

MINUTES OF THE 510th MEETING OF THE OHIO TURNPIKE COMMISSION

January 10, 2005

Pursuant to the bylaws, the Ohio Turnpike Commission met for a "Special" meeting at the Commission's Administration Building at 10:07 a.m. on January 10, 2005, with members of the staff: Jerry Pursley, Deputy Executive Director; Dan Castrigano, Chief Engineer; James Steiner, CFO/Comptroller; Noelle Tsevdos, General Counsel; W. R. Fleischman, Assistant Chief Engineer; Tim Ujvari, Maintenance Engineer; Kerry Ferrier, Traffic Engineer; Stuart May, Mechanical Engineer; Kathleen Weiss, Director of Contracts Administration; Anne Fornshell, Director of Human Resources; Dave Miller, Director of Audit & Internal Controls; Dick Morgan, Director of Information Systems; Richard Lash, Director of Safety Services; Bob Gahr, Asst. Director of Safety Services; Andrew Herberger, Customer Services Manager; Sharon Isaac, Director of Toll Operations; William Keaton, Telecommunications Manager; Lauren Dehrmann, Manager, Public Affairs; Heidi Jedel, Crickett Jones, Tracy Cowley and Diane Pring.

The Chairman called the meeting to order and asked the Assistant Secretary-Treasurer to call the roll.

Present: Mr. Noe, Mr. Balog, Mr. Dixon, Mr. Regula, Director Proctor and Representative Buehrer

Absent: Senator Schuring

The Assistant Secretary-Treasurer said Senator Schuring was unable to attend today's meeting.

The Chairman said we have a number of guests here today, so I'd like everyone to introduce themselves as we customarily do: Eric Erickson, Fifth Third Securities; Mike Burgess, URS Corporation; David Millstone, Squire, Sanders & Dempsey; David Patch, The (Toledo) Blade; Stefan Holmes, Fifth Third Bank; Mo Darwish, ODOT; Tony Yacobucci, HNTB; Frank Lamb, Huntington Bank; Capt. Robert Ferguson, Lt. Monte Morgan, OSHP; Kevin Redden, Gladioux Food Service; Don Glosser, Lichtenstein Investments; Tim Reidy, Nat City Investments; Steve Mayor, Steve Delong and Scott Ranfit, Operating Engineers.

The Chairman said this is the 510th meeting of the Ohio Turnpike Commission, and we are meeting here in the Commission's headquarters as provided for in the Commission's Code of Bylaws for a "special" meeting because we moved the meeting date by one week. Various reports will be received, and we will act on several resolutions, draft copies of which have been previously sent to Members and updated drafts are also in the Members' folders. The resolutions will be explained during the appropriate reports.

The Chairman asked, could I have a motion to adopt the minutes of the December 20, 2004 Commission Meeting?

Commissioner Balog moved and Commissioner Dixon seconded. All other members voted in the affirmative, and the minutes were adopted.

The Chairman said we'll proceed with the report of the Secretary-Treasurer, Mr. Dixon.

The following items have been sent to the members since the last regularly scheduled meeting of the Commission on December 20, 2004:

1. Minutes of the December 20, 2004 Commission Meeting
2. Investment Report, December, 2004 *
3. Various News Releases

* in Commission Members' folders

The Chairman asked for the Executive Director's report.

The Executive Director said he had one resolution this morning to present. As everyone is aware, we have lowered truck tolls on the Ohio Turnpike. When tolls were last increased, tolls were rounded up to the next nickel. When we lowered the truck tolls, we rounded to quarters and to be sure that every truck traveling between every interchange experienced some decrease, in a few cases we rounded down an extra quarter. However, as a result we are now experiencing some inconsistencies in that some of the Class 2 and 3's may be a nickel or dime higher than some of the lowered truck tolls. I have a resolution that makes an adjustment to those tolls rates. As you can see on the attached chart, most of the affected tolls are lowered five or ten cents, and there may be one that is thirty cents. We estimate that the cost will be minor – approximately \$35,000 a year. To avoid this continued inconsistency, I recommend taking action by adopting this resolution. I'll ask our General Counsel to read the Resolved.

General Counsel read the Resolved as follows:

"RESOLVED, that the Commission hereby authorizes the Executive Director or his designee to issue public notice and to conduct a public meeting required by law regarding its intention to make the attached temporary changes to the current schedule of toll rates for Classes 2 and 3 for the same period of time during which the temporary changes to the current schedule of toll rates for Classes 4 through 9 are in effect in order to ensure consistency in the toll rate schedule;

"RESOLVED, that the Commission hereby authorizes the Executive Director to implement the attached temporary changes to the current schedule of toll rates for Classes 2 and 3 for the same period of time during which the temporary changes to the toll rates for Classes 4 through 9 are in effect, should he deem such action to be appropriate after holding the required public meeting, which temporary decreases may become effective beginning on February 1, 2005."

The Chairman asked, is there a motion?

Commissioner Dixon moved and Commissioner Balog seconded.

The Chairman asked if there was any discussion. He asked the Executive Director if this resolution guarantees that we don't have anything that was an increase of any kind and it makes it consistent, is that what it's all about?

The Director said none of the truck tolls were increased, but as a result of the change in the commercial tolls, there are actually a few instances where a toll in a Class 4 or 5 would actually be lower than a passenger car toll. To avoid that discrepancy, we want to adjust a few of the Class 2 and 3 tolls.

Representative Buehrer asked if the plan was to hold a single public meeting to be held here in Berea.

The Director said yes.

The Chairman said if there are no other questions or comments, please call the roll.

The "Resolution Authorizing the Executive Director to Revise Tolls for Classes 2 and 3 on a Temporary Basis upon holding a Public Meeting" was moved for adoption as follows:

RESOLUTION NO. 1-2005

WHEREAS, the Commission, by Resolution 38-1955, established a schedule of tolls and classifications of weight which was effective October 1, 1955, which is attached hereto and incorporated herein by reference; and

WHEREAS, the Commission by Resolutions 40-1956, 16-1981, 16-1995, 18-1995, 56-1995, 59-1995, 40-2003 and 62-2004 has adopted several different revisions in the schedules of toll rates which imposed changes in the schedules of toll rates then in effect; and

WHEREAS, the 1994 Master Trust Agreement allows the Commission to make a temporary change to the schedule of tolls that it deems to be necessary and proper, so long as the Comptroller/Chief Financial Officer certifies that the Commission will not fail to comply with the debt service requirements; and

WHEREAS, the Commission, by Resolution 62-2004, authorized the executive director to implement temporary changes to the schedule of toll rates for Classes 4 through 9 for a period of up to eighteen (18) months beginning on January 1, 2005 in an effort to encourage more commercial trucks to utilize the Turnpike instead of adjacent state routes; and

WHEREAS, the CFO/Comptroller has reported to the Commission that a few additional and temporary decreases should be made to certain toll rates for Classes 2 and 3 for the same eighteen month period in order to eliminate any inconsistencies between the toll rates for Classes 2 and 3 relative to the temporary schedule of toll rates for Classes 4 through 9;

WHEREAS, the Ohio General Assembly enacted an amendment to the provisions of Ohio Revised Code Section 5537.26, through the passage of Sub. H.B. 329 which went into immediate effective upon signature of Governor Taft, which statute requires the Commission to issue notice and hold a public meeting prior to taking any action to decrease the current toll rate structure;

WHEREAS, the Commission desires to implement a temporary change to the schedule of tolls for Classes 2 and 3 for the same eighteen (18) month period, as reflected in the attached proposal, in order to eliminate any inconsistencies in the temporary toll rate schedule adopted by the Commission by Resolution 62- 2004; and

NOW, THEREFORE, BE IT

RESOLVED, that the Commission hereby authorizes the executive director or his designee to issue public notice and to conduct a public meeting required by law regarding its intention to make the attached temporary changes to the current schedule of toll rates for Classes 2 and 3 for the same period of time during which the temporary changes to the current schedule of toll rates for Classes 4 through 9 are in effect in order to ensure consistency in the toll rate schedule;

RESOLVED, that the Commission hereby authorizes the executive director to implement the attached temporary changes to the current schedule of toll rates for Classes 2 and 3 for the same period of time during which the temporary changes to the toll rates for Classes 4 through 9 are in effect, should he deem such action to be appropriate after holding the required public meeting, which temporary decreases may become effective beginning on February 1, 2005.

I Gary C. Suhadolnik, Assistant Secretary-Treasurer of the Ohio Turnpike Commission, do hereby certify that the above is a true copy of the aforesaid resolution which was duly adopted at a special meeting of the Commission, duly called for and convened and held on January 10, 2005 at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this 10th day of January, 2005.

Gary C. Suhadolnik
Assistant Secretary-Treasurer

The resolution was adopted with all Members voting in the affirmative. The resolution was identified as No. 1-2005.

Commissioner Balog moved to recess the meeting to hold an executive session to confer with General Counsel and outside counsel regarding the pending collective bargaining negotiations with the Teamsters Local 436, and the Fact-finder's Report and Recommendation, pursuant to the provisions of Ohio Revised Code Sections 121.22(G)(4).

At the end of such executive session, the Commission Meeting shall reconvene.

Commissioner Regula seconded the motion.

The Chairman asked the Asst. Secretary-Treasurer to call the roll.

The motion was adopted with all Members voting in the affirmative. The time was 10:13 a.m.

The Chairman said we should return in about thirty to forty-five minutes.

At 11:05 a.m. Commissioner Balog moved to reconvene the Commission Meeting.

Commissioner Regula seconded the motion.

The Chairman asked the Asst. Secretary-Treasurer to call the roll.

The motion was adopted with all Members voting in the affirmative.

The Chairman asked the Executive Director if he had another resolution to present to the Members.

The Executive Director said I would recommend that the Commission adopt the resolution to accept the Fact-Finder's Report. We have had a great deal of discussion, and I think we are all disappointed in the recommendations of the Fact-Finder. But, in the spirit of labor compromise and in the spirit of keeping the Turnpike open, I would ask the Commission Members to adopt the "Resolution Accepting the Findings of the Fact-Finder relative to the Teamsters Local Union 436 Negotiations."

Would General Counsel please read the Resolved?

General Counsel read the Resolved as follows:

"RESOLVED that the Commission hereby accepts the recommendations, conclusions and findings of the Fact-Finder as set forth in his report and recommendations dated January 5, 2005."

The Chairman asked, is there a motion?

Commissioner Balog moved and Commission Dixon seconded.

The Chairman asked, is there any discussion?

Director Proctor said I agree with the recommendation, but I must point out that I will be voting for this resolution reluctantly. I think the staff here did an excellent job in negotiating this Agreement. I take no issue with them. I would just point out that the health care benefits offered at the Turnpike are way above what the State can afford to provide. The salaries are about \$4.00 an hour higher than what the State can afford to provide. I understand that this is not tax revenue that we are talking about, but it is toll revenue that comes from the public. While I would agree with accepting this resolution, I think it behooves us to continue to look for efficiencies when our wage rates and our health care costs are this high.

Commissioner Balog said I think that the Fact-Finder's decision to go ahead and provide the health care benefits that he did is beyond reality. In the private industry sector, we are all accustomed to paying 30%, 40% or 50% of health care costs. When I look at this particular situation, and I see we have had an 80% increase in health care costs over the last five years and the Fact-Finder's decision to go ahead and require bargaining unit employees to pay only \$66 a month for a comprehensive plan and to be able to continue having totally free health care coverage for a slightly less comprehensive plan doesn't seem to be in touch with reality. We are dealing with a body that has had its expenses increase over its revenue for the last five years. To put a wage increase in place holding toll collectors down and allowing the maintenance workers to move up, seems to me to make more sense. However, I would support Director Proctor's comment that, in light of trying to resolve this matter and to try to put this issue behind us and not have a labor strike such as they had in Pennsylvania, I will reluctantly support the adoption of this Resolution.

One thing Director Proctor talked about is comparing the wage rates for the maintenance workers here as it compares to the State of Ohio, which is under significant budget constraints. The State has put money into the Turnpike so we could go ahead and reduce the tolls. That issue will go ahead on a temporary basis. The wage rate is higher for the Ohio Turnpike than it is to the west in Indiana and to the east in Pennsylvania. I will support it reluctantly, but I don't think it's the right Agreement for us.

The Chairman said, if there are no other comments, please call the roll.

The "Resolution Accepting the Findings of the Fact-finder relative to the Teamsters Local Union 436 negotiations" was moved for adoption as follows:

RESOLUTION NO. 2-2005

WHEREAS, negotiations took place between representatives of the Commission and the Teamsters Local Union 436 ("Union"), as representatives of the full-time maintenance and toll collectors, and part-time toll collectors, and no successor agreement was reached between the parties

WHEREAS, the general counsel has reported that certain unresolved issues were submitted to fact-finding on December 16, 2004, under the provisions of Chapter 4117, Ohio Revised Code to a fact-finder appointed by the State Employment Relations Board; and

WHEREAS, the fact-finder issued his recommendations and conclusions on January 5, 2005, and a copy has been presented to the Commission Members; and

WHEREAS, the Commission has reviewed said report and discussed the recommendations of the fact-finder with members of the Commission's negotiating team, the executive director, and general counsel; and

WHEREAS, it is of the opinion of the Commission that it is in its best interests to accept the recommendations and conclusions of the fact-finder.

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby accepts the recommendations, conclusions and findings of the fact-finder as set forth in his report and recommendations dated January 5, 2005.

I Gary C. Suhadolnik, Assistant Secretary-Treasurer of the Ohio Turnpike Commission, do hereby certify that the above is a true copy of the aforesaid resolution which was duly adopted at a special meeting of the Commission, duly called for and convened and held on January 10, 2005 at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this 10th day of January, 2005.

Gary C. Suhadolnik
Assistant Secretary-Treasurer

The resolution was adopted with all Members voting in the affirmative. The resolution was identified as No. 2-2005.

The Chairman asked Dan Castrigano, Chief Engineer, if he had a resolution to present.

Mr. Castrigano said I have three resolutions for your consideration this morning. The first two are clipped together in a single package pertaining to the demolition of existing structures and/or sale of excess property. The first resolution authorizes the demolition of the structure on Parcel 132-H. This structure is actually the old utility building located at our old Exit 10, which connected the Ohio Turnpike with U.S. 42 (Pearl Road) in Cuyahoga County in Strongsville. At the time I-71 was completed and the connection was made directly with the interstate, this facility was kept in service. Since that time, it was leased to the Cleveland Metroparks and utilized as a Ranger Station. We received notice this summer as of October 1, 2004, the Cleveland Metroparks would be leaving this facility. We inspected the facility and took a look at it as far as any future use by the Turnpike. We have determined that this facility is no longer required for the operation of the Turnpike. In this draft resolution, we are

proposing to demolish this structure. It should be noted that Section 5.08 of the Master Trust Agreement also requires a recommendation by our consulting engineer. That document is also attached. We received a letter from HNTB, our general consultant, on January 4, 2005. Would the General Counsel please read the Resolved?

General Counsel read the Resolved as follows:

“RESOLVED, that the executive director and general counsel are authorized to take any and all action necessary on behalf of the Commission or by, or through the appropriate officers of the State of Ohio, to demolish the structure situated thereon; and

“FURTHER RESOLVED, that the authority hereby granted to the executive director and general counsel shall include authority, if deemed appropriate, to contract for the demolition of the structure as permitted by statute.”

The Chairman asked, is there a motion?

Commissioner Balog moved and Commissioner Dixon seconded.

The “Resolution Authorizing the Demolition of the Structure on Parcel No. 132-H” was moved for adoption as follows:

RESOLUTION NO. 3-2005

WHEREAS, the Commission purchased in the name of the State of Ohio for the use of the Ohio Turnpike Commission for public highway purposes, a parcel of real estate designated as Parcel No.132H, located in the City of Strongsville, Ohio, and a fee simple interest in Parcel No. 132H was acquired; and

WHEREAS, the purpose of the aforesaid parcel was for the construction of an interchange utility building at the former interchange with Pearl Road as a result of the construction of Ohio Turnpike Project No. 1; and

WHEREAS, the Commission desires to demolish the structure, formerly used as an interchange utility building and Cleveland Metroparks Ranger Station; and

WHEREAS, HNTB, the Commission’s consulting engineers, by letter dated January 4, 2005 have advised the Commission that the subject structure is no longer needed for the construction and operation of the Turnpike; and

WHEREAS, the Commission’s chief engineer by memorandum dated January 5, 2005 had advised the Commission that the subject structure is no longer needed for the construction and operation of the Turnpike; and

WHEREAS, the Commission has determined, based on the recommendations of the consulting engineers and the chief engineer that the structure on Parcel No. 132H is no longer needed for the construction, operation and maintenance of the Ohio Turnpike.

NOW THEREFORE, BE IT

RESOLVED, that the executive director and general counsel are authorized to take any and all action necessary on behalf of the Commission or by, or through the appropriate officers of the State of Ohio, to demolish the structure situated thereon; and

FURTHER RESOLVED, that the authority hereby granted to the executive director and general counsel shall include authority, if deemed appropriate, to contract for the demolition of the structure as permitted by statute.

I, Gary C. Suhadolnik, Assistant Secretary-Treasurer of the Ohio Turnpike Commission, do hereby certify that the above is a true copy of the aforesaid resolution which was duly adopted at a meeting of the Commission, duly called for and convened and held on January 10, 2005, at which a quorum was at all times present and voting.

WITNESS my hand and seal of the Ohio Turnpike Commission on this 10th day of January, 2005.

Gary C. Suhadolnik
Assistant Secretary Treasurer

The resolution was adopted with all Members voting in the affirmative. The resolution was identified as No. 3-2005.

Mr. Castrigano said the next resolution authorizes the sale of or demolition of the structure on Parcel No. 11-13WL. This parcel and structure is a home located at 4401 Berkley Road in the Village of Richfield. This parcel was originally acquired by the Commission because a significant portion of the lot was required for the construction of the direct connection with the Ohio Turnpike at Interstate 77 which opened a couple of years ago. It should be noted that, as part of those plans, the structure was originally to be demolished as part of that contract. However, we were approached by the contractor at the time, as he wished to use that facility as a field office. It was not only used as a field office for that project, but subsequently it was also used as a field office for a subsequent ODOT project. The facility is now vacant. The residual parcel is a non-conforming lot in the Village of Richfield. The plan is to ascertain if we can receive a variance from the Village of Richfield in order to re-sell the property and the home. If we cannot obtain the variance, then we will demolish the structure.

The recommendation of the consulting engineer, HNTB is attached in a memorandum dated December 14, 2004. Would General Counsel please read the Resolved?

“RESOLVED, that the executive director and general counsel are authorized to take any and all action necessary on behalf of the Commission or by, or through the appropriate officers of the State of Ohio to convey Parcel No. 11-13WL, or to demolish the structure situated thereon; and

“FURTHER RESOLVED, that the authority hereby granted to the executive director and general counsel shall include authority, if deemed appropriate, to execute a transfer by appropriate deed or to contract for the demolition of the structure as permitted by statute.”

The Chairman asked, is there a motion for approval?

Commissioner Balog moved and Commissioner Dixon seconded.

The Chairman asked if there are any questions.

Commissioner Balog said that in the draft resolution I notice the address is 4401 Berkley and on the report it talks about 4961.

Mr. Castrigano said that’s correct. It seems we have a conflict in the address. General Counsel, how would you handle this?

General Counsel said the resolution appropriately identifies the Parcel No. which corresponds to the original purchase of the property. I think we can have HNTB amend their report in reference to the Parcel No. However, that is the same property.

The Chairman said I would think we can approve the motion based on that Parcel No., correct? Call the roll, please.

The “Resolution Authorizing the Sale of or Demolition of the Structure on Parcel No. 11-13WL” was moved for adoption as follows:

RESOLUTION NO. 4-2005

WHEREAS, the Commission purchased in the name of the State of Ohio for the use of the Ohio Turnpike Commission for public highway purposes, a parcel of real estate designated as Parcel No.11-13WL, located in the Village of Richfield, Ohio, and a fee simple interest in Parcel No. 11-13WL was acquired; and

WHEREAS, the purpose of the aforesaid parcel was for the construction of an interchange with I-77 as a result of the construction of Ohio Turnpike Project No. 1; and

WHEREAS, the Commission has requested that the Village of Richfield grant a variance to sell the remainder of Parcel No. 11-13WL, including the house located at 4961 Berkley Road, or, if the Commission is not granted a variance, to demolish the structure; and

WHEREAS, HNTB, the Commission’s consulting engineers, by letter dated December 14, 2004, have advised the Commission that the subject parcel is no longer needed for the construction and operation of the Turnpike; and

WHEREAS, the Commission's chief engineer by memorandum dated January 5, 2005 had advised the Commission that the subject parcel is no longer needed for the construction and operation of the Turnpike, and

WHEREAS, the Commission has determined, based on the recommendations of the consulting engineers and the chief engineer that Parcel No. 11-13WL is no longer needed for the construction, operation and maintenance of the Ohio Turnpike.

NOW THEREFORE, BE IT

RESOLVED, that the executive director and general counsel are authorized to take any and all action necessary on behalf of the Commission or by, or through the appropriate officers of the State of Ohio to convey Parcel No. 11-13WL, or to demolish the structure situated thereon; and

FURTHER RESOLVED, that the authority hereby granted to the executive director and general counsel shall include authority, if deemed appropriate, to execute a transfer by appropriate deed or to contract for the demolition of the structure as permitted by statute.

I, Gary C. Suhadolnik, Assistant Secretary-Treasurer of the Ohio Turnpike Commission, do hereby certify that the above is a true copy of the aforesaid Resolution which was duly adopted at a meeting of the Commission, duly called for and convened and held on January 10, 2005, at which a quorum was at all times present and voting.

WITNESS my hand and seal of the Ohio Turnpike Commission on this 10th day of January, 2005.

Gary C. Suhadolnik
Assistant Secretary Treasurer

The resolution was adopted with all Members voting in the affirmative. The resolution was identified as No. 4-2005.

Mr. Castrigano said my final resolution is entitled, "Resolution Authorizing the Purchase of two (2) Aerial Lift Trucks under ODAS Cooperative Purchasing Program." You may recall in July, 2003 the Commission adopted Resolution No. 32-2003 authorizing the participation in the ODAS Purchasing Program. This proposal is for the purchase of two (2) aerial lift trucks. These are truck-mounted, aerial man lifts typically used for servicing our highway lighting up and down the entire roadway with a working head of about 65 feet. The current state term contract for this type of equipment is held by Utility Truck Equipment of Circleville, Ohio. The proposed cost of the equipment is \$148,850 each or a total cost of \$297,700. This equipment has been inspected and examined by our Maintenance Department, which is recommending its purchase. It

should be noted that this equipment will replace two for 1991 model year aerial lift trucks that have an excess of 250,000 miles on them at this time. There are no provisions in the Cooperative Purchasing Program for trade-in equipment. At the time the new equipment is received, we will advertise a Property Disposal and accept bids for the used equipment, which will be sold to the highest bidder.

Would General Counsel please read the Resolved?

“RESOLVED that the Commission’s purchasing manager may proceed with the purchase of two (2) new aerial lift trucks in the amount of **\$297,700.00** through the DAS Cooperative Purchasing Program, specifically, Ohio State STS515 Co-op Contract #778515AB with Utility Truck Equipment Co., Inc., and take any and all action necessary to properly carry out the terms of said contract; and

“FURTHER RESOLVED that the purchasing manager should initiate a Property Disposal when the two (2) new aerial lift trucks have been received.”

The Chairman asked is there a motion?

Commissioner Balog moved and Commission Dixon seconded.

The Chairman asked if Dan had an estimate of how much the two used trucks might be worth.

Mr. Castrigano said I don’t know at this time. There is some data in my file that they were purchased in 1991 at the price of \$91,000. Again, these trucks will be advertised and sold to the highest bidder.

The Chairman said if there are no further questions, please call the roll.

The “Resolution Authorizing the Purchase of two (2) Aerial Lift Trucks under ODAS Cooperative Purchasing Program” was moved for adoption as follows:

RESOLUTION NO. 5-2005

WHEREAS, pursuant to Resolution No. 32-2003 adopted on July 21, 2003, the Ohio Turnpike Commission’s executive director was authorized to participate in state contracts under the Department of Administrative Services (“DAS,”) Office of State Purchasing Cooperative Purchasing Program, through which members may purchase supplies, services, equipment and other materials pursuant to Ohio Revised Code Section 125.04; and

WHEREAS, a fee has been paid by the Ohio Turnpike Commission to DAS, and, as such, the Commission is a current member of the DAS Cooperative Purchasing Program; and

WHEREAS, the Commission’s maintenance engineer is recommending the purchase of two (2) new aerial lift trucks to replace the Commission’s existing fourteen year-old equipment, and he has determined that the unit cost of **\$148,850.00** each to obtain the aforesaid equipment though the DAS Cooperative Purchasing Program is competitive; and

WHEREAS, it is anticipated that the expenditures of the Commission for the above-described two (2) new aerial lift trucks, though the DAS Cooperative Purchasing Program, shall exceed \$150,000 and, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for the award of such contract; and

WHEREAS, the Maintenance Department's staff performed a thorough evaluation of the proposed equipment, which will be acquired from Utility Truck Equipment, Inc. of Circleville, Ohio under Ohio State STS515 Co-op Contract #778515AB, and has determined that the new equipment is more versatile than the Commission's existing equipment and should provide their department with improved efficiency; and

WHEREAS, upon Commission approval, the Commission's purchasing manager will initiate a Requisition to ODAS for the purchase of the two (2) new aerial lift trucks, and will also initiate a Property Disposal for the used equipment to be advertised upon receipt of the two (2) new aerial lift trucks; and

WHEREAS, the Commission's director of contracts administration has reviewed the proposed equipment purchase, and has advised the Commission that said purchase is in conformance with Ohio Revised Code Section 5537.07 and Commission Resolution No. 32-2003; and

WHEREAS, the executive director concurs in the recommendations of both the maintenance engineer and the director of contracts administration, and recommends that the Commission approve the purchase of the two (2) new aerial lift trucks via the DAS Cooperative Purchasing Program in the amount of **\$297,700.00**.

NOW, THEREFORE, BE IT

RESOLVED that the Commission's purchasing manager may proceed with the purchase of two (2) new aerial lift trucks in the amount of **\$297,700.00** through the DAS Cooperative Purchasing Program, specifically, Ohio State STS515 Co-op Contract #778515AB with Utility Truck Equipment Co., Inc., and take any and all action necessary to properly carry out the terms of said contract; and

FURTHER RESOLVED that the purchasing manager should initiate a Property Disposal when the two (2) new aerial lift trucks have been received.

The resolution was adopted with all Members voting in the affirmative. The resolution was identified as No. 5-2005.

Mr. Castrigano said that's all I have, Mr. Chairman.

Commissioner Dixon said the reason I was slow in responding to the roll call on the prior resolution was my concern regarding the 4401 address reference. I know we won't tear down the wrong house, but I am concerned over the legality of it. If the 4961

address is incorrect, that's OK, but if the 4401 is incorrect and it's on the document that we just approved, then is that a problem?

The Chairman said that's why we referenced the parcel number.

Commissioner Dixon said I agree with you, but we still have to do some research. If you are comfortable with it, so am I.

General Counsel Noelle Tsevdos said, I will do some research and get back to you, but the Resolved portion of the resolution references the Parcel Number which corresponds to the purchase.

Commissioner Dixon said but the language in the draft resolution says "... including the house located at **4401** Berkley Road." If that is not the correct address, then that's a problem for us.

General Counsel said the parcel number and the actual mailing address should correspond, however the Parcel No. is correct.

Commissioner Dixon said that's my question. It's not a big deal, but I'd like some clarification.

Mr. Castrigano said we won't demolish the house by next month.

General Counsel said we won't be proceeding with demolition before the next meeting. The application for the variance will take a while to determine if the Village will grant us a variance.

Chairman Noe said we'll just have Noelle report back to us next month so we know that everything is cool. (**NOTE:** After the meeting General Counsel researched this discrepancy and advised the Executive Director that the address reference contained in the third paragraph of subsequently numbered Resolution No. 4-2005 should be changed to **4961 Berkley Road**. The Director's secretary corrected the reference when numbering the final resolutions.)

Chairman Noe said that's a good point and thank you.

Chairman Noe asked Jim Steiner, CFO for his report.

Mr. Steiner said in your packets I have included a draft entitled "Resolution Authorizing Execution of the Fourteenth Supplemental Trust Agreement." The primary purpose of this Supplemental Trust Agreement is to pledge funds recently received from ODOT to further secure payment of the Commission's outstanding bonds. The ODOT funding is intended to partially offset lost revenue expected to result from the temporary toll rate reductions that were implemented effective January 1, 2005 and pledging that ODOT funding will assist the Commission in meeting its debt service covenants.

The other purpose of this Supplemental Trust Agreement is to cure ambiguities that had been identified in the Trust Agreement. Proposed amendments to Section 4.05 are intended to clarify that free passage on the Turnpike is permitted by officials, employees, agents, vendors and contractors of the Commission while engaged in official

business of the Commission. The language also clarifies that temporary free passage is permitted in emergency situations when necessary to protect the safety and security of our patrons. These proposed revisions reflect long-standing practices of the Commission.

Finally, Section 5.15 of the Trust Agreement currently requires that an annual audit of the Commission's year-end financial statements be performed by an independent certified public accountant of nationally recognized standing. It further requires that the audit report be filed promptly with the Commission and trustee. Since the phrase, "nationally recognized standing" and the word "promptly" are subject to differing interpretations, it is proposed that the Trust Agreement be amended to provide that audits be performed by an independent CPA approved by the Auditor of State and that the audit reports be filed by July 1 following the date of the financial statements.

The proposed Supplemental Trust Agreement was prepared by our bond counsel, Mary Sullivan of Peck, Shaffer & Williams and has the support of Mr. Frank Lamb who is here this morning representing our trustee, The Huntington National Bank. Would the General Counsel please read the Resolved?

General Counsel read the Resolved as follows:

"NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE OHIO TURNPIKE COMMISSION:

"Section 1. Definitions. In addition to the words and terms defined in the recitals and elsewhere in this Resolution, those words and terms not expressly defined herein and used herein with initial capitalization where rules of grammar do not otherwise require capitalization shall have the meanings assigned to them in the Trust Agreement.

"Section 2. Fourteenth Supplemental Trust Agreement. The Chairman, Vice Chairman, Secretary-Treasurer and Executive Director are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission, the Fourteenth Supplemental Trust Agreement, the form of which has been presented at this meeting, which form is hereby approved, with such changes or revisions therein not inconsistent with the Act and not substantially adverse to the Commission as may be permitted by the Act and approved, upon advice of counsel to the Commission and Bond Counsel, by the Executive Director and the officers executing the same. The approval of such changes and insertions by such officers, and that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Fourteenth Supplemental Trust Agreement by such persons.

"Section 3. Execution of Additional Documents. The Chairman, Vice Chairman, Secretary-Treasurer and Executive Director are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission, such additional documents and instruments as may be necessary to effectuate the delivery of the Fourteenth Supplemental Trust Agreement.

"Section 4. Repeal of Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

"Section 5. Compliance With Sunshine Law. It is hereby determined that all formal actions of the Commission relating to the adoption of this Resolution were taken in an open meeting, and that all deliberations of the Commission and of its committees, if any, which resulted

in formal action were in meetings open to the public, in full compliance with Section 121.22 of the Ohio Revised Code.”

The Chairman asked, is there a motion?

Commissioner Balog moved and Commissioner Dixon seconded.

The Chairman asked is there any discussion? Please call the roll.

The “Resolution Authorizing the Execution of the Fourteenth Supplemental Trust Agreement” was moved for adoption as follows:

RESOLUTION NO. 6-2005

WHEREAS, the Commission has entered into a Master Trust Agreement dated as of February 15, 1994 (the "Master Trust Agreement" and together with the First Supplemental Trust Agreement dated as of February 15, 1994, the Second Supplemental Trust Agreement dated as of September 1, 1995, the Third Supplemental Trust Agreement dated as of May 1, 1996, the Fourth Supplemental Trust Agreement dated as of June 1, 1998, the Fifth Supplemental Trust Agreement dated as of September 1, 1998, the Sixth Supplemental Trust Agreement dated as of September 1, 1998, the Seventh Supplemental Trust Agreement dated as of September 15, 1998, the Eighth Supplemental Trust Agreement dated as of March 1, 1999, the Ninth Supplemental Trust Agreement, dated as of December 15, 1999, the Tenth Supplemental Trust Agreement, dated as of June 15, 2000, the Eleventh Supplemental Trust Agreement, dated as of July 1, 2001, the Twelfth Supplemental Trust Agreement, dated as of August 15, 2001 and the Thirteenth Supplemental Trust Agreement, dated as of July 15, 2004, the "Trust Agreement"), with the Trustee providing for the issuance from time to time of Turnpike Revenue Bonds (the "Bonds") and related matters; and

WHEREAS, the Commission desires to pledge certain additional revenues to secure the payment of the Outstanding Bonds and to make certain clarifications to the Trust Agreement; and

WHEREAS, pursuant to Section 8.02(c) of the Trust Agreement, Supplemental Trust Agreements may be entered into by the Commission and the Trustee without the consent of or notice to the Holders of the Bonds to subject additional revenues to the pledge of the Trust Agreement; and

WHEREAS, pursuant to Section 8.02(a) of the Trust Agreement, Supplemental Trust Agreements may also be entered into by the Commission and the Trustee without the consent of or notice to the Holders of the Bonds to cure any ambiguity or inconsistency in the Trust Agreement; and

WHEREAS, it is the determination of the Commission that the requirement regarding audits by an independent certified public accountant of nationally recognized standing and the timing thereof in Section 5.15 of the Trust Agreement, and the covenant regarding free passage set forth in Section 4.05 of the Trust Agreement are ambiguous and inconsistent; and

WHEREAS, the Commission desires to enter into such Fourteenth Supplemental Trust Agreement in order to authorize amendments to the Trust Agreement to pledge certain revenues received from the Ohio Department of Transportation, and to amend Section 5.15 of the Trust Agreement regarding who may qualify as an independent certified public accountant and the filing dates for audit reports, and Section 4.05 of the Trust Agreement regarding free passage.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE OHIO TURNPIKE COMMISSION:

Section 1. Definitions. In addition to the words and terms defined in the recitals and elsewhere in this Resolution, those words and terms not expressly defined herein and used herein with initial capitalization where rules of grammar do not otherwise require capitalization shall have the meanings assigned to them in the Trust Agreement.

Section 2. Fourteenth Supplemental Trust Agreement. The Chairman, Vice Chairman, Secretary-Treasurer and Executive Director are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission, the Fourteenth Supplemental Trust Agreement, the form of which has been presented at this meeting, which form is hereby approved, with such changes or revisions therein not inconsistent with the Act and not substantially adverse to the Commission as may be permitted by the Act and approved, upon advice of counsel to the Commission and Bond Counsel, by the Executive Director and the officers executing the same. The approval of such changes and insertions by such officers, and that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Fourteenth Supplemental Trust Agreement by such persons.

Section 3. Execution of Additional Documents. The Chairman, Vice Chairman, Secretary-Treasurer and Executive Director are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission, such additional documents and instruments as may be necessary to effectuate the delivery of the Fourteenth Supplemental Trust Agreement.

Section 4. Repeal of Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 5. Compliance With Sunshine Law. It is hereby determined that all formal actions of the Commission relating to the adoption of this Resolution were taken in an open meeting, and that all deliberations of the Commission and of its committees, if any, which resulted in formal action were in meetings open to the public, in full compliance with Section 121.22 of the Ohio Revised Code.

I Gary C. Suhadolnik, Assistant Secretary-Treasurer of the Ohio Turnpike Commission, do hereby certify that the above is a true copy of the aforesaid resolution which was duly adopted at a special meeting of the Commission, duly called for and convened and held on January 10, 2005 at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this 10th day of January, 2005.

Gary C. Suhadolnik
Assistant Secretary-Treasurer

The resolution was adopted with all Members voting in the affirmative. The resolution was identified as Resolution No. 6-2005.

Mr. Steiner said that completes my report, Mr. Chairman.

Chairman Noe asked if the General Counsel had any additional reports.

Ms. Tsevdos said no, Mr. Chairman.

Chairman Noe asked if Eric Erickson, financial advisor, had a report.

Mr. Erickson said no, Mr. Chairman.

Chairman Noe asked if Tony Yacobucci from HNTB, our general consultant, had a report.

Mr. Yacobucci said no, Mr. Chairman.

Chairman Noe asked if Mr. Frank Lamb, the trustee, if he had any report.

Mr. Lamb said no, Mr. Chairman.

Chairman Noe asked Captain Ferguson from OSHP if he had a report.

Captain Ferguson said I have a short report this morning. We did finish 2004 with one more fatal crash. This crash occurred on December 26th at 10:30 a.m. in Fulton County in the Swanton Post area at Milepost 34. The investigation showed that a Roadway semi had been traveling eastbound on the Turnpike and ran out of fuel. He was able to get his rig off the roadway onto the berm. Shortly after he was stopped, a van from Virginia with six occupants was traveling west. They approached the rear of that semi and traveled off the roadway and struck the left rear of the semi trailer. That caused fatal injuries to the right front and right rear passenger in that van. Four other people in that van were also injured. The van then spun back onto the highway where it

caused two other vehicles to travel off onto the median where those two vehicles collided together. It presented a fairly chaotic scene and the roadway was shut down for an extended period of time.

Hopefully, in 2005, we'll have some better luck. We'll be collecting input from all our Post Commanders at our Patrol Posts to see where we can re-direct our efforts to try and decrease fatalities on the Turnpike in 2005. That concludes my report Mr. Chairman.

Commissioner Regula asked if the driver of the truck had put out his triangles yet.

Captain Ferguson said he had just enough time to exit his cab and was starting to walk back and saw traffic approaching. He stepped back and was facing his cab and the semi trailer when the impact occurred. He was actually outside his cab.

Any questions for Captain Ferguson? If there is no further business, I'll accept a motion to adjourn until **Tuesday, February 22, 2005** because Presidents' Day holiday falls on February 21st.

Commissioner Balog moved to adjourn and Commissioner Regula seconded.

All Members voted in the affirmative. Time of adjournment was 11:30 a.m.

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

George F. Dixon, Secretary-Treasurer