

OHIO TURNPIKE COMMISSION

**Resolution Authorizing the Execution of the
Fourth Supplemental Trust Agreement**

WHEREAS, the Commission has entered into a Master Trust Agreement dated as of February 15, 1994 (the "Master Trust Agreement" and together with the First Supplemental Trust Agreement dated as of February 15, 1994, the Second Supplemental Trust Agreement dated as of September 1, 1995 and the Third Supplemental Trust Agreement dated as of May 1, 1996, the "Trust Agreement"), with the Trustee providing for the issuance from time to time of Turnpike Revenue Bonds (the "Bonds"), with each issue of Bonds to be authorized by a supplemental trust agreement, supplementing the Master Trust Agreement, pertaining to that issue of Bonds; and

WHEREAS, pursuant to Section 8.01(l) of the Master Trust Agreement, Supplemental Trust Agreements may be entered into by the Commission and the Trustee without the consent of or notice to the Holders of the Bonds to permit an amendment which, in the judgment of the Trustee, is not to the prejudice of the Trustee or the Holders of the Bonds; and

WHEREAS, it is the recommendation of the Commission's CFO/Comptroller that it would be in the Commission's best interests to discontinue the semi-annual audits provided for in the Trust Agreement effective with the June 30, 1998 audit and to proceed with annual audits of the Commission's financial statements as of December 31 of each year; and

WHEREAS, the Trustee, The Huntington National Bank, concurs in said recommendation and has determined that entering into a Fourth Supplemental Trust Agreement to provide for the discontinuance of the semi-annual audits in favor of one annual audit as of December 31 of each year is not to the prejudice of the Trustee or the Holders of the Bonds; and

WHEREAS, the Commission desires to enter into such Fourth Supplemental Trust Agreement in order to authorize such annual audits.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE
OHIO TURNPIKE COMMISSION:**

Section 1. Definitions. In addition to the words and terms defined in the recitals and elsewhere in this Resolution, those words and terms not expressly defined herein and used herein with initial capitalization where rules of grammar do not otherwise require capitalization shall have the meanings assigned to them in the Trust Agreement.

Section 2. Fourth Supplemental Trust Agreement. The Chairman, Secretary-Treasurer and Executive Director are each alone, or in any combination, hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Commission, the Fourth Supplemental Trust Agreement, the form of which has been presented at this meeting, which form is hereby approved, with such changes or revisions therein not inconsistent with the Act and not substantially adverse to the Commission as may be permitted by the Act and approved, upon advice of counsel to the Commission

and Bond Counsel, by the Executive Director and the officers executing the same. The approval of such changes and insertions by such officers, and that such changes are not substantially adverse to the Commission, shall be conclusively evidenced by the execution of the Fourth Supplement Trust Agreement by such persons.

Section 3. Repeal of Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 4. Compliance with Sunshine Law. It is hereby determined that all formal actions of the Commission relating to the adoption of this Resolution were taken in an open meeting, and that all deliberations of the Commission and of its committees, if any, which resulted in formal action were in meetings open to the public, in full compliance with Section 121.22 of the Ohio Revised Code.

(Resolution No. 28-1998, adopted June 22, 1998)

I, G. Alan Plain, 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 June 22, 1998, at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this _____ day of June, 1998.

G. Alan Plain
Assistant Secretary-Treasurer