

**MINUTES OF THE 614th MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
JANUARY 20, 2015**

Chairman: Good morning ladies and gentlemen. Would you please rise as we say our Pledge of Allegiance.

The meeting will come to order. We ask that all guests please sign the sign-in sheet in the Lobby as we like to have a record of who has been in attendance at our meetings. Unfortunately, Senator Manning advised that she is unable to attend today's meeting. She sends her regrets.

Will the Assistant Secretary-Treasurer please call the roll?

Assistant Secretary-Treasurer: Chairman Hruby

Chairman Hruby: Here

Assistant Secretary-Treasurer: Mr. Balog

Mr. Balog: Here

Assistant Secretary-Treasurer: Mr. Dixon is absent and sends his regards.
Secretary-Treasurer Barber.

Secretary-Treasurer Barber: Here

Assistant Secretary-Treasurer: Mr. Paradiso

Mr. Paradiso: Here

Assistant Secretary-Treasurer: Mr. Murphy

Mr. Murphy: Here

Assistant Secretary-Treasurer: Mr. Kauffman

Mr. Kauffman: Here

Assistant Secretary-Treasurer: Representative Dovilla

Representative Dovilla: Here

Chairman: Thank you. We have a quorum. This is the 614th 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 Special

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

May I have a motion to adopt the Minutes of the December 15, 2014, Commission Meeting?

Mr. Balog: So moved.

Chairman: Moved by Mr. Balog. Is there a second?

Mr. Paradiso: Second

Chairman: Seconded by Mr. Paradiso. Any questions, comments, or corrections to the Minutes? Hearing none. Please call the roll.

Director Cole: Mr. Balog

Mr. Balog: Yes

Director Cole: Mr. Paradiso

Mr. Paradiso: Yes

Director Cole: Chairman Hruby

Chairman: Yes

Director Cole: Mrs. Barber

Mrs. Barber: Yes

Director Cole: Mr. Murphy

Mr. Murphy: Yes

Chairman: The Minutes are adopted of December 15, 2014. Before moving on the Secretary-Treasurer's Report, I would just like to make a comment. If you have been following our meetings of late, a different voice you now hear today acting as our Assistant Secretary-Treasurer, it is Randy Cole. If you will recall, Randy was once a Member of this Commission, some months ago, he was serving as the Controlling Board President and Policy Advisor to the Office of Budget and Management under Director Tim Keen. While he was serving there, he was approached by the Commission to see whether he had an interest in coming back to the Turnpike in a different role as its Executive Director, upon the resignation and transfer of Richard Hodges. Randy agreed to do that, and I am very pleased to introduce and announce our new Executive Director and as of right now the Assistant Secretary-Treasurer, Randy Cole. Mr.

Cole brings a varied background to us. He has distinguished himself in government and various local levels both in Summit County and with the State of Ohio at various levels. He has a keen understanding of exactly what this Turnpike is about. The staff members that I have had an opportunity to speak with are very excited over the fact that Randy has been selected and they feel very confident that he will continue to do great things just as Rick and Robin before him. We are really looking forward to working with Randy, and I will say again, thank you so very much to Robin Carlin for the outstanding service that you provided as the Interim Executive Director. We really appreciate it. So, without further ado, I will turn over the next report to our Secretary-Treasurer, Mrs. Barber.

Secretary-Treasurer: I am pleased to report that the following items have been sent to the Members since the last scheduled meeting of the Commission on December 15, 2014:

1. Three Resolutions;
2. Draft Minutes of the December 15, 2014, 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, December 2014;
2. Traffic and Revenue Report, December 2014;
3. Total Revenue by Month and Year, December 2014;
4. Investment Report, December 2014; and
5. Various News Articles.

That concludes 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. I'd like to begin my remarks today by thanking you Mr. Chairman and the Commission Members for your support and confidence. Thank you, Commissioner Balog for making the motion last month, it means a lot.

As we begin a New Year, it provides an opportunity to reflect on life's changes and new beginnings. It is especially easy for me this year as I join the team at the Ohio Turnpike. I have had the opportunity to see the Ohio Turnpike from many different perspectives over five decades - most recently these past four years as a Commission Member as OBM's designee, in the 2000s as a vendor trying to do business with the Turnpike at both FirstEnergy and GovTech Solutions. In the 1990s, I was a local government partner - as Chief of Staff to Summit County Engineer, I

met and worked with Turnpike Officials on the SR 8/I-271 upgrade in the 1990s. Mostly, however, I have been a customer and frequent traveler for both business and family activities.

In these first few weeks, I have tried to let the staff know that I am not here to “shake things up” but, rather, to support them and work together to find ways to continuously improve and innovate. This year, we will increase our outreach and seek opportunities to collaborate with communities, businesses and partner organizations throughout the thirteen northern Ohio counties that we impact.

As the Turnpike nears the 60th anniversary of full operation, the organization has been through its share of changes the last few years, changes that have been dealt with very well. All 935 employees have had a part in working through those changes. I particularly recognize the effort of Robin Carlin and Rick Hodges and the example they set as Executive Directors.

However, the other directors and managers are frequently recognized for their competence, dedication and achievement in their roles. Today I have been asked by the Government Finance Officers Association to formally recognize Marty Seekely, our CFO/Comptroller. The Ohio Turnpike and Infrastructure Commission recently received a Certificate of Achievement for Excellence in Financial Reporting for our 2013 CAFR (Comprehensive Annual Financial Report).

I’m happy to announce the completion of our first shared services agreement during my time as director. Legal worked with Chris Matta, our Maintenance Engineer, to create a shared salt arrangement at our Swanton Maintenance facility with ODOT. In times of heavy winter weather, this arrangement will save ODOT time and money, and help them provide better service to Northwest Ohio motorists. As Chris has told me, “It just makes sense, it is part of being a good neighbor - last year ODOT really saved us a couple times.”

On this day after the Martin Luther King Jr. Holiday, I’d like to provide another update to the Commission. I have kept a quote from Dr. King with me for many years “The time is always right to do what is right.” Here at the Turnpike, we are making major strides in following Governor Kasich’s lead and doing what is right. One of the resolutions that Tony has today is not only our first competitive bid for construction this year, but, the winning bidder, Kokosing has included over \$3 million in DBE, over 8% of the total award. I also signed our agreement with ODOT to complete a disparity study together. The person leading this effort is our Director of Contracts and Compliance, Tommie Jo Marsilio. Mr. Chairman, I’d like Tommie Jo to provide the Commission with a quick review of all of our MBE/DBE efforts.

Chairman: Please.

Tommie Jo Marsilio: Thank you very much. Good morning Mr. Chairman and Commission Members. As the Commission has heard before, we have been working very hard to establish and then maintain our newly established relationships. Just to highlight some of those that we have worked on in the last year. First and foremost, of course, the State of Ohio team, including DAS, more specifically, DSA (Development Services Agency) and our sister agency, ODOT. We are now a corporate member of the Ohio Minority Supplier Development

Council, which is probably the most well-respected private sector MBE advocate, at least in the State of Ohio, if not nationally. There is also the Small Business Administration, the U.S. Department of Commerce and the President's Council, which is also a private MBE advocate group. The combination of all of these allows us to avail ourselves to resources and databases beyond those of just the Turnpike, and to work closely with our partners. What does database sharing with partners mean? In general terms, as you all understand, we do have a database for those vendors who may be interested in working with the Turnpike, but we are always interested in others that, for whatever reason, we have not captured, so now project by project we look for individual companies that may not be on our list, but that may be interested in bidding. We have met with businesses at tradeshows statewide. We have gone to meetings in Dayton, Cincinnati, Toledo, and others. Although, it is important to use technology when we can, we also think that nothing replaces face-to-face contact and just being present. We have had the opportunity to speak at several meetings. Adam Greenslade has been very helpful. We have spoken with elected officials. We have presented to other MBE advocate groups and really the whole gamut. Basically, anyone who is interested in hearing the Turnpike story and our focus on MBE, we want to tell them about that.

Most importantly, the reason I am here is to talk about improvements to our program. Approximately one year ago we had a certification program that was, although perhaps effective, included multiple applications. Our team took the approach that if it is hard for us to understand, perhaps it is difficult for outsiders to understand as well. So, I am pleased to announce that we have streamlined the application so now we have one packet always available on our website. It is simple to understand and we have the contact information, email, and telephone number of someone at the Commission that can be contacted to immediately answer those questions. We entered into an agreement with DAS, and if a business has already been certified, there is no reason to reinvent the wheel, and we accept that certification. The paperwork is now very simple and saving lots of time. Nine new businesses just since August have taken advantage of that and are also certified with the Turnpike. Our outreach is working because our newly certified DBE/MBEs has increased. Thirty new MBEs have been certified just this year for a total of 199 or 15% increase, so, obviously, being out in the community and talking to these groups seems to be working. We have 103 certified MBEs, 73 DBEs, and 23 that are certified as both.

I think that Kathy may speak a little bit more about the Disparity Study in her remarks, but as you know we will jointly be performing the study with ODOT and it has been awarded to a firm from Colorado. It is a shared service and a shared goal. Now we are in the process of finding a consultant to make sure that this is very specifically and correctly administered. Lots of good teamwork with ODOT on this project. Most importantly, the slide before you contains DBE goals for 2015. With all of the things that I have said in the way of background, this is what we have been building to. It is great to have outreach, it is good to partner and have good intentions, but none of this matters a whole lot until our numbers go up. So, with much enthusiasm, I report to you that they are. We had, as you know, two pavement replacement projects last year. The DBE participation for those was 0% and 0.03% respectively. This year, the first pavement replacement project has opened and I am pleased to report that participation is 8.52% for a total, as the Executive Director said, of \$3,173,164.00, real money awarded to DBEs and notably, low bid DBEs. It is a matter of the contractors working and allowing bids from multiple DBEs. The contractors are achieving good pricing, achieving good work and allowing

diversity as was the goal. So, those are the highlights of the program. I would be happy to answer any of your questions, either now or after the meeting as it would please the Board.

Chairman: Thank you. Any questions? That is quite a great report.

Director Cole: Finally, Mr. Chairman, I have to say this first month has flown by and the staff has been fantastic. In the coming months, I hope to visit as many service plazas, maintenance facilities, toll plazas, construction projects and team meetings as possible. Together, as we work through 2015, we can accomplish the plans that have already been set and positively deal with unpredictable weather, a changing economy and ever increasing expectations of our travelers and partners. Mr. Chairman, I hope working together we can make 2015 a great year!

Chairman: Thank you. Any questions for the Executive Director? Hearing none. We will move on to the report of our Deputy Executive Director.

Deputy Executive Director Carlin: No report today, Mr. Chairman.

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

Chief Engineer: Good Afternoon Mr. Chairman and Commission Members. I have three resolutions for your consideration this afternoon.

My first Resolution is to award Contract No. 39-15-01 for the Westbound and Eastbound Right Two Lanes and Shoulder Reconstruction from Milepost 144.1 to Milepost 149.24 and bridge substructure repairs between Milepost 145.1 and Milepost 151.8 located in Lorain County, Ohio. This construction Project will be performed over the 2015 and 2016 construction seasons and this work is included in the 2015 Capital Improvement Budget. Procurement received two bids, via Bid Express, for this Contract with the apparent low bid submitted by Kokosing Construction Company, Inc., of Columbus, Ohio, in the amount of \$37,633,877.09. The Contract Documents included line items for a voluntary Access Credit as well as a Toll Plaza 145 Waste Site Credit. Kokosing included a line item deduct in the amount of \$400,000.00 for the Toll Plaza 145 Waste Site Credit. With or without consideration of the proposed credits, Kokosing's bid is still the apparent low bid and, when compared to the next lowest bid, it is 0.3% below the second low bidder, The Shelly Company. The bid submitted by Kokosing is slightly higher than the Engineer's Estimate of \$35,500,000.00. The Construction Manager, Hill International, Inc., of Broadview Heights, Ohio, has carefully evaluated the complete bid tabulation and finds no errors or anomalies. Kokosing has the available capacity in both manpower and resources and has successfully performed projects of a similar size and nature for the Commission in the past. Therefore, it is recommended that the Commission award Contract No. 39-15-01 to Kokosing Construction Company, Inc., of Columbus, Ohio, in the amount of \$37,233,877.09, which includes the Toll Plaza 145 Waste Site Credit. In addition, Kokosing has indicated that the DBE participation in this Contract will be \$3,173,164.00, or 8.52% of the Contract amount. This Resolution also contains provisions to assign the GPD Group, of Akron, Ohio, to assist with construction engineering and inspection services, and to

assign CTL Engineering, Inc., of Brunswick, Ohio, a Commission Certified DBE, to perform materials testing. With your permission, may the General Counsel please read the Resolved?

Chairman: Please do.

General Counsel: RESOLVED that the bid of **Kokosing Construction Company, Inc.**, of **Columbus, Ohio**, in the amount of **\$37,233,877.09 (the total bid amount of \$37,633,877.09 minus the Toll Plaza Waste Site Credit in the amount of \$400,000.00)** for the performance of Contract No. 39-15-01 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Chairperson and Executive Director, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) direct the return to the non-winning bidder of its bid security, when appropriate, and 3) take any and all action necessary or proper to carry out the terms of said bid and of said Contract; and

FURTHER RESOLVED that the Commission hereby authorizes the Executive Director and the Chief Engineer to assign **Glaus, Pyle, Schomer, Burns & Dehaven, Inc., dba GPD Group**, of **Akron, Ohio**, to Contract No. 39-15-01 for the purpose of performing Task 3 construction services in accordance with the Agreement specific to this Project as previously authorized under Resolution Nos. 11-2014 and 64-2014, and to assign **CTL Engineering, Inc.**, of **Brunswick, Ohio**, for the purpose of performing materials testing and inspection, with such assignment in accordance with the 2015-2016 Miscellaneous Engineering Services Agreement between the Ohio Turnpike and Infrastructure Commission and said engineering firm; and

FURTHER RESOLVED that Project No. 39-15-01 is designated a System Project under the Commission's 2013 Master Trust Agreement.

Chairman: Is there a Motion to adopt?

Mr. Balog: Motion to adopt.

Chairman: Moved by Mr. Balog. Is there a second?

Mr. Murphy: Second

Chairman: Seconded by Mr. Murphy. Any questions or comments?

Mrs. Barber: When you have a project this large, \$37 million, do you, as an Engineer, prepare specific drawings on how this is going to be accomplished, or do they go out and look at the project and tell you what they think needs to be done?

Chief Engineer: Mr. Chairman and Commission Member Barber, yes. We prepare a complete set of drawings that tell the contractors specifically what we are looking to get done with quantities and they are bidding based on the quantities that we prepare.

Mrs. Barber: When they request an application and request drawings, do they pay a deposit for those drawings or are those just given to them?

Chief Engineer: Mr. Chairman and Commission Member Barber they are paying Bid Express to use their service, so they are paying for the drawings. In the past, we printed the drawings and provided them on paper and did charge for them. But, at this point we physically are not charging them. They are getting them electronically via Bid Express' website.

Mrs. Barber: Thank you.

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

Director Cole: Mr. Balog

Mr. Balog: Yes

Director Cole: Mr. Murphy

Mr. Murphy: Yes

Director Cole: Chairman Hruby

Chairman Hruby: Yes

Director Cole: Mrs. Barber

Mrs. Barber: Yes

Director Cole: Mr. Paradiso

Mr. Paradiso: Yes

Chairman: The Resolution passes unanimously.

RESOLUTION NO. 1-2015

Resolution Awarding Contract No. 39-15-01, Pavement Replacement Project and Bridge Substructure Repairs in Lorain County

WHEREAS, the Commission has duly advertised according to law for bids upon a Contract for Westbound and Eastbound Right Two Lanes and Shoulder Reconstruction from Milepost 144.10 to Milepost 149.24, and bridge substructure repairs between Milepost 145.1 to Milepost 151.8 located in Lorain County, Ohio, herein designated **Contract No. 39-15-01**, which construction project shall be performed over the 2014 and 2015 construction seasons; and

WHEREAS, expenditures for the award to be made under Contract No. 39-15-01 will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for said Contract award; and

WHEREAS, the Commission received two bids via Bid Express for the performance of said Contract, and said bids have been reviewed and analyzed by the Commission's Chief Engineer, whose report concerning such analysis is before the Commission; and

WHEREAS, the Chief Engineer reports that the lowest responsive and responsible bid for the performance of Contract No. 39-15-01 was submitted by **Kokosing Construction Company, Inc.**, of **Columbus, Ohio** ("**Kokosing**"), in the total bid amount of **\$37,233,877.09** (the total bid amount of **\$37,633,877.09** minus the **Toll Plaza Waste Site Credit in the amount of \$400,000.00**), which bid he recommends be accepted by the Commission; and

WHEREAS, the Commission has also been advised by the Director of Contracts Administration that bids for Contract No. 39-15-01 were solicited on the basis of the same terms and conditions and the same specifications, that the bid of Kokosing for Contract No. 39-15-01 conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54, and that a performance bond with good and sufficient surety has been submitted by Kokosing; and

WHEREAS, the Commission's Director of Contracts Administration further advisee that Kokosing has made a good faith effort to allocate a percentage of the work to minority and/or disadvantaged businesses; and

WHEREAS, the Commission's Executive Director has reviewed the reports of the Chief Engineer and the Director of Contracts Administration and, predicated upon such analysis, has made his recommendation to the Commission to award Contract No. 39-15-01 to the lowest responsive and responsible bidder, Kokosing Construction Company, Inc.; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **Kokosing Construction Company, Inc.**, of **Columbus, Ohio**, in the amount of **\$37,233,877.09** (the total bid amount of **\$37,633,877.09** minus the **Toll Plaza Waste Site Credit in the amount of \$400,000.00**) for the performance of Contract No. 39-15-01 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Chairperson and Executive Director, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) direct the return to the non-winning bidder of its bid security, when appropriate, and 3) take any and all action necessary or proper to carry out the terms of said bid and of said Contract; and

FURTHER RESOLVED that the Commission hereby authorizes the Executive Director and the Chief Engineer to assign **Glaus, Pyle, Schomer, Burns & Dehaven, Inc., dba GPD**

Group, of Akron, Ohio, to Contract No. 39-15-01 for the purpose of performing Task 3 construction services in accordance with the Agreement specific to this Project as previously authorized under Resolution Nos. 11-2014 and 64-2014, and to assign **CTL Engineering, Inc., of Brunswick, Ohio,** for the purpose of performing materials testing and inspection, with such assignment in accordance with the 2015-2016 Miscellaneous Engineering Services Agreement between the Ohio Turnpike and Infrastructure Commission and said engineering firm; and

FURTHER RESOLVED that Project No. 39-15-01 is designated a System Project under the Commission's 2013 Master Trust Agreement.

(Resolution No. 1-2015 adopted January 20, 2015)

Chairman: Please continue, Mr. Yacobucci.

Chief Engineer: The next Resolution seeks the Commission's authorization of continuing expenditures for the Contract with GDP Group, Inc., of Akron, Ohio, for the Mainline Pavement Reconstruction Program. Under Resolution No. 38-2013, the Commission awarded a Contract to GPD Group for Engineering Design and Construction Services for the Mainline Pavement Reconstruction Program at various locations on the Ohio Turnpike, with each assignment consisting of a five to six-mile project section, and the Commission having the option to assign up to five project sections. The third pavement replacement project section was assigned and authorized by the Commission via Resolution No. 64-2014 for Project No. 71-14-12 from Milepost 186.3 to Milepost 191.1 in Portage County. This initial authorization for Project No. 71-14-12 only included Task 1 Preliminary Engineering Services. This construction project will be designed and bid as a two-year construction project. GPD Group has submitted a fee proposal dated December 30, 2014, in the not-to-exceed amount of \$379,674.00, for the performance of Task 2 Final Design and Construction Documentation Services. The Engineering Department staff has reviewed their proposal and finds it reasonable for the scope to be performed. Since these additional expenditures will increase the total cost in excess of ten percent of the original authorization, it is required under Article V, Section 1.00 of the Commission's Code of Bylaws that the Commission must authorize such expenditures. With your permission, may the General Counsel please read the Resolved?

General Counsel: RESOLVED that the Commission hereby authorizes the expenditures for the Task 2, Final Design and Construction Documentation Services required under **Project No. 71-14-12** in the not-to-exceed amount of **\$379,674.00** with **Glaus, Pyle, Schomer, Burns & Dehaven, Inc., dba GPD Group,** of **Akron, Ohio,** and further authorizes the Executive Director and the Director of Contracts Administration to amend the Contract with GPD Group to perform said services, all in accordance with the terms and conditions of the Commission's RFP for Pavement Replacement Design Services, GPD Group's response thereto and its fee proposals therefor.

Chairman: Is there a Motion to adopt?

Mr. Balog: So moved.

Chairman: Is there a second?

Mrs. Barber: Second

Chairman: Moved and seconded. Questions or comments? Hearing none. Please call the roll.

Director Cole: Mr. Balog

Mr. Balog: Yes

Director Cole: Mrs. Barber

Mrs. Barber: Yes

Director Cole: Chairman Hruby

Chairman Hruby: Yes

Director Cole: Mr. Paradiso

Mr. Paradiso: Yes

Director Cole: Mr. Murphy

Mr. Murphy: Yes

Director Cole: Five to zero, Mr. Chairman.

RESOLUTION NO. 2-2015

Resolution Authorizing Additional Expenditures with GPD Group under Existing Contract for Engineering Design and Construction Inspection Services, (Project No. 71-14-12)

WHEREAS, via Resolution No. 38-2013, the Commission awarded a Contract to **Glaus, Pyle, Schomer, Burns & Dehaven, Inc., dba GPD Group**, of Akron, Ohio (“**GPD Group**”) for Engineering Design and Construction Services for the Mainline Pavement Reconstruction Program at various locations on the Ohio Turnpike, with each assignment consisting of a five to six-mile project section, and the Commission having the option to assign up to five project sections; and

WHEREAS, the **first pavement replacement project section**, Project No. 71-13-06 from **Milepost 159.8 to Milepost 164.82 in Cuyahoga County**, was also assigned via Resolution No. 38-2013, under which the Commission authorized GPD Group’s fee proposal in the not-to-exceed amount of **\$403,421.00** for Task 1, Preliminary Engineering Services, and Task 2, Final Design and Construction Documentation Services (excluding bridges, drainage and

slopes), which fees were increased by the Commission via Resolution No. 81-2013 in the not-to-exceed amount of **\$71,714.00** for the completion of Task 1 and Task 2 Services involving the work related to the bridges, drainage and slopes; and

WHEREAS, the **second pavement replacement project section** assigned and authorized by the Commission via Resolution No. 11-2014 was Project No. 71-14-07 from **Milepost 144.0 to Milepost 149.0 in Lorain County**, for which GPD Group submitted a fee proposal in the not-to-exceed amount of **\$428,544.00**, for the performance of Task 1, Preliminary Engineering Services, and Task 2, Final Design and Construction Documentation Services (excluding bridges, drainage and slopes), which fees were increased by the Commission via Resolution No. 64-2014 in the not-to-exceed amount of **\$91,938.00** for the completion of Task 1 and Task 2 Services involving work that included additional field investigations and surveys due to extension of the eastern project limits, as well as, bridge maintenance repair plans and ramp geometry improvements; and

WHEREAS, the **third pavement replacement project section** assigned and authorized by the Commission via Resolution No. 64-2014 was **Project No. 71-14-12 from Milepost 186.3 to Milepost 191.1 in Portage County**, for which GPD Group submitted a fee proposal dated September 18, 2014, in the not-to-exceed amount of **\$90,620.00**, for the performance of Task 1, Preliminary Engineering Services; and

WHEREAS, GPD Group has submitted a fee proposal dated December 30, 2014, to perform Task 2, Final Design and Construction Documentation Services under **Project No. 71-14-12** in the not-to-exceed amount of **\$379,674.00**, which amount has been deemed to be reasonable and necessary by the Chief Engineer; and

WHEREAS, the Contract expenditures for the Task 2 Services under Project No. 71-14-12 will be in excess of ten percent of the original Contract award and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, the Commission must authorize the amendment to the Contract incorporating such additional expenditures; and

WHEREAS, the Executive Director has reviewed the recommendations submitted by the Chief Engineer, and concurs that the additional expenditures with GPD Group for the completion of the Task 2 Services under Project No. 71-14-12 should be authorized by the Commission; and

WHEREAS, at the time the construction contract for the mainline pavement reconstruction project from Milepost 186.3 to Milepost 191.1 is awarded, the Commission will be requested to authorize GPD Group to perform Task 3, Construction Phase Services, for said construction project; and

WHEREAS, at the time the Chief Engineer recommends that GPD Group perform Engineering Design and Construction Services under the Mainline Pavement Reconstruction Program for additional project sections, the Commission will be requested to authorize such additional expenditures for those design projects; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby authorizes the expenditures for the Task 2, Final Design and Construction Documentation Services required under **Project No. 71-14-12** in the not-to-exceed amount of **\$379,674.00** with **Glaus, Pyle, Schomer, Burns & Dehaven, Inc., dba GPD Group**, of **Akron, Ohio**, and further authorizes the Executive Director and the Director of Contracts Administration to amend the Contract with GPD Group to perform said services, all in accordance with the terms and conditions of the Commission's RFP for Pavement Replacement Design Services, GPD Group's response thereto and its fee proposals therefor.

(Resolution No. 2-2015 adopted January 20, 2015)

Chairman: Thank you. Please continue, Mr. Yacobucci.

Chief Engineer: My third and final Resolution is for the award of Contract No. 4237 for the furnishing of approximately 540,000 pounds of hot-pour, ready mixed joint sealant material. On December 19, 2014, Procurement received three bids for this material under Bid Invitation No. 4237. The apparent low bid was submitted by Crafc0, Inc., of Chandler, Arizona, in the amount of \$183,060.00 for the requested quantity. This bidder proposes to furnish the joint sealant material and services in accordance with the Specifications. The bid is in compliance with the Commission's Domestic and Ohio Preference Policy. Additionally, this bidder has furnished similar material to the Commission in the past and has performed satisfactorily. Furthermore, the total bid is below the estimated dollar amount for this Invitation. Therefore, I am recommending that an award be made to Crafc0, Inc., of Chandler, Arizona, in the amount of \$192,213.00, which includes the five percent delivery variance required by the Bid Invitation. With your permission, may the General Counsel please read the Resolved?

Chairman: Please.

General Counsel: RESOLVED that the bid of Crafc0, Inc., of Chandler, Arizona, in the amount of \$192,213.00 (the bid amount plus a five percent delivery variance), for the performance of Contract No. 4237 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Executive Director and the Director of Contracts Administration, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) incur expenditures under the Contract in the quantities estimated by the Maintenance Department's staff for the purchase of hot-pour, ready-mixed joint sealant, 3) direct the return to the bidders of their bid security, when appropriate, and 4) take any and all action necessary or proper to carry out the terms of said bid and of said Contract.

Chairman: Is there a Motion to adopt?

Mr. Balog: So moved.

Chairman: Is there a second?

Mr. Murphy: Second

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

Director Cole: Mr. Balog

Mr. Balog: Yes

Director Cole: Mr. Murphy

Mr. Murphy: Yes

Director Cole: Chairman Hruby

Chairman Hruby: Yes

Director Cole: Mrs. Barber

Mrs. Barber: Yes

Director Cole: Mr. Paradiso

Mr. Paradiso: Yes

Director Cole: Five to zero, Mr. Chairman.

RESOLUTION NO. 3-2015

**Resolution Awarding Contract No. 4237
for the Purchase of Hot-Pour, Ready-Mixed Joint Sealant**

WHEREAS, the Commission has duly advertised, in accordance with law, an Invitation for Bids upon a Contract for the furnishing of approximately 540,000 pounds of hot-pour, ready-mixed joint sealant, herein designated **Contract No. 4237**; and

WHEREAS, expenditures for the award to be made under Contract No. 4237 will exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for said Contract award; and

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

WHEREAS, the Maintenance Engineer reports that the lowest responsive and responsible bid for the performance of Contract No. 4237 was submitted by **Crafco, Inc., of Chandler, Arizona**, in the amount of **\$183,060.00**, and he recommends that the Commission award a Contract to Crafco, Inc. in the amount of **\$192,213.00** (the bid amount plus a five percent delivery variance); and

WHEREAS, the Director of Contracts Administration has advised the Commission that Crafco, Inc. qualifies for consideration under the Commission's "Domestic and Ohio Preference" Policy; and

WHEREAS, the Commission has also been advised by the Director of Contracts Administration that bids for Contract No. 4237 were solicited on the basis of the same terms and conditions and the same specifications, that the bid of Crafco, Inc. for Contract No. 4237 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312, and that a bid guaranty with good and sufficient surety has been provided by Crafco, Inc.; and

WHEREAS, the Executive Director has reviewed the reports of the Maintenance Engineer and the Director of Contracts Administration and, predicated upon such analysis, concurs with the recommendation to award Contract No. 4237 to the lowest responsive and responsible bidder, Crafco, Inc.; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **Crafco, Inc., of Chandler, Arizona**, in the amount of **\$192,213.00** (the bid amount plus a five percent delivery variance), for the performance of Contract No. 4237 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said Contract, and is accepted, and that the Executive Director and the Director of Contracts Administration, or either of them, hereby is authorized to: 1) execute a Contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, 2) incur expenditures under the Contract in the quantities estimated by the Maintenance Department's staff for the purchase of hot-pour, ready-mixed joint sealant, 3) direct the return to the bidders of their bid security, when appropriate, and 4) take any and all action necessary or proper to carry out the terms of said bid and of said Contract.

(Resolution No. 3-2015 adopted January 20, 2015)

Chairman: Thank you.

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

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

CFO/Comptroller: Thank you Mr. Chairman. I have an update on our traffic and revenue for the month of December and our preliminary operating results for last year.

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past two years. Passenger car vehicle miles traveled were down 1.9% in December. The Sunday after Thanksgiving, when people return home from the holiday, fell on November 30 in 2014 versus December 1 in 2013. This calendar shift probably subtracted about 3% from passenger vehicle miles traveled in December 2014.

Commercial traffic was 8.9% higher in December 2014 from the same month in 2013. There was one additional weekday in 2014 versus 2013, so that probably added about 1% to commercial traffic when compared to 2013. The decrease in passenger traffic partially offset by the 2.7% toll rate increase on January 1, 2014 caused passenger car toll revenue to decrease .7% in December. The increase in commercial traffic combined with the aforementioned toll rate increase caused commercial vehicle toll revenues to increase 11.2% in December 2014.

This chart shows the year-to-date toll revenues through the month of December during each year over the past decade. Toll revenues for 2014 were \$10.0 million or 3.9% above the amount from last year.

This report shows the actual and budgeted revenues, expenditures and transfers for the General Fund for 2014 compared to budget and 2013. Total revenues for 2014 are \$5.8 million or 2.1% above budget and \$11.8 million or 4.3% above 2013. Toll revenues were \$4.2 million higher than budget and \$10.0 million higher than 2013. Concession revenues were 4.7% higher than budget and 7.1% higher than 2013. The Mahoning Valley and Glacier Hills Service Plazas were open for four more months in 2014 than 2013.

Other revenues were higher due to increased *E-ZPass*[®] transponder fee revenues and higher gains on the sale of equipment.

Expenditures for operation, maintenance and administration for the year were \$2.3 million or 2.1% lower than budgeted and \$2.1 million or 1.9% higher than 2013. Most of these savings from budget were related to lower toll collector salary expense, lower compensated absence costs and lower Patrol costs. These lower costs were partially offset by higher than budgeted snow and ice removal costs.

The increase in costs from 2013 are primarily due to higher snow and ice removal costs, higher employee health insurance costs, higher workers' compensation costs and higher service plaza operations costs due to the opening of the Mahoning Valley and Glacier Hills Service Plazas in May of last year. Last year also included a one-time charge of \$1.6 million for the write-off of demolition costs of a set of service plazas that we currently have no plans to rebuild.

Debt service payments are \$18.3 million higher than 2013 due to the additional debt service payments associated with 2013's debt issuance.

After paying our operating expenses and debt service, the balance of the revenue was used to fund our 2014 capital expenditures.

The full \$77.4 million that was budgeted was transferred to our capital funds in 2014, which is \$17.1 million less than 2013.

Since we exceeded our budget, \$8.1 million was transferred into our General Reserve Fund. This will increase our available cash balances and may be used for capital expenditures if needed in the future. That completes my report Mr. Chairman.

Chairman: Thank you. Any questions for Marty? We will move on to the report of our General Counsel, Kathleen Weiss.

General Counsel: Good afternoon, Mr. Chairman and Commission Members. I just want to let you know that within your folders is the quarterly and year-end litigation report. If you have any questions regarding that, please feel free to contact me. Also contained within your folders is a memorandum with a copy of the Financial Disclosure reporting form that needs to be filed with the Ohio Ethics Commission. We are asking Commission Members if you could please try to have those ready and filed by the 15th of March. The Commission will be paying those filing fees and we encourage that if you have any questions, please contact my office. I will be happy to assist you with completing the form. For those Commission Members like our Representative from OBM, Mr. Murphy, Senator Manning and Representative Dovilla, there is a memorandum in your folder regarding the filing as well because as you know you also have to file within your respective positions.

Just to add to the report that Tommie Jo gave earlier, I do not have much more to add other than accolades to everything that has gone on with respect to the selection of BBC/ExStare to perform the Disparity Study. The teamwork that went on in terms of scoring and evaluating the three fine proposals that were received was unparalleled and there was an unanimous decision among the team from both ODOT and from the Commission that we have selected the right vendor for this particular study in which we are about to engage. The cost is very reasonable, it is roughly \$670,000.00 and the Commission will be contributing roughly 10% of that. So, that agreement is underway and we expect to get started here very soon. Also, in conformance with the Resolution that was adopted last March by this Board to start our program in 2015, what we did was took a hard look at the construction books, what we call our "green books" internally, and Tommie Jo and Mark Musson worked to revamp that language to add strong encouragement to all of the bidders that are submitting proposals to the Commission to provide a good faith effort in terms of putting forth MBE participation. Clearly that effort has paid off, and we are very pleased with those results. That is all I have today. Thank you.

Chairman: Great. Thank you. Any questions for the General Counsel? Hearing none, we will move on to the reports. First of all, our Financial Advisor, Bethany Pugh?

Financial Advisor: No report, Mr. Chairman.

Chairman: Thank you. General Consultant, Beth Fulton?

General Consultant: No report, Mr. Chairman.

Chairman: Mr. Lamb is not in attendance and there is no one to report for him. The OSHP Representative, S/Lt. Weirtz is also not in attendance, so we have no report from the OSHP, unless Robin wanted to add anything.

Deputy Executive Director Carlin: No, thank you.

Chairman: The next meeting will be held on Monday, February 23, 2015. We have a published list right now that says February 16, 2015, but please note that it is Monday, February 23, 2015, at 10:00 a.m. and it will be designated a Special Meeting. Any further business to come before the Commission?

Mr. Balog: Just a suggestion, we know that the January and February Meetings conflict because of Martin Luther King's Day and President's Day, and last year and this year we held the Meeting as we are today on a Tuesday, but for February, we are doing the fourth Monday, I would just suggest that we establish precedent and hold both of those on the fourth Mondays of January and February, so that people can plan accordingly.

Chairman: Director, do you want to look at that.

Director Cole: Absolutely.

Chairman: Does anyone object to that?

General Counsel: If I might add, it is extremely helpful, particularly in January and February with the suggestion that was offered by Mr. Balog because we are so heavy into bidding this time of year and it does afford the Engineering Department and the Procurement Department, as well as the Contracts Department a little additional time to make sure we are getting all of our bids in order, so from that perspective it is also appreciated.

Chairman: Director, please look at that and adjust the schedule accordingly. Any other business to come before the Commission? Hearing none, then I move for adjournment.

Mr. Balog: Second.

Chairman: All those in favor signify by saying "aye."

Mr. Balog: Aye

Mrs. Barber: Aye

Mr. Paradiso: Aye

Mr. Murphy: Aye

Chairman: Anyone opposed. Hearing none. We are adjourned.

Time of adjournment: 1:37 p.m.

Attendees for Record Keeping Purposes:

Bruce Birch, Resource International; Beth Fulton, AECOM; Eric Smith, AECOM; Mike Kline, AECOM; Vic Spinabelli, Hill International; Sarah Brown, HNTB; Michael Bertolome, IUOE Local 18; Brandon Chavel, HDR, Inc.; Chris Cummings, Michael Baker International; Zoltan Szabo, Hatch Mott MacDonald; Bethany Pugh, PFM; Jennifer Townley, ODOT; Stefan Holmes, First Merit; Halle Jones Capers, G. Stephens; Hamid Homae, TranSystems; Kathleen Weiss, Ohio Turnpike; Anthony Yacobucci, Ohio Turnpike; Robin Carlin, Ohio Turnpike; Martin Seekely, Ohio Turnpike; David Miller, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Helen Guggenbiller, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Dennis Albrecht, Ohio Turnpike; Tommie Jo Marsilio, Ohio Turnpike; Mark Musson, Ohio Turnpike; Chris Matta, Ohio Turnpike; Brian Newbacher, Ohio Turnpike; and Lisa Mejac, Ohio Turnpike.

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

Sandra K. Barber, Secretary-Treasurer