

**MINUTES OF THE 536<sup>th</sup> MEETING OF THE OHIO TURNPIKE COMMISSION**

**September 17, 2007**

**Chairman:** Good morning, the meeting will come to order (4:01 p.m.). 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:** Ms. Teeuwen

**Ms. Teeuwen:** Here

**Assistant Secretary-Treasurer:** That's all we have. We have a quorum, but the other members will not be here today.

**Chairman:** So Senator Buehrer, Representative Reinhard, the Office of Budget Management, and the Lt. Governor's office have all called and will not be here today. We have a number of guests here today. I would like everyone to introduce themselves. Keeping with past practice, Jim?

**Those in attendance:** Jim Steiner, Comptroller, Ohio Turnpike; Chuck Rocco, Willis of Ohio; Eric Erickson, Fifth Third Securities; Heidi Jedel, Ohio Turnpike; Jennifer Diaz, Ohio Turnpike; Kathy Weiss, Director of Contracts Administration, Ohio Turnpike; Robin Carlin, Director of Human Resources; Ohio Turnpike; Kyle Cook, Willis of Ohio; Mike Swan, Dick Corporation; John Meehan, Willis of Ohio; Howard Shergalis, Bowen & Associates; Ken Emling, Bowen & Associates; David Miller, Director of Audit and Internal Control, Ohio Turnpike; Rob Fleischman, Assistant Chief Engineer, Ohio Turnpike; Joshua Burkes, HNTB; Roger Hannay, OSHP; Jacquelyn Regula, Visitor; Stratford Shields, Morgan Stanley; Chuck Peck, Morgan Stanley; Bill Dailey, Morgan Stanley; Richard Hatton, RBC Capital Markets; Megan Browning, RBC Capital Markets; Steven Santo, Cabrera Capital Markets; John Lee, J.P.

Morgan; Tim Reidy, National City; Sherri Warner, Ohio Trucking Association; Don Taggart, Local 18; Lauren Hakos, Public Affairs Manager, Ohio Turnpike; Glenn Stephens, G. Stephens.

**Chairman:** Thank you. This is the 536<sup>th</sup> meeting of the Ohio Turnpike Commission. We are meeting here at the Commission's headquarters 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, draft copies have previously been provided to the Members. Updated drafts are in the Members' folders. The resolutions will be explained during the appropriate reports. Can I have a motion to adopt the minutes of the August 20, 2007 Commission Meeting?

**Mr. Dixon:** So moved.

**Chairman:** Is there a second?

**Mr. Regula:** Second

**Chairman:** Please call the roll.

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Yes

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Mr. Balog

**Mr. Balog:** Yes

**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes

**Assistant Secretary-Treasurer:** Mr. Kidston

**Mr. Kidston:** Yes

**Assistant Secretary-Treasurer:** Five yeas and the minutes are approved.

**Chairman:** Thank you. If there is nothing further, we will proceed with the Secretary Treasurer.

**Mr. Dixon:** Thank you Mr. Chairman. The report is as follows:

1. Minutes of the August 20, 2007 Commission Meeting

2. Traffic & Revenue Report, August, 2007
3. Total Revenue by Month and Year, August, 2007
4. Investment Report, August, 2007
5. Financial Statement, August, 2007
6. Traffic Crash Summary Report, August, 2007

All of these have been sent to the Members since the last Commission meeting of August 20, 2007.

**Chairman:** Thank you Mr. Dixon. Does anyone have any questions?

**Mr. Dixon:** Thank you Mr. Chairman.

**Mr. Chairman:** Reports. Executive Director.

**Executive Director:** Thank you Mr. Chairman and Members of the Commission. I have two resolutions today. I have a resolution to provide group health plan benefits for our employees. As Members are aware, the Commission is self insured, so this is a resolution to provide a third party to administer our healthcare benefits to our employees. The Commission issued a RFP and sent it out to thirty-six carriers, providers, and third party administrators. We advertised in five daily newspapers in Northern Ohio and we received twelve responses. The responses were analyzed by the Commission's consultant, Willis of Ohio, and several key staff members, including our CFO, our Director of Human Resources, our Accounting Manager and the Director of Contracts. We are recommending Medical Mutual to provide medical, vision and prescription and MetLife to provide dental benefits. We are also planning to make some changes to our plan. The firm selected had the greatest discount, had the lowest administrative fees and the largest network and are the best value for our Commission and for our employees. Representatives of Willis, our healthcare consultant, are here today to give a short presentation to explain how we made our evaluation and with your permission Mr. Chairman, I will ask Willis to make that short presentation.

**Chairman:** Please.

**John Meehan:** Thank you. My name is John Meehan and I represent Willis of Ohio, Inc. What I would like to do is provide a short presentation on the overview of the analysis that was conducted. First of all, in regard to Willis of Ohio, Willis in total is an international consulting and brokerage firm. Here in the United States we have approximately forty-six offices and we represent the Cleveland office of Willis. Joining me today at the table here is Chuck Rocco. Chuck served as our marketing specialist in the analysis of the quotes that came in, as well as Kyle Cook sitting in the first row here, and Kyle conducted what we refer to as a network analysis, matching up physicians with how the plans were actually utilized this past year. I guess a common benchmark would be to take a look at costs since 2005. In 2005, the

actual costs expended by the Turnpike Commission was \$8,985,000.00 and that number in 2006 rose to \$9,561,000.00, or an increase of 6.4%. In 2007, the cost increase was basically rather small and costs totaled \$9,600,000.00 for a 4/10 of 1% increase. What we did with '07, '07 is purely a projection where we took the first six months of experience on the case and we are annualizing that, so truly the total cost of '07 is not in. That's where Willis is purely projecting an annualization of costs to date. As far as 2008 is concerned, the projected cost is \$10,500,000.00 or an increase of \$900,000.00 for a percentage increase of 9.4%. The 9.4%, which certainly looks larger than the previous years, is based upon a projected forecast by the insurance carrier of an increase in claims utilization, as well as double digit rate of inflation also called "trend". Carriers today are using between 11% to 13% annual rate of inflation for healthcare. So if we look at our utilization coupled with the projected rate of inflation, the 9.4% is still a very competitive number in the marketplace. So over the three years, basically, the costs have increased on an average of \$505,000.00, or 5.4%. Again, which is considerably below what typically is going on in the market. In terms of the development of the Request for Proposal we included certain protocols and strategic planning for both the bargaining and non-bargaining unit employees in the following areas. The cost effectiveness of the plans, to take a look at the ancillary coverage, which are separate from the medical coverage, these include the prescription drug, the dental, vision and hearing coverage, our plan designs, our contribution levels that the employees pay towards the cost of healthcare and finally the projected effective date which would be January 1, 2008. The next line indicates that we sent proposals to a very comprehensive line-up of carriers. We received responses back from twelve of those vendors and of the twelve vendors we actually selected six of those vendors for finalist interviews. The process began on July 23<sup>rd</sup> with the public notice and the distribution of the RFPs to the vendors. Vendors had until August 1<sup>st</sup> to quiz the Ohio Turnpike on any questions they may have with regard to the RFP and all vendors were required to submit their proposals by August 13<sup>th</sup>. The proposal analysis took approximately two weeks and we conducted finalist interviews on August 29<sup>th</sup> and 30<sup>th</sup> and provided a comprehensive presentation of the results on September 7<sup>th</sup> and obviously today we are giving a verbal summary of the results. The methodology on how we analyze the vendors, we basically set up a point system. In the point system, the financials entailed or you could maximize the quantitative point value of 150 points for quantitative analysis under the financial side. The network discounts, the network discounts are very substantial in the case of healthcare plan and those are the discounts negotiated by insurance carriers with service providers to include hospitals and physicians and obviously the depth of the discounts certainly will drive the cost effectiveness of a healthcare plan. So anyhow, network discounts had 125 points, the network administration had 100 points, customer service 75 and the completeness of their proposal of 50 points. Two non-quantifiable areas that we assessed were the financial stability of the vendors and the flexibility of legal documents. All vendors were requested to quote on a contract basis of a self funded plan. In a self funded plan we basically pay fixed costs monthly and we pay claims as they emerge and lastly the Ohio Turnpike Commission retains the reserves. The reserves are dollars set aside for the rainy day when you cancel with the vendor that pays for claims that were incurred prior to the date cancellation that emerge after the date of cancellation. The specific stop loss deductible, we requested that they duplicate the current level of \$150,000.00. Stop loss level means that the Ohio Turnpike Commission will pay for all claims up to \$150,000.00 on a given participant and the stop loss insurance kicks in after \$150,000.00 and the carrier is responsible for that excess. The third category was the aggregate stop loss carrier and that provides protection or corridor I mean and

the corridor provides protection to the Ohio Turnpike Commission on an aggregate basis of the toll account that the Ohio Turnpike Commission will fund claims up to 110% of what we expect the claims to come in at and any claims in excess of 110% will be permanently funded by the stop loss carrier. The last area that we requested the carriers provide is quotes based upon a mature plan which represents twelve months of activity on their healthcare account. As far as the summary of the point evaluations, Medical Mutual became the lead vendor with 454 points followed by Aetna at 421, Anthem at 392 and CIGNA 388. In terms of the dental plan carriers, MetLife was the leading carrier with 41 points and Delta came in second at 37 points. The conventional carrier is listed above that. The point total for the dental plans are contained within their quantitative numbers, but they were less than the MetLife quantitative numbers. Our recommendation, the evaluation committee and Willis of Ohio recommend Medical Mutual of Ohio based upon the highest total score as well as they had the most complete and accurate proposal submission. Their discount guarantees for medical claims were at 53%. They provided the lowest fixed cost and the lowest projected expected claims. This next slide is very critical of the summary of the analysis where we are capturing the total expected gross claims to be incurred by plan participants within the Ohio Turnpike Commission for 2008. If you notice, the gross medical claims in the first column is the same for all vendors. We then applied the guaranteed discount amount, or the percentage, that each carrier was quoting within their request for proposal and on the far right-hand side, you can see that Medical Mutual continues to have the highest level of discounts at 53%, or a total of \$10,610,000.00 and Aetna at \$11,149,000.00, Anthem \$11,544,000.00 and CIGNA at \$11,775,000.00. The next line provides a capsule summary of the current plan designs that are offered to participants within the Ohio Turnpike Commission. The non-bargaining units are provided with the option to choose Plan A, Plan B or Plan C. The bargaining units are offered Plan A and Plan B. Note at the bottom of the slide, we summarized the current contribution levels that the non-bargaining units and the bargaining units pay the same amount for Plan A, Plan B, the non-bargaining unit has a contribution level in the center columns. The bargaining units do not pay for Plan B and lastly Plan C, the non bargaining units do not have an employee contribution for Plan C. We are proposing that effective 1/1/2008 for the non bargaining units, that we eliminate Plan B and Plan C primarily due to very low participation levels in those plans that we are charged an administrative fee by Medical Mutual. The more plans you carry with them, the more it's an administrative overhead charge to them, so therefore with such few participants we are recommending the elimination of B and C and therefore, we will offer Plan A to the non-bargaining employees with some very modest plan design changes and the plan design changes will include a deductible change, a coinsurance change and a total out-of-pocket change. It's anticipated that we will keep the contribution levels the same for Plan A going forward as what they currently are. On the next slide we would provide a summary of changes to the prescription drug plan and if you notice the center column provides a summary of the current plan designs for generic formulary and non-formulary drugs on a retail setting as well as a mail order setting. On the far right-hand column are the proposed changes to take effect on January 1, 2008 for the non-bargaining units. The next slide provides an overview of the comparison on the dental plan. We are recommending a change in administrators on the dental plan from Medical Mutual to MetLife to take effect on January 1, 2008. The benefits that exist today, the benefit design level will remain the same under MetLife as it is currently today under Medical Mutual of Ohio. The one significant difference with MetLife is that they will be offering what's referred to as a "preferred provider organization" and that's where dentists have signed up to a network with MetLife and if your plan participants go

to those dentists that are in the network, naturally services will be discounted and as the employee pays coinsurance on different levels of services on the dental plan, they will be paying a coinsurance on a lesser value, so the out-of-pocket costs to your employee, if they go to a provider that is in the network in the MetLife plan will pay lesser out-of-pocket costs going forward than what they are today. If the employee does not use the network and they go outside the network, their benefit plan will be exactly as it exists today with no benefit change, so this is a win-win for both the employee as well as the Ohio Turnpike Commission in terms of the pricing. So we recommend that change to occur also on 1/1/2008. On a composite basis we recommend that we select Medical Mutual of Ohio as the administrator for the Ohio Turnpike Commission's medical, prescription drug, vision and hearing benefits. That we maintain our current contract provisions of the \$150,000.00 specific stop loss deductible, 110% aggregate corridor which represents the maximum financial exposure to the Ohio Turnpike Commission and we continue on a paid stop loss contract. We also recommend that we install the modest plan design changes for both the medical and prescription drug for the non-bargaining unit and again, these include increases in deductible and coinsurances as well as co-payments for the prescription drugs. Finally, we recommend that we transfer our dental plan from Medical Mutual of Ohio over to MetLife effective 1/1/2008.

Mr. Chairman that concludes my summary on the healthcare RFP process.

**Chairman:** Thank you very much.

**John Meehan:** I'd be happy to answer any questions.

**Chairman:** Tell us, just your opinion and your expertise, how does our plan for our employees compare with what's out there in the industry in this day and age and what other employers are doing? Are we top, bottom, middle what's your thoughts?

**John Meehan:** In terms of, first of all, private industry, obviously, it's a superb program where deductibles in the private industry are running around \$300-\$500 compared to our proposed deductible of \$200. On coinsurance, the outside marketplace is around \$2,300 per year and our proposed will be \$2,000 compared to the market of around \$2,300 for a single and \$4,600 for family. On a total out-of-pocket basis, again outside industry would be around \$2,650, total out-of-pocket if the individual went for a major hospital stay compared to the Turnpike which will be \$1,200 on the proposed plans. Contributions in the open marketplace, again private industry, will run around \$90-\$100 per month for single coverage in a range of \$245 to approximately \$300 a month for family coverage. The contributions that we are proposing going forward is that we keep our contribution levels the same at \$34.00 a month for single coverage, \$68.00 per month for two person and \$99.00 for family. In terms of government, the plan is better than the Ohio State plan and probably equal to or better than most other public units that Willis of Ohio handled.

**Chairman:** Thank you. We just don't see it when you are out there in the field everyday, we just don't know how it compares. Questions from Members of the Commission? Mr. Dixon.

**Mr. Dixon:** Yes, we've gone up 9%. Our fees will go up 9% in 2008, is our usage going to go up 9, are you estimating that our usage goes up 9%?

**John Meehan:** That's an excellent question because that purely represents an estimate of the liability for 2008 we convert since we self fund. We pay as you go as claims are incurred and emerge for payment and the Ohio Turnpike makes payment for those claims. The variable is claims could come in lower than the 9.4% projection. Chuck is that expected or?

**Chuck Rocco:** This amount represents the expected amount.

**John Meehan:** It is based upon expected claims. Again, claims can either run equal to, less than or greater than. Typically, keep in mind, that a healthcare plan about every three to four years experiences an up-tick in claims. It is a general rule of thumb that about two out of three or three out of four years in general it is a very level-type prediction, but occasionally you could have the up-tick and that would be normal. The projection though for 2008, quite frankly, is based upon claim activity for the first half of 2007 and they are trying to project in the 2008, where they think that utilization level will be. So yes it can come in at less than 9.4%, it is expected that if it continues in the same course that it is going it would be 9.4%.

**Chairman:** Questions? Thank you very much.

**Executive Director:** Concluding the explanation, I'll ask the legal counsel to read the resolved.

**General Counsel:** RESOLVED that the proposal from Medical Mutual for Group Health Plan Benefits (exclusive of dental benefits) is deemed by the Commission to be the best among all proposals received, and that the Executive Director and Director of Contracts Administration are hereby directed to award, and negotiate, as necessary, a Contract for the Commission's Group Health Plan Benefits (exclusive of dental benefits) with **Medical Mutual of Ohio, Inc.** commencing January 1, 2008, for a Contract term of one (1) year with two (2) possible successive one-year renewal terms; and

FURTHER RESOLVED that the proposal from MetLife for Group Dental Benefits is deemed by the Commission to be the best among all proposals received, and that the Executive Director and the Director of Contracts Administration are hereby directed to award, and negotiate, as necessary, a Contract for the Commission's Group Dental Benefits with **MetLife** commencing January 1, 2008, for a Contract term of one (1) year with two (2) possible successive one-year renewal terms; and

FURTHER RESOLVED that the Executive Director and the CFO/Comptroller are authorized to annually put into place such employee contributions as are necessary for maintaining a cost effective employee Group Health Care Program.

**Chairman:** Motion to adopt?

**Mr. Regula:** So moved

**Chairman:** Is there a second?

**Ms. Teeuwen:** Second

**Chairman:** Discussion or questions on the motion? Mr. Dixon.

**Mr. Dixon:** I didn't ask him this because he is not really involved in it, refresh my memory on the process we used to select Willis.

**General Counsel:** I would have to defer to the Director of Contracts Administration.

**Chairman:** Kathy

**Director of Contracts Administration:** Mr. Chairman and Commissioner Dixon, the procedure that was used to select Willis of Ohio was one of our typical RFP for professional services. We conducted that process beginning at the end of January of 2007. I don't have the figures in front of me as to the actual number of companies that we sent the proposal to, but if my memory serves me correctly, there were roughly thirty companies on that list and we received somewhere in the neighborhood of six to seven responses. Again, I don't have that information in front of me.

**Executive Director:** Five

**Director of Contracts Administration:** Was it five? But we did receive several responses and then evaluated them and Willis was deemed to have submitted the best proposal and has served as our consultant since that time.

**Chairman:** Anything further Mr. Dixon?

**Mr. Dixon:** That's it. Thank you.

**Chairman:** I just have a question while you are up, I see that we have the two one-year successive options on both medical and the dental is that at our option?

**Director of Contracts Administration:** Yes

**Chairman:** Those are at our option, so we can extend if we so desire?

**Director of Contracts Administration:** Yes

**Chairman:** And then the last paragraph of the resolution talks about the employee contribution could be amended. Does that indicate that after we go through this year and if we have the one out of every four years, which is very high, we could go ahead and adjust the employee contributions for the successive years?



**Director of Contracts Administration:** Mr. Chairman and Commission Members, I think you are interpreting that correctly. Although, as we've indicated in the Executive Summary, the issue with respect to the bargaining unit employees is being discussed as we go through those negotiations, but certainly with respect to the non-bargaining unit employees as we renew the contract each year, I think we will be examining the costs and the contribution levels and what this authorizes us to do is to maintain a cost effective program.

**Chairman:** Thank you. Please call the roll.

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes

**Assistant Secretary-Treasurer:** Mr. Kidston

**Mr. Kidston:** Yes

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Yes

**Assistant Secretary-Treasurer:** Mr. Balog

**Mr. Balog:** Yes

**Assistant Secretary-Treasurer:** Fives yeas and the resolution is adopted.

### **RESOLUTION NO. 36-2007**

#### **Resolution Directing the Executive Director to Take Immediate Action Concerning Award of Contract for Group Health Plan Benefits Covering Commission Employees**

WHEREAS, on July 23, 2007, the Commission issued its Request for Proposals ("RFP") for the furnishing of Group Health Plan Benefits for Commission employees including medical, prescription drug, dental, vision, and hearing coverage, commencing on January 1, 2008; and

WHEREAS, the RFP was advertised in five major daily newspapers in Northern Ohio and sent to thirty-six (36) carriers, third party administrator and stop loss insurers ("Providers") that might be interested in submitting a response to the RFP; and

WHEREAS, responses to the RFP were submitted on August 13, 2007 to the RFP by twelve (12) Providers, and such responses have been reviewed and analyzed by the Commission's Consultant, Willis of Ohio, Inc., and the Commission's internal Evaluation Committee consisting of the Director of Human Resources, the CFO/Comptroller, the Accounting Manager and the Director of Contracts Administration (see Executive Summary Report); and

WHEREAS, it was determined that the response of **Medical Mutual of Ohio, Inc.** located in **Cleveland, Ohio** ("Medical Mutual") will result in the lowest level of total annual liability to the Commission Group Health Plan Benefits and, exclusive of dental benefits, proposed ancillary administrative services and fees that were deemed the best overall among all proposals received; and

WHEREAS, it was further determined that the response of **MetLife** located in **Broadview Heights, Ohio** will result in the lowest level of total annual liability to the Commission for Group Dental Benefits and proposed the best dental plan for Commission employees; and

WHEREAS, it is the recommendation of the Commission's Consultant, as well as the Commission's internal Evaluation Committee that a one-year Contract for Group Health Plan Benefits (exclusive of dental benefits) be awarded to Medical Mutual with two (2) possible one-year renewal terms, and that a separate one-year Contract for Group Dental Benefits be awarded to MetLife with two (2) possible one-year renewal terms; and

WHEREAS, the new Contracts with Medical Mutual and MetLife will provide for a single-option plan for non-bargaining unit employees effective January 1, 2008; and

WHEREAS, under the new Contracts, the same benefits as are presently provided for bargaining unit employees will continue to be available; and

WHEREAS, the Commission has been advised by its Director of Contracts Administration that the RFP process was conducted in conformance with the requirements of Section 5537.07 of the Revised Code with respect to the award of contracts for professional services, and in a manner that was fair and equitable to all participating Providers and that the Commission may lawfully award Contracts to both Medical Mutual and MetLife; and

WHEREAS, the Executive Director has also reviewed the recommendation submitted by the Evaluation Committee and concurs that Contracts with Medical Mutual for Employee Group Health Plan Benefits (exclusive of dental benefits) and with MetLife for Group Dental Benefits should be approved by the Commission; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the proposal from Medical Mutual for Group Health Plan Benefits (exclusive of dental benefits) is deemed by the Commission to be the best among all proposals received, and that the Executive Director and Director of Contracts Administration are hereby directed to award, and negotiate, as necessary, a Contract for the Commission's Group Health Plan Benefits (exclusive of dental benefits) with **Medical Mutual of Ohio, Inc.** commencing January 1, 2008, for a Contract term of one (1) year with two (2) possible successive one-year renewal terms; and

FURTHER RESOLVED that the proposal from MetLife for Group Dental Benefits is deemed by the Commission to be the best among all proposals received, and that the Executive Director and the Director of Contracts Administration are hereby directed to award, and negotiate, as necessary, a Contract for the Commission's Group Dental Benefits with **MetLife** commencing January 1, 2008, for a Contract term of one (1) year with two (2) possible successive one-year renewal terms; and

FURTHER RESOLVED that the Executive Director and the CFO/Comptroller are authorized to annually put into place such employee contributions as are necessary for maintaining a cost effective employee Group Health Care Program.

**(Resolution No. 36 - 2007 adopted September 17, 2007)**

**Executive Director:** I have a second resolution Mr. Chairman. The second resolution will cancel our professional consulting contract for our new toll collection system with Stantec and we will reissue that contract to Carter & Burgess. Members may recall with the Commission approval we hired Vollmer & Associates, geez it's probably been about two years ago now, to help us determine and recommend a new toll collection system. Earlier this year Vollmer & Associates was sold to Stantec of Edmonton, Alberta (Canada). The effect for the Commission at that time was basically just a name change. Recently the principal and several key employees assigned to the Turnpike project have left Stantec and have been hired by Carter & Burgess. Fortunately for the Commission, Carter & Burgess was a subcontractor of Vollmer on this project. Members may also recall last month we changed our strategic plan to call for an axle based toll system instead of the current weight based system. This provided some additional work. Additionally, as I've indicated to members that project has a new complication. Ohio law will require that the Commission award one contract for toll equipment and software and a second contract for any construction of toll booths in the lanes and construction of other possible sign bridges. This resolution will award a \$90,000 contract to Carter & Burgess that is \$30,000 of the old contract and \$60,000 for new tasks including help evaluating the RFP. As I indicated this contract is within my spending authority, but because it involves the toll system, I felt it was important to bring this matter to the Commission for your approval. Will the legal counsel please read the resolved?

**General Counsel:** RESOLVED that the Commission hereby authorizes and directs the Executive Director and the Director of Contracts Administration to terminate the Professional Consulting Services Agreement with **Stantec of Edmonton, Alberta (Canada)** for Project No. 71-05-03, and further to enter into a new Professional Consulting Services Agreement with **Carter & Burgess of Dallas, Texas** for the completion of Project 71-05-03 as it relates to the procurement and implementation of the Commission's new Toll Collection System.

**Chairman:** Motion to adopt?

**Mr. Kidston:** So moved

**Chairman:** Second please

**Mr. Regula:** Second

**Chairman:** I think in the information provided to us, it indicated that Stantec was in agreement with this, is that correct?

**Executive Director:** That's correct. Stantec realized losing those key principle individuals that they could not fulfill the agreement and they were willing to let the contract go without any difficulties.

**Chairman:** Does anybody have any questions?

**Mr. Kidston:** I don't see a letter stating that they definitely have withdrawn.

**Director of Contracts Administration:** Mr. Chairman and Commissioner Kidston, I believe if you would turn in your materials to the document immediately behind the letter I submitted to the Commission dated August 7, 2007, there is a letter from Mr. Gerald Nielsten, hopefully that is in your package, in which they are indicating that they can no longer perform these services and that they are willing to withdraw from this contract.

**Mr. Kidston:** Okay. Thank you.

**Chairman:** Any further questions?

**Mr. Dixon:** Were we, are we harmless in this? Is their withdrawal, does it cost us any money, any loss of time, anything like that?

**Executive Director:** Mr. Chairman and Members of the Commission, I would say in the translation we may have lost about a month, Dave Miller who works for the Commission is heading the project. With some of those key players moving from one firm, we may have lost a month, but that's about it in terms of any cost to us. I would say we lost a little bit of time, but no costs and as I indicated, there are some additional costs, but we have changed the scope of the project a little bit with changing from weight based to axle based. As well, we are also going to ask them for some additional work to help us evaluate the RFP, when we get those reports in we would like to have them help us evaluate as well as the other twist that I think I mentioned to you, that we didn't realize that when we started this project that it's really going to be two projects because we are going to have to separate that construction issue out from the professional issues of software and things of that nature, so that is one complication that we didn't anticipate when we started the project. So, we have some additional cost, but the changing firms didn't cost us any additional money.

**Director of Contracts Administration:** That's correct and I'll just add Mr. Chairman and Commissioner Dixon, that the contract contains a voluntary termination clause, so as far as the legality of it, it's not only been requested by Stantec that they withdraw from the contract, but we have every right to do what we are doing in terms of legally terminating that contract and then moving forward with the individuals at Carter & Burgess.

**Mr. Dixon:** I wasn't doubting legally if you could get out of it.

**Director of Contracts Administration:** You said harmless.

**Mr. Dixon:** I was just wondering if they hurt us, I wanted to know if we could get some money from them. I'm fine with that. Thank you.

**Chairman:** Please call the roll.

**Assistant Secretary-Treasurer:** Mr. Kidston

**Mr. Kidston:** Yes

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Yes

**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes

**Assistant Secretary-Treasurer:** Mr. Chairman

**Mr. Chairman:** Yes

**Assistant Secretary-Treasurer:** Five yeas and the resolution is adopted. Thank you very much. That is all I have Mr. Chairman.

**RESOLUTION NO. 37-2007**

**Resolution Directing the Executive Director to Terminate the Professional Consulting Services Agreement for Project No. 71-05-03 with Stantec and to Re-issue Said Contract to Carter & Burgess**

WHEREAS, via Resolution No. 47-2005, adopted on November 14, 2005, the Commission selected **Vollmer Associates LLP** (“Vollmer”) of **New York, N.Y.** to provide Professional Consulting Services by performing an analysis of the Commission’s existing Toll Collection System and providing recommendations concerning its replacement, and further directed the Executive Director and the Director of Contracts Administration to enter into an Agreement in accordance with the Request for Proposals issued for said Professional Consulting Services and Vollmer’s proposal in response thereto, therein designated as Project No. 71-05-03; and

WHEREAS, under the Agreement, as executed on December 2, 2005, fees in the amount of \$272,653.55 were expended for the performance by Vollmer of Task 1 (submission of a Preliminary Report analyzing the “Status of the Existing Toll Collection System”) and Task 2 (submission of a Final Report containing a detailed analysis of “Preferred Alternatives for the Toll Collection System and Strategic Plan for Implementation”); and

WHEREAS, pursuant to Resolution 43-2006 adopted November 20, 2006, the Commission authorized the amendment of the Agreement adding \$200,014.00 for Vollmer to perform Task 3 as outlined in the RFP, which called for Vollmer to develop detailed contract documents and specifications that will provide for implementation of the Strategic Plan and procurement of a new Toll Collection System; and

WHEREAS, in the interim, Vollmer & Associates was acquired by another engineering firm known as **Stantec** of **Edmonton, Alberta (Canada)**, and pursuant to a proper request in accordance with the “Assignment” provisions of the Agreement, Vollmer requested that the Agreement be assigned to Stantec; and

WHEREAS, once all proper documentation was provided to the satisfaction of the Director of Contracts Administration, the Executive Director agreed to the assignment pursuant to his authority under the original Resolution approved by the Commission; and

WHEREAS, the Commission conditioned its consent to the assignment on the agreement by Stantec that the principals who had been providing services under the Agreement would continue to provide professional consulting services for the Project; and

WHEREAS, the principals dedicated to the Project (namely Rick Gobeille and Sean Tihal) have now departed Stantec and have been hired to work at **Carter & Burgess** of **Dallas, Texas**, a consulting firm presently working as a sub-consultant on Project 71-05-03; and

WHEREAS, Stantec has acknowledged its inability to continue performance of the Agreement without the required principals and is agreeable to the Commission’s termination of the existing Agreement; and

WHEREAS, Carter & Burgess has expressed a desire to take over the Agreement and for its newly hired principals that have worked on Project 71-05-03 to continue working on said Project; and

WHEREAS, the Commission's Director of Audit and Internal Control, who is serving as the Commission's Manager for Project 71-05-07, has recommended that the Commission terminate the existing Professional Consulting Services Agreement as assigned to Stantec and that a new Professional Consulting Services Agreement be entered into with Carter & Burgess; and

WHEREAS, under the reissued Agreement, Carter & Burgess will agree to complete performance of Task 3 pursuant to the fee proposal of \$200,014.00 originally submitted by Vollmer with the addition of an estimated \$60,000.00 to cover necessary costs for proper completion of the detailed plans and specifications as well as evaluation of proposals received for the new Toll Collection System; and

WHEREAS, The Director of Audit and Internal Control believes that Carter & Burgess has submitted a reasonable fee proposal in light of certain additional Task 3 items that have been or will need to be performed; and

WHEREAS, based on estimated dollars remaining in the original Task 3 budget, spending authority under the new Agreement that will be entered into with Carter & Burgess will commence at **\$90,000.00** to cover the remainder of Task 3; and

WHEREAS, the Commission's Director of Contracts Administration advises that, pursuant to the terms of the original Agreement, the Commission has the express authority to terminate the Agreement with Stantec and that Stantec is in concurrence with such termination, and further that the Commission's award of a new Professional Consulting Services Agreement to Carter & Burgess complies with the intent of the original RFP process conducted by the Commission because the original recommendation to award was made based upon the qualifications of the principals that would be providing the consulting services; and

WHEREAS, the Executive Director has reviewed the recommendations of both the Commission's Director of Audit and Internal Control and the Director of Contracts Administration and concurs that the Commission should terminate the Professional Consulting Services Agreement with Stantec and enter into a new Professional Consulting Services Agreement with Carter & Burgess to allow for completion of Project 71-05-03; and

WHEREAS, following completion of the contract documents and specifications for the Commission's new Toll Collection System, the Commission will solicit bids from firms capable of providing and installing the Toll Collection System and return to the Commission for approval of contract(s) with the selected firm(s), including additional services that will be required from Carter & Burgess; 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 terminate the Professional Consulting Services

Agreement with **Stantec of Edmonton, Alberta (Canada)** for Project No. 71-05-03, and further to enter into a new Professional Consulting Services Agreement with **Carter & Burgess of Dallas, Texas** for the completion of Project 71-05-03 as it relates to the procurement and implementation of the Commission's new Toll Collection System.

**(Resolution No. 37 - 2007 adopted September 17, 2007)**

**Chairman:** Thank you. Chief Engineer Dan.

**Chief Engineer:** Thank you Mr. Chairman. I have five resolutions for your consideration this afternoon. The first resolution is rejecting bids for Contract 43-07-04. This was for the deck repairs and the rehabilitation of four bridges in Mahoning County. We received three bids in response of the contract and unfortunately all three bids were in excess of 10% of the engineer's estimate. Therefore, they cannot be considered for award and must be rejected. We will be looking at revising the contract documents and specifications and re-advertising this contract at a later date. If the General Counsel would please read the resolved.

**General Counsel:** RESOLVED that the above-mentioned bids heretofore received pursuant to the advertisement for bids upon a Contract for deck repairs and rehabilitation of bridges in Mahoning County, Ohio, herein designated **Contract No. 43-07-04**, be and the same hereby are rejected, and the Director of Contracts Administration is authorized to notify the bidders in writing of said action, and to return to the bidders their bid security; and

FURTHER RESOLVED that the executive director and director of contracts administration hereby are authorized to take any and all action necessary, at the appropriate time, to re-advertise for bids for **Contract No. 43-07-04**, or a modified version thereof, for deck repairs and rehabilitation of bridges in Mahoning County, Ohio.

**Mr. Dixon:** So moved

**Chairman:** Is there a second?

**Mr. Kidston:** Second

**Chairman:** Questions? Please call the roll.

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Yes

**Assistant Secretary-Treasurer:** Mr. Kidston

**Mr. Kidston:** Yes

**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes



**Assistant Secretary-Treasurer:** Mr. Balog

**Mr. Balog:** Yes

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Five yeas and the resolution is adopted.

**RESOLUTION NO. 38-2007**

**Resolution Rejecting Bids for Contract No. 43-07-04**

WHEREAS, the Commission has duly advertised according to law for bids upon a Contract for deck repairs and rehabilitation of the following bridges, herein designated **Contract No. 43-07-04:**

<b><u>Bridge</u></b>	<b><u>Milepost</u></b>	<b><u>County</u></b>
Ohio Turnpike over the Bike Path	223.0	Mahoning
Gibson Road over the Ohio Turnpike	223.9	Mahoning
Turnpike over Western Reserve Road	230.7	Mahoning
Turnpike over Sharrott Road	232.0	Mahoning

WHEREAS, the Commission received bids from three (3) 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 Commission's Chief Engineer reports that all bids for Contract No. 43-07-04 were in excess of ten percent (10%) above the engineer's estimate and, therefore, cannot be considered for award and should be rejected; and

WHEREAS, the Commission's Director of Contracts Administration concurs with the Chief Engineer's recommendation and has submitted a report advising the Commission that, pursuant to the bidding documents for Contract No. 43-07-04 and Ohio Revised Code Section 5537.07(A), the Commission has expressly reserved the right to reject any and all bids, and that pursuant to Ohio Revised Code Section 153.12, the Commission legally must reject all bids if they are greater than ten percent (10%) above the engineer's estimate; and

WHEREAS, the Commission's Executive Director has made his recommendation to the Commission to reject all bids received for Contract No. 43-07-04 predicated upon the analysis of the Chief Engineer and the Director of Contracts Administration; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the above-mentioned bids heretofore received pursuant to the advertisement for bids upon a Contract for deck repairs and rehabilitation of bridges in Mahoning County, Ohio, herein designated **Contract No. 43-07-04**, be and the same hereby are rejected, and the Director of Contracts Administration is authorized to notify the bidders in writing of said action, and to return to the bidders their bid security; and

FURTHER RESOLVED that the executive director and director of contracts administration hereby are authorized to take any and all action necessary, at the appropriate time, to re-advertise for bids for **Contract No. 43-07-04**, or a modified version thereof, for deck repairs and rehabilitation of bridges in Mahoning County, Ohio.

**(Resolution No. 38 - 2007 adopted September 17, 2007)**

**Chief Engineer:** Thank you. The second resolution is a resolution amending the contract with Richard L. Bowen and Associates pursuant to Project 71-07-03. The Commission may recall that earlier this year Resolution 9-2007 was adopted authorizing the reconstruction of the Indian Meadows/Tiffin River Service Plazas in Williams County. On March 6<sup>th</sup> we issued a notice of request for proposals for design of this project. We received 13 responses from firms expressing their interest of which five were deemed most qualified and invited to submit proposals. Of those five, the top three proposals were ranked and those firms were invited to provide presentations to the staff. As a result of the proposals and presentations Richard L. Bowen and Associates of Cleveland, Ohio was deemed the most qualified to perform the design services. As a result of that Phase I for the contract for preliminary design services was issued to R.L. Bowen in the amount of \$88,536.00. We have gone through that preliminary design now and have come up with the floor plan and the design for the service plazas and Richard L. Bowen has submitted a proposal for Phase II for the final design plan preparation services in the not to exceed amount \$680,501.88. Mr. Chairman before we read the resolved on this resolution, with your permission, we have Howard Shergalis and Ken Emling from Richard L. Bowen and Associates here and they'd like to give you a short presentation on where we are and how we got to where we are today on this project.

**Chairman:** Yes, please do. Thank you.

**Howard Shergalis:** Good afternoon. My name is Howard Shergalis and I am an architect and principal in charge of the project for Richard L. Bowen and Associates. We are very pleased to be working with the Commission on this project. I have with me today Ken Emling, who is an architect, project manager and designer on the project and what he is going to do is just step you through a short presentation that shows you where we are with this first phase.

**Ken Emling:** Thank you Howard. Mr. Chairman thank you for having us here. I'd like to just take you briefly through the design that we've been working with Mr. Castrigano on over the past couple of months and we are looking forward to moving ahead with. Again, this is fairly

standard service plaza set-up where there is a north and south site. This is the Indian Meadow site (slide shown). The layout is going to look very similar to what's been done in the past especially at the Blue Heron Service Plaza. The main difference you will see is the auto parking, the passenger parking has been turned north a little bit to be a little bit closer to the building. We felt during design that this will actually improve the access to the part of the building that serves right into the food court. This is just the south side of the Turnpike (slide shown) again a very similar setup that you are all familiar to with the new service plazas. This is now the new floor plan (slide shown) from the Blue Heron plan which we started with. This plan is about 25% bigger and there are a couple reasons for that. If you look at the top left of the plan, we added into the program an indoor fuel store. This means now that passengers that have fueled either with their car or truck can come inside to pay within a store that you might see at a typical gas station something similar to that. There will also be snacks and beverages available in there for passengers. The other thing that has made this service plaza a little bit larger is that we have taken the food court and the food vendor area and just increased the size of it slightly as the engineer's felt that it probably prudent to do that now as opposed to five or ten years down the road based on the location of these two sites. The basement of this facility is very similar to what you have at Blue Heron and the other facilities. The main difference is that underneath the fuel store is a storage room which you see on the top left which provides access for that vendor to have storage directly below them. There will be stairs leading down and also a small dumbwaiter so they can move their goods up and down quite easily and they don't have to impact the main area of the rest of the building. We've prepared three renderings of what the new facility will look like. Again, the intent was to keep the exterior very similar to what you have, you know like the design of the exterior, the aesthetics are very nice we didn't want to modify that too much. This is a view that looks like what the new fuel store will look like from the automobile fuel islands. This is a view that shows you what it would look like coming more from the truck fueling area. Again, what we have tried to do here is to emulate the long canopies which provide some protection to passengers from the weather as they approach. The canopies also help to direct people, so they can understand where it is they need to go. Then this last view is a view from the side and as you can see in the front of the rendering with the parking lot being turned in a little bit and we have taken the canopy that extended out from the food court, which was at the Blue Heron site straight out, we've taken that canopy and bent it 45° so now that side entrance becomes a little bit more inviting to passengers and vehicles that may have parked a little bit farther away from the building. So again, we haven't tried to change the building significantly, we've tried to improve upon it. We've also made some interior changes to the floor plan based on the service areas to make them function a little better, so that we feel this service plaza will be enhanced from that last one and we'll continue the line of success that you've had so far. So at this point, our company has been working with Mr. Castrigano and we're ready to move this into the construction document phase and then into bidding after that.

**Chief Engineer:** Thank you Ken. General Counsel please read the resolved.

**General Counsel:** RESOLVED that the Commission concurs that **Richard L. Bowen & Associates** is most qualified to perform the services required under the above-mentioned RFP, and authorizes the Executive Director and the Director of Contracts Administration to execute the amendment to the previously awarded Architectural/Engineering Design and Construction

Administration Services contract with Richard L. Bowen & Associates, all in accordance with the terms and conditions of the Commission's Request for Proposals and its responses thereto.

**Chairman:** Motion to adopt?

**Mr. Dixon:** So moved

**Chairman:** Is there a second?

**Ms. Teeuwen:** Second

**Chairman:** Questions or discussion?

**Assistant Secretary Treasurer:** I'm giving Mr. Dixon credit for that motion.

**Mr. Dixon:** Thank you.

**Chairman:** Questions or comments on it? What do you think the total construction costs will be? Somewhere in the 18?

**Ken Emling:** You know I am familiar with what we've estimated for the building component. Our firm is not under contract to design the civil part.

**Chief Engineer:** Mr. Chairman, the total project both sides, site and buildings, is in the \$30-32 million range.

**Chairman:** I was just questioning the building side.

**Chief Engineer:** The buildings are about half of that.

**Mr. Regula:** From a customer service type of issue are there any things that we can incorporate here that from your knowledge of other facilities throughout the country?

**Ken Emling:** What we've tried to improve upon, what we've listened to from the beginning of this was that the vendors in the food area felt like the way that the previous plazas were designed they weren't necessarily the first line of sight when you entered either the site or the building. For example, when you came into the main entry that has the large vertical pylon with the location of the game room where it was your first line of sight was the restrooms and you had to walk in and sort of turn to the right and look down sort of a narrow corridor to see the food area and that was a concern, so in our floor plan we've relocated the games into the lobby area. Now as soon as you walk in at the bottom of this screen and you see auto fuel entry if you look to the right that is now more open so that you can see the food. The second thing, as I mentioned before, with the way the site works is we have been able to take that side entry which really was intended originally just for busses that may have parked in the back and we've pulled that back toward the automobile parking area. Now, if somebody's parking more to the side, that's going to be their quickest means of getting into the building and everybody knows that you

are always going to take that quickest path. Now, when you walk into the building, you are in the food court and you are more inclined to purchase something even if your intent was just to use the restrooms, or use the phone, or something like that. I think that those types of things we've been able to improve upon. I think they have learned from the previous plazas that although in the lobby there is an area set up that they called the business area which the intent at the beginning was maybe to have fax machines or something that business people could use that it really hasn't panned out with the use of cell phones and laptops people have access to their business needs, carrying on them or in their car. So that gave us the ability to relocate the games into a pocket there in the lobby and open up the food area more. So basically just by listening, by walking the previous plazas and getting an understanding of what works and what doesn't, we've been able to improve upon it.

**Mr. Regula:** I noticed there are some areas for RV parking there. Are there any opportunities for RV people to dump their wastes?

**Chief Engineer:** Mr. Chairman and Commission Member Regula, yes there are. We not only have the sanitary hook-ups at the individual lots, if the RVs stay overnight, but we also have a central dumping station that they can just dump in.

**Mr. Regula:** Forgive me, I don't have an RV, but I just wondered. Thank you.

**Chairman:** I like the concept and want to comment about the fuel store. I mean, so often you want to get gas and you just want to get something quick, you don't necessarily want to go to the food court, but you just want to grab something, a bag of potato chips or something like that and I am sure the vendors will appreciate that, the fuel vendors. Any further comments?

**Mr. Kidston:** What will the process be for determining the type and quantity of vendors that will eventually go into this building?

**Chief Engineer:** Mr. Chairman and Commission Member Kidston, there will be separate RFP's to go out for the food service for this plaza. We hope to get that out before the end of the year, so we can build concurrently with the plaza and the build out for the restaurants, but that will be a separate RFP process.

**Mr. Kidston:** I understand we plan to use this same design on the east side.

**Chief Engineer:** That's correct Mr. Chairman and Commission Member Kidston. The plan is this building and along with the site that I am going to be talking about on the next resolution, they will take these with minor renovations and bring those to Mahoning County and rebuild those at Mahoning Valley/Glaciers Hills.

**Executive Director:** If I may add one thing on the food concept that we've learned, I think, over time at some plazas we've had multiple vendors, we'll have multiple food concepts, but there are companies that represent burgers and fried chicken, I think we've learned that it's better to have one operator with multiple food offerings versus different operators because what happens is one vendor sells burgers and a chicken sandwich, the other one is just fried chicken

and believes that their chicken sandwich is conflicting and we have neighbor fights. We would rather have a family feud than if one store becomes productive it still is within the same grouping, so as we go out our plan is to have one operator with multiple food concepts.

**Mr. Kidston:** I figured this one would have Red Lobster or a steakhouse or something.

**Chairman:** Green issues regarding the building?

**Ken Emling:** Our thought and our company's thought on any project that we do is to incorporate as many lead or green elements that we can. This situation is a little bit unique, but the building, the way it has been designed currently and we will continue to do, it optimizes the use of natural light, it has large overhangs which help to dissipate some of the heat in the summer and still bring in natural light in the winter. We've discussed the potential for this building to potentially be lead certified and we will continue to discuss that with Mr. Castrigano. As just good design practice, we will try and incorporate conscience design decisions as we move forward with the project.

**Chairman:** Thank you. Anybody else?

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Yes

**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Mr. Kidston

**Mr. Kidston:** Yes

**Assistant Secretary-Treasurer:** Mr. Balog

**Mr. Balog:** Yes

**Assistant Secretary-Treasurer:** Five yeas. The resolution is adopted.

**RESOLUTION NO. 39-2007**

**Resolution Authorizing Amendment to Contract for Architectural/Engineering Design and Construction Administration Services to Richard L. Bowen & Associates  
(Project No. 71-07-03)**

WHEREAS, on March 6, 2007, the Commission published notice of its Request for Proposals (RFP) for Project No. 71-07-03 seeking Architectural/Engineering Design and Construction Administration Services relating to construction of the new Indian Meadow/Tiffin River Service Plazas at existing sites located at Milepost 20.8 in Williams County, Ohio; and

WHEREAS, on March 20, 2007, Letters of Interest were received from thirteen (13) firms expressing their interest in serving as the Commission's Architectural/Engineering Design Consultant on this Project, of which five (5) were deemed most qualified and invited to submit proposals in response to the RFP, with responses due on April 24, 2007; and

WHEREAS, the Commission's Engineering staff reviewed and ranked the proposals submitted and invited the three (3) top-ranked firms to provide presentations to the staff; and

WHEREAS, on the basis of the proposals and presentations, the Engineering staff concluded that **Richard L. Bowen & Associates, of Cleveland, Ohio** ("R.L. Bowen") was most qualified to perform the above-mentioned services and, as a result, a contract for Phase I Preliminary Design Services was awarded to R.L. Bowen in the not-to-exceed amount of **\$88,536.00**; and

WHEREAS, R.L. Bowen has now submitted its fee proposal for Phase II Final Design/Plan Preparation services in the not-to-exceed amount of **\$680,501.88**, which proposal has been deemed appropriate and reasonable by the Chief Engineer who, therefore, recommends that the Contract awarded to R.L. Bowen be amended to add the Phase II services; and

WHEREAS, the total not-to-exceed Contract amount shall now be **\$769,037.88**, which is in excess of the \$150,000.00 spending authority granted the Executive Director under the Commission's Bylaws and, therefore, the Contract amendment to perform the Phase II Final Design/Plan Preparation services requires Commission approval; and

WHEREAS, the Commission has been advised by its Director of Contracts Administration that said RFP selection process and the selection of R.L. Bowen conformed with the requirements of Ohio Revised Code Sections 153.65 to 153.71; and

WHEREAS, the Executive Director has also reviewed the recommendation submitted by the Chief Engineer and concurs that the proposed amendment of the R.L. Bowen Contract to add performance of Phase II Final Design/Plan Preparation services should be approved by the Commission; and

WHEREAS, at the time the construction contract(s) for the Indian Meadow/Tiffin River Service Plaza reconstruction project is/are awarded, the Commission will be requested to authorize R.L. Bowen to perform Phase III Construction Administration services for building construction to be performed during said project; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission concurs that **Richard L. Bowen & Associates** is most qualified to perform the services required under the above-mentioned RFP, and authorizes the Executive Director and the Director of Contracts Administration to execute the amendment to the previously awarded Architectural/Engineering Design and Construction Administration Services contract with Richard L. Bowen & Associates, all in accordance with the terms and conditions of the Commission's Request for Proposals and its responses thereto.

**(Resolution No. 39 - 2007 adopted September 17, 2007)**

**Chief Engineer:** Mr. Chairman, the third resolution also pertains to the Indian Meadow/Tiffin River Services Plazas, Project 71-07-05. The Commission may recall that on April 9<sup>th</sup> of this year Resolution 10-2007 was passed authorizing CT Consultants of Willoughby, Ohio to perform preliminary site design services for the Indian Meadow/Tiffin River Service Plazas. CT has now submitted a final fee proposal in a total not to exceed the amount of \$236,365 to perform the final site design services for this project and the site that you saw laid out on the presentation earlier was done by CT. If the General Counsel would please read the resolved.

**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 final site design and plan preparation services.

**Chairman:** Motion to adopt?

**Ms. Teeuwen:** So moved

**Chairman:** Second please?

**Mr. Dixon:** Second

**Chairman:** I've got a question, Dan real quick, I am pretty good at math and I can see in the front where I take \$236,000 and \$129,000 and I come up with \$366,000, but then on the first page which is the letter that you sent us I see \$84,000 and \$236,000 and I don't see how those tie back into the \$366,000 number.

**Chief Engineer:** Mr. Chairman, you may recall back in 2004 we issued Project 71-04-03 that was for their preliminary site study for the truck service plaza in Fulton County. That was assigned to CT Consultants. In April of this year we shifted their project from the 71-04-03 to the 71-07-05 project pertaining to Indian Meadow/Tiffin River. Under 71-04-03 they expended \$45,000 for that preliminary site plan. Under this project for the preliminary site, they expended \$84,703, so my letter that's attached only refers to the Project 71-07-05. If you take those two figures, add them together, that's how you will come up to the \$129,000.

**Chairman:** Okay. Thank you. Any questions? Call the roll please.



**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Yes

**Assistant Secretary-Treasurer:** Mr. Kidston

**Mr. Kidston:** Yes

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Mr. Balog

**Mr. Balog:** Yes

**Assistant Secretary-Treasurer:** Five yeas. The resolution is adopted.

**RESOLUTION NO. 40-2007**

**Resolution Directing the Executive Director to Amend the  
Contract with CT Consultants (Project 71-07-05)**

WHEREAS, on April 9, 2007, pursuant to Resolution 10-2007, the Commission authorized a Contract with **CT Consultants of Willoughby, Ohio** for the performance of Project 71-07-05, Professional Site Engineering Design Services for the Indian Meadow/Tiffin River Service Plaza reconstruction project at Milepost 20.8 in Williams County, Ohio; and

WHEREAS, authorized expenditures to date for preliminary site design services under the Contract with CT Consultants total \$129,703.00; and

WHEREAS, CT Consultants has submitted a fee proposal in the total not-to-exceed amount of **\$236,365.00** for the final site design and plan preparation phase which proposal has been deemed appropriate and reasonable by the Chief Engineer who, therefore, recommends that the Contract awarded to CT Consultants be amended to authorize that firm to perform said services; and

WHEREAS, the total not-to-exceed Contract amount shall now be **\$366,068.00**, which is in excess of the \$150,000.00 spending authority granted the Executive Director under the Commission's Bylaws and, therefore, the Contract amendment to perform the final design and plan preparation services requires Commission approval; and

WHEREAS, the Executive Director concurs with the Chief Engineer's recommendation that the Contract with CT Consultants be amended to allow for the performance of final site design and plan preparation services for the Indian Meadow/Tiffin River Service Plaza reconstruction project; and

WHEREAS, at the time the construction contract(s) for the Indian Meadow/Tiffin River Service Plaza reconstruction project is/are awarded, the Commission will be requested to authorize CT Consultants to perform construction administration and inspection services for site work to be performed during said 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 final site design and plan preparation services.

**(Resolution No. 40 - 2007 adopted September 17, 2007)**

**Chief Engineer:** Thank you Mr. Chairman. The next resolution is pertaining to Project 71-07-07, which pertains to the Commission's toll collection system project that the Director spoke of earlier. As part of Vollmer and Stantec's task for the preliminary design of the toll collection system they were to come up with a conceptual signage program for the new toll collection system that would be signing all of our interchanges for EZ Pass, mixed payment, cash payment lanes. That was only a preliminary conceptual plan. To bring that to construction plans, we issued a request for proposals for all thirty-one interchanges. On June 14<sup>th</sup> we received letters of interest from three firms. The proposals were graded and ms consultants, inc. of Youngstown, Ohio was deemed most qualified to perform the services. The fee for Phase I services for this project is in the amount not to exceed \$148,936.00. Although this is just under the Executive Director's authority for contract award, he felt it prudent to bring this to the Commission in the event that there were any contract modifications. If the General Counsel would please read the resolved.

**General Counsel:** RESOLVED that the Commission concurs that **ms consultants, inc. of Youngstown, Ohio** is most qualified to perform the services required under the above-mentioned RFP, and authorizes the Executive Director and the Director of Contracts Administration to enter into the Engineering Design and Construction Administration and Inspection Services Contract with ms consultants, inc., all in accordance with the terms and conditions of the Commission's RFP and the responses thereto.

**Chairman:** Motion to adopt?

**Mr. Kidston:** So moved

**Chairman:** Second?

**Mr. Regula:** Second

**Chairman:** Questions from the Commission Members.

**Ms. Teeuwen:** Did you only request three letters of interest from this three or there were only three?

**Chief Engineer:** Mr. Chairman and Commission Member Teeuwen, we published it and we only received three responses, so we requested RFPs from all three. Our procedures say we have to review at least three RFPs.

**Ms. Teeuwen:** And you only received the three. Any particular reason why you think it was just the three?

**Chief Engineer:** I don't know.

**Chairman:** It just seems like a fairly large sum of money for signage, maybe I'm not looking at it properly for a consultant to design the signage. Do you have any thoughts?

**Chief Engineer:** Some of the tasks that are involved with this project, the consultant we have current signage out there right now directing individuals to pay cash, to take ticket, etc. all of these signs now have to be located physically in all of our thirty-one interchanges with the global positioning systems laid out on maps, then we have to come in with a new signage concept to see how that's going to overlay with the existing, what's going to conflict, what's going to have to be removed. Also, the type of sign we are going to take a look at. You can use LED signage, flip signage, matrix signage, once we come up with the type of signing then it has to be supported. We are going to take a look at the existing canopies, they are going to have to be structurally analyzed, to see if the canopies can support the signs. If they can't then we are going to have to build sign structures up ahead of the canopies. Once that determination is made then the construction contractor will go out with either putting up the new sign structures or putting them up on the canopies.

**Chairman:** I appreciate the scope of it and I see that it had the breakdown, you don't think about it but you talk about mileage and physical location because it is 241 miles long. Any further questions from anybody else?

**Assistant Secretary-Treasurer:** Mr. Kidston

**Mr. Kidston:** Yes

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Yes

**Assistant Secretary-Treasurer:** Mr. Balog

**Mr. Balog:** Yes

**Assistant Secretary-Treasurer:** Five yeas. The resolution is adopted.

**RESOLUTION NO. 41-2007**

**Resolution Awarding a Contract for Engineering Design and  
Construction Administration and Inspection Services  
to ms consultants, inc. (Project No. 71-07-07)**

WHEREAS, on May 31, 2007, the Commission published notice of its Request for Proposals (“RFP”) for Project No. 71-07-07 seeking Engineering Design and Construction Administration and Inspection Services for the Construction of Interchange and Canopy Signage at Thirty-one (31) Interchanges as it relates to the implementation of the Commission’s new Toll Collection System; and

WHEREAS, on June 14, 2007, Letters of Interest were received from three (3) firms expressing their interest in serving as the Commission’s Engineering Design Consultant on this Project, of which all were deemed qualified and invited to submit proposals in response to the RFP, with responses due on July 16, 2007; and

WHEREAS, the Commission’s Engineering staff reviewed the proposals submitted and concluded, on the basis of the proposals, that **ms consultants, inc.**, of **Youngstown, Ohio** is most qualified to perform the above-mentioned services; and

WHEREAS, ms consultants, inc. has submitted a fee proposal for Phase I Preliminary Design Plan Preparation services to the Chief Engineer, who has reviewed said proposal and is recommending that a Contract be awarded to ms consultants, inc., for Phase I services in the not-to-exceed amount of **\$148,936.00**; and

WHEREAS, in the event any unforeseen costs should arise for Phase I Preliminary Design Plan Services, the expenditures by the Commission under the Contract to be awarded to ms consultants, inc. may exceed \$150,000.00 and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, the Commission is being requested to authorize the Executive Director to enter into the Contract; and

WHEREAS, the Commission has been advised by its Director of Contracts Administration that said RFP selection process and the selection of ms consultants, inc. conformed with the requirements of Ohio Revised Code Sections 153.65 to 153.71; and

WHEREAS, the Executive Director has also reviewed the recommendations submitted by the Chief Engineer and the Director of Contracts Administration and concurs that the Contract for Engineering Design and Construction Administration and Inspection Services relative to Interchange and Canopy Signage at Thirty-one (31) Interchanges should be awarded by the Commission to ms consultants, inc.; and

WHEREAS, at the time Phase I Final Design Plan Services are to be performed, the Commission will be requested to approve the additional fees negotiated with ms consultants, inc.; and

WHEREAS, at the time the construction contract for Turnpike signage is awarded, the Commission will also be requested to authorize ms consultants, inc. to perform Phase II construction administration and inspection services for said construction project; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission concurs that **ms consultants, inc. of Youngstown, Ohio** is most qualified to perform the services required under the above-mentioned RFP, and authorizes the Executive Director and the Director of Contracts Administration to enter into the Engineering Design and Construction Administration and Inspection Services Contract with ms consultants, inc., all in accordance with the terms and conditions of the Commission's RFP and the responses thereto.

**(Resolution No. 41 - 2007 adopted September 17, 2007)**

**Chief Engineer:** The final resolution I have today is a resolution awarding a contract for engineering design and construction administration and inspection services to Arcadis US, Inc. under Project No. 71-07-06 for improvements and expansions to Exit 52 in Lucas County and Exit 64 in Wood County. You may recall earlier this year I said with the completion of Exit 152 in Lorain County that completed the reconstruction of our original 20 interchanges on the Turnpike. These two interchanges were the first of the newer interchanges built in 1991. We are now going back to improve these interchanges to bring them up to the current standards. Some of the things that we are looking at on these interchanges are to modify the HVA systems to bring conditioned and cooled air out to the toll booths which they currently do not have, we are going to be lengthening the entrance lanes to both interchanges so that they can accommodate LCV vehicles, and also at Exit 64 we are working on a project with FedEx to add an apron, so they can bring triples and doubles right into that interchange. That portion of the design will be reimbursed by FedEx. Again, we issued a RFP and before Commissioner Teeuwen asks me again, yes we only did receive three responses. Arcadis US Inc., of Cleveland, Ohio was deemed the most qualified to perform the services. They have submitted a fee proposal in the not to exceed amount of \$272,825.70 to do the contract plans and specifications. If the General Counsel would please read the resolved.

**General Counsel:** RESOLVED that the Commission concurs that **Arcadis US, Inc.** of **Cleveland, Ohio** is most qualified to perform the services required under the above-mentioned RFP, and authorizes the Executive Director and the Director of Contracts Administration to enter into the Engineering Design and Construction Administration and Inspection Services Contract with Arcadis US, Inc., all in accordance with the terms and conditions of the Commission's RFP and the responses thereto.

**Chairman:** Motion to adopt?

**Ms. Teeuwen:** So moved

**Chairman:** Second please?

**Mr. Regula:** Second

**Chairman:** Questions or comments by Commission Members?

**Mr. Dixon:** I don't have a question, but my comments is, I think I said this before, that I have a concern about the number of bids that we get. We spend a lot of money here and I know that there are Ohio companies that are looking for business and I don't know a lot of our RFPs, a lot of our needs are specialized and a lot of them are just large and they are overwhelming for some of these small companies, but at the same time I'm actually very concerned about the response, so I'm just wondering if we need to, not in a panic mode, but to just review our processes as to how are we sending these RFPs out, the people that are getting them, are we getting the word out there, you know are we paying, you know in a fashion that makes doing business with the Turnpike attractive? You know, maybe they say I don't want it to take too long to get my money from those guys, I don't want that contract. But, I think that this is something that we need to do. We need to look at what's going on to see why we are not getting responses to these RFPs.

**Chief Engineer:** Mr. Chairman if I may?

**Chairman:** Sure

**Chief Engineer:** Commission Member Dixon, all of our RFPs are published on our website. Now as part of that ...

**Mr. Dixon:** I know what you are going to say, without being rude and the time is going late and I don't want to keep everybody here. All I am saying is I think, whatever you do, don't tell me what you are doing now, but whatever we are doing, I think that we need to back up and look at it.

**Chief Engineer:** Can I tell you what we did?

**Mr. Dixon:** Nope

**Chief Engineer:** Mr. Chairman, would you like to know what we did?

**Chairman:** No, if Mr. Dixon doesn't want to know.

**Chief Engineer:** Okay.

**Mr. Dixon:** I just think that we should look at it, that's all I am saying. You know I've said this before, whatever process, every process needs to be looked at some time. It could be the best process in the world and then you will tell me in two weeks that we looked at it and it was the best process in the world, but I just think that we need to look at it, evaluate it and then let me see that evaluation and have some discussion on it. That's all, this is not a scolding, this is not a criticism, it's just a way of doing business.

**Chairman:** Can I ask you a question? Have we done business with Arcadis before?

**Chief Engineer:** Yes, we have Mr. Chairman. Arcadis used to be Finkbeiner, Pettis & Strout. They are now Arcadis, they've designed some toll plazas for us in the past.

**Chairman:** And we have been happy with their past work?

**Chief Engineer:** Yes.

**Chairman:** I think some of the other bidders, as we look at it, I believe, actually URS is doing work for us presently.

**Chief Engineer:** That's correct.

**Chairman:** I don't remember who the third bidder was, was it Spalding DeDecker & Associates? Are they a new firm or have they worked for us in the past?

**Chief Engineer:** They've done some work for us as a subcontractor.

**Chairman:** Anybody have any further questions? Please call the roll.

**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Mr. Balog

**Mr. Balog:** Yes

**Assistant Secretary-Treasurer:** Mr. Kidston

**Mr. Kidston:** Yes

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Yes

**Assistant Secretary-Treasurer:** Five yeas. The resolution is adopted.

**RESOLUTION NO. 42-2007**

**Resolution Awarding a Contract for Engineering Design and  
Construction Administration and Inspection Services  
to Arcadis US, Inc. (Project No. 71-07-06)**

WHEREAS, on May 25, 2007, the Commission published notice of its Request for Proposals (“RFP”) for Project No. 71-07-06 seeking Engineering Design and Construction Administration and Inspection Services relating to Toll Plaza Facility Improvements and Expansions located at Exit 52 in Lucas County and Exit 64 in Wood County, Ohio; and

WHEREAS, on June 8, 2007, Letters of Interest were received from three (3) firms expressing their interest in serving as the Commission’s Engineering Design Consultant on this Project, of which all were deemed qualified and invited to submit proposals in response to the RFP, with responses due on July 9, 2007; and

WHEREAS, the Commission’s Engineering staff reviewed the proposals submitted and concluded, on the basis of the proposals, that **Arcadis US, Inc.**, (“Arcadis”) of **Cleveland, Ohio** is most qualified to perform the above-mentioned services; and

WHEREAS, Arcadis has submitted a fee proposal for Phase I Design/Plan Preparation services to the Chief Engineer, who has reviewed said proposal and is recommending that a Contract be awarded to Arcadis for Phase I services in the not-to-exceed amount of **\$272,825.70**; and

WHEREAS, the expenditures by the Commission under the Contract to be awarded to Arcadis will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, the Commission must authorize the Executive Director to enter into the Contract; and

WHEREAS, the Commission has been advised by its Director of Contracts Administration that said RFP selection process and the selection of Arcadis conformed with the requirements of Ohio Revised Code Sections 153.65 to 153.71; and

WHEREAS, the Executive Director has also reviewed the recommendation submitted by the Chief Engineer and concurs that the Contract for Engineering Design and Construction Administration and Inspection Services relating to Toll Plaza Facility Improvements and



Expansions located in Lucas and Wood Counties, Ohio should be awarded by the Commission to Arcadis; and

WHEREAS, at the time the construction contract(s) for the Toll Plaza Facility Improvements is/are awarded, the Commission will be requested to authorize Arcadis to perform Phase II construction administration and inspection services for site work to be performed during said project; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission concurs that **Arcadis US, Inc. of Cleveland, Ohio** is most qualified to perform the services required under the above-mentioned RFP, and authorizes the Executive Director and the Director of Contracts Administration to enter into the Engineering Design and Construction Administration and Inspection Services Contract with Arcadis US, Inc., all in accordance with the terms and conditions of the Commission's RFP and the responses thereto.

**(Resolution No. 42 -2007 adopted September 17, 2007)**

**Chairman:** Thank you. General Counsel, Noelle.

**General Counsel:** No report Mr. Chairman.

**Chairman:** Thank you. Mr. Steiner, CFO/Comptroller.

**CFO/Comptroller:** Good afternoon Mr. Chairman and Commission Members. I have a brief update on the traffic and revenue for the first eight months of the year. This first chart shows the passenger car miles traveled on the Ohio Turnpike over the past 2 years. The miles traveled by passenger cars in the month of August were 1.5% above the level reached last year. However, our year-to-date passenger cars miles traveled are down 2.4% compared to the first eight months of last year. Miles traveled by commercial vehicles in the month of August were 1.5% below the level reached last year. Year-to-date commercial vehicle miles traveled are down 1.1% compared to the first eight months of last year. The revenues from passenger cars were up 11.5% in August compared to last year, primarily as a result of the January 1 adjustment in toll rates. Year-to-date revenues from passenger cars are up 7.1% compared to the first eight months of last year. Revenues from commercial vehicles were up 8.4% in August, compared to last year. Year-to-date revenues are up 8.3% compared to the first eight months of last year. Our total year-to-date toll revenues were up \$9.7 million or 7.8% in comparison to last year. However, this is lower than expected and is largely offset by the loss of the \$7.8 million that was received from ODOT during the first half of last year. This final chart shows our total year-to-date revenues from all sources for each year this decade. Our total revenues as of the end of August were \$2.3 million or 1.6% above those from last year and they were only 6.2% higher than they were during the first eight months of calendar year 2000, while the Consumer Price

Index has increased by 23.8% over this time period. That completes my report Mr. Chairman and I will be happy to respond to any questions.

**Chairman:** Thank you. Questions for Mr. Steiner? Financial advisor, Eric Erickson.

**Financial Advisor:** No report today Mr. Chairman.

**Chairman:** Trustee, Frank Lamb.

**Trustee:** No report Mr. Chairman.

**Chairman:** General Consultant, Joshua Burke.

**General Consultant:** No report Mr. Chairman.

**Chairman:** Thank you. Ohio State Highway Patrol, Captain Hannay.

**Captain Hannay:** Thank you Mr. Chairman and Commission Members. During the last month we had one more fatality, or two more fatalities, one fatal crash occurred out at Milepost 55 just west of Maumee. A late evening on a Friday, Labor Day weekend, two persons killed.

**Chairman:** Year-to-date?

**Captain Hannay:** Ten persons killed and seven fatal crashes.

**Chairman:** Thank you. Any questions?

**Mr. Dixon:** Where does that put us compared to last year?

**Captain Hannay:** Two more persons killed than last year at this time.

**Chairman:** They were not related. There weren't any commercial vehicles involved?

**Captain Hannay:** No sir, this one was a passenger vehicle, a SUV, and crossed the median and struck a smaller SUV. It killed the driver and passenger in the eastbound vehicle.

**Chairman:** This is the two-lane section of the road, right?

**Captain Hannay:** Yes sir, that is correct.

**Chairman:** Any further questions? Thank you.

**Captain Hannay:** Thank you Mr. Chairman.

**Chairman:** If there is no further business except a motion to adjourn to our next scheduled meeting which will be October 15<sup>th</sup> at 10:00 a.m.

**Mr. Regula:** So moved

**Chairman:** Is there a second?

**Mr. Kidston:** Second

**Chairman:** Please call the roll.

**Assistant Secretary-Treasurer:** Mr. Regula

**Mr. Regula:** Yes

**Assistant Secretary-Treasurer:** Mr. Balog

**Mr. Balog:** Yes

**Assistant Secretary-Treasurer:** Mr. Dixon

**Mr. Dixon:** Let's go home.

**Assistant Secretary-Treasurer:** Ms. Teeuwen

**Ms. Teeuwen:** Yes

**Assistant Secretary-Treasurer:** Okay that motion is approved. Time is 5:07.

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

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George F. Dixon, Secretary-Treasurer

Meeting adjourned: 5:07 p.m.