

OHIO TURNPIKE COMMISSION

A Resolution Authorizing the Execution of the Tenth 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, the Fourth Supplemental Trust Agreement dated as of June 1, 1998, the Fifth Supplemental Trust Agreement dated as 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 Eighth Supplemental Trust Agreement dated as of March 1, 1999 and the Ninth Supplemental Trust Agreement dated as of December 15, 1999, the "Trust Agreement"), with the Trustee providing for the issuance from time to time of Turnpike Revenue Bonds (the "Bonds") and related matters; and

WHEREAS, the Commission has heretofore authorized the deposit of a surety bond (the "Surety Bond") into the Debt Service Reserve Account to satisfy the Debt Service Reserve Requirement; and

WHEREAS, the Surety Bond will be provided by **Financial Security Assurance, Inc. ("FSA")**, (the "Surety Bond Provider"); and

WHEREAS, the Surety Bond Provider has requested certain changes to the Trust Agreement to implement the deposit and operation of the Surety Bond; 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, the Trustee, The Huntington National Bank has determined that entering into a Tenth Supplemental Trust Agreement dated as of June 15, 2000 is not to the prejudice of the Trustee or the Holders of the Bonds; and

WHEREAS, the Commission desires to enter into such Tenth 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. Tenth 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, a Tenth Supplemental Trust Agreement and documents related thereto, the general provisions of which are contained in the commitment letter of the Surety Bond Provider which has been presented at this meeting, which provisions are 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 final form of the Tenth Supplemental Trust Agreement and 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 a Tenth Supplemental Trust Agreement and documents related thereto, by such persons. The Tenth Supplemental Trust Agreement previously authorized by Resolution No. 58-1999 on December 20, 1999 shall heretofore be referred to as the Eleventh Supplemental Trust Agreement, and all other provisions of such Supplemental Trust Agreement, when executed, and all other provisions of Resolution No. 6-1999 shall remain in full force and effect.

Section 3. Reserve Account Credit Facility. It is hereby found and determined that the Municipal Bond Debt Service Reserve Insurance Policy constitutes a Reserve Account Credit Facility, as required by the Trust Agreement, and complies with the requirements for a surety bond set forth in the Commission's Request for Proposals for a surety bond in lieu of the Debt Service Reserve Requirement.

Section 4. 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 5. 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. 13-2000 adopted June 12, 2000)

I, Gino Zomparelli, 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 12, 2000, at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this 12th day of June, 2000.

Gino Zomparelli
Assistant Secretary-Treasurer