

MINUTES OF THE 543rd MEETING OF THE OHIO TURNPIKE COMMISSION
July 28, 2008

Chairman: The meeting will come to order, will the Assistant Secretary-Treasurer please call the roll?

Assistant Secretary-Treasurer: Chairman 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: Mr. Kaplanov

Mr. Kaplanov: Here

Assistant Secretary-Treasurer: Senator Buehrer and Representative Reinhard and from the Lt. Governor's office, I think the Chairman's going to explain what's going on there.

Chairman: From the Lt. Governor's office, we've previously had a representative quite often, Kimberly Gibson. Kimberly has been transferred to another department. We want to thank her for the service and the dedication and the time she spent here with the business of the Commission. I anticipate the Lt. Governor's office will make a new appointment in the short term.

We have a number of guests here today, keeping with past practices, I'd like everyone to introduce themselves, start with Mr. Steiner.

Those in Attendance: James Steiner, CFO/Comptroller, Ohio Turnpike Commission; Eric Erickson, Fifth Third; Bobby Everhart, URS; Ryan Connors, Connors & Co.; Kathy Weiss, Director of Contracts Administration; Roger Hannay, Ohio State

Highway Patrol; Tony Yacobucci, Joshua Burkes, HNTB; Bill Daley, Morgan Stanley; Dave Miller, Director of Internal Audit and Control, Ohio Turnpike Commission; Heidi Jedel, Executive Department, Ohio Turnpike Commission; Jennifer Diaz, Legal Department, Ohio Turnpike Commission; Hamid Homae, Transystems; Tim Ujvari, Maintenance Engineer, Ohio Turnpike Commission; Kevin Golick, Purchasing Manager, Ohio Turnpike Commission; Andrew Herberger, Director, Service Plaza Operations; Matthew Cole, Employment Services Manager, Ohio Turnpike Commission; Lauren Hakos, Public Affairs and Marketing Manager, Ohio Turnpike Commission; Bill Keaton, Telecommunications Manager, Ohio Turnpike Commission; Frank Lamb, Huntington Bank; Don Taggart, Floyd Jeffries, Local 18; Stephen Holmes, First Merit Bank.

Chairman: Thank you. This is the 543rd meeting of the Ohio Turnpike Commission. We are meeting here today at the Commission's headquarters as provided for in the Commission's Code of Bylaws for a special meeting. Various reports will be received and we will act on several resolutions, draft copies of the resolutions have previously been sent to the Members and updated drafts are also in the Members' folders. The resolutions will be explained during the appropriate reports. Can I have a motion to adopt the minutes of the June 16, 2008 Commission Meeting?

Mr. Dixon: So moved.

Chairman: Is there a second?

Ms. Teeuwen: Second.

Chairman: Roll please.

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: Mr. Kidston

Mr. Kidston: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

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

Mr. Dixon: Thank you Mr. Chairman, again I apologize for my tardiness.

The following items have been sent to the Members since the last scheduled meeting of the Commission on June 16, 2008. They are as read:

1. Minutes of the June 16, 2008 Commission Meeting
2. Traffic Crash Summary, June, 2008
3. Traffic & Revenue Report, June, 2008
4. Total Revenue by Month and Year, June, 2008
5. Investment Report, June, 2008
6. Financial Statement, June, 2008
7. Six Months Budget Report 2008

Mr. Chairman that completes my report. If there are any questions I'd be happy to try to answer them.

Chairman: Any questions for Mr. Dixon? Thank you sir.

Mr. Dixon: Thank you sir.

Chairman: Next we will go to the report of the Executive Director, Mr. Distel.

Executive Director: Thank you Mr. Chairman. I really have no formal report other than to say that, I don't want to apologize for the eleven resolutions, but as you can see the staff has been very, very busy. We are moving on conversion to EZPass[®] and you will periodically between now and probably the next six or seven months see a lot of resolutions dealing with that project. The staff has done a wonderful job to get us this far.

Chairman: We are all looking forward to the successful conclusion of the project. Thank you. Questions for Mr. Distel? Let's go to the Chief Engineer, Dan. First resolution.

Chief Engineer: Thank you Mr. Chairman. I have six resolutions for your consideration this afternoon. The first is awarding Invitation No. 4097. This is for the collection, transportation and disposal of slag, leachate waste water from three locations along the Turnpike. As the Commission is aware that we have been under the directive

of the Ohio EPA for the last several years to collect slag, leachate waste water was resulting from the construction of our Toll Plaza 173. We received five bids in response to the invitation and the apparent low bid was submitted in the amount of \$149,000.00 by AKE Laboratory, Inc. of Bedford, Ohio. This bidder has performed satisfactorily for the Commission in the past and the total amount is below the estimate. We are proposing establishing a blanket order in the amount of \$175,000.00 to take into account any potential variations in the amount of the precipitation we receive during the next year. I'm also happy to report that this most probably will be the last contract for this service. We are currently preparing to go out for bid for a forced main to tie this directly into the municipal waste water system, which will greatly reduce our costs with this material. If the General Counsel would please read the Resolved?

General Counsel: RESOLVED that the bid of **AKE Laboratory, Inc. of Bedford, Ohio** in the amount of \$149,000.00 under Invitation No. 4097 is, and is by the Commission deemed 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 blanket order Contract with the successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation; (2) to direct the return to the bidders of their bid security at such time as AKE Laboratory, Inc. has entered into a Contract; and (3) to take any and all action necessary to properly carry out the terms of said Contract.

Chairman: Is there a motion adopt the resolution before us?

Mr. Regula: So moved.

Chairman: Is there a second?

Mr. Kidston: Second.

Chairman: Questions for Dan, or discussion on the resolution? Yes, Mr. Dixon.

Mr. Dixon: Just a clarification for me please. Chronologically, AKE won. We put out bids and AKE won it with \$149,000.00 and they said oh by the way, if we get a lot of liquid there we may have to take that whole \$175 that you guys estimated it would be. Is that how it works?

Chief Engineer: Mr. Chairman, Commission Member Dixon, they are on call by our forces. As our retention basins fill we call them out and they have to respond within so many hours to pump the basins. They get paid per gallon, per gallon that they haul. So if it doesn't rain their going to get paid less than \$140,000.00 if it rains a lot their going to get paid more.

Mr. Dixon: So if I put in a bid for \$138,000.00 and then it rained a lot I could get \$175,000.00?

Chief Engineer: No, their bid was based on a gallon unit cost.

Mr. Dixon: Okay, is that in here?

Mr. Balog: Yes, we're paying \$0.745 per gallon.

Mr. Dixon: So this is a not to exceed then?

Chief Engineer: Right, we're setting up the contract not to exceed \$175,000.00.

Chairman: Any other questions? Please call the roll.

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: Mr. Kidston

Mr. Kidston: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

RESOLUTION NO. 29-2008

Resolution Concerning Award of Contract Pursuant to Invitation No. 4097

WHEREAS, in accordance with an Ohio EPA directive, the Commission has continued remediation activities to resolve problems associated with leachate run-off, by containing and disposing of slag leachate wastewater; and

WHEREAS, the Commission has advertised for bids under Invitation No. 4097 for furnishing to the Commission all services for collection, transportation, testing and disposal of slag leachate wastewater from three (3) locations along the Ohio Turnpike, under Invitation No. 4097; and

WHEREAS, it is anticipated that the expenditures of the Commission for disposal of slag leachate wastewater under Invitation No. 4097 may exceed \$150,000.00 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, five (5) bids were received in response to Invitation No. 4097, and such bids have been reviewed and analyzed by the Commission's Maintenance Engineer, whose report concerning such analysis is before the Commission; and

WHEREAS, the Maintenance Engineer reports that, based on estimated quantities of slag leachate wastewater removal, the apparent low bid was submitted in the amount of **\$149,000.00** by **AKE Laboratory, Inc. of Bedford, Ohio**, and that this bidder proposes to furnish services in accordance with the Commission's specifications and has satisfactorily provided such services to the Commission in the past; and

WHEREAS, the Maintenance Engineer also reports that, due to the potential for large fluctuations of precipitation during the term of the Contract, it is possible that the estimated quantity may be exceeded, and he, therefore, recommends that a blanket order Contract be established with AKE Laboratory in the amount of **\$175,000.00** under Invitation No. 4097; and

WHEREAS, the Commission has been advised by its Director of Contracts Administration that all bids for Invitation No. 4097 were solicited on the basis of the same terms, conditions and specifications, that the bid of AKE Laboratory, Inc. conforms to the requirements of Ohio Revised Code Sections 5537.07 and 9.312, and that a bid guaranty/performance bond of good and sufficient surety has been submitted by said bidder; and

WHEREAS, the Executive Director has reviewed the reports of both the Maintenance Engineer and the Director of Contracts Administration and, predicated upon such analysis, has recommended to the Commission that a blanket order Contract in the amount of \$175,000.00 be awarded to AKE Laboratory, Inc.; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bid of **AKE Laboratory, Inc. of Bedford, Ohio** in the amount of \$149,000.00 under Invitation No. 4097 is, and is by the Commission deemed 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 blanket order Contract with the successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation; (2) to direct the return to the bidders of their bid security at such time as AKE Laboratory, Inc.

has entered into a Contract; and (3) to take any and all action necessary to properly carry out the terms of said Contract.

Chief Engineer: The second resolution this afternoon is awarding Invitation No. 4099 for furnishing of approximately 70,400 tons of rock salt for a requirement for the 2008-2009 winter season. We only received two bids in response to this invitation. The only bid received in response to Items 1, 2, 3, 4, 13, 14, and 15 were submitted by Morton Salt, Chicago, Illinois in the total amount of \$1,969,112.00. The apparent low bid in response to Items 5, 6, 7, 8, 9, 10, 11 and 12 were submitted by Cargill Inc. Deicing Technology of North Olmsted Ohio in the amount of \$1,743,815.00. We do set this up in the amount of 150% of the total estimated cost to allow for variations in the winter weather. We also have piling, or conveyor charges if required. These unit price bids significantly exceeded the prices that we paid for this material last year. To give you an idea on average the increase cost for the low cases bid by Morton's Salt is 78% and the low cases by Cargill are 33%. Our Purchasing Manager and Maintenance Engineer have done quite a bit of investigation on this before we brought this to you for an award this afternoon. There is a memorandum of record attached from both the Maintenance Engineer and the Purchasing Manager that it seems to be a situation not only with the Turnpike and the region, but most probably the entire country that there is a shortage of sodium chloride for deicing this year. Being that this is a commodity that we cannot do without we are recommending award on this material. If the General Counsel would please read the Resolved?

General Counsel: RESOLVED that the bids of the following companies:

<u>Items</u>	<u>Company</u>	<u>Total Award</u>
1, 2, 3, 4, 13, 14 & 15	Morton Salt Chicago, Illinois	\$2,988,948.00
5, 6, 7, 8, 9, 10, 11 & 12	Cargill, Inc. Deicing Technology Business Unit, N. Olmsted, Ohio	\$2,663,722.50
Grand Total of Awards		\$5,652,670.50

for Invitation No. 4099 are, and are by the Commission deemed to be the lowest responsive and responsible bids received and the Executive Director and the Director of Contracts Administration, or either of them, is hereby authorized: (1) to execute a Contract with each successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation, which Contract awards reflect 150% of estimated quantities bid for each individual delivery destination and any additional piler or conveyor charges; (2) to direct the return to the bidders of their bid securities at such time as the successful bidders have each entered into a Contract; and (3) to take any and all action necessary to properly carry out the terms of said Contracts.

Chairman: Motion to adopt?

Ms. Teeuwen: So moved.

Chairman: Second?

Mr. Kidston: Second.

Chairman: Questions? Go ahead Bonnie.

Ms. Teeuwen: If I may. The conveyor charges; I know you just recently bought a conveyor, what locations do you anticipate using that conveyor?

Chief Engineer: Mr. Chairman, Commission Member Teeuwen, with the two that we purchased earlier this year, we will have four out here on the road. They are mobile; we can use them at any of the 15 locations. We do not anticipate spending any of the funds in this for the conveyor charges, it's just a contingency in case we get in the middle of a storm and one of our conveyors do break down. But I am not anticipating using it this year.

Ms. Teeuwen: Okay, good, thank you.

Chairman: Mr. Dixon, do you have a question?

Mr. Dixon: Is there another, have we looked at other technologies? As far as melting the ice, you know, I doubt this is going to go down next year and maybe hope and what we are praying for...

Chief Engineer: Mr. Chairman, Commission Member Dixon, yes we do anti-icing the same as ODOT. We use calcium chloride, we can use magnesium chloride and we have experimented with the beet juice. There is some material that you can use. Due to the expense of this material here, we do have our maintenance engineer looking at the amount of material we are putting down. We most probably will be mixing it with some abrasives this year rather than putting down straight salt.

Mr. Dixon: Thanks, we're not this far yet, thanks for the heads-up.

Chief Engineer: It's going to be a problem.

Chairman: Any other questions? Please call the roll.

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: Mr. Kidston

Mr. Kidston: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

RESOLUTION NO. 30-2008

**Resolution Concerning Award of Contracts for Sodium Chloride
(Rock Salt) Pursuant to Invitation No. 4099**

WHEREAS, the Commission has advertised for bids for Invitation No. 4099 for furnishing to the Commission its requirements for sodium chloride (rock salt) estimated at approximately 70,400 tons; and

WHEREAS, the expenditures of the Commission for rock salt under Invitation No. 4099 shall exceed \$150,000.00 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 contracts; and

WHEREAS, two (2) bids were received in response to the Invitation, which included quotations for rock salt, freight charges to designated Commission locations and any additional "piler" and/or "conveyor system" charges for stockpiling, if needed; and

WHEREAS, the bidding documents allow for the purchase by the Commission of up to **150%** of the quantities estimated for each individual delivery location and, because the severity of the snow and ice season for 2008/2009 is unpredictable, the Maintenance Engineer recommends that the Commission authorize the Executive Director to purchase up to 150% of the estimated quantities bid for each designated delivery location, if warranted; and

WHEREAS, the bids were reviewed and analyzed by the Maintenance Engineer, whose report concerning such analysis is before the Commission; and

WHEREAS, the Maintenance Engineer states that the following companies submitted the lowest responsive and responsible bids for the rock salt including freight:

<u>Items</u>	<u>Company</u>	<u>Bid Amount based on Estimated Quantities</u>	<u>150% of Estimated Quantities Bid</u>	<u>Piler or Conveyor Charges</u>	<u>Total</u>
1, 2, 3, 4,	Morton Salt		\$1,969,112.00	\$2,953,668.0	\$35,280.00
	\$2,988,948.00				
13, 14 & 15	Chicago, Illinois				
5, 6, 7, 8, 9,	Cargill, Inc. Deicing Technology		\$1,743,815.00	\$2,615,722.50	\$48,000.00
	\$2,663,722.50				
10, 11 & 12	Business Unit, N. Olmsted, Ohio				
Totals reflecting 150% of estimated quantities bid, including freight				\$5,569,390.50	
The totals also reflect an estimated additional cost of conveying 20% of the maximum Contract quantity that may be delivered by the Contractors utilizing a piler or conveyor.					\$83,280.00
Grand Total					\$5,652,670.50

WHEREAS, the Maintenance Engineer notes that the prices for rock salt have increased significantly since last year, on average 78% for locations bid by Morton Salt and 33% for locations bid by Cargill, Inc., however, investigation into the increases in price has revealed that salt prices have risen dramatically throughout the East and Midwest, in part, due to a lack of capacity by various salt mines to produce the quantities required by so many state DOT's, toll roads, counties, cities, etc.; and

WHEREAS, the Maintenance Engineer further reports that the bidders propose to furnish materials and services in accordance with the Commission's specifications, and he is, therefore, recommending that the Commission proceed with the award of a Contract to Morton Salt for Items 1, 2, 3, 4, 13, 14 and 15, and the award of a Contract to Cargill Inc. for Items 5, 6, 7, 8, 9, 10, 11 and 12; and

WHEREAS, the Maintenance Engineer recommends an award to Morton Salt in the amount of \$2,988,948.00, which amount reflects an additional \$35,280.00 which is the estimated cost of conveying 20% of the maximum Contract quantity that may be delivered by the Contractor utilizing a piler or conveyor; and

WHEREAS, the Maintenance Engineer further recommends an award to Cargill, Inc. in the amount of \$2,663,722.50, which amount reflects an additional \$48,000.00, which is the estimated cost of conveying 20% of the maximum Contract quantity that may be delivered by the Contractor utilizing a piler or conveyor; and

WHEREAS, should quantities of rock salt required for the 2008/2009 snow and ice season exceed 150% of the estimates for any Contract awarded, Commission approval will be requested for such additional expenditures; and

WHEREAS, the Director of Contracts Administration has advised the Commission that both bidders qualify for consideration under the Commission's "Buy Ohio Bid Preference" policy; and

WHEREAS, the Commission has also been advised by its Director of Contracts Administration that all bids for Invitation No. 4099 were solicited on the basis of the same terms, conditions and specifications, that the bids of Morton Salt and Cargill, Inc. Deicing Technology Business Unit each conform to the requirements of Ohio Revised Code Sections 5537.07 and 9.312, and that bid guaranties of good and sufficient surety have been submitted by said bidders; and

WHEREAS, the Executive Director has reviewed the reports of both the Maintenance Engineer and the Director of Contracts Administration and, predicated upon such analysis, has made his recommendation that a Contract be awarded for the lowest responsive and responsible bids received for Items 1, 2, 3, 4, 13, 14 and 15 to Morton Salt, and that a Contract be awarded for the lowest responsive and responsible bids received for Items 5, 6, 7, 8, 9, 10, 11 and 12 to Cargill, Inc. Deicing Technology Business Unit; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bids of the following companies:

<u>Items</u>	<u>Company</u>	<u>Total Award</u>
1, 2, 3, 4, 13, 14 & 15	Morton Salt Chicago, Illinois	\$2,988,948.00
5, 6, 7, 8, 9, 10, 11 & 12	Cargill, Inc. Deicing Technology Business Unit, N. Olmsted, Ohio	\$2,663,722.50
Grand Total of Awards		\$5,652,670.50

for Invitation No. 4099 are, and are by the Commission deemed to be the lowest responsive and responsible bids received and the Executive Director and the Director of Contracts Administration, or either of them, is hereby authorized: (1) to execute a Contract with each successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation, which Contract awards reflect 150% of estimated quantities bid for each individual delivery destination and any additional piler or conveyor charges; (2) to direct the return to the bidders of their bid securities at such time as the successful bidders have each entered into a Contract; and (3) to take any and all action necessary to properly carry out the terms of said Contracts.

Chief Engineer: The third resolution is awarding Invitation No. 4100 for furnishing sign support structures. This is the first of the contracts that the Executive Director just referenced for our EZPASS® system. These will be erected at all of our entrance lanes across the Turnpike. They will not only hold the LED directional signing they also will have mounted to them the classification equipment by our toll collection system integrator. We put this contract out in three groups. Bidders could respond on one, two or all three of the groups. We received four bids in response to the invitation. The apparent low bid in response to all three groups was submitted by Brookfield

Fabricating of Brookfield, Missouri in the total amount of \$1,117,675.00. The total amount is below the estimate. One interesting point on this contract is this is the first invitation that we published with the “Buy-Ohio” requirements that we adopted at our last commission meeting. However, this bidder does not comply with the “Buy-Ohio” preference program because they do not have a presence in Ohio however; their bid is in excess of 5% below the other bids received in response to the invitation. If the General Counsel would please read the Resolved?

General Counsel: RESOLVED that the bids of **Brookfield Fabricating of Brookfield, Missouri** for Groups I, II and III in the total amount of **\$1,117,675.00** under Invitation No. 4100 for furnishing the Commission with Overhead Sign Support Structures to facilitate the placement of LED signage at all toll plazas are, and are by the Commission, determined to be the lowest responsive and responsible bids received and are accepted, and the Executive Director and the Director of Contracts Administration, or either of them, hereby is authorized: 1) to execute a Contract with Brookfield Fabricating in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation; 2) to direct the return to the bidders of their bid security at such time as Brookfield Fabricating has entered into a Contract; and 3) to take any and all action necessary or proper to carry out the terms of said Contract.

Chairman: A motion to adopt?

Mr. Dixon: So moved.

Chairman: Second?

Ms. Teeuwen:Second.

Chairman: Questions or discussion on the motion before the Commission?

Mr. Kidston: Dan, have we done business with these guys before or is this the first time?

Chief Engineer: Mr. Chairman, Commission Member Kidston, we have not done business with this firm in the past. This is strictly a furnishing contract. They will furnish us the sign structures; we will then erect them later with our contractor that does the construction at the plazas.

Mr. Regula: I would assume though they transport them as well though right?

Chief Engineer: That’s correct.

Chairman: Any further questions? Please call the roll.

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: Yes

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

RESOLUTION NO. 31-2008

**Resolution Awarding a Contract for the Purchase of Aluminum and/or Steel
Overhead Sign Support Structures under Invitation No. 4100**

WHEREAS, the Commission has advertised for bids for Invitation No. 4100 for furnishing to the Commission of Aluminum and/or Steel Overhead Sign Support Structures to facilitate the placement of LED signage at all toll plazas for the implementation of electronic toll collection on the Turnpike (*E-ZPass*[®]); and

WHEREAS, expenditures for the Contract to be awarded under Invitation No. 4100 will exceed \$150,000.00, and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for the award of said Contract; and

WHEREAS, bidders were asked to submit bids for three Groups (Groups I, II and III) that are based on geographical location of the Commission's toll plazas; and

WHEREAS, the four bids received in response to Invitation 4100 were reviewed and analyzed by the Commission's Chief Engineer, whose report concerning said analysis is before the Commission; and

WHEREAS, the Chief Engineer reports that the low bid for all three Groups was submitted by **Brookfield Fabricating of Brookfield, Missouri** in the total amount of **\$1,117,675.00**, and that this bidder proposes to furnish the overhead sign support structures in accordance with the Specifications; and

WHEREAS, the Director of Contracts Administration has advised the Commission that, although the low bidder does not qualify as an Ohio bidder under the Commission's "Buy Ohio Bid Preference" policy, the bids are in excess of five percent below the next lowest bidder's, and, therefore, under the policy, the bid of Brookfield Fabricating may be considered; and

WHEREAS, the Commission has been further advised by the Director of Contracts Administration that bids for Invitation No. 4100 were solicited on the basis of the same terms and conditions and the same specifications; that the bids of Brookfield Fabricating for Invitation No. 4100 conform to the requirements of Ohio Revised Code Section 5537.07 and Section 9.312; and that a bid guaranty with good and sufficient surety has been submitted by the aforementioned bidder; 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 that the Contract for Invitation No. 4100 be awarded to the lowest responsive and responsible bidder for Groups I, II and III, Brookfield Fabricating; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bids of **Brookfield Fabricating of Brookfield, Missouri** for Groups I, II and III in the total amount of **\$1,117,675.00** under Invitation No. 4100 for furnishing the Commission with Overhead Sign Support Structures to facilitate the placement of LED signage at all toll plazas are, and are by the Commission, determined to be the lowest responsive and responsible bids received and are accepted, and the Executive Director and the Director of Contracts Administration, or either of them, hereby is authorized: 1) to execute a Contract with Brookfield Fabricating in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation; 2) to direct the return to the bidders of their bid security at such time as Brookfield Fabricating has entered into a Contract; and 3) to take any and all action necessary or proper to carry out the terms of said Contract.

Chief Engineer: The fifth resolution is awarding Invitation No. 4101 for furnishing propane gas at nine locations across the Turnpike. Again this was awarded into two groups. For one year with a possible two, one-year extensions. We awarded this contract the same as we do with our gasoline and diesel fuel where the bidders bid a price differential that covers our delivery and profit and the weekly price of the material is set by the oil price information service. We received two bids in response to the invitation; the apparent low bid in response to both groups was submitted by Ferrellgas of Oberlin Park, Kansas. This bidder proposed to furnish materials in accordance to the specifications and we have worked with this bidder in the past. The total amount of material based on today's prices are approximately \$270,000.00, however to take into account possible, well not possible, probable future price escalation we're proposing

establishing the contract in the amount of \$372,000.00 Both bidders that bid on this invitation comply with the buy-Ohio preference program. If General Counsel would please read the Resolved?

General Counsel: RESOLVED that the bids of **Ferrellgas** for Groups I and II of Invitation No. 4101, are, and are, by the Commission deemed to be the lowest responsive and responsible bids received and are accepted and the Executive Director and the Director of Contracts Administration, or either of them, is hereby authorized: (1) to execute a blanket order Contract with the successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation; (2) to direct the return of the bidders' bid securities at such time as Ferrellgas has entered into a Contract; (3) to incur expenditures under the Contract in the amounts estimated by the Maintenance Department's staff for the purchase of propane-liquefied petroleum gas fuel; (4) to determine whether to exercise either of the two, one-year renewal options pursuant to the terms and conditions of the aforesaid Contract; and (5) to take any and all action necessary to properly carry out the terms of said Contract.

Chairman: Motion to adopt?

Mr. Regula: So moved.

Chairman: Second?

Mr. Kidston: Second.

Chairman: Discussions or comments or questions? Please call the roll.

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: Mr. Kidston

Mr. Kidston: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

RESOLUTION NO. 32-2008

Resolution Awarding a Contract for the Furnishing of Propane-Liquefied Petroleum Gas Fuel for a One-Year Period Pursuant to Invitation No. 4101

WHEREAS, the Commission has advertised for bids for Invitation No. 4101, which was divided into Groups I and II, for the furnishing to the Commission of propane-liquefied petroleum gas fuel at nine Commission locations for one year, with two possible one-year renewal options; and

WHEREAS, the expenditures of the Commission under this Contract and its extensions will exceed \$150,000.00 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, bidders were asked to state the price differential per gallon that they would charge from the Oil Price Information Service ("OPIS"); and

WHEREAS, two bids were received in response to the Invitation, which were reviewed and analyzed by the Maintenance Engineer, whose report concerning such analysis is before the Commission; and

WHEREAS, the Maintenance Engineer states that the lowest responsive and responsible bids for both Groups I and II were submitted by **Ferrellgas of Overland Park, Kansas** and that this bidder proposes to furnish materials and services in accordance with the Commission's specifications; and

WHEREAS, the Maintenance Engineer recommends that a one-year blanket order Contract in the estimated amount of **\$372,000.00** be awarded to Ferrellgas of Overland Park, Kansas with two possible one-year renewals, pursuant to the same terms and conditions, and

WHEREAS, should amounts expended for propane-liquefied petroleum gas fuel to be purchased under the blanket order Contract or any of its renewals exceed the amount estimated by the Maintenance staff by more than ten (10%) percent, the Commission will be presented with a new Resolution to increase said blanket order Contract amount; and

WHEREAS, the Director of Contracts Administration has advised the Commission that both bidders qualify for consideration under the Commission's "Buy Ohio Bid Preference" policy; and

WHEREAS, the Commission has also been advised by its Director of Contracts Administration that all bids for Invitation No. 4101 were solicited on the basis of the same terms, conditions and specifications, that the bids of Ferrellgas conform to the

requirements of Ohio Revised Code Sections 5537.07 and 9.312, and that a bid guaranty of good and sufficient surety have been submitted by said bidder; and

WHEREAS, the Executive Director has reviewed the reports of the Maintenance Engineer and the Director of Contracts Administration and, pursuant to said analyses, has recommended to the Commission that a Contract be awarded to the lowest responsive and responsible bidder for Groups I and II, Ferrellgas; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the bids of **Ferrellgas** for Groups I and II of Invitation No. 4101, are, and are, by the Commission deemed to be the lowest responsive and responsible bids received and are accepted and the Executive Director and the Director of Contracts Administration, or either of them, is hereby authorized: (1) to execute a blanket order Contract with the successful bidder in the form heretofore prescribed by the Commission pursuant to the aforesaid Invitation; (2) to direct the return of the bidders' bid securities at such time as Ferrellgas has entered into a Contract; (3) to incur expenditures under the Contract in the amounts estimated by the Maintenance Department's staff for the purchase of propane-liquefied petroleum gas fuel; (4) to determine whether to exercise either of the two, one-year renewal options pursuant to the terms and conditions of the aforesaid Contract; and (5) to take any and all action necessary to properly carry out the terms of said Contract.

Chief Engineer: Next is a resolution awarding Agreement TRM9D for janitorial services at our Middle Ridge and Vermillion Valley Service Plazas. On May 29th of this year we issued a Request for Proposals for furnishing janitorial services at all public areas at Middle Ridge and Vermillion Valley Service Plazas. The contract has an initial term of two years with provisions of up to five, one-year extensions. We received five responses to the Request for Proposals. An evaluation team consisting of the Service Plazas operation staff evaluated the technical aspects of the proposals. ADW, Any Domestic Work, Inc., of Parma, Ohio not only received the highest technical score, they also submitted the lowest annual fee in the amount of \$282,900.00 per building, or a total annual cost of \$560,800.00. One half of this total fee is reimbursed to the Commission by the concessionaires running the retail and restaurant operations at the two service plazas. This bidder has performed satisfactorily in the past for the Commission. As a matter of fact, they currently not only hold the contact at this facility they also hold the contract at three of our other service plaza facilities. You'll note they also bid an hourly rate in the amount of \$9.70, this rate is added to the contract for any additional work that we require or it is subtracted from the funds due to the contractor if they fail to maintain minimum staffing levels. If the General Counsel would please read the Resolved?

General Counsel: RESOLVED that the Proposal submitted by **Any Domestic Work, Inc., d/b/a ADW, Inc. of Parma, Ohio**, which included the following Price Proposal:

<u>Service Plaza</u>	<u>Monthly Per Plaza Fee</u>	<u>Annual Fee</u>	<u>Hourly Rate *</u>
Middle Ridge	\$23,575.00	\$282,900.00	\$9.70
Vermilion Valley	\$23,575.00	\$282,900.00	\$9.70

** for any added requested services*

is, and is by the Commission determined to be, the **best** of all Proposals received for the performance of Agreement TRM-9D and is accepted; and

FURTHER RESOLVED that the Executive Director and Director of Contracts Administration hereby are authorized to: 1) execute Agreement TRM-9D with ADW to furnish janitorial services at the Commission’s Middle Ridge and Vermilion Valley Plazas for an initial term of two years; 2) direct the return of the proposal guaranty provided by all RFP respondents, with their Proposals, as soon as said Agreement with ADW, Inc. is executed; 3) extend the Agreement predicated on satisfactory performance reviews by the Director of Service Plaza Operations for no more than five, successive one-year periods, pursuant to the terms and conditions of the aforesaid Agreement; and 4) to take any and all action necessary or proper to carry out the terms of said Agreement.

Chairman: Motion to adopt?

Ms. Teeuwen: So moved.

Chairman: Is there a second?

Mr. Regula: Second.

Chairman: Questions, discussions?

Ms. Teeuwen: I just have one question. How did we come up with the vendors at the plazas only paying for half of it? Why is it half, why is it not included in the lease that they are paying? What is the rationale?

Chief Engineer: Mr. Chairman, Commission Member Teeuwen. They not only pay us back half of this as a common area maintenance fee, they also pay us rent and property management fees, but we feel that some of this cost that is incurred here is not necessarily incurred due to restaurant operations. They not only maintain the inside of the buildings, they maintain the outside, the entire grounds and the whole right of way in that area. They do the snow removal on the sidewalks, etc. So it’s just a little bit more than just maintaining the food court. They also maintain the restrooms and we can’t really assume that everybody that’s going into the restaurants are also using the restrooms. So we felt that was an equitable split.

Ms. Teeuwen: That’s based on how many hours they spend in cleaning the restrooms?

Chief Engineer: Yes, Commission Member Teeuwen, this is twenty-four hour service that is required out at the plazas.

Ms. Teeuwen: Thank you.

Mr. Regula: If I may, do we internally have someone that then oversees their work?

Chief Engineer: Yes, Commission Member Regula. We have not only a full time service plaza manager at each pair of service plazas; we also have some part time service plaza managers that do oversee the work of the janitorial contractors. Not only the janitorial contractors, but also the restaurateurs and the retail operations and the service station operations.

Mr. Regula: One other question while we're dealing with the overall building, restroom, that type of thing; do we currently have anything in place where our customers can comment as to cleanliness and/or conditions, and/or sidewalk conditions in the winter? Or anything, or there a way that we can tie that in with the EZPass[®] with just the ease of, whether it would be through internet or anything else making comments in regards.

Chief Engineer: Commission Member Regula, I do know that our Customer Services Department, they do have a comment line, not only telephone, but also on the internet we receive quite a bit of comments on that. We receive not constantly, good comments on all these plazas that we have our janitorial services in the new buildings. Not only that but quite bit of the time, not 24 hours a day, but with our service staff that is out in the buildings themselves they are right there, their right at that front desk in the lobby. They have contact with the travelers.

Mr. Regula: Have we ever looked for a way of the customer, which is why we're all here, doing something along the lines of a comment card maybe at the entrances when you walk in? Just a post card type of deal where they could put time, date they visited, general comments or that type of thing?

Chief Engineer: Commissioner Regula, I am not aware, I don't think we have done that in the past. I can certainly look into it with our service plaza operations department.

Mr. Regula: I guess if there were problems, so many times you walk into a facility and say gee I wish it was this or that or the dispensers are out of soap, whatever, and to make a little more, what's the word I'm looking for here, easy use of the customer, where they could jot down when they were there and stick the card in there, the boxes are checked once a month we might find some things we're not aware of on a regular basis.

Chief Engineer: We can take a look at that and I'll let you know what we come up with.

Mr. Regula: Something simple.

Chairman: The idea of having us hire the janitorial service I think makes all the sense in the world because when the vendors are just doing it themselves then the vendors need to cut back on pricing and they can go ahead and cut here and cut here. So, I think you get a much better quality. I've heard very positive responses from people in letters and things like that and we've got a few things that have actually been sent to me speaking very highly of the facilities, mainly the new facilities. I have received some negative ones on the far east and the one that used to be on the far west.

Mr. Kidston: Not on the ones that are far west.

Chairman: Far west ones are a little quiet right now. Any further comments anybody?

Mr. Kidston: Well, since we are on the subject, I've got one more. This is just maintenance, this is not like if a paper towel holder would fall off the wall, that's a different group correct?

Chief Engineer: Mr. Chairman, Commission Member Kidston, we also have our trades operations that we maintain the actual infrastructure of the facilities with our own carpenters, electricians and plumbers.

Mr. Kidston: And we do that in house?

Chief Engineer: Yes.

Mr. Kidston: Okay, thank you.

Chairman: Anything further? I have a question. This entity previously has worked for us in the past, what about minority companies, or female companies and things? You know it's not a high entrance into the game to do the work. It's not like you need a paving machine to go ahead and pave the road. Have we had any success?

Chief Engineer: Yes, Mr. Chairman. I do know, and I don't know if we do right now at this time, but we have had minority firms, I know specifically at our Erie Islands, Commodore Perry Service Plazas. I don't believe this firm is a minority. Is that all we have out there right now Drew?

Mr. Herberger: That is correct.

Chairman: Do we have any or much interest in it from others? I saw we had five or six bidders, were any of the six firms minority firms? Do we know?

Chief Engineer: I do know for a fact that Service Master by Horton is a minority.

Chairman: And Any Domestic Work is presently working at this particular location?

Chief Engineer: Yes, that's correct. Their contract expired.

Chairman: That's just something we ought to think about for the future because this would be an area that it should be easier to get some assistance in. I wonder when do some of these other ones come up? Do we have others coming up in the future?

Chief Engineer: Mr. Chairman I'll defer to Drew Herberger, do you know Drew, are they pretty much staggered now coming up every year or so?

Mr. Herberger: The next one will be in October of this year.

Chairman: Okay, thank you. Any other questions or comments?

Mr. Dixon: What area, which service centers will that be?

Chief Engineer: Drew, which service plaza is that coming up in October?

Mr. Herberger: That would be Great Lakes and Towpath.

Chief Engineer: That's right here in Cuyahoga.

Chairman: Yeah, that's one of the most urban areas probably for the Turnpike.

Ms. Weiss: Mr. Chairman, just so you know, this is an area too where we made the effort to reach out to some of the minority companies, to advertise the particular RFP and to make sure that our list includes as many of the MBE's as possible that are interested in this service.

Chairman: Okay, thank you. Any other comments or questions? Please call the roll.

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: I will support it and vote yes.

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

RESOLUTION NO. 33-2008

Resolution Awarding Agreement TRM-9D for Janitorial Services at the Commission's Middle Ridge and Vermilion Valley Service Plazas

WHEREAS, on May 29, 2008, the Commission issued its Request for Proposals ("RFP") to furnish janitorial services at the Commission's Middle Ridge and Vermilion Valley Service Plazas (Agreement TRM-9D) for an initial term of two years, with provisions for up to five successive one-year extension periods; and

WHEREAS, the Commission's RFP was posted on the Commission's Website, advertised in four different newspapers and mailed to sixty-two known cleaning and janitorial service firms; and

WHEREAS, expenditures of the Commission for janitorial services at the Middle Ridge and Vermilion Valley Service Plazas under Agreement TRM-9D will exceed \$150,000.00 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 Agreement; and

WHEREAS, on June 19, 2008, five firms submitted Proposals to furnish the janitorial services at the Commission's Middle Ridge and Vermilion Valley Service Plazas; and

WHEREAS, an Evaluation Team comprised of the Director of Service Plaza Operations and the Eastern Division and Western Division Service Plaza Managers reviewed the Proposals submitted and awarded technical scores to each respondent; and

WHEREAS, the Cost Proposals were then unsealed by the Commission's Purchasing Manager who divided the technical scores awarded by the amounts of the Price Proposals submitted in order to identify the "best" cost performance index among the respondents; and

WHEREAS, as a result of this process, the Evaluation Team has recommended that an Agreement be entered into with **Any Domestic Work, Inc., d/b/a ADW, Inc. of Parma, Ohio**, which submitted the following Price Proposal:

<u>Service Plaza</u>	<u>Monthly Per Plaza Fee</u>	<u>Annual Fee</u>	<u>Hourly Rate *</u>
Middle Ridge	\$23,575.00	\$282,900.00	\$9.70
Vermilion Valley	\$23,575.00	\$282,900.00	\$9.70

** for any added requested services*

WHEREAS, the Director of Contracts Administration advises that: 1) the RFP conforms to the requirements of applicable statutes including Ohio Revised Code Sections 5537.07 and 5537.13, 2) due and full consideration has been given to the Proposals received, the respondents' qualifications and their abilities to perform the required services, and 3) the aforesaid Proposals were solicited on the basis of the same terms and conditions with respect to all RFP respondents and potential respondents; and

WHEREAS, the Director of Contracts Administration further advises that ADW, Inc. has provided a proposal guaranty of good and sufficient surety and evidence of its ability to provide the required performance bond and insurance as set forth in the RFP, and that the Commission may legally accept said proposal from ADW, Inc.; and

WHEREAS, the Executive Director has reviewed the Evaluation Team's and the Director of Contracts Administration's written recommendations and concurs with the selection of ADW, Inc.; and

WHEREAS, the Commission has determined that the Proposal submitted by ADW, Inc. of Parma, Ohio, is the **best** of all Proposals received in response to the advertisement of said RFP.

NOW, THEREFORE, BE IT

RESOLVED that the Proposal submitted by **Any Domestic Work, Inc., d/b/a ADW, Inc. of Parma, Ohio**, which included the following Price Proposal:

<u>Service Plaza</u>	<u>Monthly Per Plaza Fee</u>	<u>Annual Fee</u>	<u>Hourly Rate *</u>
Middle Ridge	\$23,575.00	\$282,900.00	\$9.70
Vermilion Valley	\$23,575.00	\$282,900.00	\$9.70

** for any added requested*

services

is, and is by the Commission determined to be, the **best** of all Proposals received for the performance of Agreement TRM-9D and is accepted; and

FURTHER RESOLVED that the Executive Director and Director of Contracts Administration hereby are authorized to: 1) execute Agreement TRM-9D with ADW to furnish janitorial services at the Commission's Middle Ridge and Vermilion Valley Plazas for an initial term of two years; 2) direct the return of the proposal guaranty provided by all RFP respondents, with their Proposals, as soon as said Agreement with

ADW, Inc. is executed; 3) extend the Agreement predicated on satisfactory performance reviews by the Director of Service Plaza Operations for no more than five, successive one-year periods, pursuant to the terms and conditions of the aforesaid Agreement; and 4) to take any and all action necessary or proper to carry out the terms of said Agreement.

Chief Engineer: Thank you, the final resolution I have this morning is a resolution awarding a contract for performance of noise mitigation study pursuant to Project No. 71-08-02. You may recall that at our last meeting the Commission adopted Resolution No. 20-2008 authorizing the Commission to enter into an agreement with ODOT for reimbursement of the noise mitigation study and pilot program. On May 30th of this year we issued a notice for a request for proposals to perform the study. We received six firms responding expressing interest of which four were deemed qualified and invited to submit responses. As a result of that technical review, TranSystems of Cleveland, Ohio was deemed the most qualified to perform the study. In accordance with the RFP requirements a scope of services meeting was held resulting in TranSystems submitting a fee in the amount not to exceed \$65,890.00 to perform the Phase I Noise Mitigation Study for these services. The Phase I will not only identify areas that may require Noise Mitigation, but also identify alternative noise mitigation techniques to implement. Once we complete Phase I we will enter into Phase II which will be the implementation of one or more of the alternative mitigation techniques. Commission will recall costs of up to \$500,000.00 to perform this study and pilot program will be reimbursed by ODOT. If the General Counsel would please read the Resolved.

General Counsel: RESOLVED that the Commission concurs that **TranSystems of Cleveland, Ohio** is most qualified to perform the Noise Mitigation Study and Pilot Program required under the above-mentioned RFP, and authorizes the Executive Director and the Director of Contracts Administration to enter into the aforementioned Consulting Services Contract with TranSystems, all in accordance with the terms and conditions of the Commission's RFP and the responses thereto, and to amend such Contract when the fee proposal for Phase II services has been accepted.

Chairman: Motion to adopt?

Mr. Kidston: So moved.

Chairman: Second?

Ms. Teeuwen: Second.

Chairman: Questions or discussion on the resolution?

Mr. Kaplanov: Mr. Chairman, Dan, I was reading here just on selecting locations of the pilot program and I was wondering if you could explain it just a little bit further on how that's going to be done?

Chief Engineer: Yes, in our Phase I study the consultant will not only, well they will start with an aerial overview of the Turnpike to determine where houses and homes are built up close to us. Then as a result of that they will go out and actually take noise readings along the entire Turnpike, which then as the noisiest areas are found those will probably be the candidates for the implementation of the pilot.

Mr. Kaplanov: And they are going to kind of select a number of regions or location, strips where that would be the best bang for the buck.

Chief Engineer: Yes.

Chairman: Any other questions? Bonnie?

Ms. Teeuwen: When I was talking with Dan and George in regard to this; I know from our experience at ODOT that noise walls are a good opportunity to do design-build projects. So I'd like to I guess give a plug that whatever the Turnpike can do to save some time and money with design-build projects that I think it's a good opportunity to pursue that.

Executive Director: Mr. Chairman if I can interject, Ms. Teeuwen you are absolutely right. That discussion happened a couple of weeks ago, we are still looking for the authority to have design-build authority and perhaps we may get it during their November session, we're trying.

Chairman: Thank you. Dan have you worked with TranSystems before?

Chief Engineer: Yes, we have Mr. Chairman.

Chairman: Successful?

Chief Engineer: Yes

Chairman: Good. Any further questions? Please call the roll.

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: Yes

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

RESOLUTION NO. 34-2008

Resolution Awarding a Contract for the Performance of Noise Mitigation Study and Pilot Program to TranSystems (Project No. 71-08-02)

WHEREAS, on May 30, 2008, in accordance with provisions contained in Am. Sub. H.B. 562 of the 127th General Assembly, the Commission published notice of its Request for Proposals (“RFP”) for Project No. 71-08-02 seeking a Consultant to perform a Noise Mitigation Study on the Ohio Turnpike; and

WHEREAS, the Consultant selected to perform the Study shall examine the viability of alternative noise impact mitigation methods or techniques that may be installed to alleviate traffic noise, and will then assist with implementing and monitoring a Pilot Program on the Ohio Turnpike of such recommended methods and/or techniques, with such Study and Pilot Program to be completed not later than December 30, 2008 and June 20, 2009, respectively; and

WHEREAS, on June 13, 2008, timely Letters of Interest were received from six (6) firms expressing their interest in serving as the Commission’s Consultant on this Project, of which four (4) were deemed qualified and invited to submit proposals in response to the RFP, with responses due on July 2, 2008; and

WHEREAS, the Commission’s Engineering staff reviewed the proposals submitted and concluded, on the basis of the proposals, that **TranSystems of Cleveland, Ohio** is most qualified to perform the above-mentioned Noise Mitigation Study and Pilot Program; and

WHEREAS, TranSystems has submitted a fee proposal for Phase I to perform the Noise Mitigation Study to the Chief Engineer, who has reviewed said proposal and is recommending that a Contract be awarded to TranSystems for Phase I services in the not-to-exceed amount of **\$65,890.00**; and

WHEREAS, the Contract will be amended when a fee proposal for Phase II services to conduct the Pilot Program is submitted by TranSystems and approved by the Chief Engineer; and

WHEREAS, expenditures with TranSystems under the Contract are anticipated to 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 TranSystems 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 conducting the Noise Mitigation Study and ensuing Pilot Program be awarded by the Commission to TranSystems; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Commission concurs that **TranSystems of Cleveland, Ohio** is most qualified to perform the Noise Mitigation Study and Pilot Program required under the above-mentioned RFP, and authorizes the Executive Director and the Director of Contracts Administration to enter into the aforementioned Consulting Services Contract with TranSystems, all in accordance with the terms and conditions of the Commission's RFP and the responses thereto, and to amend such Contract when the fee proposal for Phase II services has been accepted.

Chief Engineer: That's all I have this afternoon Mr. Chairman.

Chairman: Thank you. Any questions for Dan? If not, then next would be General Counsel, Noelle.

General Counsel: Thank you Mr. Chairman, Commission Members, I have for your consideration a resolution authorizing the Commission to participate in the Ohio Department of Transportation's Cooperative Purchasing Program. As you know, ODOT operates a cooperative purchasing program where political subdivisions and other public entities throughout the state can participate in contracts that ODOT has for the purchase of machinery, materials, supplies, or other articles. We have inquired in the past and expressed our interest in participating in some of those contracts and the General Assembly did adopt an amendment to the provisions of 5513.01 through the passage of amended substitute House Bill 567, which will be effective on September 23, 2008 and it now authorizes the Ohio Turnpike Commission to participate. This will give the Commission the added ability, more flexibility in its contracts and when it's advantageous to the Commission it will allow the Commission to participate in that program. With your permission I'll read the Resolved.

Chairman: Please.

General Counsel: RESOLVED that the Executive Director shall be authorized to participate in ODOT's Cooperative Purchasing Program, when the

Executive Director considers it to be in the Commission's best interest to do so for the purchase of supplies, services, equipment and other materials pursuant to Ohio Revised Code Section 5513.01(B); and

FURTHER RESOLVED that the Executive Director is authorized to agree, in the name of the Commission, to be bound by all contract terms and conditions as the Director of Transportation prescribes, subject to the limitations set forth in the Commission's Code of Bylaws; and

FURTHER RESOLVED, that the Executive Director is authorized to directly pay vendors, under each such contract of the ODOT Cooperative Purchasing Program that the Commission chooses to participate in for the purchase of machinery, materials, supplies or other articles, subject to the limitations set forth in the Commission's Code of Bylaws; and

FURTHER RESOLVED, that the Executive Director, General Counsel and Director of Contracts Administration are authorized to resolve all claims or disputes arising out of the Commission's participation in ODOT's Purchasing Program under Section 5513.01(B) of the Ohio Revised Code, and the Commission releases and forever discharges the Director of Transportation and ODOT from all claims, actions, expenses, or other damages arising out of the Commission's participation in the Cooperative Purchasing Program which the Commission may have against ODOT or its employees, unless such liability is the result of negligence on the part of ODOT or its employees.

Chairman: Motion to adopt?

Ms. Teeuwen: So moved.

Chairman: Is there a second?

Mr. Kidston: Second.

Chairman: Questions, discussion? Noelle, I just have one. We're authorizing the Executive Director to participate in the purchase to make the purchase; it still has to be under his threshold limits correct?

General Counsel: And that's why we incorporated the referenced to the Code of Bylaws. So anything over \$150,000.00 would still have to come to the Commission.

Chairman: So, right, if he wants to buy six trucks and their \$100,000.00 a piece, that's \$600,000.00, he has to come to us to get the authorization and then he can ahead and buy them. We just avoid the bidding process in effect.

General Counsel: And I anticipate, and I'll defer to Kathy, that whenever we go out for bid on something we usually check DAS' contract and ODOT's contract to see

what the best price is for us before we go out to bid on something. So it just gives you that padded discretion.

Chairman: Questions? Call the roll.

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: Yes

Assistant Secretary-Treasurer: Mr. Regula

Mr. Regula: Yes

Assistant Secretary-Treasurer: Mr. Kidston

Mr. Kidston: Yes

Assistant Secretary-Treasurer: Ms. Teeuwen

Ms. Teeuwen: Yes

RESOLUTION NO. 35-2008

Resolution Authorizing the Ohio Turnpike Commission to Participate in the Ohio Department of Transportation's Cooperative Purchasing Program

WHEREAS, the Ohio Department of Transportation ("ODOT") operates a Cooperative Purchasing Program under the provisions of Ohio Revised Code Section 5513.01(B); and

WHEREAS, the ODOT's Cooperative Purchasing Program provides the opportunity for Counties, Townships, Conservancy Districts, Township Park Districts, Park Districts created under Chapter 1545 of the Revised Code, Port Authorities, Regional Transit Authorities, Regional Airport Authorities, Regional Water and Sewer Districts, County Transit Boards, State Universities or Colleges to participate in contracts of the Ohio Department of Transportation for the purchase of machinery, material, supplies or other articles; and

WHEREAS, the Ohio General Assembly has adopted an amendment to the provisions of Ohio Revised Code Section 5513.01, through the passage of Am. Sub. H.B. 567 of the 127th General Assembly, which will be effective on September 23, 2008, that authorizes the Commission to participate in ODOT's Cooperative Purchasing Program; and

WHEREAS, the Executive Director has requested that the Commission authorize him to participate in ODOT's Cooperative Purchasing Program when it is in the

Commission's best interest to do so for the purchase of machinery, materials, supplies or other articles which the Department has entered into pursuant to Ohio Revised Code Section 5513.01(B); and

WHEREAS, the Ohio Turnpike Commission is authorized pursuant to Ohio Revised Code Section 5537.04(A)(10) to enter into contracts or agreements necessary or incidental to the performance of its duties and the execution of its powers; and

WHEREAS, the Ohio Turnpike Commission desires to participate in ODOT's Cooperative Purchasing Program for the purchase of supplies, services, equipment and certain materials.

NOW, THEREFORE, BE IT

RESOLVED that the Executive Director shall be authorized to participate in ODOT's Cooperative Purchasing Program, when the Executive Director considers it to be in the Commission's best interest to do so for the purchase of supplies, services, equipment and other materials pursuant to Ohio Revised Code Section 5513.01(B); and

FURTHER RESOLVED that the Executive Director is authorized to agree, in the name of the Commission, to be bound by all contract terms and conditions as the Director of Transportation prescribes, subject to the limitations set forth in the Commission's Code of Bylaws; and

FURTHER RESOLVED, that the Executive Director is authorized to directly pay vendors, under each such contract of the ODOT Cooperative Purchasing Program that the Commission chooses to participate in for the purchase of machinery, materials, supplies or other articles, subject to the limitations set forth in the Commission's Code of Bylaws; and

FURTHER RESOLVED, that the Executive Director, General Counsel and Director of Contracts Administration are authorized to resolve all claims or disputes arising out of the Commission's participation in ODOT's Purchasing Program under Section 5513.01(B) of the Ohio Revised Code, and the Commission releases and forever discharges the Director of Transportation and ODOT from all claims, actions, expenses, or other damages arising out of the Commission's participation in the Cooperative Purchasing Program which the Commission may have against ODOT or its employees, unless such liability is the result of negligence on the part of ODOT or its employees.

Chairman: Anything further Noelle?

General Counsel: Nothing, thank you Mr. Chairman.

Chairman: Thank you. Next will be Mr. Steiner.

CFO/Comptroller: Good afternoon Mr. Chairman and Commission Members. I have four resolutions for your consideration today. The first resolution is a proposed amended annual operating budget. This report here shows the proposed amended budget compared to the original budget adopted by the Commission last December. The major change is an \$11.3 million reduction in toll revenue resulting from the decline in traffic.

As a result of the slowing economy and high fuel prices, the miles traveled by passenger cars during the last 12 months have generally been below the levels reached the prior 12 months. This chart shows that miles traveled by passenger cars were down 6.1% during the second quarter of the year and down 6.2% this June compared to 2007.

Commercial traffic has also generally been down the last 12 months. This chart shows that commercial vehicle miles traveled were down 5% during the second quarter and down 7.3% in June compared to last year. ODOT is also reporting a downturn in truck traffic on rural interstates throughout Ohio.

This chart shows the year-to-date vehicle miles traveled through June during each year this decade. Passenger car traffic has been declining the past two years and even including the extra day in February this year, passenger car miles traveled in the first half of the year were 3.5% below last year's total and 7.1% below the total from 2006. In fact, passenger car miles traveled during the first six months of this year were lower than the corresponding totals from every year since 2001. Commercial traffic has also been declining the past two years. Commercial vehicle miles traveled in the first half of this year were 3.9% below last year's total and 5.4% below the total from 2006.

Due to the decline in traffic, toll revenues for the first half of this year are more than \$5 million below the amount originally budgeted. Our Traffic Consultant, Bobby Everhart of URS, projects that the toll revenue will be approximately \$11.3 million short of the original budget for the year.

The other major change is the investment income. A year ago today, the Federal Funds rate was 5.25% and today it is 2.0%. Consequently, I have revised the investment revenue budget downward by \$1.3 million. With the decline in traffic, sales of fuel at the service plazas has also dropped and thus the 5 cents per gallon in fuel tax revenues that we receive is expected to be \$200,000 below the original budget. In total, 2008 revenues are projected to fall short of the amounts originally budgeted by \$12.9 million.

Looking at the expenses, you will recall that when the original budget was adopted last December, no funds were included for salary increases. The amended budget has now been increased by approximately \$2 million to cover the salary and wage increases that were included in the collective bargaining agreements that the Commission approved earlier this year, along with a comparable increase for non-bargaining employees. However, all department heads reviewed their budgets looking for potential savings, and budget reductions totaling over \$2.5 million were identified, including the elimination of 24 vacant part-time toll collector positions. Therefore, even including the

additional funds for salary increases, the total operating expense budget was reduced by \$553,000.

In accordance with our Trust Agreement, we must maintain an expense reserve balance equal to one-twelfth of our operating expense budget. With the expense reduction of \$553,000, we reduced the transfer to that reserve by \$46,000. The drop in revenues necessitated a reduction of \$100,000 in the transfer to the non-trust fund and a reduction of \$200,000 in the transfer to the fuel tax fund. However, the major impact of the revenue decline is a reduction of almost \$12 million in the transfer to the system projects fund and I will be addressing this issue in a few minutes when I present the proposed amended capital budget.

This slide shows the proposed 2008 amended annual operating budget totaling \$212,919,200.00.

With your permission Mr. Chairman, I would like to ask the General Counsel to please read the resolved.

Chairman: Please

General Counsel: RESOLVED that the Commission hereby adopts the following as its amended annual operating budget for the year 2008 and the Executive Director or the CFO/Comptroller are directed to transmit a copy of the amended budget to the Governor, the presiding officers of each Chamber of the General Assembly, the Director of Budget and Management, and the Legislative Budget Office of the Legislative Service Commission in accordance with the provisions of Section 5537.17(F) of the Revised Code of Ohio and to The Huntington National Bank, Trustee, under the Commission's Trust Agreement as is provided in Section 5.01(c).

Chairman: Motion to adopt the resolution?

Mr. Kidston: So moved.

Chairman: Second?

Mr. Regula: Second.

Chairman: Questions, discussions?

Mr. Kaplanov: I have a question. Mr. Steiner, you identified that there were a number of operational savings, could you just perhaps touch on a few that were probably the larger ones that we were able to save?

CFO/Comptroller: Mr. Chairman, Commission Member Kaplanov, the major reductions were in the part-time toll collector positions that were eliminated. Another major area was a reduction in our property and liability insurance. You may recall from

our last meeting that we received some very favorable quotes for property insurance. Those are probably the major areas. But departments went through their budgets line by line looking for anything they could reduce from travel, supplies, anything they could possibly reduce. I think they did a pretty good job.

Mr. Kaplanov: Thank you.

Chairman: Any further questions? Please call the roll.

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: Yes

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

RESOLUTION NO. 36-2008

Resolution Adopting Amended Annual Operating Budget for the Year 2008 and Providing for Deposits Required under the 1994 Trust Agreement During Said Year

WHEREAS, the Commission by Resolution No. 51-2007 (copy attached) on December 17, 2007, adopted its annual operating budget for the year 2008 and on December 24, 2007 the budget was submitted to the Governor, the presiding officers of each Chamber of the General Assembly, the Director of Budget and Management, and the Legislative Budget Office of the Legislative Service Commission in accordance with the provisions of Section 5537.17(F) of the Revised Code of Ohio; and

WHEREAS, Section 5.01(c) of the Master Trust Agreement (Trust Agreement) dated February 15, 1994, between the Commission and the Huntington National Bank (Trustee) provides that the Commission may at any time adopt an amended annual operating budget; and

WHEREAS, the Trust Agreement provides that the Commission shall file a copy of any amended annual budget with the Trustee; and

WHEREAS, the Commission's executive director, CFO/Comptroller and other members of the Commission's staff have completed a detailed review of the annual operating budget and have made certain adjustments thereto and the amended budget, including such adjustments, is now before the Commission;

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby adopts the following as its amended annual operating budget for the year 2008 and the Executive Director or the CFO/Comptroller are directed to transmit a copy of the amended budget to the Governor, the presiding officers of each Chamber of the General Assembly, the Director of Budget and Management, and the Legislative Budget Office of the Legislative Service Commission in accordance with the provisions of Section 5537.17(F) of the Revised Code of Ohio and to The Huntington National Bank, Trustee, under the Commission's Trust Agreement as is provided in Section 5.01(c).

**OHIO TURNPIKE COMMISSION
2008 AMENDED ANNUAL OPERATING BUDGET**

	PLEDGED	NON-PLEDGED	TOTAL
REVENUES:			
TOLL	\$ 190,765,500	\$ -	\$ 190,765,500
CONCESSION	13,145,800	431,100	13,576,900
INVESTMENT	3,980,000	1,030,000	5,010,000
FUEL TAX	-	2,000,000	2,000,000
OTHER	1,316,800	250,000	1,566,800
TOTAL REVENUES	\$ 209,208,100	\$ 3,711,100	\$ 212,919,200
EXPENDITURES:			
OPERATION, MAINTENANCE & ADMINISTRATION:			
ADMINISTRATION & INSURANCE	\$ 9,386,200	\$ -	\$ 9,386,200
MAINTENANCE OF ROADWAY & STRUCTURES	37,813,500	250,000	38,063,500
SERVICES & TOLL OPERATIONS	53,648,300	-	53,648,300
TRAFFIC CONTROL, SAFETY, PATROL & COMM.	15,661,700	-	15,661,700
TOTAL OPERATION, MAINTENANCE & ADMIN.	116,509,700	250,000	116,759,700
DEBT SERVICE PAYMENTS	55,885,000	-	55,885,000
TOTAL EXPENDITURES	172,394,700	250,000	172,644,700
TRANSFERS:			
EXPENSE RESERVE	66,000	-	66,000
NON-TRUST FUND	-	900,000	900,000
FUEL TAX FUND	-	2,050,000	2,050,000
SERVICE PLAZAS CAPITAL IMPROVEMENT RESERVE	-	511,100	511,100
RENEWAL & REPLACEMENT FUND	5,500,000	-	5,500,000
SYSTEM PROJECTS FUND	31,247,400	-	31,247,400
TOTAL TRANSFERS	36,813,400	3,461,100	40,274,500
TOTAL EXPENDITURES & TRANSFERS	\$ 209,208,100	\$ 3,711,100	\$ 212,919,200

Chairman: Capital Budget, Mr. Steiner.

CFO/Comptroller: Thank you Mr. Chairman. The second resolution is the Amended Capital Budget for 2008. This slide shows the amended System Projects budget compared to the original budget adopted last December. As I mentioned, the 2008 amended operating budget that the Commission just adopted included a \$12 million reduction in the transfer to the System Projects budget. Looking at the 2008 projects, we did add \$1.5 million for resurfacing projects in Williams and Erie Counties that the Commission previously approved. You will recall that the original budget included a \$50 million project for the implementation of the new toll system, with \$30 million budgeted this year and \$20 million expected to be spent next year. However, we now expect those amounts to be reversed, with only \$20 million to be spent this year and \$30 million next year. We also reduced the uncommitted balance in this fund from \$4.3 million to \$1.1 million. While these changes will resolve the revenue shortfall for this year, the problem for next year is compounded. We are currently working on the 2009 proposed budget and unavoidably it will include a request to use some of our reserves to help pay for the completion of the new toll system.

In addition to the expenditure reductions in the System Projects Fund, some other relatively minor adjustments were made in the other capital funds. Some planned equipment and vehicle purchases were eliminated from the Renewal & Replacement fund budget. A \$100,000 project for roadway resurfacing at Toll Plaza 173 in Summit County was added to the Fuel Tax budget and a \$150,000 parking lot resealing project was moved from the Renewal & Replacement fund budget to the Service Plaza Capital Improvement fund budget. In total, spending for new capital projects in 2008 is being reduced by \$8.6 million to a revised amount of \$50,765,000.00.

With your permission Mr. Chairman, I would like to ask the General Counsel to please read the resolved.

General Counsel: RESOLVED that the Commission hereby authorizes expenditures on 2008 capital projects from the System Projects Fund, Renewal and Replacement Fund, Fuel Tax Fund and Service Plazas Capital Improvement Fund, not to exceed a combined total of **\$50,765,000.**

Chairman: Motion to adopt?

Ms. Teeuwen: So moved.

Chairman: Is there a second?

Mr. Regula: Second.

Chairman: Questions or a discussion on the Amended Capital Budget before us?

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: Yes

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

RESOLUTION NO. 37-2008

Resolution Adopting Amended Capital Budget for the Year 2008

WHEREAS, the Commission by Resolution No. 50-2007 (copy attached) on December 17, 2007, adopted its annual capital budget for the year 2008; and

WHEREAS, the 2008 operating budget includes transfers of revenues to the System Projects Fund, Renewal and Replacement Fund, Fuel Tax Fund and Service Plazas Capital Improvement Fund; and

WHEREAS, the transfers of 2008 revenues to the System Projects Fund, Renewal and Replacement Fund, Fuel Tax Fund and Service Plazas Capital Improvement Fund are intended to be added to any unspent balances in these funds and the total to be available for capital expenditures; and

WHEREAS, the Commission's Executive Director, Chief Engineer and CFO/Comptroller have recommended an amended preliminary list of 2008 capital projects, which list of projects is subject to change, totaling **\$50,765,000**.

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby authorizes expenditures on 2008 capital projects from the System Projects Fund, Renewal and Replacement Fund, Fuel Tax Fund and Service Plazas Capital Improvement Fund, not to exceed a combined total of **\$50,765,000**.

CFO/Comptroller: The next resolution I have Mr. Chairman and Commission Members addresses a requirement of our Trust Agreement that we perform a mid-year review of our financial condition and certify to our Trustee, The Huntington National Bank that projected revenues for the year will be sufficient to meet certain Trust covenants. Our 2007 pledged revenues are shown at the top of this slide. The data on the bottom of this slide shows our actual pledged revenues of \$100.6 million for the first half of this year. Based on last year's results and Mr. Bobby Everhart's toll revenue projection, I have estimated that pledged revenues for the second half of this year at almost \$108 million. This yields estimated gross pledged revenues for calendar year 2008 of \$208.5 million.

The calculations on this slide demonstrate that based on our projected pledged revenues for 2008, we do expect to meet all three requirements under section 4.04 of the Trust Agreement. The first requirement is that our estimated gross pledged revenues exceed the sum of our budgeted operating, maintenance and administrative costs plus the required deposit to the expense reserve account. The second requirement is that our estimated net systems pledged revenues exceed the sum of our annual debt service requirement plus the renewal and replacement requirement. The third and final requirement is that our estimated debt coverage ratio equal at least 120%. This ratio is required to be at least 150% in the year before the issuance of additional bonds, when considering the maximum annual debt service on those bonds then outstanding plus the bonds proposed to be issued. In addition, the Commission has by resolution established its intent to always maintain a ratio of at least 150%. A coverage ratio of at least 200% is generally recognized as a threshold needed to help maintain our double-A credit rating. The projected debt coverage ratio of 167% does satisfy the current requirement under our Trust Agreement.

There is a resolution in your materials entitled "Resolution Concerning the Financial Condition of the Commission" and again with your permission Mr. Chairman, I would like to ask our General Counsel to please read the resolved.

General Counsel: RESOLVED that the Commission, having reviewed the analysis prepared by the CFO/Comptroller, determines that there will be sufficient Gross Revenues for fiscal year 2008 together with Series Payments, Additional System Payments and Supplemental Payments to meet the requirements of §4.04(a) of the Trust Agreement, and hereby authorizes and directs the CFO/Comptroller to issue a certificate required by §4.04(b) of the Trust Agreement; and

FURTHER RESOLVED that copies of such certification and a certified copy of this resolution shall be transmitted to the trustee and the rating agencies, and shall be available to any interested party.

Chairman: Motion to adopt?

Ms. Teeuwen: So moved.

Chairman: Is there a second?

Mr. Regula: Second.

Chairman: Questions or discussion on the resolution? Jim, my questions is, 1.67 is below 2, what do you think the rating agencies will do over the short term?

CFO/Comptroller: Mr. Chairman in the past when our coverage ratio has dipped below 2.0 they have generally given us some time to get the coverage ratio back up above 2 and I'm hoping that will be the case. But this is as low as we've been in a long time. We are actually having a conference call with Moody's in two weeks. So we'll maybe have a better feel for what might happen after that discussion Mr. Chairman.

Chairman: Could you ask the state for the Rt. 8 money back? Never mind, just a joke. Any further questions? Call for a vote on the motion?

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: Yes

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

RESOLUTION NO. 38-2008

Resolution Concerning the Financial Condition of the Commission

WHEREAS, §4.04(a) of the Master Trust Agreement ("Trust Agreement") between the Commission and The Huntington National Bank, as trustee, dated February 15, 1994, requires that on or before July 31 of each year, the Commission shall complete a review of its financial condition for the purpose of estimating whether the Gross Revenues for such Fiscal Year will be sufficient to provide, together with Series

Payments, Additional System Payments and Supplemental Payments, the amounts specified in §4.04(a) of the Trust Agreement;

WHEREAS, the Commission's CFO/Comptroller has analyzed the Commission's financial condition and has advised the Commission that, on the basis of his analysis, the Commission's revenues for fiscal year 2008 will be sufficient to meet the requirements of §4.04(a) of the Trust Agreement and he has set forth a detailed statement of the actual and estimated Gross Revenues, Series Payments, Additional System Payments and Supplemental Payments; and

WHEREAS, a certification of same is before the Commission.

NOW, THEREFORE, BE IT

RESOLVED that the Commission, having reviewed the analysis prepared by the CFO/Comptroller, determines that there will be sufficient Gross Revenues for fiscal year 2008 together with Series Payments, Additional System Payments and Supplemental Payments to meet the requirements of §4.04(a) of the Trust Agreement, and hereby authorizes and directs the CFO/Comptroller to issue a certificate required by §4.04(b) of the Trust Agreement; and

FURTHER RESOLVED that copies of such certification and a certified copy of this resolution shall be transmitted to the trustee and the rating agencies, and shall be available to any interested party.

CFO/Comptroller: Mr. Chairman, Commission members, the final resolution that I have this afternoon is a proposed revision to our current investment policy, which is dated March 1994. The updated policy was collectively developed by our Financial Advisor, Eric Erickson of Fifth Third Securities, our Bond Counsel, Mary Sullivan of Peck, Shaffer & Williams, our General Counsel, Director of Audit and Internal Control, our Accounting Manager, Senior Accountant and myself. This slide lists the major objectives we are trying to accomplish in updating the policy.

First we wanted to expand the scope of the policy to include all Commission investments, rather than to exclude investments held by the Trustee as is the case with our current policy; and second we wanted to limit eligible investments to those that are appropriate for the Ohio Turnpike Commission and that are permitted by applicable Ohio laws, the Commission's Trust Agreement and the Treasurer of State of Ohio's Investment Policy. In fact, most of the language in the revised investment policy mirrors language in either our Trust Agreement or the Ohio Treasurer of State's Investment Policy.

The highlighted investments shown on this table are the ones permitted by the revised policy. They consist of U.S. Government securities, money market funds, STAR Ohio, which is the fund managed by the Treasurer of State, general obligations of the State of Ohio, repurchase agreements and certificates of deposit. Implementation of this revised policy would have no impact on the composition of the Commission's current

investment portfolio. The current portfolio and our long-standing practices are based on a very conservative investment philosophy that, I think, has served us well for many years and the eligible investments under this revised policy are consistent with that approach.

We also wanted to include some additional guidance on diversification and maximum maturity of investments in the revised policy. This will just formalize some of our current long-standing conservative practices.

Another objective was to specify the qualifications of institutions that would be eligible to serve as the Commission's safekeeping custodian.

Finally, we thought that it was appropriate to limit eligible broker/dealers to those that have a "significant Ohio economic presence" as defined by the Commission's System of Preferences.

There is a proposed resolution in your materials and again with your permission Mr. Chairman, I would like to ask our General Counsel to please read the resolved.

General Counsel: RESOLVED that the Ohio Turnpike Commission hereby adopts a revised investment policy, such policy being set forth in the document entitled, "Ohio Turnpike Commission Investment Policy" dated July 2008, and hereby authorizes and directs the Executive Director to take all action necessary to implement this policy; and

FURTHER RESOLVED that the Secretary-Treasurer of the Commission, the Assistant Secretary-Treasurer of the Commission, the CFO/Comptroller of the Commission, and his/her designee(s), are each designated as "Authorized Parties" as such term is used in the Commission's July 2008 investment policy; and

FURTHER RESOLVED that a copy of the July 2008 investment policy is attached to this resolution and incorporated herein by reference as if fully re-written herein.

Chairman: Motion to adopt?

Mr. Kidston: So moved.

Chairman: Second?

Mr. Regula: Second.

Chairman: Any discussion or questions?

Mr. Kidston: Could you define significant Ohio economic presence to me?

CFO/Comptroller: Mr. Chairman, Commission Member Kidston, I will defer it to General Counsel for clarification. But basically it requires that they have an office or employees within the State of Ohio.

General Counsel: Mr. Chairman, Commission Member Kidston, this is consistent with the policy that the Commission adopted, the Buy Ohio Policy, which basically establishes a preference for Ohio companies or companies with a significant presence here.

Mr. Kidston: But are we comfortable in this instance that there's competition in numerous companies out there that can meet that criteria?

CFO/Comptroller: Mr. Chairman, Commission Member Kidston, yes, we have a list of probably seven or eight brokers that meet the definition of having a significant Ohio economic presence and I think we are very comfortable that we're getting competitive quotes from all of those. We do currently have I think three or four vendors on our broker/dealer list that do not meet that qualification and if the Commission would approve this then we would drop them from the list until such time as they would open an office within the state.

Mr. Kidston: Thank you.

Chairman: Any further questions? Since this is the Secretary-Treasurer and the Assistant Secretary-Treasurer, you can't do any coins, or beanie babies or anything.

Assistant Secretary-Treasurer: Those coins are all gone Mr. Chairman.

Chairman: Okay. Please call the roll call.

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: Yes

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

RESOLUTION NO. 39-2008

**Resolution Adopting the Ohio Turnpike Commission's Investment Policy
Dated July 2008**

WHEREAS, on February 14, 1994, by Resolution No. 6-1994, the Commission adopted an investment policy for the Ohio Turnpike Commission;

WHEREAS, the Commission's Financial Advisor (Fifth Third Securities, Inc.), Bond Counsel (Peck, Shaffer & Williams LLP), General Counsel, Director of Audit and Internal Control, and CFO/Comptroller have collectively developed and unanimously recommend adoption of the revised investment policy now before the Commission;

WHEREAS, the Commission deems it desirable to adopt a revised investment policy;

NOW, THEREFORE, BE IT

RESOLVED that the Ohio Turnpike Commission hereby adopts a revised investment policy, such policy being set forth in the document entitled, "Ohio Turnpike Commission Investment Policy" dated July 2008, and hereby authorizes and directs the Executive Director to take all action necessary to implement this policy; and

FURTHER RESOLVED that the Secretary-Treasurer of the Commission, the Assistant Secretary-Treasurer of the Commission, the CFO/Comptroller of the Commission, and his/her designee(s), are each designated as "Authorized Parties" as such term is used in the Commission's July 2008 investment policy; and

FURTHER RESOLVED that a copy of the July 2008 investment policy is attached to this resolution and incorporated herein by reference as if fully re-written herein.

Chairman: Thank you Mr. Steiner.

CFO/Comptroller: That completes my report Mr. Chairman.

Chairman: Financial Advisor, Mr. Erickson.

Mr. Erickson: No report.

Chairman: Mr. Lamb?

Mr. Lamb: No report Mr. Chairman.

Chairman: General Consultant?

Mr. Yacobucci: No report Mr. Chairman.

Chairman: Thank you, Captain, Ohio State Highway Patrol?

Captain Hannay: No report Mr. Chairman.

Chairman: Thank you. Our next meeting is set for Tuesday, August 18th, excuse me August 19th. Is that going to work for everybody? Everybody check their calendar before we adjourn since we're all here.

Mr. Dixon: What time?

Chairman: 10:00 a.m.

Mr. Dixon: I have a board meeting.

Chairman: Okay, Mr. Dixon what time would work for you then?

Mr. Dixon: We are done by 11.

Chairman: Want to set it for 1? Does that work for you, does that work for everybody?

Mr. Regula: I would have to check my schedule.

Mr. Dixon: Why aren't we doing it Monday? Is there a reason why we aren't doing it Monday?

Chairman: One of the board Members and I...

Mr. Regula: That would be me.

Chairman: He has asked...he needs to check his schedule. So the 18th doesn't work, the 19th works for you in the afternoon?

Mr. Dixon: Yes. Yes, the 19th works for me in the afternoon.

Chairman: And the 19th you don't know at this point and time.

Mr. Regula: I wouldn't know. I'll try to make it work.

Chairman: Why don't we go for 1 o'clock? Is that the best time or do we want to do it later in the day?

Mr. Kidston: I'd rather do it at 3:30.

Mr. Dixon: That's fine, anytime during the day.

Chairman: I understand it comes in the middle of the day; it breaks up your morning and your afternoon. I understand that. Why don't we set it for 3:30 if that works for everybody? On the 19th but it will be subject to everyone checking their schedules and confirming. Works?

Assistant Secretary-Treasurer: Can everybody confirm by e-mail Mr. Chairman, so we can set it in stone?

Chairman: Right, everybody confirm by an e-mail. I'm good at whatever time you set it for. Tentatively at 3:30 on the 19th subject to everybody confirming on their calendar.

Mr. Kidston: Some of us have a real job.

Chairman: I'm close, that's what it is. I can go back to my real job, in 15 minutes. Actually it starts as soon as I turn it on. Motion to adjourn the meeting?

Mr. Kidston: So moved.

Chairman: Is there a second?

Mr. Dixon: Second.

Chairman: Please call the roll.

Assistant Secretary-Treasurer: Chairman Balog

Mr. Balog: Yes

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

Chairman: The last thing I just would say is the reason that Mr. Kidston's a little bit more ornery today, he hasn't gotten much sleep. You know when you become a grandfather and you've got baby duties and things like that. Congratulations! Thank you all for coming.

Time of adjournment was 4:41 p.m.

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

George F. Dixon, Secretary-Treasurer