

OHIO TURNPIKE COMMISSION

**Resolution Ratifying a Change to the Dated
Date of the 1998 Series A Refunding Bonds and the
Fifth Supplemental Trust Agreement**

WHEREAS, the Commission has heretofore determined that it is necessary to issue an amount not to exceed **\$300,000,000** of State of Ohio Turnpike Revenue Refunding Bonds, 1998 Series A (the "1998 Series A Refunding Bonds") in order to advance refund certain Outstanding Bonds of the Commission to reduce interest costs and to pay the costs of issuance of the 1998 Series A Refunding Bonds;

WHEREAS, the Fifth Supplemental Trust Agreement has heretofore been authorized to be issued in connection with the 1998 Series A Refunding Bonds;

WHEREAS, the dated date of the 1998 Series A Refunding Bonds and the dated date of the Fifth Supplemental Trust Agreement was changed to September 1, 1998, when the 1998 Series A Refunding Bonds were being priced in order to accommodate the marketing of such Bonds; and

WHEREAS, it is the desire of the Commission to ratify the changes to the dates of the 1998 Series A Refunding Bonds and the Fifth Supplemental Trust Agreement;

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. Dated Dates. The 1998 Series A Refunding Bonds and the Fifth Supplemental Trust Agreement shall be dated as of September 1, 1998, and the actions of the Underwriters in marketing the 1998 Series A Refunding Bonds with such dated date are hereby ratified.

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or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.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. 57-1998 adopted September 14, 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 September 14, 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 9th day of November, 1998.

G. Alan Plain
Assistant Secretary-Treasurer

