

MINUTES OF THE 531st MEETING OF THE OHIO TURNPIKE COMMISSION

April 9, 2007

Chairman: It's 10:21 a.m. Good morning. The meeting will come to order. Will the Assistant Secretary-Treasurer please call the roll?

Assistant Secretary-Treasurer: Mr. Balog

Mr. Balog: Here

Assistant Secretary-Treasurer: Mr. Regula

Mr. Regula: Here

Assistant Secretary-Treasurer: Mr. Dixon

Mr. Dixon: Here

Assistant Secretary-Treasurer: Mr. Kidston

Mr. Kidston: Here

Assistant Secretary-Treasurer: Bonnie Teeuwen, representing ODOT

Ms. Teeuwen: Here

Assistant Secretary-Treasurer: Ms. Thagard, representing Pari Sabety from OBM.

Ms. Thagard: Here

Assistant Secretary-Treasurer: I did not see Representative Reinhard here. We do not have a Senate Representative at the moment, and we don't have anyone representing Lt. Governor Fisher.

Chairman: Thank you. ODOT Director, Jim Beasley, is unable to attend so we have Bonnie Teeuwen here on behalf of the ODOT Director. Again, as you heard earlier, on behalf on Pari Sabety, we have Suzette Thagard. Welcome to both of you. We have a number of guests here today and I would like to go ahead and have everyone introduce themselves in keeping with past practices. Jim, would you start?

Those in attendance: Jim Steiner, CFO/Comptroller, Ohio Turnpike; Jerry Pursley, Deputy Executive Director; Dan Castrigano, Chief Engineer; Heidi Jedel, Ohio Turnpike; Lori Partridge, Ohio Turnpike; Kathy Weiss, Director of Contracts Administration, Ohio Turnpike; Rob Fleischman, Assistant Chief Engineer, Ohio Turnpike; David Miller, Director

of Audit and IC, Ohio Turnpike; Mike Burgess, URS; Tim Ujvari, Maintenance Engineer, Ohio Turnpike; Tony Yacobucci, HNTB; Joshua Burks, HNTB; John Lee, J.P. Morgan; Mark Fisher, A.G. Edwards; John Petty, Nat City Investments; John Conner, Key Bank Capital Markets; Brett Bailey, Key Bank Public Sector; Don Taggart, Ohio Operating Engineers; Floyd Jeffries, Ohio Operating Engineers; Glenn Stevens, G. Stevens; Lauren Hakos, Public Affairs Manager, Ohio Turnpike; Bob Hagestrom, AVI Food Systems.

Absent: Representative from Governor's Office.

Chairman: Thank you. This is the 531st Meeting of the Ohio Turnpike Commission. We are here meeting at the Commission's headquarters as provided for in the Commission's Code of Bylaws for a *special* meeting. Various reports will be received and we will act on several resolutions of which draft copies have been previously sent to the members and updated drafts are in the members' folders. The resolutions will be explained during the appropriate reports. May I have a motion to adopt the minutes of the March 19, 2007 Commission Meeting?

Mr. Dixon: So moved

Chairman: Is there a second?

Mr. Kidston: Second

Chairman: Call the roll please.

Executive Director: Mr. Dixon

Mr. Dixon: Yes

Executive Director: Mr. Kidston

Mr. Kidston: Yes

Executive Director: Mr. Regula

Mr. Regula: Yes

Executive Director: Mr. Balog

Mr. Balog: Yes

Executive Director: Ms. Teeuwen

Ms. Teeuwen: Abstain

Executive Director: Four yeas and the minutes are approved.

Chairman: Thank you. If there are no questions, we will proceed with the report of the Secretary-Treasurer, Mr. Dixon.

Secretary-Treasurer: Since there has only been a short period of time from our last meeting Mr. Chairman, the reports have not been finalized for this period. They will be distributed and read at the next regularly scheduled meeting. Therefore, the only correspondence has been the minutes of our previous meeting.

Mr. Chairman: Thank you Mr. Dixon. Executive Director, Mr. Suhadolnik.

Executive Director: Thank you Mr. Chairman. I have two items. I have a resolution authorizing the Executive Director to enter into an agreement with the Ohio Department of Transportation for the construction of improvements to Ohio Turnpike Interchange 180 and State Route 8 in Summit County. The Commission agrees that the redesign, rehabilitation and improvement of State Route 8 and Ohio Turnpike Interchange 180 will better serve the traveling public and the Commission and ODOT entered into an agreement dated April 27, 2004 for the acquisition of all right of way necessary for this project. This is the second agreement that is necessary for Phase II of the project. The Commission will reimburse ODOT in an amount not to exceed \$14 million dollars for the construction and improvements to Ohio Turnpike Interchange 180 and its portion of the connecting roadways to State Route 8 in Summit County. If the General Counsel would please read the resolved.

General Counsel: RESOLVED that the Executive Director and General Counsel are hereby authorized to negotiate and execute a Phase II agreement with the Ohio Department of Transportation for the purpose of constructing improvements to Ohio Turnpike Interchange 180 and those connecting roadways to State Route 8 in Summit County, which PROJECT shall be designated Ohio Turnpike Commission Project No. 74-03-01, and ODOT Project No. 24508 SUM 8, which agreement may include the reimbursement of ODOT in an amount not to exceed Fourteen Million Dollars (\$14,000,000.00) for said improvements;

FURTHER RESOLVED, the Executive Director and Chief Engineer are authorized to take any and all actions necessary to carry out the terms of said agreement.

Chairman: Motion to adopt?

Mr. Kidston: So moved

Chairman: Is there a second?

Mr. Regula: Second

Chairman: Discussion on the motion or questions? I just have one real quick question and probably direct this to the Executive Director, maybe to Mr. Steiner. From a

budgeting standpoint, \$14 million dollars is a fairly large number, do we have this in our capital improvements for the future?

CFO/Comptroller: Mr. Chairman, we have that scheduled for 2009. I am not sure exactly what the timing is at this point, but that is when we have it scheduled.

Chairman: I would anticipate that would probably be where they are at in the process. I will ask the ODOT representative if they have any time that they need the money.

Ms. Teeuwen: No, but I will find out.

Chief Engineer: Mr. Chairman, if I may. Myself and several members of my staff attended a meeting on, I believe, March 30th at District 4 and they are still on schedule for 2009.

Chairman: Excellent. Thank you. Any other questions? Call the roll please.

Executive Director: Mr. Regula

Mr. Regula: Yes

Executive Director: Mr. Kidston

Mr. Kidston: Yes

Executive Director: Mr. Dixon

Mr. Dixon: Yes

Executive Director: Mr. Balog

Mr. Balog: Yes

Executive Director: Ms. Teeuwen

Ms. Teeuwen: Yes

Executive Director: Five yeas and the resolution is adopted.

RESOLUTION NO. 8-2007

Resolution Authorizing the Executive Director to Enter into an Agreement with The Ohio Department of Transportation for the Construction of Improvements to Ohio Turnpike Interchange 180 and State Route 8, Summit County

WHEREAS, Section 5537.04(10) of the Ohio Revised Code provides that the Commission may make or enter into all contracts and agreements necessary to the performance of its duties and the execution of its powers;

WHEREAS, Section 5537.28 of the Ohio Revised Code authorizes the Commission to make infrastructure improvements to the Ohio Turnpike and connecting roadways within one mile of an interchange;

WHEREAS, Section 5501.03(C) of the Ohio Revised Code provides that the Director of Transportation may coordinate the activities of the Ohio Department of Transportation (ODOT) with other appropriate public authorities and enter into contracts with such authorities as necessary to carry out its duties, powers and functions;

WHEREAS, ODOT and the Commission have mutually determined that it is in the public interest and for the benefit of public safety to make improvements to State Route 8 and Ohio Turnpike Interchange 180, Summit County, Ohio;

WHEREAS, ODOT and the Commission agree that the redesign, rehabilitation and improvement to State Route 8 and Ohio Turnpike Interchange 180 shall better serve the traveling public and shall hereinafter be referred to as the PROJECT; and

WHEREAS, the Commission and ODOT entered into an Agreement dated April 27, 2004 for the acquisition of all right-of-way necessary for the PROJECT in accordance with current State and Federal regulations, and further provided that the Commission reimburse ODOT in the amount of One Million, One Hundred Forty Thousand Dollars (\$1,140,000.00) for right-of-way acquisitions required for Commission operations and necessary for the rehabilitation and improvement of Ohio Turnpike Interchange 180 and its portion of connecting roadways to State Route 8, Summit County;

WHEREAS, ODOT and the Commission agree that a second agreement is necessary for Phase II of the PROJECT that sets forth the respective duties and responsibilities of each party for the construction and maintenance of the PROJECT, including the cost thereof to the Commission;

WHEREAS, the Commission's Chief Engineer and Executive Director have reviewed the PROJECT and both concur that it is in the Commission's best interests to enter into this agreement with ODOT, and reimburse ODOT in an amount not to exceed Fourteen Million Dollars (\$14,000,000.00) for the construction of improvements to Ohio Turnpike Interchange 180 and its portion of the connecting roadways to State Route 8 in Summit County;

NOW, THEREFORE, BE IT

RESOLVED that the Executive Director and General Counsel are hereby authorized to negotiate and execute a Phase II agreement with the Ohio Department of Transportation for the purpose of constructing improvements to Ohio Turnpike Interchange 180 and those connecting roadways to State Route 8 in Summit County, which PROJECT shall be designated Ohio Turnpike Commission Project No. 74-03-01, and ODOT Project No. 24508 SUM 8, which agreement may include the reimbursement of ODOT in an amount not to exceed Fourteen Million Dollars (\$14,000,000.00) for said improvements;

FURTHER RESOLVED, the Executive Director and Chief Engineer are authorized to take any and all actions necessary to carry out the terms of said agreement.

(Resolution No. 8-2007 adopted April 9, 2007)

Executive Director: I have one more resolution Mr. Chairman. I have a resolution declaring the Commission's intention to reconstruct Indian Meadow and Tiffin River service plaza facilities located at Milepost 20.8 in Williams County and Oak Openings and Fallen Timbers service plaza facilities located at Milepost 49 in Lucas County. Sometime ago the Commission adopted Resolution No. 24-2005 with the intention to replace Indian Meadow and Tiffin River Service Plazas and Oak Openings and Fallen Timbers Service Plazas with one pair of service plaza facilities centrally located in Fulton County. We have now come to the conclusion that we should renovate and reconstruct the two sets of original service plaza facilities located in Williams and Lucas Counties in order to continue to efficiently serve the needs of the traveling public using the Ohio Turnpike, and in order to minimize the need for acquiring additional property currently being utilized for agricultural purposes. Additionally, the Village of Swanton needs to renew various EPA permits and our plans affect their capacity needs. So passing this resolution will tell them that we intend to remain a customer and they should plan their treatment facilities accordingly. If the General Counsel would please read the resolved.

General Counsel: RESOLVED that the Commission intends to replace and reconstruct the two sets of service plaza facilities located in Williams and Lucas Counties where they are currently located in conjunction with its Capital Improvement Program;

FURTHER RESOLVED, the Executive Director and Chief Engineer are authorized to develop plans and specifications for the replacement and reconstruction of Indian Meadow & Tiffin River Service Plazas at Milepost 20.8 in Williams County and Oak Openings & Fallen Timbers Service Plazas at Milepost 49.0 in Lucas County , and to notify the appropriate local officials representing both jurisdictions of the Commission's intentions to replace and reconstruct said service plaza facilities, and to coordinate with the local officials regarding the anticipated public utility and infrastructure requirements of the facilities.

Chairman: Motion to adopt?

Mr. Kidston: So moved

Chairman: Is there a second?

Mr. Regula: Second

Chairman: Questions or discussions? Ed this is in your backyard.

Mr. Kidston: I appreciate it.

Chairman: In support of the resolution I assume?

Mr. Kidston: Absolutely.

Chairman: Call the roll please.

Executive Director: Mr. Kidston

Mr. Kidston: Yes

Executive Director: Mr. Regula

Mr. Regula: Yes

Executive Director: Ms. Teeuwen

Ms. Teeuwen: Yes

Executive Director: Mr. Dixon

Mr. Dixon: Yes

Executive Director: Mr. Balog

Mr. Balog: Yes

Executive Director: Five yeas and the resolution is adopted. That is all I have Mr. Chairman.

RESOLUTION NO. 9-2007

**Resolution Declaring the Commission's Intention to Reconstruct
Indian Meadow & Tiffin River Service Plaza Facilities located at Milepost 20.8 in
Williams County and Oak Openings and Fallen Timbers Service Plaza Facilities
Located at Milepost 49.0 in Lucas County**

WHEREAS, Ohio Revised Code Sections 5537.03 and 5537.04 authorize the Commission to maintain, construct and operate the Ohio Turnpike System, including those service facilities it deems necessary to operate the Ohio Turnpike; and

WHEREAS, the Commission desires to continually provide for the transportation needs of Ohio travelers and to effectively operate and maintain the Ohio Turnpike and its service plaza facilities; and

WHEREAS, the Commission adopted Resolution No. 24-2005 with the intention to replace Indian Meadow & Tiffin River Service Plazas and Oak Opening & Fallen Timbers Service Plazas with one (1) pair of Service Plaza Facilities centrally located in Fulton County; and

WHEREAS, the Commission constructed the Oak Openings and Fallen Timbers Service Plazas at Milepost 49.0 in Lucas County, as part of the original construction of the Ohio Turnpike, which service facilities have not been reconstructed since their opening and are in need of significant repair and renovation; and

WHEREAS, the Indian Meadow and Tiffin River Service Plazas at Milepost 20.8 in Williams County have been closed and subsequently demolished pursuant to Resolution No. 32-2005; and

WHEREAS, the Executive Director has recommended that the Commission renovate and reconstruct the two sets of original service plaza facilities located in Williams and Lucas Counties in order to continue to efficiently serve the needs of the traveling public using the Ohio Turnpike, and in order to minimize the need for acquiring additional property currently being utilized for agricultural purposes.

NOW, THEREFORE, BE IT

RESOLVED that the Commission intends to replace and reconstruct the two sets of service plaza facilities located in Williams and Lucas Counties where they are currently located in conjunction with its Capital Improvement Program;

FURTHER RESOLVED, the Executive Director and Chief Engineer are authorized to develop plans and specifications for the replacement and reconstruction of Indian Meadow & Tiffin River Service Plazas at Milepost 20.8 in Williams County and Oak Openings & Fallen Timbers Service Plazas at Milepost 49.0 in Lucas County , and to notify the

appropriate local officials representing both jurisdictions of the Commission's intentions to replace and reconstruct said service plaza facilities, and to coordinate with the local officials regarding the anticipated public utility and infrastructure requirements of the facilities.

(Resolution No. 9-2007 adopted April 9, 2007)

Chairman: Thank you. Next we will go to Chief Engineer, Dan.

Chief Engineer: Thank you Mr. Chairman and Commission Members. I have two resolutions for your consideration this morning. The first resolution pertains to the resolution that we just passed regarding the Indian Meadow and Tiffin River Service Plazas. In anticipation of replacing the service plazas in the western portion of the Turnpike with one set of plazas in Fulton County in August 2004 we issued a request for proposal to develop preliminary site plans for the new service plazas. That RFP was awarded to CT Consultants of Willoughby, Ohio. As you just heard, we are now planning on rebuilding the plazas in Williams County. These plazas will require similar site design services that were anticipated for the Fulton County plazas. We can take these preliminary site plans and transfer these to the Williams County location. This was permitted by the original agreement RFP with CT. We received a proposal from CT Consultants in an amount not to exceed \$84,703.00 to modify the site design plans to be reconstructed in Williams County. At the completion of these preliminary services there will be another resolution. The Commission will develop the detailed site design for the service plazas. If the General Counsel would please read the resolved.

Chairman: Hold on one minute please. Go ahead.

General Counsel: RESOLVED that the Commission hereby authorizes and directs the executive director and the director of contracts administration to amend the Contract with CT Consultants to include the performance of the required additional services.

Chairman: Motion to adopt?

Mr. Kidston: So moved

Chairman: Is there a second?

Mr. Regula: Second

Chairman: Any questions or discussion?

Mr. Dixon: Yes, please. I am trying to understand. Two years ago, we commissioned a site in where?

Chief Engineer: Fulton County.

Mr. Dixon: In Fulton County and we understood that back then that we were going to use those same services, a similar type before this went out, the site that we are working on now, correct?

Chief Engineer: Mr. Chairman and Commission Member Dixon, the Commission at that time, when the RFP was issued in 2004, the Commission approved it in 2005, and it was to do preliminary site plans for a new set of service plazas in Fulton County.

Mr. Dixon: In Fulton County.

Chief Engineer: The same site design, the same geometry for the site can now be transferred to Williams County and not redo the work again.

Mr. Dixon: So that's a good thing.

Chief Engineer: Yes. We are saving time and money by using the same.

Mr. Dixon: That is what I am trying to get at. Can you give me an idea of how much time and money we are saving by not having to go out again?

Chief Engineer: Mr. Chairman and Commission Member Dixon, as far as time goes we are probably saving, scheduling it with the Commission Meetings, three months from getting somebody new kicked off to go through that procedure and I would estimate since we spent \$45,000.00 with CT to do the initial phases, we are probably saving in the neighborhood of \$75,000.00 to \$100,000.00 by taking this, that is just my estimate.

Chairman: We are not going to build the facility midway between the two by the previous resolution, that's what we have decided.

Mr. Dixon: Okay and we are going to pay them an additional \$84,000.00.

Chief Engineer: Now this \$84,000.00 will get us a modified site plan for Indian Meadow and Tiffin River, taking into consideration what utilities have to be run to the site from West Unity or the surrounding areas. We could also then, if the Commission so desires, take this site plan that is developed for Indian Meadow and Tiffin River and bring it to Fallen Timbers and Oak Openings with some other minor modifications.

Mr. Dixon: Alright, I don't want to hold up the meeting, could you just get to me, Gary, when we built one of our other stations? Just how much it costs us to build it, this phase, just so that I can prepare.

Executive Director: Sure, no problem.

Mr. Dixon: I don't want to hold this up.

Chief Engineer: Yes, we can get the information to you.

Mr. Dixon: Thank you.

Chairman: I think one of the issues as to why we need to go ahead, in effect, “redesign” the facilities is that there has been some discussion with the fuel suppliers that they have talked about that they would like to be able to service both the automotive and commercial users with one attendant versus having to have an attendant for both locations. They also would like to have the availability of a c-store (convenience store) for the automotive people, so that it is more convenient and more user-friendly when the person needs to buy a bottle of aspirins or a piece of candy, something of that nature, so that is the whole idea of going ahead and redesigning that facility.

Mr. Dixon: I am in agreement with you, that’s why I am just wondering in two years with certain changes in technologies and ways of looking at things, I am in agreement with you. So I am wondering if we are being wise in using the same plans.

Chairman: We were actually, as we started with the other one, looking at doing more of a truck facility also.

Mr. Dixon: No problem and I understand that we are working to try and save us money. I just want to get the information, so that I can juggle it in my mind.

Chairman: Thank you.

Chief Engineer: Mr. Chairman, one final comment. Mr. Dixon you made the comment about technologies, etc., what we have right now as far as a preliminary design is only the geometry of the site, there has been no hardware designed into this site yet.

Mr. Dixon: So you just feel confident with just taking this base and anything that we want changed or to add on to, we still have that ability?

Chief Engineer: That’s correct and the one modification that the Chairman mentioned, the single attendant point, has already been designed into the site that we have from CT.

Mr. Dixon: That’s good. Thank you Mr. Chairman.

Chairman: Thank you. Any further questions? Call the roll.

Executive Director: Mr. Kidston

Mr. Kidston: Yes

Executive Director: Mr. Regula

Mr. Regula: Yes

Executive Director: Mr. Dixon

Mr. Dixon: Yes

Executive Director: Mr. Balog

Mr. Balog: Yes

Executive Director: Ms. Teeuwen

Ms. Teeuwen: Yes

Executive Director: Five yeas and the resolution is adopted.

RESOLUTION NO. 10-2007

Resolution Directing the Executive Director to Amend the Contract with CT Consultants

WHEREAS, in August 2004, the Commission issued a Request for Proposals (“RFP”) to select a professional engineering firm to perform site design and environmental engineering services for the development of new Service Plazas, which at the time were contemplated to be built in Fulton County, Project 71-04-07; and

WHEREAS, the Commission selected **CT Consultants** of Willoughby, Ohio to perform said professional design and engineering services; and

WHEREAS, under the professional design and engineering services Contract, as executed on January 20, 2005 by the Commission with CT Consultants, \$45,000.00 in fees were expended for the site design and environmental engineering services performed; and

WHEREAS, the Commission has now made the decision to move forward with reconstruction of the Indian Meadow & Tiffin River Service Plazas that were recently demolished at Milepost 20.8 in Williams County; and

WHEREAS, the project for site design services at the Indian Meadow & Tiffin River Service Plazas has been designated as Project 71-07-05; and

WHEREAS, the reconstruction project in Williams County will require similar site design services as were contemplated in the original RFP for Project 71-04-07, and CT is qualified and willing to transfer the work performed in contemplation of a construction project in Fulton County to the reconstruction project in Williams County; and

WHEREAS, CT Consultants has submitted a proposal for preliminary site design services for the reconstruction project in Williams County in the total estimated amount of **\$84,703.00**; and

WHEREAS, the chief engineer has reviewed the CT Consultants proposal and has recommended that the CT Consultants site design services Contract be amended to authorize that firm to perform the required preliminary design services in the estimated amount of **\$84,703.00**; and

WHEREAS, the executive director concurs with the chief engineer's recommendation that the site design services Contract with CT Consultants be amended to allow for the performance of the required services for the Williams County Service Plaza reconstruction project; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby authorizes and directs the executive director and the director of contracts administration to amend the Contract with CT Consultants to include the performance of the required additional services.

(Resolution No. 10-2007 adopted April 9, 2007)

Chairman: Thank you.

Chief Engineer: Thank you Mr. Chairman. The final resolution I have this morning is a resolution awarding Contract 59-07-02 for Repairs and Resurfacing of the Eastbound and Westbound Roadways from Mileposts 80.5 to 91.2 located in Ottawa and Sandusky Counties, Ohio. The Commission Members may recall that at the last Commission Meeting in March we rejected bids received in response to this contract and re-advertised. As a result of the re-advertising, we received two bids in response to the contract. The apparent low bid was submitted by The Shelly Company of Findlay, Ohio in the amount of \$7,195,370.80. The total amount bid is below the revised engineer's estimate and this bidder has performed satisfactorily for the Commission in the past. The resolution also contains the provisions to assign Quality Control Inspection, Inc., of Bedford, Ohio, for performing construction inspection and BBC&M Engineering, Inc., of Valley View, Ohio, for the purposes of performing materials testing. If the General Counsel would please read the resolved.

General Counsel: RESOLVED that the bid of **The Shelly Company of Findlay, Ohio**, in the amount of **\$7,195,370.80** for the performance of Contract No. 59-07-02 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 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 the Commission hereby authorizes the executive director and the chief engineer to assign **Quality Control Inspection, Inc.**, of **Bedford, Ohio** to Contract 59-07-02 for the purpose of performing construction inspection, and **BBC&M Engineering, Inc.**, of **Valley View, Ohio** for the purpose of performing material testing and inspection, with such assignments in accordance with the 2007-2008 General Engineering Services Agreements between the Ohio Turnpike Commission and said engineering firms; and

[FURTHER RESOLVED that Project No. 59-07-02 is designated a System Project under the Commission's 1994 Master Trust Agreement.]

Chairman: Motion to adopt?

Mr. Kidston: So moved

Chairman: Is there a second?

Mr. Dixon: Second

Chairman: Questions or discussion on the resolution?

Mr. Dixon: These are the companies that submitted this list.

Chief Engineer: Chairman and Commission Member Dixon, I don't have that package in my folder. Maybe the Director of Contracts Administration can address that?

Mr. Dixon: This list of companies that I have here.

Director of Contracts Administration: Mr. Chairman and Commission Member Dixon, that list that you are looking at is the list of companies that were sent a notice.

Mr. Dixon: How many companies responded is my question?

Director of Contracts Administration: There were 67 companies sent the notice, there were nine that took out plans and there were two bidders on the project.

Mr. Dixon: Why?

Director of Contracts Administration: Chairman and Commission Member Dixon, I am afraid I cannot answer that question.

Chairman: Mr. Dixon, my comment on it would be is that this is a very big project and this really has to be set up for somebody who is prepared to do interstate roadway resurfacing. There are very few contractors around. Recently, Shelly just bought the four or five plants of Kenmore, who was a contractor in the construction business, they are doing the

work for District 12 on I-480 presently, for example. It's just becoming consolidated. Shelly has bought so many people already they own the mill, they own the plants, they own the quarries, and it is very hard to compete with them and they specialize in contracts like this that require a significant amount of material and it's not that much labor, it is more materials. They have the ability to do it.

Mr. Dixon: We already had the conversation about Shelly and Shelly & Sands, right? They are different, right?

Chairman: They are different companies.

Mr. Dixon: Yes, we had that conversation. Alright, so that has become the big dog in this area.

Chairman: Yes and there aren't very many dogs around. If you look through the list, it's just about everybody who is in the paving business and some who aren't even in the paving business. There are just not that many potential bidders.

Mr. Dixon: Okay. Thank you.

Chairman: I think we also asked ODOT to look at this and see if they had any suggestions for us, to help us or had any contractors, it would be appreciated.

Mr. Kidston: Mr. Chairman, I brought up at the last meeting that I was curious if these types of contracts can be broken up into smaller assignments, so that the large amount of bonding required for a \$5, 6, or 7 million dollar job can be broken up into two different projects and still be performed if the bonding level is lower.

Chief Engineer: Mr. Chairman and Commission Member Kidston, if we start breaking up, it is not quite like an herbicide contract or the striping where we could break up something like that, if we broke this into smaller sections the logistics of getting this done with the joining sections and also with the very limited time frame that we have out there where we have to keep the roads clear during the peak summer traffic, that may be a logistics problem.

Mr. Kidston: Okay. I was just curious.

Chairman: This is a 10-mile contract and our requirements are that they have to be completed before the July 4th holiday?

Chief Engineer: That was our original intention, Mr. Chairman, in the original bid that it was to be completed before the July 4th holiday. Now since we rejected it, and we are coming back to bid now, and we lost some time, we are splitting it into two phases. The first phase, the one-directional roadway, is going to be completed prior to the end of June. Clear off the road for July and August and then come back after Labor Day and do the other direction. So we stay away from the peak period.

Chairman: So we will still be clear for the months of July and August?

Chief Engineer: Yes, so we will be clear during summer.

Chairman: That is probably a good way to do it. Any other questions or comments?

Mr. Regula: Mr. Chairman, just one question for Dan. Approximately how much material do they take off and then do they put back on per the specs of this thing?

Chief Engineer: Mr. Chairman and Commission Member Regula, we are taking about three inches off of the roadway and putting back a leveling course, a base course and then a surface course.

Mr. Regula: So it ends up being about the same amount?

Chief Engineer: We are coming back at the same grade as we had.

Mr. Regula: What percentage do we allow them to reuse existing material and mix with new material on there?

Chief Engineer: We are currently recycling in the intermediate course. I have been looking at some of the specifications and, I believe, ODOT is now initially using some recycled material on the surface course to try and save some money on the materials. We are going to take a look at that also on our next round of contracts.

Mr. Regula: So, in essence, they take that old material and mix it with new tar and asphalt, per se, and put it right back down again. Do they do that on-site or through a system, or do they truck it away?

Chief Engineer: They truck it away to their asphalt mill and do it at the mill.

Mr. Regula: Just curious. Thank you.

Chairman: Call the roll.

Executive Director: Mr. Kidston

Mr. Kidston: Yes

Executive Director: Mr. Dixon

Mr. Dixon: Yes

Executive Director: Mr. Regula

Mr. Regula: Yes

Executive Director: Mr. Balog

Mr. Balog: Yes

Executive Director: Ms. Teeuwen

Ms. Teeuwen: Abstain

Executive Director: Four yeas and the resolution is adopted.

RESOLUTION NO. 11-2007

Resolution Awarding Contract No. 59-07-02 (Re-bid)

WHEREAS, the Commission has duly re-advertised according to law for bids upon a Contract for Repairs and Resurfacing of the Eastbound and Westbound Roadways from Milepost 80.5 to 91.2 located in Ottawa and Sandusky Counties, Ohio, herein designated **Contract No. 59-07-02**; and

WHEREAS, the Commission has received bids from two bidders for the performance of said Contract; and

WHEREAS, said bids have been reviewed and analyzed by the Commission's chief engineer, and he has submitted a report concerning such analysis, which report is before the Commission; and

WHEREAS, the chief engineer reports that the lowest responsive and responsible bid for the performance of Contract No. 59-07-02 was received from **The Shelly Company of Findlay, Ohio**, in the amount of **\$7,195,370.80**, which bid he recommends be accepted by the Commission; and

WHEREAS, the Commission has also been advised by the director of contracts administration that all bids for Contract No. 59-07-02 were solicited on the basis of the same terms and conditions and the same specifications, that the bid of The Shelly Company for Contract No. 59-07-02 conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54, and that a performance bond with good and sufficient surety has been submitted by The Shelly Company; and

WHEREAS, the Commission's executive director has reviewed the reports of the chief engineer and the director of contracts administration and, predicated upon such analysis, has made his recommendation to the Commission to award Contract No. 59-07-02 to The Shelly Company; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **The Shelly Company of Findlay, Ohio**, in the amount of **\$7,195,370.80** for the performance of Contract No. 59-07-02 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 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 the Commission hereby authorizes the executive director and the chief engineer to assign **Quality Control Inspection, Inc.**, of **Bedford, Ohio** to Contract 59-07-02 for the purpose of performing construction inspection, and **BBC&M Engineering, Inc.**, of **Valley View, Ohio** for the purpose of performing material testing and inspection, with such assignments in accordance with the 2007-2008 General Engineering Services Agreements between the Ohio Turnpike Commission and said engineering firms; and

[FURTHER RESOLVED that Project No. 59-07-02 is designated a System Project under the Commission's 1994 Master Trust Agreement.]

(Resolution No. 11-2007 adopted April 9, 2007)

Chief Engineer: That is all I have this morning.

Chairman: Thank you Dan. Staff reports, Mr. Steiner.

CFO/Comptroller: No report this morning.

Chairman: Thank you, Mr. Steiner. Financial advisor, Eric Erickson.

CFO/Comptroller: He is not present.

Chairman: General Consultant

General Consultant: No report, Mr. Chairman.

Chairman: I did not see the Highway Patrol here today. Did you want to comment about the incident?

Executive Director: Mr. Chairman I don't see the Highway Patrol here either, but I am aware, I believe, it was on March 28th, I am thinking is the day that we did have a fatality out West. I still have not seen the accident report, so I don't have any details on it. But we did have our first fatality for the year on March 28th.

Chairman: It is somewhat similar to our past years, we generally have a January, February, and March with zero to one or two fatalities is a typical year for us. When you have one, it is too many, but it seems to be falling into what we would expect. Any other questions from the Members? Motion to adjourn?

Mr. Kidston: So moved

Chairman: Is there a second?

Mr. Dixon: Second

Chairman: The next regular scheduled meeting is on May 21, 2007. Call the roll please.

Executive Director: Mr. Kidston

Mr. Kidston: Yes

Executive Director: Mr. Dixon

Mr. Dixon: Yes

Executive Director: Mr. Regula

Mr. Regula: Yes

Executive Director: Mr. Balog

Mr. Balog: Yes

Executive Director: Ms. Teeuwen

Ms. Teeuwen: Yes

Executive Director: Five yeas and the meeting is adjourned.

Chairman: Thank you.

The meeting adjourned at 10:45 a.m.

Approved as a correct transcript of the proceedings of the Ohio
Turnpike Commission

George F. Dixon, Secretary-Treasurer