

**OHIO TURNPIKE COMMISSION**

**Resolution Amending Resolution No. 49-1995 relating to  
Approving the Second Supplemental Trust Agreement  
to the Master Trust Agreement dated February 15, 1994**

WHEREAS, the Commission has previously issued \$125,000,000 Turnpike Refunding Revenue Bonds, 1994 Series A (the "Bonds") and has entered into a Master Trust Agreement dated February 15, 1994, with The Huntington National Bank, Cleveland, Ohio (the "Trustee"), as Trustee, securing those Bonds (the Master Trust Agreement); and

WHEREAS, pursuant to Resolution No. 7-1994, the Commission authorized the execution of the Master Trust Agreement, First Supplemental Trust Agreement dated February 15, 1994, and other actions in connection with the issuance of such Bonds;

WHEREAS, based on discussions with the Commission's certified public accountants, its financial advisor, comptroller, general counsel and bond counsel, the Commission desires and has determined to amend certain provisions of the Master Trust Agreement relating to audits and permitted investments; and

WHEREAS, on October 2, 1995, by Resolution No. 49-1995, the Commission authorized the execution of the Second Supplemental Trust Agreement to be dated as of September 1, 1995;

WHEREAS, Peck, Shaffer & Williams, the Commission's bond counsel, in reviewing Resolution No. 49-1995, has requested that the fourth paragraph be amended;

WHEREAS, the amendment has been incorporated in the following paragraph;

WHEREAS, the trustee has approved the proposed amendments, and, therefore, consent of the holders of the outstanding bonds is not required pursuant to Section 8.02(l) of the Master Trust Agreement; and

WHEREAS, by the Second Supplemental Trust Agreement authorized by this Resolution, those amendments will be made to the Master Trust Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE OHIO TURNPIKE COMMISSION, as follows:

Section 1. The Commission, by the Chairman, shall execute, acknowledge and attest, and deliver to the Trustee, in the name and on behalf of the Commission, a Second Supplemental Trust Agreement to be dated as of September 1, 1995, in substantially the form attached to this resolution, with any changes therein not substantially adverse to the Commission as may be permitted by Chapter 5537 ("the Act") and the Master Trust Agreement and approved by said officer. The approval of those changes, and that they are not substantially adverse to the Commission, shall be conclusively evidenced by the execution and delivery of the Second Supplemental Trust Agreement by said officer on behalf of the Commission.

Section 2. It is found and determined that all formal actions of this Commission concerning and relating to the adoption of this Resolution were taken and adopted in an open meeting of this Commission, and that all deliberations of this Commission that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Revised Code; and

FURTHER RESOLVED that Resolution No. 49-1995 shall be amended as follows: The following "Whereas" clause shall be deleted:

"WHEREAS, the trustee has approved the proposed amendments and Huntington National Bank, the Original Purchaser and as the current holder of all the outstanding Bonds, has consented to the proposed amendments; and"

FURTHER RESOLVED that the following "Whereas" clause shall be added:

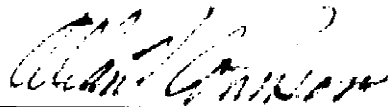
WHEREAS, the trustee has approved the proposed amendments, and, therefore, consent of the holders of the outstanding bonds is not required pursuant to Section 8.02(l) of the Master Trust Agreement; and

FURTHER RESOLVED that the resolution approving the Second Supplemental Trust Agreement dated February 15, 1994, shall read and state as incorporated and as provided for herein.

**(Resolution No. 57-1995 adopted November 1, 1995)**

I, Allan V. Johnson, Assistant Secretary of the Ohio Turnpike Commission, do hereby certify that the above is a true copy of the aforesaid resolution which was duly adopted at a meeting of the Commission, duly called for and convened and held on November 1, 1995, at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this 9<sup>th</sup> day of November, 1995.



\_\_\_\_\_  
Allan V. Johnson  
Assistant Secretary-Treasurer