

MINUTES OF THE 418th MEETING OF THE OHIO TURNPIKE COMMISSION

February 28, 1996

Pursuant to the bylaws, the Ohio Turnpike met in regular session in the Administration Building at 682 Prospect Street, Berea, Ohio at 10:14 a.m. on February 28, 1996, with Members of the staff: G. Alan Plain, Executive Director; Allan V. Johnson, Executive Director Emeritus; Gino Zomparelli, General Counsel and Deputy Executive Director-External Services; Robert Arlow, Deputy Executive Director-Operations; Anthony A. DiPietro, Deputy Executive Director-Administration; Craig Rudolphy, Comptroller; Stephen G. Lorton, Director of Public Affairs; David H. Ransbury, Chief Engineer; Daniel F. Castrigano, Maintenance Engineer; Sharon Isaac, Director of Toll Operations; and others in attendance.

Present: Richard A. Hodges, M. Ben Gaeth, John Platt, Earl W. Williams, Marilyn R. Baker, Umberto P. Fedeli

Absent: Ruth Ann Leever, Jerry Wray

A motion was made by Mr. Williams, seconded by Mr. Platt that the minutes of the meeting of January 22, 1996, which had been examined by the Members, be approved without reading.

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

Ayes: Mr. Williams, Mr. Platt, Mrs. Baker, Mr. Fedeli

Nays: None

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

The Chairman said Ruth Ann Leever and Jerry Wray could not be at that day's meeting. He said John Platt, Assistant Director of the Ohio Department of Transportation, was at the meeting in place of Mr. Wray and he had been authorized to represent and vote in his place.

The Chairman said there were a number of guests at the meeting and he would ask them to identify themselves as follows: Troy Atkins, Atkins Professional Advantage; Bob Barnett, Public Affairs & Marketing; Ed Presley, Society Bank; Kathleen Collins, Society Bank; Mark Tylicki, Taxpayer; Carol Mueller, PaineWebber; Steve Wood, PaineWebber; Captain Paul Ash, Ohio State Highway Patrol; Fred McFall, Host Marriott; Herb Gill, Gladioux Enterprises; Mike Kurey, Advanced Restaurant Concepts; Gary Joseph, ODOT;

Patrick Patton, Government Liaison Officer; Stratford Shields, Prudential Securities; Dick Baylon, Baylon & Associates; Dan Rohr, Bank One Capital; Rob Fleischman, Greiner Engineering, Inc.-Ohio; Bobby Everhart, URS Consultants; Don Svenson, HNTB Engineering; Heidi Jedel, Public Affairs & Marketing; Anthony Palombo, Staff Counsel; Gordon Reis, Seasingood and Mayer; Barbara Lesko, Executive Director's Secretary; Diane Pring, General Counsel's Secretary; Leah Fox, ODOT; Frank Lamb, Huntington Trust; Wendy Franklin, Lehman Brothers; Ken Zapinski, The (Cleveland) Plain Dealer; Nick Little, McCourt Construction Company; Stan Dubrowsky; Clay Gruhurn, Slickly & Sands and McCourt Construction Company; Eric Carmichael, Pryor, McClendon, Counts; McCullough Williams, Pryor, McClendon, Counts; Alan Hirth, Climaco Law Firm; and Douglas Fear, Everen Securities.

The Chairman said the meeting was the 418th meeting of the Ohio Turnpike Commission and it was being held at the Commission's headquarters as provided in the Commission's Code of Bylaws.

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

The Chairman said that if there were no questions, he would ask the Secretary-Treasurer, Mrs. Baker, to give her report.

Mrs. Baker said that the following listed items had been sent to the Members since the last regularly scheduled meeting of the Commission, January 22, 1996.

1. Weekly Traffic Statistics.
2. Drafts of the Commission Meeting Minutes of January 22, 1996.
3. Investment Transactions January 1996.
4. Financial Statement January 1996.
5. Traffic Accident Summary Report January 1996.
6. Traffic and Revenue Report January 1996.
7. Concessionaire Report 1995.
8. News Releases: #1 Appointment of G. Alan Plain as Executive Director
#2 Reopening of Interchange 9A
#3 Traffic Increases in 1995
#4 SERB Recommendations
#5 Investigation Ends - Commission Responds

Mrs. Baker said that the Bylaws provide that the Secretary-Treasurer shall appoint an Assistant Secretary-Treasurer. She said that the current Assistant Secretary-Treasurer, Allan V. Johnson, was retiring the next day. She said she wished to appoint G. Alan Plain as the Assistant Secretary-Treasurer effective March 1, 1996. She said she asked that the Members assent to that appointment.

The Chairman asked the Assistant Secretary-Treasurer to call the roll on that appointment.

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

Ayes: Mr. Platt, Mr. Williams, Mrs. Baker, Mr. Fedeli

Nays: None

The Chairman declared all Members present voted in favor of the appointment of G. Alan Plain as Assistant Secretary-Treasurer.

The Chairman ascertained there would be no report on Budget and Finance. He said the report on Audit/Legal would be received.

Mr. Rudolphy said the Commission's outside auditors, Coopers and Lybrand, had finished their audit. He said they were in the process of finalizing the draft of the report and the report should be issued in sufficient time to be included in the Commission's annual report, which was due on April 1st.

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

Senator Gaeth said he did stop that morning and every time he stopped at one of the service plazas he thought how important it was that they were under review to be renovated. He said they were getting in bad shape. He said it was nothing more than just old stuff that didn't work too well anymore. He said he thought the Commission should expedite the contracts on remodeling or rebuilding the service plaza restaurants.

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

Mr. Zomparelli said he would speak to that when he got to the General Counsel's report. He said Mr. Disantis had retired and he would like to go into an Executive Session to talk about the collective bargaining agreement.

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

Mr. Plain said that he had a number of resolutions to introduce. He said the first was a Resolution Awarding Contract No. 55-96-01 which was for the construction of the ramps for the State Route 109 Interchange at milepost 39.8 in Fulton County.

Mr. Plain said further that these were three bidders and the lowest, responsive bid was submitted by the Miller Bros. Const. Inc. in the total amount of \$6,630,917.77. He said he would read the Resolved as follows:

"RESOLVED that the bid of Miller Bros. Construction, Inc. of Archbold, Ohio, in the amount of \$6,630,917.77 for the performance of Contract No. 55-96-01, 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. 55-96-01 is designated a System Project under the Commission's 1994 Master Trust Agreement."

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

A Resolution Awarding Contract No. 55-96-01 was moved for adoption by Mrs. Baker, seconded by Mr. Williams as follows:

RESOLUTION NO. 6-1996

"WHEREAS, the Commission has duly advertised according to law for bids upon a contract for construction of Interchange 3B ramps between the Ohio Turnpike and State Route 109, located in Fulton County, Ohio, and additional bridge replacement work, which contract has been designated Contract No. 55-96-01, and is commonly referred to as the S. R. 109 interchange;

"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 our contracting engineers, and they have submitted reports concerning such analyses and their reports are before the Commission and the Commission's executive director has made his recommendation to the Commission predicated upon such analyses;

"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 Miller Bros.

Construction, Inc. of Archbold, Ohio, in the amount of \$6,630,917.77 for the performance of Contract No. 55-96-01 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 Miller Bros. Construction, Inc.;

"NOW, THEREFORE, BE IT

"RESOLVED that the bid of Miller Bros. Construction, Inc. of Archbold, Ohio, in the amount of \$6,630,917.77 for the performance of Contract No. 55-96-01, 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. 55-96-01 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. Baker, Mr. Williams, Mr. Platt, 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. 6-1996.

The Chairman said that he was glad that interchange work was finally getting going. He said he went out to that area personally and met with some of the business folks in the area. He said that in one case there was a major company there that was contemplating adding two thousand jobs and looking to go outside the State of Ohio.

The Chairman said further that the Commission's commitment to build an interchange there not only protected two thousand existing jobs at the one plant, but helped add two thousand new jobs. He said it was an example of where the Commission acted as a catalyst for economic development.

"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 \$12,908,974.74, utilizing crushed slag surface course with pipe underdrains, for the performance of Contract No. 77-96-03, 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 \$12,908,974.74, utilizing crushed slag surface course with pipe underdrains, for the performance of Contract No. 77-96-03, 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. 77-96-03 is designated a System Project under the Commission's 1994 Master Trust Agreement."

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

Ayes: Mr. Williams, Mrs. Baker, Mr. Platt, 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. 7-1996.

Mr. Plain said the next resolution was a Resolution Awarding Contract No. 77-96-05 for the third lane construction between mileposts 193.38 and 199.05 in Portage County.

Mr. Plain said further that there were six bidders and the lowest responsive bid was submitted by the S. E. Johnson Companies, Inc.

Mr. Plain said further that, as the Members were aware, a lower bid was submitted by McCourt Construction Company, Inc. He said that, however, their bid was unresponsive because they did not provide a proper bid guaranty.

Mr. Plain said he would read the Resolved as follows:

"RESOLVED that the bid of The S. E. Johnson Companies, Inc. of Maumee Ohio, in the amount of \$10,803,176.60, utilizing crushed slag surface course with pipe under drains, for the performance of Contract No. 77-96-05, 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 Project No. 77-96-05 is designated a System Project under the Commission's 1994 Master Trust Agreement."

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

A Resolution Awarding Contract No. 77-96-05 was moved for adoption by Mr. Platt, seconded by Mr. Baker as follows:

RESOLUTION NO. 8-1996

"WHEREAS, the Commission has duly advertised according to law for bids upon a contract for 3rd lane construction between Milepost 193.38 to Milepost 199.05 located in Portage County, Ohio;

"WHEREAS, the Commission has received bids from six bidders and each bidder submitted alternate bids for the performance of said contract;

"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 \$10,803,176.60, utilizing crushed slag surface course with pipe underdrains, for the performance of Contract No. 77-96-05, 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 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 \$10,803,176.60, utilizing crushed slag surface course with pipe underdrains, for the performance of Contract No. 77-96-05, 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 Project No. 77-96-05 is designated a System Project under the Commission's 1994 Master Trust Agreement."

Mr. Zomparelli said that, to give the Members a little bit more facts on the record, the McCourt Construction Co. did submit the lowest bid. He said that, however, pursuant to Section 153.54 of the Ohio Revised Code a bid guaranty was required with submission of the bid.

Mr. Zomparelli said that McCourt did submit a bid guaranty, but the bid guaranty was not for the full amount of the bid. He said they submitted a bond and the Revised Code required that, if a bond is submitted with a bid, it must be for the full amount of the bid.

Mr. Zomparelli said further that McCourt had only submitted an amount that was ten percent of the bid amount. He said that under review of the Legal Department the bid was determined to be a nonresponsive bid. He said he would concur with the recommendation by the Executive Director to award to S. E. Johnson Cos.

The Chairman asked if the bids were pretty close in amounts.

Mr. Zomparelli said the amounts as awarded with the alternative were approximately nine thousand dollars in difference. He said there were six bidders. He said S. E. Johnson did submit a proper bid guaranty. He said the Members all had been appraised of the situation.

Mr. Platt said that made S. E. Johnson the lowest responsive bidder.

Mr. Zomparelli said that Mr. Platt was correct.

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

Ayes: Mr. Platt, Mrs. Baker, Mr. Williams, 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. 8-1996.

Mr. Plain said the fourth resolution was a Resolution Rejecting Bids Received in Response to Invitation No. 3457 for furnishing portable concrete barriers.

Mr. Plain said that the engineering staff had reviewed the bids submitted in response to Invitation No. 3457 and had determined that there was not a present need to purchase additional concrete barriers. He said he would read the Resolved as follows:

"RESOLVED that the bids received in response to Invitation No. 3457 for the furnishing and delivery to the Commission of 220,210 L.F., portable concrete barriers be and hereby are rejected, and the executive director and general counsel are authorized and directed to notify the bidders of such rejection and to return to said bidders their bid security; and

"FURTHER RESOLVED that the chief engineer is directed to continue to evaluate the Commission's future concrete barrier needs and adjust subsequent invitations, where necessary, preparatory to re-advertisement."

Mr. Plain said that he recommended that the Commission reject those bids and adopt the resolution.

A Resolution Rejecting Bids Received in Response to Invitation No. 3457 was moved for adoption by Mr. Platt, seconded by Mr. Williams, as follows:

RESOLUTION NO. 9-1996

"WHEREAS, pursuant to Resolution No. 66-1995, adopted December 26, 1995, the Commission awarded certain contracts to Norwalk Concrete Industries, Inc. and Mack Industries and rejected the other bids received in response to Invitation No. 3456 and further directed the chief engineer to prepare an additional invitation in 1996 to seek additional bids for the future barrier needs of the Commission;

"WHEREAS, the Commission has advertised for bids for Invitation No. 3457 for the furnishing and delivery to the Commission of 220,210 L.F., portable concrete barriers, and five bids were received in response to that invitation, such bids having been reviewed by the Commission's staff;

"WHEREAS, under the terms and conditions of the bidding documents for Invitation No. 3457, the Commission has reserved the right to reject any and all bids; and

"WHEREAS, it is the recommendation of the executive director, chief engineer and general counsel that the bids received pursuant to Invitation No. 3457 be rejected;

"NOW, THEREFORE, BE IT

"RESOLVED that the bids received in response to Invitation No. 3457 for the furnishing and delivery to the Commission of 220,210 L.F., portable concrete barriers be and hereby are rejected, and the executive director and general counsel are authorized and directed to notify the bidders of such rejection and to return to said bidders their bid security; and

"FURTHER RESOLVED that the chief engineer is directed to continue to evaluate the Commission's future concrete barrier needs and adjust subsequent invitations, where necessary, preparatory to re-advertisement."

Mr. Williams said he had a question. He asked that at the time that the bids were advertised did the Commission have the impression that there was a sufficient stock of barriers or were they found after the fact.

Mr. Plain said that the staff had already received barrier on a previous contract. He said that in awarding the contracts for the third lane one of the contractors also was supplying barriers. He said that the staff considered that the barrier secured under the previous contract was sufficient at this time and could be used for future resurfacing projects.

Mr. Plain said that the staff would continue to address our needs on a and a year-to-year basis.

The Chairman asked how the prices came out with the contractor supplying the barriers.

Mr. Arlow said they came out much lower. He said it was put in the bid for the contractor to supply the barriers and, including trucking, the price was approximately the same as the first bid that was awarded. He said that if the trucking was subtracted it was five dollars less than what the Commission paid for it. He said most of the contractors had used barriers, but they were still adequate for use on the Turnpike.

The Chairman asked how many feet was the Commission purchasing.

Mr. Arlow said it was two hundred and twenty thousand.

The Chairman said that was a savings of \$1,100,000.

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

Ayes: Mr. Platt, Mr. Williams, Mrs. Baker, 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. 9-1996.

Mr. Plain said he had instructed General Counsel to prepare a revision to the Commission's Bylaws to provide for the appointment of more than one Deputy Executive Director. He said he would read the Resolved 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 February 28, 1996; 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, No. 1-1991 and No. 44-1944, be, and the same hereby is, rescinded, effective February 28, 1996; and

"FURTHER RESOLVED that Resolution No. 27-1975, No. 13-1977, No. 1-1991 and No. 44-1944, be, and hereby the same are, rescinded, effective February 28, 1996."

Mr. Plain said that on February 8, 1996, he sent a memo to the Members with a proposed restructuring plan for the administrative staff. He said the major change in structure was the addition of two more Deputy Executive Directors. He said specific areas of responsibility are assigned to each Deputy Executive Director, thereby reducing the number of people reporting to the Executive Director.

Mr. Plain said further that the matter was discussed in detail with each voting Commission Member and he received their verbal assent to make such a change. He said he recommended that the resolution be adopted.

A Resolution Adopting Revised Code of Bylaws was moved for adoption by Mr. Platt, seconded by Mr. Williams as follows:

RESOLUTION NO. 10-1996

"WHEREAS, the Commission has heretofore by Resolution No. 56-1955 adopted a code of bylaws and has on numerous occasions since that time amended and revised said code of bylaws;

"WHEREAS, the Commission has determined that said code of bylaws, as revised and amended, does not adequately express the allocation of authority and responsibility that the Commission presently considers to be most desirable for its operations; and

"WHEREAS, there is before this meeting a draft of the code of bylaws which for the aforesaid reasons the Commission desires to adopt in lieu of and in substitution for the code of bylaws originally adopted by said Resolution No. 56-1955;

"NOW, THEREFORE, BE IT

"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 February 28, 1996; 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, No. 1-1991 and No. 44-1994, be, and the same hereby is, rescinded, effective February 28, 1996; and

"FURTHER RESOLVED that Resolution No. 27-1975, No. 13-1977, No. 1-1991 and No. 44-1994, be, and hereby the same are, rescinded, effective February 28, 1996."

DRAFT

OHIO TURNPIKE COMMISSION

CODE OF BYLAWS

As last revised: February 28, 1996

Adopted, as revised, by Resolution No. 10-1973 effective July 1, 1973.

Amended by Resolution No. 27-1975 effective December 16, 1975.

Amended by Resolution No. 13-1977 effective June 7, 1977.

Amended by Resolution No. 1-1991 effective June 21, 1991.

Adopted, as revised, by Resolution No. 44-1994 effective August 8, 1994.

Adopted, as revised, by Resolution No. ___-1996 effective February 28, 1996.

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OHIO TURNPIKE COMMISSION

Code of Bylaws

ARTICLE I

Officers: Appointment, Duties, etc.

Sec. 1.00 Officers. As provided by law, the officers of the Ohio Turnpike Commission (hereinafter called the "commission") shall include a chairperson, a vice chairperson and a secretary-treasurer and shall be elected by the voting members of the commission at the first meeting of the commission which is held after the 30th day of June in each odd-numbered year, except that, beginning in 1995, and thereafter, elections shall be held every four years. Officers shall serve until his or her successor is elected and qualified as required by law.

There shall also be an assistant secretary-treasurer who shall be appointed by the secretary-treasurer with the assent of the commission, and shall serve at the pleasure of the secretary-treasurer.

Any of the aforesaid officers, who was a member or employee of the commission when elected or appointed to office, shall cease to hold such office when and if he or she shall cease to be such member or employee.

Sec. 1.10 Any officer may resign by giving written notice to the chairperson and secretary-treasurer, wherein he or she shall state when his or her resignation shall be effective. Any officer may be removed by vote of the commission if he or she shall become physically or mentally incapacitated from performing his or her duties as such officer. All vacancies except vacancies in the office of the assistant secretary-treasurer shall be filled by election by the commission.

Sec. 2.00 CHAIRPERSON. The chairperson shall be one of the appointed members of the commission. He or she shall preside at all meetings of the commission, and shall be the chief executive officer of the commission. He or she shall perform all the duties commonly incident to the position of presiding officer of a board or commission, and all the duties commonly incident to the position of chief executive officer of a board, commission, or business organization. The chairperson shall have authority (without impairment of any authority specifically granted by the commission to other persons) to sign all contracts, releases, and other instruments and documents to be executed on behalf of the commission. The chairperson may from time to time assign members of the commission and its staff, to advise and report to the commission on any matter concerning the commission, including but not limited to, audit procedures and requirements, budgets, employee relations matters, finance, legal requirements and services to the traveling public, and other matters deemed appropriate. The chairperson shall perform such other duties and have such other authority hereunder as may be necessary to implement such duties or as the commission may from time to time provide.

Sec. 3.00 Vice Chairperson. The vice chairperson shall be one of the appointed members of the commission. He or she shall perform the duties and have the authority of the chairperson during the absence or disability of the chairperson, and shall preside at meetings of the commission when and while the chairperson shall vacate the chair. The vice-chairman shall perform such other duties and have such other authority as the commission may from time to time provide.

Sec. 4.00 Secretary-Treasurer. The secretary-treasurer shall be a member of the commission, and shall be present at meetings of the commission and keep accurate records, in books provided for the purpose, of the proceedings had at such meetings. The secretary-treasurer shall have all such authority and perform all such duties as are provided by law and in any trust agreement or other contract entered into by the commission.

The secretary-treasurer shall have such other authority and perform such other duties as are commonly incident to the office of secretary and the office of treasurer of a board, commission, or business organization. He or she shall be deemed to have discharged any of his or her responsibilities under these bylaws if he or she shall have caused the same to be discharged by the assistant secretary-treasurer, except in any cases in which, under the law, only the secretary-treasurer may discharge them.

Sec. 5.00 Assistant Secretary-Treasurer. The assistant secretary-treasurer may, but need not, be a member of the commission. Before entering upon his or her duties, he or she shall file with the commission a surety bond to the state of Ohio and the commission in the penal sum of \$50,000; such bond to be conditioned upon the faithful performance of the duties of the office, to be executed by a surety company authorized to transact business in the state of Ohio as surety, and to be approved by general counsel. (Section 5537.02(d) Revised Code.)

Sec. 5.10 The assistant secretary-treasurer may perform any and all of the duties, and have the authority, of the secretary-treasurer, except only such authority and duties as only the secretary-treasurer, under the law, may have and perform, respectively. He or she shall discharge any and all of the responsibilities of the secretary-treasurer, subject to the exception aforesaid, the discharge of which the secretary-treasurer shall require of him or her. The assistant secretary-treasurer shall have custody of the commission's counterparts of those contract documents which have been or shall be referred to him or her for safekeeping by the secretary-treasurer or the executive director; provided that if the office of the assistant secretary-treasurer shall be vacant or he or she shall be absent, such documents, unless in the actual possession of the secretary-treasurer, shall be in the custody of the executive director.

ARTICLE II

Meetings of Commission

Sec. 1.00 All meetings of the commission shall be open to the public under the provisions of Section 121.22 of the Revised Code of Ohio and any amendments thereof. Three members of the commission shall constitute a quorum, and the affirmative vote of three members shall be necessary for any action taken by the commission. (Section 5537.02(C) Revised Code).

Sec. 2.00 Place. All regular meetings of the commission shall be held at its office in the administration building on the Ohio Turnpike; or at such other place as may from time to time be designated by the commission at a preceding meeting or be designated by its chairman by mailing or delivering written notice, or by causing the same to be mailed or delivered, to the other members of the commission at least forty-eight hours before the regularly scheduled time for such regular meetings. The place where each special meeting shall be held shall be designated in the call thereof.

Sec. 3.00 Regular Meetings. Regular meetings of the commission shall be held at 10:00 a.m., Eastern Standard Time, (Daylight Saving Time, when applicable) on the second Monday of each month; provided that in any case in which it appears to the chairperson to be inexpedient that any regular meeting be held as hereinabove set forth, the chairperson is authorized to postpone or advance such meeting until such date and time as appear to him or her to be expedient or to cancel the same by mailing or delivering written notice of such postponement or advancement or cancellation, or causing the same to be mailed or delivered, to the other members of the commission at least forty-eight hours before the regularly scheduled time for such meeting. In the event any such meeting is so postponed or advanced, the chairperson shall give, or cause to be given, to the other members of the commission like notice of the hour and date to which such regular monthly meeting is postponed or advanced.

Sec. 4.00 Special Meetings. Special meetings may be held at any time at the call of the Chairperson, provided that sufficient notice, in writing or otherwise, is given to each member of the commission to permit the attendance of each member. Notice of a special meeting shall include the date, time, place and purpose of the meeting. In case of any special meeting other than an emergency meeting such notice shall be given in time to permit the giving of notice to news media which have requested notification at least twenty-four (24) hours in advance of such meeting. In the case of any special meeting called because of an emergency requiring immediate official action, the Chairperson shall immediately notify the news media of the time, place and purpose of the meeting.

Sec. 5.00 Public Notice of Meetings. Public notice of meetings of the commission shall be given as follows:

- (1) Any person desiring information as to the time and place of regular meetings of the commission or of the time, place and purpose of special meetings of the commission may obtain such information by telephoning the commission at its principal office, Ohio Turnpike Commission, Administration Building, (216) 234-2081, and requesting such information from the commission's Assistant Secretary-Treasurer or the Assistant Secretary-Treasurer's designee, or by writing to the assistant secretary-treasurer, Ohio Turnpike Commission, 682 Prospect Street, Berea, Ohio 44017.
- (2) Any person desiring to be given notice of meetings of the Ohio Turnpike Commission shall submit a request in writing to the Assistant Secretary-Treasurer, Ohio Turnpike Commission, 682 Prospect Street, Berea, Ohio 44017. The commission will give timely notice, consistent with the provisions of Ohio Revised Code, Section 121.22, of all subsequent meetings to such

person for a period of one year following receipt of such request, and thereafter from year to year if such request be renewed annually. Such request may include no more than two telephone numbers which shall be used by the Commission in the event that immediate notice is necessary. Notice given by mail or telephone as the case may be to the address to the telephone numbers furnished shall conclusively be presumed to be notice to the person furnishing same.

- (3) Any request for notice of meetings whereby notice is requested only of such meetings as shall include discussion of a specific type of public business shall be responded to by giving notice of meetings at which such discussion is anticipated. In giving notice in such cases, an agenda of the meeting shall, if available, be included as a part of the notice.

Sec. 6.00 Minutes and Journal. The minutes of all meetings shall be recorded in special books to be kept for that purpose. With respect to each meeting, there shall be shown the date and place at which it was held, the names of the members present, a summary of things said and done, and a record of each vote taken. Resolutions adopted shall be identified, and may be set forth in full. There shall be maintained a separate journal in which shall be set forth in full text each resolution adopted by the commission, together with identification of each resolution by a number, and a record of the vote upon its adoption. As provided by law, said journal shall be open to the inspection of the public at all reasonable times.

ARTICLE IV

Offices of the Commission

Sec. 1.00 Principal Office. The commission's principal office shall be located in Cuyahoga County, Ohio. The commission may maintain such other offices as it deems fit.

ARTICLE V

Sec. 1.00 Executive Director. The executive director shall be the chief operating administrative officer of the commission and shall perform all duties commonly incident to the chief operating administrative officer of a board, commission, or business organization. The executive director shall have general control of, and be responsible for, the construction, operation, maintenance and improvement of projects undertaken by the commission, and shall have supervisory control over all employees of the commission including the establishment of staffing requirements for the proper operation of Turnpike projects in accordance with directives of the commission, statutory requirements, trust agreements, collective bargaining agreements, employment agreements and the employee manual. The executive director shall have authority to enter into all contracts on behalf of the commission and to take any and all action necessary thereto except that contracts which require an expenditure of more than \$500,000.00 shall not be entered into or terminated without commission action.

The executive director shall be appointed by the commission and shall report to and be answerable to the commission.

Sec. 2.00 Deputy Executive Directors. The deputy executive directors shall be appointed by the executive director with the assent of the commission. There shall be at least one deputy executive director. The executive director may seek the appointment of other deputy executive directors as the executive director considers advisable and in the best interests of the Ohio Turnpike Commission. The deputy executive director shall have all authority and responsibility of the executive director during such time or times as the executive director shall be absent on leave, and, at other times, to the extent specified by the executive director.

In the event that more than one deputy executive director is appointed, then the deputy executive directors shall have the authority and responsibility as specified and designated by the executive director. During such time or times as the executive director shall be absent on leave, and, at other times, to the

extent specified by the executive director, the executive director may designate in writing which deputy executive director shall have all the authority and responsibility of the executive director, or in the absence of any such designation, as the Chairperson may designate in writing, or in the absence of any such written designation and until such written designation, then as the general counsel shall designate.

The deputy executive director, or deputy executive directors, shall report to and be answerable to the executive director except when he or she is acting executive director, and at such time he or she shall be answerable to the commission.

Sec. 3.00 General Counsel. The general counsel is the chief legal officer of the commission and shall be appointed by the executive director, with the assent of the commission. He or she shall report to and be answerable to the executive director, in administrative matters but not in professional matters.

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

Ayes: Mr. Platt, Mr. Williams, Mrs. Baker, 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. 10-1996.

Mr. Plain said further that he had also asked the voting Commission Members and received their assent to name Anthony A. DiPietro the Deputy Executive Director of Administration, Robert Arlow the Deputy Executive Director of Operations, and Gino Zomparelli the Deputy Executive Director of External Services. He said Mr. Zomparelli would continue to fulfill his duties as General Counsel.

Mr. Plain said that at this time he would formally ask the Commission Members to confirm their assent and to ratify the prior administrative action of the Executive Director on the appointments of the three Deputy Executive Directors.

A motion to confirm the Commission Members' assent of the Deputy Executive Directors was made by Mrs. Baker and seconded by Mr. Williams.

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

Ayes: Mrs. Baker, Mr. Williams, Mr. Platt, Mr. Fedeli

Nays: None

The Chairman declared that all Members present voted in the affirmative to confirm their assent of the appointments of the Deputy Executive Directors.

Mr. Plain said also that the next resolution was a Resolution Commending the Long and Meritorious Service of Allan V. Johnson. He said he would like to read the resolution in its entirety as follows:

"WHEREAS, on November 1, 1970, Allan V. Johnson commenced his association with the Ohio Turnpike Commission as Executive Director and has served in that capacity with distinction under five Chairmen, namely: James W. Shocknessy, O. L. Teagarden, Clarence D. Rogers, James H. Brennan, Sr. and Umberto P. Fedeli, until his impending retirement on February 29, 1996; and

"WHEREAS, during his more than twenty-five years of service with the Commission, and particularly under his guidance as Executive Director, the Commission

has moved forward in many vital areas including, but not limited to: development of Commission policies and positions concerning the future of the Turnpike, at both state and federal levels, as a continuing toll facility which led to extensive review by the Ohio General Assembly and adoption of legislation to modernize the Ohio Turnpike Act and provide for continuing toll operation under the jurisdiction of the Commission; and

"WHEREAS, Allan V. Johnson was primarily responsible for proposing and implementing plans that led to the installation of the world's first, on-line, computerized toll-audit system which became operational in 1974 and still serves as a model for such systems; and

"WHEREAS, he actively participated in obtaining license agreements for the installation of fiber-optic cable within the Turnpike right-of-way, the first such installation on Interstate Highways in the United States and was instrumental in the development of strategy for comprehensive plans to improve the Turnpike and has worked tirelessly with the Commission in its ongoing program to add additional interchanges to increase accessibility to the 241-mile toll road and utilize these interchanges as catalysts for economic development; and

"WHEREAS, as Executive Director, Allan V. Johnson was instrumental in guiding the operations of the Ohio Turnpike Commission in such a way as to win outstanding ratings from national bond-rating agencies and in adoption of the Modification Agreement to the Commission's Tripartite Agreement (effective May 18, 1992) which permitted the continuation of tolls on the Ohio Turnpike after the original outstanding revenue bonds were liquidated on June 1, 1992, in the preparation of the Master Trust Agreement and related documents, all of which were used in 1994 to issue \$125 million in Turnpike Revenue Bonds at extremely favorable interest rates; and

"WHEREAS, Allan V. Johnson, spearheaded the project through the preparation of RFPs and agreements to secure project manager and consultant services for the study of the Great Lakes/Mid-Atlantic Corridor Project, the most ambitious undertaking of the Commission since the original Turnpike was designed and built in the 1950's; and

"WHEREAS, as a member of the Board of Directors from 1979 through 1990 and also as past-president of the International Bridge, Tunnel and Turnpike Association in 1989 and ongoing Chairman of its Governmental Relations Committee and also its Government Affairs Task Force, he has been the principal spokesperson on federal legislative matters involving toll agencies in the United States and is internationally known and respected in the field of transportation; and

"WHEREAS, his outstanding achievements have been recognized in 1989 by the American Society of Civil Engineers when the Cleveland section chose him as "Civil Engineer of the Year"; and

"WHEREAS, he has served as Assistant Secretary-Treasurer of the Commission from August 1, 1971, until his retirement; and

"WHEREAS, as the Commission's chief administrative and operating officer, he provided distinguished service and advice to the Commission and its staff in all areas of its extensive operations and through his fair and impartial administrative style, he earned the respect and admiration of the Commission's employees totaling in excess of 1100 full and part-time employees; and

"WHEREAS, the members of the Commission and the Commission's staff wish to give formal and public recognition for the long, honorable and exceptionally dedicated and effective service of Allan V. Johnson, as a respected professional engineer, executive director and officer of the Commission; and

"NOW, THEREFORE, BE IT

"RESOLVED that the Ohio Turnpike Commission hereby acknowledges its gratitude and expresses its appreciation of the diligent, active and valuable service rendered by Allan V. Johnson; and

"FURTHER RESOLVED that the Commission extends to Allan V. Johnson, its best wishes for his success and well-being in all matters and activities which he shall undertake in the future; and

"FURTHER RESOLVED that the assistant secretary-treasurer be, and hereby he is, directed to send a certified copy of this resolution to Mr. Johnson.'

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

A Resolution Commending the Long and Meritorious Service of Allan V. Johnson was moved for adoption by Mrs. Baker, seconded by Mr. Williams as follows:

RESOLUTION NO. 10-1996

"WHEREAS, on November 1, 1970, Allan V. Johnson commenced his association with the Ohio Turnpike Commission as Executive Director and has served in that capacity with distinction under five Chairmen, namely: James W. Shocknessy, O. L. Teagarden, Clarence D. Rogers, James H. Brennan, Sr. and Umberto P. Fedeli, until his impending retirement on February 29, 1996; and

"WHEREAS, during his more than twenty-five years of service with the Commission, and particularly under his guidance as Executive Director, the Commission has moved forward in many vital areas including, but not limited to: development of Commission policies and positions concerning the future of the Turnpike, at both state and federal levels, as a continuing toll facility which led to

extensive review by the Ohio General Assembly and adoption of legislation to modernize the Ohio Turnpike Act and provide for continuing toll operation under the jurisdiction of the Commission; and

"WHEREAS, Allan V. Johnson was primarily responsible for proposing and implementing plans that led to the installation of the world's first, on-line, computerized toll-audit system which became operational in 1974 and still serves as a model for such systems; and

"WHEREAS, he actively participated in obtaining license agreements for the installation of fiber-optic cable within the Turnpike right-of-way, the first such installation on Interstate Highways in the United States and was instrumental in the development of strategy for comprehensive plans to improve the Turnpike and has worked tirelessly with the Commission in its ongoing program to add additional interchanges to increase accessibility to the 241-mile toll road and utilize these interchanges as catalysts for economic development; and

"WHEREAS, as Executive Director, Allan V. Johnson was instrumental in guiding the operations of the Ohio Turnpike Commission in such a way as to win outstanding ratings from national bond-rating agencies and in adoption of the Modification Agreement to the Commission's Tripartite Agreement (effective May 18, 1992) which permitted the continuation of tolls on the Ohio Turnpike after the original outstanding revenue bonds were liquidated on June 1, 1992, in the preparation of the Master Trust Agreement and related documents, all of which were used in 1994 to issue \$125 million in Turnpike Revenue Bonds at extremely favorable interest rates; and

"WHEREAS, Allan V. Johnson, spearheaded the project through the preparation of RFPs and agreements to secure project manager and consultant services for the study of the Great Lakes/Mid-Atlantic Corridor Project, the most ambitious undertaking of the Commission since the original Turnpike was designed and built in the 1950's; and

"WHEREAS, as a member of the Board of Directors from 1979 through 1990 and also as past-president of the International Bridge, Tunnel and Turnpike Association in 1989 and ongoing Chairman of its Governmental Relations Committee and also its Government Affairs Task Force, he has been the principal spokesperson on federal legislative matters involving toll agencies in the United States and is internationally known and respected in the field of transportation; and

"WHEREAS, his outstanding achievements have been recognized in 1989 by the American Society of Civil Engineers when the Cleveland section chose him as "Civil Engineer of the Year"; and

"WHEREAS, he has served as Assistant Secretary-Treasurer of the Commission from August 1, 1971, until his retirement; and

"WHEREAS, as the Commission's chief administrative and operating officer, he provided distinguished service and advice to the Commission and its staff in all areas of its extensive operations and through his fair and impartial administrative style, he earned the respect and admiration of the Commission's employees totaling in excess of 1100 full and part-time employees; and

"WHEREAS, the members of the Commission and the Commission's staff wish to give formal and public recognition for the long, honorable and exceptionally dedicated and effective service of Allan V. Johnson, as a respected professional engineer, executive director and officer of the Commission; and

"NOW, THEREFORE, BE IT

"RESOLVED that the Ohio Turnpike Commission hereby acknowledges its gratitude and expresses its appreciation of the diligent, active and valuable service rendered by Allan V. Johnson; and

"FURTHER RESOLVED that the Commission extends to Allan V. Johnson, its best wishes for his success and well-being in all matters and activities which he shall undertake in the future; and

"FURTHER RESOLVED that the assistant secretary-treasurer be, and hereby he is, directed to send a certified copy of this resolution to Mr. Johnson."

The Chairman said he wanted to say congratulations and best luck to Mr. Johnson in his retirement.

Mr. Johnson said he thanked the Chairman.

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

Ayes: Mrs. Baker, Mr. Williams, Mr. Platt, 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. 11-1996.

Senator Gaeth said that he had a resolution from the Ohio Senate. He said it was quite lengthy and it might be a repeat of many things that had already been said. He said

he would not read it in its entirety, but he would like to say that Mr. Johnson was retiring on an unusual date. He said Mr. Johnson would only be able to celebrate his retirement every four years.

Senator Gaeth said further that having been involved with the continuation of the Turnpike and the Commission, he had to say publicly that it had been a pleasure working with Mr. Johnson and for him and for the Commission. He said he, too, personally, wished Mr. Johnson very well. He said Mr. Johnson could take the resolution and hang it in his office, if he had room for it.

Mr. Johnson said he thanked the Senator.

Mr. Plain said the last item he had concerned the speed limit change. He said it did not require Commission action, but was discussed at previous Commission meetings.

Mr. Plain said further that the only change would be from the current 55 miles an hour speed limit in the area between Exit 8 and Exit 10 to 65 miles per hour for cars and commercial buses. He said the speed limit for vehicles over 4,000 pounds gross weight would remain at 55 miles per hour. He said the change would provide a uniform speed limit across the entire Turnpike.

Mr. Plain said further that the staff and the Ohio State Highway Patrol, District 10, endorsed the change. He said it was his understanding that Senator DeWine, who asked that the speed change be reviewed, no longer had any reservations about it. He said it would be accomplished by changing the speed limit signs as soon as possible. He said he thought there were only six or eight signs that needed to be changed.

The Chairman said that he had talked to Senator DeWine the previous week and he had indicated that Senator Gaeth talked to him about his speed limit concerns. He said he had explained to Senator DeWine that the Ohio State Highway Patrol thought that since the Commission was raising the speed limit for a section of the Turnpike, rather than having a decreased speed and then an increase, that they were very comfortable with the safety issue.

The Chairman said further that after discussing the issue Senator DeWine said that the Highway Patrol knew better than he did about the speed limit change. He said that if they were comfortable with it then it was fine with him.

The Chairman asked Captain Ash if he wanted to add his comments on the speed change.

Captain Ash said the speed change would be beneficial to patrons and law enforcement alike.

The Chairman said that Senator DeWine had a lot of respect for the Ohio State Highway Patrol. He said Senator DeWine said the Patrol was more in touch with the situation. He said he told Senator DeWine that the Commission had held off making a decision until it was discussed with him because he had written the Commission and expressed some concerns.

The Chairman said the report of the Executive Director was accepted as offered. He said the report of Mr. Arlow on the status of construction projects and new interchanges would be received.

Mr. Arlow said the Corps of Engineers was reviewing the final mitigation plans for Interchange 2A at County Road 24 in Fulton County. He said he hoped the plans would be approved soon. He said that when the plans were approved then the building process could be started.

Mr. Arlow said further that earlier in the meeting a contract was awarded to build the ramps at the interchange with State Route 109. He said that, weather permitting, construction could begin by April 1st.

Mr. Arlow said further that a design contract would be awarded within a week for the interchange with Interstate 77.

Mr. Arlow said further that the Corps of Engineers had asked for additional environmental information on the interchange with County Road 18 in Youngstown. He said that information had been supplied to them. He said that, when approval was given and the plans completed, the staff would be ready to go to bid there.

Mr. Arlow said further that the staff was still working on the environmental study for a proposed interchange at State Route 11 in Youngstown. He said the weather had stopped the study. He said it would be resumed in the spring.

Mr. Arlow said further there were three construction projects in progress. He said construction on State Route 51, the new Exit 5A, was on schedule. He said the renovation of Exit 14 and Exit 15 were progressing well. He said all three projects would be completed in 1996.

The Chairman said he congratulated Mr. Arlow on his promotion as Deputy Executive Director of Operations. He said he also would like to welcome Tony DiPietro, who formerly was with the Ohio Department of Transportation and thank John Platt for letting him go. He said Mr. DiPietro was considered amongst the finest administrators with ODOT in all regions. He said he welcomed Mr. DiPietro aboard.

Mr. DiPietro said he thanked the Chairman.

The Chairman said Mr. Arlow's report on construction projects and new interchanges was accepted as offered.

The Chairman said he had a note from State Representative Dan Metelsky. He said he would read it as follows:

"Thank you for your recent correspondence and copy of the (Cleveland) Plain Dealer story regarding the investigation of the Ohio Turnpike.

"As a strong advocate of the Ohio Turnpike and the Commission, I had no doubts that the allegations of wrongdoing would be unfounded. Feel assured that you have and will continue to have my support and backing.

"As a resident of northeast Ohio and having enjoyed the usage of what I deem the be the finest Turnpike in the land, it goes without saying that you have set standards for all of our state's great highways. I look forward to working with the Commission. If I may be of any assistance, please do not hesitate to contact me. Sincerely, Dan Metelsky, State Representative, 61st District."

The Chairman said that, after two and a half years of investigation of not only him, the Commission and some other vendors, the Federal Bureau of Investigation concluded that there was nothing wrong with the Commission awarding an insurance contract to Blue Cross - Blue Shield. He said the Commission saved \$2.2 million.

The Chairman said there were seven bidders and the Commission had Peat Marwick and Mitchell as its consultant. He said the consultant had received the bids simultaneous with the Commission. He said that he was asked by a reporter if he was happy that the investigation was over. He said he told the reporter that he was happy that they concluded what he already knew.

The Chairman said further that he was grateful that it was over so that the Commission could go on to continue its mission of safety, economic development and accessibility. He said those were the three areas the Commission was concentrating on.

The Chairman said the report of the General Counsel would be received.

Mr. Zomparelli said he wanted to follow up on the Chairman's comments regarding the FBI investigation into the Blue Cross contract. He said the Commission did receive a formal written notice on February 6, 1996, from the U.S. Department of Justice written by William J. Edwards, First Assistant U.S. Attorney for the Northern District of Ohio.

Mr. Zomparelli said that Mr. Edward's letter stated what the Chairman had just stated: that the FBI investigation was concluded. He said they had reviewed the FBI investigation and the U.S. Department of Justice had concluded that there was no evidence and would not go any further with the matter.

Mr. Zomparelli said further he had requested the return of the Commission's original files so that the matter could be closed at the Commission.

Mr. Zomparelli said also that the second item he would like to report on was the demolition of the bridge at State Route 58.

Mr. Zomparelli said that the Commission had received notice that oral arguments on that subject would be heard on Monday, March 4th at 2:00 p.m. in Cincinnati with the Sixth Circuit Court. He said that at that point the Commission had discontinued any demolition efforts and it was holding status quo pending the outcome of that oral argument.

Mr. Zomparelli said Alan Hirth was at the meeting and he would be giving oral arguments on behalf of the Commission on Monday.

Mr. Zomparelli said also that he would like to take up a matter that had been brought up at the last Commission meeting on January 22nd dealing with the appointment of G. Alan Plain as Executive Director.

Mr. Zomparelli said further that at that meeting the Commission requested a modification to the employment contract to allow for a review by the Chairman prior to giving any compensation increases.

Mr. Zomparelli said further that there was a draft resolution in the Members' folders with the amended Exhibit A. He said the Exhibit A was the employment agreement and the amendments were made in section 4 of the employment contract entitled Compensation. He said that Compensation section was being rewritten to reflect recommendation of the Commission as far as the salary to be paid to the Executive Director and to allow for a favorable review by the Chairman of the Commission.

The Chairman said that he also had talked to the other Members to get their input. He said Mr. Williams had made the recommendation and he thought it was a good one.

Mr. Zomparelli said he would read the Resolved of the resolution as follows:

"RESOLVED that the Commission hereby amends Exhibit "A" of Resolution No. 4-1996, which provided for the Executive Director's compensation and provided that compensation increases are subject to a favorable review to be completed by the Chairman of the Commission; and

"FURTHER RESOLVED that the Commission hereby ratifies the execution of the amended Employment Agreement, effective January 23, 1996, which was attached and incorporated as Exhibit "A" of Resolution No. 4-1996."

Mr. Zomparelli said he would recommend adoption of the resolution.

A resolution Amending Exhibit "A" of Resolution No. 4-1996 and Ratifying Execution of the Employment Agreement was moved for adoption by Mr. Williams, seconded by Mr. Platt as follows:

RESOLUTION NO. 11-1996

"WHEREAS, on January 22, 1996, the Commission adopted Resolution No. 4-1996, by which G. Alan Plain was appointed Executive Director of the Commission, effective January 23, 1996, to serve at his and the Commission's mutual pleasure;

"WHEREAS, the terms of his employment were set forth in an Employment Agreement which was attached and incorporated as Exhibit "A"; and

"WHEREAS, pursuant to the Commission's recommendations and to reflect the intentions of the Commission, Section 4 of the Employment Agreement, entitled "Compensation" was revised to provide for the Executive Director's compensation and to provide that compensation increases are subject to a favorable review to be completed by the Chairman of the Commission;

"WHEREAS, the Employment Agreement, designated Exhibit "A" has been amended and executed by the parties;

"NOW, THEREFORE, BE IT

"RESOLVED that the Commission hereby amends Exhibit "A" of Resolution No. 4-1996, which provided for the Executive Director's compensation and provided that compensation increases are subject to a favorable review to be completed by the Chairman of the Commission; and

"FURTHER RESOLVED that the Commission hereby ratifies the execution of the amended Employment Agreement, effective January 23, 1996, which was attached and incorporated as Exhibit "A" of Resolution No. 4-1996."

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

Ayes: Mr. Williams, Mr. Platt, Mrs. Baker, 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. 12-1996.

Mr. Zomparelli said the final item he had was related to the Commission's employee relations. He said the Commission had before it a tentative collective bargaining agreement. He said he would request that the Commission go into Executive Session at that point.

The Chairman said there were a few other reports to be given before going into Executive Session. He said the report of Captain Ash would be received.

Captain Ash said that he did not have a report, but he would like to take the opportunity to present Mr. Johnson a plaque on behalf of the Patrol's Superintendent, Colonel Davies, and the Patrol's senior staff.

Captain Ash said that the inscription read:

"Presented to Allan V. Johnson in appreciation of his support and cooperation during his tenure as Executive Director of the Ohio Turnpike Commission from November 1970 through February 1996."

The Chairman said the report of Captain Ash was accepted as offered. He said the report of the Trustee would be received.

Frank Lamb said that, on behalf of the Commission, the Trustee made the principal and interest payments due on the Ohio Turnpike Revenue Bonds on February 15th. He said the principal was reduced by \$2 million, leaving the bond indebtedness outstanding at \$121,190,000. He said that investment income earned on the bond fund and the reserve fund for the six months ended February 15th will enable the Commission to take a credit against its March debt service installment of \$364,800.

The Chairman said the report of the Trustee was accepted as offered.

The Chairman said he also wanted to take the opportunity to say that the Commission's bonds had the highest rating by Standard & Poor's, Moody's and Fitch. He said no other Turnpike bonds had ever had better ratings in the history of Turnpike systems. He said that, based on the Commission's financial position and management, the rating for the Turnpike bonds was one of the highest ranking of Standard & Poor's, Moody's and Fitch in the entire country. He said that, in fact, if anybody ever wanted a report from Standard & Poor's or Moody's, they had a report on the Ohio Turnpike, which was quite impressive.

The Chairman ascertained there would be no report from the General Consultant, Rob Fleischman. He said the report of the Executive Director Emeritus, Allan Johnson, would be received.

Mr. Johnson said that he just wanted to say that it had been an honor for him to serve for more than twenty-five years on the Commission. He said he couldn't say too

much about how that service had affected him. He said he would leave with good feelings about everything that had happened to him and the Commission over the years. He said there had been some rough times during that course, but the Commission had gotten through them. He said he wanted to say that largely had been brought about by the people that had been associated with the Commission. He said those were the Commission Members, the staff and the outside consultants who had assisted him over all those years and he wanted to leave with good feelings.

Mr. Johnson said that he hoped that from time to time he would come back and sit in on the Commission meetings. He said he had missed only one meeting in twenty-five years. He said he thought there were 174 meetings during that period.

Mr. Johnson said that he appreciated everything that had been done for him and the fine cooperation he had over all those years because he thought that had led to any success that he had. He said he just wanted to say that it had been an immense pleasure for him.

The Chairman said that the Commission had a party for Allan several months ago on his twenty-fifth anniversary with the Commission. He said that he thought he had stated at that time that he was the only person in the history of any toll facility in the world who had been Executive Director for twenty-five years.

The Chairman said that he thought he was going to convene the Executive Session to talk about collective bargaining.

Mr. Williams said that he moved that the Commission adjourn the regular meeting to hold an Executive Session in order to discuss, prepare and review labor matters in connection with the current collective bargaining negotiations. He said that at the end of the Executive Session, the Commission meeting shall reconvene.

A motion to go into Executive Session was made by Mr. Williams, seconded by Mr. Platt.

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

Ayes: Mr. Williams, Mr. Platt, Mrs. Baker, Mr. Fedeli

Nays: None

(The meeting adjourned at 11:04 a.m. and reconvened at 11:26 a.m.)

The Chairman said the meeting was being reconvened. He said there were a couple of other things he wanted to mention and get into the record. He said he did not mention before that Sharon Isaac had been promoted to Director of Toll Operations. He

said she would have under her leadership some 500 to 600 employees. He said it was a big job involving a lot of traveling and he wanted to congratulate her.

The Chairman said further that she had been Assistant General Counsel for the Commission. He said she was a graduate of some very good schools. He asked from what schools did she graduate.

Ms. Isaac said she received her undergraduate degree from Barnard College at Columbia University and her law degree from George Washington National Law School.

The Chairman said the Commission was fortunate to have someone of Ms. Isaac's stature in its organization.

The Chairman said also that he wanted to mention what a great job Steve Lorton had been doing with Bob Barnett's help. He said that when Mr. Lorton was brought on board he was told that the Commission needed to concentrate more on communicating with three different areas. He said those areas were the public, legislators and our associates or employees. He said the Commission had a monthly newsletter that had been going out and communicating what was going on. He said he thought the Commission's public relations had drastically improved and he wanted to thank Mr. Lorton.

Mr. Lorton said he thanked the Chairman for his comments.

The Chairman said also that the other thing he wanted to mention was that the Commission had eliminated three positions with the early retirement incentive program. He said those were Director of Patron Services, Director of Administrative Services and Development Coordinator. He said the Commission had added three new Deputy Executive Directors, but eliminated three other functions.

The Chairman said further that the purpose was to have three major executive vice presidents, as they would be called in business, and have three to four department heads report to each of them.

The Chairman said further that, for example, Bob Arlow is Deputy Executive Director-Operations. He said Mr. Arlow was in charge of Engineering, Maintenance, Toll Operations, and Safety Services. He said the department heads reporting to Mr. Arlow were Dan Castrigano, Maintenance Engineer, Dave Ransbury, Chief Engineer and Sharon Isaac, Director of Toll Operations.

The Chairman said further that the Commission was flattening the organization and bringing management into the 21st century.

The Chairman said further that Tony DiPietro was Deputy Executive Director-Administration. He said he was in charge of Human Resources, Management Information Systems and Internal Audit.

The Chairman said further that Mr. Zomparelli was the Commission's General Counsel and also the Deputy Executive Director-External Services. He said in the latter position he was responsible for Risk Management, Purchasing and Minority Business Enterprise Services.

The Chairman said that on the Commission's organizational chart there was the Executive Director, who was treated as a Chief Executive Officer. He said beneath him were three Executive Vice Presidents. He said they, in turn, had three or four Senior Vice Presidents reporting to them. He said there would be more empowerment and a flatter organization.

The Chairman said further that the Commission was giving more authority to its key officials. He said that, for example, Ms. Isaac would know more of what was going on in the field than Mr. Plain and maybe more than Mr. Arlow. He said that Ms. Isaac would have a lot more authority to make decisions in the field to get things done.

The Chairman said the Commission was taking the opportunity to make a management change after twenty-five years. He said things change in twenty-five years. He said there was a different management book written every year.

The Chairman said that the idea of flattening the organization and giving good people more responsibility was just good business. He said he thought the Turnpike would continue to be well managed.

Mr. Zomparelli said that, after the Executive Session, he wanted to offer another resolution to the Commission dealing with the Authorization of Execution of the Collective Bargaining Agreement.

Mr. Zomparelli said further that there was a new collective bargaining agreement to be effective until January 1st, 1999. He said it was his understanding that the union membership had adopted those findings and conclusions as drafted in the new agreement. He said he wanted to read the final two Whereas clauses and the Resolved of the resolution as follows:

"WHEREAS, this agreement has been ratified by the Bargaining Unit Employees; and amends the collective bargaining agreement between the parties which expired on December 31, 1995, and provides that the Collective Bargaining Agreement shall be effective as of the date of execution, and shall be in full force and effect until 12:01 a.m., January 1, 1999, and further provides that said agreement may be extended or renewed for successive periods of three years unless written notice of termination is given by either the Commission or the Union;

"WHEREAS, the approval of the tentative agreement has been recommended by the Commission's executive director and its outside labor counsel, David J. Millstone;

"NOW, THEREFORE, BE IT

"RESOLVED that the Commission hereby approves the Collective Bargaining Agreement and authorizes and directs the chairman and/or executive director to execute the agreement on behalf of the Commission and to take any other action necessary to carry out the terms and provisions thereof."

Mr. Zomparelli said he recommended the resolution be adopted.

A Resolution Authorizing Execution of the Collective Bargaining Agreement was moved for adoption by Mrs. Baker, seconded by Mr. Platt as follows:

RESOLUTION NO. 13-1996

"WHEREAS, negotiations have taken place between representatives of the Commission and United Electrical, Radio and Machine Workers of America, Local 791 ("Union"), as representatives of all regular, full-time, non-supervisory field employees in the Toll Collection, Maintenance and Engineering Departments (although not including section clerks, chief mechanics and sign shop clerks); hereinafter referred to as "Bargaining Unit Employees";

"WHEREAS, the Union has been certified by the State Employee Relations Board as the exclusive bargaining representative of the Bargaining Unit Employees;

"WHEREAS, the Commission's current Collective Bargaining Agreement with the United Electrical, Radio and Machine Workers of America, Local 791 ("Union"), expired January 1, 1996;

"WHEREAS, the Commission, by Resolution No. 6-1996, adopted January 22, 1996, accepted the findings of Fact Finder James M. Mancini, which concluded the remaining unresolved issues between the parties;

"WHEREAS, after lengthy and intense negotiations, the parties have reached an agreement, which tentative agreement is now before the Commission, and a summary of the terms and conditions thereof have been submitted to the Commission;

"WHEREAS, this agreement has been ratified by the Bargaining Unit Employees; and amends the collective bargaining agreement between the parties which expired on December 31, 1995, and provides that the Collective Bargaining Agreement shall be effective as of the date of execution, and shall be in full force and effect until 12:01 a.m., January 1, 1999, and further provides that said agreement may be extended or renewed for successive periods of three years unless written notice of termination is given by either the Commission or the Union;

"WHEREAS, the approval of the tentative agreement has been recommended by the Commission's executive director and its outside labor counsel, David J. Millstone;

"NOW, THEREFORE, BE IT

"RESOLVED that the Commission hereby approves the Collective Bargaining Agreement and authorizes and directs the chairman and/or executive director to execute the agreement on behalf of the Commission and to take any other action necessary to carry out the terms and provisions thereof."

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

Ayes: Mrs. Baker, Mr. Platt, Mr. Williams, 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. 13-1996.

The Chairman said the report of General Counsel was accepted as offered.

Mrs. Baker said she would like the dates of the next meetings that were being planned.

The Chairman said the next meetings would be on March 11th and March 25th. He said the staff was trying to coordinate the meetings with bids that were coming up so that the Commission did not slow progress on the third lane project or construction of new interchanges because it couldn't meet often enough.

Mrs. Baker asked if the April Commission meeting would be held on the second Monday or would the Commission need to wait until the March meetings to set a date for April.

The Chairman said he wanted to wait until the March meetings were held. He said he wanted to get back on somewhat of a schedule so that the Members could plan their travels and the other commitments that they had. He said that, from time to time, Members would not be able to attend meetings. He said that, for example, Mrs. Leever was out-of-town and could not attend that day's meeting. He said that as long as there was a quorum it was fine.

There being no further business to come before the Commission, a motion was made by Mr. Williams, seconded by Mr. Platt that the meeting adjourn until the next meeting on March 11.

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

Ayes: Mr. Williams, Mr. Platt, Mrs. Baker, Mr. Fedeli

Nays: None

The Chairman declared the meeting adjourned. Time of adjournment was 11:37 a.m.

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



Marilyn R. Baker, Secretary-Treasurer