

**MINUTES OF THE 675th MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
JUNE 15, 2020**

Chairman: Good morning. I am Jerry Hruby. I am the Chairman of the Ohio Turnpike and Infrastructure Commission. The time is 10:00 a.m. Please stand and join me in reciting the *Pledge of Allegiance*.

The meeting will come to order. We are here on video conference – not in person as Governor DeWine signed HB 197 into law allowing public meetings to proceed without having to gather in person. We are doing our part to help prevent the spread of COVID-19.

Will the Assistant Secretary-Treasurer, Ferzan M. Ahmed, please call the roll.

Assistant Secretary-Treasurer: Chairman Hruby

Chairman, Jerry Hruby: Here

Assistant Secretary-Treasurer: Vice Chairman Paradiso

Vice Chairman, Timothy Paradiso: Here

Assistant Secretary-Treasurer: Secretary-Treasurer Peterson

Secretary-Treasurer, Michael Peterson: Here

Assistant Secretary-Treasurer: Mrs. Barber

Commissioner, Sandra Barber: Here

Assistant Secretary-Treasurer: Mr. Coviello

Commissioner, Guy Coviello: Here

Assistant Secretary-Treasurer: Ms. Eaton Johnson

Commissioner, Vickie Eaton Johnson: Here

Assistant Secretary-Treasurer: Dr. Marchbanks

Commissioner, ODOT Proxy, Dr. Jack Marchbanks: Here

Assistant Secretary-Treasurer: Mr. Kennedy

Office of Budget and Management, James Kennedy: Here

Assistant Secretary-Treasurer: Senator McColley

Senator Rob McColley: Here

Assistant Secretary-Treasurer: Representative Greenspan

Representative Dave Greenspan: (No response)

Chairman: Thank you. We have a quorum. This is the 675th Meeting of the Ohio Turnpike and Infrastructure Commission. We are holding a meeting today via Microsoft Teams.

As mentioned at the beginning, the new law signed by Governor DeWine allows public meetings to be held by video conference. State law will allow us to use video conferencing for all public meetings until December 1, 2020 (unless the state legislature extends it). Accordingly, we can check in with our Technology team after the meeting and confirm that this meeting was available by live stream to the public.

Various reports will be received, and we will act on several resolutions. Draft copies have previously been sent to the Members and updated versions are in the Members' packets. The Resolutions will be explained during the appropriate reports.

May I have a motion to adopt the Minutes of the May 18, 2020, Commission Meeting.

MOTION: A motion to adopt the Minutes of May 18, 2020, Commission Meeting was made by Dr. Marchbanks and seconded by Vice Chairman Paradiso. Any questions, comments, or additions to the minutes? Hearing none. Roll call on the motion, please. All Commission Members present voted to approve the Minutes.

Chairman: The May 18, 2020 Commission Meeting Minutes are adopted. We will move on to the report of the Secretary-Treasurer.

General Counsel: Mr. Chairman, the following items have been provided to the Members since the last scheduled meeting of the Commission on May 18, 2020:

1. Six Resolutions;
2. Draft Minutes of the May 18, 2020 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, May 2020;

2. Traffic and Revenue Report, May 2020;
3. Total Revenue by Month and Year, May 2020; and
4. Investment Report, May 2020.

Mr. Chairman, that concludes the reading of the Secretary-Treasurer's report.

Chairman: Thank you. Any questions or comments regarding Mr. Peterson's report?

Hearing none, we will move on to the report from the Executive Director, Ferzan M. Ahmed.

Director Ahmed: Thank you, Mr. Chairman. I will start with an operational update.

To keep our employees safe during the pandemic we, like other entities, incurred extra expense for items such as gloves, masks, shields, cleaning supplies and labor. We took one extra step as a precautionary measure by hiring a specialist to fumigate our buildings on a regular basis. I asked our Director of Field Operations, Chris Matta, to compare the extra costs with operational savings due to remote working. From March through May, the extra costs so far are approximately \$121,000. In that same period, the estimated operational savings are \$278,000. These savings are for items such as reduced electric, gas, water, and sewer costs, and well as reduced fuel.

In addition to these savings, our employees have learned to telework while improving operations at the same time. Therefore, we are looking at this as a permanent option for certain positions. The ability to telework may also offer the opportunity to hire talent for certain positions from across northern Ohio and to tap a talent pool of people who may not be able to work away from home due to physical or family limitations.

Turning now to our service plazas. At the last meeting, I informed the Commission that our regular concessionaires were ceasing operations at the Portage and Brady's Leap Service Plazas due to decreased sales. I am pleased to announce that 7-Eleven has opened 24-hour stores at both service plazas. These stores will offer limited food service to our customers. I commend Drew Herberger, Dana Brown, Doug Turner, and the Service Plaza team for making this happen. I also commend Aimee Lane and our Contracts team for the same effort. All service plazas are now open for food service per the guidelines of the Ohio Department of Health.

Thank you to Travis Bonnett and our External Technology Task force for a first at the Commission. We installed our first variable speed limit sign for night work in the Amherst and Castalia Maintenance construction zones. The way this works is if the work zone is active meaning workers are present then speeds are reduced. We will be deploying other variable speed limit signs soon.

Thank you to Chris Matta for taking the lead to install work zone cameras at six of our overhead bridge projects located from Wauseon to Strongsville, along with a resurfacing project in Akron and a pavement replacement project in Swanton. These cameras show live traffic

conditions and can be viewed from a computer or a smart phone. All cameras will be accessible through our web site and is a great tool to monitor conditions and respond in real-time to traffic and congestion issues.

The 3rd annual “W82TXT” teen video contest kicked-off May 27, 2020. The contest is for students in grades 9-12 to submit a 6 to 60 second video to spread awareness about the dangers of distracted driving. The students will compete for prizes such as a 12-Month Adobe Creative Cloud Subscription or an Apple Watch or a \$250 Amazon Gift Card. The grand prize winner also will get to choose a booster club at their school, to which the Ohio Turnpike will donate \$500.

There are several internal promotions because of people retiring. In Maintenance, congratulations to Paul Campbell for being promoted to Trades Supervisor, Brad Rarick for being promoted to Sign Shop Foreman, and Matt McMullen for being promoted to Hiram Section Foreman.

In Toll Operations, congratulations to Valerie Reed for being promoted to Eastern District Supervisor, Bobbi Corleone, and Kimberly Johnson for being promoted to Toll Plaza Supervisor positions.

I would like to congratulate several of our team members for their upcoming retirements: Susan Reed, Tom Kirk, Sheila Coon, AJ McGee, Gloria Moxley, and Jeffrey Maas in our Toll Operations Department, and George Austin of our Maintenance department. I thank all of them for their decades of service to the Commission and our customers.

Two of these team members are retiring with a rare milestone. AJ McGee with 35 years of service, and George Austin is retiring with 38 years. In honor of their long service to the Commission, we have a resolution for each employee. With your permission, may the General Counsel read a resolution honoring each employee to be voted on by the Commission.

General Counsel: Resolution Expressing Appreciation of Amy J. (“AJ”) McGee.

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

MOTION: A motion to adopt *Resolution Expressing Appreciation of Amy J. (“AJ”) McGee* was made by Chairman Hruby, seconded by Mrs. Barber, and approved by all Commission Members present. Resolution No. 42-2020.

Chairman: The resolution passes unanimously. AJ McGee, if you are listening, we wish you our very best. Thank you for your dedicated services. Thirty-five years and ne month is quite a tenure, quite a show of loyalty. We thank you so very much. Jennifer, please continue.

General Counsel: Resolution Expressing Appreciation of George L. Austin.

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

MOTION: A motion to adopt *Resolution Expressing Appreciation of George L. Austin* was made by Chairman Hruby, seconded by Ms. Johnson, and approved by all Commission Members present. Resolution No. 43-2020.

Chairman: The resolution passes unanimously. George Austin, if you are listening, on behalf of the Commission, we thank you. Thirty-eight years and one month of service, again that is a strong showing of dedication. Someone has given their life to the Turnpike Commission and we thank you so very much for your outstanding service. Ferzan, please continue.

Director Ahmed: Finally, Mr. Chairman, I would like to acknowledge the leadership efforts of Diana Anthony, who is the Program Manager of our Diversity and Inclusion efforts. During the pandemic, she has continued the Commission's SBE outreach program virtually. Diana will present how to get certified with the Turnpike during the B2G Webcast on June 25, 2020. I invite Commission Members to attend this virtual event. A link to register via Eventbrite can be found on our social media.

Mr. Chairman, that concludes my report, and I will be happy to answer any questions.

Chairman: I want to congratulate those that have been promoted and we want to thank, again, all of our retirees, for a job well-done. I would just point out to you, Director and to the staff, how much the Commission appreciates your fine work under some difficult circumstances over the last several months. Thank you very much, Director. We are very pleased with your work, very pleased with the results of the information that has been passed on to us.

We will not move on to the report of the Chief Engineer, Tony Yacobucci.

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

The first resolution for your consideration is to reject all bids received for Contract No. 58-20-01. This represented a contract to construct a new mainline toll plaza facility, utility buildings, toll booths and canopies at Milepost 49.0 in Fulton County, as part of the Commission's Toll Collection System Modernization Project. On May 27, 2020, Procurement received two (2) bids in response to this Project, and all bids were more than ten percent (10%) above the Engineer's Estimate. In accordance with the bidding documents, which provide that the Commission shall reject any bid in excess of ten percent (10%) above the Engineer's Estimate, the bids cannot be considered for award, and must be rejected. It is recommended that the bids received for Contract No. 58-20-01 be rejected, and the project be re-evaluated by engineering staff and re-advertised at a later date. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Rejecting All Bids Received on Project No. 58-20-01.

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

MOTION: A motion to adopt *Resolution Rejecting All Bids Received on Project No. 58-20-01* was made by Mrs. Barber, seconded by Mr. Coviello, and approved by all Commission Members. Resolution No. 44-2020.

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

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

Chief Engineer: The second resolution for your consideration seeks the Commission's authorization to award Contract No. 59-20-04 Parts A and B, for the Repairs and Resurfacing of the Eastbound and Westbound Mainline Roadway between Milepost 209.6 and Milepost 216.1 in Trumbull County, which is Part A of the Project, and Repairs and Resurfacing of the Interchange 218 Ramps at Milepost 218.7 in Mahoning County, which is Part B of the Project. This work is included in the 2020 Capital Improvement Budget. On May 27, 2020, Procurement received two (2) bids in response to this Project. The apparent low bid was submitted by The Shelly Company - Northeast Division, ("Shelly"), of Twinsburg, Ohio, in the amount of \$2,930,896.70. Commission staff evaluated the unit bid prices and found them to be reasonable and the bid tabulation did not appear to contain any errors or anomalies. Shelly's bid is approximately 5.7% below the Engineer's Estimate of \$3,100,000 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. In addition, Shelly has committed to meet or exceed the 10% SBE goal as set by the Office of Equity and Inclusion. Therefore, it is recommended that the Commission award Contract No. 59-20-04 Parts A and B to The Shelly Company – Northeast Division of Twinsburg, Ohio in the amount of \$2,930,896.70. This resolution also contains provisions to assign ms consultants, inc., of Youngstown, Ohio, to perform construction administration and inspection services, and to assign Professional Service Industries, Inc., of Cleveland, Ohio to perform material testing services. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Approving the Selection of The Shelly Company for Project No. 59-20-04 for the Total Amount of \$2,930,896.70 and Approving ms consultants, inc. and Professional Service Industries, Inc. to Perform Professional Services on the Project.

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

MOTION: A motion to adopt *Resolution Approving the Selection of The Shelly Company for Project No. 59-20-04 for the Total Amount of \$2,930,896.70 and Approving ms consultants, inc. and Professional Service Industries, Inc. to Perform Professional Services on the Project* was made by Dr. Marchbanks, seconded by Vice Chairman Paradiso, and approved by all Commission Members. Resolution No. 45-2020.

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

Chief Engineer: The final resolution for your consideration seeks the Commission's authorization to award a Contract to Furnish, Integrate, and Maintain a Toll Collection System ("TCS") and authorize Phase I of the project in the total maximum amount of \$31,682,556 and authorization to enter into an escrow Agreement pursuant to the said Contract. In December of 2017, the Commission approved Resolution No. 57-2017 adopting a Strategic Plan for modernizing the Ohio Turnpike's Toll Collection and Customer Service Center systems. In January of 2019, the Commission approved Resolution 1-2019, awarding a Contract for the Toll Collection System's new Customer Service Center ("CSC"), to improve the customers experience and security. The next phase of implementing the Strategic Plan includes the physical design, furnishing, integration and construction of the Toll Collection System. This includes all the software and hardware required to replace the existing TCS with new technology and implement gateless low speed conventional lanes and highway speed Open Road Tolling. The new Toll Collection System includes a weigh-in-motion system to detect and enforce overweight vehicles as well as an automatic traffic counting system at selected locations. Furthermore, we have included full service Automated Toll Payment Machines at all of the toll plazas across the Turnpike to improve efficiency. The new TCS will interface with the new CSC to transmit and reconcile all transactions. On August 9, 2019, a Request for Qualifications ("RFQ") was issued requiring any contractor interested in submitting a proposal in response to the final Request for Proposals ("RFP") to provide a Statement of Qualifications ("SOQ") to perform the services described in the draft RFP. On September 11, 2019, Procurement received six (6) SOQ's in response to the RFQ. An SOQ Evaluation Team of Commission personnel was created consisting of the Director of Toll Operations, Chief Technology Officer, Director of Audit and Internal Control, Chief Information Officer, CFO/Comptroller, and the Chief Engineer. The SOQ Evaluation Team was also assisted by consultants from Jacobs and Stantec. The SOQ Evaluation Team determined that the top four (4) SOQ's were deemed most qualified and shortlisted for issuance of the final RFP. On October 4, 2019, the Commission released the final TCS RFP to the four (4) shortlisted Respondents with a submission deadline of January 10, 2020. One (1) of the shortlisted Respondents elected not to respond to the Request for Proposals. An RFP Evaluation Team of Commission personnel was created consisting of the Traffic Engineer, Director of Toll Operations, Chief Technology Officer, Director of Audit and Internal Control, Chief Information Officer, CFO/Comptroller, and the Chief Engineer. The RFP Evaluation Team was also assisted by consultants from Stantec. Matrices of evaluation criteria were prepared for use by the RFP Evaluation Team according to criteria established in the RFP. The four (4) technical categories included: (1) Team Capabilities/Experience/Past Performance, (2) TCS Design and Technical Approach, (3) Project Implementation, Schedule, Transition and Testing, and (4) Maintenance. In addition, proposals were evaluated by the Commission's Office of Equity and Inclusion Program Manager on good faith efforts to achieve MBE/DBE/SBE participation on a "pass/fail" basis. All three (3) proposals were deemed to be responsive in demonstrating good faith efforts. Sealed pricing proposals were also received and held by the General Counsel's office until after Technical Scores were finalized by the RFP Evaluation Team. Subsequently, each firm conducted separate, in-person presentations of their qualifications, technical approach, and demonstration of their system at the Commission's Administration Building. Based upon the results of the presentations and demonstrations, written responses to the RFP Evaluation Team's questions, as well as reference check results, the RFP Evaluation Team reviewed the consensus scoring of each Respondent and collectively decided upon adjustments to the Preliminary Technical Scores. Upon finalization of the Technical Scores, the Sealed Pricing Proposals were then opened and reviewed. A list of questions and clarifications

were developed for each respondent in order for them to submit a Best and Final Offer (BAFO). Conduent State & Local Solutions, Inc., of Germantown, Maryland, received the total highest combined Technical Score and Pricing Score, offering the best value to the Commission. Based upon its thorough analysis of the Proposals received and in conformance with the evaluation process contained in the RFP, the RFP Evaluation Team recommended that award of the contract for the modernization of the Commission's Toll Collection System inclusive of maintenance and a Weigh-In-Motion system, be made to Conduent State & Local Solutions, Inc. of Germantown, MD. The capital cost for the development, software, hardware, implementation, testing, and integration of the new toll collection and weigh-in-motion systems, which will be expended over the next three years, totals \$55,900,392.14. The operating costs for maintenance which will be expended over the first six years upon system acceptance totals \$21,164,359.83. In addition, the operating costs for maintenance for the optional three (3) - two (2) year terms totals \$23,924,872.01. Finally, the costs for the end of contract term transition services to any successor system totals \$130,503.29. The Term of the contract includes approximately two (2) years of Design, Development, Implementation and Testing; a Warranty Year; an initial Five (5) Year Maintenance Term; and three (3) - Two (2) Year Optional Maintenance Terms. Furthermore, the RFP Evaluation Team recommended that the project be authorized in three phases. Therefore, we are requesting Commission authorization for the award of the Contract for Implementation and Maintenance for modernization of the Commission's Toll Collection System inclusive of the Weigh-In-Motion system be made to Conduent State & Local Solutions, Inc., of Germantown, Maryland, and authorizing Phase I of the project in the total maximum amount of \$31,682,556 and to enter into an escrow Agreement pursuant to the said Contract. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Awarding the Toll Collection System Implementation and Maintenance Contract to Conduent State & Local Solutions, Inc. And Authorizing Phase I in the Total Maximum Amount of \$31,682,556 and Authorization to enter into an Escrow Agreement pursuant to said Contract.

Chairman: Any questions or comments?

Dr. Marchbanks: I wanted to have the Chief Engineer discuss what happens after this first phase should the consultant/contractor prove not to have performed up to the expectations.

Chief Engineer: Mr. Chairman and Dr. Marchbanks, the first portion of the contract that we have asked for approval and request to move forward with is for Conduent to develop their system and actually do all of the testing and commissioning of the host in the TP 49 lanes until all of the host and the commissioning is complete and satisfactory to the Commission, we would not be able to move forward with any further testing of additional lanes until they have proved to us that their system is in full working order and we can transition to the new system.

Dr. Marchbanks: Thank you, Chief Engineer, that satisfies my question.

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

MOTION: A motion to adopt *Resolution Awarding the Toll Collection System Implementation and Maintenance Contract to Conduent State & Local Solutions, Inc. And Authorizing Phase I in the Total Maximum Amount of \$31,682,556 and Authorization to enter into an Escrow Agreement pursuant to said Contract* was made by Vice Chairman Paradiso, seconded by Secretary-Treasurer Peterson, and approved by all Commission Members. Resolution No. 46-2020.

Chairman: The resolution passes unanimously. Anything further, Tony?

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

Chairman: Thank you. We appreciate the work of the committee working on the toll collection system. We appreciate all that you have done this far. I think that you see that the Commission is in support of this unanimously and we look forward to the next phase. Whatever we can do as the Commission to support you, please let us know.

We will now move on to the report of the CFO/Comptroller/DED, Marty Seekely.

CFO/Comptroller/DED: Thank you, Mr. Chairman. I have a brief update on our traffic and revenue, a review of our financial results through the month of May and one resolution for your consideration this morning.

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past two years. Passenger car vehicle miles traveled improved somewhat from last month, but were still down 47.4% from May of last year due to the effect of COVID-19.

Commercial traffic was down 14.3% from May of last year, also due to the effect of COVID-19.

The decrease in passenger car traffic combined with the toll rate increase caused passenger car toll revenue to decrease 46.7% for the month of May. The decrease in commercial traffic for the month combined with the toll rate increase caused commercial vehicle toll revenues to decrease 11.1% in May.

This chart shows the weekly percentage change in total toll revenue from the corresponding week of last year. You can see that toll revenue week ended April 18th, was down 38.1% from last year. Since then the decline from last year has lessened each week. It was down 23.5% week ending May 23rd, 19.1% week ending May 30th, and 16.6% week ending June 6th. Last week, which is not on the chart, toll revenue was down 15.9%.

This chart shows year-to-date toll revenues through the month of May during each year over the past decade. Year-to-date total toll revenues were \$16.6 million or 14.0% below the amount from last year. If you subtract February 29th from this year's total, total toll revenues are down \$17.2 million or 14.5% from last year.

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

Total revenues for the first five months of the year are \$20.6 million or 15.6% below budget and \$18.3 million or 14.1% less than last year.

Total revenues are lower than budget due primarily to lower than budgeted toll and concession revenues due to the effects of COVID-19, partially offset by higher than budgeted other revenues.

The revenue decrease from last year is primarily due to lower toll revenues, concession revenues, and investment income.

Expenditures for operation, maintenance, and administration for the first five months of the year were \$6.9 million or 11.9% lower than budgeted and \$645,000 or 1.3% higher than last year.

Most of the savings from budget were related to lower snow and ice removal cost due to the mild winter this year, lower fringe benefit costs and lower toll collector wage cost.

Most of the increase in costs from last year are due to pavement markings occurring earlier this year partially offset by lower toll collector wage costs.

Debt service payments are \$4.6 million lower than budget and \$12.4 million lower than last year. Debt service payments are lower than budget due to higher than expected interest income on the funds held in our Infrastructure account and the effect of the bond refunding completed in February. Debt service payments are lower than last year due to the early redemption of the remaining 2009 bonds that was completed in February of last year.

After paying our operating expenses and debt service, the balance of the revenue is used to fund our 2020 capital expenditures. \$19.9 million was transferred to our capital funds in the first five months of the year which is \$9.0 million lower than budget.

That completes my review of the financial results for the first five months of the year and if there are no questions, I would like to present the financial condition resolution.

Chairman: Any questions? Hearing none, please continue.

CFO/Comptroller/DED: Our Trust Agreements require that we perform a mid-year review of our financial condition and certify to our Trustee, The Huntington National Bank, that projected revenues for the year will be sufficient to meet our obligations under our Trust Agreements.

For comparison, our 2019 pledged revenues are shown at the top of this slide.

The data in the first column on the bottom of this slide shows our actual pledged revenues of \$112.0 million for the first five months of this year.

Based on the current trends of the effect the COVID-19 pandemic is having on our revenues, I have projected a slow return of passenger car traffic, beginning with passenger vehicles miles traveled decreasing 35% from last year in June to decreasing 15% in December from last year. I am projecting that commercial traffic will be 10% less than last year for the remainder of the year. Using these projected traffic levels, I have estimated the pledged revenues for the last seven months of 2020 at about \$176.7 million. This yields estimated gross pledged revenues for calendar year 2020 of \$288.8 million.

The calculations on the next two slides demonstrate that based on our projected pledged revenues for 2020, we expect to meet all four requirements under section 4.04 of both the Master Trust Agreement and the Junior Lien Trust Agreement.

The first requirement is that our estimated gross pledged revenues exceed the sum of our budgeted operating, maintenance, and administrative costs plus the required deposit to the expense reserve account.

The second requirement is that our estimated net/system pledged revenues exceed the sum of our annual debt service requirement plus the renewal and replacement requirement.

The third requirement is that our estimated senior lien debt coverage ratio equal at least 120%. This ratio is required to be at least 150% in the year before the issuance of additional bonds.

A coverage ratio of at least 200% is generally recognized as a threshold needed to help maintain our double-A credit rating on our senior lien bonds.

The fourth and final requirement is that our estimated composite debt coverage ratio equal at least 120%.

With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Concerning the Financial Condition of the Ohio Turnpike and Infrastructure Commission to Meet the Requirements of §4.04(a) of the Master Trust Agreements.

Chairman: A lot of what we are doing is cash on hand, is that not true? We are able to meet these obligations with our balances and not the amount of money that has not been collected this year thus far?

CFO/Comptroller/DED: Yes, the amount of cash that we have on hand is covering the shortfall in revenues that we had expected based on our budget at the beginning of the year. So, the cash on hand helps fund our capital expenditures at this point right now.

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

MOTION: A motion to *adopt Resolution Concerning the Financial Condition of the Ohio Turnpike and Infrastructure Commission to Meet the Requirements of §4.04(a) of the Master Trust*

Agreements was made by Vice Chairman Paradiso, seconded by Secretary-Treasurer Peterson, and approved by all Commission Members. Resolution No. 47-2020.

Chairman: The resolution passes unanimously. Anything further, Marty?

CFO/Comptroller/DED: We have completed our Comprehensive Annual Financial Report or CAFR for 2019 and you should have received a copy in your meeting materials along with reports from our auditors on internal control, and compliance with our debt covenants.

So, at this time I would like to introduce Keith Martinez, Danny Sklenicka, and Jenny Harrington, the Engagement Partner and Engagement Sr. Manager and Manager for our Independent Public Accountants, Plante Moran, who will discuss the results of their audit of our financial statements.

Mr. Martinez: Thank you, Marty. I am pleased to report to the Commission the results of the 2019 Financial Statement Audit. My name is Keith Martinez and I am the engagement partner with Plante Moran. Here with me today are Danny Sklenicka, Senior Manager and Jenny Harrington, Engagement Manager. All three of us were deeply involved in the financial statement audit process. This is the fourth year that Plante Moran has served as the external audit firm for the Commission. We are pleased to report that we issued a clean opinion, the highest level of assurance that we can provide. We are also pleased to report, that the Auditor of the State of Ohio completed their review of the report and provided approval last week, which is really the final step in the audit process. We really do appreciate the efforts of Marty, Lisa, and the team in completing the financial statement audit process as well as the assistance of Dave Miller throughout the audit process. There is a significant amount of coordination that needs to occur to complete a successful financial statement audit like this. With that, I will turn it over to my colleague, Danny Sklenicka.

Mr. Sklenicka: Thank you, Keith and Commission Members. Again, I serve as the Senior Manager on the Engagement and this is our fourth year of auditing the Ohio Turnpike. We previously committed and communicated our pre-audit scope and timing to the Commission in early January 2020. We conducted our field work in January and February 2020, while out at the field at the Ohio Turnpike offices. Our audit report was dated April 30, 2020, which is the exact same time as last year and especially considering the pandemic and some of the things that we had to work through, working through the CAFR and some of the stay-at-home arrangements from the Governor, I think this is a testament to the efforts put in by the Turnpike team, as well as the Plante Moran team. There were no audit adjustments identified in the audit. There are no findings to report, no material weaknesses, no significant deficiencies. The only highlight that I want to point out in the financial statement, and I think Marty really showed the impact of COVID-19 in his report earlier, is that we did include a subsequent event footnote in note 11 to the CAFR. I am just calling attention to the significant, yet uncertain impacts that COVID-19 would have on Turnpike operations in 2020. We did provide an unmodified opinion, the highest level of assurance that we can provide and the Auditor of State did already approve the report in early June with no comments in their review. That essentially completes the 2019 audit for the Ohio Turnpike. With that, I will hand it over to Jenny Harrington for some closing comments.

Ms. Harrington: Thank you, Danny. Good morning, Commission Members. In connection with the Ohio Turnpike Revenue Refunding Bonds and the Junior Lien Revenue Refunding Bonds 2020 Series A, we provided a consent letter for the audited financial statements and the audit opinion to be included into the Bond Official Statement completed in February 2020. We performed procedures including the review of that Bond Official Statement noting no inconsistencies or unusual items. Additionally, in connection with the issuance of the 2020 bonds, we completed the Bond Covenant Letters as required by the Master Trust Agreement with Huntington National Bank for both the Senior and Junior Lien Bonds. We completed agreed upon procedures based on the annual debt service schedule and the System Pledged Revenue Schedules prepared by management. We noted no exceptions or unusual items as a result of our procedures.

Again, we appreciate all of the efforts and cooperation from management, particularly Legal and Accounting during this process.

We would be happy to answer any questions.

Chairman: Tim, Vice Chairman Paradiso, did you wish to comment as a member of the Audit Committee?

Vice Chairman Paradiso: I found the report to be pleasing. I think Plante Moran does a great job, but kudos to David Miller and our team, and certainly Marty and your team, consistently, I think, reporting accurate and thorough information makes the review process easy and I am proud of that. The information is getting tough, COVID-19 has had an effect, but that is not the oversight of the Audit Committee, it is how we are reporting and showing the data in a proper manner. I am really happy with the report.

Chairman: Thank you. I would like to also comment that this is a credit to the entire management team. Thank you on behalf of the Commission. We also thank Plante Moran and their time. You worked under some difficult circumstances and we appreciate the extra efforts.

Anything further, Marty?

CFO/Comptroller/DED: I would like to thank the Plante Moran team as well. They did an excellent job and worked very well with our team. That completes my report, Mr. Chairman.

Chairman: Thank you, Marty. We will move on to the report of the Ohio State Highway Patrol, Staff Lieutenant William Haymaker.

Staff Lieutenant Haymaker: Good morning, Mr. Chairman and Commission Members. I have three items I would like to report on today.

On May 24, 2020, a silver Ford F-150 was being pursued for a speed violation. Trooper Thomas Vaculik, of the Swanton Post, initially checked the vehicle with a laser at 97 MPH. The vehicle began to exit, then turned back onto the mainline driving over the curb that separates the westbound off ramp and westbound on ramp. The suspect vehicle continued fleeing at high rates

of speed over 115 MPH, but was not able to be stopped due to dangerous conditions. With the assistance of OSHP Intel, the driver was able to be identified and charged with failure to comply. It was later learned that he was fleeing due to having warrants out for his arrest.

On June 4, 2020, Trooper Boyer and Lieutenant Laughlin stopped a vehicle on the Ohio Turnpike for following too close and no headlights during inclement weather. The odor of burnt marijuana was detected coming from the vehicle and the occupants admitted to smoking marijuana. A probable cause search revealed two pounds of methamphetamine and 2 ounces of crack cocaine concealed in packaging in the back seat area.

Recent commendation letters were received for Lt. Reeder and Trooper Soto, of the Milan Post, for going above and beyond his normal job duties. It is always nice to hear about our employees being professional and providing excellent service to the public.

That completes my report, Mr. Chairman.

Chairman: Thank you. Any questions for the Staff Lieutenant?

Secretary-Treasurer Peterson: Staff Lieutenant, the marijuana arrest that you had, is that normal for you guys to have a minor stop for inquiry and then turn up something as significant as the methamphetamine and the other drugs that you turned up?

Staff Lieutenant Haymaker: When you say “routine” it is not necessarily “routine.” The odor of marijuana alone gives you probable cause, but marijuana has that distinct odor, usually when you search a vehicle or occupants after smelling marijuana, normally you do find some evidence of marijuana. It is not usual that you would find two pounds of methamphetamine and two ounces of crack after just smelling marijuana, but as you can see from my reports every month, bad people use the Turnpike to transport large amounts of narcotics from state to state. To answer your question, no normal, but it does happen.

Secretary-Treasurer Peterson: But the point is, your folks never really know no matter how small the initial contact, you never really know what you are going to stumble across like in that situation? It was a misdemeanor charge and turned out to be a major felony bust. That is why I was asking.

Staff Lieutenant Haymaker: Absolutely, you are correct.

Secretary-Treasurer Peterson: Thank you. Please tell your folks thank you again and to be safe.

Chairman: Staff Lieutenant, on behalf of the Commission, as always, thank you so much. Again, we echo Mr. Peterson’s words of “please stay safe” and continue to serve us with their professionalism and the pride and dignity that the Ohio State Highway Patrol is known for.

Are there any other comments or questions about anything from anyone?

Hearing none, the next meeting and workshop of the Ohio Turnpike and Infrastructure Commission will be held on Monday, August 17, 2020 at 10:00 a.m. If there is no further business, I will accept a motion to adjourn the 675th Commission Meeting.

MOTION: A motion to adjourn the 675th Commission Meeting is made by Chairman Hruby, seconded by Dr. Marchbanks, and unanimously approved by all Commission Members present.

Time of adjournment: 10:50 a.m.

Attendees for Record Keeping Purposes:

Commission Members: Chairman Jerry Hruby, Vice Chairman, Timothy Paradiso, Secretary-Treasurer Michael Peterson, Commission Member Sandra Barber, Commission Member Guy Coviello, Commission Member Vickie Eaton Johnson, Commission Member Dr. Jack Marchbanks, Office of Budget and Management Representative James Kennedy, , and Senator Rob McColley.

Other Attendees: Keith Martinez, Plante Moran; Danny Sklenicka, Plante Moran; Jenny Harrington, Plante Moran; Staff Lieutenant William Haymaker, Ohio State Highway Patrol; Myron Pakush, Ohio Department of Transportation; Ferzan M. Ahmed, P.E., Executive Director, Ohio Turnpike; Jennifer Stueber, Ohio Turnpike; Anthony Yacobucci, Ohio Turnpike; Marty Seekely, Ohio Turnpike; Andrew Herberger, Ohio Turnpike; Laurie Davis, Ohio Turnpike; Michelle Marquard, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; David Miller, Ohio Turnpike; Chris Matta, Ohio Turnpike; Heather Veljkovic, Ohio Turnpike; Aimee Lane, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Kevin Golick, Ohio Turnpike; Chriss Pogorelc, Ohio Turnpike; Diana Anthony, Ohio Turnpike; Chad Armstrong, Ohio Turnpike; Brian Newbacher, Ohio Turnpike; and Adam Greenslade, Ohio Turnpike.

Approved as a correct record of the June 15, 2020
Meeting of the Ohio Turnpike and Infrastructure
Commission

Secretary-Treasurer, Michael A. Peterson

EXHIBITS

1. Resolution No. 42-2020 – Resolution Expressing Appreciation of Amy J. (“AJ”) McGee;
2. Resolution No. 43-2020 – Resolution Expressing Appreciation of George L. Austin;
3. Resolution No. 44-2020 – Resolution Rejecting All Bids Received on Project No. 58-20-01;
4. Resolution No. 45-2020 – Resolution Approving the Selection of The Shelly Company for Project No. 59-20-04 for the Total Amount of \$2,930,896.70 and Approving ms consultants, inc. and Professional Service Industries, Inc. to Perform Professional Services on the Project;
5. Resolution No. 46-2020 – Resolution Awarding the Toll Collection System Implementation and Maintenance Contract to Conduent State & Local Solutions, Inc. And Authorizing Phase I in the Total Maximum Amount of \$31,682,556 and Authorization to enter into an Escrow Agreement pursuant to said Contract
6. Resolution No. 47-2020 – Resolution Concerning the Financial Condition of the Ohio Turnpike and Infrastructure Commission to Meet the Requirements of §4.04(a) of the Master Trust Agreements

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Expressing Appreciation of Amy J. (“AJ”) McGee

WHEREAS, on May 19, 1985, AJ McGee began her service with the Ohio Turnpike and Infrastructure Commission (“Commission”) as a full-time toll collector at Exit 71 (a/k/a Stony Ridge - Toledo Interchange); and

WHEREAS, she continued to serve in this role and at this same location throughout the duration of her extensive career with the Commission; and

WHEREAS, AJ McGee’s strong knowledge and experience serving as a Toll Collector was an asset to the Commission and all of the customers she interacted with over these many years, including regular commuters who know and liked her for her friendly and professional demeanor; and

WHEREAS, AJ McGee has been a highly regarded employee with co-workers, along with being a genuine pleasure to work with has made a lasting impression during her years of service with the Commission; and

WHEREAS, the members and staff of the Commission wish to give formal and public recognition to AJ McGee for her honorable, exceptionally dedicated, and effective service of serving customers and motorists traveling on the Ohio Turnpike for three and a half decades; and

NOW, THEREFORE, BE IT

RESOLVED that the Ohio Turnpike and Infrastructure Commission hereby acknowledges the many contributions of AJ McGee during her thirty-five years and one-month of dedicated service in the Toll Operations Department, and the Commission expresses its gratitude; and

FURTHER RESOLVED that the Commission extends its best wishes to AJ McGee and desires that AJ McGee should have a lifetime of continued success, happiness and well-being in all matters and activities she may undertake in the future; and

FURTHER RESOLVED that the Secretary-Treasurer hereby directs the Executive Director to send a certified copy of this Resolution to AJ McGee.

(Resolution No. 42-2020 adopted June 15, 2020)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Expressing Appreciation of George L. Austin

WHEREAS, on June 3, 1982, George Austin began his service with the Ohio Turnpike and Infrastructure Commission (“Commission”) as a part-time painter for Division II Trades; and

WHEREAS, George began working full-time with the Division II paint crew on March 1, 1988 and continued to serve in this role until a change in position when he became the Division II Courier on June 29, 1995; and

WHEREAS, on March 14, 1996, George accepted a new position with the Commission working in the Division II Stockroom, a position he held for four years until accepting the Assistant Division II Stores Clerk position on January 1, 2000; and

WHEREAS, George remained the Division II Assistant Division Stores Clerk for the remainder of his long and distinguished career with the Commission: and

WHEREAS, George has been a highly regarded employee who has the innate ability to see the positive in even the most challenging of situations; and who after serving in a variety of positions within the maintenance department, he found his niche as the Assistant Division Stores Clerk; and

WHEREAS, George has been a highly regarded employee whose wealth of knowledge as it relates to Turnpike maintenance and operations along with his overall experience and expertise will be greatly missed; and

WHEREAS, the members and staff of the Commission wish to give formal and public recognition to George Austin for his honorable and exceptionally dedicated role in serving customers and motorists traveling on the Ohio Turnpike for over three and a half decades; and

NOW, THEREFORE, BE IT

RESOLVED that the Ohio Turnpike and Infrastructure Commission hereby acknowledges the many contributions of George Austin during his thirty-eight years and one-month of dedicated service in the Maintenance Department, and the Commission expresses its gratitude; and

FURTHER RESOLVED that the Commission extends its best wishes to George Austin and his wife, and desires that he should have a lifetime of continued success, happiness and well-being doing what he truly enjoys and in all matters and activities he may undertake in the future; and

FURTHER RESOLVED that the Secretary-Treasurer hereby directs the Executive Director to send a certified copy of this Resolution to George Austin.

(Resolution No. 43-2020 adopted June 15, 2020)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Rejecting All Bids Received on Project No. 58-20-01

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published a notice in accordance with law to advertise an invitation to bid on a contract to construct a new mainline toll plaza facility, utility buildings, toll booths and canopies at Milepost 49 in Lucas County, Ohio, as part of the Commission’s Toll Collection System Modernization, and designated as Project No. 58-20-01 (the “Project”); and

WHEREAS, the Commission received two bids to perform the Contractor’s obligations on the Project, and the Chief Engineer’s report analyzing the bids is before the Commission; and

WHEREAS, the bidding documents for the Project provide that the Commission shall reject any bid in excess of ten percent (10%) above the Engineer’s Estimate; and

WHEREAS, the Commission’s Chief Engineer reports that both bids received are more than ten percent (10%) over the Engineer’s Estimate and recommends that the Commission reject the bids; and

WHEREAS, based on the foregoing, the Executive Director concurs with the recommendation that the Commission reject both bids on the Project; and

WHEREAS, the Commission has duly considered said recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the two bids received in response to Project No. 58-20-01 are rejected.

(Resolution No. 44-2020 adopted June 15, 2020)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of The Shelly Company for Project No. 59-20-04 for the Total Amount of \$2,930,896.70 and Approving ms consultants, inc. and Professional Service Industries, Inc. to Perform Professional Services on the Project

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, Director of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (“Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, Director Acton issued the “Director’s Stay Safe Ohio Order,” which was in effect through May 29, 2020 and subsequently revised under Director Acton’s “Updated and Revised Order for Business Guidance and Social Distancing,” dated May 29, 2020, and in effect through July 1, 2020, which permits governmental entities and other businesses to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring 6 feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the Chief Engineer has issued a memorandum to the Commission’s contractors regarding required work site measures that comply with the Director’s Updated and Revised Order for Business Guidance and Social Distancing and this memorandum is available on the Commission’s website at <https://www.ohioturnpike.org/business/doing-business-with-us/construction-projects>; and

WHEREAS, the Commission finds that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Director’s Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the requirements of the Director’s Updated and Revised Order for Business Guidance and Social Distancing and the Commission’s work site

memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice in accordance with law advertising its invitation to bid upon a contract for work consisting of Part A: repairs and resurfacing of the eastbound and westbound roadways from Milepost 209.6 to Milepost 216.1 and Part B: repairs and resurfacing of Interchange 218 at Milepost 218.7 in Trumbull and Mahoning Counties, Ohio (“Project No. 59-20-04”); and

WHEREAS, the Commission received two (2) bids to perform the Contractor’s obligations on Project No. 59-20-04 and the report of the Commission’s Chief Engineer and Deputy Chief Engineer/Director of Field Operations concerning the review and analysis of the bids is before the Commission; and

WHEREAS, the Chief Engineer and Deputy Chief Engineer/Director of Field Operations’ report that The Shelly Company, of Twinsburg, Ohio, submitted the apparent low bid on Project No. 59-20-04 in the total bid amount of \$2,930,896.70, which they recommend the Commission accept and approve authorization for the Executive Director to award; and

WHEREAS, the Staff Attorney has 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 The Shelly Company conforms to the requirements of Ohio Revised Code Sections 153.54, 5537.07 and 9.312, and The Shelly Company submitted a performance bond with good and sufficient surety; and

WHEREAS, the Office of Equity and Inclusion Manager found that The Shelly Company has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project and has made a commitment of 10.09% which exceeds the SBE participation goal of 10% for the Project; 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. 59-20-04 that will exceed \$150,000.00; and

WHEREAS, the Chief Engineer and Deputy Chief Engineer/Director of Field Operations recommend the Commission select The Shelly Company as the lowest responsive and responsible bidder for Project No. 59-20-04; and

WHEREAS, the Commission’s Executive Director concurs with the Chief Engineer and Deputy Chief Engineer/Director of Field Operations’ recommendation that the Commission approve the award of the Project to The Shelly Company 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 The Shelly Company for Project No. 59-20-04 in the amount of \$2,930,896.70 is approved as the lowest responsive and responsible bid received and the Executive Director is authorized to execute a contract based on said bid; and

FURTHER RESOLVED that the Commission approves the Executive Director and the Chief Engineer assigning ms consultants, inc. to perform all necessary construction administration and inspection services in accordance with the 2019-2020 Miscellaneous Professional Services Agreement between the Commission and said firm, and Professional Service Industries, Inc. to perform all necessary material testing services in accordance with the 2019-2020 Miscellaneous Professional Services Agreement between the Commission and said firm; and

FURTHER RESOLVED that the Executive Director has the authority under Article V, Section 1.00 of the Code of Bylaws to approve such extra work or change orders under said Contract that does not exceed ten percent of the approved contract amount or the Executive Director's contracting authority and which is a result of an increase in the planned quantities, newly mandated requirements that did not exist at the time of original contract award, 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.

FURTHER RESOLVED that the work to be performed under the contract for Project No. 59-20-04 shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Director's Updated and Revised Order for Business Guidance and Social Distancing and the Commission's work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely.

(Resolution No. 45-2020 adopted June 15, 2020)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Awarding the Toll Collection System Implementation and Maintenance Contract to Conduent State & Local Solutions, Inc. And Authorizing Phase I in the Total Maximum Amount of \$31,682,556 and Authorization to enter into an Escrow Agreement pursuant to said Contract

WHEREAS, the Commission approved a Strategic Plan for modernizing its Toll Collection System (“Strategic Plan”) under Resolution No. 57-2017, adopted December 18, 2017, that identified implementing open road tolling through a new hybrid roadside Toll Collection System (“TCS”) and the need to upgrade the supporting Customer Service Center (“CSC”) System; and

WHEREAS, the Strategic Plan outlined the course of action for the Commission personnel to prioritize the modernization of the CSC System to enhance customer experience and security in the near term while concurrently allowing for the longer-term physical design and construction of the necessary infrastructure for the new TCS; and

WHEREAS, the Commission issued its Request for Proposals No. 1-2019 to Furnish, Integrate and Maintain a Toll Collection System on October 4, 2019 (the “RFP”) seeking offers to deliver a modernized TCS and maintenance services solution for a six-year period with the Commission having options to renew the maintenance services for up to three (3) additional renewal periods with a term of up to two (2) years each; and

WHEREAS, the Commission received three proposals in response to the RFP, which an Evaluation Team, consisting of the Chief Engineer, CFO/Comptroller, Director of Audit and Internal Control, Director of Toll Operations, Chief Information Officer, Traffic Engineer, and Chief Technology Officer (collectively, the “Evaluation Team”), reviewed in accordance with the process described in the RFP with the assistance of its consultants from Stantec; and

WHEREAS, the Evaluation Team concluded that Conduent State & Local Solutions, Inc., a New York corporation (“Conduent”), submitted the Proposal that offers the best value to the Commission in terms of team capabilities, experience, technical design, project implementation, project schedule, transition, maintenance approach and price; and

WHEREAS, as explained in its April 9, 2010 memo to the Executive Director, a copy of which is attached hereto and incorporated herein, the Evaluation Team recommends that the Commission award to Conduent the Toll Collection System Implementation and Maintenance Contract (the “TCS Contract”) to deliver and maintain the proposed modernized TCS System on the terms as set forth in the TCS Contract attached hereto and incorporated herein; and

WHEREAS, the TCS Contract is in the total maximum amount of \$101,120,128, which is comprised of those items listed in Exhibit C to the TCS Contract, attached hereto and incorporated herein; and

WHEREAS, the Evaluation Team recommends authorizing the TCS Contract in three phases, as follows:

Phase I – Through the Successful Completion of the System Acceptance Test and Approved Report, and Host and TP49 Commission Testing in the total maximum amount of \$31,682,556;

Phase II – Through the Successful Completion of the Final Acceptance Test and Approved Report in the total maximum amount of \$24,217,837;

Phase III – Warranty and 5-Year Maintenance Period, including Optional Maintenance Terms and End of Term Transition in the total maximum amount of \$45,219,735; and

WHEREAS, in connection with and pursuant to the TCS Contract, Conduent will be required to deposit into escrow its software application code for the operation of the TCS with an escrow agent mutually agreeable to the Commission (“Escrow Agent”) as required by the TCS Contract, which shall be subject to such terms and conditions necessary and appropriate to protect the continuity of operating the TCS in the event of a default by Conduent under the TCS Contract;

WHEREAS, the General Counsel has determined that the proposals submitted in response to the RFP were solicited on the basis of the same terms, conditions and specifications, that Conduent submitted a bid guarantee and performance bond with good and sufficient surety, and that the proposal of Conduent conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54; and

WHEREAS, the Office of Equity and Inclusion Manager found that Conduent has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the TCS Contract; and

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, Director of Health for the Ohio Department of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (“Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, Director Acton issued the “Director’s Stay Safe Ohio Order,” in effect through May 29, 2020, which permits governmental entities to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring 6 feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the Chief Engineer has issued a memorandum to the Commission’s contractors regarding required work site measures that comply with the “Director’s Stay Safe Ohio Order” and this memorandum is available on the Commission’s website at <https://www.ohioturnpike.org/business/doing-business-with-us/construction-projects>; and

WHEREAS, the Commission finds that the TCS Contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the “Director’s Stay Safe Ohio Order” and that the work to be performed under the contract shall comply with the requirements of the “Director’s Stay Safe Ohio Order” and the Commission’s work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

WHEREAS, Commission action is necessary to approve the TCS Contract in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws because the amount of the bids received require an expenditure that will exceed \$150,000.00; and

WHEREAS, the Commission’s Executive Director concurs with the recommendations of the Evaluation Team that the Commission approve the award of the TCS Contract to Conduent to deliver and maintain the proposed modernized TCS in accordance with the terms and conditions of the attached form of TCS Contract; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that Conduent is hereby awarded the TCS Contract, a copy of which is attached hereto and incorporated herein, to provide a modernized TCS, and that this TCS Contract is approved as proposing the best value to the Commission, and that the Executive Director is authorized to execute the TCS Contract with Conduent for Phase I of the TCS consisting of the Successful Completion of the System Acceptance Test and Approved Report, and Host and TP49 Commission Testing in the maximum total amount of \$31,682,556; and further said TCS Contract (attached hereto) is hereby approved with such changes or insertions therein not inconsistent with this Resolution and not substantially adverse to the Commission as may be permitted by this Resolution and approved, upon advice of General Counsel to the Commission and by the Executive Director; and

FURTHER RESOLVED that the Executive Director is authorized, upon advice of General Counsel to the Commission, to negotiate and execute and deliver a contract with an Escrow Agent

as required by the TCS Contract, and subject to such terms and conditions necessary and appropriate to protect the continuity of operating the TCS in the event of a default by Conduent under the TCS Contract; and

FURTHER RESOLVED that the Executive Director has the authority under Article V, Section 1.00 of the Commission's Code of Bylaws to further the contract in a manner that does not exceed the greater of the Executive Director's contracting authority or ten percent of the approved contract amount, and authorize such extra work or change orders under said contract 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.

FURTHER RESOLVED that awarding the TCS Contract to Conduent is necessary to continue the operations of the Ohio Turnpike and complies with the Director's Stay Safe Ohio Order and this Commission further requires that the work to be performed under the contract shall comply with the requirements of the Director's Stay Safe Ohio Order and the Commission's work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely.

(Resolution No. 46-2020 adopted June 15, 2020)

EXHIBIT C
MAXIMUM TOTAL AMOUNT



Ohio Turnpike and Infrastructure Commission

Toll Collection System

Pricing Proposal Templates

SHEET 1 - TCS COST SUMMARY

(TO BE COMPLETED IN ENTIRETY BY RESPONDENTS)

Item	Description	Unit	Total Cost
1	Mobilization (not to exceed 5% of the Contract Value, i.e. total of Items 2, 3, 4, 5, and 7)	Lump Sum	\$ 2,930,283.96
2	Performance Bond	Lump Sum	\$ 472,026.38
3	Software and Hardware	Lump Sum	\$ 27,810,678.63
4	System Implementation	Lump Sum	\$ 19,438,260.99
5	Warranty and Maintenance (Warranty Year plus 5 Year Initial Term)	6 Year Total	\$ 18,039,251.90
6	Optional Maintenance (3 Two-Year Terms)	6 Year Total	\$ 20,307,621.10
7	End of Term Transition	Lump Sum	\$ 130,503.29
8	Optional Items	Lump Sum	\$ 5,249,142.17
9	Warranty and Maintenance (Warranty Year plus 5 Year Initial Term): Optional Items Only	Lump Sum	\$ 3,125,107.93
10	Optional Maintenance (3 Two-Year Terms): Optional Items Only	Lump Sum	\$ 3,617,250.91
TOTAL TCS COST			\$ 101,120,127.27

Conduent, Inc.

Name of Respondent (company/entity name)

Scott D. ...

Signature of Authorized Representative (wet signature)

Vice President

Title

3/25/2020

Date

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Concerning the Financial Condition of the Ohio Turnpike and Infrastructure Commission to Meet the Requirements of §4.04(a) of the Master Trust Agreements

WHEREAS, §4.04(b) of the Master Trust Agreement, as amended and restated dated April 8, 2013, and the Junior Lien Master Trust Agreement, dated August 1, 2013, (the “Trust Agreements”), both of which are between the Ohio Turnpike and Infrastructure Commission (“Commission”) and The Huntington National Bank, as Trustee, require that, on or before July 31 of each year, the Commission shall complete a review of its financial condition for the purpose of estimating whether the Gross Revenues for such Fiscal Year will be sufficient to provide, together with Series Payments, Additional System Payments and Supplemental Payments, the amounts specified in §4.04(a) of the Trust Agreements; and

WHEREAS, the Commission’s CFO/Comptroller has analyzed the Commission’s financial condition and has advised the Commission that, on the basis of his analysis, the Commission’s revenues for fiscal year 2020 will be sufficient to meet the requirements of §4.04(a) of the Trust Agreements, and he has set forth a detailed statement of the actual and estimated Gross Revenues, Series Payments, Additional System Payments and Supplemental Payments; and

WHEREAS, a certification of same is before the Commission.

NOW, THEREFORE, BE IT

RESOLVED that the Commission, having reviewed the analysis prepared by the CFO/Comptroller, determines that there will be sufficient Gross Revenues for fiscal year 2020 together with Series Payments, Additional System Payments and Supplemental Payments to meet the requirements of §4.04(a) of the Trust Agreements, and hereby authorizes and directs the CFO/Comptroller to issue the certificate required by §4.04(b) of the Trust Agreements; and

FURTHER RESOLVED that copies of such certification and a certified copy of this Resolution shall be transmitted to the Trustee and the rating agencies, and shall be available to any interested party.

(Resolution No. 47-2020 adopted June 15, 2020)

**OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
TRUST AGREEMENTS SECTION 4.04
ESTIMATED CALCULATIONS FOR YEAR ENDING DECEMBER 31, 2020**

REQUIREMENT I

GROSS PLEDGED REVENUES:		
ACTUAL FOR 1ST FIVE MONTHS OF YEAR	\$ 112,014,543	
ESTIMATE FOR LAST SEVEN MONTHS OF YEAR	<u>176,748,000</u>	
ESTIMATED GROSS PLEDGED REVENUES	\$ 288,762,543	Section 4.04 (a) (i) and 4.04 (b)
OPERATING, MAINTENANCE & ADMINISTRATION COSTS	\$ 120,198,000	Section 4.04 (a) (i) (1)
REQUIRED DEPOSIT TO EXPENSE RESERVE	<u>334,600</u>	Section 4.04 (a) (i) (2)
NET/SYSTEM PLEDGED REVENUES	\$ 168,229,943	Required to be positive

REQUIREMENT II

NET/SYSTEM PLEDGED REVENUES	\$ 168,229,943	Section 4.04 (a) (ii)
ANNUAL SENIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	35,872,500	
INTEREST	21,184,799	
LESS: ESTIMATED INVESTMENT EARNINGS	<u>(880,177)</u>	
NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	\$ 56,177,122	Section 4.04 (a) (ii)
ANNUAL JUNIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	2,240,833	
INTEREST	50,856,665	
LESS ESTIMATED INVESTMENT EARNINGS	(1,711,613)	
LESS INTEREST INCOME TRANSFERRED FROM INFRASTRUCTURE FUND	<u>(6,152,477)</u>	
NET ANNUAL JUNIOR DEBT SERVICE REQUIREMENT	\$ 45,233,408	
NET ANNUAL COMPOSITE DEBT SERVICE REQUIREMENT	<u>\$ 101,410,530</u>	
RENEWAL & REPLACEMENT (R&R) REQUIREMENT	<u>10,000,000</u>	Section 4.04 (a) (ii)
NET/SYSTEM PLEDGED REVENUES LESS DEBT SERVICE AND R & R REQUIREMENTS	<u>\$ 56,819,413</u>	Required to be positive

REQUIREMENT III

NET/SYSTEM PLEDGED REVENUES AS A % OF NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	<u>299%</u>	Senior Lien Section 4.04 (a) (iii) Required to equal 120% or more *
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REQUIREMENT IV

NET/SYSTEM PLEDGED REVENUES AS A % OF NET ANNUAL COMPOSITE DEBT SERVICE REQUIREMENT	<u>166%</u>	Junior Lien Section 4.04 (a) (iii) Required to equal 120% or more
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* Required to be 150% or more during the Fiscal Year immediately preceding the issuance of additional bonds, or during any twelve (12) consecutive calendar months selected by the Commission out of the fifteen (15) consecutive calendar months immediately preceding such issuance, calculated using the maximum annual debt service on the bonds then outstanding and the bonds proposed to be issued. Also, the projected ratio must be 150% for each year bonds are scheduled to be outstanding in the event that the Commission implements a non-temporary toll rate reduction. In addition, the Commission has, by resolution, declared its intention as a matter of policy to maintain Sr. debt service coverage levels at a target of 200% of annual debt service. Other than in connection with the issuance of additional bonds, or the implementation of a toll rate reduction, the Commission has no obligation to meet such coverage levels, or to maintain a policy of doing so, and the Commission may rescind that policy at any time.

**OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
ESTIMATED GROSS PLEDGED REVENUES
FOR THE YEAR ENDING DECEMBER 31, 2020**

	<u>January - May</u>	<u>June - December</u>	<u>Total</u>
<u>Year Ending December 31, 2019:</u>			
Toll Revenue	\$ 118,712,931	\$ 188,894,796	\$ 307,607,727
Special Toll Permits	1,450,228	2,059,602	3,509,830
Concession & Miscellaneous Revenues	9,063,262	15,033,758	24,097,020
Investment Revenue:			
Revenue Fund	821,728	1,075,627	1,897,355
Renewal & Replacement Fund	101,538	154,036	255,574
System Projects Fund	1,140,985	1,319,987	2,460,973
Construction Fund	93,175	9,202	102,377
Total Gross Pledged Revenues	<u>\$ 131,383,847</u>	<u>\$ 208,547,009</u>	<u>\$ 339,930,856</u>

	<u>Actual January - May</u>	<u>Estimated June - December</u>	<u>Estimated Total</u>
<u>Year Ending December 31, 2020:</u>			
Toll Revenue	\$ 102,115,018	\$ 162,930,000	\$ 265,045,018
Special Toll Permits	1,422,788	2,079,000	3,501,788
Concession & Miscellaneous Revenues	7,529,095	11,543,000	19,072,095
Investment Revenue:			
Revenue Fund	415,371	83,000	498,371
Renewal & Replacement Fund	69,094	13,000	82,094
System Projects Fund	463,177	100,000	563,177
Construction Fund	-	-	-
Total Gross Pledged Revenues	<u>\$ 112,014,543</u>	<u>\$ 176,748,000</u>	<u>\$ 288,762,543</u>

I hereby certify the calculations above to be a fair and honest estimation of the Gross Revenues for the year ending December 31, 2020 in accordance with Section 4.04b of the Master Trust Agreement.



6/10/2020