

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Reallocation of 2013 Bond Proceeds Under Infrastructure Funding Agreements with ODOT

WHEREAS, pursuant to its authority under Sections 5537.04(A)(7) and 5537.08 of the Ohio Revised Code, as amended effective July 1, 2013, the Ohio Turnpike and Infrastructure Commission (the “Commission”) issued Turnpike Revenue Bonds generating proceeds of \$930 million (“2013 Bond Proceeds”) under the new Junior Lien Master Trust Agreement as amended by the First Supplemental Trust Agreement, both dated August 13, 2013, which bond proceeds are to be used to fund “infrastructure projects” (as defined in Section 5537.01(C) of the Ohio Revised Code) identified by the Ohio Department of Transportation (“ODOT”) and approved by the Commission; and

WHEREAS, under Section 5537.18 of the Ohio Revised Code, the Commission adopted Administrative Rule 5537-10-01 “establishing the procedures and criteria under which the Commission may approve an application received from the director of transportation for infrastructure project funding;” and

WHEREAS, Section 5537.18 and Administrative Rule 5537-10-01 additionally require that infrastructure projects “have an anticipated benefit to the system of public highways in the state of Ohio and transportation-related nexus with and relationship to the Ohio turnpike system and the Ohio turnpike and infrastructure system,” and also sets forth the criteria to be utilized by the Commission in determining the aforementioned nexus and relationship; and

WHEREAS, on August 28, 2013, applications were submitted by the Director of Transportation to fund several infrastructure projects; and

WHEREAS, on September 9, 2013, via Resolution No. 58-2013, the Commission approved funding for all of the following projects (the “2013 Infrastructure Projects”) after the Commission’s finding that each project individually complies with the “nexus” requirements of the statute and rule:

- Cuyahoga – Innerbelt (2nd bridge) (TRAC PID No. 82119)
- Wood – I-75 Corridor (TRAC PID Nos. 95437, 84557, 95435, 95436, 25521)
- Lorain – SR 57 (TRAC PID No. 82645)
- Summit – I-271 (TRAC PID No. 89458)
- Cuyahoga – Opportunity Corridor (TRAC PID No. 96832; which is a part of TRAC PID No. 77333)
- Erie – US Route 250 (TRAC PID No. 88407)
- Lucas – I-75 (TRAC PID No. 76032)
- Lucas – I-75 / I-475 (TRAC PID No. 77254)
- Mahoning – I-80 (TRAC PID No. 77260)
- Lucas – I-475/20 (TRAC PID No. 88252)

WHEREAS, on September 16, 2013, at the request of ODOT, the Commission approved an initial allocation of the 2013 Bond Proceeds to each of the 2013 Infrastructure Projects in the respective amounts as set forth below by resolution numbered set forth below according to each project identified:

<u>Project Name</u>	<u>TRAC PID Nos.</u>	<u>Total</u>	<u>Commission Resolution No.</u>
Cuyahoga – Innerbelt (2 nd bridge)	82119	\$273,119,723	60-2013
Wood – 75 Corridor	95437 84557 95435 95436 25521	\$270,980,277	63-2013
Lorain – SR 57	82645	\$16,000,000	64-2013
Summit – 271	89458	\$60,000,000	69-2013

<u>Project Name</u>	<u>TRAC PID Nos.</u>	<u>Total</u>	<u>Commission Resolution No.</u>
Cuyahoga – Opportunity Corridor	96832 77333	\$39,000,000	61-2013
Erie – US 250	88407	\$12,900,000	62-2013
Lucas – I-75	76032	\$20,000,000	67-2013
Lucas – I-75 / I-475	77254	\$163,000,000	65-2013
Mahoning – I-80	77260	\$65,000,000	68-2013
Lucas – I-475/20	88252	\$10,000,000	66-2013
	TOTAL:	\$930,000,000	

WHEREAS, after construction began for each of the 2013 Infrastructure Projects, ODOT determined that the allocation of 2013 Bond Proceeds to each of the 2013 Infrastructure Projects originally identified (above) needed to be reallocated as set forth below:

<u>Project Name</u>	<u>TRAC PID Nos.</u>	<u>Originally Approved Total</u>	<u>Requested Adjustment</u>	<u>Revised Total</u>
Cuyahoga – Innerbelt (2 nd bridge)	82119	\$273,119,723	\$1,900,000	\$275,019,723
Wood – 75 Corridor	95437 84557 95435 95436 25521	\$270,980,277	\$12,300,000	\$283,280,277
Lorain – SR 57	82645	\$16,000,000	\$500,000	\$16,500,000
Summit – 271	89458	\$60,000,000	(\$11,000,000)	\$49,000,000
Cuyahoga – Opportunity Corridor	96832	\$39,000,000	(\$25,000,000)	\$14,000,000
Erie – US 250	88407	\$12,900,000	\$1,100,000	\$14,000,000
Lucas – I-75	76032	\$20,000,000	\$43,000,000	\$63,000,000
Lucas – I-75 / I-475	77254	\$163,000,000	(\$40,800,000)	\$122,200,000
Mahoning – 80	77260	\$65,000,000	\$500,000	\$65,500,000
Lucas – I-475/20	88252	\$10,000,000	\$17,500,000	\$27,500,000
	TOTAL:	\$930,000,000	\$0	\$930,000,000

WHEREAS, per Resolution 33-2015, the Commission approved amendments to each funding agreement for each of the 2013 Infrastructure Projects for the purpose of reallocating the 2013 Bond Proceeds among each of the 2013 Infrastructure Projects, all as identified above; and

WHEREAS, after ODOT substantially completed the 2013 Infrastructure Projects, ODOT has determined that the costs of certain infrastructure projects will be less than the approved, revised total amount as set forth in the chart above; and

WHEREAS, federal tax laws and state laws require that the Commission spend all of the 2013 Bond Proceeds on appropriate, eligible public projects; and

WHEREAS, ODOT has requested that the Commission reallocate any amount of the 2013 Bond Proceeds not spent on an infrastructure project listed above; and

WHEREAS, the Chief Financial Officer/Comptroller has recommended to the Commission that any of the 2013 Bond Proceeds which were allocated to an infrastructure project (as listed above) but which infrastructure project costs were less than the revised total allocation (as listed in the chart above) be used to reimburse ODOT for costs incurred on the Opportunity Corridor infrastructure project, for which the Commission determined that said infrastructure project complies with the “nexus” requirements of the statute and rule via Resolution No. 58-2013, and that in accordance with the

requirements of Section 5537.18 of the Ohio Revised Code and Administrative Rule 5537-10-01, the Opportunity Corridor project possesses the required transportation-related “nexus” to the turnpike system and qualifies for infrastructure funding by the Commission; and

WHEREAS, the Commission has duly considered ODOT’s request relating to the aforementioned infrastructure funding agreements.

NOW, THEREFORE, BE IT

RESOLVED that the Executive Director and the General Counsel are hereby authorized to prepare and execute the necessary amendments to the funding agreements for the 2013 Infrastructure Projects in order to reallocate 2013 Bond Proceeds among the 2013 Infrastructure Projects so that all of the 2013 Bond Proceeds are spent; and

FURTHER RESOLVED that in the event that all of the 2013 Infrastructure Projects are completed and there remains unspent 2013 Bond Proceeds, then the Executive Director and the General Counsel are hereby authorized to prepare and execute the necessary amendments to the funding agreements for the 2018 Infrastructure Projects (authorized by Resolution No. 7-2018) in order to reallocate 2013 Bond Proceeds among the 2018 Infrastructure Projects so that all of the 2013 Bond Proceeds are spent in accordance with IRS rules and regulations; and

FURTHER RESOLVED that all of the 2013 Bond Proceeds used to reimburse ODOT for those approved infrastructure projects shall be in accordance with the terms and conditions of said infrastructure project funding agreements and the aggregate amount of project funds used to reimburse ODOT for infrastructure project costs shall not exceed the aggregate amount of the 2013 Bond Proceeds plus the 2018 Bond Proceeds; and

FURTHER RESOLVED that in accordance with Section 5537.18 of the Ohio Revised Code, the Commission’s determinations concerning funding of the infrastructure projects known as the Cuyahoga – Innerbelt (2nd bridge) TRAC PID No. 82119; Wood – 75 Corridor TRAC PID Nos. 95437, 84557, 95435, 95436, and 25521; Lorain – SR 57 TRAC PID No. 82645; Summit – 271 TRAC PID No. 89458; Cuyahoga – Opportunity Corridor TRAC PID Nos. 96832 and 77333 and 96833; Erie – US 250 TRAC PID No. 88407; Lucas – I-75 TRAC PID No. 76032; Lucas – I-75 / I-475 TRAC PID No. 77254; Mahoning – 80 TRAC PID No. 77260; Lucas – I-475/20 TRAC PID No. 88252; I-75 reconstruction and reconfiguration; I-75 and SR-25 interchange (PID no. 93594); and I-75 reconstruction and the Maumee River Bridge (PID no. 93592) shall be “conclusive and incontestable.”

FURTHER RESOLVED that a certified copy of this Resolution shall be sent to bond counsel for the Commission.

(Resolution No. 64-2018 adopted October 22, 2018)