

**MINUTES OF THE 548<sup>th</sup> MEETING OF THE OHIO TURNPIKE COMMISSION**  
**January 12, 2009**

**Chairman:** Good morning everyone, will the meeting come to order? Will the Assistant Secretary-Treasurer please call the roll? (Time is 10:01 a.m.)

**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, I am not sure, Mr. Chairman, was going to make it, he was not clear. Mr. Jerse said he could not. Mr. Buehrer said he could not, nor Reinhard.

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

**Those in attendance:** Jim Steiner, CFO/Comptroller, Ohio Turnpike; Dave Miller, Director of Audit and Internal Control, Ohio Turnpike; Kathy Weiss, Director of Contracts Administration, Ohio Turnpike; Jennifer Diaz, Legal Department, Ohio Turnpike; Heidi Jedel, Executive Office, Ohio Turnpike; Eric Erickson, Fifth Third Securities; Bobby Everhart, URS; Roger Hannay, Ohio State Highway Patrol; Tim Ujvari, Maintenance Engineer, Ohio Turnpike; Tony Yacobucci, HNTB; Doug Hedrick, Assistant Chief Engineer, Ohio Turnpike; Mike Burgess, URS; Neil Gresham, URS; Karen Farkas, Plain Dealer Reporter; Matt Stuczynski, Nat City Investments, now a part of PNC; John Frola, CT; Andrew Hrindo, Electronic Merchant Systems; Merrell Sheehan, Electronic Merchant Systems; John Capca, Electronic Merchant Systems; Matt Shepard, Electronic Systems; Dan Ngustadt, Electronic Merchant Systems; Howard O'Malley, B & T Express; Mike Waldren, Teamsters 377; Kevin Koubek,

Teamsters 377; Frank Lamb, Huntington Bank; Don Taggart, Operators Union Local 18; Daniel Van Epps, West Virginia University. David Kells, R&L Carriers; Richard McQuade, G. Stephens; Lauren Hakos, Public Affairs Manager; Ohio Turnpike; Larry Davis, Ohio Trucking Association; Stefan Holmes, First Merit.

**Chairman:** Thank you. This is the 548<sup>th</sup> meeting of the Ohio Turnpike Commission. We are meeting here at the Commission 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 which have been previously sent to the Members and an updated draft is in the Members' folders. The resolutions will be explained during the appropriate report. Can I have a motion to adopt the Minutes of the December 15, 2008 Commission Meeting?

**Mr. Regula:** So moved.

**Chairman:** Is there a second?

**Mr. Dixon:** Second.

**Chairman:** Any questions or comments? 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:** If there are no questions, we'll proceed with the report of the Secretary-Treasurer, Mr. Dixon.

**Secretary-Treasurer:** Good morning. Thank you Mr. Chairman. The following items have been sent to the Members since the last scheduled meeting of the Commission on December 15, 2008. They are as read:

1. Minutes of the December 15, 2008 Commission Meeting
2. Investment Report, November 2008

Mr. Chairman that completes my report.

**Chairman:** Thank you Mr. Dixon. Any questions or comments for Mr. Dixon? We'll next go to the Executive Director, Mr. Distel.

**Executive Director:** Thank you Mr. Chairman. After a challenging weekend with all of the snow, I'm happy to report our Maintenance crew did an outstanding job keeping the Turnpike clear and safe.

I have one resolution for your consideration today and it deals with the implementation of the new toll collection system. It's tied into that and the customer service center with E-ZPass<sup>®</sup>. Both will require the Commission to have in place a contract for the processing of credit card transactions. On October 15, 2008, the Commission issued an RFP for credit card processing services and fifty-two known credit card processing firms also referred to in the industry as "credit card acquirers". The contract to be awarded shall have an initial term of two years which can be extended for an additional three additional two-year periods. Because expenditures for the contract to be awarded will exceed \$150,000, in accordance with Article 5, Section 1 of the Commission's Code of Bylaws, Commission action is necessary for the award of said contract. Four firms submitted responses to the RFP, which were due on November 14<sup>th</sup>. Based on favorable results of the evaluation and the price negotiation process, the evaluation team has unanimously recommended that the Commission award the contract to Electronic Merchant Systems for credit card processing services for the term specified and I concur with the evaluation team's recommendation. I have reviewed the pertinent documents received and the actions taken by the administrative officers of the Commission with respect to this award and it is of my opinion that all of the requirements have been performed and the proposal solicited on the basis of the same terms and conditions and specifications with respect to the respondents and potential respondents and that EMS has provided evidence of its ability to provide the required bonding and insurance. Mr. Chairman, I therefore, recommend that EMS' proposal be approved by the Commission and if the General Counsel could please read the resolved.

**General Counsel:** RESOLVED that the proposal submitted by **Electronic Merchant Systems of Independence, Ohio** is, and is by the Commission determined to be, the best of all proposals received in response to the Commission's RFP for Credit Card Processing Services and is accepted; and

FURTHER RESOLVED that the Executive Director and Director of Contracts Administration hereby are authorized to: 1) execute a Contract with Electronic Merchant Systems to furnish Credit Card Processing Services to the Commission in the form heretofore prescribed by the Commission pursuant to the aforesaid RFP, 2) direct the return to the proposers of their proposal guaranty at such time as EMS has entered into the Contract and furnished the performance bond required thereby, 3) renew said Contract for up to three, two-year year periods after completion of satisfactory performance reviews by the CFO/Comptroller and the Director of Audit and Internal Controls, and 4) take any and all action necessary to properly carry out the terms of said RFP and said Contract.

**Chairman:** Motion to adopt the resolution?

**Mr. Kidston:** So moved.

**Chairman:** Is there a second?

**Ms. Teeuwen:** Second

**Chairman:** Discussions or questions on the motion that is before the Commission? 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. 1-2009**

**Resolution Awarding a Contract for  
Credit Card Processing Services**

WHEREAS, implementation of the new Toll Collection System and Customer Service Center with *E-ZPass*<sup>®</sup> will require that the Commission have in place a contract for the processing of credit card transactions; and

WHEREAS, on October 15, 2008, the Commission issued its Request for Proposals (“RFP”) for Credit Card Processing Service to fifty-two credit card processing firms also known in the credit industry as “credit card acquirers,” and on November 14, 2008, four firms submitted proposals; and

WHEREAS, the Contract to be awarded shall have an initial term of two years, which may be extended for up to three additional, two-year periods; and

WHEREAS, expenditures by the Commission under the Contract for Credit Card Processing Services will exceed \$150,000, 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 such Contract; and

WHEREAS, an Evaluation Team comprised of the Director of Audit and Internal Control, the CFO/Comptroller, the Director of Information Systems and the Accounting Manager conducted the technical review of the proposals submitted; and

WHEREAS, the Director of Contracts Administration reviewed each proposal for compliance with the legal requirements of the RFP, and the Evaluation Team was also assisted in its review by the Commission’s Toll Collection System Integrator, TransCore, and the Commission’s Project Consultants from Jacobs Engineering; and

WHEREAS, based on the technical scores awarded by the Evaluation Team combined with the tabulated scores awarded for the pricing proposals, the top-ranked proposal was submitted by **Electronic Merchant Systems (“EMS”)** of **Independence, Ohio**; and

WHEREAS, as contemplated in the RFP, the Evaluation Team chose to conduct a negotiation with the top-ranked firm, EMS, to determine whether its price proposal could be improved upon, and the result of these negotiations was a lowering of EMS’ estimated price over the first two-year Contract term from **\$911,610** to **\$875,047**; and

WHEREAS, it is noteworthy that the above-referenced costs represent approximately 2.4 percent of the estimated \$36 million in toll revenues projected to be paid via credit cards during the first two-year period, and also that approximately 90 percent of the aforementioned costs represent pass-through fees charged by the credit card companies, issuing banks and third-party processors; and

WHEREAS, based upon the favorable results of the evaluation and price negotiation processes, the Evaluation Team has unanimously recommended that the Commission award the Contract to Electronic Merchant Systems for Credit Card Processing Services for the term(s) specified.

WHEREAS, the Commission's Director of Contracts Administration has reviewed the Evaluation Team's recommendation, as reflected in her written recommendation, which is before the Commission, and she has communicated her agreement to the Commission; and

WHEREAS, the Commission has been further advised by its Director of Contracts Administration that all legal requirements have been performed and that the aforesaid proposals were solicited on the basis of the same terms, conditions and specifications with respect to all respondents; that EMS has provided a bid guaranty of good and sufficient surety and demonstrated its ability to provide the requisite performance bond and insurances; and that the Commission may legally enter into an Agreement with EMS; and

WHEREAS, the Executive Director has reviewed the reports of the Evaluation Team and the Director of Contracts Administration and, predicated on their analysis, has made his recommendation to the Commission that the Contract for Credit Card Processing Services be awarded to Electronic Merchant Systems; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the proposal submitted by **Electronic Merchant Systems of Independence, Ohio** is, and is by the Commission determined to be, the best of all proposals received in response to the Commission's RFP for Credit Card Processing Services and is accepted; and

FURTHER RESOLVED that the Executive Director and Director of Contracts Administration hereby are authorized to: 1) execute a Contract with Electronic Merchant Systems to furnish Credit Card Processing Services to the Commission in the form heretofore prescribed by the Commission pursuant to the aforesaid RFP, 2) direct the return to the proposers of their proposal guaranty at such time as EMS has entered into the Contract and furnished the performance bond required thereby, 3) renew said Contract for up to three, two-year year periods after completion of satisfactory performance reviews by the CFO/Comptroller and the Director of Audit and Internal Controls, and 4) take any and all action necessary to properly carry out the terms of said RFP and said Contract.

**(Resolution No. 1-2009 adopted January 12, 2009)**

**Chairman:** Anything further?

**Executive Director:** I really don't have anything other than to point you to the fact that you have in your folders several pieces of information. 1) is from Dave Miller, our Director of Audit and Internal Control, which again deals with the viability of credit card preauthorization in the E-ZPass® environment and then there is a report from our General Counsel dealing with litigation. That concludes my report.

**Chairman:** Thank you. Does anyone have any discussion or questions for the Executive Director? Since we just received Dave Miller's memo on the credit card authorization issue, we probably would like to read this over and discuss it at the next meeting. So don't think you're off the hook David. Before we get into the reports of the other people, I just wanted to go ahead and mention that the State of Ohio came out with a Transportation Priorities Task Force report. The Governor charged leaders throughout the state to go ahead and put together a transportation proposal for the state looking at all the different transportation opportunities that are out there and make recommendations. I believe that actually started in February or March and they formally were charged to come up with recommendations in April or May. Myself and the Executive Director participated more of around the peripheral than actually as members of the Task Force. I see Mr. Davis is in the audience, he was a member of the actual task force itself. The conclusions in there are certainly just proposals that need to be acted on by the state government before anything, one of the proposals is to increase the gas tax, and different issues there. But one that that they added into the report was a short paragraph that dealt with the Ohio Turnpike Commission which I thought I would just go ahead and read to the Commission and we'd put this inside the minutes and the proposed transforming the Ohio Turnpike Commission into the Ohio Transportation Finance Commission. It will just take a minute, so I will just read it.

“While historically, they have not been particularly popular, new toll roads are being built across the country because they are self-financing. Toll roads make it possible to build new capacity without diverting scarce funding resources from other needs. The Task Force recognizes the limitations of tolling including the fact that not every new project lends itself to tolling. Yet, its members believe that tolling should be used in appropriate situations. The Ohio Turnpike Commission is an experienced toll road builder and operator and a well-known name in the credit markets. Therefore, the Task Force recommends that the Commission continue to serve as the financier, builder, and operator of new toll projects, but the Task Force envisions a larger role for the Ohio Turnpike Commission. The state should transform the Ohio Turnpike Commission into the statewide Ohio Transportation Finance Commission. The new Ohio Transportation Finance Commission would serve as the state's tolling and finance authority and a partner with other agencies and entities including, but not limited to, the Ohio Department of Transportation and the Ohio Rail Development Commission. While the new Ohio Transportation Finance Commission serving as a financing agency for all

revenue generated transportation projects in the state, it would be possible to use excess revenue from one project to support others that may not be self-sustaining, such as a start-up facility. For example, if ODOT wanted to construct a road, it would work with the Ohio Transportation Finance Commission to create a tolling plan providing needed funding, pricing, term and the like for the facility. The Financing Commission would finance the construction of the road, collect the tolls to pay for debt service and possible maintenance costs and potentially distribute revenues to another agency, such as ODOT or local government as prescribed by the previously negotiated agreement. The model also could be used for the construction of the state's sponsored rail line, or spur where the OTFC would finance the construction of the rail line, while users of the lawn would pay a per car fee to access it. In this example, the revenue would go to support the Rail Development Commission's operations or finance additional projects including freight rail expansion or start-up passenger rail service."

In a nutshell what they are basically saying is that since the Commission has, in fact, built toll roads since the Commission is accepted in the financial and credit markets that they look at us as a potential venue for doing other tolling roads and other tolling projects within the state. That's about the only mention that the Turnpike Commission has inside the Transportation Task Force Report. Any comments, Mr. Distel?

**Mr. Distel:** I don't. I have not had any correspondence or conversations with anybody from the state. I know this is very preliminary, Mr. Davis correct me if I am wrong, it came out last week, I think it was the final. It's no different than the draft which I think we all have had at least some opportunity to review and I think it is most notable that the Task Force did recognize that we are an experienced toll authority and that if, and I want to stress if, there are additional toll roads proposed in the State of Ohio they would look to us to help them operate.

**Chairman:** Thank you. Any questions or anyone have any comments on it? If not, let's turn to the report of the Chief Engineer.

**Chief Engineer:** I don't have any resolutions this morning, but I do have a brief update on our toll collection system construction that is ongoing at our thirty-one toll plazas across the state. Work has continued for modification and construction of the toll plazas throughout the winter months. Our central package from Interchanges 110 through 152, you may recall, was awarded one month ahead of the other two packages. That package currently stands at about 20% completion. We are currently on schedule with the construction. Contractors have been doing a pretty good job of working around the weather. That central package also includes at Toll Plaza 140 the construction ahead of time of a test lane in lane three to begin testing the equipment and the receivers. Early spring we'll be in a position to begin testing at Toll Plaza 140. The last component of the purchase and construction of the project, or the LED or changeable message signs, which will be mounted above every toll lane across the Turnpike. That contract is currently out



to bid, it will be opening on January 26<sup>th</sup>, hopefully at the February meeting we'll be in a position to recommend an award on that final piece of the project. That's all I have this morning Mr. Chairman, if you have any questions?

**Mr. Balog:** 140, I just don't remember, that's a little bit west of here?

**Chief Engineer:** Mr. Chairman, that's State Route 58 in Lorain County, Amherst, Ohio.

**Chairman:** That's the newest interchange we have?

**Chief Engineer:** Yes it is.

**Chairman:** Thank you. Any questions for Dan. I think we should spend, Dan since we have you before us and we actually have a little bit of time before our 11:00 public hearing, I wonder if you could talk a little bit about the noise mitigation study that you provided to all of us last time.

**Chief Engineer:** Yes, Mr. Chairman and Commission Members. You may recall at the last Commission meeting I presented the report that was prepared by TranSystems for the alternate noise mitigation methods. The next phase of that report was installing the alternative methods. You may recall that one was a T-Top barrier wall, I believe that was to be constructed in Berea and the other was a noise panel that was to be mounted on top of the center median and that was in Strongsville. Currently we have a draft proposal in from TranSystems to prepare the design of the systems. You may recall with the noise panels, looking at the possibility of hopefully saving a little bit of money on this project we have limited funds, \$500,000 that was granted through the legislature from ODOT, possibly installing those with Commission maintenance forces. The final report on the effectiveness of the two systems is to be submitted to the Legislative Affairs Committee by June 30<sup>th</sup> of this year.

**Chairman:** One other question, did you have any opportunity to look at Mr. Schiavoni's, from ODOT, comments and as I read the report I looked at some of the same issues. He talks about it at the location in which we are putting the sound fighter, which is the absorption panels at NSA 47 and he raises the issue that we are putting a five foot nine inch absorption wall in the center, on top of a five foot concrete wall which takes our overall height to ten foot nine inches, which is probably below a stack level for most semis. I just wondered, is there a possibility and would it make more sense and if you don't know the answer to the question, you know maybe you can talk to TranSystems on this, is there a possibility and would it make more sense to go ahead and increase the height of that? I know those are fourteen inches tall, so that if you put another fourteen inches on top of that five foot nine, you'd be up with that.

**Chief Engineer:** Mr. Chairman that can be investigated, but the taller you go with the panel the more structural anchorage you need into the barrier. We may have to get actually into that barrier removing concrete and installing more anchorages.

**Chairman:** What about the issue of, I mean you know, we are trying to go ahead and what we heard at the public hearings quite often was the people say that the Turnpike has always been noisy. It's always been a problem when we moved there, but it's really become problematic ever since the third lane was added and they talked about that and that was why we were kind of investigating the absorption panels, is they talked about that there is more noise now and we feel it's the quote, unquote, the third lane in one direction is now closer to my house and then we also have the bounce factor off of the wall. Would it not make more sense to try and get it to a taller height to eliminate sound coming over the top of it entirely?

**Chief Engineer:** Mr. Chairman I really don't know how possible it would be to do that without actually modifying the barrier. One statement you did make was that yes, while they did express some concern that the third lane is making it noisier, the third lane in no instances has been built closer to their homes. In all instances, it has been built in the existing median. I do know some residents have said that we moved closer to them, but that is not the case.

**Chairman:** The noise study also talked about the perception is always an issue. You know, and does it, Mr. Schiavoni's comments again talked about that sound has a tendency to come around the barriers and does it make sense in your opinion to go ahead and do two different barriers in two different areas versus putting our resources more into one area and testing? He also raises the issue that the state has significant data on walls on the right-of-way which is where we are going in NSA-39 the eastside accept for the T-Top. He brings the point that Arizona probably has used this T-Top and probably has some information on it, any thoughts on that?

**Chief Engineer:** Mr. Chairman, while we know, and I think through the experience through ODOT and other agencies that sound walls are very effective.

**Chairman:** You said they are very effective?

**Chief Engineer:** Yes, they are very effective at mitigating the sound. They may cause some bounce, they may be aesthetically unappealing, however, this study was to specifically look at other methods, other than a typical sound wall. Now as far as the length, I believe, Mr. Schiavoni said about the length and the number of receptors that we can benefit with this. If we go further with this program we will have to come up with guidelines for receptors, number receptors and noise reduction, etc., however, we were working with a very limited amount of funds here. We have \$500,000 total, not only for the construction, but also for the report and the design of the next phase, so we were looking at not only the sound panels that were mounted on top of the barriers because if you may recall, in the meetings that we held across Cuyahoga County, the local governments and the citizens were very interested in seeing if this panel would work or not. So, I think that is one thing that we looked at, but the T-Top wall as you said, the state does not have any experience with the T-Top wall. What we looked through with Arizona was very limited, we could look at theirs, they are in a different terrain, I don't

believe they use it on a flat section, so TranSystems felt that it was worth while to go and look at that in our instances also.

**Chairman:** Thank you. Any questions? Bonnie, anything at all?

**Ms. Teeuwen:** I think the point that you brought up as far as the impact on the length of the wall and how the noise gets around the wall, you know, obviously you are doing the before and after measurements and the key is four hundred feet before the receptor, four hundred feet after, so I think you are talking about a thousand feet test section. I mean, you really only have two hundred feet that you can protect in that area. You know, Dale Schiavoni is from District 12 and he has a lot of experience with noise walls and he would be willing to help with any assistance, it's one of those things where residents either love him or hate him. So, it's a very controversial issue one way or the other, so he can assist you if you have any questions with that.

**Chief Engineer:** Mr. Chairman and Commission Member Teeuwen, we are not only taking them ahead and beyond the walls. Obviously if you are taking them on the opposite side of the roadway, also because some people say that these noise walls obviously tend to bounce the sound also, and Commission Member Teeuwen, you said that we do have a two hundred foot area that we can, I think this test is more to determine what in that benefited area this will reduce the noise and as we go further we're going to have to come out with benefits per receptor and how many receptors we benefit if we come up with a formal plan.

**Chairman:** I know, I think that we need to make sure that the media still understands that we are not committed to doing any noise wall, we don't have an obligation, we are doing to try and work with local communities and with the Ohio Legislature who funded this for us and so we are going through the test. So I guess the comment would be is, that if you have a nine hundred foot wall and you need four hundred foot from four hundred foot from each end, we'll only have a real benefit for a hundred feet right in the center. But again, if the purpose of this is to evaluate how it works and from a sound standpoint we will have a good area to say yes, here's what it was previously and here is what it is now might only benefit only one or two people or one or two homes, because we are only dealing with one hundred feet, but again for the purpose of this test.

**Chief Engineer:** That's correct. Our major limitation was the funding, we're still trying to try two systems.

**Chairman:** Is there a specific reason why they use a "T" versus an "L", is it potentially structurally?

**Chief Engineer:** I asked that same question too and not only the structural benefits, but the way it was explained to me was the sound kind of goes over this like a wave and the top portion of that "T" also has some benefit in absorbing the sound. It will be interesting to see.

**Chairman:** Do you need any, and again this is a project that we are not paying for, well we are advancing the funds and we are going to be reimbursed, do we need anything further from us to go ahead and actually do the construction, buy the additional...

**Chief Engineer:** No, at this point we do not Mr. Chairman. Our original resolution back in July contemplated the Phase II. The total amount expended with what you authorized in July is below the \$150,000. We can proceed with the design when we proceed with the construction at least of the T-Top wall, we'll come back to the Commission with the resolution to award that construction project.

**Chairman:** Any questions?

**Mr. Regula:** No, Mr. Chairman, just an observation. Recently on Interstate 77 through the Canton area a third lane was added for a four or five mile section and of course noise walls were put in that were not there prior and there have been very many complaints locally in the area across from Mercy Hospital on Interstate 77 in the downtown Canton area from the fact that now the noise walls are in they are affecting the a whole other neighborhood. So you fix one, the problem for one set of individuals you create a problem for another. We could get into that type of situation, I think, with doing ours as well and then what's the next fix, so just with some reservation I think it's great that we are going to do a test and see what we get out of it, but we may find also that it affects others after you've fixed someone else's.

**Chief Engineer:** Mr. Chairman and Commission Member Regula; that is a possibility that noise walls do tend possibly to bounce the sounds also.

**Chairman:** Are you suggesting in the Canton area, not from being familiar with it, that they put it onto one side and that the receptors on that side are okay but now the sound is bouncing off of the wall as Dan has suggested and affecting the other side of the freeway which does not have a wall?

**Mr. Regula:** No, in this particular situation they are on both sides, but there are homes higher up from an elevation standpoint from the existing expressway and what's happening now is that noise and energy are going up the wall to the homes that were not affected prior to putting the walls in, so the individuals that height-wise are below the wall are happy, but the ones now that are above it are unhappy. So you've solved it for one, but you've made it worse for the others and, I think, there is currently possibly a class action suit in regards to walls down that way. I don't know how far along they are with it, but here again, I think we have to look at this very, in a very microscopic type of thinking as to whether we are just correcting one and putting it on someone else.

**Chairman:** I would think that we are probably, you know, from a standpoint of potential liability or problems, since the sound absorption wall probably will not have any type of bounce back that's in the center, you know, that's not really an issue. The T-

wall that we are putting on at location 39 East, the area that's 39 West is also a fill area which means the receptors or the homes are lower than the Turnpike in that area, so I don't think we'll have that type of problem as you've explained where the houses in the higher areas, with the bouncing and now the sound is getting up to it because our area of the homes are still lower than what we are dealing with, so I think we'll probably be okay for our study.

**Chief Engineer:** We will be doing noise readings on both sides of the road. So we'll know before and after.

**Chairman:** Any thoughts or comments? So you are going to continue moving forward with it?

**Chief Engineer:** Yes.

**Chairman:** Thank you. Anything further?

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

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

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

**Chairman:** Thank you. I think all of the Commission Members know that inside their packet is the report that Mr. Distel spoke of earlier regarding litigation. Comptroller, Mr. Steiner.

**CFO/Comptroller:** Good morning Mr. Chairman and Commission Members. I have an update on the traffic and our 2008 Operating Budget. This first chart shows the monthly passenger cars miles traveled on the Ohio Turnpike over the past two years. Due to the slumping economy and high fuel prices during the peak summer driving season passenger car traffic has been down most of the year. However, as the result of a recent drop in fuel prices, the vehicle miles traveled by passenger cars in December were 1% below last December's total. Commercial traffic has also generally been down the last twelve months and the worsening economic condition has exacerbated this situation. Commercial vehicle miles traveled in December fell 9.7% below the total from last December.

This chart shows that annual vehicle miles traveled during each year this decade. Passenger car miles traveled have been declining each year since 2004 and commercial vehicle miles traveled have been declining since 2006. Passenger car miles traveled in 2008 were the fewest this decade. They were 4.4% below the total in 2007 and 9.4% below the peak total in 2004. Commercial vehicles miles traveled in 2008 were 6% below the total from 2007 and 7.2% below the total from 2006.

This chart shows the annual toll revenues during each year this decade. The 2008 toll revenues were \$10.6 million dollars, or 5.4% below the amount from 2007.

This chart shows the annual revenues from all sources for each year this decade. Total 2008 revenues were \$13.1 million of 5.8% below those from 2007 and 1.7% higher than they were in calendar year 2000. This report shows the preliminary 2008 general fund revenues, expenditures, and transfers compared to the amount budgeted. We are still double checking to make sure that all revenues and expenditures have been recorded before we close the books for the year. As you know, the amended budget adopted in July included a reduction in projected revenues of almost \$13 million and the preliminary 2008 revenues are \$200,000 below the amounts included in that amended budget. Fortunately, the preliminary expenditures including debt service payments are \$2.8 million or 1.6% lower than budgeted. Most of these savings are the result of lower than expected cost for liability and health insurance, workers' compensation and compensated absences, along with vacant full-time toll positions and reductions in toll overtime. As you know after paying our operating expenses and our debt service, the balance of the revenue is used to fund our capital expenditures. The \$2.8 million expense savings net of the \$200,000 revenue shortfall will be added to the general reserve and will help fund the \$6.3 million transfer to the debt service reserve account that the Commission approved last month. That completes my report Mr. Chairman. I'd be happy to respond to any questions.

**Chairman:** Any questions for Mr. Steiner? Thank you sir. Any report from the financial advisor?

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

**Chairman:** Trustee?

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

**Chairman:** General Consultant?

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

**Chairman:** Highway Patrol?

**Captain Hannay:** Just a brief report Mr. Chairman. I am pleased to report that although since we had a slight increase in overall traffic crashes for the calendar year 2008, we did experience one of the safest years in the Turnpike's history with six persons killed last year out of four fatal traffic crashes.

**Chairman:** We don't like to see anyone, but we are encouraged by that information. Thank you.

**Mr. Dixon:** What was the number of fatalities in 2007?

**Captain Hannay:** In 2007, we had fifteen persons killed in eleven crashes. Last year we had four fatal crashes with six persons killed.

**Mr. Dixon:** One is too many. Thank you.

**Mr. Regula:** One quick question, on a general basis what percentage of individuals that you stop are wearing seatbelts, a vast majority, 80% or would you have any...?

**Captain Hannay:** Mr. Chairman and Commission Member Regula, on the Ohio Turnpike we experience a usage rate well into the 94-95 percentile rate. It seems that once folks get on an interstate system at the speeds they are traveling out here, they are more likely to buckle up.

**Mr. Regula:** Interesting. Thank you.

**Captain Hannay:** Yes sir.

**Chairman:** Thank you. Any other business? We have a public hearing at 11:00 which will be to go ahead and discuss the implementation of the new rates related to the E-ZPass<sup>®</sup> system. So if there is no further business we will accept a motion to adjourn until our next meeting which will be a special meeting held on February 9<sup>th</sup> at 10:00 a.m. That is a special meeting because the third Monday of the month is President's Day. May I have a motion to adjourn?

**Ms. Teeuwen:** So moved.

**Chairman:** Is there a second?

**Mr. Dixon:** Second

**Chairman:** Would you 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

Meeting adjourned at 10:36 a.m.

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

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George F. Dixon, Secretary-Treasurer