

**MINUTES OF THE 696th MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
APRIL 18, 2022**

Chairman: Good morning. It is 10:00 a.m. 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.

Commission Member Vickie Eaton Johnson and Vice Chairman Timothy Paradiso will not be in attendance at today's meeting. ODOT Director, Dr. Jack Marchbanks, is unable to attend today's meeting, so Myron Pakush is here today representing ODOT.

We do have a quorum, I believe, once we take our roll. But there are four votes then required to pass legislation, so if any of the items that are brought forth do not receive four votes, they will not pass because of the lack of membership here today, being that there is only four of us. So, I would like for you to make note of that and for my Commission Members to also recognize that.

Will the Assistant Secretary Treasurer, Ferzan M. Ahmed, P.E., please call the roll?

Assistant Secretary-Treasurer: Chairman Hruby

Chairman, Jerry Hruby: Here

Assistant Secretary-Treasurer: Secretary-Treasurer Barber

Secretary-Treasurer, Sandra Barber: Here

Assistant Secretary Treasurer: Mr. Coviello

Commissioner Guy Coviello: Here

Assistant Secretary-Treasurer: Mr. Pakush

Commissioner, ODOT Proxy, Myron Pakush: Here

Assistant Secretary-Treasurer: Mr. Kennedy

Office of Budget and Management, James Kennedy: Here

Assistant Secretary-Treasurer: Representative Ghanbari

Representative Haraz N. Ghanbari: Here

Assistant Secretary-Treasurer: Mr. Chairman, Senator Reineke is not here, but if he comes in, I will mark him as present.

Chairman: Again, we have a quorum of four voting members, the members that are able to vote. This is the 696th Meeting of the Ohio Turnpike and Infrastructure Commission. We are here today at the Commission's Administration Building.

Various reports will be received, and we will act on several resolutions. Draft copies have been sent to the Members prior to this meeting. The resolutions will be explained, questions and answers will be taken during the appropriate reports.

May I have a motion to adopt the Minutes of the March 21, 2022, Commission Meeting? Any corrections, additions, or questions regarding the Minutes? Hearing none, please call the roll.

MOTION: A motion to adopt the Minutes of the March 21, 2022, Commission Meeting was made by Mr. Coviello, seconded by Mr. Pakush and approved by all Commission Members present.

Chairman: The March 21, 2022, Commission Meeting Minutes are adopted unanimously. We will move on with the report of the Secretary-Treasurer, Mrs. Barber.

Secretary-Treasurer: The following items have been provided to the Members since the last scheduled meeting of the Commission on March 21, 2022:

1. Five (5) Resolutions;
2. Draft Minutes of the March 21, 2022, Commission Meeting; and
3. Agenda for today's meeting.

The following additional documents have been made available to the Commission Members:

1. Traffic Crash Summary Report, March 2022;
2. Traffic and Revenue Report, March 2022;
3. Total Revenue by Month and Year March 2022;
4. Investment Report, March 2022;
5. Financial Statement, March 2022; and
6. Budget Report – Three Months 2022.

That concludes my report, Mr. Chairman.

Chairman: Thank you. Any questions or comments concerning the report? Hearing none, we will move on to the report of the Executive Director, Ferzan Ahmed.

Director Ahmed: Thank you, Mr. Chairman. Good morning, Commission Members, and visitors.

I will begin my report by congratulating Marty Seekely and the entire Accounting team on receiving the *Certificate of Achievement for Excellence in Financial Reporting* from the Government Finance Officer Association of the United States and Canada (GFOA). The team received this certificate for the annual comprehensive financial report for 2020. The report met the high standards of the program and demonstrated a “spirit of full disclosure.” This is the highest form of recognition and a significant accomplishment. Congratulations to the team. Marty always says, okay so we got it again, but that is not the point the point is you keep getting it again and again. So, it is certainly something to be recognized and celebrated.

I would now like to recognize the members with our Accounting Department for adapting to an unusually heavy workload in order to close the month of March. Every month our toll revenue accounts must be reconciled. The process starts with the Customer Service Center numbers and then the toll audit numbers. Then the team normally has three business days to reconcile those numbers. Due to the 10th of March being on a Sunday, the team needed to close by the 8th giving only one business day to reconcile the toll revenue for the month of March. This is a significant accomplishment for the team members. They are Iris Cabanas, Jamie Cortes, Randi Mariner, Chris Wetzel, Kristen Wolfe, and Jacquelyn Dohoda-Herberger. Thank you all and congratulations for getting the job done.

On April 13th, a graduation ceremony was held for several of our front-line supervisors who graduated from the *Frontline Supervisor Training Program* at Tri-C’s Corporate College, which is a division of Cuyahoga Community College. The training focused on leading, organizing, problem solving, setting expectations, making sound judgements and conflict resolution. Congratulations to our graduates.

Construction season kicked-off last week with the annual National Work Zone Awareness Week (NWZAW). This campaign is held at the start of construction season to encourage safe driving through highway work zones. The key message is for drivers to use extra caution in work zones. The Marketing & Communications Department recognized National Work Zone Awareness Week on social media and directly to travelers at our service plazas with videos, logos on service plaza sidewalks, permanent signage with a “Move Over, Slow Down” message, orange lights at our Administration Building and hard hat stickers for our maintenance employees that said, “move over, slow down.” The National Work Zone Awareness Week is sponsored by the American Traffic Safety Services Association (ATSSA). With the National Work Zone Awareness Week our first construction project is underway at milepost 64.9 in Wood County for the Toll Plaza 64 expansion. The second construction project kicked-off on April 13th for the Toll Plaza 152 expansion at milepost 152.2 in Lorain County.

Construction of the new concessions at the Portage and Brady’s Leap plazas is progressing steadily, despite a few delays. Dunkin is now open at both plazas. Jimmy John’s and Freshens

are nearly complete. Freshens anticipated opening date is by May and Jimmy John's by June. Having well known food service concepts increases the service we provide to our customers during their travels.

I would like to congratulate and wish our retirees success on their next leg of their journey. They are Linda Connelly from Technology, Clifford Israel from both Tolls & Maintenance, and Debbie Munger and Theresa Giddens from Toll Operations.

Now a warm welcome to a few new team members.

- Laura Grospitch in the CSC.
- And several new team members in Maintenance:
 - Alexandria Netcher at Swanton.
 - Destiny Heitsche and Marcus White at Amherst.
 - Joseph Benton and Brian Knight at Boston.
 - Austyn Shelton at Hiram.

Welcome to all of you.

I have one more item Chairman which encompasses TransCore, which is an integral part of our toll collection system. TransCore was a subsidiary of an American publicly owned company called Roper Technologies. Roper Technologies has sold TransCore to a Singapore based publicly traded company called ST Engineering (ST). ST was interested in TransCore's federal contracts. Due to this, the sale had to be approved by the United States Department of Treasury as well as the United States Department of Justice.

For several months, many Executive Directors have worked together to stay on top of the TransCore sale. One topic of discussion was to make certain that our governing bodies (Commissions) are properly briefed. The President of TransCore, Tracy Marks, is with us today and with your permission, I would like to now invite Tracy to explain the sale, data protection, security concerns and to answer any questions that you may have.

Mr. Marks: Thank you very much. My name is Tracy Marks and I am the President and CEO of TransCore. I have been the President for the last ten years. I have been with TransCore for almost thirty years, I am in my thirtieth year this year.

Certainly, I appreciate the invitation to speak. TransCore has been privileged to provide services and assistance to the Ohio Turnpike and Infrastructure Commission since 1974. So, a long time. I have not been here for all of it. We certainly are very proud of our history in the industry being 100% U.S. owned and operated up until March 18, 2022. We are still 100% U.S. operated and I want to emphasize that. I thought it might be beneficial to go over a brief history of our ownership since many of our customers didn't even realize we were owned previously before this latest acquisition. Since I have been here for all of them, I can recite them by memory. So, up until 1994, we were an independent company. We were owned by one individual under Syntonic and one individual under JHK & Associates. Those two companies were combined in 1994 by Science Applications International Corporation, a big defense firm called SAIC, a publicly traded company. They bought both companies. So, since 1994, we have been owned by

someone else and we have had the good fortune of our customers not even seeing that or understanding that and not needing to know that because again, we are very proud of our history in the industry of being just an independent company servicing our customers. So, through 1994 up until 2000, we were under SAIC. In 2000, SAIC spun us out to private equity. So, KRG Capital, a company based out of Colorado purchased us in 2000. Then in 2004, is when they sold to Roper Technologies. Roper Technologies really a holding company of sorts. They own 50 different companies. They have a total workforce of 50 people in Sarasota, Florida. So, they owned us for the past 18 years and it has been a great ownership, a great partnership with them. But in reality, I reported to the CEO of Roper and I spoke with him once a quarter to report our financials. Again, we are very much a wholly-owned company within the Roper Technologies company and that was a prerequisite of the sale to any other company, that we had to remain and quite frankly, all of the companies that were interested in TransCore saw the value in that, that we have to be able to sit down with the Executive Director face-to-face and work our agreements and negotiations without having to go to some higher authority, we pride ourselves on that. So, last October it was announced that Roper was selling TransCore to ST Engineering and had entered into an agreement to sell TransCore. For the next six months, as Ferzan mentioned, the Federal Government reviews all sales of companies to foreign-owned companies. They've done a six month review of this acquisition. The result of that is, they approve the acquisition. Singapore is obviously a strong ally of the United States, but still it is a foreign-owned company, so there are safeguards that had to be put in place because we really are the largest provider of toll systems and services in the United States. We touch about 80% of the toll systems that are in the United States. We have over 3,000 employees dedicated to transportation systems and we have about 80 offices across the United States. We are the largest by far toll systems integrator in the industry and with that comes data protection, data privacy concerns. We spend a lot of effort and have for decades insuring all data that we manage is very well protected. Whenever a foreign company is acquiring us there is a heightened sense of protection of that data. So, the end result of the Federal Government's review of this was the development of a National Security Agreement (NSA), which was executed by all parties. It is really, I say at this stage, we are the most protected company in the industry, which I applaud. It is run by the Department of Justice and the Treasury Department. I have points of contact at both of those. We are in weekly contact, especially in the initial stages here getting the program in place. But a few key tenets of this, I have a long presentation here that I won't bore you with, but the key tenets are a cyber security plan, that has to be approved by the Federal Government, that has to be approved within three months of the acquisition. We obviously have cyber security plans. We have ours from a corporation standpoint but we also have it specific to the Ohio Turnpike and Infrastructure Commission. It is a requirement of most of our contracts to have this in place and to follow it. This is more an overarching cyber security plan that has to be agreed upon and it is audited quarterly and then there is an annual report as well. There is also the separation of systems. Singapore Technologies cannot have access to any of our systems. They can't have physical access, digital access, any type of access to our systems. Just as an extra layer of security, again, that is part of the quarterly audit and the annual audit. We also cannot do any work outside of the United States for systems that are in the United States. So, we cannot outsource this work to anywhere without it being approved by the Federal Government and that also includes that we cannot have any companies, vendors, subcontractors working for TransCore that are in the United States that are foreign-owned without the prior explicit approval of the United States Government. So, again, I mention this because no other companies in our industry, and no other companies in any industries are

governed by that. Our two largest competitors, the majority of their resources are located outside the United States. That's not TransCore. I told Ferzan early on, we stayed in close contact early on when it looked like ST would be the acquirer back in September/October last year, I was very honest and said there were six companies that were short listed as potential buyers for TransCore, I had told the CEO of Roper that I was great with five of those. The sixth one was ST Engineering. The simple reason was, and they are a great company, they have great resources, you cannot get better financial backing from a parent than ST Engineering, but I did not want to have to be here in front of the Commission talking about a foreign owned company like I am today simply because we are, again as I mentioned at the outset, we are a very proud U.S. based company. We always have been. But my thoughts have evolved since then that we can still be very proud 100% operated U.S. based company. The reason that I just didn't like that perception is the perception is the opposite of reality. TransCore has always performed 100% of our work within the United States. We don't outsource our software development to India, for example. We don't outsource our customer service center operations. Whereas, it would be less expensive to do so, we have always taken as a fundamental tenet of the company that we are going to always do our work for the United States customers in the United States. So, we do not outsource anything outside the United States and we won't going forward either. So, I just didn't want that perception to be that we were a foreign operated company. We absolutely are not. We are 100% and will remain so. I have been in place for 29 years, I may not here another 29 years, but I'll be here a long time going forward and so will all of the rest of the staff. We have staff based here in Ohio that have been with us over 35 years and we are very proud of that history as a company.

So, further in the tenets of the National Security Agreement are the audits that we have. We have a dedicated TransCore Security Officer now that their primary role is administering this NSA. They also will primarily be overseeing the audits that are taking place by a third party auditor on a quarterly basis and then on an annual basis. So, again I will just conclude with, nothing is changing at TransCore other than we are an extremely secure company at this stage and it is not just lip service that we are giving to that. This contract that is governing us now has penalties up to the actual acquisition price of the company. So, they can impose penalties if we ever have a cyber security event, if we ever found in non-compliance of the NSA, they can impose penalties up to the acquisition amount which was \$2.7 billion. So, it is a significant liability for the company to insure that we adhere to this. You have my commitment and you have all of the TransCore employees. We are going to continue focusing on our day jobs, continue performing and continue making sure your data is safe.

That concludes my remarks. Any questions?

Chairman: Thank you. Are there any questions?

Mr. Coviello: Since ST is a very large defense contractor, I would like to know if ST is a defense contractor for Russia?

Mr. Marks: They are not. To my knowledge, they do not have any business in Russia.

Representative Ghanbari: Thank you, Chairman. I have a couple questions for you. First, thank you for the great presentation. On page 5 of your slide deck, it was the page that dealt

with the personal identifiable information (PII), I understand that is safeguarded as can be and a lot of things are in place to safeguard that. What is the company prepared to do should that information ever be compromised because that is certainly a lot of potential data getting into the wrong hands?

Mr. Marks: Well again, we hope that never happens and we work hard. But, prior to this acquisition, we had to work hard to protect that data. As everyone knows there are hackers out there that are targeting industries every day and we do a great job, knock on wood, as a company to protect our customers' data, to protect TransCore's data. So, we don't anticipate that happening, we are trying to prevent that always from happening. We have had on occasion some situations where a customer's data may have been compromised on their own systems and we've jumped in to help them remediate that situation. There's just a couple that I can think of offhand. But, again with the safeguards that we have in place around prevention, our entire focus is preventing that from happening. I will just expand on that PII data. The PII data, I should have mentioned this in the presentation, that's covered under this agreement goes beyond the traditional PII data. So, this includes images of license plates, for example, that aren't identifiable to a person, it is just a straight image of a license plate or a transponder ID that is not connected to an individual. Those are also considered in this. So, we are also a manufacturer of transponders that we supply to all of the United States. We can never have those transponders programmed outside of the United States per the definition of the NSA that was executed.

Representative Ghanbari: So, there is a mechanism in place should any of this information please compromised to follow back up with the end user and say your information has been compromised.

Mr. Marks: Oh, absolutely. Not only within TransCore's policies, but we have specific policies in place with each individual agency.

Representative Ghanbari: Mr. Chairman, just a follow-up. So, six companies were vying for this, my question would be is there anything that would have precluded any requirements that this be a United States company that purchases it or is that prohibited under a law when it is being sold? So, could you have had a requirement in there if you are going to put in a bid, the company would have to be a United States company, etc., etc.?

Mr. Marks: This is me speaking, since I didn't make that decision. I didn't own us, our parent company owned us. I would think as a practical matter, sure. A parent company could put that restriction in place, but they didn't. I don't think they wanted to restrict the competition. I will say, I think all of the companies, certainly the overwhelming majority of companies in this industry these days is a foreign-owned company.

Representative Ghanbari: I would opine for a brief minute, sir, that I think we've seen what happens when we put too much reliance on overseas companies, whether it is to manufacture computer ships for vehicles, we have trucks and cars sitting in manufacturing lots that can't be sold because we are waiting on overseas companies to supply what we need to put them in our vehicles. So, I would just say, just for the record going forward that, as often as we can keep

business here in the United States is the preference that I would like to see and more so even if we can do it with an Ohio company.

Mr. Marks: I 100% agree.

Chairman: Is the parent company that owns you, did they also sell, in other words, were they bought by this group?

Mr. Marks: No, Roper Technologies is still in place. They are in the process of selling other companies as part of their portfolio shift. They are still a parent company.

Chairman: But they didn't in this instance, no?

Mr. Marks: No.

Chairman: Are you telling us that this company acquired you and the way you make it seem they have not management control over you whatsoever?

Mr. Marks: No, I do report to the CEO of ST Engineering.

Chairman: Okay. So, all of the things that you spoke of, I mean, they still have the right as the owner, do they not, to come to you and make changes, make revisions if they wish.

Mr. Marks: I am sure that is within their prerogative.

Chairman: So, all of what you told us could be changed in six months, seven months, a year, whatever?

Mr. Marks: Mr. Chairman, I think anything is possible, but I am just saying, having been here 30 years and gone through four different ownerships I feel certain that is not going to happen.

Chairman: Well, I agree with the Representative. They could have asked that whoever the purchasing company would be that it would be a United States based company. They could have done that.

Mr. Marks: I agree with that.

Chairman: It's disappointing to me. Thank you very much for your presentation. Any other questions?

Secretary-Treasurer Barber: Thank you, Mr. Chairman. This is just for informational purposes for me, but who initiated the acquisition? Was it Roper or TransCore?

Mr. Marks: It was Roper. They started the process about a year ago. They started back in March of last year. I mentioned the six companies that were vying, they were the six that were short listed. Initially, there were eighteen companies that made it up until about August of last year in the process.

Secretary-Treasurer Barber: I am relieved to hear your comments about security. That is very important, so I am very relieved to hear your comments about the security that you have in place.

Mr. Marks: Thank you.

Secretary-Treasurer Barber: Thank you for coming here today.

Chairman: Anyone else?

Director Ahmed: Mr. Marks, thank you for coming in and for your presentation. I want to just say a few things for the benefit of my Commission Members and then a question for you. The Executive Directors of various agencies and toll agencies all the way from Maine to the Midwest, to Texas and Florida, we've been talking about this for a while sharing our concerns. One of our concerns, a major concern, was that the toll systems because of the nature of the toll industry are proprietary systems. You can't really, I am not sure that we can call another vendor and say we want you to start servicing the TransCore product that has been created because the product has been designed by you, built by you, installed by you, and is being serviced by you. Of course, you have done a very good job for us. The concern for us is the team. The company, you can change the name of TransCore to whatever you want to call it tomorrow and we wouldn't care, but our relationships and our dependence on your company is the people that have been working with us for a very long time. That was our main concern that will we still have that expertise? As the Chairman said, it's the new company's prerogative, it is their choice to do what they wish in the future. From an operational perspective, I know I can't ask you for guarantees, but I would like to hear from you. Our concerns is as different Executive Directors and certainly my concern for the Ohio Turnpike is, what if ST decides someday that the toll industry is not as lucrative for them among their entire portfolio and they wish to just close that off and use the talent in other parts of their industries, such as smart cities, and just get out of the toll business. Where does that leave us?

Mr. Marks: Well that scenario would be as devastating for you as it would be for me and it would be for all of our employees. But I just don't think that's a realistic scenario. I should expand a little bit more on ST's background. ST Engineering TransCore is extremely accretive to ST Engineering. By far that financials profile of TransCore is very advantageous for ST. They are a very conservative investor; they are looking for stable industries and stable companies to invest in. They are not looking to change anything and quite frankly we would have fought vehemently against the acquisition if that was the case if we had any inkling that that was the case. Like I said, alluded to, by the process because even more so than Roper Technologies and again you guys didn't know Roper either and hopefully you won't know ST if I do my job correctly. But Roper is much more of a month-to-month, quarter-to-quarter, year-over-year financial focus, a typical United States publicly traded company, very much more short term focus

than long term focus. ST Engineering is more focused in decades, ten to twenty years, focus on putting more investment into the company from a technology standpoint so that we can bring our innovations to market quicker than we would have if we were funding ourselves which is what we have done for that past 17 years. So, there are looking to put more investment into the business. It is just quite the opposite in terms of my opinion of the parent company right now. Again, Mr. Chairman as you mentioned, nothing is in stone, they could change tomorrow if they wanted to. I think that the probability is very low and I wouldn't be standing before you if I thought that they were anything above zero percent probability. I really think that I have invested my career into this company and to this industry and I don't take that lightly. So, we do operate independently, we are going to continue operating independently, and we have the commitment from ST Engineering that we are going to be operating independently. I think Ferzan you were on a call two months ago or something with other agencies out there and they made that commitment as well in writing and verbally with them on the call that they plan no changes at TransCore. Obviously, we are not a Bar Rescue type of situation here. They acquired us because we are a well operated company, we have great customers like yourselves, and have a long history and very stable business in a very stable industry. We fit the prototype of what they like to invest in. So, changing that is not in their DNA at least at this stage.

Chairman: Have we reviewed our contract with them to see if there's anything in the contract that relates to them selling off the company to another?

Acting General Counsel: Mr. Chairman, the Legal Department, as well as the Department of Contracts Administration is reviewing exactly that, as well as any other forms that would be required under Ohio law that would need to be updated at this time, which includes an off-shore funds affidavit that is required for all contracts.

Chairman: The reason I ask that question, you made it seem as if had, I don't think that you made it seem, you implied perhaps that you too would have liked to see the company sell to a company from this country. Had we known that you were considering it, without naming the names or whatever, I think you would have heard from us very clearly that we think that you should sell to a company and I would hope that that would have been taken back to your board, but obviously you chose not to do that and I just wonder if there is anything in our contract that said that they were required to do that. If any way that they breached any agreement with us. I would like to see if there is something like that in there. Do you know of anything like that in there in our contract?

Mr. Marks: Yes, we researched all of the contracts as well and I don't think there is anything. There are notice requirements in the contract. Some contracts had a parent guarantee, I don't think that this one, or the couple that we have with the Commission have a parent guarantee in them.

Chairman: So, did courtesy also enter into this that you would have thought you should contact us and discuss this with us? We're your client, we're one of the reasons why you have done as well as you've done?

Mr. Marks: Oh, certainly. Absolutely, and I contacted many customers, including Ferzan, prior to the announcement back in October of last year. But in terms of the messaging to the board, that messaging was very clear that what the preference was a United States based company as an owner and that was not just my own personal preference, I was again, repeating what I knew our customers would be saying as well.

Chairman: I appreciate you being here, I appreciate your information, being so candid with us. Are there any other questions from anyone else? Ferzan anything else? Thank you.

Mr. Marks: Thank you.

Chairman: Go ahead, Ferzan

Director Ahmed: The last thing I would like to bring to the attention of the Commission Members is a situation we are facing in Mahoning County. We have a bridge near Milepost 230 EB. The bridge is delaminating, meaning that the concrete is popping off, and our maintenance forces have been working on it quite a bit and it has become clear to us that we are not able to maintain it with the regular maintenance work that we do for situations such as this. This bridge needs an overlay.

If we follow our standard process that we will be in our busy summer season at which point it will be a problem from a traffic perspective to do the work. Given the condition of the bridge and the fact that this has the potential to create a lot of safety hazards for our customers the staff has asked to proceed with this project as an emergency. According to the Bylaws of the Commission if there is a situation that can result in a safety situation the Executive Director can authorize the emergency work and then come back with the details at the next meeting. At this point, we don't have all of the information to bring a resolution to you. So, I wanted to give you all a heads-up that we will be pursuing the repairs of this bridge as an emergency, and I am hopeful that we will have enough information at the meeting next month to bring a formal Resolution to the Commission.

Mr. Chairman this ends my report, and I will be happy to answer any questions.

Chairman: Is there anything required of the Board regarding the emergency?

Acting General Counsel: No, Mr. Chairman, I believe that what the Bylaws would indicate is that if there is an emergency that we may go ahead and do those repairs and then the Executive Director would report back at the next meeting and then, assuming that the amount would be over \$150,000 which we anticipate it will be that the Commission could act on a resolution at that time.

Chairman: Thank you very much. So, I think we all here understand clearly that next month we will be faced with this issue. Thank you, Ferzan. Any questions for Ferzan? Hearing none, let's move on to report of the Chief Engineer, Chris Matta.

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

The first resolution for your consideration seeks the Commission's authorization for the Executive Director to participate in the Ohio Department of Transportation's Cooperative Purchasing Program for the procurement of Sodium Chloride (rock salt) for the 2022/2023 Snow and Ice Season. For the past several Snow and Ice Seasons, the Commission authorized the purchase of rock salt through the ODOT Cooperative Purchasing Program. We are once again recommending that all of the Commission's rock salt be purchased through the ODOT Cooperative Purchasing Program for the 2022/2023 Snow and Ice Season because we believe the best pricing will be available under that program due to consolidated quantities. We are requesting Commission approval for an estimated 52,400 tons of rock salt for winter use, at fourteen delivery locations across the Turnpike, for submittal to ODOT and inclusion in that agency's bid invitation for the 2022/2023 Snow and Ice Season. The Cooperative Purchasing Program allows for the purchase of between 90% and 110% of the winter use quantities. The average rock salt price the Commission paid in 2021/2022 was approximately \$44 per ton delivered, and it is anticipated that the salt prices will go up for the 2022/2023 snow and ice season due to current fuel pricing, labor issues, and average demand for Rock Salt this past season. At the requested purchase quantities noted above and based on a 2022/2023 anticipated unit price of \$60.00 per ton delivered, expenditures under the ODOT Cooperative Purchasing contracts for sodium chloride at the fourteen delivery locations could potentially exceed \$3,144,000.00. Since these expenditures will exceed \$150,000.00, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, we are requesting the Commission to authorize the Executive Director to participate in the Ohio Department of Transportation's Cooperative Purchasing Program for the procurement of Sodium Chloride (rock salt) for the 2022/2023 Snow and Ice Season. Furthermore, we will issue a report back to the Commission indicating the results of the ODOT bidding process. With your permission, may the Acting General Counsel please read the title of the resolution.

Acting General Counsel: Resolution Authorizing Participation in ODOT Cooperative Purchasing Program for Road Salt For 2022/2023 Winter Season.

Chairman: Any questions or comments.

Representative Ghanbari: Thank you, Mr. Chairman. Mr. Matta, I am just curious, when this is purchased what happens with rock salt leftover at the end of the snow season? Does it just stay for the next season or is it sold off to other places and some of the money is recouped?

Chief Engineer: Mr. Chairman and Representative Ghanbari, no we house it in one of the 14 delivery locations we have. I forget the total capacity of salt. I think it is over 60,000 tons of salt. We tend to try to make sure we have a very good supply headed into the next season in case there are any shortages at the beginning of the year than we don't run into a situation where we can't maintain the Turnpike.

Chairman: So, basically what we are doing in this is to authorize going out and being part of the ODOT Cooperative Purchasing Program without a set dollar amount at this point. Of course, ODOT will be negotiating a price or going out for bid and then negotiating a price, so we

don't know right now what the price is, just so we all understand that. We've done that in years' past. Anything else? Please call roll.

MOTION: A motion to adopt a *Resolution Authorizing Participation in ODOT Cooperative Purchasing Program for Road Salt For 2022/2023 Winter Season* was made by Mr. Pakush, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 31-2022.

Chairman: The resolution passes unanimously. Please continue.

Chief Engineer: The second resolution for your consideration seeks the Commission's authorization to award Contract No. 99-21-08 for bridge repairs of the Eastbound Ohio Turnpike bridge over Mahoning Avenue at Milepost 219.8 in Mahoning County. On March 23, 2022, Procurement received three (3) bids in response to this Project. The apparent low bid was submitted by Suburban Maintenance & Construction, Inc. ("SMCI"), of North Royalton, Ohio, in the amount of \$154,910.00, which is below the Engineer's Estimate. This bid was evaluated by Commission staff and was found to contain no errors or anomalies. SMCI has satisfactorily performed projects of similar scope for the Commission in the past and based on previous years' work volume and work presently under contract, it appears SMCI has sufficient capacity to perform this project. The CFO reviewed the Financial Statement of SMCI and advises that their financial condition is acceptable. Therefore, it is recommended that the Commission award Contract No. 99-21-08 to Suburban Maintenance & Construction, Inc., ("SMCI") of North Royalton, Ohio in the amount of \$154,910.00. With your permission, may the Acting General Counsel please read the title of the resolution.

Acting General Counsel: Resolution Approving the Selection of Suburban Maintenance & Construction, Inc. for Project No. 99-21-08 for the Total Amount of \$154,910.00.

Chairman: Any questions or comments?

Mr. Coviello: Chris, this is the result of damage from a crash?

Chief Engineer: Mr. Chairman and Commission Member Coviello, yes. The date escapes me, I don't have it jotted down, but there was an empty roll off truck that hauls items like a dumpster that went underneath the overpass with its boom up, clipped a beam, overturned, caused some bending of the members, so we have to do some heat strengthening and some paint touch-up. So, there is a responsible party for the damage that we will pursue reimbursement on.

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

MOTION: A motion to adopt a *Resolution Approving the Selection of Suburban Maintenance & Construction, Inc. for Project No. 99-21-08 for the Total Amount of \$154,910.00* was made by Secretary-Treasurer Barber, seconded by Mr. Pakush, and approved by all Commission Members present. Resolution No. 32-2022.

Chairman: The resolution passes unanimously. Please continue.

Chief Engineer: My third resolution for your consideration seeks the Commission's authorization of continuing expenditures for the Contract with Arcadis U.S. Inc. ("Arcadis"), of Cleveland, Ohio, for the 71-19-07 Project relating to Professional Engineering Services for modernizing the Ohio Turnpike's Toll Collection System and implementing the Strategic Plan, as adopted by the Commission under Resolution No. 57-2017. Arcadis submitted the highest-ranking proposal for Project No. 71-19-07 and was authorized to perform Task 2 design services under Commission Resolution No. 58-2019. Arcadis completed final design, the construction projects were advertised, and Project No. 58-22-02 was awarded to Mosser Construction last month under Resolution 25-2022 and Project No. 58-22-03 (REBID) was awarded to Action Contractors last month under Resolution 26-2022. Those projects were for the addition of a toll lane at Toll Plazas 64 and 152. As requested by the Engineering Department, as part of the scope of services for Project No. 71-19-07, Arcadis submitted a fee proposal dated April 8, 2022, in the not-to-exceed amount of \$336,545.61, to perform Task 9 Construction Administration and Inspection Services for Project No. 58-22-02 and submitted a fee proposal dated April 8, 2022, in the not-to-exceed amount of \$308,933.64, to perform Task 8 Construction Administration and Inspection Services for Project No. 58-22-03 Rebid. The Engineering staff has reviewed Arcadis' proposals and find them to be reasonable for the scope to be performed. The addition of the Task 8 and Task 9 services to the Arcadis Contract under Project No. 71-19-07 results in the aggregate not-to-exceed amount of \$3,619,220.04. With your permission, may the Acting General Counsel please read the title of the resolution.

Acting General Counsel: Resolution Authorizing Arcadis U.S. Inc. to Perform Task 8 Services in the Amount of \$308,933.64 and Task 9 Services in the Amount of \$336,545.61 Under Project No. 71-19-07 for a Total Aggregate Not-To-Exceed Amount of \$3,619,220.04.

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

MOTION: A motion to adopt a *Resolution Authorizing Arcadis U.S. Inc. to Perform Task 8 Services in the Amount of \$308,933.64 and Task 9 Services in the Amount of \$336,545.61 Under Project No. 71-19-07 for a Total Aggregate Not-To-Exceed Amount of \$3,619,220.04* was made by Chairman Hruby, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 33-2022.

Chairman: The resolution passed unanimously. Anything further, Mr. Matta?

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

Chairman: Thank you very much. We appreciate your work. We will now move on the Director of Toll Operations, Laurie Davis.

Director of Toll Operations: Good morning, Mr. Chairman and Commission Members. I have one resolution for your consideration this morning.

The resolution for your consideration seeks authorization to award Bid invitation No. 4405 to Boca Systems, Inc. (Boca), of Boca Raton, Florida, to Furnish Thermal Fan Fold Toll Tickets

in the total estimated amount of \$226,230.00 for the period of April 2022 thru December 2022 and one full year of 2023.

Additionally, this contract would also provide an option to renew for one additional 1-year term.

If the Commission elects to exercise this option, we would do so in accordance with the contracts policy.

On March 24, 2022, the Commission received two responses for bid Invitation number 4405.

Southland Printing, of Shreveport, Louisiana, submitted a bid in the amount of \$267,390.68. However, Southland Printing's bid was considered non-responsive as the Bid Guaranty and Performance Bond were not provided.

The additional bidder, Boca Systems, Inc., of Boca Raton, Florida, actually submitted two bids. One in the amount of \$226,230.00 for BS7 Paper type which is considered an economy paper type. The second bid in the amount of \$252,880.00 HS7 paper type, which is considered a higher-grade paper type.

It has been confirmed during testing of the Conduent equipment that both Boca ticket types BS7 and HS7 have been utilized and processed successfully.

As you are aware, in 2019 Conduent was selected to upgrade the current Toll Collection System. As a component of this conversion, Toll Operations will transition from our current magnetic stripe roll ticket to a thermal fan-fold type ticket, thus rendering this purchase essential.

In conclusion, Boca's bid in the amount of \$226,230.00 is 54% lower than the Commission's estimated cost of \$500,000.00.

Mr. Chairman, with your permission may General Counsel please read the title of the resolution.

Acting General Counsel: Resolution Approving the Selection of Boca Systems, Inc. to Furnish Fan Fold Toll Tickets in the Total Amount of \$226,230.00.

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

MOTION: A motion to adopt a *Resolution Approving the Selection of Boca Systems, Inc. to Furnish Fan Fold Toll Tickets in the Total Amount of \$226,230.00* was made by Mr. Pakush, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 34-2022.

Chairman: The resolution passed unanimously. Thank you, Laurie. Next, we will move on to the report of the Director of Service Plaza Operations, Andrew Herberger.

Director of Service Plaza Operations: Good morning, Mr. Chairman and Commission Members. I have one resolution for your consideration this morning.

This resolution seeks the Commission's authorization to award an agreement to provide Food and Retail Concessions for Unit 4 at the Great Lakes and Towpath Service Plazas in Cuyahoga County for an initial term of 10 years with Five – 5-year extension options available.

The Great Lakes and Towpath Service Plaza concessions each consist of five (5) separate operating units per plaza. In 2020, Applegreen PLC completed the acquisition of HMS Host's U.S. Toll Roads Division which included some of the concessions at the Ohio Turnpike's plazas. At the Great Lakes and Towpath Service Plazas, Applegreen acquired the contracts for Units 1, 2, 3 and 5 which were extended in October of 2021 for a third five-year option. (from March 1, 2022 to February 28, 2027).

The contract for Unit 4, previously held by Covelli Enterprises d.b.a. "Panera" expired in its entirety on February 28, 2022 with no remaining options to extend. Therefore, a Request for Proposals (RFP No. 21 - 2021) was issued in November of 2021 to redevelop the vacant unit with notices sent to approximately 35 companies.

During the open process, Service Plaza staff conducted site visits for interested firms and responded to any questions during the open inquiry period which closed on December 3, 2021. Proposals were due on January 7, 2022, and one was received from Applegreen USA, of Andover, Massachusetts. The Revenue Sharing information was separated until a team of Service Plaza Operations staff completed the Technical Evaluation the proposal's business and operating plans.

As mentioned, Applegreen is the incumbent operator of the other four Units and proposes to build out and operate a "Popeyes" restaurant in each service plaza occupying 2,878 sq. ft.; and committing to a CapEx of up to \$1.4 Million to complete the improvements in Unit 4.

The Office of Equity and Inclusion also reviewed the respondent's plans to meet the assigned goals for the Small Business Enterprise program and confirmed that the proposal demonstrated good faith efforts to meet these goals.

Even though only one proposal was received, Applegreen's proposal to expand its existing concession operations at Great Lakes and Towpath achieves the following goals:

1. Streamlines concessions management to a single operator at those locations;
2. Improves the economy of scale for the operator and Commission;
3. Eliminates internal competition between operators to capture somewhat marginal sales;
4. Consolidates and simplifies administrative, reporting and accounting functions; and
5. Maintains 100% occupancy of the concession space in the plazas maximizing the reimbursement of CAM fees.

Once the Technical evaluation (worth 60% of the total score) was finalized, the results were submitted to Contracts Administration. The Revenue Sharing Proposal (worth 40% of the total score) was requested and obtained by the Evaluation Team from which the scoring was finalized. Applegreen achieved a combined Technical and Revenue score of 91.4 out of 100 points indicating that this proposal fulfills the requirements of the RFP and will responsibly serve the interests of the Commission and the traveling public over the life of the Agreement.

With your permission, may the General Counsel please read the title of the resolution.

Acting General Counsel: Resolution Authorizing Agreement with Applegreen USA Welcome Centers, LLC for the Operation of Food and Retail Concessions at the Commission's Great Lakes and Towpath Service Plazas.

Chairman: Discussions or questions anyone?

Mr. Coviello: Is there any theory as to why we only had one bidder?

Director of Service Plaza Operations: Speaking with the operators, it is an economy of scale issue out there at the plazas. Of our seven sets of service plazas, it is one of our lower volume service plazas. So, the internal competition between operators makes it difficult for companies to be profitable. The previous operator, Covelli Enterprises, I spoke with them and the sales were about 50% of their typical stores. So, by combining all of the concessions under one contract, it is going to improve the economy of scale for that operator and they will be able to operate more efficiently.

Mr. Coviello: Applegreen is owned by a foreign company?

Director of Service Plaza Operations: Yes, that is correct.

Mr. Coviello: Didn't we just have somebody up here that we expressed misgivings to, but we didn't have any control over that one. Here we have control and are being asked to approve something.

Chairman: Where are they from?

Director of Service Plaza Operations: They are based out of Ireland with their United States headquarters out of Andover, Massachusetts. I would like to mention the previous operator, HMS Host, was also headquartered out of Maryland, but they were owned by an Italian consortium, as well out of Europe.

Chairman: If we rebid this, go out again, what are our chances do you think of getting someone from the United States to bid on this? What is your experience with United States companies that have had an opportunity to bid on this?

Director of Service Plaza Operations: We had a fairly comprehensive list of concession operators that we sent to, about 35 companies. We did get some inquiries about this

space and when we shared the financials s part of the RFP it would be very difficult to receive a competitive bid, anybody willing to invest up to \$1.4 million to provide a concession that the public really wants, we could go cheaper certainly, but historically those units have not performed well at the service plaza and it kind of drags everything down with it. So, we would prefer a national brand.

Mr. Coviello: What's the duration of the existing agreement with the current provider?

Director of Service Plaza Operations: I believe that the current operator's contract was renewed in 2021, so that's going to go out to about October 2026.

Mr. Coviello: Will this mirror that?

Director of Service Plaza Operations: This will closely mirror that.

Mr. Coviello: So, they will expire at the same time?

Director of Service Plaza Operations: I am sorry, let me rephrase that. The initial term of this contract was ten years so that is going to go out somewhat further. The contract terms are something that I inherited when I came to work at the Turnpike, so these were not set or determined by me. It is something we are working through. But the objective has always been to get to one operator at our mid to lower range volume plazas.

Mr. Coviello: If the expiration dates are not lining up would that make it more difficult to continue to have an alignment and at the same time create competition between those buyers because you still have one unit that is still locked in when you would be asking someone to bid on something that they do not have access to.

Director of Service Plaza Operations: I understand, yes. We could certainly work towards making the contracts coterminous going forward through some short modifications.

Chairman: Any other questions?

Mr. Coviello: What happens if this doesn't get approved?

Director of Service Plaza Operations: We have a vacant unit our there until we can find an operator. Actually, it is almost 50% of the entire operating space is this unit, so it is a fairly significant financial consideration considering they pay 50% of our CAM fees, as well as the lost revenue, sales, property management capital, and all those items as well.

Chairman: What does Applegreen sell? What is the product that we are going to see there?

Director of Service Plaza Operations: They are proposing a Popeyes for that unit space.

Chairman: Popeyes Chicken?

Director of Service Plaza Operations: Yes, one on each side of the road.

Mr. Coviello: I guess what I am getting at is that when current agreements expire it could be difficult in the competition if there is a unit in there that is not available because that expiration date is going to be five years down the road.

Director of Service Plaza Operations: Those units are one, two three and five, this recommendation is for unit four. That is a ten year. Without that initial ten year upfront investment they are unlikely to come back with a \$1.4 million investment. It is going to be cut substantially.

Mr. Coviello: I am just afraid we will never have competition.

Chairman: We won't. I understand that.

Mr. Coviello: Do any of our other plazas have multiple operators?

Director of Service Plaza Operations: One other plaza, the Middle Ridge/Vermilion Valley are very high volume plazas that has Applegreen as well as Covelli Enterprises.

Chairman: Of the other ones that are on our system, how many of them are foreign owned companies, approximately?

Director of Service Plaza Operations: None of the other operators as far as I understand it. We have 7-11, Hardee's but they are going to be pulling out, Covelli Enterprises, and I think that is it.

Chairman: So, they are all American companies?

Director of Service Plaza Operations: Correct.

Chairman: So, this would be the first different one or non-American company?

Director of Service Plaza Operations: Right.

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

MOTION: A motion to adopt a *Resolution Authorizing Agreement with Applegreen USA Welcome Centers, LLC for the Operation of Food and Retail Concessions at the Commission's Great Lakes and Towpath Service Plazas* was made by Secretary-Treasurer Barber, seconded by Mr. Pakush, and rejected by all Commission Members present.

Chairman: It is defeated. Your work is going to be expanded again, Sir. I am sorry but we have a strong sense up here, a feeling about this right now. Maybe it is just because it's Patriot's Day and Paul Revere made his ride this night. I don't know what it is, but the flag is being flown today here pretty loudly. Thank you.

Director of Service Plaza Operations: Thank you.

Director Ahmed: Mr. Chairman, I wanted to ask the Commission a question, would the Commission like for, I shouldn't ask a question, let me make a suggestion, I will work with our General Counsel, as well as our Contracts Department to come up with draft language to present to the Commission that we can put in our contracts within the laws of the State of Ohio as to our ability to do business exclusively with American Companies and also putting the burden on whoever is doing business with us to let us know ahead of time if a foreign company is going to acquire them. So, what I would like to do is work our team to come up with draft language that is legal in State of Ohio and then present it to the Commission for your review and for your comments.

Chairman: It will be interesting.

Mr. Coviello: The way you worded it, in terms of exclusive, maybe rather than exclusive, weighted?

Chairman: Give it so many points.

Mr. Coviello: One other thing Mr. Chairman and Director, is there a way to come back with Applegreen, even if we have to concede something on our end to get them into that five-year timeframe, to get that unit back up and running that parallel the existing agreements so it expires at the same time.

Director Ahmed: Mr. Chairman and Mr. Coviello, we will try to make that happen. At least we will come back and report to you with what we are able to do contractually.

Chairman: Anything else, Andrew.

Director of Service Plaza Operations: No, Mr. Chairman that completes my report.

Chairman: Thank you. We appreciate your work. We will now move on the report of the Deputy Executive Director/Chief Financial Officer, Marty Seekely.

Deputy Executive Director/Chief Financial Officer: Thank you, Mr. Chairman. I have a brief update on our traffic and revenue for the month of March this morning.

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike since the beginning of 2019. Passenger car vehicle miles traveled were up 8.6% from March of last year

and down 9.0% from March of 2019. There were two fewer weekend days this year than there were in 2019.

Commercial traffic continued to increase and was up 5.5% from March of last year and up 25.3% from March of 2019. There were two more weekdays this year then there were in 2019.

The change in passenger car traffic combined with the toll rate increases caused passenger car toll revenues to increase 9.9% from March of last year and decrease 4.7% compared to March of 2019.

The increase in commercial traffic combined with the toll rate increases caused commercial vehicle toll revenues to increase 7.6% from March of last year and 34.5% from March of 2019.

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 \$5.8 million or 8.2% above the amount from last year and \$10.2 million or 15.3% above the amount from 2019.

That completes my report Mr. Chairman.

Chairman: Thank you. Any questions or comments? Hearing none, we will move on to the report of our Acting General Counsel, Heather Veljkovic.

Acting General Counsel: First, I would like to give you just a brief update on the January 23, 2022 snowplow incident. To-date, the total amount the Commission has paid out on claims made is \$64,627.18. This includes the resolution of twenty-five claims that have been filed with the Commission, as well as payment of towing services incurred as a result of this incident. The Legal Department continues to work diligently to resolve all remaining claims.

Next, I would like to mention that the Legal Department Extern is in attendance at today's meeting. Evan Morris is a third year law student at the Cleveland Marshall College of Law. He is preparing to graduate in May of this year. He has added value to the Commission's Legal and Contracts Administration Department through his advanced research and writing skills. Mr. Morris will be taking a full time position at Oswald Insurance upon graduation.

That completes my report, Mr. Chairman.

Chairman: Thank you, Heather. Any questions for her? Hearing none, we will move on to the report of the Ohio State Highway Patrol, Staff Lieutenant Reeder.

Staff Lieutenant Reeder: I am always worried about traffic safety and I looked at Mr. Marks bio, I think you came up from Florida, right? That is snow out there. So, drive safely. Everybody's been getting beat up, I thought I would lighten the mood a little bit. Usually, Representative Ghanbari gets me, so I will be really quick and we will get out of here.

The first slide, I wanted to bring to everyone's attention that April 1st marked the start of the annual summer construction season on the Ohio Turnpike. OSHP and OTIC communications

are working together for social media attention to educate driver's about construction zone awareness. We try to pride ourselves in educating the public and changing driving behaviors. We like to do it through the social media, but it ultimately comes down at time to enforcement contact when we make a traffic stop. Just in the first fourteen days of the month, we were able to issue 53 construction zone speed citations, that is good stuff. I've tasked each Commander with really concentrating on those areas this year. We look forward as the weather gets better and we are able to work with the plane in some of those zones that were marked up for air enforcement and try and curb that driving behavior and keep everyone safe.

On Thursday March 17, 2022, at approximately 0927 hours, Trooper Matt Boyer observed a vehicle traveling at a speed well under the speed limit on the Ohio Turnpike near milepost 173. The vehicle was stopped for several criminal indicators. After making contact with driver, he advised Trooper Boyer that he did not have a valid driver's license, and Trooper Boyer could also smell a strong odor of raw marijuana coming from inside the vehicle. The driver was asked out of the vehicle and placed in Trooper Boyer's patrol car after being patted down for weapons. After a backup unit arrived on scene, a probable cause search revealed a plastic bag with marijuana in the trunk. There was also more marijuana located in the back seat of the vehicle as well as 1 ecstasy pill. The driver and owner of the contraband admitted that he was going to smoke some of it and sell some of it to help him get on his feet in Cleveland. A total of 29 bags of marijuana were located with an approximate weight of 29 pounds. The owner was issued a summons for possession of marijuana and ecstasy and drug trafficking.

On Wednesday March 29, 2022, while on patrol Trooper Ladonna Klocinski, of the Swanton Post, was approached by a passerby that a woman was standing on a bridge near milepost 59 on the Ohio Turnpike. Trooper Klocinski was able to locate the female squatting behind a guardrail and was able to make contact with her. The woman appeared upset and was staring at traffic. After speaking with the female briefly she admitted to Trooper Klocinski that she was feeling suicidal and was planning to jump off the bridge and kill herself. Trooper Klocinski was able to quickly gain her trust and engage in good and meaningful conversation with the female. After calming her down she was able to convince her to walk back to her patrol car with her and even got her to smile. Trooper Klocinski assured her that she wanted her to be safe and reunite her with her family and children. The female agreed to go with Trooper Klocinski to the hospital and speak with a mental health professional.

That completes my report.

Chairman: Could you go back one slide. Is it become policy for the OSHP that like deer hunters do they put their catch on the front of the hood as they drive home? Is that now what you do with the booty you collect?

Staff Lieutenant Reeder: It is funny that you ask that, Chairman, because I was talking with our PIO guy and he's kind of frowning upon this because the minute they do this it becomes public record. So, we have been known to do those trophy shots. A lot of time you will see a Stetson thrown in there but in this case, we were able to use the Flying Wheel on the side of the car to push our message. Yes, that is kind of a trophy shot.

Chairman: It should be. I mean that's extremely good work to take that amount of drugs off of the street. I mean it is without question. Congratulations. I thought I would add a little more humor to make the trip back to Florida a little happier.

Mr. Marks: I appreciate it.

Chairman: Any questions for the Staff Lieutenant? Again, thank you for all you do. You guys do a wonderful job and your ladies, for us.

Staff Lieutenant Reeder: Thank you and thanks to the Communications Department. We are really trying to work hard with them, not only is it the start to construction season, but April is Distracted Driving Month, so we are really trying to push that message on social media to slow down and move over. Unfortunately, last week I was at a very tragic crash down on Interstate 71 near Ashland, where a firefighter lost his life. So, you kind of look at everything at an after action review and we are kind of looking for the reason since we are along the side of the road as long as we are. But again, it just reminds everyone how quickly something can go bad when you don't pay attention or are distracted in any way. Thank you.

Chairman: Thank you very much. The next meeting of the Ohio Turnpike and Infrastructure Commission will be held on May 16, 2022 at 10:00 a.m. here at the Commission's Administration Building located in Berea, Ohio.

If there is no further business, I will accept a motion to adjourn the 695th Commission Meeting.

MOTION: A motion to adjourn the 696th Commission Meeting is made by Mr. Coviello, seconded Secretary-Treasurer Barber, and unanimously approved by all Commission Members present.

Time of adjournment: 11:12 a.m.

Attendees for Record Keeping Purposes:

Commission Members: Chairman Jerry Hruby; Secretary-Treasurer Sandra Barber; Commission Member Guy Coviello; Commission Member Myron Pakush; and Office of Budget and Management Representative James Kennedy.

Other Attendees: Tracy Marks, TransCore; Michael Burgess, Prime AE; Jacob Siesel, IUOE Local 18; Ed Adamczyk, Arcadis; Mike Woodring, AECOM; Art Rometo, GAI; Evan Morris; Hamid Homae, TBD Advisors; Glen Stephens, G. Stephens; Jack Rimal, G. Stephens;

Ohio Turnpike and Infrastructure Commission Personnel: Ferzan M. Ahmed, P.E., Ohio Turnpike; Staff Lieutenant Richard Reeder, Ohio State Highway Patrol; Heather Veljkovic, Ohio Turnpike; Marty Seekely, Ohio Turnpike; Chris Matta, Ohio Turnpike; Laurie Davis, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Aimee Lane, Ohio Turnpike; Sue Coleman, Ohio Turnpike; Brian Kelley, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Matt Cole, Ohio Turnpike; Chriss Pogorelc,

Ohio Turnpike; Chuck Cyrill, Ohio Turnpike; Ann Powell, Ohio Turnpike; Jackie Dohoda Herberger, Ohio Turnpike; Andrew Herberger, Ohio Turnpike; Laura Grospitch, Ohio Turnpike; and Adam Greenslade, Ohio Turnpike.

EXHIBITS

- Resolution No. 31-2022 – Resolution Authorizing Participation in ODOT Cooperative Purchasing Program for Road Salt For 2022/2023 Winter Season
- Resolution No. 32-2022 – Resolution Approving the Selection of Suburban Maintenance & Construction, Inc. for Project No. 99-21-08 for the Total Amount of \$154,910.00
- Resolution No. 33-2022 – Resolution Authorizing Arcadis U.S. Inc. to Perform Task 8 Services in the Amount of \$308,933.64 and Task 9 Services in the Amount of \$336,545.61 Under Project No. 71-19-07 for a Total Aggregate Not-To-Exceed Amount of \$3,619,220.04
- Resolution No. 34-2022 – Resolution Approving the Selection of Boca Systems, Inc. to Furnish Fan Fold Toll Tickets in the Total Amount of \$226,230.00

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Participation in ODOT Cooperative Purchasing Program for Road Salt For 2022/2023 Winter Season

WHEREAS, the Commission is authorized to participate in contracts awarded by the Ohio Department of Transportation (“ODOT”) for the purchase of machinery, materials, supplies, or other articles under Section 5513.01(B) of the Ohio Revised Code; and

WHEREAS, the Chief Engineer recommends leveraging the volume pricing ODOT is able to obtain from salt suppliers for fulfilling the Commission’s requirements for road salt; and

WHEREAS, the Chief Engineer has recommended the following estimated quantities for the 2022/2023 Winter season under ODOT Contract No. 018-23 (the “ODOT Salt Contract (018-23)”) for the counties where the following delivery sites are located:

<u>Delivery Locations</u>	<u>Estimated Winter Use</u>
Kunkle MB (Williams Cty.)	2,500 Tons
Swanton MB (Fulton Cty.)	2,800 Tons
TP 59 (Lucas Cty.)	1,000 Tons
Elmore MB (Ottawa Cty.)	5,700 Tons
River Road (Sandusky Cty.)	700 Tons
Castalia MB (Erie Cty.)	3,700 Tons
Humm Road (Erie Cty.)	2,200 Tons
Amherst MB (Lorain Cty.)	7,600 Tons
TP 161 (Cuyahoga Cty.)	4,600 Tons
Boston MB (Summit Cty.)	7,700 Tons
TP 187 (Portage Cty.)	2,700 Tons
Hiram MB (Portage Cty.)	4,200 Tons
TP 218 (Mahoning Cty.)	3,700 Tons
Canfield MB (Mahoning Cty.)	3,300 Tons
TOTAL	52,400 Tons

WHEREAS, the ODOT Salt Contract (018-23) will be structured such that the Commission must commit to order at least a minimum of 90% and no more than 110% of the estimated quantities for each delivery location; and

WHEREAS, at an estimated salt cost of \$60.00 per ton, the estimated expenditures for rock salt for the 2022/2023 Winter season will potentially exceed \$3,144,000.00 and the maximum purchase of 110% of the estimated quantities would result in a potential total estimated cost of \$3,458,400.00; and

WHEREAS, in accordance with Section 5513.01(B) of the Ohio Revised Code, the Commission must file a certified copy of a Commission resolution requesting authorization to participate in the ODOT Salt Contract (018-23) and agreeing to be bound by such terms and conditions as the Director of the Department of Transportation prescribes; and

WHEREAS, the Chief Engineer and the Executive Director recommend that the Commission authorize participation in the ODOT Cooperative Purchasing Program, ODOT Salt Contract No. 018-23 for sodium chloride in the counties specified for the above-referenced delivery locations during the 2022/2023 Winter season; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, that the Ohio Turnpike and Infrastructure Commission hereby agrees to participate in the Ohio Department of Transportation Cooperative Purchasing Program, Annual Winter Road Salt Bid (Invitation No. 018-23) in accordance with Section 5513.01(B) of the Ohio Revised Code, and that the Executive Director is authorized to take any and all actions necessary in the name of the Ohio Turnpike and Infrastructure Commission concerning its participation in the ODOT Contract for Road Salt during the Winter of 2022/2023 (“ODOT Salt Contract (018-23)”); and

FURTHER RESOLVED, that the Commission hereby requests to participate in ODOT Salt Contract (018-23) in the total estimated amount of 52,400 tons of Sodium Chloride (Road Salt), which the Commission agrees to purchase from the awarded salt supplier(s) for each of the above-specified delivery locations in the subtotal quantities provided as the Estimated Winter Use at the bid price per ton awarded by the Director of Transportation, and the Commission agrees to purchase a minimum of 90% of its above-requested salt quantities from its awarded salt supplier(s) during the term of ODOT Salt Contract (018-23); and

FURTHER RESOLVED, that the Commission hereby agrees to be bound by all terms and conditions established under the ODOT Salt Contract (018-23), and acknowledges that upon award of the Contract by the Director of Transportation the Commission shall be bound by all such terms and conditions included in the contract and that upon the signing of the ODOT Salt Contract (018-23) by the Director of Transportation, the agreement shall effectively form a contract between the awarded salt supplier(s) and the Commission; and

FURTHER RESOLVED, that the Commission hereby agrees to place orders under the ODOT Salt Contract (018-23) directly with the awarded salt supplier(s) and make payments directly to the awarded salt supplier(s) on a 30 day net basis for all road salt received under the ODOT Salt Contract (018-23), and the Commission agrees to be solely responsible for resolving all claims or disputes arising out of its participation in the ODOT Salt Contract (018-23) and agrees

to hold the Department of Transportation harmless for any claims, actions, expenses, or other damages arising out of the Commission's participation in the ODOT Salt Contract (018-23); and

FURTHER RESOLVED, that the Commission instructs the Chief Engineer to issue a report back to the Commission indicating the results of the ODOT bidding process; and

FURTHER RESOLVED, that the Executive Director is authorized to submit a certified copy of this Resolution to the Director of Transportation providing the Commission's authorization and commitment to participate in the ODOT Salt Contract (018-23) for the purchase of road salt in the quantities and at the delivery sites referenced above; and

FURTHER RESOLVED, that the Commission must provide ODOT with a resolution submitting its estimated quantities of road salt for the 2022/2023 winter season on or before April 29, 2022.

(Resolution No. 31-2022 adopted April 18, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Suburban Maintenance & Construction, Inc. for Project No. 99-21-08 for the Total Amount of \$154,910.00

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice in accordance with law advertising its Invitation to Bid upon a contract for Bridge Repairs on the Ohio Turnpike over Mahoning Avenue (C.R. 18) at Milepost 219.8 in Mahoning County, Ohio, and designated as Project No. 99-21-08 (the “Project”); and

WHEREAS, the Commission received three bids to perform the Contractor’s obligations on the Project; and

WHEREAS, the Chief Engineer and Staff Engineer report that Suburban Maintenance & Construction, Inc., of North Royalton, Ohio, submitted the apparent lowest bid on the Project in the total bid amount of \$154,910.00; and

WHEREAS, the Director of Contracts Administration determined that bids for the Project were solicited on the basis of the same terms and conditions and the same specifications, that selecting the bid of Suburban Maintenance & Construction, Inc. conforms to the requirements of Ohio Revised Code Sections 153.54, 5537.07 and 9.312, and Suburban Maintenance & Construction, Inc. submitted a performance bond with good and sufficient surety; and

WHEREAS, the OEI Contracts Coordinator waived the program requirements due to lack of opportunity and availability of certified firms; and

WHEREAS, Commission action is necessary to approve the contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws because the amount of the bids received will require expenditures under Project No. 99-21-08 that will exceed \$150,000.00; and

WHEREAS, the Chief Engineer and Staff Engineer recommend the Commission select Suburban Maintenance & Construction, Inc. as the lowest responsive and responsible bidder for the Project; and

WHEREAS, the Commission’s Executive Director concurs with the Chief Engineer’s and Staff Engineer’s recommendation that the Commission approve the award of the Project to Suburban Maintenance & Construction, Inc. as the lowest responsive and responsible bidder; 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 Suburban Maintenance & Construction, Inc. for Project No. 99-21-08 in the amount of \$154,910.00, is approved as the lowest responsive and responsible bid received and the Executive Director is authorized to execute a contract based on said bid.

(Resolution No. 32-2022 adopted April 18, 2022)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Arcadis U.S. Inc. to Perform Task 8 Services in the Amount of \$308,933.64 and Task 9 Services in the Amount of \$336,545.61 Under Project No. 71-19-07 for a Total Aggregate Not-To-Exceed Amount of \$3,619,220.04

WHEREAS, the Commission selected Arcadis U.S. Inc. (“Arcadis”) to perform professional services for the Toll Collection System Modernization (the “TCS Project”) pursuant to the adopted resolution (as applicable), on the date noted and for the scope of work identified below:

SERVICES/FEES APPROVED TO DATE

RESOLUTION	DATE ADOPTED	SCOPE OF SERVICES	AMOUNT AUTHORIZED
Approved by Deputy Executive Director	August 13, 2019	Task 1 services under Project No. 71-19-07, including plan review, field verification and as-built drawing plan development for 20 toll plazas	\$119,232.74
58-2019	November 18, 2019	Task 2 services under Project No. 71-19-07, including environmental support and permitting, field survey, geotechnical investigation, design, and plan preparation for the addition of a lane at Toll Plaza 64 and Toll Plaza 152	\$441,727.15
66-2020	October 19, 2020	Additional Task 2 services under Project No. 71-19-07, including adding to the plans the process for draining down an adjacent borrow-pit pond at Toll Plaza 64, and upgrades at Toll Plaza 64 and Toll Plaza 152 consistent with the Commission’s contract with a Toll Collection System integrator	\$170,256.00
80-2020	December 21, 2020	Task 3 services under Project No. 71-19-07, including preparation of construction plans, specifications, and construction estimates for bidding purposes for Toll Plazas 52 through Toll Plaza 209 (excluding Toll Plaza 64 and Toll Plaza 152)	\$755,368.18
34-2021	June 21, 2021	Task 4 services under Project No. 71-19-07, Construction Administration and Inspection Services for Project No. 59-21-03	\$290,311.72
Approved by Executive Director	September 20, 2021	Task 5 services under Project No. 71-19-07, Construction Administration and Inspection Services for Project No. 64-21-01	\$108,339.95
Approved by Executive Director	September 21, 2021	Task 2 Services under Project No. 71-19-07, design services for rebid of addition of a lane at Toll Plaza 64 and Toll Plaza 152	\$55,822.47
2-2022	January 24, 2022	Task 6, Construction Administration and Inspection Services under Project No. 64-22-01	\$518,133.68

2-2022	January 24, 2022	Task 7, Construction Administration and Inspection Services under Project No. 64-22-02	\$514,548.90
TOTAL CONTRACT VALUE:			\$2,973,740.79

PROPOSED FEES/SERVICES

RESOLUTION	SCOPE OF SERVICES	FEE PROPOSAL DATE	NOT TO EXCEED AMOUNT
<i>Proposed</i>	<i>Task 8, Construction Administration and Inspection Services under Project No. 58-22-03 (REBID)</i>	<i>April 8, 2022</i>	<i>\$308,933.64</i>
<i>Proposed</i>	<i>Task 9, Construction Administration and Inspection Services under Project No. 58-22-02</i>	<i>April 8, 2022</i>	<i>\$336,545.61</i>
TOTAL CONTRACT VALUE (incl. Task 8 & 9)			\$3,619,220.04

WHEREAS, Arcadis submitted a fee proposal dated April 8, 2022, for Task 8 services which include Construction Administration and Inspection Services for Project No. 58-22-03 (Rebid), Toll Plaza 152 Expansion Milepost 152.2, Lorain County, Ohio, as part of the TCS Project (“Task 8 Services”), in the not-to-exceed amount of \$308,933.64 which amount the Chief Engineer has deemed to be reasonable and necessary; and

WHEREAS, Arcadis submitted a fee proposal dated April 8, 2022, for Task 9 services which include Construction Administration and Inspection Services for Project No. 58-22-02, Toll Plaza 64 Expansion Milepost 64.9, Wood County, Ohio, as part of the TCS Project (“Task 9 Services”), in the not-to-exceed amount of \$336,545.61 which amount the Chief Engineer has deemed to be reasonable and necessary; and

WHEREAS, the amount set forth in the fee proposals from Arcadis, dated April 8, 2022, to perform the Task 8 and Task 9 Services will increase the contract by an amount that exceeds the Executive Director’s contracting authority under Article V, Section 1.00 of the Commission’s Code of Bylaws, and Commission approval is necessary to authorize the amendment of the Agreement incorporating the fee proposal; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Chief Engineer and approves the recommendation to authorize Arcadis to perform the Task 8 and Task 9 Services under Project No. 71-19-07; and

WHEREAS, the Commission has duly considered such recommendation.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the proposals from Arcadis dated April 8, 2022 to perform Task 8 Services in the not to exceed amount of \$308,933.64 and April 8, 2022 to perform Task 9 Services in the not to exceed amount of \$336,545.61 specifically described in the recitals, under Project No. 71-19-07, are approved, and the Executive Director is authorized to amend the Agreement with Arcadis to perform such additional work in accordance with the terms and conditions of the existing Agreement and Arcadis's fee proposals dated April 8, 2022, in the aggregate not-to-exceed amount of \$3,619,220.04.

(Resolution No. 33-2022 adopted April 18, 2022)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Boca Systems, Inc. to Furnish Fan Fold Toll Tickets in the Total Amount of \$226,230.00

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) advertised Invitation to Bid No. 4405 to furnish Fan Fold Toll Tickets for the period of April 2022 through December 2022 and one (1) full year of 2023 required for scheduled lane transitions as part of the Toll Collection System Modernization project (“TCS Project”), with an option to extend the contract for one additional, one-year period; and

WHEREAS, the Commission received two bids in response to the Invitation, but one bid was rejected due to the bidder’s failure to submit a bid bond, and the Commission’s Director of Toll Operations reviewed and analyzed the remaining valid bid which was timely submitted and whose report concerning such analysis is before the Commission; and

WHEREAS, the Director of Toll Operations reports that Boca Systems, Inc. (“Boca”), of Boca Raton, Florida, submitted the only valid bid to furnish the Fan Fold Toll Tickets in the total amount of \$226,230.00 based on the estimated quantities to be ordered by the Commission as set forth in the Invitation; and

WHEREAS, the total amount of \$226,230.00 is for fanfold tickets for 2022 and 2023 and if the Commission decides to exercise its option to renew the contract for one additional, one-year period, the Director of Toll Operations will obtain all required approvals at that time in accordance with the Commission’s Contracts Policy; and

WHEREAS, the Director of Toll Operations recommends that the Commission award a contract to Boca as the lowest responsible and responsive bidder based on its proposal to deliver the materials in accordance with the specifications for a price that is below the Commission’s estimate; and

WHEREAS, the Commission’s Director of Contracts Administration determined that the bids for Invitation No. 4405 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from Boca for Invitation to Bid No. 4405 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312; and

WHEREAS, the Executive Director has reviewed the report of the Director of Toll Operations and concurs with the recommendation to award Boca the contract for Invitation to Bid No. 4405 as the lowest responsive and responsible bidder; and

WHEREAS, Commission action is necessary to approve the contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws because the amount of the bid received will require an expenditure that exceeds \$150,000.00 to furnish the Fan Fold Toll Tickets; 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 Boca Systems, Inc. to furnish Fan Fold Toll Tickets under Invitation to Bid No. 4405 from the date of contract award through 2023, with an option to renew for one additional 1-year term, in the total amount of \$226,230.00 for 2022 and 2023 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.

(Resolution No. 34-2022 adopted April 18, 2022)