

OHIO TURNPIKE COMMISSION

Resolution Appointing Bond Counsel for Potential Refunding of Commission Revenue Bonds

WHEREAS, Peck, Shaffer & Williams, L.L.P. of Cincinnati, Ohio, served as bond counsel in connection with the Ohio Turnpike Commission's offering of State of Ohio Turnpike Revenue Bonds, 1994 Series A, dated as of February 15, 1994; Ohio Turnpike Revenue Bonds, 1996 Series A, dated as of May 1, 1996; Ohio Turnpike Refunding Bonds, 1998 Series A dated as of September 1, 1998, Ohio Turnpike Revenue Bonds, 1998 Series B dated as of September 1, 1998; Ohio Turnpike Revenue Bonds, 2001 Series A dated as of July 1, 2001 and Ohio Turnpike Refunding Bonds, 2001 Series B dated as of August 15, 2001.

WHEREAS, the Commission is considering the refunding of all or some portion of its 1998 Series B Bonds and 2001 Series A Bonds if market conditions permit a sufficient and appropriate savings to the Commission;

WHEREAS, the General Counsel has reported to the Commission that a Request for Proposals ("RFP") for Outside Counsel Services was issued by the Legal Department during the beginning of 2008, and several law firms provided written responses to the RFP that outline their qualifications to provide legal services to the Commission;

WHEREAS, the Executive Director, General Counsel and CFO/Comptroller have reported that Peck, Shaffer & Williams has provided excellent legal service to the Commission as bond counsel, and they have recommended that the Commission continue to utilize the firm as bond counsel on the above potential bond issuances based upon their experience working with and knowledge of the Commission's prior bond issuances which will ensure the most efficient representation of the Commission;

WHEREAS, the Commission has duly considered their recommendation.

NOW, THEREFORE, BE IT

RESOLVED, that the Executive Director and General Counsel are authorized to retain **Peck, Shaffer & Williams, L.L.P.** to serve as bond counsel in the event the Commission proceeds with the refunding of any outstanding revenue bonds;

FURTHER RESOLVED that the Executive Director and General Counsel are hereby authorized and directed to notify **Peck, Shaffer & Williams, L.L.P.** of such appointment and to enter into negotiations and execute a retention agreement with such firm to serve as bond counsel.

(Resolution No. 8-2009 adopted March 11, 2009)