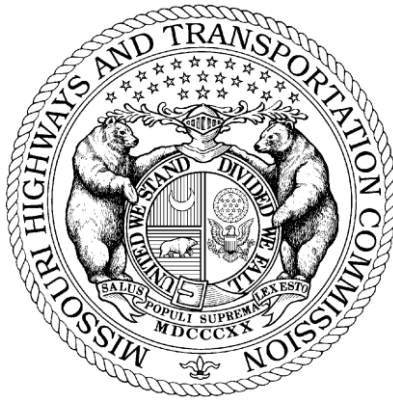




MISSOURI HIGHWAYS AND TRANSPORTATION COMMISSION

Official Minutes

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**MINUTES OF THE REGULARLY SCHEDULED HIGHWAYS AND
TRANSPORTATION COMMISSION MEETING HELD IN JEFFERSON CITY,
MISSOURI, WEDNESDAY, MAY 2, 2012**

A regularly scheduled meeting of the Missouri Highways and Transportation Commission was held on Wednesday, May 2, 2012, at the Missouri Department of Transportation Building, 105 West Capitol Avenue, Jefferson City, 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.

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, May 2, 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. The Commission reconvened closed session from 1:30 p.m. until 4:30 p.m.

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-- OPEN MEETING --

APPROVAL OF MINUTES

Upon motion by Commissioner Nichols, seconded by Commissioner Carmichael, the Commission unanimously approved minutes of the regular meeting held April 3, 2012 and the electronic ballot meeting held on April 17, 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.

* * * * *

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 May 2, 2012, Consent Agenda

No items were removed from the consent agenda. Upon motion by Commissioner Suelthaus, seconded by Commissioner Nichols, the consent agenda items were unanimously approved by a quorum of Commission members present.

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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 May 2, 2012, meeting.

Audit Committee – Commissioner Suelthaus stated there was no report.

Legislative Committee – Commissioner Carmichael reported the most important issue confronting the legislature is the Fiscal Year 2013 budget that totals approximately \$23 billion. The budget includes \$10 million for multimodal operations, of which \$7.9 million is for Amtrak. Commissioner Miller reported the current bill to include MoDOT workers to the state's "Move Over" law and the bill to establish a commercial driver's license medical database are in good position for legislative approval. Other transportation related measures that could be approved this session include extending the 2013 sunset on revenues for the state's aviation trust fund until 2023; increasing weight limits for milk haulers; and numerous memorial highway namings and/or designations.

Missouri Transportation Finance Corporation – Commissioner Nichols reported staff were recognized for receiving a Certificate of Achievement for Excellence in Financial Reporting by the Government Finance Officers Association for its Fiscal Year 2011 Comprehensive Annual Financial Report. This certificate is the highest form of recognition in governmental accounting and financial reporting. This attainment represents a significant accomplishment by MoDOT's financial reporting staff in the Financial Services Division. This is the fourth consecutive year the MTFC received this award. The board addressed several administrative issues by electing Fiscal Year 2013 officers, re-electing Larry Webber to the MTFC board, approving the Fiscal Year 2012 audit services contract, and approving the Fiscal Year 2013 budget. The board approved a \$1 million loan to the City of Sedalia for

rehabilitation of the Washington Street Bridge. The board discussed various options to recapitalize the State Infrastructure Bank but took no action; staff will continue to review options.

MoDOT and Patrol Employees' Retirement System – Commissioner Farber reported the board met on April 26, 2012 with Chairman Major Bret Johnson presiding. Committees and their chairs were appointed: Commissioner Suelthaus will chair the Audit Committee, Major Johnson will chair the Budget Committee, Retired Colonel Stottlemire will chair the Governance Committee, and Commissioner Farber will chair the Investment Committee. Board members appointed to the Executive Director Search Committee include Major Johnson, Kevin Keith, Roger Stottlemire, Representative Caleb Jones, and Commissioner Farber. The Executive Director Search Committee recommended employment of EFL Associates to assist the committee in the search for an executive director; the Board approved the recommendation. The Board received the results of the actuarial audit conducted by Chiron, an actuarial firm. Chiron reviewed the results of MPERS engaged actuary, Gabriel, Roeder, Smith & Company, and opined the results of the engaged actuary are within an acceptable range. The Budget Committee provided a report that included system expenses being within budget. The Board received a legislative report from Mike Winters reviewing retirement benefit legislation. The Investment Committee reported receipt of a report from MPERS' dedicated hedge fund consultant and a recommendation to review all actuarial assumptions. The review of all assumptions will be addressed at the next Board meeting. The Chief Investment Officer reported the first quarter results were 4.2% and all asset allocations were within acceptable ranges.

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DIRECTOR'S REPORT

During the May 2, 2012, Commission meeting, Director Kevin Keith provided the following report:

Safe & Sound – the 700th Safe & Sound Bridge was recently completed and the program remains on track to be complete around September 1, 2012, which is more than a year ahead of schedule.

Federal Update – Director Keith reported the House and Senate have each passed versions of a reauthorization proposal. While the Senate-approved proposal includes funding at existing levels for the next two years along with some needed reforms and performance measures, the House bill is strictly a proposal designed to keep the current reauthorization bill in place until the end of this fiscal year. Now,

with the passage of the House bill, conferees from both chambers are allowed to sit down and work out their differences to craft a compromise bill. Staff will continue to monitor this issue closely.

Blue Ribbon Committee – The Blue Ribbon Citizens Committee on Missouri’s Transportation Needs, appointed by House Speaker Steven Tilley and co-chaired by Bill McKenna and Rod Jetton, recently held an organizational meeting. Although this is not a MoDOT function, MoDOT will provide logistical support for the committee as it holds public meetings around the state. The committee is to make recommendations to the speaker by the annual veto session in September 2012.

Innovations Challenge – Director Keith shared a short video of the Innovations Challenge, which is an exhibition of the innovation and creativity of MoDOT employees. The task is now to spread usage of the innovations across the state. Chairman Farber marveled at how innovative MoDOT’s employees are and encouraged staff to implement best practices from this challenge across the state when practicable.

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JEFFERSON CITY AREA CHAMBER OF COMMERCE

Bob Gilbert, Jefferson City Area Chamber of Commerce Chair of the Transportation Committee, expressed appreciation for the Commission’s continued support of area transportation projects and gave a presentation highlighting future transportation needs in the Jefferson City region. Mr. Gilbert reported on the progress of the Route 179 and Mission Drive interchange that will provide access to the new St. Mary’s medical complex, the Route 54 intersection improvements to address safety, and the design work on the US 50/63 and Lafayette Street interchange. Building the Lafayette Street interchange will provide essential access to the new federal courthouse and the old Missouri State Penitentiary site and encourage the site’s redevelopment. Mr. Gilbert also expressed appreciation for work that is underway to expand US 50 to a four lane facility east of Jefferson City to Linn, and for the second Osage River Bridge that will extend dual tracks for Union Pacific and Amtrak service east of Jefferson City. Mr. Gilbert also addressed future needs such as updating the Amtrak Station and adding a third lane on US 54/63 north of the Missouri River bridge. Mr. Gilbert restated a long standing request of the Chamber, for Jefferson City to have interstate access. Missouri is one of five state capitols not directly served by

an interstate; studies continue to support the concept that interstate access encourages economic development. Chairman Farber thanked Mr. Gilbert for his presentation.

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STATE OF THE CENTRAL DISTRICT

David Silvester, Central District Engineer, provided a brief overview of partnerships that have enabled the district to deliver good projects, including: Routes 63 and H interchange and improvements in partnership with Boone County, Route 179 interchange for the new St. Mary's medical facility in Jefferson City in partnership with the city and Cole County, Route 242 in Camden and Miller counties through a partnership that built a new four lane road connecting several major roads in the lake region, and improvements to Route TT in partnership with the City of Columbia.

The Central District has also been able to solve some big needs with construction of the Route 54 Expressway through the lake area, expansion of Route 50 to four lanes from Jefferson City to Linn, a second rail road bridge over the Osage River to remove a bottleneck for Union Pacific and Amtrak, lowering the hill on Route 133 at Meta, and building a new Hurricane Deck Bridge on Route 5 at the Lake of the Ozarks.

The Central District is also working hard to improve safety and access with the construction of J-turns on Highway 54 in Cole County that reduces points of conflict making it safer to turn on and off the highway, a pedestrian bridge on Highway 54 in Camdenton providing a safe link between the public schools, and 100 miles of minor road shoulders throughout the district to improve safety.

Mr. Silvester reviewed unfunded needs and challenges of the district including, Interstate 70 expansion, expanding Route 63 to four lanes from Jefferson City to Rolla, completing the four laning of the Route 50 corridor, expansion of Interstate 44, improving Route 5 from I-44 to I-70 to provide a relief

route between the two major corridors, and improving Route 54 interchanges at Linn Creek and Lake Ozark.

Mr. Silvester also updated the Commission on the district's implementation of the Bolder Five-Year Direction. He reported the district filled 284 positions, some of those employees came from other districts and Central Office. The target number of employees is 589 employees, and the current staffing level is 587 employees. Mr. Silvester expects that number to fluctuate as the department continues with the implementation of the workforce reductions through the Bolder Five-Year Direction. Chairman Farber thanked Mr. Silvester for his presentation.

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REVIVING THE CONVERSATION FOR MOVING MISSOURI FORWARD

Kevin Keith, Director, stated despite the funding challenges MoDOT faces, the department must still look toward the future to assess its system needs and develop the projects required for its preservation and improvement. Consequently, a comprehensive needs analysis of Missouri's transportation system that captures and integrates input from Missourians is underway. The last needs analysis, which was conducted in 2008 and presented in a document titled "*A Conversation for Moving Missouri Forward*," identified a \$20 billion gap between projected revenue and projected system needs over a 20-year period. Recently, the discussion in the legislature about reconstructing Interstate 70 as a toll facility prompted broader discussions about the needs of Missouri's total transportation system across all modes. The department is developing a compelling vision for the future of transportation. The effort involves all planning partners as well as other stakeholders who may not have been included in the past, such as the state's top employers, colleges and universities, trucking and agricultural interests, healthcare providers, and many more. The outcome of the analysis will include specific

projects from customer input. Director Keith expects a draft to be ready by the end of the year followed by a public review period and Commission approval in spring 2013.

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MISSOURI DEPARTMENT OF TRANSPORTATION PROPOSED FISCAL YEAR 2013 BUDGET

On behalf of the Director, Roberta Broeker, Chief Financial Officer, presented the Fiscal Year 2013 budget, which is MoDOT's smallest budget since Fiscal Year 2005. The budget is not a good news story because there are significantly less resources available for transportation in Missouri. In order to be able to put more resources in roads and bridges, MoDOT is required to reduce internal operating costs. The budget for Fiscal Year 2013 incorporated a District Budget-Leveling Team and a Division Budget Right-Sizing Team.

Ms. Broeker stated the proposed budget totals \$2.21 billion. The budget has been declining since Fiscal Year 2010. The proposed budget is 24 percent less than the \$2.9 billion budget of Fiscal Year 2010 and \$223 million, or nine percent, less than the Fiscal Year 2012 budget. Program funds will focus on taking care of the existing transportation system, as revenues are insufficient to do more. Ms. Broeker reported that total disbursements, including other state agencies, are anticipated to exceed receipts in Fiscal Year 2013. The \$190 million difference will be funded from existing cash reserves. Total receipts are projected to decline \$49 million compared to the Fiscal Year 2012 budget due to reduced reimbursements from the American Recovery and Reinvestment Act of 2009 (ARRA).

Ms. Broeker estimated receipts for Fiscal Year 2013 at \$2.26 billion. Ms. Broeker reported that MoDOT's largest source of state revenue, motor fuel taxes, is a declining revenue source. Fiscal Year 2011 fuel taxes were \$18.9 million less than Fiscal Year 2008. Higher fuel prices and increasingly fuel efficient vehicles mean this revenue source cannot provide the funds necessary to meet transportation needs. Furthermore, federal funding for Fiscal Year 2013 remains uncertain due to the expiration of

SAFETEA-LU. The Fiscal Year 2013 budget is based on federal Fiscal Year 2012 funding levels, which have been authorized by Congress only through June 30, 2012.

The disbursement request for Fiscal Year 2013 is \$2.45 billion with the largest portion of this disbursement attributed to the program delivery category at \$1.5 billion for building roads and bridges. The next largest category is \$451 million for system management, which pays for the maintenance and repair of roads and bridges. The multimodal category will receive \$101 million for aviation, ports, transit, and rail. The fleet, facilities, and information systems category will receive \$80 million. The smallest category, administration, is allocated \$48 million.

Ms. Broeker concluded her presentation stating she will return in June to request approval of the final budget for Fiscal Year 2013. The Commission thanked Ms. Broeker for her presentation. The Commission will review the information presented by Ms. Broeker and take action thereon at the June 6, 2012, Commission meeting.

* * * * *

RESOLUTION REGARDING MODOT AND MSHP MEDICAL PLAN FUNDING

On behalf of the Director, Roberta Broeker, Chief Financial Officer, presented the Commission with a resolution regarding medical plan funding. The Commission stated they will revisit the issue after more extensive participation by a committee of both Missouri State Highway Patrol and MoDOT representatives. The goal is to ensure sustainable, affordable, and sufficient medical benefits for employees and retirees.

Upon motion by Commissioner Nichols, seconded by Commissioner Suelthaus, the Commission unanimously approved the recommendation, and adopted the following resolution.

RESOLUTION OF THE MISSOURI HIGHWAYS AND TRANSPORTATION COMMISSION REGARDING MoDOT AND MSHP MEDICAL AND LIFE INSURANCE PLAN FUNDING

WHEREAS, the Commission is aware of the increasing cost of health care benefits and the significant unfunded liability for Other Post-Employment Benefits (OPEB) for retiree health care under the Medical & Life Insurance Plan (Medical Plan) for MoDOT and Missouri State Highway Patrol (MSHP) and directed MoDOT staff to develop recommendations to maintain medical benefits for employees and retirees that are sustainable, affordable and sufficient; and

WHEREAS, the Commission directed staff to consider potential Medical Plan changes and best practices in both the public and private sectors to address both the current costs and unfunded liability of the Medical Plan, and a team was formed in August 2010, consisting of both MoDOT and MSHP employees, to review these issues; and

WHEREAS, the team determined the most significant cost drivers under the then-existing Medical Plan funding strategy were the potential contributions for survivors and the defined benefit nature of the current Medical Plan as compared to a defined contribution plan and reported this to the Commission; and

WHEREAS, the Medical Plan's actuary, Aon/Hewitt Consulting, estimated the Medical Plan's OPEB unfunded liability, as of July 1, 2011, to be \$1.1 billion based on the then-existing Medical Plan provisions; and

WHEREAS, at the September 14, 2011 Commission meeting, Jeff Padgett, Director of Risk & Benefits Management and Chair of the Medical Plan's Board of Trustees, presented a report to the Commission on proposed revisions to the Medical Plan, including future funding and premium sharing for the Medical Plan for calendar year 2012 and beyond, and reported that the future unfunded cost of retiree health benefits was not sustainable under the Medical Plan's then-existing strategy; and

WHEREAS, to ensure the sustainability, affordability and sufficiency of medical benefits for employees and retirees, at its September 14, 2011 meeting, the Commission unanimously approved the strategy of modifying the Medical Plan's employee rate categories to be 80 percent employer share and 20 percent employee share of the premium and to increase the non-Medicare and Medicare retiree contributions toward the total premium rate by approximately 3 percent annually, not to exceed 60 percent in any category, until a 40 percent employer share and 60 percent retiree share of the premium is achieved in all retiree rate categories; and

WHEREAS, at its September 14, 2011 meeting, the Commission also unanimously approved implementing a new contribution strategy for employees retiring on and after January 1, 2014, that would base the employer contribution toward the premium on the employee's years of service, with the employer contribution being either \$12 per year of service per month with no survivor contribution, or \$10 per year of service per month with a 50 percent survivor contribution, both capped at 35 years of service, with increases in the employer's contribution share based on the previous calendar year's increase in the consumer price index; and

WHEREAS, after communication of these approved Medical Plan changes, the Commission has received feedback from both MoDOT and MSHP employees and retirees regarding these changes; and

WHEREAS, the Commission, in consideration of this feedback, desires to further study these Medical Plan changes before implementation; and

WHEREAS, while further reviewing these issues the Commission desires to maintain the employer contribution percentage for employees and retirees at the calendar year 2012 contribution shares; and

WHEREAS, the Commission desires to establish a committee comprised of MoDOT and MSHP representatives to further review the Medical Plan's sustainability, affordability and sufficiency and report to the Commission as soon as practicable;

NOW, THEREFORE, LET IT BE RESOLVED that the Commission rescind its September 14, 2011 action to modify employee and retiree health care contribution strategies in calendar year 2013 with such rate categories being maintained at their calendar year 2012 contribution premium sharing levels; and

BE IT FURTHER RESOLVED that the Commission rescind its September 14, 2011 action to change the retiree contribution strategy for employees retiring after January 1, 2014; and

BE IT FURTHER RESOLVED that the Commission will establish a committee comprised of MoDOT and MSHP representatives to further review the Medical Plan's sustainability, affordability and sufficiency and report to the Commission as soon as practicable on recommended Medical Plan changes that address the Plan's OPEB liability and other future health care contribution strategies.

* * * * *

REPORT AND RECOMMENDATION REGARDING BOND COUNSEL SERVICES

On behalf of the Director, Rich Tiemeyer, Chief Counsel, recommended approval to execute a negotiated fifth supplemental agreement for bond counsel services with Gilmore and Bell, PC, and The Martinez Law Firm, LLC, as co-bond counsel. While the department does not plan at this time to request Commission authority to issue additional state road bonds, MoDOT wants to be prepared to take advantage of any favorable market conditions to save money based on the Commission's outstanding road bonds, such as issuing refunding bonds.

Via approval of the consent agenda, the Commission unanimously approved the bond counsel services described above.

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CONSIDERATION OF BIDS FOR ROADWAY IMPROVEMENTS

On behalf of the Director, Eric Schroeter, Assistant State Design Engineer, presented the following recommendations pertaining to bids received on federal-aid and state highway and bridge projects during the past month.

Mr. Schroeter recommended (1) Award of contracts to the lowest responsive bidders for bids received at the April 20, 2012, letting, as recommended and noted in Table I below. (2) Declare the bid of J D Bishop Construction, L.L.C. for Calls B03 and B04 as non-responsive, per Section 102.8 of the Missouri Standard Specifications for Highway Construction, due to not providing a bid guaranty with their bid. (3) Declare the bid of J. M. Marschuetz Construction Co. for Call F02 as non-responsive, per Section 102.8 of the Missouri Standard Specifications for Highway Construction, due to not completing their bids in accordance with the bidding documents.

Table I
Award of Contracts
April 20, 2012, Bid Opening

Call No.	Route	County	Job No.	Bid Amount	Non-Contractual Costs	Contractor	Description
A01	59	Buchanan	J1P1013	\$34,997.62	\$0.00	Mark One Electric Co., Inc.	Install Intersection Lighting
A02	136	Atchison	J1P1047	1,008,268.83	0.00	Widel, Inc.	Bridge Replacement
B03	Bus. 136	Scotland	J3S2222	46,338.13	0.00	W.L. Miller Company	ADA Improvements
B04	D	Marion	J3S2231	22,087.90	0.00	Boone Construction Co.	ADA Improvements
C01	169	Clay	J4S1670B	13,633,500.22	69.70	Pyramid Contractors, Inc.	Bridge Rehab.
			J4U1314B		69.70		Paving, Drainage, Wall Rehab.
C05	58	Cass	J4M0222	99,282.90	0.00	Ground Breaking Excavation & Utilities, LLC	Drainage and ADA Improvements
C06	13	Lafayette	J4P1103C	225,756.35	0.00	APAC-Missouri, Inc.	Grading, Signing, & Optional Paving
C07	Various	Jackson, Clay	J4P2386	496,917.15	104,500.00	Mark One Electric Co., Inc.	ITS Installation

D06	K	Boone	J5L1200H	2,056,180.83	0.00	APAC-Missouri, Inc.	Thin Lift Overlay (SL)
			J5S2215				Grading, Drainage, and Paving for Shoulders
D07	Old 66	Crawford	J5M0254	3,667,100.00	0.00	N.B. West Contracting Company	Thin Lift Overlay (SL)
	JJ		J9S2216F				Thin Lift Overlay (SL) and Add Shoulders
	19		J9S2240				Thin Lift Overlay (SP), Add Shoulders, and ADA Improvements
			J9P2189				Thin Lift Overlay (SL)
	8	Phelps	J9P2182				Thin Lift Overlay (SL)
	DD	J9S2216E					
	I-44	J9S2216N					
F01	94	St. Charles	J6P2410	179,831.80	0.00	Gerstner Electric Inc.	Install Adaptive Signal Control Light System
F02	30	Jefferson	J6P2373D	6,446,000.00	0.00	N.B. West Contracting Company	Alternate Paving (SP or PCCP) at 3 Intersections
			J6P2373B				Grading and Optional Paving at Various Intersections
			J6S2077				Resurface (SP) Driving Lanes and Shoulders
			J6P2373E				Optional Paving and Signal Installation
F03	Various	St. Louis, St. Charles, St. Louis City	J6S2402	855,855.74	0.00	Gerstner Electric Inc.	Install Wireless Detection System
F04	I-270	St. Louis	J6I2393	148,444.44	0.00	X-L Contracting, Inc.	Widen Ramp and Add Signals
F05	H	St. Louis City	J6I2231	358,000.00	0.00	Pace Construction Company, LLC	Resurfacing (Type C UBAWS)
F06	Various	St. Louis	J6I2409	263,983.03	159,752.00	Gerstner Electric Inc.	Install CCTV Cameras
F07	67	St. Louis	J6P2436	533,496.15	0.00	X-L Contracting, Inc.	Alternate Bid Slide Repair
G06	13	Polk	J8P2417	577,640.96	0.00	APAC-Missouri, Inc.	Grading, Drainage, Optional Paving to Add Turn Lanes
G07	13	Greene	J8P2395	619,431.62	0.00	PCIROADS, LLC	Bridge Rehabilitation

G08	65	Taney	J8P2398	495,500.00	0.00	Pace Construction Company, LLC	Bridge Rehabilitation
G09	65	Dallas, Greene	J8P2427	1,116,268.48	0.00	APAC-Missouri, Inc.	Shoulder Improvements
		Greene	J8P2428				
G10	160	Stone, Christian	J8P2420	1,114,489.57	0.00	APAC-Missouri, Inc.	Add Turn Lanes w/1 Add Alternate
G11	160 & 14	Christian	J8S2380	457,585.00	20,000.00	Hartman and Company, Inc.	Signal & ADA Improvements
G12	C	Dallas	J8S2409	422,576.00	0.00	Ground Breaking Excavation & Utilities, LLC	Grading, Drainage, Optional Paving, Bridge Replacement
H01	Various	Various	J9M0264	299,000.00	0.00	Thomas Industrial Coatings, Inc.	Bridge Painting
			SUB-TOTAL:	\$35,178,532.72	\$284,391.40		
Job Order Contracting							
A03	I-29	Various	J2I2164B	377,250.00	0.00	Herzog Contracting Corp.	Asphalt Pavement Repair
A04	I-29 & I-229	Various	J2I2164C	364,750.00	0.00	Herzog Contracting Corp.	Asphalt Pavement Repair
A05	I-35	Harrison, Daviess	J2I2164D	387,250.00	0.00	Herzog Contracting Corp.	Asphalt Pavement Repair
A06	I-35	Various	J2I2164E	358,250.00	0.00	Chester Bross Const. Co. / C.B. Equipment Inc.	Asphalt Pavement Repair
B01	Various	Maries, Adair, Audrain, Clark, Knox, Lewis	J3P2223	148,500.00	0.00	Collins & Hermann Inc.	Guardrail Repair
B02	Various	Montgomery, Macon, Ralls, Warren	J3P2224	275,000.00	0.00	Collins & Hermann Inc.	Guard Cable Repair
C02	Various	Various	J2I2164G	1,038,000.00	0.00	Realm Construction, Inc.	Interstate Concrete Pavement Repair
C03	Various	Various	J4P2332	1,049,776.00	0.00	Realm Construction, Inc.	Concrete Pavement Repair
C04	Various	Various	J2I2164F	1,847,600.00	0.00	Superior Bowen Asphalt Company, L.L.C.	Interstate Asphalt Pavement Repair
			J4I1854				Asphalt Pavement Repair
D04	I-44	Phelps, Pulaski	J2I2164Q	234,000.00	0.00	Willard Asphalt Paving, Inc.	Asphalt Pavement Repair
D05	I-44	Webster, Laclede	J2I2164P	240,000.00	0.00	Collins & Hermann Inc.	Asphalt Pavement Repair
F08	Various	Franklin, Jefferson	J6I3006	350,000.00	0.00	Collins & Hermann Inc.	Guardrail Repair

F09	Various	St. Charles	J6I3007	236,250.00	0.00	Collins & Hermann Inc.	Guardrail Repair
F10	Various	St. Louis, St. Louis City	J6I3008	735,000.00	0.00	Collins & Hermann Inc.	Guardrail Repair
F11	Various	St. Louis, Franklin, Jefferson, St. Charles, St. Louis City	J6I3009	540,000.00	0.00	Collins & Hermann Inc.	Guard Cable Repair
F12	Various	St. Louis, Franklin, Jefferson, St. Charles, St. Louis City	J6I3010	297,375.00	0.00	Freedom Fence, LLC	Fence Repairs
G01	I-44	Various	J2I2164N	292,000.00	0.00	APAC-Missouri, Inc.	Asphalt Pavement Repair
G02	I-44	Greene	J2I2164O	289,600.00	0.00	APAC-Missouri, Inc.	Asphalt Pavement Repair
G04	Various	Various	J8P2238	248,750.00	0.00	Collins & Hermann Inc.	Guardrail / Guard Cable Repair and Replacement
G05	Various	Christian, Greene	J8P2241	170,537.50	0.00	Collins & Hermann Inc.	Guardrail / Guard Cable Repair and Replacement
			SUB-TOTAL:	\$7,825,000.00*	\$0.00		
			TOTAL:	\$43,003,532.72	\$284,391.40		

*Subtotal Award Amounts Changed to Reflect Program Cap.

Commission Consideration and Action

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

1. Awarded contracts to the lowest responsive bidders for bids received on the April 20, 2012 bid opening, as recommended and noted in Table I above. Non-contractual costs for these projects are shown on the above tabulation.
2. Declared the bid of J D Bishop Construction, L.L.C. for Calls B03 and B04 as non-responsive.
3. Declared the bid of J. M. Marschuetz Construction Co. for Call F02 as non-responsive.

Commissioner Farber abstained from voting on call G07. Commissioner Miller abstained from voting on calls A01, A03, A04, A05, B01, B02, C04, C07, F08, F09, F10, F11, G04, and G05. Commissioner Carmichael abstained from voting on call C05. Commissioner Suelthaus abstained from

voting on calls F05, and G08. 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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DRAFT 2013-2017 STATEWIDE TRANSPORTATION IMPROVEMENT PROGRAM

On behalf of the Director, Dave Nichols, Chief Engineer, presented the 2013-2017 Draft Statewide Transportation Improvement Program (STIP). Mr. Nichols explained there are many outstanding needs for transportation around the state, but the department is facing a transportation funding crisis and the needs far outweigh the available funds. The STIP focuses on preventive maintenance, a few major bridge projects, and a small number of system expansion projects made possible through local entities sharing in the cost.

Mr. Nichols explained the 2013-2017 STIP provides MoDOT's direction for all modes of transportation. The department is required to prepare the STIP by law and it outlines the work the department will do and the resources that will be used to accomplish the work in that five-year period, it also outlines the work that is planned for future projects. The STIP is the department's commitment for what the public is going to receive for their transportation dollars, and is developed through a collaborative effort with the public. The 2013-2017 STIP includes 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. MoDOT 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. The

department developed the STIP through the planning framework process which involves the department working with the public to identify and prioritize transportation needs around the state.

The next step in the process is for the department to conduct a public comment period for the draft STIP May 2 through June 1, 2012. The draft STIP will be shared with various audiences by personal contacts, news releases, and MoDOT's website. The department will collect the comments received and recommend action. Any changes to the STIP will be presented to the Commission at its July 11, 2012 meeting for consideration and approval.

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**DISPOSAL OF EXCESS PROPERTY, ROUTE Y, BOONE COUNTY,
EXCESS PARCEL E5-0620**

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, David Silvester, Central District Engineer, recommended conveyance of 3.23 acres of land located at the Route Y and Route 63 intersection in Ashland that once served as the Ashland Maintenance site, to the Southern Boone Fire Protection District for a consideration of \$250,000.

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

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**DISPOSAL OF EXCESS PROPERTY, ROUTE I-29/35, JACKSON COUNTY,
EXCESS PARCEL KC-0738**

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, Dan Niec, Kansas City District Engineer, recommended conveyance of 2.94 acres of land located at the Front Street intersection south of the Missouri River in Kansas City, to the City of Kansas City for a consideration of \$1.00. The property was donated by the City in 1973 for a construction project within the current Front Street interchange. In 2007, the City donated property and shared the cost of the kcICON project which included a new interchange at I-29/35 and East Front Street. The Commission agreed that upon completion of the project, any excess property located within the interchange that was previously acquired from the City would be donated back to the City.

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.

A BOLDER FIVE-YEAR DIRECTION

Kevin Keith, Director, provided to the Commission the monthly update of the Bolder Five-Year Direction. On June 8, 2011, the Commission approved the Bolder Five-Year Direction which will reduce staff by nearly 1,200 employees, close 131 facilities, and reduce MoDOT's fleet by more than 740 units.

As of March 31, 2012, there has been a reduction of 1,063 salaried positions since February 28, 2010. To reach the target of 5,106 employees, the department needs to reduce an additional 133 salaried positions. MoDOT conveyed 10 facilities, terminated three leases, and eliminated 140 pieces of equipment. As of March 31, 2012, the department realized total savings of \$193 million.

The May report focused on ways MoDOT is learning to work differently. Progress of the overall plan was also shared in the report.

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

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

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FINANCIAL ACCOUNTABILITY REPORT, QUARTERLY REPORT

Brenda Morris, Financial Services Director, provided to the Commission the written Quarterly Financial Accountability Report for the period ending March 31, 2012.

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CONTRACTOR PERFORMANCE REPORT

David Ahlvers, State Construction and Materials Engineer, presented the annual contractor performance report for 2011. Performance summaries will be mailed to the contractors the week of May 7, 2012. Contractors receiving the top ratings for the 2011 construction season will be recognized at the MoDOT / AGC Coop meeting in the fall of 2012.

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DESIGN/BRIDGE ENGINEERING CONSULTANTS REPORT

Kathy Harvey, State Design Engineer, provided to the Commission the Design/Bridge Engineering Consultants Report as of March 31, 2012. The report reflects current active consultant work on projects contained in the Statewide Transportation Improvement Program.

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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:

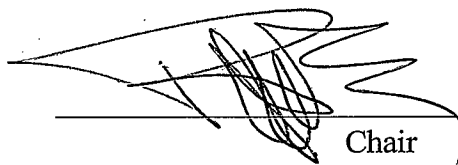
- Represent the citizens of Missouri pursuant to the Constitution by providing independent and nonpartisan governance of the Missouri Department of Transportation; and
- Establish policies, exercise oversight, and ensure accountability in developing and maintaining a world class transportation system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

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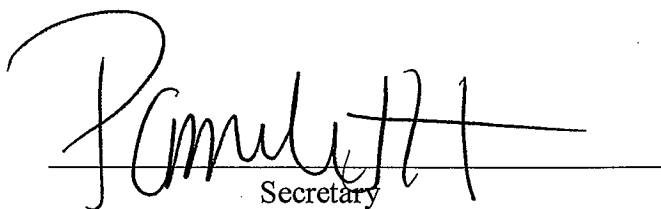
CERTIFICATION

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 May 2, 2012, held by said Commission in Jefferson City, Missouri, as approved by said Commission at its meeting held June 6, 2012.

IN TESTIMONY WHEREOF, we have hereto set our hands and affixed the seal of said Commission on June 6, 2012.



Chair



Secretary