

**MINUTES OF THE 655<sup>th</sup> MEETING OF THE  
OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION  
OCTOBER 22, 2018**

**Chairman:** Good morning. Please stand and join me in reciting the *Pledge of Allegiance*.

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

Will the Assistant Secretary-Treasurer please call the roll?

**Assistant Secretary-Treasurer Randy Cole:** Chairman Hruby

**Chairman Jerry Hruby:** Here

**Assistant Secretary-Treasurer:** Secretary-Treasurer Barber

**Secretary-Treasurer Sandra Barber:** Here

**Assistant Secretary-Treasurer:** Mr. Coviello

**Commissioner Guy Coviello:** Here

**Assistant Secretary-Treasurer:** Ms. Johnson

**Commissioner Vickie Eaton Johnson:** Here

**Assistant Secretary-Treasurer:** Mr. Peterson

**Commissioner Michael Peterson:** Here

**Assistant Secretary-Treasurer:** Mr. Pakush

**Commissioner Myron Pakush:** Here

**Assistant Secretary-Treasurer:** Mr. Potter

**Commissioner Quentin Potter:** Here

**Assistant Secretary-Treasurer:** Representative Patton

**Representative Thomas Patton:** Here

**Assistant Secretary-Treasurer:** Senator LaRose

**Senator Frank LaRose:** Here (arrived 10:03 a.m.)

**Chairman:** We have a quorum. This is the 655<sup>th</sup> Meeting of the Ohio Turnpike and Infrastructure Commission. We are meeting at the Commission's headquarters, as provided for in the Commission's Code of Bylaws for a Commission Meeting.

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

May I have a motion to adopt the Minutes of the September 17, 2018, Commission Meeting? Any questions, comments, or additions? Hearing none, please call the roll.

**MOTION:** A motion to adopt the Minutes of the September 17, 2018, Commission Meeting was made by Mr. Coviello and seconded by Mr. Peterson. All Commission Members present voted to approve the Minutes.

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

**Secretary-Treasurer:** The following items have been provided to the Members since the last scheduled meeting of the Commission on September 17, 2018:

1. Six Resolutions;
2. Draft Minutes of the September 17, 2018, 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, August 2018 and September 2018;
2. Traffic and Revenue Report, September 2018;
3. Total Revenue by Month and Year, September 2018;
4. Investment Report, September 2018;
5. Financial Statement, September 2018; and
6. Budget Report, Nine Months 2018.

That concludes my report, Mr. Chairman.

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

**Director Cole:** In yet another example of Ohio staying ahead of the curve and preparing our state for the future of transportation, we announced plans this week, along with Electrify America, to install the very first electric vehicle (EV) charging stations along the Ohio Turnpike. The charging stations will be located at the Wyandot and Blue Heron Services Plazas in Genoa and at the Indian Meadow and Tiffin River Service Plazas in West Unity.

These sites were chosen to meet the needs of Turnpike customers where electric vehicle demand is projected to be the most significant in the near-term. These locations also tie into Electrify America's existing and growing nationwide network featuring ultra-fast charging. I want to thank General Counsel, Jennifer Stueber, Deputy Chief Engineer, Chris Matta, Fleet Manager, Tibi Jovica and Assistant Maintenance Engineer, Stuart May, for their efforts in working with Electrify America to bring this project together.

Each station will feature four charging dispensers that offer 150 to 350 kilowatts (kW) of power and can charge a vehicle at speeds up to 20 miles-per-minute – seven times faster than today's most commonly used 50 kW fast chargers.

Prior to negotiating the agreement with Electrify America, we completed an independent analysis of the EV charging market and potential on the Turnpike. A local company, Evelocity, completed the analysis and helped us develop a strategic plan. We carefully evaluated current EV ownership along our corridor, future projections for growth, as well as, EV charging use in other highway corridors around the country. In addition, we developed a detailed capital and operating cost projections at our plazas. Electrify America was duly impressed at the level of analysis and planning completed in the report. It will aid us in future years as we evaluate additional partnership opportunities to expand electric vehicle charging along the Turnpike.

Our modern service plazas are the perfect place for these new charging stations, allowing customers to charge their electric car up quickly, grab a bite to eat or cup of coffee and get back on their way. Look for them beginning in the first quarter of 2019. It is just one more way that the Ohio Turnpike is leading in an era of rapidly advancing transportation technology.

Speaking of new technology, the Turnpike has also submitted letters of support for two truck platooning proposals being submitted to the FHWA Broad Agency Announcement. One team includes Battelle, the Center for Automotive Research in Michigan and the Michigan DOT. The other team is being led by the engineering firm CDM Smith and includes the Ohio State University. It is my understanding that ODOT also supports both projects. The support may consist of attending meetings or phone calls to discuss the concerns and effects of infrastructure owners and operators with respect to truck platooning. Possible topics are costs, enforcement, inspection, and policies. We have been discussing the possibility of platooning for well over a year and welcome the opportunity to be part of this field test. I will keep you posted if either project is selected by the FHWA.

That completes my report, Mr. Chairman.

**Chairman:** Thank you. Any questions for the Director? Hearing none, we will move on to the report of our Chief Engineer, Tony Yacobucci.

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

The first resolution for your consideration seeks the Commission's authorization of continuing expenditures for the Contract with CT Consultants, Inc. ("CT"), of Mentor, Ohio, for the Mainline Pavement Reconstruction Program. Under Resolution No. 37-2013, the Commission awarded a contract to CT Consultants, Inc. 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 fifth pavement replacement project section was authorized by the Commission under Resolution No. 17-2018 for Project No. 71-18-02 from Milepost 46.5 to Milepost 51.4 in Fulton and Lucas Counties. CT has submitted a fee proposal dated August 1, 2018, in the not-to-exceed amount of \$300,022.00, for the performance of additional Task 2 Final Design and Construction Documentation Services which is for the final design of the pavement replacement and the new entrance and exit ramps within the proposed Toll Plaza 49 constituting the westernmost gate of the ticketed system. The Engineering Department staff has reviewed CT's 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 previous Commission authorizations, 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 title of the resolution?

**General Counsel:** Resolution Authorizing CT Consultants to Perform Additional Services for Project No. 71-18-02 in the Not-to-Exceed Amount of \$300,022.00.

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

**MOTION:** A motion to adopt *Resolution Authorizing CT Consultants to Perform Additional Services for Project No. 71-18-02 in the Not-to-Exceed Amount of \$300,022.00*, was made by Mr. Pakush, seconded by Mrs. Barber, and approved by all Commission Members present. Resolution No. 59-2018.

**Chairman:** The resolution passes unanimously. Anything further, Director.

**Chief Engineer:** The next resolution for your consideration seeks authorization to award Contract Nos. 53-18-04 and 53-18-05 (Re-Bid) for the replacement of flat roof sections at the Erie Islands and Commodore Perry Service Plazas at Milepost 100.0 in Sandusky County, Ohio. This work is included in the 2018 Capital Improvement Budget. On September 19, 2018, Procurement received three bids for the Project. The apparent low bid was submitted by Damschroder Roofing, Inc., of Fremont, Ohio, in the amount of \$796,143.00, which is approximately 9% below the Engineer's Estimate. This bid was evaluated by both the design consultant, Roof Asset Management USA, LTD. ("RAM USA"), of Brunswick, Ohio, as well as Commission staff and was found to contain no errors or anomalies. A review of the bid concluded

that Damschroder Roofing, Inc.'s bid prices were reasonable, they have successfully performed similar work and is deemed to be a responsive and responsible bid. Based on a review of their current projects under contract and previous year's work volume, it appears they have the sufficient capacity to perform the work for this project. Therefore, it is recommended that Contract Nos. 53-18-04 and 53-18-05 (Re-Bid) be awarded to Damschroder Roofing, Inc., of Fremont, Ohio, in the amount of \$796,143.00. This resolution also contains provisions to assign RAM USA Corporation, of Brunswick, Ohio, to perform construction administration and inspection services. With your permission, may the General Counsel please read the title of the resolution?

**General Counsel:** Resolution Approving the Selection of Damschroder Roofing, Inc. Under Project Nos. 53-18-04 and 53-18-05 for the Total Amount of \$796,143.00, and Approving the Assignment of Roof Asset Management USA, LTD. to Perform Professional Services on the Projects.

**Chairman:** Any questions or comments?

**Mrs. Barber:** Mr. Chairman, I just noticed there is quite a discrepancy between the three bids. Are we okay with that? There is a big difference.

**Chief Engineer:** Mr. Chairman and Commission Member Barber, yes, we are. The way this was set up originally was there was one product listed on the product sheet when we bid it originally and then we included three others under this re-bid and the other contractors could have of, quite frankly, bid some of the approved equals which caused a little bit higher of a price for those.

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

**MOTION:** A motion to adopt *Resolution Approving the Selection of Damschroder Roofing, Inc. Under Project Nos. 53-18-04 and 53-18-05 for the Total Amount of \$796,143.00, and Approving the Assignment of Roof Asset Management USA, LTD. to Perform Professional Services on the Projects*, was made by Mr. Peterson, seconded by Ms. Johnson, and approved by all Commission Members present. Resolution No. 60-2018.

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

**Chief Engineer:** The third resolution for your consideration seeks authorization to award Contract No. 4322 for the furnishing of defined quantities of various guardrail materials. On September 28, 2018, Procurement received one bid for this material under Bid Invitation No. 4322. The lone bid was submitted by Firelands Supply Company, of Norwalk, Ohio, in the total amount of \$219,525.00. Firelands Supply Company proposes to furnish the guardrail materials and services in accordance with the Specifications. Additionally, Firelands Supply has furnished similar material to the Commission in the past and has performed satisfactorily. Since we only received one bid for this material, the Procurement Manager contacted two potential bidders and inquired as to why they did not submit a bid. Both noted that they have a significant demand for material across the United States and they could not handle any additional work without jeopardizing their existing client's expectations. Therefore, I am recommending that an award be

made to Firelands Supply Company, of Norwalk, Ohio, in the amount of \$219,525.00. With your permission, may the General Counsel please read the title of the resolution?

**General Counsel:** Resolution Approving the Selection of Firelands Supply Company to Furnish Defined Quantities of Guardrail Materials for the Total Amount of \$219,525.00.

**Chairman:** Any questions or comments?

**Mr. Coviello:** How much above estimate is the bid?

**Chief Engineer:** Mr. Chairman and Commission Member Coviello, I do not have that in front of me. It is noted on the Deputy Chief Engineer's recommendation that it is marginally above the estimate. Chris Matta, my Deputy Chief Engineer, is here. Chris, do you have that number?

**Deputy Chief Engineer:** I do not have an exact number on it. I am trying to get to it, but am unable to. We did compare that lone bid against the ODOT contract for guardrail materials and even though we only got one bid, it was about 8% below the ODOT bid for guardrail.

**Chairman:** Is the 8% relevant in this discussion? 8% below the cost of the contract with ODOT?

**Chief Engineer:** Yes, Mr. Chairman. ODOT has basically a supply contract, so they can call up anytime and get a piece of guardrail delivered to one of their sites. In our case, we have a defined quantity, so that is one of the reasons why we are a little less expensive than what ODOT is. We estimate about how much we think we are going to use over the course of a year and then go out every year and get that defined quantity so our price does come in a little bit less than what ODOT pays. ODOT can buy it off the shelf stick by stick, where ours is a defined quantity.

**Senator LaRose:** I do know that some of the things that we do include "Buy Ohio" type provisions and this one just comes to mind because I know for a fact that down in Stark County there is a major manufacturer of guardrails that are selling all over the country. Do we offer that kind of thing where this is obviously through a company called Firelands Supply, but does the "Buy Ohio" provision have any bearing on those kind of decisions?

**Chief Engineer:** Mr. Chairman and Senator LaRose, yes, it does. Also, Mr. Chairman if I may, I believe Chris has that number now.

**Deputy Chief Engineer:** Chairman Hruby and Mr. Coviello, it is a little bit less than 10% above our original estimate. In talking with the contractors, like Tony mentioned, there is a lot of demand for this guardrail. In addition to that some of the material costs have changed that made this pricing a little more volatile.

**Chairman:** Any other questions? Please call the roll.

**MOTION:** A motion to adopt *Resolution Approving the Selection of Firelands Supply Company to Furnish Defined Quantities of Guardrail Materials for the Total Amount of \$219,525.00*, was made by Chairman Hruby, seconded by Mr. Peterson, and approved by all Commission Members present. Resolution No. 61-2018.

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

**Chief Engineer:** The final resolution for your consideration seeks the Commission's authorization for the purchase of fifteen (15) portable changeable message boards ("PCMB's") with integrated telecommunications and GPS under the Ohio Department of Transportation's Cooperative Purchasing Program Number 048-18. The purchase of these boards is included in the 2018 Capital Improvement Budget. The PCMB's are being purchased to replace fifteen (15) existing boards to continue to provide important communications to our patrons during traffic incidents and events. The Procurement manager has determined that the best unit pricing for the fifteen (15) American Signal CMS-T333 full matrix PCMB's is through the ODOT Cooperative Purchasing Program and has selected Lightle Enterprises of Ohio, LLC, of Frankfort, Ohio, as the supplier at the cost of \$14,633.00 per PCMB. Based upon the unit cost indicated the total purchase price for the fifteen PCMB's will be \$219,495.00. In addition, the disposal of the existing fifteen (15) PCMBs will be in accordance with the Commission's Property Disposal Policy. With your permission, may the General Counsel please read the title of the resolution?

**General Counsel:** Resolution Authorizing the Purchase of Fifteen Portable Changeable Message Boards Under ODOT Cooperative Purchasing Program for \$219,495.00.

**Chairman:** Any questions or comments?

**Representative Patton:** Is there any value to the older boards that they may be donated or given to some local communities who might have just a temporary construction. Do we have program like where you sell the cars and sell some other stuff? How is this handled?

**Chief Engineer:** Mr. Chairman and Representative Patton, yes, there is some value to them and, typically, in accordance with the Commission's Disposal Policy we will put them on the website to try and sell them. If there is a need from another agency that we could donate them to, I am sure we would consider that also.

**Chairman:** Why are they being replaced?

**Chief Engineer:** Mr. Chairman, after many years of use some of the panels and parts start to deteriorate and have to be replaced. After an extended period of time, it is much more economical to buy a new board and replace the existing boards.

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

**MOTION:** A motion to adopt *Resolution Authorizing the Purchase of Fifteen Portable Changeable Message Boards Under ODOT Cooperative Purchasing Program for \$219,495.00*,

was made by Mr. Pakush, seconded by Mrs. Barber, and approved by all Commission Members present. Resolution No. 62-2018.

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

**Chief Engineer:** Mr. Chairman and Commission Members, in your packets there is an annual inspection report prepared in accordance with the Master Trust Agreement and was performed by our consulting engineer, AECOM. If you have any questions, please feel free to call and I would be more than happy to discuss anything within the report. Ultimately, the Commission's infrastructure is in very good condition.

**Chairman:** I noticed just looking at it briefly it also includes information regarding the plazas, entrances and exits to the plazas. Is that normal that you go through the buildings to?

**Chief Engineer:** Yes, Mr. Chairman. In accordance with the Master Trust Agreement, all of our infrastructure is inspected by the consulting engineer. They provide us with a report of each facility including the condition and what items may need to be addressed in the near future as part of our Capital Improvement Projects.

**Chairman:** Have you reviewed it?

**Chief Engineer:** Yes, I have, Mr. Chairman.

**Chairman:** How do you feel about the general condition?

**Chief Engineer:** I am happy with the general condition. I think we are doing a fantastic job keeping things in good working order.

**Chairman:** Thank you. Any further questions? Hearing none, please call the roll.

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

**Chairman:** We will move on to the report of our Technology Manager, Chriss Pogorelc.

**Technology Manager:** Good morning, Mr. Chairman and Commission Members.

I have one resolution for your consideration today for the purchase of a Building Access Control Solution that will replace and expand upon the Commission's current system.

In the fall of 2017, Technology was approached by the Maintenance Department with a desire to better secure both the exterior and areas containing valuable inventory at the Commission's eight Maintenance Buildings. This desire went in concert with a plan that we had in Technology to better secure our Communications Rooms located in every Toll Plaza, Service Plaza, and Maintenance Building, as well as critical assets located at our Disaster Recovery Site.



As a result, the Technology team conducted a comprehensive review of the Commission's current Card Access System that was installed in the late 1990's/early 2000's and currently includes over 325 endpoints to determine the feasibility of expansion to incorporate an additional 122 interior and exterior doors that were identified as critical to maintain operational security.

Our findings, based on discussions with a security vendor who had previously supplied components for the existing system, as well as increased failure rate of aging hardware components, high costs associated with the hardware necessary for expansion, and concerns surrounding the long-term sustainability of the system led to the conclusion that this option was not viable.

Over the past six months, our Technology team has had discussions with multiple state agencies to learn about the systems they are currently utilizing and has met with multiple vendors to determine potential systems that would work best for our organization. Technology staff further obtained competing quotes from four different providers offering four different solutions. After evaluating the various proposals, we determined that the S2 Systems Solution proposed by Northwestern Ohio Security Systems, Inc. (NWOSS), of Lima, Ohio, was not only the best fit, but also the least costly solution. NWOSS currently provides this same system to the Ohio Department of Transportation, and both the vendor and the solution have come highly recommended by their staff.

As part of the design process, NWOSS brought in the solution manufacturer to conduct software demonstrations and has had solution architects conduct numerous field visits with our staff to verify desired operations, necessary hardware components, software licensing, implementation services and the appropriate training regimen for Technology personnel to properly administer and maintain the S2 system.

NWOSS's quote under the DAS Cooperative Purchasing Program in the amount of \$387,026.00 plus an additional \$64,356 for five years of maintenance services, for a total not-to-exceed amount of \$451,382.00, includes all software and hardware necessary to replace the existing backend card access system with the S2 Solution and replace all of the nearly 20-year-old access control panels which have been increasingly problematic for our staff to maintain, as well as the necessary components to add 122 critical doors identified by Maintenance and Technology to the system and will sustain the card access solution for years to come.

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

**General Counsel:** Resolution Approving an Agreement with Northwestern Ohio Security Systems, Inc. to Provide a Building Access Control Solution and Maintenance Support for a Five-Year Period Under the DAS Cooperative Purchasing Program in the Total Amount of \$451,382.00.

**Chairman:** Any questions or comments?

**Mr. Coviello:** Do we keep an inventory of the property that we own behind each of these doors?

**Technology Manager:** Mr. Chairman and Commission Member Coviello, yes, we do. That effort is led by our Audit Department. They did have a stake in what we were looking at securing here. So, working with Chris Matta, as well as, Tony Yacobucci, we looked at where the inventory is stored at in the maintenance buildings. We know what is there, we know where it is at, and we are making sure those assets are secured.

**Mr. Coviello:** Is there a log that shows where something is, when it was taken and when it was brought back?

**Technology Manager:** That would be done at the maintenance facility. Our part of this would be just looking to secure the doors and make sure we log who is going in and out of areas.

**Chief Engineer:** Mr. Chairman and Commission Member Coviello, our physical quantities of inventory are logged, but actual pieces as you are saying like a floor buffer is not. Most of equipment is either in a Turnpikes van like drills and is assigned to a specific trade employee. They are all tagged and then annually we go through, I believe it is 30% of all of our tools are inventoried every year, so that after three years everything is physically inventoried.

**Director Cole:** Mr. Chairman, we upgraded our inventory control in our ERP system itself both for disposable items or consumable items, as well as the fixed asset part. We are now investigating between Technology and the Internal Audit Department extensions and continued upgrades to our inventory system to allow for things like scanners, barcodes throughout our system to decrease the amount of inventory, the time it takes for inventory, but also the real time nature controlling what we've got. So, part of it is the physical part that Chriss is talking about here, part of it was upgrading our accounting system to better track what is happening with inventory and then the third component of that will be additional technology to speed up and make more transparent the inventory process.

**Mr. Peterson:** What is the current access control platform we use?

**Technology Manager:** Mr. Chairman and Commission Member Peterson, we are currently using a Honeywell Winpak system. When we originally purchased the system in the late 1990's/early 2000's, it was Northern Controls. They were bought out by Honeywell and that happened around 2000. We have been using that current platform since.

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

**MOTION:** A motion to adopt *Resolution Approving an Agreement with Northwestern Ohio Security Systems, Inc. to Provide a Building Access Control Solution and Maintenance Support for a Five-Year Period Under the DAS Cooperative Purchasing Program in the Total Amount of \$451,382.00*, was made by Chairman Hruby, seconded by Mr. Coviello, and approved by all Commission Members present. Resolution No. 63-2018.

**Chairman:** The resolution passes unanimously. Anything further, Chriss?

**Technology Manager:** That completes my report, Mr. Chairman. Thank you.

**Chairman:** We will move on to our CFO/Controller/DED, Marty Seekely.

**CFO/Comptroller/DED:** Thank you, Mr. Chairman. I have a brief update on our traffic and revenue for the month of September 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 were down 1.9% in September.

Commercial traffic continued to benefit from the strong economy and was 4.1% higher in September.

This chart shows the total vehicle miles traveled through the month of September during each year over the past decade. Commercial vehicles miles traveled, the yellow part of the bars, has increased from 664 million in 2009 to 805 million this year, an increase of 21.2% over the ten year period. Passenger vehicle miles traveled, the green part of the bars, has increased from 1 billion 419 million in 2009 to 1 billion 498 million this year, an increase of 5.6% over the ten year period.

This chart shows the monthly passenger car toll revenues over the past two years. The decrease in passenger car traffic in September offset the effect of the toll rate increase and as a result Passenger car toll revenue was equal to September of last year.

The increase in commercial traffic combined with the toll rate increase caused Commercial vehicle toll revenues to increase 6.6% in September.

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 \$8.7 million or 3.9% above the amount from last year.

That completes my report on traffic and revenue.

Next, I have a resolution authorizing the reallocation of the 2013 bond proceeds among various Infrastructure projects. But first, I would like to ask Tim McDonald from ODOT to give an update on the status of the spenddown of the funds for previously approved Infrastructure projects.

**Tim McDonald, ODOT:** Chairman Hruby, Executive Director Cole and Members of the Commission, good morning. Thank you providing me with a few minutes to provide a brief update on Infrastructure Projects as we move toward completion of Round 1 and begin Round 2. (See Exhibit 7)

From the first tranche of Turnpike Revenue Bonds, ODOT received \$930 million. You had previously determined nexus for ten ODOT construction projects, which were funded with these Turnpike Revenue Bonds.

Of the \$930 million from bonds issued in 2013, 98% of 2013 Turnpike Bond Revenue funds have been expended.

- 8/2013 to 8/2014 - \$103M
- 8/2014 to 8/2015 - \$263M
- 8/2015 to 8/2016 - \$318M
- 8/2016 to 8/2017 - \$167M
- 8/2017 to 8/2018 - \$61M

With regard to the first 2013 funding, as of October 1<sup>st</sup>, there was approximately \$18 million not yet expended. As we complete construction on the approved projects, we anticipate this value to reduce towards zero; however, due to the nature of construction (*e.g.*, change orders and non-performances), we anticipate some small balances that will not be utilized on 1<sup>st</sup> round projects. We are seeking flexibility for reallocation any remaining balances to be utilized on Opportunity Corridor Phase 3 to ensure these funds will be fully expended as quickly as possible.

Today, I am here to ask that any small amount of funding remaining from the 2013 bonds and we are not sure exactly how much when we complete these projects, but whatever amount be reallocated to the already approved projects for the 2018 funding. When all of these 2013 projects are completed at the end of next year, there will be less than 1% of the dollars that actually remain. So, what we are requesting of the Commission is the flexibility to take this small amount of money, so we utilize all of it, and we will move it to the second round of approved projects. So, there is some flexibility on the three projects that we approved for the second round and we would move that, so that we can fully spend all of the \$930 million.

In the 2018 funding, these are the three projects:

- Opportunity Corridor; Phase 3 – was awarded in March 2018 for \$160 million nearly \$40 million under the previously approved amount (\$200 million)
- Lucas – IR 75 North of the Maumee River into downtown Toledo was awarded in June 2018 at \$158.6 million (Approved \$160 million)
- Lucas – IR 75 over the Maumee River and southward is scheduled to sell in February 2019. The project is funded with Turnpike Revenue Bonds (\$90 million) and Traditional ODOT Funding (\$90 million)

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

**Chairman:** Thank you, Mr. McDonald.

**CFO/Comptroller/DED:** IRS regulations requires that all of the 2013 Junior Lien Bond proceeds be spent on Infrastructure projects.

The proposed resolution authorizes the Executive Director and the General Counsel to amend the Infrastructure Funding Agreements in order to reallocate any unspent funds for an 2013 Infrastructure project to another 2013 or 2018 Infrastructure project.

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

**General Counsel:** Resolution Authorizing Reallocation of 2013 Bond Proceeds Under Infrastructure Funding Agreements with ODOT.

**Chairman:** Mr. Director, do you have an opinion or staff opinion regarding this resolution?

**Director Cole:** Mr. Chairman, Marty, Jen, Tony, and I, have all reviewed it. It is generally good news. The projects are coming in on the timeline that we expected. A couple of them under budget. It's good news on the Opportunity Corridor, Phase 3 coming in under the estimate. So, I think this is prudent to make sure we are consistent with the IRS and that we keep things nice and tidy, so I think it is a prudent move.

**Chairman:** Any other comments? Senator LaRose and Representative Patton, both of you were instrumental in creating what we have today as an Infrastructure Commission. I just want to recognize the two of you again for the great work that you did and that the Governor did in proposing this kind of an expenditure and this investment in the State of Ohio. I think part of the reason our economy did so well during that period of time was because of this great influx of money. I just want to applaud both of you for your vision and your support in seeing that this got done. Tim, please pass on to Director Wray that he has been a great steward of these monies and I think I speak for the Commission when I say that we appreciate the good work of ODOT and we think that you have well-placed these dollars and made a great investment in the state and made it better. Please tell Mr. Wray thank you very much for his work and his staff's work.

Any other comments? Hearing none, please call the roll.

**MOTION:** A motion to adopt *Resolution Authorizing Reallocation of 2013 Bond Proceeds Under Infrastructure Funding Agreements with ODOT*, was made by Mr. Pakush, seconded by Chairman Hruby, and approved by all Commission Members present. Resolution No. 64-2018.

**Chairman:** Anything further, Marty?

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

**Chairman:** We will move on to the report of the Ohio State Highway Patrol, Lieutenant Richard Reeder.

**Lieutenant Richard Reeder:** Good morning, Mr. Chairman and Commission Members.

Unfortunately, during this reporting period I do have one fatal crash to report. The crash occurred on September 15, 2018 in Mahoning County. The disabled vehicle came to a stop in the right lane of travel and a commercial vehicle failed to stop and struck that disabled vehicle. The investigation has shown that the brake lights and emergency lights were working on the vehicle. The commercial vehicle did not do what it was supposed to do and stop. The OSHP would like to thank Goodyear for all of their help with the investigation. Commission Member Peterson, if you would please extend our gratitude to them. With the persons being from out of the country there was some difficult follow-up and difficult calls that had to be made. We are working closely with the prosecutor in the case. The urine results obtained from the truck driver have not been analyzed yet. When those are complete, we will work with the prosecutor with regard to charges and see where the case goes from there. We will be following that very closely.

To date, we have had seven fatal crashes with eight persons killed. We are going to do our best to keep working hard until the end of the year and keep that number down.

I will now report on recent patrol activities. A vehicle was stopped for a marked lanes violation near milepost 181 eastbound in the City of Hudson. Criminal indicators were present. We were able to utilize a K-9 dog that did alert on the vehicle. During a probable cause search of the vehicle we located five pounds of cocaine. Unfortunately, the suspects were not cooperative with us as far as where that substance was going. We did lock them up at the time of the traffic stop and charge them with a Felony-1 trafficking and possession of cocaine. The street value of that substance was approximately \$91,000. That was a good arrest.

On October 3, 2018, we stopped a vehicle for a marked lanes violation and following too close. This was near milepost 184. Again, we utilized one of our K-9 dogs and it did alert on the vehicle. A probable cause search revealed thirty-eight grams of hash oil, four grams of THC, 5 grams of solid hash, and eleven bottles of a THC substance. Again, the suspect would not work with us to find where the ultimate ending destination was. Just like the previous case, we did remove over \$33,000 worth of controlled substance from the public.

Lastly, just last week my Post had a real good stop. One of my Troopers stopped a vehicle for a speed violation. She smelled marijuana coming from the car. She did a probable cause search. There were two males and a female in the car. The female appeared to be very young. We looked into that. The stories were not matching. Due to the Trooper's diligence, five hours later we determined that this child was seventeen years old. We were able to contact the parents. She was not entered as a runaway yet, but she was from the State of Michigan. The really great part of this is what we are looking at is a possible human trafficking situation where we believe the two males had intended on taking her to Pennsylvania to prostitute. So, due to her diligence and it took over five hours because she kept giving us false names. It was a great arrest. We saved this child from a very bad situation.

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

**Chairman:** Thank you. Any questions for Lieutenant Reeder?

**Mr. Peterson:** Mr. Chairman, first of all I just want to say thank you to Lt. Reeder and your team at the Highway Patrol and Director Cole thank you for taking my call and helping out. It was a very unfortunate and difficult time for the Goodyear family. They lost someone very close and well loved. Your team was extremely professional and understanding, so we just want to thank you guys. Our CEO, Rich Kramer and the Head of Human Resources, John Lucas, wanted me to personally thank you for what you did. Thank you both for what you did.

**Chairman:** Any other comments? Thank you, Lieutenant Reeder. The next meeting of the Ohio Turnpike and Infrastructure Commission will be on November 19, 2018, at 10:00 a.m. If there is no further business I will accept a motion to adjourn. I hope that each and every one of you will take the opportunity to be part of the decision making process and make sure that you vote on Election day. This is a very important election for the State of Ohio. I encourage each and every one of you to please exercise your right to vote.

**MOTION:** A motion to adjourn the Commission Meeting is made by Mr. Coviello, seconded by Mrs. Barber and unanimously approved by all Commission Members present.

Time of adjournment: 10:42 a.m.

**Attendees for Record Keeping Purposes:**

Halle Capers Jones, GSI; Andrew Dominick, NWOSS; John Kostelac; NWOSS; Michael Burgess, Prime AE; Ed Adamczyk, Arcadis; Mario Cecchi; Cubic; Scott Buchanan, AECOM; Bethany Pugh, PFM; Preston Yuzma, IUOE Local 18; TJ Ammond, Convergint; Al Biehl, TranSystems; Beth Fulton, TRC; Anthony Yacobucci, Ohio Turnpike; Martin Seekely, Ohio Turnpike; Jennifer Stueber, Ohio Turnpike; Matt Cole, Ohio Turnpike; Denise Criscuolo, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Mark Musson, Ohio Turnpike; Diana Anthony, Ohio Turnpike; David Miller, Ohio Turnpike; Chris Matta, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Brian Kelley, Ohio Turnpike; Chriss Pogorelc, Ohio Turnpike; Joe Mannion, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Adam Greenslade; and Brian Newbacher, Ohio Turnpike.

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

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Sandra K. Barber, Secretary-Treasurer

# **EXHIBITS**

1. Resolution No. 59-2018 – Resolution Authorizing CT Consultants to Perform Additional Services for Project No. 71-18-02 in the Not-to-Exceed Amount of \$300,022.00
2. Resolution No. 60-2018 – Resolution Approving the Selection of Damschroder Roofing, Inc. Under Project Nos. 53-18-04 and 53-18-05 for the Total Amount of \$796,143.00, and Approving the Assignment of Roof Asset Management USA, LTD. to Perform Professional Services on the Projects
3. Resolution No. 61-2018 – Resolution Approving the Selection of Firelands Supply Company to Furnish Defined Quantities of Guardrail Materials for the Total Amount of \$219,525.00
4. Resolution No. 62-2018 – Resolution Authorizing the Purchase of Fifteen Portable Changeable Message Boards Under ODOT Cooperative Purchasing Program for \$219,495.00
5. Resolution No. 63-2018 – Resolution Approving an Agreement with Northwestern Ohio Security Systems, Inc. to Provide a Building Access Control Solution and Maintenance Support for a Five-Year Period Under the DAS Cooperative Purchasing Program in the Total Amount of \$451,382.00
6. Resolution No. 64-2018 – Resolution Authorizing Reallocation of 2013 Bond Proceeds Under Infrastructure Funding Agreements with ODOT
7. Presentation by Tim McDonald of ODOT



## **OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION**

### **Resolution Authorizing CT Consultants to Perform Additional Services for Project No. 71-18-02 in the Not-to-Exceed Amount of \$300,022.00**

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) selected CT Consultants, Inc., of Mentor, Ohio (“CT Consultants”), through Resolution No. 37-2013 to perform Engineering Design and Construction Services for Pavement Reconstruction Program sections at various locations on the Ohio Turnpike, with the Commission having the option to assign up to five projects that each consist of a five to six-mile section of roadway; and

WHEREAS, the Commission previously authorized exercising the options to assign CT Consultants to perform Preliminary Engineering (“Task 1”) and Final Design (“Task 2”) Services for four pavement reconstruction project sections under Resolution No. 37-2013 for Project No. 71-13-05 in Sandusky County, Resolution No. 12-2014 for Project No. 71-14-08 in Trumbull and Mahoning Counties, Resolution No. 65-2014 for Project No. 71-14-11 in Erie County, and Resolution No. 57-2016 for Project No. 71-16-14 in Cuyahoga and Summit Counties, where the Commission accepted CT Consultants’ fee proposals in the total amount \$2,656,167.00 for completing Task 1 and Task 2 Services on the first four base pavement reconstruction project sections; and

WHEREAS, the Commission approved exercising the option to assign the fifth pavement reconstruction project section to CT Consultants from Milepost 46.5 to Milepost 51.4 in Fulton and Lucas Counties (“Project No. 71-18-02”) under Resolution No. 17-2018, adopted February 26, 2018, based on the fee proposal dated February 12, 2018 to perform Task 1 Services and a portion of the Task 2 in the not-to-exceed amount of \$446,174.00 and subsequently approved a modification to those services under Resolution No. 37-2018 to widen two bridges and the third lane pavement located between Milepost 47.0 and Milepost 50.0 for \$503,792.00 to accommodate the new toll plaza constituting the westernmost gate of the ticketed system; and

WHEREAS, CT Consultants submitted a fee proposal dated August 1, 2018 to perform the Additional Task 2 Services for Project No. 71-18-02 necessary to produce final bidding documents for the total not-to-exceed amount of \$300,022.00, which amount the Chief Engineer deemed reasonable and necessary; and

WHEREAS, the Executive Director has reviewed the recommendation submitted by the Chief Engineer and approves the recommendation to authorize CT Consultants to perform the Additional Task 2 Services under Project No. 71-18-02; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the Additional Task 2 - Final Design and Construction Document Preparation Services by CT Consultants, Inc. under Project No. 71-18-02 from Milepost 46.5 to Milepost 51.4 in Fulton and Lucas Counties in the not-to-exceed amount of \$300,022.00 is approved, and the Executive Director is authorized to

amend the Contract with CT Consultants to perform such additional services in accordance with the terms and conditions of the Commission's RFP for Pavement Reconstruction Design Services, CT Consultants' technical response and fee proposals; and

FURTHER RESOLVED that the Executive Director has the authority under Article V, Section 1.00 of the Code of Bylaws to further amend the Contract with CT Consultants to perform additional services necessary for Project No. 71-18-02 that does not exceed the greater of the Executive Director's contracting authority or ten percent of the total not-to-exceed amount approved to date for the Contract, and approve such extra work or change orders under said contracts 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. 59-2018 adopted October 22, 2018)**

## **OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION**

### **Resolution Approving the Selection of Damschroder Roofing, Inc. Under Project Nos. 53-18-04 and 53-18-05 for the Total Amount of \$796,143.00, and Approving the Assignment of Roof Asset Management USA, LTD. to Perform Professional Services on the Projects**

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) published notice in accordance with law advertising its invitation to bid upon a contract for the roof replacement projects at the Erie Islands and Commodore Perry Service Plazas at Milepost 100.0 in Sandusky County, Ohio, designated as Project Nos. 53-18-04 and 53-18-05 (REBID) (“Project”); and

WHEREAS, the Commission received three bids to perform the Contractor’s obligations on the Project, and the Chief Engineer and the Deputy Chief Engineer reviewed and evaluated the bids received, and whose report concerning such analysis is before the Commission; and

WHEREAS, the Chief Engineer and Deputy Chief Engineer report that Damschroder Roofing, Inc., of Fremont, Ohio (“Damschroder”), submitted the lowest responsive and responsible bid to perform the Contractor’s obligations on the Project for the total amount of \$796,143.00, which they recommend the Commission accept and approve authorization for the Executive Director to award; and

WHEREAS, the Director of Contracts Administration advises that bids for the Project were solicited on the basis of the same terms and conditions and the same specifications, that selecting the bid of Damschroder for the Project conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312, and Damschroder submitted a performance bond with good and sufficient surety and made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the Project; and

WHEREAS, the Commission’s Executive Director has reviewed the reports of the Chief Engineer, Deputy Chief Engineer and the Director of Contracts Administration and concurs that the Commission should approve the award of the Contract to Damschroder as the lowest responsive and responsible bidder; and

WHEREAS, the Commission has duly considered such recommendation.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the bid of Damschroder Roofing, Inc. for Project Nos. 53-18-04 and 53-18-05 (REBID) in the total amount of \$796,143.00 is approved as the lowest responsive and responsible bid received, and the Executive Director is authorized to execute a contract on the basis of said bid; and

FURTHER RESOLVED that the Executive Director and the Chief Engineer are authorized to assign Roof Asset Management USA, LTD., of Brunswick, Ohio, to perform all necessary

construction administration and inspection services in accordance with the 2017-2018 Miscellaneous Professional Services Agreement; and

FURTHER RESOLVED that the Executive Director has the authority to approve such extra work or change orders under said contracts as a result of an increase in 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. 60-2018 adopted October 22, 2018)**

## **OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION**

### **Resolution Approving the Selection of Firelands Supply Company to Furnish Defined Quantities of Guardrail Materials for the Total Amount of \$219,525.00**

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) advertised Invitation to Bid No. 4322 to furnish defined quantities of various guardrail materials; and

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

WHEREAS, the Deputy Chief Engineer reports that Firelands Supply Company, of Norwalk, Ohio, submitted the only bid to furnish the guardrail materials for \$219,525.00, based on the estimated quantities to be ordered by the Commission as set forth in the Invitation; and

WHEREAS, the Deputy Chief Engineer recommends that the Commission award a contract to Firelands Supply Company as the lowest responsible and responsive bidder based on its offer to deliver the materials in accordance with the Specifications and its history of satisfactorily supplying the Commission’s requirements for guardrail materials under prior agreements; and

WHEREAS, the Director of Contracts Administration advises that the bids for Invitation No. 4322 were solicited on the basis of the same terms and conditions and the same specifications, and that the bid from Firelands Supply Company for Invitation to Bid No. 4322 conforms to the requirements of Ohio Revised Code Section 5537.07 and 9.312; and

WHEREAS, the Executive Director has reviewed the reports of the Deputy Chief Engineer and the Director of Contracts Administration, and concurs with the recommendation to award the contract for Invitation to Bid No. 4322 to Firelands Supply Company as the lowest responsive and responsible bidder; and

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

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the bid of Firelands Supply Company to furnish guardrail materials under Invitation to Bid No. 4322 for the total amount of \$219,525.00 is approved as the lowest responsive and responsible bid received, and the Executive Director is authorized to execute a contract on the basis of said bid; and

FURTHER RESOLVED that the Executive Director has the authority to approve such extra work or change orders under said contracts 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. 61-2018 adopted October 22, 2018)**

## **OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION**

### **Resolution Authorizing the Purchase of Fifteen Portable Changeable Message Boards Under ODOT Cooperative Purchasing Program for \$219,495.00**

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) is authorized to participate in contracts awarded by the Ohio Department of Transportation (“ODOT”) for the purchase of machinery, materials, supplies, or other articles under Ohio Revised Code Section 5513.01(B); and

WHEREAS, the Deputy Chief Engineer has determined that the purchase of fifteen portable changeable message boards are necessary for maintaining traffic on the Ohio Turnpike in a safe and efficient manner; and

WHEREAS, the Deputy Chief Engineer has recommended that the best equipment available to perform its operations is the American Signal CMS-T333 full matrix message boards with cellular telecommunications and GPS; and

WHEREAS, the portable changeable message boards are available for acquisition through the ODOT Cooperative Purchasing Program, and the Procurement Manager has determined that the lowest cost of obtaining the portable changeable message boards is under ODOT Contract No. 048-18 from Lightle Enterprises of Ohio, LLC, of Frankfort, Ohio, in the amount of \$14,633.00 each for a total price of \$219,495.00; and

WHEREAS, Commission action is necessary under Article V, Section 1.00 of the Commission’s Code of Bylaws because the expenditure required to purchase the fifteen portable changeable message boards exceeds \$150,000.00; and

WHEREAS, the Executive Director and Chief Engineer have reviewed the recommendation of the Deputy Chief Engineer and concur that the Commission should approve the purchase of the fifteen portable changeable message boards from Lightle Enterprises of Ohio, LLC through the ODOT Cooperative Purchasing Program.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that the purchase of fifteen portable changeable message boards from Lightle Enterprises of Ohio, LLC, of Frankfort, Ohio, through the ODOT Cooperative Purchasing Program under Contract No. 048-18, in the total amount of \$219,495.00, is approved; and

FURTHER RESOLVED that the Executive Director has the authority to approve such extra work or change orders under said contract 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. 62-2018 adopted October 22, 2018)**

## **OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION**

### **Resolution Approving an Agreement with Northwestern Ohio Security Systems, Inc. to Provide a Building Access Control Solution and Maintenance Support for a Five-Year Period Under the DAS Cooperative Purchasing Program in the Total Amount of \$451,382.00**

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

WHEREAS, the Maintenance and Technology Departments identified a need for a comprehensive enterprise-wide building security access control system to secure, permission and log access to the various administration, maintenance, service plaza and toll plaza facilities at 122 critical exterior and interior doorways; and

WHEREAS, the Chief Technology Officer and Technology Manager canvassed the marketplace and identified a product called the S2 Systems Solution as a leading solution in terms of both technical merit and price that is compatible with the Commission’s operations, technology infrastructure and physical characteristics; and

WHEREAS, the S2 Systems Solution and the necessary hardware, software, programming, training, maintenance and support is offered under the DAS Cooperative Purchasing, and the Director of Contracts Administration found that the lowest cost to obtain the equipment is under DAS Contract Schedule Number 800543 is from Northwestern Ohio Security Systems, Inc., of Lima, Ohio, as described in its Quotation Number 7964-1-0, dated October 12, 2018, for the total amount of \$387,026.00, plus an additional \$64,356.00 for five years of maintenance support services; and

WHEREAS, the Chief Technology Officer and Technology Manger recommend that the Commission authorize an agreement with Northwestern Ohio Security Systems, Inc. under the DAS Cooperative Purchasing Program for the S2 Systems Solution and the necessary hardware, software, programming, training and maintenance support which recommendation the Executive Director has reviewed and approved; and

WHEREAS, the Commission has duly considered such recommendation and approval.

NOW, THEREFORE, BE IT

RESOLVED the Executive Director is authorized to enter into a contract to purchase the S2 Systems Solution and the necessary hardware, software, programming, training, maintenance and support for a five-year period from Northwestern Ohio Security Systems, Inc. through the DAS Cooperative Purchasing Program under DAS Contract Schedule Number 800543, as described in Proposal Number 7964-1-0-1, dated August 30, 2018, in the total amount of \$451,382.00, is approved.

**(Resolution No. 63-2018 adopted October 22, 2018)**



# OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

## Resolution Authorizing Reallocation of 2013 Bond Proceeds Under Infrastructure Funding Agreements with ODOT

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

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

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

WHEREAS, on August 28, 2013, applications were submitted by the Director of Transportation to fund several infrastructure projects; and

WHEREAS, on September 9, 2013, via Resolution No. 58-2013, the Commission approved funding for all of the following projects (the “2013 Infrastructure Projects”) after the Commission’s finding that each project individually complies with the “nexus” requirements of the statute and rule:

- Cuyahoga – Innerbelt (2nd bridge) (TRAC PID No. 82119)
- Wood – I-75 Corridor (TRAC PID Nos. 95437, 84557, 95435, 95436, 25521)
- Lorain – SR 57 (TRAC PID No. 82645)
- Summit – I-271 (TRAC PID No. 89458)
- Cuyahoga – Opportunity Corridor (TRAC PID No. 96832; which is a part of TRAC PID No. 77333)
- Erie – US Route 250 (TRAC PID No. 88407)
- Lucas – I-75 (TRAC PID No. 76032)
- Lucas – I-75 / I-475 (TRAC PID No. 77254)
- Mahoning – I-80 (TRAC PID No. 77260)
- Lucas – I-475/20 (TRAC PID No. 88252)

WHEREAS, on September 16, 2013, at the request of ODOT, the Commission approved an initial allocation of the 2013 Bond Proceeds to each of the 2013 Infrastructure Projects in the respective amounts as set forth below by resolution numbered set forth below according to each project identified:

<b><u>Project Name</u></b>	<b><u>TRAC PID Nos.</u></b>	<b><u>Total</u></b>	<b><u>Commission Resolution No.</u></b>
Cuyahoga – Innerbelt (2 <sup>nd</sup> bridge)	82119	\$273,119,723	60-2013
Wood – 75 Corridor	95437 84557 95435 95436 25521	\$270,980,277	63-2013
Lorain – SR 57	82645	\$16,000,000	64-2013
Summit – 271	89458	\$60,000,000	69-2013
Cuyahoga – Opportunity Corridor	96832 77333	\$39,000,000	61-2013
Erie – US 250	88407	\$12,900,000	62-2013
Lucas – I-75	76032	\$20,000,000	67-2013
Lucas – I-75 / I-475	77254	\$163,000,000	65-2013
Mahoning – I-80	77260	\$65,000,000	68-2013
Lucas – I-475/20	88252	\$10,000,000	66-2013
	<b>TOTAL:</b>	<b>\$930,000,000</b>	

WHEREAS, after construction began for each of the 2013 Infrastructure Projects, ODOT determined that the allocation of 2013 Bond Proceeds to each of the 2013 Infrastructure Projects originally identified (above) needed to be reallocated as set forth below:

<b><u>Project Name</u></b>	<b><u>TRAC PID Nos.</u></b>	<b><u>Originally Approved Total</u></b>	<b><u>Requested Adjustment</u></b>	<b><u>Revised Total</u></b>
Cuyahoga – Innerbelt (2 <sup>nd</sup> bridge)	82119	\$273,119,723	\$1,900,000	\$275,019,723
Wood – 75 Corridor	95437 84557 95435 95436 25521	\$270,980,277	\$12,300,000	\$283,280,277
Lorain – SR 57	82645	\$16,000,000	\$500,000	\$16,500,000

<u>Project Name</u>	<u>TRAC PID Nos.</u>	<u>Originally Approved Total</u>	<u>Requested Adjustment</u>	<u>Revised Total</u>
Summit – 271	89458	\$60,000,000	(\$11,000,000)	\$49,000,000
Cuyahoga – Opportunity Corridor	96832	\$39,000,000	(\$25,000,000)	\$14,000,000
Erie – US 250	88407	\$12,900,000	\$1,100,000	\$14,000,000
Lucas – I-75	76032	\$20,000,000	\$43,000,000	\$63,000,000
Lucas – I-75 / I-475	77254	\$163,000,000	(\$40,800,000)	\$122,200,000
Mahoning – 80	77260	\$65,000,000	\$500,000	\$65,500,000
Lucas – I-475/20	88252	\$10,000,000	\$17,500,000	\$27,500,000
	<b>TOTAL:</b>	\$930,000,000	\$0	\$930,000,000

WHEREAS, per Resolution 33-2015, the Commission approved amendments to each funding agreement for each of the 2013 Infrastructure Projects for the purpose of reallocating the 2013 Bond Proceeds among each of the 2013 Infrastructure Projects, all as identified above; and

WHEREAS, after ODOT substantially completed the 2013 Infrastructure Projects, ODOT has determined that the costs of certain infrastructure projects will be less than the approved, revised total amount as set forth in the chart above; and

WHEREAS, federal tax laws and state laws require that the Commission spend all of the 2013 Bond Proceeds on appropriate, eligible public projects; and

WHEREAS, ODOT has requested that the Commission reallocate any amount of the 2013 Bond Proceeds not spent on an infrastructure project listed above; and

WHEREAS, the Chief Financial Officer/Comptroller has recommended to the Commission that any of the 2013 Bond Proceeds which were allocated to an infrastructure project (as listed above) but which infrastructure project costs were less than the revised total allocation (as listed in the chart above) be used to reimburse ODOT for costs incurred on the Opportunity Corridor infrastructure project, for which the Commission determined that said infrastructure project complies with the “nexus” requirements of the statute and rule via Resolution No. 58-2013, and that in accordance with the requirements of Section 5537.18 of the Ohio Revised Code and Administrative Rule 5537-10-01, the Opportunity Corridor project possesses the required transportation-related “nexus” to the turnpike system and qualifies for infrastructure funding by the Commission; and

WHEREAS, the Commission has duly considered ODOT’s request relating to the aforementioned infrastructure funding agreements.

NOW, THEREFORE, BE IT

RESOLVED that the Executive Director and the General Counsel are hereby authorized to prepare and execute the necessary amendments to the funding agreements for the 2013 Infrastructure Projects in order to reallocate 2013 Bond Proceeds among the 2013 Infrastructure Projects so that all of the 2013 Bond Proceeds are spent; and

FURTHER RESOLVED that in the event that all of the 2013 Infrastructure Projects are completed and there remains unspent 2013 Bond Proceeds, then the Executive Director and the General Counsel are hereby authorized to prepare and execute the necessary amendments to the funding agreements for the 2018 Infrastructure Projects (authorized by Resolution No. 7-2018) in order to reallocate 2013 Bond Proceeds among the 2018 Infrastructure Projects so that all of the 2013 Bond Proceeds are spent in accordance with IRS rules and regulations; and

FURTHER RESOLVED that all of the 2013 Bond Proceeds used to reimburse ODOT for those approved infrastructure projects shall be in accordance with the terms and conditions of said infrastructure project funding agreements and the aggregate amount of project funds used to reimburse ODOT for infrastructure project costs shall not exceed the aggregate amount of the 2013 Bond Proceeds plus the 2018 Bond Proceeds; and

FURTHER RESOLVED that in accordance with Section 5537.18 of the Ohio Revised Code, the Commission's determinations concerning funding of the infrastructure projects known as the Cuyahoga – Innerbelt (2nd bridge) TRAC PID No. 82119; Wood – 75 Corridor TRAC PID Nos. 95437, 84557, 95435, 95436, and 25521; Lorain – SR 57 TRAC PID No. 82645; Summit – 271 TRAC PID No. 89458; Cuyahoga – Opportunity Corridor TRAC PID Nos. 96832 and 77333 and 96833; Erie – US 250 TRAC PID No. 88407; Lucas – I-75 TRAC PID No. 76032; Lucas – I-75 / I-475 TRAC PID No. 77254; Mahoning – 80 TRAC PID No. 77260; Lucas – I-475/20 TRAC PID No. 88252; I-75 reconstruction and reconfiguration; I-75 and SR-25 interchange (PID no. 93594); and I-75 reconstruction and the Maumee River Bridge (PID no. 93592) shall be “conclusive and incontestable.”

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

**(Resolution No. 64-2018 adopted October 22, 2018)**

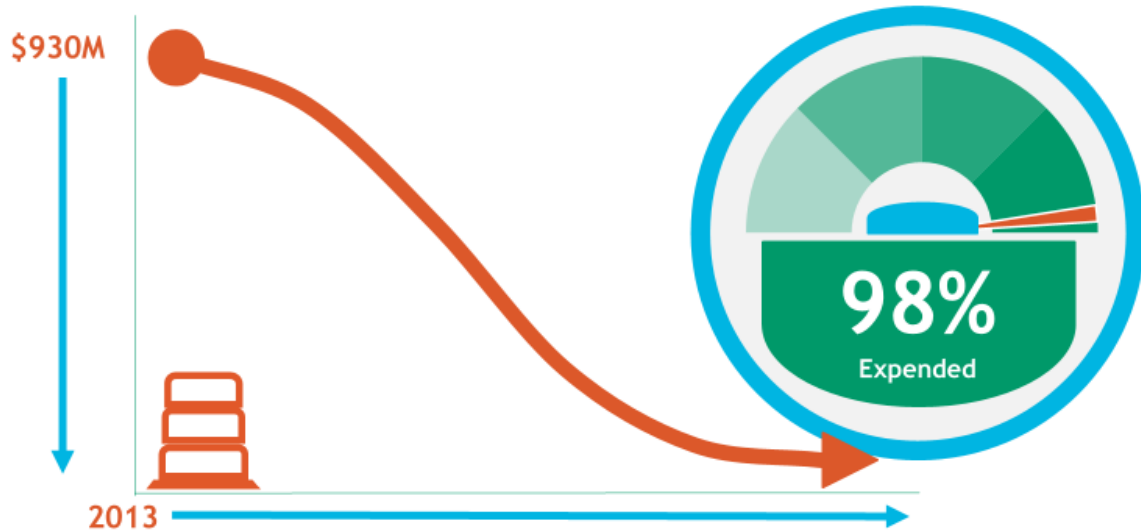


1<sup>ST</sup> ROUND UPDATE (2013)



**\$930M**

## 1<sup>ST</sup> ROUND UPDATE (2013)



## 1<sup>ST</sup> ROUND (2013) - CLOSURE PROCESS



As projects progress through the closure process, funding balances can be applied to approved 2018 2<sup>nd</sup> round projects ensuring all funds are expended.

## 2<sup>ND</sup> ROUND UPDATE (2018)

