

OHIO TURNPIKE COMMISSION

**Resolution Authorizing the Issuance of the Commission's  
2001 Request For Proposal for Underwriting Services**

WHEREAS, the Commission's financial advisor, Fifth Third Securities, Inc., (*f/k/a The Ohio Company*) (the "Financial Advisor"), and the Commission's CFO/comptroller has advised the Commission's executive director that the Commission will need to borrow approximately \$100 million in additional funds to continue the capital improvements to the Ohio Turnpike System;

WHEREAS, the Commission's Capital Improvement Program includes, but is not limited to, construction of new interchanges, renovation of toll plazas, improvements to the bridges throughout the System, and the addition of a third lane to a portion of the Ohio Turnpike;

WHEREAS, the Commission's financial advisor recommends that the Commission issue new money Revenue Bonds in 2001 in the approximate amount of \$100 million, and the Commission be in a position to advance refund all or a portion of the outstanding 1994 and/or 1996 Series A Revenue Bonds if market conditions permit sufficient and appropriate savings;

WHEREAS, the Commission's Financial Advisor has recommended that the Commission prepare its Request(s) for Proposals (RFP) to solicit proposals from investment banking firms to serve as either senior managing or co-managing underwriter on one or more potential transactions, and the Commission's executive director, general counsel and CFO/comptroller concur in said recommendation of the Commission's Financial Advisor;

NOW, THEREFORE, BE IT

RESOLVED that the Commission's executive director and general counsel are authorized and directed to prepare and issue Request(s) for Proposals (RFP) to solicit proposals from those companies interested in furnishing underwriting services in connection with the proposed issuance of 2001 Revenue Bonds and the potential advance refunding of all or a portion of the outstanding 1994 and 1996 Revenue Bonds and to take such other actions as are necessary to proceed with the proposed 2001 bond issues and to keep the Commission apprised of developments.

RESOLVED FURTHER that Resolution No. 63-1998 adopted by the Commission on November 9, 1998 is hereby repealed.

**(Resolution No. 7-2001 adopted February 12, 2001)**

I, Gino Zomparelli, Assistant Secretary-Treasurer 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 February 12, 2001, 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 February, 2001.

---

Gino Zomparelli  
Assistant Secretary-Treasurer