

**OHIO TURNPIKE COMMISSION****A Resolution Authorizing the Execution of the Fourteenth 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, the Ninth Supplemental Trust Agreement, dated as of December 15, 1999, the Tenth Supplemental Trust Agreement, dated as of June 15, 2000, the Eleventh Supplemental Trust Agreement, dated as of July 1, 2001, the Twelfth Supplemental Trust Agreement, dated as of August 15, 2001 and the Thirteenth Supplemental Trust Agreement, dated as of July 15, 2004, 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 desires to pledge certain additional revenues to secure the payment of the Outstanding Bonds and to make certain clarifications to the Trust Agreement; and

WHEREAS, pursuant to Section 8.02(c) of the 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 subject additional revenues to the pledge of the Trust Agreement; and

WHEREAS, pursuant to Section 8.02(a) of the Trust Agreement, Supplemental Trust Agreements may also be entered into by the Commission and the Trustee without the consent of or notice to the Holders of the Bonds to cure any ambiguity or inconsistency in the Trust Agreement; and

WHEREAS, it is the determination of the Commission that the requirement regarding audits by an independent certified public accountant of nationally recognized standing and the timing thereof in Section 5.15 of the Trust Agreement, and the covenant regarding free passage set forth in Section 4.05 of the Trust Agreement are ambiguous and inconsistent; and

WHEREAS, the Commission desires to enter into such Fourteenth Supplemental Trust Agreement in order to authorize amendments to the Trust Agreement to pledge certain revenues received from the Ohio Department of Transportation, and to amend Section 5.15 of the Trust Agreement regarding who may qualify as an independent certified public accountant and the filing dates for audit reports, and Section 4.05 of the Trust Agreement regarding free passage.

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. Fourteenth 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 Fourteenth 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 Fourteenth Supplemental Trust Agreement by such persons.

Section 3. Execution of Additional Documents. 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, such additional documents and instruments as may be necessary to effectuate the delivery of the Fourteenth Supplemental Trust Agreement.

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. 6-2005 adopted January 10, 2005)**

I Gary C. Suhadolnik, 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 special meeting of the Commission, duly called for and convened and held on January 10, 2005 at which a quorum was at all times present and voting.

WITNESS my hand and the seal of the Ohio Turnpike Commission on this 10th day of January, 2005.

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Gary C. Suhadolnik  
Assistant Secretary-Treasurer