

MINUTES OF THE 487th MEETING OF THE OHIO TURNPIKE COMMISSION

December 9, 2002

Pursuant to the bylaws, the Ohio Turnpike Commission met for a meeting at the Commission's Administration Building at 10:05 a.m. on December 9, 2002, with members of the staff: Thomas Amato, General Counsel; James Steiner, CFO/Comptroller; Tim Ujvari, Maintenance Engineer; Kathy Dolbin, Manager, Human Relations; Rob Fleischman, Asst. Chief Engineer, Sharon D. Isaac, Director of Toll Operations; Dick Morgan, Manager, Information Systems; Fred McFall, Patron Services Manager, Kerry Ferrier, Traffic Engineer; William Keaton, Telecommunications Manager; Lauren Dehrmann, Manager, Public Affairs, Heidi Jedel, Tracy Cowley and Diane Pring.

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. Strnisha, Mr. Dixon, Mr. Wilkins, Director Proctor
Senator Armbruster and Chairman Greenwood

Absent: Rep. Buehrer

The Ohio Department of Transportation's Director, Gordon Proctor, is here today along with Deputy Director Mo Darwish. Representative Buehrer is unable to attend. I saw Representative Buehrer last week. His duties in the Ohio House of Representatives will prevent him from being here today. We have a number of guests here today, so I'd like everyone to introduce themselves as we customarily do:

Thomas Tarantino, Climaco, Lefkowitz; Eric Erickson, Fifth Third Securities; Mo Darwish, ODOT District #4; Gary Suhadolnik Director, Dept. of Commerce; Bob Doherty, UBS Paine Webber; Rich Exner, (Plain Dealer); Marv Kropko, Associated Press; Bobby Everhart, Mike Burgess,URS; Allan V. Johnson, retired from OTC; Dean Berry, Squire, Sanders & Dempsey; Howard O'Malley, B & T Express; Larry Woolum, Ohio Trucking Assoc., Tony Yacobucci, HNTB; Gil Brindley, Dick Corp.; Dick Boylan, Boylan & Assoc.; Jim Flower, former Turnpike employee; Frank Lamb, Huntington Bank; Les Reel, ODOT; Bob Martell, Hardee's Food Systems; David Patch (Toledo Blade); Ken Redden, Gladieux Corp.; Stefan Holmes, First Merit Bank; Capt. Bob Ferguson, OSHP.

This is the 487th meeting of the Ohio Turnpike Commission, and we are meeting here in the Commission's headquarters as provided for in the Commission's Code of Bylaws.

The Chairman stated that various reports will be received and we will act on several resolutions draft copies of which have been previously sent to Members and updated drafts are also in the members' folders. The resolutions will be explained during the appropriate reports.

Chairman Greenwood, said if there are no questions, I'd like to proceed with the report of the Secretary-Treasurer, Mr. Strnisha.

The following items have been sent to the members since the last regularly scheduled meeting of the Commission on November 12, 2002:

1. Litigation Report for the period ending November 30, 2002 *
2. Traffic & Revenue Report, November, 2002 *
3. Total Revenue by Month & Year, November, 2002 *
4. Investment Report, November, 2002 *
5. Various News Releases

** in Commission Members' folders*

Chairman Greenwood said, report on financial and budgetary matters, Mr. Steiner?

Mr. Steiner said Good Morning Mr. Chairman, Commission Members - Passenger car traffic during the month of November totaled 2,962,000 vehicles falling short of the previous record set last year by 60,000 cars or 2%. Unfortunately, this ends a string of 17 consecutive months during which we have a new all-time record for passenger cars.

Commercial traffic for November totaled 698,000 vehicles exceeding last year's volume by 7,000 vehicles or 1% but falling short of the previous record set in 1999 by 41,000 vehicles or 5.6% and total traffic for the month of November totaled 3,660,000 falling short of the previous record set last year by 53,000 vehicles or 1.4%.

Passenger car traffic during the first 11 months of this year totaled 35.6-M vehicles surpassing the prior record established last year by 1.5-M cars or 4.3%.

Year to date commercial traffic totaled 8.4-M vehicles exceeding last year's volume by 197,000 vehicles or 4.2% but falling short of the previous record set in 2000 by 192,000 vehicles or 2.2%.

Finally, total traffic during the first 11 months of the year totaled 44-M vehicles exceeding the previous record set last year by 1.7-M or 4%. Mr. Chairman, I'd be happy to pause here for any questions and with your permission, I would like to continue with a very brief Powerpoint presentation concerning the 2003 proposed budget.

Chairman Greenwood inquired if there were any questions for Mr. Steiner at this time? Please go ahead.

Mr. Steiner stated that there is a copy of these slide materials in your folders. As you all know the Master Trust Agreement requires the Commission to adopt a final budget for the succeeding calendar year by December 31st. To review some of the highlights presented at the last meeting - toll revenues represent 91% of our total revenues. Concession revenues account for approximately 6% and all other sources combined represent approximately 3% of our budget.

The proposed toll revenue budget is \$183,815,000. This projection was prepared by our traffic consultant, Bobby Everhart, from URS. The budget is \$5.4-M or 3% higher than the current budget. Proposed concession

budget of \$12,960,000 is \$1.3-M or 11.2% higher than the 2002 budget. At the previous meeting, Commission Member Wilkins asked about the operations of the reconstructed service plazas, vis a vie, the original plazas. We still have four pair of the original service plazas still in operation. These plazas have only one food service provider per plaza. The plaza are managed to a great extent by the food service providers. They are responsible for cleaning and most of the interior maintenance. The four pair of reconstructed plazas are managed by Commission employees and have multiple food service and retail providers. The plazas are much larger and offer our customers a wide variety of food retail and vending options along with expanded parking. The Commission has a separate cleaning contract and we bill each of the operators for a pro-rata share of the cleaning and utility costs. Due to the reconstruction program, at least one pair of service plazas has been closed during at least a portion of each year from 1998 through 2002. Therefore, in order to make a comparison the operations of the original plazas to the reconstructed plazas, we are looking at the changes from 1997 to 2003.

In the column at the far left it shows that in 1997 the four pair of services that have not yet been reconstructed had revenues of 3.06-M, expenses of \$660,000 and net revenues of \$2.4-M. The next column shows the 2003 budget for these same four plazas. We are budgeting revenues of \$3.38-M, expenses 1.07-M and net revenues of \$2.31-M and total revenues have increased only \$319,000 or 10% since 1997.

The third column shows that in 1997 the four pair of plazas that have now been reconstructed have revenues of \$4.71-M, expenses of \$759,000 and net revenues of \$3.95-M. The column at the far right shows the 2003 budget for the reconstructed plazas. We are budgeting revenues of \$9.58-M and expenses of \$5.02-M and net revenues of \$4.56-M. Total revenues of the reconstructed plazas have grown by \$4.87-M or 103% since 1997.

As I eluded to earlier, some of the increase in revenues and expenses at the reconstructed plazas represent cleaning and utility costs that were previously paid directly by the food service providers. Despite the fact that the reconstructed plazas are much larger and thus more expensive to operate, our budgeted net revenues have increased by more than \$600,000 since 1997 to a total of \$4.56-M. At this rate we would expect to recover the reconstruction costs of the plazas which was \$121-M over about the next 27

years. Our General Counsel, Tom Amato, would also like to add a comment.

Tom Amato commented with regard to the construction of the plazas, early on we purchased project insurance which covered the design and architectural services provided for the plazas. That was at a cost of \$38,000 – one single premium. To date, we have recovered in excess of \$340,000 in claims that we have made against that policy of insurance for design errors and architectural errors for the plazas. We have only had two lawsuits to date arising out of all 8 plazas and the first two had 29 prime contractors involved in each plaza. That number has gone down to 2 with the construction manager although we had two lawsuits which were handled in-house and they were settled. Right now there are no pending lawsuits arising out of over \$121-M in construction. Thank you.

Mr. Steiner continued and said the total proposed budget for 2003 revenue budget is \$202,060,000 which is an increase of \$5.4-M or 2.8% compared to 2002. No review of the proposed 2003 budget for expenditures and transfers reveals that the Commission spends only 4% of its budget on administration and insurance, 15% on maintenance of the roadway and structures, 21% on the operation of the toll and service plazas, 6% on traffic control safety, Patrol and communications, 27% on debt service and 27% on capital projects. The total proposed 2003 budget for operating maintenance and administrative expense is \$92,575,000 which is an increase of \$2.9-M or 3.2% compared to the current budget.

The Commission currently has bonds outstanding with a par amount of approximately \$770-M. The 2003 debt service payments on these bonds total approximately \$56-M which is about the same amount as was paid in 2002. The proposed budget for expenditures including debt service payments total \$148,531,000 which is an increase of \$3.1-M or 2.1% over the current budget. The highlighted transfers totaling \$53.3-M represent funds that are designated for capital projects. These transfers are reflected in the 2003 capital budget that will be presented in a few minutes by the Deputy Executive Director/Chief Engineer, Dan Castrigano.

Finally, the total proposed 2003 budget for expenditures and transfers is \$202,060,000 and Mr. Chairman there is a resolution and I would like to ask our General Counsel to read that resolution.

General Counsel, Tom Amato, read:

“RESOLVED that the Commission hereby adopts the following as its Annual Budget for the Year 2003 and the Interim Executive Director, his successor or the 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):

Chairman Greenwood stated we can either accept the resolution or a motion on it and discuss or we can discuss first and then move. Why don’t we do the latter – any discussion on the proposed 2003 budget any questions that you might have for our financial advisor or Mr. Steiner? I think I’ll accept a motion to adopt the proposed budget for the year 2003 as read by General Counsel. Anyone care to move? Mr. Strnisha moves and Mr. Wilkins seconds. Any discussion on the motion which is to adopt the resolution for the budget? If not, please call the roll.

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

Are you through Jim, (Yes) Thanks, good job.

Chairman Greenwood said – staff reports, Mr. Marchbanks?

Mr. Marchbanks reported that we have met recently with the Auditor of State, having met with them last Wednesday (Dec. 4th), to view their draft report. We are expecting barring any unforeseen circumstances a meeting on December 19, 2002, for a post-audit meeting. There should be a post audit draft available for key members of the Commission staff to review with Mr. Jim Penning and Betsy Bashore of the Auditor of State. That meeting going well, we are looking at a release of a performance audit on the Ohio Turnpike’s operations in time for the January 13, 2003 meeting of the Ohio Turnpike Commission. That concludes my report.

Chairman Greenwood, said Mr. Castrigano, any report?

Mr. Castrigano stated that the first matter I would like to address is found in your folders, Resolution Awarding Contract No. 43-02-06. This contract for the complete reconstruction of the ramp bridge carrying the Ohio Turnpike interchange traffic over the Ohio Turnpike at Interchange 59 located at

Milepost 59.5 in Lucas County, Ohio. We received three bids in response to the subject contract. The lowest responsible and responsive bid was submitted by S. E. Johnson Companies, Inc. of Maumee, Ohio in the amount of \$2,057,924.65. The total amount of the bid is below the engineer's estimate. This contractor has satisfactorily performed projects of this nature for the Commission in the past. I would recommend that the Commission adopt this resolution. The Commission's construction manager also agrees with this recommendation. Would the General Counsel read the Resolved please:

Mr. Amato stated:

“RESOLVED that the bid of **The S. E. Johnson Companies, Inc.** of Maumee, Ohio in the total amount of **\$2,057,924.65** for the performance of **Contract No. 43-02-06** 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 interim 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. 43-02-06 is designated a System Project under the Commission's 1994 Master Trust Agreement.”

Mr. Castrigano said, as I stated earlier, I recommend that the Commission adopt this resolution.

Chairman Greenwood said before we discuss, is there a motion to adopt the resolution? Mr. Wilkins moves and Director Proctor seconds regarding the award of Contract 43-02-06. Any questions from the Commission?

Mr. Dixon inquired is there any MBE participation?

General Counsel stated the contractor is aware of our policy that is in our bidding documents that encourages MBE participation. Unfortunately, we don't know until the project is underway and we have a report with our Prevailing Wage/MBE Department to the extent to which they have used MBEs on any particular project.

Mr. Dixon asked, “what's our policy?”

Mr. Amato responded that our policy, due to the cases that were decided over a year ago, is to encourage the use of MBE and Disadvantaged enterprises as much as possible and to report to us their use in every project.

Mr. Dixon said I don't have a clear understanding, do we set any goals.

Mr. Amato said we cannot set or enforce goals.

Mr. Dixon said what can we do?

Mr. Amato said we can encourage them to the best of their efforts to use MBEs and disadvantaged enterprises.

Mr. Dixon asked what if they don't? Mr. Amato said basically they don't have to follow our recommendations – that's the current state of the law. The Board of Directors of Cuyahoga Community College were found to be personally liable for enforcing such a recommendation.

Mr. Dixon, tell me our policy again?

Mr. Amato, If I had a green book –

Mr. Dixon said just tell me the gist of it –

Mr. Amato well for many years we had an MBE policy and we had a convention where we invited all the MBEs and the contractors and we encouraged the use of MBEs in all our contracts. We had an MBE Department to make sure we actually did enforce I believe a 10% margin. Now when the cases came down, we had to re-think and re-evaluate and we had to back-off the enforcement of an absolute goal. So as it exists today, we still monitor MBE organizations, we certify them with the Commission and our green book says we encourage all contractors to use MBEs and disadvantaged enterprises in all projects.

Mr. Dixon asked are these state guidelines, and/or laws or federal or what?

Mr. Amato responded and said state guidelines, the State, I believe, the Governor has an Executive Order in regard to supplies and services. With regards to construction contracts, I believe, they are in the same predicament that we are in. Federal you are talking about EEOC and that is, we are not

bound by federal EEOC guidelines in our construction contracts for the reason we don't use federal dollars.

Mr. Dixon said what I'm saying is or asking, who will we get in trouble with if we say we want you to have 10% minority participation?

Mr. Amato said in the Cuyahoga Community College case, contractors brought suit in state court.

Mr. Dixon said we won't know if this contractor has made any good faith efforts to include minorities even in their work force until the job begins?

Mr. Amato said that's correct.

Mr. Dixon said and we can be used if we ask them before the job begins?

Mr. Amato said we can ask and we do ask – enforcing is the issue, we cannot enforce. You cannot deny a contract due to their failure to include MBEs.

Mr. Dixon asked, have we asked S. E. Johnson?

Mr. Amato said I think they have traditionally used MBEs to every extent possible and I probably have statistics and I can share them with you later on because I don't have them with me at this time. They do report and they have done work for us before so we do have statistics in that regard.

Mr. Dixon said I would think we would ask every contractor that we spend money with – what their make-up is, what their intentions are and I would think we would have them sign that they have read our policy even though we cannot enforce it. But they have knowledge of our policy. I think it's important that we are on record with this policy and I think it should be known. We should be on record as to our feelings in this area, and I'm on record as far as my feelings in this area.

Mr. Amato said we also include in our green books – we include a Schedule of MBE Participation. That goes out to them and is part of the actual bid. So they know that we are serious about it. Who's the person that goes out and checks to see if in fact the information is given is correct as far as the make-up of the work force? Or do we have anybody that does that?

Mr. Amato responded there are two issues -- MBE participation and there may be an MBE-owned company that does not have minority or disadvantaged workers. That separate and apart from an EEOC issue which I think we have a better chance of enforcing.

Mr. Dixon said you said we couldn't enforce anything. Who is the person who goes out so I know the next time this company comes around if they told us they use minorities and they didn't I'm going to tell them to go pound salt when they want me to vote on their next bid.

Mr. Amato said we have a Prevailing Wage and MBE Coordinator. Her name is Ella Camiola.

Mr. Dixon said I would like Ella Camiola to let me know what the make-up of S.E. Johnson's workforce is on this job that they are doing for us (43-02-06) if, in fact, my colleagues decide to approve it. OK?

Mr. Amato said we certainly can report the work force and the make-up of the work force, that's not a problem.

Mr. Dixon said I would like that to become a regular report on construction contracts that we award, OK – unless the Chairman has any objections to that.

Chairman Greenwood said when they sign the agreement, that's a representation on their part that they have read and acknowledged our policy. That's one minor thing. I don't have a problem with that. If we are going to ought we to follow-up on it.

General Counsel also stated that he recently attended EEOC seminar, put on by EEOC, and as a result of that we were advised by the City of Cleveland's Minority Business Enterprise Advisor or Director, they take many steps to try to ensure participation and when I came back, I called the City and received all their forms and in speaking with Ella, we are going to incorporate them into our bidding documents.

Mr. Dixon said forgive me, I'm not interrogating you, Tom, what I am hoping to accomplish is that we get a reputation as an agency that does follow through and you can't just tell us OK, yes, we have good intentions,

but the Commission will follow-through and do our homework and we are going to file that homework. We are looking to do business with, of course, low bidders, but people who comply and have the same philosophy that we have as far as minority involvement in all contracts.

Mr. Dixon said OK? Thank you.

Mr. Amato responded OK.

Chairman said any other questions on the motion to adopt Contract 43-02-06? If not, will General Counsel call the roll on the motion?

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

Chairman Greenwood, Mr. Castrigano, would you continue?

Mr. Castrigano, the next item I would like to discuss, at the last Commission Meeting I was asked to have a brief presentation on the Commission's Capital Budget for 2003. In your packet, there is a 6-page document on the Commission's Systems, Renewal, Replacement and Fuel Tax Budgets. There will not be a resolution to adopt this budget as all of our individual construction projects have individual resolutions to adopt those as we have just done. The first page is titled, "Commission's Systems Budget". The Systems Projects are our major construction projects such as third-lane, interchange rehabilitation. I'll run through this briefly. You'll see we are beginning January 1, 2003 with a balance of \$40,000,000. As Mr. Steiner presented in his budget, we have a transfer of \$47.3-M for total available funds in 2003 of \$87.3-M. The first portion of that sheet are 2003 expenditures and funds that have been committed to projects that are already in progress – they have already been funded - they are in various stages of construction. That represents \$51.8-M.

New projects on the slate for 2003 begins with our 43 series project (bridge repair, we are scheduled to replace two bridges located in Portage County for a total of \$1.8-M. We have on the budget next year the S. R. 58 interchange in Lorain County for a total of \$12-M with \$9.5-M of that forwarded to calendar year 2004. We also have the reconstruction of Interchange 71 in Wood County. Again with the carry-over to 2004 and 2005. The 59 series (roadway and interchange resurfacing) representing

\$17.1-M. We have three mainline resurfacing projecting and one interchange resurfacing project at our Exit 173. We would also have miscellaneous engineering design services, right of way acquisition for S. R. 58 and one, third-lane construction program located in Summit County which brings our total 2003 expenditures to \$31.3-M for total expenditures of all funds of \$83.2-M. That represents the Systems Budget.

The next sheet is a re-cap of the Renewals & Replacement Budget which we begin with a balance in 2003 of \$11-M with a \$3-M transfer for a total available funds of \$14-M. Again, we have \$4.1-M worth of contracts that are already begun or in various stages of construction. We will also have various projects and these are typically renewal contracts, our maintenance equipment, our maintenance vehicles are taken out of this budget along with our bridge painting. We project of this also some of our other smaller projects such as our pavement striping, sign maintenance, landscaping, computer equipment replacement and right of way fence replacement. Again, with this with new projects for 2003 we project \$8-M for a total of \$12.1-M for the renewal and replacement budget.

Finally, the last page is our Fuel Tax Budget which we begin the year 2003 with a balance of \$6-M with a transfer of \$2.7-M for a total available funds of \$8.7-M. Our two major projects for our Fuel Tax budget next year is the \$1.2-M for our contribution for the S. R. 8 improvement project that we are working along with District #4 on and also \$3-M for Interchange 71 right of way. For a total expense of \$4.2-M leaving uncommitted funds in this budget for \$4.5-M. This is the budget that we would anticipate we would set aside funds each year through 2009 to account for our construction commitment to the S. R. 8 project that we will work with ODOT on. That's a brief synopsis of our capital budget and I'd be happy to answer questions the Commission might have.

Mr. Wilkins, how do we decide how much of the non-pledged revenues we are going to use to fund the capital budget? This is less than the total of the non-pledged. Jim, do you want to handle the pledged vs. the non-pledged issue?

Mr. Steiner gives me the money and I spend it, Dan said.

Mr. Steiner if you look back to the operating budget you will see that we have total non-pledged revenues of \$60,590,000 and we have expenses of

\$6,092,000 and really the balance remaining has been allocated for the various construction projects. We have added \$2.7-M to Fuel Tax and \$300,000 to the Service Plaza Capital Improvement Reserve and the remaining \$7,498,000 has been added to the System Project Fund. So all funds available that are not used for operating expenses from the Non-Pledged funds are being set aside for capital projects.

Mr. Wilkins said OK so if we could reduce the expenses, we could increase the Capital Budget.

Mr. Steiner said that's correct.

Mr. Wilkins, said my other question – why don't we approve this even though we do approve each project. Wouldn't it be a good idea to kind of approve this as our "blueprint" and then bring projects or evaluate projects against this. OK say this was in our approved capital budget, now we are coming in and it's either higher or lower.

Mr. Castrigano responded as I have stated, we historically have not approved the capital budget --- this is our project plan. There may be items that change. We may not build this due to right of way issues or other constraints, but I would assume it's the Commission's prerogative to approve tentative Capital Budget.

Mr. Wilkins said at least that way when projects come to us we would have a feel as to whether that was part of the planned thinking or not.

Senator Armbruster said, Mr. Wilkins I understand where you are going but being an X-Mayor of a city, we are so specific when you get into the capital expenditures of equipment, that I would hate to say – we need to give some flexibility to the operations of the Turnpike. I understand where you are going but I think that specifically there's too many specifics in here and you really get to what you are going to purchase and what equipment you are going to replace – when you get into the chippers, they got them down to the numbers. I would be very careful in trying to – I think a presentation is great and we hold them to the presentation to a certain degree and they would come back and saying based on the budget that we are, but I would hope that we wouldn't go so far as not giving them some flexibility as to the capital expenditures. I'm not sure that was your intent but I'm just pointing out that

you get down to even the numbers on the chippers and what they're going to change out.

Mr. Wilkins said I probably wouldn't put the number of the chippers in the capital budget, but what I am saying is – I definitely wouldn't hold them to the chippers or the number of the chippers – but it just seems that we do the same thing on the operating budget we don't know everything that's going to happen yet we approve an operating budget and sometimes we deviate from it. I just suggested that it might be a good idea to have a Capital Budget that was not binding but one that we evaluated individual projects against it to give us an idea of where we were going. That was all.

Mr. Strnisha said, Mr. Chairman, a little take-off on what Senator Armbruster said, in a sense on the operating side we don't approve down to a line item level and we give departments the flexibility relative to staff. In a sense I would suggest - I don't have any problems approving it as long as there is that kind of flexibility as Senator Armbruster suggested, but I would also point out that in the same way and I'm thinking of municipal terms like you do – appropriate dollars in general categories on the operating side we are setting the capital budget when we approve this budget which authorizes the money which goes over into capital and similar to the fact that we don't go line item by line item on the operating side, we also are not going line item by line item on the capital side. We are setting the general parameters of the budget as pointed out here by the actual approval of what we just approved because we are approving that level of funding going over into these various funds and that sets the budget. I would, if we did take any formal action on this, I would just want it to be clear that it was more of a guidance – I wouldn't want to peg them just as we don't do on the operating side take them down into specific categories because as it was pointed out actually more so even than the operating side, these individual projects do come to us.

Director Proctor said I think it would benefit us if we had a long-term capital plan that said we need to be doing so many miles of paving, so many miles of crack sealing, so many miles of square feet of bridge deck painting, so many square feet of bridge deck replacement each year to maintain the System at an acceptable level. Maybe that exists and I think in the spirit of what Mr. Wilkins is saying, it would be nice to know each year – are we making incremental level of investment necessary to sustain this system and

if we do, how much money is left over or what is our deficit towards that maintenance and I think that kind of capital budget, I would find very useful.

Mr. Castrigano replied yes, some of the items you just spoke of, those are a combination of not only our capital budget such as bridge deck replacement but our operating budget that we do in-house – the crack and joint sealing – it's a blend of both of them.

Mr. Strnisha had another question – along the lines of Director Proctor – with this budget we are showing pretty much in addition to the money that is being sent over from the operating revenues, we are drawing down the balances that were in those funds. We are leaving much smaller balances going forward. Are we going to have and we're not and our policy and I think the direction as we stand now is: we do not intend to go be out in the market borrowing more money. So somewhere along the lines of Director Proctor, are we going to have sufficient dollars to go forward not so much this year but going forward both to complete the third lane but to do the other kinds of maintenance and capital repairs. I have an interest in that as well to say we're sort of drawing down dollars that we have accumulated both I don't know if there is a mixture of bond funds here, Jim, and just operating, but this does show the balances projected would be much less so next year's capital budget if next year's budget throws off the same amount for capital projects would be less – all things being equal –right? So is that going to be sufficient? Are there projects that we won't be able to do that we think are important and we want to support projects such as S. R. 8 and some other things. Maybe a general question that either you or Jim could respond to in terms of looking ahead. I'm addressing this now, would it make any sense to at least put on the table for analysis whether to borrowing money at a low interest rate environment makes sense. I'm only suggesting this if we think there may be gap here, but perhaps you could respond.

Mr. Castrigano replied as part of our cash flow management in the long-term capital program that Director Proctor spoke of, we do quite a bit of work with Bobby Everhart, our transportation consultant, that does have all our projects mapped out through the end of the third lane program and even a little beyond the original third-lane program with the cash flow so that all is taken into consideration along with the S. R. 8 project. Jim, do you have anything else on that?

Mr. Steiner said as you accurately pointed out Mr. Strnisha, for some years we had an accumulation of funds from bond proceeds and accumulated revenues and we had much more flexibility with our construction program and now all our bond proceeds have been spent and we are rapidly spending down the accumulation of revenues and we are very close to basically living hand-to-mouth at this point. So this is going to require some very careful management of these capital projects and Dan and I have been working very closely with Bobby Everhart to look at these projects every month. We do have some reserves that can help us and if we get into a tight situation we may have to come to the Commission and discuss the possibility of drawing down something from our reserves, but we are really tight the next couple of years and I think by the next couple years we will have most of the major construction projects completed or most of the way completed and in future years things will not be quite as tight.

Mr. Strnisha said – just a quick follow-up to that and I would say that given that and given the nature of your answer and Director Proctor’s request, too, maybe this is something we need to stay involved throughout the course of the year going into 2004. It sounds like you are managing a tighter amount of resources and obviously managing the capital program. I noticed in here on the Systems Projects Budget that one way in a sense – you have a couple large projects here that are multi-year. You put the full amount in and then you’ve deducted amounts that would fall in other years, do we get into any kinds of issues about being certified that we have enough money? We have to have the dollars to certify contracts, is that a concern of yours that we may have to figure out how to address?

Mr. Steiner replied I think we have enough in reserves that it won’t be an issue. That’s a very good question and I think we have enough in reserve to meet our legal requirements on these contracts, but again as our available funds get lower and lower we are going to have to continually watch that.

Mr. Strnisha said speaking as one Commission Member, Mr. Chairman, to conclude, keep us informed on these things and particularly if there are options that we ought to consider beyond the normal course of things. I as one would be open to, keep us moving forward and making the capital investments we need to but kind of let us know so we can deliberate if there is something a little bit different that we have to do in order to keep the capital project budget on track. That’s all I have.

Chairman Greenwood asked if there were any other questions. Thank you. Dan, you were presenting your report.

Mr. Castrigano said thank you and that's all I have on the budget Mr. Chairman. The final item on my report is typically I give a construction update. We don't have a lot of construction going on right now but I have included in the Commission Members' packets a 2002 Construction Program Summary -- some of the items that we got done this year. I'll briefly run down that list.

As far as the third lane goes, we completed an additional 9 miles of third-lane bringing our total since the inception of the project in 1996 to 136 of the planned 160 miles. We have reached 85% of that program.

We have done some analysis on the third-lane construction contracts -- since we begun the program in 1996 we have completed and closed out 42 construction contracts with a contract award value of \$532.2-M. The completed costs of these contracts was \$523.9-M or approximately 1.6% below the contract award amounts. (These are the actual awards, not the estimates.) This has resulted in a savings of approximately \$8.3-M. I believe these savings can be directly attributed to the Commission's thorough project construction management programs.

As far as what we have done with bridges - all of our bridges that are located within the third-lane projects are not only widened for the third lane but they undergo a complete rehabilitation as required. In these 9 miles of third-lane projects five mainline bridge pairs have been addressed. In addition to the third-lane program bridge decks, we have completed deck replacements on two overhead bridges and an additional overhead bridge was completely reconstructed to provide for the future third lane.

We also worked on the I-76 bridges carrying the Ohio Turnpike over I-76 in a joint effort with ODOT District #4. These bridges were also raised to increase the vertical clearance on I-76.

We have also stepped up in 2002 our bridge deck re-painting program. In 2002 we painted 9 overhead bridges and one pair of mainline bridges. We resurfaced a total of 14.7 centerline miles of roadway in two separate contracts. An additional 3.2 centerline miles were resurfaced as part of one

of our third-lane projects bringing out total to 17.9 centerline miles or 71.6 lane miles in 2002.

We also completed the complete reconstruction of two toll plazas in 2002 and we are nearing completion of three other interchanges. When these three are complete, 16 of the original 20 toll plazas on the Turnpike will be complete.

In May 2002, we opened our 7th and 8th new service plazas at Middle Ridge and Vermilion Valley in Lorain County. These have been historically our busiest plazas on the Turnpike and since they have re-opened, I think they have re-gained that title. This puts us at 50% of the service plaza program with 8 of the 16 plazas being reconstructed.

In 2002 we also completed the renovation and expansion of our 8 maintenance buildings with the Kunkle, Swanton and Canfield buildings.

Some of the highlights of the program to wrap up – on February 14th the Commission received the American Consulting Engineer's Council, Ohio 2002 honor award to the Maumee River Bridge carrying the Turnpike over the Maumee River. In March the Turnpike was awarded the Baker award at the Flexible Pavement Annual Meeting in Columbus. This award recognizes not only the Commission's commitment to the use of asphalt pavement but also our demanding specifications to insure the Commission as well as the traveling public is provided with a smooth durable roadway.

In a couple of the items we mentioned last month – on November 21, 2002, the Commission was awarded the award of excellence in the urban and arterial category from the Ohio Concrete Construction Association for the Turnpike I-77 interchange which opened in December 2001. The other awards are on the sill in our Commission Meeting Room.

Our most important award which really wasn't the construction award, but I thought I should mention it anyway was that once again our Accounting Department under the direction of Mr. Steiner received a certificate of achievement and excellence in finance and reporting from our 2001 Annual Report presented by the Government Finance Officers Association. That completes my report, Mr. Chairman.

Chairman Greenwood thanked Dan and asked if there were any other questions. Let me back-up on the agenda, Mr. Marchbanks, you had something on your report.

Mr. Marchbanks replied, yes, thank you, excuse me for erring. On November 21, 2002, the Commission confirmed the Chief Auditor's responsibilities on special auditing matters and confirmed that Dave Miller, Chief Auditor of the Ohio Turnpike Commission should report directly to the Commission on all auditing matters. As a follow-up to that, it is my respectful request that the Commission consider the establishment of a permanent or standing Audit Subcommittee which would, of course, work with Mr. Miller and confer with him on all matters regarding auditing issues at the Ohio Turnpike. I have a resolution that has been drafted Mr. Chairman, however, there would have to be an appointment of a Subcommittee and, of course, members to that but that I'm putting in front of you for your consideration. I don't know if our Chief Counsel has a copy of that resolution.

Mr. Amato said yes I do.

Chairman Greenwood said before we actually move, you all have a copy of the resolution in your packets, right? It would call for two members to be on the Subcommittee, I guess we better decide if we want to do it and then ask who wants to be on the committee. For discussion purposes, I'll entertain a motion to adopt the resolution recommended by Mr. Marchbanks entitled, "Confirming Establishment of Audit Subcommittee." Is there a motion? Mr. Wilkins moves and Director Proctor seconds. Discussion on the motion? Does anyone want to do this? My eyes turn to Mr. Strnisha.

Mr. Strnisha said if requested, I will do it.

Chairman Greenwood said I don't know just for general discussion purposes, does it make any sense or not to have the ODOT person on this because an audit subcommittee would bring experiences whether it's you or your Deputy who worked in government. That's a thought or we could have or go simply by whoever else wants to be on it.

Senator Armbruster said I don't qualify to be on some auditing committee – my wife does the checkbook.

Mr. Wilkins said I'll be on it.

Chairman Greenwood said then the Resolved would indicate that Commission Members Strnisha and Wilkins would be appointed to the committee. Knowing who you have on there, further discussion on concept of the service of either of these people before we go to any questions or comments. I think we have talked about this in the past. If not, then the resolution would be to confirm the establishment of an Auditing Subcommittee and Commission Members Strnisha and Wilkins have agreed to serve on it. Would General Counsel please call roll?

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

Any reports from our financial advisor, Mr. Erickson?

Mr. Erickson said Jim and I have talked recently about preparing a full blown report that shows where we are from a debt standpoint early next year and present something similar to what Dan has presented to you folks in terms of where we are in the refunding recognizing that we have had two prior refunding issues and there is not very many bonds left that are potentially refundable. In addition, as I was sitting and listening about the Capital Budget I will prepare a report about your Debt Capacity and the sense of how much additional borrowing capacity you might have. Just in case you do run short from a cash standpoint so you know at least how much flexibility you have for future borrowings. So we'll do that for the next meeting in January. Any questions?

Chairman Greenwood said any questions for Mr. Erickson? Thank you. The trustee, Mr. Lamb?

Mr. Lamb said no report, Mr. Chairman.

Chairman Greenwood said thanks. What about the General Consultant, Mr. Yacobucci? Mr. Yacobucci replied, no report Mr. Chairman. Highway Patrol – Capt. Ferguson?

Capt. Ferguson stated the OSHP has investigated three fatal crashes since the November meeting of the Commission. I'll give you a short synopsis on each one of those.

The Swanton Post investigated a fatal traffic crash on November 14th in Ottawa County. That occurred at MP 75.1 (westbound). A passenger car being driven by a 32-year old woman from Hudson, Ohio was traveling west in the right hand lane. The car was also occupied by her 61-year old mother as the right front passenger and her 2-year old daughter in a child seat in the rear. The passenger car moved from its lane and struck the right side of a cab of a semi traveling beside it in the center lane. The car lost control, traveled off the right side of the road, struck a ditch embankment and overturned coming to rest on its left side. The mother who was not wearing her safety belt restraints was fatally injured in that crash. There were no other serious injuries in that crash.

The Milan Post investigated a winter-weather related fatal traffic crash on November 25th at 5:52 p.m. in Lorain County at MP 151.8 (westbound.) That crash occurred during a period of heavy snow and poor visibility. The roadway was partially snow-covered. A family from PA traveling in a passenger car lost control on the slippery pavement and struck the barrier wall. The car then spun back into the path of a semi that was traveling behind it in the center lane. The semi struck the right passenger side of the car fatally injuring the 36-old right-front passenger. The driver of the car and two children were transported to the hospital by EMS where they were treated and released. The semi driver was not injured.

Finally, the Milan Post investigated a hit-skip fatal crash on December 4th at 1:51 a.m. in Lorain County at MP 151 (westbound.) A car being traveled in by two young men from New York was traveling westbound and became disabled. The men then started to push it along the outside berm. Before they had gone too far, a semi driver who we found out later fell asleep traveled on the berm, struck the car and the 25-year old driver as he was pushing the car from the outside driver's door killing him. The semi immediately left the scene and exited at Gate 152. He then re-entered the Turnpike at Gate 151 a short time later and parked on the entrance ramp where he became disabled. Our follow-up investigation subsequently located the semi and the driver and he admitted to the crash - all the facts involved.

These were the 7th, 8th and 9th fatal traffic crashes on the Turnpike in 2002. That compares to 13 fatal crashes with 14 people killed through November 2001. That concludes my report.

Mr. Castrigano stated, Mr. Chairman, if I might, I would like to commend Capt. Ferguson along with his troopers on that third incident. It was amazing how quickly they went through that investigation. I received a call at home at 2:00 a.m. that the accident occurred. By the time I got to work at 7:30 a.m. by picking up the pieces of the vehicle from the accident, they had been to several truck dealerships, identified the make and model of the truck, had it out on the newswire by 7:30 in the morning. As a result of that, they had the driver apprehended about 11:00 a.m. It was some great work.

Capt. Ferguson said that was good teamwork. Thank you Mr. Castrigano.

Chairman Greenwood asked Mr. Strnisha if he had a report on the Search Committee.

Mr. Strnisha reported that the Search Committee met earlier today and has made a recommendation for consideration to the full Commission this morning for the appointment of Gary Suhadolnik as Executive Director for the Turnpike. There is a resolution in front of you and I would just summarize as I did with the Search Committee my thoughts on it and I think others can speak to it as well if they want to.

We obviously had a lot of interest in this as we acted quickly to solicit interest for the position of Executive Director. Coming to us somewhat late in the process was the resume of Gary Suhadolnik who expressed interest in it along with a recommendation relative to his appointment from the Governor. I can speak directly from my experience – it goes back a number of years now – when I was with the City of Cleveland. My personal familiarity and respect for Gary in terms of particularly his representation of northeast Ohio which was always vigorous and extremely capable. I think over the last several years particularly his position at Commerce which I pointed out earlier this morning also has a very strong customer focus – like the Turnpike – in terms of managing and presenting a strong interest in serving customers. Within the State of Ohio – his stellar work there, his obvious experience with the General Assembly and with the executive branch of Ohio of the Governor’s Office, ODOT which I’m sure Director Proctor can speak to, I think he will serve us extremely well and obviously being a native son of northeast Ohio knowing a lot about this region, knowing what the Turnpike means to it and his strong representation there – so we have in very short order, because we felt we needed to move on this

decision quickly and appropriately interviewed and discussed the position, got to re-acquaint myself with Gary over the last week or so and everything I learned more specifically about his work over the last couple years confirms in my mind that he is right person to lead this organization going forward given his experience, his background and some of the unique features he brings for the benefit of the Turnpike going forward. With that, I think, I don't know if Mr. Amato has the resolution or if anyone else wants to speak to this before we move to the motion.

Mr. Wilkins said he'd just like to add that the Search Committee established criteria, we did a national search and we were lucky enough to find the ideal candidate living right down the road in Strongsville, Ohio. So I think we've got the best person we could possibly find to fill this job. I think we have a Turnpike that we can be proud of and I think Mr. Suhadolnik is going to help us take it to the next level. I feel very good about it.

Chairman Greenwood asked General Counsel to read the resolution and then we can resume any discussion.

“RESOLVED that **Gary C. Suhadolnik** be, and hereby is, appointed Executive Director of the Ohio Turnpike Commission and shall assume said position no later than Monday, January 13, 2003; and

FURTHER RESOLVED that the Chairman of the Commission, with the assistance of its Search Subcommittee, shall be authorized to take any and all action necessary or proper to promptly negotiate and execute any documents necessary to employ and compensate **Gary C. Suhadolnik** as the Ohio Turnpike Commission's Executive Director commencing no later than January 13, 2003; and

FURTHER RESOLVED that the above-mentioned action is confirmed as having taken place at this meeting in accordance with law and the Commission's Code of Bylaws and the secretary-treasurer is directed to enter this resolution in the journal of the Commission as a record thereof.”

Chairman Greenwood said before we have any discussion, I'll entertain a motion to adopt the resolution. Mr. Strnisha moves and Mr. Wilkins seconds. Discussion?

I just want to say I support the comments made by Messrs. Wilkins and Strnisha. As a Chairman of the Commission, I'd like to thank all the people who were on the Search Committee – Senator Armbruster, George Dixon, Bill Wilkins and Steve Strnisha. I've known Gary Suhadolnik going back to 1988. I believe he'll make an excellent Director for this Commission. I can recall the first time I ever spoke to Gary Suhadolnik I was told to give him a call and found out that he was supposedly door-to-door campaigning which

at the time I thought that was what people talked about what you're suppose to do and nobody does it. Then I learned that he actually was in an effort to be re-elected and I talked to him. During the time I was in the House and then in the Senate and served with him and I have the utmost respect and confidence in Gary so I was very pleased when he showed up as an applicant. That's just my comment to wholeheartedly endorse Gary. Are there any comments on the motion? Mr. Proctor.

Director Proctor said I'd also like to speak to the motion and endorse Gary as the Executive Director. I had the opportunity to serve with him as a Cabinet Member, he is very well respected and very able Cabinet Director under Governor Taft. I also knew him as a legislator. I will second Mr. Strnisha's comments that he was a very strong in advocating his representation for his district and I'm sure he will be a strong advocate for the Turnpike. As a Director who received more than one telephone call – some from a Director who found various problems with the highway system in the State of Ohio, I am sure Gary will bring the same diligence to this job, too and I look forward to serving with him.

Senator, would you like to comment?

Senator Armbruster said my comment knowing Gary as many years as I have and that's at least the past eight and long before that, is that I know Gordon is Chair of Transportation in the Senate there definitely will be a relationship between ODOT and the OTC – probably closer at this point. Just based on his being able to be in the Senate as long as he was there and being a Director and understanding that the OTC is really part of the State even though it is outside of the confines of it; it is within it and should operate appropriately. As we do, I look forward to working with Gary and he'll do an excellent job.

Mr. Dixon said he spoke earlier but I'll just echo what everybody else said and I'm very excited about his candidacy and I will definitely support it. I think I'm concerned that he's more excited about becoming Director or living so close to his job. I have to figure that out.

Chairman Greenwood said you mean you can actually find your way from Parma, Ohio to here? I guess if you can find your way from Columbus.

Mr. Dixon said – Strongsville -- Chairman said I always remember his being from Parma.

Mr. Strnisha said once from Parma – always from Parma.

Chairman Greenwood said any further discussion on the motion which is to appoint Mr. Suhadolnik as Executive Director. If not, will General Counsel please call the Roll?

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

Chairman Greenwood said the motion carries, congratulations Gary Suhadolnik. I don't know if it would be appropriate now or whether you want to learn more about the Commission and us before you comment, Gary but as a Senator I know you can probably give us at least half hour extemporaneously but maybe a couple thoughts that you might want to share?

Gary Suhadolnik said first of all I want to thank Governor Taft for recommending me. I am honored that he recommended me and I want to thank you for selecting me. I want to continue to manage the Turnpike in a way that makes it a good value for our customers and I also want to manage it with the highest ethical standards. I am anxious to get started. Yes, the footnote that George was saying for the first time in 22 years, I'll be able to spend 7 days a week with my wife and I'm looking forward to that too.

Chairman Greenwood said, good – thanks. General Counsel's report – Mr. Amato?

Mr. Tom Amato said the Litigation Report has been distributed for the period ending November 30, 2002. If any Commission Member has any questions about any of the cases listed, please call me or contact me after the meeting.

As a follow-up to Commission Member Dixon, with regard to the bidding of retail space, in the Middle Ridge Service Plaza, we talked about that at the last meeting. I did some investigation and I determined that the bids were sent out to 36 companies, nine of which are builders exchanges. So anyone that is interested in public jobs, they know to check these exchanges. They

monitor them and then can do so. 27 separate companies were given the bid and that is any company that contacts us and says I want to be on your list. We sent the documents to them and that includes I know I can identify two MBEs on the list at least and I know there's more. In addition and speaking with Purchasing and our IS Dept. I wanted to know what else we could do and so as a result of your prompting from this point forward we are going to have our bid invitations on our website. So if a company goes to our website, there will be tab for bid invitations and if they click on that, all our bid invitations that are presently pending are listed. There are also directions as to how to successfully bid and obtain information about every single bid that is presently pending. So that's something new for the Commission.

Mr. Dixon said thank you.

Mr. Amato said lastly pursuant to the resolution we just adopted, I recommend executive session to discuss the compensation of the new Director.

Mr. Strnisha moved that we adjourn this meeting to hold an executive session in order discuss compensation of public employees and at the end of such executive session the Commission meeting shall reconvene.

Chairman Greenwood said before we get into that I'd like to exercise the Chairman's prerogative and make a couple comments and submit a motion. As I was driving over here today we're coming up to the end of the year I reflected upon the events that have taken place here during the past year as they have affected me and I think both the Turnpike in general. We have a new Collective Bargaining Agreement with a different labor union. We underwent possibly one of the most pervasive and extensive investigations conducted by the Ohio Inspector General of any agency in Ohio ever. The last couple of meetings we have been able to put a budget in place. We have, to my knowledge, implemented all of the recommendations made by the Inspector General and the Inspector General's Report of August 9, 2002. We have gone about the process of selecting a new Executive Director, and I classify that as the Chief Executive Officer of this organization. Based upon information we received today and the last meeting, we are financially solvent and still have the highest bond rating of any toll road in the world. The third lane project is moving along quite well – in other words I think the Turnpike is in pretty good shape.

Many of you may not know but some up here have probably heard this before but three years ago I was trying to get back into my practice of law after having served in the legislature and was approached by representatives of the Governor's Office about going on the Turnpike Commission. It was the furthest thing from my mind I have to say. And in fact, when called up again and asked for my decision I said that I wasn't really interested. I hadn't had any thoughts one way or the other about the Turnpike. I was then called by the Governor and asked to serve on the Commission and I guess I'm old fashioned because when you get a call like that you better have a good reason not to and so I did agree with Governor Taft that I would come on. I suggested to him at the time though I think it was about the time that Gordon Proctor had been selected and appointed to ODOT, I didn't know much about the Turnpike. I did know there was some interaction with ODOT. I suggested to the Governor it would be a good idea for us to meet. We met. Since that time I think I have talked to Governor Taft other than the one time that we met here at the Turnpike, I have never talked to him about Turnpike business. I think I have talked to him maybe twice at perfunctory social events.

I knew nothing about the administration of the Turnpike when I came on board. Obviously I had some preconceived notions about it having served in the legislature, voted on the legislation to continue the Turnpike in operation and supported that effort. But I really didn't know much about the Turnpike or the people. Over the last three years I grown to admire and respect everyone in this room, the staff. I think it's one of the benefits of the Governor talking me into this and having the opportunity to working with some of the finest people that I have ever met. I have tried to be candid with the staff. If I said I was going to do something I did it. If I said I couldn't do something I wouldn't do it. I think I have been straight-forward and tried not to mislead anybody on the staff, but I think and I want all of you to know that I admire your work, and it certainly has been a plus in my life to be able to work with you.

My term ends sometime around August. I took over for Marilyn Baker. With the end of the year and a new Director, with a new budget I think it would be appropriate to have a new Chairman. I would exercise my prerogative as Chairman to move that we appoint Steve Strnisha as Chairman effective January 1, 2003. I have not spoken to Steve about this other than I chatted with him in the hallway because I knew it somewhat puts you on the spot. I wanted that there wouldn't be any question in

anyone's minds that this was not something we had worked on behind the scenes. I don't know if there will be a second or not but that's my motion and my reasons and I'd like to deal with that before we go into executive session because I don't think there's going to be anything coming up after we come out of executive session. With that, if there is a second or not we can discuss the motion.

Mr. Strnisha said, Mr. Chairman I'd like to make a comment, and I am not seconding your motion, but I would

Mr. Dixon said, point of order – you can't speak until somebody seconds or whatever.

Chairman Greenwood said there is no second, and I'll withdraw the motion, but I will continue as long as I can. We do have a motion that you made previously about executive session, is there a second to that?

Gordon Proctor said yes I'll second the motion to go into executive session.

Mr. Dixon said actually, it wasn't on the table yet Mr. Chairman so you're going to have to ask somebody to

Mr. Strnisha said I made a motion.

Mr. Dixon said but nobody so moved because if we did, his motion would have been out of order. That's why I didn't say out of order for that. So it really wasn't on the table. Thank you. (I do this all the time – trust me.)

Mr. Strnisha said OK so I have to make the motion again – I move that the Commission go into executive session to discuss compensation of public employees.

Chairman Greenwood said Mr. Strnisha moved and Director Proctor seconds. Any discussion on the motion to go into executive session? All in favor, please call the roll.

Mr. Strnisha-yes; Director Proctor-yes; Mr. Wilkins-yes, Mr. Dixon-yes; Chairman Greenwood-yes. *(Time: 11:55 p.m.)*

Chairman Greenwood reconvened the meeting and said it is 12:52 p.m. and we have concluded the executive session. Is there any further business to be discussed?

Director Proctor said he'd like to make a motion to the effect trying to clarify what was in the budget that we passed today indicating that I'm not sure I can define it precisely but that the 4% pay raise would be effective for the non-union mid-management but that it would not be effective for what I would define as top-management to be determined by the Executive Director. My intention with this is to see that the mid-level managers get the same pay raise as approved by the bargaining unit, but that for what I would call top management that to be determined later by the Executive Director and brought back to this Commission. I'm not sure if I can define that into a right resolution or not but that would be my intent of the motion that I would be making.

Chairman Greenwood asked if there was a second.

Mr. Wilkins seconded. Chairman Greenwood asked if there was any discussion? Call the roll.

Director Proctor-yes; Mr. Wilkins-yes; Mr. Strnisha-yes; Mr. Dixon-yes; Chairman Greenwood-no.

Chairman Greenwood asked if there were any further motions or business before we adjourn. If not, Happy Holiday Season, and the meeting is adjourned. *(Time: 12:53 p.m.)*

/dsp

