

## OHIO TURNPIKE COMMISSION

**Resolution Authorizing the Execution of the  
Eighth 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 Fourth Supplemental Trust Agreement dated as of June 1, 1998, the Fifth Supplemental Trust Agreement dated of September 1, 1998, the Sixth Supplemental Trust Agreement dated as of September 1, 1998, the Seventh Supplemental Trust Agreement dated as of September 15, 1998, the "Trust Agreement"), with the Trustee providing for the issuance from time to time of Turnpike Revenue Bonds (the "Bonds"); and

WHEREAS, pursuant to Section 8.02(1) 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 transfer **\$130,000,000** currently on deposit in the System Projects Fund to a Construction Account to be used to pay all or a part of the Project Costs of Systems Projects, including, but not limited to, design costs, project management, construction and other project-related costs for toll plaza renovations, third-lane expansion, bridge repair and new interchanges; and

WHEREAS, the Trustee, The Huntington National Bank, concurs in said recommendation and has determined that entering into an Eighth Supplemental Trust Agreement dated as of March 1, 1999 to provide for the transfer of **\$130,000,000** from the System Projects Fund to a Construction Account is not to the prejudice of the Trustee or the Holders of the Bonds; and

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

**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. Eighth 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 Eighth 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 Eighth Supplemental Trust Agreement by such persons. The Eighth Supplemental Trust Agreement previously authorized by Resolution No. 63-1998 on November 9, 1998 shall heretofore be referred to as the Ninth Supplemental Trust Agreement, and all other provisions of such Supplemental Trust Agreement, when executed, and all other provisions of Resolution No. 63-1998 shall remain in full force and effect.

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. 6-1999 adopted March 8, 1999)**

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 March 8, 1999, 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 March, 1999.

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G. Alan Plain  
Assistant Secretary-Treasurer

