

**MINUTES OF THE 601st MEETING OF THE OHIO TURNPIKE
AND INFRASTRUCTURE COMMISSION
November 18, 2013**

Chairman Hruby: (10:00 a.m.) It is now 10:00 a.m., and we will begin our Meeting. Would you please now stand and join me in our Pledge of Allegiance. (Pledge of Allegiance is recited by all in attendance). Good morning. The Meeting will come to order. I asked that everyone please sign in, if you have not do already, so we can keep an accurate record of who was in attendance of our Meeting. Will the Executive Director please call the roll?

Director Hodges: Chairman Hruby.

Chairman Hruby: Here.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Here.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Present.

Director Hodges: Commissioner Dixon

Mr. Dixon: Here.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Here.

Director Hodges: Ms. Townley.

Ms. Townley: Here.

Director Hodges: Mr. Kauffman.

Mr. Kauffman: Present.

Director Hodges: Senator Manning.

Senator Manning: Here.

Director Hodges: Representative Dovilla sent his regrets. We have a quorum.

Chairman Hruby: This is the 601st Meeting of the Ohio Turnpike and Infrastructure Commission. We are meeting at the Commission Headquarters as provided by our Code of Bylaws. Various reports will be received, and we have four Resolutions to act on, draft copies of which have been provided to our Members previous to this Meeting. The Resolutions will be explained thoroughly during the appropriate report. Can I have a Motion to adopt the Minutes of the October 21, 2013 Commission Meeting?

Vice Chairman Balog: So moved.

Chairman Hruby: Moved by Vice Chairman Balog. Is there a second?

Mr. Paradiso: Second.

Chairman Hruby: Seconded by Mr. Paradiso. Call the roll please.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Ms. Townley.

Ms. Townley: Yes.

Director Hodges: Unanimous.

Chairman Hruby: Welcome Ms. Townley who is sitting in today for our Director and Mr. Murphy. It is nice to have you. We will move on to the report of our Secretary-Treasurer, Sandra Barber.

Secretary Barber: Thank you Mr. Chairman. I would like to inform everyone that the following items have been sent to the Members of the Commission since the last scheduled Meeting of the Commission on October 21, 2013:

1. Four Resolutions;
2. Minutes of the October 21, 2013 Commission Meeting; and
3. The Agenda for today's Meeting.

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

4. Traffic Crash Summary Report, October, 2013;
5. Proposed 2014 Capital and Operating Budgets;
6. Traffic and Revenue Report, October, 2013;
7. Investment Report, October, 2013;
8. Financial Statement, October, 2013;
9. Total Revenue by Month and Year, October, 2013; and
10. Various News Articles.

That concludes my report, Mr. Chairman.

Chairman Hruby: Thank you. Are there any questions for Mrs. Barber? Hearing none, we will move on to the report of our Executive Director, Mr. Hodges.

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

This morning, we want to take the opportunity to update you on some exciting new projects that are taking shape.

A draft of the Commission's 2014 Budget is in your folders. It will show our continuing efforts to improve quality and cut costs. I am going to make our CFO nervous, and I will leave it to him to discuss the details next month, but our 2013 expenditures are well below budget. Barring any unforeseen events, I think you will be pleased with our cost cutting efforts to date.

As a part of our strategic planning effort, Robin will be introducing Lauren Hakos in a few minutes to discuss our marketing efforts. Our marketing efforts are focused on identifying who are customers are and what they need in the hope of increasing traffic on the Turnpike. She will tell you about an exciting new initiative with *E-ZPass* to encourage commuters to use our road. Marty will elaborate on the initiative in his report. We have already seen significant increases in utilization through our efforts to expand our *E-ZPass* to retail outlets. We are currently distributing about 100 transponders per day at our Service Plazas. Those efforts will continue, but this new initiative will actually reward commuters for using our road.

You will also be hearing about our new Technology Initiative. Our Deputy Executive Director has been working with our Technology Department to bring us into the 21st century. One Resolution on today's Agenda will enable us to update and automate our processes and make some badly needed changes to improve efficiency, protect our operations and serve our customer.

You will also be considering a Resolution that would enable us to collaborate with ODOT in the construction of a rumble strip sound mitigation barrier at our North Ridgeville exit. This particular project, for your consideration, is unique and highly localized. In the past, a

series of accidents and near accidents, including one fatality, at the toll booth led the Commission to install rumble strips to manage traffic and protect the safety of toll workers. The solution worked, but the result has significantly increased noise for people living in the area. As I said, this situation is unique and is directly the result of our risk mitigation efforts. No one, least of all the residents, could have anticipated that we would add rumble strips or the impact of the strips on noise. We are not asking you to set a precedent or establish policy, rather to allow us to work with ODOT to correct one isolated, local problem that arose because of our efforts to protect our toll workers.

Finally, I would like to address a regular subject that the Members have discussed in these Meetings. The Ohio Turnpike and Infrastructure Commission is committed to progressive contracting practices that empower all firms to compete for the Commission's business. We are also committed to enlarging our pool of available, quality bidders to make sure the Commission gets the best value with its contracts.

We have a policy that encourages outreach to minority, female owned and disadvantaged businesses. We have had success with this policy in the past and have continued to improve. For example, a recent survey of purchase orders indicates we have been able to increase our minority participation from 7.5% in 2012 to 10.5% in 2013.

In listening to Commission Members and, particularly, Mr. Dixon it is clear to me we would like to do more. Over the past couple of months, we have reached out to the Governor's Administration, which is also very committed to encouraging contracting opportunities for minority, female owned and disadvantaged businesses. We have learned about their EDGE Program and have determined that with a few modifications, to comply with the Commission's legal structure; we can adapt much of it to our contracting practices. The end result would be a

more aggressive effort, with quantifiable goals and incentives to increase the participation of minority, female owned and disadvantaged business. It would increase expectations and improve results. It would also enable us to partner with the Kasich Administration in an area where they have already demonstrated considerable success.

I would like to ask our General Counsel to discuss our work to date. After hearing her presentation, I would like to ask for direction from this Commission to prepare a comprehensive proposal that you could consider for implementation by the March meeting. With your permission Mr. Chairman, I would turn the floor over to our General Counsel.

Chairman Hruby: Kathy.

General Counsel: Thank you. Good morning Mr. Chairman and Commission Members. The statutory provisions establishing the Commission's procurement process and enumerating the powers of the Board to enter into contracts, and the liabilities that may accompany your decision making in that regard, must be considered when determining what type of more formal program could be instituted to encourage additional MBE/FBE/DBE participation in the Commission's contracts. The Legal Department has conducted a significant amount of research on this topic, and continues to explore the types of programs that have been put into place by the State and other governmental entities, such as the City of Cleveland, the City of Toledo, Cuyahoga County, RTA, port authorities, etc.

It is our aim to establish a program that, if challenged, would not subject the Commission and its board members to any substantial risk of liability. In this vein, we believe that there is a legal foundation for conducting an EDGE-like program, such as the one referred to by the Director and, administered by the State of Ohio. In 2003, the General Assembly enacted Section 123.152 of the Ohio Revised Code and established the business assistance program known as the

Encouraging Diversity, Growth, and Equity (“EDGE”) Program. While the statutory scheme establishing the Ohio EDGE Program is not applicable to contracts awarded under the Commission’s independent authority, this does not mean that the Commission cannot implement a similar program tailored to meeting the legal requirements of our bidding statutes and our indenture, operating the program in a manner that minimizes the risk of challenge to the authority of the Board to institute such a Program, and accomplishing the public interest they intend to serve.

It is our intent to present a policy to the Board, hopefully, by the March meeting, to institute a program that will allow the Commission to establish goals for participation by EDGE certified vendors in Commission-issued contracts for construction, goods, and services. Prior to developing the policy, we have more work to complete. We have been engaging in the outreach I spoke of to learn more about the various certification processes engaged in by other entities, and whether we can utilize those methods to encourage more MBE/FBE/DBE vendor participation without reinventing the wheel. We also have been engaged in a deeper introspective look at where we stand with our numbers. As the Director indicated, we are at roughly 10.5% participation level for non-legacy contracts in 2013, which is a very good and improved number. We are very proud of that. However, in developing the new policy, we need to learn more about where we can improve even further to do better. This is a work in progress and will lay the foundation for the development of the policy, the certification process, and the goals we will set.

With that Mr. Chairman and Commission Members, I would be happy to answer any other questions you might have. Otherwise, if you could undertake the discussion the Director requested.

Chairman Hruby: Are there any questions? Mr. Hodges, will you further the discussion?

Director Hodges: With the Commission's awareness and approval, we will present a policy at the March Meeting for your consideration, and discuss it with you in advance.

Chairman Hruby: It is something that we have talked about for quite some time. I am very happy that we are moving forward in this direction. Mr. Paradiso, are you up-to-speed on this issue?

Mr. Paradiso: Yes. I have been brought up-to-speed. I appreciate the forward conversations about this.

Chairman Hruby: I know that Vice Chairman Balog in the past years has been actively involved in this issue.

Chairman Hruby: Yes Mr. Dixon.

Mr. Dixon: I am happy to hear these words. Being aware of where we were when I first started on this Commission many years ago, and the direction that we are taking in the last few years. Rick, I really want to thank you for your leadership and your staff for really putting the pedal down to speed things up these past two years. What I have always said is that I want to change the culture of what is happening out here, so that a person like George Dixon does not have to sit here and look at every contract and imagine or argue about, "Did we do this?" or "Did we do that?" We change the culture so that every contract does certain things: every contract looks for minority participation; every contract is open to minority participation; contracts have checks and balances to see if we are getting these type of responses, then it will not be necessary for any Commission Member to do that. I am just happy. I know that there is still a lot of work to be done. The work that has been put in, and Kathy, and I you have been

back-and-forth on this many times, and I know you have tried to accommodate my requests. I think this is a great step forward. I think this is a good thing. I want to thank you all for this. This is a very good first step.

Chairman Hruby: Are there any other comments or questions? Thank you both for your work on this. On behalf of the Commission, I appreciate it very much. We will look forward to the proposal in March.

General Counsel: If I just might add, Mr. Chairman and Commission Members, we will be updating the Board as we progress along. You will be hearing more from us before March but, hopefully, at the March meeting we will have the new policy.

Mr. Dixon: One more thing, Mr. Chairman. This is good business. It does a lot of other things. But, this is just good business. That is what we are doing at the Turnpike, good business.

Chairman Hruby: Thank you all for your comments. Do you have anything further?

Director Hodges: That concludes my report.

Chairman Hruby: We will turn it over to our Deputy Executive Director, Robin.

DED Carlin: Thank you. Good morning everyone. This morning I have two Resolutions to present for your consideration and approval as well as an update with the Strategic Planning progress.

The first Resolution is for approval to extend our current software Maintenance Agreements with two separate companies, Apteau, Inc. (f.k.a. Ross Systems, Inc.) and NOW Solutions, Inc.

Apteau, Inc., of Atlanta, Georgia, provides software maintenance and support for the Commission's Integrated Business Application Systems. The Commission has been utilizing the

ROSS System since 1996, which has six modules: equipment maintenance, financial reporting, inventory, purchasing, human resources and payroll functions.

In 2001, Ross Systems sold off their human resources and payroll components to NOW Solutions, of Toronto, Canada, and, eventually, Ross Systems, through technology mergers, became Aptean, Inc. The most recent renewal for these Agreements will expire on December 30, 2013. Upon expiration of the current Maintenance Agreement with Aptean, Inc., the annual fees for maintenance and support services have been quoted at a maximum cost increase of 7% per year. Cost for the annual renewals for Aptean, Inc. software, maintenance and support services will increase to a maximum of \$78,402.75 for 2014, \$83,106.92 for 2015, and \$88,093.33 for 2016. Maintenance and support services, provided by NOW Solutions, has been quoted at the annual rate of \$26,280.33 for a total three year cost of \$78,841.00.

The Technology Manager, CFO/Comptroller and myself have been satisfied with the performance of both Aptean, Inc. and NOW Solutions, as well as their products.

Since the expenditures of each of these Maintenance Agreement renewals will exceed the \$150,000.00 threshold in total, we are asking for your approval. With your permission Mr. Chairman, if the General Counsel would please read the Resolved.

Chairman Hruby: Please.

General Counsel: RESOLVED that the Executive Director and General Counsel are authorized to enter into up to three, one-year extensions of the Maintenance Agreement with **Aptean, Inc., of Atlanta, Georgia**, in amounts not to exceed **\$78,402.75 for 2014, \$83,106.92 for 2015 and \$88,093.33 for 2016**, under which Aptean, Inc. shall provide continued maintenance and software support services for the software modules used to perform the Commission's equipment maintenance, financial reporting, inventory and purchasing functions; and

FURTHER RESOLVED that the Executive Director and General Counsel are authorized to enter into a three-year extension of the Maintenance Agreement with **NOW Solutions, Inc., of Toronto, Canada**, for **2014, 2015 and 2016** in the total amount of **\$78,841.00**, under which

NOW Solutions shall provide continued maintenance and software support services for the software modules used to perform the Commission's HR and payroll functions.

Chairman Hruby: For the Resolution, what is your action to be taken?

Vice Chairman Balog: Motion to adopt.

Chairman Hruby: Vice Chairman makes the motion to adopt. Is there a second?

Secretary Barber: Second.

Chairman Hruby: Second by Mrs. Barber. Is there any discussion or questions? Please, Mr. Paradiso.

Mr. Paradiso: We had some discussion, I believe, at one of my first Meetings a few months ago about our overall technology strategy, as well as a cooperating and working with the Governor's Office, OBM and finding other opportunities for technology. Did we explore any of those as this was looked at, and does OBM have any solution for us?

DED Carlin: We actually reached out to Randy Cole at OBM, and we have had some conversations with him to try and see where we could move forward. We have been working with DAS as far as their cooperative services, and we have been working on forging partnerships as far as what other departments could do. Unfortunately, when it comes to Apteon, Inc., we have been part of this system for so long that it provides all of the detailed support for our financial mechanisms, inventory control, and purchasing components and then NOW Solutions covers human resources and payroll. So, I think, to have a change at this point would probably just send all of us into shambles as far as a learning curve. The two contracts that you are considering today ensure that we can continue with these products for the next three-year period. Then, also, towards the end of that period, we are going to be analyzing what we can do

as far as looking to see if the state has a better system for us, or if there are other partners that we can look at to be able to provide this similar type service.

Mr. Paradiso: I am sure that you have done your homework. I would say that the vendors are probably aware of when they are giving us the maximum of 7% increases, they are aware that we cannot move as well, so we might have backed ourselves into a corner, and I just want to make sure that we open up some options.

DED Carlin: One of the things that we are doing to address that is we are only reviewing for one-year at a time with Apteau. We have the right to extend up to three years, but we are particularly looking at the one-year to get us through the hump, so that we can start the analysis process to see if there is a way to do it better or cheaper. Also, what it says to them is that, if they want our business over that full three-year period, they better pull it together and give us outstanding service and quality. So, we are trying not to look like an easy target for a three-year period.

Mr. Paradiso: Thank you.

Chairman Hruby: Are there any other questions or comments? If not, roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Ms. Townley.

Ms. Townley: Yes.

Director Hodges: Six to zero.

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Directing the Executive Director to Take Action Concerning the Extension of Aptean, Inc. (f.k.a. Ross Systems, Inc.) and NOW Solutions, Inc. Software Maintenance Agreements

WHEREAS, pursuant to Resolution No. 68-1996 adopted on November 12, 1996, the Commission authorized an Agreement with Ross Systems, Inc., of Atlanta, Georgia (“Ross Systems”) to furnish and install software for an Integrated Business Application System, incorporating six different modules to assist in the performance of the Commission’s equipment maintenance, financial reporting, inventory, purchasing, human resources and payroll functions; and

WHEREAS, the Agreement also included a twenty-year software license (through 2016), and three-year terms covering all necessary software maintenance and support services; and

WHEREAS, in 2001, a portion of Ross Systems’ business pertaining to the software modules related to human resources (“HR”) and payroll was purchased by a company known as NOW Solutions, Inc., of Toronto, Canada (“NOW Solutions”); and

WHEREAS, since that time, Ross Systems has maintained and supported the software modules used for the performance of equipment maintenance, financial reporting, inventory and purchasing functions, and NOW Solutions has maintained and supported the software modules used for the performance of HR and payroll functions; and

WHEREAS, the most recent renewals of the Ross Systems and NOW Solutions Maintenance Agreements occurred in December 2010, via Resolution No. 46-2010, under which the Commission authorized renewals for a three-year period, which period expires at the end of 2013; and

WHEREAS, since the last renewal of the Maintenance Agreement, a company known as Aptean, Inc., of Atlanta, Georgia, has acquired ownership of the Ross Systems software used by the Commission; and

WHEREAS, upon expiration of the current Maintenance Agreement with **Aptean, Inc.** the annual fees for maintenance and support services have been quoted at a maximum escalator of 7% and, therefore, costs for annual renewals of Aptean, Inc.'s software maintenance and support services will increase to a maximum of **\$78,402.75** for **2014**, **\$83,106.92** for **2015** and **\$88,093.33** for **2016**; and

WHEREAS, the maintenance and support services to be provided by **NOW Solutions** for the upcoming three-year period have been quoted at the annual rate of **\$26,280.33**, or a three-year total of **\$78,841.00**; and

WHEREAS, the Deputy Executive Director, the CFO/Comptroller, and the Technology Manager are all satisfied with the performance of the Integrated Business Application Systems applicable to their respective departmental operations, and agree that the Commission should authorize renewal of the Maintenance Agreement with Aptean, Inc. for up to three, one-year periods and with NOW Solutions for the full three-year period; and

WHEREAS, during this next year, the Commission's Technology, Accounting and Engineering staff will begin the process of exploring the Commission's future Integrated Business Application System software needs in order to determine whether a license extension should be negotiated with Aptean, Inc. and/or NOW Solutions in 2016, or whether new software should be procured; and

WHEREAS, inasmuch as proposed expenditures under these Maintenance Agreement extensions will exceed \$150,000.00, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission approval to extend these respective Maintenance Agreements is requested; and

WHEREAS, the Commission's Executive Director has reviewed the reports submitted by Commission staff, and, predicated upon such analysis, has recommended to the Commission that the Maintenance Agreements with both Aptean, Inc. and NOW Solutions be extended as outlined herein; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Executive Director and General Counsel are authorized to enter into up to three, one-year extensions of the Maintenance Agreement with **Aptean, Inc.**, of **Atlanta, Georgia**, in amounts not to exceed **\$78,402.75** for **2014**, **\$83,106.92** for **2015** and **\$88,093.33** for **2016**, under which Aptean, Inc. shall provide continued maintenance and software support services for the software modules used to perform the Commission's equipment maintenance, financial reporting, inventory and purchasing functions; and

FURTHER RESOLVED that the Executive Director and General Counsel are authorized to enter into a three-year extension of the Maintenance Agreement with **NOW Solutions, Inc.**, of **Toronto, Canada**, for **2014, 2015 and 2016** in the total amount of **\$78,841.00**, under which

NOW Solutions shall provide continued maintenance and software support services for the software modules used to perform the Commission's HR and payroll functions.

(Resolution No. 74-2013 adopted November 18, 2013)

Chairman Hruby: Okay. Onto the next, Robin.

DED Carlin: My second Resolution for the Commission's consideration and approval is for the purchase of a Converged Network Infrastructure Solution to replace the existing physical data servers and network attached storage system. Based on the consensus Audit Guidelines Review conducted in 2012 for Ohio's Office of Information Security and Privacy and the Technology Assessment conducted in 2013 by Experis Finance, the Technology Manager and his staff have determined that the Ohio Turnpike's outdated data servers and network attached storage system equipment requires replacement to improve data system security and performance, to increase file storage capacity, to meet hardware life-cycle expectations, and reduce overall maintenance cost. The solution will also provide full redundancy for the disaster recovery site.

In an effort to reduce cost and expedite the procurement process, the Ohio Turnpike focused on vendors that participate in the Ohio Department of Administrative Services' State Term Schedule Procurement Program. A request for information was sent to four participating vendors, to which, three vendors submitted responses. The Technology Manager and his staff have reviewed the responses and determined that the best purchase price for Converged Network Infrastructure Solution under State Term Contract Index No. STS-033, Schedule No. 533457-3, was submitted by Unisys Corporation, of Rochester Hills, Michigan, in the not-to-exceed amount of \$397,125.00. The proposed Converged Network Infrastructure Solution to be provided by Unisys Corporation includes a full three-year warranty for both equipment and software, as well

as training and technical support with annual Maintenance Agreements for the upkeep of the system. As the expenditure of this purchase of Converged Network Infrastructure Solution will exceed \$150,000.00, we are asking for your approval. With your permission Mr. Chairman, if the General Counsel would please read the Resolved.

General Counsel: RESOLVED that the Commission's Executive Director and Procurement Manager are hereby authorized to proceed with issuing a Purchase Order in the not-to-exceed amount of **\$397,125.00** for the Converged Network Infrastructure Solution proposed by **Unisys Corporation, of Rochester Hills, Michigan**, via the Commission's membership in the ODAS Cooperative Purchasing Program, specifically, through **State Term Contract Index No. STS-133 Schedule No. 533457-3**, and to take any and all action necessary to properly carry out the terms of said purchase.

Chairman Hruby: Is there a motion?

Vice Chairman Balog: So moved.

Secretary Barber: Second.

Chairman Hruby: Are there any other questions or comments? Hearing none, roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Ms. Townley.

Ms. Townley: Yes.

Director Hodges: Six to nothing.

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Purchase of a Converged Network Infrastructure Solution under the ODAS Cooperative Purchasing Program

WHEREAS, based on the Consensus Audit Guidelines review conducted in 2012 for the State of Ohio's Office and Information Security Privacy, as well as the Technology Assessment conducted in 2013 by Experis Finance, the Commission's Technology Manager has determined that the Commission's existing data servers and EMC Network Attached Storage System are obsolete and require replacement; and

WHEREAS, the Commission's Technology Department staff prepared specifications for a new Converged Network Infrastructure Solution to replace the obsolete data servers and EMC Network Attached Storage System and submitted them to the Commission's Procurement Manager, who issued a Request for Information ("RFI") containing the specifications and also requesting pricing from four vendors identified under the Ohio Department of Administrative Services ("ODAS") Cooperative Purchasing Program that could provide the Converged Network Infrastructure Solution via State Term Contract; and

WHEREAS, pursuant to Resolution No. 32-2003 adopted on July 21, 2003, the Commission's Executive Director was authorized to participate in State Contracts under the ODAS Cooperative Purchasing Program, through which members may purchase supplies, services, equipment and other materials pursuant to Ohio Revised Code Section 125.04, and the Commission continues to maintain a current membership in said Cooperative Purchasing Program; and

WHEREAS, three of the vendors listed under the applicable ODAS State Term Contract timely submitted information and pricing in response to the RFI, and an evaluation team consisting of the Technology Manager and four members of his staff carefully reviewed the proposed Solution and pricing, determining that the best purchase price for the specified Converged Network Infrastructure Solution under **State Term Contract Index No. STS-033, Schedule No. 533457-3** was submitted by **Unisys Corporation, of Rochester Hills, Michigan**, in the not-to-exceed amount of **\$397,125.00**; and

WHEREAS, the proposed Converged Network Infrastructure Solution to be provided by Unisys Corporation shall include a full three-year warranty for both equipment and software, as well as training and technical support and, thereafter, the Commission will enter into annual maintenance agreements for upkeep of the System; and

WHEREAS, the obsolete data servers and the EMC Network Attached Storage System shall be disposed of by the Procurement Department in accordance with the Commission's Property Disposal Policy after the new Converged Network Infrastructure Solution is in place; and

WHEREAS, the expenditures by the Commission for the Converged Network Infrastructure Solution will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission authorization of this purchase is required; and

WHEREAS, the Commission's General Counsel has reviewed the proposed purchase and has advised the Commission that said purchase is in conformance with Commission Resolution No. 32-2003; and

WHEREAS, the Executive Director has reviewed the reports of both the Technology Manager and the General Counsel and concurs with their recommendation that the Commission approve the purchase of the Converged Network Infrastructure Solution via the ODAS Cooperative Purchasing Program from Unisys Corporation; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission's Executive Director and Procurement Manager are hereby authorized to proceed with issuing a Purchase Order in the not-to-exceed amount of **\$397,125.00** for the Converged Network Infrastructure Solution proposed by **Unisys Corporation, of Rochester Hills, Michigan**, via the Commission's membership in the ODAS Cooperative Purchasing Program, specifically, through **State Term Contract Index No. STS-133 Schedule No. 533457-3**, and to take any and all action necessary to properly carry out the terms of said purchase.

(Resolution No. 75-2013 adopted November 18, 2013)

DED Carlin: Lastly, I would like to report on the Strategic Planning Progress to date. Under Critical Issue #1, Finance: We will be presenting to you at the December Meeting a Resolution to allow the Commission to enter into an agreement to explore revenue generation opportunities through naming rights.

Under Critical Issue #2, Workflow Processes: Each of our 16 departments are steadily working towards updating their Standard Operating Procedures ("SOP's") and, further, the

Technology and Finance are entertaining proposals to provide Workflow Process solutions to improve our existing processes.

Under Critical Issue #3, Technology: The Commission's approval of the Resolutions today will help us achieve our important goal of improving the Commission's technology infrastructure.

Critical Issue #4, Workforce: The Executive Director, CFO/Comptroller, Director of Audit and Internal Control and myself, are in the final stages of approving a Staffing Analysis, which outlines the Commission's Workforce challenges. It looks at succession planning possibilities and challenges, as well as addressing training and staffing improvements.

Critical Issues #5, Marketing and Communications Strategy: You will hear from Lauren Hakos, our Marketing and Communications Manager. Lauren will explain the progress being made, and making significant improvements to better communicate with our customers, with our employees, and with our partners. I think you will agree that there is some pretty exciting information, and I hope you will enjoy it. With that, I will turn it over to Lauren to update you on this particular Critical Issue.

MarCom Manager Hakos: Good morning Chairman and Commission Members. As Robin mentioned, today I will be covering some of the initiatives underway in the Marketing/Communications Department (MarCom) and, some of the strategies that we are working on as part of Critical Issue #5, which is, essentially, expanding and enhancing the Ohio Turnpike's Communications efforts and "Telling Our Story" to our stakeholders, employees, current and potential customers, the general public, community partners, legislators, and the media.

The Strategic Plans and processes we are developing involve nearly every department within the Turnpike, so I am thrilled that we have the support of multiple departments that make up the Critical Issue #5 team. This includes: Office Services Manager, Ron Burgess; Western District Toll Supervisor, Jayne Ferreira; Eastern Division Service Plaza Manager, David DeFlorentis, and Employment Relations Manager, Matt Cole.

Because I'm limited on time, I will not be able to fully cover all of the exciting things that the MarCom Department and Critical Issue #5 team are working on, so I will merely highlight some of the projects. But it is fair to say, that we are all very busy, and I am happy to give another update anytime.

One of the main areas where we are focusing our attention and working to enhance communications is with our employees. They certainly are an important target audience for us. Not only do we want to make sure that they have the necessary information to do their jobs effectively, but we also need to inform them about pretty much everything the Turnpike is doing because they are on the front lines. They are interacting and speaking to our customers daily, so it is very important that they are kept informed.

We decided to do an employee survey. It is not something that we have ever done in the past. We conducted the survey last month. We had 177 employees complete the survey and received some excellent feedback, including the results you see on this slide.

- 85% of our employees feel we are doing good job relaying information.
- Almost all of our employees are checking our website for information.

From the survey responses, we know that the website is a great place to continue posting information for employees to access. And from the graphic, you can see that nearly all of our

employees are reading the HR employee newsletter from cover to cover, another great place to give them information that they need.

There is always room for improvement. What we found from them, specifically, is that what they would like to have more information about are: 1) the Commission Meetings; 2) more construction project details; and 3) more on the Employee Extranet. We are addressing these requests. Not only are the Commission Meeting Resolutions and construction projects posted on our website, they are also being included in the HR newsletter along with a summary of the Commission Meeting, a copy of which is in your folders.

Another way we wanted to improve communications with employees is by providing key talking points and important information that we continually relay to the public through our marketing and communications efforts. These are things that make us proud Turnpike employees, and things we want to be sure our employees know so they can share them with others.

It is the “word of mouth” marketing campaign at its finest. For example, if you are at a BBQ with your neighbors and someone says something about Turnpike toll rates, now you can say well actually, “our passenger car toll rates are the third lowest in the nation and our commercial driver toll rates are the lowest in the nation.” This is information that we feel is important that they know. A copy of our “Turnpike Proud” poster is in your packet in draft form. Once complete, it will be posted at every location, and all of our employees will have more information at their fingertips.

Another item is, “Getting to Know You Better.” This is a fun thing that we want to do. The Turnpike is 241 miles. We have many locations across the state so, understandably, not every employee knows all of their co-workers. We thought it would be fun to conduct

interviews of our employees focusing on their daily activities and, then, also some fun facts about themselves that they might want to share. We will be posting those videos on our Employee Extranet. We are going to roll that program out next month. We have one employee in Toll Operations and one in Maintenance who will be featured.

Along the lines of employee communications, we have updated our public website on the Commission to include Commission Members and senior staff photos and they are linked to their bios and Turnpike e-mail address.

Another key component to enhancing our communications is better understanding our travelers. We know a great deal about them such as: their age, gender, amenities preferred at our plazas, and what interchanges they use, but we are looking to find out more about their travel patterns; how often they use the Turnpike; do they choose it over another route and why; and why do they choose another route when the Turnpike may be a viable option.

We are working with our Traffic Consultant, Jacobs Engineering, which has drafted a survey for our customers and non-customers. It is a much more comprehensive survey than anything we have done internally, and the results will provide us with very useful and measurable statistics that we can use to tailor our Marketing and Communications Plan to targeted customer groupings moving forward.

I am excited to announce that we are rolling out the survey today. We have created a “buck slip” that our Toll Collectors will be handing to our cash-paying travelers as they exit the Turnpike. We will also be promoting the survey on our website, various social media outlets, a Turnpike TV commercial to be aired in our Service Plazas, and a press release following today’s meeting. We have included a QR code on the buck slip. This is a newer form of technology. A

customer simply downloads the QR code app onto their smartphone, which then allows you can scan the QR code and it will, in turn, take you directly to the Turnpike survey.

We are also working on a Customer Communications Campaign. We are surveying both our *E-ZPass* and non *E-ZPass* customers. We know one area where we can do better is with our commuters. Thanks to Governor Kasich's Jobs and Transportation Plan and his initiative to freeze toll rates starting January 1, 2014 for *E-ZPass* passenger customers traveling 30 miles or less, this has given us a great opportunity to promote the Turnpike as a commuter-friendly route. We have taken that even a step further and, as of January 1, 2014, we will be providing an additional incentive for frequent *E-ZPass* passenger car customers by waiving the .75 monthly account fee for those customers who use the Turnpike for 30 single trips or 15-round trips per month, which may be a reason why some people choose an alternate route over the Turnpike. We will be advertising this through a direct-to-driver promotion whereby our toll collectors will hand customers a buck slip with the details about this program. We will also promote the program on social media websites, the Turnpike website, and through press releases.

A little more about the *E-ZPass* retail program. We are looking forward to collecting a lot of data from the survey about *E-ZPass*, and specifically, what do the customers know.

Do they know:

- It is affordable to have one;
- It is easy it is to obtain one; and
- It can save them a significant amount of money on tolls.

If not, we need to be doing even more to promote these features. All of this data that we will be collecting will help expand our ongoing *E-ZPass* retail promotional efforts, which started

back in March of this year when we began offering *E-ZPass* at a few of our Service Plazas, which by mid-May, was expanded to all Service Plazas.

To date, the retail distribution efforts have been extraordinary. We are issuing approximately 700 transponders per week at the Service Plazas and, to date, more than 25,000 transponders have been issued and the Plazas. These efforts are exceeding the numbers issued through the internet or through our Customer Service Center.

Due to the success of the retail program, we are looking to expand to off-Turnpike locations. Our Director of Government Affairs, Adam Greenslade, and the Commission's Communications Information Officer, Chad Armstrong, are in discussions with the Bureau of Motor Vehicles to possibly have transponders available in these locations. They have also recently met with a representative from a retail grocery store as another possible retail outlet.

Media, Partnerships and Events: Not only are we enhancing communications with our employees and customers, but with our media presence as well. One of the ways we are doing this is by through news releases. We send news releases to upwards of 50 media outlets throughout the State of Ohio, and we also post them on our social media and Turnpike websites with photos to assist in telling our story. The most recent press releases issued relayed information about our snow and ice operations and the anniversary of the 600th Commission Meeting.

With respect to partnerships, we are looking to expand our partnerships to see where our friends and neighbors can help us promote the Turnpike, which is actually part of Critical Issue #6 and, I believe, Doug Hedrick and Adam Greenslade will be presenting on that topic at a future Commission Meeting. This is important to Critical Issue #5 to involve more people who can help sell our story and promote our brand.

I am a member of the *E-ZPass* Group serving on their Communications Committee along with several other Turnpike staff members. Also, the Ohio Turnpike is a member of the International Bridge, Tunnel and Turnpike Association (“IBTTA”). IBTTA is the only association representing the worldwide toll industry, and its priority is to help their members stay abreast of current tolling trends and, also, to promote tolling as one of the most important forces in highway finance and operations around the world. It is a fantastic group that I have been involved with for my entire 14-year tenure at the Ohio Turnpike. Currently, I serve as the Chair of the IBTTA Communications Committee. This is a strong and valuable partnership.

We also host a variety of events throughout the year. During the spring and summer months, we host our Car Care & Safety Fair. The event is held at a Service Plaza, and we invite the Maintenance Department, Ohio State Highway Patrol, and other community safety personnel to talk to our customers and share safety information. We have even had Car Seat Safety Checks provided by Easter Seals and the Metro Life Flight helicopter.

One of the fun ways we’ve gotten people to come over to our table is with our PLINKO board. This is a fun game similar to that which you might see on the game show the “PRICE IS RIGHT,” only we are not giving away boats, cars or campers, instead, we are giving away Turnpike promotional items such as safety magnets, notepads, hand sanitizer and chip clips. As part of our branding effort, it is a fun game for both kids and adults to play. We believe this is a good investment by helping to attract people to our table to have a little fun playing PLINKO, and providing our customers with Turnpike, safety and other information important to our customers. We encourage the surrounding communities to participate as well.

We are working to better tell the Turnpike story through our efforts of improved communication with our employees and customers, and to utilize multi-media marketing and communications approaches.

Since you cannot always rely on others to tell your story, one of the key ways we are able to relay our message and brand is on our website. The new website launched in June includes an increased amount of useful information for customers, the media and stakeholders including: press releases; Service Plaza information; how to do business with the Ohio Turnpike, Commission Resolutions, *E-ZPass*, and much more.

We have also included radio advertising in the 2014 Budget as part of our multi-media marketing approach. We plan on rolling that out in 2014.

As you know, the Turnpike's name was changed on July 1, 2013. We developed a new seal, and we began branding utilizing the Ohio Turnpike logo on our vehicles, press releases and promotional items.

An important part of telling our story is keeping with the brand, so we created a branding and style guide that essentially outlines the "Do's and Don'ts" for proper use of the logo and seal from our e-mail format (such as our signature line) to the proper color, size, background allowed, etc. You should have a copy of this in your packet for your reference.

No multi-media marketing strategy is complete without social media – it is here to stay. Whether it is Facebook, Twitter, Google+ or whatever comes next. What makes this important to us, is that social media has the ability to easily reach a large number of people for virtually no cost. For example, this is a cover of our Facebook page, and we have used it for many things. We utilize Facebook to showcase information for travelers, such as the video about our Service Plazas and the amenities they offer. We also use it to promote special events, such as our "Car

Care and Safety Day” and the “National Work Zone Memorial” that we hosted at the Vermilion Valley Service Plaza. Additionally, we also use it for media relations. Not only can we post our press releases on Facebook, we can link to important stories that may reference the Turnpike such as the article we posted from *The Plain Dealer* article praising *E-ZPass*. We also can inform our customers about any construction and/or road delays in a timely manner.

And last, but not least, our partnership with ODOT. We have really enjoyed partnering with them, and they have done a great job with their Facebook promotions where we can share information with customers of both roadways. We share this particular posting on ODOT’s Facebook page that stresses the importance of people using their lights and wipers in snow and ice.

Another site is Flickr. This is an interesting social media site where you can tell your story through videos and images. In March, 2013, Flickr had a total of 87 million registered members and more than 3.5 million new images uploaded daily. We use it only to feature pictures and videos that, again, help tell our story.

Lastly, there is You Tube. We actually got this idea from ODOT. They have many videos on their YouTube channel. We agree that this is a great way to tell a story through video, and, so we are using it to educate customers. We have initially uploaded four videos to YouTube that talk about our snow plows, our Service Plaza amenities and *E-ZPass*. I am going to conclude by sharing this 45 second video about *E-ZPass* that is currently on our YouTube channel. We hope to do more of these in the future.

Communicating, promoting, telling our story, educating and sharing information are all key strategies for any successful business or company. I am very grateful to the leadership here who realize the value in doing so. I would be happy to answer any questions at this time.

Chairman Hruby: Thank you. Are there any questions or comments?

Mr. Paradiso: Mr. Chairman, I have a comment and then a question or two.

That is fantastic. I am really proud of the Turnpike and the way you brand it to help people understand the asset that it really is to northern Ohio. Two questions that I have are: I am very sensitive to personal information. We are gathering a lot of information as you were describing with *E-ZPass*, right? We are beginning to understand our customer better, and maybe looking at different ways to market to that customer as a result of that information. First of all, is that information secure? It is very sensitive, so give me some understanding on how we secure that information. Secondly, is it our intention to maintain that information as proprietary, and do we have any plans to sell or market that information to outside parties?

MarCom Manager Hakos: Yes, I can answer that. And, we currently collect a lot of data from people who request a Turnpike map such as their address and e-mail. Not only do we survey those folks and hope that they send it back, but we also maintain their e-mail address in a data base so, if we want to send them a survey, we can. But, definitely, we have no plans to ever sell that information. The only reason we would keep a customer's information, would be strictly for our purposes and, even with that, I know there is a lot of anti-spamming that goes on, any communication that we would send electronically would always have an "opt-out" feature. As far as any personal information beyond name, address and e-mail, I know that is kept secure through the *E-ZPass* system as well.

CFO/Comptroller: Mr. Chairman, all of the *E-ZPass* information for our customers including all of the trips they make, their credit card information and account information is all kept on a separate server, which is very secure.

General Counsel: Mr. Chairman, if I might add, we do have a set of confidentiality rules that are a part of our Administrative Rule codification. They mirror the State's "Red Flag Rules." So, regarding any personal information that we might obtain about a customer, or even, for instance, if someone made a public record's request for Lauren's database, we would look through that to ensure that any information that is not public record, would be properly redacted. We are, actually, looking at instituting a new social media policy with respect to the very concerns you raise, which needed with the expansion of social media and all the types of information out there, and the various things that can happen to that information.

Mr. Paradiso: We are trying to raise other revenues sources for the Turnpike, and that data could be very valuable. I just think that it is real important that we look at assuring our customers that we are not interested in selling that information utilizing some kind of policy or procedure as well. Other than that, I am very impressed.

Director Hodges: Mr. Chairman, if I may, I appreciate Mr. Paradiso's remarks. This is a very important issue that he brought up. We do have a lot of data and, in the absence of any kind of different direction from the Turnpike, we are very cautious about all of the customer information, and we have absolutely no intention of selling it. As a matter of fact, we are looking even at our internal processes and how much information do we really need to make available, even internally, with the Red Flag Rules and internal policies already in place. It is conceivable for us to track an individual user on the road, and we have done it in the past at the request of law enforcement to catch criminals. In the absence of any different direction from the Commission, we will be extraordinarily cautious when sharing customer information. One other thing, if I may, on a different note, Lauren, the Chairman has brought up in the past the idea of

recognizing and incentivizing our folks who travel our roads many thousands of miles each year. Can you talk about that just a little bit?

MarCom Manager Hakos: Like a “Million Mile Club.” Again, there are many things we are working on such as testimonials from customers and things of that nature. And, as Rick mentioned, somehow tracking those that use the roadway a lot and providing some kind of recognition for them, whether it is a certificate and photo on our website, or a testimonial.

Chairman Hruby: Are there any other questions or comments? Senator Manning.

Senator Manning: Mr. Chairman, I do like Tim’s suggestion that the word is put out there that customer information is not used because, when I have talked to a couple of my constituents and told them how much I personally enjoy the *E-ZPass* and why don’t they have one, they are afraid of having their information shared and that is why they have not purchased one.

Chairman Hruby: Kathleen, could you make available to the Commission what our current rules are regarding confidentiality?

General Counsel: Absolutely Mr. Chairman. I would be happy to do so. It is a fine line that we walk with respect to Ohio’s Public Records Act and, then, on the other side, the personal information. Everybody remembers the “Joe the Plumber” situation that gave rise to the State’s passage of the Red Flag Rules and the requirement that all agencies adopt those. We are very careful within the Legal Department when we receive those requests in terms of redaction. We are very mindful of the concerns that the Senator is raising.

Chairman Hruby: Unfortunately, we have a society where we really cannot give any expectation of complete and total confidentiality. It is either going to be stolen or abused in one way or another. There are a variety of ways that information gets out and, with the public

records law in Ohio, we run into that situation as well there what is the line between what is public information and what can we protect for people.

Senator Manning: I do believe people think that we might sell the information. So, it would be helpful if their minds are put at ease that this will not happen.

Chairman Hruby: I think our policy reflects that, does it not?

General Counsel: Mr. Chairman, we are not in the business of selling customer information. The Red Flag Rules, however, do not address that. They identify confidential information. I think the concern that you are raising is one in which how it is that we maintain that information. So, when a public records request comes in, if we do not have the information, we are not required to manufacture it. It is a fair question and something that needs to be looked at further, but I do believe there are adequate protections within our Red Flag Rules.

Chairman Hruby: Thank you very much. Is there anything else? If not, thank you very much for your presentation. Is there anything else, Robin?

DED Carlin: No. I would just like to thank you very much for supporting the initiatives that we are undertaking. I appreciate that.

Chairman Hruby: I am glad to hear that we are reaching out the way we are with *E-ZPass*. That is something that all of the Commission Members have been very interested in seeing expanded for obvious reasons. Thank you very much for your work. Let us move on to the Chief Engineer, Doug Hedrick.

Chief Engineer: Thank you Mr. Chairman. I have one Resolution for your consideration this morning. This Resolution seeks Authorization for the Executive Director to enter into an Agreement with the Ohio Department of Transportation for the Construction of Rumble Strip Sound Attenuation Barriers at Interchange 151 in North Ridgeville, Ohio. The

project would consist of two rumble strip sound attenuation barriers designed and constructed by the Ohio Department of Transportation (“ODOT”), with one being located within the right-of-way of the Ohio Turnpike and the second with the right-of-way of ODOT.

To give you a brief history of the current situation, in 1988, a tractor-trailer carrying steel jack-knifed into the toll plaza and crashed at Interchange 151. This serious accident was a result of the driver’s failure to be attentive as he approached the toll plaza, either due to the fact he had fallen asleep or was not paying attention. As a result of this accident, in 1989, rumble strips were added on both approaching sides of the toll plaza due to the long approaches entering this interchange. While these rumble strips had the desired affect from a safety perspective, they introduced a constant source of low frequency noise to the surrounding neighborhood. The City of North Ridgeville, while cognizant of the safety benefit of the rumble strips, has been negotiating with both Ohio Turnpike and the ODOT for years to help alleviate the noise generated by their installation. As a result of a cooperative effort, spearheaded by Senator Manning, between the City of North Ridgeville, ODOT and the Ohio Turnpike, it was determined that a joint project for the installation of rumble strip sound attenuation barriers would be in the best interest of all parties. ODOT commissioned a study to determine a solution, as this type of noise is atypical and does not respond to traditional noise attenuation walls. It was determined that a T-top wall, similar to the pilot project constructed on the Ohio Turnpike right-of-way, would offer positive results. ODOT is in the process of preparing a design/build bid package for this work that will utilize this modified tee top design that they believe will reduce the impact of the noise created by the rumble strips.

Based on the foregoing, if authorized, the Commission, under this Agreement, will reimburse ODOT for one half of the costs for this project up to \$350,000.00. The project will be

administered by ODOT for the initial construction. The agreement establishes that maintenance for each wall will be the responsibility of the respective party in whose right-of-way that wall resides. This Resolution seeks authorization for the Executive Director to enter into said Agreement and establish final expenditures not to exceed \$350,000.00 for OTIC designated Project No. 64-14-01 once the project costs have been established. With your permission, if the General Council would please read the Resolved.

Chairman Hruby: Please.

General Counsel: RESOLVED that the Executive Director and General Counsel are hereby authorized to negotiate and execute an Agreement with the Ohio Department of Transportation under which ODOT shall construct rumble strip sound attenuation barriers at the point where Exit 151 of the Ohio Turnpike (I-80) meets I-480 in Lorain County, which Project shall be designated Ohio Turnpike and Infrastructure Commission **Project No. 62-14-01**, and **ODOT PID 93694 LOR-IR480**, which Agreement shall include the reimbursement of ODOT in an amount not to exceed **\$350,000.00** for said improvements; and

FURTHER RESOLVED, the Executive Director and Chief Engineer are authorized to take any and all actions necessary to carry out the terms of said Agreement; and

FURTHER RESOLVED that Project No. 62-14-01 is designated a Fuel Tax Project under the Commission's 1994 Master Trust Agreement.

General Counsel: Further, Mr. Chairman, if I may add, attached to the Resolution is a copy of the draft Project Agreement, which has been reviewed by the ODOT Legal Department and, we believe, this Agreement will be signed-off on by both parties in the form that is being presented to you today.

Chairman Hruby: I will move adoption of the Resolution.

Vice Chairman Balog: Second.

Chairman Hruby: It has been moved and seconded. Is there a discussion? I have asked the Executive Director to comment a little further regarding this. As I am sure the Commission is aware, over the last year there has been quite a bit of discussion as to whether or

not we should be engaged in constructing noise mitigation walls, and there have been many requests and some expectations that we would be involved in this. I would like the Executive Director explain the basis for this one and where the future will find us with this issue.

Executive Director: Mr. Chairman, this is a single, local and isolated issue. We are not trying to address the issue of noise arising from the road. We do not have a policy on that, and we are not trying to set one up here, or establish any precedent. We are trying to address one very specific issue that arose because we installed rumble strips, and we did it to protect our toll workers. It is something that is not typically part of the road. It is not something that anybody would expect to be part of the road, and it has been added since most of the residents built their homes. So, in this one isolated case, I would recommend, for the sake of the residents and the fact that it is something different that we did, to go ahead with this. In H.B. 51, a Turnpike Mitigation Program was created which is funded by ODOT and administered by ODOT. That is a completely separate issue. They are working with us, and we are cooperating with them and supporting them in their efforts. That program is going to address various topics like drainage, slope repairs, and maybe noise walls. But, that is a separate topic for another day and that will only occur after this Commission has had a chance to study proposals and think about it. For this situation, it is simply to correct a problem that we created that is very unusual on the Turnpike.

Chairman Hruby: Thank you. Senator, did you want to say anything? I know that you have been very active in this project.

Senator Manning: Thank you Mr. Chairman. This is my hometown, North Ridgeville, and this is something that I have heard about from Councilwoman Johnson, who was on this at the beginning when these rumble strips were put in and it was considered a temporary fix. The people that live over near the Turnpike have certainly gotten used to it just as we have

here with the Turnpike behind us or the noise of a train. It usually does not bother people who have lived there for many years. However, when they put the rumble strips in, I had the opportunity to go into many backyards, and it is quite disturbing to hear it. Hopefully, this will fix the problem with the folks, and I am happy to be part of that. But, also, I am pleased to see ODOT, under the direction of Allen Biehl who is here, willing to sit down with Director Hodges and meet with city officials in North Ridgeville to try and come up with a solution by doing the noise analysis where they found out that there was a noise problem directly related to the addition of the rumble strips and not the typical noise you hear from the Turnpike.

Chairman Hruby: Are there any other comments or questions?

Secretary Barber: I have a question. I understand, initially, the rumble strips were put in to slow the traffic down so you would not have other accidents. Was that particular Exit, 151, designed any differently than any of our other exits for traffic exiting off the Turnpike?

Chief Engineer: Mr. Chairman and Commission Member Barber, it is not designed to slow them down. It is designed to alert them that they are approaching a changed condition on the road – that being the Toll Plaza. Those facilities were designed as one-way interchanges between Exit 151 on the Turnpike and I-480. So, they are a little longer than our normal ramp configurations. That is one of the biggest problems that we saw – that the attenuation was not there. You are getting off one road and you are driving for a much longer period not expecting the Toll Plaza to be there.

Secretary Barber: So, therefore, they do not slow down.

Chief Engineer: That is correct.

Chairman Hruby: Are there any other questions or comments? Mr. Biehl, thank you very much for your assistance in the program.

Ms. Townley: Just a brief comment. Following the ODOT policy with the sound analysis and working with our District 3 office, I just want to make the clarification that this project is also located in ODOT's right-of-way as well.

Chairman Hruby: Mr. Hodges, I appreciate your comments, too. Mr. Murphy has made it very clear that ODOT will be working with this and, really, ODOT will be taking the lead on this. Are there any other questions or comments? If not, roll call.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Ms. Townley.

Ms. Townley: Yes.

Director Hodges: Six to zero.

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Executive Director to Enter into an Agreement with The Ohio Department of Transportation for the Construction of Rumble Strip Sound Attenuation Barriers at Exit 151 and I-480 in Lorain County, Ohio

WHEREAS, Section 5537.04(10) of the Ohio Revised Code provides that the Commission may “[d]esignate the locations and establish, limit, and control such points of ingress to and egress from each turnpike project as are necessary or desirable in the judgment of the commission and of the director of transportation to ensure the proper operation and maintenance of that turnpike project,” and Section 5537.04(11) of the Ohio Revised Code provides that the Commission may “make and enter into all contracts and agreements necessary or incidental to the performance of its duties and the execution of its powers;” and

WHEREAS, Section 5501.03(A)(3) of the Ohio Revised Code provides that the Ohio Department of Transportation (“ODOT”) shall “[c]oordinate its activities with those of other appropriate state departments, public agencies, and authorities, and enter into any contracts with such departments, agencies, and authorities as may be necessary to carry out its duties, powers, and functions;” and

WHEREAS, in 1989, to alleviate a safety hazard created by excess speed of vehicles approaching the point where Exit 151 of the Ohio Turnpike (I-80) meets I-480 in Lorain County, rumble strips were installed to alert drivers to slow down as they approach the Interchange from either direction; and

WHEREAS, since that time, the rumble strips have created noise at a frequency that has been a constant source of disruption for the neighbors residing near the Exit 151 Interchange; and

WHEREAS, ODOT and the Commission have mutually determined that it is in the public interest, and for the benefit of the neighboring North Ridgeville residents, that rumble strip sound attenuation barriers be constructed at the point where Exit 151 of the Ohio Turnpike meets I-480, and this Resolution seeks authorization of the Project Agreement between the Commission and ODOT to construct said barriers; and

WHEREAS, under the Project Agreement, which shall be designated Ohio Turnpike and Infrastructure Commission Project No. 62-14-01, and ODOT PID 93694 LOR-IR480, ODOT shall be responsible for designing, bidding and constructing the rumble strip sound attenuation barriers in both its right-of-way on the northerly side of the I-480 Westbound deceleration ramp for traffic entering the Turnpike at Exit 151, as well as in the Turnpike (I-80) right-of-way on the northerly side of the Eastbound deceleration ramp for traffic exiting the Turnpike at Exit 151, and the Commission shall reimburse ODOT for one-half of the cost of construction, not-to-exceed **\$350,000.00**; and

WHEREAS, post construction of the Project, each party shall be responsible for maintenance of the rumble strip sound attenuation barriers located within their respective rights-of-way; and

WHEREAS, expenditures under the proposed Project Agreement with ODOT will exceed \$150,000.00 and, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary to authorize said Agreement; and

WHEREAS, the Commission's Chief Engineer and Executive Director have reviewed the proposed Project and both concur that it is in the Commission's best interests to enter into the Agreement with ODOT, and to reimburse ODOT for one-half of the Project cost, not-to-exceed **\$350,000.00**, for the construction of rumble strip sound attenuation barriers at the point where Exit 151 of the Ohio Turnpike (I-80) meets I-480 in Lorain County; and

WHEREAS, the Commission has duly considered said recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Executive Director and General Counsel are hereby authorized to negotiate and execute an Agreement with the Ohio Department of Transportation under which ODOT shall construct rumble strip sound attenuation barriers at the point where Exit 151 of the Ohio Turnpike (I-80) meets I-480 in Lorain County, which Project shall be designated Ohio Turnpike and Infrastructure Commission **Project No. 62-14-01**, and **ODOT PID 93694 LOR-IR480**, which Agreement shall include the reimbursement of ODOT in an amount not to exceed **\$350,000.00** for said improvements; and

FURTHER RESOLVED, the Executive Director and Chief Engineer are authorized to take any and all actions necessary to carry out the terms of said Agreement; and

FURTHER RESOLVED that Project No. 62-14-01 is designated a Fuel Tax Project under the Commission's 1994 Master Trust Agreement.

(Resolution No. 76-2013 adopted November 18, 2013)

Chief Engineer: That concludes my report Mr. Chairman.

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

CFO/Comptroller: Thank you Mr. Chairman. I have an update on our traffic and revenue for the month of October.

This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past two years. Passenger car traffic continued the positive trend of the last few months as passenger car vehicle miles traveled in October were 2.3% higher than last year.

Commercial traffic increased as well and commercial vehicle miles traveled in October were 4.6% higher than last year.

The increase in passenger car miles traveled caused passenger car toll revenue in October to increase 2.4% from October of last year.

The 4.6% increase in commercial vehicle miles traveled was partially offset by the effect of the increase in *E-ZPass* use and, as a result, Commercial vehicle toll revenue increased 4.2% from October of last year.

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

Toll revenues for the first ten months of this year were \$2.6 million, or 1.2% above the amount from last year. If you subtract February 29th from last year's total, total toll revenues are up \$3.3 million, or 1.5% over last year.

This chart shows the percentage of vehicle miles traveled using *E-ZPass* during October for each of the last five years. As you can see, our *E-ZPass* usage continues to grow.

The green bars represent October 2009, which was the first month that we accepted *E-ZPass*. Passenger cars *E-ZPass* usage has steadily increased from 23.7% of vehicle miles traveled in October of 2009 to 44.2% in October of this year.

Commercial vehicles *E-ZPass* usage has increased from 66.7% in October 2009 to 78.4% in October 2013.

Total *E-ZPass* vehicle miles traveled have increased from 38.1% in October 2009 to 56.3% in October 2013.

We have made good progress in increasing our *E-ZPass* use but, as Rick Gobeille from Jacobs Engineering pointed out earlier this year; we could do a better job in attracting commuters to use *E-ZPass*. As Rick and Lauren mentioned, we have developed a program that we think will help attract commuters to *E-ZPass*.

There are many short trips where the toll for *E-ZPass* is the same as the cash toll and, some commuters have complained that with the 75-cent monthly transponder fee, *E-ZPass* actually costs them money. So, starting with trips in January of next year, we will be waiving the 75-cent monthly transponder fee for customers who use their transponder for 30 or more trips the previous month.

This slide shows the number of trips taken in an average month for each of the over 150,000 transponders that we have issued. You can see that there were 71,000 transponders that were not used in this particular month. There were 44,000 transponders that were used for between one to four trips this month, and so on down to 708 transponders that were used more than 50 times. 85% of our transponders are used for less than 10 trips each month. The third column lists the total number of trips that were taken for all of the transponders on that line. So, for example, there were 104,000 total trips taken by the 44,000 transponders that traveled one to four trips that month.

A commuter that uses the Turnpike to travel to-and-from work each day would take 40 to 44 trips each month, however, we selected 30 trips or more as the cut-off for waiving the 75-cent monthly transponder fee because we wanted to include a commuter who was on vacation for one week during the month. So, we are waiving the fee on approximately 5% of the transponders,

but they represent 43% of the trips taken. This will reduce our *E-ZPass* fee income by about \$80,000.00 to \$100,000.00 per year, however, our fee income is still projected to increase about \$200,000.00 next year because we are continuing to issue 3,000 to 4,000 new transponders each month. Hopefully, the elimination of this fee will encourage more commuters to sign up for *E-ZPass*. That completes my report Mr. Chairman.

Chairman Hruby: Marty, I would like to ask you a question regarding that. What are we doing regarding our commercial vehicles?

CFO/Comptroller: They would be included in this program as well. So, if they do take over 30 trips, it does not matter what kind of transponder they have, the 75-cent monthly fee will be waived on that transponder.

Chairman Hruby: Thank you for clarifying that. Are there any other questions or comments for Marty? Hearing none, we will move on to our General Counsel, Kathleen Weiss.

General Counsel: Thank you Mr. Chairman. I have one Resolution to present to the Board today for approval. This is to approve amendments to three of our Administrative Rules. The Commission has previously adopted Administrative Rules for the control and regulation of traffic, operation of vehicles, the collection of tolls, protection and preservation of property under its jurisdiction, and for the authorization of infrastructure projects or agreements with ODOT, and these are in accordance with Ohio Administrative Code Sections 5537-1-01 to 5537-10-01.

In addition to the recent comprehensive review of all of our Administrative Rules that we are required to perform every five years, which we did earlier this year, we have three Rules that we held back that require amendment.

The first is Ohio Administrative Code Section 5537-4-02 entitled, "Evasion of Toll." This requires amendment due to the recent enactment of the new Section 5537.04(A)(16) of the

Ohio Revised Code under Am. Sub. H.B. 51, which now authorizes the Commission to assess a fine for the intentional evasion of tolls. This is an administrative fine.

The second rule, Section 5537-4-04 entitled, “Exit of Vehicle at Point of Entry” requires clarification concerning what toll will be charged when an unauthorized exit by a vehicle occurs at the same plaza at which it entered.

The third change is Section 5537-04-05 entitled, “Tolls for Public Police Officers.” It requires amendment and will be renamed, “Tolls for Public Police Officers, Emergency Vehicles and Military Vehicles” due to the recent addition under Section 4.05 of the Master Trust Agreement dated April 8, 2013, which allows for free passage of clearly marked Federal or State Military Vehicles while in the discharge of their official duties.

Amendments to our Administrative Rules have to be submitted to the Joint Committee on Agency Rule Review (“JCARR”) in proposed form in accordance with Sections 111.15 and 119.032 of the Ohio Revised Code and, upon their review and the release of their jurisdiction, I will be able to bring those Rules back before the Board for approval in final form.

This Resolution is presented today to obtain your authorization to initiate the process for adopting these proposed amendments to these Rules. With your permission Mr. Chairman, I would like to read the Resolved.

Chairman Hruby: Please.

General Counsel: RESOLVED, that the Commission hereby authorizes the Executive Director and General Counsel to initiate the process of: 1) filing amendments to Sections 5537-4-02, 5537-4-04 and, 5537-4-05 of the Ohio Administrative Code in proposed form with the Joint Committee on Agency Rule Review in order to comply with the statutory rule-making requirements imposed by Sections 111.15 and 119.032 of the Ohio Revised Code; and

FURTHER RESOLVED, that the Commission shall be presented with an additional resolution once the aforementioned statutory procedures for filing the rules have been completed, which resolution shall authorize the filing in final form of all the administrative rules with the Joint Committee on Agency Rule Review, the Legislative Service Commission and the Secretary of State.

General Counsel: I would be happy to answer any questions Mr. Chairman.

Chairman Hruby: I will move adoption of the Resolution.

Secretary Barber: Second.

Chairman Hruby: Mrs. Barber seconded. Are there any questions or comments? Hearing none, roll call.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Ms. Townley.

Ms. Townley: Yes.

Director Hodges: Six to nothing.

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing the Filing in Proposed Form with the Joint Committee on Agency Rule Review of Updated Administrative Rules Related to Toll Evasion and other Violations, and When Free Passage for Emergency and Military Vehicles Will Be Allowed

WHEREAS, the Commission has previously adopted administrative rules for the control and regulation of traffic, operation of vehicles, the collection of tolls, for the protection and preservation of property under its jurisdiction, and for the authorization of infrastructure project agreements with the Ohio Department of Transportation in accordance with the authority granted to it under Sections 5537.16 and 5537.18 of the Ohio Revised Code, as promulgated in the provisions of Sections 5537-1-01 through 5537-10-01 of the Ohio Administrative Code; and

WHEREAS, the General Counsel has advised the Commission that, in addition to the recent comprehensive review of all of the Commission's administrative rules as approved via Resolutions No. 24-2012 and No. 42-2013, three administrative rules require amendment; and

WHEREAS, OAC Section 5537-4-02 entitled "Evasion of Toll" requires amendment due to the recent enactment of Section 5537.04(A)(16) of the Ohio Revised Code under Am. Sub. H.B. 51, which now authorizes the Commission to assess a fine for intentional evasion of a toll; and

WHEREAS, OAC Section 5537-4-04 entitled "Exit of Vehicle at Point of Entry," requires clarification concerning what toll will be charged when an unauthorized exit by a vehicle occurs at the same plaza at which it entered; and

WHEREAS, OAC Section 5537-04-05 entitled "Tolls for Public Police Officers," requires amendment and will be renamed "Tolls for Public Police Officers, Emergency Vehicles and Military Vehicles," due to the recent addition under Section 4.05 of the Master Trust Agreement dated April 8, 2013, which allows for free passage of clearly marked federal or state military vehicles while in the discharge of their official duties; and

WHEREAS, proposed amendments to the Commission's administrative rules must be submitted to the Joint Committee on Agency Rule Review in accordance with the requirements of Sections 111.15 and 119.032 of the Ohio Revised Code prior to their implementation by the Commission; and

WHEREAS, in accordance with the applicable statutory provisions, once the Joint Committee on Agency Rule Review approves the amended administrative rules or any new rules, the Commission shall file said rules in final form with the Joint Committee on Agency Rule Review, the Legislative Service Commission and the Secretary of State; and

WHEREAS, the Commission concurs that the process for adopting proposed amendments to the three aforementioned administrative rules should be initiated.

NOW, THEREFORE, BE IT

RESOLVED, that the Commission hereby authorizes the Executive Director and General Counsel to initiate the process of: 1) filing amendments to Sections 5537-4-02, 5537-4-04 and, 5537-4-05 of the Ohio Administrative Code in proposed form with the Joint Committee on Agency Rule Review in order to comply with the statutory rule-making requirements imposed by Sections 111.15 and 119.032 of the Ohio Revised Code; and

FURTHER RESOLVED, that the Commission shall be presented with an additional resolution once the aforementioned statutory procedures for filing the rules have been completed, which resolution shall authorize the filing in final form of all the administrative rules with the Joint Committee on Agency Rule Review, the Legislative Service Commission and the Secretary of State.

(Resolution No. 77-2013 adopted November 18, 2013)

General Counsel: That is all I have today Mr. Chairman. Thank you very much.

Chairman Hruby: Thank you very much. Is there a report from our Financial Advisor, Bethany?

Ms. Pugh: Mr. Chairman I have no report.

Chairman Hruby: Thank you. Our General Consultant, Mr. Buchanan.

Mr. Buchanan: No report Mr. Chairman.

Chairman Hruby: Okay. Our Trustee from Huntington, Mr. Lamb.

Mr. Lamb: No report Mr. Chairman.

Chairman Hruby: And, finally, our Ohio State Highway Patrol, Captain Hannay.

Captain Hannay: Good morning Mr. Chairman and Commission Members. I have just a brief report for you today. Traffic crashes continue to trend at 5% below what we had last year on the Turnpike indicating a safer year for us up here. During the last 30 days, we have had two significant criminal cases that have involved multiple agencies and multiple states. I cannot provide details at this time, but they will be good cases for you to hear, and when I am able to report on them, you will be pleased. That completes my report.

Chairman Hruby: Thank you very much. I appreciate your good work and the work of the Ohio State Highway Patrol on the Turnpike. Are there any questions or comments from any Members? Yes Mr. Hodges.

Director Hodges: Thank you Mr. Chairman. We run into this problem every January and February. Our normal meeting date in January is on Dr. Martin Luther King, Jr. Day, and our normal meeting date in February is on Presidents' Day. Typically, the way we have handled it, in the past, is to have the meeting on the following Tuesday afternoon to accommodate Mr. Dixon's schedule with RTA. If the Members could look at their calendars and confirm if those dates work and, if not, we will look at other dates.

Mr. Paradiso: The time will be 1:00 p.m.?

Director Hodges: Yes.

Chairman Hruby: Okay. Get your calendars out and make sure you touch base with Rick or Donna. The next Commission Meeting will be held on Monday, December 16, 2013, at 10:00 a.m. I wish you all a very happy Thanksgiving. I hope that you enjoy your day with your family and friends. Please drive safely. If there is no further business, I will accept a motion to adjourn.

Vice Chairman Balog: So moved.

Mr. Paradiso: Second.

Chairman Hruby: Moved and seconded. Roll call.

Director Hodges: Vice Chairman Balog.

Vice Chairman Balog: Yes.

Director Hodges: Commissioner Paradiso.

Mr. Paradiso: Yes.

Director Hodges: Chairman Hruby.

Chairman Hruby: Yes.

Director Hodges: Secretary-Treasurer Barber.

Secretary Barber: Yes.

Director Hodges: Commissioner Dixon.

Mr. Dixon: Yes.

Director Hodges: Ms. Townley.

Ms. Townley: Yes.

Director Hodges: Six to nothing.

Chairman Hruby: We are adjourned. Thank you very much for your

attendance.

Attendees for Record Keeping Purposes:

Jennifer Townley, ODOT; Allen Biehl, ODOT; Tim McDonald, ODOT; Beth Fulton, URS; Scott Buchanan, URS; Bethany Pugh, PFM; Brian Quinn, PFM; Richard Boylan, RLB Group; Tom Parevosnik, IUOE Local 18; Hamid Homae, TransSystems; Toby Fritz, Hill Int'l.; Frank Lamb, Huntington Bank; Captain Hannay, OSHP; Marty Seekely, Ohio Turnpike; Doug Hedrick, Ohio Turnpike; Kathleen Weiss, Ohio Turnpike; Robin Carlin, Ohio Turnpike; Sharon Isaac, Ohio Turnpike; Lisa Mejac, Ohio Turnpike; Mark Musson, Ohio Turnpike; Donna Fritz, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Dave Miller, Ohio Turnpike; Dennis Albrecht, Ohio Turnpike; Matt Cole, Ohio Turnpike; Lauren Hakos, Ohio Turnpike; Adam Greenslade, Ohio Turnpike; James Filbert, Ohio Turnpike; Tony Yacobucci, Ohio Turnpike; Bill Keaton, Ohio Turnpike; Chriss Pogorelc, Ohio Turnpike.

Time of adjournment: 11:13 a.m.

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

Sandra K. Barber, Secretary-Treasurer