



STATE OF NORTH CAROLINA  
TURNPIKE AUTHORITY

BEVERLY E. PERDUE  
GOVERNOR

1578 MAIL SERVICE CENTER, RALEIGH, N.C. 27699-1578

DAVID W. JOYNER  
EXECUTIVE DIRECTOR

**Board of Directors**  
**Meeting Minutes**  
Wednesday, October 6, 2010

Members present: Perry Safran  
Members via phone: Gene Conti, Chairman  
Robb Teer  
Bob Clay  
James Ferebee  
John Collett  
Al Swanstrom  
Members absent: Anthony Fox  
David Redwine  
Also present: David Joyner, Executive Director

Secretary Gene Conti called the meeting to order at 10:36 am. Secretary Conti read the State Ethics Act statement and declared that a quorum was present.

Grady Rankin discussed the Monroe Connector/Bypass financing. He stated that the Local Government Commission met on October 5 and approved the issuance of appropriation bonds for the Monroe Connector/Bypass. William McBride, NCTA Bond Counsel, gave a brief description of the Appropriation Bond Order. (See attached.)

*Action Item:* Perry Safran made the following motion: *I move that the Board adopt the bond order resolution as presented.* The motion was seconded by Robb Teer and approved unanimously.

Grady Rankin discussed the Monroe financing schedule. He stated that the Board will need to have another telephone Board meeting on November 1<sup>st</sup> to approve a request to the LGC to issue additional bonds. Secretary Conti stated that the LGC raised some issues that were brought forth by the Southern Environmental Law Center. He stated that the issues will be addressed before the next LGC meeting.

David Joyner thanked Robb Teer for the honor of receiving the 2010 Nello L. Teer, Sr. Award for Excellence in Transportation Construction.

The meeting was adjourned at 10:45 am.  
*Minutes prepared by Jillian Bliss.*

**BOND ORDER OF THE NORTH CAROLINA TURNPIKE AUTHORITY  
AUTHORIZING THE ISSUANCE OF STATE APPROPRIATION  
REVENUE BONDS TO FINANCE, IN PART, THE MONROE  
CONNECTOR SYSTEM TURNPIKE PROJECT AND THE TAKING OF  
OTHER ACTIONS IN CONNECTION THEREWITH**

**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 “*NCGS*”) and The State and Local Government Revenue Bond Act, Article 5 of Chapters 159, as amended, of the NCGS (the “*Revenue Bond Act*”), to issue revenue bonds for the purpose of financing and refinancing the cost of acquiring, constructing and equipping “turnpike projects,” as defined in the Act;

**WHEREAS**, the Secretary of Transportation, pursuant to Section 143B-10 and 143B-349 of the NCGS, has delegated to the Board of the Authority certain powers including the power to fix, revise, charge, and collect tolls and fees for the use of turnpike projects and the power to issue bonds or notes of the Authority to finance such projects;

**WHEREAS**, the Authority desires to issue revenue bonds pursuant to the Act and the Revenue Bond Act to finance a portion of the costs of the land, easements, rights of way, capital improvements and equipment constituting a turnpike project of the Authority known as the “Monroe Connector System” and generally consisting of an approximately 19.7 mile roadway extending from US Highway 74 at Interstate 485 in eastern Mecklenburg County, North Carolina, near the Town of Matthews to US Highway 74 near the Town of Marshville in Union County, North Carolina, as it may hereafter exist (the “*Initial Project*”);

**WHEREAS**, pursuant to Section 136-176(b2), as amended, of the NCGS, the North Carolina General Assembly has provided for an annual appropriation to the Authority in the amount of \$24,000,000 (the “*State Appropriated Revenues*”) to be used to pay debt service or related financing costs and expenses on revenue bonds issued by the Authority to finance the turnpike project known as the Monroe Connector System or to fund reserves in connection therewith and that the State Appropriated Revenues may constitute “revenues” of the Authority for certain purposes within the meaning of the Revenue Bond Act;

**WHEREAS**, the Authority has determined to issue its North Carolina Turnpike Authority Monroe Connector System State Appropriation Revenue Bonds secured by the State Appropriated Revenues, including its North Carolina Turnpike Authority Monroe Connector System State Appropriation Revenue Bonds, Series 2010A (Federally Taxable – Build America Bonds) (the “*Series 2010A Bonds*”), and its North Carolina Turnpike Authority Monroe Connector System State Appropriation Revenue Bonds, Series 2010B (the “*Series 2010B Bonds*” and, together with the Series 2010A Bonds, the “*Series 2010 Bonds*”), under the Revenue Bond Act and a trust agreement between the Authority and Wells Fargo Bank, N. A., as trustee (the “*Trust Agreement*”), with the Series 2010 Bonds and any additional bonds issued under the Trust Agreement payable from and secured by the State Appropriated Revenues;

**WHEREAS**, the North Carolina Local Government Commission (the “LGC”) has been requested to approve the issuance of, and provide for the sale of, the Series 2010 Bonds in accordance with Revenue Bond Act, and such approval has been received;

**NOW, THEREFORE, BE IT ORDERED** by the Board of the Authority as follows:

1. North Carolina Turnpike Authority Monroe Connector System State Appropriation Revenue Bonds secured by State Appropriated Revenues shall be issued to finance a portion of the capital cost of the Monroe Connector System turnpike project pursuant to the Trust Agreement which shall be in substantially the form attached hereto as Exhibit A with only such changes therein as approved by officers of the Authority through their execution thereof.
2. The Bonds shall be secured by and payable from State appropriations and will have a principal amount not in excess of \$500,000,000.
3. The interest rates, maturities, redemption provisions and other terms of the Bonds shall be as set forth in the Trust Agreement with the final provisions thereof as approved by the officers of the Authority through their execution of such Trust Agreement.
4. All other actions of the officers and staff of the Authority in connection with the issuance of North Carolina Turnpike Authority Monroe Connector System State Appropriation Revenue Bonds secured by State Appropriated Revenues are hereby authorized.