

**MINUTES OF THE 630th MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
JUNE 20, 2016**

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

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

Will the Assistant Secretary-Treasurer please call the roll?

Assistant Secretary-Treasurer: Chairman Hruby

Chairman Hruby: Here

Assistant Secretary-Treasurer: Vice Chairman Paradiso

Vice Chairman Paradiso: Here

Assistant Secretary-Treasurer: Commissioner Barber

Secretary-Treasurer Barber: Here

Assistant Secretary-Treasurer: Commissioner Dixon

Mr. Dixon: Here

Assistant Secretary-Treasurer: Commissioner McAuliffe

Mr. McAuliffe: Here

Assistant Secretary-Treasurer: Mr. Kauffman

Mr. Kauffman: Here

Assistant Secretary-Treasurer: Senator LaRose

Senator LaRose: Here

Assistant Secretary-Treasurer: Representative Dovilla

Representative Dovilla: Here

Chairman Hruby: This is the 630th Meeting of the Ohio Turnpike and Infrastructure Commission. We are meeting here at the Commission's headquarters, as provided for in the Commission's Code of Bylaws for a Commission Meeting.

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

May I have a motion to adopt the Minutes of the May 23, 2016, Commission Meeting?

MOTION: A motion to adopt the Minutes of the May 23, 2016, Commission Meeting was made by Mr. McAuliffe and seconded by Chairman Hruby. All Commission Members present voted to approve the Minutes.

Chairman: Just very briefly, I want to make one comment. This has been a bittersweet week. We lost our beloved Senator, former Governor George Voinovich and on behalf of the Commission we extend our condolences to his family, his lovely wife, Janet and of course to his many, many friends. As I look around this table, I know how many of you have been so impacted by Senator Voinovich in your careers. So, I send my condolences to all of you also.

The good news, again, is that we had a basketball game last night and someone said that the Cleveland team won. If you were up last night and you were watching that game, I think you know, how excited, how enjoyable it was, and we extend our great wishes to the Cavaliers for bringing a World Championship in basketball to the City of Cleveland. The tenacity of that team was certainly demonstrated by becoming the first team ever to do what they did and it was just absolutely marvelous and with the Tribe in first place, we all sort of a heightened state. If the Indians continue to do what they are doing, who knows where we are going. We may become the all champion city and I hope that is the case. Without further ado, and I know we are the all champion Turnpike in the state, but we have our work to do on the others. So, go Browns.

If there are no questions, we will proceed with the report of our Secretary-Treasurer, Mrs. Barber, who by the way was not in Las Vegas this morning.

Secretary-Treasurer: No, I wasn't. Thank you, Mr. Chairman. The following items have been sent to the Members since the last scheduled meeting of the Commission on May 23, 2016:

1. Eight Resolutions;
2. Draft Minutes of the May 23, 2016, Commission Meeting; and
3. Agenda for today's meeting.

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

1. Traffic Crash Summary Report, May 2016;

2. Traffic and Revenue Report, May 2016;
3. Total Revenue by Month and Year, May 2016;
4. Investment Report, May 2016;
5. Financial Statement, May 2016; and
6. Various News Articles.

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

Director Cole: Thank you, Mr. Chairman.

I appreciate your comments on Senator Voinovich. He, of course, was a big champion of the Turnpike. During his term in office as Governor, he expanded access to the Turnpike and opened it up to help expand economic development and a thorough network of transportation in northern Ohio more than anyone since the Turnpike was opened sixty years ago. So, he wasn't just a Senator and a Governor, but he was hands-on in expanding and utilizing the Turnpike.

We have several important items to take care of at today's meeting, but they don't seem as consequential now that today has been dubbed "Championship Monday." Congratulations to the Cleveland Cavaliers on bringing home Cleveland's first major professional sport championship in 52 years.

When the new toll system was put in place in 2009, credit card payment was added as a payment of last resort to help reduce unpaid tolls. That first year, 471,000 customers paid with a credit card. Well, the world has changed a lot since then and fewer people are carrying cash. This past year, we completed almost two million credit card transactions in the lanes and in 2016 we are ahead of that pace.

Recognizing the demand and changing customer behavior, we have worked with Teamsters Local 436 and TransCore, our toll system partner, to work through a change to automate the process. Over the past few weeks we have replaced our Verifone devices with new Ingenico devices, which coupled with software changes being made to the toll system, eliminate the need for toll collectors to manually enter transaction information or to separately log the transactions for audit purposes. As of June 15, 2016, once the toll ticket is inserted in the lane controller, the correct toll amount will automatically be transferred directly to Ingenico device.

The current manual process for a credit card transaction takes up to or over a minute to complete a credit card payment. The new process has reduced that time by more than 50%. There's an added benefit - as more people use EMV (also known as chip cards) for security, the new devices will be able to accept them (although not right away- we will still have to swipe for a while) and as more people use their cells phones to pay - these devices and the new software will be ready to handle that too.

In 2009, the technology wasn't available to do this. As time went on, it became possible but was too costly. At the earliest time we found that we could put it all together, we started working on it.

Here's the payoff, on a typical day, about 5,000 cars and 500 trucks pay by credit card. The successful implementation of this change is estimated to save an accumulated 48 hours of waiting in line for our customers each day. Over the course of a year, we have reduced the cumulative wait in our lines by 12,000 hours. The change also makes the job for our Customer Service Center and Toll Audit Department much simpler. Our toll collectors have done a great job under the current system, with an error rate less than one half of one percent, however, at the current processing volume that still leads to 150 mismatched transactions per week or over 7,000 per year. That's great accuracy, unless you are the customer charged the wrong amount. Our Toll Audit Department will have an additional 80 to 120 hours a month to spend analyzing other transactions and following up on other problems.

We hope that the reduction in processing time and reduction in incorrect charges makes our customers a little happier and gives our toll collectors a little more time to smile and engage motorists in their lane. It should make the summer a little less stressful on the Turnpike.

I have two other quick updates.

First, Tony will introduce a resolution to award a contract for a Toll System Consultant.

Jacobs Engineering was selected to lead the effort and will be working with a number of sub-consultants in various specialties. The Turnpike review team included Chriss Pogorelc, Tony Yacobucci, Sharon Isaac, Marty Seekely, and was led by David Miller. They are all here and available to answer specific questions about the selection process or various aspects of our tolling system that will be evaluated. Rapid changes in tolling technology and customer behavior, like the ones we are responding to with the credit card automation, demand careful and thorough review now, so we can plan for the future. I hope Commission Members ask plenty of questions today. We will have a kickoff meeting soon and will include the Commission throughout the process. We hope to have a preliminary strategic plan by the end of the year.

Second, we have an update on the Office of Equity and Inclusion and our next steps in ensuring our procurement policies and practices do not hinder the ability of small and disadvantaged businesses from providing products and services to the Commission. Diana Anthony is here to provide a follow-up to her previous presentation and discuss how we are using results of the Disparity Study to bolster our efforts. Quite simply, the program and the resolution before you supporting it doesn't change what we do, it just modifies how we do it.

Thank you, Mr. Chairman. I am happy to answer any questions and then I'd like Diana to come to the podium to begin a brief presentation.

Chairman: All good things, Mr. Director. Thank you. We thank you for your good work.

Diana Anthony: Good morning, Mr. Chairman and Commission Members. I just want everyone to know that I was downtown experiencing the great environment and I was not one of the people on top of the bus. It was a great game. With that being said I am going to start my presentation. *See PowerPoint presentation attached hereto as Exhibit 1.*

On March 24, 2014 the Commission adopted Resolution No. 18-2014. The approved resolution enables the Commission to provide opportunity for MBE and DBE Firms to participate on Commission contracts. In addition, it authorized the Executive Director to procure and conduct a study to determine whether any disparity existed relative to the award of its contracts. The Resolution expected the Commission to develop a program by establishing goals for participation and drawing best practices from the Federal SBE Program, ODOT's DBE Program, and the state's EDGE Program.

The program will include a SBE Certification to assist with promoting targeted firms. So, all DBEs who are currently certified under the said Federal Programs I just stated will have the opportunity to be eligible for a fast-track SBE certification if their company can meet the thresholds specific annual gross revenue established by the Commission. Some examples include heavy highway construction at \$18.25 million annual gross revenue or engineering firms who have a gross revenue of \$7.5 million annual gross revenue.

This policy also establishes initial goals under consideration based on the disparity study and federal guidelines:

- Construction: 30% SBE Goal
- Professional Services: 25% SBE Goal
- Goods/Support Services: 15% SBE Goal

Finally, the policy authorizes the Contracts Department to utilize additional tools needed to fulfill competitive bidding requirements:

- For contracts under \$50,000 – SBE have the opportunity to match the low non-SBE price, if their bid is within 5% of the low bid;
- For contracts over \$50,000 – a 5% bid discount preference with a cap value discount up to \$7,500 or flexibility to set the cap will apply to a bid discount; and
- Professional services contracts may include evaluation credit of 5% for SBE firms.

If the SBA program fails to decrease the disparity noted in the study, the Executive Director may implement recommendations to eliminate race/gender neutral measures and create a more narrowly tailored race and gender classification.

After at least one year of SBE efforts, the Executive Director will assess whether the SBE measures reduce disparity. Should the SBE program fail to meet parity the goals for a more narrowly tailored program generated from the Disparity Study include:

- Goods/Support Services: 19% DBE Goal or better of which must be 8% MBE;
- Construction: 15% DBE Goal of which 6% is MBE; and
- Professional Services: 28% DBE Goal of which 22% is MBE.

On behalf of the Executive Director, the Contracts Director and the Office of Equity and Inclusion, we ask this body to approve this stated policy and resolution. With your permission, if the General Counsel would read the title of the Resolution?

General Counsel: *Resolution Authorizing a Small, Minority and Disadvantaged Business Inclusion Program to Implement the Recommendations from the Disparity Study.*

Chairman: May I have a motion to adopt? Any questions?

Mr. Paradiso: Just a few clarifications for me. So, when you are talking about the SBE being established that includes businesses with revenue thresholds, as well as the DBE and MBE?

Diana Anthony: No, for SBE the program will consider only SBE companies who have met certain thresholds under the SBA. For us, we have specifically identified gross revenues that it is half of what SBA guidelines are for certain industries. For example, engineering's threshold is approximately \$36 million and we have set the threshold for our SBE companies at \$7.5 million.

Mr. Paradiso: Another one of my questions is how did we establish the goals? You took half of what?

Diana Anthony: We took half of what the standard is for the SBA and we cut that in half. They fall in line directly with what ODOT is currently doing, so we are using best practices.

Mr. Paradiso: So, we have been focused on MBEs and DBEs and now I am just trying to grab all of these acronyms, right?

Diana Anthony: Correct.

Mr. Paradiso: By the way, we have had some success in the last couple of years at least in identifying, measuring and beginning to report regularly our MBE/DBE participation and we are getting better at that I would think, right?

Diana Anthony: Yes.

Mr. Paradiso: I am still confused a little bit between the SBE and then how the DBE and MBE program operate. Do they coincide at all or are they completely separate?

Diana Anthony: They are completely separate.

Mr. Paradiso: This is focused just on SBE?

Diana Anthony: Just on SBE. Our Disparity Study team recommended that we first, exhaust all of our measures by including an SBE program that is race and gender neutral. So, we have to make sure we do everything we can to include all of the companies under a small business standard is what we are doing. If we can't close the disparity using this measure, then what we will do is provide goals for MBEs and DBEs so they can also be included in our contracting.

Mr. Paradiso: Fantastic. One more question. Please give me one or two examples of what you are going to do to raise awareness or try to improve on the SBE participation. Please give us one or two examples.

Diana Anthony: The first thing we are going to do is to increase our certification list/registry. We have to make sure that we get all of our SBE companies that way. We have done a lot of outreach. I have been to almost every single show. The outreach will enable me to make contact with these SBE small companies to tell them that we have a program and then they will become familiar with our contracting. I have also taken a representative from our Procurement Department, who explains our program to all of the companies, so outreach is the number one thing that we are going to have to do.

Secondly, we are going to change some of our procedures internally to include a lot of these measures, so that the culture and what we are doing as far as contracts will change internally and everyone is aware of the goals we are trying to reach and a lot of that will come with training for internal and external employees.

Mr. Paradiso: Thank you, Diana.

Chairman: Director Cole.

Director Cole: Just a quick point of clarification, Mr. Chairman and Commissioner Paradiso. So, by having the SBE focused effort a lot of the MBE and DBE firms are by their nature smaller businesses. So, by having the SBE specific program and making more opportunities for either subcontracting or prime contracting with some smaller dollar contracts, a clear focus on that, you pick up more opportunities for the MBE and DBE firms.

Mr. Paradiso: Thank you.

Chairman: Senator LaRose

Senator LaRose: Thank you, Mr. Chairman. Thank you for that explanation too on this program. Thank you also for the good work you are doing on this. One of the things that has come up when I've have conversations with people in my capacity as a member of the State Senate is we are trying to increase more MBE and DBE participation in other state contracts as well as concerns related to meeting bonding and insurance thresholds that some of the, specifically MBE business people that I have talked to have raised. They say that often times they can do the work, but they can't, through traditional means anyway, reach the bonding or insurance thresholds they need to reach. Is there anything in place that helps otherwise competent businesses that can do the work to reach those insurance or bonding thresholds?

Diana Anthony: Currently, we have not addressed those specifically, but as part of the outreach method and working in partner with ODOT, I often refer them to the person that is responsible for the loans and outreach around bonding efforts at ODOT. I generally refer to some of the programs for ODOT. I know that internally I am working with Director Musson to figure out how we can address those issues, but we have a fairly new program so until we get to that phase that can also be something that we can put on our goal list.

Senator LaRose: If there are ideas for more that we can do from the state level to help those folks achieve those bonding thresholds, I would be open to those. One other question, if I may, Mr. Chairman.

Mr. Chairman: Please

Senator LaRose: In many cases, MBE and DBE programs also include programs for veteran owned businesses, specifically for disabled veterans. Is that part of our program, has that been something that has been thought about?

Diana Anthony: We have had that question a lot. At this time, it is not a part of our program. We don't have that many contracts for one. Setting goals for a lot of different programs could possibly limit what our original goal is, but at some point we may look to see if we want to implement additional goals for veteran owned and including FBE women owned statuses as well. That has just been a reoccurring question for us. At some point we will have to look at everything in totality.

Senator LaRose: Great. Thank you.

Chairman: Any other questions? Yes, Mr. Dixon.

Mr. Dixon: First of all, those are some great questions from Mr. Paradiso and Senator LaRose. They asked some of the questions I had. Briefly, certification has always been a problem/complaint with small business. Do we have any type of program that, for example, if I am certified with the RTA that we would look at that and we could automatically certify them with the Turnpike or if they are certified with any other public agency does that speed up that process?

Diana Anthony: Yes, it does. We currently take the certifications that have been issued by a lot of our partnering government entities. However, because we are moving to a SBE

program, we are only going to accept those programs that go in line with what we are currently doing. So, for example, the DBE certification from ODOT we will accept, RTA we will accept their DBE certification and any others that fall in line with the current program that we are establishing right now.

Mr. Dixon: Could you just briefly explain that low bid, 5%, they can match, can you just give me a little more information about that, please?

Diana Anthony: For contracts under \$50,000.00, if the low bidder is a non-SBE company and then we have another company who is an SBE company and they are within 5% of the low bidder, we will give them the opportunity to match the low bid so that they can ultimately win the contract.

Mr. Dixon: I am loving that, but are we okay legally on that?

General Counsel: Yes, Mr. Dixon. We are relying on the Disparity Study, which we did in conjunction with ODOT and we spent much time studying the Disparity Study and all of the information that is given and all of the opportunities that are available.

Mr. Dixon: Thank you. This is my final comment. When we set these levels, let's say 35%, I would like to use the wording 35% or better or to exceed as opposed to just focusing in on that, so if we could use that language, it is just a pet peeve of mine.

Diana Anthony: Got it. Thank you. Any other questions?

Chairman: Any other questions for Ms. Anthony? We appreciate the good report. Now we have the roll call on the motion.

MOTION: A motion to adopt the *Resolution Authorizing a Small, Minority and Disadvantaged Business Inclusion Program to Implement the Recommendations from the Disparity Study*, was made by Mrs. Barber, seconded by Mr. McAuliffe, and unanimously approved by all Commission Members present. Resolution No. 43-2016 is attached hereto as an Exhibit.

Chairman: The resolution passes unanimously. Now we will move on to the report of our Chief Engineer, Tony Yacobucci.

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

The first Resolution for your consideration is for authorization to award a contract for professional services to create a Toll Collection System and Customer Service Center Strategic Plan. In 2005, the Commission began the planning phase and development of a Toll Collection System Strategic Plan, as well as the development of contract documents and implementation of what is now our current Toll Collection System and Customer Service Center system, which included the addition of *E-ZPass*[®]. After extensive planning and project development, these systems were installed in 2009 and fully operational on October 1, 2009. The life expectancy of

such systems varies between seven and twelve years. We are nearing that age, and appropriate planning is necessary to provide for the future and avoid system-wide issues as parts become more scarce and the equipment obsolete. On March 30, 2016, Procurement received six Letters of Interest for the Project, from which four firms were deemed most qualified and invited to submit technical proposals. Commission staff reviewed the technical proposals, as well as the formal presentations made by the four firms and concluded that Jacobs Engineering Group Inc. (“Jacobs”) of Cincinnati, Ohio, was most qualified firm to perform the services. Fee negotiations commenced between Jacobs and Commission staff, and on June 8, 2016, a final fee proposal was submitted in the amount of \$615,660.89 to perform services for Tasks 1, 2 and 3 of the Project. Therefore, we are requesting Commission authorization for the award of a contract to Jacobs Engineering Group Inc. of Cincinnati, Ohio to create a Toll Collection System and Customer Service Center Strategic Plan in the amount not to exceed \$615,660.89. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Selecting Jacobs Engineering Group Inc. as the Most Qualified Consultant to Create a Toll Collection System and Customer Service Center Strategic Plan, and Authorizing the Executive Director to Execute an Agreement to Obtain Task 1, Task 2 and Task 3 Services for a Fee Not-to-Exceed \$615,660.89

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

MOTION: A motion to adopt the *Resolution Selecting Jacobs Engineering Group Inc. as the Most Qualified Consultant to Create a Toll Collection System and Customer Service Center Strategic Plan, and Authorizing the Executive Director to Execute an Agreement to Obtain Task 1, Task 2 and Task 3 Services for a Fee Not-to-Exceed \$615,660.89*, was made by Mr. Paradiso, seconded by Mr. McAuliffe, and unanimously approved by all Commission Members present. Resolution No. 44-2016 is attached hereto as an Exhibit.

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

Chief Engineer: The second Resolution for your consideration is to award Contract No. 56-16-03 for the Site Improvements to the Castalia Maintenance Building Facility at Milepost 106.7 in Erie County, Ohio. Procurement received two bids for this Project, with the apparent low bid being submitted by Erie Blacktop, Inc., of Sandusky, Ohio, in the amount of \$550,730.85. The bid submitted by Erie Blacktop is below the Engineer’s Estimate of \$700,000 and is deemed to be a responsive and responsible bid. Based on a review of Erie Blacktop’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. Therefore, it is recommended that the Commission award Contract No. 56-16-03 to Erie Blacktop, Inc., of Sandusky, Ohio, in the amount of \$550,730.85. This resolution also contains provisions to assign TTL Associates, Inc., of Toledo, Ohio, a Commission certified EDGE firm, to perform construction administration, inspection, and material testing services. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Selecting the Bid of Erie Blacktop, Inc. in the Amount of \$550,730.85 to Perform Site Improvements for the Castalia Maintenance Building Facility in

Erie County Under Project No. 56-16-03 and Approving the Assignment of TTL Associates, Inc. to Perform the Necessary Professional Services for Constructing the Project.

Chairman: Any questions or comments?

Mr. Dixon: Thank you, Mr. Chairman. Obviously, we have a MBE/DBE of about \$50,000.00. Do we monitor that? How do we monitor that to make sure that is followed through?

Chairman: Ms. Anthony, do you want to respond to that?

Diana Anthony: Currently, we perform the Good Faith Effort process at the beginning of each contract. At that point, they tell us what their commitment is going to be and then throughout the duration of the contract, we asked them submit a participation report that tells us where each subcontractor is at the time that they are receiving payment. So, we monitor the progress throughout the contract and then at the end of the contract when it is time to close the contract we ask them for their final numbers and it will tell us what their participation is throughout the course of the contract and then eventually it will end up in a report.

Mr. Dixon: That is great. I appreciate that. I also just want to make sure, I want the money to go to these small businesses, but I also want them to do the work. I don't want them to just get a check, I want to make sure they are doing the work, which is today better than learning and growing by participating. I am a stickler for that. To me, that is very important.

Diana Anthony: To ensure that is being done, I am looking at the project reports that are being generated by our Project Managers, so when they go out and inspect the actual project, I am looking for those companies to be listed as someone who performed work that day.

Mr. Dixon: Thank you very much.

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

MOTION: A motion to adopt the *Resolution Selecting the Bid of Erie Blacktop, Inc. in the Amount of \$550,730.85 to Perform Site Improvements for the Castalia Maintenance Building Facility in Erie County Under Project No. 56-16-03 and Approving the Assignment of TTL Associates, Inc. to Perform the Necessary Professional Services for Constructing the Project*, was made by Chairman Hruby, seconded by Mr. Paradiso, and unanimously approved by all Commission Members present. Resolution No. 45-2016 is attached hereto as an Exhibit.

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

Chief Engineer: The next Resolution for your consideration is to award the bids received for Bid Invitation No. 4272, for the removal, transport and disposal of wastewater sludge, and floor drain and storm water treatment waste. The bid invitation was divided into seven items of various waste disposal activities, as well as two groups for the geographical location of where the services were to be performed. The bidders were permitted to submit bids on one or any combination of the items and groups. Procurement received three bids in response to the Bid

Invitation. The apparent lowest responsive and responsible bids for Items 1, 3, 4, 5, 6, and 7 were submitted by Adkins Sanitation Ltd., of Fremont, Ohio, in the amount of \$260,000.00. The apparent lowest responsive and responsible bid for Item 2 Group A was submitted by SWS Environmental Services, of Findlay, Ohio, in the amount of \$14,188.30. The apparent lowest responsive and responsible bid for Item 2 Group B was submitted by Allstate Power Vac, Inc., of Rahway, New Jersey, in the amount of \$15,615.25. All bidders propose to furnish materials and services in accordance with the specifications. Since the expenditures with Adkins Sanitation Ltd. will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission authorization for Bid Items 1, 3, 4, 5, 6 and 7 of this purchase is required. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Selecting the Bid of Adkins Sanitation Ltd. in the Estimated Amount of \$260,000.00 to Perform Wastewater Removal, Transport and Disposal Services under Invitation No. 4272 for Bid Items 1, 3, 4, 5, 6 and 7.

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

MOTION: A motion to adopt the *Resolution Selecting the Bid of Adkins Sanitation Ltd. in the Estimated Amount of \$260,000.00 to Perform Wastewater Removal, Transport and Disposal Services under Invitation No. 4272 for Bid Items 1, 3, 4, 5, 6 and 7*, was made by Mrs. Barber, seconded by Mr. Paradiso, and unanimously approved by all Commission Members present. Resolution No. 46-2016 is attached hereto as an Exhibit.

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

Chief Engineer: The fourth Resolution for your consideration is to award Contract No. 53-16-03 for the Repairs and Resurfacing of the Vermillion Valley Service Plaza Truck Parking Lots at Milepost 139.5 in Lorain County, Ohio. Procurement received five bids for this Project, with the apparent low bid being submitted by The Shelly Company – Northeast Division, of Twinsburg, Ohio, in the amount of \$908,361.00. The bid submitted by the Shelly Company is below the Engineer's Estimate of \$1,000,000.00 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. Furthermore, they have previously performed similar projects for the Commission in the past with favorable results. Therefore, it is recommended that the Commission award Contract No. 53-16-03 to The Shelly Company – Northeast Division, of Twinsburg, Ohio, in the amount of \$908,361.00. This resolution also contains provisions to assign PSI, Inc., of Cleveland, Ohio, to perform construction administration, inspection, and material testing services. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Selecting the Bid of The Shelly Company in the Amount of \$908,361.00 to Repair and Resurface the Vermillion Valley Service Plaza Parking Lots in Lorain County Under Project No. 53-16-03 and Approving the Assignment of PSI, Inc. to Perform the Necessary Professional Services for Constructing the Project.

Chairman: Any questions or comments?

Mr. Dixon: I don't want to be the Grinch, but want to ask. We do a lot of business with Shelly? Does anybody else bid, no competition, they are just the best? We spend a lot of dollars with these guys.

Chief Engineer: Mr. Chairman and Commission Member Dixon, there were actually five bids on this project, so we did get a lot of competition on this one, in particular. The previous resurfacing project resolution was for the Castalia Maintenance Building, which is further west and there are less contractors out there and, I think, the contractors also look at the location and who is already mobilized near it. We do have Erie Blacktop and Shelly, both on the Turnpike doing work, but I think that in some cases it prohibits folks from bidding because they feel someone has a step up, but in this case we did get five bidders.

Mr. Dixon: \$900,000.00 and we got a \$13,000.00 MBE commitment? Okay.

Director Cole: Mr. Chairman and Commission Member Dixon, just to further that, Tony personally went out this past year and met with contractors who we know are capable of doing work on the Turnpike, people operating asphalt plants that have the trucks and equipment, up and down to encourage them. Our Engineering staff has been meeting with the Ohio Contractors Association and participating in their meetings where they are reviewing the terms and conditions in the RFPs of ODOT, local governments and our specifications. We have been in discussion and participating with that to make sure we are not doing anything in our practices that excludes people or makes them unlikely to bid on what we are doing. I would say on one hand we are happy we have more bidders this year than we have had in past years on most of our projects. On the other hand, we continue to see a tapping out of the capacity of the contractors along northern Ohio in part because of the continued infrastructure projects and just an awful lot of other communities and ODOT projects that are out there that have everybody busy. They are going where they can make money or they can't bid on our jobs and then not deliver. We will continue, hopefully, stimulate that market and see responses to our bids. We will work again this year as we did last year to get bids out on the street before the end of this year, so that we are at the front of the line to try and get as many contractors, especially on our large projects going into next year.

Mr. Dixon: That is great. Thank you.

Chairman: Anything further? Hearing none, please call the roll.

MOTION: A motion to adopt the *Resolution Selecting the Bid of The Shelly Company in the Amount of \$908,361.00 to Repair and Resurface the Vermilion Valley Service Plaza Parking Lots in Lorain County Under Project No. 53-16-03 and Approving the Assignment of PSI, Inc. to Perform the Necessary Professional Services for Constructing the Project*, was made by Mrs. Barber, seconded by Chairman Hruby, and unanimously approved by all Commission Members present. Resolution No. 47-2016 is attached hereto as an Exhibit.

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

Chief Engineer: The final Resolution for your consideration is to reject the bids received for Project No. 41-16-02. This represented a contract for the asphalt concrete pavement sealing at the Indian Meadow, Tiffin River, Blue Heron, Wyandot, Erie Islands and Commodore Perry Service Plazas at Mileposts 20.8, 76.9 and 100.0 in Williams and Sandusky Counties. The Project was divided into three groups based on the geographical location of each pair of Service Plazas where the services were to be performed. The bidders were permitted to submit bids on one or any combination of the groups. Procurement received one bid for each Group on this Project, with the sole bid for each group being submitted by B & B Sealing, LLC, of Columbus, Ohio. The lone bid for each group was about 18% above the Engineer's Estimate and therefore, it is recommended that the bids submitted by B & B Sealing, LLC for Project No. 41-16-02 be rejected. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Rejecting the Bid Received on Contract No. 41-16-02 for Asphalt Concrete Pavement Sealing at the Indian Meadow, Tiffin River, Blue Heron, Wyandot, Erie Islands and Commodore Perry Service Plazas in Williams and Sandusky Counties, Ohio.

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

MOTION: A motion to adopt the *Resolution Rejecting the Bid Received on Contract No. 41-16-02 for Asphalt Concrete Pavement Sealing at the Indian Meadow, Tiffin River, Blue Heron, Wyandot, Erie Islands and Commodore Perry Service Plazas in Williams and Sandusky Counties, Ohio*, was made by Mr. Paradiso, seconded by Mr. McAuliffe, and unanimously approved by all Commission Members present. Resolution No. 48-2016 is attached hereto as an Exhibit.

Chairman: The resolution passes unanimously. Is there anything else, Tony?

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

Chairman: Thank you very much. Good job as always. Let's move on to the report of our Deputy Executive Director/CFO/Comptroller, Marty Seekely.

CFO/Comptroller: 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.

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 0.7% in May. There was one less weekend day in May this year compared to last year.

Commercial traffic was .6% lower in May.

The .7% decrease in traffic was more than offset by the toll rate increase and as a result Passenger car toll revenue increased 0.8% in May.

The decrease in commercial traffic was also more than offset by the toll rate increase and as a result Commercial vehicle toll revenues increased 1.6% 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 \$4.4 million or 4.2% above the amount from last year.

If you subtract February 29th from this year's total, total toll revenues are up \$3.7 million or 3.5% over 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 \$427,000 or 0.4% below budget and \$4.9 million or 4.3% above last year.

The revenue shortfall from budget is due to slightly lower than anticipated toll revenues partially offset by higher concession revenues. The revenue increase from last year is primarily due to higher toll revenues.

Other revenues are higher due to increased *E-ZPass*[®] transponder fee revenues and gains on the disposal of fixed assets.

Expenditures for operation, maintenance and administration for the first five months of the year were \$4.2 million or 7.8% lower than budgeted and \$1.2 million or 2.4% 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. Most of the increase in costs from last year are due to higher medical insurance costs and higher toll collector salary expense partially offset by lower snow and ice removal costs.

Debt service payments are higher than last year due to decreased interest income on infrastructure funds.

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

\$30.4 million was transferred to our capital funds in the first five months of the year, which is \$3.7 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.

Chairman: Any questions? Hearing none, please continue Marty.

CFO/Comptroller: 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 2015 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 \$119.4 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 2016 at about \$198.9 million.

This yields estimated gross pledged revenues for calendar year 2016 of \$318.3 million.

The calculations on the next two slides demonstrate that based on our projected pledged revenues for 2016 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. In addition, the Commission has by resolution established its intent to always maintain a ratio of at least 200%. 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 projected debt coverage ratio of 338% does satisfy the current requirement under our Master Trust Agreement.

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

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

The projected composite debt coverage ratio of 217% does satisfy the requirement under our Junior Lien Trust Agreement.

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: Any questions or comments?

Mr. Kauffman: Marty, I was just wondering, can you confirm, my recollection is these coverage ratios may continue to remain significantly stronger than when we originally forecasted them at the time of the transaction. Is that attributable, primarily, to revenue out performing estimates or expenditures coming in below or is that kind of roughly equivalent?

CFO/Comptroller: It is actually both. Revenues are much higher than we originally projected. I think they are around \$20 million a year higher right now than we projected back in 2013, but our expenses are also slightly less than what we projected back then. So, the combination of those two factors makes our debt coverage ratio higher.

Mr. Kauffman: Thank you. I would like to just follow-up with you a little bit, go back and look at that history and kind of compare those performances. Thank you.

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

MOTION: A motion to adopt the *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 Mrs. Barber, seconded by Chairman Hruby, and unanimously approved by all Commission Members present. Resolution No. 49-2016 is attached hereto as an Exhibit.

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

CFO/Comptroller: The next resolution for your consideration is to award a contract to Blue Technologies, Inc., to furnish a managed print solution and services for an initial five-year period with an option to renew for an additional two-year period.

The Commission received initial proposals from six vendors for this project and three of those vendors were requested to submit detailed proposals and pricing for their respective managed print solutions. It was determined that Blue Technologies, Inc. submitted the top ranked technical proposal and its proposal resulted in the lowest cost in terms of software, professional services, equipment cost and maintenance fees.

Blue Technologies proposal will replace eleven of the Commission's copy machines and printers that are currently between nine and fifteen years old and will provide ongoing maintenance for these new machine, as well as the other existing copy machines and printers located in the Administration and Technology buildings.

The annual maintenance cost for the copiers and printers will be approximately \$10,000.00 less than it is currently, which will almost pay for the cost of the new equipment over the seven-year term of the agreement including the renewal period.

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

General Counsel: Resolution Selecting Blue Technologies, Inc. to Furnish a Managed Print Solution, and Authorizing the Executive Director to Execute an Agreement to Obtain Managed Print Solution and Services for an Initial Five Year Term in the Total Estimated Amount of \$155,187.54 with an Option to Renew for an Additional Two-Year Period.

Chairman: Any questions or comments?

Director Cole: Mr. Chairman, just one quick, additional comment. It was a great review by our staff, participation by the Contracts Department, by Marty's staff, Engineering, everyone that works in the Administration Building on trying to review this. Going to what you said earlier, Commission Dixon about up to or more than, I think the savings estimates are kind of a floor of what we should achieve and this is the kind of thing you do, even though it is not big numbers, but continue to drive those efficiencies through the organization and look at a new way of doing things. The new equipment we are talking about isn't just replacing what we have, but its multi-function devices that will allow us (we will never be paperless), but will allow us to more easily integrate information into electronic and automated systems we have. We are not just making copies, but instead it is part of a larger document management process, and we expect to see significant reductions in the use of paper and the shuffling of that paper in and around the buildings and along the Turnpike.

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

MOTION: A motion to adopt the *Resolution Selecting Blue Technologies, Inc. to Furnish a Managed Print Solution, and Authorizing the Executive Director to Execute an Agreement to Obtain Managed Print Solution and Services for an Initial Five Year Term in the Total Estimated Amount of \$155,187.54 with an Option to Renew for an Additional Two-Year Period*, was made by Chairman Hruby, seconded by Mrs. Barber, and unanimously approved by all Commission Members present. Resolution No. 50-2016 is attached hereto as an Exhibit.

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

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

Chairman: We will move on to the report of our General Counsel.

General Counsel: No report, Mr. Chairman.

Chairman: Thank you. Now, we will move on to the report of the Ohio State Highway Patrol, S/Lt. Weirtz.

S/Lt. Weirtz: Good morning, Mr. Chairman and Commission Members. As usual my report consists of highlights of our criminal patrol work that we have been doing recently. I would like to highlight several cases since our last meeting.

On May 19, 2016, Sergeant Mamere from the Milan Post confiscated a small amount marijuana and forty-two fraudulent credit cards. The 18-year old suspect from Michigan was arrested for misuse of credit cards and is now in jail on fourth degree felony.

On May, 27, 2016, Trooper Grabel from the Milan Post confiscated two pounds of marijuana.

On June 6, 2016, Trooper Vanderford from the Milan Post, confiscated one pound of marijuana.

On June 9, 2016, we had a very significant seizure. Trooper Strauss from the Swanton Post, stopped a 2012 Dodge Caravan with an Arizona registration for a marked lanes violation in Lucas County. Several criminal indicators were present and Trooper Martin and K-9 Dark were called to the scene. K-9 Dark alerted to the vehicle and a probable cause search revealed 221 pounds of marijuana in three duffel bags valued at \$1 million dollars. The suspect was from Tucson, Arizona.

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

Chairman: Thank you. Good work as always. Any questions for the Lieutenant? We appreciate it and continue the good work.

The next meeting of the Commission will be on August 15, 2016. We are cancelling our meeting of July 18, 2016, so we will see you on August 15, 2016, at 10:00 a.m.

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

Time of adjournment: 10:58 a.m.

Attendees for Record Keeping Purposes:

Jacob Siesel, IUOE Local 18; Jim Gates, ODOT; Tim McDonald, ODOT; Jennifer Townley, ODOT; Zoltan Szabo, Mott MacDonald; S/Lt. Bill Weirtz, OSHP; Beth Fulton, TRC; Ed Adamczyk, Arcadis; Scott Buchanan, AECOM; Preston Yuzwa, IUOE-18; Hamid Homae, KS Associates; Allen Biehl, TranSystems; Dave Ray, JMT; Bryant Eckert, Zions Bank; Jennifer Stueber, Ohio Turnpike; Anthony Yacobucci, Ohio Turnpike; Martin Seekely, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Matt Cole, Ohio Turnpike; Helen Guggenbiller, Ohio Turnpike; Debra Klooz, Ohio Turnpike; Mark Musson, Ohio Turnpike; Diana Anthony, Ohio Turnpike; Chris Matta, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Joseph Mannion, Ohio Turnpike; Dennis Albrecht, Ohio Turnpike; Dinola Phillips, Ohio Turnpike; Adam Greenslade, Ohio Turnpike; and Brian Newbacher, Ohio Turnpike.

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

Sandra K. Barber, Secretary-Treasurer

EXHIBITS

1. Resolution Authorizing a Small, Minority and Disadvantaged Business Inclusion Program to Implement the Recommendations from the Disparity Study and PowerPoint Presentation;
2. Resolution Selecting Jacobs Engineering Group Inc. as the Most Qualified Consultant to Create a Toll Collection System and Customer Service Center Strategic Plan, and Authorizing the Executive Director to Execute an Agreement to Obtain Task 1, Task 2 and Task 3 Services for a Fee Not-to-Exceed \$615,660.89;
3. Resolution Selecting the Bid of Erie Blacktop, Inc. in the Amount of \$550,730.85 to Perform Site Improvements for the Castalia Maintenance Building Facility in Erie County Under Project No. 56-16-03 and Approving the Assignment of TTL Associates, Inc. to Perform the Necessary Professional Services for Constructing the Project;
4. Resolution Selecting the Bid of Adkins Sanitation Ltd. in the Estimated Amount of \$260,000.00 to Perform Wastewater Removal, Transport and Disposal Services under Invitation No. 4272 for Bid Items 1, 3, 4, 5, 6 and 7;
5. Resolution Selecting the Bid of The Shelly Company in the Amount of \$908,361.00 to Repair and Resurface the Vermilion Valley Service Plaza Parking Lots in Lorain County Under Project No. 53-16-03 and Approving the Assignment of PSI, Inc. to Perform the Necessary Professional Services for Constructing the Project;
6. Resolution Rejecting the Bid Received on Contract No. 41-16-02 for Asphalt Concrete Pavement Sealing at the Indian Meadow, Tiffin River, Blue Heron, Wyandot, Erie Islands and Commodore Perry Service Plazas in Williams and Sandusky Counties, Ohio;
7. Resolution Concerning the Financial Condition of the Ohio Turnpike and Infrastructure Commission; and
8. Resolution Selecting Blue Technologies, Inc. to Furnish a Managed Print Solution, and Authorizing the Executive Director to Execute an Agreement to Obtain the Solution and Services for an Initial Five Year Term in the Total Estimated Amount of \$155,187.54 with an Option to Renew for an Additional Two-Year Period.

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing a Small, Minority and Disadvantaged Business Inclusion Program to Implement the Recommendations from the Disparity Study

WHEREAS, the policy of the Ohio Turnpike and Infrastructure Commission (“Commission”) is to ensure that all businesses owned and controlled by minorities, females or otherwise disadvantaged individuals have the fullest possible opportunity to participate in its contracts; and

WHEREAS, in furtherance of its policy, the Commission adopted Resolution No. 18-2014 on March 24, 2014 authorizing the Executive Director to retain a consultant to conduct a study (“Disparity Study”) to determine whether any disparity exists between the availability of minority business enterprises (“MBEs”) or otherwise disadvantaged business enterprises (“DBEs”) to perform on its contracts and the Commission’s utilization of such businesses; and

WHEREAS, the Commission and the Ohio Department of Transportation (“ODOT”) jointly selected BBC Research & Consulting to perform studies on each entity’s contracting process, marketplace and selection results to determine whether a statistically significant disparity existed during the years 2010 through 2014 between the availability and utilization of MBEs and DBEs on their respective contracting opportunities; and

WHEREAS, in April 2016, BBC Research & Consulting reported to the Commission the results from the Disparity Study (“Report”), which details the Disparity Study’s findings and provides data, statistical analysis and anecdotal testimony constituting evidence that a disparity exists between the number of minority and female owned businesses that are ready, willing and able to perform the Commission’s contracts for construction, professional services and goods and support services and the number of such contractors actually participating in the Commission’s contracting opportunities; and

WHEREAS, Resolution No. 18-2014 further instructed the Executive Director to prepare a program that, to the fullest extent permitted by law, establishes goals for MBEs and DBEs to participate in the Commission’s contracts; and

WHEREAS, the Report presents recommendations to remedy the underutilization of MBEs and DBEs on the Commission’s contracts, which include improved monitoring of MBE and DBE participation, race and gender neutral measures to facilitate the participation of MBEs and DBEs on the Commission’s contracts, including establishing a Small Business Enterprise (“SBE”) program, and implementing narrowly tailored race and gender conscious remedial actions to address the inference of passive involvement in discriminatory conduct against minorities and female owned businesses if such neutral measures fail to eliminate the disparity between availability and utilization of MBEs and DBEs; and

WHEREAS, the Executive Director caused the creation of the Office of Equity and Inclusion in anticipation of the Disparity Study results, and which Office is prepared to administer a program resulting from the findings described in the Report; and

WHEREAS, the Executive Director recommends that the Commission authorize a Small, Minority and Disadvantaged Business Enterprise Inclusion Program to address the underrepresentation of small, minority and disadvantaged businesses participating in the Commission's contracting opportunities through narrowly tailored means, including establishing a small business enterprise program and race- and gender- neutral measures to attain disadvantaged businesses as partners in fulfilling the needs of the Commission.

NOW THEREFORE, BE IT

RESOLVED, that the Ohio Turnpike and Infrastructure Commission has a compelling interest in ensuring there are equal opportunities for small, minority and otherwise disadvantaged businesses to participate in the Commission's business transactions, preventing its contracting dollars from disparately affecting disadvantaged businesses, and eliminating the effects of discrimination on competition for its contracting opportunities; and

FURTHER RESOLVED, the Commission establishes a Small, Minority and Disadvantaged Business Enterprise Inclusion Program, described in the attached Exhibit A incorporated in this resolution as if fully rewritten herein, and authorizes the Executive Director to take all actions necessary, reasonable or prudent to implement the Program.

(Resolution No. 43-2016 adopted June 20, 2016)



Ohio Turnpike and Infrastructure Commission's Office of Equity and Inclusion

Authority to Establish a Small, Minority and Disadvantaged Business Enterprise Inclusion Program

June 20, 2016



Resolution

- Confirms the Commission's interests in providing equal opportunities for small, minority and otherwise disadvantaged businesses to participate in its contracts
- Authorizes Disparity Study's recommendation to establish a Business Inclusion Program for Small, Minority and Disadvantaged Businesses that serves those interests
- Provides that the Executive Director to assess the Business Inclusion Program annually and, if necessary, implement narrowly tailored race and gender conscious measures



Policy

- Establishes a Small Business Enterprise (SBE) Program component along with other race and gender neutral measures to address disparities
- Authorizes flexibility in establishing contract specific goals for SBE participation
- Authorizes the Executive Director to employ additional tools to facilitate SBE prime contracting



Policy

- Authorizes the Executive Director to implement narrowly tailored race- and gender-conscious measures if neutral SBE efforts fall short
- Authorizes contract specific goals identified as necessary to eliminate disparity in MBE and DBE participation
- Authorizes deployment of race- and gender-conscious tools as deemed necessary to eliminate disparities in the various Commission contracting opportunities

Q & A



OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Selecting Jacobs Engineering Group Inc. as the Most Qualified Consultant to Create a Toll Collection System and Customer Service Center Strategic Plan, and Authorizing the Executive Director to Execute an Agreement to Obtain Task 1, Task 2 and Task 3 Services for a Fee Not-to-Exceed \$615,660.89

WHEREAS, on March 4, 2016, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice of its request for Letters of Interest from firms in Creating a Toll Collection System and Customer Service Center Strategic Plan; and

WHEREAS, on March 30, 2016, the Commission received Letters of Interest from six firms requesting to be considered for the Project, and four firms were requested to submit technical proposals for review by the Commission; and

WHEREAS, on the basis of the proposals received and the presentations made by the four top-ranked firms, the Commission’s staff comprising the Toll Collection System and Customer Service Center (“TCS/CSC”) Advisory Committee, consisting of the Chief Engineer, CFO/Comptroller, Director of Toll Operations, Director of Audit and Technology Manager, concluded that **Jacobs Engineering Group Inc.**, located in **Cincinnati, Ohio (“Jacobs”)**, is most qualified consultant to perform the necessary services for this Project; and

WHEREAS, the TCS/CSC Advisory Committee conducted negotiations with Jacobs concerning the Scope of Services and the fees associated with obtaining the necessary services, which resulted in Jacobs submitted its revised fee proposal dated June 8, 2016 to perform Task 1, Task 2 and Task 3 Services described in the RFP for the not-to-exceed amount of **\$615,660.89**; and

WHEREAS, the TCS/CSC Advisory Committee deemed the revised fee proposal as appropriate and reasonable, and, therefore, recommends that the Commission award the Contract for this Project to Jacobs; and

WHEREAS, the Director of Contracts Administration advises that the RFP process and the selection of Jacobs conforms with the requirements of Ohio Revised Code Sections 153.65 to 153.71, and that all legal requirements were performed and that the proposals were solicited on the basis of the same terms and conditions with respect to all respondents and potential respondents; and

WHEREAS, the Executive Director has also reviewed the recommendation submitted by the TCS/CSC Advisory Committee, and concurs that the Commission should approve a Contract with Jacobs for this Project and authorize the performance of Task 1, Task 2 and Task 3 Services.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that **Jacobs Engineering Group Inc.**, is the most qualified consultant to create a Strategic Plan for a Toll Collection System and Customer Service Center, and that the Executive Director is authorized to execute a Contract with Jacobs on the basis of the Commission's Request for Proposals and Jacobs' technical response and fee proposal for Task 1, Task 2 and Task 3 Services in the not-to-exceed amount of **\$615,660.89**.

(Resolution No. 44-2016 adopted June 20, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Selecting the Bid of Erie Blacktop, Inc. in the Amount of \$550,730.85 to Perform Site Improvements for the Castalia Maintenance Building Facility in Erie County Under Project No. 56-16-03 and Approving the Assignment of TTL Associates, Inc. to Perform the Necessary Professional Services for Constructing the Project

WHEREAS, the Commission publicly advertised an Invitation for Bids upon a Contract for the Castalia Maintenance Building Site Improvements Project located in Erie County, Ohio, designated as **Contract No. 56-16-03** (the “Project”); and

WHEREAS, the Commission received two bids via Bid Express for the performance of the Contract, and the Chief Engineer’s report analyzing the bid is before the Commission; and

WHEREAS, the Chief Engineer reports that the lowest bid for the performance of Contract No. 56-16-03 was submitted by **Erie Blacktop, Inc.**, of **Sandusky, Ohio**, in the amount of **\$550,730.85**, which he recommends that the Commission approve as the lowest responsive and responsible bid received; and

WHEREAS, the Director of Contracts Administration advised the Commission that bids for Contract No. 56-16-03 were solicited on the basis of the same terms, conditions and specifications, that Erie Blacktop, Inc. furnished a bid guarantee and performance bond with good and sufficient surety, and that the bid of Erie Blacktop, Inc. conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54; and

WHEREAS, the Executive Director has reviewed the reports of the Chief Engineer and the Director of Contracts Administration, and concurs with the recommendation to award Contract No. 56-16-03 to Erie Blacktop, Inc. as the lowest responsive and responsible bidder; and

WHEREAS, the Commission, through the Executive Director under the authority of Article V, Section 1.00 of the Commission’s Bylaws, entered into a 2015-2016 Miscellaneous Services Agreement with TTL Associates, Inc. (“TTL”) of Toledo, Ohio to perform various engineering and other professional services for the Commission on an assignment basis, and the Chief Engineer recommends the Commission assign TTL to perform the necessary construction administration, inspection and material testing services for Contract No. 56-16-03; and

WHEREAS, the amount of the bids received identify expenditures under Contract No. 56-16-03 that will exceed \$150,000.00, and Commission action is necessary to execute the Contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws; 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 **Erie Blacktop, Inc.**, in the amount of **\$550,730.85** for Contract No. 56-16-03 is approved as the lowest

responsive and responsible bid received and that Executive Director is authorized to execute a Contract on the basis of said bid; and

FURTHER RESOLVED that the Commission approves the assignment of **TTL Associates, Inc.**, to perform the necessary construction administration, inspection and material testing services for the Project; and

FURTHER RESOLVED that the Executive Director has the authority to approve such extra work or change orders under previously awarded 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 and increase its costs.

(Resolution No. 45-2016 adopted June 20, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Selecting the Bid of Adkins Sanitation Ltd. in the Estimated Amount of \$260,000.00 to Perform Wastewater Removal, Transport and Disposal Services under Invitation No. 4272 for Bid Items 1, 3, 4, 5, 6 and 7

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) advertised by public notice an Invitation for Bids upon a Contract to furnish removal, transport and disposal of wastewater sludge and floor drain/storm water treatment waste, designated as **Contract No. 4272** (the “Project”); and

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

WHEREAS, the Commission’s Maintenance Engineer reports that **Adkins Sanitation Ltd., of Fremont, Ohio**, submitted the lowest responsive and responsible bid to perform the obligations of the Contractor under Invitation No. 4272 in the amount of **\$260,000.00** for Item 1 Groups A & B, Item 2 Groups A & B, Item 3, Item 4 Groups A through F, Item 5 Groups A & B, Item 6 Groups A & B, and Item 7 Groups A & B, which bid he recommends the Commission accepted for award; and

WHEREAS, the Commission’s Maintenance Engineer further reports that SWS Environmental, of Findlay, Ohio, submitted the lowest responsive and responsible bid for Item 2 - Group A in the amount of \$14,188.30, and that Allstate Power Vac, Inc., of Rahway, New Jersey, submitted the lowest responsive and responsible bid for Item 2 - Group B in the amount of \$15,615.25, which bids under Contract No. 4272 he recommends the Executive Director select for award under Article V, Section 1.00 of the Code of Bylaws; and

WHEREAS, the Director of Contracts Administration advises that bids for Contract No. 4272 were solicited on the basis of the same terms, conditions and specifications, that the bid of Adkins Sanitation for Contract No. 4272 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312 as the lowest responsive and responsible bids received and supported by good and sufficient surety; and

WHEREAS, expenditures under the bid of Adkins Sanitation on Items 1, 3, 4, 5, 6 and 7 for Contract No. 4272 will exceed \$150,000.00 and Commission action is necessary to approve the Contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws; and

WHEREAS, the Executive Director has reviewed the reports of the Maintenance Engineer and the Director of Contracts Administration and concurs with the recommendation to award Contract No. 4272 to Adkins Sanitation as the lowest responsive and responsible bidder for Items 1, 3, 4, 5, 6 and 7 under Contract No. 4272; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **Adkins Sanitation Ltd.**, in the estimated amount of **\$260,000.00** for **Items 1, 3, 4, 5, 6 and 7** to remove, transport and dispose of wastewater on the Ohio Turnpike, is selected as the lowest responsive and responsible bid received and the Executive Director is authorized to execute a Contract on the basis of said bid; and

FURTHER RESOLVED that the Executive Director has the authority to approve such extra work or change orders under said contract as a result of an increase in necessary 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 or increase costs.

(Resolution No. 46-2016 adopted June 20, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Selecting the Bid of The Shelly Company in the Amount of \$908,361.00 to Repair and Resurface the Vermilion Valley Service Plaza Parking Lots in Lorain County Under Project No. 53-16-03 and Approving the Assignment of PSI, Inc. to Perform the Necessary Professional Services for Constructing the Project

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published a notice advertising its invitation to bid upon a Contract for Repairs and Resurfacing of Vermilion Valley Service Plaza in Lorain County, Ohio, designated as **Project No. 53-16-03** (the “Project”); and

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

WHEREAS, the Chief Engineer reports that the lowest responsive and responsible bid received for the performance of Contract No. 53-16-03 was submitted by **The Shelly Company**, of **Twinsburg, Ohio**, in the amount of **\$908,361.00**, which bid represents the offer that they recommend the Commission accept; and

WHEREAS, the Director of Contracts Administration advises that bids for Contract No. 53-16-03 were solicited on the basis of the same terms, conditions and specifications, that the bid of Shelly Company for Contract No. 53-16-03 conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54, and Shelly Company submitted a performance bond with good and sufficient surety and made a good faith effort to attain the participation of minority and/or disadvantaged businesses in the Project; and

WHEREAS, the amount of the bid received will require expenditures under Contract No. 53-16-03 that will exceed \$150,000.00, and Commission action is necessary to approve the Contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws; and

WHEREAS, the Commission’s Executive Director has reviewed the reports of the Chief Engineer and the Director of Contracts Administration and, predicated upon such analysis, concurs with the recommendation to the Commission to award Contract No. 53-16-03 to the Shelly Company as the lowest responsive and responsible bidder.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the bid of **The Shelly Company**, in the amount of **\$908,361.00** for Project No. 53-16-03 is approved as the lowest responsive and responsible bid received and the Executive Director is authorized to execute a Contract on the basis of said bid; and

FURTHER RESOLVED that the Commission approves the assignment of **PSI, Inc.**, to perform the necessary construction administration, inspection, and material testing services in accordance with the 2015-2016 Miscellaneous Engineering Services Agreement; and

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

(Resolution No. 47-2016 adopted June 20, 2016)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Rejecting the Bid Received on Contract No. 41-16-02 for Asphalt Concrete Pavement Sealing at the Indian Meadow, Tiffin River, Blue Heron, Wyandot, Erie Islands and Commodore Perry Service Plazas in Williams and Sandusky Counties, Ohio

WHEREAS, the Commission publicly advertised, in accordance with law, an Invitation for Bids upon a Contract for asphalt concrete pavement sealing at Indian Meadow, Tiffin River, Blue Heron, Wyandot, Erie Islands, and Commodore Perry Service Plazas at Mileposts 20.8, 76.9, and 100.00, in Williams and Sandusky Counties, Ohio, designated as **Contract No. 41-16-02** (the “Project”); and

WHEREAS, the Commission received one bid for the performance of the Contract, and the Chief Engineer’s report analyzing the bid is before the Commission; and

WHEREAS, the Commission’s Chief Engineer reports that the bid received is more than ten percent over the Engineer’s Estimate and recommends that the bid be rejected; and

WHEREAS, the Commission’s Director of Contracts Administration has submitted a report advising the Commission that, pursuant to the Bidding Documents on Contract No. 41-16-02 and Ohio Revised Code Section 5537.07(A), the Commission has expressly reserved the right to reject any and all bids; and

WHEREAS, inasmuch as the value of Contract No. 41-16-02 is in excess of \$150,000, pursuant to Article V, Section 1.00 of the Commission’s Code of Bylaws, Commission action is requested for the rejection of the bid on the Contract; and

WHEREAS, based on the reports submitted by both the Chief Engineer and the Director of Contracts Administration, the Executive Director concurs with their recommendation that the only bid on Contract No. 41-16-02 be rejected; and

WHEREAS, the Commission has duly considered said recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the bid received in response to Contract No. 41-16-02 is rejected.

(Resolution No. 48-2016 adopted June 20, 2016)

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 2016 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 2016 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. 49-2016 adopted June 20, 2016)

**OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
TRUST AGREEMENTS SECTION 4.04
ESTIMATED CALCULATIONS FOR YEAR ENDING DECEMBER 31, 2016**

REQUIREMENT I

GROSS PLEDGED REVENUES:		
ACTUAL FOR 1ST FIVE MONTHS OF YEAR	\$ 119,380,177	
ESTIMATE FOR LAST SEVEN MONTHS OF YEAR	<u>198,941,448</u>	
ESTIMATED GROSS PLEDGED REVENUES	\$ 318,321,625	Section 4.04 (a) (i) and 4.04 (b)
OPERATING, MAINTENANCE & ADMINISTRATION COSTS	\$ 117,875,912	Section 4.04 (a) (i) (1)
REQUIRED DEPOSIT TO EXPENSE RESERVE	<u>373,800</u>	Section 4.04 (a) (i) (2)
NET/SYSTEM PLEDGED REVENUES	\$ 200,071,913	Required to be positive

REQUIREMENT II

NET/SYSTEM PLEDGED REVENUES	\$ 200,071,913	Section 4.04 (a) (ii)
ANNUAL SENIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	32,265,833	
INTEREST	27,628,208	
LESS: ESTIMATED INVESTMENT EARNINGS	<u>(716,552)</u>	
NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	\$ 59,177,490	Section 4.04 (a) (ii)
ANNUAL JUNIOR LIEN DEBT SERVICE REQUIREMENT:		
INTEREST	36,146,188	
LESS ESTIMATED INVESTMENT EARNINGS	(811,598)	
LESS INTEREST INCOME TRANSFERRED FROM INFRASTRUCTURE FUND	<u>(2,118,919)</u>	
NET ANNUAL JUNIOR DEBT SERVICE REQUIREMENT	\$ 33,215,670	
NET ANNUAL COMPOSITE DEBT SERVICE REQUIREMENT	<u>\$ 92,393,160</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>\$ 97,678,753</u>	Required to be positive

REQUIREMENT III

NET/SYSTEM PLEDGED REVENUES AS A % OF NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	<u>338%</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>217%</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, 2016**

	January - May	June - December	Total
<u>Year Ending December 31, 2015:</u>			
Toll Revenue	\$ 105,486,000	\$ 174,700,543	\$ 280,186,543
Special Toll Permits	1,389,528	2,023,846	3,413,374
Concession & Miscellaneous Revenues	7,314,897	12,365,391	19,680,288
Investment Revenue:			
Revenue Fund	47,077	74,781	121,858
Renewal & Replacement Fund	7,050	13,376	20,426
System Projects Fund	178,735	235,749	414,484
Total Gross Pledged Revenues	<u>\$ 114,423,287</u>	<u>\$ 189,413,686</u>	<u>\$ 303,836,973</u>

	Actual January - May	Estimated June - December	Estimated Total
<u>Year Ending December 31, 2016:</u>			
Toll Revenue	\$ 109,875,865	\$ 184,331,135	\$ 294,207,000 *
Special Toll Permits	1,364,791	2,029,070	3,393,861
Concession & Miscellaneous Revenues	7,798,351	12,344,302	20,142,653
Investment Revenue:			
Revenue Fund	134,221	66,024	200,245
Renewal & Replacement Fund	19,872	9,917	29,789
System Projects Fund	187,077	161,000	348,077
Total Gross Pledged Revenues	<u>\$ 119,380,177</u>	<u>\$ 198,941,448</u>	<u>\$ 318,321,625</u>

I hereby certify the calculations above to be a fair and honest estimation of the Gross Revenues for the year ending December 31, 2016 in accordance with Section 4.04b of the Master Trust Agreement.



CFO/Comptroller

6/10/2016

Date

* Estimated toll revenue for the year ending December 31, 2016 was projected by Traffic Consultant, Jacobs Engineering Group

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Selecting Blue Technologies, Inc. to Furnish a Managed Print Solution, and Authorizing the Executive Director to Execute an Agreement to Obtain Managed Print Solution and Services for an Initial Five Year Term in the Total Estimated Amount of \$155,187.54 with an Option to Renew for an Additional Two-Year Period

WHEREAS, on December 31, 2015, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice of its request for Proposals to Provide and Maintain a Managed Print Solution; and

WHEREAS, on January 29, 2016, the Commission received Proposals from six vendors requesting to be considered for the Project, and three vendors were requested to present their proposals and submit pricing to obtain their respective Managed Print Solutions; and

WHEREAS, on the basis of the proposals received, the Evaluation Team concluded that **Blue Technologies, Inc.**, located in **Cleveland, Ohio (“Blue Technologies”)**, offered the best proposal to furnish the solution in terms of capabilities, service, equipment and cost; and

WHEREAS, Blue Technologies submitted its fee proposal to deliver the necessary services, software and equipment to implement and maintain the solution for a period of five years with the option to renew for an additional two-year period in the total estimated amount of **\$155,187.54**, which consists of \$79,495.00 in implementation costs for the necessary software, equipment and services and approximately \$15,138.51 per year to perform the Commission’s maintenance requirements on a per impression basis over the five year term; and

WHEREAS, the software and equipment for the Managed Print Solution are available through the Cooperative Purchasing Program under State Term Schedule Number 800215, Index Number STS096, but the pricing that Blue Technologies offers in its proposal upon equivalent terms, conditions, and specifications are at a lower price than it can be obtained through the state term contracts; and

WHEREAS, the Executive Director has also reviewed the recommendation submitted by the Evaluation Team and the Director of Contracts Administration, and concurs that the Commission should approve a Contract with Blue Technologies for Managed Print Services and authorize the performance of such Services; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that **Blue Technologies** is selected as the best respondent in terms of service and cost to deliver the services, software and equipment for its Managed Print Solution, and that the Executive Director is authorized to execute a Contract with Blue Technologies on the basis of the Commission’s Request for Proposals and Blue Technologies’ technical response and fee proposal for implementing the Solution and

performing the Commission's requirements for maintenance in a total estimated amount of **\$155,187.54** over an initial five year term with an option to renew for an additional two year period.

(Resolution No. 50-2016 adopted June 20, 2016)