

**MINUTES OF THE 698th MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
JUNE 21, 2022**

Chairman: Good morning. It is 10:00 a.m. Please stand and join me in reciting the *Pledge of Allegiance*. Welcome to ‘Marty Day.’ I will let that sit there for a little bit, Marty. Then we will start the meeting in honor of you. Marty does not like to be embarrassed. I hope you understand that.

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.

Senator Reineke will not be here today as he is tending to business in Columbus. Representative Ghanbari is unable to attend today’s meeting due to a scheduling conflict. Dr. Marchbanks, of ODOT, is unable to attend today’s meeting, so Myron Pakush is here representing ODOT.

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

Assistant Secretary-Treasurer: Chairman Hruby

Chairman, Jerry Hruby: Here

Assistant Secretary-Treasurer: Vice Chairman Paradiso

Vice Chairman, Timothy Paradiso: Here

Assistant Secretary-Treasurer: Secretary-Treasurer Barber

Secretary-Treasurer, Sandra Barber: Here

Assistant Secretary-Treasurer: Mr. Coviello

Commissioner Guy Coviello: Here

Assistant Secretary-Treasurer: Ms. Eaton Johnson

Commissioner, Vickie Eaton Johnson: Here

Assistant Secretary-Treasurer: Mr. Pakush

Commissioner, ODOT Proxy, Myron Pakush: Here

Assistant Secretary-Treasurer: Mr. Kennedy

Office of Budget and Management, James Kennedy: Here

Chairman: We have a quorum. This is the 698th Meeting of the Ohio Turnpike and Infrastructure Commission. We are here today at the Commission's Administration Building.

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

May I have a motion to adopt the Minutes of the May 16, 2022, Commission Meeting? Any corrections, additions, or questions regarding the Minutes? Hearing none, please call the roll.

MOTION: A motion to adopt the Minutes of the May 16, 2022, Commission Meeting was made by Mr. Pakush, seconded by Vice Chairman Paradiso and approved by all Commission Members present.

Chairman: The May 16, 2022, Commission Meeting Minutes are adopted unanimously. We will move on with the report of the Secretary-Treasurer, Mrs. Barber.

Secretary-Treasurer: The following items have been provided to the Members since the last scheduled meeting of the Commission on May 16, 2022:

1. Sixteen (16) Resolutions;
2. Draft Minutes of the May 16, 2022, Commission Meeting; and
3. Agenda for today's meeting.

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

1. Traffic Crash Summary Reports, April and May 2022;
2. Traffic and Revenue Report, May 2022;
3. Total Revenue by Month and Year, May 2022;
4. Investment Report, May 2022; and
5. Financial Statement, May 2022.

That completes my report, Mr. Chairman.

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

Director Ahmed: Thank you, Mr. Chairman. Good morning, Commission Members, and visitors. Before I start my report, I would like to extend a special welcome to some very important guests we have in the audience today. We have Marty's wife, Pat, his son, Mike, and

his wife and family, along with Marty's daughter, Lauren, her husband, and their family. That is five grandchildren. That is wonderful.

After two-years, the Customer Appreciation Events at our Service Plazas have Commenced. Six events have been scheduled at various Service Plaza locations and we held the first one not too long ago on May 27th and the remaining five are shown on the screen.

On May 27th, the first event was held at Commodore Perry Service Plaza and that kicked off Ohio Bike Week and National Motorcycle Awareness Month. As always, the Ohio State Highway Patrol joined us, and our concessionaires provided food for travelers. Toledo's classic rock station 94.5 WXKR, with Grizzly, as the MC, promoted the event, which included a prize giveaway contest.

One of the most popular aspects of this event was a fleet of vintage patrol cars outside the Service Plaza. These were replicas of actual patrol cars that had once worked on the Ohio Turnpike, and they were being shown by retired law enforcement officers, one of whom, Sergeant Dale LaRue, had actually worked on the Turnpike in a 1970 Plymouth Fury. I wanted that one, but they wanted to keep it.

I would like to brief the Commission on the potential long-term impacts of inflation on our future budget. Current national figures on inflation are now in the double digits for some items. Instead of talking statistics, I will give you a few specific examples:

- Today Chief Engineer Chris Matta will introduce a resolution on the purchase of guardrail materials. Many different components go into a guardrail system. Some of the components are double the price from the last time we purchased guardrail.
- As you know Engineering firms do a lot of design and inspection work for us. We have billing rate caps to manage our costs. The industry has asked us to revisit these caps because of their actual labor costs.
- ODOT has a specification called Fuel Price Adjustment for multi-season construction projects. Contractors have requested that the Turnpike to adopt that specification.
- To combat some of these issues as well as to spur the economy the US Department of Transportation (USDOT) will be administering the Bipartisan Infrastructure Law which was recently passed by Congress. Whereas the Law will provide for large quantities of funds for infrastructure, none of those funds are dedicated to toll agencies. Later today you will hear CFO Marty Seekely talk about the fact that our revenues are higher than expected. But with increasing costs, we are not ahead. In fact, we will have to look at our long-term capital needs very carefully while preparing the 2023 budget later this year.

I would like to congratulate the team members that have been recently promoted. In the Maintenance Department, Matt McMullen was promoted to Assistant Superintendent of the

Eastern Division. In Toll Operations, Kimberly Savich was promoted to Assistant Toll Plaza Supervisor.

Now, I'd like to offer a warm welcome to many new team members.

In the Service Plaza Operations group, we have Toni Harris, Heather Snyder, Dave Deckelman, Brenda Cohen, Jim Wetzell, Gregory Francis, and Michael Lukco. In the Maintenance Department: James Ehram at Swanton and Noah Cleary at Amherst.

And finally, welcome to the twenty-eight part-time and two full-time Toll Collectors in the Toll Operations Department. I won't go through all of the names but welcome to all of them. They are obviously an essential part of what we do at the turnpike in the service that we provide our customers.

I will end my report by wishing our retirees success on their next step of their journey. In the Toll Operations Department Doug Clark retired on June 11, 2022, and Keith Muskiewicz will be retiring on June 30th.

Finally, today, Mr. Chairman, as you called it 'Marty Day' we also celebrate Marty Seekely. Marty will be retiring on June 30th, to take a new full-time position as husband, father, and grandfather. I would like to welcome his family along with a few people that have worked with Marty to the Commission meeting today. Three of the former executive Directors that you worked with, had conflicts today but they wanted me to extend their congratulations to you, and that would be George Distel, Rick Hodges, and Randy Cole. Also, the former Deputy Executive Director that you worked with wanted to extend her congratulations to you. She had planned to be here today, but her boss sent her to Frankfurt. I said, c'mon Frankfurt... 'Marty Day.' After the meeting today please join us in the Multi-Conference Room to celebrate with Marty and his career.

I would like to say that it has been truly a pleasure to work with Marty. He has a calm and dignified demeanor that is infectious. In meetings that sometimes get contentious all we have to do is look at Marty and talk to him for a little bit and everyone calms down. To the people whom he has supervised, he has been a caring and kind teacher. To his fellow Directors he has been extremely supportive. And as Deputy Executive Director, I can't tell you about how much I relied on his advice, especially during the covid impacts.

Mr. Chairman, we have a resolution to honor Marty's service. May I ask the General Counsel to read the title of the resolution?

General Counsel: Resolution Honoring the Distinguished Service of Martin S. Seekely.

Chairman: We will do the roll call, and leave the comments to the end.

MOTION: A motion to adopt a *Resolution Honoring the Distinguished Service of Martin S. Seekely* was made by Chairman Hruby, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 40-2022.

Chairman: The resolution passes unanimously. Marty, you know me, I have to speak. We've been practicing all week to make sure that we will remember that it is 'Marty Day' and not call it something other than that. The Minutes are going to reflect that and I think in the history of the of Turnpike it is going to be the first time that we are going to have a meeting referred to as 'Marty Day,' so you are setting history here. I would just say this, Marty, you and I have been here about the same amount of time, and it has been a real pleasure to work with you. I always describe you as a gentlemen's gentleman, polite, very direct in dealing with you I found out efficient you are and I also found out what a high degree of integrity you have and those two are paramount for your job and are keynotes to you. Your high degree of efficiency, high degree of integrity and I appreciate that on behalf of the Commission and those that we serve. Over the years, you have demonstrated a calmness as the Director points out that is infectious. You do at times when things are bouncing around a little bit you can smooth them off and that I also appreciate it very much. I just wish you the very best. I want his family to know that he is very proud of you, I am sure he is very overwhelmed that you are here with him today. It is more important that you are here than anybody else in this room, so we really probably should say this is 'Marty and Family Day.' We thank you for loaning him to us. I hope that we didn't use him up too much. I know that his candle has been burning, I hope there is a little bit left in that wick, I am sure there is. Marty, thank you again and we turn you back to your family. We hope that you enjoy retirement. I hope you have a very long and healthy retirement and we wish you the very best.

Deputy Executive Director/Chief Financial Officer: Thank you, Mr. Chairman.

Vice Chairman: How do you follow that? I have nothing to add other than, turn around, Marty, and see your family and the blessings, your son and your daughter and your grandchildren. Good luck and have fun.

Secretary-Treasurer: I would just echo the same comments that the Chairman made. I have always thought of you as such a gentleman. You were kind and compassionate and you always provided us with good information and answers to our questions. I wish you a wonderful retirement to enjoy your family and to go to all of the sporting events that your grandchildren will keep you involved in and I just extend to you my gracious blessings to you and your family. So, enjoy life.

Mr. Coviello: Marty, imitation is a sign of flattery. I took some of your practices here and applied them to my organization because they are so impressive. So, thank you for that.

Deputy Executive Director/Chief Financial Officer: I just have a few words I would like to say. Thank you for all the very kind words. I am kind of overwhelmed by everything here. It has been an honor to serve such a great organization and work with such dedicated people over the last twelve years, especially the people in the Accounting, Customer Service, and Payroll departments who reported to me. Their excellent work over the years has made my job easy, so I

thank them very much. It is difficult to leave a family like the Turnpike and it truly has felt like a family working here over the years, but I leave the Turnpike knowing that the Turnpike finances will be in great shape with Lisa Mejac taking over the helm as Chief Financial Officer. Thank you very much.

Chairman: Okay, let's move on. There will be a presentation at the end of the meeting, Marty. So, please don't leave. Do you have anything further, Director?

Director Ahmed: That completes my report, Mr. Chairman.

Chairman: Thank you. To Doug and Keith, who are retiring, we wish you the very best on behalf of the Commission. Welcome to all of the new employees. We appreciate it very much that you have chosen the Turnpike to spend some time with us and work with us. Our employees are the backbone of this organization and we truly appreciate all of their efforts. We will move on to the report of our Chief Engineer, Chris Matta.

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

The first resolution for your consideration seeks the Commission's authorization to award Project No. 71-22-02 for Engineering Services relating to the bridge deck replacement of the mainline bridge over State Route 43 at Milepost 188.2 in Portage County. On March 7, 2022, Procurement received eleven (11) Letters of Interest for the Request for Letters of Interest No. 4-2022 for the performance of professional engineering services for the bridge work. The LOI's were independently reviewed, evaluated, and scored by the LOI Evaluation Team in accordance with the LOI requirements and determined that Compass Infrastructure Group ("Compass"), of Columbus, Ohio, was the highest-ranking submittal. The Office of Equity and Inclusion confirmed that all Respondent's met or exceeded the 20% SBE goal as set by the Office of Equity and Inclusion. Fee negotiations commenced between Compass and our Engineering staff, and on June 8, 2022, a final fee proposal was submitted in the amount of \$320,998.00 for Phase I services. The services for Phase I include the Site Inspection, Engineering Report, and Final Design and Plan Preparation for the bridge deck replacement of this structure. Engineering staff has reviewed and negotiated the fee proposal and finds it reasonable for the scope to be performed. Therefore, we are requesting Commission authorization for the award of Project No. 71-22-02 to Compass Infrastructure Group, of Columbus, Ohio, for Phase I of this Project in the amount of \$320,998. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Approving the Selection of Compass Infrastructure Group LLC for Project No. 71-22-02 in the Not-To-Exceed Amount of \$320,998.00.

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

MOTION: A motion to adopt a *Resolution Approving the Selection of Compass Infrastructure Group LLC for Project No. 71-22-02 in the Not-To-Exceed Amount of \$320,998.00* was made by Vice Chairman Paradiso, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 41-2022.

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

Chief Engineer: My next resolution for your consideration seeks the Commission's authorization to award Project No. 71-22-03 for Engineering Services relating to the bridge replacement at the State Route 88 overhead bridge at Milepost 199.5, the bridge deck replacement of the mainline bridge over Bryant Road at Milepost 202.8, and the bridge deck overlay of the mainline bridge over North Main Street at Milepost 203.7, all in Portage County. On March 7, 2022, Procurement received ten (10) Letters of Interest for the Request for Letters of Interest No. 5-2022 for the performance of professional engineering services for the bridge work. The LOI's were independently reviewed, evaluated, and scored by the LOI Evaluation Team in accordance with the LOI requirements and determined that Glaus, Pyle, Schomer, Burns and Dehaven, dba the GPD Group, ("GPD"), of Cleveland, Ohio, was the highest-ranking submittal. The Office of Equity and Inclusion confirmed that all Respondent's met or exceeded the 20% SBE goal as set by the Office of Equity and Inclusion. GPD will be utilizing the services of the SBE company Halle's Engineering & Design for roadway design services. GPD will work with Halle's by hands-on mentoring and quality control oversight using their Incubator Program. This program houses Halle's staff in GPD offices, provides training and assistance during the design, with the intended purpose of helping SBE firms reach self-sufficiency. Fee negotiations commenced between GPD and our Engineering staff, and on June 8, 2022, a final fee proposal was submitted in the amount of \$162,620.00 for Phase IA services. The services for Phase IA include the detailed site inspections and field review, survey of all bridges and roadway approaches, a bridge type study for the State Route 88 bridge, and load ratings and physical condition reports for the Bryant Road and North Main Street structures. Engineering staff has reviewed and negotiated the fee proposal and finds it reasonable for the scope to be performed. Once the services for Phase IA are complete a subsequent proposal will be obtained for Phase IB services, which will include final design plans for bidding of all 3 structures. That proposal will be brought to the Commission for consideration at a future date. We are requesting Commission authorization for the award of Project No. 71-22-03 to GPD Group, of Cleveland, Ohio, for Phase IA of this Project in the amount of \$162,620.00. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Approving the Selection of Glaus, Pyle, Schomer, Burns & Dehaven dba GPD Group for Project No. 71-22-03 in the Not-To-Exceed Amount of \$162,620.00.

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

MOTION: A motion to adopt a *Resolution Approving the Selection of Glaus, Pyle, Schomer, Burns & Dehaven dba GPD Group for Project No. 71-22-03 in the Not-To-Exceed Amount of \$162,620.00* was made by Mr. Pakush, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 42-2022.

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

Chief Engineer: My third resolution for your consideration seeks the Commission's authorization to award Project No. 71-22-04 for Engineering Services relating to the bridge

replacement at the U.S. Route 224 overhead bridge at Milepost 227.6 in Mahoning County. On March 7, 2022, Procurement received twelve (12) Letters of Interest for the Request for Letters of Interest No. 6-2022 for the performance of professional engineering services for the bridge work. The LOI's were independently reviewed, evaluated, and scored by the LOI Evaluation Team in accordance with the LOI requirements and determined that the IBI Group Engineering Services, ("IBI"), of Canton, Ohio, was the highest-ranking submittal. The Office of Equity and Inclusion confirmed that all Respondent's met or exceeded the 20% SBE goal as set by the Office of Equity and Inclusion. Fee negotiations commenced between IBI and our Engineering staff, and on June 10, 2022, a final fee proposal was submitted in the amount of \$141,194.00 for Phase IA services. The services for Phase IA include the detailed site inspections and field review, structural alternative analysis, survey, maintenance of traffic alternatives, accelerated bridge construction study, load rating, geotechnical report, and engineering report. Engineering staff has reviewed and negotiated the fee proposal and finds it reasonable for the scope to be performed. Once the services for Phase IA are complete a subsequent proposal will be obtained for Phase IB services, which will include final design plans for bidding for the new structure. That proposal will be brought to the Commission for consideration at a future date. We are requesting Commission authorization for the award of Project No. 71-22-04 to IBI Group Engineering Services, of Canton, Ohio for Phase IA of this Project in the amount of \$141,194.00. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Approving the Selection of IBI Group Engineering Services (USA) Inc. for Project No. 71-22-04 in the Not-To-Exceed Amount of \$141,194.00.

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

MOTION: A motion to adopt a *Resolution Approving the Selection of IBI Group Engineering Services (USA) Inc. for Project No. 71-22-04 in the Not-To-Exceed Amount of \$141,194.00* was made by Ms. Eaton Johnson, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 43-2022.

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

Chief Engineer: My fourth resolution for your consideration seeks the Commission's authorization to award a contract under Bid Invitation No. 4408 for the furnishing of asphalt concrete pavement sealing at various locations in Erie and Lorain Counties. These locations include the Middle Ridge and Vermilion Valley Service Plazas, the tandem trailer lot at 118, the lot at Ohio State Patrol Post 90, the Humm Road and Frailey Road access roads, and the Amherst Maintenance Building. This work is included in the 2022 Capital Improvement Budget. On May 11, 2022, Procurement received one (1) bid in response to Bid Invitation 4408. The lone bid was submitted by Allseal Sealcoating LLC (Allseal) of London, Ohio, in the amount of \$160,537.99, which is below the Estimate for this work. Allseal has not previously performed any projects for the Commission, therefore additional due diligence was performed. Engineering staff contacted owners for whom Allseal has previously performed work, and all reported satisfactory performance. Allseal proposes to furnish equipment, material, and services in accordance with the specifications. Therefore, it is recommended that the Commission award Contract No. 4408 to

Allseal Sealcoating LLC, of London, Ohio, in the amount of \$160,537.99. With your permission, may the General Counsel please read the title of the resolution?

General Counsel: Resolution Awarding a Contract for the Furnishing of Asphalt Concrete Pavement Sealing Under Invitation No. 4408 to Allseal Sealcoating LLC in the Total Amount of \$160,537.99.

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

MOTION: A motion to adopt a *Resolution Awarding a Contract for the Furnishing of Asphalt Concrete Pavement Sealing Under Invitation No. 4408 to Allseal Sealcoating LLC in the Total Amount of \$160,537.99* was made by Mr. Pakush, seconded by Vice Chairman Please, and approved by all Commission Members present. Resolution No. 44-2022.

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

Chief Engineer: My fifth resolution for your consideration seeks the Commission's authorization to award Contract No. 53-22-02 for the Repairs and Resurfacing of the Great Lakes and Towpath Service Plazas at Milepost 170.1 in Cuyahoga County. This work is included in the 2022 Capital Improvement Budget. On June 2, 2022, Procurement received three (3) bids in response to this Project. The apparent low bid was submitted by The Shelly Company, (Shelly) of Twinsburg, Ohio in the amount of \$2,786,916.50, which was 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. Based on a review of Shelly's Financial Statement and Experience Questionnaire it appears they have the capacity to perform this work. They have previously performed similar projects for the Commission in the past with favorable results. In addition, Shelly has committed to exceed the 10% SBE goal as set by the Office of Equity and Inclusion. Therefore, it is recommended that the Commission award Contract No. 53-22-02 to The Shelly Company, of Twinsburg, Ohio in the amount of \$2,786,916.50. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Approving the Selection of the Shelly Company for Project No. 53-22-02 for the Total Amount of \$2,786,916.50.

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

MOTION: A motion to adopt a *Resolution Approving the Selection of the Shelly Company for Project No. 53-22-02 for the Total Amount of \$2,786,916.50* was made by Chairman Hruby, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 45-2022.

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

Chief Engineer: My sixth resolution for your consideration seeks the Commission's authorization to award a Contract under Bid Invitation No. 4411 for the furnishing of defined quantities of various guardrail materials. On June 1, 2022, Procurement received three (3) bids to

furnish this material to the Commission under this Bid Invitation. The apparent low bid was submitted by Firelands Supply Company, of Norwalk, Ohio, in the total amount of \$229,420.00, which was above the estimate for this Bid Invitation. Firelands Supply Company proposes to furnish the guardrail materials and services in accordance with the Specifications. Additionally, Firelands Supply has furnished similar material to the Commission in the past and has performed satisfactorily. Therefore, I am recommending that an award be made to Firelands Supply Company, of Norwalk, Ohio, in the amount of \$229,420.00. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Awarding a Contract to Firelands Supply Co. for Guardrail Materials Under Bid Invitation No. 4411 in the Total Amount of \$229,420.00.

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

MOTION: A motion to adopt a *Resolution Awarding a Contract to Firelands Supply Co. for Guardrail Materials Under Bid Invitation No. 4411 in the Total Amount of \$229,420.00* was made by Vice Chairman Inc., seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 46-2022.

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

Chief Engineer: My seventh resolution for your consideration is to reject the lone bid received for Contract No. 59-22-03. This represented a contract for repairs and resurfacing the interchange ramps at Interchange 118 in Erie County. On May 27, 2022, Procurement received one (1) bid in response to this Project. This bid was submitted by Gerken Paving, Inc., Napoleon, Ohio, in the amount of \$4,774,819.60 which is more than thirty-six percent (36%) above the Engineer's Estimate. The Commission's Roadway Engineer recommends this lone bid be rejected due to the extremely high amount over the Engineer's Estimate. 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. Furthermore, Engineering staff recommend rejection of the bid and readvertising in the late fall for Spring 2023 construction. The interchange pavement, with some maintenance, will hold up until the Spring of 2023 and advertising later this year will likely result in obtaining more than one bid. We will also be able to afford the contractor a slightly longer construction window to complete the work and avoid summer surges in traffic. The Commission may reject any and all bids (IB Section 3.4), which is also provided for in Section 5537.07(A) of the Ohio Revised Code, as indicated in the Director of Contract Administration's bid review memo dated May 31, 2022. It is therefore recommended that the bid received for Contract No. 59-22-03 be rejected. 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. 59-22-03.

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

MOTION: A motion to adopt a *Resolution Rejecting the Sole Bid Received on Project No. 59-22-03* was made by Secretary-Treasurer Barber, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 47-2022.

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

Chief Engineer: My eighth resolution for your consideration seeks authorization for the purchase of eight (8) 2023 model year Chevrolet Silverado 3500 HD Series pick-up trucks with a gross vehicle weight rating (GVWR) of less than 12,000 pounds. The purchase of such vehicles is governed by the Ohio Department of Administrative Services (ODAS) under ORC Section 125.832. As a condition of these requirements, the Ohio Turnpike and Infrastructure Commission is required, on an annual basis, to submit to ODAS a Fleet Plan for review and acceptance. The 2022 Fleet Plan, which was submitted and received by DAS, included the replacement of these eight (8) trucks. The purchase of these vehicles is also included in the 2022 Capital Improvement Budget. The best unit pricing for the eight (8) 2023 Chevrolet Silverado 3500 HD Series trucks for the Commission's Roadway Maintenance Crews is available under ODAS State Term Index No. GDC093, Contract No. RS1007535, Item 30AT. Valley Chevrolet, Inc. of Wellington, Ohio, was awarded the DAS Contract and the total price of the eight (8) Chevrolet Silverado 3500 HD Series trucks is \$361,160.00. The new pick-up trucks will replace model year 2016 pick-up trucks, with mileage estimated to be over 125,000 on average when the new trucks are placed in service. This purchase will continue the systematic replacement of pick-up trucks for roadway maintenance crews. In addition, this Resolution includes the disposal of the existing vehicles in accordance with the Commission's Property Disposal Policy. We are requesting Commission authorization for the purchase of the trucks from Valley Chevrolet, Inc., of Cleveland, Ohio, in the total amount of \$361,160.00. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Authorizing the Purchase of Eight (8) Crew Cab Pickup Trucks from Valley Chevrolet in the Total Amount of \$361,160.00 Under the DAS Cooperative Purchasing Program.

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

MOTION: A motion to adopt a *Resolution Authorizing the Purchase of Eight (8) Crew Cab Pickup Trucks from Valley Chevrolet in the Total Amount of \$361,160.00 Under the DAS Cooperative Purchasing Program* was made by Mr. Pakush, seconded by Vice Chairman Inc., and approved by all Commission Members present. Resolution No. 48-2022.

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

Chief Engineer: My ninth and final resolution for your consideration seeks authorization for the purchase of two (2) 2023 model year Ford F250 Series regular cab pick-up trucks, eighteen (18) 2023 model year Ford Transit 350 Series cargo vans, and four (4) 2023 model year Ford Transit 150 Series cargo vans. All of these vehicles have a GVWR of less than 12,000 pounds. Earlier this year, the Commission issued a purchase order for one (1) 2023 Ford Transit 150 Series cargo van under DAS Contract No. RS1007536, Index GDC093, Item 7AT, from

Valley Ford Truck, Inc., of Cleveland, Ohio, in the amount of \$34,794.00. The purchase of such vehicles is governed by the Ohio Department of Administrative Services (ODAS) under ORC Section 125.832. As a condition of these requirements, the Ohio Turnpike and Infrastructure Commission is required, on an annual basis, to submit to ODAS a Fleet Plan for review and acceptance. The 2022 Fleet Plan, which was submitted and received by DAS, included the replacement of the two (2) trucks and twenty-three (23) vans. The purchase of these vehicles is also included in the 2022 Capital Improvement Budget. The best unit pricing for all of the vehicles in this resolution is under ODAS State Term Index No. GDC093, Contract No. RS1007536. Under that contract, the two (2) 2023 model year Ford F250 regular cab pick-up trucks for the Commission's maintenance personnel is available under Item 20AT, the eighteen (18) 2023 model year Ford Transit 350 Series cargo vans for the Commission's trades personnel is available under Item 8AT, and the four (4) 2023 model year Ford Transit 150 Series cargo vans for our Technology staff is available under Item 7AT. Valley Ford Truck, Inc., of Cleveland, Ohio, was awarded the DAS Contracts and the total price of the two (2) Ford F250 pick-up trucks is \$80,921.75, the total price of the eighteen (18) Ford Transit 350 vans is \$745,275.00, and the total price for the four (4) Ford Transit 150 vans is \$140,146.00. The total of the purchase of these trucks and vans from Valley Ford Truck will therefore be in the total amount of \$966,342.75. The new pick-up trucks will replace model year 2016 pick-up trucks, with mileage estimated to be over 125,000 on average when the new trucks are placed in service. The new 350 vans will replace model year 2016 vans, with mileage estimated to be over 122,000 on average when the new vans are placed in service. Three of the four new 150 vans will replace model year 2017 and 2018 vans, with mileage estimated to be over 160,000 on average when the new vans are placed in service. The fourth 150 van is for a new Technology Specialist position. This purchase will continue the systematic replacement of pick-up trucks and vans for Maintenance Personnel and Technology Personnel. In addition, this Resolution includes the disposal of the existing vehicles in accordance with the Commission's Property Disposal Policy. We are requesting Commission authorization for the purchase of the trucks and vans from Valley Ford Truck, Inc., of Cleveland, Ohio, in the total amount of \$966,342.75. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Authorizing the Purchase of Two (2) Regular Cab Pickup Trucks, Eighteen (18) Transit 350 Cargo Vans and Four (4) Transit 150 Cargo Vans from Valley Ford Truck, Inc. in the Total Amount of \$966,342.75 Under the DAS Cooperative Purchasing Program.

Chairman: Any questions or comments?

Mr. Coviello: With these vehicles and the one in the previous resolution, are they in stock and going to arrive and when they do will they be equipped with the proper chips?

Chief Engineer: Mr. Chairman and Commission Member Coviello, there are supposed to be. When we place the order, when we cut the PO after we get the resolution passed, our Procurement Department will issue a PO and then Ford or Chevrolet, whoever it is will go ahead and issues basically a Bill of Sale or whatever, I forget the actual terminology of it, that puts us in line of the manufacturing of the vehicles. So, a lot of times they are not in stock, they have to go through the assembly process. In the past, it has never been a real issue, but we have run

into some situations this year where we have ordered vehicles last year that we haven't got them. We have been contacted by the vendor recently that they are not going to be able to supply them. So, I believe in August we will be coming back to you and discussing that in a little bit further detail. So, they will take our order with these and then it is a wait and see game. Until recently, it hasn't been halted, we've received all of our vehicles. I guess we will see with these.

Mr. Coviello: Do we have a lot of our members that have not received their vehicles and in some cases, it has been four years. Do we have something in place for keeping the ones that we have and being able to wait it out?

Chief Engineer: Yes, Mr. Chairman and Commission Member Coviello, we do excellent maintenance on our vehicles. There is preventative maintenance programs that our Fleet and Equipment Coordinator puts in place with our mechanics out in the field. You know all of the regular oil changes and constant wear items are replaced and we actually do get some pretty decent prices when we sell the vehicles at auction. ODOT and DAS have some recommended procedures in place when it comes to this type of vehicle like you should be getting rid of it at this year, you know how many years old, and how many miles. We try to match it just for number of miles though, we would be constantly up here saying we need to buy more, we need to buy more, so we do go passed it a little bit, but we're, as I think everybody knows, if you go to try and look at the used car price rate now, they are very high, so we are anticipating, hopefully, getting these in. So, even though maybe these prices went up a little bit higher for us to purchase right now, we are going to get a higher auction price on the ones that we do have to balance out that budget.

Director Ahmed: Mr. Chairman, I would like to add something that in response to Commission Member Coviello's question about, "what if we don't get them in at the time that we anticipate these vehicles to come in?". As the Chief Engineer, mentioned we try to sell these vehicles when there is still some value left in them. It gives us some money back to put into our Capital Improvement Program, but I think in case these new vehicles are delayed it will also give us the cushion because they are not completely run down, so that's our safety net for these particular vehicles.

Chairman: Being on the state bid, right, so the state does the and does have some assurance of a number, but whether or not because of what's happening in the world, that number can be reached or retained is another matter at this point. That is what they are all saying.

Chief Engineer: That is correct, Mr. Chairman. It all comes down to the manufacturer at the end of the day. The dealership could give the pricing to DAS, but when Ford or Chevrolet says, "well."

Chairman: The intent is good that that number of vehicles will be there but it doesn't seem like they're going to be at least in the immediate future. Please call the roll.

MOTION: A motion to adopt a *Resolution Authorizing the Purchase of Two (2) Regular Cab Pickup Trucks, Eighteen (18) Transit 350 Cargo Vans and Four (4) Transit 150 Cargo Vans from Valley Ford Truck, Inc. in the Total Amount of \$966,342.75 Under the DAS Cooperative*

Purchasing Program was made by Chairman Hruby, seconded by Ms. Eaton Johnson, and approved by all Commission Members present. Resolution No. 49-2022.

Chairman: The resolution passes unanimously. Anything further, Chris.

Chief Engineer: I would just like to note that with all of the resolutions that we have there in that timeframe, we had to get these in to everybody, we try to match them and my staff does a really good job of getting jobs out to bid, reviewing the bids, doing recommendation memos and I just want to recognize General Counsel and the Director of Contracts Administration and everybody else that even at the umpteenth hour worked and helped me out and be able to get these all in front of you this morning. That completes my report.

Chairman: Thank you. I am sure everybody appreciates your kind words and thank you for all you do and for all they do. We appreciate it. We will now move on to the report of the Director of Service Plaza Operations, Andrew Herberger.

Director of Service Plaza Operations: Good morning, Mr. Chairman and Commission Members.

The first resolution seeks the Commission's authorization to award an Agreement to provide Video Arcade services at the Mahoning Valley and Glacier Hills Service Plazas in Mahoning County. The current agreement expires in its entirety on July 31, 2022.

RFP No. 7-2022 was issued on April 5, 2022, for Video Arcade Services. The pending agreement has an initial term of three (3) years with two (2) two (2) year extension options available to the successful respondent.

On May 20, 2022, one proposal was received from J.L. Hilton, Inc. of Akron, Ohio. J.L. Hilton currently provides a variety of vending and gaming options at all 14 service plazas including Bulk vending, Ohio Lottery Win Stations and Ticket Vending, as well as video arcade games.

Service Plaza Operations staff conducted a technical evaluation of the proposal including the type and availability of equipment, service schedules, mix of redemption and video gaming, and past performance under similar agreements.

Contracts Administration confirmed that the SBE goal for this contract has been waived.

After the Technical evaluation was completed, (to Contracts Administration on June 8th) Revenue Sharing Proposals were obtained and factored into the scoring. A recommendation was submitted on June 9th indicating that J.L. Hilton submitted a responsive proposal and achieved a combined Technical and Revenue score of 93.8/100 points.

J.L. Hilton Inc. has historically performed well providing these types of services under its other Agreements and is hereby recommended.

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

General Counsel: Resolution Authorizing Agreement with J.L. Hilton Co., LLC for Video Arcade Operations at Mahoning Valley and Glacier Hills Service Plazas.

Chairman: This is a redo of a previous contract, correct?

Director of Service Plaza Operations: Correct. The current contract expires July 31, 2022.

Chairman: Anything regarding the difference between last year's and this year's? I see the numbers.

Director of Service Plaza Operations: This proposal provides a slightly higher revenue sharing proposal than our current, about 5% higher. We expect to get around roughly \$50,000 over the initial term.

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

MOTION: A motion to adopt a *Resolution Authorizing Agreement with J.L. Hilton Co., LLC for Video Arcade Operations at Mahoning Valley and Glacier Hills Service Plazas* was made by Mr. Coviello, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 50-2022.

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

Director of Service Plaza Operations: The second resolution seeks the Commission's authorization to award an Agreement to provide Automated Retail Vending kiosks at 10 of the Commission's Service Plazas. These nationally branded kiosks will vend electronic accessories, health, wellness, and personal protective items to customers 24-hours a day at locations where retail stores are typically closed overnight.

Since the start of the pandemic, Service Plaza Operations has worked with several vendors, including our current vending and concession service providers, to offer PPE items with mixed results and limited availability. As a result, RFP No. 7-022 was developed and issued on March 21, 2022, for Automated Retail Vending kiosks at the 10 interior plazas. The plaza sets at either end of the Turnpike were not included in the RFP since there is a 24-hour retail store at those locations carrying similar items. The pending agreement has an initial term of three (3) years with two (2) two (2) year extension options available to the successful respondent.

On May 13, 2022, two proposals were received. One proposal from Prepango, of Chula Vista, California, and the second proposal from Swyft, Inc., of San Francisco, California.

Contracts Administration confirmed that the SBE goal for this contract has been waived.

Overall Mix of Products offered; Pro-forma sales and expense projections over the initial term; Operation and Business Plans; Branding of kiosks and products; aesthetics and design of the kiosks; and each company's experience providing services similar in size and scope.

Beginning on May 20th, Service Plaza Operations staff conducted a technical evaluation of each company's plan to provide the required scope of services that was scored and submitted, (to Contracts Administration) on March 23. Once the Revenue Sharing Proposals were obtained, and Per the provisions of the RFP, the Evaluation Team requested a Best and Final Offer from both respondents. Once received, the evaluation was finalized and a recommendation submitted on May 31, 2022 indicating that both companies submitted responsive proposals and achieved the following combined Technical and Revenue scores; Prepango scored 71/100 points and Swyft, Inc. scored 83.5/100.

Swyft's proposal to provide recognizable, nationally branded kiosks and trusted products provides availability of these in-demand items to our customers 24-hours a day. Therefore, the evaluation team recommends Swyft, Inc.'s proposal to deliver the highest overall value to the Commission; and best serve the interests of the traveling public over the life of the Agreement.

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

General Counsel: Resolution Authorizing Agreement with Swyft, Please for Automated Retail Vending Services at Select Service Plazas.

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

MOTION: A motion to adopt a *Resolution Authorizing Agreement with Swyft, Please for Automated Retail Vending Services at Select Service Plazas* was made by Vice Chairman Please, seconded by Mr. Pakush, and approved by all Commission Members present. Resolution No. 51-2022.

Chairman: The resolution passes unanimously. Please continue.

Director of Service Plaza Operations: This third resolution seeks the Commission's authorization to award an Agreement to provide Food and Retail Concessions at the Blue Heron and Wyandot Service Plazas in Sandusky County. The previous Contract held by Hardee's Food systems was set to be extended on December 15, 2021. However, those plans were unsuccessful due to a lack of staffing and experience operating alternative brands. Hardees agreed to operate the existing concession and the retail store on a limited basis, until a new contract could be awarded.

As a result, RFP No. 24-2021 was issued on December 23, 2021, for Food and Retail Concession Operations at the Blue Heron and Wyandot Service Plazas (SP-3) with proposals due by March 11, 2022. The pending agreement has an initial term of ten (10) years with five (5) five (5) year extension options available to the successful respondent.

Two proposals were received (by Procurement). Before providing those to the evaluation team, the Revenue Sharing information was separated. One proposal was from Applegreen, USA of Andover, Massachusetts proposing to completely remodel and rebrand plaza concessions in both plazas. The second proposal was from AVI Foodsystems, of Warren, Ohio, proposing to

assume the operation of the existing Hardees restaurants and Retail stores; and build out 2 new Starbucks and Freshens Fresh Food Kitchens.

From March 14th thru the 21st, Service Plaza Operations staff conducted a detailed technical evaluation of each company's plan to perform the required scope of services; including the overall mix of concepts offered; pro-forma sales and expense projections over the initial term; operational and business plans; build out and occupancy of the available unit space; the use of technology to modernize services; aesthetics and design of the concessions; facilities management plans; customer service & marketing plans; and each company's experience, qualifications & references providing services similar in size and scope.

The Office of Equity and Inclusion also confirmed that both companies demonstrated good faith efforts to meet the assigned goals for the Small Business Enterprise program.

After the Technical evaluation was scored, results were submitted to Contracts Administration on March 23rd. Revenue Sharing Proposals were obtained by the Evaluation Team shortly thereafter and factored into the scores. Due to the combined scoring of the two proposals being so close, and per the provisions of the RFP, the Evaluation Team requested a Best and Final Offer from both respondents which were received on April 1st. The evaluation was finalized and submitted on April 4th indicating that both companies submitted responsive proposals and achieved the following combined Technical and Revenue scores; Applegreen scored 85.6/100 points; and AVI Foodsystem's scored 91.7/100 points.

AVI Foodsystem's proposal provides for a minimal interruption of services for customers; a \$2.8 million capital investment for new and improved concessions; as well as the highest overall revenue share to the Commission, roughly an additional \$1 million over the initial term vs. the alternate proposal.

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

General Counsel: Resolution Authorizing Agreement with AVI Foodsystems, Inc for the Operation of Food and Retail Concessions at the Commission's Blue Heron and Wyandot Service Plazas.

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

MOTION: A motion to adopt a *AVI Foodsystems, Inc for the Operation of Food and Retail Concessions at the Commission's Blue Heron and Wyandot Service Plazas* was made by Secretary-Treasurer Barber, seconded by Mr. Pakush, and approved by all Commission Members present. Resolution No. 52-2022.

Chairman: The resolution passes unanimously. Go ahead, sir.

Director of Service Plaza Operations: The fourth resolution seeks the Commission's authorization to award a Contract to provide Food Concessions for Unit 4 at the Great Lakes and Towpath Service Plazas in Cuyahoga County establishing terms that will run

consecutively and be coterminous with the existing concession contract for the remaining four units. This resolution will also achieve the goal of establishing one concession operator at this set of plazas.

The previous Contract for Unit 4 expired in its entirety on February 28, 2022. Therefore, as required, RFP No. 21-2021 was issued in November 2021 to redevelop the vacant unit.

On January 7, 2022, one proposal was received from the present operator of Units 1, 2, 3 and 5, Applegreen USA, of Andover, Massachusetts. Applegreen proposed to build out and operate a Popeyes restaurant in each plaza; occupying over 2,800 sq. ft.; and committing to a CapEx of up to \$1.4 million to complete the improvements.

The Office of Equity and Inclusion confirmed that the proposal demonstrated good faith efforts to meet the assigned goals for the Small Business Enterprise program.

An evaluation of Applegreen's proposal completed on January 21st achieved a combined Technical and Revenue score of 91.4 out of 100 points. Since then, Service Plaza and Applegreen staff have negotiated an agreeable solution to modify the term to run consecutively with the existing contract with an initial term of 9.5 years, expiring in February 2032; and one – 5-year extension available thru February 2037.

These modifications accomplish the Commission's goals of establishing consecutive and coterminous concession contracts; and a single operator at this set of plazas. Additionally, the new revenue sharing model is forecast to exceed the revenues generated under prior agreements.

Therefore, the Evaluation Team recommends this modified proposal as it fulfills the requirements of the RFP and serves the interests of the Commission and the traveling public over the life of the Agreement.

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

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

Chairman: Any questions or comments?

Mr. Coviello: We had a healthy discussion about getting these units to line up, so thank you, Drew and thank you to everybody else that worked on getting these things aligned. I appreciate it.

Chairman: This is exactly what we asked for.

Director of Service Plaza Operations: I would like to thank our Legal Department and Contracts Administration working through this process as they have been very helpful.

Director Ahmed: I would like to recognize Drew for his leadership. He really understands these contracts very well and does a terrific job in managing. I know that this particular negotiation was hard with parties going back and forth. It was with Aimee and Jennifer's help that got it done. So, thank you.

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

MOTION: A motion to adopt a *Resolution Authorizing Agreement with Applegreen USA Welcome Centers, LLC for the Operation of Food and Retail Concessions at the Commission's Great Lakes and Towpath Service Plazas* was made by Ms. Eaton Johnson, seconded by Vice Chairman Paradiso, and approved by all Commission Members present. Resolution No. 53-2022.

Chairman: The resolution passes unanimously. Anything further?

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

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

Deputy Executive Director/Chief Financial Officer: Thank you, Mr. Chairman. I have an update on our traffic and revenue for the month of May and two resolutions for your consideration this morning.

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike since the beginning of 2019. Passenger car vehicle miles traveled were up 2.7% from May of last year and down 4.8% from May of 2019. There was one less weekend day this year than there was last year and one more weekend day this year than there was in 2019.

Commercial traffic continued to increase and was up 5.2% from May of last year and up 13.3% from May of 2019. There was one more weekday this year than there was in last year. The change in passenger car traffic combined with the toll rate increases caused Passenger car toll revenues to increase 3.9% from May of last year and equal May of 2019.

The increase in commercial traffic combined with the toll rate increases caused commercial vehicle toll revenues to increase 7.0% from May of last year and 21.6% 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 \$9.3 million or 7.3% above the amount from last year and \$17.5 million or 14.7% 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 \$6.4 million or 4.5% above budget and \$10.9 million or 8.0% more than last year.

Total revenues are higher than budget due primarily to higher than budgeted toll, concession, and other revenues. Toll Revenues were higher primarily because commercial traffic was higher than projected.

The revenue increase from last year is primarily due to higher toll and concession revenues due to the continued recovery from the pandemic. Other income is higher due to higher grant revenue, *E-ZPass*[®] fee revenue and Lease and License Revenue.

Expenditures for operation, maintenance and administration for the first five months of the year were \$4.7 million or 7.9% lower than budgeted and \$4.6 million or 9.2% higher than last year.

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

Most of the increase in costs from last year are due to higher maintenance and toll collector wage and fringe benefit costs, higher health insurance costs, higher transponder and toll ticket costs and higher fuel costs.

Debt service payments are \$66,000 lower than budget and \$4.0 million higher than last year.

After paying our operating expenses and debt service, the balance of the revenue is used to fund our 2022 capital expenditures.

\$41.3 million was transferred to our capital funds in the first five months of the year which is \$11.2 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.

Chairman: Any questions? Hearing none, please continue.

Deputy Executive Director/Chief Financial Officer: 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 2021 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 \$147.3 million for the first five months of this year.

I have estimated pledged revenues for the last seven months of 2022 at about \$232.4 million. This yields estimated gross pledged revenues for calendar year 2022 of \$379.6 million.

The calculations on the next two slides demonstrate that based on our projected pledged revenues for 2022 we expect to meet all four requirements under section 4.04 of both the Master Trust Agreement and the Junior Lien Trust Agreement.

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

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

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

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

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

During our presentations to the rating agencies for 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 or comments?

MOTION: A motion to adopt a *Resolution Concerning the Financial Condition of the Ohio Turnpike and Infrastructure Commission to Meet the Requirements of §4.04(a) of the Master Trust Agreements* was made by Vice Chairman Please, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 54-2022.

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

Deputy Executive Director/Chief Financial Officer: My final resolution for your consideration is a resolution authorizing the selection of a vendor for Print House Services.

The Commission is currently in the process of modernizing its Toll Collection and Customer Service Center Systems. The new TCS will improve the customer experience by, among

other things, removing the toll gates in *E-ZPass*[®] only exit lanes. The new TCS will include cameras that will capture the license plates of any vehicle that exits through an *E-ZPass*[®] only lane without a valid *E-ZPass*[®] transponder. The license plate number will be used to bill the vehicle owner to ensure that no toll revenue is lost.

It is estimated that over 250,000 toll invoices will need to be printed and mailed to such customers each year. This is in addition to the approximately 200,000 statements and other notices that are printed and mailed to *E-ZPass*[®] customers each year. It was determined that the printing and mailing of toll invoices and *E-ZPass*[®] account holder correspondence could be more effectively and economically completed by a vendor who has the equipment to print the correspondence efficiently and pre-sort the mail in order to receive discounted postage costs. To this end, a request for proposals for print house services was issued on February 9, 2022.

Six proposals were timely received in response to this RFP.

An Evaluation Committee consisting of the Comptroller, the Customer Service Center Manager, the Office Service Manager, and myself reviewed the proposals. The Director of Contracts Administration also performed a review of the proposals for compliance with legal requirements.

The Evaluation Team met to discuss their analysis of the technical proposals and scored the proposals prior to obtaining the pricing proposals.

Upon completion of the Technical Evaluation and Technical Scoring, the Director of Contracts Administration provided the Price Proposals from each of the firms to the Evaluation Team. Each respondent was then sent questions relating to their proposal and a request for a best and final offer. The scoring was then updated to include the final cost proposal scores.

The firm with the highest ranked combined score was InfoSend, Inc., which is incorporated in California.

InfoSend has 184 current employees delivering more than 280 million documents across the nation per year. In addition to their California headquarters, they own and operate production facilities in Illinois, Texas, and Florida. InfoSend's core competencies are information technology, data processing, and document formatting, production, and delivery. They are PCI Level 1 Compliant and SOC Type I & II Audited. They specialize in supporting public agency statutorily required transactional document production. 536 of their 745 clients are public agencies, including the Kansas Turnpike Authority and the San Diego Association of Governments.

The estimated total contract cost over the nine years of the contract, including the optional terms, is \$1,027,881.75 with a not-to-exceed pricing amount of \$2,252,388.10.

Based upon the fact that the Evaluation Committee ranked InfoSend, Inc. as having submitted the best Proposal based on combined Technical and Price scores, it is recommended that InfoSend, Inc. be awarded the Contract for Print House Services. This contract shall have an initial term of five years, with two 2-year options.

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

General Counsel: Resolution Approving the Selection of InfoSend, Inc. to Furnish Printing and Mail House Services in the Total Estimated Five-Year Cost of \$512,800.16, with the Option to Renew for Two Additional Two-Year Periods.

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

MOTION: A motion to adopt a *Resolution Approving the Selection of InfoSend, Inc. to Furnish Printing and Mail House Services in the Total Estimated Five-Year Cost of \$512,800.16, with the Option to Renew for Two Additional Two-Year Periods* was made by Chairman Hruby, seconded by Secretary-Treasurer Barber, and approved by all Commission Members present. Resolution No. 55-2022.

Chairman: The resolution passes unanimously. Anything further?

Deputy Executive Director/Chief Financial Officer: We have completed our Annual Comprehensive Financial Report for 2021 and you should have received a copy in your meeting materials along with reports from our auditors on internal control, and compliance with our debt covenants.

So, at this time, I would like to introduce Keith Martinez and Katie Veldman, the engagement partner and manager for our Independent Public Accountants, Plante Moran, who will discuss the results of their audit of our financial statements.

Mr. Martinez: Good morning, my name is Keith Martinez. I'm the engagement partner and with me is Katie Veldman, newly promoted manager. This the completion of our 6th audit financial statement audit for the Commission for the Turnpike I've been involved for the past four years and Katie has been involved in those four years as well. We have really appreciated working with Marty and his team throughout this process. I'll cover a few more brief comments than Katie will close this out with a few more details on the audit results.

Of course, we're issuing an opinion on the 2021 financial statements and that has been completed. The scopes consistent with what we have issued in the past and there were no significant deviations from our audit process. So, the audit plan that we presented at the beginning was executed as planned, which is great news. All deadlines have been met as required by the state auditor and happy to report that report was submitted. Now I'll turn it over to Katie took conclude our report.

Ms. Veldman: Hi everyone. It's a pleasure being here on 'Marty Day.' So, I'm glad we could attend the last one. As Keith mentioned, I'm Katie at the manager on the job and I'll just pick back up. So, it was nice this year we were able to get back in person. So, we did a hybrid model. So, we did have her field work in person here and then we did about 50% virtually as well.

As Keith mentioned, we did submit to the Auditor of State and that was approved. We issued a clean opinion which is the highest rating that you can get. There was no issues, findings or adjustments that we had. And lastly, we just want to give a big thanks and we appreciate all the effort from all the Accounting staff, especially Marty. They make our job a lot easier, so we appreciate that. At this point, is there any other question?

Chairman: Any questions?

Vice Chairman I: Could you repeat the opinion again.

Ms. Veldman: We issued a clean opinion.

Vice Chairman I: One more time.

Ms. Veldman: Clean. Five star.

Vice Chairman I: Thank you.

Chairman: Thank you both very much. Vice Chairman I and I had the honor of working with you and I appreciate the good job that you have done all of these years for us and the courtesy that you give us and how nicely you treat our staff and the professional way that you conduct yourself. We appreciate it very much.

Anything else, Marty.

Deputy Executive Director/Chief Financial Officer: That completes my report, Mr. Chairman.

Chairman: Thank you. We will move on to the report of the General Counsel, Jennifer Rieker.

General Counsel: Good morning, Mr. Chairman and Commission Members, during last month's meeting you requested that I research whether the Commission could consider a bidding company's economic impact on Ohio or their philanthropic footprint as part of my research. I met with Director of Contracts Administration, Aimee Lane, and we are reviewing OTIC's current contracting policy as part of that review we've initially identified a few sections which can be updated and during that update we will be looking at making changes to include a review of bidders' impacts on Ohio's economy, some areas we are exploring, including making awards for Service Plaza Operations, quality based selections and perhaps adding it in as a factor in breaking ties. I hope to report to the Executive Director in the coming months, which he then will be bringing to you for your consideration.

I wanted to provide you also with a short update on the snowplow incident from earlier this year. Currently the Commission has paid 79,060.86 which includes the resolution of 33 claims as well as payment of towing services incurred as a result of the incident. The Legal Department continues to work diligently to resolve all remaining claims.

Finally, the Legal Department is engaging in reviewing applications for the Commission's insurance renewals, we should be prepared to bring a resolution to the Commission in the coming months and that concludes my report.

Chairman: Thank you. We will now move on to the report of the Ohio State Highway Patrol, Staff Lieutenant, Richard Reeder.

Staff Lieutenant Reeder: Good morning, Mr. Chairman and Commission Members. It great to be here on 'Marty Day.' I can't echo anything more than what everyone else has said. It has a been a pleasure working with you. I know we had a big project at that start of this year. I thank you for your patience with me. It went very well.

On a side note, I don't know if you all saw, former Director Cole walked in. He is in the back. He's already giving me a hard time, so I don't want to mess up today.

Chairman: We were trying not to notice. You had to bring it to light.

Staff Lieutenant Reeder: We did a couple safety videos together and I am still scarred from those. But, no, I am glad to be here today and glad to present my report.

Unfortunately, this first event there is a lot of parts to it. On May 23, 2022, at approximately 2223 hours, Swanton Post units were dispatched to an individual causing a disturbance at the Indian Meadows Service Plaza. The suspect robbed a female patron at the plaza. While doing so, he told her to give her everything she had and further threatened her by saying he was "strapped" with a weapon. The suspect then fled the plaza and later attacked a toll gate employee at Westgate. The suspect ripped the protective windshield from the booth and physically assaulted the Toll Collector. The Suspect then began to punch several semis that were stopped at the gate. He then fled the scene in his vehicle into Indiana where he struck a pick-up truck while pulling a U-Haul trailer. Trooper Rager, the Edgerton Police Department, and Williams County Sheriff's arrived on-scene first, but later relinquished the Suspect to the Indiana State Police. None of the officers were injured. The suspect was then taken by EMS to a local hospital for a mental health evaluation.

You've heard me talk several times about our air speed checks. On Saturday, April 30, 2022, in the Swanton area, a vehicle was called off and stopped for driving 101 MPH that morning. We issued him a citation. You've heard me talk about these extreme speeds. We really look for those triple digit speeds. Later that same day, Troopers working in the Milan Post area stopped the very same vehicle for driving 109 MPH. The same vehicle. This person felt compelled to try and convince he Trooper to give him a break. Obviously, we weren't going to. It just shows the lack of care and concern for other drivers, when we check you twice in the same morning in excess of 100 MPH. It is interesting to note, it was the same pilot as well. He had left Swanton, went down to Milan and called off that vehicle. Again, these air zones are very effective up here. We struggled a bit this year due to shortages with our aviation to work them as much as we can. We are going to continue to try and do all we can to get up here and get these people slowed down.

Lastly, this is something that has been near and dear to me since I came up here in 2011, I was glad to get back to doing our plaza details. It is something I have always appreciated; you make contact with people in a very positive environment. It was really nice we were able to get the Patrol cars there and retired Sergeant LaRue loves that stuff. So, if you ever have a detail and you want some old cars, I am sure he can get some guys rounded up and bring you some cars. It was nice, I sat down and was talking to Sergeant LaRue and it was nice to see the people. It was a beautiful day. They were just stopping and they were taking their kids out of the car, they were just relaxing. It was nice because these kids approached us and we got to talk to them. It was just an all-around great family environment. We are really struggling to recruit and get good people like many law enforcement agencies are. We kind of approached this plaza event as something that we could do for an out of the box recruitment event, so I got Trooper Josh Smith, who is our Northern Ohio Recruiter, and he had a booth set up at the plaza as well. So, thank you to the Commission for letting us do that.

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

Chairman: Thank you for your report, sir. We appreciate all you do. We have a presentation to be made now. Marty, if you would step up. It says, Ohio Turnpike and Infrastructure Commission Resolution Honoring the Distinguished Service. It honors your distinguished service for the past 12 years that you have been with us. We appreciate all that you have done without question. Each and every one that you have worked with, I know that each and every member of Commission has always praised you, thought extremely high of you, and we are going to miss you, Marty. We wish you well.

Deputy Executive Director/Chief Financial Officer: I will miss all of you too.

Chairman: The next meeting, and take note of this please, of the Ohio Turnpike and Infrastructure Commission will be held on August 15, 2022, at 10:00 a.m. here at the Commission's Administration Building located in Berea, Ohio.

If there is no further business, I will accept a motion to adjourn the 698th Commission Meeting.

MOTION: A motion to adjourn the 698th Commission Meeting is made by Secretary Treasurer Barber, seconded by Ms. Eaton Johnson, and unanimously approved by all Commission Members present.

Time of adjournment: 11:30 a.m.

Attendees for Record Keeping Purposes:

Commission Members: Chairman Jerry Hruby; Vice Chairman Timothy Paradiso; Secretary-Treasurer Sandra Barber; Commission Member Guy Coviello; Commission Member Vickie Eaton Johnson, Commission Member Myron Pakush; and Office of Budget and Management Representative James Kennedy.

Other Attendees: Katie Veldman, Plante Moran; Keith Martinez, Plante Moran; Jon Lorincz, AECOM; Brett Bailey, Huntington; Hamid Homae, TBD Advisors; Michael Burgess, Prime AE; Maureen Murman, Huntington; David Bumann, IBI; Art Rometo, GAI Consultants; Jacob Siesel, IUOE Local 18; Bethany Pugh, PFM; and Jack Rimac, G. Stephens, Inc.

Ohio Turnpike and Infrastructure Commission Personnel: Ferzan M. Ahmed, P.E., Ohio Turnpike; Staff Lieutenant Richard Reeder, Ohio State Highway Patrol; Jennifer Monty Rieker, Ohio Turnpike; Heather Veljkovic, Ohio Turnpike; Marty Seekely, Ohio Turnpike; Chris Matta, Ohio Turnpike; Laurie Davis, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Aimee Lane, Ohio Turnpike; Sue Coleman, Ohio Turnpike; Brian Kelley, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Matt Cole, Ohio Turnpike; Chriss Pogorelc, Ohio Turnpike; Chuck Cyrill, Ohio Turnpike; Jackie Dohoda Herberger, Ohio Turnpike; Andrew Herberger, Ohio Turnpike; Lisa Drozdowski, Ohio Turnpike; David Miller, Ohio Turnpike; Ross Williams, Ohio Turnpike; Randi Mariner, Ohio Turnpike; Kristen Wolfe, Ohio Turnpike; Jamie Cortes, Ohio Turnpike; Iris Cabanas, Ohio Turnpike; Carol Zanin, Ohio Turnpike; Colin Mihalik, Ohio Turnpike; Linda Czerny, Ohio Turnpike; Taylor Birth, Ohio Turnpike; Laura Gropitch, Ohio Turnpike; Jennifer Reck, Ohio Turnpike; Amanda Brown, Ohio Turnpike; John Scimemi, Ohio Turnpike; Stacey Verespe, Ohio Turnpike; and Adam Greenslade, Ohio Turnpike.

EXHIBITS

- Resolution No. 41-2022 – Resolution Approving the Selection of Compass Infrastructure Group LLC for Project No. 71-22-02 in the Not-To-Exceed Amount of \$320,998.00
- Resolution No. 42-2022 – Resolution Approving the Selection of Glaus, Pyle, Schomer, Burns & Dehaven dba GPD Group for Project No. 71-22-03 in the Not-To-Exceed Amount of \$162,620.00
- Resolution No. 43-2022 – Resolution Approving the Selection of IBI Group Engineering Services (USA) Inc. for Project No. 71-22-04 in the Not-To-Exceed Amount of \$141,194.00
- Resolution No. 44-2022 – Resolution Awarding a Contract for the Furnishing of Asphalt Concrete Pavement Sealing Under Invitation No. 4408 to Allseal Sealcoating LLC in the Total Amount of \$160,537.99
- Resolution No. 45-2022 – Resolution Approving the Selection of the Shelly Company for Project No. 53-22-02 for the Total Amount of \$2,786,916.50
- Resolution No. 46-2022 – Resolution Awarding a Contract to Firelands Supply Co. for Guardrail Materials Under Bid Invitation No. 4411 in the Total Amount of \$229,420.00
- Resolution No. 47-2022 – Resolution Rejecting the Sole Bid Received on Project No. 59-22-03
- Resolution No. 48-2022 – Resolution Authorizing the Purchase of Eight (8) Crew Cab Pickup Trucks from Valley Chevrolet in the Total Amount of \$361,160.00 Under the DAS Cooperative Purchasing Program
- Resolution No. 49-2022 – Resolution Authorizing the Purchase of Two (2) Regular Cab Pickup Trucks, Eighteen (18) Transit 350 Cargo Vans and Four (4) Transit 150 Cargo Vans from Valley Ford Truck, Inc. in the Total Amount of \$966,342.75 Under the DAS Cooperative Purchasing Program
- Resolution No. 50-2022 – Resolution Authorizing Agreement with J.L. Hilton Co., LLC for Video Arcade Operations at Mahoning Valley and Glacier Hills Service Plazas
- Resolution No. 51-2022 – Resolution Authorizing Agreement with Swyft, Inc. for Automated Retail Vending Services at Select Service Plazas

- Resolution No. 52-2022 – Resolution Authorizing Agreement with AVI Foodsystems, Inc for the Operation of Food and Retail Concessions at the Commission’s Blue Heron and Wyandot Service Plazas
- Resolution No. 53-2022 – Resolution Authorizing Agreement with Applegreen USA Welcome Centers, LLC for the Operation of Food and Retail Concessions at the Commission’s Great Lakes and Towpath Service Plazas
- Resolution No. 54-2022 – 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
- Resolution No. 55-2022 – Resolution Approving the Selection of InfoSend, Inc. to Furnish Printing and Mail House Services in the Total Estimated Five-Year Cost of \$512,800.16, with the Option to Renew for Two Additional Two-Year Periods

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Honoring the Distinguished Service of Martin S. Seekely

WHEREAS, on May 16, 2010, Martin S. Seekely (“Marty”) began his service with the Ohio Turnpike and Infrastructure Commission (“Commission”) as the Chief Financial Officer (CFO)/Comptroller; and

WHEREAS, on October 25, 2015, Mr. Seekely was promoted and thus added Deputy Executive Director (DED) to his title, and whereas, he remained DED/CFO/Comptroller for the remainder of his distinguished career with the Commission overseeing the Accounting, Payroll, and Customer Service Center departments; and

WHEREAS, during his tenure with the Commission, Mr. Seekely has been a proponent of the Commission’s mission to be the industry leader in providing safe and efficient transportation services to our customers, communities, and partners; and

WHEREAS, Mr. Seekely has been instrumental in overseeing the compliance of all bond covenants, along with astute capital and annual operating budget projections; and

WHEREAS, from the time Mr. Seekely started with the Commission, he has been an integral part of over \$2.7 billion in Senior Lien and Junior Lien new money bond issuances and bond refunding transactions. The \$1 billion in bond refunding transactions decreased the Commission’s future debt service payments by approximately \$258 million, which is a net present value savings of approximately \$185 million; and

WHEREAS, Mr. Seekely’s work has been recognized by the Government Finance Officers Association of the United States and Canada (“GFOA”) who have awarded a Certificate of Achievement for Excellence in Financial Reporting to the Ohio Turnpike and Infrastructure Commission for its Comprehensive Annual Financial Report for every year in which Mr. Seekely has served the Commission; and

WHEREAS, Mr. Seekely has worked with the major credit rating agencies to maintain the Turnpike’s credit rating to be among the highest of all the toll roads in the country during his tenure with the Commission; and

WHEREAS, Mr. Seekely has been a highly regarded employee whose time with the Commission has served Ohio Turnpike motorists well; and

WHEREAS, the Commission wishes to formally acknowledge Mr. Seekely’s distinguished service to the Commission and the traveling public; and

WHEREAS, the members and staff of the Commission wish to give formal and public recognition for the honorable, exceptionally dedicated, and effective service of Martin S. Seekely.

NOW, THEREFORE, BE IT

RESOLVED, that the Ohio Turnpike and Infrastructure Commission hereby acknowledges and expresses its gratitude to Martin S. Seekely for his twelve years of dedicated service, and the Commission also considers that the people of the State of Ohio have been fortunate in receiving the unselfish services that he rendered; and

FURTHER RESOLVED, that the Commission extends its best wishes to Mr. Seekely, his wife, and their children and grandchildren, and desires that Mr. Seekely have much success and well-being in all matters and activities that he shall undertake in the future; and

FURTHER RESOLVED, that the Assistant Secretary-Treasurer be, and hereby he is, directed to send a certified copy of this Resolution to Mr. Seekely.

(Resolution No. 40-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Compass Infrastructure Group LLC for Project No. 71-22-02 in the Not-To-Exceed Amount of \$320,998.00

WHEREAS, on February 14, 2022, the Ohio Turnpike and Infrastructure Commission (“Commission”) issued Request for Letters of Interest No. 4-2022 seeking letters of interest for design services (“Phase I Services”) and engineering support during construction (“Phase II Services”) for Project No. 71-22-02, Bridge Deck Replacement of the Mainline Bridge over State Route 43 at Milepost 188.2 in Portage County, Ohio (the “Project”); and

WHEREAS, on March 7, 2022, the Commission received eleven (11) Letters of Interest from firms expressing their readiness to serve as the Commission’s engineering consultant for the Project; and

WHEREAS, on the basis of the proposals received, in accordance with the Commission’s Standard Operating Procedure for Professional Design Consultant Selection Process, the Engineering staff concluded that Compass Infrastructure Group (“Compass”), of Columbus, Ohio, was the most qualified to perform the necessary services for the Project and conducted a Scope of Services meeting to confirm a mutual understanding of the Phase I Services for the Project consisting of Site Inspection, Engineering Report, Design and Plan Preparation; and

WHEREAS, Compass submitted its revised fee proposal dated June 8, 2022, to perform the Phase I Services in the not-to-exceed amount of \$320,998.00 which fee proposal the Chief Engineer deemed reasonable and appropriate, and recommends that the Commission approve the award of the contract to Compass based on its technical proposal and fee proposal for the Project; and

WHEREAS, the Commission’s Director of Contracts Administration has determined that the LOI process and the selection of Compass conform with the requirements of Ohio Revised Code Sections 153.65 to 153.71, that all legal requirements were performed and that the proposals were solicited on the basis of the same terms and conditions with respect to all respondents and potential respondents; and

WHEREAS, the Office of Equity and Inclusion determined that Compass has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project and has made a commitment of 34.4% which exceeds the SBE participation goal of 20% 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 Compass’s fee proposal to perform the Phase I Services exceeds \$150,000.00; and

WHEREAS, the Executive Director has reviewed the recommendation of the Chief Engineer and concurs that the Commission should approve the selection of Compass for Project No. 71-22-02; and

WHEREAS, this Resolution seeks authorization of Phase I Services in the not-to-exceed amount of \$320,998.00, but the contract includes Phase II Services and Commission staff will modify the contract in accordance with the Commission's contracts policy to include those Phase II Services at the time they are necessary for successful completion of the Project, including presenting a resolution to the Commission if required; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the selection of Compass Infrastructure Group LLC is approved as the most qualified firm to perform the design services and engineering support during construction for Project No. 71-22-02 and that the Executive Director is authorized to execute a contract with Compass Infrastructure Group for Phase I Services in the not-to-exceed amount of \$320,998.00.

(Resolution No. 41-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Glaus, Pyle, Schomer, Burns & Dehaven dba GPD Group for Project No. 71-22-03 in the Not-To-Exceed Amount of \$162,620.00

WHEREAS, on February 14, 2022, the Ohio Turnpike and Infrastructure Commission issued Request for Letters of Interest No. 5-2022 seeking letters of interest for design services and engineering support during construction for Project No. 71-22-03, Replacement of the State Route 88 Bridge over the Mainline at Milepost 199.5, the Deck Replacement of the Mainline Bridge over Bryant Road (Township Route 236) at Milepost 202.8 and the Deck Overlay of the Mainline Bridge over North Main Street (County Route 229) at Milepost 203.7 in Portage County, Ohio(the “Project”); and

WHEREAS, on March 7, 2022, the Commission received ten (10) Letters of Interest from firms expressing their readiness to serve as the Commission’s engineering consultant for the Project; and

WHEREAS, on the basis of the proposals received, in accordance with the Commission’s Standard Operating Procedure for Professional Design Consultant Selection Process, the Engineering staff concluded that Glaus, Pyle, Schomer, Burns & Dehaven dba GPD Group (“GPD”), of Cleveland, Ohio, was the most qualified to perform the necessary services for the Project and conducted a Scope of Services meeting to confirm a mutual understanding of the Phase IA Services for the Project which include detailed site inspections and field review, survey of all bridges and roadway approaches, a bridge type study for the State Route 88 bridge, and load ratings and physical condition reports for the Bryant Road and North Main Street structures (“Phase IA Services”); and

WHEREAS, GPD submitted its revised fee proposal dated June 8, 2022, to perform the Phase IA Services in the not-to-exceed amount of \$162,620.00 which fee proposal the Chief Engineer deemed reasonable and appropriate, and recommends that the Commission approve the award of the contract to GPD based on its technical proposal and fee proposal for the Project; and

WHEREAS, the Commission’s Director of Contracts Administration has determined that the LOI process and the selection of GPD conform with the requirements of Ohio Revised Code Sections 153.65 to 153.71, that all legal requirements were performed and that the proposals were solicited on the basis of the same terms and conditions with respect to all respondents and potential respondents; and

WHEREAS, the Office of Equity and Inclusion determined that GPD has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project and has made a commitment of 20% which meets the SBE participation goal of 20% 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 GPD’s fee proposal to perform the Phase IA Services exceeds \$150,000.00; and

WHEREAS, the Executive Director has reviewed the recommendation of the Chief Engineer and concurs that the Commission should approve the selection of GPD to perform the Phase IA Services for Project No. 71-22-03; and

WHEREAS, this Resolution seeks authorization of Phase IA Services in the not-to-exceed amount of \$162,620.00 but the contract includes additional Phase I Services and Phase II Services, and Commission staff will modify the contract in accordance with the Commission's contracts policy to include those additional services at the time they are necessary for successful completion of the Project, including presenting a resolution to the Commission if required; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the selection of GPD Group is approved as the most qualified firm to perform the design services and engineering support during construction for Project No. 71-22-03 and that the Executive Director is authorized to execute a contract with GPD Group for Phase IA Services in the not-to-exceed amount of \$162,620.00.

(Resolution No. 42-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of IBI Group Engineering Services (USA) Inc. for Project No. 71-22-04 in the Not-To-Exceed Amount of \$141,194.00

WHEREAS, on February 14, 2022, the Commission issued Request for Letters of Interest No. 6-2022 seeking letters of interest for design services and engineering support during construction for Project No. 71-22-04, Replacement of the US Route 224 Bridge (Boardman-Canfield Road) over the Mainline at Milepost 227.6 in Mahoning County, Ohio (the “Project”); and

WHEREAS, on March 7, 2022, Letters of Interest were received from twelve (12) firms expressing their readiness to serve as the Commission’s engineering consultant for the Project; and

WHEREAS, on the basis of the proposals received, in accordance with the Commission’s Standard Operating Procedure for Professional Design Consultant Selection Process, the Engineering staff concluded that IBI Group Engineering Services (USA) Inc. (“IBI”), of Canton, Ohio, was the most qualified to perform the necessary services for the Project and conducted a Scope of Services meeting to confirm a mutual understanding of the Phase IA Services for the Project consisting of site inspection, structure alternative analysis, field survey, maintenance of traffic, accelerated bridge construction study, construction contract options, utility coordination, stakeholder outreach/ODOT coordination, load rating, geotechnical exploration and engineering report (“Phase IA Services”);and

WHEREAS, IBI submitted its revised fee proposal dated June 10, 2022, to perform the Phase IA Services in the not-to-exceed amount of \$141,194.00 which fee proposal the Chief Engineer deemed reasonable and appropriate, and recommends that the Commission approve the award of the contract to IBI based on its technical proposal and fee proposal for Project No. 71-22-04; and

WHEREAS, the Commission’s Director of Contracts Administration has determined that the LOI process and the selection of IBI conform with the requirements of Ohio Revised Code Sections 153.65 to 153.71, that all legal requirements were performed and that the proposals were solicited on the basis of the same terms and conditions with respect to all respondents and potential respondents; and

WHEREAS, the Office of Equity and Inclusion determined that IBI has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project and has made a commitment of 20% which meets the SBE participation goal of 20% for the Project; and

WHEREAS, the Executive Director has reviewed the recommendation of the Chief Engineer and concurs that the Commission should approve the selection of IBI to perform the Phase IA Services for Project No. 71-22-04; and

WHEREAS, this Resolution seeks authorization of Phase IA Services in the not-to-exceed amount of \$141,194.00 but the contract includes additional Phase I Services and Phase II Services, and Commission staff will modify the contract in accordance with the Commission's contracts policy to include those additional services at the time they are necessary for successful completion of the Project, including presenting a resolution to the Commission if required; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the selection of IBI Group is approved as the most qualified firm to perform the design services and engineering support during construction for Project No. 71-22-04 and that the Executive Director is authorized to execute a contract with IBI Group for Phase IA Services in the not-to-exceed amount of \$141,194.00.

(Resolution No. 43-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Awarding a Contract for the Furnishing of Asphalt Concrete Pavement Sealing Under Invitation No. 4408 to Allseal Sealcoating LLC in the Total Amount of \$160,537.99

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) advertised an Invitation for Bids to perform its requirements for Asphalt Concrete Pavement Sealing during a period commencing upon contract execution; and

WHEREAS, Invitation No. 4408 was for furnishing Asphalt Pavement Sealing at SP-5 (Middle Ridge & Vermilion Valley Service Plazas), TT Lot 118, OSHP Post 90, Humm Road Access Road, Frailey Road Access Road & Amherst Maintenance Building; and

WHEREAS, the Commission received one bid in response to the Invitation, and the Commission’s Maintenance Operations Engineer reviewed and analyzed the bid timely submitted, whose report concerning such analysis is before the Commission; and

WHEREAS, the Maintenance Operations Engineer reports that the lowest responsive and responsible bid for performance under Invitation No. 4408 was submitted by Allseal Sealcoating LLC, of London, Ohio, in the total amount of \$160,537.99; and

WHEREAS, the Maintenance Operations Engineer reports that references contacted for Allseal Sealcoating LLC provided favorable feedback regarding quality of service and ability to perform on time; and, therefore, the Maintenance Operations Engineer and Chief Engineer recommend that the Commission award the contract under Invitation No. 4408 for pavement sealing services to Allseal Sealcoating LLC as the lowest responsible and responsive bidder; and

WHEREAS, the Director of Contracts Administration determined that the bids for Invitation No. 4408 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from Allseal Sealcoating LLC for Invitation No. 4408 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312; and

WHEREAS, the Office of Equity and Inclusion (OEI) Contracts Coordinator determined to waive the program requirements due to lack of opportunity and availability of certified firms; and

WHEREAS, Commission action is requested to approve the contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws because the amount of the bid will require expenditures that exceed \$150,000.00; and

WHEREAS, the Commission’s Executive Director recommends that the Commission award Allseal Sealcoating LLC the contract for Invitation No. 4408 as the lowest responsive and responsible bidder; and

WHEREAS, the Commission has duly considered such recommendation.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the bid of Allseal Sealcoating LLC in the amount of \$160,537.99 to perform the Commission's requirements for pavement sealing services under Invitation 4408 is approved as the lowest responsive and responsible bid received, and that the Executive Director is authorized to execute a contract on the basis of said bid.

(Resolution No. 44-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of the Shelly Company for Project No. 53-22-02 for the Total Amount of \$2,786,916.50

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice in accordance with law advertising its Invitation to Bid upon a contract for Repairs and Resurfacing Great Lakes and Towpath Service Plazas, Milepost 170.10, Cuyahoga, Ohio (“Project No. 53-22-02”); and

WHEREAS, the Commission received three (3) bids to perform the Contractor’s obligations on Project No. 53-22-02 and the report of the Commission’s Chief Engineer concerning the review and analysis of the bids is before the Commission; and

WHEREAS, the Chief Engineer reports that The Shelly Company (“Shelly”), of Twinsburg, Ohio, submitted the apparent low bid on Project No. 53-22-02 in the total bid amount of \$2,786,916.50, which he recommends the Commission accept and approve authorization for the Executive Director to award; and

WHEREAS, the Director of Contracts Administration 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 Shelly conforms to the requirements of Ohio Revised Code Sections 153.54, 5537.07 and 9.312, and Shelly submitted a performance bond with good and sufficient surety; and

WHEREAS, the Office of Equity and Inclusion has found that Shelly has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project and has made a commitment of 10.87% which exceeds the SBE participation goal of 10% for the Project; and

WHEREAS, Commission action is necessary to approve the Contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws because the amount of the bids received will require expenditures under Project No. 53-22-02 that will exceed \$150,000.00; and

WHEREAS, the Chief Engineer recommends the Commission select Shelly as the lowest responsive and responsible bidder for Project Nos. 53-22-02; and

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

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the bid of The Shelly Company for Project No. 53-22-02 in the amount of \$2,786,916.50 is approved as the lowest responsive and responsible bid received and the Executive Director is authorized to execute a contract based on said bid.

(Resolution No. 45-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Awarding a Contract to Firelands Supply Co. for Guardrail Materials Under Bid Invitation No. 4411 in the Total Amount of \$229,420.00

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) advertised an Invitation for Bids (“Invitation”) to furnish galvanized guardrail parts under Bid Invitation No. 4411; and

WHEREAS, the Commission received three (3) bids in response to the Invitation, and the Commission’s Maintenance Operations Engineer reviewed and analyzed the timely bids submitted, whose report concerning such analysis is before the Commission; and

WHEREAS, the Maintenance Operations Engineer reports that Firelands Supply Co. (“Firelands”), of Norwalk, Ohio, submitted the apparent low bid in the amount of \$229,420.00; and

WHEREAS, the Maintenance Operations Engineer reports that the bid of Firelands conforms with the bid specifications in all material respects, observed that Firelands has satisfactorily furnished similar material previously to the Commission, and recommends that the Commission select the bid of Firelands as the lowest responsible and responsive bid received under Invitation No. 4411 in the amount of \$229,420.00; and

WHEREAS, the Commission’s Director of Contracts Administration has determined that the bids for Invitation No. 4411 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from Firelands conforms to the requirements of Ohio Revised Code Section 5537.07 and 9.312; and

WHEREAS, the Office of Equity and Inclusion (OEI) determined to waive the program requirements due to lack of opportunity and availability of certified firms; and

WHEREAS, the Executive Director has reviewed the report of the Maintenance Operations Engineer and concurs with the recommendation to award the contract for Invitation No. 4411 to Firelands as the lowest responsive and responsible bidder; and

WHEREAS, Commission action is requested to approve the contract in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws because the amount of the bid received will require an expenditure that exceeds \$150,000.00 to furnish galvanized guardrail parts; 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 Firelands Supply Co., of Norwalk, Ohio, under Invitation No. 4411, to furnish galvanized guardrail

parts, in the amount of \$229,420.00, is approved as the lowest responsive and responsible bid received, and that the Executive Director is authorized to execute a contract on the basis of said bid.

(Resolution No. 46-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Rejecting the Sole Bid Received on Project No. 59-22-03

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published a notice in accordance with law to advertise an Invitation to Bids on a contract for Repairs and Resurfacing, Interchange 118 Ramps, Milepost 118.60, Erie County, Ohio, and designated as Project No. 59-22-03 (the “Project”); and

WHEREAS, the Commission received one (1) bid to perform the Contractor’s obligations on the Project, and the Chief Engineer’s report analyzing the sole bid is before the Commission; and

WHEREAS, Section 5537.07(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 Chief Engineer reports that the sole bid received is 36.4% above the Engineer’s Estimate and because the sole bid is such a high percentage above the Engineer’s Estimate, he recommends 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. 59-22-03 is rejected.

(Resolution No. 47-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Purchase of Eight (8) Crew Cab Pickup Trucks from Valley Chevrolet, Inc. in the Total Amount of \$361,160.00 Under the DAS Cooperative Purchasing Program

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

WHEREAS, the Chief Engineer has determined that the purchase of eight (8) 2023 Chevrolet Crew Cab Pickup Trucks is necessary to replace eight (8) similar trucks used for operating and maintaining the Ohio Turnpike, that have reached the end of their viable economic life; and

WHEREAS, the Chief Engineer recommends that the best equipment available to perform its operations is the Silverado 3500 HD Series, two (2) wheel drive, crew cab, long bed; and

WHEREAS, the Silverado 3500 HD Series, two (2) wheel drive, crew cab, long bed is available for acquisition through the DAS Cooperative Purchasing Program under DAS Contract No. RS1007535 (Index No. GDC093, Item 30AT) from Valley Chevrolet, Inc., of Wellington, Ohio, in the total amount of \$361,160.00; and

WHEREAS, the Executive Director concurs with the recommendation that the Commission approve the purchase of the eight (8) 2023 Chevrolet Crew Cab Pickup Trucks from Valley Chevrolet, Inc., under the DAS Cooperative Purchasing Program; and

WHEREAS, Commission action is necessary under Article V, Section 1.00 of the Commission’s Code of Bylaws because the expenditure required to purchase the eight (8) 2023 Chevrolet Crew Cab Pickup Trucks exceeds \$150,000.00; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the purchase of the eight (8) 2023 Chevrolet Crew Cab Pickup Trucks under DAS Contract No. RS1007535 (Index No. GDC093, Item No. 30AT) from Valley Chevrolet, Inc., in the total amount of \$361,160.00, is approved.

(Resolution No. 48-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Purchase of Two (2) Regular Cab Pickup Trucks, Eighteen (18) Transit 350 Cargo Vans and Four (4) Transit 150 Cargo Vans from Valley Ford Truck, Inc. in the Total Amount of \$966,342.75 Under the DAS Cooperative Purchasing Program

WHEREAS, under Resolution No. 32-2003, adopted on July 21, 2003, the Executive Director of the Ohio Turnpike and Infrastructure Commission (“Commission”) 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 Chief Engineer has determined that it is necessary to purchase several vehicles to be used for operating and maintaining the Ohio Turnpike and to replace existing vehicles that have reached the end of their viable economic life; and

WHEREAS, the Chief Engineer recommends that the best equipment available to perform its operations are as follows:

- Two (2) 2023 Ford F250 Series Pickup Trucks;
- Eighteen (18) 2023 Ford Transit 350 Series Cargo Vans; and
- Four (4) 2023 Ford Transit 150 Series Cargo Vans; and

WHEREAS, the two (2) Ford Pickup Trucks are available for acquisition through the DAS Cooperative Purchasing Program, under DAS Contract No. RS1007536 (Index No. GDC093, Item 20AT) from Valley Ford Truck, Inc. of Cleveland, Ohio in the total amount of \$80,921.75; and

WHEREAS, the eighteen (18) Ford Transit 350 Cargo Vans are available for acquisition through the DAS Cooperative Purchasing Program, under DAS Contract No. RS1007536 (Index No. GDC093, Item 8AT) from Valley Ford Truck, Inc. of Cleveland, Ohio in the total amount of \$745,275.00; and

WHEREAS, the four (4) Ford Transit 150 Cargo Vans are available for acquisition through the DAS Cooperative Purchasing Program, under DAS Contract No. RS1007536 (Index No. GDC093, Item 7AT) from Valley Ford Truck, Inc. of Cleveland, Ohio in the total amount of \$140,146.00; and

WHEREAS, Commission staff reports that the Commission recently purchased one (1) 2023 Ford Transit 150 Series Cargo Van under DAS Contract No. RS1007536 (Index No. GDC093, Item 7AT) from Valley Ford Truck, Inc. of Cleveland, Ohio in the amount of \$34,794.00 for use as a courier van at the Administration Complex in Berea; and

WHEREAS, the Executive Director concurs with the recommendation that the Commission approve the purchase of two (2) Regular Cab Pickup Trucks, eighteen (18) Transit 350 Cargo Vans and four (4) Transit 150 Cargo Vans from Valley Ford Truck, Inc. of Cleveland, Ohio, under the DAS Cooperative Purchasing Program, Contract No. RS 1007536 in the total amount of \$966,342.75; and

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

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the purchase of the two (2) Regular Cab Pickup Trucks, eighteen (18) Transit 350 Cargo Vans and four (4) Transit 150 Cargo Vans under DAS Contract No. RS1007535 (Index No. GDC093) (Item Nos. 20AT, 8AT and 7AT) from Valley Ford Truck, Inc., of Cleveland, Ohio, in the total amount of \$966,342.75 is approved.

(Resolution No. 49-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Agreement with J.L. Hilton Co., LLC for Video Arcade Operations at the Mahoning Valley and Glacier Hills Service Plazas

WHEREAS, on April 5, 2022, in conformance with the requirements of Ohio Revised Code Section 5537.13, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice of its Request for Proposals (“RFP”) for Video Arcade Operations at the Mahoning Valley and Glacier Hills Service Plazas; and

WHEREAS, on May 20, 2022, the Commission received one (1) Proposal for the operation of Video Arcade Operations from J.L. Hilton Co., LLC, of Akron, Ohio; and

WHEREAS, an Evaluation Team consisting of staff from the Service Plaza Operations Department reviewed the technical proposal submitted and concluded that the best proposal in terms of branding, financial and operational capabilities was submitted by J.L. Hilton Co., LLC and further indicated in the evaluation summary that J.L. Hilton Co., LLC has significant experience, expertise and resources in operating Video Arcade Operations; and

WHEREAS, the Revenue Sharing Proposal was then unsealed; and

WHEREAS, J.L. Hilton Co., LLC submitted the best proposal in terms of service and price, with the overall Proposal summarized as follows:

							NON-BENEFICIAL	TRPI
<u>Bidder</u>	(A) Weighted Tech Score	Pro-forma Sales in \$1,000's	(B) Pro-forma Score	(C) % Revenue Score	(B) + (C) Pro-forma + Rev Score	(A)+(B)+('C) Combined Beneficial Scores	(D) CAM - OpEx Coverage Ratio	Final Score (A+B+C)*D
J. L. Hilton	53.80	50.00	20.00	20.00	40.0	93.8	100%	93.8

The J.L. Hilton, LLC. proposal provides for 50% revenue sharing for video arcade operations and 40% for redemption games; and

WHEREAS, the Commission’s Director of Contracts Administration has determined that the J.L. Hilton’s proposal conforms to the requirements of Ohio Revised Code Sections 5537.07 and 5537.13, proposals were solicited on the basis of the same terms and conditions with respect to the respondents and potential respondents, and the Commission may legally accept said company’s proposal; and

WHEREAS, the Executive Director has reviewed the recommendation of the Evaluation Team and, predicated upon their analysis, has made his recommendation to the Commission that J.L. Hilton Co., LLC be awarded the contract for Video Arcade Operations at the Mahoning Valley and Glacier Hills Service Plazas; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, that the Proposal submitted by J.L. Hilton Co., LLC, of Akron, Ohio, for the performance of Video Arcade Operations at Mahoning Valley and Glacier Hills Service Plazas is hereby accepted as the best proposal in terms of service and price, and that the Executive Director and/or General Counsel are directed to: 1) execute an Agreement with J.L. Hilton Co., LLC for an initial term of three (3) years, 2) renew said Agreement for up to three (3) additional, two-year periods if determined by the Executive Director to be in the best interest of the Commission, and 3) take any and all action necessary to properly carry out the terms of said Agreement.

(Resolution No. 50-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Agreement with Swyft, Inc. for Automated Retail Vending Services at Select Service Plazas

WHEREAS, on March 21, 2022, in conformance with the requirements of Ohio Revised Code Section 5537.13, the Ohio Turnpike And Infrastructure Commission (“Commission”) published notice of its Request for Proposals (“RFP”) for Automated Retail Vending Services at Select Service Plazas, specifically the Blue Heron/Wyandot, Erie Islands/Commodore Perry, Middle Ridge/Vermillion Valley, Great Lakes/Towpath and Portage/Brady’s Leap Service Plazas; and

WHEREAS, on May 13, 2022, the Commission received two proposals for the operation of Automated Retail Vending Services from Prepango LLC, of Chula Vista, California, and Swyft, Inc., of San Francisco, California; and

WHEREAS, an Evaluation Team consisting of staff from the Service Plaza Operations Department reviewed the technical proposals submitted and concluded that the best technical proposal in terms of branding, financial and operational capabilities was submitted by Swyft, Inc. and further indicated in the evaluation summary that Swyft, Inc. has significant experience, expertise and resources in operating automated retail vending services; and

WHEREAS, revenue sharing proposals were then unsealed and scored and the Evaluation Team requested final and best offers from each Respondent; and

WHEREAS, after reviewing the best and final offers and finalizing the technical and revenue scoring, the Evaluation Team determined that Swyft, Inc. submitted the best proposal in terms of service and price with the overall proposal summarized as follows:

WEIGHTED TECHNICAL & REVENUE PERFORMANCE INDEX (TRPI)									
BENEFICIAL								NON-BENEFICIAL	TRPI
Bidder	(A) Weighted Tech Score	Pro-forma Sales in \$1,000's Year 1	(B) Pro-forma Score	(C) % Revenue Score	(B) + (C) Pro-forma + Rev Score	(A)+(B)+(C) Combined Beneficial Scores	(D) CAM - OpEx Coverage Ratio	Final Score (A+B+C)*D	
Prepango	41.88	\$ 216	12.9	20.0	32.9	74.7	95%	71.0	
Swyft, Inc.	56.40	\$ 336	20.0	7.1	27.1	83.5	100%	83.5	

The Swyft, Inc. proposal provides for 10% revenue sharing for nationally recognized retail automated vending and 11% for personal protective equipment automated vending; and

WHEREAS, the Commission’s Director of Contracts Administration has determined that the Swyft’s proposal conforms to the requirements of Ohio Revised Code Sections 5537.07 and 5537.13, Proposals were solicited on the basis of the same terms and conditions with respect to all respondents, and the Commission may legally accept said company’s proposal; and

WHEREAS, the Office of Equity and Inclusion waived the SBE goal for this contract finding there to be a lack of opportunity for participation by certified firms; and

WHEREAS, the Executive Director has reviewed the recommendation of the Evaluation Team and, predicated upon their analysis, has made his recommendation to the Commission that Swyft, Inc. be awarded the contract for Automated Retail Vending Services at Select Service Plazas; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, that the Proposal submitted by Swyft, Inc., of San Francisco, California, for the performance of Automated Retail Vending Services at Select Service Plazas is hereby accepted as the best proposal in terms of service and price, and that the Executive Director and/or General Counsel are directed to: 1) execute a contract with Swyft, Inc. for an initial term of three (3) years, 2) renew said contract for up to three (3) additional, two-year periods if determined by the Executive Director to be within the best interest of the Commission, and 3) take any and all action necessary to properly carry out the terms of said Agreement; and

(Resolution No. 51-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Agreement with AVI Foodsystems, Inc for the Operation of Food and Retail Concessions at the Commission’s Blue Heron and Wyandot Service Plazas

WHEREAS, the Ohio Turnpike and Infrastructure Commission’s (“Commission”) contracted with CKR-Hardee’s Food Systems, expired on December 15, 2021, however, CKR-Hardee’s agreed to operate the Hardee’s brand and the retail store on a month-to-month basis until such time that a new contract can be awarded; and

WHEREAS, on December 23, 2021, in conformance with the requirements of Ohio Revised Code Section 5537.13, the Commission published notice of its Request for Proposals (“RFP”) (RFP No. 24–2021) for Food and Retail Concession Operations at the Blue Heron and Wyandot Service Plazas in Sandusky County (Agreement No. 2021-SP-3-FRC); and

WHEREAS, proposals were due to be received by the Commission by March 11, 2022; and

WHEREAS, the Commission received two (2) responses to RFP No. 24-2021 from AVI Foodsystems, Inc (“AVI”), of Warren, Ohio and Applegreen, USA Welcome Centers, LLC of Andover, Massachusetts; and

WHEREAS, an Evaluation Team consisting of staff from the Service Plaza Operations Department reviewed the Proposals submitted and concluded that the Proposal submitted by AVI to build out and operate a Retail Store, as Starbucks and a Freshens restaurant while continuing to operate and refresh the existing Hardee’s brand, occupying 4,359 square feet and committing to a Capex of \$2.8 Million to complete the fit out of Unit space and fulfills the requirements of the RFP in terms of branding, financial and operational capabilities and further indicated in the evaluation summary that AVI has significant experience, expertise and resources in operating food and retail concessions in transportation service sectors; and

WHEREAS, Revenue Sharing Proposals were then unsealed; and

WHEREAS, AVI submitted the best Technical and Revenue Sharing Proposal, with the overall Proposal summarized as follows:

Concessionaire	Brand Concepts	Revenue Sharing Return on Gross Receipts
AVI Foodsystems, Inc. of Warren, Ohio	<ul style="list-style-type: none">• Hardee’s• Starbucks• Freshens• Retail store (TBD)	<ul style="list-style-type: none">• 4% of Gross Receipts• Guaranteed Minimum Annual Payment (GMAP) Schedule: (1) July 2022-December 2023 – No GMAP; (2) January 2024-December 2024 – Actual Concession Fees earned Jan. 2023 to Dec. 2023, plus 2%; (3) Each year thereafter, the

guarantee will be the Actual
Concession Fees earned the
previous operating year, plus 2%

WHEREAS, in addition to the foregoing, AVI will pay a monthly property maintenance fee in the amount of four percent (4%) of gross revenue, a monthly capital improvement fee in the amount one percent (1%) of gross revenue and fifty percent (50%) of the common area maintenance fee for Unit 1 and reinvest 0.75% of Gross Receipts at the expiration of the initial term as the Operator's Minimum Capital Reinvestment Reserve Commitment; and

WHEREAS, the Commission's Director of Contracts Administration has determined that the AVI's proposal conforms to the requirements of Ohio Revised Code Sections 5537.07 and 5537.13, Proposals were solicited on the basis of the same terms and conditions with respect to all respondents and potential respondents, AVI has provided the requisite proposal guaranty and proof of insurance required under the RFP, and the Commission may legally accept said company's proposal; and

WHEREAS, the Executive Director has reviewed the recommendation of the Evaluation Team, predicated upon their analysis, has made his recommendation to the Commission that Agreement No. 2021-SP-3-FRC be awarded to AVI; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, that the Proposal submitted by AVI Foodsystems, Inc of Warren, Ohio, for the performance of Food and Retail Concession Operations at Blue Heron and Wyandot Service Plazas is hereby accepted, and that the Executive Director and/or General Counsel are directed to: 1) execute Agreement No. 2022-SP-3-FRC with AVI Foodsystems, Inc, for an initial term of ten (10) years, 2) exercise the available options to renew said Agreement for up to five (5) additional, five-year periods, and 3) take any and all action necessary to properly carry out the terms of said Agreement.

(Resolution No. 52-2022 adopted June 21, 2022)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Agreement with Applegreen USA Welcome Centers, LLC for the Operation of Food and Retail Concessions at the Commission’s Great Lakes and Towpath Service Plazas

WHEREAS, in 2020, Petrogas Group dba Applegreen PLC completed the acquisition of HMS Host’s U.S. Travel Plaza businesses and the Ohio Turnpike and Infrastructure Commission (“Commission”) agreed to this transition at the respective Commission’s Service Plazas, including Contract TR-8B for Units 1,2,3 and 5 at the Great Lakes and Towpath Service Plazas; and

WHEREAS, the contract for Unit 4, previously operated by Covelli Enterprises d.b.a “Panera”, expired in its entirety on February 28, 2022; and

WHEREAS, on November 8, 2021, in conformance with the requirements of Ohio Revised Code Section 5537.13, the Commission published notice of its Request for Proposals (“RFP”) (RFP No. 21–2021) for Food and Retail Concession Operations in Unit 4 at the Great Lakes and Towpath Service Plazas located at Milepost 170.1 in Cuyahoga County (Agreement No. 2021-SP-6-FRC); and

WHEREAS, proposals were due to be received by the Commission by January 14, 2022; and

WHEREAS, the Commission received one (1) response to RFP No. 21-2021 from Applegreen USA Welcome Centers, LLC (“Applegreen”), of Andover, Massachusetts; and

WHEREAS, Applegreen proposes to build out and operate a “Popeye’s” restaurant occupying 2,878 sq. ft. per plaza; and committing to a capital expenditure of up to \$1.4 million to complete the fit-out of Unit 4; and

WHEREAS, an Evaluation Team consisting of staff from the Service Plaza Operations Department and Office of Equity and Inclusion reviewed the Proposals submitted and concluded that the Proposal submitted by Applegreen fulfills the requirements of the RFP in terms of branding, financial and operational capabilities and further indicated in the evaluation summary that Applegreen has significant experience, expertise and resources in operating food and retail concessions in transportation service sectors; and

WHEREAS, Revenue Sharing Proposals were then unsealed; and

WHEREAS, Applegreen submitted the best Technical and Revenue Sharing Proposal, with the overall Proposal summarized as follows:

Concessionaire	Brand Concepts	Revenue Sharing Return on Gross Receipts
Applegreen OH Welcome Centers, LLC	<ul style="list-style-type: none">All five operating units, including Popeye’s (Unit 4)	<ul style="list-style-type: none">Annual Base Revenue Share of: \$400,000; paid in monthly installments

- Plus 5% of receipts greater than \$5 million but less than \$6 million
- Plus 7.5% of receipts greater than \$6 million but less than \$7 million
- Plus 10% of receipts greater than \$7 million
- Guaranteed Minimum Annual Concessions Payment of \$541,145 for 2022.

WHEREAS, at its meeting on April 18, 2022, the Commission advised staff that it wanted the existing contract for Units 1, 2, 3 and 5 and any new contract for Unit 4 to be co-terminus; and

WHEREAS, the Director of Service Plaza Operations and staff negotiated additional contract terms with Applegreen to make both contracts coterminous, summarized below:

- The contract for Unit 4 will have an initial term of 9 ½ years which will expire on February 28, 2032, and one 5-year option, exercisable by Applegreen, expiring February 28, 2037 which will provide for the initial term and the one 5-year option to expire coterminously with the existing and remaining options, exercisable by Applegreen, under the contract for Units 1, 2, 3 and 5; and
- The revenue sharing terms for all units are:
 - Annual Base Revenue Share of: \$400,000; paid in monthly installments
 - Plus 4% of receipts greater than \$5 million but less than \$6 million (a 1% reduction)
 - Plus 6.5% of receipts greater than \$6 million but less than \$7 million (a 1% reduction)
 - Plus 9% of receipts greater than \$7 million (a 1% reduction)
 - Guaranteed Minimum Annual Concessions Payment of \$750,000 for 2023 (for all 5 units) increasing by 2% annually.

Applegreen will pay a monthly property maintenance fee in the amount of four percent (4%) of gross revenue, a monthly capital improvement fee in the amount one percent (1%) of gross revenue and twenty-three percent (23%) of the common area maintenance fee for Unit 4; and reinvest 0.75% of Gross Receipts at the expiration of the initial term of Unit 4 as the Operator's Minimum Capital Reinvestment Reserve Commitment; and

WHEREAS, the Commission's Director of Contracts Administration has determined that the Applegreen's proposal conforms to the requirements of Ohio Revised Code Sections 5537.07 and 5537.13, Proposals were solicited on the basis of the same terms and conditions with respect to all respondents and potential respondents, Applegreen has provided the requisite proposal guaranty and proof of insurance required under the RFP, and the Commission may legally accept said company's proposal; and

WHEREAS, the Executive Director has reviewed the recommendation of the Evaluation Team and, predicated upon their analysis, has made his recommendation to the Commission that Agreement No. 2021-SP-6-FRC be awarded to Applegreen; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, that the Proposal submitted by Applegreen USA Welcome Centers, LLC of Andover, Massachusetts, for the performance of Food and Retail Concession Operations at Great Lakes and Towpath Service Plazas is hereby accepted as the best proposal in terms of service and price, and that the Executive Director and/or General Counsel are directed to: 1) execute Agreement No. 2021-SP-6-FRC with Applegreen USA Welcome Centers, LLC, through its wholly owned subsidiary Applegreen OH Welcome Centers, LLC, for an initial term of nine and one-half (9 1/2) years with one 5-year option, exercisable by Applegreen and 2) take any and all action necessary to properly carry out the terms of said Agreement, including amending the existing contract for Units 1, 2, 3 and 5 to be consistent with the terms set forth herein.

(Resolution No. 53-2022 adopted June 20, 2022)

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, the Ohio Turnpike and Infrastructure Commission (“Commission”) entered into a Master Trust Agreement dated as of February 15, 1994 (the “Original Master Trust Agreement”), with The Huntington National Bank, as Trustee (the “Trustee”), providing for the issuance from time to time of Turnpike Revenue Bonds under authority of Chapter 5537 of the Ohio Revised Code (the “Act”); and

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 Chief Financial Officer 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 2022 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 Chief Financial Officer, determines that there will be sufficient Gross Revenues for fiscal year 2022 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 Chief Financial Officer 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. 54-2022 adopted June 21, 2022)

**OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
TRUST AGREEMENTS SECTION 4.04
ESTIMATED CALCULATIONS FOR YEAR ENDING DECEMBER 31, 2022**

REQUIREMENT I

GROSS PLEDGED REVENUES:		
ACTUAL FOR 1ST FIVE MONTHS OF YEAR	\$ 147,255,316	
ESTIMATE FOR LAST SEVEN MONTHS OF YEAR	<u>232,364,358</u>	
ESTIMATED GROSS PLEDGED REVENUES	\$ 379,619,674	Section 4.04 (a) (i) and 4.04 (b)
OPERATING, MAINTENANCE & ADMINISTRATION COSTS	\$ 130,820,039	Section 4.04 (a) (i) (1)
REQUIRED DEPOSIT TO EXPENSE RESERVE	<u>337,100</u>	Section 4.04 (a) (i) (2)
NET/SYSTEM PLEDGED REVENUES	\$ 248,462,535	Required to be positive

REQUIREMENT II

NET/SYSTEM PLEDGED REVENUES	\$ 248,462,535	Section 4.04 (a) (ii)
ANNUAL SENIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	43,274,167	
INTEREST	24,259,046	
LESS: ESTIMATED INVESTMENT EARNINGS	<u>(575,800)</u>	
NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	\$ 66,957,413	Section 4.04 (a) (ii)
ANNUAL JUNIOR LIEN DEBT SERVICE REQUIREMENT:		
PRINCIPAL	5,496,667	
INTEREST	53,751,553	
LESS ESTIMATED INVESTMENT EARNINGS	(557,471)	
LESS INTEREST INCOME TRANSFERRED FROM INFRASTRUCTURE FUND	<u>(149,968)</u>	
NET ANNUAL JUNIOR DEBT SERVICE REQUIREMENT	\$ 58,540,781	
NET ANNUAL COMPOSITE DEBT SERVICE REQUIREMENT	<u>\$ 125,498,194</u>	
RENEWAL & REPLACEMENT (R&R) REQUIREMENT	<u>11,000,000</u>	Section 4.04 (a) (ii)
NET/SYSTEM PLEDGED REVENUES LESS DEBT SERVICE AND R & R REQUIREMENTS	<u>\$ 111,964,341</u>	Required to be positive

REQUIREMENT III

NET/SYSTEM PLEDGED REVENUES AS A % OF NET ANNUAL SENIOR DEBT SERVICE REQUIREMENT	<u>371%</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>198%</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, 2022**

	<u>January - May</u>	<u>June - December</u>	<u>Total</u>
<u>Year Ending December 31, 2021:</u>			
Toll Revenue	\$ 126,934,675	\$ 214,599,544	\$ 341,534,219
Special Toll Permits	1,373,058	1,892,984	3,266,042
Concession & Miscellaneous Revenues	8,311,980	14,130,683	22,442,663
Investment Revenue:			
Revenue Fund	23,547	30,976	54,523
Renewal & Replacement Fund	4,535	5,387	9,922
System Projects Fund	18,938	36,908	55,846
Construction Fund	38,821	62,559	101,380
Total Gross Pledged Revenues	<u>\$ 136,705,554</u>	<u>\$ 230,759,041</u>	<u>\$ 367,464,595</u>

	<u>Actual January - May</u>	<u>Estimated June - December</u>	<u>Estimated Total</u>
<u>Year Ending December 31, 2022:</u>			
Toll Revenue	\$ 136,215,896	\$ 213,593,925	\$ 349,809,821
Special Toll Permits	1,306,665	2,002,714	3,309,379
Concession & Miscellaneous Revenues	9,369,507	14,847,552	24,217,059
Investment Revenue:			
Revenue Fund	96,445	1,001,250	1,097,695
Renewal & Replacement Fund	15,811	132,250	148,061
System Projects Fund	153,407	786,667	940,074
Construction Fund	97,585	-	97,585
Total Gross Pledged Revenues	<u>\$ 147,255,316</u>	<u>\$ 232,364,358</u>	<u>\$ 379,619,674</u>

I hereby certify the calculations above to be a fair and honest estimation of the Gross Revenues for the year ending December 31, 2022 in accordance with Section 4.04b of the Master Trust Agreement.



DED/CFO

6/13/2022

Date

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of InfoSend, Inc. to Furnish Printing and Mail House Services in the Total Estimated Five-Year Cost of \$512,800.16, with the Option to Renew for Two Additional Two-Year Periods

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) advertised Request for Proposals No. 2-2022 (“RFP”) to furnish Printing and Mail House Services for a five-year period with two possible, two-year renewal terms; and

WHEREAS, the Commission received six proposals in response to the RFP, and an Evaluation Team reviewed and analyzed the timely submitted proposals and whose report concerning such analysis is before the Commission; and

WHEREAS, the Evaluation Team reports that InfoSend, Inc., of Anaheim, California, submitted the best proposal based on the combined Technical and Price scores to furnish the Printing and Mail House Services in the annual amount of \$512,800.16 , in accordance with the RFP; and

WHEREAS, the Evaluation Team recommends that the Commission award a contract to InfoSend, Inc. as the lowest responsible and responsive bidder based on its proposal to deliver the materials in accordance with the Specifications for a price that is below the Commission’s estimate; and

WHEREAS, the Commission’s Director of Contracts Administration determined that the Proposals for RFP No. 2-2022 were solicited on the basis of the same terms and conditions and the same specifications, and that the Proposal from InfoSend, Inc. for Request for Proposal No. 2-2022 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312; and

WHEREAS, the Executive Director has reviewed the report of the Evaluation Team and concurs with the recommendation to award InfoSend, Inc. the contract for Request for Proposal No. 2-2022 as the lowest responsive and responsible bidder; and

WHEREAS, Commission action is requested to approve the contract in accordance with Article V, Section 1.00 of the Commission’s Bylaws because the amount of the bid received will require an expenditure that exceeds \$150,000.00 to furnish the Printing and Mail House Services; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the Proposal of InfoSend, Inc. to furnish Printing and Mail House Services under Request for Proposal No. 2-2022 for a period of five years in the total estimated annual amount of \$512,800.16 is approved as the lowest responsive and responsible bid received, and the Executive Director is authorized to execute a contract on the basis of said Proposal and to exercise the options to renew the contract for two additional two-year periods; and

(Resolution No. 55-2022 adopted June 21, 2022)