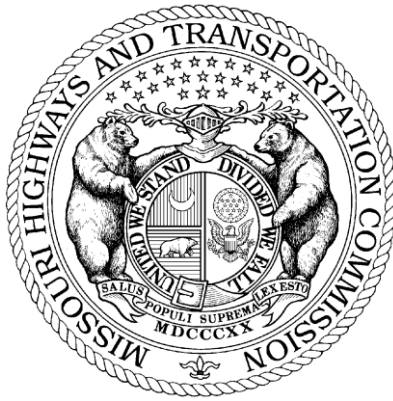




MISSOURI HIGHWAYS AND TRANSPORTATION COMMISSION

Official Minutes

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**MINUTES OF THE REGULARLY SCHEDULED HIGHWAYS AND
TRANSPORTATION COMMISSION MEETING HELD IN WASHINGTON,
MISSOURI, WEDNESDAY, JULY 11, 2012**

A regularly scheduled meeting of the Missouri Highways and Transportation Commission was held on Wednesday, July 11, 2012, at City Hall, 405 Jefferson Street, Washington, Missouri. Rudolph E. Farber, Chairman, called the meeting to order at 11:00 a.m. The following Commissioners were present: Grace M. Nichols, Lloyd J. Carmichael, Stephen R. Miller, and Kenneth H. Suelthaus. On February 2, 2012, Governor Nixon withdrew the appointment of Commissioner Joseph J. Hunt; at the time of the July 11, 2012, meeting, a replacement had not been appointed.

The meeting was called pursuant to Section 226.120 of the 2000 Revised Statutes of Missouri, as amended. The Secretary verified that notice of the meeting was posted in keeping with Section 610.020 of the 2000 Revised Statutes of Missouri, as amended.

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Kevin Keith, Director of the Missouri Department of Transportation; Rich Tiemeyer, Chief Counsel for the Commission; and Pamela J. Harlan, Secretary to the Commission, were present on Wednesday, July 11, 2012.

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*“Department” or “MoDOT” herein refers to Missouri Department of Transportation.
“Commission” or “MHTC” herein refers to Missouri Highways and Transportation Commission.*

-- CLOSED MEETING --

VOTE TO CLOSE MEETING

The agenda of the closed meeting was posted in keeping with Sections 610.020 and 610.022, RSMo, including the following statutory citations allowing the meeting to be closed:

1. Section 610.021(1) – Legal actions and attorney-client privileged communications.
2. Section 610.021(3), (13) – Personnel administration regarding particular employees.
3. Section 610.021(11), (12) – Competitive bidding specs, sealed bids, or negotiated contracts.

Upon motion duly made and seconded to convene in closed session, the Chairman called for a voice vote of the members. The vote was as follows:

Commissioner Farber, Aye
Commissioner Nichols, Aye
Commissioner Carmichael, Aye
Commissioner Miller, Aye
Commissioner Suelthaus, Aye

The Commission met in closed session from 9:00 a.m. until 11:00 a.m.

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-- OPEN MEETING --

APPROVAL OF MINUTES

Upon motion by Commissioner Nichols, seconded by Commissioner Suelthaus, the Commission unanimously approved the amended minute of the regular meeting held April 3, 2012 and minutes of the regular meeting held June 6, 2012. The Chairman and Secretary to the Commission were authorized and directed to sign and certify said minutes and to file same in the office of the Secretary.

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CONSENT AGENDA

Consent Agenda Process

In order to make the most efficient use of Commission meeting time and to ensure Commission members are well informed on issues requiring their action, staff prepares and submits to the Commission members, in advance of their meeting, internal memoranda consisting of advice, opinions, and recommendations related to the items of the Commission meeting agenda. Those items considered by staff to be of a routine or non-controversial nature are placed on a consent agenda. During the meeting, items can be removed from the consent agenda at the request of any one Commission member. The items that are not removed from the consent agenda are approved with a single motion and unanimous vote by a quorum of the members.

Minutes reflecting approval of items on the consent agenda are singly reported herein and intermingled with minutes reflecting action on related subjects that were openly discussed. Reference to “consent agenda” is made in each minute approved via the process described in the paragraph above. Minutes reflecting action on items removed from the consent agenda and openly discussed reflect the open discussion and vote thereon.

Consideration of July 11, 2012, Consent Agenda

No items were removed from the consent agenda. Upon motion by Commissioner Miller, seconded by Commissioner Nichols, the consent agenda items were unanimously approved by a quorum of Commission members present. Commissioner Farber abstained from voting on the consent agenda item titled “The Neosho Transportation Development District, Consideration of District Boundaries and Election.”

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COMMISSION COMMITTEES AND COMMISSION RELATED BOARDS

The Commission has two committees: Audit and Legislative. In addition, it elects Commission representatives to two boards: Missouri Transportation Finance Corporation Board of Directors and MoDOT and Patrol Employees’ Retirement System Board of Trustees. The following committee reports were made during the July 11, 2012, meeting.

Audit Committee – Commissioner Suelthaus reported the Audit Committee met on July 10, 2012. The Committee reviewed three internal audit reports and concurred with the recommendations made in the following audits (1) On-Call Guardrail Contracts, (2) Review of Construction Contract Administration (Northwest, Central and St. Louis Districts), and (3) Highway Safety – DWI Enforcement Grant Program (Northwest, Central and St. Louis Districts). The Committee also reviewed and approved the Fiscal Year 2013 internal and external audit plans. Commissioner Suelthaus stated the next meeting will be in November to meet with the external audit firm, BKD, to review the Comprehensive Annual Financial Report.

Legislative Committee – Commissioner Carmichael stated there was no report.

Missouri Transportation Finance Corporation – Commissioner Nichols stated there was no report.

MoDOT and Patrol Employees’ Retirement System – Commissioner Farber stated Sue Feltrop was recently elected to the Board of Trustees to represent the active MODOT employees and also the search for a new Executive Director continues. Pam Henry, Assistant Executive Director, was appointed as the acting Executive Director effective September 1, 2012. Commissioner Farber reported the system approved to renew the contract with GRS for actuarial services and to undertake a new five year study.

The board adopted minor changes to the governance policy and approved the Fiscal Year 2013 budget of \$3,469,944. The Chief Investment Officer reported the twelve month return on investments was 4.5 percent.

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DIRECTOR'S REPORT

During the July 11, 2012, Commission meeting, Director Kevin Keith provided the following report:

Federal Update – Director Keith reported a federal transportation bill passed recently, Moving Ahead for Progress in the 21st Century (MAP-21), provides taxing authority through 2016 and spending authority through 2014. Director Keith noted the funding amounts are close to the current appropriation levels in SAFETEA-LU. The bill also contains national goals and performance measures that will provide accountability to the federal-aid highway program. The bill consolidates 60 federal programs into four; this will allow states flexibility in the allocation of federal funds. The bill is better than a series of short term extensions but does not address the need for additional long-term funding.

Bridge Division – Director Keith commended the department's Bridge Division for their success as they were recognized in June 2012 at the International Bridge Conference for the innovations the department has brought to bridge inspection, construction, and rehabilitation.

Fallen Workers Memorial – Director Keith stated the Fallen Workers Memorial Dedication and Ceremony will be held July 16, 2012, in Jefferson City. He commended all employees for the bake sales, memorial rides, and other events organized to raise funds for this project as no state funds were used for this project. The memorial statue is on the Capitol grounds near the MoDOT central office building.

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WELCOME BY THE CITY OF WASHINGTON

Mayor Sandy Lucy welcomed the Commission to the City of Washington. She expressed appreciation for the productive relationship between the Commission and the city that has addressed transportation needs for the community. She thanked the Commission for acknowledging the spirit of

volunteerism of the citizens of Washington who have worked very diligently with MoDOT to make building a new bridge across the Missouri River a reality.

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NEW ROUTE 47 MISSOURI RIVER BRIDGE COMMITTEE

Bob Zick, New Route 47 Bridge Committee Chair, thanked the Commission for including the Route 47 bridge in the draft 2013 – 2017 Statewide Transportation Improvement Program (STIP) and encouraged approval of the STIP. Mr. Zick stated they recently concluded a project entitled “Pennies for the Bridge.” As an end of the school year project, community principals worked with the bridge committee to have local school children collect pennies to be used as enhancement funds for the bridge. More than 20 area school children joined Mr. Zick for the presentation and presented over \$1,300 in pennies to the Commission for the bridge project. The children’s donation highlighted the importance of the bridge to the future of Washington and the region. Mr. Zick said this project is a reflection of MoDOT living up to its mission of “delighting our customers and providing a world class transportation system.” On behalf of the bridge committee, Mr. Zick thanked the Commission for its commitment to excellence and safety. He also thanked MoDOT’s professional staff for their dedication to helping Missourians have a sound and safe transportation system. Chairman Farber thanked Mr. Zick for his presentation and the children for their fundraising efforts. Commissioner Miller stated the children have set the example for funding transportation in Missouri, by digging deep in their pockets to pull out pennies because they believe transportation is important for their future.

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WASHINGTON CHAMBER OF COMMERCE

Mark Wessels, President of the Washington Chamber of Commerce, noted the Washington Chamber of Commerce has 500 members and the distinction of being selected the number-two chamber in the region by the *St. Louis Business Journal*. He said part of that recognition has come because of the

commitment to tourism. A key component of the area's tourism is the availability of passenger rail. The Amtrak station in downtown Washington brings several passengers to the downtown district to shop and dine. The new Osage River Bridge will continue to improve on-time performance, which results in more visitors to Washington. Mr. Wessels stated Amtrak partners with the Washington Chamber of Commerce to promote travel by train to the community at two major events: the Annual Fine Arts and Winefest in May and the Town and Country Fair in August. Ridership is highest May through August and again in October, an indication travelers enjoy these events or to visit the heart of the wine country for summer and fall getaways. Mr. Wessel explained transportation spurs economic development in the region not only through tourism, but as rail infrastructure is improved jobs are created. He explained west of Washington a project is underway to build a team track in the John H. Feltmann Industrial Park; this project created 175 jobs in the community and will improve freight rail access for local industry. Mr. Wessels commended MoDOT for the work on the Missouri Rail Plan and urged sustainable support for passenger rail. Chairman Farber thanked Mr. Wessels for his presentation, Commissioner Carmichael stated that if Missourians at some time revisit how all modes of transportation are funded, he hoped the state would allow the Commission to have funding to support all modes of transportation including rail and aviation in a similar manner to how roads and bridges are funded today.

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WASHINGTON AIRPORT

Ray Frankenberg, Airport Manager, provided a compelling presentation on the history, value, and future of the Washington Regional Airport to the region. He noted the airport is integral to the business, medical, agricultural, and law enforcement communities. He stated regional airports are the gateway to the community for business, industry, and government. Regional airports allow businesses to stay in close contact with branch offices, clients, suppliers, etc. He explained the value of regional airports should be measured by growth of business and commercial activity within the region and not

just by a balance sheet. He requested that funding be increased to ensure communities in the area have access to the rest of the world.

Mr. Frankenberg, then highlighted several projects that have improved the Washington Airport. In 2005, a new 5,000 by 75 foot concrete runway, parallel taxiway, and entrance road were constructed at the airport. The prior runway was just less than 3,300 feet long and 50 feet wide and could not accommodate any jets, while the new runway can accommodate jet traffic. In 2006, the airport obtained jet fuel service to accommodate more business aircraft. In 2008, the airport obtained an automated weather observation system that allows business aircraft to get in and out of the airport during severe weather conditions. In 2010, pavement in and around the hangars was improved, and doors were added to many hangars.

The future plans for the airport include additional closed hangars, a new terminal, and overnight hangars for corporations. The airport is currently in the bidding process for construction of a new 12-unit t-hangar, grading, paving, and marking new t-hangar taxi lanes to accommodate additional airport tenants. Construction is anticipated to begin this summer and should be completed by the end of December 2012. Chairman Farber thanked Mr. Frankenberg for his presentation and complimented the Washington Airport for using a fixed based operator to provide quality service to the region. Commissioner Carmichael complimented Mr. Frankenberg for providing the best presentation he has heard on the importance of a regional airport.

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PUBLIC COMMENT – COMMUNICATION REGARDING TRANSPORTATION

The Honorable, Bart Kormann, Missouri House of Representatives, (R-High Hill), explained his desire to keep the lines of communication open with his constituency and with the Commission. If re-elected, he plans to work on transportation related issues during the next legislative session. Representative Kormann also attended a recent meeting in Columbia, Missouri hosted by the Blue

Ribbon Citizens Committee on Missouri's Transportation Needs, a committee formed to hear from citizens from around the state and share their ideas on how to fund transportation in Missouri.

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PUBLIC COMMENT – MISSOURI ONE CALL

The Honorable, John Greisheimer, Presiding Franklin County Commissioner and former Missouri Senator, explained with the passage of legislation four years ago, MoDOT became a part of Missouri One Call. Missouri One Call is a public service offered to anyone who intends to dig for construction purposes to determine if there are any utilities located in the area. This service prevents the accidental exposure of a utility line. Mr. Greisheimer expressed concern as time passes, the importance of having MoDOT participate in the Missouri One Call program will be forgotten. He urged the department continue its relationship with Missouri One Call.

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PUBLIC COMMENT – ONE CURVE AT A TIME

Sean Archambault, advocate for the One Curve at a Time organization, reminded the Commission of his personal tragic loss when his daughter, Kayla Marie, died in an automobile accident on a curve on Route FF in Jefferson County. He stated that he believes by making improvements to the curves on roads to benefit other drivers is a way to honor his daughter. He acknowledged the Commission for not just listening but being a group who takes action by including Route FF in Jefferson County in the STIP. Mr. Archambault thanked MoDOT and the Commission for their compassion, doing what is right, and being individuals that keep their word.

* * * * *

A BOLDER FIVE-YEAR DIRECTION QUARTERLY UPDATE

Kevin Keith, Director, provided a quarterly update regarding progress on the Bolder Five-Year Direction.

Staffing

Director Keith stated since June 2011, staff focused on getting the right people in the right jobs. As of May 31, 2012, the number of salaried employees has been reduced by 1,148 positions. To reach the target of 5,106 employees, the department needs to reduce an additional 48 salaried positions. The competitive selection process for all positions within the department has been completed. While the department reduced staff through attrition and transferred many employees to open maintenance positions, MoDOT still does not have the right balance with the right people in the right positions in operations, program delivery, and administration. Director Keith noted staffing losses in maintenance were more than anticipated at the current time. A gap now exists in maintenance positions, where normal turnover has left the staffing level significantly below the targeted number that reflected no reductions in maintenance workers. More than 60 displaced employees have already been moved into maintenance positions and approximately 40 more will be moved after the summer construction season ends. The gap in maintenance will continue to increase due to normal turnover.

Facilities and Equipment

Director Keith reported that MoDOT conveyed 23 facilities, terminated three leases, and eliminated 160 pieces of equipment. An additional 226 pieces of equipment have been taken out of service. The sale of those facilities has generated \$3.52 million, which is 94 percent of the total appraised values. The current focus is to accelerate the pace of the disposal of buildings and equipment.

Director Keith stated as of May 31, 2012, the department has realized a total savings of \$196 million. He further stated districts and divisions are finding ways to do things differently. For example, Customer Relations has outsourced its news clipping service in an effort to free employees statewide to

engage in more productive customer service activities than clipping newspapers. The news service is an electronic compilation of MoDOT appearances in print, broadcast, and social media. Customer Relations has also retained several advertising/public relations agencies to perform certain tasks that it can no longer provide itself. Director Keith concluded his presentation by stating the department is on schedule to complete implementation of the Bolder Five Year Direction by the March 31, 2013 deadline, except for the final conveyance of a few facilities due to timing and markets.

Following discussion and inquiry from the Commission, Chairman Farber thanked Director Keith for the quarterly update. Chairman Farber recognized the implementation of the Bolder Five Year Direction has been hard on everyone at MoDOT, but believes it is the right thing to do and that the new MoDOT will be a stronger more viable organization for the future.

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MAINTENANCE AND ROADWAY EXCHANGE AGREEMENT WITH ST. LOUIS COUNTY

On behalf of the Director, Ed Hassinger, St. Louis District Engineer, reported St. Louis County and MoDOT prepared an agreement to exchange roads to improve continuity and efficiency of transportation services in St. Louis County. This proposal includes a two phase process, phase one is the execution of a maintenance agreement that can be implemented immediately. Phase two is a property survey and transfer of ownership of the roads, which will take a few years to implement. The St. Louis District and St. Louis County worked cooperatively to develop a mutually beneficial and agreeable plan. The exchange supports major routes being part of MoDOT's system and local routes being part of the St. Louis County system. St. Louis County expressed its support of this effort through its recent passage of an ordinance authorizing the county executive to execute the proposed agreement with MoDOT.

Although this exchange has been considered a couple of different times over the past fifteen years, it is the recent completion of two major American Recovery and Reinvestment Act (ARRA) projects that spurred the urgency in making this roadway exchange. These ARRA projects are the Page-

Olive Connector from Route 364 to Route 340 that was constructed by St. Louis County, and the relocation of Route 141 from Route 340 to I-64 that was constructed by MoDOT.

MoDOT will transfer 53.5 lane miles of routes to St. Louis County that typically function as local roads and are connected to the county road system, with 95 percent of the pavement in good condition. MoDOT will be receiving 51.4 lane miles of routes from St. Louis County that function as an expressway and are connected with Route 141. The addition of these routes to the state system provides for a thirty-mile continuous expressway from I-55 in Jefferson County to Route 370 in north St. Louis County, with 95 percent of the pavement in good condition. MoDOT will transfer four bridges to St. Louis County with 50 percent in good condition. MoDOT will be receiving ten bridges from St. Louis County, all in good condition. Additional cost to MoDOT is estimated to be limited by the number of lane miles being nearly equal in the exchange. An increase of \$1.5 million in expenses for ownership and maintenance of the bridges is estimated, however, no major expenditures are expected in the next 30 years as the majority of bridges are new. A complete listing of the exchange is listed below:

Route	Limits	Approximate Lane Miles
MoDOT Convey to St. Louis County		
I-64 North Outer Road	East of Missouri River to West of MO 340	8.0
Former MO 141 (Woods Mill Road)	Conway Road to Olive Boulevard	4.4
Route HH (Clayton Road)	MO 340 (Clarkson Road) to MO 141	17.8
Route CC (Wild Horse Creek Road)	Relocated Kehrs Mill Road to Baxter Road	4.3
Spur 180 (Pennsylvania Avenue)	MO 180 (St. Charles Rock Road) to Route D (Page Avenue	3.5
Route AC (New Halls Ferry Road)	Shackelford Road to US 67 (Lindbergh Avenue)	10.0
Route JJ (Ballas Road)	Countryside Drive to MO 100	5.5
	Total	53.5

St. Louis County Convey to MoDOT		
Earth City Expressway	MO 370 to I-70	15.5
Earth City Expressway (aka Maryland Heights Expressway)	I-70 to Prichard Farm Road	6.1
Maryland Heights Expressway	Prichard Farm Road to River Valley Drive	11.5
Page-Olive Connector	River Valley Drive to MO 340 (Olive Boulevard)	15.2
Long Road	Chesterfield Airport Road to Wild Horse Creek Road	3.1
	Total	51.4

Mr. Hassinger recommended the Commission authorize MoDOT staff to execute the Maintenance and Highways and Roadways Master Transfer Agreement with St. Louis County for maintenance of and subsequent property exchange for the agreed routes which are listed in the table above, subject to approval as to form by the Chief Counsel's Office. Following discussion and consideration, and upon motion by Commissioner Nichols, seconded by Commissioner Carmichael, the Commission unanimously approved the maintenance and roadway exchange as recommended by Mr. Hassinger.

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THE DIERBERGS OSAGE BEACH TRANSPORTATION DEVELOPMENT DISTRICT, CONSIDERATION OF THE PROJECT AND APPOINTMENT OF AN ADVISOR

On behalf of the Director, David Silvester, Central District Engineer, advised the Commission that in response to a petition filed by Dierbergs Osage Beach, LLC, on November 21, 2011, the Circuit Court of Camden County established the Dierbergs Osage Beach Transportation Development District (TDD) as a new political subdivision on March 14, 2012. The proposed project includes reconfiguring the intersection of Osage Beach Parkway and Links Road. Osage Beach Parkway is the new name of the old Route 54 through Osage Beach and is still part of the state highways and transportation system

and, therefore, under the jurisdiction of the Commission. The Commission does not own any real property and no state roadway is located within the TDD boundaries.

In keeping with Sections 238.220.4 and 238.225.1, RSMo, the Commission via approval of the consent agenda, (1) appointed the Central District Engineer, or his designee, as the Commission advisor to the Dierbergs Osage Beach TDD board of directors, and (2) found the upgrades to the area noted above, to be a necessary and desirable extension of the state highways and transportation system, subject to the TDD making any revisions on the plans and specifications required by the Commission and subject to the TDD entering into a mutually satisfactory agreement with the Commission regarding development and future maintenance of the project. In keeping with the Commission's Delegation of Authority to Execute Documents Policy, the Director, Chief Engineer, Chief Financial Officer, or respective business unit director may execute the related agreements.

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THE NEOSHO TRANSPORTATION DEVELOPMENT DISTRICT, CONSIDERATION OF DISTRICT BOUNDARIES AND ELECTION

On behalf of the Director, Dave Nichols, Chief Engineer, advised the Commission that in response to a petition filed by the City of Neosho, on April 28, 2009, the Circuit Court of Newton County established the Neosho Transportation Development District (TDD) as a new political subdivision on February 23, 2011. The proposed project includes signalization improvements to Route 60 and will increase capacity and improve safety. Route 60 is part of the state highways and transportation system and, therefore, under the jurisdiction of the Commission. At the Commission's April 3, 2012, meeting, the Commission approved the Neosho TDD proposed improvement and appointed the Southwest District Engineer as a non-voting advisor to the Board of Directors. At that time, staff advised the Commission that MHTC did not own any real property and no state roadways were located within the TDD boundaries. Staff later learned that the TDD boundaries included 58 acres

of MHTC property as right of way for Route 60, 23 acres for Business Route 60, 11 acres for Business Route 71, and 2.3 acres of right of way for a roadside park for a total of 94.3 acres. The TDD scheduled a property owner election for July 16, 2012, to select a member of the Board of Directors.

In keeping with Sections 238.220.4 RSMo, the Commission via approval of the consent agenda authorized the director, or his designee, to execute the proxy agreement appointing the Chairman of the Neosho TDD as the Commission's proxy to vote in the Neosho TDD Board of Directors election. Commissioner Farber abstained from voting.

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CONSIDERATION OF BIDS FOR ROADWAY IMPROVEMENTS

On behalf of the Director, Kathy Harvey, State Design Engineer, presented the following recommendations pertaining to bids received on federal-aid and state highway and bridge projects during the past month. She noted Calls C01 and G01 have local funding, and she reported the department received all of the necessary concurrences as noted in Table I below.

Ms. Harvey recommended (1) Award of contracts to the lowest responsive bidders for bids received at the June 29, 2012, letting, as recommended and noted in Table I below. (2) Disqualify and reject the bids from Iron Mountain Trap Rock Co. and Fred Weber, Inc. on Call F02 per Section 102.14 of the Missouri Standard Specifications for Highway Construction due to an affiliation between vendors who bid on the same project. Iron Mountain is a 100% owned subsidiary of Fred Weber.

Table I
Award of Contracts
June 29, 2012, Bid Opening

Call No.	Route	County	Job No.	Bid Amount	Non-Contractual Costs	Contractor	Description
A01	71	Andrew	J1P1039	\$3,187,179.12	\$0.00	Herzog Contracting Corp.	Resurfacing (SP and BP-1)
B01	36	Shelby	J3P2235	\$81,150.00	\$0.00	Gerstner Electric Inc.	Interchange Lighting Improvements

B02	61	Lincoln	J3P0749	\$5,032,827.61	\$816.56	Iron Mountain Trap Rock Co./dba Iron Mountain Const. Service	Grading, Alternate Paving, Bridge
B03	Various	Adair, Clark, Lewis, Knox, Schuyler, Scotland	J3P2228B	\$150,000.00	\$0.00	W. L. Miller Company	Job Order Contract for Asphalt Overlay
B04	Various	Macon, Marion, Monroe, Ralls, Randolph, Shelby	J3P2228C	\$221,220.00	\$0.00	APAC-Missouri, Inc.	Job Order Contract for Asphalt Overlay
B05	24 / 61	Marion	J2P3004	\$779,277.68	\$0.00	Chester Bross Const. Co./C.B. Equipment Inc.	Intersection Improvements
C01*	I-35	Clay	J4I1690	\$11,358,665.34	\$0.00	Phillips Grading & Construction Inc.	Grading, Drainage, Alternate Paving, Bridge
C02	169	Clay	J4P2396	\$422,988.83	\$0.00	Ideker, Inc.	Retaining Wall Removal and Slope Repair
D01	Various	Camden, Crawford, Dent, Laclede, Maries, Miller	J9P2238	\$468,450.00	\$0.00	Collins & Hermann Inc.	Job Order Contracting for Guardrail and Guard Cable
D02	54	Cole	J9P2263B	\$993,557.00	\$0.00	J. C. Industries, Inc.	Grading, Drainage, Optional Pavement with 2 Add Alternates
D03	133 133	Osage	J5P2167	\$1,022,386.66	\$235.28	Phillips Grading & Construction Inc.	Grading & Optional Paving for Realignment
		Osage, Maries	J5P2167B		\$0.00		Thin Lift Overlay
D04	W	Miller, Morgan	J5L1300E	\$534,196.24	\$0.00	APAC-Missouri, Inc.	Shoulder Widening and Optional Paving
D05	42	Miller	J5L1300F	\$1,874,804.32	\$0.00	APAC-Missouri, Inc.	Shoulder Widening and Optional Paving with 2 Add Alternates
F01	109	St. Louis	J6S2198	\$3,607,927.44	\$0.00	L. F. Krupp Construction, Inc. dba Krupp Construction	Resurfacing (SP) and Pavement Repair
F02	340	St. Louis	J6P2349	\$3,116,735.51	\$0.00	Pace Construction Company, LLC	Coldmill and Resurfacing (SP)

F03	30	Jefferson	J6P2373C	\$772,114.09	\$0.00	L. F. Krupp Construction, Inc. dba Krupp Construction	Optional Paving, Signals and Lighting
F04	I-270	St. Louis	J6M0252	\$194,720.00	\$0.00	Marketing Associates, Inc.	Job Order Contract for Interstate Concrete Repair
F05	Various	Franklin, Jefferson, St. Charles, St. Louis, St. Louis City	J6P2355	\$1,098,500.00	\$0.00	Concrete Strategies LLC	Job Order Contract for Bridge Repairs
G01**	OO & 125	Greene	J8S2470	\$702,049.95	\$20,000.00	APAC-Missouri, Inc.	Grading, Drainage, Optional Paving with 1 Add Alternate
H01	I-55	Scott, Mississippi, New Madrid, Pemiscot	J9P2263	\$6,679,015.50	\$0.00	Apex Paving Co.	Guard Cable Installation
H02	106	Texas, Shannon	J9P2215	\$3,814,028.55	\$0.00	H. R. Quadri Contractors, LLC	Resurfacing and Construct Shoulders
H03	E	Madison	J0S2165	\$1,544,856.16	\$0.00	Widel, Inc.	Grading, Paving, Alternate Bridge Replacement
H04	72	Dent, Reynolds	J9M0265	\$4,235,966.49	\$0.00	Magruder Paving LLC	Resurfacing and Construct Shoulders
			TOTAL:	\$51,892,616.49	\$21,051.84		

* Call C01 – Funding by the City of Kansas City – \$1,800,000.00 and the City of Liberty – \$471,733.07.

** Call G01 – Funding by the City of Strafford – \$147,487.97.

Commission Consideration and Action

After consideration, and upon motion by Commissioner Nichols, seconded by Commissioner Miller, the Commission took the following action with the abstentions noted below:

1. Awarded contracts to the lowest responsive bidders for bids received on the June 29, 2012 bid opening, as recommended and noted in Table I above. Non-contractual costs for these projects are shown on the above tabulation.
2. Disqualified and rejected the bids from Iron Mountain Trap Rock Co. and Fred Weber, Inc. on Call F02 per Section 102.14 of the Missouri Standard Specifications for Highway Construction due to an affiliation between vendors who bid on the same project.

Commissioner Farber abstained from voting on Call G01. Commissioner Carmichael abstained from voting on Calls D01 and G01. Commissioner Miller abstained from voting on Calls A01 and D01. Commissioner Suelthaus abstained from voting on Call F02. In keeping with the Commission's Delegation of Authority to Execute Documents Policy, the Director, Chief Engineer, Chief Financial Officer, or the Assistant Chief Engineer may execute the contracts awarded above.

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2013 – 2017 STATEWIDE TRANSPORTATION IMPROVEMENT PROGRAM

On behalf of the Director, Machelles Watkins, Transportation Planning Director, presented the 2013-2017 Statewide Transportation Improvement Program (STIP). The STIP is a five-year list of all projects for the department, and is required by federal and state law. The STIP has two sections; one section is for the scoping and design work for projects that are being explored and reviewed for environmental impacts, and the other section is for the construction program and the budget for building the projects. The STIP is the department's commitment to the public to deliver the projects and make the best use of every transportation dollar available.

Ms. Watkins reviewed available funding for the STIP such as federal funding made available through SAFETEA-LU, state revenue, local contributions, and the remaining Amendment 3 funding. The combination of these funds results in an average annual amount of \$700 million available for programming contractor awards in the STIP's Highway and Bridge Construction Schedule. The department administers an additional average annual amount of \$146 million for other transportation modes, and an average annual amount of \$145 million for other sub-allocated programs for local agencies. Ms. Watkins notes that the average annual amount available in the STIP is only about half of what it has been for several years. Progress in recent years was due to Amendment 3 and American Recovery and Reinvestment Act (ARRA) funding. This year's program reflects the dramatic cuts the

department faces and shows how MoDOT will focus primarily on maintaining the existing transportation system in the best condition as possible with the resources available.

The local programs that receive an average of \$145 million per year include: Surface Transportation Program that provides flexible funds for large urban areas; the Off-System Bridge program that funds improvements on county bridges; Congestion Mitigation and Air Quality Program that funds air quality improvement in Kansas City and St. Louis regions; the Enhancement Program that funds welcome centers, bicycle and pedestrian accommodations, and landscaping improvements; the State Planning and Research Program; Safe Routes to School Program; Highway Safety Rail Crossing Improvement Program; and Recreational Trails.

The multimodal program includes funding for rail, waterways, aviation, and transit. Over half of the \$146 million is dedicated to transit programs. The funding level of \$93 million is a decrease of \$3 million annually. Similarly, the funding level for aviation is at \$30 million which is a decrease of \$4 million annually. Rail is programmed at \$19 million annually which is close to the regular funding level after the temporary, yet significant, funding increase due to the American Recovery and Reinvestment Act. Funding for waterways has remained consistent at \$4 million annually.

The STIP is developed using an extensive public involvement process called the Planning Framework Process. MoDOT staff work year round with Regional Planning Commissions, Metropolitan Planning Organizations, local elected officials, and the public to identify transportation needs throughout the state. Those needs are prioritized for further consideration and ultimately determine the highest priorities recommended for programming in the STIP. The 2013-2017 STIP is a culmination of the past year's work with MoDOT's partners.

In addition, the department presents the draft STIP to the public for a comment period that began May 2, 2012, and concluded on June 1, 2012. Each comment received was responded to and Ms. Watkins shared a summary of the 202 comments received. The majority of the comments, 94 percent,

were comments expressing appreciation of and support for a project included in the STIP. There were 118 comments about Route FF in Jefferson County; these included 115 comments in support of the proposed work that includes pavement, shoulder and curve improvements, and 3 comments suggested alternatives to the proposed work. Two of the letters of support had an additional 302 signatures associated with them. The department received 68 comments in support of the Route 47 bridge replacement work in Franklin County. Five comments supported pavement improvement work on Route F in Warren County. There were four comments related to opening a county bridge, Riverside Bridge, in Christian County. One comment requested the I-70 Outer road in Warren County be widened. One comment supported projects in Warren County in general. One comment requested shoulders on narrow highways in Adair County and inquired about recreational trails in Adair County. One comment supported projects in general and requested improvements to Route 63 in Adair and Schuyler Counties. One suggestion was made regarding bridge replacements in Franklin County on Route YY. One comment was received asking for signal improvements sooner and inquiring about a bridge in Stone County on Route 13. Ms. Watkins highlighted one comment from the City of Washington expressing appreciation for the cooperative effort from MoDOT staff and the city to deliver much needed improvements to the area, one MoDOT employee, Judy Wagner, Area Engineer, was mentioned for her outstanding efforts in serving the customers of her region.

Ms. Watkins then highlighted the changes between the DRAFT STIP and the final version being presented for approval. There were nine changes in the scoping section that added one project, revised the description or location for six projects, and revised the funding or estimates for two projects. There were 24 changes in the construction section which included adding two new projects, one project required quick action the other project is a cost share project and both the department and the community are ready to move forward with the project. One project was deleted because the work associated with it is being accomplished in another project. Ten projects had either a revised description

or location. The funding or estimates were revised in nine projects. Two projects were delayed in order to coordinate with other entities associated with the project.

Ms. Watkins then recommended the Commission approve the 2013-2017 STIP; certify to the Federal Highway Administration and the Federal Transit Administration that the transportation planning process used in the development of the STIP complies with the requirements listed in 23 CFR 450.218(1) and 23 CFR 450.334(a); delegate to the Chief Engineer the authority to approve the addition of scoping projects, hardship right of way purchases, and urgent projects; and to delegate to the Chief Engineer authority to approve fiscally constrained revisions to project phases, description, location, improvements, schedule, funding, technical corrections, and project splits or combinations.

After further discussion and consideration, and upon motion by Commissioner Miller, seconded by Commissioner Suelthaus, the Commission unanimously approved the 2013-2017 STIP, as recommended by Ms. Watkins. Commission member abstentions on the 2013-2017 STIP have been recorded with the Secretary to the Commission.

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REQUEST FOR APPROVAL OF LOCATION AND DESIGN OF HIGHWAYS

Route I-35, Clay County Route I-35 and Missouri Route 291 Interchange Job No. J4I1773 Public Hearing Held April 24, 2012 and June 7, 2012

This proposed project provides for improvements of the existing interchange. Improvements include relocating two of the interchange ramps, a new bridge and additional intersection improvements at Church Road, Glenn Hendren Road and the I-35 ramps. There will be eight 11-foot lanes with curb and gutter and a ten-foot mixed-use path on Route 291 through the interchange. The project will have controlled access right of way. The roadway will remain open to traffic during the construction period. The project is 0.7 miles in length.

On behalf of the Director, Dan Niec, Kansas City District Engineer, recommended approval of the design that includes modifications that were presented at the public meeting on June 7, 2012.

After full consideration of the favorable and adverse economic, social and environmental effects of the recommended designs, the Commission via approval of the consent agenda unanimously found and determined the recommended designs would best serve the interest of the public and approved the recommendation.

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CHANGE IN ACCESS, BREAK IN ACCESS, ROUTE 59, HOLT COUNTY

On behalf of the Director, Don Wichern, Northwest District Engineer, recommended approval of a request from Hubert Turnball and Caroline Turnball to construct a 40-foot entrance centered at the westerly right of way line of Route 59 opposite Station 1255+28.97. The break will be a non-arterial connection.

Via approval of the consent agenda, the Commission unanimously approved the request of the Hubert Turnball and Caroline Turnball, as described above with \$450.00 compensation due the Commission for the change in access.

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DISPOSAL OF EXCESS PROPERTY, ROUTE M, DALLAS/LACLEDE COUNTY, EXCESS PARCEL E8-0693

In keeping with the Commission's April 3, 2012, Delegation of Authority and Execution of Documents Policy regarding disposition of Commission-owned property or property rights, the sale of all properties owned by the Commission with appraised or sale values of \$200,000 or more must be approved by specific Commission action.

On behalf of the Director, Rebecca Baltz, Southwest District Engineer, recommended conveyance of 7.67 acres of property located ½ mile north of the I-44 interchange on the Route M in Conway that once served as the Conway Maintenance Facility, to Chastain Trucking, L.L.C. for a consideration of \$231,000.

Via approval of the consent agenda, the Commission unanimously approved the property conveyance described above.

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**DISPOSAL OF PROPERTY, BUSINESS ROUTE 67, BUTLER COUNTY,
EXCESS PARCEL E10-0664**

In keeping with the Commission's April 3, 2012, Delegation of Authority and Execution of Documents Policy regarding disposition of Commission-owned property or property rights, the sale of all properties owned by the Commission with appraised or sale values of \$200,000 or more must be approved by specific Commission action.

On behalf of the Director, Mark Shelton, Southeast District Engineer, recommended conveyance of 1.88 acres of land located in the southeast quadrant of Business Route 67 and Route 60 that once served as the Poplar Bluff Resident Engineer's Office, to Larry Hillis Dodge for a consideration of \$336,400 and non-cash considerations of \$163,600, adding up to \$500,000.

Via approval of the consent agenda, the Commission unanimously approved the property conveyance described above.

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-- REPORTS --

The Commission received the following written reports.

DEBT MANAGEMENT REPORT

Brenda Morris, Financial Services Director, provided an update on Missouri Highways and Transportation Commission outstanding debt.

On May 5, 2000, the MHTC adopted a Debt Management Policy to ensure each long-term financing is completed in compliance with laws and industry standards and in an efficient manner. The policy helps to attain our goal of maintaining optimum credit ratings and minimizing borrowing costs. The Debt Management Policy limits the amount of debt the MHTC can issue by capping annual debt service to no more than 20 percent of federal and state revenues available for roads and bridges. MHTC's estimated debt obligations are projected to be below the 20 percent limitation and the MHTC is in compliance with the policy.

Between December 2000 and November 2010, the MHTC issued \$3,812,195,000 in bonds and as of June 30, 2012, the amount of outstanding bonds is \$3,071,525,000. The current outstanding bonds are projected to be paid in full on May 1, 2033. Bond-financing allowed the Missouri Department of Transportation to provide much needed infrastructure improvements to the traveling public sooner than traditional funding allowed. Building projects sooner results in cost savings by reducing project inflation costs, while advancing economic development, improving safety and addressing congestion. There are no plans to issue additional bonds at this time.

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FINANCIAL – BUDGET – REPORTS YEAR-TO-DATE FINANCIAL REPORT, PERIOD ENDING MAY 31, 2012

Brenda Morris, Financial Services Director, provided to the Commission the Fiscal Year 2012 monthly financial report for the period ended May 31, 2012, with budget and prior year comparisons.

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CONSULTANT SERVICES CONTRACT REPORT

Kathy Harvey, State Design Engineer, provided to the Commission the report of consultant contracts executed in the month of May 2012. The department utilizes consultants to efficiently manage workload and provide specialized expertise to supplement and support department staff. Expenditures for consultant services are funded from the Commission approved Statewide Transportation Improvement Program and MoDOT Operating Budget.

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By unanimous consensus of all members present, the meeting of the Commission adjourned.

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The Mission of the Missouri Highways and Transportation Commission is to:

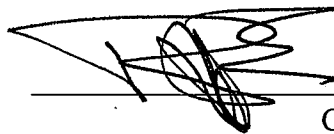
- Represent the citizens of Missouri pursuant to the Constitution by providing independent and nonpartisan governance of the Missouri Department of Transportation; and
- Establish policies, exercise oversight, and ensure accountability in developing and maintaining a world class transportation system in Missouri which fosters safety and economic development.

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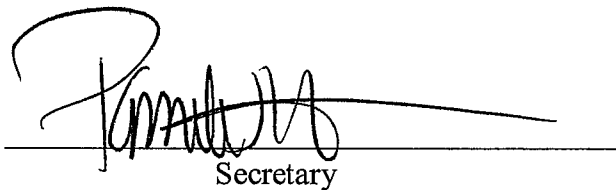
CERTIFICATION

We, Rudolph Farber, Chair, and Pamela J. Harlan, Secretary to the Missouri Highways and Transportation Commission, hereby certify that the foregoing are full, true, and complete minutes of the regularly scheduled meeting of July 11, 2012, held by said Commission in Washington, Missouri, as approved by said Commission at its meeting held August 8, 2012.

IN TESTIMONY WHEREOF, we have hereto set our hands and affixed the seal of said Commission on August 8, 2012.

A handwritten signature in black ink, appearing to be 'R. Farber', written over a horizontal line.

Chair

A handwritten signature in black ink, appearing to be 'Pamela J. Harlan', written over a horizontal line.

Secretary