



**RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH CAROLINA
TURNPIKE AUTHORITY TO AMEND BY-LAWS**

WHEREAS, the North Carolina Turnpike Authority (the “Authority”) is duly organized and existing under the laws of the State of North Carolina (the “State”) within the State Department of Transportation, and is authorized under Article 6H (Turnpike Authority and Toll Projects) of Chapter 136, as amended (the “Act”), of the North Carolina General Statutes (the “G.S.”), to operate “turnpike projects,” as defined in the Act;

WHEREAS, pursuant to G.S. § 136-89.182, the General Assembly created the Board of Directors of the Authority (the “Authority Board”);

WHEREAS, pursuant to G.S. § 136-89.182(j), the Authority Board is authorized to “adopt, change, or amend by-laws with respect to calling of meetings, quorums, voting procedures, the keeping of records, and other organizational, staffing, and administrative matters as the Authority Board may determine”;

WHEREAS, pursuant to Session Law 2009-343, codified as North Carolina General Statute (N.C.G.S.) §136-89.182(b), the Authority no longer exercises its powers independently of the Secretary but shall be subject to the direction and supervision of the Secretary.

WHEREAS, the By-Laws have not been amended, revised or restated since the passage of Session Law 2009-343;


WHEREAS, the Authority Board has determined it advisable and in the best interest of the Authority Board and the Authority to adopt and approve amendments to the By-Laws;

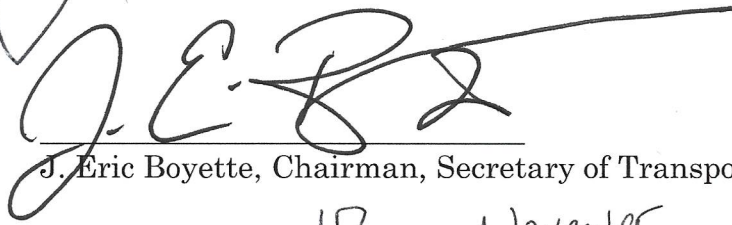
WHEREAS, the original By-Laws and the proposed revisions to the By-Laws are reflected in the blackline version attached hereto as Exhibit A; and

WHEREAS, the Amended and Restated By-Laws of the North Carolina Turnpike Authority are attached hereto as Exhibit B.

NOW, THEREFORE, BE IT RESOLVED, that the Authority Board hereby adopts and approves the Amended and Restated By-Laws of the North Carolina Turnpike Authority as set forth in the document attached hereto as Exhibit B; and

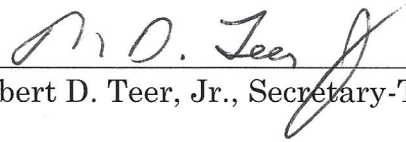
BE IT FURTHER RESOLVED that the Amended and Restated By-Laws of the North Carolina Turnpike Authority shall take effect immediately upon adoption of this resolution.


James Walker, Vice Chairman


J. Eric Boyette, Chairman, Secretary of Transportation

Executed, this the 17 day of November, 2022.

Attested to by:


Robert D. Teer, Jr., Secretary-Treasurer