

**MINUTES OF THE 678th MEETING OF THE
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION
OCTOBER 19, 2020**

Chairman: Good morning. I am Jerry Hruby. I am the Chairman of the Ohio Turnpike and Infrastructure Commission. The time is 10:00 a.m. Please stand and join me in reciting the *Pledge of Allegiance*.

The meeting will come to order. We are here on video conference – not in person as Governor DeWine signed HB 197 into law allowing public meetings to proceed without having to gather in person. We are doing our part to help prevent the spread of COVID-19.

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

Assistant Secretary-Treasurer: Chairman Hruby

Chairman, Jerry Hruby: Here

Assistant Secretary-Treasurer: Vice Chairman Paradiso

Vice Chairman, Timothy Paradiso: Here

Assistant Secretary-Treasurer: Mrs. Barber

Commissioner, Sandra Barber: Here

Assistant Secretary-Treasurer: Mr. Coviello

Commissioner, Guy Coviello: Here

Assistant Secretary-Treasurer: Ms. Eaton Johnson

Commissioner, Vickie Eaton Johnson: Here

Assistant Secretary-Treasurer: Dr. Marchbanks

Commissioner, ODOT Proxy, Dr. Jack Marchbanks: Here

Assistant Secretary-Treasurer: Mr. Kennedy

Office of Budget and Management, James Kennedy: Here

Assistant Secretary-Treasurer: Senator McColley

Senator Rob McColley: Here

Assistant Secretary-Treasurer: Representative Greenspan

Representative Dave Greenspan: Here

Chairman: We have a quorum. This is the 678th Meeting of the Ohio Turnpike and Infrastructure Commission. We are holding a meeting today via Microsoft Teams.

As mentioned at the beginning, the law signed by Governor DeWine allows public meetings to be held by video conference. State law will allow us to use video conferencing for all public meetings until December 1, 2020 (unless the state legislature extends it). Accordingly, we can check in with our Technology team after the meeting and confirm that this was available by live stream to the public.

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

May I have a motion to adopt the Minutes of the September 21, 2020, Commission Meeting.

MOTION: A motion to adopt the Minutes of September 21, 2020, Commission Meeting was made by Mr. Coviello and seconded by Chairman Hruby. Any questions, comments, or additions to the minutes? Hearing none. Roll call on the motion, please. All Commission Members present voted to approve the Minutes.

Chairman: The September 21, 2020 Commission Meeting Minutes are adopted. We will move on with the report of the Secretary-Treasurer that will be read today by General Counsel, Jennifer Stueber.

General Counsel: The following items have been provided to the Members since the last scheduled meeting of the Commission on September 21, 2020:

1. Six Resolutions;
2. Draft Minutes of the September 21, 2020 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 Report, September 2020;
2. Traffic and Revenue Report, September 2020;
3. Total Revenue by Month and Year, September 2020;
4. Investment Report, September 2020; and
5. Financial Statement, September 2020.

That concludes the Secretary-Treasurer's report.

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

Director Ahmed: Thank you, Mr. Chairman. I will kick-off my report with an update regarding recognition.

I would like to welcome Lisa Zamiska to the OTIC Human Resources Department as the HR Manager. Prior to coming to the Ohio Turnpike, Lisa has spent over 22 years in the Public Sector with various local municipalities.

I congratulate Michael Ohms and Barney Smith in the Maintenance Department on their upcoming retirements. Michael will retire October 30, 2020 and Barney on November 27, 2020. My gratitude to both Michael and Barney for their service to the Commission, our customers and fellow team members.

Thanks to Meghan Gallagher and her hard work, our *E-ZPass*[®] sales will continue to increase. Meghan procured a new contract with Saneholtz-McKarns, Inc., for *E-ZPass*[®] retail sales in fifteen main stop/mini-mart locations in Williams County.

We have substantially completed work on sixteen bridges, with most either already open to traffic or scheduled to be open to traffic soon.

Mainline resurfacing projects have been completed in Ottawa, Sandusky, Erie, Cuyahoga, and Summit counties totaling 108.5 lane miles of pavement. Also, resurfacing was completed at the interchange ramps at our Toll Plaza 180 in Summit County and Toll Plaza 218 in Mahoning County. The first year of work is wrapping up on our pavement replacement project in Fulton and Lucas Counties, which is also part of our new Toll Collection System project.

The statewide Combined Charitable Campaign will end on Friday October 30, 2020. I would like to thank our employees for their generosity. So far, employees have pledged about \$22,000 to charities surpassing the 2020 Agency goal of \$17,000. This does not include proceeds from various fundraising events, such as the 2nd Annual Cutest Pet Contest, as well as Turnpike apparel sales.

On October 1, 2020, we celebrated our 65th anniversary of the Ohio Turnpike opening. To commemorate this milestone, we played a video on social media from sixty-five (65) years ago when then Governor Frank Lausche made the announcement to “*open the gates!*” We also shared a video featuring Governor Mike DeWine congratulating the Commission of sixty-five (65) years of business.

Today marks the “*National Move Over Awareness Day*” which is October 19, 2020. The next story is very near and dear to our hearts.

On October 6, 2020, Adam Greenslade and I participated in a sign dedication ceremony hosted by State Representative Haraz Ghanbari in Wood County to honor Ohio State Highway Patrol (OSHP) Sergeant Frederick A. Raby at the Bowling Green Post of the OSHP. On September 1, 1990, Sergeant Raby was critically injured in a traffic accident on the Ohio Turnpike near mile marker 70 in Wood County. Sergeant Raby was in his patrol car, which was stopped behind a violator on the right berm with flashing lights in full operation. Another vehicle traveling at full speed drove off the roadway and struck Sergeant Raby's patrol vehicle from behind.

Sergeant Raby received many critical injuries in the crash, including severe head trauma, a broken neck, broken hip, shoulder, and leg injuries. Sergeant Raby was life-flighted to the former Medical College of Ohio in Toledo. Doctors gave him a five percent chance of survival. But Sergeant Raby was physically fit, an Army veteran and he had a strong will to live. Sergeant Raby slowly improved and was transferred to a rehabilitation center in Howell, Michigan, which specialized in traumatic brain injuries. Sergeant Raby spent a year there and was then transferred to the Eisenhower Center in Ann Arbor, Michigan, a longer term facility where he continued to receive care and has remained since that time.

This sign dedication ceremony was part of the Commission's "*Move Over Sign*" Program. Representative Ghanbari worked closely our Director of Governmental Affairs, Adam Greenslade, and OSHP for the placement of the sign to honor Sergeant Raby. The sign, located at Ohio Turnpike Milepost 69.9 westbound in Wood County, aims to prevent future tragedies by urging motorists to move over for first responders and highway workers with flashing lights on highways.

Voting for the 3rd annual "*W82TXT*" teen video contest ended this past weekend. We had over 12,128 total votes cast during this year's contest. That is almost 10,000 more votes this year than last year (2,711). It is very gratifying to see that we continue to reach even more people and that our efforts are fruitful.

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

Chairman: Thank you for your report. Our congratulations on behalf of the Commission to Michael and Barney on their retirements. We also appreciate the staff and generosity reaching the CCC goal. It is also very important that we acknowledge and encourage people low down and move over law. We encourage you all to move over and slow down.

We will now move on to the report of our Chief Engineer, Tony Yacobucci.

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

The first resolution for your consideration seeks the Commission's authorization to award two (2) contracts for General Engineering Services ("GES"). On June 8, 2020, the Procurement Department issued an invitation to respond to a Request for Letters of Interest to select up to two (2) firms to perform General Engineering Services on a task order basis. On June 24, 2020, Procurement received eleven (11) Letters of Interest from firms expressing interest in performing these services, from which five (5) firms were deemed most qualified and invited to submit technical proposals. Engineering staff reviewed the technical proposals and concluded that LJB, Inc. ("LJB"), of Fairview Park, Ohio, and ms consultants, inc. ("ms"), of Cleveland, Ohio, were the two (2) most qualified firms to perform the services. The GES contracts will provide an extension of staff to the Commission's Engineering and Maintenance Departments during a time when our Capital Program is at its highest level in about 15 years. Furthermore, it provides immediate access to numerous specialized disciplines that we do not possess internally, such as mechanical, electrical, and geotechnical engineers. Some anticipated tasks include, but are not limited to, drainage analysis and review, contract document and construction schedule review, slope stability analysis and design, as well as other miscellaneous design tasks. The term of each agreement is for a two-year period and the total amount payable for all task orders of each contract shall not exceed \$600,000 over the two-year period. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Authorizing Contracts with LJB, Inc. and ms consultants, inc. to Perform General Engineering Services on a Task Order Assignment Basis for a Two-Year Period Each in an Amount Not-to-Exceed \$600,000.00.

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

MOTION: A motion to adopt *Resolution Authorizing Contracts with LJB, Inc. and ms consultants, inc. to Perform General Engineering Services on a Task Order Assignment Basis for a Two-Year Period Each in an Amount Not-to-Exceed \$600,000.00* was made by Dr. Marchbanks, seconded by Vice Chairman Paradiso, and approved by all Commission Members present. Resolution No. 63-2020.

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

Chief Engineer: The second resolution for your consideration seeks the Commission's authorization to award Project No. 71-20-03 for Engineering Services relating to the replacement of the Mainline Bridge over Tinkers Creek at Milepost 185.6 in Summit County. On March 27, 2020, the Procurement Department issued an invitation to respond to a Request for Letters of Interest, and on April 10, 2020, Procurement received seventeen (17) Letters of Interest for Project No. 71-20-03, from which three (3) firms were deemed most qualified and invited to submit technical proposals. Engineering staff reviewed the technical proposals and concluded that Woolpert, Inc. ("Woolpert"), of Columbus, Ohio, was most qualified to perform the services. Fee negotiations commenced between Woolpert and our Engineering staff, and on September 10, 2020, a final fee proposal was submitted in the amount of \$234,747.00 for Phase 1A services. The services for Phase 1A include various field tasks, base mapping, Bridge Type Study Report, Geotechnical Report, Environmental Report, and preliminary design and plan preparation for the replacement of this structure. Therefore, we are requesting Commission authorization for the

award of Project No. 71-20-03 to Woolpert, Inc. of Columbus, Ohio for Phase 1A of this Project in the amount of \$234,747.00. With your permission, may the General Counsel please read the title of the Resolution.

General Counsel: Resolution Approving the Selection of Woolpert, Inc. for Project No. 71-20-03 in the Total Not-To-Exceed Amount of \$234,747.00.

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

MOTION: A motion to adopt *Resolution Approving the Selection of Woolpert, Inc. for Project No. 71-20-03 in the Total Not-To-Exceed Amount of \$234,747.00* was made by Mrs. Barber, seconded by Ms. Johnson, and approved by all Commission Members present. Resolution No. 64-2020.

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

Chief Engineer: The next resolution for your consideration seeks the Commission's authorization to modify the Agreement for Project No. 71-19-10 with Stantec Consulting Services, Inc. ("Stantec"), of Cleveland, Ohio relating to the Project Management Services for modernizing the Ohio Turnpike's Toll Collection System and implementing the Strategic Plan, as adopted by the Commission under Resolution No. 57-2017. The Commission, under Resolution No. 48-2019, awarded a Contract to Stantec and authorized an agreement for Stantec to provide Project Management Services under Project No. 71-19-10. On October 1, 2020, Stantec provided a proposal in the amount of \$322,500 for providing Task 4 – Year 2 Onsite Project Management Services to assist Commission staff with the installation of the new toll collection system, and the integration of the Customer Service Center and Unpaid Toll Processing System. The additional costs to obtain the necessary Task 4 Services for Project No. 71-19-10 will both increase the cost of the contract in excess of the Executive Director's contracting authority and exceed 10% of the original contract amount, therefore requiring Commission authorization of the contract modification. Therefore, we are requesting Commission authorization to amend the Agreement for Project No. 71-19-10 with Stantec Consulting Services, Inc. of Cleveland, Ohio in the not-to-exceed amount of \$322,500 for Task 4 Services, increasing the Total Not-To-Exceed Amount to \$2,777,500. With your permission, may the General Counsel please read the title of the resolution.

General Counsel: Resolution Authorizing Stantec Consulting Services, Inc. to Perform Toll Collection System Project Management Services – Task 4 – Year 2 Onsite Services Under Project No. 71-19-10 in the Increased Not-To-Exceed Amount of \$2,777,500.

Chairman: Tony, was anyone other than Stantec considered for this?

Chief Engineer: Mr. Chairman, this contract as I noted previously, was previously awarded in 2019. Yes, there were six (6) consultants that were actually provided proposals on the contract and Commission staff, primarily Directors, were the ones that were on the evaluation team and that evaluation team selected Stantec for those services.

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

MOTION: A motion to adopt Resolution Authorizing Stantec Consulting Services, Inc. to Perform Toll Collection System Project Management Services – Task 4 – Year 2 Onsite Services Under Project No. 71-19-10 in the Increased Not-To-Exceed Amount of \$2,777,500 was made by Chairman Hruby, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 65-2020.

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

Chief Engineer: The fourth resolution for your consideration seeks the Commission's authorization to modify the Agreement for Project No. 71-19-07 with Arcadis US Inc., ("Arcadis") of Cleveland, Ohio relating to Professional Engineering Services for modernizing the Ohio Turnpike's Toll Collection System and implementing the Strategic Plan, as adopted by the Commission under Resolution No. 57-2017. The Commission, under Resolution No. 58-2019, authorized the award of Task 2 Services in the amount not to exceed \$441,727.15 for environmental support and permitting, field survey, geotechnical investigation, design, and plan preparation for the addition of a toll lane and booth at both Toll Plaza 64 and Toll Plaza 152. During the course of the Task 2 Services, additional work was identified that was not part in the original scope, including correcting issues of the existing HVAC systems, a process for draining down an adjacent borrow-pit pond at Toll Plaza 64, and incorporation of the infrastructure modifications required at the two (2) toll plazas for the Toll Collection System Integrator's solution. On October 6, 2020, Arcadis provided a proposal in the amount of \$170,256 for providing these additional Task 2 services. Therefore, we are requesting Commission authorization to amend the Agreement for Project No. 71-19-07 with Arcadis US Inc., of Cleveland, Ohio, in the amount not to exceed \$170,256, increasing the Total Not-To-Exceed Amount to \$731,215.89. Additional Commission authorizations will be requested for further design and plan development of the Toll Collection System Modernization Project in the future. With your permission, may the General Counsel please read the title of the Resolution.

General Counsel: Resolution Authorizing Arcadis U.S. Inc. to Perform Additional Task 2 Services Under Project No. 71-19-07 in the Aggregate Not-To-Exceed Amount of \$731,215.89.

Vice Chairman Paradiso: This is the second resolution that modifies a prior resolution is the way I am understanding it. Tony, are we comfortable that we are vetting these resolutions, these revisions appropriately and getting enough sets of eyes on these revisions? I do not think that either one of these were on the plan at the beginning of the year appropriately probably are on the plan now, but there are significant changes and I would expect it to continue this way. I guess the question is, is there a process in place to identify, review, vet, discuss this more with the team?

Chief Engineer: Mr. Chairman and Vice Chairman Paradiso, the short answer is yes, absolutely. The long answer is both of these contracts were set up as task orders because we didn't know the entire scope of services when we actually put it out on the street. At the point when we actually put these out on the street. At the point that we actually put them out on the street we didn't actually even have an integrator on board not knowing what their solution is. So, we have been using task orders to piece each part of the project out so that we aren't overpaying and we are only getting the services that are required for the work that is actually being done?

Vice Chairman Paradiso: Tony, are you comfortable with that process? There is a lot of moving parts in that, some uncertainty with that, other last minute decisions, do we feel like it is flowing okay, are you meeting deadlines? Please talk about that process and are you comfortable with that process?

Chief Engineer: Mr. Chairman and Vice Chairman Paradiso, yes, I am comfortable. I believe this is the best way to perform these services not knowing, again, what the scope is going forward. We do obviously have a scope that is developed, we then negotiate the scope for the work that is being performed to make sure it is in line with what we feel is fair and appropriate for the services being provided.

Dr. Marchbanks: In the same vein as what Vice Chairman Paradiso, in the particular resolutions, I know you are chasing environmental impacts and I understand that in so doing with all my years at ODOT, many times you come in contact with unforeseen fields conditions. One of the things I want to make sure with this approval is that it anticipates some of the stream and wetland valuation metrics requirements that are being placed upon all infrastructure owner/operators such as the Turnpike Commission in regard to the environmental impacts with the Army Corp. of Engineers. Does this modification anticipate addressing those issues as well?

Chief Engineer: Mr. Chairman and Dr. Marchbanks, it sure does. The original task 2 services provided the initial coordination with the EPA and the Army Corp. of Engineers. We got their direction on what we can and cannot do. This modification takes that and then moves it forward, in this case, draining a pond that was actually from the original construction of that interchange when we used the fill from that pond to create the pond and now, we have a pond and a wetland that we now have to deal with. Unfortunately, our actions of early on are creating further actions of us today. So, yes, we coordinated early and often with the EPA and the Army Corp. of Engineers and now we are moving forward with the direction that they provided to get the proper permits.

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

MOTION: A motion to adopt *Resolution Authorizing Arcadis U.S. Inc. to Perform Additional Task 2 Services Under Project No. 71-19-07 in the Aggregate Not-To-Exceed Amount of \$731,215.89* was made by Chairman Hruby, seconded by Dr. Marchbanks, and approved by all Commission Members present. Resolution No. 66-2020.

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

Chief Engineer: The last resolution for your consideration seeks the Commission's authorization to award a contract for Bid Invitation No. 4374 for motorist safety patrol and incident response services, with an initial service between Milepost 63.3 and Milepost 241.3. The motorist safety patrol and incident response services will provide assistance to Ohio Turnpike customers and employees in situations with disabled vehicles, collisions, lost motorists, removal of non-hazardous debris, and advanced queue notification. The bid has an initial service requirement for thirty-one (31) eight-hour shifts crossing three (3) sixty-mile patrol zones, for a total of 248 hours per week. The Contract term is for a thirty-six (36) month period, with the option of two (2) additional three (3) year renewal terms. The contract terms also permit the option to add additional zones or shifts throughout the duration of the Contract and permits hourly credits to the Commission for various forms of corporate sponsorship. The lone bid in response to the invitation was submitted by AutoBase, Inc., of Amityville, New York, a female owned business, in the amount of \$48.81 per hour, resulting in an estimated amount of \$1,888,361.28 for the initial 248-hours of services per week over the three year initial term. In as much as there may be additional shifts and/or zones added during the first three year period, it is estimated that \$1,900,000 may be expended for the initial term. The amount bid is below the estimated cost and the rate for comparable services performed for other public authorities. This bidder proposes to furnish equipment and services in accordance with specifications and has satisfactorily provided this service for the Commission over the past three years, providing favorably in regard to quality of service, safety, reliability, and professionalism. Since the expenditures will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission authorization is required. With your permission, may the General Counsel please read the title of the Resolution.

General Counsel: Resolution Approving the Selection of AutoBase, Inc. to Perform Motorist Safety Patrol and Incident Response Services in the Initial Estimated Amount of \$1,900,000.00.

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

Dr. Marchbanks: How does this highway incident response team interact with the Ohio State Highway Patrol on the Turnpike? How do they coordinate?

Chief Engineer: Mr. Chairman and Dr. Marchbanks, our incident responders are basically running in that sixty mile loop. As I said previously, they are picking up debris, attending to stranded motorists, etc. Our Communications Center actually communicates with the incident responders to tell them what has been reported so they can go out and assist the Highway Patrol or a stranded motorist. They work closely with the Ohio State Highway Patrol when we do have incidents. They are at the back of the queue so we do not have secondary incidents.

Dr. Marchbanks: I am interested in benchmarking what the Turnpike Commission experiences as we have, of course, at the Ohio Department of Transportation, incident response safety patrols. I would like to do that after this session online.

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

MOTION: A motion to adopt *Resolution Approving the Selection of AutoBase, Inc. to Perform Motorist Safety Patrol and Incident Response Services in the Initial Estimated Amount of \$1,900,000.00* was made by Mrs. Barber, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 67-2020.

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

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

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

CFO/Comptroller/DED: Thank you, Mr. Chairman. I have a brief update on our traffic and revenue for the month of September, the financial results for the first nine months of this year and one resolution for your consideration this morning.

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past two years. Passenger car vehicle miles traveled continued to improve from their lows in April and were down 14.8% in September from last year, due to the effect of COVID-19.

Commercial traffic continued to improve and was up 7.4% in August. There was one more weekday in September this year than there was last year.

The decrease in passenger car traffic combined with the toll rate increase caused passenger car toll revenue to decrease 13.1% in September from the same month last year.

The increase in commercial traffic combined with the toll rate increase caused commercial vehicle toll revenues to increase 10.7% in September.

This chart shows the weekly percentage change in total toll revenue from the corresponding week of last year. You can see that toll revenue week ended April 18th, was down 38.1% from last year. Since then the decline from last year has fairly steadily lessened.

More recently, toll revenues were down 0.4% week ending September 26th, up 0.4% week ending October 3rd, and down 1.4% week ending October 10th.

Last week, which is not on the chart, toll revenue was down 0.2% from last year.

This chart shows year-to-date toll revenues through the month of September during each year over the past decade. Year-to-date total toll revenues were \$25.0 million or 10.7% below the amount from last year. If you subtract February 29th from this year's total, total toll revenues are down \$25.6 million or 11.0% from last year.

This report shows the actual and budgeted revenues, expenditures, and transfers for the General Fund for the first nine months of the year.

Total revenues for the first nine months of the year are \$34.0 million or 13.1% below budget and \$29.0 million or 11.4% less than last year. Total revenues are lower than budget due primarily to lower than budgeted toll and concession revenues due to the effects of COVID-19, partially offset by higher than budgeted other revenues. The revenue decrease from last year is primarily due to lower toll revenues, concession revenues, and investment income.

Expenditures for operation, maintenance, and administration for the first nine months of the year were \$12.2 million or 12.2% lower than budgeted and \$1.9 million or 2.1% lower than last year.

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

Most of the decrease in costs from last year are due to lower toll collector wage costs.

Debt service payments are \$7.9 million lower than budget and \$16.6 million lower than last year. Debt service payments are lower than budget due to higher than expected interest income on the funds held in our Infrastructure account and the effect of the bond refunding completed in February. Debt service payments are lower than last year due to the early redemption of the remaining 2009 bonds that was completed in February of last year.

After paying our operating expenses and debt service, the balance of the revenue is used to fund our 2020 capital expenditures. \$66.0 million was transferred to our capital funds in the first nine months of the year which is \$13.8 million lower than budget.

That completes my report on traffic and revenue and our financial results, if there are no questions, I have one resolution for your consideration.

Chairman: Go ahead, Marty.

CFO/Comptroller/DED: The Commission's long-range plan calls for the Commission to issue bonds in January of next year that will generate approximately \$140 million in proceeds to fund Turnpike projects. The Commission may also determine to issue additional bonds to refund certain of its currently outstanding Bonds. So, on July 23rd the Commission issued a Request for Qualifications for Underwriting Services.

On August 19th twenty-seven proposals were received. An Evaluation Committee reviewed the qualifications received based upon similar criteria utilized by the Office of Budget and Management in evaluating potential underwriters for debt issuances for the State of Ohio.

After carefully reviewing the qualifications of each of the firms and based on the size of the planned debt issue, the Evaluation Committee recommends an underwriting syndicate of six (6) firms in order to ensure wide market coverage for the bonds. The Evaluation Committee unanimously recommends the following underwriting syndicate:

Citigroup Global Markets for the position of Senior Manager, Wells Fargo Securities for the position of Co-Senior Manager and Loop Capital Markets, Jefferies LLC, Stifel, Nicolaus & Company, Inc., and Huntington Capital Markets for the position of Co-Manager.

Citigroup Global Markets and Wells Fargo Securities, the recommended Senior Manager and Co-Senior Manager, respectively, are two of the nation's largest and most experienced investment banking firms. Both firms have significant capital to support the underwriting of the Commission's bonds. They are also among the country's leading underwriters of toll road revenue bonds. Together, these two firms have about 57 offices in the State of Ohio employing over 1,300 individuals.

The recommended Co-Managers would provide additional access to national, regional, and local markets. Loop Capital Markets is an MBE firm with good Ohio presence and has been active in previous Commission bond transactions. Jefferies LLC has an Ohio presence and covers nearly 3,000 domestic and international accounts. Stifel, Nicolaus & Company has 90,500 Ohio retail accounts with \$13.3 billion in assets under management and maintains relationships with 110 Ohio-based institutional investors. Huntington Capital Markets is headquartered in Ohio and has 968 locations in Ohio with over 10,500 employees.

There is a proposed resolution in your materials to approve the appointment of Underwriters.

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

General Counsel: A Resolution Authorizing the Appointment of Underwriters for the Issuance of Bonds.

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

MOTION: A motion to adopt *A Resolution Authorizing the Appointment of Underwriters for the Issuance of Bonds* was made by Vice Chairman Paradiso, seconded by Mrs. Barber, and approved by all Commission Members present. Resolution No. 68-2020.

Chairman: The resolution passes unanimously. How do things look for the rest of the year with our budget?

CFO/Comptroller/DED: For the rest of the year, our revenue is coming in pretty close to last year. I think we are 2% to 3% below budget. I think, hopefully, that it will hold that way until the end of the year. Our expenses are less than budgeted.

Chairman: Thank you, Marty. We will move on to the report of the Ohio State Highway Patrol, Staff Lieutenant, William Haymaker.

Staff Lieutenant Haymaker: Good morning, Mr. Chairman and Commission Members.

Motorists saw an increased presence of Troopers within the Distracted Driver Enforcement Zones initiated on August 18th and ending on September 29th. Distracted driving is any non-driving activity with the potential to distract a person from the primary task of driving and increase the risk of crashing. Distractions can be visual, taking eyes off of the road; manual, taking hands off the wheel; or cognitive, taking the mind off the driving task. Texting while driving is an example that results in all three types of distraction. Troopers issued 60 citations that included a charge of distracted driving inside the two zones.

On September 9, 2020, the Milan Post was advised a possible wanted person eastbound on the Turnpike. Lieutenant Richard Reeder, of the Milan Post, located the vehicle and carefully paced alongside the vehicle to see if the passenger matched the description of the wanted fugitive. After confirming, he waited for back up units to catch up and stopped the vehicle, all occupants were detained for unit safety and the suspected fugitive was apprehended. A firearm was also located in the vehicle along with a minor amount of marijuana. After the vehicle occupants are detained units approach the vehicle with caution. The wanted fugitive, Daijon Clark was held at the Erie County Jail pending extradition. He was wanted by the Wayne County Sheriff's Office in Michigan for armed robbery and assault less than murder where he allegedly shot a victim.

On September 4, 2020, Trooper Nicholas Rodriguez attempted to stop a vehicle for a speed violation. The driver fled and a 26-mile pursuit ensued. Vehicle stopped after the engine caught fire and blew from driving at high rates of speed. The occupants were taken into custody. A search of the vehicle revealed a moderate amount of THC related items in the trunk. The photos also show units putting out the engine fire quickly and safely.

That completes my report.

Chairman: Thank you Staff Lieutenant Haymaker. Please pass on our gratitude to the men and women of the Ohio State Highway Patrol. We hope that you stay safe and healthy.

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

General Counsel: Good morning, Mr. Chairman and Commission members. I have one matter to report to you this morning, which is an update on the workers' compensation program that I oversee.

On behalf of the Commission, I submitted an application to the Ohio Bureau of Workers' Compensation in July of this year to continue our self-insured status. This is an annual application process with OBWC. I am happy to report that I have received confirmation that our application for self-insured status was again granted by the OBWC. This allows us to pay claims out of our general fund rather than the injured worker being paid from the State Fund. Being recognized as self-insured saves us on the total cost of premiums due to OBWC.

That concludes my report this morning, Mr. Chairman.

Chairman: I move that we hold an Executive Session to discuss complaints against a public employee under the provisions of Ohio Revised Code Section 121.22(G)(1) and collective bargaining negotiations with the Teamsters Local 436 under the provisions of Ohio Revised Code Section 121.22(G)(4). At the end of this session, the Commission shall resume its open meeting.

There may be some action taken after the Executive Session. We will return after the meeting.

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

Time entered into Executive Session: 10:46 a.m.

Chairman: I move that we conclude the Executive Session pursuant to the provisions of Ohio Revised Code Sections under 121.22(G)(1) and 121.22(G)(4) and resume the open meeting of the Commission.

MOTION: A motion to conclude the Executive Session was made by Chairman Hruby, seconded by Mr. Coviello, and approved by all Commission Members present.

Time of adjournment of Executive Session: 12:09 p.m.

Chairman: We are adjourned from Executive Session and will continue with our open meeting.

I do not believe there is any further business. Are there any other comments or questions?

Hearing none, the next meeting of the Ohio Turnpike and Infrastructure Commission will be held on November 16, 2020 at 10:00 a.m., via Microsoft Teams. If there is no further business, I will accept a motion to adjourn the 678th Commission Meeting.

MOTION: A motion to adjourn the 678th Commission Meeting is made by Chairman Hruby, seconded by Vice Chairman Paradiso, and unanimously approved by all Commission Members present.

Time of adjournment: 12:10 p.m.

Attendees for Record Keeping Purposes:

Commission Members: Chairman Jerry Hruby, Vice Chairman, Timothy Paradiso, Commission Member Sandra Barber, Commission Member Guy Coviello, Commission Member Vickie Eaton Johnson, Commission Member Dr. Jack Marchbanks, Office of Budget and Management Representative James Kennedy, and Senator Rob McColley.

Other Attendees: Mark Welling, Hill International; Jason Watson, Mannik Smith; Thomas Commager, Cosmos Technologies, Inc.; Daniel Cohen; Michael Avellano, Woolpert; Maureen

Shildwachter, Huntington; Anthony Kinsey, Huntington; Robert Horr, Atkins Global; Arthur Rometo, CDM Smith; Jon Lorincz, AECOM; Edward Adamczyk, Arcadis-US; Dennis Albrecht, LJB, Inc.; Jaimie Scranton Pomerantz, Jeffries; Bethany Pugh, PFM; Staff Lieutenant William Haymaker, Ohio State Highway Patrol; Myron Pakush, Ohio Department of Transportation; Ferzan M. Ahmed, P.E., Executive Director, Ohio Turnpike; Jennifer Stueber, Ohio Turnpike; Anthony Yacobucci, Ohio Turnpike; Marty Seekely, Ohio Turnpike; Laurie Davis, Ohio Turnpike; Michelle Marquard, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; David Miller, Ohio Turnpike; Chris Matta, Ohio Turnpike; Heather Veljkovic, Ohio Turnpike; Aimee Lane, Ohio Turnpike; Matt Cole, Ohio Turnpike; Chriss Pogorelc, Ohio Turnpike; Diana Anthony, Ohio Turnpike; Andrew Herberger, Ohio Turnpike; Chad Armstrong, Ohio Turnpike; Travis Bonnett, Ohio Turnpike; Brian Kelley, Ohio Turnpike; Brian Newbacher, Ohio Turnpike; and Adam Greenslade, Ohio Turnpike.

EXHIBITS

1. Resolution No. 63-2020 – Resolution Authorizing Contracts with LJB, Inc. and its consultants, inc. to Perform General Engineering Services on a Task Order Assignment Basis for a Two-Year Period Each in an Amount Not-to-Exceed \$600,000.00;
2. Resolution No. 64-2020 – Resolution Approving the Selection of Woolpert, Inc. for Project No. 71-20-03 in the Total Not-To-Exceed Amount of \$234,747.00;
3. Resolution No. 65-2020 – Resolution Authorizing Stantec Consulting Services, Inc. to Perform Toll Collection System Project Management Services – Task 4 – Year 2 Onsite Services Under Project No. 71-19-10 in the Increased Not-To-Exceed Amount of \$2,777,500;
4. Resolution No. 66-2020 – Resolution Authorizing Arcadis U.S. Inc. to Perform Additional Task 2 Services Under Project No. 71-19-07 in the Aggregate Not-To-Exceed Amount of \$731,215.89;
5. Resolution No. 67-2020 – Resolution Approving the Selection of AutoBase, Inc. to Perform Motorist Safety Patrol and Incident Response Services in the Initial Estimated Amount of \$1,900,000.00;
6. Resolution No. 68-2020 – A Resolution Authorizing the Appointment of Underwriters for the Issuance of Bonds.

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Contracts with LJB, Inc. and ms consultants, inc. to Perform General Engineering Services on a Task Order Assignment Basis for a Two-Year Period Each in an Amount Not-to-Exceed \$600,000.00

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, the former Director of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (“Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, former Director Acton issued the “Director’s Stay Safe Ohio Order,” which was in effect through May 29, 2020 and subsequently revised by former Director Acton’s “Updated and Revised Order for Business Guidance and Social Distancing,” dated May 29, 2020, and extended by current Interim Director of Health, Lance D. Himes, until rescinded or modified by Interim Director Himes or the State of Emergency declared by the Governor no longer exists, which permits governmental entities and other businesses to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring 6 feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the Chief Engineer has issued a memorandum to the Commission’s contractors regarding required work site measures that comply with the Updated and Revised Order for Business Guidance and Social Distancing and this memorandum is available on the Commission’s website at <https://www.ohioturnpike.org/business/doing-business-with-us/construction-projects>; and

WHEREAS, the Chief Engineer recommends that the Commission finds and determines that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission’s work site

memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

WHEREAS, the Commission issued a request for Letters of Interest in receiving an invitation to respond to a Request for Proposals (“RFP”) on June 8, 2020 to select up to two engineering firms to perform General Engineering Services on task order projects based on assignments from the Chief Engineer; and

WHEREAS, Letters of Interest were received from eleven firms expressing their interest in performing the General Engineering Services on June 24, 2020, and five were deemed most qualified and invited to submit proposals in response to the RFP, with responses due on September 4, 2020; and

WHEREAS, on the basis of the proposals received, the Engineering staff concluded that LJB, Inc., of Fairview Park, Ohio, and ms consultants, inc., of Cleveland, Ohio, are the two most qualified firms to perform the general engineering services; and

WHEREAS, the contracts to perform the general engineering services shall continue for a two-year period and the total amount payable for all task orders shall not exceed \$600,000.00 each in accordance with the Commission’s RFP and their proposals of September 4, 2020; and

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

WHEREAS, the Commission’s Staff Attorney advises that the selection of both LJB, Inc. and ms consultants, inc. conforms with the requirements of Ohio Revised Code Sections 153.65 to 153.71, proposals were solicited on the basis of the same terms and conditions with respect to all respondents and potential respondents; and

WHEREAS, the Commission’s Office of Equity and Inclusion Manager determined that LJB, Inc. and ms consultants, inc. have made good faith efforts to attain the participation of small or otherwise disadvantaged businesses on the Projects and LJB, Inc. has made a commitment of 25% which meets the SBE participation goal of 25% and ms consultants, inc. has made a commitment of 25% which meets the SBE participation goal of 25%; and

WHEREAS, the Executive Director has reviewed the recommendations submitted by the Chief Engineer, and concurs that the Commission should approve awarding contracts to both LJB, Inc. and ms consultants, inc. to perform General Engineering Services; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that LJB, Inc. and ms consultants, inc. are the two most qualified firms to perform the General Engineering Services as required under the RFP for a two year period, and authorizes the Executive Director to execute

contracts with LJB Inc. and ms consultants, inc. each in the not-to-exceed amount of \$600,000.00 in accordance with the terms and conditions of the Commission's RFP and their respective responses thereto; and

FURTHER RESOLVED that the Commission finds and determines that the contracts approved pursuant to this Resolution are necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission's work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

(Resolution No. 63-2020 adopted October 19, 2020)

Resolution Approving the Selection of Woolpert, Inc. for Project No. 71-20-03 in the Total Not-To-Exceed Amount of \$234,747.00

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, the former Director of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (“Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, former Director Acton issued the “Director’s Stay Safe Ohio Order,” which was in effect through May 29, 2020 and subsequently revised by former Director Acton’s “Updated and Revised Order for Business Guidance and Social Distancing,” dated May 29, 2020, and extended by current Interim Director of Health, Lance D. Himes, until rescinded or modified by Interim Director Himes or the State of Emergency declared by the Governor no longer exists, which permits governmental entities and other businesses to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring 6 feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the Chief Engineer has issued a memorandum to the Commission’s contractors regarding required work site measures that comply with the Updated and Revised Order for Business Guidance and Social Distancing and this memorandum is available on the Commission’s website at <https://www.ohioturnpike.org/business/doing-business-with-us/construction-projects>; and

WHEREAS, the Chief Engineer recommends that the Commission finds and determines that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission’s work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

WHEREAS, on March 27, 2020, the Ohio Turnpike and Infrastructure Commission (“Commission”) issued a notice seeking letters of interest in responding to its Request for Proposals (“RFP”) for Professional Engineering and Construction Administration and Inspection Services relating to the replacement of the mainline bridge over Tinkers Creek at Milepost 185.6 in Summit County, Ohio (“Project No. 71-20-03”); and

WHEREAS, on April 10, 2020, Letters of Interest were received from seventeen firms expressing their readiness to serve as the Commission’s Engineering Consultant for Project No. 71-20-03, three of which were deemed most qualified and invited to submit proposals in response to the RFP, which were due on May 22, 2020; and

WHEREAS, on the basis of the proposals received, the Engineering staff concluded that Woolpert, Inc. (“Woolpert”), of Columbus, Ohio, is the most qualified firm to perform the necessary services for Project No. 71-20-03, and conducted a Scope of Services meeting to confirm a mutual understanding of the Phase IA Services for the Project consisting of Site Inspection, Engineering Report, Design and Plan Preparation Services (“Phase IA Services”); and

WHEREAS, Woolpert submitted its fee proposal dated September 10, 2020, to perform the Phase IA Services in the not-to-exceed amount of \$234,747.00 which fee proposal the Chief Engineer deemed reasonable and appropriate, and recommends that the Commission approve the award of the Contract based on its technical proposal for Project No. 71-20-03 and fee proposal for Phase IA Services; and

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

WHEREAS, the Commission’s Office of Equity and Inclusion Manager determined that Woolpert has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project and has made a commitment of 45% which exceeds the SBE participation goal of 25% for the Project; and

WHEREAS, the Executive Director has reviewed the recommendation of the Chief Engineer and concurs that the Commission should approve the selection of Woolpert to perform Phase IA Services for Project No. 71-20-03; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the selection of Woolpert, Inc. is approved as the most qualified firm to perform the professional engineering design and construction administration and inspection services necessary for Project No. 71-20-

03, and that the Executive Director is authorized to execute a Contract with Woolpert, Inc. for Phase IA Services in the not-to-exceed amount of \$234,747.00; and

FURTHER RESOLVED that the Commission finds and determines that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission's work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

FURTHER RESOLVED that the Executive Director has the authority under Article V, Section 1.00 of the Commission's Code of Bylaws to further amend the contract to perform additional Phase I and Phase II services necessary for Project 71-20-03 that does not exceed the greater of the Executive Director's contracting authority or ten percent of the approved contract amount, and authorize such extra work or change orders under said contract as a result of an increase in necessary quantities, newly mandated requirements that did not exist at the time of original contract awards, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the project or increase its costs.

(Resolution No. 64-2020 adopted October 19, 2020)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Stantec Consulting Services, Inc. to Perform Toll Collection System Project Management Services – Task 4 – Year 2 Onsite Services Under Project No. 71-19-10 in the Increased Not-To-Exceed Amount of \$2,777,500

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, Director of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (“Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, Director Acton issued the “Director’s Stay Safe Ohio Order,” in effect through May 29, 2020, which permits governmental entities to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring 6 feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the Chief Engineer has issued a memorandum to the Commission’s contractors regarding required work site measures that comply with the Director’s Stay Safe Ohio Order and this memorandum is available on the Commission’s website at <https://www.ohioturnpike.org/business/doing-business-with-us/construction-projects>; and

WHEREAS, the Chief Engineer recommends that the Commission finds and determines that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission’s work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

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

RESOLUTION	DATE ADOPTED	SCOPE OF SERVICES	AMOUNT AUTHORIZED
48-2019	October 21, 2019	Task 1 and Task 2 services under Project No. 71-19-10	\$500,000.00
38-2020	May 18, 2020	Task 3 services under Project No. 71-19-10, including oversight of the development, implementation, testing, installation and integration of the TCS Project over a 3 year period	\$1,955,000.00
		TOTAL:	\$2,455,000.00

WHEREAS, the Chief Engineer has determined that the next phase of services for the Project is Task 4;

WHEREAS, Stantec has submitted a fee proposal dated October 1, 2020, to provide project management services on-site at the Commission’s headquarters for year two (2) of the TCS Project in the not-to-exceed amount of \$322,500.00, which amount the Chief Engineer has deemed to be reasonable and necessary; and

WHEREAS, Stantec’s fee proposal provides for the following project management scope and rates:

- Nathan Podoll, PE, PMP to be a full-time, on-site Project Manager beginning on November 1, 2020 for 48 weeks of support on the TCS Project during the period from November 1, 2020 through October 31, 2021; and
- The budget for said Project Management Services is \$322,500.00, which is based on 1,920 billable hours multiplied by \$168.00 per hour; and

WHEREAS, the amount set forth in the fee proposal from Stantec, dated October 1, 2020, to perform Task 4 will increase the contract by an amount that exceeds the Executive Director’s contracting authority under Article V, Section 1.00 of the Commission’s Code of Bylaws, and Commission approval is necessary to authorize the Chief Engineer to issue an assignment letter to Stantec for Task 4 services incorporating the Task 4 scope of services and approved fee proposal; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Chief Engineer and approves the recommendation to authorize Stantec to perform Task 4 under Project No. 71-19-10; and

WHEREAS, the Commission has duly considered such recommendation.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the proposal from Stantec dated October 1, 2020 to perform Task 4, specifically the services described in the recitals, under Project No. 71-19-10 in the not-to-exceed amount of \$322,500.00 is approved, and the Executive Director and Chief Engineer are authorized to issue an assignment letter to Stantec to perform such project management services in accordance with the terms and conditions of the existing Agreement and Stantec's fee proposal dated October 1, 2020, resulting in the aggregate not-to-exceed amount of \$2,777,500.00 for Tasks 1, 2, 3 and 4; and

FURTHER RESOLVED that the Commission finds and determines that the approval of Stantec's fee proposal for Task 4 services under Project No. 71-19-10 pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission's work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely.

(Resolution No. 65-2020 adopted October 19, 2020)

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Arcadis U.S. Inc. to Perform Additional Task 2 Services Under Project No. 71-19-07 in the Aggregate Not-To-Exceed Amount of \$731,215.89

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, the former Director of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (“Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, former Director Acton issued the “Director’s Stay Safe Ohio Order,” which was in effect through May 29, 2020 and subsequently revised by former Director Acton’s “Updated and Revised Order for Business Guidance and Social Distancing,” dated May 29, 2020, and extended by current Interim Director of Health, Lance D. Himes, until rescinded or modified by Interim Director Himes or the State of Emergency declared by the Governor no longer exists, which permits governmental entities and other businesses to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring 6 feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the Chief Engineer has issued a memorandum to the Commission’s contractors regarding required work site measures that comply with the Updated and Revised Order for Business Guidance and Social Distancing and this memorandum is available on the Commission’s website at <https://www.ohioturnpike.org/business/doing-business-with-us/construction-projects>; and

WHEREAS, the Chief Engineer recommends that the Commission finds and determines that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated

and Revised Order for Business Guidance and Social Distancing and the Commission’s work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

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

RESOLUTION	DATE ADOPTED	SCOPE OF SERVICES	AMOUNT AUTHORIZED
Approved by Deputy Executive Director	August 13, 2019	Task 1 services under Project No. 71-19-07, including plan review, field verification and as-built drawing plan development for 20 toll plazas	\$119,232.74
58-2019	November 18, 2019	Task 2 services under Project No. 71-19-07, including environmental support and permitting, field survey, geotechnical investigation, design, and plan preparation for the addition of a lane at Toll Plaza 64 and Toll Plaza 152.	\$441,727.15
TOTAL:			\$560,959.89

WHEREAS, during the review and preliminary design for Toll Plaza 152, Arcadis noted issues regarding the conditions of the HVAC system and its inability to perform as originally installed without substantial costs; and

WHEREAS, the Commission provided additional recommendations to Arcadis, including 1) to provide in their plans the process to be followed for draining down an adjacent borrow-pit pond at Toll Plaza 64, and 2) upgrades at Toll Plaza 64 and Toll Plaza 152 consistent with the Commission’s contract with a Toll Collection System integrator; and

WHEREAS, Arcadis submitted a fee modification proposal dated October 6, 2020 for additional Task 2 services which include upgrading the HVAC system at Toll Plaza 152, draining of the adjacent borrow-pit pond at Toll Plaza 64, and incorporation of system modifications required for TCS upgrades to Toll Plaza 64 and Toll Plaza 152 in the not-to-exceed amount of \$170,256.00, which amount the Chief Engineer has deemed to be reasonable and necessary; and

WHEREAS, the amount set forth in the fee proposal from Arcadis, dated October 6, 2020, to perform the additional Task 2 services will increase the contract by an amount that exceeds the Executive Director’s contracting authority under Article V, Section 1.00 of the Commission’s Code of Bylaws, and Commission approval is necessary to authorize the amendment of the Agreement incorporating the fee proposal; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Chief Engineer and approves the recommendation to authorize Arcadis to perform the additional Task 2 services under Project No. 71-19-07; and

WHEREAS, the Commission has duly considered such recommendation.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the proposal from Arcadis dated October 6, 2020 to perform additional Task 2 services at Toll Plazas 64 and 152, specifically described in the recitals, under Project No. 71-19-07 in the not-to-exceed amount of \$170,256.00 is approved, and the Executive Director is authorized to amend the Agreement with Arcadis to perform such additional work in accordance with the terms and conditions of the existing Agreement and Arcadis's fee proposal dated October 6, 2020, in the aggregate not-to-exceed amount of \$731,215.89; and

FURTHER RESOLVED that the Commission finds and determines that the contract amendment approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission's work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely.

(Resolution No. 66-2020 adopted October 19, 2020)

Resolution Approving the Selection of AutoBase, Inc. to Perform Motorist Safety Patrol and Incident Response Services in the Initial Estimated Amount of \$1,900,000.00

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, the former Director of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (“Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, former Director Acton issued the “Director’s Stay Safe Ohio Order,” which was in effect through May 29, 2020 and subsequently revised by former Director Acton’s “Updated and Revised Order for Business Guidance and Social Distancing,” dated May 29, 2020, and extended by current Interim Director of Health, Lance D. Himes, until rescinded or modified by Interim Director Himes or the State of Emergency declared by the Governor no longer exists, which permits governmental entities and other businesses to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring 6 feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the Chief Engineer has issued a memorandum to the Commission’s contractors regarding required work site measures that comply with the Updated and Revised Order for Business Guidance and Social Distancing and this memorandum is available on the Commission’s website at <https://www.ohioturnpike.org/business/doing-business-with-us/construction-projects>; and

WHEREAS, the Chief Engineer recommends that the Commission finds and determines that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission’s work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

WHEREAS, the Commission advertised Invitation to Bid No. 4374 to furnish motorist safety patrol and incident response services on the Ohio Turnpike for a thirty-six (36) month period with two possible, three-year renewal terms and the option to add additional zones or shifts throughout the duration of the contract; and

WHEREAS, the Commission received one bid in response to the Invitation, and the Commission's Deputy Chief Engineer/Director of Field Operations reviewed and analyzed the bid timely submitted whose report concerning such analysis is before the Commission; and

WHEREAS, the Deputy Chief Engineer/Director of Field Operations reports that AutoBase, Inc., of Amityville, New York, submitted the only bid to furnish motorist safety patrol and incident response services on the Ohio Turnpike in the initial estimated thirty-six (36) month term amount of \$1,900,000.00; and

WHEREAS, the Deputy Chief Engineer/Director of Field Operations reports that AutoBase, Inc. proposes to furnish the services and materials in accordance with the Specifications, its bid is below the Commission's estimated expenditures for these services, and AutoBase is working to finalize sponsorship credits to be made available to the Commission during the term of the contract to reduce the Commission's costs for the services, has satisfactorily performed this service for the Commission in the past, and recommends that the Commission approve the selection of AutoBase, Inc. as the lowest responsible and responsive bidder; and

WHEREAS, the Commission's Staff Attorney has determined that the bids for Invitation No. 4374 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from AutoBase, Inc. for Invitation to Bid No. 4374 conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312; and

WHEREAS, the Executive Director has reviewed the reports of the Deputy Chief Engineer/Director of Field Operations and concurs with the recommendation to award AutoBase, Inc. the contract for Invitation to Bid No. 4374 as the lowest responsive and responsible bidder; and

WHEREAS, Commission action is requested to approve the contract in accordance with Article V, Section 1.00 of the Commission's Bylaws because the amount of the bid received to furnish the motorist safety patrol and incident response services on the Ohio Turnpike will require an expenditure that exceeds \$150,000.00; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the bid of AutoBase, Inc. to perform motorist safety patrol and incident response services on the Ohio Turnpike for a period of thirty-six (36) months in the initial estimated amount of \$1,900,000.00 is approved as the lowest responsive and responsible bid received, and the Executive Director is authorized to execute a contract on the basis of said bid, to exercise up to two (2), three-year

options to renew the contract, to assign additional zones and shifts, and to accept sponsorship credits made available to the Commission during the term of the contract; and

FURTHER RESOLVED that the Commission finds and determines that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission's work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

FURTHER RESOLVED that the Executive Director has the authority under Article V, Section 1.00 of the Commission's Code of Bylaws to amend the contract to perform additional services that do not exceed the greater of the Executive Director's contracting authority or ten percent (10%) of the approved contract amount, and authorize such extra work or change orders under said contract as a result of an increase in necessary quantities, newly mandated requirements that did not exist at the time of original contract awards, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the project or increase its costs.

(Resolution No. 67-2020 adopted October 19, 2020)

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

A Resolution Authorizing the Appointment of Underwriters for the Issuance of Bonds

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio (the “State”) in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, former Director of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (the “Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, former Director Acton issued the “Director’s Stay Safe Ohio Order,” which was in effect through May 29, 2020, and subsequently revised by former Director Acton’s “Updated and Revised Order for Business Guidance and Social Distancing,” dated May 29, 2020, and extended by current Interim Director of Health, Lance D. Himes, until rescinded or modified by Interim Director Himes or the State of Emergency declared by the Governor no longer exists, which permits governmental entities and other businesses to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring six feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the CFO/Comptroller recommends that the Commission finds and determines that the contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission’s work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

WHEREAS, the Commission is, by virtue of Chapter 5537 of the Revised Code (the “Act”), authorized and empowered, among other things, to issue Bonds of the State for the purpose of paying costs of (i) constructing any one or more Turnpike Projects, (ii) constructing any one or more Infrastructure Projects and (iii) refunding any Commission Bonds outstanding from time to time; and

WHEREAS, the Commission currently intends to issue approximately \$140 million of additional Bonds for the purpose of paying costs of constructing Turnpike Projects; and

WHEREAS, depending on market conditions, the Commission may also determine to issue additional Bonds to refund certain of its currently outstanding Bonds; and

WHEREAS, on July 23, 2020, the Commission issued a Request for Qualifications (“RFQ”) to solicit proposals from investment banking firms to serve as either senior managing or co-managing underwriter on one or more potential Bond issues (the “Underwriting Services”); and

WHEREAS, an Evaluation Committee consisting of the CFO/Comptroller, the General Counsel, the Assistant Comptroller and the Commission’s Financial Advisor (PFM Financial Advisors LLC) reviewed the twenty-seven (27) Statements of Qualifications submitted by various investment banking firms that expressed an interest in providing Underwriting Services, and has submitted a recommendation to the Commission for the selection of six (6) underwriting firms including as Senior Manager – Citigroup Global Markets, Inc., and as Co-Senior Manager – Wells Fargo Securities, LLC; and

WHEREAS, expenditures incurred by the Commission for the Underwriting Services will exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws, Commission action is necessary to select these six (6) firms to provide the Underwriting Services; and

WHEREAS, the Staff Attorney advises that (i) the Statements of Qualifications described above were solicited on the basis of the same terms and conditions with respect to all RFQ respondents and potential respondents and (ii) due and full consideration has been given to the Statements of Qualifications received, the respondents’ qualifications and their capabilities to perform the required services; and

WHEREAS, the Executive Director has reviewed the report of the Evaluation Committee and, predicated upon its analysis, concurs with the selection of the six (6) recommended underwriting firms; and

WHEREAS, the Commission has duly considered said recommendations;

NOW, THEREFORE, BE IT

RESOLVED that the Executive Director and CFO/Comptroller, in consultation with the Commission’s Financial Advisor, are authorized to use the following firms to provide Underwriting Services to the Commission in connection with the issuance of Bonds to pay costs of Turnpike Projects and/or to refund certain of the Commission’s outstanding Bonds:

- Senior Manager - Citigroup Global Markets, Inc.
- Co-Senior Manager - Wells Fargo Securities, LLC
- Co-Manager - Loop Capital Markets LLC
- Co-Manager - Jefferies LLC
- Co-Manager - Stifel, Nicolaus & Company, Incorporated
- Co-Manager - Huntington Securities, Inc. d/b/a Huntington
Capital Markets

As used in this Resolution, including its recitals, “Bonds”, “Turnpike Project” and “Infrastructure Project” have the meanings given in Section 5537.01 of the Revised Code; and

FURTHER RESOLVED that the Commission’s Executive Director and CFO/Comptroller are authorized and directed to notify the aforesaid firms that they have been selected and appointed in accordance with the Commission’s Request for Qualifications and the responses thereto, subject to further resolution by the Commission to authorize the issuance of the Bonds, and to take any and all further action necessary to carry out the terms thereof.

FURTHER RESOLVED that the approval of underwriting firms to provide Underwriting Services to the Commission in connection with the issuance of Bonds is necessary for the Commission to continue its operations and complies with the Updated and Revised Order for Business Guidance and Social Distancing and that the work to be performed under the contract shall comply with the Sector Specific COVID-19 Information and Checklist for Businesses/Employees set forth in the Updated and Revised Order for Business Guidance and Social Distancing and the Commission’s work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely.

(Resolution No. 68-2020 adopted October 19, 2020)