

MINUTES OF THE 397th MEETING OF THE OHIO TURNPIKE COMMISSION

April 21, 1994

Pursuant to the bylaws, the Ohio Turnpike Commission met in regular session in the Administration Building at 682 Prospect Street, Berea, Ohio at 10:18 a.m., on April 21, 1994, with members of the staff, Allan V. Johnson, Executive Director; Robert P. Barnett, Director of Information and Research; James H. Brennan, Development Coordinator; Sharon Isaac, Staff Counsel; Craig Rudolph, Comptroller; John Peca, Climaco, Climaco, Seminatore, Lefkowitz & Garofoli, Co. L.P.A.; three members of the media, David Patch, The (Toledo) Blade; Ellen Buchsbaum, The (Elyria) Chronicle Telegram and Sheryl Harris, The (Akron) Beacon Journal; and others in attendance.

Present: M. Ben Gaeth, Ronald V. Gerberry, Jerry Wray,
Ruth Ann Leever, Umberto P. Fedeli

Absent: Edwin M. Bergsmark

A motion was made by Mrs. Leever, seconded by Mr. Wray, that the minutes of the meeting of March 14, 1994, which had been examined by the Members, be approved without reading.

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

Ayes: Mrs. Leever, Mr. Wray, Mr. Fedeli

Nays: None

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

The Chairman said there were a number of guests at the meeting and he would ask them to identify themselves as follows: David Patch, The (Toledo) Blade; Jim Conroy, Porter, Wright, Morris and Arthur; Larry Halko, Syntonic; Rob Fleischman, Greiner Engineering; Dave Ransbury, Assistant Chief Engineer; Kerry Ferrier, Staff Design Engineer; Zolton Szabo, HNTB; Bruce Zimmerman, Syntonic; Vickie Meckley, Syntonic; Mark Hill, Gilbane; Pat Patton, Government Liaison Officer; Lou Disantis, Director of Administrative Services; Eric Carmichael, Pryor, McClendon, Counts and Company; Dick Juratovac, Sun Company; Harry Herlinger, Sun Company; Ed Presley, Society National Bank; Caesar Burkes, Amadeus Corporation; Sheryl Harris, The (Akron) Beacon Journal; Alice Linn, Superintendent of Patron Services; Michael

LaBeau, British Petroleum; Gordon Reis, Financial Advisor to the Commission; Ellen Buchsbaum, The (Elyria) Chronicle Telegram; Michael Anderton, Legal Department; Don Sharp, Director of Operations; Barbara Lesko, Executive Director's Secretary; Leah Fox, ODOT; Diane Pring, General Counsel's Secretary; Frank Lamb, Huntington Trust; Paul Sciria, Sciria and Associates; Tom Henson, Paine Webber; Bob Blair, ODOT; Heidi Jedel, Information and Research; and Joe Rice, Rice Consultants.

The Chairman said the meeting was the 397th of the Ohio Turnpike Commission and it was being held at the Commission's headquarters as provided by the Bylaws. He said Mr. Bergsmark was unable to attend the day's meeting, but a quorum was present.

The Chairman said also that, as required in the Turnpike Act, copies of the Commission's 1993 Annual Report, which contained the independent accountant's report approved by the Auditor of State, were mailed on March 31 to the Governor's office and to the offices of the legislative leaders. He said that distribution was required to be made by April 1. He said the report also was being mailed to other members of the General Assembly, who had requested copies, to elected state officials, to newspapers, selected radio and television stations, and to other interested parties.

The Chairman said also that on March 17, several staff members and he attended a meeting of the Turnpike Oversight Committee in Columbus. He said he believed it went well and all questions asked by the Committee members were answered.

The Chairman said also that various reports would then be received and the Commission would act on a number of resolutions, draft copies of which had been previously sent to the Members and updated drafts also were in the Members folders. He said the resolutions would be explained during the appropriate reports.

The Chairman said that, if there were no further questions, the meeting would proceed with the report of the Assistant Secretary-Treasurer, Mr. Johnson.

Mr. Johnson said he would be reporting on behalf of the Secretary-Treasurer, Mr. Bergsmark, who was not at the meeting.

Mr. Johnson said that the following listed items had been sent to the Members since the last regular meeting of the Commission, March 14, 1994:

- (1) Weekly Traffic Statistics
- (2) Investment Transactions which occurred during March 1994
- (3) Draft of the Commission Meeting Minutes of March 14, 1994
- (4) Financial Statement for March 1994
- (5) Traffic Accident Summary Report for February and March 1994
- (6) Traffic and Revenue Report for March 1994
- (7) Budget and Expense Report - Three Months 1994

- (8) Litigation Report - First Quarter 1994
- (9) Ohio Turnpike Commission Comprehensive Annual Financial Report - 1993
- (10) News Releases: #5 - Award of Contract to E.S. Wagner
#6 - Notice of Interviews for PMC Open to Public
#7 - Construction on Turnpike for '94
#8 - Reaffirmation of Location of SR 58 -Interchange

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

Mr. Johnson said that with the sale of the bonds in February, which closed on March 10, the Commission was under the guidelines of a new trust agreement that was executed to secure those bonds. He said the agreement contained certain covenants regarding the accounts of the Commission.

Mr. Johnson said further that as a result of those covenants a resolution had been drafted entitled a "Resolution Adopting Amended Annual Budget for the Year 1994 Providing for Deposits Required under the Trust Agreement During Said Year." He said the amended budget reflected increased revenues as a result of the funds received from the bond sale, which were invested and were earning income for the Commission. He said the resolution also called for the establishment of certain funding accounts. He said he would not go into the specifics of those accounts, but perhaps Mr. Rudolphy could explain further, if necessary, and answer any questions. He said he recommended the resolution be adopted.

The Chairman asked Mr. Rudolphy if he had any further explanations.

Mr. Rudolphy said Mr. Johnson really explained the budget and resolution. He said the revenues had been increased to recognize the investment of the bond proceeds. He said some expenditures for certain projects had been moved into operating expenditures. He said that a few miscellaneous adjustments for accounts had been made based on experiences for the first quarter of the year.

The Chairman said that, basically, provisions were made for interest and principal on the bonds, as well as for renewals and replacements.

Mr. Rudolphy said the trust agreement required monthly funding of principal and interest requirements and that was what those numbers represented. He said the renewal and replacement fund money was somewhat of an advanced funding procedure whereby monies were being set aside during 1994 for expenditure in 1995.

The Chairman said that, as he had mentioned at other Commission meetings, when the Members and staff were in New York City to meet with the rating services,

one thing the Commission had been commended on was how well the Turnpike had been run over the last ten years. He said the comments had to do with how well the roadway and bridges had been kept in excellent condition and the Commission was not seeking bond funding for maintenance. He said he thought it was very wise and prudent to have the renewal and replacement fund.

Senator Gaeth asked what had been the bottom line interest on the bonds sold by the Commission.

Mr. Johnson said the interest rates varied. He said that about half of the \$125 million was in serial bonds with the series maturing from 1995 through 2009. He said those interest rates ranged from a low of 3.1 percent up to approximately 5.6 percent. He said the remaining bonds, with a maturity date of 2024, were term bonds and they had an interest rate of 5.75 percent. The Chairman said that, basically, half the bonds were staggered in one-year increments, one year, two years, and three years, so the interest varied. He said the other half were fixed-rate, so that over the thirty-year period the rate was 5.75 percent.

The Chairman said further that the Commission was very fortunate in that its advisors and Paine Webber did a great job because it was a very difficult time for the market when the bond issue was sold. He said the Commission's investments also were doing very well.

The Chairman said further that the Commission's timing was very good. He said that, in retrospect, the Members thought that maybe a fraction of a percentage point could have been shaved from the interest rates. He said that, looking back, the decisions made were pretty good. He said that if you tried to squeeze too much at the bottom and too much at the top, you usually got burned. He said that you just had to buy low and sell high so that you end up okay.

The Chairman said also that the only thing he had to remark on was the Turnpike's traffic, which was fantastic. He said the Commission's business was very good. He said that, typically, Turnpike traffic was a good indication of the economy. He said he thought the traffic and revenue were up in the past quarter.

Mr. Rudolphy said they were up about five percent.

The Chairman said that in some weeks the traffic and revenues had been up as much as ten or twelve percent. He said that business was good for the Turnpike.

A resolution adopting amended annual budget for the year 1994 and providing for deposits required under the trust agreement during said year was moved for adoption by Mr. Wray, seconded by Mrs. Leever as follows:

OHIO TURNPIKE COMMISSION

Resolution Adopting Amended Annual Budget
for the Year 1994 and Providing for Deposits
Required under the Trust Agreement During Said Year

WHEREAS, the Commission by Resolution No. 36-1993 dated December 13, 1993, adopted its Proposed Budget for the year 1994 and the proposed budget was submitted to the Governor, the presiding officers of each house of the General Assembly, the Director of Budget and Management, and the Legislative Budget Office of the Legislative Service Commission in accordance with the provisions of Section 5537.17(F) of the Revised Code of Ohio;

WHEREAS, the Commission subsequently issued revenue bonds of the Commission, secured by a trust agreement, which affects the accounts, revenues and expenditures of the Commission;

WHEREAS, the Commission's executive director, comptroller and other members of the Commission's staff have completed a detailed review of the proposed budget and have made certain adjustments thereto and the amended budget, including such adjustments, is now before the Commission;

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby adopts the following as its amended annual budget for the year 1994:

1994

Budget of Revenues, Expenditures
and Deposits for Projects

	<u>Pledged</u>	<u>Non- Pledged</u>	<u>Total</u>
REVENUES	\$94,399,000	\$12,343,000	\$106,742,000
EXPENDITURES			
Administration	\$ 5,990,137		
Insurance & Retirement	<u>13,267,508</u>		
Total Administration & Insurance	\$19,257,645		
Maintenance of Roadway & Structures	\$18,446,383		
Services & Toll Collection	19,408,774		
Traffic Control, Safety & Patrol	8,814,100		
TOTAL OPERATIONS	<u>\$46,669,257</u>		
TOTAL OPERATIONS, MAINTENANCE & ADMINISTRATION (OM&A)	\$65,926,902		
BOND INTEREST FUNDING	\$ 5,128,011		
BOND PRINCIPAL FUNDING	\$ 1,508,333		
RENEWAL & REPLACEMENT FUND REQUIREMENT	\$ 4,000,000		
TRANSFER TO SYSTEM PROJECT FUND	\$17,835,754		

(Resolution No. 26-1994 adopted April 21, 1994)

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

Ayes: Mr. Wray, Mrs. Leever, Mr. Fedeli

Nays: None

The Chairman declared the resolution stood adopted with all Members present voting in the affirmative. The resolution was identified as No. 26-1994.

The Chairman said the report of the Committee on Budget and Finance was accepted as offered. He said the report of the Committee on Audit/Legal would be received.

Mr. Rudolphy said the committee had opened the bids submitted for the Commission's independent auditors in late March. He said the bids were reviewed and the committee's recommendations had been forwarded to the Auditor of State. He said discussions with the Auditor of State had not been resolved, so the committee was unable to make a recommendation to the Commission for the selection of the new auditors. He said that at the next Commission meeting he thought that recommendation could be made.

The Chairman said that the Commission's current independent auditor could not do it again because the firm had been with the Commission for five years.

Mr. Rudolphy said the Chairman was correct. He said the current auditor was Deloitte & Touche and they were not among the three bidders on the contract.

The Chairman asked Mr. Rudolphy to name the three bidders.

Mr. Rudolphy said they were Ernst & Young, Coopers & Lybrand and KPMG-Peat Marwick.

The Chairman said the report of the Committee on Audit/Legal was accepted as offered. He said the report of the Committee on Service Plazas would be received.

The chairman of the Committee on Service Plazas, Senator Gaeth, said he really didn't have a report, but he felt the renovation projects scheduled for the service plazas were due.

The Chairman said that, as the Senator knew, the Commission was planning a little field trip to visit some of the other toll roads to see how they had updated their service plazas. He said that in 1995 the Commission was planning on making some major changes at the service plazas.

Mr. Johnson said that he would supplement the committee's report to say that bids for the operation of the Turnpike's 16 service stations had been solicited. He said the current contract expired at the end of May.

Mr. Johnson said the bids were solicited on the basis of the payment to be made to the Commission for each gallon of fuel sold at the stations. He said the bids were permitted to be submitted to operate all 16 stations. He said bidders also were permitted to bid on different combinations. He said those combinations were eight stations for the even-numbered plazas, eight stations for the odd-numbered plazas, four stations at plazas one and three or two and four, five and seven and six and eight.

Mr. Johnson said further that those combinations were selected so that the Commission could elicit the best single bid or combination of bids on the contracts to operate 16 or eight pairs of the plazas. He said that, furthermore, alternate bids also could be submitted on all the contract combinations for either company-operated or dealer-operated stations.

Mr. Johnson said further that four companies bid to operate all 16 of the stations under the contract designated SS-10-A. He said there were some bids submitted on the various other contract combinations which were delineated in the tabulation of bids that were in the Members' folders.

Mr. Johnson said further that the bids ranged from a payment to the Commission of 4.1 cents per gallon to 7.5 cents per gallon. He said the high bid of 7.5 cents per gallon was by Clark Refining and Marketing Inc. to operate the four stations at plazas 5 and 7, which were designated as contract SS-10-F. He said that award of that contract to Clark was not possible because there were no bids on certain of the other combinations, namely on SS-10-D, and SS-10-E, which would be needed in order to assemble the possible contract combinations to operate the other 12 plazas. He said that it was impossible to award that highest bid contract to operate only four stations.

Mr. Johnson said further that, as a result, the overall highest bid had been submitted by the Sun Company, Inc. of Philadelphia, Pennsylvania to operate all 16 stations under Contract SS-10-A on its bid to pay the Commission 6.5 cents per gallon at all 16 stations as company-operated units. He said Sun also bid under that same contract to pay the Commission 6.5 cents per gallon at 14 of the stations as company-operated units and 6.0 cents per gallon for two stations as dealer-operated units. He said the two dealer-operated stations would be run by an MBE operator. He said the operator they proposed was already certified as an MBE vendor by the Commission.

Mr. Johnson said further that, in addition, Sun proposed to replace all of the gasoline fuel dispensers with new state-of-the-art units. He said the other companies proposed to keep the existing units and Sun proposed to pay the Commission fair-

market value for the dispenser units that were currently in place. He said Sun also agreed, which was a requirement in the bid, to provide containment sumps under each fuel dispenser and to make any other necessary conversions of the facilities to identify it as a Sun operation.

Mr. Johnson said further that Sun was a major oil company with over 5,000 company and dealer-owned stations in the United States and Canada. He said that, of the four bidders, Sun was the only company that operated stations on other toll roads. He said they operated units on the Pennsylvania Turnpike, the New York Thruway, the New Jersey Turnpike and the Atlantic City Expressway. He said that, at one time, Sun operated some of the stations on the Ohio Turnpike. He said Sun had a significant presence and facilities in Ohio, including over 500 stations. He said Sun had a major refinery in Toledo and a pipeline and terminal distribution network which basically was located across northern Ohio. He said that, therefore, Sun was qualified to operate the stations.

Mr. Johnson said further that it was his opinion, which was supported by the analysis of the Commission's Superintendent of Patron Services, which analysis also was in the Members' folders, that the bid submitted by Sun Oil Company, Inc. was the best bid. He said Sun would operate all 16 stations under Contract SS-10-A. He said 14 of the units would be company-operated and two would be operated by an MBE dealer. He said he recommended, subject to the opinion of General Counsel, which also was in the Members' folders, about the legal sufficiency of the bid, that the contract be awarded to Sun Oil Company, Inc., on the basis that he had described.

Mr. Johnson said there was a resolution in the Members' folders entitled "Resolution Awarding Service Station Contract SS-10." He said he would dispense with the Whereases and read the Resolveds as follows:

"RESOLVED that the bid of Sun Company, Inc. of Philadelphia, Pennsylvania for the performance of Contract SS-10-A is, and is by the Commission determined to be, the best of all bids and combinations of bids received for the performance of any of the aforesaid contracts and is accepted;

"FURTHER RESOLVED that the chairman and the executive director or either of them, be, and hereby each of them is, authorized to execute a contract with the successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, and to take any and all action necessary or proper to carry out the terms of said bid and of said contract; and

"FURTHER RESOLVED that the executive director is instructed to return the bid security of all other bidders as soon as said contract is executed."

Mr. Johnson said that, again, he recommended that the resolution be adopted.

The Chairman said it appeared that the Commission's profits for fuel sold on the Turnpike would be twice as much as received from B.P. Oil in the current contract.

Mr. Johnson said the Chairman was correct. He said B.P. Oil paid the Commission 3 cents per gallon of gasoline and diesel fuel sold on the Turnpike, whereas Sun would be paying 6.5 cents per gallon at the 14 company-operated stations and 6 cents at the two, MBE-operated stations.

The Chairman asked Mr. Johnson if gasoline sold on the Turnpike in a year averaged around 35 to 40 million gallons.

Mr. Johnson said the sales have exceeded 40 million gallons in recent history and he hoped that sales would increase in the years ahead.

A resolution awarding service station contract SS-10 was moved for adoption by Mr. Wray, seconded by Mrs. Leever as follows:

RESOLUTION NO. 27-1994

"WHEREAS, the Commission has heretofore advertised for bids for the performance of Contract SS-10, such advertisement providing for seven proposals, (designated SS-10-A, SS-10-B, SS-10-C, SS-10-D, SS-10-E, SS-10-F and SS-10-G) each for the operation of various combinations of the dual service stations (i.e. pairs of service stations, each pair having individual stations located opposite each other on both sides of the Ohio Turnpike) at the service plazas on the Ohio Turnpike;

"WHEREAS, advertisements of notice for the taking of bids for the aforesaid contract were duly published according to law and four bids for the performance of such contract were thereafter received and duly opened and read as provided in said published notice, and said bids are before this Commission meeting;

"WHEREAS, said bids have been analyzed by the executive director, superintendent of patron services and other members of the Commission's staff and recommendations predicated upon said analyses have been tendered to the Commission for its consideration;

"WHEREAS, the Commission has duly and fully considered said bids and the aforesaid analyses and recommendations;

"WHEREAS, all of the aforesaid bids were solicited on the basis of the same terms and conditions with respect to all bidders and potential bidders;

"WHEREAS, the Commission has determined that the bid of Sun Company, Inc. of Philadelphia, Pennsylvania for the performance of Contract SS-10-A, to operate all sixteen (8 pairs) stations with 14 stations (7 pairs) to be company-operated and 2 stations (1 pair) to be dealer-operated (by an MBE company), is the best of all bids and combinations of bids received in response to the advertisement for said contract;

"WHEREAS, the Commission has been advised by its general counsel that said bid conforms to the requirements of all applicable statutes and to the terms and conditions set forth in the legal notice and other documents applicable thereto, including satisfactory evidence of compliance with the Commission's Minority Business Enterprise Program and that the Commission may legally accept said bid; and

"WHEREAS, the executive director and the superintendent of patron services are satisfied with the capacity and ability of said bidder to perform its obligations pursuant to its bid;

"NOW, THEREFORE, BE IT

"RESOLVED that the bid of Sun Company, Inc. of Philadelphia, Pennsylvania for the performance of Contract SS-10-A is, and is by the Commission determined to be, the best of all bids and combinations of bids received for the performance of any of the aforesaid contracts and is accepted;

"FURTHER RESOLVED that the chairman and the executive director or either of them, be, and hereby each of them is, authorized to execute a contract with the successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid, and to take any and all action necessary or proper to carry out the terms of said bid and of said contract; and

"FURTHER RESOLVED that the executive director is instructed to return the bid security of all other bidders as soon as said contract is executed."

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

Ayes: Mr. Wray, Mrs. Leever, Mr. Fedeli

Nays: None

The Chairman declared the resolution stood adopted with all Members present voting in the affirmative. The resolution was identified as No. 27-1994.

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

Mr. Disantis said that since the last Commission meeting arrangements had been made for the negotiating team representing the Commission to begin negotiations with the UE, who would be representing the part-time toll collectors. He said the first negotiating session was held the day before the Commission meeting from 8:30 a.m. to 5:00 p.m. He said two other sessions were scheduled the week after the Commission meeting. He said that, if nothing was resolved by May 1st, SERB might appoint a mediator. He said that, if nothing were resolved by a mediator, a fact finder might be appointed by May 15.

Mr. Disantis said also that meetings with non-union employees had been scheduled beginning on May 3rd.

Mr. Wray asked if the terms and benefits of employment were the same as for those employees governed by the union contract.

Mr. Disantis said they were pretty much the same with some very minor exceptions. He said not to forget that the Commission had two separate union contracts and a third was being negotiated.

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

The Executive Director said the first item he wanted to cover was the report that had been made to the Commission Members by the group designated to analyze the proposals submitted to the Commission for the Project Management Consultant Services on the Great Lakes/Mid Atlantic Corridor Project.

The Executive Director said further that, as the Members knew, that group consisted of Director Wray, Representative Gerberry, himself, Alan Plain, the Deputy Executive Director- Chief Engineer, General Counsel, Jim McGrath, and Jim Brennan, the Commission's Development Coordinator.

The Executive Director said further that the report given to the Commission detailed at length the process that was used on the development of the RFP, which was done after extensive consultation between staff members of the Commission and of the Ohio Department of Transportation. He said the RFP was issued on December 6.

The Executive Director said further that a pre-proposal meeting was held in early January at which time some 73 individuals representing 45 different firms attended. He

said the RFP had been advertised in the Dodge Reports, and through the publications of the Ohio Contractors Association and the Ohio Consulting Engineers Association. He said ODOT's computer access network also was used to further issue notice of the project. He said it was formally advertised in the Daily Reporter in Columbus and notices were sent to 123 individual firms throughout the country.

The Executive Director said further the proposals were received on January 28. He said the proposals came from four teams.

The Executive Director said further the Commission's review group met on March 1 to discuss the proposals and agreed that all four were of high quality. He said the Commission's reviewers decided to interview all four teams, which was done on March 25 at the Commission's administration building.

The Executive Director said further that the interviews were open to the public and were so advertised in a news release. He said that no representatives from the news media nor the public in general attended the interviews. He said the order in which each firm was interviewed was selected by a random draw at the Commission's interview group meeting on March 1. He said that after the interviews the Commission's reviewers met to discuss the entire process and to reach a consensus on the PMC team which was deemed to be the most qualified.

The Executive Director said further that copies of the report would be available after the Commission meeting. The Executive Director said further that it was the unanimous consensus of the review team that the proposal by the Ohio Corridor Development Consortium ranked number one of the four proposals. He said the OCDC was a joint venture of Howard Needles Tammen and Bergendoff Corporation, Turner Construction Company and Dick Enterprises, in association with Resource International, Thomas Fok & Associates and Great Lakes Construction Company.

The Executive Director said further that he would not go into the reasoning of the Commission's review team for making the selection it did. He said the information was in the report to the Commission which would be made available after the meeting.

The Executive Director said further that based on an action taken by the Commission Resolution Number 33-1993 in which the Commission authorized the release of the RFP and also directed the Executive Director to take any and all further action necessary to go forward with the study of the corridor that he had selected the OCDC for the PMC services. He said he expected to negotiate the agreement with them and have the Commission act on and authorize the formal agreement that was negotiated.

The Executive Director said further that, in the event that was unsuccessful, it might be necessary for the review team to come back to the Commission with a

supplemental report. He said the review team had not ranked the remaining three proposals, but that might be necessary in the event a successful contract could not be executed with the selected team.

The Chairman asked if there were any questions or comments and there were none.

The Executive Director said also that the rest of his report would consist of introducing most of the remaining resolutions.

The Executive Director said further that bids had been solicited for construction of the toll plaza portion of the new Turnpike interchange with State Route 4 in Erie County. He said he had submitted to the Members a tabulation of the bids that were received. He said the Members had in their folders a resolution awarding contract No. 55-94-05 for constructing the toll plaza portion of the interchange.

The Executive Director said further that the bids had been reviewed by the Commission's staff, particularly by the Deputy Executive Director/ Chief Engineer and General Counsel, both of whom were unable to attend the day's meeting. He said he would not read the Whereases, but would read the Resolveds as follows:

"RESOLVED that the bid of the Mosser Construction Company of Fremont, Ohio, in the amount of \$1,073,143.00, for the performance of Contract No. 55-94-05 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said contract, and is accepted, and that the chairman and executive director, or either of them, hereby is authorized (1) to execute a contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid; (2) to direct the return to the other bidders of their bid security, when appropriate, and (3) to take any and all action necessary or proper to carry out the terms of said bid and of said contract, and

"FURTHER RESOLVED that Contract No. 55-94-05 is designated a System Project under the Commission's 1994 Master Trust Agreement."

The Executive Director said further that he recommended the resolution be adopted.

Mr. Wray said that he had in his folder a letter to General Counsel from Shelly Dravis saying that notice of requirements to ensure minority business enterprise from Richard Miller of S.E. Johnson had been received. He asked if the Mosser Construction Co. was a minority company.

The Executive Director said there must be something wrong with the letter since neither S.E. Johnson nor Mosser were MBE firms and S.E. Johnson did not bid on the

project. He said he would clear that up. He said he was satisfied the MBE requirements for the project were met.

A resolution awarding contract No. 55-94-05 was moved for adoption by Mrs. Leever, seconded by Mr. Wray as follows:

RESOLUTION NO. 28-1994

"WHEREAS, the Commission has duly advertised according to law for bids upon a contract for construction of a toll plaza, utility building, toll booths and canopies for Interchange A located at Milepost 110.4 in Erie County, which contract has been designated Contract No. 55-94-05;

"WHEREAS, three bids for the performance of said contract were received;

"WHEREAS, said bids have been reviewed and analyzed by the Commission's deputy executive director, and he has submitted a report concerning such analysis and his report is before the Commission, and the Commission's executive director has made his recommendation to the Commission predicated upon such analysis;

"WHEREAS, the Commission's minority business enterprise coordinator has reviewed the documents submitted by the bidders and has determined that there is satisfactory evidence of compliance with the Commission's Minority Business Enterprise Program;

"WHEREAS, all bids for said contract were solicited on the basis of the same terms and conditions and the same specifications, and the bid of the Mosser Construction Company of Fremont, Ohio, in the amount of \$1,073,145.00 for the performance of Contract No. 55-94-05 has been determined by the Commission to be the lowest responsive and responsible bid received;

"WHEREAS, the Commission has been advised by its general counsel that said bid conforms to the requirements of Section 5537.07, Section 9.312 and Section 153.54, all of the Revised Code of Ohio, and that a performance bond with good and sufficient surety has been submitted by the Mosser Construction Company;

"NOW, THEREFORE, BE IT

"RESOLVED that the bid of the Mosser Construction Company of Fremont, Ohio, in the amount of \$1,073,145.00, for the performance of Contract No. 55-94-05 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said contract, and is accepted, and

that the chairman and executive director, or either of them, hereby is authorized (1) to execute a contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid; (2) to direct the return to the other bidders of their bid security, when appropriate, and (3) to take any and all action necessary or proper to carry out the terms of said bid and of said contract, and

"FURTHER RESOLVED that Contract No. 55-94-05 is designated a System Project under the Commission's 1994 Master Trust Agreement."

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

Ayes: Mrs. Leever, Mr. Wray, Mr. Fedeli

Nays: None

The Chairman declared the resolution stood adopted with all Members present voting in the affirmative. The resolution was identified as No. 28-1994.

The Executive Director said further that the next resolution dealt with the construction of the toll plaza at the new Turnpike interchange at State Route 44 in Portage County. He said the low bidder was the A.P. O'Horo Company of Youngstown. He said he would dispense with the Whereases and read the Resolveds as follows:

"RESOLVED that the bid of the A.P. O'Horo Company of Youngstown, Ohio, in the amount of \$1,688,979.65, for the performance of Contract No. 55-94-06 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said contract, and is accepted, and that the chairman and executive director, or either of them, hereby is authorized (1) to execute a contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid; (2) to direct the return to the other bidder of its bid security, when appropriate, and (3) to take any and all action necessary or proper to carry out the terms of said bid and of said contract, and

"FURTHER RESOLVED that Contract No. 55-94-06 is designated a System Project under the Commission's 1994 Master Trust Agreement."

The Executive Director said he recommended that the resolution be adopted.

A resolution awarding contract No. 55-94-06 was moved for adoption by Mrs. Leever, seconded by Mr. Wray as follows:

RESOLUTION NO. 29-1994

"WHEREAS, the Commission has duly advertised according to law for bids upon a contract for construction of a toll plaza, utility building, toll booths and canopies for Interchange 13A located at Milepost 194.0 in Portage County, which contract has been designated as Contract No. 55-94-06;

"WHEREAS, two bids for the performance of said contract were received;

"WHEREAS, said bids have been reviewed and analyzed by the Commission's deputy executive director-chief engineer, and he has submitted a report concerning such analysis and his report is before the Commission, and the Commission's executive director has made his recommendation to the Commission predicated upon such analysis;

"WHEREAS, the Commission's minority business enterprise coordinator has reviewed the documents submitted by the bidders and has determined that there is satisfactory evidence of compliance with the Commission's Minority Business Enterprise Program;

"WHEREAS, all bids for said contract were solicited on the basis of the same terms and conditions and the same specifications, and the bid of the A. P. O'Horo Company of Youngstown, Ohio, in the amount of \$1,688,979.65, for the performance of Contract No. 55-94-06 has been determined by the Commission to be the lowest responsive and responsible bid received;

"WHEREAS, the Commission has been advised by its general counsel that said bid conforms to the requirements of Section 5537.07, Section 9.312 and Section 153.54, all of the Revised Code of Ohio, and that a performance bond with good and sufficient surety has been submitted by the A. P. O'Horo Company;

"NOW, THEREFORE, BE IT

"RESOLVED that the bid of the A. P. O'Horo Company of Youngstown, Ohio, in the amount of \$1,688,979.65, for the performance of Contract No. 55-94-06 is, and is by the Commission, determined to be the lowest responsive and responsible bid received for the performance of said contract, and is accepted, and that the chairman and executive director, or either of them, hereby is authorized (1) to execute a contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid; (2) to direct the return to the other bidder of its bid security, when appropriate, and (3) to take any and all action necessary or proper to carry out the terms of said bid and of said contract, and

"FURTHER RESOLVED that Contract No. 55-94-06 is designated a System Project under the Commission's 1994 Master Trust Agreement."

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

Ayes: Mrs. Leever, Mr. Wray, Mr. Fedeli

Nays: None

The Chairman declared the resolution stood adopted with all Members present voting in the affirmative. The resolution was identified as No. 29-1994.

The Executive Director said the next resolution was for a contract for the maintenance of the Commission's toll collection/ audit system, communications system and toll lane equipment. He said the systems had been combined in a single contract because the systems were all interconnected and related. He said the Members had in their folders a report from General Counsel which explained that a proposal from Motorola and TDC Electronics, Inc. did not conform fully with the requirements of the request for proposals in substantial areas. He said that, therefore, a contract would not be awarded to those companies.

The Executive Director said further that there also was a report from the Deputy Executive Director/Chief Engineer to General Counsel about the reasons why that bid did not meet the requirements of the RFP.

The Executive Director said further that he recommended that the award of the contract be made to the other bidder, which was Syntonic Technology, Inc. of Harrisburg, Pennsylvania. He said he would dispense with the Whereases and read the Resolved as follows:

"RESOLVED that the Commission hereby awards the contract for Maintenance of the Commission's Toll Collection/Audit System, Communications System and Toll Lane Equipment to Syntonic Technology, Inc. of Harrisburg, Pennsylvania, and authorizes and directs the executive director to enter into a contract with Syntonic Technology, Inc. for such services in accordance with the Commission's Request for Proposals and the response thereto by Syntonic Technology, Inc."

Mr. Wray asked the Executive Director for explanation of the rejected bid.

The Executive Director said there was a memo dated April 19 to General Counsel from the Deputy Executive Director-Chief Engineer setting forth a number of reasons why the bid could not be accepted. He said that, number one, the two companies which submitted the bid included an annual adjustment in their bid which was not

permitted under the contract. He said the contract was for three years and there was the requirement that there be a fixed price for the entire three years. He said the two firms put an escalator clause in their bid, which was not permitted.

Mr. Wray said that their bid, therefore, was not really their bid.

The Executive Director said that Mr. Wray was correct. He said he didn't know how the escalator clause would be applied and it just would not be permitted.

The Executive Director said further that the two firms also took exception to the indemnification provision and requirement the Commission had in the RFP. He said they further proposed entering into separate and distinct contracts with the two separate companies. He said the RFP required a single bid. He said the two companies could have entered into a joint venture with a single bid, but they did not. He said that, finally, they indicated that they would have a central facility located on Turnpike premises, which the Commission did not permit under the RFP specifications. He said that all these exceptions to the requirements of the RFP led General Counsel to the conclusion that the award could not be made to them.

Mr. Wray said he understood that decision. He said he had a general question, namely did the contract pertain to the hardware at the toll plazas?

The Executive Director said the contract pertained to the hardware at the toll plazas, as well as all of the toll lane equipment and computers. He said the Turnpike communications system and the toll system were tied together. He said all the data from the toll plazas was transmitted into the administration building via the microwave communication system. He said that also included in the microwave system were the Commission maintenance and Patrol communication networks.

The Executive Director said further the contract also covered maintenance of the treadles and scales in all the toll lanes. He said the contract also involved some of the computer equipment located in the administration building. He said all of those things were related and that was why a single contract was needed.

Mr. Wray asked if the monthly fee for maintenance had been increasing over the years due to the age of the equipment, improvements in technology or just going up period.

The Executive Director said the bid fee of about \$150,000 per month by Syntonic was actually less than under the current contract where the Commission was paying \$173,000 per month. He said it was a reduction of \$23,000 a month and over the three-year period the Commission would save almost a million dollars under the new contract.

Mr. Wray said that, in effect, Syntonic would be providing a full time maintenance work force going up and down the Turnpike fixing the equipment. He asked if the contract called for an upgrade and improvement in the equipment or did it pertain only to maintenance.

The Executive Director said the contract was strictly for maintenance, which would be available on a 24-hour, seven day a week basis. He said the contract covered any overtime work deemed necessary at no additional costs to the Commission.

The Chairman asked if Syntonic provided similar services to other toll roads.

The Executive Director said Syntonic did similar work on the toll roads in Pennsylvania, Florida and Massachusetts.

The Chairman said he wondered why other companies, who could meet the specifications, had not bid on the contract.

The Executive Director said he didn't know why more firms did not bid on the contract.

Mr. Wray said he did not have a problem with the explanation on why the Commission was going with Syntonic. He said he was interested in knowing if the fees were for what he thought was routine maintenance.

The Executive Director said the maintenance of the equipment was not routine, but highly technical.

Mr. Wray said that not just anybody could do the work.

The Executive Director said that was correct. He said that if it was routine then the Commission's own work force could do it. He said the staff had reviewed what had been done at other toll roads around the country and found that in-house maintenance on those roads had not worked.

Mr. Wray said he assumed that the equipment was very sophisticated.

The Executive Director said it was all computerized equipment. He said the Commission had an on-line computerized toll audit system that went back to the 70's. He said it was the first in the world, but it had been constantly updated. He said that as new toll plazas were added to the system there were other requirements. He said that to add them you had software to add to the system to make it work, so it was very sophisticated.

Mr. Wray said he was concerned whether or not the Commission was paying more and more because the old system was falling apart.

The Executive Director said that was not the case. He said that, for example, all the entry lanes at all the toll plazas would be receiving new, automatic high-low equipment to classify all entry vehicles. He said that regardless of how new the equipment might be, if it wasn't working, it didn't do anybody any good. He said it was a constant, relentless task to keep all the equipment running.

A resolution awarding a contract for maintenance of the Commission's toll collection/audit system, communications system and toll lane equipment was moved for adoption by Mr. Wray, seconded by Mrs. Leever as follows:

RESOLUTION NO. 30-1994

"WHEREAS, on March 4, 1994, the Commission issued a Request for Proposals (RFP) for Maintenance of the Commission's Toll Collection/Audit System, Communications System and Toll Lane Equipment;

"WHEREAS, proposals were received on April 8, 1994, from two proposers to perform this contract and such proposals were reviewed by the Commission's deputy executive director-chief engineer and other members of the Commission's staff;

"WHEREAS, the deputy executive director-chief engineer has made a recommendation to the Commission, through the general counsel, and the Commission has duly considered such recommendation;

"WHEREAS, the proposals and the recommendation of the deputy executive director-chief engineer have been reviewed by the general counsel, and he has advised the Commission that the proposal submitted by Syntonic Technology, Inc. of Harrisburg, Pennsylvania conforms with the requirements of the RFP, including the proposal guarantee, and the contract can be awarded to Syntonic Technology, Inc.; and

"WHEREAS, the general counsel further advised that the proposal submitted by Motorola and TDC Electronics, Inc. does not conform fully with the requirements of the RFP in substantial areas and, therefore, a contract could not be awarded to Motorola and TDC Electronics, Inc.;

"NOW, THEREFORE, BE IT

"RESOLVED that the Commission hereby awards the contract for Maintenance of the Commission's Toll Collection/Audit System, Communications

System and Toll Lane Equipment to Syntonic Technology, Inc. of Harrisburg, Pennsylvania, and authorizes and directs the executive director to enter into a contract with Syntonic Technology, Inc. for such services in accordance with the Commission's Request for Proposals and the response thereto by Syntonic Technology, Inc."

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

Ayes: Mr. Wray, Mrs. Leever, Mr. Fedeli

Nays: None

The Chairman declared the resolution stood adopted with all Members present voting in the affirmative. The resolution was identified as No. 30-1994.

The Executive Director said also that the last thing he had was a resolution revising the Commission's Bylaws. He said he had submitted to the Members a copy of the revised Bylaws which really had not been looked at for quite some time. He said that minor adjustments had been made from time to time, but the most recent revisions were necessary to conform them to statutory changes that had been made in recent years. He said other changes were called for by provisions of the trust agreement now in place as a result of the recent Turnpike bond sale. He said there needed to be revisions to cover a number of positions that were already on board, a minor change in the organization and also to make the Bylaws gender neutral, which had never been done before.

The Executive Director said further that he thought it would be easiest to rescind the other Bylaws entirely by rescinding the most recent amendment and the resolutions that made those amendments. He said that could be done by adopting the new Bylaws through adoption of that particular resolution.

The Executive Director said that he would read the Resolveds as follows:

"RESOLVED that the Commission hereby adopts the code of bylaws entitled, "Ohio Turnpike Commission, Code of Bylaws," which is hereto attached and made a part hereof, the same to be effective April 21, 1994; and

"FURTHER RESOLVED that the code of bylaws, originally adopted September 15, 1955, by Resolution No. 56-1955, and as revised by Resolution No. 10-1973, and subsequently amended by the Resolutions No. 27-1975, No. 13-1977 and No. 1-1991, be, and the same hereby is, rescinded, effective April 21, 1994; and

"FURTHER RESOLVED that Resolution No. 27-1975, No. 13-1977 and No. 1-1991, be, and hereby the same are, rescinded, effective April 21, 1994; and

"FURTHER RESOLVED that no grant of authority heretofore made by the Commission to any officer or employee of the Commission by any resolution which is not hereby rescinded shall be in any way impaired by the adoption of the aforesaid code of bylaws, unless and except to the extent that any such previous grant is inconsistent with said code of bylaws."

The Chairman said he was going to recommend that the Commission postpone acting on the resolution because he had not had time to read all the new Bylaws. He said he recommended the Commission postpone voting on the resolution until the next Commission meeting. He said the Bylaws contained some 30 pages of data, so he needed to feel comfortable with them. He said he didn't know about everybody else, but he would like to have some discussions on them.

The Chairman said further that he wanted to look at the Bylaws because they set the rules of how the Commission operated. He said there had been a significant change in the last few years of the Commission's direction and he wanted to make sure there isn't anything in the Bylaws which might counter that direction. He asked the Executive Director if there were any significant changes to the Bylaws, particularly in the last part of them.

The Executive Director said there had been employment positions, which had been added to the staff, included in the Revised Bylaws. He said those positions were the MBE Coordinator, Government Liaison Officer, the Development Coordinator and others.

The Chairman asked the Members to look at the Bylaws and direct any questions or comments to the Executive Director so the Commission could act at the next meeting.

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

Mr. Brennan said that on April 8th the Executive Director, Chief Engineer and he had met with representatives from ODOT and Fulton County officials to get back on track with the interchange at County Road 24 (State Route 66).

Mr. Brennan said further, moving east, the engineering consultant proposals for the interchange at State Route 51 in Ottawa/Sandusky Counties were received on April 15. He said they would be evaluated and an award soon would be made.

Mr. Brennan said further that the Chief Engineer held a pre-construction conference at Berea over the contract to build the ramps for the new interchange at State Route 4 in Erie County. He said the contract was awarded on March 14 and, incidentally, the winning bid was \$700,000 below the estimated cost, which he thought was rather good.

Mr. Brennan said further that the pre-construction conference was the first one he had attended and he wished Mr. Plain was at the Commission meeting because he put on quite a show. He said that after Mr. Plain got through the conference there were not many questions left. He said the conference was tape recorded so that, if anyone nodded in answer to a question, Mr. Plain would ask them to respond verbally.

Mr. Brennan said further that the engineering consultant would have the design work started soon for the interchange at Baumhart Road in Lorain County. He said the interchange was still scheduled to be built and opened in 1995.

Mr. Brennan said the design work for the interchange with State Route 58 in Lorain County had been resumed by the engineering consultant. He said that interchange was also scheduled for completion in 1995.

Mr. Brennan said further that proposals were due on April 29 in response to the RFP for an access study for the interchange with Interstate Route 77 in Summit and Cuyahoga County. He said the study would probably require 12 to 18 months.

Mr. Brennan said further that construction began earlier in April on the new interchange with State Route 44 in Portage County. He said the target date for completion was November 30, 1994.

Mr. Brennan said further that traffic data information had been requested from ODOT regarding the proposed County Road 18 interchange. He said that when that information was received then the Commission would continue with the access study process.

Mr. Brennan said that ODOT had decided to recommend using the existing Interstate Route 280 corridor for the Maumee River crossing at Toledo. He said the decision was not really a shock to anybody, but it was a process that had to be done. He said further discussions were expected to be made in the fall. He said a major decision had to be made as to whether the crossing was to be a bridge or tunnel.

Mr. Brennan said further that several meetings were held with representatives of the City of Bellevue and County Commissioners from Sandusky, Huron and Erie Counties. He said the reason for the meetings with all three counties had been the fact that parts of Bellevue are in all three counties. He said the meetings concerned extending water and sewer lines in the area of the new Turnpike interchange with State

Route 4. He said the lines would not necessarily be extended to the interchange, but they would run toward the interchange in anticipation of economic development.

Mr. Brennan said further that there was some competition between the City of Bellevue and the Erie County officials regarding any funding for such projects. He said the Erie County officials thought that any funding for extending water and sewer lines should be used for State Route 250 adjacent to the Sandusky-Norwalk (No. 7) Interchange, while the City of Bellevue wanted funding for property at the State Route 4 interchange. He said the Commission was not making any commitments or was it in any position to make commitments to fund such projects. He said representatives of the Commission attended those meetings to listen to the various comments.

The Chairman said the report of the Development Coordinator was accepted as offered. He said the report of General Counsel, Sharon Isaac for Jim McGrath, would be received.

Ms. Isaac said there were two resolutions she had to present jointly on behalf of General Counsel. She said both of those resolutions dealt with the appropriation of property necessary for construction of the new SR 4 interchange in Erie County.

Ms. Isaac said further that the Legal staff had engaged in negotiations with both property owners, but had been unable to reach an agreement as to the values of the properties. She said filing of appropriation action in court by General Counsel would allow the Commission to have a right of entry to the property and construction could begin.

Ms. Isaac said further that the two resolutions she had were identical, except for the names of the property owners, as well as the legal descriptions of the properties. She said she would read the resolved of the resolutions as follows:

"FURTHER RESOLVED that the general counsel be, and he hereby is instructed to do or cause to be done all things that may be necessary in the premises in order that proceedings for the appropriation of the property described above may be commenced."

Ms. Isaac said further that, as she stated, the Legal staff would continue to negotiations with the property owners. She said that once the actions were filed in court it did not necessarily preclude any further negotiations with the property owners.

Ms. Isaac said she recommended that the resolutions be adopted.

Two resolutions declaring the necessity of appropriating property and directing that proceedings to effect such appropriation be begun and prosecuted were moved for adoption by Mrs. Leever, seconded by Mr. Wray as follows:

RESOLUTION NO. 31-1994

"RESOLVED that the Commission has negotiated for a reasonable time for the purchase of the real estate described herein with the owner, but has been unable to enter into an agreement and has complied with the provisions of section 163.04 of the Revised Code; and said property is necessary for the construction of an interchange with State Route 4 and the Ohio Turnpike in the vicinity of Milepost 110.7 in Erie County, Ohio;

"BE IT FURTHER RESOLVED that proceedings be begun and prosecuted to effect the appropriation of the fee title and necessary easements on the following described property from the owner and persons having an interest therein, to-wit:

Owners	Place of Residence
Henry J. Brisker	9204 Hayes Avenue Sandusky, OH 44870
James W. McKean Auditor, Erie County	Courthouse 523 Columbus Avenue Sandusky, OH 44870
Beverly Pressler Treasurer, Erie County	Courthouse 523 Columbus Avenue Sandusky, OH 44870

"The aforementioned property to be appropriated is described as follows:

Parcel No. 6A-5WL - Fee Simple
Parcel No. 6A-5T - Temporary Construction Easement

Legal descriptions are attached as Exhibits "A" and "B";

"FURTHER RESOLVED that the general counsel be, and he hereby is instructed to do or cause to be done all things that may be necessary in the premises in order that proceedings for the appropriation of the property described above may be commenced."

Parcel No. 6A-5WL

Situated in the Township of Groton, County of Erie, State of Ohio and in Section 2, Lot 10 and bounded and described as follows:

Being a parcel of land lying of the left side of the centerline of a survey, made by the Ohio Turnpike Commission, and recorded in Book Page of the records of Erie County and being located within the following described points in the boundary thereof;

Commencing at an existing railroad spike found in the intersection of centerline of right-of-ways of State Route 4 and Portland Road being 6.76 feet right of S.R. 4 centerline survey Station 57 + 84.43;

Thence S20°-04'-08"W along the centerline of S.R. 4 for a distance of 1659.43 feet to a point on the Grantor's westerly property line being 3.25 feet right of S.R. 4 centerline survey Station 41+ 25.00; the true place of beginning;

Thence S70°-03'-09"E for a distance of 31.75 feet to a point in the proposed easterly limited access right-of-way line of S.R. 4 being 35.00 feet right of S.R. 4 centerline survey Station 41 + 25.00;

Thence 17°-13'-16"W along said easterly limited access right-of-way line for a distance of 419.33 feet to a point on the Grantor's southerly property line being the south line of Lot 10 and also being the northerly property line of CHARLES F. and FLORENCE M. CLARK as recorded in the records of Erie County in Book 260, Pages 276-278 being 54.94 feet right of S.R. 4 centerline survey Station 37 + 06.14;

Thence N88°-19'-38"W along said Grantor's southerly property line for a distance of 55.41 feet to a point in the Grantor's westerly property line being 2.33 feet right of S.R. centerline survey Station 36 + 88.77;

Thence N2°-04'-08" E along said Grantor's easterly property line for a distance of 436.23 feet to the place of beginning containing 0.416 acres, more or less, of which the present right-of-way occupies 0.297 acres, more or less.

The bearings for this description were based upon the original Ohio Turnpike Survey.

The description for this parcel is based upon a survey made for the Ohio Turnpike Commission in 1993 by Central Engineering Inc. of Strongsville, Ohio and CT Consultants, Inc. of Willoughby, Ohio and written by Robert O. Brenner, Registered Surveyor No. 5987.

EXHIBIT "A"

Parcel No. 6A-5T

Situated in the Township of Groton, County of Erie, State of Ohio and in Section 2, Lot 10 and bounded and described as follows:

Being a parcel of land lying of the left side of the centerline of a survey, made by the Ohio Turnpike Commission, and recorded in Book Page of the records of Erie County and being located within the following described points in the boundary thereof;

Beginning at a point on the existing easterly right-of-way line of S.R. 4 being 33.43 feet right of S.R. 4 centerline Station 42 + 10.00;

Thence along the proposed temporary right-of-way line the following three courses:

- 1) S70°-03'-09"E for a distance of 31.57 feet to a point being 65.00 feet right of S.R. 4 centerline survey Station 42 + 10.00;
- 2) S19°-56'-51"W for a distance of 170.00 feet to a point being 65.00 feet right of S.R. 4 centerline survey Station 40 + 40.00;
- 3) N70°-03'-09"W for a distance of 25.95 feet to a point on the proposed easterly limited access right-of-way line of S.R. 4 being 39.05 feet right of S.R. 4 centerline survey station 40 + 40.00;

Thence along the proposed easterly limited access right-of-way line of S.R. 4 for the following two courses:

- 1) N17°-13'-16"E for a distance of 85.10 feet to a point being 35.00 feet right of S.R. 4 centerline survey Station 41 + 25.00;
- 2) N70°-03'-90"W for a distance of 1.75 feet to a point on the existing easterly right-of-way line of S.R. 4 being 33.25 feet right of S.R. 4 centerline survey Station 41 + 25.00;

Thence N20°-04'-08"E along said existing right-of-way line for a distance of 85.00 feet to the place of beginning containing 0.116 acres, more or less.

EXHIBIT "B"

RESOLUTION NO. 32-1994

"RESOLVED that the Commission has negotiated for a reasonable time for the purchase of the real estate described herein with the owner, but has been unable to enter into an agreement and has complied with the provisions of section 163.04 of the Revised Code; and said property is necessary for the construction of an interchange with State Route 4 and the Ohio Turnpike in the vicinity of Milepost 110.7 in Erie County, Ohio;

"BE IT FURTHER RESOLVED that proceedings be begun and prosecuted to effect the appropriation of the fee title and necessary easements on the following described property from the owner and persons having an interest therein, to-wit:

Owners	Place of Residence
John E. Bays	9201 Hayes Avenue Sandusky, OH 44870
James W. McKean Auditor, Erie County	Courthouse 523 Columbus Avenue Sandusky, OH 44870
Beverly Pressler Treasurer, Erie County	Courthouse 523 Columbus Avenue Sandusky, OH 44870

"The aforementioned property to be appropriated is described as follows:

Parcel No. 6A-6WL - Fee Simple
Parcel No. 6A-6EL - Fee Simple

Legal descriptions are attached as Exhibits "A" and "B";

"FURTHER RESOLVED that the general counsel be, and he hereby is instructed to do or cause to be done all things that may be necessary in the premises in order that proceedings for the appropriation of the property described above may be commenced."

Parcel No. 6A-6WL

Situated in the Township of Groton, County of Erie, State of Ohio and in Section 2, Lot 10 and described as follows:

Being a parcel of land lying of the left side of the centerline of a survey, made by the Ohio Turnpike Commission, and recorded in Book Page of the records of Erie County and being located within the following described points in the boundary thereof;

Commencing at an existing railroad spike found in the intersection of the centerline of right-of-ways of State Route 4 and Portland Road being 6.76 feet right of S.R. 4 centerline survey Station 57 + 84.43;

Thence S20°-04'-08"W along the centerline of S.R. 4 for a distance of 1633.28 feet to a point being the Grantor's northeast property corner and being 3.40 feet right of S.R. 4 centerline survey Station 41+ 51.15; the true place of beginning;

Thence continuing S20°-04'-08"W along said line for a distance of 118.02 feet to the Grantor's southeast property corner being 3.06 feet right of S.R. 4 centerline survey Station 40 + 33.13;

Thence N78°-58'-36"W along the Grantor's southerly property line also being the northerly property line of MARY LOU HANSON, TRUSTEE as recorded in the records of Erie County in Books 93, 405, Pages 88 and 372 for a distance of 61.32 feet passing an existing iron pin found at 29.84 feet to a point on the proposed easterly limited access right-of-way line of S.R. 4 being 57.53 feet left of S.R. 4 centerline survey Station 40 + 23.62;

Thence N23°-39'-29"E along said right-of-way line for a distance of 116.31 feet to a point on the Grantor's northerly property line being 50.00 feet left of S.R. 4 centerline survey Station 41 + 39.69;

Thence S82°-10'-08" E along the Grantor's northerly line and the HANSON's southerly line for a distance of 54.62 feet to the place of beginning containing 0.152 acres, more or less of which the present right-of-way occupies 0.081 acres, more or less.

The bearings for this description were based upon the original Ohio Turnpike Survey.

The description for this parcel is based upon a survey made for the Ohio Turnpike Commission in 1993 by Central Engineering Inc. of Strongsville, Ohio and CT Consultants, Inc. of Willoughby, Ohio and written by Robert O. Brenner, Registered Surveyor No. 5987.

EXHIBIT "A"

Parcel No. 6A-6EL

Situated in the Township of Groton, County of Erie, State of Ohio and in Section 2, Lot 10 and described as follows:

Being a parcel of land lying of the left side of the centerline of a survey, made by the Ohio Turnpike Commission, and recorded in Book Page of the records of Erie County and being located within the following described points in the boundary thereof;

Commencing at an existing railroad spike found in the intersection of the centerline of right-of-ways of State Route 4 and Portland Road being 6.76 feet right of S.R. 4 centerline survey Station 57 + 84.43;

Thence S20°-04'-08"W along the centerline of S.R. 4 for a distance of 1633.28 feet to a point being the Grantor's northeast property corner and being 3.40 feet right of S.R. 4 centerline survey Station 41+ 51.15;

Thence N82°-10'-08" W along the Grantor's northerly property line for a distance of 54.62 feet to a point on the proposed westerly limited access right-of-way line of S.R. 4 being 50.00 feet left of S.R. 4 centerline survey Station 41 + 39.69; the true place of beginning;

Thence S23°-39'-29"W along said limited access right-of-way line for a distance of 116.31 feet to a point in the Grantor's southerly property line being 57.53 feet left of S.R. 4 centerline survey Station 40 + 23.62;

Thence along the Grantor's property lines also being the property lines of MARY LOU HANSON, TRUSTEE as recorded in the records of Erie County in Books 93 and 405, Page 88 and 372 the following three courses:

- 1) N78°-58'-36"W for a distance of 133.80 feet to an existing iron pin found being 189.70 feet left of S.R. 4 centerline survey Station 40 + 02.87;
- 2) N14°-10'-03"E for a distance of 105.09 feet to an existing iron pin found being 200.29 feet left of S.R. 4 centerline survey Station 41 + 07.42;
- 3) S82°-10'-08"E for a distance of 153.71 feet to the place of beginning containing 0.359 acres, more or less.

The bearings for this description were based upon the original Ohio Turnpike Survey.

The description for this parcel is based upon a survey made for the Ohio Turnpike Commission in 1993 by Central Engineering Inc. of Strongsville, Ohio and CT Consultants, Inc. of Willoughby, Ohio and written by Robert O. Brenner, Registered Surveyor No. 5987.

EXHIBIT "B"

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

Ayes: Mrs. Leever, Mr. Wray, Mr. Fedeli

Nays: None

The Chairman declared the resolutions stood adopted with all Members present voting in the affirmative. The resolutions were identified as Nos. 31-1994 and 32-1994.

The Chairman said the report of General Counsel was accepted as offered. He asked the representative of the Commission's trustee, Huntington Bank, if he had any comments to make.

Mr. Frank Lamb said that everything, as contemplated in the indenture as to funding the principle, interest and reserve accounts, had worked as expected. He said there had been no problems or complications and the mechanics of the indenture were functioning rather smoothly.

The Chairman asked the Commission's financial advisor, Gordon Reis, if he had anything to say.

Mr. Reis said the average weighted interest cost on the Turnpike bonds was somewhere between 5.58 and 5.62 percent. He said he thought there was some question about the cost of funds.

Mr. Reis said further that the market had changed rather substantially since the Commission funded its bonds. He said that the long 5.7 and 5.75 percent bonds were selling in the low, low 90's at that time, which offered some insight into the savings the Commission incurred when it funded its bonds.

The Chairman ascertained there were no comments from the representative of the lead underwriter, Paine Webber, or the Director of the Ohio Department of Transportation.

There being no further business to come before the Commission, a motion was made by Mrs. Leever, seconded by Mr. Wray, that the meeting adjourn until the next meeting on May 23.

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

Ayes: Mrs. Leever, Mr. Wray, Mr. Fedeli

Nays: None

The Chairman declared the meeting adjourned. Time of adjournment was 11:23 a.m.

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



Allan V. Johnson
Assistant Secretary-Treasurer