

MINUTES OF THE 539th MEETING OF THE OHIO TURNPIKE COMMISSION

February 11, 2008

Chairman: Good morning, it's 10:15 a.m. 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: Representing ODOT, Ms. Teeuwen.

Ms. Teeuwen: Here

Assistant Secretary-Treasurer: Representing OBM, Mr. Kaplanov.

Mr. Kaplanov: Here

Assistant Secretary-Treasurer: We have no one here from the Lt. Governor's Office*. Senator Buehrer.

(***Kimberly Gibson from Lt. Governor's Office arrived at 10:24 a.m.**)

Senator Buehrer: Here

Assistant Secretary-Treasurer: Representative Reinhard is not here. We do have a quorum Mr. Chairman.

Mr. Chairman: Thank you. We have a number of guests here today and in keeping with past practices, I'd like everyone to introduce themselves. We'll start with Mr. Steiner.

Those in attendance: Jim Steiner, CFO/Comptroller, Ohio Turnpike Commission; Eric Erickson, Fifth Third; Daniel Castrigano, Chief Engineer, Ohio Turnpike Commission; Jennifer

Diaz, Ohio Turnpike Commission; Heidi Jedel, Ohio Turnpike Commission; Kathy Weiss, Director of Contracts Administration, Ohio Turnpike Commission; Mike Swan, Dick Corp.; Captain Roger Hannay, Ohio State Highway Patrol; Rob Fleischman, Assistant Chief Engineer, Ohio Turnpike Commission; Dave Miller, Director of Audit and Internal Control, Ohio Turnpike Commission; Joshua Burkes, HNTB; Tony Yacobucci, HNTB; Tim Ujvari, Maintenance Engineer, Ohio Turnpike Commission; Robin Carlin, Director of Human Resources, Ohio Turnpike Commission; Matthew Cole, Employment Services Coordinator, Ohio Turnpike Commission; John Lee, J.P. Morgan; Steven Szanto, Cabrera Capital; Don Taggart, International Union of Operating Engineers Local #18; Floyd Jeffries, International Union of Operating Engineers Local #18; Sheri Warner, Ohio Trucking Association; George Distel, Ohio House of Representatives; Bill Keaton, Telecommunications Manager, Ohio Turnpike Commission; Lauren Hakos, Public Affairs and Marketing Manager, Ohio Turnpike Commission.

Chairman: Thank you. This is the 539th Meeting of the Ohio Turnpike Commission. We are meeting here at the Commission's Headquarters as provided 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 been previously provided to the Members. 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 December 17, 2007 Commission Meeting?

Mr. Dixon: So moved

Chairman: Is there a second?

Ms. Teeuwen: Second

Chairman: Can you please call the roll?

Assistant Secretary-Treasurer: Mr. Dixon

Mr. Dixon: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: 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 and the minutes are approved.

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

Secretary-Treasurer: Thank you Mr. Chairman. The following items have been sent to the Members since the last scheduled meeting of the Commission on December 17, 2007. They are:

1. Minutes of the December 17, 2007 Commission Meeting;
2. Traffic Crash Summary, December 2007 and January 2008;
3. Traffic and Revenue Report, December 2007 and January 2008;
4. Total Revenue by Month and Year, December 2007 and January 2008;
5. Investment Report, December 2007 and January 2008;
6. Financial Statement, December 2007 and January 2008;
7. Budget Report for 2007.

That completes my report Mr. Chairman. I'd be happy to answer any questions.

Chairman: Thank you Mr. Dixon. Any questions? We will move into the report of the Executive Director, Mr. Suhadolnik.

Executive Director: Thank you Mr. Chairman. A few items here, a news article, I did not give you a copy of it, but I would like to highlight something that was found in *Overdrive* in the January issue. This is a truckers' magazine and it was a highway report card and it talked about the best and the worst roads and Ohio was in the top 5 for best roads. Best segment, one of the top five was I-80 Ohio, best rest stops, again, Ohio was Number 3, I'd like to think the Turnpike had some role in that and the best truck stops, Ohio was in the top 3 and for Captain Hannay, toughest truck inspection law enforcement, Ohio was Number 2, so Ohio came out notable in many categories in there. The second item that I have, we missed the January meeting and there was some notable event that would have happened on that particular meeting day and for some reason, I just had this, it is not metal, that I am giving you, I had something made, I don't know why I picked out the 55, but we had this made for Mr. Dixon and a few of your friends signed the back of it. I am sorry we missed it in January George.

Mr. Dixon: That's okay.

Executive Director: Again, I don't know why we picked that 55, but we did for some reason.

Mr. Dixon: Thank you all, that is very nice. Thank you very much. Can you make that 33 some time?

Executive Director: You don't want to lower the speed limit, I know. I have one more thing I want to pass out, Mr. Chairman. Please pass a few of these in that direction and a few in this direction. With your permission Mr. Chairman, I will read this letter that I just distributed to you and the Commission Members:

“Dear Joe:

I am respectfully resigning my position as Executive Director of the Ohio Turnpike Commission effective March 31, 2008. Additionally, I am willing to remain with the Commission in another capacity until June 30, 2008 to assist the new Executive Director and to assure a smooth transition.

As I look back on my more than 30 years of public service it has been fun, exciting, interesting and challenging serving in elective office, appointed office and finally as the Executive Director of the Ohio Turnpike Commission, an independent agency of state government. I could not have planned the opportunities that were presented to me. It seemed whenever one door closed another opened.

The Ohio Turnpike Commission continues to be an excellent, well managed state asset thanks to the planning and forethought put into programs and policies established by my predecessors. As Executive Director I have been fortunate to have a dedicated, knowledgeable and hard working staff. These folks all take pride in their work and that made it easier to do my job.

Finally, it has been a pleasure to serve you Mr. Chairman and this group of Commissioners. Each of you have been extremely easy to work with, very understanding and very supportive of the programs and projects recommended.

Thanks again for your support and understanding.”

Chairman: I think we will all have something to say in the near future about the letter and I think on behalf of all the Commission and all of the employees, we certainly thank you for a job well done. Thank you very much.

Executive Director: I do have a resolution Mr. Chairman.

Mr. Chairman: We may as well get to business and right to work.

Executive Director: The resolution that is before you, this resolution Mr. Chairman will authorize the Executive Director to execute permits or requests to include Commission property in drilling units for the extraction of oil and gas outside of the Turnpike right of way. Mr. Chairman, this resolution is really a clarification or an update of authority previously given to the Executive Director back in 1976. That authority references the Turnpike's old Trust Agreement, and this resolution merely updates that authority to include the appropriate references to our current Trust Agreement. Would the General Counsel please read the resolved?

General Counsel: RESOLVED that the Commission hereby authorizes the Executive Director to take those actions necessary to effectuate this resolution and to execute permits or requests to include Commission property in drilling units for the extraction of oil and gas outside of the Turnpike right of way or more than fifty (50) feet from the Turnpike upon review and approval of the Consulting Engineer and Engineering Department and to collect such royalties due to the Commission under said agreements.

Chairman: Motion to adopt?

Mr. Regula: So moved

Chairman: Is there a second?

Mr. Kidston: Second

Chairman: Questions or discussions about the motion before the Commission? Again, as the Executive Director stated, this is an authorization that was granted in 1976, but with the change of the Trust Agreement, we are simply going ahead in referring to the proper sections in the new Master Trust Agreement. If there are no further questions, we'll call the roll.

Assistant Secretary-Treasurer: Mr. Regula

Mr. Regula: Yes

Assistant Secretary-Treasurer: Mr. Kidston

Mr. Kidston: 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 and the resolution is adopted. That's all I have Mr. Chairman.

RESOLUTION NO. 1-2008

**Resolution Delegating Authority to Issue Permits for the
Drilling of Wells for the Extraction of Oil and Gas and Their Constituents**

WHEREAS, the Commission wishes to encourage and cooperate in the development of new energy sources within the State of Ohio in order to further promote economic development so long as it does not have an adverse effect on the operations of the Turnpike System; and

WHEREAS, the Commission has the authority under O.R.C. Section 5537.04 to make or enter into agreements necessary or incidental to the performance of its duties, and to acquire, hold and dispose of property necessary or incidental to the exercise of its powers; and

WHEREAS, the Commission adopted Resolution 26-1976 on December 14, 1976, to delegate authority to the Executive Director to issue permits for the drilling of wells for the extraction of gas and oil and their constituents; and

WHEREAS, it is necessary to update this authority pursuant to Section 5.08 of the current Master Trust Agreement between the Commission and Huntington National Bank dated February 15, 1996, that authorizes the Commission by resolution to dispose of such property or any interest therein that it determines is no longer useful or necessary for the operations or maintenance of the Turnpike System if the Consulting Engineer consents to such action or disposition in writing; and

WHEREAS, the Commission has received requests to incorporate its property within the pooling areas for the extraction of oil and gas and their constituents.

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby authorizes the Executive Director to take those actions necessary to effectuate this resolution and to execute permits or requests to include Commission property in drilling units for the extraction of oil and gas outside of the Turnpike right of way or more than fifty (50) feet from the Turnpike upon review and approval of the Consulting Engineer and Engineering Department and to collect such royalties due to the Commission under said agreements.

(Resolution No. 1-2008 adopted February 11, 2008)

Mr. Dixon: Mr. Chairman, I apologize, I had a phone call I had to take, but what I wanted to say was that I had some concerns at the last meeting and Gary and his staff called me up and answered all of my questions and I support this resolution that was presented.

Chairman: Thank you. Next, Chief Engineer, Dan.

Chief Engineer: Thank you Mr. Chairman. I have three resolutions for your consideration this morning. The first is a resolution authorizing the amendment of a contract with ms consultants, inc., pursuant to Project 71-07-07. The Commission may recall that on September 17th, the authorized resolution 41-2007 with ms consultants for the design, construction and administration for the interchange and canopy signage at all 31 interchanges, as it relates to the implementation of a new toll collection system. The preliminary design has been completed and the consultant has submitted, on January 11, 2008, a proposal on the amount of \$433,783.00 for the final plans and specification preparation. 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 ms consultants, inc., to include the performance of the Phase I Final Design Plan Services.

Chairman: Motion to adopt?

Ms. Teeuwen: So moved

Chairman: Is there a second?

Mr. Kidston: Second

Chairman: Questions concerning this particular resolution? My only comment, and again Dan, can you just explain for a minute, I think I asked you this question when we talked about it in advance of the meeting, it seemed like a significant amount of money for this particular contract and then you explained to me, in your opinion, why the amount was correct and the type of signage program we are planning to implement and things of that nature.

Chief Engineer: Yes Mr. Chairman, as a result of the preliminary study, the Engineer's recommendation and the track that we are proceeding is installation of full matrix LEDs over every entrance and exit lane on the Turnpike. Since we pre-classify our vehicles that would require equipment ahead of the lanes that we are going to construct trusses and mount these signs on the trusses ahead of the lanes. Interesting point, with these full matrix signs we can have full flexibility for any operations in any of our entrance or exit lanes. I picked up a news article from *Toll Roads News* on the project that is continuing in Indiana right now as they convert to electronic toll collection. It seems they went with a lesser amount of signage in their project and they had massive confusion. Up to 30% of their transactions were misclassified due to vehicles getting in the wrong lanes. It seems now they are stopping, slowing down and they are going to install full matrix LEDs above all of their lanes. The same as we are proposing here and just for your information also, we are taking the same approach to this as Pennsylvania, so when this is all said and done, Indiana, Ohio and Pennsylvania will have the same signage system.

Chairman: Thank you. It didn't make sense for us to be cautious on it right from bat from the beginning and go ahead and do it properly. Please call the roll.

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

Assistant Secretary-Treasurer: Mr. Kidston

Mr. Kidston: Yes

Assistant Secretary-Treasurer: Mr. Balog

Mr. Balog: Yes

Assistant Secretary-Treasurer: Mr. Regula

Mr. Regula: Yes

Assistant Secretary-Treasurer: Mr. Dixon

Mr. Dixon: Yes

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

RESOLUTION NO. 2-2008

Resolution Directing the Executive Director to Amend the Contract with ms consultants, inc. (Project 71-07-07)

WHEREAS, on September 17, 2007, pursuant to Resolution 41-2007, the Commission authorized a Contract with **ms consultants, inc., of Youngstown, Ohio** for the performance of Project 71-07-07, Engineering Design and Construction Administration and Inspection Services for the Construction of Interchange and Canopy Signage at Thirty-one (31) Toll Interchanges as it relates to the implementation of the Commission's new Toll Collection System; and

WHEREAS, authorized expenditures to date for Phase I Preliminary Design Plan Preparation services under the Contract with ms consultants total \$148,936.00; and

WHEREAS, ms consultants has submitted a fee proposal dated January 11, 2008 in the total lump sum amount of \$433,783.00 for the Phase I Final Design Plan Services, which proposal has been deemed appropriate and reasonable by the Chief Engineer who, therefore, recommends that the Contract awarded to ms consultants be amended to authorize that firm to perform said services; and

WHEREAS, the total Contract amount shall now be 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 I Final Design Plan Services requires Commission approval; and

WHEREAS, the Executive Director concurs with the Chief Engineer's recommendation that the Contract with ms consultants be amended to allow for the performance of Phase I Final Design Plan Services for the construction of interchange and canopy signage at thirty-one (31) interchanges; and

WHEREAS, at the time the construction contract(s) for the construction of interchange and canopy signage at thirty-one (31) interchanges is/are awarded, the Commission will be requested to authorize ms consultants to perform construction administration and inspection services for 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 ms consultants, inc., to include the performance of the Phase I Final Design Plan Services.

(Resolution No. 2-2008 adopted February 11, 2008)

Chief Engineer: The second resolution I have today is awarding Invitation 4082 for the purchase of approximately 600,000 pounds of hot-pour ready-mixed joint sealant for the next 12-month period. This is for use by our maintenance forces in the maintenance of the roadway. We received four bids in response to the subject Invitation. The apparent low bid was submitted by McAsphalt Industries Limited of Toronto, Ontario. This bidder has performed satisfactorily for the Commission in the past. The Maintenance Engineer is awarding a total amount of \$165,060.00, which is the bid amount plus 5%. The reason it is plus 5% is that this material is manufactured specifically for the Turnpike Commission. The contract documents allow for a 5% under run or a 5% overrun of the contract amount of 600,000 pounds. If the General Counsel would please read the resolved.

General Counsel: RESOLVED that the bid of **McAsphalt Industries Limited** for Invitation No. 4082 is deemed by the Commission to be the lowest responsive and responsible bid received and is accepted, and the Executive Director and Director of Contracts Administration, or either of them, is hereby authorized: 1) to execute a Contract with **McAsphalt Industries Limited of Toronto, Ontario, Canada** in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation; 2) to incur expenditures under the Contract in the quantities estimated by the Maintenance Department's staff for the purchase of hot-pour, ready-mixed joint sealant; 3) to direct the return to the other bidders of their bid security at such

time as McAsphalt Industries Limited has entered into a Contract; and 4) to take any and all action necessary to properly carry out the terms of said Contract.

Chairman: Motion to adopt?

Mr. Kidston: So moved

Chairman: Is there a second?

Mr. Regula: Second

Chairman: Any questions on the purchase of the sealant? Discussion? 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: Mr. Balog

Mr. Balog: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

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

RESOLUTION NO. 3-2008

**Resolution Awarding a Contract for the Purchase of
Hot-Pour, Ready-Mixed Joint Sealant**

WHEREAS, the Commission has advertised for bids for Invitation No. 4082 for the furnishing to the Commission of approximately 600,000 pounds hot-pour, ready-mixed joint sealant for a twelve (12) month period; and

WHEREAS, the expenditures of the Commission for hot-pour, ready-mixed joint sealant under Invitation No. 4082 will exceed \$150,000 and, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for the award of such Contract; and

WHEREAS, four (4) bids were received in response to the Invitation; and

WHEREAS, the bids were reviewed by the Maintenance Engineer who has stated that the lowest responsive and responsible bid was submitted by **McAsphalt Industries Limited** of **Toronto, Ontario, Canada** and that this bidder proposes to furnish materials and services in accordance with the Commission's specifications; and

WHEREAS, the Maintenance Engineer has recommended an award of Contract to McAsphalt Industries Limited in the amount of **\$165,060.00** (bid amount plus 5%); and

WHEREAS, the Commission has been advised by the Director of Contracts Administration that all bids for Invitation No. 4082 were solicited on the basis of the same terms and conditions and the same specifications, that the bid of McAsphalt Industries Limited for Invitation No. 4082 conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54, and that a bid security in the form of a certified check of good and sufficient surety has been submitted by McAsphalt Industries Limited; and

WHEREAS, the Executive Director has reviewed the reports of the Maintenance Engineer and the Director of Contracts Administration and, predicated upon such analysis, has made his recommendation to the Commission to award the Contract for Invitation No. 4082 to McAsphalt Industries Limited; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **McAsphalt Industries Limited** for Invitation No. 4082 is deemed by the Commission to be the lowest responsive and responsible bid received and is accepted, and the Executive Director and Director of Contracts Administration, or either of them, is hereby authorized: 1) to execute a Contract with **McAsphalt Industries Limited** of **Toronto, Ontario, Canada** in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation; 2) to incur expenditures under the Contract in the quantities estimated by the Maintenance Department's staff for the purchase of hot-pour, ready-mixed joint sealant; 3) to direct the return to the other bidders of their bid security at such time as McAsphalt Industries Limited has entered into a Contract; and 4) to take any and all action necessary to properly carry out the terms of said Contract.

(Resolution No. 3-2008 adopted February 11, 2008)

Chief Engineer: Thank you. The final resolution I have this morning Mr. Chairman, is a resolution awarding Contract No. 59-08-01 for repairs and resurfacing of the east

and westbound roadways between mileposts 5.7 and 14.8 in Williams County, Ohio. The Commission may recall that this contract is a rebid of a project that we bid one year ago and rejected due to the fact that we received one bid that was in excess of 10% of the Engineer's estimate. We did receive one bid again for this project. The low bid the only bid was submitted by Gerken Paving, Inc. of Napoleon, Ohio, in the amount of \$8,163,283.70. This contractor has performed satisfactorily in the past. The total amount bid is approximately 7.4% above the Engineer's estimate. I would like to advise the Commission that the concern the Commission expressed on the number of bids that we have been receiving on some of our contracts out in the Western portion of the state, the Engineering Department contacted the Indiana Contractor's Association and obtained four names from that agency of large pavers in the eastern part of Indiana. Out of those four names, one contractor did request plans on this project, however, they did not bid. The resolution also contains provisions to assign The Mannik & Smith Group, Inc., Toledo, Ohio, to the contract for performing construction inspection and TTL Associates, Inc., Toledo, Ohio, for performing testing. If the General Counsel would please read the resolved.

General Counsel: RESOLVED that the bid of **Gerken Paving, Inc. of Napoleon, Ohio**, in the amount of **\$8,163,283.70** for the performance of Contract No. 59-08-01 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 **The Mannik & Smith Group, Inc., Toledo, Ohio** to Contract 59-08-01 for the purpose of performing construction inspection, and **TTL Associates, Inc., Toledo, 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. 59-08-01 is designated a System Project under the Commission's 1994 Master Trust Agreement.]

Chairman: Motion to adopt?

Ms. Teeuwen: So moved

Chairman: Is there a second?

Mr. Kidston: Second

Chairman: Questions or discussion on the motion before the Commission?
Representative Buehrer.

Representative Buehrer: Thank you Mr. Chairman. When will this work be done Dan, and is this part of a normal maintenance schedule?

Chief Engineer: Mr. Chairman and Senator Buehrer, this is our regular maintenance on the roadway. That part of the roadway was resurfaced approximately 12 years ago. We will begin work right after Easter and be wrapped up this summer.

Senator Buehrer: That's all. Thank you.

Mr. Kidston: How are the testing agencies and the construction management selected?

Chief Engineer: Mr. Chairman and Commission Member Kidston, we do our pre-qualifications every two years with the engineering testing labs. We assign them based on proximity to the project and also the category that they relate to.

Mr. Kidston: So like Toledo Testing will do any project that we have in the western end, for instance, as far as testing?

Chief Engineer: Commission Member Kidston, not any project, we also try to spread the work around to as many companies as we can. They may do one or two projects with us this year.

Mr. Regula: Approximately, what is the length of time we normally get out of our pavement, just in general?

Chief Engineer: Mr. Chairman and Commission Member Regula, anywhere from 8 to 14 years. We have been discussing that with the Executive Director and we've talked about this in the past, also that we still have the original concrete under the roadway out there. As that concrete gets older the resurfacing projects aren't lasting as long. We will be looking at, later this summer, putting out a RFP to get an engineer onboard to do a technical study of the roadway, while we are going to be looking at having to replace the concrete base in the near future.

Mr. Regula: By doing that versus resurfacing what would be the approximate cost factor? Would it be five times as much, four times as much versus ten times as much, I know you are just speculating.

Chief Engineer: Well this one we are doing nine miles for \$8 million out there for resurfacing. When we get into the pavement replacement we are talking in excess of a million dollars a mile.

Mr. Regula: Thank you.

Chairman: Any further questions?

Ms. Gibson: Dave, do you know if you all will be looking at “green” construction methods when you go to do your reconstruction of that section of the freeway?

Chief Engineer: As far as “green” construction methods, we have been doing that somewhat for the past 20-25 years where we do recycle quite a bit of the asphalt out there. We recycle it for both the base course and in the last couple of years we have also expanded it to use in the surface course also. In addition to that, we do take some of that recycled material, stock it at our maintenance buildings and then we reuse it for our own purposes also.

Ms. Gibson: Follow-up question, Sir.

Chairman: Sure

Ms. Gibson: Have you experimented with or looked into different pavements that might be more less more porous, but not any less safe of course? I know we are struggling with that in other parts of the state, so I just wondered what the Turnpike does.

Chief Engineer: That’s an interesting point, about eight or nine years ago we tried a section of pavement, open-grated asphalt pavement, which supposedly reduces the noise off of the pavement, reduces the truck’s spray off of the pavement, that we found is not the answer up here in the very snowy areas of the state. When you salt the road, the salt works by creating a brine solution on the surface of the roadway, which then melts the snow. With the open-grated asphalt you can’t keep that brine on the surface of the pavement, it percolates down through the pavement and we had a nightmare trying to maintain that during the winter weather. We have since removed that section.

Ms. Gibson: Thank you.

Chairman: Any further questions?

Mr. Dixon: I just want to make sure that I heard correctly, following up on what Commissioner Regula was talking about, you said it costs us \$8 million dollars to do nine miles of resurfacing, was that correct, of covering and that to totally resurface it, it will cost us about a million dollars a mile?

Chief Engineer: I may not have been as detailed, I am talking about a million dollars a lane mile, so multiply that by four and then multiply it by the lanes.

Mr. Dixon: Alright, I was going to say that we may as well resurface it.

Chairman: You’re right.

Mr. Dixon: Yeah, really. Okay. Thank you.

Chairman: One question that I have, and my last question is this is from the budget of 2007 if I am correct? This isn’t part of the 2008 Capital Improvement Budget?

Chief Engineer: Mr. Chairman, it was on the 2007 budget however, we did, since the project was not actually funded in 2007 since we rejected it, we carried those funds through to 2008 and we re-funded it out of 2008 dollars.

Chairman: Okay. Thank you. Any questions? Please call the roll.

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: 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: Mr. Dixon

Mr. Dixon: Yes

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

RESOLUTION NO. 4-2008

Resolution Awarding Contract No. 59-08-01

WHEREAS, the Commission has duly advertised according to law for bids upon a Contract for Repairs and Resurfacing of the Eastbound and Westbound Roadways from Milepost 5.7 to 14.8 located in Williams County, Ohio, herein designated **Contract No. 59-08-01**; and

WHEREAS, the Commission received one (1) bid for the performance of said Contract; and

WHEREAS, said bid has 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. 59-08-01 was received from **Gerken Paving, Inc.** of

Napoleon, Ohio, in the amount of **\$8,163,283.70**, 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. 59-08-01 were solicited on the basis of the same terms and conditions and the same specifications, that the bid of Gerken Paving, Inc. for Contract No. 59-08-01 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 Gerken Paving, Inc.; 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. 59-08-01 to Gerken Paving, Inc.; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **Gerken Paving, Inc.** of **Napoleon, Ohio**, in the amount of **\$8,163,283.70** for the performance of Contract No. 59-08-01 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 **The Mannik & Smith Group, Inc., Toledo Ohio** to Contract 59-08-01 for the purpose of performing construction inspection, and **TTL Associates, Inc., Toledo 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. 59-08-01 is designated a System Project under the Commission's 1994 Master Trust Agreement.]

(Resolution No. 4-2008 adopted February 11, 2008)

Chief Engineer: One other brief item I have this morning following that resolution is in your packets, you will see the Ohio Turnpike Commission Construction Contract Summary dated January 22, 2008 that was scheduled to be presented at the last Commission Meeting. In accordance with Article 5, Section 1 of the Bylaws that were revised on March of 2003, we are required to report back to the Commission on the completion of our construction projects. This report details nine construction projects that have been completed since my last report in May of

2007, a total award amount of \$37,169,000. I am happy to report that these nine projects were completed in total amount of \$37,129,000, a savings of \$40,000 under the award amount. Since we've begun this report and requirement of March 2003, we have completed 52 contracts, a total award amount of \$174,800,000. The final award amount of \$173,500,000 or a total savings of \$1.3 million dollars. That completes my report this morning Mr. Chairman.

Chairman: Thank you Dan. I have two comments. The first question is do you think it would be appropriate to contact the four people who had the ability from Indiana and just inquire why they chose not to bid? I understand that one took plans out.

Chief Engineer: Yes, we can do that.

Chairman: If we sent out 67 bid packages, but only had one bid, maybe someone can shed some light on that and I was thinking that maybe the Indiana people might be a good place.

Chief Engineer: I'll request that the Purchasing Manager do that before the next meeting Mr. Chairman.

Chairman: Thank you. The second comment is your summation sheet, which talks about the awards and change orders and what the final amounts are, you may want to send this to regional sewer and let them kind of see the process that we're using.

Chief Engineer: I'll let you do that.

Chairman: Thank you Dan. General Counsel, Noelle.

General Counsel: Thank you Mr. Chairman and Commission Members. I have a proposed resolution for your consideration, which would authorize the execution of a new labor agreement with the Teamsters Local Union No. 436, as the exclusive representative for the regular full time non-supervisory employees in the Maintenance and Toll Operations departments. Attached to the resolution is a summary of the changes to the Collective Bargaining Agreement. As you know, the Commission's Bargaining Team and outside labor counsel negotiated through the end of last year to reach tentative agreements with both the full time and the part time employees. The Teamsters subsequently conducted a vote of the full time employees, who are members of the union, and on January 15, 2008 the Commission was notified that the union membership did vote to accept the tentative agreement reached between the parties. We do not have an agreement with the part-time employees yet. However, we have a tentative agreement reached that the union is taking back to the part-time employees for a vote. The significant terms of the new agreement provide for a wage increase for 3.5% effective retroactive to January 1, 2008, a 3% increase effective January 1, 2009 and a 3% wage increase effective January 1, 2010. This new agreement would expire December 31, 2010. These wage increases that were negotiated are inline or comparable to the wage increases negotiated by the State of Ohio with its largest union, AFSCME/OCSEA in its last contract negotiations. The Commission also agreed to other minor changes to the current agreement as outlined in the one page summary. I have also attached a drafted tentative agreement in your folders with the proposed language changes indentified. It has taken longer than usual to negotiate a final drafted

agreement and I will caution you that the drafted copy is still subject to minor changes. It was more complicated this time because we separated the full-time agreement from the part-time agreement. With your permission Mr. Chairman, I would like to read the resolved.

Chairman: Please do.

General Counsel: RESOLVED that the Commission hereby approves a Collective Bargaining Agreement with representatives of certain regular, full-time, non-supervisory field employees in the Toll Operations and Maintenance Departments hereinafter collectively referred to as "Bargaining Unit Employees"; represented by the Union and authorizes the chairman and/or executive director, with advice of labor counsel and general counsel, to execute the agreement with the above-mentioned Bargaining Unit Employees when appropriate, and to take any other action necessary to carry out the terms and provisions thereof; and

FURTHER RESOLVED that the Commission authorizes the chairman and/or executive director to take those actions necessary to implement the terms of the new Collective Bargaining Agreement, including the pertinent wage increases for said employees.

Chairman: Motion to adopt?

Mr. Dixon: So moved

Chairman: Is there a second?

Mr. Kidston: Second

Chairman: Discussion or questions concerning the proposed contract before the Commission? 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. Regula

Mr. Regula: Yes

Assistant Secretary-Treasurer: Mr. Balog

Mr. Balog: Yes

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

RESOLUTION NO. 5-2008

Resolution Authorizing Execution of the Collective Bargaining Agreement for Certain Full-Time Employees in the Toll Operations and Maintenance Departments

WHEREAS, negotiations have taken place between representatives of the Commission and Teamsters Local Union No. 436, affiliated with the International Brotherhood of Teamsters, (“Union”), as representatives of certain regular, full-time, non-supervisory field employees in the Toll Operations and Maintenance Departments, hereinafter collectively referred to as “**Bargaining Unit Employees**”; and

WHEREAS, on March 28, 2002 the Union was certified by the State Employee Relations Board as the exclusive bargaining representative of the regular, full-time, non-supervisory field employees in the Toll Operations and Maintenance Departments; and

WHEREAS, the Collective Bargaining Agreement between the Commission and the Union, as representatives of the Bargaining Unit Employees expired on December 31, 2007, but the parties reached a tentative agreement with the regular, full-time, non-supervisory employees in the Toll Operations and Maintenance Departments prior to said expiration date, which tentative agreement was ratified by a vote of a majority of said employees on or about January 15, 2008; and

WHEREAS, after lengthy and intense negotiations, the parties have reached an agreement with certain regular, full-time, non-supervisory field employees in the Toll Operations and Maintenance Departments represented by the Teamsters Local Union 436; and

WHEREAS, a summary of the proposed agreement was mailed to the regular, full-time, non-supervisory Bargaining Unit Employees for ratification and has been approved by the membership in this unit;

WHEREAS, the collective bargaining agreement between the parties shall be in full force and effect for the period from **January 1, 2008 through December 31, 2010**; and

WHEREAS, the approval of the agreement has been recommended by the Commission’s Executive Director, members of the Ohio Turnpike Commission bargaining team, General Counsel and Outside Labor Counsel.

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby approves a Collective Bargaining Agreement with representatives of certain regular, full-time, non-supervisory field employees in the Toll

Operations and Maintenance Departments hereinafter collectively referred to as "Bargaining Unit Employees"; represented by the Union and authorizes the chairman and/or executive director, with advice of labor counsel and general counsel, to execute the agreement with the above-mentioned Bargaining Unit Employees when appropriate, and to take any other action necessary to carry out the terms and provisions thereof; and

FURTHER RESOLVED that the Commission authorizes the chairman and/or executive director to take those actions necessary to implement the terms of the new Collective Bargaining Agreement, including the pertinent wage increases for said employees.

(Resolution No. 5-2008 adopted February 11, 2008)

Chairman: Noelle, just one question so we are all clear, there is a union election scheduled for the beginning of March.

General Counsel: That's correct. SERB, the State Employment Relations Board, will be conducting the union representation election on March 10th and 11th at approximately, I believe it is 16 locations up and down the Turnpike. That was based upon the petition filed by the Sheet Metal Workers' Local 33 to represent both the full-time and the part-time employees.

Chairman: Am I correct, if the employees go ahead and reject the Teamsters and select the Sheet Metal Workers then we will be back into negotiations with the Sheet Metal Workers and this contract that we are approving today wouldn't take effect until the new contract would be agreed with the Sheet Metal Workers if, in fact, the employees select the Sheet Metal Workers.

General Counsel: That's correct. The contract would be void, however, if it is ratified today, the Commission, as a public employer, is required to maintain status quo until a new collective bargaining agreement is negotiated and accepted by the membership.

Chairman: Can that collective bargaining agreement go back and be retroactive to January 1st or would it take effect when we reach the new agreement?

General Counsel: We would have to negotiate that, but most likely it would be a new effective date.

Chairman: Thank you. Any other questions concerning this matter? Anything further Noelle?

General Counsel: Nothing further Mr. Chairman.

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

CFO/Comptroller: Thank you Mr. Chairman and Commission Members. I have a brief update on the traffic and revenue for the month of January. This first chart shows the monthly passenger car miles traveled on the Ohio Turnpike over the past two years. Miles

traveled by passenger cars during the last twelve months have consistently been below the levels reached the prior twelve months and this trend continued in the month of January with miles traveled 3.2% below the level reached in January 2007. Commercial traffic the last twelve months has followed a similar pattern with miles traveled this January falling six-tenths of a percent below the level reached in January 2007. This chart shows the vehicle miles traveled in the month of January during each year this decade. You can see the passenger car miles traveled in January have declined the past two years and this January's total is lower than in every year since calendar year 2001. Commercial traffic has been more stable the past three years and increased substantially when the speed limit was increased in September 2004 and the toll rates were reduced in January 2005. This chart shows the monthly toll revenue from passenger cars over the past two years. Despite the decline in traffic the revenue in 2007 consistently exceeded the corresponding amounts from 2006 due to the toll adjustments that were implemented January 1, 2007 and with no change in toll rates this year, revenue from passenger cars dropped 3.1% in January compared to January 2007 due to the decline in traffic. Likewise, 2007 revenues from commercial vehicles consistently exceeded the amounts from 2006. With no change in toll rates in 2008, the revenues from commercial vehicles dropped three-tenths of a percent this January compared to 2007. This chart shows the toll revenue in the month January in each year this decade. Total toll revenues this January were 1.3% below the amount from last year. This final chart shows total revenues from all sources for each January this decade. Total revenues for January 2008 were 2.1% below those from last year, 2.2% below those from January 2006 and only 6.7% higher than they were in January 2000, while the Consumer Price Index has increased almost 25% over this time period. That completes my report Mr. Chairman. I'd be happy to respond to any questions.

Chairman: Thank you. Any questions for Mr. Steiner? We will move to the Financial Advisor. Any report?

Financial Advisor: No report today Mr. Chairman.

Chairman: Thank you. General Consultant?

General Consultant: No report Mr. Chairman.

Chairman: Ohio State Highway Patrol, Captain Hannay.

Captain Hannay: No report Mr. Chairman.

Chairman: Thank you. Is there a motion to go into executive session?

Mr. Regula: Mr. Chairman, I move that we adjourn into executive session to discuss the employment of the next executive director under provisions of Ohio Revised Code Section 121.22(G)(1). At the end of such executive session the Commission meeting shall reconvene.

Chairman: Thank you. Is there a second?

Mr. Kidston: Second

Chairman: Motion to go into executive session is made. Please call the roll.

Assistant Secretary-Treasurer: Mr. Dixon

Mr. Dixon: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

Assistant Secretary-Treasurer: Mr. Balog

Mr. Balog: Yes

Assistant Secretary-Treasurer: There are five yeas. The motion is accepted.

Chairman: Did you get all five people?

Assistant Secretary-Treasurer: I thought I did. Mr. Regula?

Chairman: and Mr. Kidston.

Mr. Kidston: Both of us, yes.

Assistant Secretary-Treasurer: I apologize.

Chairman: No problem. For the information of the people in the audience, after the executive session we do not intend to take any business, so that would conclude the meeting. We will reconvene just to adjourn. Thank you.

Executive Session: 10:51 a.m. to 11:02 a.m.

Chairman: Motion to reconvene out of executive session?

Mr. Regula: I'll make a motion we reconvene.

Mr. Dixon: Second

Chairman: Mr. Dixon second.

Assistant Secretary-Treasurer: Mr. Dixon is second? Who did the first?

Chairman: David

Assistant Secretary-Treasurer: Alright.

Chairman: Roll call.

Assistant Secretary-Treasurer: Mr. Regula

Mr. Regula: Yes

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: Five yeas and that motion is adopted.

Chairman: I see you went ahead and you took the two people who made the motion and made them first and second.

Assistant Secretary-Treasurer: I did this time.

Chairman: Before we have our motion to adjourn as I mentioned to the members, just for the record the 21st of April, I have a conflict and I would like to suggest that we change the meeting to the 28th of April. If everybody would check their schedule and let Gary know if there is a problem with that, so instead of the third Monday, it would be the fourth Monday. Motion to adjourn?

Mr. Kidston: So moved

Chairman: Is there a second?

Mr. Regula: Second

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. Balog

Mr. Balog: Yes

Assistant Secretary-Treasurer: Mr. Dixon

Mr. Dixon: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

Assistant Secretary-Treasurer: Five yeas and the meeting is adjourned.

Chairman: Thank you.

Time adjourned: 11:04 a.m.

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

George F. Dixon, Secretary-Treasurer