

RESOLUTION

WHEREAS, the Massachusetts Department of Transportation (the "Department") issued its \$100,000,000 Metropolitan Highway System Revenue Bonds (Senior), Variable Rate Demand Obligations, 2010 Series A-1 (the "Senior A-1 Bonds"), together with other bonds, on May 27, 2010, for the purpose of refinancing bonds previously issued by the Massachusetts Turnpike Authority, predecessor to the Department;

WHEREAS, the payment of principal of and interest on the Senior A-1 Bonds is currently secured by a Letter of Credit (the "Citibank Letter of Credit") issued by Citibank, N.A. ("Citibank");

WHEREAS, the Department desires to replace the Citibank Letter of Credit with a new letter of credit to be issued by TD Bank, N.A. ("TD");

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Department, pursuant to the Act, as follows:

Section 1. The Department hereby authorizes obtaining a direct-pay letter of credit (the "Senior A-1 Letter of Credit") to be provided by TD for the Senior A-1 Bonds, and the Department hereby authorizes the execution and delivery by any of the Chairman, the Secretary and Chief Executive Officer and Assistant Secretary and Chief Financial Officer of the Department (each an "Authorized Officer"), acting singly, of (i) a reimbursement agreement between the Department and TD pursuant to which TD will issue the Senior A-1 Letter of Credit in such form and otherwise containing such terms and conditions as any Authorized Officer, acting singly, shall determine to be appropriate, the execution of such reimbursement agreement by such Authorized Officer to be conclusive evidence that the form and terms of such reimbursement agreement and the Senior A-1 Letter of Credit were deemed appropriate, and (ii) any other documents, certificates and other instruments which may be advisable, convenient or necessary to obtain the Senior A-1 Letter of Credit, including without limitation any fee letter agreement, offering memorandum or remarketing circular.

Section 2. Each Authorized Officer, acting singly, is hereby further authorized and directed to do all acts and things, and to execute and deliver any and all documents, certificates and other instruments necessary or desirable to effectuate the transactions contemplated by this vote.

Section 3. This resolution shall take effect immediately.