OHIO TURNPIKE COMMISSION

Resolution Appointing Bond Counsel
for Potential Refunding of Commission Revenue Bonds

WHEREAS, the Commission is considering the refunding of all or some portion of its outstanding 1998 Series B Bonds and 2001 Series A Bonds if market conditions permit a sufficient and appropriate savings to the Commission;

WHEREAS, the General Counsel has reported to the Commission that a Request for Proposals ("RFP") for Outside Counsel Services was issued by the Legal Department during the beginning of 2008, and the attached list of law firms provided written responses to the RFP that outlined their qualifications to provide bond counsel services to the Commission;

WHEREAS, the General Counsel subsequently issued a letter on August 16, 2010 requesting that the same law firms provide the Commission with an updated statement of their qualifications, including a fee proposal, to serve as bond counsel to the Commission with respect to the potential refunding of the above-referenced bonds;

WHEREAS, the General Counsel and Director of Contract Administration reviewed the updated statement of qualifications and fee proposals of those law firms that are interested in serving as bond counsel to the Commission, and provided the attached written memorandum whereby they recommended that the law firm of Squire, Sanders & Dempsey L.L.P. be retained to serve as bond counsel to the Commission;

WHEREAS, the Commission has duly considered their recommendation.

NOW, THEREFORE, BE IT

RESOLVED, that the Executive Director and General Counsel are authorized to retain Squire, Sanders & Dempsey L.L.P. to serve as bond counsel in the event the Commission proceeds with the refunding of any outstanding revenue bonds;

FURTHER RESOLVED that the Executive Director and General Counsel are hereby authorized and directed to notify Squire, Sanders & Dempsey L.L.P. of such appointment and to enter into negotiations and execute a retention agreement with such firm.

(Resolution No. 38-2010 adopted September 20, 2010)