

**MINUTES OF THE 642nd MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
AUGUST 21, 2017**

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

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

Mr. Peterson advised that he is unable to attend today's meeting and is excused.

Will the Assistant Secretary-Treasurer please call the roll?

Assistant Secretary-Treasurer: Chairman Hruby

Chairman Hruby: Here

Assistant Secretary-Treasurer: Vice Chairman Paradiso

Vice Chairman Paradiso: Here

Assistant Secretary-Treasurer: Commissioner Barber

Secretary-Treasurer Barber: Here

Assistant Secretary-Treasurer: Mr. Dixon

Mr. Dixon: Here

Assistant Secretary-Treasurer: Mr. Pakush

Mr. Pakush: Here

Assistant Secretary-Treasurer: Mr. Kauffman

Mr. Kauffman: Here

Assistant Secretary-Treasurer: Representative Patton

Representative Patton: Here

Assistant Secretary-Treasurer: Senator LaRose

Senator LaRose: Here (arrived at 1:02 p.m.)

Chairman: We have a quorum. This is the 642nd Meeting of the Ohio Turnpike and Infrastructure Commission. We are meeting here at the Commission's headquarters, as provided for in the Commission's Code of Bylaws for a Commission Meeting.

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

May I have a motion to adopt the Minutes of the June 19, 2017, Commission Meeting? Call the roll, please.

MOTION: A motion to adopt the Minutes of the June 19, 2017, Commission Meeting was made by Mr. Dixon and seconded by Mr. Paradiso. All Commission Members present voted to approve the Minutes.

Chairman: If there are no questions, we will proceed with the report of the Secretary-Treasurer, Mrs. Barber.

Secretary-Treasurer: The following items have been provided to the Members since the last scheduled meeting of the Commission on June 19, 2017:

1. Eleven Resolutions;
2. Draft Minutes of the June 19, 2017, Commission Meeting; and
3. Agenda for today's meeting.

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

1. Traffic Crash Summary Reports, June and July 2017;
2. Traffic and Revenue Reports, June and July 2017;
3. Total Revenue by Month and Year, June and July 2017;
4. Investment Reports, June and July 2017;
5. Financial Statements, June and July 2017;
6. Budget Report – Six Months; and
7. Various News Articles.

Secretary-Treasurer: That completes my report, Mr. Chairman.

Chairman: Thank you. Any questions for Mrs. Barber? Hearing none, we will move on to the report of our Executive Director, Randy Cole.

Director Cole: Thank you, Mr. Chairman. Very briefly, I just want to say our Strategic Planning Workflow Committee met and we are in substantial compliance with the Commission Bylaws in reviewing all of our standard operating procedures. Tony, David Miller and I got together with the rest of the staff and made sure that all of those things are in place to make sure we have the processes we need to keep things running smoothly. With eleven items on the Agenda, a couple of them are pretty significant, I do not have any further report today.

Chairman: Thank you. Any questions? We will move on to the report of the Chief Engineer, Tony Yacobucci.

Chief Engineer: Good afternoon, Mr. Chairman and Commission Members. Prior to presenting the seven resolutions I have for your consideration this afternoon, I would like to provide you with an update on our procurement of rock salt for the 2017/2018 snow and ice season. Under Resolution No. 21-2017, the Commission authorized our participation in ODOT's Cooperative Purchasing Program for the procurement of sodium chloride for the 2017/2018 winter season. The resolution required the Maintenance Engineer to issue a report back to the Commission indicating the results of the ODOT bidding process. A spreadsheet labeled *2017/2018 Sodium Chloride Contract Actual Bid Pricing* was included in your packets and reflects that actual bid prices received by ODOT for the winter use contract. The Cooperative Purchasing Program contract for the procurement of rock salt requires the Commission to purchase a minimum of 90% of the winter use bid quantity and provides the option to also purchase a maximum of 110% of the winter use bid quantity. As you will note on the spreadsheet, the Commission's total expenditure for rock salt for the 2017/2018 winter season will be a minimum of \$1,486,339.20 and up to a maximum of \$1,816,636.80, which is significantly less than we originally anticipated. Our estimate was about \$2.27 million. I would like to thank ODOT for extending their purchasing agreement to us and for obtaining very favorable pricing. I would be happy to answer any questions relating to the rock salt procurement. Otherwise, I will begin presenting the seven resolutions for consideration.

Chairman: Any questions? Hearing none, please continue.

Chief Engineer: The first resolution for your consideration is for the authorization to award Project No. 71-17-03 for engineering services relating to the investigation, evaluation and rehabilitation of two bridges at Milepost 71.4 and Milepost 75.2 in Wood and Ottawa counties.

On March 3, 2017, Procurement received fifteen letters of interest for Project No. 71-17-03 from which three firms were deemed most qualified and inviting to submit technical proposals. The Engineering staff reviewed the technical proposals and concluded the KS Associates, Inc., of Elyria, Ohio, was most qualified to perform the services. Fee negotiations commenced between KS and our Engineering staff and on August 10, 2017, a final fee proposal was submitted in the amount of \$185,936, for Phase I services. The services for Phase I include the site investigation, evaluation, design and plan preparation for the rehabilitation of these two structures. Therefore, we are requesting Commission authorization for the award of Project 71-17-03 to KS Associates, Inc., of Elyria, Ohio, for Phase I of this project in the amount of \$185,936. Commission authorization may be requested in the future for construction administration and inspection services of the project.

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

General Counsel: Resolution Selecting KS Associates, Inc. to Perform the Professional Engineering and Construction Administration and Inspection Services for the Rehabilitation of Two Bridges in Wood and Ottawa Counties, and Authorizing the Executive Director to Execute an Agreement to Obtain Phase I Services for a Fee Not-To-Exceed \$185,936.00 (Project No. 71-17-03).

Chairman: Are there any questions or comments? Hearing none, please call the roll.

MOTION: A motion to adopt *Resolution Selecting KS Associates, Inc. to Perform the Professional Engineering and Construction Administration and Inspection Services for the Rehabilitation of Two Bridges in Wood and Ottawa Counties, and Authorizing the Executive Director to Execute an Agreement to Obtain Phase I Services for a Fee Not-To-Exceed \$185,936.00 (Project No. 71-17-03)*, was made by Mr. Pakush, seconded by Chairman Hruby, and approved by all Commission Members present. Resolution No. 35-2017 is attached hereto as an Exhibit.

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

Chief Engineer: The second resolution for your consideration is for authorization to award Project No. 71-17-04 for Engineering Services relating to the investigation, evaluation and rehabilitation of five overhead bridges between Milepost 120.0 and Milepost 135.4 in Erie and Lorain Counties. On April 4, 2017, Procurement received fifteen Letters of Interest for Project No. 71-17-04, from which three firms were deemed most qualified and invited to submit technical proposals. Engineering staff reviewed the technical proposals and concluded that DGL Consulting Engineers, LLC (“DGL”), of Maumee, Ohio, was most qualified to perform the services. Fee negotiations commenced between DGL and our Engineering staff, and on August 4, 2017, a final fee proposal was submitted in the amount of \$328,451.00 for Phase I services. The services for Phase I include the site investigation, evaluation, design and plan preparation for the rehabilitation of these five structures. Therefore, we are requesting Commission authorization for the award of Project No. 71-17-04 to DGL Consulting Engineers, LLC, of Maumee, Ohio, for Phase I of this Project in the amount of \$328,451.00. Commission authorization may be requested in the future for Construction Administration and Inspection Services of the Project. With your permission, may the General Counsel please read the title of the Resolution.

General Counsel: Resolution Selecting DGL Consulting Engineers, LLC to Perform the Engineering and Construction Administration and Inspection Services for the Rehabilitation of Five Bridges in Erie and Lorain Counties, and Authorizing the Executive Director to Execute an Agreement to Obtain Phase I Services for a Fee Not-To-Exceed \$328,451.00 (Project No. 71-17-04).

Chairman: Any questions or comments?

Mr. Dixon: Mr. Chairman, I understand that when a low bid is put in, I understand that, that is pretty simple, we award based on the numbers, but when you say most qualified, what deems a company more qualified than another to do the project? What are the things we are looking for when we talk about these bridges?

Chief Engineer: Mr. Chairman and Commission Member Dixon, their technical proposal. We are actually looking at their innovative approach, how they are going to approach the actual work, if there is anything in the project that has items that we don't necessarily see as we scope it. They are looking at it from their prospective. Every firm that provides us with a technical approach, they are looking at it from what they see and then we are evaluating their response based on their innovation.

Mr. Dixon: So, do we have a committee that makes that decision or is there one individual that makes that decision? Who makes that decision here at the Turnpike?

Chief Engineer: Mr. Chairman and Commission Member Dixon, there is a committee of three. In this particular project, myself as the Chief Engineer, Dennis Albrecht as the Assistant Chief Engineer, and Chuck Cvitkovich, our Structures Engineer, were all involved in that evaluation.

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

MOTION: A motion to adopt *Resolution Selecting DGL Consulting Engineers, LLC to Perform the Engineering and Construction Administration and Inspection Services for the Rehabilitation of Five Bridges in Erie and Lorain Counties, and Authorizing the Executive Director to Execute an Agreement to Obtain Phase I Services for a Fee Not-To-Exceed \$328,451.00 (Project No. 71-17-04)*, was made by Mr. Paradiso, seconded by Mrs. Barber, and approved by all Commission Members present. Resolution No. 36-2017 is attached hereto as an Exhibit.

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

Chief Engineer: The next resolution for your consideration seeks authorization to modify Contract No. 71-15-06 with DLZ Ohio, Inc., of Cleveland, Ohio, relating to the rehabilitation of the mainline bridge over Quarry Road at Milepost 138.0 and the removal of the mainline bridge over an inactive railroad at Milepost 138.2 in Lorain County. On August 19, 2015, Procurement received twenty-one Letters of Interest, from which four firms were deemed most qualified and invited to submit technical proposals. Engineering staff reviewed the technical proposals and concluded that DLZ Ohio, Inc. was the most qualified firm to perform the services. The Commission, through its Executive Director under the authority of Article V, Section 1.00 of the Bylaws, executed an Agreement for Phase 1A Services - Site Inspection and Engineering Report in an amount not-to-exceed \$131,603.00. On June 14, 2017, DLZ submitted a fee proposal to perform Phase 1B Services which includes Final Design and Plan Preparation in an amount not-to-exceed \$100,719.00. The additional costs to obtain the necessary Phase 1B Services for Project No. 71-15-06 will both increase the cost of the contract in excess of the Executive Director's contracting authority and exceed 10% of the original contract amount, therefore requiring Commission authorization of the contract modification. With your permission, may the General Counsel please read the title of the Resolution.

General Counsel: Resolution Approving Authorization to obtain Phase 1B – Design and Plan Preparation Services from DLZ Ohio, Inc. for the Rehabilitation of the Mainline Bridge at Milepost 138.0 and the Removal of the Mainline Bridge at Milepost 138.2 (Project No. 71-15-06) in the Not-to-Exceed Amount of \$100,719.00.

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

MOTION: A motion to adopt *Resolution Approving Authorization to obtain Phase 1B – Design and Plan Preparation Services from DLZ Ohio, Inc. for the Rehabilitation of the Mainline Bridge at Milepost 138.0 and the Removal of the Mainline Bridge at Milepost 138.2 (Project No. 71-15-06) in the Not-to-Exceed Amount of \$100,719.00*, was made by Chairman Hruby, seconded by Mr. Pakush, and approved by all Commission Members present. Resolution No. 37-2017 is attached hereto as an Exhibit.

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

Chief Engineer: The fourth resolution for your consideration is to award the bids received for Bid Invitation No. 4299, for the removal, transport and disposal of wastewater sludge, and floor drain and storm water waste. The bid invitation was divided into seven items of various waste disposal activities, as well as two groups for the geographical location of where the services were to be performed. The bidders were permitted to submit bids on one or any combination of the items and groups. Procurement received three bids in response to the Bid Invitation. The apparent lowest responsive and responsible bids for Items 1 and 3, and Group A of Items 4, 5, 6, and 7 were submitted by Adkins Sanitation Ltd., of Fremont, Ohio, in the amount of \$126,290.00. The apparent lowest responsive and responsible bid for Item 2 and Group B of Items 4, 5, 6, and 7 were submitted by Bear Environmental, LLC, of Dublin, Ohio, a Commission certified MBE/DBE, in the amount of \$187,660.00. All bidders propose to furnish materials and services in accordance with the specifications. Since the expenditures with Bear Environmental and Adkins Sanitation will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission authorization is required. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Approving the Selection of Bear Environmental and Adkins Sanitation to Perform the Commission's Requirements for the Removal and Disposal of Waste, Storm and Floor Drain Water and Treatment Plant Waste for a Period of One Year in the Respective Estimated Amounts of \$187,660.00 and \$126,290.00.

Chairman: Any questions or comments?

Mr. Pakush: Is there any of these locations, are there any public sanitary systems proposed in any of these areas that maybe someday we can tap into that? These are for treatment plants that the Turnpike, I assume, manages and maintains.

Chief Engineer: Mr. Chairman and Commission Member Pakush, there is one treatment plant in particular at our Erie Islands and Commodore Perry Service Plazas, and we have a consultant looking into whether we can tie a sanitary sewer into that or we can have somebody else run that plant for us. The consultant is finalizing their report, so hopefully within the next month or two we will have a final report from them and make that determination.

Chairman: Any further questions.

Director Cole: Just to add quickly, Mr. Chairman, we have been in communication with each of the adjoining or neighboring systems pretty routinely to see if they have other development in the area or anything that would bring down their cost or evaluate our cost of operation versus joining

their system, so we continue to do that and now we are taking a more thorough look at it and seeing what those opportunities are.

Representative Patton: I am just curious if the Commission has taken a look at, especially in the plant that you run yourself, that you mentioned because that is an industry a lot around the state actually, several states, we have an Ohio-based company, Quasar Energy that has done remarkable things to be able to take that same stuff that is currently being filtered through something and turning it into renewable energy, electricity, and things of that nature. It may even be something that may be able to light up the whole plaza during the night, reducing your electricity costs at the same time. As long as you are having a consultant look into that you might want to take a look at what it would be to be able to put a digester in there.

Chief Engineer: Mr. Chairman and Representative Patton, we will advise our consultant of that and see if they can add that to their report.

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

MOTION: A motion to adopt *Resolution Approving the Selection of Bear Environmental and Adkins Sanitation to Perform the Commission's Requirements for the Removal and Disposal of Waste, Storm and Floor Drain Water and Treatment Plant Waste for a Period of One Year in the Respective Estimated Amounts of \$187,660.00 and \$126,290.00*, was made by Mrs. Barber, seconded by Mr. Paradiso, and approved by all Commission Members present. Resolution No. 38-2017 is attached hereto as an Exhibit.

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

Chief Engineer: The next resolution for your consideration seeks authorization to award Contract No. 4303 for motorist safety patrol and incident response services, with an initial service between Milepost 64.9 and Milepost 126.4. The motorist safety patrol and incident response services will provide assistance to Ohio Turnpike customers and employees in situations with disabled vehicles, collisions, lost motorist, removal of non-hazardous debris, and advanced queue notification. The bid has an initial service requirement for one (1) vehicle and one (1) operator, which includes providing 120 service hours per week for the aforementioned Milepost range. The contract term is for a twelve (12) month period, with the option of two (2) additional one (1) year renewal terms and the option to add additional zones or shifts throughout the duration of the contract. The lone bid in response to the invitation was submitted by AutoBase, Inc., of Massapequa, New York, a female owned business, in the amount of \$47.97 per hour, resulting in an estimated annual amount \$299,332.80 for the initial 120-hours of services per week. The amount bid is below the estimated cost and the rate for comparable services performed for other public authorities. This bidder proposes to furnish equipment and services in accordance with specifications. In addition, we have contacted references for which AutoBase, Inc. currently performs similar contracted services. All the responsive references gave a favorable recommendation for AutoBase, Inc. regarding quality of service, safety, reliability and professionalism. Since the expenditures will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission authorization is required. With your permission, may the General Counsel please read the title of the Resolution?

General Counsel: Resolution Approving the Selection of AutoBase, Inc. to Perform Motorist Safety Patrol and Incident Response Services on the Ohio Turnpike for a Term of One Year in the Initial Estimated Annual Amount of \$299,332.80, with Options to Add Additional Zones, Shifts and Renew for Two Additional One-Year Periods.

Chairman: Any questions?

Senator LaRose: I know that ODOT has a similar service of motorist patrol. Do we know if it is the same vendor that provides that service for ODOT? My second question is, I have noticed that the one that operates in a lot of our urban areas for the Ohio Department of Transportation is logoed with an advertisement from various different companies. I think a lot of the time it ends up being insurance companies that want to put their name on the side of the “good Samaritan” truck is what I call it, but do we know if that is something we are able to do?

Director Cole: Mr. Chairman and Senator LaRose, yes this is the same company that provides the services to ODOT, that is one of the references that we checked and got very good feedback for the service they are providing in other parts of the state, so we are confident in that. A few years back, we looked at creating a logo program, as everyone knows we have some level of relationship with Progressive Insurance. We also talked to State Farm and looked at those opportunities. In the beginning, we were hoping that it was something that would pay for itself and what we found was no, that ODOT was spending the money. There is the State Farm advertising, which helps offset some of that cost, but there is still a core fee, which is similar to what we are paying here to get the service provided. Just that we connect all of the dots, the Turnpike through the Maintenance Department employs its own incident responders, in three shifts, in zones across the Turnpike. So, we have our own staff, but increasingly we have had attrition or difficulty in filling all of those positions, especially in certain locations in the state and at certain times of the day. So, some of those zones, we have started to contract with our DVS operators who separately provide more detailed towing services, both to the commercial and passenger cars out there. So, we started with some contracts with those to see how it looked, what the costs were and what the service was compared with our internal forces. That has been successful, both economically and in effectiveness. We have had good responses from customers, our Maintenance Department that interacts with them says they are all doing a good job, so we are through this contract going to a common vendor through the scalability of this contract to continue to expand that where it makes sense if there is additional attrition. Chris, did I miss anything?

Chris Matta: Mr. Director, you have explained it clearly.

Director Cole: So, back to your original point about branding it. Right now, that would be difficult because we have some of our own Turnpike Commission vehicles, which we have not put any advertising on, only safety messages like “move over and slow down,” because it is a mixed fleet. We don’t really have that opportunity yet, but if AutoBase picks up more of the business or over time picks up a significant amount, I think, at that point we will work with our Marketing and Communication Department about the opportunities to do the same thing you see with the State Farm trucks in other parts of the state. We just can’t do it yet because it is not that many trucks, so it wouldn’t be very attractive to an advertiser or insurer yet because it wouldn’t be consistently applied.

Chairman: Any other questions?

Mr. Dixon: Is this the contract that a few years ago that we had to go back, I remember we had a problem when we had to go back and change?

Chairman: That was towing.

Mr. Dixon: Okay, that was towing. This is totally different? What do they do?

Chief Engineer: Mr. Chairman and Commission Member Dixon, what these folks do is assist our customers and our employees when there is an incident on the road, whether it be a back-up at Toll Plaza 180, for instance, that person would sit behind that queue with their lights on flashing, so we wouldn't have an accident. If there is an incident they would be at that incident providing queue assistance to that back-up. If a customer has a flat tire, they may park behind that customer and have their flashing lights on to protect them from the oncoming traffic.

Mr. Dixon: Are they on stand-by at all times?

Chief Engineer: Mr. Chairman and Commission Member Dixon, they are actually running the road pretty much constantly, within their sixty-mile section that they patrol. If there is debris in the road they will remove that debris.

Director Cole: Mr. Chairman, just to clarify, the other service we have are the disabled vehicle services, the towing services themselves, which that was the contract we went back and rebid and changed our rates for what they are charging to customers and what we are paying as a retainer across the Turnpike to have them staffed and trained with the appropriate to provide those services. So that is where the per incident, like the per tow, they are still charging or collecting from AAA, but we provide them with a retainer. This contract is paid on an hourly rate to be out there on the road providing those incident response services as necessary.

Mr. Dixon: It seems like it is a good service. Thank you for the clarification.

Chairman: Tony, you said at TP 180?

Chief Engineer: That would be Toll Plaza 180. We have back-ups there because of the short ramps, especially on a Friday or during a Blossom concert.

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

MOTION: A motion to adopt *Resolution Approving the Selection of AutoBase, Inc. to Perform Motorist Safety Patrol and Incident Response Services on the Ohio Turnpike for a Term of One Year in the Initial Estimated Annual Amount of \$299,332.80, with Options to Add Additional Zones, Shifts and Renew for Two Additional One-Year Periods*, was made by Chairman Hruby, seconded by Mrs. Barber and approved by all Commission Members present. Resolution No. 39-2017 is attached hereto as an Exhibit.

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

Chief Engineer: My sixth resolution for your consideration seeks authorization to award Contract No. 4300 for furnishing approximately 108,500 gallons of propane-liquefied petroleum gas fuel annually. This fuel is used for heating at nine of our facilities. The Contract has an initial one-year term, with two possible one-year renewal terms. The bid invitation was divided into two groups, which are based on the geographical location of our facilities. The bidders were permitted to bid on one or both groups. As we do with our gasoline pricing, we use the Oil Pricing Information Services publication for baseline pricing and bidders were required to bid a differential for profit and the shipping on the material. We received three bids in response to the invitation. The apparent low bid for both groups was submitted by Ferrellgas L.P., of Norwalk, Ohio. This bidder proposes to furnish material and services in accordance with the specifications and this bidder has satisfactorily supplied propane to the Commission in the past. Inasmuch as our needs can fluctuate for this material we are recommending a one-year blanket order Contract in the estimated amount of \$150,000.00, with two possible one-year renewal terms, for a total estimated Contract amount of \$450,000.00 over the potential three-year term. With your permission, may the General Counsel please read the title of the Resolution.

General Counsel: Resolution Approving the Selection of Ferrellgas L.P. to Supply the Commission's Requirements for Propane-Liquefied Petroleum Gas Fuel for a Term of One Year in the Total Estimated Amount of \$150,000.00, with the Options to Renew for Two Additional One-Year Periods.

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

MOTION: A motion to adopt *Resolution Approving the Selection of Ferrellgas L.P. to Supply the Commission's Requirements for Propane-Liquefied Petroleum Gas Fuel for a Term of One Year in the Total Estimated Amount of \$150,000.00, with the Options to Renew for Two Additional One-Year Periods*, was made by Mr. Paradiso, seconded by Mr. Pakush and approved by all Commission Members present. Resolution No. 40-2017 is attached hereto as an Exhibit.

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

Chief Engineer: The last resolution for your consideration is for the award of Contract No. 4301 for the furnishing of ultra low sulphur diesel fuel and unleaded gasoline/ethanol blend. This is for use in the vehicles owned by the Commission. The bid invitation was divided into four groups, which are based on the geographical location of the Commission's maintenance buildings. Groups I and II were for furnishing approximately 408,000 gallons of diesel fuel and Groups III and IV were for furnishing approximately 188,000 gallons of unleaded gasoline. The contract has an initial term of twelve months with an option to extend for two additional one-year periods. The bidders were permitted to submit bids on one or any combination of the four groups. In addition, the bidders were required to submit a price differential per gallon over or under the weekly fuel prices as published by the Oil Price Information Service - Cleveland Index. We received eight bids in response to all of the Groups. The Maintenance Engineer has advised that the lowest bid for Groups I through IV, both the ultra low sulphur diesel fuel and unleaded gasoline/ethanol blend, was submitted by Lykins Energy Solutions, of Milford, Ohio. The bidder proposes to furnish the material and services in accordance with the specifications. We are recommending the award of Groups I through IV for Contract No. 4301 to Lykins Energy Solutions of Milford, Ohio in the annual estimated amount of \$1,380,000.00. With your permission, may the General Counsel please read the title of the Resolution.

General Counsel: Resolution Approving the Selection of Lykins Energy Solutions to Supply the Commission's Requirements for Diesel Fuel and Unleaded Gasoline for a Term of One Year in the Annual Estimated Amount of \$1,380,000.00, with Options to Renew for Two Additional One-Year Periods.

Chairman: Any questions or comments?

Mr. Paradiso: Do those rates change every month? Does that rate change to the Commission or are we locked in a rate for twelve months?

Chief Engineer: Mr. Chairman and Vice Chairman Paradiso, I believe the rate changes every week. We are locking in the price differential, so we are basically paying the fair market value of gasoline with the differential of what it cost them to deliver it.

Mr. Paradiso: Is it similar to that propane contract?

Chief Engineer: Yes, you are correct.

Chairman: Any other questions?

Senator LaRose: There is a big quantity of diesel and there is a big difference between the taxed and the untaxed. Are we eligible to buy the dyed untaxed diesel as a government entity?

Chief Engineer: Mr. Chairman and Senator LaRose, I do not know the answer to that question.

Chairman: Marty, do you know the answer?

CFO/Comptroller: I don't believe we are. We apply for a refund for all off-road use for the gas taxes, but for the on-road use, I believe we still have to pay the taxes.

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

MOTION: A motion to adopt *Resolution Approving the Selection of Lykins Energy Solutions to Supply the Commission's Requirements for Diesel Fuel and Unleaded Gasoline for a Term of One Year in the Annual Estimated Amount of \$1,380,000.00, with Options to Renew for Two Additional One-Year Periods*, was made by Chairman Hruby, seconded by Mrs. Barber and approved by all Commission Members present. Resolution No. 41-2017 is attached hereto as an Exhibit.

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

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

Chairman: Thank you. We will move on to the report of the Superintendent of Toll Operations, Laurie Davis.

Superintendent of Toll Operations: Good afternoon, Mr. Chairman and Commission Members. I have one resolution for your consideration this afternoon. This resolution is for toll tickets. This resolution for your consideration seeks authorization to award Contract No. 4302 for furnishing cut and rolled magnetic toll tickets that are used at our thirty-one toll plazas. This contract has a one-year term with two possible one-year renewal terms. The Procurement Department posted notice on the Commission's website, as well as the Ohio Public Notice website and sent notifications directly to toll ticket vendors. On July 31, 2017, the Procurement Department received one bid in response to the subject invitation. Subsequently, the Director of Contracts Administration followed up with potential bidders to discern the reason for not bidding on the subject invitation. Based on the responses received, few companies have the ability to supply the volume of tickets required, others were unable to meet the specifications on the bid, while others simply stated an inability to be competitive. The apparent low bid was submitted by Electronic Data Magnetic, Inc., of High Point, North Carolina, in the amount of \$195,965.00. This bidder has been the Commission's toll ticket supplier since 2008 and their products have performed successfully in the Commission's toll collection equipment. In addition, the total amount of the bid is below the estimate for the goods.

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

General Counsel: Resolution Approving the Selection of Electronic Data Magnetics, Inc. to Furnish Cut and Rolled Magnetic Toll Tickets for a Term of One Year in the Total Estimated Amount of \$195,965.00, with the Options to Renew for Two Additional One-Year Periods.

Chairman: Are there any questions or comments?

Director Cole: We have automated ticket dispensing machines and that is where the bulk of the tickets go. I have to commend our Toll Operations Department. They both look at our traffic and revenue forecasts. They look at the past year experience and the traffic volumes to try and get this as closely aligned as possible. So, as almost everything is distributed through the automatic machines, but as we work our way through the year, so we don't end up with a big surplus, part of what we have are blank tickets. So, as we start to run out of stock, instead of reordering or ending up with big surpluses, they start to use those at plazas as necessary as we get to the end of the year. They are very careful and very close on exactly what we are buying so we don't end up with a whole bunch of tickets.

Mr. Dixon: How long have you been in your position?

Superintendent of Toll Operations: Since 2012, as Superintendent. I was District Supervisor in 2008. I have been with the Commission for thirty-two years.

Chairman: You do a great job. We appreciate your work. Any further questions? Hearing none, please call the roll.

MOTION: A motion to adopt *Resolution Approving the Selection of Electronic Data Magnetics, Inc. to Furnish Cut and Rolled Magnetic Toll Tickets for a Term of One Year in the Total Estimated Amount of \$195,965.00, with the Options to Renew for Two Additional One-Year Periods*, was made by Mr.

Pakush, seconded by Mr. Paradiso and approved by all Commission Members present. Resolution No. 42-2017 is attached hereto as an Exhibit.

Chairman: The resolution passes unanimously. Do you have anything further, Laurie?

Superintendent of Toll Operations: No, Mr. Chairman. That completes my report.

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

General Counsel: Mr. Chairman, we have our outside insurance consultant with us here today, Dan Buser from Crain Langner, to present on our insurance program.

Dan Buser: Good afternoon, Mr. Chairman and Members of the Commission. My name is Dan Buser. I am with Crain Langner & Company. We are a risk management and consulting firm. We have a PowerPoint presentation today. (Attached as Exhibit 1).

This is a proposal year for the Commission. We are talking about Property and Casualty Insurance. That type of insurance protects the people and property in, on or about the Commission itself. The program is robust in nature, large in size, complex in what it does and is intended to do and does match what we do for a living every day. We run a 241-mile roadway, a lot goes on and we are prepared to deal with that.

In 2017, the Commission is in a three-year cycle to run a request for proposal process. It's on a three-year rotating basis and that's how it has been historically for a number of years. 2017 is the year in which that process is conducted.

Next, I will comment on the marketplace and market conditions as it relates to the Commission. The market for property casualty insurance is large, it is complex, there is only a handful of insurance carriers that would be interested and able to write what we do for a living. The conditions remain very favorable for entities and organizations as large as the Commission. Pricing remains good. Terms and conditions remain very favorable despite the many changes in the environment in which we live. We expect that to remain the same for 2017. We run a September 1 to September 1 policy year, so for the next year and the year after that, we don't expect any material changes in what we buy. Policy terms are critical to the program. I am an insurance guy. We read lots of policies and your policies are about three inches thick. That's where the promises are made by the insurance carriers and that is what is critical to protect the Commission, its users, members, volunteers and business partners. This year's outcome of the process is really commendable and it is a function of a couple of things and this is what is important for all of us to remind ourselves. We have a sophisticated organization run by sophisticated employees, outstanding policies and procedures. This is why carriers like to insure the Commission. We have a culture of safety and protection, our people on the roadway, property, buildings in which we reside and do our business. All of that results in an outstanding loss ratio. It is the value, the cost of the losses we have relative to the premiums we pay our carriers. When that ratio remains very favorable and it does for almost every line of coverage that we buy, insurance carriers like us. We had eight brokers participate in this insurance marketing process. We do that intentionally. We draft an RFP with help of counsel and it is distributed to the brokers, who then go to the insurance marketplace for proposals. Five brokers offered written proposals in different shapes and sizes, that is to say some quoted more than one

coverage, some quoted a variety of coverages. The next slide is a graph picture of the insurance program of the Commission. We buy property coverage to protect the buildings we are in and our bridges. We purchase a variety of liability coverages to protect against loss/liability claims asserted against the Commission. This picture is larger than it used to be. As you recall in 2012 we added two coverages. It may continue to grow as time moves on. We are doing things new and different, whether it is the use of drones to inspect bridges, use of drones or man-less vehicles on our roadways, and the use and accumulation of large data in terms of what we do for a living.

Slide five reflects sixteen years of fixed costs, the premiums we pay on a collective basis for all of the coverages, which appear on the previous slide. It is a pretty flat picture despite the fact that there is a considerable dip in the middle part of that graph and that was largely because we conducted a process. It remains flat for four years and then we added in 2012, and it is noted on that graph, we added pollution liability coverage and cyber liability coverage with respect to the data we use and collect. We are pleased to report to the Commission that we are recommending a renewal program, which will yield about a 15.8% or 15.9% fixed costs savings of \$147,813.00.

The next slide lists out for the Commission each coverage, the broker that will be used, the insurance company itself and the AM Best Rating.

Renewal detail reflects the by-coverage, the expiring fixed cost premium, as well as the renewal costs.

The next slide reflects those dollars, the recommended savings. We are not recommending the purchase of any new coverages. So, the program graph remains the same from year-to-year.

In terms of percentage savings and this is a little deeper graph than the graph, which had the four to the sixteen red/blue columns on them. It shows you what the percentage change was from year-to-year and the percentage of savings. We expect this program to perform as well as, if not better than the program that is currently in place and expires on September 1, 2017. We achieved, with the help of counsel and her colleagues, several improvements in the program. We remind ourselves that we have to be mindful of the developments in the world and around us, like the use of unmanned vehicles on the roadway and the carriers ask those questions, what are our future plans and we were able to report that it was not business as usual, but it is as business as usual given what we know and we only going to remain to be as good as we can.

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

Chairman: Any questions?

General Counsel: Mr. Chairman, I have a resolution that was included in the packets, as well as an explanation of what the recommendation is from Crain Langner, and of course, I agree with it and have talked with management, the Executive Director and our CFO. The resolution is in the packet, the title of the resolution is basically what he said. May I please read the title of the resolution, Mr. Chairman.

Chairman: Yes, please.

General Counsel: Resolution Authorizing the Purchase of Insurance Policies for the Commission's Comprehensive Insurance Program.

Chairman: Any questions or comments?

Mr. Dixon: Did you say this is the second year of a three-year program or the third year?

Dan Buser: Mr. Chairman and Commission Member Dixon, we are ending the third year of a three-year rotation.

Mr. Dixon: So, next year we will be going out for bids?

Dan Buser: Mr. Chairman and Commission Member Dixon, we do, but we do not conduct a request for proposal process. However, if an insurance carrier underperforms or underdelivers to the Commission we will know about it and we will confer with General Counsel and her colleagues, as well as the Executive Director's office, to see if there are other options, which ought to be secured or considered in the best interest of the Commission. But, a true RFP is not conducted.

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

MOTION: A motion to adopt *Resolution Authorizing the Purchase of Insurance Policies for the Commission's Comprehensive Insurance Program*, was made by Chairman Hruby, seconded by Mrs. Barber and approved by all Commission Members present. Resolution No. 43-2017 is attached hereto as an Exhibit.

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

General Counsel: No, Mr. Chairman. That completes my report.

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

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

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past two years. Passenger car vehicle miles traveled were 1% higher in June and 2.5% lower in July from the corresponding months last year. There was one less Friday day in July this year compared to last year. Cleveland also held the Republican National Convention in July last year so there may have been some additional traffic last year because of the Convention.

Commercial traffic was 1.2% higher in June and 0.2% lower in July. Passenger car toll revenues were 2.8% higher in June, however, the 2.5% decrease in passenger car traffic in July, more than offset the toll rate increase, and as a result Passenger car toll revenue decreased 0.6% in July.

The toll rate increase combined with the increase in commercial traffic in June and the slight decrease in traffic in July caused commercial vehicle toll revenues to increase 3.5% in June and 2.0% in July.

This chart shows year to date toll revenues through the month of July during each year over the past decade.

Year-to-date total toll revenues were \$4.3 million or 2.6% above the amount from last year. If you subtract February 29th from last year's total, total toll revenues are up \$5.0 million or 3.0% over last year.

That completes the update on traffic and revenue. Next, I have two resolutions for your consideration.

The first resolution authorizes an advance refunding of some of the Commission's 2009 and 2010 Bonds and the second resolution authorizes changes to certain definitions in the Master Trust Agreement.

We have been watching the short and long-term interest rates over the last year or two and have determined that the current interest rate environment will allow us to refund some of the Commission's outstanding bonds at a substantial savings. I would like to ask Bethan Pugh from PFM Financial Advisors, the Commission's financial advisor, to discuss the bond refunding and the changes we would like to make to the Master Trust Agreement.

Bethany Pugh: Good afternoon, Mr. Chairman and Commission Members. As Marty said, we have been working for several months on an advanced refunding. I do have a brief presentation to highlight some of it. (Presentation is attached as Exhibit 2).

On slide one, the approximate amount of the transaction at this point in time is going to be subject to market conditions and is approximately \$115 million. As of the time that these numbers were developed for the presentation, the approximate net present value savings was almost \$13 million. Rates have gone down a little bit since then. Obviously, this is not going to be set in stone until we get to pricing, which is a few weeks away. Using the numbers that were run last week, we are exceeding these numbers. Current savings as reflected in these numbers is in excess of 10% of the principle amount of bonds being refunded.

The next slide shows we are targeting the savings into certain years. If we look at the cash flow of the Commission holistically and in anticipation of other considerations, we are trying to target the savings to fiscal years 2023 and 2024. The ultimate savings structure will be contingent upon market conditions at the time of sale.

In addition to requesting your authorization for the advanced refunding, we also made some changes to the Master Trust Agreement with respect to the Senior Lien Bonds, which are highlighted on page 3. I would suggest and Marty and Jen can talk a little bit more about this if it necessary. The first, is related to the major bridges and to focusing additional insurance requirements as it relates to the major structural bridges within the system. There is a couple of clean-up items as it relates to some of the legal references within the documents. The last significant change is related to the debt services or

fund ratings requirement and we have made the change to align the requirements of the Senior Lien Bonds to the Junior Lien Bond language.

We are pleased to report that after ratings meeting a couple weeks ago and finalization from the credit rating agencies, that last week all of your ratings have been affirmed. In fact, one with respect to Moody's has been not changed, but you have a positive outlook, which means the stellar financial management and conservative governance of the Commission has positioned you to be in a position to potentially have a ratings upgrade with Moody's at some point in the future.

In terms of the schedule, we will be looking to print the POS in the coming week. We have the bond sale currently scheduled for September 12, 2017, which will be when all of the savings and final numbers are locked in for good and then the bonds transaction will settle and close on September 28, 2017.

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

Kurt Kauffman (OBM): Bethany, can you talk a little bit about the terms and conditions in the resolution that are kind of a "go," or "no go" criteria? The second question, changes in Trust Agreement, are there no concerns by the Trustee or their counsel, or the rating agencies?

Bethany Pugh: Correct. As it relates to your first question, I believe the information that is in the Resolution as it relates to a minimum criteria is consistent with your debt policy, which is a 5% savings threshold. So, we are far in excess of those numbers as it relates to current market conditions. I would suspect that to hold as we go into September.

As it relates to your second question, the process, I will defer to Jen.

General Counsel: The four changes that Bethany described in the Senior Lien Master Trust Agreement, two of them are really clean-up, typo type of changes. The other two are substantive in the sense that we have been working with the Trustee to talk with them about what changes we want.

The first one is the bridge insurance and you just passed a resolution authorizing the purchase of insurance, so you know we are spending almost \$800,000.00 on insurance. We have insurance. We have lots of insurance. We have an appropriate amount of insurance. We have liability and property insurance. We have all kinds of insurance to cover our risks. The specific definition that we would like to add to the Master Trust Agreement identifies those bridges which we have an additional special bridge insurance policy on. Those are the eight major bridges. I worked with Tony and his staff to come up with the names of the bridges that have been insured since the beginning of the Turnpike and that is not going to change. The Master Trust Agreement will still require insurance on those eight major bridges, as well as our typical insurance requirements. The change by adding a definition only brings the Master Trust Agreement up to what our current practice is and aligns us with the insurance industry. The other change, I will let Marty speak to as that has to do with the reserve account.

CFO/Comptroller/DED: Currently, the Master Trust Agreement requires us to maintain around \$60 million dollars in cash in the debt service accounts for the Senior Lien Bonds. We can substitute a surety, which is an insurance contract for all or part of that. The Commission did that, I

believe, in 2008. They purchased two policies: one from Ambac for \$6 million and one from Assured Guaranty for \$49 million. However, those policies can only be used in the debt service reserve facility, with the way the Trust Agreement currently reads, if they were rated in the top 2 categories by all rating agencies that rate the bonds. So, there are currently two rating agencies that rate our bonds and also rate the sureties. One of them does not rate Assured Guaranty in the top two categories. We are requesting changing the language, so that it will align with the Junior Lien Bond Trust Agreement and it only has to be rated in the top two categories by any two rating agencies. So, therefore the \$49 million Assured Guaranty surety bond will now qualify. We don't have any plans currently to take the \$49 million in cash out of the debt reserve facility, but we could in the future if for some reason we needed the funds.

General Counsel: So, for all four of these changes to the Senior Lien Master Trust Agreement, again we have been working with the Trustee and the Trustee is in agreement that these changes are not changes that would require a bond holder consent. Once you approve the amendment, we will sign it. The Trustee is here today, so we will sign it following the meeting if it is approved and it will become effective immediately. So, the new bonds, again, if you approve the refunding bonds will be sold under the amended Master Trust Agreement.

Bethany Pugh: All of these changes were presented to the rating agencies so their ratings affirmations are reflective of this information.

Mr. Paradiso: Help me understand. The savings will happen when we issue the bonds or at the end when we repay the bonds? Then, what happens to the savings?

Bethany Pugh: When we price the bonds, which will happen on September 12, 2017, that is when we will have the rates locked in.

Mr. Paradiso: New bonds?

Bethany Pugh: Correct. These are new bonds. They will essentially take out the old bonds and be in place of those bonds. What will happen is, you will realize the savings by having less debt service than you otherwise would have had. So, you have a debt service schedule that goes out for the length of these particular bonds when the old bonds go away, the new bonds come in play. You realize savings by having lower debt service. We are targeting that lower debt service for years 2023 and 2024. Although, you will have each year a nominal amount of savings, *i.e.*, lower debt service on the new bonds that you have on your existing bonds, but it is targeted and you can see it on the chart. As you can see in 2018, there is a little bit of an orange bar representing a few hundred thousand dollars there. These numbers are changing everyday as the market changes, but as of the last run there is also a little bit, like a million dollars or so, in 2025. That can actually move around because of the optimization model to other years. But, again, we are trying to target the savings to 2023 and 2024 and how that is realized is by having lower debt service for the new bonds than the old bonds.

Mr. Paradiso: The debt service is projected out for the next thirty years. Those bonds and those rates are locked in and we are just improving on that or are they not locked in, they are just projected?

Bethany Pugh: So, if you looked at everything, including the yellow bars, that is where you are today. When we do this refunding the orange bars essentially go away, so that will be the new debt service.

Chairman: Also, we heard that our bond rating is remaining as it is or better.

Bethany Pugh: Correct. Your rating is remaining as it is. A positive outlook reflects is that within a short period of time, short term, Moody's foresees an opportunity for that to be upgraded based upon the strong governance and financial management that you have in place.

Chairman: Any further questions or comments? General Counsel, please read the title of the first resolution.

General Counsel: A Resolution Authorizing the Issuance of State of Ohio Turnpike Revenue Refunding Bonds, 2017 Series A, Authorizing Various Related Documents and Instruments, and Authorizing Other Actions in Connection with the Issuance of Such Refunding Bonds.

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

MOTION: A motion to adopt *A Resolution Authorizing the Issuance of State of Ohio Turnpike Revenue Refunding Bonds, 2017 Series A, Authorizing Various Related Documents and Instruments, and Authorizing Other Actions in Connection with the Issuance of Such Refunding Bonds*, was made by Chairman Hruby, seconded by Mr. Dixon and approved by all Commission Members present. Resolution No. 44-2017 is attached hereto as an Exhibit.

Chairman: The resolution passes unanimously. Please continue with the title of the next resolution, Jennifer.

General Counsel: Resolution Authorizing the Execution of a Supplemental Trust Agreement Amending the Master Trust Agreement.

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

MOTION: A motion to adopt *Resolution Authorizing the Execution of a Supplemental Trust Agreement Amending the Master Trust Agreement*, was made by Mr. Paradiso, seconded by Chairman Hruby and approved by all Commission Members present. Resolution No. 45-2017 is attached hereto as an Exhibit.

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

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

Chairman: Thank you, Marty and Bethany. We will move on to Staff Lieutenant Hughes from the Ohio State Highway Patrol.

Staff Lieutenant Hughes: Good afternoon Mr. Chairman and Members of the Commission. I want to highlight four traffic stops over the last two months. Each has their own interesting component and when I read through them I found them fascinating.

On June 23, 2017, in Summit County, one of our Troopers stopped a vehicle and ultimately seized fifty-eight grams of heroin. What is special about that is that it is one less shipment that made it to our communities. Among this heroin epidemic, that is a big hit and there was a lot of value in that for us.

On June 25, 2017, in Fulton County, one of our Troopers stopped a vehicle for speeding. The vehicle was traveling 91 miles-per-hour to be exact. During the course of the stop, they searched the vehicle and located 144 fraudulent credit cards and a credit card reader. This is significant because if you have been the victim or known someone that has had their identity hacked or had their information stolen and later used, this was a big traffic stop because it took four people out of that ring and they are now guests of the correctional center in northwest Ohio.

On July 4, 2017, in Summit County, one of our Troopers stopped a vehicle. They ended up searching the vehicle and there was a United State Postal Service mailing box in the trunk addressed to a person that was not in the vehicle. The K-9 alerted to that box and located within the box was eight pounds of marijuana. So, they are using different techniques, different methods, in an attempt to move this contraband.

On July 26, 2017, in Summit County, one of our Troopers stopped a vehicle and on contact with the driver, he observed a bag of crack cocaine. The driver refused to comply with the Trooper's orders. A short pursuit ensued. At the end of the pursuit the suspect continued to resist, but was ultimately taken into custody. During the pursuit, he was pitching bags of cocaine out of the windows. We went back and located all of those. In total, we seized forty grams.

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

Chairman: Any questions or comments? Thank you for all of your hard work. The next meeting of the Commission will be held on Monday, September 18, 2017, at 10:00 a.m. If there is no further business, I will accept a motion to adjourn. We are adjourned. Thank you very much.

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

Time of adjournment: 2:07 p.m.

Attendees for Record Keeping Purposes:

Bethany Pugh, PFM; Scott Buchanan, AECOM; Tim Reidy, Fifth Third; Jake Siesel, IUOE 18; Dan Buser, Crain Langner; Kelly Wierzchowski, Crain Langner; Biagio Impala, Huntington National Bank; Maureen Shildwachter, Huntington National Bank; Jennifer Stueber, Ohio Turnpike; Anthony Yacobucci, Ohio Turnpike; Dennis Albrecht, Ohio Turnpike; Martin Seekely, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Matt Cole, Ohio Turnpike; Helen Guggenbiller, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Diane Criscuolo, Ohio Turnpike; David Miller, Ohio Turnpike; Mark Musson, Ohio Turnpike; Diana Anthony, Ohio Turnpike; Chris Matta, Ohio Turnpike; Lisa Mejac, Ohio Turnpike;

Adam Greenslade, Ohio Turnpike; Laurie Davis, Ohio Turnpike; Meghan Gallagher, Ohio Turnpike; Joseph Mannion, Ohio Turnpike; and Brian Newbacher, Ohio Turnpike.

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

Sandra K. Barber, Secretary-Treasurer

EXHIBITS

- Resolution No. 35-2017 - Selecting KS Associates, Inc. as the Most Qualified Consultant to Perform Engineering and Construction Administration and Inspection Services for the Rehabilitation of Two Bridges in Wood and Ottawa Counties, and Authorizing the Executive Director to Execute an Agreement to Obtain Phase I Services for a Fee Not-To-Exceed \$185,936.00 (Project No. 71-17-03);
- Resolution No. 36-2017 - Selecting DGL Consulting Engineers, Inc. as the Most Qualified Consultant to Perform the Engineering and Construction Administration and Inspection Services for the Rehabilitation of Five Bridge Decks in Erie and Lorain Counties, and Authorizing the Executive Director to Execute an Agreement to Obtain Phase I Services for a Fee Not-To-Exceed \$328,451.00 (Project No. 71-17-04);
- Resolution No. 37-2017 - Approving Authorization to obtain Phase IB – Design Services from DLZ Ohio, Inc. for the Rehabilitation of Two Bridges between Milepost 138.0 and Milepost 138.2 Over the Ohio Turnpike (Project No. 71-15-06) in the Not-to-Exceed Amount of \$100,719.00;
- Resolution No. 38-2017 - Approving the Selection of Bear Environmental and Adkins Sanitation to Perform the Commission’s Requirements for the Removal and Disposal of Waste, Storm & Floor Drain Water and Treatment Plant Waste for a Period of One Year in the Respective Estimated Amounts of \$187,660.00 and \$126,290.00;
- Resolution No. 39-2017 - Approving the Selection of AutoBase, Inc. to Perform Motorist Safety Patrol and Incident Response Services on the Ohio Turnpike for a Term of One Year in the Initial Estimated Annual Amount of \$299,332.80, with Options to Add Additional Zones, Shifts and Renew for Two Additional One-Year Periods;
- Resolution No. 40-2017 - Approving the Selection of Ferrellgas L.P. to Supply the Commission’s Requirements for Propane-Liquefied Petroleum Gas Fuel for a Term of One Year in the Total Estimated Amount of \$150,000.00, with the Options to Renew for Two Additional One-Year Periods;
- Resolution No. 41-2017 - Approving the Selection of Lykins Energy Solutions to Supply the Commission’s Requirements for Diesel Fuel and Unleaded Gasoline for a Term of One Year in the Annual Estimated Amount of \$1,380,000.00, with Options to Renew for Two Additional One-Year Periods;
- Resolution No. 42-2017 - Approving the Selection of Electronic Data Magnetics, Inc. to Furnish Cut and Rolled Magnetic Toll Tickets for the Total Amount of \$195,965.00;

1. PowerPoint Presentation from Crain Langner re: Insurance Policy Renewals;
 - Resolution No. 43-2017 - Authorizing the Purchase of Insurance Policies;
2. PowerPoint Presentation from Bethany Pugh, PFM re: Bond refunding;
 - Resolution No. 44-2017 - Authorizing the Issuance of State of Ohio Turnpike Revenue Refunding Bonds, 2017 Series A, Authorizing Various Related Documents and Instruments, and Authorizing Other Actions in Connection with the Issuance of Such Bonds; and
 - Resolution No. 45-2017 - Authorizing the Execution of a Supplemental Trust Agreement Amending the Master Trust Agreement.

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Selecting KS Associates, Inc. to Perform the Professional Engineering and Construction Administration and Inspection Services for the Rehabilitation of Two Bridges in Wood and Ottawa Counties, and Authorizing the Executive Director to Execute an Agreement to Obtain Phase I Services for a Fee Not-To-Exceed \$185,936.00 (Project No. 71-17-03)

WHEREAS, on February 17, 2017, the Ohio Turnpike and Infrastructure Commission published notice of its Request for Proposals (“RFP”) for Project No. 71-17-03 seeking Engineering and Construction Administration and Inspection Services relating to the Deck Replacements and Rehabilitation for the Ramp Bridge over State Route 420 at Mile Post 71.4 and the South Billman Road Bridge over the Mainline at Milepost 75.2 in Wood and Ottawa Counties; and

WHEREAS, on March 3, 2017, Letters of Interest were received from fifteen firms expressing their desire to serve as the Commission’s Engineering Consultant for this Project, three of which were deemed most qualified and invited to submit proposals in response to the RFP, which were due on April 7, 2017; and

WHEREAS, on the basis of the proposals received, the Engineering staff concluded that KS Associates, Inc., of Elyria, Ohio (“KS Associates”), is the most qualified firm to perform the necessary services for Project No. 71-17-03, 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 Services; and

WHEREAS, KS Associates submitted its fee proposal dated August 10, 2017, for Phase I Services in the not-to-exceed amount of \$185,936.00, which fee proposal the Chief Engineer deemed reasonable and appropriate, and recommends that the Commission approve the award of the Contract to KS Associates for Project No. 71-17-03; and

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

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

WHEREAS, the Executive Director has also reviewed the recommendation submitted by the Chief Engineer and the Director of Contracts Administration, and concurs that the Commission should approve the selection of KS Associates to perform Phase I Services for Project No. 71-17-03; 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 KS Associates, Inc., of Elyria, Ohio, is approved as the most qualified firm to perform the professional engineering design and construction administration and inspection services necessary for Project No. 71-17-03, and that the Executive Director is authorized to execute a Contract with KS Associates on the basis of the Commission's Request for Proposals and KS Associates' technical response and fee proposal for Phase I Services in the not-to-exceed amount of \$185,936.00; and

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

(Resolution No. 35-2017 adopted August 21, 2017)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Selecting DGL Consulting Engineers, LLC to Perform the Engineering and Construction Administration and Inspection Services for the Rehabilitation of Five Bridges in Erie and Lorain Counties, and Authorizing the Executive Director to Execute an Agreement to Obtain Phase I Services for a Fee Not-To-Exceed \$328,451.00 (Project No. 71-17-04)

WHEREAS, on February 17, 2017, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice of its Request for Proposals (“RFP”) for Project No. 71-17-04 seeking Engineering and Construction Administration and Inspection Services relating to the Rehabilitation of Five Bridges at River Road (Township Road 126) over the Ohio Turnpike at MP 120.0, Wikel Road (Township Road 127) over the Ohio Turnpike at MP 121.9, Chapin Road (Township Road 131) over the Ohio Turnpike at MP 123.1, Savannah-Vermilion Road (State Route 60) over the Ohio Turnpike at MP 131.6, and Gifford Road (Township Road 46) over the Ohio Turnpike at MP 135.4 in Erie and Lorain Counties; and

WHEREAS, on April 4, 2017, Letters of Interest were received from fifteen firms expressing their willingness to serve as the Commission’s Engineering Consultant for this Project, three of which were deemed most qualified and invited to submit proposals in response to the RFP, which were due on May 9, 2017; and

WHEREAS, on the basis of the proposals received, the Engineering staff concluded that DGL Consulting Engineers, LLC, of Maumee, Ohio (“DGL”), is the most qualified firm to perform the necessary services for Project No. 71-17-04, 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 Services; and

WHEREAS, DGL submitted its fee proposal dated August 4, 2017, to perform Phase I Services in the not-to-exceed amount of \$328,451.00 which fee proposal the Chief Engineer deemed reasonable and appropriate, and recommends that the Commission approve the award of the Contract based on its technical proposal for Project No. 71-17-04 and fee proposal for Phase I Services; and

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

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

WHEREAS, the Executive Director has also reviewed the recommendation submitted by the Chief Engineer and the Director of Contracts Administration, and concurs that the Commission should approve the selection of DGL to perform Phase I Services for Project No. 71-17-04; 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 DGL Consulting Engineers, LLC, of Maumee, Ohio, is approved as the most qualified firm to perform the professional engineering design and construction administration and inspection services necessary for Project No. 71-17-04, and that the Executive Director is authorized to execute a Contract with DGL Consulting Engineers, LLC on the basis of the Commission's Request for Proposals and DGL's technical response and fee proposal for Phase I Services in the not-to-exceed amount of \$328,451.00; and

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

(Resolution No. 36-2017 adopted August 21, 2017)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving Authorization to obtain Phase 1B – Design and Plan Preparation Services from DLZ Ohio, Inc. for the Rehabilitation of the Mainline Bridge at Milepost 138.0 and the Removal of the Mainline Bridge at Milepost 138.2 (Project No. 71-15-06) in the Not-to-Exceed Amount of \$100,719.00

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”), through the Executive Director under the authority of Article V, Section 1.00 of the Code of Bylaws, selected DLZ Ohio, Inc., of Cleveland, Ohio (“DLZ”), to perform Phase 1A – Field Investigation Services (“Phase 1A Services”) for the rehabilitation of the mainline bridge at Milepost 138.0 and the removal of the mainline bridge at Milepost 138.2 in Lorain County, Ohio (“Project”), for the not-to-exceed amount of \$131,603.00 under an Agreement dated April 1, 2016, as modified; and

WHEREAS, the Commission retained options under the Agreement with DLZ to obtain additional services that are necessary to complete the Project through Phase 1B – Design and Plan Preparation Services (“Phase 1B Services”) and Phase 2 – Construction Administration and Inspection Services (“Phase 2 Services”); and

WHEREAS, DLZ has submitted a fee proposal dated June 14, 2017, in the not-to-exceed amount of \$100,719.00 to perform Phase 1B Services, which amount the Chief Engineer has deemed to be reasonable and necessary; and

WHEREAS, the additional amount described in the fee proposal from DLZ, dated June 14, 2017, to perform the required Phase 1B Services will increase the contract by more than ten percent to a total amount that exceeds the Executive Director’s contracting authority under Article V, Section 1.00 of the Commission’s Bylaws, and Commission approval is necessary to authorize the modification to the Agreement incorporating the fee proposal; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Chief Engineer and approves the recommendation to authorize DLZ to perform Phase 1B Services under Project No. 71-15-06; and

WHEREAS, the Commission has duly considered such recommendation.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the proposal from DLZ dated June 14, 2017 to perform the Phase 1B – Design and Plan Preparation Services under Project No. 71-15-06 for the rehabilitation of the mainline bridge at Milepost 138.0 and the removal of the mainline bridge at milepost 138.2 over the Ohio Turnpike in Lorain County in the not-to-exceed amount of \$100,719.00 is approved, and the Executive Director is authorized to amend the Agreement with DLZ to perform such services in accordance with the terms and conditions of the Commission’s RFP for Professional Engineering Services, DLZ’s technical response and fee proposals; and

FURTHER RESOLVED, that the Executive Director has the authority under Article V, Section 1.00 of the Commission’s Code of Bylaws to further amend the Agreement with DLZ to perform

additional Phase 1B and/or Phase 2 services necessary for Project 71-15-06 that does not exceed the Executive Director's contracting authority, and approve such extra work or change orders under said contract as a result of an increase in necessary quantities, newly mandated requirements that did not exist at the time of original contract awards, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the Project or increase its costs.

(Resolution No. 37-2017 adopted August 21, 2017)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Bear Environmental and Adkins Sanitation to Perform the Commission's Requirements for the Removal and Disposal of Waste, Storm and Floor Drain Water and Treatment Plant Waste for a Period of One Year in the Respective Estimated Amounts of \$187,660.00 and \$126,290.00

WHEREAS, the Ohio Turnpike and Infrastructure Commission ("Commission") advertised by public notice an Invitation for Bids to provide its requirements for furnishing removal, transport, and disposal of wastewater sludge and floor drain/storm water treatment waste for a twelve-month period under Invitation to Bid No. 4299; and

WHEREAS, the Commission received three bids in response to the Invitation, and the Commission's Maintenance Engineer reviewed and analyzed the bids submitted, whose report concerning such analysis is before the Commission; and

WHEREAS, the Maintenance Engineer reports that Bear Environmental, LLC, of Dublin, Ohio, submitted the lowest responsive and responsible bid for all Groups of Item 2 and Group B of Items 4, 5, 6, and 7 in the total estimated amount of \$187,660.00, which bid he recommends the Commission approve for award; and

WHEREAS, the Maintenance Engineer further reports that Adkins Sanitation Ltd., of Fremont, Ohio, submitted the lowest responsive and responsible bids for all Groups under Item 1 and Item 3, and Group A of Items 4, 5, 6, and 7, in the amount of \$126,290.00, which bids under Contract No. 4299 he recommends the Executive Director select for award under Article V, Section 1.00 of the Code of Bylaws; and

WHEREAS, the Director of Contracts Administration advises that the bids for Invitation No. 4299 were solicited on the basis of the same terms and conditions and the same specifications, and conform to the requirements of Ohio Revised Code Sections 5537.07 and 9.312 as the lowest responsive and responsible bids received and supported by good and sufficient surety; and

WHEREAS, expenditures required under the bids of Bear Environmental and Adkins Sanitation will exceed \$150,000.00 and Commission action is necessary to approve the Contract in accordance with Article V, Section 1.00 of the Commission's Bylaws; and

WHEREAS, the Executive Director has reviewed the reports of both the Maintenance Engineer and the Director of Contracts Administration and concurs with the recommendation to approve the selection of Bear Environmental for Item 2 and Group B of Items 4, 5, 6, and 7 and Adkins Sanitation for Item 1 and Item 3, and Group A of Items 4, 5, 6, and 7 under Invitation No. 4299 as the lowest responsive and responsible bidders; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the bids to perform the Commission's requirements for the removal and disposal of waste, storm and floor drain water and treatment plant waste for a twelve month period from Bear Environmental, LLC for Item 2 and Group B of Items 4, 5, 6 and 7 in the total estimated amount of \$187,660.00 and from Adkins Sanitation Ltd for Item 1 and Item 3 and Group A of Items 4, 5, 6, and 7 in the amount of \$126,290.00 are approved as the lowest responsive and responsible bids received, and the Executive Director is authorized to execute Contracts on the basis of said bids; and

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

(Resolution No. 38-2017 adopted August 21, 2017)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of AutoBase, Inc. to Perform Motorist Safety Patrol and Incident Response Services on the Ohio Turnpike for a Term of One Year in the Initial Estimated Annual Amount of \$299,332.80, with Options to Add Additional Zones, Shifts and Renew for Two Additional One-Year Periods

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) advertised Invitation to Bid No. 4303 to furnish motorist safety patrol and incident response services on the Ohio Turnpike for a twelve month period with two possible, one-year renewal terms and the option to add additional zones or shifts throughout the duration of the Contract; and

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

WHEREAS, the Maintenance Engineer reports that AutoBase, Inc., of Massapequa Park, New York, submitted the only bid to furnish motorist safety patrol and incident response services on the Ohio Turnpike in the initial estimated annual amount of \$299,332.80; and

WHEREAS, the Maintenance Engineer reports that AutoBase, Inc. proposes to furnish the services and materials in accordance with the Specifications and that its bid is below the Commission’s estimated expenditures for these services, and recommends that the Commission approve the selection of AutoBase, Inc. as the lowest responsible and responsive bidder; and

WHEREAS, the Director of Contracts Administration advises that the bids for Invitation No. 4303 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from AutoBase, Inc. for Invitation to Bid No. 4303 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312; and

WHEREAS, the Executive Director has reviewed the reports of the Maintenance Engineer and the Director of Contracts Administration, and concurs with the recommendation to award AutoBase, Inc. the contract for Invitation to Bid No. 4303 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 to furnish the motorist safety patrol and incident response services on the Ohio Turnpike will require an expenditure that 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 bid of AutoBase, Inc. to perform motorist safety patrol and incident response services on the Ohio Turnpike for a period of one year in the initial estimated annual amount of \$299,322.80 is approved as the lowest responsive and

responsible bid received, and the Executive Director is authorized to execute a contract on the basis of said bid, to exercise up to two, one-year options to renew the contract and to assign additional zones and shifts regardless of the difference in cost from the initial estimated annual amount; and

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

(Resolution No. 39-2017 adopted August 21, 2017)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Ferrellgas L.P. to Supply the Commission's Requirements for Propane-Liquefied Petroleum Gas Fuel for a Term of One Year in the Total Estimated Amount of \$150,000.00, with the Options to Renew for Two Additional One-Year Periods

WHEREAS, the Ohio Turnpike and Infrastructure Commission ("Commission") advertised an Invitation to Bid No. 4300 to provide its requirements for propane-liquefied petroleum gas fuel in the estimated amount of 108,500 gallons at nine Commission locations for a one-year period, with two available one-year options to renew; and

WHEREAS, bidders were asked to state the price differential per gallon that they would charge from the Oil Price Information Service ("OPIS") Coshocton, Ohio, for delivery at each of the Commission's specified locations and for providing the required onsite storage facilities; and

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

WHEREAS, the Maintenance Engineer reports that the lowest responsive and responsible bid received for both Group I and Group II under Invitation No. 4300 was submitted by Ferrellgas L.P., of Norwalk, Ohio; and

WHEREAS, the Maintenance Engineer reports that Ferrellgas L.P. proposes to furnish materials and services in accordance with the Specifications and has satisfactorily furnished similar material to the Commission in the past, and recommends that the Commission award a Contract to Ferrellgas L.P. on the basis of its bid to furnish the Commission's requirements for the materials throughout the duration of the Contract; and

WHEREAS, the Director of Contracts Administration advises that the bids for Invitation No. 4300 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from Ferrellgas L.P. for Invitation No. 4300 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312; and

WHEREAS, the Executive Director has reviewed the reports of both the Maintenance Engineer and the Director of Contracts Administration and concurs with the recommendation to award Ferrellgas L.P. the contract for Invitation No. 4300 to the lowest responsive and responsible bidder for both Group I and Group II; 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 expenditures under Contract No. 4300 that will exceed \$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 bid of Ferrellgas L.P. for both Group I and Group II under Invitation No. 4300 to supply the Commission's requirements for commercial propane-liquefied petroleum gas fuel and storage equipment for nine (9) locations for a period of one year in the total estimated amount of \$150,000.00 is approved as the lowest responsive and responsible bid received, and the Executive Director is authorized to execute a Contract on the basis of said bid and to exercise up to two, one-year options to renew the Contract; and

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

(Resolution No. 40-2017 adopted August 21, 2017)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Lykins Energy Solutions to Supply the Commission's Requirements for Diesel Fuel and Unleaded Gasoline for a Term of One Year in the Annual Estimated Amount of \$1,380,000.00, with Options to Renew for Two Additional One-Year Periods

WHEREAS, the Commission advertised an Invitation to Bid No. 4301 to furnish its requirements for approximately 408,000 gallons of ultra low sulfur diesel fuel (Group I - West and Group II - East) and approximately 188,000 gallons of unleaded gasoline/ethanol blend (Group III - West and Group IV - East) to the Commission's maintenance facilities for a one-year term, with two options to renew for one-year periods each; and

WHEREAS, bidders were asked to submit bids for four Groups that are based on the geographical location of the Commission's maintenance buildings and, for each Group, to state the price differential per gallon they would charge from the weekly reports published by the Oil Price Information Service ("OPIS") Cleveland, Ohio; and

WHEREAS, the Commission received nine bids in response to the Invitation, and the Commission's Assistant Maintenance Engineer reviewed and analyzed the bids timely submitted, whose report concerning such analysis is before the Commission; and

WHEREAS, the Assistant Maintenance Engineer reports that the lowest responsive and responsible bid received for Groups I, II, III and IV under Invitation No. 4301 was submitted by Lykins Energy Solutions, of Milford, Ohio; and

WHEREAS, the Assistant Maintenance Engineer reports that Lykins Energy Solutions proposes to furnish materials and services in accordance with the Specifications, and recommends that the Commission award a Contract to Lykins Energy Solutions on the basis of its bid to furnish the Commission's requirements for the materials throughout the duration of the Contract; and

WHEREAS, the Director of Contracts Administration advises that the bids for Invitation No. 4301 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from Lykins Energy Solutions for Invitation No. 4301 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312; and

WHEREAS, the Executive Director has reviewed the reports of both the Assistant Maintenance Engineer and the Director of Contracts Administration and concurs with the recommendation to award Lykins Energy Solutions the contract for Invitation No. 4301 to the lowest responsive and responsible bidder for Groups I, II, III and IV; 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 expenditures under Contract No. 4301 that will exceed \$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 bid of Lykins Energy Solutions, for Groups I, II, III and IV under Invitation No. 4301 to furnish the Commission's requirements for ultra low sulfur diesel fuel and unleaded gasoline/ethanol blend for eight (8) maintenance buildings for a period of one year in the annual estimated amount of \$1,380,000.00 is approved as the lowest responsive and responsible bid received, and the Executive Director is authorized to execute a Contract on the basis of said bid and to exercise up to two, one-year options to renew the Contract; and

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

(Resolution No. 41-2017 adopted August 21, 2017)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Approving the Selection of Electronic Data Magnetics, Inc. to Furnish Cut and Rolled Magnetic Toll Tickets for a Term of One Year in the Total Estimated Amount of \$195,965.00, with the Options to Renew for Two Additional One-Year Periods

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) advertised Invitation to Bid No. 4302 to furnish cut and rolled magnetic toll tickets for a one-year period with two possible, one-year renewal terms; and

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

WHEREAS, the Director of Toll Operations reports that Electronic Data Magnetics, Inc., of High Point, North Carolina, submitted the only bid to furnish the cut and rolled magnetic toll tickets in the annual amount of \$195,965.00, based on the estimated quantities to be ordered by the Commission as set forth in the Invitation; and

WHEREAS, the Director of Toll Operations recommends that the Commission award a contract to Electronic Data Magnetics 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 its history of satisfactorily supplying the Commission’s requirements for toll tickets under prior agreements; and

WHEREAS, the Director of Contracts Administration advises that the bids for Invitation No. 4302 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from Electronic Data Magnetics for Invitation to Bid No. 4302 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312; and

WHEREAS, the Executive Director has reviewed the reports of the Director of Toll Operations and the Director of Contracts Administration, and concurs with the recommendation to award Electronic Data Magnetics the contract for Invitation to Bid No. 4302 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 cut and rolled magnetic toll tickets; 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 Electronic Data Magnetics to furnish cut and rolled magnetic toll tickets under Invitation to Bid No. 4302 for a period of one year in the total estimated annual amount of \$195,965.00 is approved as the lowest responsive and

responsible bid received, and the Executive Director is authorized to execute a contract on the basis of said bid and to exercise the options to renew the contract for two additional one-year periods; and

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

(Resolution No. 42-2017 adopted August 21, 2017)

Ohio Turnpike & Infrastructure Commission

Risk Management & Insurance Issues Update

Commission Meeting

August 21, 2017

Crain, Langner & Co.



Current Property & Casualty Marketplace

- Market Conditions – Overall continues to show signs of a stable, somewhat soft market
 - Few recent catastrophic losses
 - Abundant capital supply
- Overall Stable Pricing in 2017
 - Property – Largely flat or moderate decreases; some increases for accounts with losses
 - General Liability and Umbrella – Flat to slight decreases (favorable loss histories)
 - Auto Liability – Flat
 - Executive Risk – Flat to slight increases

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Current Property & Casualty Marketplace – cont'd.

- Policy Terms
 - Remain the same or have improved in select areas
- Future Market Conditions
 - Do not expect carriers to reduce coverage terms/conditions
 - Certain market segments are more volatile than others

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Property and Casualty Request for Proposal Process

Policy Period – Sept. 1, 2017 to Sept. 1, 2018

- Proposals Received
 - Arthur J. Gallagher**
 - Travelers Package including General Liability including Terrorism, Employers Liability, Employee Benefits Liability, Auto, Public Officials Liability, Employment Practices Liability, Crime, and Umbrella Liability
 - Travelers Property
 - Axis/AIG/Chubb Cyber Liability
 - Lexington/CNA Bridges, Use & Occupancy
 - North River and Great American Excess Liability
 - Hylant**
 - Affiliated FM Property, Boiler & Machinery
 - Ascent Underwriting Cyber Liability

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Property and Casualty Request for Proposal Process – cont'd

Policy Period – Sept. 1, 2017 to Sept. 1, 2018

Jackson Dieken

– Tokio Marine/HCC Package including General Liability including Terrorism, Employers Liability, Employee Benefits Liability, Auto, Public Officials Liability, Employment Practices Liability, and Umbrella Liability

Taylor Oswald

– Argonaut Package including General Liability including Terrorism, Employers Liability, Employee Benefits Liability, Auto, Public Officials Liability, Employment Practices Liability, and Umbrella Liability

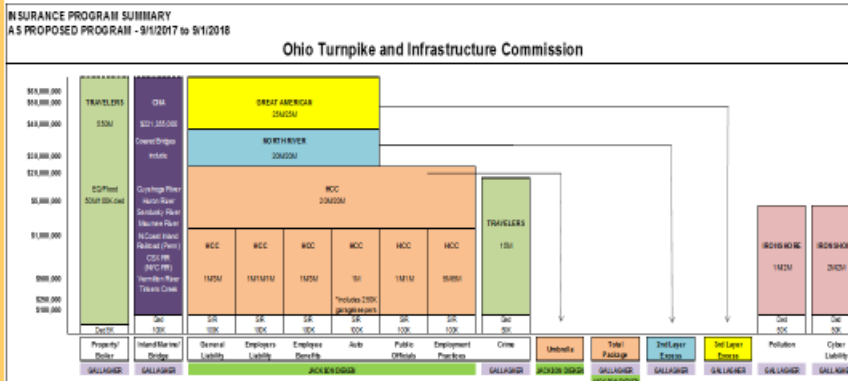
Britton Gallagher

– Navigators Excess Liability
– Cincinnati Specialty Excess Liability
– Swiss Re Property

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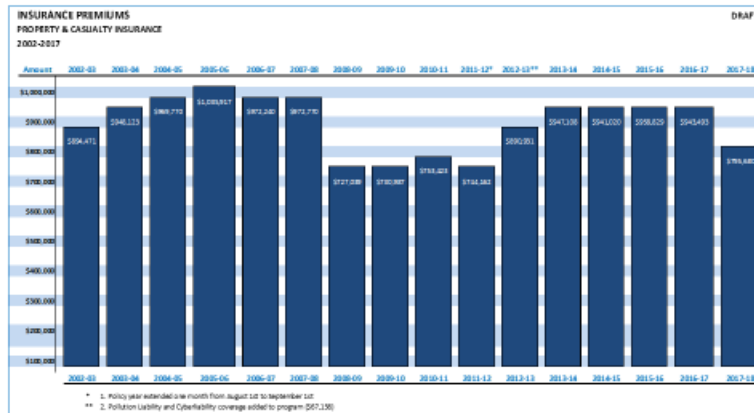
Insurance Program Graph



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Year over Year Premium Summary



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2017 Renewal

Coverage	Broker	Insurer	AM Best Rating
General Liability	Jackson Dieken	U.S. Specialty	A++ (Superior) XV
Employee Benefits Liability	Jackson Dieken	U.S. Specialty	A++ (Superior) XV
Employers Liability	Jackson Dieken	U.S. Specialty	A++ (Superior) XV
Auto	Jackson Dieken	U.S. Specialty	A++ (Superior) XV
Public Officials Liability and EPLI	Jackson Dieken	U.S. Specialty	A++ (Superior) XV
Employee Dishonesty and Crime	Gallagher	Travelers	A++ (Superior) XV
Umbrella Liability – 1 st Layer – 20M	Jackson Dieken	U.S. Specialty	A++ (Superior) XV
Umbrella Liability – 2 nd Layer – 20M	Gallagher	North River	A (Excellent) XII
Umbrella Liability – 3 rd Layer – 25M	Gallagher	Great American	A+ (Superior) XV
Bridge Use and Occupancy	Gallagher	C.N.A.	A (Excellent) XV
Property, Boiler Machinery	Gallagher	Travelers	A++ (Superior) XV
Site Pollution Liability (2yr policy)	Gallagher	Ironshore	A (Excellent) XIV
Cyber Liability Breach Response	Gallagher	Ironshore	A (Excellent) XIV

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2017 Renewal – Detail

Coverage	Expiring	Renewal	\$ Change	%Change
General Liability	\$ 76,208	\$132,322		
Employee Benefits Liability	included	included		
Employers Liability	included	included		
Auto	<u>\$122,713</u>	<u>\$ 48,234</u>		
TOTAL GL & AUTO	\$198,921	\$180,556	\$(18,365)	(9.23%)
Public Officials Liability and EPLI	\$ 80,354	\$ 37,884		
Employee Dishonesty and Crime	<u>\$ 36,100</u>	<u>\$ 36,300</u>		
TOTAL EXEC RISK & CRIME	\$116,454	\$ 74,184	\$(42,270)	(36.30%)
Umbrella – 1 st Layer – 20M	\$ 74,944	\$ 51,461		
Umbrella – 2 nd Layer – 20M	\$ 63,920	\$ 65,780		
Umbrella – 3 rd Layer – 25M	<u>\$ 37,500</u>	<u>\$ 37,500</u>		
TOTAL UMBRELLA	\$176,364	\$154,741	\$(21,623)	(12.26%)

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2016 Renewal – Detail cont'd.

Coverage	Expiring	Renewal	\$ Change	%Change
Property, Boiler Machinery	\$230,484	\$171,278		
Bridge Use and Occupancy	<u>\$161,462</u>	<u>\$142,000</u>		
TOTAL PROPERTY	\$391,946	\$313,278	\$(78,668)	(20.07%)
Site Pollution Liability*	\$ 14,125*	\$ 14,125*		
Cyber Liability Breach Response	<u>\$ 45,683</u>	<u>\$ 28,796</u>		
TOTAL OTHER LIABILITY	\$ 59,808	\$ 42,921	\$(16,887)	(28.24%)

*Annual amount shown for comparison purposes, two year policy, premium prepaid

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Premium Totals Year over Year

<u>Policy Year</u>	<u>Total Premium</u>	<u>Diff. Year over Year</u>	<u>Difference in %</u>
● 2013 - 2014	\$ 947,108	\$ 56,177	6%
● 2014 - 2015	\$ 941,020	\$ (6,088)	(<1%)
● 2015 - 2016	\$ 958,829	\$ 17,809	2%
● 2016 - 2017	\$ 943,493	\$ 15,336	(1.5%)
● 2017 - 2018	\$ 795,680	\$(147,813)	(15.7%)

Exposures slightly higher in 2017

- Property TIV flat
- Bridges TIV up 3%

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Questions & Answers

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OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Purchase of Insurance Policies for the Commission's Comprehensive Insurance Program

WHEREAS, the Ohio Turnpike and Infrastructure Commission ("Commission") is required to maintain comprehensive property and casualty insurance coverage in accordance with Article 5, Sections 5.05, 5.06 and 5.07 of the Master Trust Agreement dated April 8, 2013, as well as the Junior Lien Master Trust Agreement dated August 1, 2013 (collectively, the "Trust Agreements"); and

WHEREAS, the Commission issued a Notice of Request for Letters of Interest for Insurance Broker Market Assignments on May 1, 2017, whereby interested insurance agent/brokerage firms could request that the Commission assign certain markets (insurance companies) to them to obtain proposals for coverage under the Commission's Comprehensive Property and Casualty Insurance Program; and

WHEREAS, the Commission received requests for market assignments from eight insurance agent/brokerage firms on or before May 8, 2017, and markets were assigned to all of the agents/brokerage firms that requested assignments and the Request for Proposals ("RFP") for the Commission's Comprehensive Property and Casualty Insurance Program was issued to the eight agent/brokers on May 22, 2017; and

WHEREAS, responses to the RFP were submitted on or before July 24, 2017, by five agent/brokerage firms on behalf of the various insurance companies, and such responses have been reviewed and analyzed by Crain, Langner & Co., of Richfield, Ohio, (the Commission's Independent Insurance Consultant), the Commission's General Counsel and the Risk Management Coordinator; and

WHEREAS, Crain Langner & Co., the General Counsel and the Risk Management Coordinator recommend that the best interests of the Commission would be served by the acceptance of the proposals submitted by the following agent/brokerage firms on behalf of insurance carriers for policies commencing on September 1, 2017, pursuant to the following premium quotes:

1. Public Entity General and Automobile Liability Insurance, including terrorism, Public Officials/Employment Practices coverage, proposed by Jackson, Dieken & Associates, on behalf of U.S. Specialty Insurance Company, for an annual total premium of \$248,440;
2. Umbrella/Excess Liability Insurance Coverage, including terrorism coverage, proposed by Jackson, Dieken & Associates, on behalf of U.S. Specialty Insurance Company (first excess layer), for an annual premium of \$51,461; and by Arthur J. Gallagher Risk Management Services, Inc., on behalf of The North River Insurance Company (second excess layer) and Great American Insurance Company (third excess layer), for a combined annual premium of \$103,280;
3. Bridges and Use & Occupancy Insurance, including terrorism coverage, proposed by Arthur J. Gallagher Risk Management Services, Inc., on behalf of Continental Casualty Insurance Company, for an annual premium of \$142,000;

4. Multi-Peril/Property Insurance, including terrorism coverage, proposed by Arthur J. Gallagher Risk Management Services, Inc., on behalf of Travelers Indemnity Company, for an annual premium of \$171,278;
5. Broad Form Money and Securities/Crime Insurance proposed by Arthur J. Gallagher Risk Management Services, Inc., on behalf of Travelers Casualty and Surety Company of America, for an annual premium of \$36,300; and
6. Cyber Liability Insurance, including terrorism coverage, proposed by Arthur J. Gallagher Risk Management Services, Inc., on behalf of Ironshore Specialty Insurance Company, for an annual premium of \$28,796.

WHEREAS, the Commission has been advised by the General Counsel that the RFP process was conducted in a manner that was fair and equitable to all participating insurance agents/brokerage firms and insurance carriers and that the Commission may lawfully purchase the respective insurance policies; 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 aggregate amount of the insurance premiums will require an expenditure that exceeds \$150,000.00 to purchase the insurance policies.

NOW, THEREFORE, BE IT

RESOLVED, that the Commission, in accordance with the Trust Agreements, which require it to maintain comprehensive property and casualty insurance coverage, has duly considered the recommendations of its Independent Insurance Consultant, General Counsel and Risk Management Coordinator; and

FURTHER RESOLVED that the Commission hereby authorizes the Executive Director and the General Counsel, each alone or together, to purchase the above-specified insurance policies for the aggregate premium amount of \$795,680 from the following brokers:

1. Jackson, Dieken & Associates, for (1) Public Entity General and Automobile Liability Insurance, (2) Public Officials/Employment Practices Insurance, (3) Employee Benefits Insurance, and (4) first layer of Umbrella/Excess Liability Insurance; and
2. Arthur J. Gallagher Risk Management Services, Inc., for (1) second and (2) third layers of Umbrella/Excess Liability Insurance, (3) Bridge and Use & Occupancy Insurance, (4) Multi-Peril Property Insurance, (5) Broad Form Money and Securities/Crime Insurance, and (6) Cyber Liability Insurance;

all in accordance with the terms and conditions set forth in the RFP and the responding insurance agent brokers' proposals, and at the premiums quoted therein.

FURTHER RESOLVED that the Commission hereby authorizes the Executive Director or the General Counsel, together or individually, to execute such additional documentation or certificates and to take any and all further action that may be necessary or appropriate in the opinion of General Counsel to the Commission, in order to effect the purchase of the above-described insurance policies and the intent of this Resolution.

(Resolution No. 43-2017 adopted August 21, 2017)



Ohio Turnpike & Infrastructure Commission

Turnpike Revenue Refunding Bonds, 2017 Series A

August 21, 2017

PFM Financial
Advisors LLC

7251 Engle Road
Suite 115
Cleveland, OH 44130

440.239.7070
pfm.com



2017 Series A – Refunding Bonds

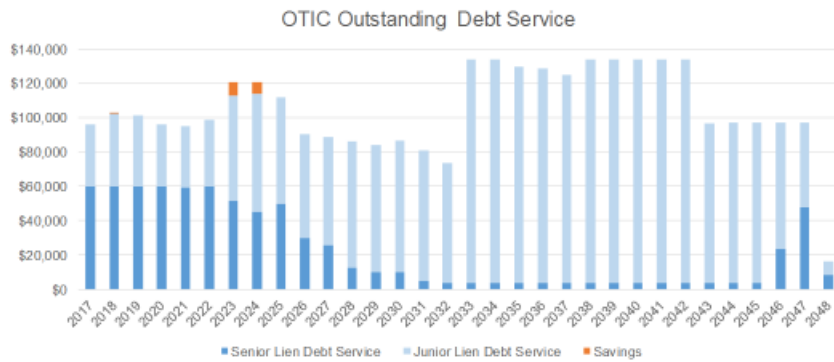
- Principal: \$115,365,000*
- Net Present Value Savings: \$12,900,000*
- Savings as a % of Refunded Par: 10.20%*



*Preliminary, subject to change



OTIC – Outstanding Debt Service



*Preliminary, subject to change



MTA Amendments

- Section 5.05(b) – Adding definition of “Major Bridge” which shall mean any one or all of the following bridges: the Cuyahoga River bridge, the Huron River bridge, the Sandusky River bridge, the Maumee River bridge, the CSX Railroad bridge, the Norfolk Southern Railroad bridge, Vermilion River bridge, and Tinkers Creek bridge
- Section 5.08(a)(i) – correction to a cross reference for the defined term “Service Facilities” – with change, the MTA will only refer to the Act (which is the Turnpike Commission’s Act) instead of the specific section (which doesn’t exist anymore)
- Section 9.02(a) – in the section concerning escrow accounts for defeasing bonds, correction to add in the defined term “Verification Agent” instead of independent CPA
- Section 12.03 – adding definition of “Reserve Account Credit Facility Rating Requirement” which shall mean, for purposes of Section 12.03, the requirement that the provider of a Reserve Account Credit Facility be rated in one of the two highest rating categories (without giving effect to modifiers or qualifiers within a rating category) by at least two Rating Agencies



Ratings

- Moody's Investors Service
 - Senior Lien: Aa3
 - Junior Lien: A1
 - Outlook: Positive
- Standard & Poor's Global Ratings
 - Senior Lien: AA-
 - Junior Lien: A+
 - Outlook: Stable
- Fitch Ratings
 - Senior Lien: AA
 - Junior Lien: A+
 - Outlook: Stable



Schedule

Bond Issuance Schedule	
Event	Date
Distribution of POS	Week of August 28
Bond Sale	September 12
Closing Date	September 28

Thank You



OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

A Resolution Authorizing the Issuance of State of Ohio Turnpike Revenue Refunding Bonds, 2017 Series A, Authorizing Various Related Documents and Instruments, and Authorizing Other Actions in Connection with the Issuance of Such Refunding Bonds

WHEREAS, the Ohio Turnpike and Infrastructure Commission, formerly the Ohio Turnpike Commission (the “Commission”) is, by virtue of Chapter 5537 of the Ohio Revised Code (the “Act”), authorized and empowered, among other things, (a) to issue revenue bonds of the State of Ohio (the “State”) for the purpose of refunding any bonds issued pursuant to the Act and then outstanding, including the payment of related financing expenses, and (b) to enact this Resolution and execute and deliver the documents hereinafter identified; and

WHEREAS, the Commission has entered into a Master Trust Agreement dated as of February 15, 1994, as amended by the First through Seventeenth Supplemental Trust Agreements and as amended and restated by the Amended and Restated Master Trust Agreement (the Eighteenth Supplemental Trust Agreement), and as further amended by the Nineteenth and Twentieth Supplemental Trust Agreements thereto (collectively, and as further amended from time to time, the “Senior Lien 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 the Act; and

WHEREAS, the Commission has determined that it is necessary to issue State of Ohio Turnpike Revenue Refunding Bonds, 2017 Series A (the “2017 Series A Refunding Bonds”) in the maximum principal amount of \$126,660,000 in order to refund certain of the outstanding State of Ohio Turnpike Revenue Refunding Bonds, 2009 Series A and State of Ohio Turnpike Revenue Refunding Bonds, 2010 Series A (collectively, the “Prior Bonds”), in order to reduce interest costs to the Commission, and to pay costs of issuance of the 2017 Series A Refunding Bonds.

NOW, THEREFORE, BE IT RESOLVED by the members of the Ohio Turnpike and Infrastructure Commission:

Section 1. Definitions. In addition to the words and terms defined in the recitals and elsewhere in this Resolution, those words and terms not expressly defined herein and used herein with initial capitalization where rules of grammar do not otherwise require capitalization shall have the meanings assigned to them in the Senior Lien Master Trust Agreement and the Twenty-First Supplemental Senior Lien Trust Agreement, as authorized herein (the “Twenty-First Supplemental Trust Agreement”). The Senior Lien Master Trust Agreement, as supplemented by the Supplemental Trust Agreements is referred to herein as the “Senior Lien Trust Agreement.”

Section 2. Recitals, Titles and Headings. The terms and phrases used in the recitals of this Resolution have been included for convenience of reference only, and the meaning, construction and interpretation of such words and phrases for purposes of this Resolution shall be determined solely by reference to Article I of the Senior Lien Master Trust Agreement, as amended and supplemented by the Twenty-First Supplemental Trust Agreement. The titles and headings of the articles and sections of this Resolution and the Senior Lien Master Trust Agreement have been inserted for convenience of reference only and are not to be construed as a part hereof or thereof, shall not in any way modify or restrict any of the terms or provisions hereof or thereof, and shall never be considered or given any effect in

construing this Resolution or the Senior Lien Trust Agreement or any revisions hereof or in ascertaining intent, if any question of intent should arise.

Section 3. Interpretation. Unless the context requires otherwise, words of the masculine gender shall be construed to include correlative words of the feminine and neuter genders and vice versa, and words of the single number shall be construed to include correlative words of the plural number and vice versa. This Resolution, the Senior Lien Trust Agreement and the terms and provisions hereof and thereof shall be liberally construed to effectuate the purposes set forth herein to sustain the validity of the Senior Lien Trust Agreement.

Section 4. Tax Matters. The Commission hereby covenants that it will not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the 2017 Series A Refunding Bonds under Section 103(a) of the Internal Revenue Code of 1986, as amended, and applicable temporary, proposed or permanent regulations promulgated thereunder (collectively, the “Code”) or cause that interest to be treated as an item of tax preference under Section 57 of the Code. Without limiting the generality of the foregoing, the Commission hereby covenants as follows:

(a) The Commission will not directly or indirectly use or permit the use of any proceeds of the 2017 Series A Refunding Bonds or any other funds of the Commission, or take or omit to take any action, that would cause the 2017 Series A Refunding Bonds to be “arbitrage bonds” within the meaning of Sections 103(b)(2) and 148 of the Code. To that end, the Commission will comply with all requirements of Sections 103(b)(2) and 148 of the Code to the extent applicable to the 2017 Series A Refunding Bonds. If it is necessary to restrict or limit the yield on the investment of moneys held by the Trustee under the Senior Lien Trust Agreement in connection with the 2017 Series A Refunding Bonds, the Commission shall so instruct the Trustee in writing, and the Trustee shall take such action as may be necessary in accordance with such instructions. The Executive Director, or any other officer of the Commission having responsibility with respect to the issuance of the 2017 Series A Refunding Bonds, is authorized and directed to give an appropriate certificate on behalf of the Commission, on the date of delivery of the 2017 Series A Refunding Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of such Sections 103(b)(2) and 148, and to execute and deliver on behalf of the Commission an IRS Form 8038-G in connection with the issuance of the 2017 Series A Refunding Bonds.

Without limiting the generality of the foregoing, the Commission agrees that there shall be paid from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code. This covenant shall survive payment in full or defeasance of the 2017 Series A Refunding Bonds. The Commission specifically covenants to pay or cause to be paid to the United States at the times and in the amounts determined under the Senior Lien Trust Agreement the Rebate Amounts, as described in the Tax Compliance Certificate.

Notwithstanding any provision of this subsection (a), if the Commission shall provide to the Trustee an opinion of Bond Counsel to the effect that any action required under this Section and the Senior Lien Trust Agreement is no longer required, or to the effect that some further action is required, to maintain the exclusion from gross income of the interest on the 2017 Series A Refunding Bonds

pursuant to Section 103(a) of the Code, the Commission and the Trustee may rely conclusively on such opinion in complying with the provisions hereof.

(b) So long as any of the 2017 Series A Refunding Bonds, or any obligations issued to refund the 2017 Series A Refunding Bonds, remain unpaid, the Commission will not operate or use, or permit the operation or use of, the Project refinanced with the proceeds of the 2017 Series A Refunding Bonds or any part thereof in any trade or business carried on by any person within the meaning of the Code which would cause the 2017 Series A Refunding Bonds to be “private activity bonds” within the meaning of Section 141 of the Code.

(c) The Chairman or the Assistant Secretary Treasurer/Executive Director, and in their absence any other officer of the Commission having responsibility with respect to the issuance of the 2017 Series A Refunding Bonds, is authorized (i) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the Commission with respect to the 2017 Series A Refunding Bonds as the Commission is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the favorable tax treatment or status of the 2017 Series A Refunding Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the Commission, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the 2017 Series A Refunding Bonds, and (iii) to give one or more appropriate certificates of the Commission, for inclusion in the transcript of proceedings for the 2017 Series A Refunding Bonds, setting forth the reasonable expectations of the Commission regarding the amount and use of all the proceeds of the 2017 Series A Refunding Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment or status of the 2017 Series A Refunding Bonds and interest thereon.

Section 5. Authorization of 2017 Series A Refunding Bonds. It is hereby determined to be necessary to, and the Commission shall, issue, sell and deliver an aggregate principal amount not to exceed \$126,660,000 of State of Ohio Turnpike Revenue Refunding Bonds, 2017 Series A for the purpose of refunding all or a portion of the Outstanding Prior Bonds, including paying Costs of Issuance and costs of refunding the refunded Outstanding Prior Bonds, all in accordance with the provisions of the Senior Lien Trust Agreement and the Bond Purchase Agreement relating to the 2017 Series A Refunding Bonds (the “Bond Purchase Agreement”) between the Commission and Citigroup Global Markets Inc., as representative of the Underwriters named in the Bond Purchase Agreement (collectively, the “Underwriters”).

Section 6. Terms of the 2017 Series A Refunding Bonds.

(a) Authorization and Authorized Amount of 2017 Series A Refunding Bonds. The 2017 Series A Refunding Bonds shall be issued in the aggregate principal amount not to exceed \$126,660,000. No additional Bonds may be issued under the provisions of this Resolution or the Senior Lien Trust Agreement on a parity with the Bonds, except in accordance with the Senior Lien Trust Agreement.

(b) Form, Date, Number and Denominations of the 2017 Series A Refunding Bonds. The 2017 Series A Refunding Bonds shall be issued in the form of global book entry bonds, registered in the name of Cede & Co., as nominee for The Depository Trust Company, for use in a book-entry system. The 2017 Series A Refunding Bonds shall be issued in the form of a single, fully registered bond representing each maturity, and interest rate within a maturity, and shall be dated the date of their original issuance. The 2017 Series A Refunding Bonds shall be in the denominations of \$5,000 each and integral multiples thereof and shall be initially numbered from R-1 upwards, and shall be in substantially the form set forth in the Twenty-First Supplemental Trust Agreement.

(c) Interest Payment Dates. The 2017 Series A Refunding Bonds shall bear interest from their date, payable semiannually on February 15 and August 15 of each year, commencing as provided in the Twenty-First Supplemental Trust Agreement.

(d) Pricing. The Chairman or the Assistant Secretary-Treasurer/Executive Director, and in their absence the Vice Chairman or the Secretary-Treasurer, are each alone, or in any combination, hereby authorized, empowered and directed to determine and set forth in a certificate at the time of signing and delivery of the Bond Purchase Agreement the following with respect to the 2017 Series A Refunding Bonds, consistent with this Resolution and the Senior Lien Trust Agreement:

the aggregate principal amount of the 2017 Series A Refunding Bonds to be issued in accordance with paragraph (a) above;

the purchase price to be paid to the Commission by the Underwriter, which amount shall be not less than 98% of the amount determined by adding to the aggregate principal amount of the 2017 Series A Refunding Bonds any aggregate original issue premium and subtracting from the amount any aggregate original issue discount;

whether any 2017 Series A Refunding Bonds are to be subject to optional redemption prior to maturity, and, if so, the earliest optional redemption date for those 2017 Series A Refunding Bonds subject to prior redemption, which shall be not earlier than seven years and not later than ten and one-half years from the date of original issuance of the 2017 Series A Refunding Bonds, and the applicable redemption price, which shall be not greater than 102% of the principal amount redeemed;

the dates on which and amounts in which principal of the 2017 Series A Refunding Bonds is to be paid, which shall not be later than February 15, 2031, with an identification of whether the payment is due by stated maturity or by mandatory sinking fund redemption of 2017 Series A Refunding Bonds of a particular maturity and interest rate;

the interest rates to be borne by the 2017 Series A Refunding Bonds, which shall result in a true interest cost to the Commission of not more than 2.75% per annum, and the first Interest Payment Date of the 2017 Series A Refunding Bonds;

the portions of the Outstanding Prior Bonds to be refunded (the "Refunded Bonds") and the date or dates on which they shall be called for redemption, which shall comply with Section 149(d) of the Code and other applicable federal tax laws;

the amount, if any, and source of any money to be deposited in the Debt Service Reserve Fund in order to cause the balance therein to equal the Debt Service Reserve Requirement, if and to the extent required by the Twenty-First Supplemental Trust Agreement, and any determination as to whether a Reserve Account Credit Facility shall be provided in lieu of cash in the Debt Service Reserve Fund;

whether the 2017 Series A Refunding Bonds are to be secured by or payable from any Bond Credit Facility; and

the net present value savings achieved by the refunding of the Refunded Bonds, discounted at the yield on the 2017 Series A Refunding Bonds, which shall not be less than 5.0% of the aggregate principal amount of the Refunded Bonds.

(e) Redemption of 2017 Series A Refunding Bonds Prior to Maturity. If any 2017 Series A Refunding Bonds are subject to redemption prior to maturity, the procedures for selection of 2017 Series A Refunding Bonds to be redeemed and giving notice of redemption shall be as set forth in the Twenty-First Supplemental Trust Agreement.

(f) Execution of 2017 Series A Refunding Bonds. In accordance with Section 5537.08(B) of the Act, the 2017 Series A Refunding Bonds shall be executed by the manual or facsimile signatures of the Chairman or the Vice Chairman of the Commission and shall be attested by the manual or facsimile signature of the Secretary-Treasurer or Assistant Secretary-Treasurer of the Commission, and the seal of the Commission shall be impressed thereon or a facsimile of such seal placed thereon. No 2017 Series A Refunding Bond shall be valid for any purpose unless and until a certificate of authentication thereon shall have been duly executed by the Trustee.

Section 7. Security for the 2017 Series A Refunding Bonds. The 2017 Series A Refunding Bonds shall be payable solely from the System Pledged Revenues and shall be secured by a pledge of and lien on the System Pledged Revenues on a parity with the Bonds heretofore issued and any additional Bonds to be issued in accordance with the Senior Lien Trust Agreement in the future, all as set forth in the Senior Lien Trust Agreement. Anything in this Resolution, the Senior Lien Trust Agreement, the 2017 Series A Refunding Bonds or any other agreement or instrument to the contrary notwithstanding, the 2017 Series A Refunding Bonds shall not constitute a debt or pledge of the faith and credit or the taxing power of the State, or of any political subdivision of the State, and each 2017 Series A Refunding Bond shall contain on the face thereof a statement to that effect.

Section 8. Official Statement and Continuing Disclosure.

(a) Primary Offering Disclosure – Official Statement. An official statement shall be used in connection with the original issuance of the 2017 Series A Refunding Bonds. The preliminary official statement of the Commission, a substantially final form of which has been presented at this meeting (the “Preliminary Official Statement”), is hereby approved and the distribution and use of the Preliminary Official Statement is hereby authorized and approved. The Executive Director is authorized and directed, on behalf of the Commission and in that officer’s official capacity, to (i) make or authorize modifications, completions or changes of or supplements to, the Preliminary Official Statement in connection with the original issuance of the 2017 Series A Refunding Bonds, (ii) determine, and to certify or otherwise represent, when the revised official statement (the “Official Statement”) is to be

“deemed final” (except for permitted omissions) by the Commission as of its date or is a final official statement for purposes of Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934 (the “Rule”), (iii) use and distribute, or authorize the use and distribution of the Official Statement and any supplements thereto in connection with the original issuance of the 2017 Series A Refunding Bonds, (iv) complete and sign the final Official Statement as so approved, together with such certificates, statements or other documents in connection with the finality, accuracy and completeness of the Official Statement as that officer deems necessary or appropriate, and (v) contract for services for the production and distribution of the Preliminary Official Statement and Official Statement, including by printed and electronic means.

(b) Agreement to Provide Continuing Disclosure. In order to comply with the Rule, the Commission hereby covenants and agrees with respect to the 2017 Series A Refunding Bonds that it will comply with and carry out all of the provisions of the Continuing Disclosure Commitment dated as of May 1, 1996, as amended from time to time (as so amended, the “Continuing Disclosure Commitment”). For purposes of the Continuing Disclosure Commitment, “Annual Information” with respect to the 2017 Series A Refunding Bonds means the Comprehensive Annual Financial Report of the Commission and the operating data contained in the Section of the Official Statement relating to Tolls, including the Schedule of Tolls, Statistical Traffic Information and Summary of Gross Revenues and Cost of Operation, Maintenance and Administration.

Section 9. Twenty-First Supplemental Trust Agreement and Bond Purchase Agreement. The Chairman or the Assistant Secretary-Treasurer/Executive Director, and in their absence the Vice Chairman or the Secretary-Treasurer, are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission, the Twenty-First Supplemental Trust Agreement and the Bond Purchase Agreement, the forms of which have been presented at this meeting, which forms are hereby approved with such changes or insertions therein not inconsistent with the Act or this Resolution and not substantially adverse to the Commission as may be permitted by the Act and this Resolution and approved, upon advice of General Counsel to the Commission and Bond Counsel, by the Executive Director and the officers executing the same. The approval of such changes and insertions by such officers, and the determination that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Twenty-First Supplemental Trust Agreement and the Bond Purchase Agreement.

Section 10. Escrow Deposit Agreement. The Chairman, Vice Chairman, Secretary-Treasurer, Assistant Secretary-Treasurer/Executive Director are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission, the Escrow Deposit Agreement with The Huntington National Bank, as Escrow Deposit Trustee, the form of which has been presented at this meeting, which form is hereby approved with such changes or insertions therein not inconsistent with the Act and not substantially adverse to the Commission as may be permitted by the Act and approved, upon advice of counsel to the Commission and Bond Counsel, by the Executive Director and the officers executing the same, so that all the Refunded Bonds shall be and hereby are ordered called for optional redemption according to their terms on the optional redemption dates designated pursuant to Section 6(d)(vi), as set forth in the Escrow Deposit Agreement. The approval of such changes and insertions by such officers, and that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Escrow Deposit Agreement by such officers.

If U.S. Treasury Securities – State and Local Government Series are to be purchased for the Escrow Fund, the officers indicated above and the Escrow Deposit Trustee are hereby specifically authorized to file, on behalf of the Commission, subscriptions for the purchase and issuance of those U.S. Treasury Securities – State and Local Government Series. If, in the judgment of the Commission, an open-market purchase of Defeasance Obligations is in the best interest of and financially advantageous to the Commission, said officers may purchase and deliver, or provide for the purchase and delivery, of such Defeasance Obligations, engage the services of a municipal advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such Defeasance Obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and to pay for such Defeasance Obligations with the proceeds of the 2017 Series A Refunding Bonds, together with other Commission funds available for the purpose, and any such actions heretofore taken by said officers or the Escrow Deposit Trustee in connection with such subscription and/or purchase are hereby approved, ratified and confirmed.

Section 11. Authorization of Other Documents and Actions. The Chairman, Assistant Secretary-Treasurer/Executive Director, Vice Chairman and Secretary Treasurer are each alone, or in any combination, hereby authorized to take any and all actions and to execute such financing statements, certificates, commitments with bond insurers, if any, agreements with Verification Accountants, amendments to the Continuing Disclosure Commitment and other instruments or documents that may be necessary or appropriate in the opinion of General Counsel to the Commission or Bond Counsel, in order to effect the issuance of the 2017 Series A Refunding Bonds, the refunding of the Refunded Bonds and the intent of this Resolution. The Secretary-Treasurer, Assistant Secretary-Treasurer/Executive Director, or other appropriate officer of the Commission, shall certify a true transcript of all proceedings had with respect to the issuance of the 2017 Series A Refunding Bonds, along with such information from the records of the Commission as is necessary to determine the regularity and validity of the issuance of the 2017 Series A Refunding Bonds.

Section 12. Ratings. The Chairman or the Assistant Secretary-Treasurer/Executive Director, and in their absence the Vice Chairman or the Secretary-Treasurer, are each alone, or in any combination, hereby authorized, to apply for a rating from one or more national rating services with respect to the 2017 Series A Refunding Bonds, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the 2017 Series A Refunding Bonds is hereby authorized.

Section 13. Sale of the 2017 Series A Refunding Bonds. The 2017 Series A Refunding Bonds are hereby awarded to the Underwriters, in accordance with the terms of the Bond Purchase Agreement. The Chairman or the Assistant Secretary-Treasurer/Executive Director, and in their absence the Vice Chairman or the Secretary-Treasurer, are each alone, or in any combination, hereby authorized and directed to make on behalf of the Commission the necessary arrangements with the Underwriters to establish the price, date, location, procedure and conditions for the delivery of the 2017 Series A Refunding Bonds, and to take all steps necessary to effect the due execution and delivery of the 2017 Series A Refunding Bonds to the Underwriters under the terms of this Resolution, the Bond Purchase Agreement and the Senior Lien Trust Agreement.

Section 14. No Personal Liability. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Resolution, or in the 2017 Series A Refunding Bonds, or in the Senior Lien Trust Agreement or the Bond Purchase Agreement, or under any judgment obtained

against the Commission or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against any member or officer or attorney, as such, past, present, or future, of the Commission, either directly or through the Commission, or otherwise, for the payment for or to the Commission or any receiver thereof, or for or to any Holder of the 2017 Series A Refunding Bonds secured thereby, or otherwise, of any sum that may be due and unpaid by the Commission upon any of such 2017 Series A Refunding Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such member or officer or attorney, as such, to respond by reason of any act or omission on that person's part, or otherwise, for, directly or indirectly, the payment for or to the Commission or any receiver thereof, or of any sum that may remain due and unpaid upon the 2017 Series A Refunding Bonds hereby secured or any of them, shall be expressly waived and released as a condition of and consideration for the execution and delivery of the Twenty-First Supplemental Trust Agreement, and acceptance of the Bond Purchase Agreement and the issuance of the 2017 Series A Refunding Bonds.

Section 15. Repeal of Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 16. Compliance With Sunshine Law. It is hereby determined that all formal actions of the Commission relating to the adoption of this Resolution were taken in an open meeting, and that all deliberations of the Commission and of its committees, if any, which resulted in formal action were in meetings open to the public, in full compliance with Section 121.22 of the Ohio Revised Code.

(Resolution No. 44-2017 adopted August 21, 2017)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Execution of a Supplemental Trust Agreement Amending the Master Trust Agreement

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) entered into a Master Trust Agreement dated as of February 15, 1994, as amended by the First through Seventeenth Supplemental Trust Agreements and as amended and restated by the Amended and Restated Master Trust Agreement (the Eighteenth Supplemental Trust Agreement), and as further amended by the Nineteenth Supplemental Trust Agreement (collectively, the “Senior Lien Master Trust Agreement”), with The Huntington National Bank, as Trustee (the “Trustee”), providing for the issuance from time to time of State of Ohio Turnpike Revenue Bonds under authority of Chapter 5537 of the Ohio Revised Code (the “Act”); and

WHEREAS, the Commission desires to amend the Senior Lien Master Trust Agreement to: 1) update the insurance requirements to reflect best industry practices in light of the existing insurance market, 2) update cross references to sections of the Ohio Revised Code, and 3) amend the provision regarding rating requirements for Reserve Account Credit Facilities to reflect best industry practices in light of the existing bond market; and

WHEREAS, pursuant to Section 8.02 of the Senior Lien Master Trust Agreement, Supplemental Trust Agreements may be entered into by the Commission and the Trustee without the consent of or notice to the Holders of the Bonds in order to cure any ambiguity, inconsistency or formal defect or omission in the Senior Lien Master Trust Agreement and to permit any amendment that, in the judgment of the Trustee, is not to the prejudice of the Trustee or the Holders of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the members of the Ohio Turnpike and Infrastructure Commission:

Section 1. Determinations. This Commission hereby determines that the amendment of the Senior Lien Master Trust Agreement pursuant to the Twentieth Supplemental Trust Agreement is in the best interests of the Commission and the State.

Section 2. Twentieth Supplemental Trust Agreement. The Chairman or the Assistant Secretary-Treasurer/Executive Director, and in their absence the Vice Chairman or the Secretary-Treasurer, are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission the Twentieth Supplemental Trust Agreement, the form of which has been presented at this meeting, which form is hereby approved with such changes or insertions therein not inconsistent with the Act or this Resolution and not substantially adverse to the Commission as may be permitted by the Act and this Resolution and approved, upon advice of General Counsel to the Commission and Bond Counsel, by the Executive Director and the officer executing the same. The approval of such changes and insertions by such officer, and that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Twentieth Supplemental Trust Agreement by such officer.

Section 3. Authorization of Other Documents and Actions. The Chairman, Vice Chairman, Secretary-Treasurer, Assistant Secretary-Treasurer/Executive Director are each alone, or in any combination, hereby authorized to take any and all actions and to execute such other instruments or documents that may be necessary or appropriate in the opinion of General Counsel or Bond Counsel to the Commission, in order to effect the intent of this Resolution.

Section 4. Repeal of Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 5. Compliance With Sunshine Law. It is hereby determined that all formal actions of the Commission relating to the adoption of this Resolution were taken in an open meeting, and that all deliberations of the Commission and of its committees, if any, which resulted in formal action were in meetings open to the public, in full compliance with Section 121.22 of the Ohio Revised Code.

(Resolution No. 45-2017 adopted August 21, 2017)