

## OHIO TURNPIKE COMMISSION

**Resolution Authorizing Executive Director to Approve  
Modifications to HMS Host Agreements**

WHEREAS, pursuant to Resolution No. 11-1999, adopted on March 29, 1999, the Commission awarded a contract to HMS Host for the operation of food concessions and a gift shop at *Units 1, 2, 3, 4 and 6* at the Commission's **Erie Islands/Commodore Perry Service Plazas**; and

WHEREAS, pursuant to Resolution No. 16-1999, adopted on April 26, 1999, the Commission awarded a contract to HMS Host for the operation of a food concession at *Unit 5* at the Commission's **Erie Islands/Commodore Perry Service Plazas**; and

WHEREAS, pursuant to Resolution No. 33-2000, the Commission authorized award of contracts for the operation of food concessions and a gift shop at the Commission's **Portage/Brady's Leap Service Plazas**, with a contract awarded to HMS Host for *Units 1, 2 and 5* on January 29, 2001; and

WHEREAS, Commission staff consisting of the deputy executive director, the director of service plaza operations and the director of contracts administration have engaged in extensive contract discussions with HMS Host in an effort to improve both the offerings and incremental sales at the Oak Openings/Fallen Timbers; Commodore Perry/Erie Islands and Portage/Brady's Leap Service Plazas; and

WHEREAS, the director of contracts administration, in her report before the Commission, advises that, among the changes discussed by the parties, those that require Commission approval pursuant to Ohio Revised Code Section 5537.13(B) include the following:

**Erie Islands/Commodore Perry Service Plazas**

- Rent reconfiguration for all Units (*1,2,3,4,5 and 6*) operated by HMS Host to 12.8% of gross sales. (*Units 1, 2, 3, 4 and 6* will be adjusted down to 12.8% from 14%, and the new Einstein's Brothers Bagels Restaurant, *Unit 5*, will be adjusted upward to 12.8% from 5%).
- Agreement to make the contract for *Units 1,2,3,4 and 6* and the contract for *Unit 5* coterminous.

**Portage/Brady's Leap Service Plazas**

- 50% Common Area Maintenance (CAM) charge relief as a result of the conversion of the old Travel Mart (*Unit 2*) space into soft seating for the Starbuck's coffee shop (*Unit 1*) that will be cleaned and maintained by HMS Host.

WHEREAS, the Commission and HMS Host have also had discussions regarding the guaranteed minimum rents ("GMR's") for the various concepts at the Service Plazas, and the parties have agreed that the individual GMR's for the various Units should be adjusted due to the fact that, on an annual basis, total rents paid to the Commission from restaurant and retail operations have consistently far exceeded the aggregated annual GMR's; and

WHEREAS, all the proposed changes by HMS Host, which entail approximately \$1.175 million in capital expenditures at the Oak Openings/Fallen Timbers, Erie Islands/Commodore Perry and the Portage/Brady's Leap Service Plazas, are detailed in the Letter of Understanding that has been agreed to between the Commission and HMS Host dated February 13, 2006; and

WHEREAS, the deputy executive director and the director of service plaza operations have both extensively reviewed the proposed capital improvements, changes to concepts and various requests requiring Commission approval and have concurred that approval should be granted; and

WHEREAS, the executive director has reviewed the recommendations of the deputy executive director, the director of service plaza operation and the director of contracts administration and concurs that the above-described modifications to the HMS Host contract should be approved by the Commission as outlined in the Letter of Understanding; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby concurs with the recommendations regarding the requested contract modifications by HMS Host pertaining to the contracts with HMS Host at the Erie Islands/Commodore Perry and the Portage/Brady's Leap Service Plazas, and to further improve the offerings and incremental sales at said Service Plazas, authorizes the executive director and the director of contracts administration to execute contract addenda incorporating the requested modifications to the various contracts with HMS Host (Contract TR-8A, *Units 1, 2, 3, 4, and 6*; Contract TR-8A, *Unit 5*; and Contract TR-8C, *Units 1, 2 and 5*), all in accordance with the terms and conditions of the Commission's original Requests for Proposals, HMS Host's responses thereto and the contracts awarded therefrom.

**(Resolution No. 2-2006 adopted February 23, 2006)**

I, Gary C. Suhadolnik, Executive Director of the Ohio Turnpike Commission, do hereby certify that the above is a true copy of the aforesaid resolution which was duly adopted at a meeting of the Commission, duly called for and convened and held on February 23, 2006, at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this \_\_\_\_ day of February, 2006.

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Gary C. Suhadolnik  
Executive Director