

**MINUTES OF THE 598th MEETING OF THE OHIO TURNPIKE
AND INFRASTRUCTURE COMMISSION
September 9, 2013**

Chairman Hruby: (10:16 a.m.) The meeting will come to order. We would like to welcome to the Ohio Turnpike and Infrastructure Commission, Tim Paradiso, on behalf of the Board. It is nice to have you with us. He hails from both Catawba, where he lives now, and Fremont, where he grew up. Tim is a businessman in Sandusky. We are well represented by the west end of our State on this Board. It is good to have you with us. Would you please now stand and join me in our Pledge of Allegiance. (Pledge of Allegiance is recited by all in attendance). Good morning again. This is a Special Meeting of the Ohio Turnpike and Infrastructure Commission. Today, we take another step along the way of our new responsibilities and our new title of being the Ohio Turnpike and Infrastructure Commission. We are joined today, not only with those that are sitting in the audience, and I hoped that you all signed in, but we also have a link so the media can call in and listen to the meeting live as it occurs. If anyone from the media has any questions after the meeting, we will keep that line open if you want to ask any questions. Without any further ado, I will call this Meeting to order and ask that a roll call will be made.

Director Hodges: Chairman Hruby.

Chairman Hruby: Here.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Here.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Present.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Here.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Here.

Director Hodges: Mr. Murphy.

Mr. Murphy: Present.

Director Hodges: Mr. Kauffman.

Mr. Kauffman: Here.

Director Hodges: Senator Manning.

Senator Manning: Here.

Director Hodges: Representative Dovilla

Representative Dovilla: Present.

Director Hodges: We have a quorum.

Chairman Hruby: This is the 598th Meeting of the Ohio Turnpike and Infrastructure Commission. We are here to listen to a presentation from our Executive Director, and then from our Chief Engineer regarding projects that are being recommended to this Commission for funding. We will first hear the report from our Secretary-Treasurer, Mrs. Barber.

Secretary Barber: Thank you Mr. Chairman. I would like to begin my report with the following items that have been sent to the Members of the Commission since the last scheduled Meeting of the Commission on August 19, 2013:

1. One Resolution;
2. Minutes of the August 19, 2013 Commission Meeting;
3. The Agenda for today's Meeting;

4. Project Funding Applications submitted by ODOT; and
5. Turnpike Analysis of each Project Application.

That concludes my report, Mr. Chairman.

Chairman Hruby: Thank you. We we will move on to the report of our Executive Director, Mr. Hodges.

Director Hodges: Thank you. Good morning Mr. Chairman and Members of the Commission.

The purpose of this Special Meeting is to consider applications from the Director of the Ohio Department of Transportation for funding infrastructure projects from the recent bond sale.

Before turning the floor over to our Chief Engineer for discussion of each project, I would like to comment on the process that has brought us to this point.

As you are all aware, Governor Kasich proposed the Ohio Jobs and Transportation Plan last December, which would leverage the Turnpike asset for badly needed highway projects in northern Ohio and create 65,000 jobs. The Governor's plan was received with broad bipartisan support, and several unanimous Resolutions of support have been adopted by this Commission.

The legislature then passed H.B. 51 to enable the Governor's vision for a bold new Transportation Plan in northern Ohio, again with broad bipartisan support.

As you know after H.B. 51 passed, this Commission was able to sell \$1 billion in bonds, at very favorable rates in this market, in slightly more than four months.

In the meantime, the Transportation Review and Advisory Council ("TRAC"), which is an independent body under the auspices of ODOT, prepared a list of candidate infrastructure projects in accordance with to the provisions of HB 51. The list was forwarded to the Director of ODOT which, in turn, applied for Turnpike funding for those projects he deemed appropriate for

the Turnpike to consider. ODOT representatives presented those projects to you at our last meeting.

Today, we approach the final step in the process which is consideration for funding by the Ohio Turnpike and Infrastructure Commission. Ultimately, the Commission has final and incontestable authority over which projects will be funded. By statute and by rule, you must consider whether each project request has an appropriate transportation-related nexus, or relationship, to the Turnpike. A nexus is defined as, “a relationship which has a beneficial impact on the area served by the Turnpike or the Turnpike system.”

Following the presentations at the last meeting, ODOT submitted formal applications, which were forwarded to you. Our staff, consisting of Chief Engineer Doug Hedrick, and CFO Marty Seekely, then assessed each project for compliance with the nexus criteria, with assistance from our General Counsel, Kathy Weiss, who reviewed their evaluations to ensure conformance with both the statute and administrative rule. I concurred with their conclusions, and their reports have been forwarded to you.

This process is new for us, and we were able to put it together in a fairly short amount of time. After many conversations with you and ODOT personnel, we believe that we were able to communicate well with ODOT, collaborate on what the meaning of these words were, and work together so that we separately considered each application, and we are able to deliver to you today the final product. In most cases, we were able to arrive at a common understanding of nexus and the appropriate use of Turnpike funds. In cases where we did not agree, I believe we do have a common perspective and only minor disagreements. I want to thank our staff and ODOT for what I believe is an excellent product for you to consider.

Chief Engineer Hedrick will review each project with you, one at a time. After each summary, you will be asked to debate and discuss the merits of each project to determine if the necessary nexus exists and the project is appropriate for Turnpike funding. You have the benefit of the ODOT presentations, their applications and our staff analysis as a resource, but ultimately the decision is yours. You must choose whether to approve or not approve each project, and your decision is final. After you have had the opportunity to vote on each project, General Counsel will submit a final Resolution that encompasses the outcomes of the Board's decisions.

If the final dollar value of the projects included in that resolution exceeds \$930 million, which is the amount available for funding infrastructure projects, we will refer the Resolution to ODOT and request that they prioritize the projects so that they do not exceed \$930 million. You will then be asked to vote on a series of Resolutions at the next regularly scheduled meeting, which is next Monday, to approve entering into infrastructure project funding agreements with ODOT based on the final list of infrastructure projects to be funded at this time. Should those projects come in under budget, and/or should ODOT decide not to resubmit projects totaling \$930 million for the September 16th Meeting, then we would anticipate that ODOT will submit additional infrastructure project funding applications in the future in order to ensure the required spend-down of the Commission's infrastructure funds, which were financed by the bonds issued under the new Junior Lien Indenture.

With your permission Mr. Chairman, and if there are not any questions, I would like to turn the floor over to Mr. Hedrick. Thank you.

Chairman Hruby: Are there any questions? Yes, Vice Chairman Balog.

Vice Chairman Balog: First, Executive Director, I certainly appreciate the work that you and your staff have done on this project. It has really made it much easier for us. You spoon fed us, and you did a good job vetting all of the projects.

One of the key issues is the definition of “nexus.” Specifically, there was not a definition in H.B. 51, and I wrote down the language that you stated in your remarks – “Nexus is defined as a relationship which has a beneficial impact on the area served by the Turnpike or the Turnpike System.” That is certainly a rather broad definition. Can you tell me how the Commission has adopted that definition and how it fits in, because I think under that definition, it gives us extremely flexible latitude.

Director Hodges: Mr. Chairman and Vice Chairman Balog. That is more of a common law definition of “nexus” that we gleaned from court cases that we have discussed over the last six to nine months. There is a more precise statutory direction, for which I could ask our General Counsel to lay out the terms.

Chairman Hruby: Certainly that was a very important issue, Senator, as you recall. It was a very important issue to the Senate what “nexus” meant and how it was defined. Kathy, would you like to speak to the definition of “nexus”?

General Counsel: Certainly. Mr. Chairman and Vice Chairman Balog, as the Director mentioned, H.B. 51, specifically, the legislature chose to add provisions to Ohio Revised Code §5537.18 to provide guidance as to what the term “nexus” means, and it set forth the various criteria that were actually analyzed by our staff, and as you saw, put forth before you in the analysis that we provided. I will reiterate those to you. They talk about the physical proximity of the infrastructure project to the direct or indirect physical connection between the project and the Turnpike; the impact of the infrastructure project on traffic density flow through

or capacity on the System; the impact of the project on the Turnpike System's Toll Revenue or other revenues; the impact of the infrastructure project on the movement of goods and services in the area of the Ohio Turnpike System, and also, the enhancement or improvement by and through the project of access to, use of and egress from the Turnpike System and access to connected areas of population. The reason that these various criteria were listed in the statute relates back again to what Director Hodges spoke to, which is the Ohio Constitution and court cases that have looked at the requirement that, when toll revenues are being used to help pay back the debt service for the bonds, which we have already gone and done, that the projects that we are going to go ahead and finance have a relationship with the Turnpike – a transportation relationship with the Turnpike – in order that we do not have someone be able to argue down the line that we have somehow created an excise tax out of those tolls. So, that is why it is very important for us to that this step and make sure that we look at each project carefully and see that they meet at least one or several of these nexus criteria.

Chairman Hruby: Are there any other questions or comments? Thank you. Mr. Director, before we move on to Doug and his report, we have one thing that we need to do as a Commission. I would move that we adopt, as written, the Minutes of the August 19, 2013, Commission Meeting. Is there a second?

Vice Chairman Balog: Second.

Chairman Hruby: Mr. Balog seconds that. Are there any questions, comments or corrections to the Minutes? Hearing none, roll call.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Mr. Murphy.

Mr. Murphy: Yes.

Director Hodges: Unanimous.

Chairman Hruby: We adopt the Minutes, of the August 19, 2013, Commission Meeting as written. Back to you, Mr. Director.

Director Hodges: With your permission, I would like to turn it over to Chief Engineer, Doug Hedrick, to discuss the projects.

Chairman Hruby: Please. Our outstanding Chief Engineer, Mr. Hedrick.

Chief Engineer: Thank you, Mr. Chairman. Vice Chairman Balog, I will address some of your questions or concerns, as well as our thought process of how we determined nexus as I go through some of my remarks.

I would like to say I concur with Director Hodges' sentiments that this is a historic day for both the Ohio Turnpike and our colleagues at the ODOT. The process we have gone through to get to this point has been both educational and enlightening. As Director Hodges explained, we have evaluated the twelve projects submitted, and we are ready to make our

recommendations to you for your consideration and approval. I will briefly go through each project and provide you with our analysis on determining nexus.

It is important to note that each of these projects was analyzed as being part of a larger transportation network. As part of the evaluation process, ODOT staff provided traffic information based upon their statewide traffic modeling program that attempted to provide the actual impact of each project. It became evident early on that the projects, based on Vehicle Miles Traveled (“VMT”), will have neither a positive or negative statistical impact to the Ohio Turnpike System. What that means is that the numbers were so insignificantly small, that there was really no positive impact or negative impact to our traffic flow. It addresses part of Kathy’s definition of nexus in that we did not want to harm the Turnpike System by these projects, and I think what that tells us is that none of these really have an overall impact of reducing or increasing our traffic numbers based upon our volumes.

Therefore, we concentrated on the overall potential each project had to improve the free flow of goods and services and the access of the Turnpike System as a whole. We also assessed the economic impact that was detailed in the TRAC scoring as a gauge of the performance for each project. In addition, we considered the proximity of the projects to the Ohio Turnpike and the project location. While most of these projects do not physically “touch” the Turnpike, they are directly linked to the Turnpike System via the interstates or highways. We determined that improving this link, ultimately will increase the use of the Ohio Turnpike. With that concept as a backdrop, I would now like to present the first project for your consideration. I will entertain questions at that point, Vice Chairman Balog, as to how we went through that process of determining nexus.

Vice Chairman Balog: I am good.

Chief Engineer: With your permission, Mr. Chairman.

Chairman Hruby: Please.

Chief Engineer: The first project for your consideration this morning is the Cleveland Inner belt – Project CCG2. This application seeks \$340 million for the construction of the second Inner belt bridge for Interstate Route 90 in Cleveland, Ohio. This project has two connections with the Ohio Turnpike system via I-90 at Interchange 142, which is 28.2 miles away, and via I-71 at Interchange 161, which is 15.1 miles to the south of the Turnpike. This project will complete a critical link in the I-90 corridor, which connects I-90 from the east with the Ohio Turnpike at Interchange 142. The Ohio Turnpike is actually designated as I-80 and I-90 at this juncture. When completed, this bridge will carry approximately 132,000 vehicles per day, of which over 6% are commercial vehicles. Many of those commercial vehicles are hauling freight from the east coast to points west and utilize I-90 to make these trips. This project will improve access and promote commerce for the region as a whole, which will ultimately benefit the Ohio Turnpike System. Therefore, based upon these criteria, the nexus of this project has been established, and this project qualifies for your consideration for funding. With your permission, Mr. Chairman, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The Cleveland Innerbelt Bridge (CCG2-2nd Bridge), TRAC PID No. 82119, Located in Cuyahoga County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: You have heard the Motion. What is the pleasure of the Commission?

Vice Chairman Balog: Move to adopt.

Secretary Barber: Second.

Chairman Hruby: Moved by Mr. Balog and seconded by Mrs. Barber. Are there any questions or comments? Yes, Mr. Dixon.

Mr. Dixon: I do not want to be repetitive, but explain to me what exactly is the effect this project will have on the Turnpike.

Chief Engineer: Mr. Chairman and Commissioner Dixon, it is hard to determine the actual physical impact that this project is going to have on the Turnpike. I think the modeling that ODOT provided to us is so wide-ranging that it is hard to say that it is going to increase traffic by .002% or decrease traffic by .002%. Our thought process was, as a whole to the region, does it have a positive impact to the Turnpike and the Turnpike System. I think, ultimately, the fact that I-90 becomes the Ohio Turnpike at Interchange 142, because this project has a direct connection to that System, as well as providing better access to the Turnpike via I-71. So, as an overall project, it impacts the region positively and, therefore, would benefit the Turnpike ultimately by increasing traffic long term.

Chairman Hruby: Can you walk it through from the Interchange in downtown Cleveland coming across as it links to the Turnpike. Can you explain that? What I am trying to do is have the link visualized because there is a definite link from downtown Cleveland to the Turnpike through this route. I think that is more germane than anything regarding this project. This is an important fact that we have to establish here, and this is what our charge is. Please, Mr. Hedrick, if you can explain that. Where does this road start and where does this road end, and why would that then be a benefit to the Turnpike.

Chief Engineer: Mr. Chairman, I think you have to look further east than even downtown Cleveland. As I said, I-90 is the northern corridor route coming out of Buffalo, out of

Canada, all points east from that point. All of that traffic that is trying to access the Chicago and Midwest markets travel through Cleveland via I-90. Getting them to the Turnpike is the ultimate goal, and that gets them through Cleveland in a much quicker and more economical way than it does currently. That, again, is our thought process that, from an overall regional economic standpoint, this project has a positive benefit if the free flow of traffic and goods from downtown Cleveland to points west to Chicago, Detroit and the Midwest, gets those goods and services to the Turnpike quicker, it is going to be beneficial to us ultimately.

Mr. Dixon: Thank you for that, Mr. Chairman. This is the first one out of the shoot, so it is kind of setting my mindset for the rest of these to understand how we are going to look at all of these. So, that does help.

General Counsel: Mr. Chairman, if I may. Just so you know, the materials that were provided to the Board Members, including the ODOT application, contains a map of where the actual project is located, and it shows the connectivity to the Turnpike.

Senator Manning: I just want to say how much I appreciate the questions from Vice Chairman Balog and Commissioner Dixon. This was such a great concern of the Senate, and especially the Senate Committee, and to see that they want to make sure the nexus is applied correctly, will please my Senate colleagues to know that everybody takes what we had put in there very seriously. Nexus was very difficult to define. The definition was out there, and everybody seemed to be fine with that. We were the ones that wanted to add those five criteria so that we had a little bit more direction. I appreciate the time that has been taken to look at these projects carefully.

Chairman Hruby: Are there any other questions or comments?

Vice Chairman Balog: My comment corresponds to what you pointed out earlier. I was in Buffalo last week with the Army Corp of Engineers, and you see truck after truck after truck coming across the bridge, and if they are going to the Chicago or the Midwest area, they come right down I-90 along the lake from Canada. If there is a bottleneck in Cleveland, they will find alternate routes, and we will lose out on that revenue on the Turnpike. Once you find another route, and your start that other route, it is easy to go ahead and just continue it. It is hard to change back, so I think this is important to Cleveland and the Turnpike.

Chief Engineer: And to follow-up on those comments Vice Chairman Balog, I think we saw significant impact when the bridge was closed for a period of time and traffic had to be diverted to I-490. It is a critical link in that system. It is a harder one to justify, Commission Member Dixon, because it is a single bridge, but it is that lynchpin in that system that connects those two sections of highways. That is why it is critical to this infrastructure.

Mr. Murphy: I would just like to note that there is 15% MBE participation set aside in this project.

Chairman Hruby: Just think what it would be like if that bridge was not there. Are there any other questions or comments? The motion has been made and seconded. Roll call please.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to nothing.

Chairman Hruby: Please continue with the next project.

Chief Engineer: Thank you, Mr. Chairman. The next project is in Cuyahoga County as well. It is the Opportunity Corridor. This application seeks \$39 million for the construction of the first phase of the extension of I-490, also known as the Opportunity Corridor. This project is linked to the Ohio Turnpike via I-490/I-77 at Interchange 173, which is located approximately 18.7 miles south. This project will create a direct link from I-77 to the University Circle area, which is a major medical, educational and cultural center in the Northeast Ohio region. Improving access to this area will spur economic investment estimated at over \$5 billion, and it will promote additional use of the connecting highway system as a whole. This should result in increased vehicles traveling from outside the region, many of which would travel the Ohio Turnpike coming from points east. This project will improve access and promote commerce for the region as a whole, which will ultimately benefit the Ohio Turnpike system. Therefore, based upon these criteria, the nexus for this project has been established, and this project qualifies for your consideration for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The Opportunity Corridor, TRAC PID No. 77333, Located in Cuyahoga County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: You have heard the Motion. I will move to adopt. Is there a second?

Vice Chairman Balog: Second.

Chairman Hruby: Moved and seconded by Mr. Balog. Are there any questions or comments?

Vice Chairman Balog: This is \$39 million of a \$66 million project. This is just phase one of Opportunity Corridor. Am I correct on that, Greg?

Mr. Murphy: Correct. It is phase one. It is the northern most section. It is about one mile. ODOT will be coming back to this Board, if and when we sell the second bonds to complete the corridor.

Vice Chairman Balog: Do you remember what the approximate amount of that second phase was?

Mr. Murphy: \$240 million. Jennifer, do you have the amount?

Ms. Townley: The total amount is \$266 million.

Vice Chairman Balog: Thank you.

Chairman Hruby: Mr. Murphy, the Northeast Ohio Area wide Coordinating Agency (“NOACA”) contacted me regarding that issue. I explained on behalf of the Commission, that funding was requested for this first portion, and it was an issue of timeliness in spending the dollars, and that the project will certainly appear again in the second round of funding requests. I assured NOACA that they should not be concerned that this would not be

coming down the road unless something would happen that would change everything on their part. Is there anything else? Are there any questions? If nothing further, roll call.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to nothing.

Chairman Hruby: Please continue, Doug.

Chief Engineer: Thank you, Mr. Chairman. The next project is in Erie County. It is Erie US 250. This application seeks \$13.5 million for the widening and improvement of US 250 in Erie County, Ohio. This project is linked to the Ohio Turnpike via US 250 at our Interchange 118, which is five miles to the south of the project. This project consists of widening and intersection improvements along the US 250 corridor. This will improve traffic flow and safety along this connection between the Ohio Turnpike and the Cedar Point and Erie Island recreational region. Improving this route may spur further economic development thus,

ultimately, increasing traffic to the region as a whole. The Ohio Turnpike is a major connection for persons traveling from outside the local area for access to this region, so improving flow and safety on this connecting route will improve access and promote commerce for the region as a whole. Therefore, based upon these criteria, the nexus of this project has been established, and this project qualifies for your consideration for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The Erie US 250 Improvement, TRAC PID No. 88407, Located in Erie County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: Thank you. Is there any action to be taken by the Board?

Secretary Barber: So moved.

Vice Chairman Balog: Second.

Chairman Hruby: Moved by Mrs. Barber, and seconded by Mr. Balog. Are there any questions or comments?

Chairman Hruby: The reason we are looking over at you Mr. Paradiso, is this region over by where you are will greatly benefit with this project. Mrs. Barber?

Secretary Barber: I was just going to comment that I have traveled that way many times and it definitely needs some revamping. So, I am pleased to see that too. In the summertime on the Turnpike, as you get close to the Cedar Point exits, it is very, very crowded.

Chairman Hruby: Mr. Balog.

Vice Chairman Balog: I certainly understand this project and, certainly the nexus. Erie Islands and Cedar Point are well-traveled with people from both east, Indiana, and west,

Pennsylvania, and everyone comes across the Turnpike. So, if it makes it easier for those people to get to Cedar Point and out of Cedar Point, I think it will be a very positive effect on the Turnpike, and I understand the relationship.

Chairman Hruby: Is there anything else? Yes, Tim.

Mr. Paradiso: I drive that road every day to work, so I take detours during the busy season because of the traffic, so I appreciate the project. Just yesterday, to note, Cedar Point was recognized for the 16th year in a row as the best amusement park in the world.

Chairman Hruby: Are there any questions? If nothing further, roll call.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to nothing.

Chairman Hruby: Please continue, Doug.

Chief Engineer: Thank you, Mr. Chairman. The next application for your consideration consists of several projects in the Hancock/Wood – I-75 Corridor. This application seeks \$204.1 million for the addition of a third lane on I-75 through both Hancock and Wood Counties. These projects are linked to the Ohio Turnpike via I-75 at Interchange 64, which is 13.1 miles to the north. These projects will perform widening of I-75 through the addition of a third lane, and will also improve several intersections required for this widening in Findlay. This project will greatly improve traffic flow and safety along this major north/ south corridor. I-75 is the major route that brings commercial traffic from the south allowing it to travel both east and west along the Ohio Turnpike. This includes the expanding CSX railway freight operation in North Baltimore, which will benefit from this widening, ultimately allowing greater access to the Ohio Turnpike System. It is estimated these projects will promote nearly \$400 million in investment in the region. Therefore, based upon these criteria, the nexus of these projects has been established, and they qualify for your consideration for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The I-75 Corridor, TRAC PID Nos. 84557, 87005, 25521, 95435, 95436 and 95437, Located in Wood and Hancock Counties, Demonstrate the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: Thank you. What is the pleasure of the Commission?

Secretary Barber: So moved.

Vice Chairman Balog: Second.

Chairman Hruby: Moved by Mrs. Barber, and seconded by Mr. Balog. Are there any questions or comments? Yes, Mr. Balog.

Vice Chairman Balog: I-75 south of this project is two lanes in each direction, and the concept is that, between that point and north, it will be three lanes in each direction?

Chief Engineer: Mr. Chairman and Commission Member Balog, that is correct. Predominately, this opens that corridor up again from North Baltimore to the north, which my understanding is CSX is looking to expand that facility even further. So, that corridor will benefit greatly.

Mr. Murphy: Correct. Just to explain a little bit more. The intermodal facility was improved, I think it was opened maybe a couple of years ago, and it is a train-to-train intermodal facility. They are expanding it more to be a train-to-truck facility. In concert with that, ODOT improved SR 18, bypassing North Baltimore to get trucks from the facility over to I-75. So, the corridor is now being more congested by trucks getting from CSX up to the Port of Toledo or on to the Turnpike or vice versa. This is a great commerce movement. It is going to be fantastic for the region.

Secretary Barber: Mr. Chairman, I think I commented at the last meeting about my travels. I travel this all the time, and it is highly congested with truck traffic, so this will be a very much needed improvement. I am pleased that this made the process.

Chairman Hruby: Are there any other questions or comments? If nothing further, roll call.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to nothing

Chairman Hruby: We will move on to the fifth project.

Chief Engineer: Thank you, Mr. Chairman. The next project is the Lorain

SR 57. This application seeks \$16 million for improvement of the SR 57 corridor between the Ohio Turnpike and SR 2. This project is directly linked to the Ohio Turnpike at our Interchange 145. This project will consists of geometric and intersection improvements along the SR 57 corridor, which will improve traffic flow and safety along this connection between the Ohio Turnpike and the Midway Mall commercial district. Improving this route may spur further economic development, thus ultimately increasing traffic to the region as a whole. The Ohio Turnpike is a connection for persons traveling from outside the local area for access to this region, so improving flow and safety on this connecting route will improve access and promote commerce for the region as a whole. Therefore, based upon these criteria the nexus of this project has been established and this project qualifies for your consideration for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The Lorain SR57 Modification, TRAC PID No. 82645, Located in Lorain County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: Is there a motion?

Vice Chairman Balog: So moved.

Chairman Hruby: Vice Chairman Balog moves. I will second the motion.

Are there any questions or comments? If nothing further, roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to nothing.

Chairman Hruby: Move on to the next one, Mr. Hedrick.

Chief Engineer: The next project for your consideration is Lucas CR-73 McCord Road. This application seeks \$2.7 million for the construction of a new railroad grade separation at McCord Road (CR 73). This project has no connectivity to the Ohio Turnpike

system but is located 4.3 miles from the Interchange 59 in Toledo Ohio. This local road provides access from the City of Holland with areas to the south. While this project will improve safety and reduce delays on this roadway, with no connectivity to the Ohio Turnpike system and no potential benefit for the movement of goods and services to the Ohio Turnpike System, nexus has not been established. We, therefore, do not recommend this project for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The CR-73 (McCord Road), TRAC PID No. 75107, Located in Lucas County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: You have heard the Motion. What is the pleasure of the Commission?

Vice Chairman Balog: Moved.

Secretary Barber: Second.

Chairman Hruby: Moved by Mr. Balog and seconded by Mrs. Barber. I would just like to make a comment. I know how hard the staff worked on each and every one of these projects, and being aware that you were not going to recommend this one, I know that you did everything that you could to try and make this work for them. You took seriously the TRAC recommendation, and in any way, tried to establish nexus to the Turnpike, but there just was not a way. So, unfortunately, we have to recommend that we do not fund this project. I want to thank you for your efforts, and I know you tried to make it work.

Mr. Murphy: If I could also follow up, Mr. Chairman. This is historic, as we have mentioned several times, but I think Senator Manning and Representative Dovilla, this is

the nature of what we tried to outline. Yes, we thought that there may be a nexus, however, if there is none and this body chooses not to fund or participate in funding, the project will go back in front of the TRAC to find additional funding. The project will go forward. We will just have to find additional money other than Turnpike proceeds. I think that if we vote “no” as a body to not fund it, then I think the process as outlined in H.B. 51 has worked, in my opinion.

Chairman Hruby: Is there anything else? Are there any questions? Yes, Mr. Dixon.

Mr. Dixon: Just a general question. Do we ask that the presenter to show us what they consider will be the nexus? Do we put any responsibility on them?

Chairman Hruby: The responsibility is on them, sure, but the TRAC reviews and makes a recommendation. Mr. Murphy, do you want to address this?

Mr. Murphy: Yes, the TRAC asked for applicants to indicate nexus for the different funding pieces and parts presented by our TRAC staff. This is the first shot at this. As we have outlined and worked with the Turnpike staff, in the future, years down the road it will be much more clearer on what we think a nexus is versus what the Turnpike does, and it will be easier to do that screening first. We were fully aware that there may be a couple that the Turnpike staff and the Commission does not agree with, and we are fine with that.

Chief Engineer: And to follow-up on those comments, Commission Member Dixon, the TRAC did present that there is nexus from their perspective in that the traffic coming out of Holland trying to get to points south, and ultimately to the Turnpike, has a hard time getting there when those trains are in place. So, it is a difficult situation for that local community. We felt that, however, there are other opportunities for either re-routing or it just wasn't enough impact that we felt that it was economically viable.

Mr. Dixon: Thank you.

Chairman Hruby: If nothing further, roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: No.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: No.

Director Hodges: Chairman Hruby.

Chairman Hruby: No.

Director Hodges: Commissioner Dixon.

Mr. Dixon: No.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: No.

Director Hodges: Commissioner Murphy.

Mr. Murphy: No.

Director Hodges: Zero to six.

Chairman Hruby: It fails zero to six. Number seven, Mr. Hedrick.

Chief Engineer: Thank you, Mr. Chairman. The next project is Lucas

County – I-75/ I-475 Corridor. This application seeks \$163 million for the addition of a third lane on I-75 and the improvement and reconstruction of several interchanges. This project is linked to the Ohio Turnpike via I-75 at Interchange 64, which is located 11.8 miles to the south. This project will greatly improve traffic flow and safety along this major north-south corridor. I-75 is the major route that brings commercial traffic from points in Canada and Detroit in the north, allowing it to travel both east and west along the Ohio Turnpike. This includes the connectivity to the Chrysler Jeep plant and the movement of commercial freight from the Detroit

and the Canadian markets as I said. This will ultimately allow better access to the Ohio Turnpike and the regional transportation system as a whole. It is estimated this project will promote nearly \$2 billion in investment in the region. Therefore, based upon these criteria, the nexus of this project has been established, and this project qualifies for your consideration for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The I-75/I-475 Interchange, TRAC PID No. 77254, Located in Lucas County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: I move to adopt.

Secretary Barber: Second.

Chairman Hruby: Moved by, and seconded by. Are there any questions or comments?

Secretary Barber: What interchange are you eliminating there?

Chief Engineer: The Berdan Avenue Interchange.

Secretary Barber: Again, I am familiar with that area, and this is a very positive improvement, if this goes through.

Chairman Hruby: Mr. Murphy, did you want to explain that any further, or are we okay with that?

Mr. Murphy: The Berdan Avenue Interchange is being eliminated, however, we are doing some improvements on the local roads to help mitigate some of that redirection of traffic.

Chairman Hruby: I am sure that the local governments weighed in on this elimination during the TRAC process.

Mr. Murphy: Before TRAC, during TRAC, and after TRAC.

Chairman Hruby: That has been considered a lot by the TRAC, has it not?

Mr. Murphy: Yes, it has.

Chairman Hruby: Is there anything else? If nothing further, roll call.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Here.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to nothing.

Chairman Hruby: Number eight, Doug.

Chief Engineer: Thank you Mr. Chairman. The next project is Lucas County – the I-475/U.S. 20 Interchange. This application seeks \$44 million for reconstruction of the interchange between I-475 and U.S. 20. This project is not directly linked to the Ohio

Turnpike, but access is available via 475 to I-75 at Interchange 64, which is located 16.5 miles to the south and I-475 via Dussel Road and Reynolds Road to Interchange 59, which is located 9.8 miles to the south. This project will improve traffic flow and safety at this major intersection and allow traffic from U.S. 23 in Michigan and the northern Toledo region to more safely gain access to the regional highway system and to I-75. Therefore, based upon these criteria, the nexus of this project has been established, and this project qualifies for your consideration for funding.

With your permission if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The I-475/US20 Interchange, TRAC PID No. 88252, Located in Lucas County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: I move approval of the motion.

Secretary Barber: Second.

Chairman Hruby: Seconded by Mrs. Barber. Are there any questions or comments?

Vice Chairman Balog: Doug, the Turnpike is three lanes up to I-475 with the completion of the last project, is that correct?

Chief Engineer: Mr. Chairman and Commission Member Balog, it will be three lanes all the way to Interchange 59. It is three lanes up to I-75 right now.

Vice Chairman Balog: We will go five miles past it then?

Chief Engineer: That is correct.

Vice Chairman Balog: Thank you.

Chairman Hruby: Are there any other questions? If nothing further, roll call.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Here.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to nothing.

Chairman Hruby: Motion passes. Number nine, Doug.

Chief Engineer: Thank you, Mr. Chairman. The next project is Lucas County – the I-75 Corridor. This application seeks \$45 million for the widening of I-75. This project is linked to the Ohio Turnpike via I-75 at Interchange 64, approximately 12 miles to the south. This project will greatly improve traffic flow and safety along this major north/ south corridor. The project piggybacks on the previous Lucas County I-75/I475 project as well. I-75 is the major route that brings commercial traffic from the north allowing it to travel both east and west along the Ohio Turnpike. This includes better connectivity to the Chrysler Jeep plant and the movement of commercial freight from the Detroit and the Canadian markets to points in the east. This will ultimately allow better access to the Ohio Turnpike and the regional transportation

system as a whole. It is estimated this project will promote nearly \$2 billion in investment in the region. Therefore, based upon these criteria, the nexus of this project has been established, and this project qualifies for your consideration for funding. With your permission, if the General Counsel would please read the Motion.

General Counsel: Thank you Mr. Chairman.

The I-75 Third Lane Project, TRAC PID No. 76032, Located in Lucas County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: You have heard the Motion. What is the pleasure of the Commission?

Mr. Murphy: So moved.

Vice Chairman Balog: Second.

Chairman Hruby: Moved by Mr. Murphy, and seconded by Mr. Balog. Are there any questions or comments?

Secretary Barber: If I recall, the last time I went up that way, they were working on a project close to I-280. Is this part of another phase of that?

Chief Engineer: Mr. Chairman and Commission Member Barber, I believe so. There is construction already under way.

Mr. Murphy: There are ten projects with this whole system, Tim?

Mr. McDonald: The I-75 corridor, as a whole, will be under construction Mr. Chairman, I believe, essentially runs from Findlay up to Toledo.

Chairman Hruby: Are there any questions? If nothing further, roll call.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Here.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Six to nothing.

Chief Engineer: Thank you, Mr. Chairman. We are shifting all the way

over to the other side of the State now. This is for the Mahoning County I-80. This application seeks \$95 million for the addition of 5.25 miles of widening of I-80 in Youngstown, Ohio. This project is linked to the Ohio Turnpike via I-80 at Interchange 218, which is 3.8 miles to the west. This project will greatly improve traffic flow and safety along this major east-west corridor in Youngstown. I-80 is the major route that brings commercial traffic from the east to points in the Midwest, and the Ohio Turnpike is the westerly extension of I-80 beginning at Interchange 218. Increasing capacity of this route will ultimately allow better access to the Ohio Turnpike and the regional transportation system as a whole. It is estimated this project will promote nearly \$1.6 billion in investment in the region. Therefore, based upon this criteria, the nexus of this project has been established, and this project qualifies for your consideration for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The Mahoning I-80 Reconstruction, TRAC PID No. 77260, Located in Mahoning County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: I will move to adopt the motion.

Vice Chairman Balog: Second.

Chairman Hruby: Seconded by Vice Chairman Balog. Are there any questions or comments?

Chairman Hruby: Hearing none, roll call.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Here.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to zero.

Chairman Hruby: Number eleven.

Chief Engineer: Thank you, Mr. Chairman. The next application for several projects to improve the Stark/Mahoning Transit. This application seeks \$9.5 million for improvements to transit and pedestrian traffic in the Stark/ Mahoning Transit Corridor. While these projects have merit as a public transportation improvement, they have no connectivity to the Ohio Turnpike system and no potential benefit for the movement of goods and services to the Ohio Turnpike. Therefore, nexus has not been established and we, therefore, do not recommend these projects for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The Stark/Mahoning Transit Project, TRAC PID Nos. 91594, 90268, 90365 and 90361, Located in Stark County, Demonstrate the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: You have heard the Motion. What is the pleasure of the Commission?

Secretary Barber: So moved.

Chairman Hruby: I will second. Discussion?

Mr. Dixon: I just do not want to create a precedent where projects are rejected because they are transit projects. In discussing this one, I would probably concur that we maybe should not support this particular project, but I do not want to create an atmosphere where when we see “transit,” we just do not consider that project. There will be times when a transit project will affect the Turnpike and be good for the Turnpike. I think I just have to go on record as saying that.

Chairman Hruby: Mr. Dixon, I think you could say that for all of us. I think we all feel that way. If a transit project does establish the nexus and it is recommended by the staff, certainly we should support it. I appreciate your comments.

Mr. Murphy: Mr. Dixon, I can assure you that this project will be funded by the TRAC, and it will move forward. It is just this body's decision not to fund it through this program.

Mr. Dixon: Thank you.

Chief Engineer: Mr. Chairman and Commission Member Dixon, we did not off-handedly dispose of it because it was a transit project. Obviously, you bring up a good point. There are a number of times that connectivity between the Regional Transit Authority, or local transit authorities intersect with the Ohio Turnpike where we engage in a collaborative effort, and I think we would look at all of those from that vein.

Mr. Dixon: Okay. Thank you.

Chairman Hruby: Are there any other questions or comments? If nothing further, roll call.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: No.

Director Hodges: Chairman Hruby.

Chairman Hruby: No.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: No.

Director Hodges: Commissioner Dixon.

Mr. Dixon: No.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: No.

Director Hodges: Commissioner Murphy.

Mr. Murphy: No.

Director Hodges: Zero to six.

Chairman Hruby: It fails, zero to six. Number twelve.

Chief Engineer: Thank you, Mr. Chairman. My final presentation for projects this morning is Summit I-271. This application seeks \$60 million for the addition of a third lane on I-271 from the SR82 interchange to the Summit County line. This project is linked to the Ohio Turnpike via I-271/ SR8 at Interchange 180 located 5.3 miles to the south. This project will greatly improve traffic flow and safety along this major north-south corridor. Increasing capacity of this route will ultimately allow better access to the Ohio Turnpike and the regional transportation system as a whole for both commercial and passenger traffic. This corridor is a major commuter route, and providing better access to the Ohio Turnpike will provide an alternative corridor for east-west commuters. It is estimated this project will promote nearly \$80 million in benefits to the roadway users due to reduced congestion and improved safety. Therefore, based upon these criteria, the nexus of this project has been established, and this project qualifies for your consideration for funding. With your permission, if the General Counsel would please read the Motion.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

The Summit I-271 Reconstruction, TRAC PID No. 89458, Located in Mahoning County, Demonstrates the Transportation-Related Nexus to the Turnpike System as Required by Ohio Revised Code Section 5537.18 and Administrative Rule 5537-10-01.

Chairman Hruby: You have heard the Motion. What is the pleasure of the Commission?

Vice Chairman Balog: Move to adopt.

Secretary Barber: Second.

Chairman Hruby: Moved by Mr. Balog, and seconded by Mrs. Barber. Are there any questions or comments? Hearing none, roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes..

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Commissioner Murphy.

Mr. Murphy: Yes.

Director Hodges: Six to zero.

Chairman Hruby: Now, Mr. Murphy, I would say this to you, we have now passed ten of twelve projects. I am sorry that we could not accommodate the TRAC on all twelve, but certainly there is justification to deny the two. I also think that we have exceeded the limit, have we not?

Mr. Murphy: Yes.

Chairman Hruby: Would you now explain the next step, please.

Mr. Murphy: Mr. Chairman, certainly the process has worked as the General Assembly outlined. There is more requested than allowed. I have the numbers in front of me. It is about \$1,031,800,000.00 that we have requested. What our staff will do, is go back and look at what has been approved here, and adjust the numbers for a few projects so the request that you have approved, for instance, the Lucas I-475/US20 Interchange, we would reduce that amount for that particular project and request the TRAC to pick up the residual of that. That reduces our request to \$930 million. We will have that information for this Commission at the next Meeting. You will officially vote on \$930 million. The projects that you have approved, only the dollar amount will slightly change. Generally speaking, the projects that are going into construction in 2015 will be the ones that we will adjust simply because of the spend down requirements. The ones that are earlier, we want to get going now so we can meet the spend down requirements. We have about \$101.8 million to adjust. I have a sketch here, but I would prefer to share it next week when we actually vet it through our staff. What will happen after the vote next week, is that we will take these final recommendations to the TRAC on September 26, 2013. There are two projects we will have to readjust the money, and where we will have to ask them to fund.

Chairman Hruby: Well, certainly on behalf of the Commission, I want to thank the TRAC and those representatives that are here for the fine job you did in putting this information together for us and, Doug, you being part of that process. Executive Director, if you could explain the next process regarding the motions from today.

Director Hodges: Thank you Mr. Chairman. We do have one Resolution that you will be asked to approve here, and that is combining all ten into one single Resolution in an

affirmative statement. As Mr. Murphy mentioned, we will refer the Resolution to TRAC, and they will come back with a list of projects that total up to \$930 million. Then, next week we will ask you to approve the formal agreements with ODOT so there will be an actual contract with ODOT so they can be confident that the money is there for them to proceed. That will be the end of the process.

Chairman Hruby: Again, I cannot emphasize how much we appreciate the fine work on the part of ODOT, TRAC and, of course, our Chief Engineer. Did you have anything further, Mr. Hedrick? We did not really officially close your report.

Chief Engineer: Mr. Chairman, no. I just want to thank Greg, Jennifer, Tim and the rest of her staff. It has been a great experience for me. Thank you.

Mr. Murphy: I can assure you that, either through our staff, the Turnpike staff or in the meetings, this Commission will be aware of, and informed of, every time a project goes to construction including when there is a groundbreaking and, certainly in your areas, it would be great to see some of these projects moving forward, that you were instrumental in moving them forward. Many of these projects would have been sidelined until 2030 or beyond, so it is quite a win for the State.

Chairman Hruby: I also want to commend and thank Senator Manning and Representative Dovilla. Both of you championed this through, and we appreciate that work. Who would have thought 1 ½ years ago that we would be at this position that we are now. So many were thinking that the Turnpike was about to be leased, sold or a variety of other things that were boogeymen that never arrived. Through your good work, we were able to come up with this funding mechanism to make these projects a reality in a timely fashion in a time when

the State really needs an economic shot in the arm. So, we thank the Governor and your leadership in the House and in the Senate. Mr. Dixon.

Mr. Dixon: I want to thank Greg and his staff, understanding the importance of inclusiveness and recognize and then be willing to listen and make adjustments. I am happy with that. I can always ask for more, but I am happy with that, and I want to thank you for that. In the future, I think we are moving down the right path. I feel good about this.

Secretary Barber: Mr. Chairman, I would just like to add, as a Member who has only been on for a little over a year and, Tim, you will be looking at this as well, but the material that was provided to all of us as Commission Members has been invaluable. We were able to make a responsible decision today about these projects and that could not have happened without the information that was provided to all of us. I know it took a lot of staff people to put it together, and I thank you for it. It took a lot of reading, but it was well worth it.

Chairman Hruby: It goes without saying that from Marty and his fine work, Kathleen and all the fine work you did and, of course, our Executive Director putting this all together representing this Commission, you all did an outstanding job. Mr. Murphy, if you would please convey to Director Wray our appreciation and tell him that I said you did an outstanding job.

We have a Resolution yet to be before the Board. Kathleen, your report is next.

General Counsel: If I may present this Resolution. This will memorialize the activities that were conducted by the Board today with respect to infrastructure projects that are qualified for funding. I would just like to reiterate that, pursuant to the authority under Section 5537.04(A)(7) and Section 5537.08 of the Ohio Revised Code as were amended on July 1, 2013, the Ohio Turnpike and Infrastructure Commission issued Turnpike Revenue Bonds generating proceeds of \$930 million under our new Junior Lien Master Trust Agreement, and these

proceeds are to be used to fund infrastructure projects for the State of Ohio. Our CFO/Comptroller and Chief Engineer have reviewed and evaluated each application that was received from ODOT in accordance with the requirements of Section 5537.18 of the Ohio Revised Code and Administrative Rule 5537-10-01. They recommended which of those twelve projects or applications for projects that they believed demonstrated the required nexus under the Rule, and which ones they did not believe qualified for funding. I reviewed their recommendations, and I can report to you that the applications were submitted, and the evaluations were performed in compliance with the requirements of both the Statute and Administrative Rule and, also reviewed those with the Executive Director, who concurred with these recommendations. The Commission has now adopted ten Motions adopting those recommendations and has concurred and determined that the ten infrastructure projects, that I am about to read to you, have demonstrated the required nexus.

With your permission Mr. Chairman, if I may read the Resolved.

Chairman Hruby: Please.

General Counsel: Thank you Mr. Chairman.

RESOLVED that, in accordance with Section 5537.18 of the Ohio Revised Code and Administrative Rule 5537-10-01, the Commission hereby determines that the following infrastructure projects possess the required transportation-related “nexus” to the Turnpike System and, therefore, qualify for infrastructure funding by the Commission:

<u>Project Name</u>	<u>TRAC PID No(s).</u>	<u>Funding Request</u>
CUY – Cleve. Innerbelt (CCG2-2 nd Bridge)	82119	\$340 million
CUY – Opportunity Corridor	77333	\$39 million
ERI – Erie US 250	88407	\$13.5 million
HAN/WOO – I-75 Corridor	84557, 87005, 25521, 95435, 95436 & 95437	\$204.1 million
LOR – Lorain SR 57	82645	\$16 million

LUC – Lucas I-75/I-475	77254	\$163 million
LUC – Lucas I-75	76032	\$45 million
LUC – Lucas I-475/20	88252	\$44 million
MAH – Mahoning I-80	77260	\$95 million
SUM – Summit I-271	89458	\$60 million

TOTAL \$1.0196 billion

FURTHER RESOLVED, that the Executive Director and General Counsel are authorized to submit the aforementioned qualified list of infrastructure projects to the Director of Transportation along with a request that the number of projects be reduced, or that the funding requested be adjusted, such that the total funding requests do not exceed \$930 million; and

FURTHER RESOLVED, that the Executive Director is requested to submit the revised list of infrastructure project funding requests to the Commission at its September 16, 2013, regularly scheduled meeting, and the General Counsel is requested to prepare the necessary resolutions by which the Commission shall authorize the infrastructure project funding agreements with the Ohio Department of Transportation for each individual project to be funded by the Commission; and

FURTHER RESOLVED, that in accordance with Ohio Revised Code Section 5537.18, the Commission’s determinations concerning which infrastructure projects shall receive funding are “conclusive and incontestable.”

FURTHER RESOLVED, that a certified copy of this Resolution shall be sent to bond counsel for the Commission.

Chairman Hruby: You have heard the Resolved. What is the pleasure of the Commission?

Vice Chairman Balog: Move to adopt.

Secretary Barber: Second.

Chairman Hruby: Moved by Mr. Balog, and seconded by Mrs. Barber. Are there any questions or comments?

Senator Manning: I think we would be remiss not to mention, conservatively, this is going to create 65,000 jobs. I think our main goal here is to get Ohioans back to work. We should be very happy about that.

Chairman Hruby: Thank you Senator. Are there any questions? Representative Dovilla, did you want to say anything?

Representative Dovilla: Mr. Chairman, I think folks know that, as we entered this process in the beginning some time ago, I had some trepidation about what the recommendation might be regarding the disposition of the Turnpike in terms of a lease or sale. I am really pleased to watch this process come to fruition today, and I want to thank the Commission and the staff who were all involved in this process, because this is exactly what we envisioned when we put the nexus language in on the House floor, which may have caused a little bit of concern as to what nexus meant at that point, and then it was clarified a bit more in the Senate. It is now coming to the end of this process in a way that, I think, we had all envisioned. I just want to thank everyone for how everything went today.

Chairman Hruby: Any other comments? Hearing none, roll call on the Resolution.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Here.

Director Hodges: Commissioner Paradiso.
Mr. Paradiso: Yes.
Director Hodges: Commissioner Murphy.
Mr. Murphy: Yes.
Director Hodges: Six to nothing.

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Establishing List of Infrastructure Projects Qualified for Funding

WHEREAS, pursuant to its authority under Section 5537.04(A)(7) and Section 5537.08 of the Ohio Revised Code, as amended effective July 1, 2013, the Ohio Turnpike and Infrastructure Commission issued Turnpike Revenue Bonds generating proceeds of \$930 million under the new Junior Lien Master Trust Agreement as amended by the First Supplemental Trust Agreement, both dated August 13, 2013, which bond proceeds will be used to fund “infrastructure projects” (as defined in Section 5537.01(C) of the Ohio Revised Code) identified by the Ohio Department of Transportation and approved by the Commission; and

WHEREAS, under newly enacted Ohio Revised Code Section 5537.18, the Commission adopted Administrative Rule 5537-10-01 “establishing the procedures and criteria under which the Commission may approve an application received from the director of transportation for infrastructure project funding;” and

WHEREAS, Section 5537.18 and Administrative Rule 5537-10-01 additionally require that infrastructure projects “have an anticipated benefit to the system of public highways in the state of Ohio and transportation-related nexus with and relationship to the Ohio turnpike system and the Ohio turnpike and infrastructure system,” and also set forth the criteria to be utilized by the Commission in determining the aforementioned nexus and relationship; and

WHEREAS, presentations were made before the Commission at its meeting on August 19, 2013, and twelve applications were submitted to the Commission by the Director of Transportation on August 28, 2013, seeking funding for infrastructure projects that were previously reviewed and recommended by the Transportation Review Advisory Council (“TRAC”) pursuant to the selection process followed by the TRAC under Chapter 5512 of the Ohio Revised Code; and

WHEREAS, the Commission’s CFO/Comptroller and Chief Engineer have reviewed and evaluated each application in accordance with the requirements of both Section 5537.18 and Administrative Rule 5537-10-01, and have recommended which of the twelve applications are for projects they believe have demonstrated the required “nexus” under the statute and rule, as well as those they do not believe qualify for funding; and

WHEREAS, the Commission’s General Counsel has reviewed the applications and the recommendations of the CFO/Comptroller and Chief Engineer, and reports that the applications were submitted and their evaluations were performed in compliance with the requirements of Section 5537.18 and Administrative Rule 5537-10-01; and

WHEREAS, the Executive Director has reviewed the reports of the CFO/Comptroller and Chief Engineer, as well as that of the General Counsel, and concurs with their recommendations; and

WHEREAS, the Commission has duly considered such recommendations, and concurs and determines that the following infrastructure project funding applications are for projects for which the required “nexus” has been demonstrated and that they, therefore, qualify for infrastructure funding by the Commission:

<u>Project Name</u>	<u>TRAC PID No(s).</u>	<u>Funding Request</u>
CUY – Cleve. Innerbelt (CCG2-2 nd Bridge)	82119	\$340 million
CUY – Opportunity Corridor	77333	\$39 million
ERI – Erie US 250	88407	\$13.5 million
HAN/WOO – I-75 Corridor	84557, 87005, 25521, 95435, 95436 & 95437	\$204.1 million
LOR – Lorain SR 57	82645	\$16 million
LUC – Lucas I-75/I-475	77254	\$163 million
LUC – Lucas I-75	76032	\$45 million
LUC – Lucas I-475/20	88252	\$44 million
MAH – Mahoning I-80	77260	\$95 million
SUM – Summit I-271	89458	\$60 million
TOTAL		\$1.0196 billion

WHEREAS, the Commission further concurs and determines that the required “nexus” has not been demonstrated for the following infrastructure project applications and, therefore, they do not qualify for infrastructure funding by the Commission:

<u>Project Name</u>	<u>TRAC PID No(s).</u>	<u>Funding Request</u>
LUC – CR-73 (McCord Road)	75107	\$2.7 million
STA – Stark/Mah Transit	91594, 90268, 90365 & 90361	\$9.5 million
TOTAL		\$12.2 million

NOW, THEREFORE, BE IT

RESOLVED that, in accordance with Section 5537.18 of the Ohio Revised Code and Administrative Rule 5537-10-01, the Commission hereby determines that the following infrastructure projects possess the required transportation-related “nexus” to the Turnpike System and, therefore, qualify for infrastructure funding by the Commission:

<u>Project Name</u>	<u>TRAC PID No(s).</u>	<u>Funding Request</u>
CUY – Cleve. Innerbelt (CCG2-2 nd Bridge)	82119	\$340 million
CUY – Opportunity Corridor	77333	\$39 million
ERI – Erie US 250	88407	\$13.5 million
HAN/WOO – I-75 Corridor	84557, 87005, 25521, 95435, 95436 & 95437	\$204.1 million
LOR – Lorain SR 57	82645	\$16 million
LUC – Lucas I-75/I-475	77254	\$163 million
LUC – Lucas I-75	76032	\$45 million
LUC – Lucas I-475/20	88252	\$44 million
MAH – Mahoning I-80	77260	\$95 million
SUM – Summit I-271	89458	\$60 million
TOTAL		\$1.0196 billion

FURTHER RESOLVED, that the Executive Director and General Counsel are authorized to submit the aforementioned qualified list of infrastructure projects to the Director of Transportation along with a request that the number of projects be reduced, or that the funding requested be adjusted, such that the total funding requests do not exceed \$930 million; and

FURTHER RESOLVED, that the Executive Director is requested to submit the revised list of infrastructure project funding requests to the Commission at its September 16, 2013, regularly scheduled meeting, and the General Counsel is requested to prepare the necessary resolutions by which the Commission shall authorize the infrastructure project funding agreements with the Ohio Department of Transportation for each individual project to be funded by the Commission; and

FURTHER RESOLVED, that in accordance with Ohio Revised Code Section 5537.18, the Commission's determinations concerning which infrastructure projects shall receive funding are "conclusive and incontestable."

FURTHER RESOLVED, that a certified copy of this Resolution shall be sent to bond counsel for the Commission.

(Resolution No. 58-2013 adopted September 9, 2013)

Chairman Hruby: The next Meeting of the Commission will be on Monday, September 16, 2013 at 10:00 a.m. We will also be meeting on October 21, 2013, at 10:00 a.m.

General Counsel: Mr. Chairman, I would like to remind you that we will be conducting ethics training on September 16, 2013, after our regularly scheduled meeting.

Chairman Hruby: How long do you think that will take?

General Counsel: Approximately one hour.

Chairman Hruby: Okay.

Mr. Dixon: Do you have a list of people that are required to go? I had it last year.

General Counsel: Mr. Chairman and Commission Member Dixon, the Governor's Executive Order requires mandatory annual training for all Commission Members. If you can obtain the training elsewhere, you are not required to attend, but we do need to certify that our Board Members have received annual training to the Governor's office.

Vice Chairman Balog: Motion to adjourn.

Chairman Hruby: I will second that. All in favor signify by saying “aye.”

All Commission members say “aye.” The meeting is adjourned. Thank you very much for your attendance.

Attendees for Record Keeping Purposes:

Jim Provance, The Toledo Blade; Tom Parevosnik, IUOE 18; Jim Gates, ODOT; Jennifer Townley, ODOT; Tim McDonald, ODOT; Myron Pakush, ODOT; Scott Buchanan; URS; Kirk Slusher, ODOT; Ryan Kozak, PFM; Frank Lamb, Huntington Bank; Joe Casto, IUOE Local 18; Beth Fulton, URS; Zoltaw Seabo, HMM; Mike McCarthy, HMM; Jim Kinnick, ODOT; Tony Urankar, ODOT; Michael Stormer, ODOT; Leslie Farley, ODOT; Allen Biehl, ODOT; Alison Grant, The Cleveland Plain Dealer; Bethany Pugh, PFM; Glen Stephens, GStephens; Melissa Ayers, ODOT; Capt. Hannay, OSHP; Marty Seekely, Ohio Turnpike; Doug Hedrick; Ohio Turnpike; Kathleen Weiss, Ohio Turnpike; Robin Carlin, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Mark Musson, Ohio Turnpike; Donna Fritz, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Dave Miller, Ohio Turnpike; Dennis Albrecht, Ohio Turnpike.

Time of adjournment: 11:19 a.m.

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

Sandra K. Barber, Secretary-Treasurer