

MINUTES OF THE THREE HUNDRED AND SIXTH MEETING

June 7, 1977

Pursuant to bylaws the Ohio Turnpike Commission met in regular session in the conference room of the Ohio Department of Transportation building at 139 East Gay Street in Columbus, Ohio at 11:00 a.m. on June 7, 1977 with key members of the staff; a representative, Harvey A. Harnden, of the Consulting Engineers; a representative, P. Joseph Sesler, of the Trustee, The Ohio National Bank; John W. Clark, Special Assistant to the Director of Transportation, members of the press and others in attendance.

The meeting was called to order by the Chairman. The roll was called and the attendance was reported to be as follows:

Present: Daniel E. Bricker, Dennis R. Garwood, Ralph H. Anderson,  
Clarence D. Rogers, Jr., O. L. Teagarden

Absent: None

The Chairman announced that a quorum was present. He said Mr. Garwood, the Assistant Director of Transportation, was representing David L. Weir, Director of Transportation, who was unable to attend.

A motion was made by Mr. Bricker, seconded by Mr. Garwood, that the minutes for the meeting of May 3, 1977, which had been examined by the Members and on which the corrections suggested by the Members had been made, be approved without reading.

A vote by ayes and nays was taken and all Members responded to roll call. The vote was as follows:

Ayes: Mr. Bricker, Mr. Garwood, Mr. Anderson, Mr. Rogers,  
Mr. Teagarden

Nays: None

The Chairman declared the minutes stood adopted with all Members voting in the affirmative.

The Chairman said before making his report, he wished to take note of the presence at the meeting of Talbot Harding, who had recently retired as the Commission's Director of Information and Research. He said the Executive Director, Allan V. Johnson, had written a letter expressing the opinions and views of all the Members of the Commission and he wished to add further his best wishes to Mr. Harding for the future.

The Chairman said also he wanted to congratulate Robert P. Barnett on his appointment as Director of Information and Research to succeed Mr. Harding.

The Chairman reported that the Commission was meeting in the conference room of the Ohio Department of Transportation building at 139 East Gay Street in Columbus as it had agreed in adjourning last month's meeting and as it had done for many years. He said he made special mention of that fact because of remarks made by Mr. Jack Willey of the Columbus Dispatch to staff members after the last meeting and a visit by him to the Berea headquarters last month. The Chairman said the Executive Director had informed him that he had not been in the office when Mr. Willey stopped by unannounced and that the Executive Director had tried to call Mr. Willey twice thereafter but Mr. Willey was not in and did not return the calls.

(At this point, Mr. Willey, who had not been present, entered the room.) The Chairman noted that Mr. Willey had just entered the conference room and reiterated his previous comments. He said further that the bylaws provided that whenever the Commission Members desired to meet anyplace other than Berea, they could do that by resolution or by notice that they were meeting elsewhere. The Chairman told Mr. Willey that any and all information pertaining to the Commission that he might seek could be obtained from the Executive Director.

The Chairman reported also that Governor James A. Rhodes had acknowledged his letter to him of April 4, 1977 and copies of the Governor's letter had been distributed to each Member. He said the Executive Director and representatives of the Ohio Department of Transportation were working on the items discussed in those letters but there was nothing substantive to report at the present time although the Assistant Director of Transportation and the Executive Director might wish to comment further.

The Chairman reported also that the Commission was observing the situation in the State of Kentucky where representatives of the Kentucky Department of Transportation had been working with officials of the Federal Highway Administration with the purpose of seeking a change in the 1956 Federal Aid Interstate Act which prohibits the existence of service areas with direct accesses onto an interstate highway. He said the service areas in question were those located within the confines of the approximate 40-mile section of I-65 which was formerly the Kentucky Turnpike but had become toll free in 1975. He said that if Kentucky were successful in having the law changed whereby the service areas could continue to be operated, such action could have an affect upon operation of the Ohio Turnpike's service plazas once the road became toll free.

The Chairman reported further that he had received several telephone calls from organizations and individuals wanting to know just what the Commission was going to do after the bonds were paid off to finance maintenance of the road without continuing tolls. He said he presented on April 4 to the Governor and to

the Members of the Commission two proposals, one of which was to continue the operation of the service plazas if legislation could be changed to permit that, resulting in approximately \$6,000,000 in income, based on 1976 figures, going to the state on an annual basis. He said the second proposal was to seek Federal-aid Interstate matching funds which should be available on a 90/10 basis and which could provide \$54,000,000 a year in addition to the \$6,000,000 from the service plazas, totalling \$60,000,000 for the benefit of the road.

The Chairman reported also that since the last meeting of the Commission State Representative Arthur Wilkowski had introduced a resolution in the House of Representatives calling for a constitutional amendment and also a bill to continue Turnpike tolls and to use the revenues for a number of purposes unrelated to the Turnpike. He said copies of those items had just become available and thus the Commission had not had time to analyze them. He said editorials and articles opposing Mr. Wilkowski's scheme had appeared in several newspapers since last February when he first brought up the subject, the most recent being in the Toledo Blade, the Cleveland Plain Dealer and the Journal (Lorain), and he recommended that those be acknowledged on behalf of the Commission by the Assistant Secretary-Treasurer.

The Chairman reported further that within the past week he had had a number of phone calls from several members of the General Assembly asking that the Commission furnish them copies of editorials or newspaper articles that had reference to the Wilkowski bills and he was suggesting, with the approval of the Members, that the Executive Director send copies to all member of the Legislature. The members indicated approval.

The Chairman reported also that he had learned that a subcommittee of the Senate Finance Committee, which was considering the State biennial budget, last week had adopted amendments which would require the Ohio Turnpike Commission and others to submit biennial budgets to the Legislature for review. He said this matter was the subject of a Senate bill introduced earlier this year by Senator Harry Meshel, the Finance Committee chairman, which the Executive Director had been attempting to discuss with Senator Meshel, on behalf of the Commission, without success. He said the Executive Director would comment further.

The Chairman reported also that month-end financial figures for May, including the Memorial Day weekend, showed that new all-time records for total revenue and toll income were established. He said over the Memorial Day weekend, an estimated 435,000 vehicles travelled the Turnpike generating revenue estimated to be \$627,000. He said for the entire month, total revenues were estimated at \$4,237,000, 6.7% over the corresponding month in 1976, the previous record May.

The Chairman said further that toll income for May was estimated at \$3,594,000, a 7.0% increase above that collected in 1976. He said the increase

in toll income was primarily attributable to 12.0% higher tolls received from commercial vehicles as compared with the preceding year.

The Chairman reported also, as discussed at the previous meeting, the Commission expected to postpone the July meeting to July 12 so as not to conflict with the July 4 holiday period. He said also that he made mention at that time that the Executive Director would be out of the country on July 5.

The Chairman said the report of the Chairman was accepted as offered. He said the report of the Secretary-Treasurer would be received.

The Secretary-Treasurer, Mr. Anderson, reported that since the last meeting the following had been sent to all Members:

1. Weekly traffic statistics
2. Traffic and Revenue Report - April 1977
3. Financial Statements - April 30, 1977
4. Traffic Accident Analysis - April 1977
5. Draft of the minutes of the May 3, 1977 meeting
6. Detail of Investment Transactions which took place in May 1977
7. Month-end releases for April and May

The Chairman said the report of the Secretary-Treasurer was accepted as offered. He said the report of the Committee on Budget and Finance would be received.

The chairman of the Committee on Budget and Finance, Mr. Anderson, reported that at the April 5, 1977 meeting of the Commission, the Commission had adopted the Employee Severance Anticipation Compensation Plan and authorized in the resolution of adoption the entering into of an agreement with The Ohio National Bank to implement the provisions of the plan. He said since that time, the agreement had been executed and it provided for the payment of \$125,000 each month into a special fund in order to finance the plan. He said the payments commenced in May and would continue monthly thereafter.

Mr. Anderson reported further that that expense was not included when the 1977 annual budget had been adopted last December. He said the expense in 1977 would cover eight months and thus would total \$1,000,000. He said the Trust Agreement contained a covenant that the Commission would not exceed the annual budget in any category, but it also provided that the Commission could adopt a supplemental budget at any time and it would be treated as the annual budget upon the approval of the Consulting Engineers.

Mr. Anderson reported further that accordingly, a supplemental budget to increase the Administration and Insurance category of the 1977 budget by \$1,000,000 had been prepared, and a resolution to adopt the supplemental budget also had been prepared and was in each of the Members' folders. He said the Consulting Engineers had indicated they would approve the supplemental budget, and it was recommended by the Committee on Budget and Finance, and he therefore offered the resolution to adopt the supplemental budget.

A resolution adopting supplemental annual budget for the fiscal year 1977 was moved for adoption by Mr. Anderson, seconded by Mr. Rogers, as follows:

RESOLUTION NO. 12-1977

"WHEREAS pursuant to Section 505 of the trust agreement dated June 1, 1952, entered into between the Ohio Turnpike Commission and The Ohio National Bank of Columbus, as trustee, and The National City Bank of New York (now Citibank, N. A. ), as co-trustee, the Commission, by Resolution No. 23-1976, adopted an annual budget for the fiscal year 1977;

"WHEREAS pursuant to Section 505 of the said trust agreement, the Commission may, at any time, adopt an amended or supplemental annual budget for the remainder of the then current fiscal year, to become effective upon approval by the consulting engineers;

"WHEREAS since the adoption of Resolution No. 23-1976, the Commission has adopted Resolution No. 7-1977, 'Severance Anticipation Compensation Plan,' pursuant to which the Commission has entered into an agreement with The Ohio National Bank of Columbus, which provides for the Commission to allocate moneys to fund said plan at the rate of \$125,000 per month, unless otherwise directed as specified therein;

"WHEREAS in consequence of such action, there is a need for a supplemental budget allowance for the remainder of the current fiscal year;

"WHEREAS a proposed supplemental budget for the remainder of the year 1977 has been submitted to the Commission, and is now before the Commission, and the adoption thereof has been recommended by the Commission's budget and finance committee; and

"WHEREAS said supplemental budget as the same is now before the Commission, has been furnished to the Commission's consulting engineers, and they have approved the same and indicated their willingness forthwith to submit their written approval thereof to the Commission upon its adoption of said supplemental budget;

"NOW, THEREFORE, BE IT

"RESOLVED that the Commission, having duly and fully considered the same, hereby adopts the following supplemental budget of current expenses for the fiscal year of 1977:

"Supplemental Annual Budget for Fiscal Year 1977

Expenses

Administration & Insurance (increase in estimate)   +\$1,000,000

"FURTHER RESOLVED that the assistant secretary-treasurer is hereby instructed to file a copy of said supplemental annual budget with the trustee and to mail copies thereof to the consulting engineers and the principal underwriters forthwith."

A vote by ayes and nays was taken and all Members responded to roll call. The vote was as follows:

Ayes: Mr. Anderson, Mr. Rogers, Mr. Garwood, Mr. Bricker,  
Mr. Teagarden

Nays: None

The Chairman said the resolution stood adopted with all Members voting in the affirmative. The resolution was identified as No. 12-1977.

The Chairman said the report of the Committee on Budget and Finance was accepted as offered. He ascertained there would be no report from the Committee on Service Plazas. He said the report of the Committee on Employee Relations would be received.

The chairman of the Committee on Employee Relations, Mr. Bricker, said he had no report, that all he had was a resolution which the Chairman had requested be adopted.

A resolution deleting Section 10.00 of Article V of the Commission's Code of Bylaws was moved for adoption by Mr. Bricker, seconded by Mr. Anderson, as follows:

RESOLUTION NO. 13-1977

"WHEREAS Section 10.00, 'Executive Assistant to Chairman,' of Article V, 'Staff: Administrative Officers and Departments,' of the Ohio Turnpike Commission Code of Bylaws provides for the position of executive assistant to chairman, and prescribes the duties to be performed by him, and that he shall be provided by the executive director with such assistance as is necessary for the proper discharge of his duties;

"WHEREAS the aforesaid Section 10.00 provides that the executive assistant to the chairman shall be designated by the chairman and no such designation has been made since said position became vacant at the end of August 1974;

"WHEREAS the duties specified in said section to be performed by the executive assistant to the chairman have, since August 31, 1974, been performed by other members of the Commission's staff, and such performance has been satisfactory to the respective chairmen and the Commission; and

"WHEREAS the Commission desires to continue operating as it has for the past several years utilizing the sections of the bylaws specifying the duties of the secretary-treasurer, assistant secretary-treasurer, and executive director, and it deems the position of executive assistant to the chairman to be unnecessary in view of these other arrangements which have been made to perform the duties specified in said Section 10.00;

"NOW, THEREFORE, BE IT

"RESOLVED that Section 10.00, 'Executive Assistant to Chairman,' of Article V, 'Staff: Administrative Officers and Departments,' be, and said section hereby is, deleted from the Ohio Turnpike Commission Code of Bylaws; and

"FURTHER RESOLVED that the present Section 11.00 of said Article V be redesignated as Section 10.00."

A vote by ayes and nays was taken and all Members responded to roll call. The vote was as follows:

Ayes: Mr. Bricker, Mr. Anderson, Mr. Garwood, Mr. Rogers,  
Mr. Teagarden

Nays: None

The Chairman declared the resolution stood adopted with all Members voting in the affirmative. The resolution was identified as No. 13-1977.

The Chairman said the report of the Committee on Employee Relations was accepted as offered. He said the report of the Director of Transportation would be received.

In the absence of the Director of Transportation, Mr. Weir, Mr. Garwood reported that since the last meeting of the Commission there had been some correspondence and contact with the State of Kentucky. He said he had had a brief telephone conversation with Calvin G. Grayson, Secretary of the Kentucky Department of Transportation, on the subject of service plazas on the Kentucky Turnpike. He said there was nothing additional at the present time.

The Chairman said the report of the Director of Transportation was accepted as offered.

Mr. Anderson said anyone who travelled on turnpikes could certainly appreciate the benefits of service plazas. He said he thought that it would be almost a 'must' that the service plazas be open and operated by the state when the Turnpike became toll free.

The Chairman said he agreed with Mr. Anderson and that he could not believe that the members of Congress would fail to recognize that individuals travelling the road would be confronted with the difficult situation if 16 service plazas which were present but were not utilized after the road was turned over to the state. Mr. Rogers said he agreed with the Chairman and Mr. Anderson and thought elimination of the service plazas would be a waste.

The Chairman said that if the State could get \$6,000,000 from the service plazas on an annual budget provided they were allowed to stay open and matching funds from the Federal government on a 90/10 basis, the Director of Transportation would have enough money to operate or maintain the road without benefit of tolls. He said when the road became toll free the road would also generate about \$9,000,000 a year in axle-mile tax that would never be received as long as tolls were collected.

In response to a question by the Chairman, the Executive Director said the law stated that projects under the jurisdiction of the Ohio Turnpike Commission were exempt from axle-mile tax as long as tolls were collected. He said he was studying what happened with respect to the axle-mile tax after the tolls were eliminated and the road was turned over to the state.

Mr. Rogers suggested that in addition to informing state legislators of the Commission's position on elimination of tolls once the revenue bonds were redeemed, that further the Commission should make an effort to make some contact with the federal lawmakers so they understood the importance of maintaining the service plazas once the Turnpike was turned over to the state. He said he was just not convinced that they were aware individually of the problems the Commission would be facing so he thought every effort should be made to see that those representatives from the State of Ohio were made aware of the potential problems that the Commission had.

The Chairman thanked Mr. Rogers for his comments and said he and the Executive Director planned to meet with members of the General Assembly and Congress regarding this matter.

Mr. Bricker said he concurred fully with the statements of the other Members of the Commission on the subject of keeping the service plazas open after the road became toll free.



The Chairman said the report of the Committee on Safety would be received.

The chairman of the Committee on Safety, Mr. Johnson, reported that there had been no fatal accidents during the month of May and so far for the year there had been only three, which was an excellent record. He said there were no fatal accidents during the Memorial Day holiday period and he thought that the safety record was very outstanding considering that the traffic on the Turnpike was at record levels for the first five months of the year.

The Chairman said the report of the Committee on Safety was accepted as offered. He said the report of the Executive Director would be received.

The Executive Director reported that he, too, had had conversations with Secretary Grayson of the Kentucky Department of Transportation regarding the service plazas on that section of the Kentucky Turnpike which had become toll free. He said he had spoken to Secretary Grayson the day before the meeting as a follow-up to a letter which he had written to Secretary Grayson earlier in which he expressed the position of the Commission and the Ohio Department of Transportation about wanting to work with them concerning the subject of the service plazas. He said Secretary Grayson had read the letter which he had written and was expecting his call and as he had agreed with Mr. Clark from O.D.O.T. that as soon as was mutually agreeable, Mr. Clark, the General Counsel, Francis K. Cole and he were going to travel to Kentucky and meet with Mr. Grayson so the matter could be pursued jointly.

The Executive Director reported further that the West Virginia Turnpike was also encountering some problems with the same restrictions concerning service plazas since federal funds had already been expended to expand that turnpike's mainline. He said he had been talking with representatives of the West Virginia Turnpike Commission and, as he reported at a previous Commission meeting, had corresponded with U. S. Senator Jennings Randolph of West Virginia, Chairman of the Senate Committee on Environment and Public Works, concerning the matter.

The Chairman asked Mr. Clark whether he was in accord with the Executive Director's plans to visit with representatives of the State of Kentucky. Mr. Clark said he was. He said on the 16th of May he had an opportunity to be in Indianapolis and visited with some key officials of the Indiana Highway Commission concerning the Indiana Toll Road. He said the Indiana Toll Road was approximately five years behind the Ohio Turnpike with respect to bond retirement. He said he found in his discussion with the representatives of the Indiana Highway Commission that they were not as concerned about the service plazas as the Ohio Turnpike Commission was. He said they did not intend to try to retain them as service plazas, but would convert them to maintenance facilities.

The Chairman asked the Executive Director if the situation in Kentucky was that the service plazas were still being operated but that the Federal Highway

Administration was not allocating money for maintenance of the section of I-65 in question.

The Executive Director responded by saying that federal funds were not generally available for maintenance purposes but rather for certain kinds of repair and upgrading. He said the Federal government was allowing Kentucky to operate the service plazas only on a temporary basis. He said the Commission's present concern was the availability of Federal funds to finance the necessary improvements to make it a viable part of the interstate system.

Mr. Clark said those improvements could include additional interchanges and perhaps reconfiguration of the existing interchanges and general safety upgrading. The Chairman then asked if the Federal law would have to be changed to permit Federal aid for maintenance. The Executive Director and Mr. Clark both said it would and the Chairman said he was also suggesting a change in the law to permit Federal aid for maintenance.

The Executive Director reported also that the only other item which he had to present at the meeting was a status report on the Turnpike's construction projects. He said there was a statewide strike of members of the Laborers International Union of North America and that was affecting three of the Commission's five resurfacing projects. He said the three projects, totalling almost 20 miles, had been virtually closed down since the strike started a little more than two weeks prior to the meeting. He said one of the three projects was almost completed but that the other two projects had not gotten to the stage where the base course had been laid down.

The Executive Director reported further that of the three guard rail projects, two were not affected by the strike but the third, whose contractor had been awarded a contract in May, had not started because of the strike.

Mr. Anderson informed the Chairman that a stalemate had developed between the contractors and the union at its last meeting the previous Saturday. He said the contractors were meeting the same time as the Commission was meeting to decide whether they intended to change their offer they had made to the union and that he anticipated something to result from the meeting and that he would keep the Chairman informed.

The Executive Director reported that the two resurfacing projects most adversely affected by the strike were originally scheduled to be completed by the middle of June, which was a little more than two weeks away. The Chairman said that if the members of the union employed by the contractors in question were to be back to work on the upcoming Monday, they still would not be able to get the two projects done before the July 4 traffic. The Executive Director said he thought the work could be essentially done but the key was to get the base course down. He said the Commission never scheduled resurfacing projects beyond the end of June so that no work was going on in the summertime. He said such projects had not in the past carried over past their deadline into a

summer period but that the Commission could, in this instance, delay the contract and resume it after Labor Day.

Mr. Garwood inquired of the Executive Director if that was possible. The Executive Director said that the Commission would have to examine the contracts and that the Commission maintenance forces might have to be utilized to complete parts of the projects. The Executive Director said the contracts provided that the contractors do not work during summer months and if something happened, including a strike, which was a legitimate reason for a completion date extension to be given, it would be duly extended until fall.

The Chairman said if it became necessary to wait until after Labor Day to resume the projects it would be feasible with respect to weather and they could most likely be completed before the inclement weather set in.

The Executive Director reported also that, as he had informed the Commission Members, he would be on vacation the last week in June and the first week in July and during his absence, the Deputy Executive Director, G. Alan Plain, would be in charge, in accordance with the bylaws.

The Chairman said the report of the Executive Director was accepted as offered. He said the report of the General Counsel would be received.

The General Counsel reported that since the last meeting, Stacey had filed a Motion to Certify on May 11 in the Supreme Court of Ohio, as appellant, and the Commission as appellee and cross appellant, filed a similar motion on May 12. He said the Commission was waiting for an answer as to whether the appeal was accepted by the Supreme Court or whether it was rejected and all parties involved must return to the Common Pleas Court.

The Chairman said the report of the General Counsel was accepted as offered. He said the report of the Consulting Engineers would be received.

Mr. Harnden reported that all the field inspection work on the roadway and structures had been completed and that his inspection team would next begin their examination of all the buildings along the Turnpike, probably in the next week. The Chairman asked Mr. Harnden if the report was due by the first of October. Mr. Harnden said that was correct.

The Executive Director said the Commission had already received some preliminary information from the Consulting Engineers on the bridge inspection reports and was scheduling work on what he considered to be minor repairs, which had been pointed out. The Chairman asked Mr. Harnden whether or not there would be any work to be done on the service plazas as a result of his inspection report. Mr. Harnden said that they had not started inspection of any of the buildings. The Executive Director said the Commission had never had a lot of corrective work to do at the service plazas. The Chairman said there was a time when the Commission had quite a bit of work to do at the plazas, which

occurred during the changeover of concessionaires when the responsibility for maintenance shifted from the concessionaires to the Commission.

The Chairman asked the Executive Director if he had a report on the service station concessionaire, the Standard Oil Company of Ohio (SOHIO). The Executive Director said he did not have a report but the Commission had been in continuous discussions with SOHIO and there had been some minor complaints that developed, which was not unusual, and the Commission had called those complaints to the attention of SOHIO which had indicated that they had revamped their operation to preclude future complaints.

The Chairman said during his conversations with the Executive Director during the past two or three weeks, he had become well aware of the problem which the Commission faced in making sure that the operation of the gasoline stations was in compliance with their contract with the Commission. He said he felt they were doing a pretty good job in fulfilling their contractual obligation with respect to having enough personnel on hand to take care of all the customers. He said he had not had any adverse report recently, but a short time ago he had received a letter from the pastor of a church who said he would not patronize the SOHIO stations on the Turnpike, but would rather leave the mainline to acquire gasoline for his automobile. The Chairman said he understood that SOHIO had sent a representative out to speak with the gentleman in response to his letter.

The Chairman said the report of the Consulting Engineers was accepted as offered. He ascertained there would be no report from the Trustee or from the Director of Information and Research.

The Chairman said before adjourning the meeting he did not want to shock anyone but that the present meeting could be his last. He said his term expired on July 1 and he had yet to be reappointed by the Governor and if the Governor appointed someone else to assume his position he still hoped to be present on July 12 even though he may not be a Member at that time. He said he wanted to take the opportunity to say he had served as a Member of the Ohio Turnpike Commission for 28 years. He said that in all the years he had served as a Member, his proudest moments had been related to his work as chairman of the Committee on Employee Relations. He said he felt a good relationship had been established with the employees, that the Commission had been good to them, not only in wages, but in benefits and working conditions. The Chairman said he enjoyed working with Mr. Rogers although it had only been a short time and he was sure that as Mr. Rogers' term progressed as a Commission Member, he would become better acquainted with the Turnpike affairs and that he would be just as good a Member as Mr. Anderson and Mr. Bricker had been. The Chairman said although the Director of Transportation was not at the meeting, he had enjoyed working with him also and that he had a very fine relationship with the previous Director of Transportation, Richard D. Jackson. The Chairman said should it happen that the present meeting should be his last meeting, he wanted to say it had been wonderful to have served with all the Commission Members.


There being no further business to come before the Commission, a motion was made by Mr. Bricker, seconded by Mr. Rogers, that the meeting adjourn until July 12, 1977 subject to call of the Chairman. A vote by ayes and nays was taken and all Members responded to roll call. The vote was as follows:

Ayes: Mr. Bricker, Mr. Rogers, Mr. Garwood, Mr. Anderson,  
Mr. Teagarden

Nays: None

The Chairman declared the meeting adjourned. Time of adjournment was 11:51 a.m.

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

  
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Ralph H. Anderson, Secretary-Treasurer