

OHIO TURNPIKE COMMISSION

**Resolution Authorizing the Execution of the
Seventh 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, the Third Supplemental Trust Agreement dated as of May 1, 1996, and the Fourth Supplemental Trust Agreement dated as of June 1, 1998, 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 8.02(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 increase the percentage requirement for the issuance of Bonds pursuant to the provisions of Section 2.03(b) of the Trust Agreement from at least one hundred and twenty percent (120%) to **one hundred and fifty percent (150%)** on an historical basis; and

WHEREAS, the Trustee, The Huntington National Bank, concurs in said recommendation and has determined that entering into a Seventh Supplemental Trust Agreement dated as of September 15, 1998, to provide for the increase of the percentage requirement for the issuance of Bonds to **150%** on an historical basis is not to the prejudice of the Trustee or the Holders of the Bonds; and

WHEREAS, the Commission desires to enter into such Seventh Supplemental Trust Agreement in order to authorize such increase.

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. Seventh Supplemental Trust Agreement. The Chairman, Vice 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 Seventh 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 now 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 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 Seventh Supplemental 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. 58-1998 adopted September 18, 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 18, 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 21st day of September, 1998.

G. Alan Plain
Assistant Secretary-Treasurer