

MINUTES OF THE 399th MEETING OF THE OHIO TURNPIKE COMMISSION

July 11, 1994

Pursuant to the bylaws, the Ohio Turnpike Commission met in regular session in the Administration Building at 682 Prospect Street, Berea, Ohio at 10:10 a.m., on July 11, 1994, with members of the staff, Allan V. Johnson, Executive Director; G. Alan Plain, Deputy Executive Director; James C. McGrath, General Counsel; Robert P. Barnett, Director of Information and Research; Louis J. Disantis, Director of Administrative Services; Craig Rudolph, Comptroller; Donald M. Sharp, Director of Operations; David H. Ransbury, Chief Engineer; James H. Brennan, Development Coordinator; four members of the media, David Patch, The (Toledo) Blade; Walter Topp, The (Elyria) Chronicle Telegram; Dustin Klein, The (Lorain) Morning Journal; and Jim Bradshaw, The (Columbus) Dispatch; and others in attendance.

Present: Ronald V. Gerberry, M. Ben Gaeth, Jerry Wray, Edwin M. Bergsmark, (who was not in the room when the meeting started, but entered some time later), Earl W. Williams, Ruth Ann Leever, Umberto P. Fedeli

Absent: None

A motion was made by Mrs. Leever, seconded by Mr. Williams, that the minutes of the meeting of June 10, 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. Williams, 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; Andrea Plassard, Assistant Comptroller; Jim Bradshaw, The (Columbus) Dispatch; Rob Fleischman, Greiner Engineering; Bob Arlow, Construction Coordinator; Joe Rice, Rice Consultants; Frank Lamb, Huntington Trust; Peter Weikoff, ODOT; Barb Evanick, summer intern-Legal; Freda Wallace, summer intern-Legal; Gary Cawley, Superintendent of Toll Collections; Alice Linn, Superintendent of Patron Services; Mary

Shirley, Assistant Superintendent of Toll Collections; Steve Wood, Paine Webber; Mike Ludwig, Donaldson, Lufkin, Jenrette; Walter Topp, The (Elyria) Chronicle-Telegram; Dustin Klein, The (Lorain) Morning Journal; Heidi Jedel, Information and Research; Sharon Isaac, Staff Counsel; Gordon Reis, Commission's Financial Advisor; James Conroy, Porter Wright Morris and Arthur; Barbara Lesko, Executive Director's Secretary; and Diane Pring, Jim McGrath's Secretary.

The Chairman said that various reports would 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 there being no further questions, the report of the Assistant Secretary-Treasurer, Mr. Johnson, for Mr. Bergsmark, would be received.

The Assistant Secretary-Treasurer said that the following listed items had been sent to the Members since the last regular meeting of the Commission, June 10, 1994:

1. Weekly traffic statistics.
2. Investment transactions which occurred during June 1994.
3. Draft of the Commission Meeting Minutes of June 10, 1994.
4. Financial Statement for May 1994.
5. Traffic Accident Summary Report for May 1994.
6. Traffic and Revenue Report for May 1994.
7. Litigation Report for period ending June 30, 1994.
8. Independent Auditor's Internal Control/Compliance Report.
9. News Releases: #15 - Great Lakes/Mid Atlantic Corridor Information
#16 - Announcing Distribution of Tourism Brochures
#17 - End of Construction Projects during July and August

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

Mr. Johnson said that he was pleased to report that during the first six months of 1994 expenditures amounted to \$32,737,000, which was approximately \$1.1 million or 3.3% under budget. He said that, furthermore, the Commission's revenues for the first six months were approximately \$50,775,000, which was \$4.4 million or more than 8% higher than for the same period in 1993. He said he thought those figures showed that the Commission's financial experience was excellent so far in the year.

The Chairman said the report on Budget and Finance was accepted as offered. He ascertained there would be no report on Audit/Legal. He said the report on Service Plazas would be received.

Senator Gaeth said that he had stopped that morning on the way to the meeting at a Hardee's restaurant on the Turnpike. He said the facilities were clean and the coffee was good. He said that, however, he was glad the Commission was planning to update the service plazas because they were showing wear and tear.

The Chairman said there was no question that those plazas needed to be updated. He said that when the service plazas were first opened the traffic on the Turnpike was about 2/3 less than the current traffic figures. He said that, obviously, the plazas could not hold the traffic currently on the road.

The Chairman said further that, as had been indicated at past Commission meetings, the Members would be going on a field trip and visit some of the state-of-the-art facilities on other toll roads in the country. He said the Commission would be upgrading and changing the service plazas sometime in 1995 or 1996.

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

Mr. Disantis said the union that represented the part-time toll collectors held a vote to reject the fact-finders' report which was explained to the Members at the last Commission meeting. He said the vote was not successful and the report of the fact-finder became the terms of a collective bargaining agreement between the Commission and the union representing the part-time toll collectors. He said that, subsequently, a settlement agreement was negotiated by the Commission's labor counsel to dismiss two pending unfair labor practice cases relative to wage increases for part-time toll collectors in 1992 and 1993. He said the final collective bargaining agreement was amended to comply with that agreement. He said that a copy of both the settlement agreement and the collective bargaining agreement had been placed in the Members' folders for their review. He said the agreements were really quite brief and self-explanatory.

The Chairman said the report on Employee Relations was accepted as offered. He ascertained there would be no report from the Director of Transportation. He said the report of the Executive Director would be received.

Mr. Johnson said he first wanted to report that Mr. McGrath, Mr. Patton, the Commission's Government Liaison Officer, and he represented the Commission at a meeting of the Turnpike Legislative Oversight Committee on June 23. He said he had furnished the Members with a copy of the statement he made to the committee and also a follow-up letter to furnish some further information that was requested by the chairman of the committee that day. He said Representative Gerberry was there as a member of the committee, but Senator Gaeth was unable to attend. He said that if there were any questions he would be happy to answer them. He said he thought the meeting went quite well.

Mr. Johnson said that he next wanted to report that he testified in Washington on June 29th to the oversight subcommittee of the House Public Works Committee. He said he was representing the International Bridge, Tunnel and Turnpike Association and the subject that was being discussed was IVHS which was Intelligent Vehicle Highway System and the applications of that technology to toll facilities. He said that, specifically, the technology was used in the electronic toll and traffic management area. He said that, as the Members were aware, the Commission had instituted a pilot program for electronic toll collection at the Lordstown (14A and 14B) Interchange. He said the program would be expanded in July to some commercial application between Lordstown and areas further west.

Mr. Johnson said also that he wanted to report that all the Turnpike's mainline resurfacing projects were finished before the big July 4th weekend. He said he thought it was fortunate that the projects were completed because an all-time traffic record was set on the Turnpike on Friday, July 1st. He said the traffic record far exceeded the previous record which was set some time in 1993. He said he was convinced that the July 1st traffic record would probably be broken before the end of the summer season because the traffic records were normally set on some weekends in August, even though they were not connected with holiday periods.

The Executive Director said also that he wanted to mention that a former, long-time Member of the Commission, Charles Chastang, died within the last week. He said Mr. Chastang had served on the Commission from the 50's until 1974. He said he thought mention of Mr. Chastang's death should be put into the record of the Commission.

The Executive Director said also that he wanted to indicate that the agreement between the Commission and the Ohio Corridor Development Consortium was executed after the Commission meeting on June 10. He said the Consortium was putting its staff in place. He said there had been coordinating meetings held among the Commission, the Consortium, ODOT and FHWA within the last month and he considered the project was well underway. He said he thought Mr. Brennan was going to have a few things more to say about the I-73/I-74 project.

The Executive Director also said he had three resolutions before the Commission that he would introduce.

(At this point in the meeting, Mr. Bergsmark entered the meeting room.)

The Executive Director said further that the first resolution was for the award of consulting engineer services. He said the Members had in their folders a report that he made to the Commission that contained a report given to him by the Deputy Executive Director. He said Mr. Plain received and analyzed the proposals that were received in

response to an RFP issued for those services. He said the Commission was required under the master trust agreement that secured its \$125 million in bonds to employ an independent engineer for the purpose of carrying out the duties that were set forth in that trust agreement. He said the trust agreement further specified that such engineering firm would have a nationwide and favorable repute for skill and experience in such work. He said an RFP for consulting engineer services was issued in early June to six engineering firms having such qualifications. He said those firms had a presence in Ohio.

The Executive Director said further that there were responses from only two firms, which were received June 24. He said those responses were evaluated and reviewed by the Deputy Executive Director and him. He said he would dispense with reading any of the Whereases, but would read the Resolved as follows

"RESOLVED that the Commission hereby selects Greiner Engineering Inc.-Ohio to serve as its consulting engineer and authorizes and directs the executive director and the general counsel to enter into negotiations with Greiner Engineering, Inc.-Ohio to formalize a contract for services as a consulting engineer all in accordance with the terms and conditions of the Commission's Request for Proposals and its response thereto."

The Executive Director said further that, as he indicated in his report, it was imperative that the Commission move forward on the agreement immediately because the inspection required both under the trust agreement and under the law, especially the inspection of the Turnpike bridges, must be started so the reports could be completed in a timely manner. He said those bridge inspection reports had to be filed with ODOT, which then passed them on to the FHWA, under requirements of federal law. He said the trust agreement required that the reports be submitted by the Commission by October 1. He said it was imperative that those inspections got underway. He said he recommended that the resolution be adopted.

Mr. Wray asked if the master trust agreement with Huntington required that the Commission have an outside consulting engineer.

Mr. Johnson said that it did. He said it was customary in all kinds of bond indentures of that kind. He said a similar requirement was in the original trust agreement. He said it was a requirement in both the master trust agreement and the supplemental one.

Mr. Wray asked if the consulting engineer had a specific list of things they did for \$12,000 a month.

Mr. McGrath said they had specific duties including inspections and reports to the trustees relative to the condition of the roadway, bridges and other facilities. He said

their responsibilities were not as broad as they were in the original agreement, but had been substantially reduced.

Mr. Wray asked if the consulting engineers would do something in addition to what was included in their normal duties.

Mr. McGrath said he was sure they would.

Mr. Wray said the Commission was, then, agreeing to pay \$12,000 a month for the next 54 months to the consulting engineers for their services.

The Chairman asked the Executive Director how Greiner's bid compared to the other bid received.

Mr. Johnson said that Greiner's bid was about a third less of the other bid.

Mr. Wray said he wondered how the Commission could be entering into negotiations for a contract when there already was a list of things that would be done for \$12,000 a month.

Mr. McGrath said the resolution was just putting the contract together. He said there would be very little to negotiate. He said the resolutions would set the contract in relation to the RFP and Greiner's response.

Mr. Wray said he would be interested in the list of duties to be performed by the consulting engineers.

Mr. Johnson said he would show Mr. Wray the RFP which essentially set forth the requirements.

The Chairman asked Mr. Plain if he remembered the major functions.

Mr. Plain said that, basically, it was the inspection of the bridges, roadway, shoulders, culverts, and buildings.

Mr. Wray said that, then, the consulting engineers were concerned with inspection and not design.

Mr. Plain said the consulting engineers prepared a report for the trustees that the Turnpike and its facilities were in good condition and repair. He said they also looked at budgets and programs to make sure everything was being maintained properly.

Mr. William's asked if the consulting engineers prepared monthly reports.

Mr. Plain said they did an annual report which was presented to the trustees and Commission by October 1 of each year.

Mr. Wray asked if the staff had the ability to do the inspections in-house.

Mr. Johnson said the inspections could not be done in-house.

Mr. Wray asked if that was because there were not that many engineers on staff.

Mr. Johnson said there were not enough to complete the inspections.

The Chairman said there were only 5 engineers on staff.

Mr. McGrath said the rating agencies insisted on the type of language contained in the master trust agreement regarding the consulting engineers to the point of saying a national firm and not a local firm should be selected.

Mr. Bergsmark said that he thought the Commission would want an independent consultant for liability purposes.

Mr. Williams asked who the reports would be directed to and would the consulting engineer be in collaboration with the staff on the report.

Mr. Johnson said the report would go to the Commission and be in collaboration with the staff.

The Chairman said the consulting engineers would be working with the Chief Engineer.

Mr. Ransbury said the Chairman was correct.

Mr. Wray said that the consulting engineers essentially provided an annual report on facilities and bridges.

Mr. Plain said they also provided projections of traffic and revenues for the trustees.

Mr. Johnson said the consulting engineers also made recommendations about what types of maintenance operations that needed to be done the following year of their annual report.

The Chairman said that Greiner had been doing work for the Commission on and off since probably 1950. He said they had done a lot of inspection work for the Commission and had been the Commission's consulting engineers in the past. He said they were familiar with the bridges and other facilities.

Mrs. Leever asked if five-year contracts were the norm for consulting engineer services.

Mr. Johnson said the previous contract was virtually much longer. He said the five-year time frame was selected so that the contract would not be an annual thing.

Mr. Plain said he thought the Commission would wind up with a better response if it had a definite period other than on an annual basis. He said that if it was done each year it would cost more for the staff to prepare the RFP's, review them and make recommendations.

Mr. Bergsmark said that if the contract was for less than five years its total amount would be below \$500,000 and it would not have to be approved by the Commission.

The Chairman said that any contract under \$500,000 didn't have to be approved by the Commission. He said that if the contract was for one year it would be handled by the engineering department. He said that since the contract was for five years and its amount was over \$500,000 it had to be approved by the Commission.

Mr. Bergsmark said he thought that since the consulting engineers reported to the Commission, like an outside auditor would, the contract should be approved by the Commission regardless of the dollar amount involved.

The Chairman said he thought that perhaps the consulting engineers could provide the Commission with a quarterly report as a supplement to their annual report.

Mr. Johnson said that the Commission had not had a general engineering consultant since the last bonds were retired. He said that when there was such a consultant there was a slot on the agenda for the Commission meetings for the consulting engineers to report to the Commission at every meeting. He said that Greiner would be added to the agenda of the next meeting.

The Chairman said he was comfortable with that situation.

A resolution awarding a contract for consulting engineering services was moved for adoption by Mr. Bergsmark, seconded by Mr. Williams as follows:

RESOLUTION NO. 40-1994

"WHEREAS, in Section 5.04 of the Master Trust Agreement dated February 15, 1994, between the Commission and The Huntington National Bank, Trustee, the Commission covenants that it will employ an independent engineer for the

purpose of performing and carrying out the duties imposed on the consulting engineer by the Master Trust Agreement and that such consulting engineer shall have a nationwide and favorable repute for skill and experience in such work;

"WHEREAS, on June 3, 1994, the Commission issued its Request for Proposals (RFP) for Consulting Engineering Services to six engineering firms having the qualifications called for in the Master Trust Agreement, and on June 24, 1994, responses were received from two firms expressing an interest in serving as the consulting engineer to the Commission;

"WHEREAS, the Commission's deputy executive director has reviewed the two proposals submitted and concluded that both firms were qualified to perform the services required and recommends that the contract be awarded to the lowest proposer, Greiner Engineering, Inc.-Ohio;

"WHEREAS, the executive director has also reviewed the proposals submitted and concurs in the recommendation of the deputy executive director that the contract be awarded to Greiner Engineering, Inc.-Ohio on the basis that their fee is substantially lower than that of the other proposer;

"WHEREAS, the Commission has duly considered such recommendations;

"NOW, THEREFORE, BE IT

"RESOLVED, that the Commission hereby selects Greiner Engineering, Inc.-Ohio to serve as its consulting engineer and authorizes and directs the executive director and the general counsel to enter into negotiations with Greiner Engineering, Inc.-Ohio to formalize a contract for services as a consulting engineer all in accordance with the terms and conditions of the Commission's Request for Proposals and its response thereto."

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

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

Nays: None

The Chairman declared the resolution stood adopted with all Members voting in the affirmative. The resolution was identified as No. 40-1994.

Mr. Johnson said he had two other resolutions to introduce. He said the first had to do with revising the Commission's bylaws. He said that, as the Members knew, the

bylaws had been looked at for several months to essentially bring them up to date in several respects. He said that the changes were made to conform to the new master trust agreement and provisions in it. He said other changes were made to conform to some of the actual staff situations that existed.

Mr. Johnson said further that there were a couple of other things he wanted to refer to that were not in the version in the Members' folders and they both occurred on page two. He said he was going to recommend that they be inserted. He said the first was in the last sentence of the first paragraph where after the word "Authority", he proposed inserting the clause: Hereunder as may be necessary to implement such duties or, as the Commission may from time to time provide... He said that, secondly, down in Section 4, under the Secretary-Treasurer, where it said the Secretary-Treasurer may, but need not be, the "may, but need not be" should be struck. He said it should read that the Secretary-Treasurer "shall" be a Member of Commission. He said that other than those two changes the bylaws in the Members' folders were those that were being proposed for revision. He said the resolution to revise the bylaws also was in the Members' folders. He said the Resolveds in the resolution rescinded certain other resolutions. He said he would not read any of the Whereases or Resolveds, but he would recommend the resolution be adopted and that the bylaws be adopted.

Mr. Wray said that back on page 7 there were several new positions created and he wondered if someone currently held those positions or were new people to be hired.

The Chairman said the positions were presently held. He said there were no new additions as far as positions.

Mr. Wray asked about the Minority Business Enterprise Coordinator.

Mr. Johnson said the Commission had an MBE Coordinator for some 15 years.

Mr. Wray said that placing the position in the bylaws made it official.

Mr. Johnson said that it gave the position the status of having it be officially part of the organization in the bylaws.

Mr. Williams asked if the position was presently vacant.

Mr. Johnson said the position was vacant, but someone was fulfilling the job responsibilities on a part-time basis.

The Chairman said that the gentleman who handled the job had a heart attack and died several months ago. He said that someone had been asked to fill in temporarily until someone could fill the position on a full-time basis.

Mr. Johnson said that another job position added to the bylaws was the Government Liaison Officer, who was Pat Patton. He said another new position was the Development Coordinator, Jim Brennan. He said those positions were already filled and the staff was not talking about hiring new people.

The Chairman said the bylaws were revised to take the Commission's functional positions and clarifying them.

Mr. Bergsmark asked why the employment positions were even in the bylaws. He said he had never seen them included in another set of bylaws. He said he could understand having the chair person and other top officials mentioned in the bylaws, but not necessarily the organization chart. He said that meant that if the Commission wanted to reorganize it couldn't be done unless the bylaws were changed.

Mr. Johnson said that could be the case.

Mr. Johnson said that the purpose of revising the bylaws was to clarify the various positions already included in them, as well as list new positions created within the past several years. He said he didn't have a problem with the changes.

Mr. Bergsmark asked if there was a provision in the Ohio Turnpike Act which called for including the major staff positions in the bylaws.

Mr. McGrath said that nothing in the Act specified that they be in bylaws. He said that in the past the Commission had been that specific.

The Chairman said the positions being added were the Minority Business Enterprise Coordinator, Development Coordinator and Director of Patron Services.

Mr. Johnson said some modifications to previous positions were being made, but additional hiring of employees was not being considered.

Mr. Williams asked if plans were being made to hire someone full-time as the Minority Business Enterprise Coordinator.

Mr. Johnson said the job had been vacant since Leslie Gaines had passed away. He said Charles Pinzone, a former Commission Member, was handling the job on a part-time basis. He said there was not a time table to hire a person full-time to do the job. He said Mr. Pinzone had been a Commission Member for 15 years.

Mr. Williams said he was not questioning Mr. Pinzone's experience, but it seemed to him that the Commission should hire an experienced individual on a full-time basis.

Mr. Bergsmark said he had to admit that it was unusual to see so much detail in the bylaws. He said that it appeared that certain positions were required to be approved by the Commission.

Mr. Johnson said that some needed to be approved by the Commission.

Mr. Wray asked if the Assistant Director of Operations was a new position.

Mr. Johnson said that position would be new. He said there were assistant positions in other departments such as Assistant Chief Engineer and Assistant General Counsel.

Mr. Wray asked if the Director of Operations and the Assistant Director of Operations did the same job as Greiner Engineering was just hired to do.

Mr. Johnson said that the Operations Department was primarily involved in toll collections.

Mr. Wray asked if the Operations Department had anything to do with the Commission's paving program.

Mr. Johnson said the paving program was under the Engineering Department.

Mr. Wray said that in reading the description of the Director and Assistant Director of Operations in the bylaws he didn't see anything about tolls.

Mr. Johnson said the Operations Department was responsible for toll collections.

Mr. Wray asked why toll collections was not put in the job description of the Director and Assistant Director of Operations.

The Chairman said that the way he interpreted the bylaws, that by getting pretty detailed in them it gave more authority to the Commission and/or the chair person and more involvement with key roles than if the detailed descriptions were not there. He said he didn't see that as being a negative.

Mr. Bergsmark said that his only concern was that things change dramatically. He said the Commission was in a fast moving society so, consequently, the makeup of the organizational structure could be totally different two years from now. He said the Commission could be handicapped because the bylaws would have to be redone.

The Chairman said that was not a problem since the Commission could review the bylaws every year or two.

Mr. Bergsmark said he thought the Commission could review the organization structure on an annual basis to determine the most efficient operation, but the organization structure need not be in the bylaws.

Mr. Johnson said that, as he explained earlier, the purpose of revising the bylaws was to update them and get them in step with what was actually being done. He said that since the Commission already had the bylaws it was necessary to update them. He said the Commission might want to change them, but at least they should be updated.

The Chairman asked Mr. Bergsmark if he would prefer to take the key positions out of the bylaws.

Mr. Bergsmark said that, it wasn't a big deal, but he, as a lawyer, found it hard to comprehend having that much detail in the organizational structure in bylaws, unless there was some legal reason.

Mr. Wray asked if the work load of the Director of Operations was so heavy that an assistant was needed.

Mr. Johnson said that the Operations Department was the largest department with over 500 employees. He said that an assistant director was not necessarily going to be added, but the department was expanding as the new interchanges were added.

Mr. Wray asked if the Assistant Director of Operations was a fairly high level position.

Mr. Johnson said Mr. Wray was correct.

Mr. Wray asked if it was a new job and the Commission would be starting the interview process and a new person would be hired.

Mr. Johnson said he was not sure. He said he would certainly report to the Commission about how that situation was going to be handled. He said he thought that position could be filled from within.

Mr. Wray asked if the job could be a promotion and was there a salary attached to it.

Mr. Johnson said there was a salary attached to every job.

Mr. Wray asked if the Commission would know about the salary.

Mr. Johnson said that, of course, the Commission would know whatever it wanted to know.

The Chairman asked if the Assistant Director of Operations position could be added to someone's current position.

Mr. Johnson said that could be done.

The Chairman said the Commission was doing more with less and working harder and smarter.

Mr. Wray asked if someone was already doing the job described under the new position of Director of Patron Services.

Mr. Johnson said that Alice Linn, Superintendent of Patron Services was essentially doing that job. He said he was seeking to separate Patron Services from under Operations so that they would become two distinct areas.

Mr. Wray asked if separating the two entities would change an actual table of organization.

Mr. Johnson said that there might be a couple of blocks moved around.

Mr. Bergsmark said that the bylaws covered the governance of the Commission, the appointment of vacancies to the Commission, the public meeting provisions and so forth. He said the delegation of certain authority also was usually found in bylaws. He said that such things as office hours belonged in an employee manual or an organizational manual that could be reviewed annually by the Commission. He said such items should not be part of the bylaws.

Mr. Bergsmark said he would suggest that the description of the Executive Director and Deputy Executive Director be kept in the bylaws and all the other job descriptions be removed.

Mr. Johnson said he suggested that the Commission adopt the resolution and then go back to revising the bylaws.

Mr. Wray said he agreed with Mr. Bergsmark's comments regarding the bylaws.

Mr. Johnson said there were a lot of things changed in the bylaws. He said he could not make revisions to the bylaws at that meeting table.

Mr. Wray said that every job was being covered, Operations, Toll Collections and Patron Services, so what was the urgency.

Mr. Johnson said that Mr. Bergsmark and Mr. Wray were talking about revising only one area of the bylaws. He said there were some other areas revised to conform them to the requirements in the Commission's trust agreement and to some statutory changes. He said those changes were made throughout the bylaws.

The Chairman suggested the Commission hold an executive session where the Members could go over a few areas of the bylaws after the regular meeting.

Mr. McGrath said there was no provision in the open meetings act for an executive session for an item of that nature.

The Chairman said the Members were obviously uncomfortable with sections of the bylaws. He said the Commission could revisit the issue at its next meeting after the Members gave their input. He said he would like to finish the regular meeting and then come back to the bylaws.

Mr. Bergsmark said the Audit/Legal Committee could resolve the bylaws issue.

Mr. McGrath said that could be done in an open meeting.

The Chairman said the Members would come back to the bylaws to talk about work hours, place of business and all those other things.

Mr. Bergsmark said he didn't have any exceptions to anything in the bylaws, but he thought some items should be removed and put in an employee manual.

Mr. Johnson said he had one final matter and that was a resolution awarding Contract No. 43-94-03 and 43-94-04. He said the contract was for replacing and renovating bridge decks on certain bridges along the Turnpike. He said the Members had copies of the resolutions in their files and attached to the resolution the memos that had been presented both by the General Counsel and by the Chief Engineer recommending that the contract be awarded, which was to the lowest bidder and he would dispense with any further Whereases and read the Resolved as follows:

"RESOLVED that the bid of the S. E. Johnson Companies, Inc. of Maumee, Ohio, in the amount of \$1,109,952.31 for the performance of Contract No. 43-94-03 & 43-94-04 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 Project No. 43-94-03 is designated a System Project under the Commission's 1994 Master Trust Agreement."

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

A resolution awarding Contract No. 43-94-03 & 43-94-04 was moved for adoption by Mr. Bergsmark, seconded by Mr. Williams as follows:

RESOLUTION NO. 41-1994

"WHEREAS, the Commission has duly advertised according to law for bids for a contract to renovate three bridges which cross over the Ohio Turnpike, namely Township Line Road (C. R. 198) at Milepost 94.1; Copp Road (T. R. 302) at Milepost 104.3 which project has been designated Project No. 43-94-03 and State Route 101 at Milepost 104.2, all in Sandusky County, Ohio, which project has been designated Project No. 43-94-04;

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

"WHEREAS, said bids have been reviewed and analyzed by the Commission's 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 S. E. Johnson Companies, Inc. of Maumee, Ohio, in the amount of \$1,109,952.31 for the performance of Contract No. 43-94-03 & 43-94-04 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 S. E. Johnson Companies, Inc.;

"NOW, THEREFORE, BE IT

"RESOLVED that the bid of the S. E. Johnson Companies, Inc. of Maumee, Ohio, in the amount of \$1,109,952.31 for the performance of Contract No. 43-94-03 & 43-94-04 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 Project No. 43-94-03 is designated a System Project under the Commission's 1994 Master Trust Agreement."

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

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

Nays: None

The Chairman declared the resolution stood adopted with all Members voting in the affirmative. The resolution was identified as No. 41-1994.

Mr. Johnson said also that, as the Members knew, Dave Ransbury had been appointed as Chief Engineer. He said Dave had served a long, long time as the Assistant Chief Engineer, and was an experienced member of the Commission's staff. He said that sitting next to Dave was Bob Arlow, who had been designated as the Commission's construction coordinator. He said that Bob also had been on the staff for several years working in the construction area.

Mr. Johnson said further that Alan Plain had served the dual roles for many years of Deputy Executive Director and Chief Engineer but was relinquishing the duties of Chief Engineer to give the staff the flexibility to address those projects being worked on, specifically the Great Lakes/Mid-Atlantic Corridor project. He said he made the changes to make the organization more efficient.

The Chairman said he congratulated both men on their promotions.

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

Mr. Brennan said he would like to bring the Commission's attention to the new Ohio Turnpike brochure. He said a number of people were involved in the production of the brochure and that it was a good product. He said one million copies were being printed and they were distributed primarily at the Turnpike service plazas and welcome stations. He said Senator Gaeth was taking several boxes with him for distribution at county fairs.

Mr. Brennan said the brochures were available at county fairs, public offices and any place where the public might congregate or might expect to find such a thing. He said he hoped to have the one million distributed so that some more could be printed.

The Chairman said a couple of corrections had to be made in the brochure's second printing.

Mr. Brennan said Mr. Bergsmark's first name had been printed as Edward instead of Edwin and Mr. Williams' middle initial was incorrect.

The Chairman said he thought the brochure was well done and very cost effective. He said he thought it cost about five cents each. He said that if the brochure was being used for private industry color photographs would have been used and it would have been a little fancier. He said it would also have cost about 8 to 10 cents each. He said he thought the brochure highlighted a lot of things off the Turnpike. He said it was an idea the Commission had last summer when the Lordstown interchange was opened.

Mr. Brennan said the Commission had some help on the brochure from Mr. Zimmerman of the Ohio Travel Bureau and the Commission certainly appreciated his assistance.

The Chairman said Joe Rice also helped in preparing the brochure.

Mr. Brennan said that, regarding the new Turnpike interchanges, the design engineering continued on S.R. 66/C.R. 24 interchange in Fulton County and that interchange was on target for 1995. He said the engineering consultant had been selected for the S.R. 51 interchange in Ottawa/Sandusky Counties. He said the first meeting with the Commission's staff engineering personnel was held in Berea on June 23 and the engineering on that one was proceeding.

Mr. Brennan said further that construction on the S.R. 4 interchange in Erie County, which started in early April, was on schedule and moving along very well toward a November 30 completion. He said that if you drove by S.R. 4 you would be impressed with how fast it had moved along.

Mr. Brennan said further that the access point study for the interchange with Interstate Route 77 was moving along on schedule. He said construction continued on the interchange with S.R. 44 in Portage County.

Mr. Brennan said also that the task force for the Maumee River Crossing in Toledo had not met since April 7. He said two major decisions that needed to be made were selecting between a high level bridge versus a tunnel and the fate of the existing Interstate Route 280 draw bridge. He said those decisions should be made in the fall and, undoubtedly, it would elicit considerable consternation, one way or the other. He said the environmental impact study continued.

Mr. Brennan said further that the meeting of the Great Lakes/ Mid-Atlantic Corridor committee planned for June 21 and 22 in Perrysburg was held. He said representatives from all six states involved attended and participated. He said that of particular significance for Northwest Ohio was the fact that representatives of the Michigan Department of Transportation expressed definite interest and commitment to the program. He said the committee was concerned about the lack of interest on the part of Michigan for quite some time. He said there had been conversation that the corridor would run along Interstate Route 75 to Detroit and with that, one would gather, Michigan wouldn't care a whole lot. He said that Michigan DOT officials had decided that they would like to have it run in a northwesterly direction out of the Toledo area and on up to Lansing. He said that Michigan was definitely involved and he thought that was good news.

Mr. Brennan said further that Mr. Johnson served as keynote speaker at the meetings. He said Mr. Johnson handled the task and was able to clearly delineate the Commission's involvement in the project. He said Mr. Johnson also asked Mr. Jim Pitz of OCDC to make a few comments, which he did. He said that by the time the dinner meeting was over he didn't think there was any question in anybody's mind exactly where the Commission was insofar as the project was concerned. He said that approximately 68 people attended the meetings, including Mr. Plain, Mr. Patton and himself.

Mr. Brennan said further that on June 23, Jim Pitz of OCDC met with representatives of ODOT in Columbus and on June 30 Mr. Johnson and Mr. Plain met with ODOT, the FHWA and OCDC regarding the corridor. He said all parties were informed of the Commission's mission and they all were moving forward cooperatively. He said there should be some very good information available on the project within four to six months.

Mr. Brennan said further he apologized to Mr. Gerberry because he had nothing formal to say about the County Road 18 interchange in Mahoning County, but it also was moving along.

Mr. Brennan said further that design work was proceeding on the S.R. 58 interchange in Lorain County. He said ODOT Director Wray's letter of June 14 addressed to the Lorain County Board of Commissioners had apparently resolved the railroad issue. He said a copy of that letter was in the Members' folders. He said the Commission would review the possibility of building a parking plaza at the interchange to accommodate those Turnpike travelers who wished to experience the "scenic rail ride." He said the parking plaza would allow people who were on the Turnpike to be able to park without going through the toll booth and paying the toll. He said they could get on the train and have their ride to Wellington. He said they then get back on the Turnpike and continue on their journey. He said he was not saying the Commission would build the plaza, but that it would look at it.

Mr. Brennan said he would next discuss the Baumhart Road interchange in Lorain County. He said that, in accordance with the Chairman's direction at the last meeting on June 10, he had met with and talked to several individuals and groups regarding the project. He said that, basically, he had not changed anyone's mind. He said those in favor were still in favor and those who were not in favor were still not. He said it was interesting to note that all of those who opposed that interchange were not opposed to the concept of additional Turnpike interchanges and reduced spacing through interchanges. He said they were opposed to Baumhart Road as an interchange site. He said, as a matter of fact, all opponents he visited with supported an interchange at S.R. 60 in Erie County.

Mr. Brennan said further that an interchange at S.R. 60 would be some 4 1/2 miles west of Baumhart Road and would be exactly halfway between the Sandusky-Norwalk (No. 7) Interchange and the Lorain-Elyria (No. 8) Interchange. He said it would equally divide that distance, which was the longest distance between interchanges on the Turnpike at that time. He said that, however, that distance would be reduced on the east by the new interchange at S.R. 58. He said that S.R. 60 was reviewed as a possible interchange site on several occasions and was included for discussion at the Commission's public meetings in January 1993. He said that at that time it was the Commission's judgment that Baumhart Road was the better choice. He said it wasn't that the Commission rejected S.R. 60, but merely decided that Baumhart Road was the one to move on first.

Mr. Brennan said further that, as the Members knew, the Ford Motor Company Lorain assembly plant was located at Baumhart Road and S.R. 2, which was approximately 3 miles north of the Turnpike. He said Ford's position regarding the interchange was now neutral. He said that apparently Ford had downgraded the just-in-time manufacturing concept. He said that, however, as late as February 11, 1992, Ford was strongly supportive of the interchange. He said the point being that, in the event Ford decided to return to the just-in-time concept, they might once again be supportive of the interchange. He said that was not a prediction, but it was merely a

possibility. He said that if they could change their mind once, obviously, they could change it again.

Mr. Brennan said further that, of course, the Commission could not prove that the project would assist in economic development in the area. He said that it also could not be proven that it would not. He said that, however, those charged with the responsibility for the economic health of that area were convinced the interchange would be a significant contribution to their efforts. He said that there were many additional persons and groups with whom he could and would be glad to review the Commission's plazas if the Commission desired. He said that, however, in his judgment, plagiarizing a movie of some years ago, in his opinion, if we build it, they will come.

The Chairman asked Mr. Brennan to expound on some of the people with whom he had met.

Mr. Brennan said he met with the people who were against the interchange for the purpose of finding out if there might be a possibility by explanation to change their minds. He said that, as he mentioned, he was not successful. He said he met with State Representative Kate Walsh, the Ask Why people and County Commissioner Mary Jo Vasi. He said he also met with County Commissioner Betty Blair, who reviewed the same information with the Ask Why people that Mrs. Vasi had reviewed, but had decided to maintain her position of support of the interchange. He said he discussed the matter at significant length with the Lorain County Chamber of Commerce. He said he also met with State Representative Koziura.

Mr. Brennan said further that he had been unable to contact Representative Bender. He said they had been passing telephone calls, but it was his understanding that he was still firmly for the interchange, as was State Senator Zaleski. He said the Commission had new resolutions from several political groups including the City Council of Lorain, the Mayor of Avon and from virtually every political subdivision, with the exception of the township trustees, in Lorain County. He said they were all in favor of the interchange. He said that if you talked about a consensus being a majority, he didn't think there was any question but that the Commission had a consensus. He said that if someone were looking for a 2/3 or 75% majority then the Commission probably did not have that many. He said he thought the only way to find that out was by having a referendum. He said he didn't know if that could be made county-wide in Lorain County or include Erie County, or exactly what had to be done.

The Chairman asked Mr. Brennan what would be his recommendation.

Mr. Brennan said it was his recommendation to proceed with construction of the interchange. He said that, as the Members knew, the interchange had been reviewed in June of 1993, and it was approved. He said that it then was revisited in January

1994 and still remained approved. He said he could probably spend a considerable amount of additional time talking to people in Lorain County, and he was perfectly willing to do so, but he didn't think there would be a significant change in opinion. He said those in favor of the interchange were still in favor of it and those who were not, were not. He said he was sure the Commission could not be able to get unanimous consent. He said he was confident of that.

The Chairman said that, therefore, it was his position that the Commission move ahead on the project.

Mr. Brennan said that was his recommendation.

The Chairman said he would draft a letter to the Governor and, with all due respect, tell him that the Commission did hold back with plans to build the interchange and did talk to a number of people in the area. He said he would tell the Governor that it was the Commission's position to continue its efforts to build the interchange.

The Chairman said the report of the Development Coordinator was accepted as offered. He ascertained there would be no report from the trustee, Frank Lamb from Huntington Bank. He said the report of the Commission's financial advisor, Gordon Reis would be received.

Mr. Reis said that he was working on the Commission's bond proceeds and he would hope to get that done very soon. He said he was looking at some investment agreements as an alternate and he thought there would be a final report on that in a short amount of time.

The Chairman said he would like to have a table showing when funds were needed for certain projects so that the Commission's investments could be properly planned. He said he knew someone was working on that and he would like to have it in two weeks. He said it was very difficult to know how to invest the Commission's money when it was not known when it was needed.

Mr. Bergsmark said the Commission had to spend its funds according to the arbitrage rules.

The Chairman said he understood that and the Commission continued to be ultra conservative on it. He said it still would be nice to know when the funds were needed.

Mr. Bergsmark said the current investment program had the Commission to the point where it was getting the maximum amount of interest on its bond issue funds, otherwise the Commission would have to turn them back to the federal government.

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

General Counsel, Jim McGrath, said that in the most recent edition of the Commission's litigation report, which the Members had, there was mention of the decision of Wyse vs. the Commission. He said that was the Fulton County case concerning County Road 24 at S.R. 66 and the interchange in question. He said that in that particular case it was alleged that the Commission had violated the Sunshine Law or the open meetings act relative to a Commission meeting held in Berea about a year ago. He said the meeting room was full and provisions were made for television monitoring of the meeting in the atrium conference room. He said the court approved with vigor that particular method of handling the situation and, in fact, said that the Commission went farther than was necessary to comply with the Sunshine Law. He said it was a very important decision for the Commission. He said he also wanted to mention that Tom Wilson of the Climaco law firm was trial counsel on the case and did a very good job.

Mr. McGrath said also that the Marshall Martin litigation had been with the Commission since 1987. He said it was a class action relative to overtime. He said the district court of Northern Ohio, Eastern Division recently granted a motion for summary judgment which should put an end to that matter.

The Chairman said that, for Mr. Williams information, at the meeting Mr. McGrath mentioned there were quite a number of people attending. He said they could not all fit in the meeting room, so some were ushered into a nearby conference room where they could observe the meeting on a television monitor. He said an audio and video feed had been established from the meeting room to the conference room. He said the Commission was subsequently sued by some of those people, who said the Commission had broken the Sunshine Law by not allowing them all to be in the meeting room. He said that it obviously was not physically possible to do so and every attempt was made to accommodate them as was possible. He said the court agreed with the Commission's decision.

The Chairman said that the Members would then discuss the bylaws. He said that anyone who wanted to leave could do so or they were welcome to stay.

Mr. Bergsmark asked if the subject of the service plazas had been discussed at the meeting.

Mr. Johnson said they had. He said the contracts for operation of the service plaza restaurants would have to be rebid on 1995. He said the service plaza buildings were 40 years old and definitely were worn out.

The Chairman said the restrooms were not very good and were overcrowded.

Mr. Bergsmark said he suggested that automatic teller machines be installed in each service plaza building. He said they were popular and used across the country,

The Chairman said the plan was for a group of Members and staff personnel to visit other toll roads which had the most up-to-date restaurant and service plaza concepts in place to acquire new ideas for the Ohio Turnpike facilities.

Mr. Wray said that perhaps the service plazas could be redesigned into mini-malls and then they could become an attraction of their own.

The Chairman said that he had made a comment that made Mr. Johnson nervous and that was the Commission was going to make the Turnpike a destination point.

Mr. Johnson said he just got nervous about the total expectation that it could be done.

Mr. Bergsmark said that if the restaurants were more attractive then more travelers would plan on stops at them for their meals. He said that, for example, those traveling to and from the Cedar Point amusement park.

The Chairman said that the restaurants could be advertised in future editions of the Turnpike brochure.

Mr. Johnson said that he had no objections. He said the service plazas had 40-year-old buildings and the shells of them were all the same. He said all 16 were identical in their outer layout. He said that some internal changes had been made, but they were worn out.

Mr. Bergsmark said he thought an attractive service plaza or service mall should be placed right by Toledo or right by Cleveland because you would be surprised how many people would come from the cities to visit them.

The Chairman said that the Members would return to a discussion of the bylaws. He said Mr. Bergsmark thought such items as work hours should be in an operations manual and not in the bylaws.

Mr. Bergsmark said that the bylaws should involve the governance of the Commission. He said the operations of the Turnpike itself should not be in the bylaws but under the authority of the Executive Director, who in turn reported to the Commission. He said, otherwise, there would be constant changes, which could result in the bylaws always being revised. He said the next step could be to have the union

contract in the bylaws. He said he didn't think such things as work hours should be in the bylaws.

The Chairman asked Mr. Bergsmark if he was referring to page 8 of the bylaws.

Mr. Johnson said page 8 could come out altogether.

Mr. Bergsmark said he would strike articles 4, 5 and 6. He said that in the section underneath Assistant Secretary-Treasurer the description of Executive Director, Deputy Executive Director and General Counsel could be inserted. He said the bylaws should deal with the governance of the Commission and the inclusion of senior management should be very selective. He said that mention also should be made of the existence of the independent outside auditor and an independent consulting engineer. He said that from that point it would be the job of the Executive Director or Employee Relations Committee to look after the organizational structure to guarantee efficient operation of the Turnpike.

Mr. Wray said his concern was similar, but a little more fundamental. He said the Members were talking about six or seven new job positions in the bylaws and making them formal. He said that he felt that he was being asked to approve them. He said that he didn't know if somebody's currently holding those jobs or whether someone was going to be hired to do them. He said he didn't know where they fit in the table of organization and he didn't know what their pay was going to be. He said that either don't ask him to approve them or give him a lot more information. He said he wondered if he was approving a new Development Coordinator or was he giving Jim Brennan a pay raise.

Mr. Bergsmark said that was part of the problem with having such things in the bylaws.

Mr. McGrath said it appeared that the Members wanted the bylaws reduced to a bare bones operation and then perhaps have an operational manual written.

Mr. Bergsmark said that whatever the Commission required, Mr. McGrath would do. He said he thought most job positions and hours of work should not be in the bylaws.

Mr. Wray said the Commission didn't hire employees.

Mr. Bergsmark said exactly. He said that the Commission approved the hiring of the Executive Director, Deputy Executive Director and General Counsel.

Mr. Wray asked who would be hiring the Assistant Director of Operations and who would decide how much they would be paid.

Mr. Johnson said he would.

Mr. Johnson said what had been attempted was to clear up the bylaws in line with the requirements of the new trust agreement and other statutory changes.

Mr. Bergsmark asked if the trustee required that any bylaw changes have their approval.

Mr. McGrath said they did not.

Mr. Johnson said the only reference to the trust agreement that he knew in the bylaws was on the bottom of page 11 and the top of page 12 where it mentioned the authority of the Executive Director to settle claims and there was a reference to the trust agreement dated 1952 that hadn't been around for about 10 years. He said the date needed to be changed. He said there also were some statutory things about bid amounts. He said he didn't think they needed to be in there.

Mr. Bergsmark said even the authority on what the Executive Director brought to the Commission could be done on a resolution basis and adopted. He said the cut-off point for contracts was \$500,000. He said that perhaps the Commission might want to move that figure to a million or \$250,000.

Mr. Johnson said that the Commission's outside auditors and Mr. Bergsmark had suggested that construction contracts awarded by the Executive Director could not exceed \$1 million. He said that contracts exceeding that amount would be awarded by the Commission.

The Chairman asked the Members if they wanted to take articles 1, 2, 3 and 4 out of the bylaws.

Mr. Johnson said the changes would be made and then the revised bylaws would be circulated. He said the revised bylaws would then be ready for the next Commission meeting.

Mrs. Leever said articles 4 and 5.

Mr. Bergsmark said to take out articles 4, 5 and 6.

Mr. Johnson said article 6 might not be bad because it just talked about having an employee manual.

The Chairman asked if everything from page 8 backwards should be deleted.

Mr. Wray said page 25 or 26 just said, "You will have one."

Mr. McGrath said he thought the Members should have section 1 and section 2.

Mr. Bergsmark said that section 3 was all right. He said sections 1, 2 and 3 were fine and part of 4, the principal office.

Mr. Johnson asked the Members if they wanted the mentioned of a principal office and other office combined with something in section 2.

The Chairman said to take pieces out of sections 3 and 4 and put them with sections 1 and 2.

Mr. Bergsmark said that there should be something in there about having an independent auditor. He said there also should be mentioned that the Commission had an independent consulting engineer. He asked if inclusion of those were required to be in the bylaws.

Mr. McGrath said that those requirements were in the trust requirements.

Mr. Bergsmark said he thought the outside auditor and consulting engineer should be in the bylaws.

Mr. Johnson said he would identify that same section which states that the Commission appointed the Executive Director. He said he in turn appointed the Deputy Executive Director and General Counsel with the consent of the Commission.

Mr. Wray asked how many employees worked for the Commission.

Mr. Johnson said 1100.

Mr. Wray asked the procedure for increasing or decreasing the work force.

Mr. Johnson said that would not be brought back to the Commission.

Mr. Bergsmark said that action would be controlled by the budget.

Mr. Wray said that when one looked at a huge table of organization there was no point at which the Commission got involved with payroll or the size of the work force.

Mr. Bergsmark said that, technically, was the case. He said the Commission had a Committee on Employee Relations that reviewed the collective bargaining agreement, looked at pay levels and things like that. He said the Committee would look at the budget when determining staff levels.

Mr. Wray said that the Committee should be talking about the various job positions and not the Commission.

Mr. Johnson said the Committee on Employee Relations did that and the Members were talking about removing such considerations from the bylaws.

Mr. Bergsmark said that the Chairman then appointed ad hoc committees.

Mr. Johnson said the word "committee" was taken out of the draft bylaws.

Mr. Wray said that, going back to the Assistant Director of Operations, he asked Mr. Johnson if someone was needed that day to do the job if he had the authority to hire someone, give them a title and give them a salary.

Mr. Johnson said he had that authority.

Mr. Wray asked what the Commission was approving with regard to that position.

Mr. Johnson said the job title and description was placed in the bylaws because all the other major job titles and descriptions were already in there. He said it was a way to give it some status.

The Chairman said the bylaws were just being updated from 10 years ago.

Mr. McGrath said it did and it covered the major job positions included in the bylaws. He said that if the Commission wanted to act on the manual they could act on it. He said that if the Commission didn't want to act on it the Committee on Employee Relations would take care of it.

Mrs. Leever said that Mr. Wray was saying that he didn't want the job titles and descriptions in the bylaws.

Mr. Wray said that he didn't think they should be in the bylaws unless the Commission was going to become involved with positions, and hiring and salaries. He said that, if not, there was no point in having those positions mentioned in the bylaws.

Mr. Bergsmark said that in a typical corporation there were articles of incorporation which set the mission and objective of the company. He said that, in the case of the Commission, that would be the state statute. He said the corporation would then have a code of regulation bylaws that basically spelled out the boards, the trustees, the duties, the principal officers and the seal of the company. He said the bylaws also specified where the corporate meetings would be held. He said anything

beyond that would be run by the management. He said he didn't see why there had to be any difference between the private corporation and the Commission.

The Chairman asked the Members what they wanted to eliminate in the bylaws.

Mrs. Leever said that sections 1 and 2 should be combined with sections 3 and 4 and page 8 should be taken out.

Mr. Bergsmark asked about inclusion of the Audit/Legal Committee.

Mr. McGrath said that the problem with committees was that you didn't want to create an environment where you couldn't operate unless notices and agendas had to be issued.

Mr. Johnson said the Sunshine Law had been changed.

Mr. McGrath said the statute had been amended so that, if the Commission's various committees operated as in the past, their meetings would have to be as formal as the Commission meetings.

Mr. Johnson said that notices would have to be sent out and the media contacted.

Mr. Bergsmark said that the Chairman could appoint an ad hoc Member to review something on behalf of the Commission.

Mr. Johnson said that the word "Committees" had been taken out of the bylaws on page 2 where it now said he or she, the Chairperson, may from time to time assign Members of the Commission and staff to advise or report to the Commission.

The Chairman said to get rid of page 8, other than what was to be incorporated as far as sections 1 and 2 and anything else we had in sections 3 and 4 that would be put in 1 and 2. He said that pages 9, 10, 11, 12, 13, 14 and 15 would be eliminated.

The Chairman asked Mr. Johnson if he thought the revised bylaws should be reviewed at the next Commission meeting or just make the changes and have it approved.

Mr. Johnson said he thought the Members should review the revised bylaws.

Mrs. Leever said she also thought that should be done.

Mr. Johnson said the bylaws would be redone and draft copies would be sent to the Members.

Mr. Bergsmark asked what was the thinking about the Secretary-Treasurer when the bylaws state that the individual may, but need not be a Member of the Commission.

Mr. Johnson said that had been struck and should say "shall" be a Member of the Commission.

Mr. Bergsmark asked what was the thinking. He asked if it was that there wasn't anybody financially qualified at the Commission level?

Mr. McGrath said that was probably the case.

The Chairman asked the Executive Director to get a draft of the revised bylaws to the Members about 10 days before the next meeting. He said that would give everyone a chance to review them and offer comments or questions to Mr. Johnson. He said that then they could be adopted at the next Commission meeting.

Their being no further business to come before the Commission, a motion was made by Mrs. Leever, seconded by Mr. Bergsmark that the meeting adjourn until the next meeting on August 8.

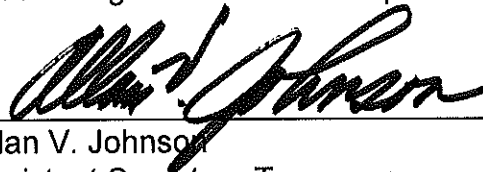
A vote by ayes and nays was taken and all Members responded to roll call. The vote was as follows:

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

Nays: None

The Chairman declared the meeting adjourned. Time of adjournment was 11:35 a.m.

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



Allan V. Johnson
Assistant Secretary-Treasurer