

**MINUTES OF THE 652nd MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
JUNE 18, 2018**

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

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

Jennifer Townley is here representing ODOT. We have a new Commission Member. I am going to let the Executive Director talk about that.

Will the Assistant Secretary-Treasurer please call the roll?

Assistant Secretary-Treasurer Randy Cole: Chairman Hruby

Chairman Jerry Hruby: Here

Assistant Secretary-Treasurer: Vice Chairman Paradiso

Vice Chairman Timothy Paradiso: Here

Assistant Secretary-Treasurer: Secretary-Treasurer Barber

Secretary-Treasurer Sandra Barber: Here

Assistant Secretary-Treasurer: Mr. Coviello

Commissioner Guy Coviello: Here

Assistant Secretary-Treasurer: Ms. Townley

Commissioner Jennifer Townley: Here

Assistant Secretary-Treasurer: Ms. Johnson

Commissioner Vickie Eaton Johnson: Here

Assistant Secretary-Treasurer: Mr. Potter

Commissioner Quentin Potter: Here

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

Commissioner Michael Peterson: Here

Assistant Secretary-Treasurer: Representative Patton

Representative Thomas Patton: Here (left at 10:06 a.m.)

Chairman: We have a quorum. This is the 652nd Meeting of the Ohio Turnpike and Infrastructure Commission. We are meeting at the Commission's headquarters, as provided for in the Commission's Code of Bylaws for a Commission Meeting.

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

May I have a motion to adopt the Minutes of the May 21, 2018, Commission Meeting? Any questions, comments, or additions? Hearing none, please call the roll.

MOTION: A motion to adopt the Minutes of the May 21, 2018, Commission Meeting was made by Mr. Coviello and seconded by Chairman Hruby. All Commission Members present voted to approve the Minutes, except for Mr. Paradiso who abstained.

Chairman: I want to bring to the Commission's attention that Mr. Paradiso has been reappointed by the Governor's Office to the Commission. Mr. Paradiso is our Vice Chairman and is simply one outstanding member of this board. We are very happy that he has been reappointed and will continue to serve the Turnpike and the professionalism that he demonstrates. It is good to have you continue to be with us.

If there are no questions, we will proceed 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 May 21, 2018:

1. Eight Resolutions;
2. Draft Minutes of the May 21, 2018, 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 2018;
2. Traffic and Revenue Report, May 2018;
3. Total Revenue by Month and Year, May 2018;
4. Investment Report, May 2018; and

5. Financial Statement, May 2018.

That concludes my report, Mr. Chairman.

Chairman: We will move on to the report of the Executive Director, Randy Cole.

Director Cole: A very brief report, Mr. Chairman. Vickie Eaton Johnson was appointed to the Commission by Governor Kasich this past Friday. Vickie helps lead the Cleveland Clinic's Community Relations Department. In fact, she was the Clinic's representative at the Opportunity Corridor Phase 3 groundbreaking earlier this Spring. She has been a visionary leader in Cleveland's neighborhoods for the past two decades, helping to shepherd business and residential development to transform neighborhoods. She served as the Executive Director of the Fairfax Renaissance Development Corp. ("FRDC") from 1997 until she joined the Clinic. During her time at the FRDC, it grew from \$26,000 in net assets to \$9.5 million. She directed more than \$120 million in new investments in the Fairfax neighborhood.

Vickie's previous roles include manager for the City of Cleveland's Housing Construction Office, Housing Director for Hough Area Partners in Progress, and legislative assistant to the Democratic Caucus in the Ohio State Senate. I hope everyone will join me today in welcoming Vickie to the Commission.

At the end of the meeting, I would like to play a short safety video for the Commission. You will be getting a separate email this week from Brian Newbacher that shows the extensive coverage our Memorial Sign Program has received over the last couple of weeks. That concludes my report.

Chairman: Thank you, Mr. Director. Are there any questions? Vickie, welcome to the Commission. I am sure it is going to be a pleasure working with you and I hope you believe it is a pleasure working with us.

We will move on to the report of our Chief Engineer, Tony Yacobucci.

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

The first resolution for your consideration seeks authorization to award Contract No. 43-18-05 for the repairs and rehabilitation of the Ramp Bridge at Milepost 218.7 and the Replacement of the Mainline Bridges over Mill Creek Bikeway at Milepost 223.0 all in Mahoning County. This work is included in the 2018 Capital Improvement Budget. On June 1, 2018, Procurement received four (4) bids in response to this Project. The apparent low bid was submitted by Suburban Maintenance and Construction, Inc. ("Suburban"), of North Royalton, Ohio, in the amount of \$6,284,083.20, which is about 11% below the Engineer's Estimate of \$7,100,000.00. This bid was evaluated by both the design consultant, Gannett Fleming Engineers and Architects, P.C., of Columbus, Ohio, as well as Commission staff and was found to contain no errors or anomalies. Suburban 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 Suburban

has sufficient capacity to perform this project. Therefore, it is recommended that the Commission award Contract No. 43-18-05 to Suburban Maintenance and Construction, Inc., of North Royalton, Ohio, in the amount of \$6,284,083.20. This resolution also contains provisions to assign Gannett Fleming, of Columbus, Ohio, to perform construction administration and inspection services, and ACA Engineering, Inc., of Boardman, 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 Suburban Maintenance and Construction, Inc. Under Project No. 43-18-05 for the Total Amount of \$6,284,083.20 and Approving the Assignments of Gannett Fleming and ACA Engineering, Inc. to Perform Professional Services on the Project.

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

MOTION: A motion to adopt *Resolution Approving the Selection of Suburban Maintenance and Construction, Inc. Under Project No. 43-18-05 for the Total Amount of \$6,284,083.20 and Approving the Assignments of Gannett Fleming and ACA Engineering, Inc. to Perform Professional Services on the Project* was made by Mr. Paradiso, seconded by Mr. Peterson, and approved by all Commission Members present. Resolution No. 34-2018.

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

Chief Engineer: The next resolution for your consideration seeks authorization to award Contract No. 43-18-02 for the Replacement of the Perrysburg-Holland Road Bridge over the Turnpike at Milepost 59.0 and the repairs and rehabilitation of the Hessville Road Bridge over the Turnpike at Milepost 84.4 in Lucas and Sandusky Counties. This work is included in the 2018 Capital Improvement Budget. On May 24, 2018, Procurement received two (2) bids in response to this Project. The apparent low bid was submitted by Kokosing Construction Company, Inc. (“Kokosing”), of Columbus, Ohio, in the amount of \$5,517,827.09, which is about 26% below the Engineer’s Estimate of \$7,500,000.00. This bid was evaluated by both the design consultant, Mannik and Smith Group, of Maumee, Ohio, as well as Commission staff and was found to contain no errors or anomalies. Kokosing 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 Kokosing has sufficient capacity to perform this project. Therefore, it is recommended that the Commission award Contract No. 43-18-02 to Kokosing Construction Company, Inc., of Columbus, Ohio, in the amount of \$5,517,827.09. This resolution also contains provisions to assign Mannik and Smith Group, of Maumee, Ohio, to perform construction administration and inspection services, and TTL Associates, Inc., of Toledo, 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 Kokosing Construction Company, Inc. Under Project No. 43-18-02 for the Total Amount of \$5,517,827.09 and Approving the Assignments of Mannik and Smith Group and TTL Associates, Inc. to Perform Professional Services on the Project.

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

MOTION: A motion to adopt *Resolution Approving the Selection of Kokosing Construction Company, Inc. Under Project No. 43-18-02 for the Total Amount of \$5,517,827.09 and Approving the Assignments of Mannik and Smith Group and TTL Associates, Inc. to Perform Professional Services on the Project* was made by Chairman Hruby, seconded by Mrs. Barber, and approved by all Commission Members present. Resolution No. 35-2018.

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

Chief Engineer: The third resolution for your consideration seeks authorization to modify Contract Nos. 99-16-01A with Arcadis U.S., Inc., of Akron, Ohio, and 99-16-01B with KS Associates, Inc., of Elyria, Ohio. These contracts relate to Bridge and Culvert Load Rating Services. Each contract consisted of an initial assignment during 2016 of thirty-two bridges and culverts to be Load Rated, and the Commission having the option to assign additional structures over three subsequent years. Under Resolution No. 25-2017, the Commission authorized the second year of Bridge and Culvert Load Rating Services to both consultants. On April 18, 2018, Arcadis submitted a fee proposal to perform the third year of Load Rating Services in an amount not-to-exceed \$208,973.00, and on May 14, 2018, KS Associates submitted a fee proposal to perform the third year of Load Rating Services in an amount not-to-exceed \$184,376.00. The additional costs to obtain the necessary additional Load Rating Services will exceed 10% of the Commission authorized contract amounts, therefore requiring Commission authorization of the contract modification. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Approving Third Year of Bridge and Culvert Load Ratings Services from Arcadis U.S. (Project No. 99-16-01A) in the Not-to-Exceed Amount of \$208,973.00 and from KS Associates (Project No. 99-16-01B) in the Not-to-Exceed Amount of \$184,376.00.

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

MOTION: A motion to adopt *Resolution Approving Third Year of Bridge and Culvert Load Ratings Services from Arcadis U.S. (Project No. 99-16-01A) in the Not-to-Exceed Amount of \$208,973.00 and from KS Associates (Project No. 99-16-01B) in the Not-to-Exceed Amount of \$184,376.00* was made by Mr. Peterson, seconded by Chairman Hruby, and approved by all Commission Members present. Resolution No. 36-2018.

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

Chief Engineer: The fourth resolution for your consideration seeks the Commission's authorization of continuing expenditures for the Contract with CT Consultants, Inc. ("CT"), of Mentor, Ohio, for the Mainline Pavement Reconstruction Program. Under Resolution No. 37-2013, the Commission awarded a Contract to CT Consultants, Inc. for Engineering Design and Construction Services for the Mainline Pavement Reconstruction Program at various locations on the Ohio Turnpike, with each assignment consisting of a five to six-mile project section, and

the Commission having the option to assign up to five project sections. The fifth pavement replacement project section was authorized by the Commission under Resolution No. 17-2018 for Project No. 71-18-02 from Milepost 46.5 to Milepost 51.4 in Fulton and Lucas Counties. CT has submitted a fee proposal dated May 30, 2018, in the not-to-exceed amount of \$503,792.00, for the performance of additional Task 1 Preliminary Engineering Services and Task 2 Final Design and Construction Documentation Services which includes the widening and re-decking of two mainline bridges, and the incorporation of third lane pavement within the new toll plaza constituting the westernmost gate of the ticketed system. The Engineering Department staff has reviewed CT's proposal and finds it reasonable for the scope to be performed. Since these additional expenditures will increase the total cost in excess of ten percent of the previous Commission authorizations, it is required under Article V, Section 1.00 of the Commission's Code of Bylaws that the Commission must authorize such expenditures. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Authorizing CT Consultants to Perform Additional Services for Project No. 71-18-02 in the Not-to-Exceed Amount of \$503,792.00.

Chairman: Any questions or comments?

Mr. Paradiso: I want to make a comment, I noticed a 24% participation for MBE/SBE. I believe that is the highest percentage-wise and I applaud the efforts.

Chief Engineer: Mr. Chairman and Mr. Paradiso, this contract was actually put in place prior to our SBE program and this was an effort on behalf of CT Consultants to comply with something they weren't actually required to do. So, it is an effort above and beyond what was required by the contract.

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

MOTION: A motion to adopt *Resolution Authorizing CT Consultants to Perform Additional Services for Project No. 71-18-02 in the Not-to-Exceed Amount of \$503,792.00* was made by Mrs. Barber, seconded by Mr. Paradiso, and approved by all Commission Members present. Resolution No. 37-2018.

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

Chief Engineer: The next resolution for your consideration is for authorization to award two contracts for General Engineering Services ("GES"). On March 27, 2018, the Procurement Department issued an invitation to respond to a Request for Proposals to select up to two firms to perform General Engineering Services on a task order basis. On April 10, 2018, Procurement received eleven Letters of Interest from firms expressing interest in performing these services, from which four firms were deemed most qualified and invited to submit technical proposals. Engineering staff reviewed the technical proposals and concluded that Prime AE Group ("Prime") and AECOM Technical Services, Inc. ("AECOM") were the two most qualified firms to perform the services. The GES contracts will provide an extension of staff to the Commission's Engineering and Maintenance Departments during a time when our Capital Program is at its

highest level in about fifteen years. Furthermore, it provides immediate access to numerous specialized disciplines that we do not possess internally, such as mechanical, electrical, and geotechnical engineers. Some anticipated tasks include, but are not limited to, drainage analysis and review, contract document and construction schedule review, and miscellaneous design tasks. The term of each agreement is for a two-year period and the total amount payable for all task orders of each contract shall not exceed \$600,000.00 over the two-year period. With your permission, may the General Counsel please read the title of the Resolution.

General Counsel: Resolution Authorizing Contracts with AECOM and PrimeAE to Perform General Engineering Services on a Task Order Assignment Basis for a Two-Year Period Each in an Amount Not-to-Exceed \$600,000.00.

Chairman: Any questions or comments?

Mr. Coviello: Do these rotate in terms of who you call upon?

Chief Engineer: Mr. Chairman and Mr. Coviello, not exactly. What we is try to pick the firm that we feel has the best services that they can provide with regard to what task they will be performing.

Director Cole: It is only a two-year period, so we continue to do RFPs for new firms.

Chief Engineer: Correct, Mr. Director.

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

MOTION: A motion to adopt *Resolution Authorizing Contracts with AECOM and PrimeAE to Perform General Engineering Services on a Task Order Assignment Basis for a Two-Year Period Each in an Amount Not-to-Exceed \$600,000.00* was made by Chairman Hruby, seconded by Ms. Townley, and approved by all Commission Members present. Resolution No. 38-2018.

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

Chief Engineer: The sixth and final resolution for your consideration seeks approval to terminate the Purchase Order to Vision Automotive, LLC for nine (9) pick-up trucks authorized under Resolution No. 5-2018, the authorization for the substitute purchase of nine (9) pick-up trucks, and the authorization to purchase five (5) sport utility vehicles. As you may recall, Resolution No. 5-2018 authorized the purchase of nine (9) 2018 model year crew-cab pick-up trucks with a gross vehicle weight rating (“GVWR”) of approximately 12,800 (10,100 single-axle rating) pounds. The purchase of such vehicles is governed by the Ohio Department of Administrative Services (“ODAS”) under Ohio Revised Code Section 125.832, and at the time of the Resolution No. 5-2018 approval, Vision Automotive, LLC (“Vision”), held the contract for such vehicles. However, the Commission received notice on May 1, 2018 that Vision Automotive, LLC was going out of business and would not fill any orders for vehicles that the manufacturer

had yet to deliver. Subsequently, DAS terminated Vision from the contract effective April 27, 2018, rebid the items previously available under the contract with Vision and selected Lebanon Chrysler Plymouth, Inc. doing business as a Lebanon Chrysler Dodge Jeep Ram, of Lebanon, Ohio. The best current unit pricing for nine (9) 2018 Dodge 3500 Ram crew-cab pick-up trucks for the Maintenance Roadway Crew's use is available under ODAS State Term Index No. GDC093, Contract No. RS901018, Item 30AT from Lebanon Chrysler Dodge Jeep Ram, at the unit price of \$30,525.50 for a total of \$274,729.50. Additionally, Lebanon Chrysler Dodge Jeep Ram was also awarded Item 2AT under ODAS State Term Index No. GDC093, Contract No. RS901018, which is for mid-size sport utility vehicles. The purchase of these vehicles is necessary to replace five (5) similar SUVs used for operating and maintaining the Ohio Turnpike and is included in the 2018 Capital Improvement Budget. The unit price of these vehicles is \$23,843.50 for a total of \$119,217.50. The total purchase amount to Lebanon Chrysler Dodge Jeep Ram for the nine (9) crew cab trucks and five (5) sport utility vehicles is \$393,947.00. This resolution also contains provisions for the disposal of the existing fourteen (14) vehicles in accordance with the Commission's Property Disposal Policy. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Approving Termination of the Purchase Order for Trucks Authorized Under Resolution No. 5-2018 and Approving the Substitute Purchase from Lebanon Chrysler, Dodge, Jeep RAM for Trucks and Approving the Additional Purchase of Sport Utility Vehicles for the Total Amount of \$393,947.00 Under the DAS Cooperative Purchasing Program.

Chairman Hruby: January to May? There was no indication that this was coming?

Chief Engineer: Mr. Chairman, not to my knowledge. I do not know if Mark Musson, our Director of Contracts, has any other information.

Mark Musson, Director of Contracts: Mr. Chairman and Commission Members, DAS manages the program and they do vet the bidders, check their financials, their credit, and facilities. There was no indication that there was any trouble. It is not really clear, exactly, why they are winding down or going out of business. In this case, it was just unforeseeable.

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

MOTION: A motion to adopt *Resolution Approving Termination of the Purchase Order for Trucks Authorized Under Resolution No. 5-2018 and Approving the Substitute Purchase from Lebanon Chrysler, Dodge, Jeep RAM for Trucks and Approving the Additional Purchase of Sport Utility Vehicles for the Total Amount of \$393,947.00 Under the DAS Cooperative Purchasing Program* was made by Mr. Paradiso, seconded by Mr. Peterson, and approved by all Commission Members present. Resolution No. 39-2018.

Chairman: The resolution passes unanimously. Let me ask you a question and I believe we have discussed this before, is there a standard that you establish to determine how much work is being done at one time on the road to limit the work people encounter and the time it takes to

move through? Is there a percentage of the road that can be under work? Do you have that type of policy? Who determines that and how is that determined?

Chief Engineer: Mr. Chairman and Commission Members, I wouldn't necessarily sit here and say there is an actual policy, with a very linear road the one thing we do have to take into consideration is not having two projects on top of one another. So, as we look year to year at the projects that we put in place, we try to make sure that we don't have a bridge project that is going to be over a pavement replacement project because that would obviously create a lot of havoc with respect to the zones and them getting their work done. Our plan is to try and have two to four pavement replacement projects which are about five miles long in each section. We have about \$20 million worth of resurfacing and that is typically two to three projects. Then our bridge deck replacements are usually from three to five bridge deck replacement projects going on. But, I would say there is usually about 25% of our road with barrels on it over any course of that timeframe.

Director Cole: If I can add, Mr. Chairman, the one thing we do with each of the major projects is Travis Bonnett, our Traffic Engineer, runs an analysis with an overlay of the exact, typical daily traffic, so that we can run a projection of any proposed back-ups, so that within a construction zone, obviously everyone knows construction season runs roughly April through November for both weather and holidays, we get everything up before the Thanksgiving holiday or the middle of November, but within that summer period for any of these pavement replacement projects and major projects, we look at time within that for a specific holiday weekend or peak periods of time to pull the barrels back as much as we can or complete the work at a time of the week or time of day that minimizes the impact. As everybody knows for safety, the smaller maintenance projects through the center portion of the Turnpike are almost all night work when we have to take more than one lane. Again, much lower traffic and we have a great safety record of performing that night work when there is less congestion on the roadway, so that smaller maintenance doesn't impact when the permanent barrels and the contraflows are out there.

Mr. Paradiso: You are also on a three, five, fifteen year plan in some cases for pavement replacement, resurfacing and bridge repair, although some of those change year-to-year, you are pretty comfortable with three and five years out knowing what parts of the roadway you are going to be working on, right?

Chief Engineer: Mr. Chairman and Commission Member Paradiso, yes you are correct. Our pavement replacement program is going out to about 2040 and we do have a pretty good understanding of what we plan on doing over the next three to five years.

Chairman: I think you do an excellent job of putting those projects together the way that you do that limits the delays our motorists are having. I did some traveling the last couple weeks in other states and I noticed that their zones are much longer than ours and seem not to pay attention to the motorists trying to move through like we do. I just wanted to ask you if there was some kind of policy. Thank you.

Chief Engineer: Mr. Chairman, to add to what Mr. Cole said, the one thing that we do take into strong consideration is making sure that we do not have a back-up due to our zones

and if it is a maintenance zone, it gets pulled back, if it is a construction zone, it is done during the time of day or day of the week that doesn't allow that to happen.

Chairman: Again, you gave me the information I wanted, but I also want to commend you. Thank you. Anything further, Tony?

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

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

CFO/Comptroller/DED: Thank you, Mr. Chairman. I have a brief update on our traffic and revenue for the month of May and two resolutions for your consideration this morning.

The first resolution for your consideration is a resolution approving a six-month extension to our contract with Brinks for armored vehicle courier services.

The Commission's current contract with Brinks commenced on April 1, 2014 and the final option period expired on March 31st of this year. This contract was extended through August 1, 2018 by the Executive Director, to accommodate the selection of a bank to perform the Commission's depository banking services. A Request for Proposals to perform Coin and Currency Courier Services was issued in April after the Commission selected the depository bank where the delivery of its deposits will occur.

The evaluation team reviewing the proposals to perform Coin and Currency Courier Services had several follow-up questions for the respondents that concern material aspects of the proposed agreement which may affect the competitive nature of the selection process. The respondents were not able to timely answer the questions that the Evaluation Team presented. Therefore, the Evaluation Team recommends that the Commission afford more time to revise and reissue the Request for Proposals to address the issues raised during the review of the respondents' initial proposals, by approving an extension to the Contract with Brinks through September 30, 2018.

Extending the contract through September 30, 2018 will increase the cost of the contract by \$186,289.74, which exceeds 10% of the initial estimated amount of the contract and therefore requires Commission approval.

May the General Counsel please read the title of the resolution.

General Counsel: Resolution Approving an Extension of the Contract with Brink's, Inc. for Armored Vehicle Coin and Currency Courier Services through September 30, 2018.

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

MOTION: A motion to adopt *Resolution Approving an Extension of the Contract with Brink's, Inc. for Armored Vehicle Coin and Currency Courier Services through September 30, 2018* was

made by Mrs. Barber, seconded by Mr. Paradiso, and approved by all Commission Members present. Resolution No. 40-2018.

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

CFO/Comptroller/DED: Next, I have an update our traffic and revenue for the month of May and a review of our financial results for the first five months of this year.

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past two years. Passenger car vehicle miles traveled were down 1.7% in May.

Commercial traffic continued to benefit from the strong economy and was 6.8% higher in May.

The decrease in passenger car traffic combined with the increase in *E-ZPass*[®] use more than offset the toll rate increase and as a result passenger car toll revenue decreased 0.4% in May.

The increase in commercial traffic combined with the toll rate increase caused commercial vehicle toll revenues to increase 9.6% in May.

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 \$4.6 million or 4.1% above the amount 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 \$1.7 million or 1.4% above budget and \$5.4 million or 4.4% above last year. Total revenues are higher than budget due to higher than budgeted toll revenues, concession revenues investment income and other revenues. The revenue increase from last year is primarily due to higher toll revenues, investment income and other revenues.

Expenditures for operation, maintenance and administration for the first five months of the year were \$5.7 million or 10.2% lower than budgeted and \$216 thousand or 0.4% higher than last year.

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

Most of the increase in costs from last year are due to higher snow and ice removal costs. These higher costs were partially offset by lower health insurance costs.

Debt service payments are \$4.5 million higher than budget and \$9.7 million higher than last year. Debt service payments are higher than last year due to the issuance of the 2018 bonds.

After paying our operating expenses and debt service, the balance of the revenue is used to fund our 2018 capital expenditures. \$28.8 million was transferred to our capital funds in the first five months of the year which is \$3.0 million higher 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.

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 2017 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 \$128.7 million for the first five months of this year.

Based on the most recent toll revenue projection from Jacobs Engineering, our traffic consultant, I have estimated the pledged revenues for the last seven months of 2018 at about \$208.0 million. This yields estimated gross pledged revenues for calendar year 2018 of \$337.0 million.

The calculations on the next two slides demonstrate that based on our projected pledged revenues for 2018, 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%.

During our presentations to the rating agencies for the 2013 and 2018 bond issuances, we indicated that it was our intent to always maintain a ratio of at least 170%.

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: We exceeded in all aspects, is that correct?

CFO/Comptroller/DED: That is correct.

Chairman: Did you anticipate that great of a difference between what we were to be and what we are?

CFO/Comptroller/DED: Yes, that was our financial plan when we did the bond issuances. We do a long-range forecast and then we project that out.

Chairman: Aren't you exceeding that somewhat?

CFO/Comptroller/DED: We are exceeding the revenues slightly, yes. The expenses are a little less than what we had projected when we did our bond issuance.

Chairman: I think that is great. Good job on your part and on the part of the staff. 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 Chairman Hruby, seconded by Ms. Johnson, and approved by all Commission Members present. Resolution No. 41-2018.

Chairman: Anything else, Marty?

CFO/Comptroller/DED: Yes, one last thing. We have completed our CAFR for 2017 and you should find a copy in your folder, along with a report from our auditors on internal control and compliance with our debt covenants. So, at this time I would like to introduce Danny Sklenicka and Mary Schafer from Plante Moran who will discuss the results of their audit.

Mary Schafer: Danny and I are here to do a brief overview of the audit and present the results of the audit process. I want to thank the finance team, Marty and Dave. As Marty mentioned, he goes through the CAFR process, which you have in your hands. You will note that the opinion date is in March. I will turn it over to Danny and let him do a quick overview of the results.

Danny Sklenicka: Good morning, Commission Members. This is the second year of Plante Moran working on the Ohio Turnpike audit. The audit process begins in the fall, we work with Dave and Marty to schedule the audit process. We do our year-end testing in the winter, January/February timeframe. The audit report was dated March 26, 2018, which means we wrapped up all of the testing we needed to do at that point in time. I would like to point out that the Auditor of State, who does have the final jurisdiction over the audit process did review and

certify the audit report in May 2018. If we had any findings we would report those to you. We did not have any findings, no material weaknesses, no significant deficiencies. We also had no audit adjustments identified as part of the audit process.

I do want to thank their team as well, as the Audit Manager on the engagement, I am working with our team who is in the field on a daily basis to ensure that we get through the financial process in an effective and efficient manner, we really need the cooperation of management and we got that fully throughout the audit process.

Overall, that wraps up the audit process for 2017. We will begin working on the 2018 audit as we get into the fall. I would be happy to answer any questions.

Chairman: Any questions? Thank you very much. Anything else, Marty?

CFO/Comptroller/DED: That completes my report, Mr. Chairman.

Chairman: We will move on to the report of Staff Lieutenant Travis Hughes.

Staff Lieutenant Hughes: Good morning, Mr. Chairman and Commission Members. The first item I will share with you highlights the activity during the Memorial holiday weekend. During that four-day period, there were just over 2,500 traffic stops initiated; 400 warnings issued and over 300 patrons were assisted on the Turnpike. Most importantly, there were no fatal crashes during that holiday weekend here on the Turnpike.

The second item I would like to share with you, is a seizure that occurred on June 1, 2018, in Trumbull County. A vehicle was stopped for a traffic violation and upon approach the Trooper could smell the raw odor of marijuana. A search revealed ten grams of marijuana and fifty grams of heroin that was concealed upon the driver and the passenger. The street value for that fifty grams of heroin is just over \$9,000.00.

The last item I have for you occurred June 14, 2018, in Lorain County. A vehicle was stopped for speeding. The odor of marijuana was detected upon approach. A search of the vehicle revealed nine brand new iPhone 10 phones, along with three fraudulent identification cards, three fraudulent credit and debit cards. The occupants were from Chicago, Illinois, and had been participating in a multi-state identity theft ring and obtaining goods by deception throughout several states. They are now lodged in the Lorain County jail. The approximate street value of the items I stated was just over \$10,000.00.

That concludes my report, Mr. Chairman. I would be happy to answer any questions.

Chairman: Thank you. Any questions or comments? Thank you, Lieutenant, we appreciate your good work.

Director Cole: Mr. Chairman, at this time I would like the Commission to view a safety video put together by our Marketing and Communications Department and the Ohio State Highway Patrol.

Chairman: Very well done.

Director Cole: Mr. Chairman, again, the employees, the Troopers who were involved and the great work by Adam and Chad to put it together. Chad has been a great resource for us and has picked up an awful lot of these video skills. We have been partnering with ODOT and their team to upgrade our video capabilities. I have said it before, I will continue to say it again, we have to continue to get more and more creative because it just can't be the signs, it just can't be the tickets, it has got to be putting a story behind this and getting to the place where it impacts people that when they get into their car, they just take different behavior and pay attention. I think steps like this are going to help do that. We did release it Friday, June 15, 2018. A link to the video will be in our Customer Connection newsletter tomorrow, but one of the nicest things I got this Father's Day weekend was a text message from Tim McCoy saying, "thank you." Everyone knows how seriously we take safety and having our employees, having the Troopers involved, I think that we are going to get the word out and hopefully prevent some bad things from happening. Thank you for your support of all of that.

Mrs. Barber: Where are you going to be using this video? Will it be going out to service organizations or just on our websites? A lot of people don't check that, but that was an excellent video.

Director Cole: We are using all of our social media and it is getting "likes" and "retweets" and posts from other people. We are going to send it out to the hundred of thousands that are part of our Customer Connection, which are not just our *E-ZPass*[®] customers, but also, political leadership and stakeholders along the Turnpike, so all of their organizations will have access and as you know we have the safety video campaign with all of the schools and we are continuing through all of our customer appreciation events to distribute some of those 100,000 red thumb bands.

Since you enjoyed it so much, I propose we take the July meeting off and come back in August, Mr. Chairman because we have done a great job through the spring getting everything ready. We are going to have a very busy fall with hitting the construction schedule again, and budgets and everything else, but I don't think there is anything pressing to come to the Commission in July. We can wait until August if you would like to take a Monday off.

Chairman: I do not hear any objections. That would be fine. On this video, how about the television stations? It would seem to me they would want to put a public service on and maybe a show on or program and have this as part of it. I hope that we try to suggest that avenue. Brian, I see you sitting there, maybe you might get them to do that. It is always a great story when people can tell about themselves. Great job.

You heard the Executive Director, he has given us the month off, we appreciate that tremendously. The next meeting shall be held on Monday, August 20, 2018, at 10:00 a.m. right here. If there is no further business, I will accept a motion to adjourn.

MOTION: A motion to adjourn the Commission Meeting is made by Chairman Hruby, seconded by Mrs. Barber and unanimously approved by all Commission Members present.

Time of adjournment: 10:50 a.m.

Attendees for Record Keeping Purposes:

Mary Schafer, Plante Moran; Danny Sklenicka, Plante Moran; Michael Burgess, Prime AE; Frank Lamb, Zions Bank; Scott Buchanan, AECOM; Maureen Shildwachter, Huntington; Dave Ray, JMT; Ed Adamczyk, Arcadis; Todd Majidzadeh, Resource International; Al Biehl, TranSystems; Jake Siesel, IUOE Local 18; Hamid Homae, KS Associates; Tony Urankar, ms consultants; Halle Jones Capers, G. Stephens; Anthony Yacobucci, Ohio Turnpike; Martin Seekely, Ohio Turnpike; Jennifer Stueber, Ohio Turnpike; Matt Cole, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Denise Criscuolo, Ohio Turnpike; Mark Musson, Ohio Turnpike; Diana Anthony, Ohio Turnpike; David Miller, Ohio Turnpike; Chris Matta, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Brian Kelley, Ohio Turnpike; Joe Mannion, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Adam Greenslade; and Brian Newbacher, Ohio Turnpike.

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

Sandra K. Barber, Secretary-Treasurer

EXHIBITS

1. Resolution No. 34-2018 – Approving the Selection of Suburban Maintenance and Construction, Inc. Under Project No. 43-18-05 for the Total Amount of \$6,284,083.20 and Approving the Assignments of Gannett Fleming and ACA Engineering, Inc. to Perform Professional Services on the Project;
2. Resolution No. 35-2018 – Approving the Selection of Kokosing Construction Company, Inc. Under Project No. 43-18-02 for the Total Amount of \$5,517,827.09 and Approving the Assignments of Mannik and Smith Group and TTL Associates, Inc. to Perform Professional Services on the Project;
3. Resolution No. 36-2018 – Approving Third Year of Bridge and Culvert Load Ratings Services from Arcadis U.S. (Project No. 99-16-01A) in the Not-to-Exceed Amount of \$208,973.00 and from KS Associates (Project No. 99-16-01B) in the Not-to-Exceed Amount of \$184,376.00;
4. Resolution No. 37-2018 – Authorizing CT Consultants to Perform Additional Services for Project No. 71-18-02 in the Not-to-Exceed Amount of \$503,792.00;
5. Resolution No. 38-2018 – Authorizing Contracts with AECOM and PrimeAE to Perform General Engineering Services on a Task Order Assignment Basis for a Two-Year Period Each in an Amount Not-to-Exceed \$600,000.00;
6. Resolution No. 39-2018 – Approving Termination of the Purchase Order for Trucks Authorized Under Resolution No. 5-2018 and Approving the Substitute Purchase from Lebanon Chrysler, Dodge, Jeep RAM for Trucks and Approving the Additional Purchase of Sport Utility Vehicles for the Total Amount of \$393,947.00 Under the DAS Cooperative Purchasing Program;
7. Resolution No. 40-2018 – Approving an Extension of the Contract with Brink’s, Inc. for Armored Vehicle Coin and Currency Courier Services through September 30, 2018; and
8. Resolution No. 41-2018 – 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 Approving the Selection of Suburban Maintenance and Construction, Inc. Under Project No. 43-18-05 for the Total Amount of \$6,284,083.20 and Approving the Assignments of Gannett Fleming and ACA Engineering, Inc. to Perform Professional Services on the Project

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice in accordance with law advertising its invitation to bid upon a contract to Repair and Rehabilitate the Ramp Bridge at Milepost 218.7 and Replace the Mainline Bridges over Mill Creek Bikeway at Milepost 223.0 in Mahoning County (“Project No. 43-18-05”); and

WHEREAS, the Commission received four bids to perform the Contractor’s obligations on the Project, and the report of the Commission’s Chief Engineer and Deputy Chief Engineer concerning the review and analysis of said bids is before the Commission; and

WHEREAS, the Chief Engineer reports that Suburban Maintenance and Construction, Inc., of North Royalton, Ohio (“SMCI”), submitted the apparent low bid on Project No. 43-18-05 in the total bid amount of \$6,284,083.20, which he recommends the Commission accept and approve authorization for the Executive Director to award; and

WHEREAS, the Director of Contracts Administration advises that bids for Project No. 43-18-05 were solicited from all bidders on the basis of the same terms, conditions and specifications, that the bid of SMCI for Project No. 43-18-05 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312, and that SMCI submitted a performance bond with good and sufficient surety and made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on 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. 43-18-05 that will exceed \$150,000.00; and

WHEREAS, the Commission’s Executive Director has reviewed the reports of the Chief Engineer and the Director of Contracts Administration and concurs in the recommendation to select SMCI as the lowest responsive and responsible bidder for Project No. 43-18-05; 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 and Construction, Inc. for Project No. 43-18-05 in the amount of \$6,284,083.20 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 Executive Director and the Chief Engineer are authorized to assign Gannett Fleming Engineers and Architects, P.C., of Columbus, Ohio, to perform all necessary construction administration and inspection services in accordance with its contract previously authorized under Resolution No. 3-2018, and assign ACA Engineering, Inc., of Boardman, Ohio, to perform the necessary materials testing services in accordance with the 2017-2018 Miscellaneous Engineering Services Agreement; and

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

(Resolution No. 34-2018 adopted June 18, 2018)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Kokosing Construction Company, Inc. Under Project No. 43-18-02 for the Total Amount of \$5,517,827.09 and Approving the Assignments of Mannik and Smith Group and TTL Associates, Inc. to Perform Professional Services on the Project

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice in accordance with law advertising its invitation to bid upon a contract to Replace the Perrysburg-Holland Road Bridge at Milepost 59.0 and Repair and Rehabilitate the Hessville Road Bridge Deck at Milepost 84.4 over the Ohio Turnpike in Lucas and Sandusky Counties (“Project No. 43-18-02”); and

WHEREAS, the Commission received two bids to perform the Contractor’s obligations on the Project, and the report of the Commission’s Chief Engineer and Deputy Chief Engineer concerning the review and analysis of said bids is before the Commission; and

WHEREAS, the Chief Engineer reports that Kokosing Construction Company, Inc., of Columbus, Ohio (“Kokosing”), submitted the apparent low bid on Project No. 43-18-02 in the total bid amount of \$5,517,827.09, which he recommends the Commission accept and approve authorization for the Executive Director to award; and

WHEREAS, the Director of Contracts Administration advises that bids for Project No. 43-18-02 were solicited from all bidders on the basis of the same terms, conditions and specifications, that the bid of Kokosing for Project No. 43-18-02 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312, and that Kokosing submitted a performance bond with good and sufficient surety and made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on 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. 43-18-02 that will exceed \$150,000.00; and

WHEREAS, the Commission’s Executive Director has reviewed the reports of the Chief Engineer and the Director of Contracts Administration and concurs in the recommendation to select Kokosing as the lowest responsive and responsible bidder for Project No. 43-18-02; 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 Kokosing Construction Company, Inc., for Project No. 43-18-02 in the amount of \$5,517,827.09

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 Executive Director and the Chief Engineer are authorized to assign Mannik and Smith Group, of Maumee, Ohio, to perform all necessary construction administration and inspection services in accordance with its contract previously authorized under Resolution No. 52-2017, and assign TTL Associates, Inc., of Toledo, Ohio, to perform the necessary materials testing services in accordance with the 2017-2018 Miscellaneous Engineering Services Agreement; and

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

(Resolution No. 35-2018 adopted June 18, 2018)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving Third Year of Bridge and Culvert Load Ratings Services from Arcadis U.S. (Project No. 99-16-01A) in the Not-to-Exceed Amount of \$208,973.00 and from KS Associates (Project No. 99-16-01B) in the Not-to-Exceed Amount of \$184,376.00

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”), through its Executive Director, selected Arcadis U.S., Inc., of Akron, Ohio (“Arcadis”), and KS Associates, Inc., of Elyria, Ohio (“KS Associates”), to perform Bridge and Culvert Load Rating Services, which consisted of initial assignments during 2016 and the Commission having the option to assign additional structures for the selected firms to rate over the course of three subsequent years; and

WHEREAS, the Commission initially assigned 32 structures to Arcadis U.S. under Project No. 99-16-01A through an Agreement dated October 26, 2016 in the not-to-exceed amount of \$88,200.00 and an additional 31 Bridges in 2017 under the authority of Resolution No. 25-2017 in the not-to-exceed amount of \$119,057.00, and initially assigned 32 structures to KS Associates under Project No. 99-16-01B through an Agreement dated October 12, 2016 for the not-to-exceed amount of \$91,949.00 and an additional 33 structures under the authority of Resolution No. 25-2017 in the not-to-exceed amount of \$99,655.00; and

WHEREAS, to perform the third year of Bridge and Culvert Load Rating Services, Arcadis submitted a fee proposal dated April 18, 2018 for 63 structures in the not-to-exceed amount of \$208,973.00 and KS Associates submitted a fee proposal dated May 14, 2018 for 61 structures in the not-to-exceed amount of \$184,376.00, which proposals the Chief Engineer and the Bridge and Structures Engineer have deemed to be reasonable and necessary; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Chief Engineer and the Bridge and Structures Engineer, and approves the recommendation for the Commission to accept the respective proposals dated April 18, 2018 and May 14, 2018, and exercise its option to authorize Arcadis and KS Associates to perform additional Bridge and Culvert Load Rating Services during the third of four possible years, as described in their respective proposals in accordance with the governing Contracts for Project No. 99-16-01A and 99-16-01B; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the proposal from Arcadis dated April 18, 2018 to perform the additional Bridge and Culvert Load Rating Services under Project No. 99-16-01A for 63 structures in the additional not-to-exceed amount of \$208,973.00 and the proposal from KS Associates dated May 14, 2018 under Project No. 99-16-01B for 61 structures in the additional not-to-exceed amount of \$184,376.00 are approved and accepted, and that the Executive Director is authorized to amend the Contracts with Arcadis and KS Associates to incorporate such proposals and direct said firms to perform such services in

accordance with the terms and conditions of the Commission's RFP for Bridge and Culvert Load Rating Services, Arcadis and KS Associates' responses and fee proposals; and

FURTHER RESOLVED that the Executive Director has the authority to further amend the Contracts with Arcadis for Project 99-16-01A and with KS Associates for Project 99-16-01B to perform additional services necessary that does not exceed ten percent of the total not-to-exceed amount approved to date for each respective contract, and approve such extra work or change orders under said contracts as a result of an increase in necessary quantities, newly mandated requirements that did not exist at the time of original contract awards, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the Project or increase its costs.

(Resolution No. 36-2018 adopted June 18, 2018)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing CT Consultants to Perform Additional Services for Project No. 71-18-02 in the Not-to-Exceed Amount of \$503,792.00

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) selected CT Consultants, Inc., of Mentor, Ohio (“CT Consultants”), through Resolution No. 37-2013 to perform Engineering Design and Construction Services for Pavement Reconstruction Program sections at various locations on the Ohio Turnpike, with the Commission having the option to assign up to five projects that each consist of a five to six-mile section of roadway; and

WHEREAS, the Commission previously authorized exercising the options to assign CT Consultants to perform Preliminary Engineering (“Task 1”) and Final Design (“Task 2”) Services for four pavement reconstruction project sections under Resolution No. 37-2013 for Project No. 71-13-05 in Sandusky County, Resolution No. 12-2014 for Project No. 71-14-08 in Trumbull and Mahoning Counties, Resolution No. 65-2014 for Project No. 71-14-11 in Erie County, and Resolution No. 57-2016 for Project No. 71-16-14 in Cuyahoga and Summit Counties, where the Commission accepted CT Consultants’ fee proposals in the total amount \$2,656,167.00 for completing Task 1 and Task 2 Services on the first four base pavement reconstruction project sections; and

WHEREAS, the Commission approved exercising the option to assign the fifth pavement reconstruction project section to CT Consultants from Milepost 46.5 to Milepost 51.4 in Fulton and Lucas Counties (“Project No. 71-18-02”) under Resolution No. 17-2018, adopted February 26, 2018, based on the fee proposal dated February 12, 2018 to perform Task 1 – Preliminary Engineering Services and a portion of the Task 2 – Final Design and Construction Document Preparation Services in the not-to-exceed amount of \$446,174.00; and

WHEREAS, the Chief Engineer determined that a modification to the scope of Task 1 and Task 2 Services performed by CT Consultants under Project No. 71-18-02 is necessary to widen two bridges and the third lane pavement located between Milepost 47.0 to Milepost 50.0 required to accommodate the new toll plaza constituting the westernmost gate of the ticketed system; and

WHEREAS, CT Consultants submitted a fee proposal dated May 30, 2018 to perform the Additional Task 1 – Preliminary Engineering Services and Task 2 – Final Design and Construction Document Preparation Services for Project No. 71-18-02 in the total not-to-exceed amount of \$503,792.00, which amount the Chief Engineer deemed reasonable and necessary; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Chief Engineer and approves the recommendation to authorize CT Consultants to perform the Additional Task 1 Services and Task 2 Services under Project No. 71-18-02; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the Additional Task 1 - Preliminary Engineering Services and Task 2 - Final Design and Construction Document Preparation Services by CT Consultants, Inc. under Project No. 71-18-02 from Milepost 46.5 to Milepost 51.4 in Fulton and Lucas Counties in the not-to-exceed amount of \$503,792.00 is approved, and the Executive Director is authorized to amend the Contract with CT Consultants to perform such additional services in accordance with the terms and conditions of the Commission's RFP for Pavement Reconstruction Design Services, CT Consultants' technical response and fee proposals; and

FURTHER RESOLVED, that the Executive Director has the authority under Article V, Section 1.00 of the Code of Bylaws to further amend the Contract with CT Consultants to perform additional services necessary for Project No. 71-18-02 that does not exceed ten percent of the total not-to-exceed amount approved to date for the Contract, and approve such extra work or change orders under said contracts as a result of an increase in necessary quantities, newly mandated requirements that did not exist at the time of original contract awards, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the Project or increase its costs.

(Resolution No. 37-2018 adopted June 18, 2018)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Contracts with AECOM and PrimeAE to Perform General Engineering Services on a Task Order Assignment Basis for a Two-Year Period Each in an Amount Not-to-Exceed \$600,000.00

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) issued a request for Letters of Interest in receiving an invitation to respond to a Request for Proposals (“RFP”) on March 27, 2018 to select up to two engineering firms to perform General Engineering Services on task order projects based on assignments from the Chief Engineer; and

WHEREAS, Letters of Interest were received from eleven firms expressing their interest in performing the General Engineering Services on April 10, 2018, and four were deemed most qualified and invited to submit proposals in response to the RFP, with responses due on May 18, 2018; and

WHEREAS, on the basis of the proposals received, the Engineering staff concluded that Prime AE Group, Inc. of Akron, Ohio (“PrimeAE”), and AECOM Technical Services, Inc., of Akron, Ohio (“AECOM”), are the two most qualified firms to perform the general engineering services; and

WHEREAS, the contracts to perform the general engineering services shall continue for a two-year period and the total amount payable for all task orders shall not exceed \$600,000.00 each in accordance with the RFP and their proposals of May 18, 2018; and

WHEREAS, Commission action is necessary to award the contracts in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws because the estimated expenditures will exceed \$150,000.00; and

WHEREAS, the Director of Contracts Administration advises that the selection of both PrimeAE and AECOM conforms with the requirements of Ohio Revised Code Sections 153.65 to 153.71, proposals were solicited on the basis of the same terms and conditions with respect to all respondents and potential respondents, and the respondents demonstrated a good faith effort commitment to achieve the participation goals under the business inclusion program; and

WHEREAS, the Executive Director has reviewed the recommendations submitted by the Chief Engineer, and concurs that the Commission should approve awarding contracts to both PrimeAE and AECOM to perform General Engineering Services; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that Prime AE Group, Inc. and AECOM Technical Services, Inc. are the two most qualified firms to perform the General Engineering Services as required under the RFP for a two year period, and authorizes the Executive

Director to execute contracts with PrimeAE and AECOM each in the not-to-exceed amount of \$600,000.00 in accordance with the terms and conditions of the Commission's RFP and their respective responses thereto.

(Resolution No. 38-2018 adopted June 18, 2018)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving Termination of the Purchase Order for Trucks Authorized Under Resolution No. 5-2018 and Approving the Substitute Purchase from Lebanon Chrysler, Dodge, Jeep RAM for Trucks and Approving the Additional Purchase of Sport Utility Vehicles for the Total Amount of \$393,947.00 Under the DAS Cooperative Purchasing Program

WHEREAS, under Resolution No. 32-2003, adopted on July 21, 2003, the Executive Director is authorized to participate in state contracts through the Ohio Department of Administrative Services (“DAS”) Cooperative Purchasing Program, where members may purchase supplies, services, equipment and other materials in accordance with Ohio Revised Code Section 125.04; and

WHEREAS, the Commission previously authorized the purchase of nine crew cab 2018 Dodge Ram 3500 Series Trucks under Resolution No. 5-2018, adopted January 22, 2018, to replace nine similar trucks used for operating and maintaining the Ohio Turnpike through the DAS Cooperative Purchasing Program Contract Schedule No. RS901018, Index No. GDC093 from Vision Automotive, LLC, of Defiance, Ohio, in the total amount of \$274,448.16; and

WHEREAS, the Commission received notice on May 1, 2018 that Vision Automotive, LLC was winding down its business and would not fill any orders for vehicles that the manufacturer had yet to deliver; and

WHEREAS, DAS issued Amendment No. 9 to Contract Schedule No. RS901018, Index No. GDC093 terminating Vision Automotive, LLC from the contract effective April 27, 2018; and

WHEREAS, DAS rebid the items previously available under the contract with Vision Automotive, LLC and selected Lebanon Chrysler Plymouth, Inc. dba Lebanon Chrysler Dodge Jeep Ram from Lebanon, Ohio, for award of the items that the Commission previously issued a purchase order to buy under the authority of Resolution No. 5-2018 for the increased amount of \$274,729.50; and

WHEREAS, the Deputy Chief Engineer further determined that the purchase of five Sport Utility Vehicles are necessary to replace five similar SUVs used for operating and maintaining the Ohio Turnpike, which the Maintenance Department staff recommends that the best vehicle to perform such services available for purchase under the DAS Cooperative Purchasing Program is the Jeep Cherokee Latitude; and

WHEREAS, the Jeep Cherokee Latitude SUVs are available for acquisition through the DAS Cooperative Purchasing Program, and the Procurement Manager has determined that the lowest cost of obtaining the five SUVs is under DAS Contract Schedule No. RS901018, Index No. GDC093, from Lebanon Chrysler Dodge Jeep Ram in the total amount of \$119,217.50; and

WHEREAS, the Executive Director and Chief Engineer have reviewed the evaluation and report of the Deputy Chief Engineer and concur with the recommendation that the Commission

approve the substitute purchase of the nine crew cab trucks and additional purchase of five SUVs from Lebanon Chrysler Dodge Jeep Ram under the DAS Cooperative Purchasing Program; and

WHEREAS, Commission action is necessary under Article V, Section 1.00 of the Commission's Code of Bylaws because the expenditure required to purchase the vehicles exceeds \$150,000.00; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that terminating the Purchase Orders issued to Vision Automotive LLC under the authority of Resolution No. 5-2018 is approved and the substitute purchase of nine Dodge Ram 3500 Series Trucks and additional purchase of five Jeep Cherokee Latitude SUVs from Lebanon Chrysler Plymouth, Inc. dba Lebanon Chrysler Dodge Jeep Ram through the DAS Cooperative Purchasing Program under DAS Contract Schedule No. RS901018, Index No. GDC093, in the total amount of \$393,947.00, is approved.

(Resolution No. 39-2018 adopted June 18, 2018)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving an Extension of the Contract with Brink's, Inc. for Armored Vehicle Coin and Currency Courier Services through September 30, 2018

WHEREAS, the Ohio Turnpike and Infrastructure Commission ("Commission") selected Brink's, Inc. under Resolution No. 6-2014, adopted January 21, 2014, based on its Proposal, dated December 20, 2013, in response to the Commission's Request for Proposals ("RFP"), issued on November 23, 2013, to perform Coin and Currency Courier Services between thirty-one toll plaza locations and the Commission's depository bank; and

WHEREAS, the Commission entered into a Contract with Brink's, Inc., through the Executive Director under the authority of Resolution No. 6-2014, to perform Coin and Currency Courier Services for a two-year period commencing on April 1, 2014 for an estimated amount of \$365,292.12 per year, with one possible two-year renewal term for an estimated amount of \$372,579.48 per year; and

WHEREAS, the Executive Director exercised the Commission's option to renew the Contract with Brink's, Inc. through March 31, 2018 and extended the Contract for a four month period through August 1, 2018 under the authority of Article V., Section 1.00 of the Commission's Code of Bylaws pursuant to the same terms and conditions of the renewal term of the Contract to accommodate the Commission's process for competitively selecting an institution to perform depository banking services when the Commission's current agreement expires on July 1, 2018; and

WHEREAS, the Commission selected a depository bank under Resolution No. 29-2018, adopted April 16, 2018, and issued a Request for Proposals on April 23, 2018 to perform Coin and Currency Courier Services after the selection of the banking institution that the Commission will direct the delivery of its deposits; and

WHEREAS, the Evaluation Team reviewing the Proposals to perform Coin and Currency Courier Services submitted on May 18, 2018 had several follow up questions for the respondents that concern material aspects of the proposed agreement, that may affect the competitive nature of the selection process which the respondents were not able to timely answer; and

WHEREAS, an Evaluation Team recommends that the Commission afford more time to revise and reissue the Request for Proposals to address the issues raised during the review of the respondents' initial Proposals by approving and therefore recommends an extension to the Contract with Brink's, Inc. through September 30, 2018; and

WHEREAS, extending the Contract until October 1, 2018 will increase the cost of the Contract by \$186,289.74, which exceeds 10% of the initial estimated amount of \$1,475,743.20 that the Commission previously approved under Resolution No. 6-2014 for the original and renewal term of the Contract, and therefore, requires the Commission's approval under Article V., Section 1.00 of the Code of Bylaws; and

WHEREAS, the Executive Director has reviewed the Evaluation Team's recommendation to extend the Contract with Brink's Inc. through September 30, 2018, and concurs that the Commission should approve the extension; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that extending the Contract with Brink's, Inc. through September 30, 2018, which will increase its previously approved cost by an estimated \$186,289.74, is approved.

(Resolution No. 40-2018 adopted June 18, 2018)

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 Deputy Executive Director/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 2018 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 Ohio Turnpike and Infrastructure Commission, having reviewed the analysis prepared by the Deputy Executive Director/CFO/Comptroller, determines that there will be sufficient Gross Revenues for fiscal year 2018 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 Deputy Executive Director/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. 41-2018 adopted June 18, 2018)

**OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
TRUST AGREEMENTS SECTION 4.04
ESTIMATED CALCULATIONS FOR YEAR ENDING DECEMBER 31, 2018**

REQUIREMENT I

GROSS PLEDGED REVENUES:		
ACTUAL FOR 1ST FIVE MONTHS OF YEAR	\$ 128,695,978	
ESTIMATE FOR LAST SEVEN MONTHS OF YEAR	<u>208,295,196</u>	
ESTIMATED GROSS PLEDGED REVENUES	\$ 336,991,174	Section 4.04 (a) (i) and 4.04 (b)
OPERATING, MAINTENANCE & ADMINISTRATION COSTS	\$ 120,689,659	Section 4.04 (a) (i) (1)
REQUIRED DEPOSIT TO EXPENSE RESERVE	<u>150,800</u>	Section 4.04 (a) (i) (2)
NET/SYSTEM PLEDGED REVENUES	\$ 216,150,715	Required to be positive

REQUIREMENT II

NET/SYSTEM PLEDGED REVENUES	\$ 216,150,715	Section 4.04 (a) (ii)
ANNUAL SENIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	36,693,333	
INTEREST	26,120,055	
LESS: ESTIMATED INVESTMENT EARNINGS	<u>(1,067,926)</u>	
NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	\$ 61,745,462	Section 4.04 (a) (ii)
ANNUAL JUNIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	6,725,000	
INTEREST	52,790,063	
LESS ESTIMATED INVESTMENT EARNINGS	(1,652,306)	
LESS INTEREST INCOME TRANSFERRED FROM INFRASTRUCTURE FUND	<u>(5,400,000)</u>	
NET ANNUAL JUNIOR DEBT SERVICE REQUIREMENT	\$ 52,462,757	
NET ANNUAL COMPOSITE DEBT SERVICE REQUIREMENT	\$ 114,208,219	
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>\$ 91,942,496</u>	Required to be positive

REQUIREMENT III

NET/SYSTEM PLEDGED REVENUES AS A % OF NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	<u>350%</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>189%</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, 2018**

<u>Year Ending December 31, 2017:</u>	<u>January - May</u>	<u>June - December</u>	<u>Total</u>
Toll Revenue	\$ 113,163,930	\$ 182,635,320	\$ 295,799,250
Special Toll Permits	1,411,592	2,011,418	3,423,010
Concession & Miscellaneous Revenues	8,008,910	13,983,425	21,992,335
Investment Revenue:			
Revenue Fund	268,883	538,425	807,308
Renewal & Replacement Fund	29,648	49,037	78,685
System Projects Fund	193,320	433,027	626,347
Total Gross Pledged Revenues	<u>\$ 123,076,283</u>	<u>\$ 199,650,652</u>	<u>\$ 322,726,935</u>

<u>Year Ending December 31, 2018:</u>	<u>Actual January - May</u>	<u>Estimated June - December</u>	<u>Estimated Total</u>
Toll Revenue	\$ 117,809,284	\$ 190,194,716	\$ 308,004,000 *
Special Toll Permits	1,434,686	2,044,325	3,479,011
Concession & Miscellaneous Revenues	8,500,613	14,541,656	23,042,269
Investment Revenue:			
Revenue Fund	530,067	742,094	1,272,161
Renewal & Replacement Fund	51,718	72,405	124,123
System Projects and Construction Funds	369,610	700,000	1,069,610
Total Gross Pledged Revenues	<u>\$ 128,695,978</u>	<u>\$ 208,295,196</u>	<u>\$ 336,991,174</u>

I hereby certify the calculations above to be a fair and honest estimation of the Gross Revenues for the year ending December 31, 2018 in accordance with Section 4.04b of the Master Trust Agreement.



CFO/Comptroller

6/11/2018

Date

* Estimated toll revenue for the year ending December 31, 2018 was projected by Traffic Consultant, Jacobs Engineering Group