

**MINUTES OF THE 486th “SPECIAL” MEETING OF  
THE OHIO TURNPIKE COMMISSION**

**November 21, 2002**

Pursuant to the bylaws, the Ohio Turnpike Commission met for a “Special” meeting at the Commission’s Administration Building at 2:05 p.m. on November 21, 2002, with members of the staff: Jack R. Marchbanks, Interim Executive Director, Daniel Castrigano, Deputy Executive Director-Chief Engineer; Thomas Amato, General Counsel, and James Steiner, CFO/Comptroller.

The Chairman then called the meeting to order and requested the General Counsel to call the roll.

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

Ayes: Mr. Wilkins, Director Proctor and Mr. Greenwood  
Absent: Mr. Dixon, Mr. Strnisha, Senator Armbruster and  
Representative Buehrer

The Chairman advised that we have a quorum and I understand that Mr. Strnisha is on his way and Mr. Dixon will not be able to attend at all today. Senator Armbruster and Representative Buehrer are in session in Columbus today and therefore unable to attend today’s meeting.

The Chairman said he’d like to get started and then in anticipation of our executive session, by that time I hope that Mr. Strnisha will be here and we can go forward.

Mr. Mo Darwish is here today representing ODOT along with Director Proctor

This is the Commission’s 486th meeting of the Ohio Turnpike Commission. We are meeting here in the Commission’s headquarters as provided for in the Commission’s Code of Bylaws for a “Special” meeting.

The Chairman asked everyone in the audience to introduce themselves:

John Peca (Climaco Lefkowitz firm); Kathy Dolbin, Dick Lash, Kerry Ferrier, Tim Ujvari; Dick Morgan, Dave Miller, Mo Darwish, ODOT, Rich Exner, The Plain Dealer; Lauren Hakos Dehrmann; Heidi Jedel, Tracy Cowley and Diane Pring.

The Chairman advised there will not be any staff reports received today and we will go back to our usual format at the next regularly scheduled meeting in December. We have one draft resolution to act upon today, a draft copy of which has previously been sent to Members and updated draft is in your folders. If there are no questions, I'd like to proceed with the resolution.

The Chairman asked General Counsel, Tom Amato, to present the resolution to the Commission in the usual fashion?

General Counsel said this is a resolution confirming the Chief Auditor's responsibilities in special auditing matters. I will read the Resolved:

"RESOLVED that David J. Miller, Chief Auditor will report directly to the Commission in all "auditing" matters and will continue to report to the Interim Executive Director and his successor, in all administrative matters."

The Chairman said before we have discussions, is there a motion to adopt the resolution?

Director Proctor moves and Mr. Wilkins seconds. Any discussion?

Mr. Jack Marchbanks said, Mr. Chairman, David Miller is here and this is resolution he and I spoke of a few weeks ago. With your permission and the permission of the Commission, Mr. Miller had just a few comments to make regarding this organizational change – minor though it may be.

Chairman Greenwood said, Sure, David?

Mr. Miller said Mr. Chairman, Commission Members, I'd just like to say that the Ohio Turnpike Commission has a strong Internal Audit Dept. with excellent policies and procedures and I think that is borne out with the excellent results that we get from our outside auditors each year. I have had the opportunity to discuss this resolution with Jack and I look forward to working more directly with members of the Commission in keeping with the

formation of the subcommittees pertaining to the ethics policy as well as the executive search. I think it might be prudent for us to establish at some point in the near future an audit subcommittee of the Commission that I could work with more closely and directly and report to day-to-day matters. Finally, I'd just like to say that as long as I have been in charge of the audit function here at the Turnpike, it has been a very clear understanding of mine that I had a direct path to the Chairman of the Commission should I have seen any problem that warranted discussion. I never felt controlled or directed by any executive of the Ohio Turnpike Commission. I just view this change in policy as a strengthening of what we already have. I think that the Auditor of State as well as those from Deloitte & Touche, our present outside auditors, will be in agreement with this change in policy. That's all I have to say. If there are any questions, I'd be glad to respond.

The Chairman said, Good- Dave, points well taken. Any further discussion on the resolution? If not, Mr. Amato would you take the roll, please?

Roll: Director Proctor-yes; Mr. Wilkins, Mr. Greenwood-yes.

Chairman Greenwood said, that concludes our business, and I would accept a motion to adjourn for an executive session?

Director Proctor said I move we go into executive session for discussion of personnel matters and pending or threatened litigation.

Chairman Greenwood said Director Proctor moved and Mr. Wilkins seconds. Please call the roll:

Roll: Director Proctor-yes, Mr. Wilkins-yes; Chairman Greenwood-yes. Let the record reflect Mr. Strnisha just joined us. (time: 2:12 p.m.).

Chairman Greenwood said, Steve, we took care of the motion. The resolution which calls for the Chief Auditor to report to Commission. I know you were on your way. We just moved to adjourn to executive session so your timing is, as usual, impeccable. With that we will adjourn into the Executive Director's office. I don't believe we have anything on the agenda once we come out of executive session. That should conclude the public business for today. Obviously, we will come back and announce that, but for those in the audience, I must want you to know.

Chairman Greenwood said, let the record reflect we concluded the executive session and I'll entertain a motion to adjourn. (Time: 3:29 p.m.

Director Proctor moved and Mr. Strnisha seconded. Chairman Greenwood said, please call the roll.

Roll: Director Proctor-yes; Mr. Strnisha-yes; Mr. Wilkins-yes; and Chairman Greenwood-yes.

Chairman Greenwood said thanks very much. The next regularly scheduled meeting is December 9<sup>th</sup>.

/dsp