

**MINUTES OF THE 447th MEETING OF
THE OHIO TURNPIKE COMMISSION**

December 14, 1998

Pursuant to the bylaws, the Ohio Turnpike Commission met for a meeting in the Administration Building at 682 Prospect Street, Berea, Ohio at 10:15 a.m. on December 14, 1998, with members of the staff: Gino Zomparelli, General Counsel and Deputy Executive Director-External Services; Robert Arlow, Deputy Executive Director-Operations; David Wright, CFO/Comptroller, David Ransbury, Chief Engineer, Pat Patton, Government Liaison Officer, Thomas Amato, Assistant General Counsel, Dick Lash, Director of Safety Services; John Peca, Special Counsel, Heidi Jedel, Barbara Lesko and Diane Pring.

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

Ayes: Senator Gaeth, Dr. Ferris Anthony, Earl W. Williams, Gary Joseph,
 Marilyn Baker and Ruth Ann Leever

Nays : None.

The Chairman advised that ODOT Director, Jerry Wray, and, was unable to attend today's meeting, however, his Assistant, Gary Joseph, has voting authority. Representative Perz was also unable to attend today's meeting.

We have a number of guests here today and we will ask them to identify themselves: Tom Travis and Fred McFall, Host Marriott Services; Larry McQuillin, ARCI, Elva Edger, League of Women Voters; Mary Sullivan, Peck, Shaffer & Williams; Howard O'Malley, B & T Express; Tom King, Ohio Trucking Association; David Patch, The (Toledo) Blade; Joe Rutchick, The (Cleveland) Plain Dealer; Stu Shear, Ohio Rehab Services Commission, Richard Boylan, Boylan & Associates; John Feil, Hardees Food Systems; John Lee, A. G. Edwards, David Millstone Dean Berry, Squire, Sanders & Dempsey, Mary Shirley, Ohio Turnpike Customer Relations, Joe Bevack, Merrill Lynch; Captain Paul Ash, OSHP; Mike Schipper, HNTB; Bobby Everhart, URS Greiner Co.; Eric Erickson, Fifth Third/Ohio Co.; Vince Chiarucci, business consultant; Frank Lamb, Huntington Bank; Joe Rice, Rice Consultants; Paul Scuria, Scuria & Associates, Allan V. Johnson (retired from OTC) and Thelma Gaeth (spouse), Ohio Turnpike Commission guest.

The Chairman said the December 14th 1998 Meeting was the 447th meeting of the Commission and we were meeting at the Commission's headquarters as provided for in the Commission's Code of Bylaws. The minutes of the last Commission Meeting of November 9, 1998, has been distributed to the members for their comments, and she would accept a motion for their adoption without reading.

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

Ayes: Dr. Anthony, Mr. Williams, Mr. Joseph, Mrs. Baker, Mrs. Leever.

Nays: None.

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

The Chairman advised that various reports will be received and the Commission will act on a number of resolutions, draft copies of which had been previously sent to the members

and updated drafts were also in the Members' folders. She said the resolutions would be explained during the appropriate reports.

The Chairman said, if there were no questions, the report of the Secretary-Treasurer, Mrs. Baker, would be received.

Mrs. Baker said the following listed items had been sent to the Members since the last regularly scheduled meeting of the Commission on November 9, 1998:

1. Weekly Traffic Statistics
2. Draft of Commission meeting Minutes of November 9, 1998.
3. Traffic and Revenue Report, October 1998
4. Financial Statement, October 1998
5. Investment Report, October 1998
6. Traffic Accident Summary Report, October 1998
7. Transcript of Public Meeting, November 16, 1998
8. Various News Releases

Leever: Thank you, we have had a busy month. Report is accepted. Report on Budget & Finance, Mr. Plain.

Plain: We have a couple things to report. First, I'd like to have David Wright talk about what we have done recently. Eric is behind me, too.

Wright: Do you want me to talk about the final budget, too?

Plain: Yes. Why don't you talk about the final budget.

Wright; OK, in your packets you'll find a resolution relating to the final budget for 1999. You'll remember at the last meeting we had a resolution pertaining to the preliminary budget for 1999. Basically, there are no changes to the preliminary budget, for all practical purposes. Part of the process was the Chairman sat down with the department heads and reviewed their operating budget with them and total adjustments. There were about \$38,000 worth of changes over the

preliminary to the final budget. As you can see the Total Operating, Maintenance and Administration presented to you is \$80,964,820. That represents an overall increase from last year's budget of 9% (6% of which represents a potential early buy-out.) Again, I am stressing potential. That obviously needs to be approved by the Commission. So when you factor that out, you are looking at a 3% increase over last year's budget. Any questions?

Plain: Madame Chairman, at this time, we had this scheduled later on in my presentation, but I can read the Resolved and see if we have any further questions. We have David here to answer them.

“RESOLVED that the Commission hereby adopts the following as its Proposed Annual Budget for the Year 1999 and the executive director and CFO/Comptroller are directed to transmit a copy of the budget to the appropriate officials set forth in Section 5537.17(F) and to The Huntington National Bank, trustee, under the Commission's Trust Agreement as is provided in Section 5.01 (a) (iii).

If there are no further questions, I would ask for a motion and a second.

Anthony: Move for adoption.

Williams: Second.

Leever: Are there any questions?

Roll: Dr. Anthony-yes; Mr. Williams-yes; Mr. Joseph-yes; Mrs. Baker-yes; Mrs. Leever-yes.

Wright: I have other item. I just want to give a quick update of traffic. You'll be receiving the Traffic & Revenue Report soon. Through 11 months obviously we only have one more month to finish out the year. Again the patterns are very strong. In the month of November we set an all-time record for both passenger and total vehicles. If you look at the first 11 months of the year, we 6.9% ahead of last year for passengers and 6.2% ahead for total vehicles. 1995 was the year previously which set all the records. It is fair to say if trends follow, we will hit all-time records for both passenger and total vehicles. In the range if you compare it to 1995 we will beat that for passengers probably by 3.5%. Again, we are trying

to estimate one more month. It is going to finish up very strong this year. Quite honestly, commercial vehicles are not that far off from the all-time record in 1995 –about 1% off.

Just one other item I did want to mention, there is a national organization, many of you might be familiar with – it's the Government Finance & Officers Association (GFOA) . For the 13th consecutive year, the OTC has received with certificate of achievement for excellence in financial reporting. That was through 1997.

Leever: Congratulations.

Plain: One other thing, we talked about last month – we passed a resolution regarding potential refunding. I'd like to have Eric Erickson speak to that.

Erickson: Thank you, members of the Commission, I just want to point out that we still really haven't gotten back to the same rates that we had in September when you folks did your last advance refunding. The market has moved to a fairly narrow range over the past month. As I said at the last meeting, it takes about 25-35 basis points (1/4 to 1/2 of 1%) movement in the market lower before we will be able to obtain any substantial savings out of the remaining bonds that have not been advance refunded. The first quarter of the year is usually one of more limited supply of tax exempts. December is a fairly heavy month with supply of tax exempts. I don't anticipate from now until year-end of any substantial movement, but may be the first quarter of next year we will see some movement and lower interest rates and we can move forward with an advance refunding and really capture some additional savings to the Commission. Any questions?

Baker; Well, we look forward to that.

Plain; A lot of people would look forward to that if it goes down like that again.

Leever: We have taken care of Mr. Wright's report. Senator Gaeth, do you have any report on the service plazas?

Gaeth: Madame Chairman, No I don't really have a report, but I do have an observation. It's exciting to go by and see how fast they are accumulating the circular roof. It now up on both of them that I have driven by. I have to comment on some of the

articles that have been written in the news media concerning the negative attitude of building those travel centers. People that are traveling – I think - look for places to stop, re-fuel, eat, and restroom facilities and stuff like that I think the Turnpike is way ahead of everybody else in those particular areas. The idea that they are not necessary is absolutely false. I think the Turnpike Commission deserves a lot of credit for being that aggressive.

Leever: Thank you, Senator. We feel the same way because we have to look ahead. This is not for today necessarily, but for years down the road. We will be prepared.

Report of Employee Relations, Mr. DiPietro.

DiPietro: Madame Chairman, members of the Commission, as I indicated in the past, we have had negotiating sessions with the Union. we started on November 5 to discuss the full-time employees contract which is due to expire January 1, 1999. We have had four sessions with our bargaining team and the Union's bargaining team to discuss various proposals that have been submitted by both sides and counterproposals that have come up during the course of negotiations. Also, on December 8 we met with the Union to discuss the part-time toll collectors contract which expired in June of 1997. At that meeting we had a SERB negotiator in attendance and from our viewpoint, the Union's proposal were regressive and a step backward from where we were the last time we met. Basically, we left that session with the position if either side wants to move they are to contact the Negotiator. We made no progress at that time. We are scheduled to meet again on the full-time contract on December 16th.

Leever: So we are moving but we are not moving.

DiPietro: I think we have dealt with a number of issues that have been presented on the full-time contract. We have our prospective which we presented to them, we have heard theirs and we have had some issues that we have agreed upon tentatively, so we are making some progress.

Leever: Thank you.

Zomparelli: Madame Chair, Commission Members, at the appropriate time during the meeting, a motion should be made to go into executive session to talk about the

specific items that occurred in negotiating and the status of the bargaining sessions with the Commission employees.

Leever: Now, we will hear from our Executive Director, Mr. Plain –

Plain: Thank you Madame Chairman. I have a number of resolutions to complete so I'd like to do those first and then make a few other comments. The first resolution I have is a resolution awarding Contract No. 38-98-04 and with it is a letter from the Commission's General Counsel recommending we go ahead and make an award. Also, a memorandum from our Chief Engineer. We had four bids in response to this invitation to bid. The contract was opened on December 8th. We had our staff and others busy this past week going through this diligently so we'd have it prepared for today. I believe this is something we had brought before the Commission previously and had rejected the bids. They were not responsive.

You can see the range of bids goes from \$6.6 to 8.7-M. The low bid was submitted by Telesource Corporation in the amount of \$6,602,713.00. This bid is below our estimate – see top of page at the bid tabulation. I will read the Resolved paragraph:

“RESOLVED that the bid of **Telsource Corporation** of Totowa, New Jersey, in the base bid amount of \$6,602,713.00 for the performance of Contract No. 38-98-04, 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 chairperson and executive director, or either of them, hereby is authorized (1) to execute a contract with said successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid bid; (2) to direct the return to the other bidder of its bid security, when appropriate, and (3) to take any and all action necessary or proper to carry out the terms of said bid and of said contract; and

FURTHER RESOLVED that Project No. 38-98-04 is designated a System Project under the Commission's 1994 Master Trust Agreement. “

I can call on our Chief Engineer if you need some additional information. It's important that we go ahead and install this fiber-optic communication equipment

so that we can go ahead and hook up all the toll plazas, maintenance buildings, travel centers and service plazas to our headquarters. This is something we need to get in place so we can do the hook-ups at all of these other facilities. I would ask the Commission to make a motion and a second for the adoption of this resolution.

Williams: I move for adoption of this resolution.

Joseph: Second.

Leever: Any discussion?

Anthony: Madame Chair, Mr. Plain, didn't we consider this before – it was another company from California. They left a piece out. I assume that piece is in.

Arlow: They were not compliant. It was the original bid and the bids were rejected. It went out to re-bid and was opened December 8th

Anthony: What's the timing on this, how long is it expected to take from the time we sign the contract.

Arlow: About 6 months.

Plain: It will be within the time limit and then we will have everything hooked up.

Leever: And almost \$1-M less than our estimate.

Arlow: 12% below our estimate.

Leever: Roll, please.

Roll: Mr. Williams-yes; Mr. Joseph-yes; Dr. Anthony-yes; Mrs. Baker-yes; Mrs. Leever-yes.

Plain: OK, the next resolution we have is a resolution appointing Bond Counsel for Potential Advance Refunding (we stress potential) of the Commission Revenue Bonds issued in 1994 and/or 1996. I'll let General Counsel answer any questions, I'll read the Resolved:

“RESOLVED, that during the 1999 calendar year, the Commission hereby retains **Peck, Shaffer & Williams, L.L.P.** to serve as bond counsel in the event the Commission decides to advance refund any of the outstanding Turnpike Revenue Bonds issued in 1994 and/or 1996;

FURTHER RESOLVED that the general counsel is hereby authorized and directed to notify **Peck, Shaffer & Williams, L.L.P.** of such appointment and to enter into negotiations and execute an agreement with such firm to serve as bond counsel.”

I would recommend that we adopt this resolution.

Gino, do you have any further comments?

Zomparelli: Madame Chair, Commission Members this relates to being in a position to take advantage of market conditions if they get any lower as our financial advisor had previously to the Commission. The law firm of Peck, Shaffer & Williams was the bond counsel that represented us in Sept. 1998 when we did our advance refunding and they are still a portion of the 1994 and 1996 bonds that hopefully one day soon will be candidates for advance refunding and we want to be in a position to jump into the market as soon as possible when it does happen. By having Peck, Shaffer & Williams represent us since they represented us on the previous deals that it will be the most efficient process for us since they are very familiar with our condition and how the Turnpike operates. To bring someone else in, it would cost us more than what we can do with Peck, Shaffer. I would recommend that the Commission adopt this resolution if they see fit.

Leever: We need a motion.

Joseph: Move.

Anthony: Second.

Roll: Mr. Joseph-yes; Dr. Anthony-yes, Mrs. Baker-yes, Mr. Williams-yes, Mrs. Leever-yes.

Plain: The resolution is adopted. The next resolution adopting the numerical designation and the name for Interchange C.R. 24 (S.R. 66) in Fulton County. This is a formality. We had the interchange opened. We want to make sure that it is officially named. We opened it so quickly we want to do this resolution.

“RESOLVED that the Commission hereby designates the new interchange between the Ohio Turnpike and C.R. 24 (hopefully someday S.R. 66) as Exit No .

25 (also known as 2A) and adopts "Archbold-Fayette" as the name for said interchange."

Baker: I'll move for approval.

Joseph: Second.

Leever; Any discussion?

Roll: Mrs. Baker-yes, Mr. Joseph-yes, Dr. Anthony--yes, Mr. Williams-yes; Mrs. Leever-yes.

Plain: The next resolution I have is the resolution rescinding the previously adopted Schedule of Tolls effective January 1, 1996, January 1, 1997; January 1, 1998 and Providing for a Revised Schedule of Tolls effective January 1, 1999.

We held our meeting on November 16, 1998 in Middleburg Heights as provided for in the law prior to adopting any toll rate increases. These are the schedules of Tolls for all the classes. I have sent copies of the results of that meeting. Members of the Commission were there. It was sparsely attended. I sent copies to the Legislative Members of the Oversight Committee and Members of the Commission. What I'd like to do is again read the Resolved:

"RESOLVED that the Schedule of Tolls, effective as of 12:01 a.m., January 1, 1997, adopted by Resolution No. 61-1997, hereby is rescinded;

FURTHER RESOLVED that the Commission does hereby adopt a *revised* and new Schedule of Tolls as set forth and attached hereto as Exhibit "A" to be made effective as of 12:01 a.m., **January 1, 1999**; and

FURTHER RESOLVED that the above-mentioned revisions, ratifications and new toll rates shall be incorporated into the Schedule of Tolls, as set forth and attached hereto as Exhibit "A" effective as of 12:01 a.m., **January 1, 1999.**"

If there are no questions, I would ask for a motion and a second.

Williams: Move the adoption of the resolution.

Baker: Second.

Leever: Any discussion?

Roll: Mr. Williams-yes; Mrs. Baker-yes; Mr. Joseph-yes; Dr. Anthony-yes; Mrs. Leever-yes.

Plain: The motion is adopted.

Baker: Before going on, Alan, would you make a statement regarding that this completes the sequence of tolls.

Plain: Yes, this was the last of the tolls to be implemented on the Turnpike – the last phase as you recall that originally was going to be at one time and then the Commission to spread it over a longer time period to enable the truckers to get some of the rates adjusted into their contract. This has gone over a substantial period of time. We have had our meetings, we proposed a plan here at the Commission that I hope will get into the Toledo Blade this time, since I talked about it for twenty minutes at the meeting and didn't see any mention of it. I think it is something that's important and something that can be worked out in the legislature. I think it's something the legislature, the State, the trucking associations and everybody can work together to provide a rebate to the truckers for the miles that they travel on the Turnpike. I will look to the legislature to provide some relief to the communities along the length of the Turnpike and to give them the needed relief that is necessary. We raise tolls to pay for the improvements on the Turnpike. I think you can see the results of that. We have had nothing but great comments on the third-lane. Our safety record, I think, is impeccable. Last year we set an all-time safety record. Again, we are well on our way and knock on wood – for another fine, fine season. I think all these things that we have done – the improvements, the accessibility with the new interchanges; the additional lanes, our renovation of our new toll plazas – the things we are putting in for the convenience of our employees who work out there in very trying circumstances in the heat of summer and cold of winter.

The travel centers that you can see particularly out at the western – we let those contracts earlier. The steel on the south side has already been erected. They are putting on the dome and some of the other things – you can starting seeing

the concrete, the masonry. We have had favorable weather. The one on the north side is slightly behind that, but that also has steel coming out of the ground. They are working diligently to get those things. When this is said and done, I think, maybe in a few years and people reflect I think they'll look to the Commission here that had the foresight and the wisdom to do some of these and take action in tough circumstances and to get something that we can all be proud of – Ohio – what we have done for economic development, interchanges. We have a first class road. I think it's the finest in the country. It will take us with all the improvements well into the next century. I am very proud to be associated with the project and with the rest of the staff who worked so hard and all our consultants and everybody else. Time will tell the story. I think the public realizes what's going on. From what I have heard, it's been very favorable.

Williams: Madame Chairman, I certainly ditto everything the Executive Director has said in this regard. I have no regrets about what we have done. I think we done it - sometimes very unpopular- passage of legislation regarding it, however, I would always like to be mindful of the fact that as we, in the future, must have a closer collaboration with our constituents regarding what we are going to do. That part is very important because it will save a lot of grief in the end and I certainly believe in communicating with those people that we are going to be involved in on issues of this nature.

Plain: OK, two more resolutions. The first resolution I have I'd like to talk about and preface it by saying that in January 1996 I signed a three-year contract. It will expire January 22, 1999. I have expressed intent to the Commission Members that I intend to and have given notice of my intent to resign as Executive Director effective July 31, 1999. We have had a tremendous, tremendous construction program and a number of things. We will have some things to do and I think we can get them done and I have a resolution prepared and am recommending my successor. I'd like to read this resolution and the Resolveds and open it up to discussion:

“RESOLVED that the Chairperson of the Commission shall be authorized to take any and all action necessary or proper to promptly negotiate and execute a written contract with G. Alan Plain extending his term as Executive Director to July 31, 1999; and

RESOLVED that **Gino Zomparelli** be, and hereby he is, appointed Executive Director of the Commission effective **August 1, 1999**, to serve an initial term of five (5) years and successive terms as are appropriately extended and his compensation shall be at Step A, the lowest step of the Commission Executive Director Position/Step Schedule, for the first twelve (12) months of his employment; and

FURTHER RESOLVED that the Chairperson of the Commission shall be authorized and directed to take any and all action necessary or proper to promptly negotiate and execute a written contract with Gino Zomparelli.”

Baker: Madame Chairman, I would like to have time to consider this and I believe some of the other Board members feel the same way. As our General Counsel, can you advise me on going into executive session at this time.

Zomparelli: Madame Chair, Mrs. Baker, it is appropriate to go into executive session to discuss the specific appointment, employment, promotion of an individual to a public body like the Commission. But I think it is limited to just the terms and conditions of employment. Any discussion about the Executive Director position probably would be more appropriately discussed in open session. Depending upon what you would like to talk about, yes, you can go into executive session if it is limited to that scope.

We need to go into executive session to talk about the status of the collective bargaining agreement and I also have a legal matter that I would like to review with the Commission in executive session if the Commission would like to go into executive session and talk about these several items, maybe now might be an appropriate time. We would need a motion by one of the members to take care of such matters.

Williams: I move that we adjourn this meeting to hold an Executive Session for the purpose of the consideration of the following matters:

- (i) Preparation for, conducting, or reviewing negotiations or bargaining sessions with the Commission's full-time and part-time employees which are represented by the United Electrical, Radio and Machine Workers of America and/or its affiliate, UE Local 791 concerning their compensation or other terms and conditions of their employment;
- (ii) Conference with the Commission's General Counsel concerning disputes involving the Commission that are the subject of pending court action; and
- (iii) Consideration of the appointment, employment, promotion and compensation of a Commission Executive Director.

At the end of such Executive Session, the Commission meeting shall reconvene.

Baker: I'll second that motion.

Roll: Mr. Williams-yes; Mrs. Baker-yes; Mr. Joseph-yes; Dr. Anthony-yes; Mrs. Leever-yes. (approximately 10:50 a.m.)

Leever: (Approximately 11:40 a.m.) The meeting is reconvened pursuant to the motion made prior to our executive session.

Baker: Madame Chairman, regarding the resolution before us recommending that we appoint a new Executive Director to replace Alan Plain, I have some concerns that I would like to bring forth at this time. First of all, Alan Plain has done a marvelous job. He has been with the Turnpike 25 years under Allen Johnson and 3 years as our Executive Director and even before that he had highway experience. A great deal of the progress of this Commission can be credited to Alan and I am very pleased we had your services and it will be great loss when you do leave at the end of July. Mr. Zomparelli, you as our General Counsel, have done an excellent job in that role and you continue there. You have considerable less experience on the Turnpike Commission at this time when Mr. Plain did when he came aboard as our Executive Director, but nevertheless, you do know a lot of how things are done and you have the potential obviously of serving well or Mr. Plain would not have made such a recommendation.

I am concerned that we need to give the incoming Governor a chance to provide some input into this major decision. Whatever we decide to do will be long-standing. Most likely the next Executive Director, especially if it is someone of your age will be here a long time and I would like to feel that we have looked around, had a search committee and looked at the finest candidates, including you, before we are asked to vote on this decision. That pretty much sums up my feelings.

Anthony: Madame Chair, I want to speak on behalf of the resolution, I agree with everything that Marilyn has said. I think Mr. Plain, we all know, has done an outstanding job. I sure there's not enough thanks to tell him how much we appreciate all of his hard work and the progress that we have made. In the shore time that I have been associated with the Turnpike, a very proud association – I might add, I have also come to know that Mr. Zomparelli has done an excellent job. I know that this Commission is right now in the midst of some major, major programs to the tune \$1.3 billion. I think in my contact with Mr. Zomparelli, he is more than adequately prepared to take this on. In fact, I think he is in an outstanding position to take this on. I would like to argue strongly for continuity at this point – that we don't want to lose the momentum that we have made. I would like to argue strongly the fact that the bonding issues that we have just received rest pretty strongly on some stability and I'm sure those bonding agencies would like to see a stable Commission here. I think Mr. Zomparelli provides that. The fact that Mr. Plain has made this resolution and has recommended Mr. Zomparelli speaks volumes to me about his confidence in Gino and his ability to carry us forward. I understand and I agree with my fellow Commissioners that certainly we want to be cautious but at the same time I think we have an outstanding person here who deserves our support. I would like to cast my vote in that direction.

Leever; Mr. Williams, would you care to make any comments?

Williams: I guess I can reiterate what has been said by both of my colleagues here regarding the appointment. I am not as concerned as Marilyn as it relates to the wishes of a new Governor. I think --this is no joke, I respect that. I think this is an independent Board and I think we have the authority to do that which we think is necessary to do. I agree that this issue has come before us rather rapidly. I think we could have digested better in a more appropriate time frame and yet I do feel that the continuity of continuing the relationships that we have here are extremely important based on what we plan to do. It puts us in a rather precarious position at this time and yet I do strongly feel that Gino is deserving of being considered for this position. At this time I have no choice to, I am reluctant to vote not based on my considering him that he is not worthy of the position – I certainly feel that he is – I am a little touched by the timing problems that bothers me. I guess people around this table I certainly believe in doing things in an orderly fashion and an orderly manner. That's the bag I come out. I can't help but express that whenever I feel it is necessary to be expressed, and It doesn't make any difference whose name is mentioned in my conversations, that doesn't make any difference to me because I am a very independent thinker. After saying that, under the circumstances, I would recommend that we consider Gino for the position.

Leever: Mr., Joseph?

Joseph: I appreciate the input from the other members. As I represent the Director of ODOT, and seeing that we will probably have a different director at some point after the Governor Elect is in office, I might have a different representation because I represent ODOT and the Governor's Office. I agree with Mr. Williams that this has come quickly. I didn't expect Alan to resign this suddenly. But personally, we have two issues here - Alan has told us he is resigning effective July 31, 1999 and we need to take action to keep this Commission moving forward without delay and get a successor and at the same time he has also recommended Gino who we have all worked with the past 3 years I have been coming. I have the utmost respect for Gino at the same time. I am just not sure

in my instance that I feel it is of the utmost urgency to make a decision today. I can only speak for myself. That's no reflection on whether we think this recommendation is appropriate whether we agree or not agree I think we can certainly take action at the next meeting if that's the direction we want to go. I respect Alan's recommendation. I respect his many years of knowledge and expertise and I would certainly consider his recommendation for a future director. So if there's going to be a vote today I would just hope we would consider maybe waiting until the next meeting.

Leever: Well the resolution is on the table today.

Baker: So we have to either table it or act on it.

Leever: I think we have been down the path of the last time when Allen Johnson retired and we did have a search committee and we did learn something from the search committee. I was on that search committee and although we had some excellent candidates and some very qualified people, we found that in-house was the very best possible person. That Alan Plain --it wasn't automatic but we want someone -- we want continuity and that word has been mentioned several times here especially with the bond rating agencies -- that's just one thing. As Dr. Anthony said we are in the middle of a tremendous -- tremendous improvement spending money -- there are many legal things involved here. We definitely need someone who is up to speed now and not someone who can learn on-the-job. I feel very strongly that we need to take care of this as soon as possible. I for one think this is over-spoken a lot of times, but it is with **regret** that we accept your resignation. You often hear people say that but it is truly meant -- it is with regret that we accept your resignation. You have served with honor and distinction you have the courage of your convictions, we have had good times, bad times and I think that's the way it will continue to be. We have to be prepared for all seasons. You have led us very well.

Plain: Madame Chair, if I might, comment. As Marilyn Baker indicated, I have over 28 years with the Commission and probably another 10 with ODOT. I watched this Turnpike. I came in 1971 and we had 17 interchanges. I watched it grow. I served under a lot of Chairmen a lot of Members and the recommendation I made is one of urgency and continuity. I couldn't have said it better than Dr. Anthony expressed it. All of our projects are inter-related. We are all looking at the goal and as we get on with this construction program, everything is intertwined – the upgrades store system, the upgrades store electronic system, our toll systems, in-house systems and I don't think you can take somebody and stick them in that position and have them function and know everything there is in the history of the Turnpike and everything else in a short time period. For over 3 years I have been working with Gino Zomparelli and the other staff. We have had other staff changes. We have a good core of staff people at the Commission. I brought him in on every facet that we have. He has served well on our group for the Rating Agency and all our other contracts – everything that we have put together – the selection groups that we have had for the new Travel Centers, the third lane projects, etc. You can't give someone that experience. You can't expect somebody to come in cold and have it available to do that. Since Allen left, I was able to take over as I leave, I think Gino can take over and etc. down through the staff. We involve our staff totally in the work that's involved in this Turnpike. We have a good group of dedicated people, good support staff. We'll be going back out for another bond issue. It's one thing that the rating agency stressed is our management style and continuity and our programs and that's why we earned this reputation-- highest rated toll agency in the country. It's not anyone personally. It's the whole group working together along with the support of the Commission.

And I wouldn't make this recommendation if I didn't fully believe that I spent too much time here. I think it's the best thing to do and the most expedient thing to do. I have at least 6 months – more than 6 months to work closely with him and to get these contracts moving along. We already completed over half of the

third-lane this year. Construction is done and we are more than half-way done with the third lane in just three years. I can't take all the credit. A lot of good staff people that have been part of that who will remain and continue to be a part of that. I think it's important that continuity is important to that job. It is not just something that you just learn and if somebody came in from another toll road, every toll road operates differently. People who have been associated with IBTTA as long as I have and others will tell you everybody does it a little bit differently and you can't just pick somebody out and stick them into a position unless they are seasoned and over the last 5 years I think we have been seasoned pretty damn good. We stood up to the things in the paper, the press and we have done a good job. And if we continue to do a good job, that will speak for itself. So my recommendation would be to go ahead and follow through with this. Thank you.

Leever: Thank you. This resolution is on the table and I need a motion.

Anthony: So moved.

Williams: Second.

Leever: Any further discussion?

Baker: I would just like to say when my votes comes, it is not a reflection on Mr. Zomparelli, it's a reflection on the method by which we are proceeding today.

Leever: Roll please.

Roll: Dr. Anthony-yes; Mr. Williams-yes; Mr. Joseph-no; Mrs. Baker-no; Mrs. Leever-yes.

Plain: Motion is adopted.

Williams: Madame Chairman, I would just like to state again that issues that come before as important as this issue is, in the future, I hope that you would give other members – the Commission would have more time to talk about these issues prior to the time and then will not have the reservation probably as we have had today. I hope that in the future, not necessarily for this particular item, but any other item that has such importance surrounding it as this item, we should be given more time. Actually, that was my only reservation. No reflection on Gino at

all. I have strict confidence in him and his ability. And have noticed his learning ability since he has been on board. But that is my reservation.

Leever: Thank you.

Plain: Madame Chair, I have another resolution, and I will turn it over to Gino to do the appropriation.

Leever: Mr. Arlow – your report?

Arlow: I thought you forgot me, Madame Chairman.

I am happy to say that two weeks ago we completed 51% of the third-lane projects. We started another ten miles of third-lane this fall which will be completed next year. It's underway right now. Our interchange 2A was opened last month. We have another tie-in into Exit 15 that's C. R. 18 in Mahoning County. It will be completed and opened on December 21. That's just a tie-in so we won't have any fanfare in opening. It would be too cold, I think. It will be opened on 12/21 and the County Commissioners in Mahoning County cannot wait for that to open. They think it's a vital link to the Turnpike and to their economic development in that area.

As Senator Gaeth pointed out the service plazas are going up. We have two of them that the steel is completed on both of them. The roofs are going on at the two at MP 100 and the steel will be erected at the two at MP 173 starting today. We are well underway on our service plazas.

Leever; Are we still on time with those, Bob, or a little behind?

Arlow: The two in the west we are absolutely on time. Weather permitting in the east we are probably one or two weeks behind. They can make that up if the weather cooperates.

Leever: Frank Lamb, any report?

Lamb: No, Madame Chairman.

Leever: Captain Ash?

Ash: Thank you, Madame Chairman. Safety-wise we have a record-breaking year in the works and with two weeks remaining, I would like to reserve comment.

Leever: Thank you, Bobby Everhart?

Everhart: No report, Madame Chairman.

Leever: Now, Mr. Zomparelli

Zomparelli: Thank you, Madame Chairman and Commission Members. I have one resolution captioned, Resolution Declaring the Necessity of Appropriating Property and Directing that the Proceeding to Affect such Appropriation be begun and prosecuted. This is an appropriation that is necessary because of the new interchange that was constructed that officially has been named today as Interchange Exit No 25 located at C.R. 24 at the Ohio Turnpike in the vicinity of Milepost 25.3 in Fulton County, Ohio.

The attorney representing the property owners has been unwilling to negotiate. We have tried. It is not a large parcel of land – I believe it's about ½ acre. It's only a narrow strip of frontage running along C.R. 24. We did receive the Right of Entry because the interchange is there. We will still make an attempt to negotiate with the property owners and their attorney, however, if those prove to be unacceptable, we will go ahead and file the appropriation. It's not a large amount. I'll read the Resolved:

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

The owners are listed as Vernon Nafziger, Jr. and Nancy S. Nafziger of Archbold, Ohio and we have also named the Fulton County Auditor and Fulton County Treasurer. The aforementioned property to be appropriated is described as follows: Parcel No. 2A-14WD. It's a fee simple request. The legal description is attached as Exit A and

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

I recommend that the Commission move to adopt this resolution.

Plain: We'll need a motion and a second.

Baker: I'll move approval.

Williams: Second.

Leever: Is there any discussion?

Roll: Mrs. Baker-yes, Mr. Williams-yes, Dr. Anthony-yes; Mr. Joseph-yes; Mrs. Leever-yes.

Zomparelli: I have no other items before the Commission except that I would like to thank the Commission for their appointment as Executive Director. I want to thank you for all the respectful comments and all the comments made to me and I will work as Executive Director understanding a couple of the Commission Members' reservations in making a decision at this time. Although it seemed it was a qualified reservation in that they were willing to make that appointment – maybe just the timing was delicate. That's not going to have any influence, I'll do the job with the integrity that Mr. Plain and Mr. Johnson before him have established for the Commission and it's a testament that the Commission has done so well because of their hard work, I think, specifically Mr. Plain because I don't think it's really a surprise to the people who work for the Turnpike or who work in the field and the people outside. Mr. Plain has definitely made it a point to mentor me in this position in the last three years, he has been very forthcoming with me being very. He has educated me significantly. We have gone through a lot of issues although it was only three years. I think we went through a lot of issues. And we have covered the gambit from toll rates to toll innovation with the new automation that is occurring on the Turnpike and the upgrade in our Information Systems – both in toll and in-house in Accounting and Business. And that I am committed and will work diligently. Thank you for the appointment.

Leever: Thank you, Mr. Zomparelli. We look forward to working with you.

Plain: Madame Chair, I have another resolution that I would like to speak to. This time I'll everything, it's a resolution expressing appreciation to Senator M. Ben Gaeth.

“WHEREAS, Senator M. Ben Gaeth of Defiance, Ohio, has been a valued legislative member of this Commission since his appointment on February 5, 1991 by The Hon. Stanley Aronoff, President of the Senate;

WHEREAS, in the aforesaid capacities and as a legislative member of the Commission, he has contributed greatly to its affairs and work through his diligent attention to the problems coming before the Commission and the astuteness and knowledge which he has employed in making and expressing judgments with respect to them; and

WHEREAS, his active service to the Commission over a variety of matters ranging from internal operation issues to external public transportation has been instrumental in the identification and implementation of new procedures and policies to the benefit of, not only the Commission, but its customers, and as a result of his monthly reports on the status of the Commission's service plazas and his commitment to the State of Ohio and its travelers, he has contributed to the vision and planning that has led to the Commission's Travel Center reconstruction project;

WHEREAS, in recognition of the above-described qualities, Senator Gaeth was appointed to the Ohio Turnpike Oversight Committee and served the interests of the State of Ohio and its citizens with the highest level of representation and integrity;

WHEREAS, Senator M. Ben Gaeth has tendered his resignation as a member of the Ohio Senate, as well as a legislative member of the Ohio Turnpike Commission, effective December 31, 1998, due to his well-deserved retirement, the members of the Commission and its staff wish to give formal and public recognition for the long, honorable and exceptionally dedicated service of Senator M. Ben Gaeth, particularly as a legislative member of this Commission, a member of its Service Plaza Group and his personal involvement in community, fraternal and charitable organizations such as the Defiance Area Chamber of Commerce, United Way of Defiance, Masonic Order and Order of the Purple Heart;

NOW, THERFORE, BE IT

RESOLVED that the Commission hereby acknowledges its good fortune in having the opportunity of working with Senator M. Ben Gaeth over the past seven years and experiencing first-hand his wisdom, insight and humor, and the

Commission recognizes and expresses its appreciation of the diligent, active and valuable service rendered by Senator M. Ben Gaeth as a valued legislative member of the Ohio Turnpike Commission and the Ohio Turnpike Oversight Committee;

RESOLVED that the Commission extends to Senator M. Ben Gaeth and his wife, Thelma, its congratulations and its best wishes on his retirement and well-being in all matters and engagements 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 Senator M. Ben Gaeth.

I would ask for a motion and a second.

Anthony: Moved.

Williams: Second.

Leever: No discussion.

Zomparelli: Luckier than me.

Roll: Dr. Anthony-yes; Mr. Williams-yes; Mr. Joseph-yes; Mrs. Baker-yes; Mrs. Leever-yes. (Applause.)

Gaeth: Madame Chairman, I would beg the privilege of saying a few words. I will keep my commitment to give some precious recommendations to the President of the Senate and the Speaker of the House and I expect to do that in person over the next two weeks. Serving on this Commission to me, has been the highlight of my public service career. I have served on many Boards and Commissions but none of them with the professionalism of this particular commission. I just wish that the members of the legislature and the citizens of the State of Ohio could appreciate and really know what goes on in this room. It's been an enlightening experience for me to find people like the Commission Members and the Executive Directors that have served – the commitment they have made to public service. I would challenge anybody if they know the true facts to suggest any road in Ohio that can be comparable in safety than the Ohio Turnpike. It's a good road. I never have been reluctant to say that I supported the Commission's continuation and I think that this may go down as a questionable remark, but I'm

reading all the time of the possibility of more toll roads over the country. A couple of states are ready to do it out in the rural areas and I, for one, think it is the way to go. I will miss my trips every month to the Turnpike Commission and I wish you well and thank you for this recognition. (applause)

Plain: You can still make the trip, Senator but the Commission's won't pay for it.

Leever: Well, we need a motion to adjourn. Luncheon will be served and it's February 8th (the second Monday in February) for our next meeting.

Baker: That won't work for me. Could we do it the following week –the 15th, isn't that President's Day?

Plain: Does anyone else have any conflicts for the 8th.

Leever: And we'll have a meeting in March on the second Monday, too?

Zomparelli: We are anticipating having one at that time.

Plain: Pass this down to Senator Gaeth. It's a little momento. That marble was from the original lobby – the Turnpike's original building and it has a lot of history behind it.

Gaeth: Just like the Turnpike – a super momento. Thank you very, very much.

Leever: We need a motion to adjourn until February 8th –

Anthony: So moved.

Joseph: Second.

Roll: Dr. Anthony-yes; Mr. Joseph-yes; Mrs. Baker-yes, Mr. Williams-yes; Mrs. Leever-yes.

Plain: The meeting is adjourned (12:15 p.m.)

