

OHIO TURNPIKE COMMISSION

Resolution Accepting the Proposals and Authorizing the Executive Director To Take Further Action Concerning Award of Contract TR-8D

WHEREAS, on September 6, 2001, the Commission issued Contract TR-8D which requested Proposals for one or more Contracts for the operation of the food concessions and retail/gift shops at its **Middle Ridge and Vermilion Valley** Service Plazas located at Milepost 139.5 of the Ohio Turnpike in Lorain County, Ohio;

WHEREAS, for bidding and contract purposes, each Service Plaza was divided into the following Units: Unit 1, Unit 2, Unit 3, Unit 4, Unit 5 and Unit 6;

WHEREAS, advertisements of notice for the taking of bids for the aforesaid Contract TR-8D were duly published according to law;

WHEREAS, four companies presented various proposals for the operation of the aforementioned units on the Ohio Turnpike at its Middle Ridge and Vermilion Valley Service Plazas, which proposals were duly opened and read on October 17, 2001, as provided in said published notice;

WHEREAS, on October 17, 2001, the Commission received various proposals from four bidders: HMS Host Corporation, Inc. ("**HMS**"); **Restaurant Developers Corp.**; Dalcan Limited Liability Company, d/b/a "**Panera Bread Company**" and McDonald's Corporation ("**McDonald's**") for the operation of the aforementioned units on the Ohio Turnpike at its Service Plazas, said proposals are before this Commission Meeting;

WHEREAS, the Commission's executive director, deputy executive director-chief engineer and general counsel, together with members of the Commission's staff have reviewed the various proposals submitted and conducted individual negotiation meetings from October 31 through December 3, 2001, with each bidder's representatives;

WHEREAS, the Commission has been advised by its general counsel that said proposals conform to the requirements of all applicable statutes and to the terms and conditions set forth in the legal notice and other documents applicable thereto, and that the Commission may legally accept said proposals, and

WHEREAS, the executive director and the general counsel and the other members of the Commission's staff are satisfied with the capacity and ability of said bidders to perform its obligations pursuant to its bid;

WHEREAS, under the terms and conditions of the bidding documents for Contract TR-8D, the Commission has reserved the right to reject any and all bids; and

WHEREAS, said bids and combinations of bids have been reviewed and analyzed by the Commission's executive director, deputy executive director-chief engineer, manager of safety services, CFO/comptroller and general counsel;

WHEREAS, the Commission desires to delegate to the executive director authority to take action on behalf of the Commission concerning the award of Contract(s) TR-8D at such time as the Commission's executive director has completed its final negotiations and is satisfied with the capacity and ability of said bidder(s) to perform its obligations pursuant to its bid, if such action is deemed necessary prior to the next Commission meeting so that the operation of the food concessions and retail/gift shops at the Middle Ridge and Vermilion Valley Service Plazas will be accomplished in an expedient manner;

WHEREAS, the executive director and general counsel hereby are authorized to execute Contract(s) TR-8D pursuant to all terms negotiated by the executive director;

NOW, THEREFORE, BE IT

RESOLVED that the authority hereby granted to the executive director and general counsel shall include authority, if deemed appropriate, to award the subject contract(s) to any of the above-mentioned companies; and

FURTHER RESOLVED that the executive director may take such action aforesaid, provided that the general counsel issues an opinion that said bidder(s) comply with all statutory requirements of the State of Ohio and complies with the policies of the Commission; and

FURTHER RESOLVED that the executive director of the Ohio Turnpike Commission is hereby authorized to take any action necessary concerning award, negotiation and execution of Contract(s) TR-8D for the operation of the food concessions and retail/gift shops at its **Middle Ridge and Vermilion Valley** Service Plazas at Milepost 139.5, located in Lorain County, Ohio, prior to the next meeting of the Commission, including the award of contract(s) for such invitation and is further directed to notify the bidders in writing of said action; and

FURTHER RESOLVED that the executive director and general counsel hereby are authorized to execute Contract(s) TR-8D (Units 1, 2, 3, 4, 5 and 6) (Middle Ridge and Vermilion Valley) Service Plazas, with said successful bidder(s) which provide for the terms(s) and provisions the executive director determines to be in the best interests of the Commission, including but not limited to, monetary participation up to \$250,000 per plaza and up to 10% pricing adjustment in Unit #3, and to take any and all action necessary or proper to carry out the terms of said bid and said contract(s); and generally in accordance with the terms and conditions of the Commission's Request for Proposals dated September 6, 2001.

(Resolution No. 32- 2001 adopted December 10, 2001)