (10:00 a.m.) Pledge of Allegiance is recited by all in attendance. The meeting will come to order. Will the Secretary-Treasurer please call the roll?

Secretary-Treasurer: Chairman Hruby.

Chairman Hruby: Here.

Secretary-Treasurer: Vice Chairman Balog.

Vice Chairman Balog: Here.

Secretary-Treasurer: Mr. Dixon sends his regrets.

Mr. Pakush: Here.

Secretary-Treasurer: Mr. Cole. (arrived at 10:04 a.m.)

Mr. Cole: Present.

Secretary-Treasurer: Mr. Smith.

Mr. Smith: Here

Secretary-Treasurer: Senator Patton.

Senator Patton: Here.

Secretary-Treasurer: Representative Dovilla.

Representative Dovilla: Present.

Secretary-Treasurer: A quorum is present.

Chairman Hruby: This is the 582nd Meeting of the Ohio Turnpike Commission. We are meeting here at the Commission's Headquarters as provided by the Commission's Code of Bylaws. Various reports will be received, and we will act on several Resolutions. Draft copies have been previously sent to the Members with updated copies in the

folders. The Resolutions will be explained during the appropriate reports. Can I have a motion to adopt the Minutes of the March 19, 2012 Commission Meeting?

Vice Chairman Balog: Moved.

Mr. Pakush: Seconded.

Chairman Hruby: Moved and Seconded. Are there any corrections or additions to the Minutes? Hearing none, roll call.

Secretary-Treasurer: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Secretary-Treasurer: Mr. Pakush.

Mr. Pakush: Yes.

Secretary-Treasurer: Chairman Hruby.

Vice Chairman Balog: Yes.

Secretary-Treasurer: Three to zero.

Chairman Hruby: If there are no questions, we will proceed with the report of the Secretary-Treasurer.

Secretary-Treasurer: The following items have been sent to the Members since the last scheduled meeting of the Commission on March 19, 2012:

1. Five Resolutions;
2. Minutes of the March 19, 2012 Commission Meeting;

We have included in your folders for today's meeting, the following additional documents:

3. Traffic Crash Summary Report, March 2012;
4. Traffic and Revenue, March 2012;
5. Investment Report, March 2012;
6. Total Revenue by Month and Year, March 2012; and
7. Various News Articles.

Mr. Chairman, before I present two Resolutions for the Commission's consideration, I would like to note that we are saying good-bye today to Eric Erickson. Mr. Erickson has been our Financial Advisor for the last sixteen years. Eric has advised us through over \$1 billion in bond issues, and he has been a great asset to the Commission throughout his years of service. Eric has groomed John Adams to succeed him as our Financial Advisor, and we appreciate both Eric and John.

I have two Resolutions to present to you this morning. The first one is the Resolution Authorizing the Executive Director to Extend the Agreement with Fifth Third Securities for Financial Advisory Services. Resolution No. 16-2007 authorized the award of the Consulting Agreement to Fifth Third Securities of Columbus, Ohio, for Financial Advisory Services for an initial agreement term of three years with two additional one-year extensions available. That Agreement expires on June 7, 2012. The Agreement was originally awarded to Fifth Third after the Commission issued a Request for Proposals to sixteen well-known financial advisory firms; to which six firms submitted proposals. The CFO/Comptroller has advised that Fifth Third has performed exceptionally well as the Commission's Financial Advisor during the term of the Agreement by achieving very low fixed interest rates on bond issues of over \$1 billion, and further helping the Commission in obtaining and maintaining the highest credit rating in the toll

industry from all three major rating agencies. This Resolution would authorize an extension of that contract by one additional year which would expire in 2013. We believe that it is appropriate for the Commission to do so given the fact that the Administration has authorized a comprehensive study of the opportunity analysis for the Turnpike that is ongoing, with Fifth Third being in the unique position to continue to provide financial advice to us. Fifth Third has agreed to reduce its fees from \$6,500.00 per month to \$6,000.00 per month. It would be our intent to re-bid the contract at the expiration of this Agreement in 2013. Would the General Counsel please read the Resolved.

General Counsel: RESOLVED that the Consulting Agreement with **Fifth Third Securities of Columbus, Ohio** under which it has provided the Commission with Financial Advisory Services shall be extended for an additional one-year period, and the Executive Director and General Counsel hereby are authorized to execute the extension of the Agreement with Fifth Third pursuant to the revised fee arrangement of \$6,000 per month for said additional period; 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 Commission's bondholders.

Chairman: Is there an action to be taken?

Vice Chairman Balog: Move to adopt.

Chairman: I'll second. It's moved and seconded. Any discussion or questions? Hearing none, roll call.

Secretary-Treasurer: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Secretary-Treasurer: Chairman Hruby.

Chairman Hruby: Yes.

Vice Secretary-Treasurer: Mr. Pakush.

Mr. Pakush: Yes.

Secretary-Treasurer: Three to zero.

OHIO TURNPIKE COMMISSION

Resolution Authorizing the Executive Director to Extend the Agreement with Fifth Third Securities for Financial Advisory Services

WHEREAS, in May 2007, via Resolution No. 16-2007, the Commission authorized the award of a Consulting Agreement to **Fifth Third Securities, Inc. of Columbus, Ohio (“Fifth Third”)** for Financial Advisory Services for an initial Agreement term of three years, with two, additional one-year extensions available, which Agreement expires on June 7, 2012; and

WHEREAS, the Agreement was awarded to Fifth Third after the Commission issued a Request for Proposals (“RFP”) to sixteen (16) well known financial advisory firms to which six firms submitted proposals to provide the Financial Advisory Services to the Commission; and

WHEREAS, the Commission’s CFO/Comptroller has advised that Fifth Third has performed exceptionally well as the Commission’s Financial Advisor during the term of this Agreement by assisting the Commission in achieving very low fixed interest rates on bond issuances of over \$1 billion, and further helping the Commission in obtaining and maintaining the highest credit rating in the toll industry from all three (3) major rating agencies; and

WHEREAS, Fifth Third provides both financial advisory and underwriting services and has ranked first based on the number of Ohio bond issues underwritten in each of the last three (3) years; and

WHEREAS, the Commission’s CFO/Comptroller, has recommended that it is in the Commission’s best interest to extend the Agreement for an additional, one-year period due to the fact that Fifth Third has significant experience and familiarity with the Commission’s operations and financial structure, which will be critical during this time in which the future of the Ohio Turnpike Commission is under consideration during the ongoing study of its operations by the Office of Budget and Management and the Ohio Department of Transportation; and

WHEREAS, Fifth Third’s prior fee arrangement of \$6,500 per month (or \$78,000 per year), which includes all in-state travel costs, has been lowered to a monthly rate of **\$6,000 (or \$72,000 for one year)**, and this fixed fee covers any possible bond issues in which the Commission may engage during the term of the Agreement; and

WHEREAS, the Commission’s General Counsel has advised that, inasmuch as expenditures under the extension will exceed 10% of the total expenditures made since award in 2007 of the Financial Advisory Services Consulting Agreement, Article V, Section 1.00 of the Commission’s Code of Bylaws requires that the Commission authorize the extension; and

WHEREAS, the Executive Director has reviewed the reports of the CFO/Comptroller and the General Counsel and concurs with their recommendations; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Consulting Agreement with **Fifth Third Securities of Columbus, Ohio** under which it has provided the Commission with Financial Advisory Services shall be extended for an additional one-year period, and the Executive Director and General Counsel hereby are authorized to execute the extension of the Agreement with Fifth Third pursuant to the revised fee arrangement of \$6,000 per month for said additional period; 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 Commission's bondholders.

(Resolution No. 17-2012 adopted April 16, 2012)

The second Resolution I have for your consideration is to extend the Agreement with URS Corporation for Traffic and Revenue Forecasting and Planning Services. Resolution No. 17-2007 awarded the Consulting Agreement to URS Corporation, of Akron, Ohio for Traffic and Revenue Forecasting and Planning Services for an initial term of three years, with two additional one year extensions available. That agreement expires on June 30, 2012. The Commission's Chief Engineer has advised that URS has consistently provided excellent services in the form of accurate and complete Traffic and Revenue Forecasting and Planning over the term of the Agreement. The Resolution proposes to extend that Agreement for one more year for similar reasons as the Fifth Third Agreement. URS has agreed to reduce its fees from \$13,100.00 per month to \$12,000.00 per month, and it would be our intent after the expiration of the one-year extension that we would re-bid the contract. Would the General Counsel please read the Resolved.

General Counsel: RESOLVED that the Consulting Agreement with **URS Corporation of Akron, Ohio** under which it has provided the Commission with Traffic and Revenue Forecasting and Planning Services shall be extended for an additional one-year period, and the Executive Director and General Counsel hereby are authorized to execute the extension of the Agreement with URS pursuant to the revised fee arrangement of \$12,000 per month for said additional period; 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 Commission's bondholders.

Chairman Hruby: I'll move the Resolution.

Mr. Pakush: Second.

Chairman Hruby: It's moved and seconded. Any discussion or questions?

Hearing none, roll call.

Secretary-Treasurer: Chairman Hruby.

Chairman Hruby: Yes.

Secretary-Treasurer: Mr. Pakush.

Mr. Pakush: Yes.

Secretary-Treasurer: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Secretary-Treasurer: Three to zero. That concludes my report, Mr. Chairman.

OHIO TURNPIKE COMMISSION

Resolution Authorizing the Executive Director to Extend the Agreement with URS Corporation for Traffic and Revenue Forecasting and Planning Services

WHEREAS, in June 2007, via Resolution No. 17-2007, the Commission authorized the award of a Consulting Agreement to **URS Corporation of Akron, Ohio (“URS”)** for Traffic and Revenue Forecasting and Planning Services for an initial term of three years, with two, additional one-year extensions available, which Agreement expires on June 30, 2012; and

WHEREAS, the Agreement, which is required pursuant to the 1994 Master Trust Agreement, was awarded to URS after the Commission issued a Request for Proposals (“RFP”) to which three firms submitted proposals to provide the Traffic and Revenue Forecasting and Planning Services to the Commission; and

WHEREAS, the Commission’s Chief Engineer has advised that URS has consistently provided excellent services in the form of accurate and complete traffic and revenue forecasting and planning for the Commission over the term of the Agreement; and

WHEREAS, the Chief Engineer, has recommended that it is in the Commission’s best interest to extend the Agreement for an additional, one-year period due to the fact that URS has significant experience and familiarity with the Commission’s traffic and revenue structure, which will be critical during this time in which the future of the Ohio Turnpike Commission is under consideration during the ongoing study of its operations by the Office of Budget and Management and the Ohio Department of Transportation; and

WHEREAS, URS’ prior fee arrangement of \$13,100 per month (or \$157,200 per year), exclusive of travel costs, has been lowered to **\$12,000** per month (or **\$144,000 for one year**), which fee is deemed reasonable by the Chief Engineer; and

WHEREAS, the Commission’s General Counsel has advised that, inasmuch as expenditures under the extension will exceed 10% of the total expenditures made since award in 2007 of the Traffic and Revenue Forecasting and Planning Services Consulting Agreement, Article V, Section 1.00 of the Commission’s Code of Bylaws requires that the Commission authorize the extension; and

WHEREAS, the Executive Director has reviewed the reports of the Chief Engineer and the General Counsel and concurs with their recommendations; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Consulting Agreement with **URS Corporation of Akron, Ohio** under which it has provided the Commission with Traffic and Revenue Forecasting and Planning Services shall be extended for an additional one-year period, and the Executive Director and General Counsel hereby are authorized to execute the extension of the Agreement with URS pursuant to the revised fee arrangement of \$12,000 per month for said additional period; 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 Commission's bondholders.

(Resolution No. 18-2012 adopted April 16, 2012)

Chairman Hruby: Thank you. Before we move on, I would like to note for the Minutes that Mr. Cole arrived at 10:04 a.m. and heard the first Resolution being read.

Also, Mr. Erickson, on behalf of the Commission, thank you so very much for your outstanding service over the years.

We will move on to the report of our Chief Engineer. Welcome to you, Mr. Hedrick. Thank you for your service to date, and we look forward to having a great relationship with you as the new Chief Engineer.

Chief Engineer: Mr. Chairman, I have three Resolutions for your consideration this morning. The first Resolution authorizes the Executive Director to apply for an Ohio Diesel Emission Reduction Grant. The U.S. EPA, through the Ohio Environmental Protection Agency, has made funds available for the purpose of reducing fuel consumption, operating vehicles on alternative fuels and reducing emissions. This Resolution also includes, as part of the Commission's application, the formation of a public-private partnership with Stein, Inc., of Broadview Heights, Ohio. The purpose of this partnership is to provide a better rounded application for the Ohio EPA, and, thus enhance our possibility of success for this application.

The application, if approved, would provide up to 80% of the monies expended on the upgraded equipment. The application includes the following:

1. The replacement of four medium duty dump trucks originally purchased in 1998 with new trucks equipped with anti-idling equipment;
2. The replacement of one light duty dump truck with a similar-sized vehicle equipped with a propane conversion;
3. A propane fueling station which is to be located at our Hiram maintenance facility; and
4. The replacement of four 1996 model loader backhoes with current year models.

Stein, Incorporated is proposing the upgrade of six off-highway dump trucks, as well as six cranes, and equipping those with current emission engines. This Grant application was required to be submitted prior to March 30, 2012, and the Executive Director authorized the Maintenance Department to submit this application with the understanding that the Commission would be requested to provide formal authorization to proceed. Should the

Commission decide not to authorize such action, this application may be withdrawn with no penalty. The application process requires submission of the public-private partnership document on or before April 29, 2012. Would the General Counsel please read the Resolved.

General Counsel: FURTHER RESOLVED, that, in furtherance of the application, the Executive Director and the General Counsel are authorized to enter into a public private partnership agreement with Stein, Inc. of Broadview Heights, Ohio; and

FURTHER RESOLVED, that the Executive Director shall report to the Commission regarding the results of the grant application and, in the event the Commission's application is approved, the General Counsel shall review the proposed grant agreement, and the Commission will be requested to authorize any agreement with the Ohio EPA to accept Diesel Emission Reduction Grant funds.

Chairman Hruby: Is there any other action to be taken?

Mr. Pakush: I move that we approve the Resolution.

Chairman Hruby: I'll second. It's moved and seconded. Any discussion?

Vice Chairman Balog: I would just like to comment that the principal of Stein, Inc., is a neighbor of mine, and I am certainly aware of the company, but I have no economic interest in Stein, Inc., or in anything they do or not do.

Chairman Hruby: I asked the Director to define what, “approached by Stein, Inc.” meant. Would the Chief Engineer please explain?

Chief Engineer: Mr. Chairman, the EPA suggested that public-private partnerships be submitted on this type of application. Stein cannot submit for those grants by itself. The company has to partner with a public agency. Stein approached us to partner with it on this application.

Secretary-Treasurer: If I may add Mr. Chairman, we did do our due diligence in seeking out other possible partners by contacting the EPA.

General Counsel: Mr. Chairman and Commission Members, let me add to that. In your packet is an e-mail from the Ohio EPA. Maintenance staff did work closely with the EPA staff to ensure that we weren't excluding anybody else who might be interested in seeking out such grants. You'll note from the e-mail we received, that the EPA was sending different private companies in the directions that they felt would be most successful. For instance, they sent rail projects to the Ohio Rail Development Authority, and they sent a number of other projects to the Ohio Air Quality Development Authority. Stein, Inc. had also expressed an interest, and they were sent in our direction because of the nature of the equipment that they are pursuing.

Chairman Hruby: I, like Mr. Balog, know Mr. Glasgow who is the principal at Stein, Inc. Mr. Glasgow happens to live in Brecksville, and I know him very well. I want to make sure the record reflected that we did not contact him, but that he contacted this agency, and that neither Mr. Balog, nor I were involved in any discussions or activities dealing with this until this moment.

General Counsel: Mr. Chairman and Commission Members that is correct. They approached us, and we had direct conversations with them.

Chairman Hruby: Any other questions or comments? Senator Patton?

Senator Patton: I think this is a great project. The one question I have is that in previous discussions regarding sound walls and things of that nature that were supplied through Federal grants, we were led to believe that because the Ohio Turnpike is not part of the Federal Highway system, they did not qualify for those types of grants. Is this grant not consistent with the other previous lack of action because it is being directed through the Ohio EPA?

General Counsel: Mr. Chairman and Senator Patton that is absolutely correct. Ohio Revised Code §5537.04 allows the Commission to apply for Federal fund. In the case of sound barriers, because Federal funds are made available through the Federal Highway Administration and because of our Tripartite agreement with the Ohio Department of Transportation and the Federal Highway Administration, the Commission is ineligible to receive Federal funds for highway maintenance purposes. That is the difference.

Senator Patton: Thank you for the explanation.

Chairman Hruby: Any more questions or comments? Hearing none, roll call.

Secretary-Treasurer: Mr. Pakush.

Mr. Pakush: Yes.

Secretary-Treasurer: Chairman Hruby.

Chairman Hruby: Yes.

Secretary-Treasurer: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Secretary-Treasurer: Three to zero.

OHIO TURNPIKE COMMISSION

Resolution Authorizing the Executive Director to Apply for an Ohio Diesel Emission Reduction Grant, and to Enter into a Public Private Partnership Agreement with Stein, Inc.

WHEREAS, the Commission Maintenance Department staff has prepared and timely submitted an application to the Ohio Environmental Protection Agency (“EPA”) to seek Diesel Emission Reduction Grant (“DERG”) funds available through the U.S. EPA, which funds are to be used for the purpose of reducing fuel consumption, operating vehicles on alternative fuel, and reducing fuel emissions; and

WHEREAS, the Maintenance Engineer has recommended that the Commission participate in this program in order to improve overall fuel efficiency and reduce the fuel emissions of its existing snow and ice removal equipment, and to enhance the effectiveness of its roadway maintenance operations on a long-term basis; and

WHEREAS, the grant application requires that approval of the organization’s governing body must provided in order for it to be considered; and

WHEREAS, the grant program also allows and encourages public agencies to sponsor private entities that wish to apply for DERG funds, and sponsoring such a private entity also enhances the Commission’s application because more emissions can thereby be reduced in more counties through the public private partnership; and

WHEREAS, the Commission was approached by **Stein, Inc.** of **Broadview Heights, Ohio** (a company that is a primary contractor in steel making services, and whose finished products are used in road base, asphalt and concrete) to sponsor that firm’s application for DERG funds; and

WHEREAS, Commission staff verified that Ohio EPA staff are very receptive to such a public private partnership, and such agreement must be executed within thirty days of the grant application deadline; and

WHEREAS, Commission approval of both the grant application and the public private partnership agreement with Stein, Inc. are, therefore, recommended by the Executive Director; and

WHEREAS, the General Counsel has advised the Commission that, pursuant to Ohio Revised Code Section 5537.04, it may lawfully enter into an agreement to accept federal grant funds for, or in aid of, the maintenance and operation of the Ohio Turnpike, and further that the Commission may lawfully enter into a public private partnership agreement with Stein, Inc. for the purpose enhancing its application for the federal DERG funds; and

NOW, THEREFORE, BE IT

RESOLVED, that the Executive Director and Commission staff are authorized to submit an application to the Ohio EPA to seek Diesel Emission Reduction Grant funds, which funds are to be used for the purpose of reducing fuel consumption, operating vehicles on alternative fuel, and reducing fuel emissions; and

FURTHER RESOLVED, that, in furtherance of the application, the Executive Director and the General Counsel are authorized to enter into a public private partnership agreement with Stein, Inc. of Broadview Heights, Ohio; and

FURTHER RESOLVED, that the Executive Director shall report to the Commission regarding the results of the grant application and, in the event the Commission's application is approved, the General Counsel shall review the proposed grant agreement, and the Commission will be requested to authorize any agreement with the Ohio EPA to accept Diesel Emission Reduction Grant funds.

(Resolution No. 19-2012 adopted April 16, 2012)

Chief Engineer: My second Resolution this morning is for the award of Contract No. 40-12-01 for bridge repainting of seven structures located between Milepost 19.6 and Milepost 28.3 in both Williams and Fulton Counties. This project is contained in the 2012 Capital Improvement Budget, and the Procurement Department received one bid for this work in the amount of \$1,225,100.00 from Panther Industrial Painting, LLC of Mishawaka, Indiana. Engineering investigated possible reasons for the single bid, and determined that even though

there were ten plan holders, the current work load of these painting contractors precluded their participation in this project despite a modification to the contract completion schedule in order to attract more bidders. The bid submitted by Panther Industrial Painting is below the Engineer's estimate, and this contractor has satisfactorily performed similar work for the Commission in the past. The Resolution also contains provisions to assign Greenman-Pedersen, Inc., of Berea, Ohio, to perform construction administration and inspection services. Would the General Counsel please read the Resolved.

General Counsel: RESOLVED that the bid of **Panther Industrial Painting, LLC of Mishawaka, Indiana**, in the amount of **\$1,225,100.00**, for the performance of **Contract No. 40-12-01** 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 **Greenman-Pedersen, Inc. of Berea, Ohio**, to **Contract No. 40-12-01** for the purpose of performing inspection and testing services, with such assignment in accordance with the 2011-2012 Miscellaneous Engineering Services Agreement between the Ohio Turnpike Commission and Greenman-Pedersen, Inc.; and

FURTHER RESOLVED that Project No. 40-12-01 is designated a Fuel Tax Project under the Commission's 1994 Master Trust Agreement.

Chairman Hruby: I move to adopt the Resolution.

Vice Chairman Balog: Second.

Chairman Hruby: Moved and seconded. Any questions or comments? Mr. Balog.

Vice Chairman Balog: On the bridge repainting schedule, I see that the railroad bridge is at Milepost 19.6. What does it mean when it says "abandoned."

Chief Engineer: Mr. Chairman and Vice Chairman Balog, those railroad tracks have been removed. The railroad still owns that property, so they are still considered railroad structures, but there is no rail structure below the Turnpike.

Vice Chairman Balog: Are those bridges ultimately to be removed?

Chief Engineer: Mr. Chairman and Vice Chairman Balog, no. Those are mainline structures over the railroad property. The structures could be removed and backfilled with embankment, but we don't own the right-of-way. So, those bridges have to remain.

Chairman Hruby: And the maintenance of them?

Chief Engineer: Is still our responsibility.

Vice Chairman Balog: Is the Turnpike over the railroad, or the railroad over the Turnpike?

Chief Engineer: The Turnpike goes over the railroad.

Chairman Hruby: That answers the question. Any other questions? Hearing none, roll call, please.

Secretary-Treasurer: Chairman Hruby.

Chairman Hruby: Yes.

Secretary-Treasurer: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Secretary-Treasurer: Mr. Pakush.

Mr. Pakush: Yes.

Secretary-Treasurer: Three to zero.

OHIO TURNPIKE COMMISSION

Resolution Awarding Contract No. 40-12-01

WHEREAS, the Commission has duly advertised according to law for bids upon a Contract for repainting of the following bridges over the Turnpike Mainline located in Williams and Fulton Counties, Ohio, herein designated as **Contract No. 40-12-01**:

<u>Bridge</u>	<u>Milepost</u>
NS RR – Abandoned (ML EB)	19.6
NS RR – Abandoned (ML WB)	19.6
US Route 127 (ML EB)	20.1
US Route 127 (ML WB)	20.1
Shilling-Ely Road	22.7
State Route 66	26.3
Lauber Hill-Ritters Road	28.3

WHEREAS, expenditures for the Contract to be awarded 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 the said Contract award; and

WHEREAS, the Commission received one bid for the performance of said Contract, and said bid has 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 sole bid for the performance of Contract No. 40-12-01 was submitted by **Panther Industrial Painting, LLC** of **Mishawaka, Indiana** in the total amount of **\$1,225,100.00**, which bid he recommends be accepted by the Commission; and

WHEREAS, the Commission has been advised by the General Counsel that bids for Contract No. 40-12-01 were solicited on the basis of the same terms and conditions and the same specifications, that the bid of Panther Industrial Painting, LLC. for Contract No. 40-12-01 conforms to the requirements of Section 5537.07, Section 9.312 and Section 153.54 of the Ohio Revised Code, and that a performance bond with good and sufficient surety has been submitted by said bidder; and

WHEREAS, the Commission’s Executive Director has reviewed the reports of the Chief Engineer and the General Counsel and, predicated upon such analyses, has made his recommendation to the Commission that Contract No. 40-12-01 be awarded to the lowest responsive and responsible bidder, Panther Industrial Painting, LLC; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **Panther Industrial Painting, LLC** of **Mishawaka, Indiana**, in the amount of **\$1,225,100.00**, for the performance of **Contract No. 40-12-01** 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 **Greenman-Pedersen, Inc.** of **Berea, Ohio**, to Contract No. 40-12-01 for the purpose of performing inspection and testing services, with such assignment in accordance with the 2011-2012 Miscellaneous Engineering Services Agreement between the Ohio Turnpike Commission and Greenman-Pedersen, Inc.; and

FURTHER RESOLVED that Project No. 40-12-01 is designated a Fuel Tax Project under the Commission's 1994 Master Trust Agreement.

(Resolution No. 20-2012 adopted April 16, 2012)

Chief Engineer: Mr. Chairman my final Resolution this morning is for the authorization of additional funds for Project No. 71-11-01. This project is for repair recommendations and rehabilitation of fourteen structures located in Williams County between Milepost 3.1 and Milepost 15.1. In November 2011, a contract in the amount of \$83,214.00 was negotiated with DGL Consulting Engineers for Phase I of this project. This work included the investigation and condition report of these structures, as well as recommendations for corrective action related to those structures. This report was completed in February 2012, and a scope of services was generated for Phase IB, the design and plan preparation portion. DGL submitted its proposal in the amount of \$88,195.00 for Phase IB on March 6, 2012. Since this Phase will now increase the total amount above \$150,000.00, the Commission's Code of By-Laws requires that the Commission authorize such expenditures. Would the General Counsel please read the Resolved.

General Counsel: RESOLVED that the Commission concurs that **DGL Consulting Engineers, LLC of Maumee, Ohio** should perform the Phase IB Design/Plan Preparation Services contemplated under Project No. 71-11-01, and authorizes the Executive Director and the General Counsel to amend the Contract with DGL Engineering, Inc. to perform said services, all in accordance with the terms and conditions of the Commission's RFP for Project No. 71-11-01, DGL's response thereto and its fee proposal therefor.

Chairman Hruby: For the Resolved, any action to be taken?

Vice Chairman Balog: Motion to adopt.

Mr. Pakush: Second.

Chairman Hruby: Moved and seconded. Any questions or discussion?

Hearing none, roll call.

Secretary-Treasurer: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Secretary-Treasurer: Mr. Pakush.

Mr. Pakush: Yes.

Secretary-Treasurer: Chairman Hruby.

Chairman Hruby: Yes.

Secretary-Treasurer: Three to zero.

OHIO TURNPIKE COMMISSION

Resolution Authorizing Additional Expenditures with DGL Consulting Engineers, LLC
Under Existing Contract for Engineering Design and
Construction Administration and Inspection Services,
(Project No. 71-11-01)

WHEREAS, on August 31, 2011, the Commission issued its Request for Proposals (“RFP”) for Project No. 71-11-01 seeking Engineering Design and Construction Administration and Inspection Services pertaining to Repair Recommendations and Rehabilitation of Various Bridge Structures located between Milepost 3.1 and Milepost 15.1 in Williams County, Ohio; and

WHEREAS, on September 21, 2011, four proposals from firms deemed qualified to respond to the RFP were received, which proposals were reviewed by an evaluation team consisting of the Commission’s Assistant Chief Engineer, the Bridges and Structures Engineer and the Highway and Traffic Engineer, which team ranked the proposal received from **DGL Consulting Engineers, LLC (“DGL”) of Maumee, Ohio** as the best proposal received; and

WHEREAS, a Contract for the aforementioned services was entered into on November 29, 2011 with DGL in the total not-to-exceed amount of **\$83,214** for the performance of Phase IA, Site Investigation, Evaluation and Report Services for the fourteen bridge structures identified in the RFP; and

WHEREAS, DGL has submitted a fee proposal dated March 6, 2012, in the “not-to-exceed” amount of **\$88,185** for the performance of Phase IB Design/Plan Preparation Services that are required for rehabilitation of the fourteen bridges; and

WHEREAS, the Chief Engineer has reviewed the DGL fee proposal for the Phase IB services, and has deemed it to be reasonable and acceptable, and he recommends that the Commission proceed with the Phase IB Services; and

WHEREAS, the Commission has been advised by its General Counsel that said RFP selection process and the selection of DGL conformed with the selection process set forth in Ohio Revised Code Sections 153.65 to 153.71; and

WHEREAS, the continued expenditures by the Commission under the Contract will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws, the Commission must authorize the amendment of the Contract for Project No. 71-11-01; and

WHEREAS, the Commission will be requested to authorize additional expenditures that will be required when DGL is asked to perform Phase II Construction Administration and Inspection Services for the rehabilitation of the fourteen bridge structures; and

WHEREAS, the Executive Director has reviewed the recommendations submitted by the Chief Engineer and the General Counsel, and concurs that the Contract for Project No. 71-11-01 should be amended to allow for performance of the required Phase IB Design/Plan Preparation Services; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission concurs that **DGL Consulting Engineers, LLC** of **Maumee, Ohio** should perform the Phase IB Design/Plan Preparation Services contemplated under Project No. 71-11-01, and authorizes the Executive Director and the General Counsel to amend the Contract with DGL Engineering, Inc. to perform said services, all in accordance with the terms and conditions of the Commission's RFP for Project No. 71-11-01, DGL's response thereto and its fee proposal therefor.

(Resolution No. 21-2012 adopted April 16, 2012)

Chief Engineer: Thank you Mr. Chairman that concludes my report.

Chairman Hruby: We will move on to the CFO/Comptroller, Mr. Seekely.

CFO/Comptroller: Thank you, Mr. Chairman. I have an update on our traffic and revenue for the month of March. 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 March increased 3.4% from March 2011. It appears that the mild winter weather this year more than offset the affect of the recent toll increase. Commercial vehicle miles traveled decreased 1.2% from March 2011. This is the first decrease in commercial traffic since July 2011.

This chart shows the total vehicle miles traveled through the month of March during each year over the past decade. The total vehicle miles traveled for the first three months of 2012 was 3.8% above the amount from last year. If you remove February 29th from this year's total, then total vehicle miles traveled are still up 2.6% over last year.

This chart shows the monthly passenger car toll revenue generated on the Ohio Turnpike over the past two years. The toll rate increase that went into effect on January 1, 2012, combined

with the increase in passenger car miles traveled, caused the passenger car toll revenue in March to increase 11.8% from March 2011.

This chart shows the monthly commercial vehicle toll revenue over the past two years. The toll rate increase, less the effect in the decrease in miles traveled, caused the commercial vehicle toll revenue for the month of March to increase 7.4% from March 2011.

This chart shows the year-to-date toll revenues through the month of March during each year over the past decade. Year-to-date toll revenues were \$6 million or 12.4% above the amount from 2011. If you subtract February 29th from this year's total, the total toll revenues are up \$5.3 million, or 11% over 2011.

This report shows the actual and budgeted revenues, expenditures, and transfer for the General Fund for the first three months of the year. The total revenues for the first quarter of the year are \$2.8 million, or 5.1% above budget, and \$6.3 million, or 12.1% above 2011.

Expenditures for the quarter, including debt service payments, were \$1.7 million, or 3.6% lower than budgeted, and \$2.1 million, or 4.9% higher than 2011. Most of these savings from budget were related to lower toll collector salary expense, and lower snow and ice removal costs due to the mild winter weather in 2012. These savings are partially offset by higher workers' compensation costs due to the accident involving three workers in January. The increase in costs from last year is primarily due to the increase in workers' compensation expense.

After paying our operating expenses and debt service, the balance of the revenue is used to fund our 2012 capital expenditures. In the first quarter, \$12.6 million was transferred into our capital funds, which is \$4.6 million higher than budget. That completes my report.

Chairman Hruby: Thank you Mr. Seekely. Any questions? If not, we'll move on to the report of our General Counsel.

General Counsel: Thank you Mr. Chairman. I have no report other than to just advise the Members that your quarterly litigation report has been provided to you. If you have any questions, please let me know.

Chairman Hruby: Any questions for General Counsel? Hearing none, we'll move on to the report of our Financial Advisor, Mr. Erickson.

Mr. Erickson: No report. I would just like to say that I really enjoyed the time I spent here. Thank you for the time.

Chairman Hruby: Any report from our Consulting Engineer?

Mr. Buchanan: No report, Mr. Chairman.

Chairman Hruby: Any report from our Trustee, Mr. Lamb?

Mr. Lamb: No report, Mr. Chairman.

Chairman Hruby: Any report from the Ohio State Highway Patrol, Captain Zurcher?

Captain Zurcher: No report, Mr. Chairman.

Chairman Hruby: Any other questions or comments from anyone? Hearing none, the next Commission Meeting will be held on Monday, May 21, 2012, at 10:00 a.m. If there is no further business, I will move a motion to adjourn.

Vice Chairman Balog: So moved.

Chairman Hruby: All those in favor?

All Members vote "aye" with zero "nays"

Attendees For Record Keeping Purposes:

Eric Erickson, Fifth Third; John Adams, Fifth Third; Scott Buchanan, URS; Frank Lamb, Huntington Bank; Don Taggart, IUOE 18; Joanne Shaner, HDR; Glen Stephens, GSI; Tom Breckenridge, Cleveland Plain Dealer; Homid Homae, Transystems Corporation; Captain Chris Zurcher, Ohio State Patrol; Marty Seekely, Ohio Turnpike; Dale Perram, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Donna Fritz, Ohio Turnpike; Tim Ujvari, Ohio Turnpike; Dennis Albrecht, Ohio Turnpike; Dave Miller, Ohio Turnpike; Adam Greenslade, Ohio Turnpike; Lauren Hakos, Ohio Turnpike; Robin Carlin, Ohio Turnpike; Sharon Isaac, Ohio Turnpike.

Time of adjournment: 10:26 a.m.

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

Richard Hodges, Secretary-Treasurer