

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Designating The Huntington National Bank as the Commission's Public Depository and Approving its Selection to Provide Purchase Card and Escrow Agent Services for up to Seven Years

WHEREAS, on December 20, 2017, the Ohio Turnpike and Infrastructure Commission (the "Commission") issued its Request for Proposals ("RFP") for Banking Services for an initial contract term of three (3) years, which may be extended for two, additional two-year periods; and

WHEREAS, copies of the Commission's RFP were mailed to banking institutions identified as potentially qualified and interested in providing the requested banking services to the Commission, and six banks submitted proposals in response to the RFP on February 15, 2018; and

WHEREAS, an Evaluation Team comprised of the CFO/Comptroller, the Assistant Comptroller, the Director of Audit and Internal Control, and the Senior Accountant conducted the technical review of the proposals submitted and awarded a technical score to each proposal; and

WHEREAS, after the Evaluation Team awarded the Technical Scores, the Commission's Evaluation Team tabulated the cost proposals and assigned scores to the cost proposals received from each respondent with The Huntington National Bank of Columbus, Ohio ("Huntington Bank") receiving both the highest scores for its proposal's technical merit and fees; and

WHEREAS, based on the overall scores, the Evaluation Team concluded that Huntington Bank proposed the best combination of value and price in response to the RFP, and Huntington Bank's acceptable service under its existing contract with the Commission supports its qualifications and abilities to satisfactorily perform its obligations; and

WHEREAS, the Commission's Director of Contracts Administration has reviewed the Evaluation Team's recommendation and has no objections to the results of its review; and

WHEREAS, the Director of Contracts Administration advises that the Proposals were solicited on the basis of the same specifications, terms and conditions with respect to all respondents, that the procedures followed conform to the requirements of Ohio Revised Code Chapter 5537 and, to the extent applicable, Chapter 135, that Huntington Bank has provided evidence of its ability to provide all required security, and that the Commission may enter into a contract with Huntington Bank based on its Proposal and the Commission's RFP; and

WHEREAS, the Executive Director concurs with the Evaluation Team's recommendation that the Commission approve the selection of Huntington Bank and the Commission has duly considered the recommendation.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that The Huntington National Bank, of Columbus, Ohio, is designated as its public depository and further selected to provide Purchase Card Services and Escrow Agent Services for the Commission for up to seven years for the estimated cost of \$76,448.64 per year, and that the Executive Director is authorized to execute an agreement on the basis of Huntington Bank's Proposal and the Commission's RFP to perform such banking services; and

FURTHER RESOLVED, that:

- (i) The Huntington National bank (the "Bank"), as a national banking association, is qualified under applicable law and regulations to be a depository for the Commission and is hereby designated as a depository of the Commission;
- (ii) One or more account(s) may be opened and maintained in the name of the Commission, in accordance with the rules and regulations or procedures of the Bank pertaining to such accounts as amended by the Bank from time to time, or as otherwise amended by a written agreement between the Commission and Bank;
- (iii) Any of the individuals or their successors whose names are set forth in (iv), below or, whose genuine signatures appear on separate cards dated and filed with the Bank, (collectively the "Authorized Signatories" and individually an "Authorized

Signatory") are hereby authorized to act individually on behalf of the Commission and in its name to:

- a. Sign checks, drafts, notes, bills of exchange, acceptances, or other orders for payment of funds from any account maintained by the Commission;
- b. indorse checks, drafts, notes, bills, certificates of deposit, or other instruments owned or held by the Commission for deposit in any such account, or for collection or discount by the Bank;
- c. identify, approve and guarantee the indorsements of any and all checks and drafts drawn by the Commission;
- d. waive demand, protest, and notice of protest, or dishonor of any check, draft, note, bill, certificates of deposit or other instruments made, drawn, or indorsed by the Commission;
- e. act for the Commission in the transaction of all other business (whether or not it is of the kind, nature or character specified in this resolution) on the Commission's behalf with the Bank, including but not limited to executing contracts and delegating persons to engage in transactions in connection with such contracts;
- f. open and maintain an account in the name of the Commission (any account so opened shall be bound by the provisions of this resolution);
- g. certify to the Bank the names of the Authorized Signatories and shall certify such change to the Bank, and the Bank shall be fully protected in relying on such certificate, or refusing to honor the signature of any individual not so certified; and
- h. delegate other person(s) to perform any of the foregoing acts.

(iv) Names or titles of Authorized Signatories:

Randy Cole, Executive Director

Martin Seekely, Deputy Executive Director/CFO/Comptroller

FURTHER RESOLVED, that:

- (i) The Bank is authorized to honor, receive, certify or pay all instruments signed in accordance with this resolution (or copy of) even though drawn or indorsed to the order of any Authorized Signatory signing the same, tendered for cash, or for deposit into a person account of said Authorized Signatory and the Bank is not required or obligated to inquire into the circumstances of the issuance or use of any instrument signed in accordance with this resolution (or copy of), or the application, or disposition of such instrument, or the proceeds thereof;
- (ii) Overdrafts, if any, shall not be considered to be a loan; and
- (iii) The provisions of this resolution (or copy of) shall remain in full force and effect until written notice of its amendment or rescission shall have been sent to the Bank and the Bank has a reasonable amount of time to act upon such notice, and that receipt of such notice shall not affect any action taken by the Bank prior thereto.

FURTHER RESOLVED, that the Executive Director or DED/CFO/Comptroller be, and each one hereby is, authorized and directed to certify to the Bank a copy of the foregoing resolutions and that the provisions thereof are in conformity with the laws and regulations governing the Commission.

FURTHER RESOLVED, that the Executive Director or DED/CFO/Comptroller is authorized to take any and all additional actions necessary to effectuate the purpose of the foregoing resolutions as set forth herein.

(Resolution No. 29-2018 adopted April 16, 2018)