

RESOLUTION OF THE WEST VIRGINIA PARKWAYS AUTHORITY (THE "AUTHORITY") PROVIDING FOR THE ACCEPTANCE OF THE DRAFTS OF THE HNTB REPORT, THE CDM SMITH TRAFFIC REVENUE STUDY AND THE PRAG ANALYSIS (AS EACH OF THESE TERMS IS DEFINED BELOW); AUTHORIZING AND DIRECTING THE AUTHORITY TO PROVIDE PUBLIC NOTICE AND HOLD PUBLIC MEETINGS RELATED TO (A) THE PROPOSED ISSUANCE OF PARKWAY REVENUE BONDS WHICH WOULD REQUIRE THE PARKWAYS AUTHORITY TO INCREASE AND ADJUST RATES, TOLLS, FEES AND/OR DISCOUNT PROGRAMS, AND (B) THE PROPOSED TOLL RATE SCHEDULE AND PROPOSED SINGLE FEE DISCOUNT PROGRAM; AUTHORIZING THE ADVERTISING OF PUBLIC NOTICE OF SUCH MEETINGS IN ACCORDANCE WITH APPLICABLE LAW AND AUTHORITY RULES; AUTHORIZING THE POSTING OF COPIES OF THE ENGINEERING AND TRAFFIC REVENUE STUDIES AND OTHER PERTINENT INFORMATION AT PUBLIC PLACES OR THE MAKING OF SUCH INFORMATION AVAILABLE TO THE PUBLIC FOR INSPECTION AND REVIEW (AND POSTING SUCH STUDIES AND OTHER PERTINENT INFORMATION ONLINE ON THE AUTHORITY'S WEB SITE); PRELIMINARILY APPROVING, WITHOUT FINAL DECISION, THE ISSUANCE OF PROPOSED PARKWAY REVENUE BONDS, THE PROPOSED SINGLE FEE DISCOUNT PROGRAM AND THE PROPOSED TOLL RATE SCHEDULE (INCLUDING, WITHOUT LIMITATION, THE PROPOSED INCREASES AND ADJUSTMENTS OF TOLL RATES, FEES AND/OR DISCOUNT PROGRAMS PROPOSED IN CONNECTION THEREWITH); AND AUTHORIZING STAFF TO TAKE OTHER ACTIONS NECESSARY OR DESIRABLE TO CARRY OUT AND COMPLY WITH THE INTENT OF THIS RESOLUTION

WHEREAS, in accordance with Chapter 17, Article 16A of the West Virginia Code (the "Act"), the Authority is authorized after prior public notice and public meetings to issue any parkway revenue bond pursuant to the applicable provisions of the Act which would require the Authority to increase or adjust rates, tolls, fees under any single fee program, or charges whether at the time of issuance of the bonds or at any time during the term of any bonds;

WHEREAS, such parkway revenue bonds may be issued under the provisions of the Act without obtaining the consent of any department, division, commission, board, bureau or agency of the State of West Virginia;

WHEREAS, subject to further deliberation, study, public comment and the final decision of the Authority, the Authority now believes it to be desirable and in keeping within its purposes to potentially issue parkways revenue bonds in an amount not to exceed Five Hundred Million Dollars (\$500,000,000) (the "Proposed Bonds") for the purpose of paying all or any part of the cost of one or more parkway projects, as defined in the Act, including,

without limitation, those projects described in the HNTB Report (as defined below) and/or identified in Exhibit A attached hereto (collectively, the “Projects”);

WHEREAS, in accordance with Section 29 and other applicable provisions of the Act, the Authority is authorized to create a discount program for purchasers of West Virginia E-ZPass® transponders, provided, that prior to the fixation of any initial rates, tolls or charges or any increase in any rates, tolls or charges along any portion of the parkway project, the Authority may create a discount program for purchasers of West Virginia E-ZPass® transponders;

WHEREAS, the Authority has engaged its Consulting Engineer, HNTB Corporation (the “Consulting Engineer”), to prepare a report entitled “Consulting Engineer’s Report” (the “HNTB Report”) making a recommendation based on its study of the West Virginia Turnpike (the “Turnpike”) and its needs for estimated future operating and maintenance expenses, renewal and replacement requirements, and capital needs of the Turnpike, through 2050;

WHEREAS, the HNTB Report recommends that the Authority implement a program through 2050 to address the Turnpike’s estimated operating expenses, renewal and replacement requirements and capital needs;

WHEREAS, in the HNTB Report, the Consulting Engineer concludes, among other things, that funding the estimated operating costs, renewal and replacement costs and capital needs (in the respective amounts set forth in the HNTB Report) identified in the HNTB Report over a multi-year period (through 2050) is required in order for the Authority to meet its obligations to maintain the Turnpike in “good repair” in the future;

WHEREAS, the Authority has also engaged its Traffic Engineer, CDM Smith Inc. (“CDM Smith”), to analyze and prepare a study, entitled “West Virginia Turnpike 2018 Revenue Bond Study” (the “CDM Smith Traffic Revenue Study”) regarding recent transaction and revenue trends on the Turnpike and to develop traffic and revenue forecasts for the Turnpike under current toll rates and schedules, as well as under various increased levels of passenger car and commercial vehicle toll rates, including, without limitation, a proposal that would, (i) beginning in calendar year 2019, double the current toll rates for all classes of vehicles and, beginning in calendar year 2022 and subject to rounding, include toll rate increases nominally at 1.6% annually and (ii) implement a single fee discount program, as authorized under Section 29 and other applicable provisions of the Act (the “Single Fee Discount Program”), under which a user driving a Toll Class 1 passenger motor vehicle may obtain unlimited travel on the Turnpike for an annual fee of \$25 per year, plus applicable costs of issuing the special transponder required for such vehicle, provided, that, this program would include a limited (one-time) early enrollment option (the “Limited (One-Time) Early Enrollment Option”, and together with the Single Fee Discount Program, the “Proposed Single Fee Discount Program”) under which a customer driving a Toll Class 1 passenger motor vehicle may enroll early (**by December 31, 2018**) in the Single Fee Discount Program and obtain unlimited travel on the Turnpike in calendar years 2019, 2020 and 2021 for a one-time payment of \$24, plus applicable costs of issuing the special transponder required for such vehicle to participate in such Limited (One-Time) Early Enrollment Option;

WHEREAS, the Proposed Single Fee Discount Program (including the Limited (One-Time) Early Enrollment Option), the related schedule of toll rates and available discount programs are more particularly set forth and described in Exhibit B attached hereto and incorporated herein by reference (collectively, the “Proposed Toll Rate Schedule”);

WHEREAS, the CDM Smith Traffic Revenue Study, in part, provides a comprehensive analysis of the transaction and revenue forecast in connection with the Proposed Single Fee Discount Program and Proposed Toll Rate Schedule, as further set forth therein;

WHEREAS, the Authority has engaged its independent financial advisor, Public Resource Advisory Group (“PRAG”), to analyze and prepare a report regarding the Authority’s bonding capacity entitled “Bonding Capacity Analysis” taking into account the CDM Smith Traffic Revenue Study (as to projected annual toll revenues) and the HNTB Report (as to recommended annual operating and maintenance expenses, renewal and replacement requirements, and capital needs of the Turnpike through the end of 2050) (the “PRAG Analysis”); and

WHEREAS, the Authority now desires to accept the HNTB Report, the CDM Smith Traffic Revenue Study and the PRAG Analysis, and the information, recommendations, findings and analysis contained therein, and cause public notice to be given and public meetings to be held concerning the Proposed Bonds and proposed changes to toll policy (including toll increases and the proposed Single Fee Discount Program) as required by the Act, all as further resolved below.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE WEST VIRGINIA PARKWAYS AUTHORITY AS FOLLOWS:

1. The Authority hereby accepts the HNTB Report, the CDM Smith Traffic Revenue Study and the PRAG Analysis, and the information, recommendations, findings and analysis contained therein, including, but not limited to, the information, recommendations, findings and analysis regarding (i) the potential issuance of the Proposed Bonds, (ii) the implementation of the multi-year plan related to the Turnpike’s operating and maintenance expenses, renewal and replacement requirements and capital needs, through 2050, (iii) the Proposed Single Fee Discount Program and Proposed Toll Rate Schedule, as more particularly described in Exhibit B attached hereto and incorporated herein by reference, (iv) information related to proposed Projects, and (v) information related to the Authority’s bonding capacity.

2. The Authority is hereby authorized and directed (i) to hold the requisite public meetings on both of (A) the proposed issuance of the Proposed Bonds for the purpose of paying all or any part of the cost of one or more parkway projects, including, without limitation, those parkway projects described in the HNTB Report and/or identified in Exhibit A attached hereto, and (B) the Proposed Toll Rate Schedule, attached hereto as Exhibit B, and the Proposed Single Fee Discount Program (including, without limitation, the proposed increases and adjustments of toll rates, fees and/or discount programs proposed in connection therewith), (ii) to advertise notice of such public meetings as required by West Virginia Code §17-16A-

13a and the provisions of West Virginia Code §17-16A-29 and the Authority's rules on the posting of such notice, (iii) to post copies of the HNTB Report, the CDM Smith Traffic Revenue Study and the PRAG Analysis, and other pertinent information or otherwise make such information available for inspection and review by the public at locations and for time periods that are convenient for the public (including posting such information for the public online on the Authority's web site) and which meet the requirements of West Virginia Code §17-16A-13a and the provisions of West Virginia Code §17-16A-29 and (to the extent applicable) the Authority's procedural rules on such issues, **provided, however**, that, because the amendments to the Act enacted into law in 2017 no longer require the Authority to hold "public hearings" on such issues and instead require the Authority to hold "public meetings" concerning such issues, and further allow the Authority to post information for the public online on its web site, the Authority hereby amends its existing procedural rules to reflect such changes in law (and to this end, to provide for online posting of information for the public on its web site and to substitute "public meetings" in each place therein where the words "public hearing" are used and to substitute the word "meeting" in each place therein where the word "hearing" is used, and like changes as necessary to accomplish this change in law) and further hereby directs the Authority staff to cause such amendments to be filed with the West Virginia Secretary of State as soon as possible, and (iv) to provide the information and comments obtained from the public meetings to the members of the Authority so that the members of the Authority may be well informed about the subject matter of the Proposed Bonds, the Proposed Single Fee Discount Program, the Proposed Toll Rate Schedule, the proposed Projects, the Authority's bonding capacity and any matters related to any of the foregoing prior to making any final decision on the Proposed Bonds, the Proposed Single Fee Discount Program and the Proposed Toll Rate Schedule.

3. Based on the HNTB Report, the CDM Smith Traffic Revenue Study and the PRAG Analysis, and the information, recommendations, findings and analysis contained therein, and the recommendation of the Finance Committee, the Authority hereby preliminarily approves, but without taking final action regarding, the issuance of the Proposed Bonds, the Proposed Single Fee Discount Program and the Proposed Toll Rate Schedule, attached hereto as Exhibit B, including, without limitation, the proposed increases and/or adjustments of toll rates, fees, discount programs and/or toll policies made in connection therewith. For the avoidance of doubt, the Authority has taken no final action regarding the Proposed Bonds, the Proposed Single Fee Discount Program and the Proposed Toll Rate Schedule, and no such final action will be made until (i) the Authority complies with the public notice and meeting requirements of West Virginia Code §17-16A-13a and the provisions of West Virginia Code §17-16A-29, and (ii) the Authority takes final action by giving final approval and authorization of the Proposed Toll Rate Schedule (including the Proposed Single Fee Discount Program) and the Proposed Bonds, and to that end, the Authority approves and directs its staff, in consultation with its general counsel, bond counsel and other professional advisors, as appropriate, to take steps to provide public notice of and attend public meetings and achieve compliance with the public notice and meeting requirements of West Virginia Code §17-16A-13a, and the provisions of West Virginia Code §17-16A-29.

4. In accordance with the Act, the Authority shall, and the officers, employees and agents of the Authority (including but not limited to the General Manager) are hereby

authorized and directed, to take such action (or omit to take such action), expend such funds, and execute all such documents, agreements, certificates and instruments as such officers, employees and agents, respectively, may determine to be necessary or desirable to carry out and comply with the intent of this Resolution (including, without limitation, the technical amendments of the Authority's existing procedural rules to reflect the change in the Act whereby the Authority is now required only to hold "public meetings"), and to carry out, comply with and perform the duties of the Authority in accordance with applicable law with respect to the foregoing matters. In addition, all prior acts by the Authority's officers, employees and agents in connection with the foregoing resolutions are hereby ratified and approved in all respects.

5. This Resolution shall take effect and be in full force and effect immediately from and after its passage and approval.

[Signature page follows this page.]

IN WITNESS OF THE DUE ADOPTION OF THIS RESOLUTION BY THE AUTHORITY, at its meeting duly called, noticed and held on April 5, 2018, the undersigned Chairman Designee of the Authority has affixed his or her signature hereto and has caused the Secretary of the Authority to attest and affix the seal of the Authority hereto, all as of the 5th day of April, 2018.

WEST VIRGINIA PARKWAYS AUTHORITY

By _____
Its Chairman Designee

[SEAL]

ATTEST:

Secretary

Exhibit A

Proposed Projects List

County	District	Project	Work	Estimated Cost
Fayette	9	SMITHERS CREEK BRIDGE	Replace	\$3,500,000
Fayette	9	LAUREL BRIDGE	Replace	\$1,336,000
Fayette	9	MOSSY INTERCHANGE BRIDGE	Replace	\$1,900,000
Fayette	9	MAHAN BRIDGE	Replace	\$936,000
Fayette	9	BIG CREEK BRIDGE	Replace	\$1,200,000
Fayette	9	Earl M Vickers Bridge	Rehab	\$12,400,000
Fayette	9	Slide Repair	Repair slide locations within county	\$500,000
Fayette	9	NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$4,164,000
Fayette	9	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$2,589,000
Fayette	9	US 19 Corridor Safety Improvements	Safety improvements at US 19 I/S in Fayette County	\$10,550,000
Fayette	9	Gatewood Road	Add 4-foot shoulders, other safety improvements	\$8,820,000
Fayette	9	US 60 Improvements	Shoulder widening; pulloffs for scenic touring and/or slow moving traffic	\$510,000
Greenbrier	9	311 BRIDGE	Deck Replacement/Rehabilitation	\$1,800,000
Greenbrier	9	Caldwell Bridge	Bridge and Tunnel Replacement	\$12,630,000
Greenbrier	9	WV 92 Safety Improvements	Corridor based safety and operational improvements	\$500,000
Greenbrier	9	CLIFFORD FAMILY MEMORIAL BRIDGE	Replace	\$2,800,000
Greenbrier	9	Slide Repair	Repair slide locations within county	\$500,000
Greenbrier	9	NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$7,355,000
Greenbrier	9	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$3,074,000
Kanawha	1	US Route 60 (Chelyan to Montgomery)	Operational improvements to US 60 between Chelyan and Montgomery, approximately 7 miles	\$40,000,000
Kanawha	1	LOWER FIELDS CK BR 0.70	Minor Rehab (Replace)	\$175,000
McDowell	10	KIMBALL BRIDGE	Replace	\$500,000
McDowell	10	RAYSAL ARCH	Replace	\$840,000
McDowell	10	LANDGRAFF BRIDGE	Replace	\$1,031,400
McDowell	10	COALWOOD SLAB	Replace	\$350,000
McDowell	10	SUPERIOR BRIDGE	Replace	\$2,100,000
McDowell	10	BARTLEY BRIDGE	Minor Rehab	\$500,000

McDowell	10	TWIN BRANCH TRUSS NO. 2	Replace	\$1,200,000
McDowell	10	NEWHALL ARCH No. 1	Replace	\$750,000
McDowell	10	WEST HOWARD STREET BRIDGE	Replace	\$2,500,000
McDowell	10	AVONDALE BRIDGE	Replace	\$2,500,000
McDowell	10	TWIN BRANCH PONY TRUSS No. 1	Replace	\$2,500,000
McDowell	10	Slide Repair	Repair slide locations within county	\$500,000
McDowell	10	NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$8,037,000
McDowell	10	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$1,510,000
McDowell	10	MCDOWELL STREET BRIDGE	Minor Rehab	\$188,100
McDowell	10	NEWHALL ARCH No. 2	Replace	\$650,000
McDowell	10	BIG CREEK ARCH	Replace	\$650,000
McDowell	10	Lex Hill Road Bridge	Replace	\$3,050,000
Mercer	10	MONTCALM BRIDGE	Replace	\$3,150,000
Mercer	10	King Coal Highway-WV 123 Airport Road (Mercer Co.) to John Nash Blvd	Construct 3.8 miles of four lane road	\$50,000,000
Mercer	10	Kegley-Wyoming County Line	Minor widening, Rehab 5 BR, Resurf	\$12,350,000
Mercer	10	PRINCETON OVERHEAD	Replace	\$5,700,000
Mercer	10	WV 10 and WV 123 Safety Improvements	Corridor based safety and operational improvements	\$500,000 Up to \$50 million for Route 10
Mercer	10	Slide Repair	Repair slide locations within county	\$500,000
Mercer	10	NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$7,617,000
Mercer	10	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$2,961,000
Monroe	9	RED SULPHUR BRIDGE	Replacement	\$3,000,000
Monroe	9	Slide Repair	Repair slide locations within county	\$500,000
Monroe	9	NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$3,392,000
Monroe	9	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$1,965,000
Nicholas	9	BIRCH RIVER BRIDGE	Replace	\$1,800,000
Nicholas	9	POWELLS CREEK BRIDGE	Replace	\$1,200,000
Nicholas	9	Slide Repair	Repair slide locations within county	\$500,000
Nicholas	9	NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$3,241,000
Nicholas	9	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$1,867,000
Raleigh	10	PINEY CREEK BRIDGE	Replace	\$1,250,000
Raleigh	10	Zway Segment 8 Beaver - S Eisenhower Drive	Construct Zway Segment 8	\$16,500,000
Raleigh	10	ZwayShady Springs to Beaver	Widen and Realign Segment 1	\$35,000,000
Raleigh	10	STANAFORD RD-WV 41 (INC SPRAGUE OH BRIDGE)		\$10,200,000

Raleigh	10	WV 99, WV 307 Safety Improvements	Corridor based safety and operational improvements	\$400,000
Raleigh	10	Slide Repair	Repair slide locations within county	\$500,000
Raleigh	10	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$3,042,000
Summers	9	BRADSHAW CREEK BRIDGE	Replace	\$2,400,000
Summers	9	WV 12 Safety Improvements	Corridor based safety and operational improvements	\$200,000
Summers	9	Slide Repair	Repair slide locations within county	\$500,000
Summers	9	NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$976,000
Summers	9	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$1,803,000
Summers	9	INDIAN CREEK BRIDGE	Replace	\$2,800,000
Various	10	WV 10 Operational Improvements (Kegley-Man) six cn projects	Operational improvements to existing WV 10 facility in Wyoming & Mercer Counties	Up to \$80,000,000 For Route 10
Wyoming	10	Wyoming CL - Pineville	Minor widening, Rehab 5 BR, Resurf	\$12,350,000
Wyoming	10	KEN SHADRICK BRIDGE	Rehab	\$12,350,000
Wyoming	10	PINEVILLE-LOGAN CL	Minor widening, Rehab 5 BR, Resurf	\$12,350,000
Wyoming	10	CHARLES V. STEWART MEMORIAL BRIDGE	Replace	\$225,000
Wyoming	10	WV 85, WV 971 Safety Improvements	Corridor based safety and operational improvements	\$400,000
Wyoming	10	Coalfields Expressway-WV 16 to Welch	Construct four lane highway	\$110,000,000
Wyoming	10	SLAB FORK BRIDGE	Rehab	\$850,000
Wyoming	10	SSG GENE ARDEN VANCE JR MEMORIAL BRIDGE	Replace	\$1,250,000
Wyoming	10	NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$3,745,000
Wyoming	10	Non-NHS Pavement Reconstruction and Rehabilitation	Reconstruct and Rehabilitate	\$1,762,000
Wyoming	10	PINEVILLE BRIDGE	Replace	\$2,000,000
Raleigh	10	I-77/ I-64 Widening at Beckley*	Widen I-77/ I-64 from MP 40.3 to MP 47.6	\$90,000,000*

*This is a project on and for the West Virginia Turnpike. It is anticipated that the funds to pay for the Department of Transportation, Division of Highways lane widening project on I-77/ I-64 from MP 40.3 to MP 47.6 will come from the State Road Fund, from proceeds of the contemplated general obligation bonds to be issued by the State of West Virginia, which issuance is currently planned for calendar year 2018. As a result, it will not be necessary for the Proposed Bonds of the Authority to provide funding for this approximately \$90 Million project using Turnpike toll revenues, allowing the Authority in turn to issue Proposed Bonds for other projects in this Exhibit A which are not on the Turnpike.

Exhibit B

Proposed Toll Rate Schedule

Toll Class	Axles	Vehicle Type	ALL Mainline Toll Plazas			North Beckley Plaza		
			Cash Rate	WV E-ZPass® Rate	Non-WV E-ZPass® Rate	Cash Rate	WV E-ZPass® Rate	Non-WV E-ZPass® Rate
1	2	Passenger Cars/Pickup Trucks/Motorcycles and Passenger Vans (under 7'6")	\$4.00	Free	\$4.00	\$0.80	Free	\$0.80
2	3+	Passenger Cars/Pickup Trucks with a trailer (under 7'6")	\$5.00	\$3.26	\$5.00	\$1.60	\$1.04	\$1.60
3	2 - 3	Motor Home	\$5.00	\$3.26	\$5.00	\$1.60	\$1.04	\$1.60
4	3+	Motor Home with a trailer	\$6.50	\$4.22	\$6.50	\$2.40	\$1.56	\$2.40
5	2	2 axle Trucks	\$6.50	\$5.20	\$5.66	\$1.60	\$1.28	\$1.40
6	3	3 axle Trucks	\$9.00	\$7.20	\$7.84	\$2.40	\$1.92	\$2.08
7	4	4 axle Trucks	\$13.00	\$10.40	\$11.32	\$3.20	\$2.56	\$2.78
8	5	5 axle Trucks	\$13.50	\$10.80	\$11.74	\$3.20	\$2.56	\$2.78
9	6+	6+ axle Trucks	\$19.00	\$15.20	\$16.54	\$4.80	\$3.84	\$4.18
10		Oversize Trucks	\$24.00	\$19.20	\$20.88	\$14.40	\$11.52	\$12.52

Beginning in 2022, the proposed toll rate schedule set forth above is subject to an automatic 1.6% annual increase (not to exceed 5% in any 3-year period); provided, that the amount of any such annual increase shall be rounded (i) to the nearest \$0.25 for the Cash Rate at each Mainline Toll Plaza and (ii) to the nearest \$0.10 (nearest 10 cents) for the Cash Rate at the North Beckley Plaza. The corresponding WV E-ZPass® Rates and Non-WV E-ZPass® Rates shall also be automatically adjusted accordingly as each of the cash rates are increased. The following discount programs shall also be implemented and apply to travel on the West Virginia Turnpike:

Single Fee Discount Program

Beginning on January 1, 2019, a customer driving a Toll Class 1 passenger motor vehicle (i.e., passenger vehicle weighing less than 8,000 pounds for personal use and non-commercial use) may obtain (upon submission of a complete application, payment of applicable fees and receipt of a special transponder from the West Virginia Parkways Authority) unlimited travel on the West Virginia Turnpike for one year (from the month of purchase) for that vehicle for an annual fee of \$25 per year per vehicle, plus applicable costs of issuing a special transponder for that vehicle; provided, that, as a limited one-time early enrollment incentive offer, any

customer driving a Class 1 passenger motor vehicle may enroll in this Single Fee Discount Program by December 31, 2018 and obtain unlimited travel for that vehicle on the West Virginia Turnpike in calendar years 2019, 2020 and 2021 for a one-time payment of \$24 per vehicle, plus applicable costs of issuing the required special transponder for that vehicle (estimated to be \$13 per special transponder per vehicle) (the “Limited (One-Time) Early Enrollment Offer”). For the avoidance of doubt, this Single Fee Discount Program, as well as the Limited (One-Time) Early Enrollment Offer, would be open to all in-state (West Virginia) and out-of-state (non-West Virginia) customers driving a Toll Class 1 passenger motor vehicle (upon each such customer’s submission of a complete application, payment of applicable fees and receipt of a special transponder from the West Virginia Parkways Authority). If implemented, the full terms and conditions of the Single Fee Discount Program, as well as the Limited (One-Time) Early Enrollment Offer, would be provided on the Single Fee Discount Program application and would be subject to applicable law.

Non-Commercial Vehicles in Class II, III and IV – Discount Plan for West Virginia E-ZPass® Customers

Customers with vehicles in Class II, III and IV having a WV E-ZPass® will continue to receive a 35% discount off cash tolls at each toll plaza on the West Virginia Turnpike.

Commercial Discount Plan #A

There is a \$25.00 charge for the purchase of each E-ZPass transponder (non-refundable). Rates are based on the West Virginia Toll Rates table above under the column “WV E-ZPass Rate”.

Example: For a 5 axle tractor trailer, the cost per toll plaza of \$10.80 would be deducted from an E-ZPass® pre-paid account as opposed to a cash rate of \$13.50.

Commercial Discount Plan #B

Accounts are opened and managed by other E-ZPass® agencies, so there is no paperwork, account maintenance, or charge for transponders. Rates are based on the West Virginia Toll Rates table above under the column “Non-WV E-ZPass® Rate”.

Example: For a 5 axle tractor trailer, the cost per toll plaza of \$11.74 would be charged to a Non-West Virginia E-ZPass® account, as opposed to a cash rate of \$13.50.