

**MINUTES OF THE 449<sup>th</sup> MEETING OF  
THE OHIO TURNPIKE COMMISSION**

**March 8, 1999**

Pursuant to the bylaws, the Ohio Turnpike Commission met for a meeting in the Administration Building at 682 Prospect Street, Berea, Ohio at 10:10 a.m. on March 8, 1999, 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, Dave Ransbury, Chief Engineer; David Wright, CFO/Comptroller, Pat Patton, Government Liaison Officer, John Mitchell, Director of MIS; Thomas Amato, Assistant General Counsel, Dan Castrigano, Maintenance Engineer; Vince Chairucci, business consultant,

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

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

Nays : None.

The Chairman advised that ODOT representative, Robert Blair was unable to attend today's meeting.

We have a number of guests here today and we will ask them to identify themselves: Mike Schipper, HNTB; Paul Russo and Tom Meagher, Everen Securities; Bob Bailey, Northern Ohio Paving Company; Bob Brown, Key Corp.; Paul Scuria, Scuria & Associates; Heather Morrow, Nat City Investments; Larry McQuillin and Mike Kurey, ARCI; John Feil, Hardee's Food Systems; Bob Hudecek, Key Bank; Howard O'Malley, B & T Express;

Courtney Shea, Salomon, Smith Barney; Gil Brindley, Dick Corp.; Lt. T. R. Derr, OSHP; Jim Schwartz, URS Greiner; Eric Erickson, Fifth Third/Ohio Co., Tom Travis, Marriott Corp.; Frank Lamb, Huntington Bank; Jim Conroy, Walter & Haverfield; Claire Moore and Elva Edger, League of Women Voters; Eric Carmichael and Mark Miller, Pryor, McClendon; Jim Sweeney, The (Cleveland) Plain Dealer; Bob Barnett, Barb Lesko and Diane Pring.

The Chairman said the February 8<sup>th</sup>, 1999 Meeting was the 449<sup>th</sup> 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 February 8, 1999, 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: Mr. Williams, Dr. Anthony, Mrs. Baker and 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 resolutions, draft copies of which has been previously sent to the members and updated drafts are 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 February 8, 1999:

1. Draft of Commission Meeting Minutes of February 8, 1999.
2. Traffic and Revenue Report, January 1999
3. Financial Statement, January 1999
4. Investment Report, January 1999
5. Traffic Accident Summary Report, January 1999
6. News Release #1

Leever: Thank you, Mrs. Baker. It has been a busy month for us to read all the information sent. Mr. DiPietro? Mrs. Baker, do we have a report on Budget & Finance?

Baker: Not at this time.

Leever; We miss our Senator Gaeth and there is no report on the Service Plazas. Mr. DiPietro, we'll call on you for a report on Employee Relations.

DiPietro: Thank you, Madame Chairman. As you know, we had reported at the last meeting that we had reached a tentative agreement with the Collective Bargaining Group, (Union Local 791). They put the tentative agreement before the membership of the full-time and part-time members, and we have been advised that both groups have approved the tentative collective bargaining agreements that we had reached a tentative agreement – so they have approved it on their end. We will consider the Collective Bargaining agreements for review and approval by the Commission later in the meeting. One additional item that was presented, as we indicated at the last Commission Meeting, was the Voluntary Early Retirement Incentive Program which was part of the negotiations in the Collective Bargaining Agreement. That also will be presented later in the meeting.

Leever: Thank you, Mr. DiPietro. That took a lot of hard work and a lot of effort. We certainly appreciate that. Mr. Plain?

Plain: Thank you, Madame Chair. We do have a number of resolutions to present today, but before I get into introducing the various resolutions, I would like call somebody here – I don't if I talked to some of the Commission Members – but I had received notice that the Ohio Turnpike Commission and one of its contractors had won a national award from the National Asphalt Pavement Association. Fifteen awards are given out each year in the United States, and we won two of them from the same contractor, Northern Ohio Paving Company for their work on one of our third-lane projects. I am really pleased, and I would like to ask Mr. Bob Bailey from Northern Ohio Paving to come forward and present the award. He was the lucky one who went to San Diego to accept the award.

Bailey: Thank you, Mr. Plain. Somebody had to do it. It's indeed an honor for our company to have been able to accept these awards for the Turnpike. They are for the construction of Project 77-97-04 and 77-97-05 which were two, third-lane jobs that our company performed in 1997. I think that if you would indulge me, the letter that National Asphalt Pavement Association wrote to the Turnpike sums up our company's feelings about the project and I think the Turnpike in general.

I'll read the letter addressed to Mr. Plain from the National Asphalt Pavement Association dated February 24, 1999:

"Dear Mr. Plain:

Congratulations on receiving Quality in Construction Awards from the National Asphalt Pavement Association for Project Number 77-97-04 and Project Number 77-97-05. This accomplishment is a testimony to the Turnpike Commission's commitment to excellence, and to the teamwork between your personnel and Northern Ohio Paving Company.

In adding the third lane to the Ohio Turnpike, rehabilitating and replacing existing structures, and improving safety features, your Commission is clearly taking a leadership role in enhancing both quality of life and economic prosperity for all citizens.

Please accept NAPA's heartfelt congratulations on a job well done.

Very truly yours,

Margaret Blain Cervarich  
Vice President for Marketing  
and Communications"

Leever: That is wonderful.

Plain: We are very pleased. I have to say that several years ago they also received another award from NAPA for one of the Turnpike jobs, and I think we have had one other from the S. E. Johnson Company. When you get two of these and there are only 15 given out through the United States in the same year, I think that's commendable not only for the Ohio Turnpike Commission but for the fine job that Northern Ohio Paving and their team did out here. They don't come easily. They are reviewed by a number of people. They come out and take a look at it and I think a lot had to do with the scope of the work – the amount of work that was performed in such a short period of time. That's major work out there the third-lane project. A lot of people think it's like a resurfacing project, but I can tell you it's a lot more – more complicated, more complex and when we are able to get those completed and win a award for the performance of the work and the quality of the work and yet maintain traffic through this whole thing. I am very happy and proud of our engineering staff that goes out and works with these people to ensure that we get quality work. For everybody involved – the testing labs, the construction inspection , our team - our consultant, URS Greiner, thank you very much for an outstanding job. I think we can all take a part in that process and be proud of what we have been able to accomplish.

Leever: That's wonderful. May I interrupt you for one moment, Mr. Plain?

Plain: Any time, Madame Chairman.

Leever: We had three guests come in, and I would like them to introduce themselves. (Eric Carmichael, Mark Miller with Pryor, McClenndon and Jim Conroy, Walter & Havershield.) Welcome.

(Mr. Lash took a photo of Mrs. Leever, Mr. Plain and Mr. Bailey.)

Plain: The first resolution I have, Madame Chairman, is a Resolution Amending Resolution No. 1-1999 and ratifying the Executive Director's action relating to the award of Contract No. 43-98-04 and 43-98-05. When we had read the resolution at the Commission Meeting last month, our Purchasing Department later found that there was an error discovered in the bid tabulation so they re-calculated it . It was in the amount of \$18,850.00. What we read originally was a total bid in the amount of \$1,799,600.87. The corrected amount is \$1,814,450.87. That amount was still the lowest responsive and responsible bid received even with the error discovered. What we are doing today is really a housekeeping thing to change the amount and clarify the resolution and ratify the action was that was already taken on this. I'll read the Resolved:

“RESOLVED that the Commission hereby ratifies the actions taken by the General Counsel and Executive Director relating to the execution of the amended contract documents with SODA Construction Company reflecting the revised total amount of award of \$1,814,450.87 and by the passage of this resolution hereby amends Resolution No. 1-1999 adopted by the Commission on February 8, 1999.

Again, you can see the bid tabulation. What we presented before and with the corrected total incorporated. I recommend adoption and I need a motion and a second.

Anthony: So moved.

Williams: Second. I have a question, this resolution takes care of two items in one, is that correct?

Zomparelli: Madame Chair, Commission Member Williams- the bidders' bid did not change. The Purchasing Department had made a mistake when they reported the bid

amount of Soda Construction. That was the correct amount they had listed \$1,814,450.87. Since their bid did not change, the bid was the same, and they were the lowest responsive bid and what we had reported to the Commission on the prior resolution at the last meeting on February 8, 1999, was that the amount was \$1,799,600.87. That the reason for this resolution is that the Executive Director and I reviewed it since the amount was so small that was reported – it was only a difference of \$14,850.00 that the cost and efficiencies of not awarding a contract far exceeds the amount. Again there was no change in the bid by Soda Construction. It's amending the prior resolution and ratifying the action taken by the Executive Director.

Williams: Thank you.

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

Plain: The resolution is adopted. OK, the next resolution awarding Contract No. 59-99-01. In the back there is a bid tabulation and it is for the repairs, resurfacing and guardrail improvements of the eastbound and westbound roadways, Milepost 28.9 to Milepost 48.69 located in Fulton and Lucas Counties, Ohio. There were 3 bidders that responded and the low bid was submitted by the S. E. Johnson Companies, Inc. I'll read the Resolved:

“RESOLVED that the bid of **The S. E. Johnson Companies, Inc.** of Maumee, Ohio, in the amount of \$6,784,223.45, using crushed slag in the surface course, for the performance of Contract No. 59-99-01, 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 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 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. 59-99-01 is designated a System Project under the Commission's 1994 Master Trust Agreement.

I'll need a motion and a second. I recommend that we adopt this resolution.

Baker: I make a motion to approve.  
Anthony: Second.  
Roll: Mrs. Baker-yes, Dr. Anthony-yes; Mr. Williams-yes, Mrs. Leever-yes.

Plain: That's adopted. The third resolution relates to the award of Contract No. 59-99-02 – another resurfacing project. On this one it's for repairs, resurfacing and guardrail improvements of the eastbound and westbound roadways, Milepost 180.1 to Milepost 187.22 located in Summit and Portage Counties, Ohio.

There were 5 bidders. The low bid was submitted by Northern Ohio Paving Company. I will read the Resolved:

“RESOLVED that the bid of **Northern Ohio Paving Company** of Twinsburg, Ohio, in the amount of \$3,372,494.69, using crushed slag in the surface course, for the performance of Contract No. 59-99-02, 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 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. 59-99-02 is designated a System Project under the Commission's 1994 Master Trust Agreement.

One thing I neglected to mention was that the bid is well below the engineer's estimate of cost to perform the work on this contract. I would recommend passing this resolution.

Williams: I move the adoption of this resolution.  
Anthony: Second.  
Roll: Mr. Williams-yes; Dr. Anthony-yes; Mrs. Baker-yes; Mrs. Leever-yes.  
Plain: The resolution is adopted.



Plain: The fourth resolution I have is for the award of Contract No. 77-99-01, for a third-lane construction from Milepost 172.82 to 176.34 in Summit County. There were 7 bidders. The bids were below the engineer's estimate. You will see that there were a number of alternate bids that we asked for on that and if we need an explanation of what the alternates were, I'll ask Mr. Ransbury to do that.

I'll read the Resolved:

**RESOLVED** that the bid of **The Great Lakes Construction Company** of Independence, Ohio, in the amount of \$14,426,849.08, utilizing its base bid plus Alternate 2, for the performance of Contract No. 77-99-01, 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 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 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. 77-99-01 is designated a System Project under the Commission's 1994 Master Trust Agreement.

I would make a recommendation that we adopt this resolution and award the contract.

Anthony: So moved.

Williams: Second.

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

Plain: The motion is adopted. The fifth resolution that I have is a resolution adopting the Eighth Supplement to the Commission's Master Trust Agreement. You can take a couple minutes to look it over and I would ask David Wright, our CFO to give you a brief explanation concerning the reason for this resolution.

Wright: Basically the capital projects that the Commission is doing fall under two funds for the Commission – the System Project Fund and the Construction Fund. The

Construction Fund was set up after 1994 when we started to borrow money to do all the construction activities. Basically when a new fund is established by the Commission for outflows it determines what the Commission whether this project is authorizing the bond proceeds. If the answer is yes, it is established under the Construction Fund. How the Master Trust Agreement has been set up, all the inflows except for bond proceeds, go into the System Project. An example is after we have paid all out debt obligations, the money that is left over goes into the System Project Fund. Bond proceeds goes into the Construction Fund. All this is a transfer of cash from the System Project Fund to the Construction Fund. One of the goals of the Commission is to make sure that the debt is not being too high and what this is basically the cash that has been accumulating in the System Project Fund and it is transferring to pay for third-lane projects.

Plain: Let me read the Resolved paragraph and if there are any further questions, “Section 2. Eighth Supplemental Trust Agreement. The Chairman, Vice Chairman, Secretary-Treasurer and Executive Director are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission, the Eighth Supplemental Trust Agreement, the form of which has been presented at this meeting, which form is hereby approved, with such changes or revisions therein not inconsistent with the Act and not substantially adverse to the Commission as may be permitted by the Act and approved, upon advice of counsel to the Commission and Bond Counsel, by the Executive Director and the officers executing the same. The approval of such changes and insertions by such officers and that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Eighth Supplemental Trust Agreement by such persons. The Eighth Supplemental Trust Agreement previously authorized by Resolution No. 63-1998 on November 9, 1998 shall heretofore be referred to as the Ninth Supplemental Trust Agreement, and all other provisions of such Supplemental Trust Agreement, when executed, and all other provisions of Resolution No. 63-1998 shall remain in full force and effect.

Leever: David, I like the way you explained it much better. Thank you.

Plain: I think that was bond counsel language. It's a little more complicated. I think David did a good job.

Zomparelli: Madame Chair, Commission Members, this resolution was prepared by our bond counsel. Mary Sullivan of Peck, Shaffter & Williams.

Baker: I'll move to adopt this resolution

Williams: Second.

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

Plain: The resolution is passed. That concludes my resolution and we can turn it over to Mr. Zomparelli.

Zomparelli: Since I anticipate that we will need to go into Executive Session, perhaps we can have the other reports presented and I can save mine for the end.

Leever: Mr. Arlow, we'll call on you next.

Arlow: Thank you, Madame Chairman, Commission Members. Construction is continuing on the major bridge projects – the Maumee River, the Sandusky River and the Vermilion River which are two –year projects. They are underway presently. Our resurfacing program and our third-lane programs will not start until after Easter (approximately April 5<sup>th</sup>) . Hopefully, the snow will leave us this week and we can get started and completed on our bridge projects so we can continue with the third-lane project.

Our Travel Centers are continuing. Completion is slated for the first pair and opening on June 1<sup>st</sup>. We had a pre-bid meeting on Friday, March 5<sup>th</sup> for the prospective concessionaires. Proposals are due to the Commission on Thursday, March 18<sup>th</sup>. We had approximately 45 vendors show up for the meeting which was a very good turnout and we were very encouraged. It went very well and we anticipate receiving a number of good bids. Hopefully we will have sorted out the proposals for our next meeting at the end of March for the Commission to act upon.

Leever: Thank you. Your report takes like 3 minutes and the amount of work that you are talking about in those 3 minutes is astronomical. We just can't imagine the complexity of all those projects. It sounds so simple when you say it, Bob, and I know that it's not that simple. We certainly appreciate your being on top of all these projects for us. Do we have a report from our Trustee?

Lamb: No report, Madame Chairman.

Leever: Thank you. Lt. Derr, do you have a report for us?

Derr: We are just planning for the new construction season and getting ready for the summer travelers and anticipate another safe season.

Leever: Yes, we do look forward and I noticed in the newspapers lately they are complimenting us on our safety record. Many thanks to you folks.  
Do we have a report from our general consultant?

Schwartz: URS has no report this morning.

Leever: Thank you. Mr. Zomparelli, you tried to escape, but it's back to you now.

Zomparelli: I didn't get much time at all. Madame Chair and Commission Members, I have three resolutions. They all pertain to the negotiations – the collective bargaining negotiations we have had with our full-time employees in the Toll Collection , Maintenance and Engineering Departments and our part-time employees in the Toll Department. I'd like to review and discuss what has happened in negotiations and I think it might be appropriate, if the Commission, decides to go into executive session.

Williams: Madame Chairman, I move that we adjourn this meeting to hold an Executive Session in order to discuss and review negotiations and bargaining sessions with the Commission's full-time bargaining unit employees in the Toll, Maintenance and Engineering Departments and its separate negotiations and bargaining sessions with the Commission's part-time bargaining unit employees in the Toll Collection Department concerning their compensation and other terms and conditions of employment.

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

Anthony: Second.

Roll: Mr. Williams-yes; Dr. Anthony-yes; Mrs. Baker-yes; Mrs. Leever  
(Adjourned at 10:45 a.m..)

Leever: (Reconvened at 11:35 a.m.) Pursuant to the motion that was adopted, we are reconvening and back on the record.

Zomparelli: Madame Chair, Commission Members, I have three draft resolutions to present to all of you. The first resolution is captioned Resolution Authorizing Execution of the Collective Bargaining for Certain Full-time Employees in the Toll Collection, Maintenance and Engineering Departments. This relates to our full-time contract with our toll collectors, maintenance workers, road personnel, but it does not include our Section Clerks, Chief Mechanics and Sign Shop Clerks. The Commission's negotiating team was effective in negotiating a tentative agreement with the Union representatives. The Union representatives, in turn, presented the tentative agreement and the summary of the terms agreed upon to the membership. The majority of the membership votes in the affirmative to accept the tentative agreement reached between the Commission's representatives and the Union's representatives and I have this resolution that I would recommend that the Commission adopt also in favor in accepting the terms that were negotiated. The Resolved reads:

“RESOLVED that the Commission hereby approves the tentative Collective Bargaining Agreement with the regular, full-time, non-supervisory field employees represented by the Union and authorizes and directs the chairman and/or executive director, with advice of general counsel, to execute the agreement with the above-mentioned Bargaining Unit Employees, and to take any other action necessary to carry out the terms and provisions thereof.”

The Union is United Electrical Radio, Machine Workers of America, affiliate Local 791. The contract would be for a three-year term that would expire unless otherwise renewed on January 1, 2002. I would recommend that the Commission move to adopt this resolution.

Anthony: So moved.

Williams: Second.

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

Zomparelli: The second resolution is a resolution that I drafted regarding the Commission's part-time employees. I want to point out that the part-time employees are also represented by United Electrical Radio and Machine Workers of America. Their name was since changed as certified – the name change that was certified to SERB was changed to United Electrical Radio and Machine Workers of America, Local 791. I want to point out to the Commission that although these are both the same Union and the same local, it is not one bargaining unit, but still two separate bargaining units that happen to be represented by the same Union. Again the negotiating team of the Commission reached a tentative agreement with the negotiating team of the part-time Union employee representatives. A vote was also taken by the part-time employees in the Toll Collection Dept. The majority voted in the affirmative to accept the terms reached between the Commission's representatives and the Union's representatives and that contract would be for a three-year terms expiring on March 1, 2002. I'll read the Resolved:

“FURTHER RESOLVED that the Commission hereby approves the tentative Collective Bargaining Agreement with its Part-Time Bargaining Unit Employees in the Toll Collection Department and authorizes and directs the chairman and/or executive director, with advice of general counsel, to execute the agreement with the Part-Time Bargaining Unit Employees in the Toll Collection Department on behalf of the Commission and to take any other action necessary to carry out the terms and provisions thereof.

I would also recommend that the Commission move to adopt this resolution.

Baker: I'll move for approval.

Anthony: Second.

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

Zomparelli: The third resolution is also related to the agreement that the Commission's representatives had reached with the Union representatives in the collective bargaining sessions and negotiations. One of the items that was agreed upon between the Commission and the Union representatives and also now that the employee membership has agreed to accept it, and the Commission Members

now – is a provision relating to the Voluntary Early Retirement Incentive Plan. This is a plan that will apply to all the employees not just to the employees that are represented by the Union. It would apply to the employees in the non-bargaining unit- that's the administrative and supervisory staff of the Commission. Also, it would apply to the part-time employees as well. This is a plan that has been reviewed by the Commission's' CFO/Comptroller, its Deputy Executive Director-Operations and Deputy Executive Director-Administration, the Executive Director and myself. I think generally we all concur this would provide a savings to the Commission if it is adopted. It also provides a program for the Turnpike to become more efficient both in costs and in operations generally out in the field – both in the toll and maintenance departments.

I would recommend that the Commission move to adopt this plan. I'll read the Resolved:

“RESOLVED that the Commission hereby formally adopts the Plan in essentially the same form as in Exhibit “A”, (the “Plan”) attached hereto and incorporated herein by reference, said plan to be effective **June 1, 1999**; and

FURTHER RESOLVED that the Commission hereby duly authorizes the executive director and general counsel to implement and administer the Plan and to take any and all action necessary to carry out the terms and provisions thereof.

Again, this is a Voluntary Early Retirement Incentive Plan. It would apply to all the Commission employees both in the bargaining unit and non-bargaining units and I would recommend that the Commission move to adopt this resolution. Our CFO/Comptroller and our Deputy Executive Directors are here to answer any questions you may have.

Anthony: So moved.

Williams: Second.

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

Zomparelli: I have one last item to report – I have nothing else to report.

Leever: OK, I was waiting for this. Well, if there is no further business, I will accept a motion to adjourn until March 29<sup>th</sup>. I need a motion.

Baker: So moved.

Williams: Second.

Rolls: Mrs. Baker-yes; Mr. Williams-yes; Dr. Anthony-yes; Mrs. Leever-yes.  
(time of adjournment 11:45 a.m.)