

**MINUTES OF THE 628th MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
APRIL 18, 2016**

Chairman: Good morning. Will you please stand and join me in reciting the Pledge of Allegiance.

The meeting will come to order. Have all guests signed the sign-in sheet in the Lobby? If not, please do so prior to leaving, so we can maintain an accurate account of attendance.

Mr. Dixon called and advised that he is unable to attend today's meeting.

Will the Assistant Secretary-Treasurer please call the roll?

Assistant Secretary-Treasurer: Chairman Hruby

Chairman Hruby: Here

Assistant Secretary-Treasurer: Vice Chairman Paradiso

Vice Chairman Paradiso: Here

Assistant Secretary-Treasurer: Commissioner Barber

Secretary-Treasurer Barber: Here

Assistant Secretary-Treasurer: Commissioner McAuliffe

Mr. McAuliffe: Here

Assistant Secretary-Treasurer: Mr. Kauffman

Mr. Kauffman: Here

Assistant Secretary-Treasurer: Senator Manning

Senator Manning: Here

Chairman Hruby: Thank you, we have a quorum. Representative Dovilla is on active duty training in England, so he cannot be with us and Mr. Dixon sends his apologies that he could not be here this morning. But, again, we do have a quorum.

This is the 628th Meeting of the Ohio Turnpike and Infrastructure 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 have previously been sent to the Members and updated drafts are in the Members' folders. The Resolutions will be explained during the appropriate reports.

First, I would like to begin by saying, we are always looking at ways to improve and the Executive Director has recommended that the General Counsel no longer read the entire resolution out loud to save time for more important and substantive discussion. Many other local governments and state agencies and commissions do not read the entire resolution out loud at a meeting, but instead read only the title of the resolution being considered. An important note is that neither Ohio law, nor our Bylaws require that the entire resolution be read during the meeting. Our current practice is to provide a copy of the resolution to each Commission Member in advance of the meeting. This will continue to be our practice – a copy of each resolution on the Agenda is provided to each Commission Member and is available to the public for reviewing prior to the meeting.

To acknowledge this break from past practice of having the General Counsel read the resolution to us, I'll make a motion to have the resolutions continue to be provided to each Commission Member and made available to the public prior to each meeting. Upon approval of this motion, today and at each meeting hereafter, only the title will be read out loud by the General Counsel to confirm which resolution is being considered and voted upon. Is there a second?

Mr. Paradiso: Second

Chairman: Any questions or comments?

Director Cole: To make sure in making this recommendation the General Counsel and a second attorney, our Bond Counsel, both reviewed Ohio law, all of the statutes that apply to the Commission and our Bylaws and there is nothing that requires the reading of the whole resolution, so this is fully following Ohio law and our Bylaws.

Chairman: The last point I will make with that in going along with what the Director just said, the Commission is provided copies of the resolutions prior to the meeting, so we do have a great opportunity to read them, a more than sufficient opportunity to read them and be familiar with them. That is why many times you will hear some of the questions coming out as to the meat that is inside of the resolution and that is because we have already read them and we can ask all kinds of questions. Is there any further comment? Hearing none, please call the roll.

MOTION: A motion to have only the title be read out loud by the General Counsel to confirm which resolution is being considered and voted upon was made by Chairman Hruby and seconded by Mr. Paradiso. All Commission Members present voted to approve the motion.

Chairman: Thank you. It passes unanimously. May I have a motion to adopt the Minutes of the March 21, 2016, Commission Meeting? Call the roll, please.

MOTION: A motion to adopt the Minutes of the March 21, 2016, Commission Meeting was made by Mr. McAuliffe and seconded by Chairman Hruby. All Commission Members present voted to approve the Minutes, except for Mr. Paradiso who abstained.

Chairman: We have one abstention and the rest voted in favor. If there are no questions, we will proceed with the report of our Secretary-Treasurer, Mrs. Barber.

Secretary-Treasurer: Thank you, Mr. Chairman. The following items have been sent to the Members since the last scheduled meeting of the Commission on March 21, 2016:

1. Eight Resolutions;
2. Draft Minutes of the March 21, 2016, Commission Meeting; and
3. Agenda for today's meeting.

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

1. Traffic Crash Summary Report, March 2016;
2. Traffic and Revenue Report, March 2016;
3. Total Revenue by Month and Year, March 2016;
4. Investment Report, March 2016;
5. Financial Statement, March 2016;
6. Budget Report, Three Months 2016; and
7. Various News Articles.

Chairman: Thank you. Any questions for Mrs. Barber? We will now move on to the report of the Executive Director, Mr. Cole.

Director Cole: Thank you Mr. Chairman.

Starting on a personal note, my 99 year-old grandfather passed away last Monday. He was a sales/service technician for what became Hewlett Packard. He called on hospitals throughout Ohio and Indiana selling, among other things, new age equipment called electrocardiograms in the 1950's. I'm mentioning him today, because he told me that during his career he drove over a million miles. He drove a lot of them on the Turnpike, which opened right after he moved to Ohio from Boston. He chose the Turnpike for the same reasons people still do, it's safe and well maintained. There is reliability in the winter and the convenience of the service plazas, which back then had Howard Johnson restaurants. I think he liked the clam strips, because

they reminded him of his New England roots. I'll miss him, but 99 years is quite a blessing and we had plenty of time to reflect and share stories.

Unfortunately, not everyone gets 99 years. The ribbon on my lapel was given to me last Tuesday by Amy Fletcher, the loving mother of three and the widow of John Fletcher, an Ohio Turnpike Assistant Foreman. You all remember, he was struck and killed by a truck driver who also injured two other Turnpike employees in a work zone in Western Ohio in January 2012. I saw Amy last week when the Ohio Turnpike participated in the National kickoff for "Work Zone Safety Awareness Week" to draw attention to Ohio's *Move Over, Slow Down Law*.

This year will be the largest construction season on the Turnpike in over 15 years. The improvements are necessary to maintain the Turnpike as a transportation corridor, its value as an asset and to provide the safe reliable drive that over 53 million motorists will expect this year.

One thing that my grandfather was unlikely to see, that we and our partners at the Ohio State Highway Patrol, see all too much these days is distracted driving. We are partnering with the Patrol in a new manner of detection, they are doing occasional ride alongs in our maintenance vehicles to help catch aggressive and distracted drivers. Our Public Information Officer, Brian Newbacher, is also coordinating visits from local TV stations to highlight the effort. Channel 19 news in Cleveland ran a very good story last week. It is just one more way we will continue to expand our efforts to ensure the safety of our employees, partners and the traveling public. We will certainly do our part to try to allow more Ohioans to celebrate a 99th birthday.

Finally, today, Diana Anthony is here to make a presentation on the results of the contracting Disparity Study completed at your direction last year. The Disparity Study evaluated our procurement activity from 2010 through 2014. As you know, the Turnpike began to align with Governor Kasich's commitment to expand opportunities for minority owned and disadvantaged businesses in 2014.

Tommie Jo Marsilio led our efforts to establish an MBE/DBE program during 2014 and the first half of 2015. In the second half of last year, Diana Anthony was hired by the Commission to take the next steps and develop our Office of Equity and Inclusion. She and Mark Musson, our Contract Administrator, have worked countless hours with the rest of our Procurement team, the Disparity Study Consultants, ODOT staff and businesses throughout our region to complete the study.

The results are clear, while the Commission has done nothing to purposely exclude firms from gaining our business, there is work to be done to expand opportunities for smaller businesses, as well as, minority owned and disadvantaged businesses.

Unless anyone has any questions for me, Mr. Chairman, I'd like to introduce Diana Anthony.

Diana Anthony: Good morning, Mr. Chairman and Commission Members. I am here to give you an overview of what happened in the Disparity Study, the results and the recommendations and what we plan to do in the future to address the disparity within the MBEs,

FBE companies and the results that they found. *See PowerPoint presentation from slide 1 through 6, attached hereto as an Exhibit.*

Director Cole: Just to clarify before you move on, Diana. As a shared service and to capture the economy at scale because it is the same type of activities in doing research with the vendor community, doing all of the database work and all of the scrubbing, the Commission and ODOT selected the same set of consultants to do both studies. ODOT's cost quite a bit more than ours because they have a larger volume of business and it was statewide. Ours was just the northern part of the state, but where we could share the data on what was happening with the businesses and the outreach, the focus groups and everything, we did that together to help drive down the costs for both studies. The main big difference is ODOT has to follow Federal Highway Administration regulations on their contracting practices, but because we are self-funded. Because we are funded out of tolls, we do not have to follow those same Federal Highway Administration requirements, so in that last slide where Diana talked about ODOT requesting a DBE waiver, I will let Matthew briefly speak to it, but that is a waiver to the Federal Highway Administration related to ODOT's activities. Matthew, if you could please quickly.

Mr. McAuliffe: Many of you may have read the article in The Plain Dealer on Saturday regarding ODOT's efforts and the Disparity Study results that over 22,000 ODOT contracts were reviewed on professional services, such as engineering and construction. A disparity was found amongst certain subgroups within the DBE community, DBE is specifically divided up amongst African American, women owned businesses, Sub-Continent Asian, Asian-Pacific, Native American, and Hispanic. The disparity was found amongst several of these groups as in to be under-utilized in the DBE community. Typically, a DBE waiver to the Federal Government has consisted of an exclusion of those DBEs that aren't under-utilized. ODOT did not think that fit with its purpose and mission. ODOT has its division of opportunity, diversity and inclusion - inclusion being very specific. Also, exclusionary requests have created recidivism, so in certain states where they have sought to exclude a certain ethnicity from the DBE goal, several years later upon review has created a disparity amongst that excluded group and then go right back counting towards the DBE goal. ODOT wanted to avoid that, so ODOT has sent, as of Friday, April 15, 2016, the Federal Highway Administration a request seeking three possible remedies and they are all inclusive: 1) to the extent you are suffering a under-utilization, if 100% being par, if you will, and you are at 50% utilization, your participation as an under-utilized group should count twice as much towards the prime contractor's goal to DBE. Thus, incenting the prime contractor to utilize those that are under-utilized.

Another way of looking at it is to photograph a negative to the extent that you are over-utilized, your participation would count in the reciprocal. So, if it is 200% and you are over-utilized, your participation would count 50%. It doesn't exclude you and it doesn't exclude the option for the prime contractor to use you towards a DBE goal because we think that is very important, but what it does would create more room for under-utilized firms to help make up for that DBE goal.

The last one would be a peer racially divided subdivision based upon the proportion of the population within that MSA or within that agreed upon region that statistical region, that census region. However, we want to work with the Federal Highway Administration on that and that was

submitted on Friday. We think it is innovative. We think it is different. But, most importantly, we think it is inclusive.

Director Cole: Thank you, Matthew. Mr. Chairman, I just wanted that overview so that if you read these articles about ODOT's program you will understand what they are doing. Now, Diana will now go into what we found specifically at the Turnpike and what our approach is because, again, we are not covered by the Federal Highway Administration. We think that the findings in the Disparity Study and what we can put together as a program is a little bit different than that, so we are tailoring our results to what we found in our study. Please continue, Diana.

Diana Anthony: Thank you, Director Cole. *Presentation continued from slide 7 through 16.* Are there any questions?

Director Cole: Mr. Chairman, before questions start, just a couple of language issues. There is no action for the Commission to take today, but for us to proceed with this in the coming months, May or June, we would be formalizing this as additions to our Procurement Policy and that would need action by the Commission to support the program. These are just items for consideration. There has been an awful lot of work internally across Procurement, Accounting, Legal, and Contracts departments to get the program and these proposed ideas in place, but again they need vetted by the Commission before action is taken. In addition, it wasn't quite laid out there, but that is a path we were on, so that last slide with the six steps, that's more a path. We start with item one, no matter what and you work through the efforts in two, you work through the efforts in three, you work through the efforts in four, and you only take that next step if the step prior wasn't helping you hit those goals, if that made sense. So, again, it is a path. It is a way of business, a set of policies and processes adopted by the Commission for use by staff to try and obtain these goals. But, that is not an all in package meaning all of those things happen in day one after the Commission takes action. I just wanted to use that to frame the discussion here. Again, we want the Commission Members input on all of that before we bring the program back to you for formal adoption.

Chairman: Any questions or comments from the Commission Members?

Mrs. Barber: Yes, I would like to ask a question. Thank you for your report. I noticed you had a certification list for minority contractors to be on. What is the criteria that you use in order for those contractors to be certified?

Diana Anthony: Well, it depends on which certification they are seeking. But, if they are seeking for MBE or FBE participation, they have to be 51% ownership, owned and controlled, they have to be doing business in Ohio, which is our contracting market, and then they have to have depending if it is not just MBE and FBE, if they are going for the DBE status, they have to make sure they make the amount in that revenue threshold, not for MBEs, but for DBEs, that there is a threshold amount that they have to meet. It is set by the Small Business Administration. Does that answer your question?

Mrs. Barber: Yes. Thank you.

Chairman: Any other questions?

Mr. Paradiso: I am just really proud of you and am glad to be a part of this. I think it was interesting when we adopted the resolution in 2014 that we didn't have the data and now we are starting to get the data and getting to create real opportunities, awareness. I am proud to be a part of that. I am really curious to see what is happening in 2016 compared to 2015. I think 2015 was a quantum leap for us and it feels like 2016 is off to a good start and I applaud the Commission for this.

Chairman: I would agree and echo what you are saying that over the past year or so it seems like we are doing better and better as we are going along and I really appreciate the direction and the leadership of ODOT in dealing with this issue. Thank you very much, Mr. McAuliffe. Please pass that along to Director Wray. Our Governor is really committed to this program and it is much credit to him for wanting this to be done. There were some issue as to whether or not being a private entity as we are, that we would be falling under these responsibilities and to take this initiative by our Director, the Governor's office, and ODOT is a really good thing. Thank you, Diana you have done a remarkable job and we appreciate it very much.

Diana Anthony: Thank you, Mr. Chairman.

Director Cole: Following that, Mr. Chairman, we will provide more information to the Commission about the 2015 numbers and where we are in 2016, so you have that in context. Again, the path we are on is to establish goals to do outreach and efforts to work on all of those things, so that what we are aspiring to is goals and not at this point set asides, or again, anything that is exclusive or exclusionary in the marketplace, but continues on that path of inclusion, so what we are providing is opportunities to every business out there and not preventing people from doing business with the Turnpike. Thank you, Mr. Chairman.

Chairman: Thank you, Mr. Director. We appreciate your leadership on this. If there are no further questions or comments, we will move on to the report of our Chief Engineer, Tony Yacobucci.

Chief Engineer: Good Morning Mr. Chairman and Commission Members. I have six resolutions for your consideration this morning.

The first Resolution for your consideration is to award Contract No. 59-16-03 for the Repairs and Resurfacing of Interchange 91 at Milepost 91.6 in Sandusky County, Ohio. This work is included in the 2016 Capital Improvement Budget. Procurement received one bid for this Project, with the apparent low bid being submitted by The Shelly Company - Northwest of Findlay, Ohio, in the amount of \$3,464,477.26. The bid submitted by Shelly is approximately eleven percent (11%) below the Engineer's Estimate of \$3,900,000. A review of the bid concluded that Shelly's unit prices bid were comparable to unit prices bid for recent similar projects and is deemed to be a responsive and responsible bid. Based on a review of Shelly's Financial Statement and Experience Questionnaire it appears they have the capacity to perform this work. They have previously performed similar projects for the Commission in the past with favorable results. This Resolution also contains provisions to assign Quality Control Inspection, Inc., of Bedford, Ohio,

to perform construction administration and inspection services, and to assign TTL Associates, Inc., of Toledo, Ohio, a Commission certified EDGE company, to perform material testing services. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Awarding The Shelly Company – Northwest Project No. 59-16-03 in the Amount of \$3,464,477.26 for Repairs and Resurfacing of Interchange 91 in Sandusky County.

Chairman: Any questions? Yes, Mr. Paradiso.

Mr. Paradiso: I have been asking you about this ramp for a while. I use it every day, so I appreciate that. But also, I want to note over 9% DBE/MBE participation, so again, I applaud you guys for that.

Director Cole: Mr. Chairman, just to get it into the Minutes, a ramp being replaced as part of the already determined thirty-year capital improvements plan for the Turnpike for the assurance of bondholders and motorists.

Chairman: Any other question or comments? Hearing none, please call the roll.

MOTION: A motion to adopt the *Resolution Awarding The Shelly Company – Northwest Project No. 59-16-03 in the Amount of \$3,464,477.26 for Repairs and Resurfacing of Interchange 91 in Sandusky County*, was made by Chairman Hruby, seconded by Mrs. Barber, and unanimously approved by all Commission Members present. Resolution No. 28-2016 is attached hereto as an Exhibit.

Chairman: The Resolution passes unanimously. Please continue, Tony.

Chief Engineer: The next Resolution for your consideration is for the award of Contract No. 4266 to Furnish and Apply Retro-Reflective Pavement Markings on the Ohio Turnpike mainline roadway and interchange ramps from Milepost 0.0 to Milepost 241.2 located in Williams, Fulton, Lucas, Wood, Ottawa, Sandusky, Erie, Lorain, Cuyahoga, Summit, Portage, Trumbull and Mahoning counties. This work is included in our 2016 Operating Budget. On March 17, 2016, Procurement received three bids in response to Invitation No. 4266. Following a thorough review of the bids submitted, it was determined that A&A Safety, Inc., of Amelia, Ohio, has submitted the lowest responsive and responsible bid in the amount of \$739,603.50. A&A Safety's bid is approximately one percent (1%) below the Engineer's Estimate of \$750,000.00, and A&A Safety has satisfactorily performed projects of a similar size and scope for the Commission in the past. Based upon this information, it is recommended to award Contract No. 4266 to A&A Safety, Inc. of Amelia, Ohio in the amount of \$739,603.50. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Awarding A & A Safety, Inc. Contract No. 4266 in the Amount of \$739,603.50 to Furnish and Apply Retro-Reflective Pavement Markings on the Ohio Turnpike Mainline Roadway and Interchange Ramps from Milepost 0.0 to 241.2.

Chairman: Any questions?

MOTION: A motion to adopt the *Resolution Awarding A & A Safety, Inc. Contract No. 4266 in the Amount of \$739,603.50 to Furnish and Apply Retro-Reflective Pavement Markings on the Ohio Turnpike Mainline Roadway and Interchange Ramps from Milepost 0.0 to 241.2*, was made by Mr. Paradiso, seconded by Mr. McAuliffe, and unanimously approved by all Commission Members present. Resolution No. 29-2016 is attached hereto as an Exhibit.

Chairman: The Resolution passes unanimously. Tony, please continue.

Chief Engineer: The third Resolution for your consideration is to award Contracts for Bid Invitation 4267 for the purchase of one (1) current model year truck cab and chassis and one (1) sixty foot aerial device with digger. The purchase of this equipment is included in the 2016 Capital Improvement Budget. The bid invitation was divided into two groups, Group I included the current model year truck cab and chassis, and Group II included the sixty foot aerial device with digger. Procurement received six bids in response to Group I and four bids in response to Group II. The apparent low bid for Group I was submitted by Valley Freightliner, Inc. of Parma, Ohio in the amount of \$82,498.00. Identical apparent low bids in response to Group II were submitted by Hans Freightliner of Cleveland and Worldwide Equipment of Ohio, and as a result of a tie break decision, Hans Freightliner of Cleveland of Cleveland, Ohio was determined to be the lowest responsive and responsible bidder in the amount of \$198,500.00. Both bidders propose to furnish equipment and services in accordance with specifications. It is therefore recommended that contracts be awarded to Valley Freightliner, Inc. of Parma, Ohio in the amount of \$82,498.00 for Group I, and Hans Freightliner of Cleveland of Cleveland, Ohio in the amount of \$198,500.00 for Group II. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Awarding a Contract for the Furnishing of One (1) Current Model Truck Cab and Chassis in the Amount of 82,498.00 to Valley Freightliner, Inc. and Installing One (1) Sixty (60) Foot Aerial Device With Digger in the Amount of \$198,500.00 to Hans Freightliner of Cleveland under Invitation No. 4267.

Chairman: Any questions? Hearing none, please call the roll.

MOTION: A motion to adopt the *Resolution Awarding a Contract for the Furnishing of One (1) Current Model Truck Cab and Chassis in the Amount of 82,498.00 to Valley Freightliner, Inc. and Installing One (1) Sixty (60) Foot Aerial Device With Digger in the Amount of \$198,500.00 to Hans Freightliner of Cleveland under Invitation No. 4267*, was made by Chairman Hruby, seconded by Mr. McAuliffe, and unanimously approved by all Commission Members present. Resolution No. 30-2016 is attached hereto as an Exhibit.

Chairman: The Resolution passes unanimously. Please continue, Tony.

Chief Engineer: The fourth Resolution for your consideration seeks to Award an Agreement for Janitorial Services at the Commission's Blue Heron and Wyandot Service Plazas (Agreement 2016 SP-3 JS). On January 22, 2016, Requests For Proposals ("RFP's") for Janitorial

Services were issued to eighty-three firms. The RFP's were structured so respondents could bid on the Blue Heron or Wyandot Service Plazas individually, or submit a combined bid for both Service Plazas together. On February 8, 2016, a Site Visit and Pre-Bid Conference was conducted at the plazas with ten companies participating. On February 26, 2016, Procurement received three proposals in response to this RFP. The proposals were reviewed and scored by an Evaluation Team consisting of the Eastern and Western Division Service Plaza Managers and the Blue Heron and Wyandot Service Plaza Manager. The three proposals were evaluated on their technical merit and the highest technical score was awarded to Any Domestic Work, Inc. ("ADW"), of Parma, Ohio, scoring of 470 out of 500 points. They were followed by Weaver Industries, of Akron, Ohio, with a score of 385 points and Crystal Clear Building Services placed third with 320 points. Upon completion of the technical evaluation and scoring, the cost portion of the proposals were opened separately. A "Cost Performance Index" ("CPI") was then calculated based on a combination of the price proposals and the technical scores in order to identify the "best" overall proposal in terms of cost and service. The proposal submitted by Any Domestic Work, Inc. received the highest CPI ranking. Additionally, ADW's proposal offered a cost reduction of \$40,800 per year for award of the Service Plaza's as a set, as compared to the price proposal for servicing individual plazas. A breakdown of the costs for the Agreement are as follows:

	<u>Monthly Fee Per Plaza Set</u>	<u>Annual Fee Per Plaza Set</u>	<u>Hourly Rate*</u>
<u>ADW, Inc.</u>			
Agreement 2016 SP-3 JS			
Blue Heron and Wyandot	\$59,000 (set)	\$708,000	\$10.70

** for any additional requested services*

Based upon these results, we are requesting Commission authorization for the award of an Agreement to Any Domestic Work, Inc., a Commission certified DBE company, to perform janitorial services at the Blue Heron and Wyandot Service Plazas for \$59,000.00 per month and \$10.70 per employee-hour for additional services, and the Agreement shall be for an initial one-year term, with six one year options to renew. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Authorizing an Agreement with Any Domestic Work, Inc. for Janitorial Services at the Blue Heron and Wyandot Service Plazas in the Amount of \$59,000 Per Month and \$10.70 Per Employee Hourly For Any Additional Services.

Chairman: Any questions or comments? Hearing none, please call the roll.

MOTION: A motion to adopt the *Resolution Authorizing an Agreement with Any Domestic Work, Inc. for Janitorial Services at the Blue Heron and Wyandot Service Plazas in the Amount of \$59,000 Per Month and \$10.70 Per Employee Hourly For Any Additional Services*, was made by Chairman Hruby, seconded by Mr. McAuliffe, and unanimously approved by all Commission Members present. Resolution No. 31-2016 is attached hereto as an Exhibit.

Chairman: The Resolution passes unanimously. Please continue, Tony.

Chief Engineer: The next Resolution for your consideration seeks to Award an Agreement for Janitorial Services at the Commission’s Middle Ridge and Vermillion Valley Service Plazas (Agreement 2016 SP-5 JS). On January 15, 2016, Requests For Proposals (“RFP’s”) for Janitorial Services were issued to eighty-three firms. The RFP’s were structured so respondents could bid on the Middle Ridge or Vermillion Valley Service Plazas individually or submit a combined bid for both Service Plazas together. On February 2, 2016, a Site Visit and Pre-Bid Conference was conducted at the plazas with ten companies participating. On February 19, 2016, Procurement received three proposals in response to this RFP. The proposals were reviewed and scored by an Evaluation Team consisting of the Eastern and Western Division Service Plaza Managers and the Middle Ridge and Vermillion Valley Service Plaza Manager. The three proposals were evaluated on their technical merit and the highest technical score was awarded to Any Domestic Work, Inc. (“ADW”), of Parma, Ohio, scoring of 465 out of 500 points. They were followed by Weaver Industries, of Akron, Ohio with a score of 395 points and Crystal Clear Building Services placed third with 320 points. Upon completion of the technical evaluation and scoring, the cost portion of the proposals were opened separately. A “Cost Performance Index” (“CPI”) was then calculated based on a combination of the price proposals and the technical scores in order to identify the “best” overall proposal in terms of cost and service. The proposal submitted by Any Domestic Work, Inc. received the highest CPI ranking. Additionally, ADW’s proposal offered a cost reduction of \$40,800 per year for award of the Service Plaza’s as a set, as compared to the price proposal for servicing individual plazas. A breakdown of the costs for the Agreement are as follows:

	<u>Monthly Fee</u> <u>Per Plaza Set</u>	<u>Annual Fee</u> <u>Per Plaza Set</u>	<u>Hourly Rate*</u>
<u>ADW, Inc.</u>			
Agreement 2016 SP-5 JS			
Middle Ridge and	\$59,000 (set)	\$708,000	\$10.70
Vermillion Valley			

** for any additional requested services*

Based upon these results, we are requesting Commission authorization for the award of an Agreement to Any Domestic Work, Inc., a Commission certified DBE company, to perform janitorial services at the Middle Ridge and Vermillion Valley Service Plazas for \$59,000.00 per month and \$10.70 per employee-hour for additional services, and the Agreement shall be for an initial one-year term, with six one year options to renew. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Authorizing an Agreement with Any Domestic Work, Inc. for Janitorial Services at the Middle Ridge and Vermillion Valley Service Plazas in the Amount of \$59,000 Per Month and \$10.70 Per Employee Hour for Additional Services.

Chairman: Any questions or comments?

Mr. Paradiso: Tony, how do you blend the technical score with the financial rate? I am sure there is a blending and I can read it, and I remember it from before, but I am just curious.

Chief Engineer: Mr. Chairman and Commission Member Paradiso, I am going to ask Mark Musson, our Director of Contracts, to explain it more thoroughly.

Mr. Paradiso: This one was a little closer than the first one. I am just curious how we blend those.

Mark Musson: Good morning, Mr. Chairman and Commission Member Paradiso. It is just an index that is created by dividing the technical performance, the merits by the cost, which is just an efficiency ratio, what does it cost us to achieve that technical score. So, the higher the ratio, the more efficient or the better service for the cost, it is different.

Mr. Paradiso: We are consistent with that, right?

Mark Musson: Yes.

Chairman: All of these bids are based upon 24-hours a day, 365 days a year, correct?

Mark Musson: Yes, that is correct.

Chairman: Then the over and above is if we need to call in extra services as a result of an overuse or spill or something like that in the building. Is that correct?

Mark Musson: Yes, correct. An unforeseen event, eighteen busses show up, anything over and above what would be expected to operate 24-hours a day, 365 days a year and seasonally too. There is more clean-up in the winter depending on when adverse weather conditions hit.

Chairman: So, for the \$59,000 we are getting the full month coverage?

Mark Musson: Correct. I should clarify, that it works in the reverse too. If they fail to meet standards, if they are not performing up to their contractual commitment, we have the ability to reduce their monthly by that \$10.70 per employee hour that they are falling short.

Chairman: They have the supervisory responsibility?

Mark Musson: Correct. They have a supervisory and staff. If they fail to meet their staffing plan for the hourly staff, we reduce their monthly by that \$10.70.

Chairman: Thank you. Any further questions? Hearing none, please call the roll.

MOTION: A motion to adopt the *Resolution Authorizing an Agreement with Any Domestic Work, Inc. for Janitorial Services at the Middle Ridge and Vermilion Valley Service Plazas in the Amount of \$59,000 Per Month and \$10.70 Per Employee Hour for Additional Services*, was made by Mrs. Barber, seconded by Mr. Paradiso, and unanimously approved by all Commission Members present. Resolution No. 32-2016 is attached hereto as an Exhibit.

Chairman: The Resolution passes unanimously. Please continue, Tony.

Chief Engineer: Mr. Chairman and Commission Members, the next resolution for your consideration relates to the I-77 project, which was one of the ODOT Infrastructure projects that was presented to you at the February Commission Meeting. We evaluated this ODOT application for infrastructure funding and we are ready to make our recommendation for your consideration and approval. In order to comply with Ohio law, ODOT staff provided us with a variety of statistics. One such statistic included traffic information based on ODOT's statewide traffic modeling program that attempts to provide the actual impact of the project. Looking at Vehicle Miles Traveled ("VMT"), it became evident that this project will have neither a substantively positive or negative impact to the Ohio Turnpike System. In other words, the VMT statistics were so insignificantly small, that there was really no positive or negative impact on the Turnpike traffic flow. But this was only one piece of information relevant to determining nexus. Under Ohio law, we are required to consider five factors, which are:

- (1) The physical proximity of the infrastructure project to, and a direct or indirect physical connection between, the infrastructure project and the Ohio Turnpike System;
- (2) The impact of the infrastructure project on traffic density, flow through, or capacity on the Ohio turnpike system;
- (3) The impact of the infrastructure project on the Ohio Turnpike System, toll revenue or other revenues;
- (4) The impact of the infrastructure project on the movement of goods and services on, or in the area of, the Ohio Turnpike System; and
- (5) The enhancement or improvement by and through the infrastructure project of access to, use of, and egress from the Ohio Turnpike System, and access to and from connected areas of population, commerce, and industry.

With that backdrop, I will now present this project for your consideration.

The ODOT Infrastructure project for your consideration is an improvement on Interstate 77 in Cuyahoga County. This application seeks \$40,900,000 for the construction of an additional lane in each direction on I-77 from just south of Oakes Road to just north of the Brecksville Road interchange. This Project has a direct physical connection to the Ohio Turnpike at Toll Plaza 173 (near MP 173). This project will have a negligible impact on Turnpike traffic, flow-through, or capacity, and ODOT has projected that this project will have negligible impact on the Turnpike's toll revenue as a result of any traffic pattern changes from this project. Given that approximately 1 million commercial vehicles entered or exited the Ohio Turnpike at the I-77 interchange at TP 173 in 2015, this Project has a positive impact on the movement of goods and services in this entire region by increasing the capacity of the highway with direct physical connection to the Ohio Turnpike. This Project is anticipated to increase access to and from the Ohio Turnpike because it reduces congestion and improves safety conditions. Based on the information contained in ODOT's application for this Project and based on the Commission's staff independent judgment

of this Project, we recommend this Project for funding because this Project benefits the public highway system in Ohio as well as the Ohio Turnpike and because this Project has a transportation related nexus to the Ohio Turnpike. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Determining that ODOT Infrastructure Project PID No. 79671 (CUY IR-77 in Cuyahoga County) has a Transportation Related Nexus to the Ohio Turnpike.

Chairman: Any questions or comments? Hearing none, please call the roll.

MOTION: A motion to adopt the *Resolution Determining that ODOT Infrastructure Project PID No. 79671 (CUY IR-77 in Cuyahoga County) has a Transportation Related Nexus to the Ohio Turnpike*, was made by Mr. Paradiso, seconded by Mr. McAuliffe, and unanimously approved by all Commission Members present. Resolution No. 33-2016 is attached hereto as an Exhibit.

Chairman: The Resolution passes unanimously. Please continue, Tony.

Chief Engineer: That completes my report, Mr. Chairman.

Chairman: As always, Tony, you do a great job. We will move on to our CFO/Comptroller, Marty Seekely.

CFO/Comptroller: Thank you, Mr. Chairman. I have two resolutions for your consideration, an update on our traffic and revenue for the month of March and our financial results for the first quarter of the year.

Included in your folders is a resolution named *Resolution Authorizing Infrastructure Funding Agreements with the Ohio Department of Transportation for ODOT Infrastructure Projects*.

ODOT has presented the four projects on the screen for infrastructure funding and Commission has determined that each of these projects have a proper nexus to the Turnpike and as a result has approved these projects for funding.

The Commission is planning to issue Junior Lien Turnpike Revenue bonds that will generate \$200 million in proceeds to fund these projects.

However, the total amount of funding initially requested for these projects totals \$277.4 million. As a result, the Director of Transportation has revised the amount of funds requested for each of these projects so that the total amount of funds requested equals \$200 million.

The requested funding has been revised as follows:

PID No. 79671	I-77:	\$24 million
PID No. 80418	I-271:	\$90 million

PID No. 77269
PID No. 80192

I-76/I-77 Interchange:
I-680:

\$80 million
\$6 million

The resolution authorizes the Executive Director and the General Counsel to enter into funding agreements with ODOT to fund these projects at the revised amounts only after the Commission completes an issuance of Turnpike Revenue bonds that generates proceeds of \$200 million.

With your permission Mr. Chairman, I would like to ask the General Counsel to please read the title of the resolution.

General Counsel: Resolution Authorizing Infrastructure Funding Agreements with the Ohio Department of Transportation for ODOT Infrastructure Projects.

Chairman: Any questions or comments? Hearing none, please call the roll.

MOTION: A motion to adopt the *Resolution Authorizing Infrastructure Funding Agreements with the Ohio Department of Transportation for ODOT Infrastructure Projects*, was made by Mrs. Barber, seconded by Chairman Hruby, and unanimously approved by all Commission Members present. Resolution No. 34-2016 is attached hereto as an Exhibit.

Chairman: The Resolution passes unanimously. Please continue, Marty.

CFO/Comptroller: Included in your folders is a resolution named Resolution to Authorize and Issue a Declaration of Official Intent with Respect to Reimbursement of Temporary Advances made for Capital Expenditures in Connection with ODOT Infrastructure Projects to be made from Subsequent Borrowings.

As we just discussed, we will be issuing Turnpike Revenue Bonds that will generate \$200 million in proceeds for Infrastructure projects in the next 7 - 10 months. However, ODOT will be starting the projects that were approved for funding before we issue the bonds.

In order to reimburse ODOT with the proceeds of the bond issue for the amounts that are spent prior to the issuance of the bonds, the Commission is required by IRS regulations to make a Declaration of Official Intent. This resolution does that.

With your permission Mr. Chairman, I would like to ask the General Counsel to please read the title of the resolution.

General Counsel: Resolution to Authorize and Issue a Declaration of Official Intent with Respect to Reimbursement of Temporary Advances Made for Capital Expenditures in Connection with ODOT Infrastructure Projects to be Made from Subsequent Borrowings.

Chairman: Any questions or comments? Hearing none, please call the roll.

MOTION: A motion to adopt the *Resolution to Authorize and Issue a Declaration of Official*

Intent with Respect to Reimbursement of Temporary Advances Made for Capital Expenditures in Connection with ODOT Infrastructure Projects to be Made from Subsequent Borrowings, was made by Mr. Paradiso, seconded by Mr. McAuliffe, and unanimously approved by all Commission Members present. Resolution No. 35-2016 is attached hereto as an Exhibit.

Chairman: Anything else, Marty?

CFO/Comptroller: Yes, Mr. Chairman, I have a brief update on our traffic and revenue.

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past 2 years.

Passenger car vehicle miles traveled were up 11.2% in March as a result of the mild weather, low gas prices and the shift in the Easter calendar. Easter was March 27th this year and was April 5th last year.

Commercial traffic was 2.5% higher than March of last year despite the shift in the Easter calendar. Usually during a holiday commercial traffic is reduced.

The increase in traffic combined with the 2.7% toll rate increase on January 1 caused Passenger car toll revenue to increase 12.9% in March.

The increase in commercial traffic combined with the toll rate increase caused Commercial vehicle toll revenues to increase 4.6% in March.

This chart shows year-to-date toll revenues through the month of March during each year over the past decade.

Year-to-date total toll revenues were \$4.2 million or 7.3% above the amount from last year.

If you subtract February 29th from this year's total, total toll revenues are up \$3.5 million or 6.1% over last year.

This report shows the actual and budgeted revenues, expenditures and transfers for the General Fund for the first three months of the year.

Total revenues for the first quarter of the year are \$0.1 million or .2% higher than budget and \$4.2 million or 7.3% above last year.

The revenue increase from budget is primarily due to higher toll and concession revenues due to the increase in traffic. Other revenues are higher than budgeted primarily due to higher than expected gains on the disposal of fixed assets.

Most of the revenue increase from last year is due to higher toll revenue.

Expenditures for the first three months of the year for Operations, Maintenance and Administration, were \$4.6 million or 12.9% lower than budgeted and \$1.0 million or 3.2% lower than last year.

Most of the decrease in costs from budget were related to lower snow and ice removal costs due to the mild winter this year, lower compensated absence expense and lower charges from the Ohio State Highway Patrol.

Most of the decrease in costs from last year were due to lower snow and ice removal costs.

Debt service payments are slightly higher than budget and last year due to lower interest income received on infrastructure funds.

After paying our operating expenses and debt service, the balance of the revenue is used to fund our 2016 capital expenditures.

\$13.8 million was transferred to our capital and expense reserve funds in the first three months of the year which is \$5.2 million higher than budget and \$4.5 million higher than last year.

That completes my report Mr. Chairman, and I will be happy to respond to any questions.

Chairman: Thank you. Any questions for Marty? Hearing none. We will move on to the report of our General Counsel, Jennifer Stueber.

General Counsel: No report, Mr. Chairman.

Chairman: Report of our Financial Advisor, Bethany Pugh?

Financial Advisor: No report, Mr. Chairman.

Chairman: General Consultant, Scott Buchanan?

General Consultant: No report, Mr. Chairman.

Chairman: Trustee, Biagio Impala?

Trustee: No report, Mr. Chairman.

Chairman: Ohio State Highway Patrol?

Lieutenant Bass: Good morning, Mr. Chairman and Commission Members. Just a brief overview of cases that occurred on the Ohio Turnpike over the last month.

On March, 22, 2016, there was a suspect that was a passenger in a vehicle that was stopped for a marked lanes violation on the Ohio Turnpike. During contact with the occupants, the odor

of raw marijuana was detected in the vehicle. The driver was observed eating the marijuana. During a probable cause search \$10,000 in U.S. currency was found. He was charged with tampering with evidence.

On March 30, 2016, suspects were stopped for a traffic violation on the Ohio Turnpike near Milepost 133 at which time marijuana was observed in plain view and a subsequent probable cause search was conducted revealing seventy grams of heroin, a bag of marijuana, and a scale.

On April 6, 2016, suspects were stopped for multiple traffic violations. Upon approaching the vehicle the odor of marijuana was detected coming from inside the vehicle and on the passenger. During a search of the passenger, he attempted to ingest the bag of contraband and resisted arrest. After a Taser was deployed, the suspect was taken into custody and the bag, which he tried to eat, contained crack cocaine, marijuana and some oxycodone pills. He was also charged with tampering with evidence and resisting arrest.

This is occurring all of the time throughout the Turnpike and these are just a brief overview of a couple the cases that we had and like Director Cole indicated, we are in an effort to combat distracted driving on the Ohio Turnpike. The Ohio State Highway Patrol recently started partnering with the Maintenance Department from Hiram utilizing their plow trucks. Over the past two months, a Trooper has ridden in a plow truck and observes traffic violations from distracted driving and distracted driving behavior from within the vehicle. The passing vehicles are called off by a Trooper that is in the truck and informs a marked patrol unit, who initiates a traffic stop. The driver is given educational materials about distracted driving and the dangers of it just to inform them and then appropriate enforcement action is taken. This partnership was featured on a news presentation on Channel 19 last Thursday. The State Patrol would like to thank Mr. Newbacher for setting that up and continuing to do additional media contacts for us. I would like to thank the Turnpike Commission for allowing us to try this new method to enforce the traffic laws for distracted driving.

That completes my report. I would be happy to answer any questions.

Chairman: Thank you, Lieutenant Bass. We appreciate your fine work as always. Mr. Newbacher, thank you very much for putting that together. Any questions for the Lieutenant?

Director Cole: Mr. Chairman, just one quick comment. The Ohio State Highway Patrol has provided the Commission with its Annual Report for its 2015 activities. I will email that to all of the Members later today.

Chairman: Thank you. Are there any other questions or comments? Any matters to be brought before the Commission? Hearing none. Our next meeting will be on Monday, May 16, 2016, at 10:00 a.m. If there are no further questions, I will move to adjourn.

MOTION: A motion to adjourn is made by Mr. McAuliffe, seconded by Chairman Hruby and unanimously approved by all Commission Members present.

Time of adjournment: 10:59 a.m.

Attendees for Record Keeping Purposes:

Scott Buchanan, AECOM; Bethany Pugh, PFM; Daniel Castrigano, GPI; Preston Kuzma, IUOE Local 18; Jacob Siesel, IUOE Local 18; Biagio Impala, Huntington; Jim Gates, ODOT; Tim McDonald, ODOT; Allen Biehl, TranSystems; Zolten Szabo, HMM; Halle Jones Capers, G. Stephens; Ryan Kozak, PNC; Lt. Chad Bass, OSHP; Bryant Eckert, Zions Bank; Steve Tomsic, Mannik & Smith; Hamid Homae, KS Associates; Sarah Brown, HNTB; Beth Fulton, TRC; Stefan Holmes, First Merit; Dennis Golem, Wells Fargo; Chris Kaskey, Sure-Foot; Vanessa Aron, Arcadis; Dana Fort, Daisy Fresh; Jennifer Stueber, Ohio Turnpike; Anthony Yacobucci, Ohio Turnpike; Martin Seekely, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Matt Cole, Ohio Turnpike; Helen Guggenbiller, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Mark Musson, Ohio Turnpike; Diana Anthony, Ohio Turnpike; Chris Matta, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Tommie Jo Marsilio, Ohio Turnpike; David DeFlorentis, Ohio Turnpike; and Brian Newbacher, Ohio Turnpike.

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

Sandra K. Barber, Secretary-Treasurer

EXHIBITS

1. PowerPoint presentation by Diana Anthony: OTIC's Response to Disparity Study;
2. Resolution Awarding The Shelly Company – Northwest Project No. 59-16-03 in the Amount of \$3,464,477.26 for Repairs and Resurfacing of Interchange 91 in Sandusky County;
3. Resolution Awarding A & A Safety, Inc. Contract No. 4266 in the Amount of \$739,603.50 to Furnish and Apply Retro-Reflective Pavement Markings on the Ohio Turnpike Mainline Roadway and Interchange Ramps from Milepost 0.0 to 241.2;
4. Resolution Awarding a Contract for the Furnishing of One (1) Current Model Truck Cab and Chassis in the Amount of 82,498.00 to Valley Freightliner, Inc. and Installing One (1) Sixty (60) Foot Aerial Device With Digger in the Amount of \$198,500.00 to Hans Freightliner of Cleveland under Invitation No. 4267;
5. Resolution Authorizing an Agreement with Any Domestic Work, Inc. for Janitorial Services at the Blue Heron and Wyandot Service Plazas in the Amount of \$59,000 Per Month and \$10.70 Per Employee Hourly For Any Additional Services;
6. Resolution Authorizing an Agreement with Any Domestic Work, Inc. for Janitorial Services at the Middle Ridge and Vermilion Valley Service Plazas in the Amount of \$59,000 Per Month and \$10.70 Per Employee Hour for Additional Services;
7. Resolution Determining that ODOT Infrastructure Project PID No. 79671 (CUY IR-77 in Cuyahoga County) has a Transportation Related Nexus to the Ohio Turnpike;
8. Resolution Authorizing Infrastructure Funding Agreements with the Ohio Department of Transportation for ODOT Infrastructure Projects; and
9. Resolution to Authorize and Issue a Declaration of Official Intent with Respect to Reimbursement of Temporary Advances Made for Capital Expenditures in Connection with ODOT Infrastructure Projects to be Made from Subsequent Borrowings.



Ohio Turnpike and Infrastructure
Commission's
Office of Equity and Inclusion
&
Ohio Department of Transportation

Response to 2016 Disparity Study

April 18, 2016



Background

Authorization: Resolution 18-2014,
adopted March 24, 2014

- Ensure the fullest possible opportunity for Minority Business Enterprise (MBE) and Female Business Enterprise (FBE) firms
- Conduct Disparity Study
- Prepare a program for adoption by the Commission



2015 Program Revisions

- Established Office of Equity and Inclusion
- Redefined Program Policy and Procedures
 - Certification
 - Outreach
 - Compliance
- Mandating Good Faith Effort Demonstration
 - Opportunities for Subcontracting
 - Availability of MBE/DBE Potential Subcontractors
 - Bidder's Efforts to Subcontract to MBE/DBE Firms
 - Bidder's Commitment with MBE/DBE Subcontractors



Good Faith Effort Committee

- Established a Committee to provide oversight of Good Faith Effort (GFE) determinations:
 - Chief Engineer
 - General Counsel
 - Director of Risk Management

- Consistency in process, applies fixed standards that are understood by internal and external partners

- GFE Evaluations are placed before the Commission in resolution packets for consideration in selecting contractor



Measurable Results

Certification	2015 Outreach Events	First Quarter 2016 Good Faith Effort Commitments
245 total certifications	9 events	14 construction contracts
12 new	300+ attendees	6.5% MBE/DBE Participation
102 renewed in 2015	Numerous individual Meetings	24 MBE/DBEs Working on Commission Contracts



ODOT Inclusion Efforts

- Established a new Division of Opportunity, Diversity, and Inclusion (ODI) to promote diversity and provide equitable opportunities
- Requesting DBE waiver to apply race-specific remedial measures
- ODOT continues to achieve gains on new and existing efforts for programs
- The disparity study is important source for data as ODOT and the Commission implement their respective plans for achieving equity in contracting



Disparity Study Purpose

- Identify whether a disconnect exists between “utilization” and “availability” of MBEs & FBEs
- Necessary to provide legal foundation for classifying entities based on race and gender
- Jointly retained a consultant with ODOT to conduct separate studies for each entity



OTIC Disparity Study Results

- Evidence of disparity in minority- and female-owned businesses' participation in Commission contracts from 2010 through 2014
- No evidence of direct discriminatory conduct
- Market barriers to minorities and females creating businesses and competing for contracts



OTIC Disparity Study

MBE/FBE Availability & Utilization

	MBE/FBE Availability	MBE/FBE Utilization
Overall (2010-2013)	16.00%	6.30%
Overall (2014)	22.70%	8.30%
Overall (2015)		13.70%
	MBE/FBE Availability	MBE/FBE Utilization
Construction	16.10%	3.40%
Professional Services	28.80%	17.10%
Goods and Support Services	19.60%	30.60%
Goods and Support Services (excluding Salt/Petroleum)	24.50%	52.10%



OTIC Disparity Study

MBE Availability & Utilization

	MBE Availability	MBE Utilization
Overall (2010-2013)	7.30%	0.80%
Overall (2014)	10.70%	1.00%
Overall (2015)		4.86%
	MBE Availability	MBE Utilization
Construction	6.80%	0.50%
Professional Services	22.90%	5.10%
Goods and Support Services	8.60%	1.40%
Goods and Support Services (excluding Salt/Petroleum)	10.20%	2.30%



Disparity Study

FBE Availability & Utilization

	FBE Availability	FBE Utilization
Overall (2010-2013)	8.60%	5.60%
Overall (2014)	12.00%	7.30%
Overall (2015)		8.81%
	FBE Availability	FBE Utilization
Construction	9.30%	2.90%
Professional Services	5.90%	12.00%
Goods and Support Services	11.00%	29.20%
Goods and Support Services (excluding Salt/Petroleum)	14.30%	49.80%



Disparity Study Recommendations for OTIC

- **Data and reporting.** Establish a centralized system to maintain information about prime and subcontractors' contracts
- **Race- and gender-neutral measures.** Enhance ongoing efforts to encourage participation
- **Establish Small Business Program.** Implement an SBE program to boost participation of small businesses, including MBE/DBEs



Program Attributes

Establish Small Business Program. Implement a SBE program to boost participation of small businesses, including MBE/DBEs

- 1) Establish contract goals for SBE participation**
- 2) Purchase from SBEs under DAS and ODOT cooperative contracts
- 3) Responsibility consideration includes achieving goal or demonstrating shortfall despite good faith efforts
- 4) Continually monitor contracts for participation
- 5) Withhold payment as damages if participation deviates from commitment without sufficient justification



Program Attributes

If Small Business Enterprise Program does not yield MBE and DBE participation meeting availability, deploy with race conscious efforts:

- 1) **Establish MBE and DBE goals that approximate availability and contract opportunity**
- 2) Purchase from MBE/DBEs under ODOT and DAS cooperative contracts
- 3) Responsibility includes achieving goal or demonstrating shortfall occurred despite good faith efforts
- 4) Allow MBE/DBE bidders to match low bid if within 5%
- 5) Alternatively, give 5% "responsibility" preference to certified MBE/DBE if deemed reasonable and economical.
- 6) Apply an Evaluation Credit of five percent (5%) of the total to proposals received from MBE or DBE consultants



Summary

This Program will have:

- Policy: Adhering to all legal requirements
- Process: Internal and External Coordination
- Benchmarks: Measurable & Comparable Results
- Model: Familiar to business partners and suitable for other entities to adopt or recognize
- Data Driven: Continual monitoring and reporting powered by compliance software

Q & A



OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Awarding The Shelly Company – Northwest Project No. 59-16-03 in the Amount of \$3,464,477.26 for Repairs and Resurfacing of Interchange 91 in Sandusky County

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice in accordance with law advertising its invitation to bid upon a Contract for Repairs and Resurfacing at Interchange 91 at Milepost 91.6, in Sandusky County, Ohio, designated as **Project No. 59-16-03** (the “Project”); and

WHEREAS, the Commission received one bid, via Bid Express, to perform the Contractor’s obligations on the Project, and the Chief Engineer and the Assistant Chief Engineer reviewed and evaluated the bid received, and whose report concerning such analysis is before the Commission; and

WHEREAS, the Chief Engineer and Assistant Chief Engineer report that the lowest responsive and responsible bid and the only bid received for the performance of Contract No. 59-16-03 was submitted by **The Shelly Company - Northwest**, of **Findlay, Ohio**, in the amount of **\$3,464,477.26**, which bid he recommends be accepted by the Commission; and

WHEREAS, the Director of Contracts Administration advises that bids for Contract No. 59-16-03 were solicited on the basis of the same terms, conditions and specifications, that the bid of The Shelly Company - Northwest for Contract No. 59-16-03 conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54, and The Shelly Company - Northwest submitted a performance bond with good and sufficient surety and made a good faith effort to attain the participation of minority and/or disadvantaged businesses in the Project; and

WHEREAS, the amount of the bid received will require expenditures under Contract No. 59-16-03 that will exceed \$150,000.00, and Commission action is necessary to approve the Contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws; and

WHEREAS, the Commission’s Executive Director has reviewed the reports of the Chief Engineer and the Director of Contracts Administration and, predicated upon such analysis, concurs with the recommendation to the Commission to award Contract No. 59-16-03 to The Shelly Company - Northwest as the lowest responsive and responsible bidder.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the bid of **The Shelly Company - Northwest**, of **Findlay, Ohio**, in the amount of **\$3,464,477.26** for Project No. 59-16-03 is approved as the lowest responsive and responsible bid received and the Executive Director is authorized to execute a Contract on the basis of said bid; and

FURTHER RESOLVED that the Commission approves the assignment of **Quality Control Inspection, Inc.**, of **Bedford, Ohio**, to perform the necessary construction administration and inspection services and **TTL Associates, Inc.**, of **Toledo, Ohio**, to perform all necessary

material testing services to complete the Project, with both such assignments in accordance with the 2015-2016 Miscellaneous Engineering Services Agreement; and

FURTHER RESOLVED that the Executive Director has the authority to approve such extra work or change orders under said contracts as a result of an increase in necessary quantities, newly mandated requirements that did not exist at the time of original contract awards, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the Project or increase its costs.

(Resolution No. 28-2016 adopted April 18, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Awarding A & A Safety, Inc. Contract No. 4266 in the Amount of \$739,603.50 to Furnish and Apply Retro-Reflective Pavement Markings on the Ohio Turnpike Mainline Roadway and Interchange Ramps from Milepost 0.0 to 241.2

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice 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, designated as **Contract No. 4266** (the “Project”); and

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

WHEREAS, the Chief Engineer and Assistant Chief Engineer report that **A & A Safety, Inc.**, of **Amelia, Ohio**, submitted the lowest responsive and responsible bid to perform the contractor’s obligations under Contract No. 4266 in the amount of **\$739,603.50**, which bid they recommend be accepted by the Commission; and

WHEREAS, the Director of Contracts Administration advises that bids for Contract No. 4266 were solicited on the basis of the same terms, conditions and specifications, that the bid of A & A Safety, Inc. for Contract No. 4266 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 A & A Safety, Inc.; and

WHEREAS, expenditures under Contract No. 4266 will exceed \$150,000.00 and, Commission action is necessary to approve the Contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws; and

WHEREAS, the Executive Director has reviewed the reports of the Chief Engineer, Assistant Chief Engineer and the Director of Contracts Administration and, predicated upon such analysis, concurs with the recommendation to award Contract No. 4266 to A & A Safety, Inc. as the lowest responsive and responsible bidder; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **A & A Safety, Inc.**, of **Amelia, Ohio**, in the amount of **\$739,603.50**, to furnish and apply retro-reflective pavement markings on the Ohio Turnpike Mainline Roadway and Interchange Ramps under Contract No. 4266, is selected as the lowest responsive and responsible bid received and the Executive Director is authorized to execute a Contract on the basis of said bid; and

FURTHER RESOLVED that the Executive Director has the authority to approve such extra work or change orders under said contracts as a result of an increase in necessary quantities, newly mandated requirements that did not exist at the time of original contract awards, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the Project or increase its costs.

(Resolution No. 29-2016 adopted April 18, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Awarding a Contract for the Furnishing of One (1) Current Model Truck Cab and Chassis in the Amount of \$2,498.00 to Valley Freightliner, Inc. and Installing One (1) Sixty (60) Foot Aerial Device With Digger in the Amount of \$198,500.00 to Hans Freightliner of Cleveland under Invitation No. 4267

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) publicly advertised an Invitation for Bids upon a Contract to furnish one (1) current model truck cab and chassis (“Group I Item”) and installing one (1) sixty (60) foot aerial device with a digger (“Group II Item”), designated as **Bid Invitation No. 4267** (the “Project”); and

WHEREAS, the Commission received six bids to supply the Group I Item Cab and Chassis and four bids to supply the Group II Item Aerial Device in response to the Invitation, and the Commission’s Maintenance Engineer reviewed and analyzed the bids timely submitted, whose report concerning such analysis is before the Commission; and

WHEREAS, the Commission’s Maintenance Engineer reports that the lowest responsive and responsible bid for the performance of **Group I** of Contract No. 4267 was submitted by **Valley Freightliner, Inc., of Parma, Ohio**, in the amount of **\$82,498.00**; and

WHEREAS, identical apparent low Bids in response to Group II were submitted by Hans Freightliner of Cleveland and Worldwide Equipment of Ohio, and as a result of the tie break decision, it was determined that the lowest responsive and responsible bid for the performance of **Group II** of Contract No. 4267 was submitted by **Hans Freightliner of Cleveland of Cleveland, Ohio** in the amount of **\$198,500.00**; and

WHEREAS, Commission action is requested to approve the Contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws because the amount of the bid received may require expenditures under Contract No. 4267 that will exceed \$150,000.00, and

WHEREAS, the Maintenance Engineer further reports that both Bidders propose to furnish equipment and services in accordance with the specifications, and have previously supplied similar equipment to the Commission in the past and have performed satisfactorily, and, therefore, the Maintenance Engineer recommends that the Commission award a Contract for Group I to Valley Freightliner, Inc. and a Contract for Group II to Hans Freightliner of Cleveland, as the lowest responsible and responsive bidders; and

WHEREAS, the Director of Contracts Administration advises that the bids for Contract No. 4267 were solicited on the basis of the same terms and conditions and the same specifications, that the bids of Valley Freightliner, Inc. for Group I and of Hans Freightliner of Cleveland for Group II conform to the requirements of Ohio Revised Sections 5537.07 and 9.312 and that bid securities in the appropriate amounts have been submitted by both Bidders; and

WHEREAS, the Executive Director has reviewed the reports of the Maintenance Engineer and the Director of Contracts Administration, and concurs with the recommendation to award Group I to Valley Freightliner, Inc. and award Group II to Hans Freightliner of Cleveland, as the lowest responsive and responsible bidders; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the bid of **Valley Freightliner, Inc.**, of **Parma, Ohio**, in the amount of **\$82,498.00** for **Group I** - Cab and Chassis and the bid of **Hans Freightliner of Cleveland**, of **Cleveland, Ohio**, in the amount of **\$198,500.00** for **Group II** - Aerial Device are approved as the lowest responsive and responsible bids received, and that the Executive Director is authorized to execute Contracts on the basis of said bids in response to Bid Invitation No. 4267.

(Resolution No. 30-2016 adopted April 18, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing an Agreement with Any Domestic Work, Inc. for Janitorial Services at the Blue Heron and Wyandot Service Plazas in the Amount of \$59,000 Per Month and \$10.70 Per Employee Hourly For Any Additional Services

WHEREAS, on January 22, 2016, the Ohio Turnpike and Infrastructure Commission (“Commission”) issued its Requests for Proposals (“RFP”) to furnish janitorial services at the Commission’s Blue Heron and Wyandot Service Plazas for an initial term of one year, with provisions for up to six successive, one-year renewal periods; and

WHEREAS, on February 26, 2016, three firms submitted Proposals to furnish the janitorial services at the Commission’s Blue Heron and Wyandot Service Plazas; and

WHEREAS, an Evaluation Team comprised of the Eastern Division and Western Division Service Plaza Managers and the Service Plaza Manager for Blue Heron and Wyandot reviewed the Proposals submitted and awarded technical scores to each Respondent; and

WHEREAS, as a result of this process, the Proposal submitted by **Any Domestic Work, Inc., dba A.D.W., Inc.**, of **Parma, Ohio**, was assessed the highest score based on the technical merits of the proposals, which also submitted the following Price Proposal that the Evaluation Team recommends as offering the Commission the best value in terms of service and cost:

<u>Service Plazas</u>	<u>Monthly</u>	<u>Hourly</u>
Blue Heron and Wyandot Combined	\$59,000.00	\$10.70

WHEREAS, the Director of Contracts Administration advises that: 1) the RFP conforms to the requirements of Section 5537.13 of the Ohio Revised Code, 2) the Proposals were solicited on the basis of the same terms and conditions with respect to all RFP respondents and potential respondents, 3) due and full consideration has been given to the Proposals received, the respondents’ qualifications and their abilities to perform the required services, and 4) Any Domestic Work, Inc., dba A.D.W., Inc., has provided a proposal guaranty of good and sufficient surety and evidence of their ability to provide the required performance bond and insurance as set forth in the RFP; and

WHEREAS, the Executive Director has reviewed the written recommendations of the Evaluation Team and the Director of Contracts Administration, and has made his recommendation to the Commission and concurs with the selection of Any Domestic Work, Inc., dba A.D.W., Inc., to perform the necessary services; and

WHEREAS, expenditures of the Commission for janitorial services under Agreement 2016 SP-3 JS will exceed \$150,000.00 and, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for the award of such Agreement.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the Proposal submitted by **Any Domestic Work, Inc., dba A.D.W., Inc.**, of **Parma, Ohio**, is selected as the best Proposal received to perform janitorial services at the Blue Heron and Wyandot Service Plazas **for \$59,000.00 per month and \$10.70 per employee-hourly for any additional services**, and that the Executive Director is authorized to enter into an agreement on the basis of the Proposal for a term of one year, with six one-year options to renew.

(Resolution No. 31-2016 adopted April 18, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing an Agreement with Any Domestic Work, Inc. for Janitorial Services at the Middle Ridge and Vermilion Valley Service Plazas in the Amount of \$59,000 Per Month and \$10.70 Per Employee Hour for Additional Services

WHEREAS, on January 15, 2016, the Ohio Turnpike and Infrastructure Commission (“Commission”) issued its Requests for Proposals (“RFP”) to furnish janitorial services at the Commission’s Middle Ridge and Vermilion Valley Service Plazas for an initial term of one year, with provisions for up to six successive, one-year renewal periods; and

WHEREAS, on February 19, 2016, three firms submitted Proposals to furnish the janitorial services at the Commission’s Middle Ridge and Vermilion Valley Service Plazas; and

WHEREAS, an Evaluation Team comprised of the Eastern Division and Western Division Service Plaza Managers and the Service Plaza Manager for Middle Ridge and Vermillion Valley reviewed the Proposals submitted and awarded technical scores to each Respondent; and

WHEREAS, as a result of this process, the Proposal submitted by **Any Domestic Work, Inc. dba A.D.W., Inc.**, of **Parma, Ohio** was assessed the highest score based on the technical merits of the proposals, which also submitted the following Price Proposal that the Evaluation Team recommends as offering the Commission the best value in terms of service and cost:

<u>Service Plazas</u>	<u>Monthly</u>	<u>Hourly</u>
Middle Ridge and Vermilion Valley Combined	\$59,000.00	\$10.70

WHEREAS, the Director of Contracts Administration advises that: 1) the RFP conforms to the requirements of Section 5537.13 of the Ohio Revised Code, 2) the Proposals were solicited on the basis of the same terms and conditions with respect to all RFP respondents and potential respondents, 3) due and full consideration has been given to the Proposals received, the respondents’ qualifications and their abilities to perform the required services, and 4) Any Domestic Work, Inc., dba A.D.W., Inc., has provided a proposal guaranty of good and sufficient surety and evidence of their ability to provide the required performance bond and insurance as set forth in the RFP; and

WHEREAS, the Executive Director has reviewed the written recommendations of the Evaluation Team and the Director of Contracts Administration, and has made his recommendation to the Commission and concurs with the selection of Any Domestic Work, Inc., dba A.D.W., Inc., to perform the necessary services; and

WHEREAS, expenditures of the Commission for janitorial services under Agreement 2016 SP-5 JS will exceed \$150,000.00 and, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for the award of such Agreement.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the Proposal submitted by **Any Domestic Work, Inc., dba A.D.W., Inc.**, of **Parma, Ohio**, is selected as the best Proposal received to perform janitorial services at the Middle Ridge and Vermillion Valley Service Plazas **for \$59,000.00 per month and \$10.70 per employee-hour for additional services**, and that the Executive Director is authorized to enter into an agreement on the basis of the Proposal for a term of one year, with six one-year options to renew.

(Resolution No. 32-2016 adopted April 18, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Determining that ODOT Infrastructure Project PID No. 79671 (CUY IR-77 in Cuyahoga County) has a Transportation Related Nexus to the Ohio Turnpike

WHEREAS, a presentation was made before the Ohio Turnpike and Infrastructure Commission at its meeting on February 16, 2016, and five applications were submitted to the Commission by the Director of Transportation on February 8, 2016, seeking funding for infrastructure projects that were previously reviewed and recommended by the Transportation Review Advisory Council (“TRAC”) pursuant to the selection process followed by the TRAC under Chapter 5512 of the Ohio Revised Code; and

WHEREAS, the Commission’s CFO/Comptroller and Chief Engineer have reviewed and evaluated each application in accordance with the requirements of both Section 5537.18 and Administrative Rule 5537-10-01, and have recommended which of the five applications are for ODOT Infrastructure Projects they believe have demonstrated the required transportation related “nexus” under the statute and rule, as well as those they do not believe qualify for funding; and

WHEREAS, the Commission’s General Counsel has reviewed the applications and the recommendations of the CFO/Comptroller and Chief Engineer, and reports that the applications were submitted and their evaluations were performed in compliance with the requirements of Section 5537.18 and Administrative Rule 5537-10-01; and

WHEREAS, the Executive Director has reviewed the reports of the CFO/Comptroller and Chief Engineer, as well as that of the General Counsel, and concurs with their recommendations.

NOW, THEREFORE, BE IT

RESOLVED, that the Ohio Turnpike and Infrastructure Commission hereby determines that the ODOT Infrastructure Project PID No. 79671 (CUY IR-77) located in Cuyahoga County, demonstrates the transportation related nexus to the Turnpike System as required by Ohio Revised Code Section 5537.18 and the Ohio Administrative Code Section 5537-10-01; and

FURTHER RESOLVED, that in accordance with Section 5537.18 of the Ohio Revised Code, the Commission’s determination that the ODOT Infrastructure Project PID No. 79671 has the required transportation related nexus to the Turnpike System is and shall be conclusive and incontestable; and

FURTHER RESOLVED, that a certified copy of this Resolution shall be sent to bond counsel for the Commission.

(Resolution No. 33-2016 adopted April 18, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

**Resolution Authorizing Infrastructure Funding Agreements
with the Ohio Department of Transportation for ODOT Infrastructure Projects**

WHEREAS, on or about February 8, 2016, the Ohio Department of Transportation (“ODOT”) submitted applications for infrastructure project funding as required by Ohio Revised Code Section 5537.03 and Ohio Administrative Code Chapter 5537-10; and

WHEREAS, Section 5537.18 and Administrative Rule 5537-10-01 require that infrastructure projects “have an anticipated benefit to the system of public highways in the state of Ohio and transportation-related nexus with and relationship to the Ohio turnpike system and the Ohio turnpike and infrastructure system,” and also set forth the criteria to be utilized by the Commission in determining the aforementioned nexus and relationship; and

WHEREAS, on February 16, 2016, ODOT presented to the Commission funding requests in the total amount of \$277.4 million for the following infrastructure projects (collectively, the “Infrastructure Projects”):

<u>PROJECT NAME</u>	<u>COUNTY</u>	<u>FUNDING REQUESTED</u>
I-77 widening from Ohio Turnpike to SR 82 PID no. 79671	Cuyahoga	\$40.9 million
I-271 widening from I-271/480 east interchange to Miles Road interchange PID no. 80418	Cuyahoga	\$120.5 million
I-76/I-77 reconstruction of interchanges PID no. 77269	Summit	\$110 million
I-680/SR-164 construct new interchange PID no. 80192	Mahoning	\$6 million

WHEREAS, the applications were reviewed and evaluated by Commission staff in accordance with the requirements of both the applicable statute and administrative rule, and their recommendation indicating that the aforementioned Infrastructure Projects comply with the “nexus” requirements of the statute and rule was presented to the Commission for consideration at a regular meeting held on March 21, 2016 for all of the Infrastructure Projects except the I-77 widening from Ohio Turnpike to SR 82, PID no. 79671, which was considered at a regular meeting held on April 18, 2016; and

WHEREAS, the Commission duly considered such recommendation, and concurred and determined, via Resolution Nos. 25-2016, 26-2016, 27-2016 and 33-2016, that, in accordance with the requirements of Section 5537.18 of the Ohio Revised Code and Administrative Rule 5537-10-01, the Infrastructure Projects possess the required transportation related “nexus” to the Turnpike System and qualifies for infrastructure funding by the Commission; and

WHEREAS, the Director of Transportation reviewed those Infrastructure Projects which the Commission has deemed qualified as having a transportation related nexus and the Director of Transportation submitted a request that reduced the funding of the aforementioned Infrastructure Projects to a total amount of \$200 million, to be allocated to each separate Infrastructure Project as follows:

<u>PROJECT NAME</u>	<u>COUNTY</u>	<u>ALLOCATION REQUESTED</u>
I-77 widening from Ohio Turnpike to SR 82 PID no. 79671	Cuyahoga	\$24 million
I-271 widening from I-271/480 east interchange to Miles Road interchange PID no. 80418	Cuyahoga	\$90 million
I-76/I-77 reconstruction of interchanges PID no. 77269	Summit	\$80 million
I-680/SR-164 construct new interchange PID no. 80192	Mahoning	\$6 million

WHEREAS, the Commission has duly considered this funding request.

NOW, THEREFORE, BE IT

RESOLVED, that in accordance with Section 5537.18 of the Ohio Revised Code and Administrative Rule 5537-10-01, the Commission hereby confirms and ratifies its concurrence and determinations, via Resolution Nos. 25-2016, 26-2016, 27-2016 and 33-2016, that the Infrastructure Projects identified above possess the required transportation-related “nexus” to the Turnpike System and, therefore, qualify for infrastructure funding by the Commission; and

FURTHER RESOLVED, that the Executive Director and the General Counsel are hereby authorized to prepare and execute the necessary Infrastructure Project funding agreements with the Ohio Department of Transportation for the above described Infrastructure Projects in an aggregate amount not to exceed \$200 million allocated to individual Infrastructure Projects as shown in the above table, with infrastructure funds to be remitted to the Ohio Department of Transportation to fund said Infrastructure Projects in accordance with the terms and conditions of said Infrastructure Project Funding Agreements, provided that each such Infrastructure Project funding agreement shall be substantially in the form which is currently on file with the General Counsel and further provided that any such Infrastructure Project funding agreement shall only be entered into by the Commission after such time as the Commission has successfully completed an issuance of Turnpike Revenue Bonds generating proceeds of at least \$200 million in accordance with and secured by the Junior Lien Master Trust Agreement dated August 1, 2013; and

FURTHER RESOLVED, that in accordance with Section 5537.18 of the Ohio Revised Code, the Commission’s determinations concerning the funding of the Infrastructure Projects in the maximum amount of \$200 million, shall be “conclusive and incontestable”; and

FURTHER RESOLVED, that a certified copy of this Resolution shall be sent to bond counsel for the Commission.

(Resolution No. 34-2016 adopted April 18, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution to Authorize and Issue a Declaration of Official Intent with Respect to Reimbursement of Temporary Advances Made for Capital Expenditures in Connection with ODOT Infrastructure Projects to be Made from Subsequent Borrowings

WHEREAS, Treasury Regulation §1.150-2 (the “Reimbursement Regulations”), issued pursuant to Section 150 of the Internal Revenue Code of 1986, as amended, (the “Code”) prescribes certain requirements by which proceeds of tax-exempt bonds, notes, certificates or other obligations included in the meaning of “bonds” under Section 150 of the Code (“Obligations”) used to reimburse advances made for Capital Expenditures (as hereinafter defined) paid before the issuance of such Obligations may be deemed “spent” for purposes of Sections 103 and 141 to 150 of the Code and, therefore, not further subject to any other requirements or restrictions under those sections of the Code; and

WHEREAS, such Reimbursement Regulations require that the Ohio Turnpike and Infrastructure Commission (the “Commission”), as Issuer (as hereinafter defined), make a Declaration of Official Intent (as hereinafter defined) to reimburse any Capital Expenditure paid prior to the issuance of the Obligations intended to fund such Capital Expenditure, and require that such Declaration of Official Intent be made no later than sixty (60) days after payment of the Capital Expenditure, and further require that any Reimbursement Allocation (as hereinafter defined) of the proceeds of such Obligations to reimburse such Capital Expenditures occur no later than eighteen (18) months after the later of the date the Capital Expenditure was paid or the date the property acquired with the Capital Expenditure was placed in service, except that any such Reimbursement Allocation must be made no later than three (3) years after such Capital Expenditure was paid; and

WHEREAS, the Ohio Turnpike and Infrastructure Commission wishes to ensure compliance with the Reimbursement Regulations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that:

Section 1. Definitions. The following definitions apply to the terms used herein:

“Allocation” means written evidence that proceeds of Obligations issued subsequent to the payment of a Capital Expenditure are to reimburse the Commission or, in the case of Infrastructure Projects, ODOT, for such payments. “To allocate” means to make such an allocation.

“Capital Expenditure” means any expense for an item that is properly depreciable or amortizable or is otherwise treated as a capital expenditure for purposes of the Code, as well as any costs of issuing Reimbursement Bonds.

“Declaration of Official Intent” means a written declaration that the Commission intends to fund Capital Expenditures with an issue of Reimbursement Bonds and reasonably expects the payment of those Capital Expenditures to be reimbursed from the proceeds of such an issue.

“Infrastructure Projects” has the meaning given in division (C) of Section 5537.01 of the Ohio Revised Code.

“Issuer” means either (i) a governmental unit that is reasonably expected to issue Obligations, (ii) an entity authorized to issue Obligations on behalf of a governmental unit and that is reasonably expected to issue Obligations on behalf of such governmental unit, or (iii) any governmental entity or 501(c)(3) organization that is reasonably expected to borrow funds from the actual issuer of the Obligations.

“Junior Lien Master Trust Agreement” means the Junior Lien Master Trust Agreement dated as of August 1, 2013, as amended and supplemented, between the Ohio Turnpike and Infrastructure Commission and The Huntington National Bank, as Trustee.

“ODOT” means the Ohio Department of Transportation.

“Reimbursement” means the restoration to the Commission or, in the case of Infrastructure Projects, ODOT, of money temporarily advanced from other funds, including moneys borrowed from other sources, of the Commission or ODOT to pay for Capital Expenditures made before the issuance of Obligations intended to fund such Capital Expenditures. “To reimburse” means to make such a restoration.

“Reimbursement Bonds” means Obligations that are issued to reimburse the Commission or, in the case of Infrastructure Project, ODOT, for Capital Expenditures and for certain other expenses permitted by the Reimbursement Regulations, previously paid by or for the Ohio Commission or, in the case of Infrastructure Projects, ODOT.

“Reimbursement Regulations” means Treasury Regulation §150-2 and any amendments thereto or superseding regulations, whether in proposed, temporary or final form, as applicable, prescribing conditions under which the proceeds of Obligations may be allocated to reimburse the Commission or, in the case of Infrastructure Projects, ODOT, for Capital Expenditures and certain other expenses paid prior to the issuance of the Obligations such that the proceeds of such Obligations will be treated as “spent” for purposes of Sections 103 and 141 to 150 of the Code.

Section 2. Declaration of Official Intent.

(a) The Commission declares that it reasonably expects, based on information provided to the Commission by ODOT for certain Infrastructure Projects, that the Capital Expenditures described in Section (b), which were paid no earlier than sixty (60) days prior to the date hereof, or which will be paid prior to the issuance of any Obligations intended to fund such Capital Expenditures, will be reimbursed with the proceeds of Obligations, representing a borrowing by the Commission for such Reimbursements in the maximum principal amount of \$76,000,000.

(b) The Commission further declares that the Capital Expenditures to be reimbursed in the maximum principal amount of \$76,000,000 are to be used for project costs affiliated with the following Infrastructure Projects approved by the Commission by its Resolution Nos. 25-2016, 26-2016, 27-2016 and 33-2016:

<u>PROJECT NAME:</u>	<u>PID NO.</u>	<u>MAXIMUM PRINCIPAL REIMBURSEMENT AMOUNT:</u>
CUY - IR 77	79671	\$10,000,000
CUY - IR 271	80418	\$35,000,000
SUM - IR 76	77269	\$30,000,000
MAH - IR 680	80192	\$1,000,000
		<hr/>
		\$76,000,000

Section 3. Reasonable Expectations. The Commission does not expect any other funds (including the money advanced to make the Capital Expenditures that are to be reimbursed) to be reserved, allocated on a long-term basis, or otherwise set aside by the Commission or any other entity, with respect to the Capital Expenditures for the purposes described in Section 2(b).

Section 4. Open Meeting. It is found and determined that all formal actions of the Ohio Turnpike and Infrastructure Commission concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Commission; and that all deliberations of the Commission and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with Section 121.22 of the Ohio Revised Code.

(Resolution No. 35-2016 adopted April 18, 2016)