

**MINUTES OF THE 686th MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
JUNE 21, 2021**

Chairman: Good morning. It is 10:00 a.m. Will you please stand and join me in reciting the *Pledge of Allegiance*. I first want to welcome you all back. It has been since March of 2020. It is good to see all your faces and good to see all the members of our Commission. We have some new faces sitting on the Commission.

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.

Vice Chairman Timothy Paradiso, Commission Member Vickie Eaton Johnson and Senator Bill Reineke will not be in attendance at today's meeting.

Will the Assistant Secretary Treasurer, Ferzan Ahmed, please call the roll?

Assistant Secretary-Treasurer: Chairman Hruby

Chairman, Jerry Hruby: Here

Assistant Secretary-Treasurer: Secretary-Treasurer Barber

Secretary-Treasurer, Sandra Barber: Here

Assistant Secretary-Treasurer: Mr. Coviello

Commissioner, Guy Coviello: Here

Assistant Secretary-Treasurer: Dr. Marchbanks

Commissioner, ODOT Proxy, Dr. Jack Marchbanks: Here

Assistant Secretary-Treasurer: Mr. Kennedy

Office of Budget and Management, James Kennedy: Here

Assistant Secretary-Treasurer: Representative Ghanbari

Representative Haraz N. Ghanbari: Here

Chairman: We have a quorum. This is the 686th Meeting of the Ohio Turnpike and Infrastructure Commission. We are here today at the Commission's Administration Building.

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

May I have a motion to adopt the Minutes of the May 17, 2021, Commission Meeting? Call the roll, please.

MOTION: A motion to adopt the Minutes of May 17, 2021, Commission Meeting was made by Mr. Coviello, seconded by Secretary-Treasurer Barber and approved by all Commission Members present.

Chairman: The May 17, 2021 Commission Meeting Minutes are adopted. We will move on with the report of the Secretary-Treasurer, Mrs. Barber.

Secretary-Treasurer: The following items have been provided to the Members since the last scheduled meeting of the Commission on May 17, 2021:

1. Ten (10) Resolutions;
2. Draft Minutes of the May 17, 2021, Commission Meeting; and
3. Agenda for today's meeting.

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

1. Traffic Crash Summary Report, May 2021;
2. Traffic and Revenue Report, May 2021;
3. Total Revenue by Month and Year, May 2021;
4. Investment Report, May 2021; and
5. Financial Statement, May 2021.

Chairman: Thank you. Any questions or comments regarding the Secretary-Treasurer's report? Hearing none, we will move on to the report from the Executive Director, Ferzan M. Ahmed.

Director Ahmed: Good morning, Mr. Chairman and Commission Members. It is good to be back in this room. I would like to extend a very warm welcome to Representative Haraz Ghanbari. He is a wonderful State Representative for his constituents and in the State of Ohio and a personal friend, a trusted friend. It is so good to see you on the Commission. We are looking forward to working with you.

I would like to begin my report with extending a very warm welcome to everyone who is back in the office today. There are so many positive updates to share with you. I will begin by with recognizing J.J. Szhlender for receiving a pavement quality award on behalf of the Commission from

Flexible Pavements of Ohio for a resurfacing project in Ottawa and Sandusky Counties. The project began in April of 2020 and was completed in November 2020.

Next, I would like to extend a very warm welcome to our transfers, new hires, and interns.

- Rebecca Jones is our new receptionist but not a new employee. She will be transferring to the new position from Toll Operations.
- Pamela Wilkens is our new Procurement Coordinator, comes to us with over 20 years of purchasing experience in local government agencies.
- Raghda Suwi joined us as an Engineer in Training. She graduated as a Civil Engineer from Cleveland State University and has worked with us as an intern prior to being hired full time.
- And finally, Priya Bhattal and Karan Kapoor, both students at The Ohio State University joined us as interns for the summer. Priya is working in our Marketing & Communications Department and Karan is working in our Accounting Department.

Moving now to retirements, I would like to recognize and congratulate the following people from the Toll Operations Department for their upcoming plans to retire. Carolyn Neff, Carolyn Sari, Mary Garcia, Dora Berry, Stephen Herrage, and Sheila Donahue. Also, I would like to thank the following part-time Toll Collectors who have recently retired: Laura Barnes, Jane Dehart, and Tim Mulling.

I thank everyone for their service to the Commission and wish them the best on their retirement journey.

Now, I would like to congratulate the team members who have recently received promotions:

From the Maintenance Department:

- Michael Calhoun: promoted to Assistant Trades Supervisor.
- Terry Zuver, Matt Tyler, John Gulish, Richard Rich and John Hall promoted to Assistant Foreman.
- Chris Kalis and Aaron Siebenaler: promoted to Section Foreman.

In the Toll Operations Department:

- Debra Gyori, Kelsy Lay and Dave Tapper were promoted to Assistant Toll Plaza Supervisors.

Turning to operations, I would like to give the Commission Members an update on our legislation.

I am happy to report that we have had a lot of activity on the legislative front over the past few weeks, beginning with Senator Reineke introducing Senate Bill 162 on April 15th. I thank Senator Reineke for carrying this legislation for the Commission. As introduced, SB 162 provides the Commission the proper tools to continue to enforce and collect tolls electronically, while using the most modern industry methods available. In addition to allowing the Commission to work with the Ohio Bureau of Motor Vehicles to require vehicle owners to pay their delinquent tolls before they can register their vehicle, the legislation protects customers' confidential information and establishes an appeals process that is fair and clear to our customers.

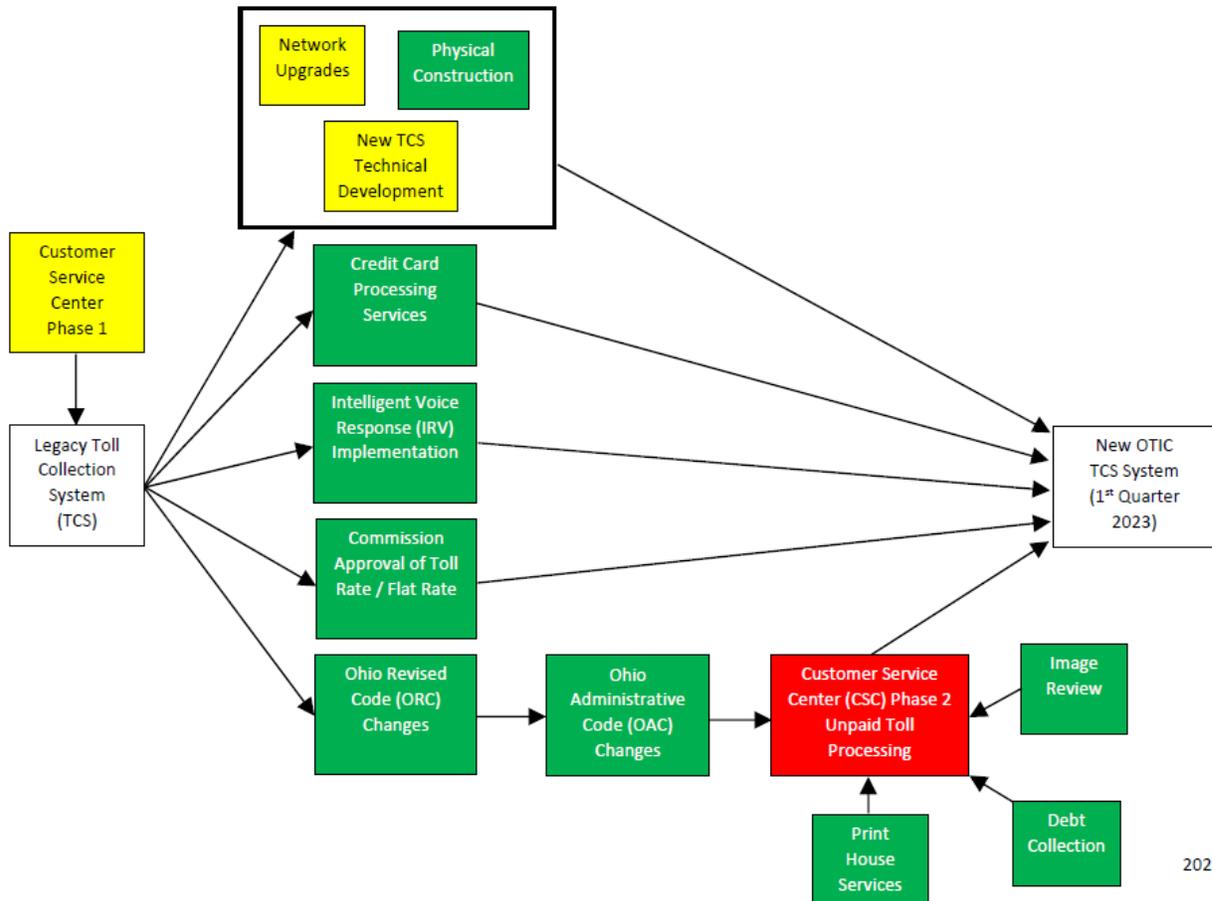
The Senate Transportation Committee held a hearing on June 1st, and Senator Reineke provided sponsor testimony during this hearing. Last week, I provided proponent testimony on SB 162 before the Senate Transportation Committee. In addition to my in-person testimony, several of our partners and stakeholders submitted written testimony in support of our legislation. I thank Ryan McNaughton from the Youngstown-Warren Regional Chamber, Tim Brown from TMACOG, James Kinnick from the Eastgate Regional Council of Governments, Grace Gallucci from NOACA, Tom Balzer from the Ohio Trucking Association and Todd Audet from the City of Rossford for their support.

We also met with House Transportation Committee Chairman Brian Baldrige to advocate for a companion bill to be introduced in the Ohio House. With Chairman Baldrige's advice and support, we are working with our newest legislative Commission member, Representative Haraz Ghanbari, on this effort.

I would now like to give the Commission a report on all the projects that are part of the new Toll Collection System ("TCS").

The TCS itself is a combination of software and hardware projects. To make the system work, many physical infrastructure projects are also part of the new system and once the physical system is implemented, management of the system and process requires several other projects. Our ITS Engineer, Travis Bonnett, has put together a graphic that shows how all these projects fit together.

OTIC Toll Collection System - Risk Analysis and Mitigation



2021-06-17

Some of the projects have been completed, many are under way, and some are still in the procurement phase.

Last week, the team got together to review the status of all projects and to identify risks associated with completion. Whereas the TCS is expected to go live in the Spring of 2023, all these pieces fitting together add to the complication, and I would like to brief the Commission on the results of our risk analysis.

It would be helpful to look at the graphic that Mr. Bonnett has prepared. For the sake of risk analysis, we have used a green, yellow, and red color coding to identify the status of the different projects. Green means that we are on schedule, yellow means that there are parts of the project that need to be addressed to maintain schedule and red mean that we have concerns about the schedule. We will be looking at these items every month, and of course our goal is to convert all projects on this graphic to green. As you can see from the graphic, most of our projects are green. I will briefly touch on the three projects that are yellow, and then explain why one project is red and how we plan to address it.

The new Customer Service Center system has been up and running for approximately four months and the System Acceptance Testing is still in progress. A new system often has technical bugs. The TransCore project team is working closely with our project team to resolve these issues.

Chief Information Officer, Chriss Pogorelc, will present a resolution later today. Industry wide we are seeing lag times with technical components, perhaps due to the pandemic, so we plan to purchase the equipment first to address potential delays.

Whereas system design is on schedule, the fact is this is the actual Toll Collection System for the entire Turnpike that will be designed, tested, installed, and integrated with the Customer Service Center. Simply the size of the project is such that we work very closely with Conduent and meet weekly to monitor progress.

The graphic shows that the CSC Phase 2 is red.

- Phase 2 involves the integration of the new CSC system with the new Conduent toll collection system.
- This phase introduces violation enforcement functionality through the reading of license plate images.
- Initial Phase 2 activities such as the development of the interface documentation between the new TransCore and Conduent systems are underway.
- The Phase 2 design is anticipated to begin in the coming weeks with the goal of deployment in October 2022.

The reason why this phase is red is because it has not started yet. The schedule shows that we are on time because deployment is not scheduled for 2022. However, our experience with the technical bugs in phase 1 tells us that we need to anticipate technical bugs in phase 2. On Friday, Director Dave Miller and I discussed preemptive mitigation with the CEO of TransCore, who is developing Phase 2 for us. Based on our conversation, TransCore will develop a new Resource Loaded Schedule and will perform a project specific risk analysis, like what we did for the entire group of projects. The goal is to anticipate technical bugs and have enough time in the schedule to address them so that the TCS deployment is done in Spring 2023. In the coming months, we will keep the Commission updated on schedule and risks.

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

Chairman: Any questions or comments for the Director? Hearing none, let me just share a few comments before we move on. Again, as I said at the beginning of the meeting, on behalf of the Commission, welcome back. I want to commend staff for all the good work that they did under some difficult situations. As you know, all of us working in all the various fields that we work in, we had to consider safety first and that was a difficult thing and it made some of our jobs very difficult because of the restrictions that were placed upon us, so I just want to commend the staff for all of their good work in getting us through this and for being as safe as they have been. I also want to congratulate on behalf of the Commission, the retirees, our interns, new hires, and of course those being promoted. Thank you for your services and we wish you the very best.

With that, we will now move on to the report of the Deputy Chief Engineer, Chris Matta.

Deputy Chief Engineer: Good morning, Mr. Chairman and Commission Members.

Prior to presenting the five (5) resolutions I have for your consideration this morning, I would like to provide you with an update on the procurement of rock salt for the 2021-2022 snow and ice season. Under Resolution 18-2021, adopted at the April 2021 meeting, the Commission authorized our participation in ODOT's Cooperative Purchasing Program for the procurement of Sodium Chloride for the 2021/2022 winter season. The resolution required that we report back to the Commission indicating the results of the ODOT bidding process. The Cooperative Purchasing Program contract for the procurement of Rock Salt requires the Commission to purchase a minimum of 90% of the Winter Use bid quantity and provides the option to also purchase a maximum of 110% of the Winter Use bid quantity. The Commission's total expenditure for Rock Salt for the 2021/2022 Winter Season will be a minimum of \$2,241,053.10, and up to a maximum of \$2,739,064.90. The average price per ton is \$43.84 for the 2021/2022 winter season, as compared to \$52.99 per ton for the 2020/2021 winter season. I would like to thank ODOT for extending their purchasing agreement to us, and for obtaining the favorable pricing. I would be happy to answer any questions relating to the rock salt procurement, otherwise I will begin presenting the five resolutions for consideration.

Chairman: Any questions? Thank you, Dr. Marchbanks. We appreciate all of the good work that ODOT does year after year in that and many other issues.

Dr. Marchbanks: Mr. Chairman and Mr. Matta, I can't thank Mitch Blackford enough. He worked really hard to secure good pricing for salt and that is a benefit to all of Ohio.

Representative Ghanbari: Mr. Chairman, I know ODOT also does some different types of application for pretreating of the roadways. Does the Turnpike do something similar? Is this part of that process that ODOT uses as far as the liquid pretreatment?

Deputy Chief Engineer: Mr. Chairman and Representative Ghanbari, we do use a couple of other chemicals in our snow and ice storm fighting technique. This contract is strictly for rock salt. In the past, we have partnered with ODOT where they take the rock and produce a brine out of it, we have done that out of the Fulton County facility. We also purchase other liquid deicing and anti-icing materials. One of the processes we use is a "pre-wet system," that we mount on our snow and ice trucks where it shoots a pre-determined amount of liquid on the salt. What that does is help to reduce the bounce and scatter of the salt deployed onto the road and it also allows the salt to work at a lower temperature.

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

Deputy Chief Engineer: The first resolution for your consideration is to reject the lone bid received for Contract No. 58-21-02. This represented a contract to construct a new mainline toll plaza facility, utility buildings, toll booths and canopies at Milepost 211 in Trumbull County, as well as the Toll Booth Renovation at Milepost 239 in Mahoning County, as part of the Commission's Toll Collection System Modernization Project. On May 25, 2021, Procurement

received one (1) bid in response to this Project. This bid was submitted by A.P. O'Horo, Youngstown, Ohio, in the amount of \$18,684,000 which is more than thirty-five percent (35%) above the Engineer's Estimate. The Commission's Consultant recommends this lone bid be rejected due to the extremely high amount over the Engineer's Estimate. Per the Consultant, the Engineer's Estimate was prepared through actual material quantity tabulations and historic unit pricing for those quantities, and historic bid pricing of similar scoped projects in a comparable geographic location and included bid pricing data from similar scoped contracts from the Commission. Our Consultant, based upon their analysis, recommended A.P. O'Horo's bid be rejected and the project re-advertised. Furthermore, Engineering staff recommend rejection of the bid on a similar basis and considering the pricing received for a very comparable project less than a month ago (58-21-01). The Commission may reject any and all bids (located in the "Instructions to Bidders" Section 3.4), which is also provided for in Section 5537.07(A) of the Ohio Revised Code, as indicated in the Staff Attorney's bid review memo dated May 27, 2021. It is therefore recommended that the bid received for Contract No. 58-21-02 be rejected, and the project be re-evaluated by engineering staff and re-advertised. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Rejecting the Sole Bid Received on Project No. 58-21-02.

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

MOTION: A motion to adopt *Resolution Rejecting the Sole Bid Received on Project No. 58-21-02* was made by Chairman Hruby, seconded by Dr. Marchbanks, and approved by all Commission Members present. Resolution No. 32-2021.

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

Deputy Chief Engineer: The second resolution for your consideration seeks the Commission's authorization to award Contract No. 59-21-03 for the Repairs, Resurfacing, and Weigh in Motion Eastbound and Westbound Roadways at Mileposts 79.8, 141.1, and 198.6 in Ottawa, Lorain, and Portage Counties.

This work is included in the 2021 Capital Improvement Budget and is part of the Modernization of the Toll Collection System. On June 11, 2021, Procurement received one (1) bid in response to this Project. The lone bid was submitted by the Kokosing Construction Company, Inc. ("Kokosing"), of Elyria, Ohio, in the amount of \$3,697,200.56, which is approximately 13.8% higher than the Engineer's Estimate. In accordance with Article 5.1.2 of the Instructions to Bidders, if all bids received are in excess of ten (10) percent above the Engineer's Estimate, the Commission shall convene a Construction Contracts Award Committee ("Committee") to determine if the bid prices are in reasonable conformance with the Engineer's Estimate and a bid may be recommended for acceptance. On June 14, 2021, the Construction Contracts Award Committee met to examine and discuss the bids received, as well as other pertinent information. The bid tabulations, including unit prices and extensions, of Kokosing were provided to the Committee, as well as a tabulation of bid unit prices and extensions of Kokosing compared to the unit prices and extensions of the Engineer's Estimate. The Commission's

Consultant, Arcadis US, Inc. (“Arcadis”), of Cleveland, Ohio, also provided an evaluation of the bid received for the Project to determine the major items that varied from the Engineer’s Estimate and found no apparent errors in Kokosing’s bid. However, Arcadis did find an error in their Engineer’s Estimate for the line item “Maintenance of Traffic,” and based on their findings recommended an award be made. The Committee reviewed various factors including number of bidders, distribution and range of bids, urgency of the project, impacts due to delaying an award, project scope, funding availability, SBE participation, and past performance of the apparent low bidder. In consideration of the information provided in Arcadis’ Bid Evaluation Letter, the Commission’s Staff recommendation memo, and the information noted above, the Construction Contracts Award Committee recommends the lone bid, for Project 59-21-03, be accepted and awarded to Kokosing Construction Company, Inc., of Elyria, Ohio, in the amount of \$3,697,200.56. It appears that Kokosing has available capacity in both manpower and resources and has successfully performed projects of a similar size and nature for the Commission in the past. In addition, Kokosing has committed to meet or exceed the 10% SBE goal as set by the Office of Equity and Inclusion. Therefore, it is recommended that the Commission award Contract No. 59-21-03 to Kokosing Construction Company, Inc., of Elyria, Ohio, in the amount of \$3,697,200.56. 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. for Project No. 59-21-03 for the Total Amount of \$3,697,200.56.

Chairman: Any questions?

Mr. Coviello: Mr. Chairman and Mr. Matta, what does this do to the schedule if it this does not get passed?

Deputy Chief Engineer: Mr. Chairman and Commission Member Coviello, so that was definitely one of the discussion points and it will put a definite burden on the contractor if we were to go back out and try obtain more bids. The schedule for the project is to complete the paving this season and come back and put the overhead signs supports and cantilevers and all of the other infrastructure required for the weigh-in-motion system over the winter into the spring. So, the paving is the important part of the project that needs to get done this summer/fall in order to keep the whole TCS project on schedule. These will be test beds for our weigh-in-motion systems that will need to get up and running before the rest of the infrastructure is in place.

Dr. Marchbanks: Mr. Chairman and Mr. Matta, Arcadis said they underestimated the cost of maintenance of traffic and that was the primary reason for the variance, is that correct?

Deputy Chief Engineer: Mr. Chairman and Dr. Marchbanks, yes Arcadis’ bid estimate was more than 50% below for that line item of maintenance of traffic. It appears they had an Engineer’s Estimate error. Each of these locations and there is actually five total, three westbound and 2 eastbound, which are 500 foot long stretches of pavement that get resurfaced. Each of those require a shift in traffic two times and it appears that is where the error occurred.

Dr. Marchbanks: We have been seeing at the Ohio Department of Transportation very good prices up until April and the with economy coming back, we are very concerned about construction inflation. I am a bit concerned, as a member, we are all one system, all one time, Ferzan knows that I view our partnership that way, that we are getting few bids. I am surprised that you only got one bid on a fairly rich project. So, I do not know if that is something that you are looking at in the future. There is no way we can address that, Mr. Chairman, the market is what it is. Thank you.

Chairman: Chris, for the record though, I know that it is in the documents, how many companies was this offered to? Was there any direct contact to try and get companies to bid?

Deputy Chief Engineer: Mr. Chairman, for this project there was a couple of other plan holders. One that was purely, had the capability as a company to perform the work, but it believed that one of the locations particularly, the Portage location, was outside of their geographical region for like their asphalt plants.

Chairman: The other question I have is, Kokosing gets a lot of work from us and from the Ohio Department of Transportation, is this unlike them to be that much over and to be in the position that they are in?

Deputy Chief Engineer: I am sorry, Mr. Chairman, can you clarify when you say, "much over?"

Chairman: Normally when they bid, their bids are usually around the estimate, is it not? Would this be unusual for them in the way that they bid this?

Deputy Chief Engineer: My thoughts, Mr. Chairman, is with that Engineer's Estimate they made an error and when you look at a reasonable price for that unit price bid item that their bid is in line with what we would expect.

Chairman: Director, any comments?

Director Ahmed: Mr. Chairman, yes. I think one of the complications with this project as Engineer Matta explained, is the five different locations and because they are spread out and they are small sections, there are probably not too many companies who could mobilize across the state that way. I guess in hindsight, we could have divided them up into smaller sections, but the two reasons why I would respectfully recommend the Commission's adoption as Chris explained, the first reason is the schedule and the second reason is that if you take into account the error made by the Engineer in the estimate, the bid is in line with what we expected.

Mr. Coviello: Chris, if we estimated accurately, could you safely say we would not have gotten any more bids?

Deputy Chief Engineer: Mr. Chairman and Mr. Coviello, I guess it would be more speculation on my part, but the Engineer's Estimate is released after bids open.

Mr. Coviello: Bidders don't know what the estimate is anyway? If we had divided it into multiple projects would that have jacked the cost up even more?

Director Ahmed: Mr. Chairman and Mr. Coviello, it is possible because there is a mobilization aspect of a construction project which also becomes a bit of a speculation, but mobilization on one project is typically going to be less than mobilization on two smaller projects of half that size. But dividing it up into smaller packages geographically may give us more bidders.

Mrs. Barber: Mr. Chairman, I think this question came up on a previous resolution when we only had one contractor and it was out my way and we have one contractor who is purchasing other businesses that are doing the same things, so out in the western part of the state where I am from there is really only one contractor who could handle jobs like this. So, that was the question that was raised a few months ago, so that is what I understood in the notes that I read, that some contractors can't spread themselves that thin, so they choose not to bid and that is a problem.

Representative Ghanbari: Mr. Chairman, I am interested to know if there is any consideration on price increases for goods and services? I know in the construction industry you go to build a house or a new building, the fee of something that used to be reasonable is now three or four times the amount. Is there anything dealing with any of the goods that need to be purchased for this that would cause that price to go up as well?

Deputy Chief Engineer: Mr. Chairman and Representative Ghanbari, yes. When the Engineer, whether it is our consulting engineer or our staff engineers that look at our estimates, when they get the numbers and they start breaking them down to come up with an Engineer's Estimate, we do recognize the cost of inflation, the time of year that you may be trying to bid a project in if you are trying to force a paving job in at the end of the season and you are only given a construction company a month or two to put it together and they are already stretched thin working completing other jobs, that is all factored in. We are noting the price increases with the COVID pandemic and what it has done to different markets and paying attention to that and increasing accordingly. But, how much can you increase before it becomes a good return on investment too, you have to wonder that or weigh that against what you budgeted for the project.

Representative Ghanbari: You mentioned in the explanation of this resolution, the construction contract award committee for bids, I believe you said were higher than 10% of the engineering bid, I don't recall you mentioning that the previous resolution went before that same committee. So, how do you determine, is it just at the recommendation of the leadership that it goes to that committee or what's the rubric that determines which goes where?

Director Ahmed: Mr. Chairman and Representative Ghanbari, typically the project goes to the lowest bidder. If the lowest bidder is more than 10% higher than the Engineer's Estimate, our policy at the Turnpike used to be to automatically reject that bid. Last year, we met and looked at the fact that occasionally the bid that may be higher than 10% is still a good bid, so we should create a process similar to the Ohio Department of Transportation's process where there would be an internal committee to review the bid. Our internal committee is made up of the Chief Engineer, our General Counsel and our CFO/Comptroller. They review the bid and then they

make a recommendation to the Director. So now after saying all of that, why the previous bid did not go to before the committee is because it was under the Engineer's Estimate. The threshold is 10% higher than the Engineer's Estimate.

Mr. Chairman, I also wanted to answer a previous question that the Representative asked about costs. One of the things that will affect construction costs is the rising cost of fuel. It directly impacts construction costs because of all the trucking that is involved in construction.

Chairman: Unfortunately, considering these circumstances, I think that we are in a position that we have to support the staff's recommendation although we do not like it, and I think we should take heed of what you said, Dr. Marchbanks, about the future and as the bidding process goes through to take great heed to that. With that being said, it is up to the Commission to decide how the Commission decides and we do that by a roll call, so if you would please call the roll.

MOTION: A motion to adopt *Resolution Approving the Selection of Kokosing Construction Company, Inc. for Project No. 59-21-03 for the Total Amount of \$3,697,200.56* was made by Secretary-Treasurer Barber, seconded by Chairman Hruby, and approved by all Commission Members present. Resolution No. 33-2021.

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

Deputy Chief Engineer: The third resolution for your consideration seeks the Commission's authorization of continuing expenditures for the Contract with Arcadis U.S. Inc., ("Arcadis"), of Cleveland, Ohio, for the 71-19-07 Project relating to Professional Engineering Services for modernizing the Ohio Turnpike's Toll Collection System and implementing the Strategic Plan, as adopted by the Commission under Resolution No. 57-2017. Arcadis, submitted the highest-ranking proposal for Project No. 71-19-07 and was authorized to perform Task 3 design services under Commission Resolution No. 80-2020. Arcadis completed final design, the construction project was advertised as Project No. 59-21-03 and subsequently awarded to Kokosing Construction Company, Inc. by the previous resolution. As requested by the Engineering Department, as part of the scope of services for Project No. 71-19-07, Arcadis submitted a fee proposal dated June 10, 2021, in the not-to-exceed amount of \$290,311.72, to perform Task 4 Construction Administration and Inspection Services for this project. The Engineering staff has reviewed Arcadis' proposal and finds it to be reasonable for the scope to be performed. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Authorizing Arcadis U.S. Inc. to Perform Task 4 Services Under Project No. 71-19-07 in the Aggregate Not-To-Exceed Amount of \$1,776,895.79.

Chairman: Any questions?

Mr. Coviello: In 2019, when the original resolution was authorized, was there an estimate given as to where we would be today?

Director Ahmed: Mr. Chairman and Mr. Coviello, no at the point we did not have any estimate. One of the reasons we did not have any estimate is because the design work that Arcadis

is doing for us is a function of what is needed to accommodate the new toll collection system and at that point the toll collection system design had not been completed, as a matter of fact, the design is being completed as we speak. So, the only way to do that work is our integrator which is Conduent, will design what is needed to accommodate the electronics at certain toll plazas and then we will take that give it to Arcadis to design the infrastructure that is needed to do that.

Mr. Coviello: I am trying to get to where in 2019, we didn't know what the cost was ultimately going to be for these guys, but we already set what the toll is going to be based on the cost of the project, correct?

Director Ahmed: Mr. Chairman and Mr. Coviello, if I understand your question correctly, are you asking if we are in a position to now identify how much this contract is expected to be?

Mr. Coviello: That would have been my next question. How many more?

Director Ahmed: Mr. Chairman and Mr. Coviello, I would like to research that and get back to the Commission Members. I know that what we hired Arcadis to do was to design the infrastructure needed for the existing toll plazas. The tasks that they need to do have been given to them. What I am not sure of is if all the toll plaza tasks have been given to them. Chris, do you know that?

Deputy Chief Engineer: Mr. Chairman and Mr. Coviello, the tasks we currently have assigned include all of the upgrades from toll plazas 52 through 209, all of the ticketed parts of the toll system upgrades required, so that task was assigned already as part of Task 3, and Task 3 included the weigh-in-motion design, which we just awarded that construction and it included design for the automatic traffic recording devices which will be bidding later this summer. I don't know if that includes the task for any changes we will make from the outlying toll plazas, toll plazas 13 through 39 and then toll plazas 15 through 234.

Chairman: So, did that answer your question?

Mr. Coviello: So, there could be more tasks?

Director Ahmed: Mr. Chairman and Mr. Coviello, I think we have done enough work that we can estimate that in terms of order of magnitude, not to the exact value, but what I would like to do is work with Mr. Matta and Mr. Bonnett and identify a scope, set-up a reference point in terms of order of magnitude of what we expect this contract to be and share that with the Commission.

Dr. Marchbanks: Mr. Chairman, Mr. Matta and Director Ahmed, what I am thinking will be useful to the Commission would be overall Gantt Chart to show how all these pieces come together. I am convinced that what Arcadis is doing is within their Task 3, but I think Representative Ghanbari that we would all benefit from seeing how all this comes together in a consolidated fashion so we don't have open-ended contracts.

Director Ahmed: Mr. Chairman and Dr. Marchbanks, we will do that.

Chairman: Does that satisfy the question?

Mr. Coviello: Yes, I am good. Thank you.

Chairman: Anyone else? Hearing none, please call the roll.

MOTION: A motion to adopt *Resolution Authorizing Arcadis U.S. Inc. to Perform Task 4 Services Under Project No. 71-19-07 in the Aggregate Not-To-Exceed Amount of \$1,776,895.79* was made by Dr. Marchbanks, seconded by Chairman Hruby, and approved by all Commission Members present. Resolution No. 34-2021.

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

Deputy Chief Engineer: The fourth resolution for your consideration seeks the Commission's authorization to award a Contract for Project No. 70-21-01 for the Slope Repairs from Milepost 73.80 to Milepost 74.00, Eastbound and Westbound in Wood County. This work is included in the 2021 Capital Improvement Budget. On June 9, 2021, Procurement received five (5) bids in response to this Project. The apparent low bid was submitted by Mosser Construction Company ("Mosser"), of Fremont, Ohio, in the amount of \$2,398,558, which is below the Engineer's Estimate. Commission staff evaluated the unit bid prices and found them to be reasonable and the bid tabulation did not appear to contain any errors or anomalies. Mosser 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 Mosser has sufficient capacity to perform this project. In addition, Mosser has committed to exceed the 5% SBE goal as set by the Office of Equity and Inclusion. Therefore, it is recommended that the Commission award Contract No. 70-21-01 to Mosser Construction Company, of Fremont, Ohio, in the amount of \$2,398,558.00. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Approving the Selection of Mosser Construction for Project No. 70-21-01 for the Total Amount of \$2,398,558.00.

Chairman: Any discussion, questions or comments?

Dr. Marchbanks: Mr. Chairman, a little competition here and it worked in our favor.

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

MOTION: A motion to adopt *Resolution Approving the Selection of Mosser Construction for Project No. 70-21-01 for the Total Amount of \$2,398,558.00* was made by Secretary-Treasurer Barber, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 35-2021.

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

Deputy Chief Engineer: The fifth and final resolution for your consideration seeks the Commission's authorization to modify the Agreement for Project No. 71-19-10 with Stantec Consulting Services, Inc. ("Stantec"), of Cleveland, Ohio, relating to the Project Management Services for modernizing the Ohio Turnpike's Toll Collection System and implementing the Strategic Plan, as adopted by the Commission under Resolution No. 57-2017. The Commission, under Resolution No. 48-2019, awarded a contract to Stantec and authorized an agreement for Stantec to provide Project Management Services under Project No. 71-19-10. On May 28, 2021, Stantec provided a proposal in the amount of \$749,000.00 for providing Task 5 – Support services for the integration of the Toll Collection Systems with the Customer Service Center (CSC) and unpaid toll processing systems. These services provide support for the various TCS, CSC, and related unpaid toll process integration activities from July 1, 2021 through June 30, 2023. Specifically, this phase consists of the integration of the new TCS presently in development with Conduent, Inc. with the new *E-ZPass*[®] Customer Service Center System which deployed February 15, 2021. It also includes support for the procurement and integration of the unpaid toll systems and processes necessary for operation of the modernized TCS. The services include, but are not limited to, management and coordination of the remaining procurement and integration activities from July 1, 2021 through June 30, 2023 for CSC Phase 1, CSC Phase 2, image review services, print house services, and debt collection services. The Deputy Executive Director/CFO and Director of Audit and Internal Control have deemed the proposal to be reasonable and necessary. Therefore, we are requesting Commission authorization to approve the Task 5 services from Stantec Consulting Services, Inc., of Cleveland, Ohio, in the not-to-exceed amount of \$749,000.00, increasing the aggregate not-to-exceed Amount to \$3,526,500.00 for Tasks 1, 2, 3, 4, and 5. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Authorizing Stantec Consulting Services, Inc. to Perform Toll Collection System Project Management Services – Task 5 – Support Services for Integration of the Toll Collection System with the Customer Service Center and Unpaid Toll Processing System Under Project No. 71-19-10 in the Increased Not-To-Exceed Amount of \$3,526,500.00.

Chairman: Any questions or comments?

Director Ahmed: Mr. Chairman, I think it would be helpful if I go back a little bit in time to talk about why we have so many companies doing different aspects of the toll collection system management. So, I am not going to address the system that is being designed by Conduent. The back office system is being designed by TransCore, but now we have several other companies that are helping us with infrastructure, as well as the management. Back in 2019, there was one company by the name of Jacobs, who was working for us. Jacobs had done the initial study that resulted in the new toll collection system. At the time, the general thinking was that Jacobs would do the design of the infrastructure, as well as, internal project management as the owner's representative. Having one firm doing all those things is typically not a good idea. It gets shaky especially if the owner is not happy with the designer's work, so you have to have an owner's representative act on the owner's behalf at that time. The contract with Jacobs ended and we decided to go out on the street with new proposals and we decided to break-up the projects. There was one project that was going to be given to someone who would specifically design the

infrastructure, the gantries, the sidewalks and so on so forth, and that went to Arcadis and that is the resolution that you just approved a little while ago. The second project was going to go to someone who was going work for us as our owner's representative, so they would provide us an onsite project manager here at the Turnpike, they would provide us with technical support to evaluate different proposals for different projects and, in general, provide the toll expertise that no agency has in-house. Typically, you have to have these people come in to help you do that. Stantec was selected to do that work. Now, going back in 2019, we did talk about estimating, what we think a project like this will cost, and we threw some numbers around back and forth. It was hard for us to pinpoint an actual budget for the simple reason that we had not selected a toll collection system. That toll collection system itself was probably going to be \$50 to \$60 million just in hardware and software. But what we did not know is what is going to go into installing the toll collection system in the field. So, as that system is being designed, the picture is getting clearer to us. As I mentioned a little while ago, we are at a point where we can probably do a final budget for the Arcadis portion of the project. I do believe, Mr. Coviello, we are also at a point where we can do that final budget for what we think it is going to cost us to have Stantec work for us as our owner's representative. Just like we presented a synopsis of the schedule and risk analysis for the projects, I believe we will present, and Dr. Marchbanks asked for a Gantt Chart, I believe we will present not only a schedule, but also what were these projects, how much has been expended so far and what we feel is going to be the budget and then how these projects fit together. I think that if we present that bigger picture next time and with a budget it may be clearer for the Commission Members.

Chairman: I think we were here before COVID or right near the beginning of COVID, we had met and we talked about that and we talked about the amount of money that was being spent and how we should tie them all together so we can see it step-by-step. We are doing this because we have to do that and then we are doing that because we have to do this. I agree with what you said Dr. Marchbanks and here we are again at that point. So, that is all positive. I look forward to you doing that. How long do you think that will take?

Director Ahmed: Mr. Chairman, we will present it at the next meeting.

Chairman: Thank you. Anything further from anyone? Hearing none, please call the roll.

MOTION: A motion to adopt *Resolution Authorizing Stantec Consulting Services, Inc. to Perform Toll Collection System Project Management Services – Task 5 – Support Services for Integration of the Toll Collection System with the Customer Service Center and Unpaid Toll Processing System Under Project No. 71-19-10 in the Increased Not-To-Exceed Amount of \$3,526,500.00* was made by Secretary-Treasurer Barber, seconded by Chairman Hruby, and approved by all Commission Members present. Resolution No. 36-2021.

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

Deputy Chief Engineer: No, Mr. Chairman that completes my report.

Chairman: You did a fine job. We will now move on to the report of the Chief Information Officer, Chriss Pogorelc.

Chief Information Officer: Good morning, Mr. Chairman, Members of the Commission. It is great to be here in person with you this morning. I have two (2) resolutions for your consideration.

The first is for the purchase of Cisco Data Network Hardware, Software and Maintenance.

This purchase consists of all the necessary hardware, software and maintenance for both the Fiber Optic or Transport layer and the Ethernet, or local layer of our network. This network provides the voice and data transport to each of the Commission's 55 buildings and will soon be expanded to 58 including the three (3) new toll plazas that are being built.

The Commission's existing SONET Fiber Optic system was awarded in May of 2007, with installation being completed in 2008. Its design came out of a 2005 intelligent transportation systems (ITS) study that determined that the Commission's would need additional bandwidth for future ITS and toll collection system components.

The existing SONET system utilizes Cisco 15454 and 15310 SONET switchgear, which today helps push a 100mb maximum bandwidth to all Commission facilities. As you may have expected due to its age, this hardware has gone end of life and is currently not supported by the manufacturer or most third party service providers. We currently utilize the sole third party repair service that we have been able to locate to fix components as they break.

Recognizing the need for additional capacity for future systems and the advanced age of our network infrastructure, preliminary discussions began in 2018 to determine an appropriate replacement solution. Capital money was set aside in 2019 based off these discussions. However, with the future of the toll collection system, the dedicated short-range communication/connected vehicle pilot and several other systems still needing capacity requirements defined, we were not in the position to move forward with such a project at that time.

By February of 2020, we had our new toll collection system integrator onboard and had enough information for several other systems needs to re-engage the Cisco Team to design our next generation network.

A Turnpike team consisting of Telecom Team Leader Bill Anderson, Tech Specialist Jason Rovira, Tech Specialist Greg Warren, Networking Team Leader David Cousins, Network Administrator James Filbert, Technology Specialist Chris Hobe, Chief Technology Officer Brian Kelley and myself spent the next several months engaged in numerous meetings, workshops and comprehensive product, design and requirements reviews with the team from Cisco.

It was determined that a combination of Cisco NCS 5504 and NCS 560-4 switches with an initial capacity of 100gb in the core, and a minimum of 10gb capacity to each site would provide sufficient capacity for all systems currently in implementation and it would easily allow for future ITS projects, including expansion of video systems, CA/CV technology at our locations should we

move forward with them in the future. The chassis chosen are modular and could be expanded if necessary to provide additional bandwidth across the network, over the life of the system which is expected to be at least 10 years.

By the fall of last year, it became apparently clear that an assessment of the in-ground fiber optic cable that both the Turnpike and Lumen (formerly CenturyLink) installed, inclusive of the 24-strand run between our primary and disaster recovery data centers should be conducted in advance of any equipment replacement to make sure that it was in optimal condition to support such a network.

This testing was completed very early this year and the data concluded that aside from some recommended connector changes, which will be made during installation phase of the new fiber optic system, and a trouble area that has since been repaired near milepost four (4), the in ground fiber was in optimal condition to support operation of a next generation network solution.

With this information in hand, our team worked to finalize specific details of the bill of materials for the fiber optic network and then went to work to finalize the future architecture of the Ethernet network.

The existing ethernet network was installed in late 2016 and was primarily done to support the power over ethernet requirements of the Commission's Voice Over IP Phone System and enhance the wireless footprint within our facilities to allow greater mobility. The existing ethernet components are still supported by the manufacturer, but the edge switches located at all of the field facilities will go end of life in April of 2022.

To support the enhanced speed of the new fiber optic network, we will need to replace the ethernet switches and move from a mixed layer two (2) and layer three (3) network to a strictly layer three (3) network which will allow for more advanced routing. This change will also allow us to better meet the connectivity needs of the service plazas and the maintenance buildings which have grown over the last few years by providing layer three (3) switching at those sites. It will also allow us to increase the port density in all our facilities, which has become necessary as we look to install the new toll gear, camera systems, and other devices in the future. We are also making major changes to the network architecture to better support the future state of operations - including the additions of the new toll plazas and the modifications for future un-tolled plazas.

At the end of April, we had a complete bill of material – inclusive of the hardware, software licensing and smart net maintenance services for the entire network replacement finalized. We independently reviewed this list with our consulting firm, Michael Baker and Drive Engineering, who we are currently working with as Part of an existing ITS engagement for defining the installation services and concluded the list had all necessary components. A pricing request was then sent to the ten (10) Dealers listed on the Cisco State of Ohio Department of Administrative Services Cooperative Purchasing Program Contract. We received pricing from six (6) of the dealers, with the lowest cost quote for Network Hardware, Software and five (5) years of maintenance being from Logicalis, of Cleveland, Ohio, in the amount of \$8,961,543.48.

This quote does not include the installation services that will be necessary. Those services are still being defined and will be presented at a future Commission Meeting as a separate resolution. Due to current supply chain delays, many of the items are expected to take longer than 90 days for delivery. We find it in the best interest of the Commission to move forward with the purchase of this equipment, which will allow us to keep our projected installation schedule in place that tentatively would begin this fall and conclude in early Q2 of 2022.

With your permission, would the General Counsel please read the title of the resolution?

General Counsel: Resolution Authorizing the Purchase of Cisco Data Network Hardware and Software and Maintenance Services Under the DAS Cooperative Purchasing Program in the Total Amount of \$8,961,543.48.

Chairman: Any questions or comments?

Dr. Marchbanks: Mr. Chairman and Mr. Pogorelc, thank you. My questions to you in regard to this, is we are having the same problem with deliveries and a lot of this stuff is sitting in ships in Long Beach that we need. You say this is going to buy us ten (10) years future capacity, does this buy anticipate what will be needed for the new toll collection system?

Chief Information Officer: Mr. Chairman and Dr. Marchbanks, this move that we are looking at, when we say ten (10) years capacity, it does account for the Conduent aspect for the toll collection system. It is actually a lot more expansive than what Conduent even asked for. We are looking at beyond the toll collection system for anything else in the future. We are making sure we have that capacity for the next ten (1) years.

Dr. Marchbanks: Of course, we are all concerned about security and resiliency, I take it that this equipment has been vetted to make sure that the needs and resiliency and security are built into what you are purchasing.

Chief Information Officer: Mr. Chairman and Dr. Marchbanks, absolutely. We have a cyber security manager who is onboard with us and has helped review the equipment that is on this list, as well as working with the Cisco team. Part of the building materials, if we get really into the weeds of it, there are some replacement of some of the security devices that run into the backend of our network as part of that ethernet network. So, all of that will be upgraded to a supported standard. We also look at the five (5) years of software support that allows us to get those updates as we need them over the next five (5) years from Cisco.

Chairman: You said that there is other things that need to be purchased. Do you have an idea of how much that will be?

Chief Information Officer: Mr. Chairman, we do have a ballpark estimate that our engineers have been able to provide us at this time. But we are still working through the installation services. It is just the installation component. We feel very comfortable that the hardware is actually addressed in this purchase and it is really just the installation components that we are continuing to finalize. There are a couple items that we are working on with kind of day

two (2) support in the handoff of this network from the installers onto our team to make sure they have the appropriate training. It will slightly affect the number, but I do have a number that I can share with you.

Director Ahmed: Mr. Chairman, we actually spent a lot of time on this resolution because of the dollar amount and because of the fact that they are parting it out in terms of purchasing equipment and also then seeking the services of an installer and through all of these conversations we have a new expert, our CFO actually knows all about the broadband applications, which he was explaining to me in a conversation early on!

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

MOTION: A motion to adopt *Resolution Authorizing the Purchase of Cisco Data Network Hardware and Software and Maintenance Services Under the DAS Cooperative Purchasing Program in the Total Amount of \$8,961,543.48* was made by Mr. Coviello, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 37-2021.

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

Chief Information Officer: The second resolution is for Licensing, Support and Maintenance for Microsoft Products from the Ohio Department of Administrative Services.

In October of 2015, the Commission passed Resolution 45-2015 authorizing the purchase of Licensing, Support and Maintenance for Microsoft Products (Office 365) for all Commission employees from the State of Ohio's Department of Administrative Services and the Office of Information Technology through a continuing Memorandum of Understanding (MOU).

Fees were assessed on a quarterly basis for the actual usage at the applicable annually approved Office of Budget and Management (OBM) pass-through rates for licensing and administration.

Recently, the Department of Administrative Services decided to move away from the use of Memoranda of Understanding with agencies for these types of licenses and service offerings. These offerings have now been included in a Rated Services Catalog attached to the annually approved OBM rates. This allows for more flexibility as product names, offerings, licensing levels and quantities can change, which previously necessitated a MOU be rewritten or adjusted.

Since our onboarding to the State of Ohio's Office 365 Tenant in late 2015, we have been very pleased with the overall services provided, have benefited from greater connectivity with other agencies within the State, been able to utilize additional services provided by the Office of Information Security and Privacy, benefited in reduced pricing and upgrades to our base licensing that the volume reductions have provided, and taken advantage of the ability to connect directly with Microsoft Product Specialists for training and support. We utilized these very specialists for Teams training and took advantage of assistance that they were able to provide to produce our Monthly Commission Meetings using Teams Live Event functionality during our response to the

COVID-19 pandemic. We continue to look at new ways that we can leverage our existing Office 365 licensing to lower other operating costs as new products are added to our entitlement.

In reviewing the changed DAS approach and the prior resolution with the General Counsel, it became clear that our best course of action was to present this resolution to reaffirm the licensing and administration expenditure for a five (5) year period as we plan to continue utilizing these service offerings from the Department of Administrative Services Office of Information Technology.

Using the approved fiscal year 2021 rates, and the anticipated licensing and administrative fee increases based on previous patterns for the next four years, as well as current and estimated Commission employee counts. I am seeking approval for the expenditure of funds with the State of Ohio's Department of Administrative Services and its Office of Information Technology for furnishing the Commission with the necessary Microsoft Licensing, as offered in the Department of Administrative Services Rated Services catalog, for the next five (5) years in the not-to-exceed amount of \$1,600,000.00.

With your permission, would the General Counsel please read the title of the resolution?

General Counsel: Resolution Authorizing the Purchase of Licenses, Support and Maintenance of Microsoft Products Under the DAS Cooperative Purchasing Program in the Total Amount Not-to-Exceed \$1,600,000.00.

Chairman: Any questions?

Dr. Marchbanks: We, of course, at the Ohio Department of Transportation have to deal with the Microsoft upgrades. This covers everything that will happen over the next five (5) years, but it does not have to be up the \$1.6 million? It could be less than that?

Chief Information Officer: Mr. Chairman and Dr. Marchbanks, that is correct. We will be billed on our actual usage. We are estimating the cost that DAS is going to pass forward to us.

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

MOTION: A motion to adopt *Resolution Authorizing the Purchase of Licenses, Support and Maintenance of Microsoft Products Under the DAS Cooperative Purchasing Program in the Total Amount Not-to-Exceed \$1,600,000.00* was made by Secretary-Treasurer Barber, seconded by Dr. Marchbanks, and approved by all Commission Members present. Resolution No. 38-2021.

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

Chief Information Officer: That completes my report, Mr. Chairman.

Chairman: We will move on to the Director of Administration, Matthew Cole.

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

My resolution seeks authorization for payment of mobile drug and alcohol testing services to Safety Controls Technology (“SET”), of Middleburg Heights, Ohio, in the amount of up to a maximum of \$250,000.00. On March 22, 2021, the Commission issued a Request for Proposals, No. 4-2021, to select a company to perform mobile drug and alcohol testing services for an initial agreement of two (2) years, which may be extended for one (1) additional two (2) year period. On April 21, 2021, one (1) company submitted a proposal to provide the services. An evaluation team that consisted of the Director of Administration, the Human Resources Manager, and two (2) Human Resources Generalists conducted a technical and then a subsequent fee proposal review. As a result of the process, the team concluded that the proposal submitted by the incumbent SET will continue to deliver the best results in terms of service and price and recommends an agreement be entered into with SET for an initial term of two (2) years with a cost of up to \$125,000.00 with one (1) additional two (2) year term at a cost of up to \$125,000.00, which is an estimated aggregate maximum total of up to \$250,000.00. SET is a female owned SBE company located in Middleburg Heights, Ohio. With your permission, will the General Counsel please read the title of the resolution.

General Counsel: Resolution Authorizing Agreement with Safety Controls Technology, Inc. for Mobile Drug and Alcohol Testing Services in the Maximum Amount of \$250,000.00.

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

MOTION: A motion to adopt *Resolution Authorizing Agreement with Safety Controls Technology, Inc. for Mobile Drug and Alcohol Testing Services in the Maximum Amount of \$250,000.00* was made by Chairman Hruby, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 39-2021.

Chairman: The resolution passes unanimously. Thank you, Mr. Cole. Anything further?

Director of Administration: That completes my report, Mr. Chairman.

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

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

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike since the beginning of 2019. Passenger car vehicle miles traveled were up 76.2% from May of last year but down 7.3% from May of 2019.

Commercial traffic continued to increase and was up 25.7% from May of last year and up 7.7% from May of 2019. There were two more weekdays in May of 2019 than there were this year. The increase in commercial traffic combined with the toll rate increases caused commercial vehicle toll revenues to increase 27.8% from May of last year and 13.6% from May of 2019.

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 \$24.8 million or 24.3% above the amount from last year and \$8.2 million or 6.9% above the amount from 2019.

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 \$11.7 million or 9.4% above budget and \$25.0 million or 22.4% more than last year. Total revenues are higher than budget due primarily to higher than budgeted toll and other revenues. commercial traffic was higher than projected.

The revenue increase from last year is primarily due to higher toll and concession revenues due to the recovery from the pandemic from last year. Investment income is lower due to the decline in interest rates.

Expenditures for operation, maintenance and administration for the first five months of the year were \$7.1 million or 12.5% lower than budgeted and \$526,000.00 or 1.0% lower than last year. Most of the savings from budget were related to lower snow and Ice removal cost due to the mild winter this year, lower outside service costs, lower utility expense, lower fringe benefit costs and lower maintenance and toll collector wage cost. Most of the decrease in costs from last year are due to lower maintenance and toll collector wage and fringe benefit costs partially offset by higher snow and ice removal costs and higher credit card fees. Debt service payments are \$1.4 million lower than budget and \$6.2 million higher than last year. Debt service payments are higher than last year due to the issuance of the 2021 Senior Lien Bonds in February of this year.

After paying our operating expenses and debt service, the balance of the revenue is used to fund our 2021 capital expenditures. \$39.4 million was transferred to our capital funds in the first five months of the year which is \$20.3 million higher than budget. That completes my review of the financial results for the first five months of the year. 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 2020 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 \$136.7 million for the first five (5) months of this year. To be conservative, I used our budgeted revenues to estimate the pledged revenues for the last seven (7) months of 2021 at about \$198.9 million. This yields estimated gross pledged revenues for calendar year 2021 of \$335.6 million. The data in the first column on the bottom of this slide shows our actual pledged revenues of \$136.7 million for the first five (5) months of this year. To be conservative, I used our budgeted

revenues to estimate the pledged revenues for the last seven months of 2021 at about \$198.9 million. This yields estimated gross pledged revenues for calendar year 2021 of \$335.6 million.

The calculations on the next two slides demonstrate that based on our projected pledged revenues for 2021 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 "AA" 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 bond issuances, we have 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: Any questions? 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 Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 40-2021.

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

DED/CFO/Comptroller: The next resolution for your consideration is a Resolution approving the selection of Huntington Merchant Services LLC to perform credit card processing services.

The Commission utilizes a credit card processor to provide an interface between its various points-of-sale, the credit card networks and ultimately the issuing banks. The agreement with the Commission's current credit card processor will expire on January 31, 2022. However, since the Commission will be replacing the in lane credit card readers over the next year as part of the new

toll system, earlier conversion to a new credit card processor as the new toll lanes are installed will be more cost effective.

A Request for Proposals to provide credit card processing services was issued on January 8, 2021. Nine (9) proposals were timely received in response to this RFP.

An Evaluation Committee consisting of the Director of Audit and Internal Control, the Chief Information Officer, the Assistant Comptroller, and myself reviewed the proposals. The Staff Attorney also performed a review of the proposals for compliance with legal requirements.

The Evaluation Committee was unanimous in its view that the best Technical Proposal was submitted by Huntington Merchant Services, LLC. Huntington uses Fiserv Corporation for its payment processing which is the largest payment processor in the United States. Fiserv currently processes credit card transactions for three (3) other large toll agencies and has 880 employees in Ohio. Fiserv also owns CardConnect, which provides credit card tokenization services to the Commission's recently implemented customer service center software. Huntington Bank is also the Commission's current depository bank which will enable the Commission to receive deposits for credit card transactions on the next business day.

Following review of the Price Proposals, the Evaluation Committee negotiated the proposed rates with Huntington and Fiserv. The negotiated Price Proposal of \$0.019 per credit card authorization plus a pass through of interchange fees, is less than half of the \$0.04 per transaction plus a pass through of interchange fees charged by the Commission's current provider. This equates to an estimated annual savings of at least \$170,000 per year.

Based upon the fact that the Evaluation Committee unanimously ranked Huntington Merchant Services, LLC as having submitted the best Technical Proposal, and having submitted an acceptable Price Proposal, it is recommendation that Huntington Merchant Services, LLC be awarded the contract for credit card processing services in accordance with the RFP, and their response on February 15, 2021. This contract shall be for the term of three years with the option for three (3) two-year extensions.

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

General Counsel: Resolution Authorizing Agreement with Huntington Merchant Services LLC for Credit Card Processing Services for the Estimated Annual Fee of \$5,750,000 for Three Years with the Option to Renew for Three Additional Two-Year Terms.

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

MOTION: A motion to adopt *Resolution Authorizing Agreement with Huntington Merchant Services LLC for Credit Card Processing Services for the Estimated Annual Fee of \$5,750,000 for Three Years with the Option to Renew for Three Additional Two-Year Terms* was made by Secretary-Treasurer Barber, seconded by Dr. Marchbanks, and approved by all Commission Members present. Resolution No. 40-2021.

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

DED/CFO/Comptroller: One last item, we have completed our Annual Comprehensive Financial Report for 2020. You should have received a copy in your meeting materials, along with reports from our auditors on internal control and compliance with our debt covenants. At this time, I would like to introduce Keith Martinez and Danny Sklenicka, the Engagement Partner and the Engagement Senior Manager for our independent public accountant, Plante Moran, who will discuss the results of our audit of our financial statements.

Mr. Martinez: Good morning. My name is Keith Martinez and I am the Engagement Partner for the Annual Financial Statement Audit. This is the fifth year that Plante Moran has served as the external audit firm the Commission. With me is Danny Sklenicka, Senior Manager, and we both have been involved for all five years of the contract.

We did communicate the audit plan and scope at the onset of the audit. We were able to execute that audit as planned so there were no significant deviations from the audit process. All deadlines were met despite a minimal disruption from the pandemic. We did submit the report to the Auditor of State as required and that has since been approved and certified by the Auditor of State, which is excellent news. We issued a “Clean Opinion” which is the highest level of assurance that we can provide. With that, I will turn it over to Danny to provide a few comments with respect to post-audit communications.

Mr. Sklenicka: Good morning, Commission Members. We did complete our audit plan as communicated in December that was approved by the Auditor of State, no comments no findings. As part of the audit process, we have to communicate any significant findings that we had during the audit I am pleased to report that we had no findings, no audit adjustments, and that also includes the review of the Master Trust Agreement and the calculations for that as well. We did not have any audit adjustments, so the numbers that Marty has been presenting, we had no adjustments to those for December 31, 2020. As Keith indicated, we did complete the audit on time and on budget as we had intended. We want to recognize Marty, Dave, Lisa and their team. This audit was completed 100% remotely due to the pandemic and still had everything on time s planned and consistent with prior years. Again, we appreciate all of the cooperation of the Commission, as well as the Ohio Turnpike and its staff. At this time, I would be happy to answer any questions on the financial statements.

Chairman: Thank you very much. We appreciate your fine work and we thank you on behalf of the staff for the courtesies that you extended. I appreciate your positive comments about staff and about how they did cooperate with you.

We will now move on to the report of the Ohio State Highway Patrol, Staff Lieutenant William Haymaker.

Staff Lieutenant Haymaker: Good morning, Mr. Chairman and Commission Members. I have three items to share with you this morning.

On May 26, 2021, Trooper Diep Pham and Trooper Joshua Cross, of the Hiram Post, went to the Streetsboro Elementary School to read to the students. They talked about traffic safety and wearing their seatbelts while riding in the car. We are starting to pick up these opportunities to go into the schools again. For a long time, we were not able to do that because of COVID.

On Monday, June 8, 2021, the Cleveland Dispatch Center advised Trooper, of the Hiram Post, of a reckless vehicle traveling eastbound on the Ohio Turnpike near Milepost 99. Trooper Geib was able to measure the vehicle's speed at 142 MPH. He attempted to catch up to the vehicle but saw it far ahead passing on the berm. Moments later the vehicle went off the right side of the roadway before the toll booth near Exit 209. The driver fled the area on foot and was later located at the Marathon gas station in Braceville Township. During the search for the driver, units received information that the vehicle was involved in a carjacking in Bath Township. The suspect was found to have credit cards belonging to the carjacking victim and suspected heroin in his pockets. He was arrested and incarcerated for receiving stolen property and other traffic related charges.

On June 3, 2021, the Milan Post received a call of a stolen vehicle that was eastbound on the Turnpike near Milepost 51. The vehicle was actively being tracked by GPS by the owner. Trooper Vanderford located the vehicle eastbound near Milepost 102 and followed the vehicle until another unit arrived. He initiated a traffic stop and while Trooper Vanderford gave verbal commands to the driver the vehicle fled and a pursuit ensued. Trooper Kaczmarzky was able to stop stick the vehicle which then went off the right side of the roadway and struck a guardrail. The suspect fled on foot. We were not able to locate the suspect. However, they do have leads on who the suspect is. While completing a vehicle inventory, a loaded firearm was seized. The case remains under investigation.

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

Chairman: Thank you and your staff for all the fine work you do. I know there was an incident recently that involved some of our officers from Brecksville and they were talking about how professional and what a great job the Trooper did. Thank you very much. Any questions?

Representative Ghanbari: Mr. Chairman and Staff Lieutenant Haymaker. First, thank you Staff Lieutenant for being here and for the update. As the newly appointed legislative member of the Commission, I have a few quick questions for you. If you do not have the answers for these, that is okay I can touch base with you later.

Do you have an estimate on what the average response time is to a call on the Turnpike?

Staff Lieutenant Haymaker: I do not have that. We have looked at that recently, probably about two to three months ago. I don't have it off the top of my head. I know we do look at that periodically. It is a very hard thing to gauge because there is so many different types of incidents that happen on the Turnpike. So, if you are talking about an incident that happens at a travel plaza, maybe a domestic violence or something like that, there is going to be a pretty quick response. As far as a crash, there is going to be a pretty quick response. But maybe there is an incident that would be created and put into our CAD system, dispatched to a Trooper for maintenance worker who may have found a wallet at a travel plaza. That is probably not going to

be a very quick response, but that would all be in that average of response time. So, those are things to consider for that. It may be something that we can look at, specifically crash response times or something like that.

Representative Ghanbari: So, the Chairman had mentioned in his other role as the Mayor of Brecksville that some of his Officers were very supportive and thankful for what you all are doing. Does the Patrol's function on the Turnpike, do you have existing mutual aid agreements with other agencies that would have easy access to get onto the Turnpike?

Staff Lieutenant Haymaker: We make sure and I know I work with Cory Skoczen quite a bit on access to the Turnpike for other agencies. There may be an agency that is asking for a transponder and usually I am checking with that local post and Sergeants to make sure that agency is one that routinely does respond to things on the Turnpike for us and with us, so as far as mutual aid it is probably not like a Brecksville PD, where they actually have a mutual aid agreement, there is probably some type of writing document or something. We do not actually have that on the Patrol, it is more a just verbal agreements, nothing really written or a contract or anything like that.

Representative Ghanbari: A couple others, Staff Lieutenant, if I may. It is my understanding on the State routes and other highways outside of the Turnpike that throughout the timespan of COVID, and you gave this in your update that the Trooper clocked someone at 142MPH, did the Turnpike see increases in speed during the COVID pandemic and was there a correlation between traffic accidents, I think on our other roadways in the state that accidents went down, but the number of fatalities went up due to the increase in speed. Did you see any similar situations like that on the Turnpike.

Staff Lieutenant Haymaker: Yes, we did. It would actually probably match what we were seeing at the field post and I reported that pretty often throughout last on the high speeds that we were getting. We still get them. Quite often our aviation is able to come out on the Turnpike and work with our Troopers. It is still amazing to see some of the speeds that we are seeing. I will tell you as traffic volumes are almost back to normal from the weekly reports we receive outside of the Turnpike and traffic volumes are back up it seems like. Our high speeds are not quite as what they were previously, so I feel those are coming down and we have made it a priority over the last year, once we recognized that, exactly what you are identifying, once we recognized it, we made that a priority just writing speeding tickets. For a long time, speeding tickets really weren't a priority of the Patrol. It was a lot of the criminal stuff, the failure to yields, distracted driving, and we definitely wrote a lot of speeding tickets, but now we a kind of like '*hey, this a real problem*' and the Patrol has made that a priority to bring down those speeds.

Representative Ghanbari: Last question, Mr. Chairman. I know also across the state, that Patrol is losing approximately six to seven Troopers a month through attrition or folks leaving law enforcement to go into other career professions, so to echo what the Chairman said, thank you very much to the women and men in uniform that serve this great state. How many Troopers do you have assigned to the three different posts that have the responsibility. If you do not have the number now, that is fine.

Staff Lieutenant Haymaker: It is around sixty-three, I believe. It is somewhere around the number for uniformed on the Turnpike.

Representative Ghanbari: Is that a good number for the Patrol to have on the Turnpike?

Staff Lieutenant Haymaker: We like to have around 18 or 19 Troopers at each of those posts and there is two of them that are possibly, I think they are down to 15 or 16 right now and the other one has 17. So, we are definitely down on the Turnpike, but I will tell you is that the three posts on the Turnpike individually have more Troopers at them than probably 99% of the field posts in the state. For instance, the Ashland Post has 11, the Akron Post has 13, the Canton Post is actually down to 16 Troopers and they handle about 2,000 crashes a year, the Cleveland Post is down to 13 Troopers. So, compared to the other field posts in the state, the three Turnpike posts actually have more Troopers than 99% of them.

Representative Ghanbari: Thank you very much.

Chairman: If I may, regarding the mutual aid, that is correct, we do not have a written policy, but we provide, as well as all of the communities do along the Turnpike, ambulance service, fire service, but also in law enforcement issues. We have no problem getting on and off. We were called recently to assist in the search of a vehicle. The Troopers were busy and they needed someone to help the Trooper make the search of a car with probable cause, so we responded to that. It is a great working relationship with the Ohio State Highway Patrol, they have been seen up and down then interstates helping to monitor traffic and when we have a major crash, a fatality, or major injury crash, they are always there to assist all of our departments. They lend their expertise when needed. They come when requested and they don't push themselves upon any law enforcement agency. They are there to assist and we appreciate that very much.

Staff Lieutenant Haymaker: Thank you, Mr. Chairman.

Chairman: I move that we hold an Executive Session to discuss legal advice under the provisions of Ohio Revised Code Section 121.22(G)(5). At the end of such Executive Session, the Commission shall resume its open meeting. May I have a second?

11:38 a.m. - MOTION: A motion to adjourn into Executive Session was made by Chairman Hruby, seconded by Dr. Marchbanks, and approved by all Commission Members present.

Chairman: I move that we conclude the Executive Session pursuant to the provisions of Ohio Revised Code Section 121.22(G)(5) and resume the open meeting of the Commission.

12:46 p.m. - MOTION: A motion to adjourn Executive Session was made by Chairman Hruby, seconded by Mr. Coviello, and approved by all Commission Members present.

Chairman: It is 12:46 p.m. and we are adjourned from Executive and will resume the Commission Meeting. The next meeting shall be held on Monday, July 19, 2021, at 10:00 a.m. here at the Commission Administration Building located in Berea, Ohio.

If there is no further business, I will accept a motion to adjourn the 686th Commission Meeting.

MOTION: A motion to adjourn the 686th Commission Meeting is made by Dr. Marchbanks, seconded by Mr. Coviello, and unanimously approved by all Commission Members present.

Time of adjournment: 12:47 p.m.

Attendees for Record Keeping Purposes:

Commission Members: Chairman Jerry Hruby; Secretary-Treasurer Sandra Barber; Commission Member Guy Coviello; Commission Member Dr. Jack Marchbanks; Office of Budget and Management Representative James Kennedy; and Representative Haraz N. Ghanbari.

Other Attendees: Keith Martinez, Plante Moran; Danny Sklenicka, Plante Moran; Jacob Siesel, IUOE Local 18; Maureen Shildwachter, Huntington; Maureen Murman, Huntington; Jon Lorincz, AECOM; Keith Westover, Huntington; Harold Hughes, GSI; Ed Adamczyk, Arcadis; Ferzan M. Ahmed, P.E., Executive Director, Ohio Turnpike; Jennifer Stueber, Ohio Turnpike; Marty Seekely, Ohio Turnpike; Laurie Davis, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Diana Anthony, Ohio Turnpike; David Miller, Ohio Turnpike; Chris Matta, Ohio Turnpike; Aimee Lane, Ohio Turnpike; Raghda Suwi, Ohio Turnpike; Matt Cole, Ohio Turnpike; Chriss Pogorelc, Ohio Turnpike; Brian Newbacher, Ohio Turnpike; Joseph Mannion, Ohio Turnpike; and Adam Greenslade, Ohio Turnpike.

Approved as a correct record of the June 21, 2021 Meeting of the Ohio Turnpike and Infrastructure Commission

Sandra K. Barber, Secretary-Treasurer

EXHIBITS

1. Resolution No. 32-2021 – Resolution Rejecting the Sole Bid Received on Project No. 58-21-02
2. Resolution No. 33-2021 – Resolution Approving the Selection of Kokosing Construction Company, Inc. for Project No. 59-21-03 for the Total Amount of \$3,697,200.56
3. Resolution No. 34-2021 – Resolution Authorizing Arcadis U.S. Inc. to Perform Task 4 Services Under Project No. 71-19-07 in the Aggregate Not-To-Exceed Amount of \$1,776,895.79
4. Resolution No. 35-2021 – Resolution Approving the Selection of Mosser Construction for Project No. 70-21-01 for the Total Amount of \$2,398,558.00
5. Resolution No. 36-2021 – Resolution Authorizing Stantec Consulting Services, Inc. to Perform Toll Collection System Project Management Services – Task 5 – Support Services for Integration of the Toll Collection System with the Customer Service Center and Unpaid Toll Processing System Under Project No. 71-19-10 in the Increased Not-To-Exceed Amount of \$3,526,500.00
6. Resolution No. 37-2021 – Resolution Authorizing the Purchase of Cisco Data Network Hardware and Software and Maintenance Services Under the DAS Cooperative Purchasing Program in the Total Amount of \$8,961,543.48
7. Resolution No. 38-2021 – Resolution Authorizing the Purchase of Licenses, Support and Maintenance of Microsoft Products Under the DAS Cooperative Purchasing Program in the Total Amount Not-to-Exceed \$1,600,000.00
8. Resolution No. 39-2021 – Resolution Authorizing Agreement with Safety Controls Technology, Inc. for Mobile Drug and Alcohol Testing Services in the Maximum Amount of \$250,000.00
9. Resolution No. 40-2021 – 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
10. Resolution No. 41-2021 – Resolution Authorizing Agreement with Huntington Merchant Services LLC for Credit Card Processing Services for the Estimated Annual Fee of \$5,750,000 for Three Years with the Option to Renew for Three Additional Two-Year Terms

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Rejecting the Sole Bid Received on Project No. 58-21-02

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published a notice in accordance with law to advertise an invitation to bid on a contract to construct a new mainline toll plaza facility, utility buildings, toll booths and canopies at Milepost 211 in Trumbull County, Ohio and toll booth renovations at Milepost 239 in Mahoning County, as part of the Commission’s Toll Collection System Modernization, and designated as Project No. 58-21-02 (the “Project”); and

WHEREAS, the Commission received one bid to perform the Contractor’s obligations on the Project, and the Acting Chief Engineer’s report analyzing the sole bid is before the Commission; and

WHEREAS, Section 5547.07(A) of the Ohio Revised Code, as well as the Instructions to Bidders, provide that the Commission may reject any and all bids; and

WHEREAS, the Acting Engineer and Highway Projects Engineer report that the sole bid received is 35.4% above the Engineer’s Estimate and because the sole bid is such a high percentage above the Engineer’s Estimate, they recommend that the Commission reject the bid and rebid the Project; and

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

WHEREAS, the Commission has duly considered said recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the sole bid received in response to Project No. 58-21-02 is rejected.

(Resolution No. 32-2021 adopted June 21, 2021)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Kokosing Construction Company, Inc. for Project No. 59-21-03 for the Total Amount of \$3,697,200.56

WHEREAS, the Commission published notice in accordance with law advertising its invitation to bid upon a contract for Repairs, Resurfacing, and Weight in Motion, Eastbound and Westbound Roadways, at Milepost 79.8, Milepost 141.1, and Milepost 198.6, in Ottawa, Lorain and Portage Counties, Ohio, designated as Project No. 59-21-03 (hereinafter the “Project”); and

WHEREAS, the Commission received one (1) bid to perform the Contractor’s obligations on the Project; and

WHEREAS, the lone bid is in excess of ten percent (10%) above the Engineer’s estimate and, pursuant to Article V of the Instructions to Bidders, the Commission must convene a Construction Contracts Award Committee (“CCAC”) to determine if the bid prices are within reasonable conformance with the Engineer’s estimate and a bid price may be accepted by the Commission upon a recommendation by the Committee; and

WHEREAS, the CCAC met on June 14, 2021 and after considering the Commission consultant’s evaluation memorandum and the Engineering staff’s recommendation, the CCAC determined that the apparent low bid submitted by Kokosing Construction Company, Inc. (“Kokosing”), of Elyria, Ohio, is within reasonable conformance with the Engineer’s estimate and should be accepted; and

WHEREAS, the CCAC reports that Kokosing submitted the apparent low bid on the Project in the total bid amount of \$3,697,200.56 which it recommends the Commission accept and approve authorization for the Executive Director to award; and

WHEREAS, the Staff Attorney determined that bids for the Project were solicited on the basis of the same terms and conditions and the same specifications, that selecting the bid of Kokosing conforms to the requirements of Ohio Revised Code Sections 153.54, 5537.07 and 9.312, and Kokosing submitted a performance bond with good and sufficient surety; and

WHEREAS, the Office of Equity and Inclusion Manager has found that Kokosing has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project and has made a commitment to meet the SBE participation goal of 10% for the Project; and

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

WHEREAS, the CCAC recommends the Commission select Kokosing as the lowest responsive and responsible bidder for the Project; and

WHEREAS, the Commission's Executive Director concurs with the CCAC's recommendation that the Commission approve the award of the Project to Kokosing as the lowest responsive and responsible bidder; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the bid of Kokosing Construction Company, Inc. for Project No. 59-21-03 in the amount of \$3,697,200.56 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 has the authority under Article V, Section 1.00 of the Code of Bylaws to approve such extra work or change orders under said Contract that does not exceed ten percent of the approved contract amount or the Executive Director's contracting authority and which is a result of an increase in the planned quantities, newly mandated requirements that did not exist at the time of original contract award, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the Project or increase its costs.

(Resolution No. 33-2021 adopted June 21, 2021)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Arcadis U.S. Inc. to Perform Task 4 Services Under Project No. 71-19-07 in the Aggregate Not-To-Exceed Amount of \$1,776,895.79

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

RESOLUTION	DATE ADOPTED	SCOPE OF SERVICES	AMOUNT AUTHORIZED
Approved by Deputy Executive Director	August 13, 2019	Task 1 services under Project No. 71-19-07, including plan review, field verification and as-built drawing plan development for 20 toll plazas	\$119,232.74
58-2019	November 18, 2019	Task 2 services under Project No. 71-19-07, including environmental support and permitting, field survey, geotechnical investigation, design, and plan preparation for the addition of a lane at Toll Plaza 64 and Toll Plaza 152	\$441,727.15
66-2020	October 19, 2020	Additional Task 2 services under Project No. 71-19-07, including adding to the plans the process for draining down an adjacent borrow-pit pond at Toll Plaza 64, and upgrades at Toll Plaza 64 and Toll Plaza 152 consistent with the Commission’s contract with a Toll Collection System integrator	\$170,256.00
80-2020	December 21, 2020	Task 3 services under Project No. 71-19-07, including preparation of construction plans, specifications, and construction estimates for bidding purposes for Toll Plazas 52 through Toll Plaza 209 (excluding Toll Plaza 64 and Toll Plaza 152)	\$755,368.18
TOTAL:			\$1,486,584.07

WHEREAS, Arcadis submitted a fee proposal dated June 10, 2021 for Task 4 services which include Construction Administration and Inspection Services for Project No. 59-21-03, Repairs, Resurfacing and Weigh in Motion, Eastbound and Westbound Roadways, Milepost 79.8,

Milepost 141.1, Milepost 198.6, Ottawa, Lorain and Portage Counties, as part of the TCS Project (“Task 4 Services”), in the not-to-exceed amount of \$290,311.72 which amount the Acting Chief Engineer has deemed to be reasonable and necessary; and

WHEREAS, the amount set forth in the fee proposal from Arcadis, dated June 10, 2021, to perform the Task 4 Services will increase the contract by an amount that exceeds the Executive Director’s contracting authority under Article V, Section 1.00 of the Commission’s Code of Bylaws, and Commission approval is necessary to authorize the amendment of the Agreement incorporating the fee proposal; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Acting Chief Engineer and approves the recommendation to authorize Arcadis to perform the Task 4 Services under Project No. 71-19-07; and

WHEREAS, the Commission has duly considered such recommendation.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the proposal from Arcadis dated June 10, 2021 to perform Task 4 Services, specifically described in the recitals, under Project No. 71-19-07 in the not-to-exceed amount of \$290,311.72 is approved, and the Executive Director is authorized to amend the Agreement with Arcadis to perform such additional work in accordance with the terms and conditions of the existing Agreement and Arcadis’s fee proposal dated June 10, 2021, in the aggregate not-to-exceed amount of \$1,776,895.79.

(Resolution No. 34-2021 adopted June 21, 2021)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Mosser Construction for Project No. 70-21-01 for the Total Amount of \$2,398,558.00

WHEREAS, the Commission published notice in accordance with law advertising its invitation to bid upon a contract for an Eastbound and Westbound slope repair from Milepost 73.80 to Milepost 74.00, in Wood County, Ohio, designated as Project No. 70-21-01 (hereinafter the “Project”); and

WHEREAS, the Commission received five (5) bids to perform the Contractor’s obligations on the Project and the report of the Commission’s Acting Chief Engineer concerning the review and analysis of the bids is before the Commission; and

WHEREAS, the Acting Chief Engineer reports that Mosser Construction, Inc. (“Mosser”), of Fremont, Ohio, submitted the apparent low bid on the Project in the total bid amount of \$2,398,558.00 which he recommends the Commission accept and approve authorization for the Executive Director to award; and

WHEREAS, the Staff Attorney has determined that bids for the Project were solicited on the basis of the same terms and conditions and the same specifications, that selecting the bid of Mosser conforms to the requirements of Ohio Revised Code Sections 153.54, 5537.07 and 9.312, and Mosser submitted a performance bond with good and sufficient surety; and

WHEREAS, the Office of Equity and Inclusion has found that Mosser has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project and has made a commitment to exceed the SBE participation goal of 5% for the Project by making a commitment of 8%; 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 the Project that will exceed \$150,000.00; and

WHEREAS, the Acting Chief Engineer recommends the Commission select Mosser as the lowest responsive and responsible bidder for the Project; and

WHEREAS, the Commission’s Executive Director concurs with the Acting Chief Engineer’s recommendation that the Commission approve the award of the Project to Mosser as the lowest responsive and responsible bidder; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the bid of Mosser Construction, Inc. for Project No. 70-21-01 in the amount of \$2,398,558.00 is approved as the

lowest responsive and responsible bid received and the Executive Director is authorized to execute a contract based on said bid; and

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

(Resolution No. 35-2021 adopted June 21, 2021)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Stantec Consulting Services, Inc. to Perform Toll Collection System Project Management Services – Task 5 – Support Services for Integration of the Toll Collection System with the Customer Service Center and Unpaid Toll Processing System Under Project No. 71-19-10 in the Increased Not-To-Exceed Amount of \$3,526,500.00

WHEREAS, the Commission selected Stantec Consulting Services, Inc. (“Stantec”) to perform project management services for the Toll Collection System Modernization (the “TCS Project”) pursuant to the adopted resolutions, on the dates noted and for the scope of work identified below:

RESOLUTION	DATE ADOPTED	SCOPE OF SERVICES	AMOUNT AUTHORIZED
48-2019	October 21, 2019	Task 1 and Task 2 services under Project No. 71-19-10	\$500,000.00
38-2020	May 18, 2020	Task 3 services under Project No. 71-19-10, including oversight of the development, implementation, testing, installation and integration of the TCS Project over a 3 year period	\$1,955,000.00
65-2020	October 19, 2020	Task 4 – Year 2 Onsite Services under Project No. 71-19-10	\$322,500.00
		CURRENT TOTAL: (without Task 5 Services)	\$2,777,500.00

WHEREAS, the Deputy Executive Director/CFO and Director of Audit and Internal Control have determined that the next phase of services for the Project is Task 5;

WHEREAS, Stantec has submitted a fee proposal dated May 28, 2021, to provide services for the management and coordination of the integration of the new TCS with the new Customer Service Center (CSC) deployed on February 15, 2021 (known as CSC Phase 2) through June 2023, support for the remaining CSC Phase I implementation and acceptance activities, image review implementation services, print house services procurement and implementation, and collection services procurement and implementation (“Task 5 Services”), in the not-to-exceed amount of \$749,000.00, which amount the Deputy Executive Director/CFO and Director of Audit and Internal Control have deemed to be reasonable and necessary; and

WHEREAS, Stantec’s fee proposal further provides for the following:

- 3,600 hours of assistance by Stantec personnel over a two-year period;
- The budget for said Task 5 Services is **\$749,000.00**, which is based on 3,600 billable hours multiplied by the hourly rates as listed below:
 - Project Principal, 48 hours x \$258.00 per hour

- Project Manager, 768 hours x \$236.00 per hour
 - Senior Toll Specialist, 192 hours x \$225.00 per hour
 - Senior Toll Consultant, 2,400 hours x \$200.00 per hour
 - Toll Planner, 192 hours x \$108.00 per hour; and
- Out-of-Pocket Costs totaling \$11,600.00.

WHEREAS, the amount set forth in the fee proposal from Stantec, dated May 28, 2021, to perform Task 5 will increase the contract by an amount that exceeds the Executive Director's contracting authority under Article V, Section 1.00 of the Commission's Code of Bylaws, and Commission approval is necessary to authorize the Acting Chief Engineer to issue an assignment letter to Stantec for Task 5 services incorporating the Task 5 scope of services and approved fee proposals; and

WHEREAS, the Acting Chief Engineer has reviewed the recommendation submitted by the Deputy Executive Director/CFO/Comptroller and Director of Audit and Internal Control and the Acting Chief Engineer recommends that the Commission authorizes Stantec to perform Task 5 under Project No. 71-19-10; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Deputy Executive Director/CFO and Director of Audit and Internal Control and approves the recommendation to authorize Stantec to perform Task 5 under Project No. 71-19-10; and

WHEREAS, the Commission has duly considered such recommendation.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the proposal from Stantec dated May 28, 2021 to perform Task 5, specifically the services described in the recitals, under Project No. 71-19-10 in the not-to-exceed amount of \$749,000.00 is approved, and the Executive Director or the Acting Chief Engineer is authorized to issue an assignment letter to Stantec to perform such project management services in accordance with the terms and conditions of the existing Agreement and Stantec's fee proposal dated May 28, 2021, resulting in the aggregate not-to-exceed amount of \$3,526,500.00 for Tasks 1, 2, 3, 4 and 5.

(Resolution No. 36-2021 adopted June 21, 2021)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Purchase of Cisco Data Network Hardware and Software and Maintenance Services Under the DAS Cooperative Purchasing Program in the Total Amount of \$8,961,543.48

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, through which members may purchase supplies, services, equipment and other materials in accordance with Ohio Revised Code Section 125.04; and

WHEREAS, the Commission operates a fiber network and an ethernet network to support the operations of the Ohio Turnpike and those networks have been built using Cisco network hardware procured under prior DAS contracts; and

WHEREAS, the Commission’s fiber network was last upgraded in 2010 and the ethernet was last upgraded in 2015; and

WHEREAS, in 2020, the Commission conducted an inspection and report of the existing fiber network and ethernet and identified necessary upgrades in order to better support the Commission’s operations and new Toll Collection System (TCS); and

WHEREAS, the Chief Information Officer and Technology staff researched available options to perform the network upgrades and due to a lengthy lead time on materials and other variables, determined that the most efficient and cost effective approach is to procure the hardware, software and maintenance services under a DAS contract and separately procure the installation services, some of which will be performed by the Commission; and

WHEREAS, the Chief Information Officer and Technology staff has determined that Cisco data network hardware best serves the needs of the Commission; and

WHEREAS, the Chief Information Officer developed a bill of materials for the hardware and software necessary to complete the network upgrades and the hardware and software, including necessary maintenance services, are available for acquisition through the DAS Cooperative Purchasing Program under DAS Contract Schedule No. 033, Index No. 534612-6, through Logicalis of Cleveland, Ohio, in the total amount of \$8,961,543.48; and

WHEREAS, the maintenance services to be obtained under DAS Contract Schedule No. 033, Index No. 534612-6, shall be for a term of 5 years; and

WHEREAS, the Chief Information Officer recommends that the Commission approve the purchase of the Cisco data network hardware and software and maintenance services necessary to

upgrade the fiber network and ethernet to better support Turnpike operations and the new TCS in the total amount of \$8,961,543.48; and

WHEREAS, Commission action is necessary under Article V, Section 1.00 of the Commission's Code of Bylaws because the expenditures required to purchase the Cisco data network hardware and software and maintenance services exceeds \$150,000.00; and

WHEREAS, the Executive Director has reviewed the recommendation of the Chief Information Officer and concurs that the Commission should approve the purchase of Cisco data network hardware and software and maintenance services under the DAS Cooperative Purchasing Program; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the purchase of purchase of the Cisco data network hardware and software and maintenance services necessary to upgrade the Commission's fiber network and ethernet network to better support Turnpike operations and the new TCS from Logicalis, through the DAS Cooperative Purchasing Program under Contract Schedule No. 033, Index No. 534612-6, in the total not-to-exceed amount of \$8,961,543.48, is approved; and

FURTHER RESOLVED, that the Commission finds and determines that that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and that the work to be performed under the contract shall comply with the requirements of the "Director's Amended Order for Social Distancing, Facial Coverings and Non-Congregating," as may be amended from time to time, unless or until such order is lifted entirely; and

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

(Resolution No. 37-2021 adopted June 21, 2021)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Purchase of Licenses, Support and Maintenance of Microsoft Products Under the DAS Cooperative Purchasing Program in the Total Amount Not-to-Exceed \$1,600,000.00

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, through which members may purchase supplies, services, equipment and other materials in accordance with Ohio Revised Code Section 125.04; and

WHEREAS, under Resolution No. 45-2015, adopted on October 26, 2015, the Executive Director was authorized to take action to obtain licenses, support and maintenance of Microsoft products from DAS; and

WHEREAS, in 2015 the Commission entered into a Memorandum of Understanding with DAS and purchased and benefitted from the licenses, support and maintenance of Microsoft products provided and installed as a result thereof; and

WHEREAS DAS no longer utilizes Memoranda of Understanding to administer such licenses, support and maintenance, as the same are now included in a Rated Services Catalog attached to the annually approved OBM Rates which allows for more flexibility as product names, offerings, licensing levels and quantities can change; and

WHEREAS, the Chief Information Officer has determined that continuing with the current licensing and administration of Microsoft products for a five year period best serves the needs of the Commission; and

WHEREAS, the Chief Information Officer has prepared Estimated Costs for said Microsoft products provided to all Commission employees available through the DAS Cooperative Purchasing Program under the Rated Services Catalog, which include rates previously approved by DAS for the remainder of 2021, and based upon which the Chief Information Officer has forecasted rates for years 2022, 2023, 2024, 2025, and 2026 in the total approximate amount of \$1,600,000; and

WHEREAS, the Chief Information Officer recommends that the Commission approve the purchase of licensing, support and maintenance of Microsoft products from DAS, including administrative fees, necessary to support Turnpike operations in an amount not to exceed \$1,600,000.00; and

WHEREAS, Commission action is necessary under Article V, Section 1.00 of the Commission’s Code of Bylaws because the expenditures required to purchase the licensing, support and maintenance of the Microsoft products, including administrative fees, exceeds \$150,000.00; and

WHEREAS, the Executive Director has reviewed the recommendation of the Chief Information Officer and concurs that the Commission should approve the purchase of licenses, support and maintenance of Microsoft products, including administrative fees, under the DAS Cooperative Purchasing Program; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the expenditure of funds under the Rated Services Catalog to the Department of Administrative Services to furnish the Commission with licenses, support and maintenance for Microsoft Products, including administrative fees, in the total not-to-exceed amount of \$1,600,000.00, is approved; and

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

(Resolution No. 38-2021 adopted June 21, 2021)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Agreement with Safety Controls Technology, Inc. for Mobile Drug and Alcohol Testing Services in the Maximum Amount of \$250,000.00

WHEREAS, on March 22, 2021, the Commission issued its Request for Proposals No. 4-2021 (“RFP”) to select a company to perform Mobile Drug and Alcohol Testing Services for an initial agreement term of two years, which may be extended for one additional, two-year period; and

WHEREAS, on April 19, 2021, one company submitted a proposal to provide Mobile Drug and Alcohol Testing Services to the Commission; and

WHEREAS, an Evaluation Team comprised of the Director of Administration, Human Resources Manager, Human Resources Generalist – Benefits Administration and Human Resources Generalist – Employment Services conducted a technical review of the proposal submitted and after scoring the technical proposal, reviewed the fee proposal; and

WHEREAS, as a result of the proposal review process, the Evaluation Team concluded that the proposal submitted by Safety Control Technology, Inc. (“SCT”), of Middleburg Heights, Ohio delivers the best value in terms of service and price and recommends that a contract be entered into with that company for an initial term of two (2) years, with one additional two (2) year renewal term, in the estimated aggregate maximum total amount of \$250,000.00 (or \$125,000.00 per 2-year term); and

WHEREAS, expenditures under the contract to be awarded for Mobile Drug and Alcohol Testing Services will exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws, Commission action is necessary for said award; and

WHEREAS, the Staff Attorney has determined that all legal requirements have been performed and that the aforesaid proposal was solicited on the basis of the same terms, conditions and specifications with respect to all potential respondents, that SCT has provided evidence of its ability to provide all required insurance, and that the Commission may legally enter into an agreement with said company; and

WHEREAS, the Office of Equity and Inclusion Manager determined there were no available companies listed in the DAS or UCP registries and, on this basis, waived the SBE goal for this contract; and

WHEREAS, the Executive Director has reviewed the report of the Evaluation Committee and concurs with the recommendation that the agreement for Mobile Drug and Alcohol Testing Services be awarded to SCT; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, that the proposal submitted by SCT is determined to deliver the best value in terms of service and price in response to the Commission's RFP No. 4-2021 for Mobile Drug and Alcohol Testing Services is hereby accepted; and

FURTHER RESOLVED, that the Executive Director and General Counsel hereby are authorized to: (1) execute a contract with Safety Control Technology, Inc. of Middleburg Heights, Ohio for an initial two-year term in the maximum amount of \$125,000.00, in the form prescribed by the Commission pursuant to the RFP, provided that such changes to the form of agreement may be made when recommended by the Commission's General Counsel (2) renew said contract for one, two-year period, in the maximum amount of \$125,000.00 if determined by the Executive Director to be in the best interest of the Commission; and (3) take any and all action necessary or proper to carry out the terms of said contract; and

FURTHER RESOLVED, that the Executive Director has the authority under Article V, Section 1.00 of the Code of Bylaws to approve such extra work or change orders under said contract that does not exceed ten percent of the approved contract amount or the Executive Director's contracting authority and which is a result of an increase in the planned quantities, newly mandated requirements that did not exist at the time of original contract award, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the project or increase its costs.

(Resolution No. 39-2021 adopted June 21, 2021)

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 2021 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 2021 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. 40-2021 adopted June 21, 2021)

**TRUST AGREEMENTS SECTION 4.04
ESTIMATED CALCULATIONS FOR YEAR ENDING DECEMBER 31, 2021**

REQUIREMENT I

GROSS PLEDGED REVENUES:		
ACTUAL FOR 1ST FIVE MONTHS OF YEAR	\$ 136,705,554	
ESTIMATE FOR LAST SEVEN MONTHS OF YEAR	<u>198,921,681</u>	
ESTIMATED GROSS PLEDGED REVENUES	\$ 335,627,235	Section 4.04 (a) (i) and 4.04 (b)
OPERATING, MAINTENANCE & ADMINISTRATION COSTS	\$ 125,995,000	Section 4.04 (a) (i) (1)
REQUIRED DEPOSIT TO EXPENSE RESERVE	<u>44,700</u>	Section 4.04 (a) (i) (2)
NET/SYSTEM PLEDGED REVENUES	\$ 209,587,535	Required to be positive

REQUIREMENT II

NET/SYSTEM PLEDGED REVENUES	\$ 209,587,535	Section 4.04 (a) (ii)
ANNUAL SENIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	40,949,917	
INTEREST	25,407,614	
LESS: ESTIMATED INVESTMENT EARNINGS	<u>(386,797)</u>	
NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	\$ 65,970,734	Section 4.04 (a) (ii)
ANNUAL JUNIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	2,095,417	
INTEREST	50,253,244	
LESS ESTIMATED INVESTMENT EARNINGS	(447,904)	
LESS INTEREST INCOME TRANSFERRED FROM INFRASTRUCTURE FUND	<u>(656,310)</u>	
NET ANNUAL JUNIOR DEBT SERVICE REQUIREMENT	\$ 51,244,447	
NET ANNUAL COMPOSITE DEBT SERVICE REQUIREMENT	<u>\$ 117,215,181</u>	
RENEWAL & REPLACEMENT (R&R) REQUIREMENT	<u>5,000,000</u>	Section 4.04 (a) (ii)
NET/SYSTEM PLEDGED REVENUES LESS DEBT SERVICE AND R & R REQUIREMENTS	<u>\$ 87,372,354</u>	Required to be positive

REQUIREMENT III

NET/SYSTEM PLEDGED REVENUES AS A % OF NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	<u>318%</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>179%</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, 2021**

	<u>January - May</u>	<u>June - December</u>	<u>Total</u>
<u>Year Ending December 31, 2020:</u>			
Toll Revenue	\$ 102,115,018	\$ 178,957,333	\$ 281,072,351
Special Toll Permits	1,422,788	2,024,292	3,447,080
Concession & Miscellaneous Revenues	7,529,095	11,119,281	18,648,376
Investment Revenue:			
Revenue Fund	415,371	110,888	526,259
Renewal & Replacement Fund	69,094	17,893	86,987
System Projects Fund	463,177	112,057	575,234
Construction Fund	-	-	-
Total Gross Pledged Revenues	<u>\$ 112,014,543</u>	<u>\$ 192,341,744</u>	<u>\$ 304,356,287</u>

	<u>Actual January - May</u>	<u>Estimated June - December</u>	<u>Estimated Total</u>
<u>Year Ending December 31, 2021:</u>			
Toll Revenue	\$ 126,934,675	\$ 183,910,379	\$ 310,845,054
Special Toll Permits	1,373,058	2,018,353	3,391,411
Concession & Miscellaneous Revenues	8,311,980	12,856,273	21,168,253
Investment Revenue:			
Revenue Fund	23,547	37,217	60,764
Renewal & Replacement Fund	4,535	6,125	10,660
System Projects Fund	18,938	25,667	44,605
Construction Fund	38,821	67,667	106,488
Total Gross Pledged Revenues	<u>\$ 136,705,554</u>	<u>\$ 198,921,681</u>	<u>\$ 335,627,235</u>

I hereby certify the calculations above to be a fair and honest estimation of the Gross Revenues for the year ending December 31, 2021 in accordance with Section 4.04b of the Master Trust Agreement.



CFO/Comptroller

6/13/2021

Date

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Agreement with Huntington Merchant Services LLC for Credit Card Processing Services for the Estimated Annual Fee of \$5,750,000 for Three Years with the Option to Renew for Three Additional Two-Year Terms

WHEREAS, Ohio E-ZPass customer accounts are replenished by charging the customer's credit card on file and credit cards are also accepted in all staffed exit lanes, at automated toll payment machines, and on the Commission's website for permit payments;

WHEREAS, the annual number of transactions processed using a credit card has increased from 472,000 in 2010 to approximately 5.6 million in 2020; and

WHEREAS, new credit card readers will be provided with the installation of the new toll collection system; and

WHEREAS, the CFO/Comptroller determined that it would be most efficient to transition to a new credit card process in conjunction with the installation of the new toll collection system and to enter into a contract with a credit card processor that has the capacity to service the Commission's customers, but at a reasonable merchant fee; and

WHEREAS, on January 8, 2021, the Commission issued its Request for Proposals No. 1-2021 ("RFP") for Credit Card Processing Services for an initial contract term of three years, which may be extended for three additional, two-year periods; and

WHEREAS, on February 5, 2021, nine respondents submitted proposals to provide the Credit Card Processing Services to the Commission; and

WHEREAS, an Evaluation Team comprised of the CFO/Comptroller, Director of Audit and Internal Control, Chief Technology Officer and Assistant Comptroller conducted the technical review of the proposals submitted, and Stantec, as the Commission's Toll Collection System Integrator, provided input during the review; and

WHEREAS, based on the technical review, the Evaluation Team awarded the highest technical score to Huntington Merchant Services, LLC, of Alpharetta, Georgia, determining it to be the most qualified to perform the Credit Card Processor Services, which also includes the following contractual arrangements: (1) Huntington Merchant Services, LLC uses Fiserv Corporation for its payment processing which is the largest payment processor in the United States; (2) Fiserv Corporation owns CardConnect which provides credit card tokenization services to the Commission's recently implemented Customer Service Center software; and (3) Huntington Bank N.A. is the Commission's current depository banks which will enable to the Commission to receive deposits for credit card transactions on the next business day; and

WHEREAS, the Evaluation Team decided to negotiate Huntington Merchant Services, LLC's price proposal and Huntington Merchant Services, LLC and Fiserv Corporation agreed to rates as set forth on Exhibit A attached hereto and incorporated herein, *plus* a pass through of all interchange fees; and

WHEREAS, the Evaluation Team negotiated with Huntington Merchant Services, LLC the form of contract that is attached hereto as Exhibit B, which incorporates Huntington Merchant Services, LLC's technical proposal and pricing proposal; and

WHEREAS, as a result of this competitive process, the Evaluation Committee has concluded that the technical and pricing proposals submitted by Huntington Merchant Services, LLC offers the best value in terms of service and price and recommends that a contract be entered into with that company; and

WHEREAS, based on the projected number of credit card charges, the Evaluation Team estimates that the expenditures under the contract to be awarded for Credit Card Processing Services will exceed \$150,000.00 annually and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for said award; and

WHEREAS, the Staff Attorney has determined that all legal requirements have been performed and that the aforesaid proposals were solicited on the basis of the same terms, conditions and specifications with respect to all respondents and that the Commission may legally enter into a contract with Huntington Merchant Services, LLC; and

WHEREAS, the Executive Director has reviewed the report of the Evaluation Committee and concurs with the recommendation that the Agreement for Credit Card Processing Services be awarded to Huntington Merchant Services, LLC; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that Huntington Merchant Services, LLC is awarded the contract to furnish Credit Card Processing Services in the form of the contract attached hereto and incorporated herein as Exhibit B and is approved as offering the best value to the Commission, and that the Executive Director is authorized to execute said contract in the maximum total amount of \$80,500,000; and further said the contract is approved subject to changes or insertions not inconsistent with this Resolution and not materially adverse to the Commission as may be permitted by this Resolution and approved, upon advise of General Counsel to the Commission, and agreed to by the Executive Director; and

FURTHER RESOLVED, that the Executive Director has the authority under Article V, Section 1.00 of the Commission's Code of Bylaws to further the contract in a manner that does not exceed the greater of the Executive Director's contracting authority or ten percent of the approved contract amount, and authorize such extra work or change orders under said contract as a result of an increase in necessary quantities, newly mandated requirements that did not exist at

the time of original contract award, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the project or increase its costs.

(Resolution No. 41-2021 adopted June 21, 2021)