OHIO TURNPIKE COMMISSION

Resolution Amending Exhibit "A" of Resolution No. 4-1996 and Ratifying Execution of the Employment Agreement

WHEREAS, on January 22, 1996, the Commission adopted Resolution No. 4-1996, by which G. Alan Plain was appointed Executive Director of the Commission, effective January 23, 1996, to serve at his and the Commission's mutual pleasure;

WHEREAS, the terms of his employment were set forth in an Employment Agreement which was attached and incorporated as Exhibit "A"; and

WHEREAS, pursuant to the Commission's recommendations and to reflect the intentions of the Commission, Section 4 of the Employment Agreement, entitled "Compensation" was revised to provide for the Executive Director's compensation and to provide that compensation increases are subject to a favorable review to be completed by the Chairman of the Commission;

WHEREAS, the Employment Agreement, designated Exhibit "A" has been amended and executed by the parties;

NOW, THEREFORE, BE IT

RESOLVED that the Commission hereby amends Exhibit "A" of Resolution No. 4-1996, which provided for the Executive Director's compensation and provided that compensation increases are subject to a favorable review to be completed by the Chairman of the Commission; and

FURTHER RESOLVED that the Commission hereby ratifies the execution of the amended Employment Agreement, effective January 23, 1996, which was attached and incorporated as Exhibit "A" of Resolution No. 4-1996.

(Resolution No. 12-1996 adopted February 28, 1996)