

Thereupon, _____ introduced the following resolution the title of which was read and a copy of which had been previously distributed to each Council Member:

RESOLUTION PROVIDING FOR THE SALE AND ISSUANCE OF NOT TO EXCEED \$144,600,000 GENERAL OBLIGATION PUBLIC IMPROVEMENT BONDS, SERIES 2018B

BE IT RESOLVED by the City Council (the “City Council”) of the City of Greensboro, North Carolina (the “City”):

Section 1. The City Council has determined and does hereby find and declare as follows:

(a) An order authorizing \$134,000,000 Street Bonds of the City (the “Street Bonds”) was adopted by the City Council of the City on July 16, 2008, which order was approved by the vote of a majority of the qualified voters of the City who voted thereon at a referendum duly called and held on November 4, 2008. The City Council of the City adopted an order on February 4, 2014 extending the time to issue the Street Bonds from seven to ten years from November 4, 2008, which order has taken effect.

(b) An order authorizing \$20,000,000 Parks and Recreational Facilities Bonds of the City (the “Park Bonds”) was adopted by the City Council of the City on July 16, 2008, which order was approved by the vote of a majority of the qualified voters of the City who voted thereon at a referendum duly called and held on November 4, 2008. The City Council of the City adopted an order on February 4, 2014 extending the time to issue the Park Bonds from seven to ten years from November 4, 2008, which order has taken effect.

(c) An order authorizing \$20,000,000 Natural Science Center Bonds of the City (the “Natural Science Center Bonds”) was adopted by the City Council of the City on June 16, 2009, which order was approved by the vote of a majority of the qualified voters of the City who voted thereon at a referendum duly called and held on November 3, 2009. The City Council of the City adopted an order on September 6, 2016 extending the time to issue the Natural Science Center Bonds from seven to ten years from November 3, 2009, which order has taken effect.

(d) An order authorizing \$25,000,000 Housing Bonds (the “Housing Bonds”) was adopted by the City Council of the City on August 1, 2016, which order was approved by the vote of a majority of the qualified voters of the City who voted thereon at a referendum duly called and held on November 8, 2016.

(e) An order authorizing \$38,500,000 Community and Economic Development Bonds (the “Community and Economic Development Bonds”) was adopted by the City Council of the City on August 1, 2016, which order was approved by the vote of a majority of the qualified voters of the City who voted thereon at a referendum duly called and held on November 8, 2016.

(f) An order authorizing \$34,500,000 Parks and Recreation Bonds (the “Parks and Recreation Bonds”) was adopted by the City Council of the City on August 1, 2016, which order was approved by the vote of a majority of the qualified voters of the City who voted thereon at a referendum duly called and held on November 8, 2016.

(g) An order authorizing \$28,000,000 Transportation Bonds (the “Transportation Bonds”) was adopted by the City Council of the City on August 1, 2016, which order was approved by the vote of a majority of the qualified voters of the City who voted thereon at a referendum duly called and held on November 8, 2016.

(h) The City has heretofore issued \$27,963,152 of the Street Bonds, \$14,759,464 of the Park Bonds and \$11,795,698 of the Natural Science Center Bonds, and there remains \$106,036,848 of the Street Bonds, \$5,240,536 of the Park Bonds and \$8,204,302 of the Natural Science Center Bonds that are authorized to be issued. None of the Housing Bonds, the Community and Economic Development Bonds, the Parks and Recreation Bonds or the Transportation Bonds have been issued.

(i) There is outstanding a not to exceed \$50,000,000 General Obligation Public Improvement Bond Anticipation Note, Series 2017A, dated April 12, 2017, maturing on November 1, 2018 and bearing interest at a variable rate (the “2017 Note”), which 2017 Note was issued in anticipation of the receipt of proceeds of the sale of not to exceed \$37,500,000 of the Street Bonds, not to exceed \$5,000,000 the Park Bonds and not to exceed \$7,500,000 of the Natural Science Center Bonds.

(j) There is outstanding \$9,245,000 General Obligation Public Improvement Bond Anticipation Notes, Series 2018A, dated June 27, 2018, maturing October 18, 2018, and bearing interest at the rate of 3.00% per annum (the “2018A Notes”), which 2018A Notes were issued in anticipation of the receipt of the proceeds of the sale of \$730,000 of the Community and Economic Development Bonds, \$5,425,000 of the Parks and Recreation Bonds and \$3,090,000 of the Transportation Bonds.

(k) There is outstanding \$5,325,000 Taxable General Obligation Public Improvement Bond Anticipation Notes, Series 2018B, dated June 27, 2018, maturing October 18, 2018, and bearing interest at the rate of 3.25% per annum (the “2018B Notes”), which 2018B Notes were issued in anticipation of the receipt of the proceeds of the sale of \$4,625,000 of the Housing Bonds and \$700,000 of the Community and Economic Development Bonds.

(l) It is necessary to issue not to exceed \$102,500,000 of the Street Bonds, \$5,000,000 of the Park Bonds, \$7,500,000 of the Natural Science Center Bonds, \$7,125,000 of the Community and Economic Development Bonds, \$11,000,000 of the Parks and Recreation Bonds and \$11,475,000 of the Transportation Bonds at this time for the purpose of providing funds, together with any other available funds, to (i) redeem the outstanding principal balance of the 2017 Note, (ii) pay at maturity the outstanding principal balance of the 2018A Notes, (iii) pay at maturity \$700,000 of the outstanding principal balance of the 2018B Notes, (iv) pay the costs of the various projects authorized to be financed by said bonds and (v) pay certain financing costs relating thereto.

(m) It is in the best interest of the City to consolidate the Park Bonds, the Street Bonds, the Natural Science Center Bonds, the Community Economic Development Bonds, the Parks and Recreation Bonds and the Transportation Bonds to be issued for the purposes of sale into a single

issue of bonds designated “General Obligation Public Improvement Bonds, Series 2018B” (the “Bonds”).

(n) (i) The maximum period of usefulness of the capital projects to be provided with the proceeds of the Park Bonds, the Natural Science Center Bonds and the Parks and Recreation Bonds is estimated as a period of at least forty (40) years from April 12, 2017, the date of the 2017 Note, and that such period expires on April 12, 2057, and (ii) the maximum period of usefulness of the capital projects to be provided with the proceeds of the Street Bonds, the Community and Economic Development Bonds and the Transportation Bonds is estimated as a period of at least twenty (20) years from June April 12, 2017, the date of the 2017 Note, and that such period expires on April 12, 2037.

(o) Simultaneously with the issuance of the Bonds, the City intends to issue its \$10,400,000 Taxable General Obligation Public Improvement Bonds, Series 2018A” (the “Series 2018A Bonds”). The Bonds and the Series 2018A Bonds shall be treated as a single issue for purposes of Section 159-65(a)(3) and (4) of the General Statutes of North Carolina, as amended.

Section 2. Pursuant to said orders, the City shall issue the Bonds in the aggregate principal amount not to exceed \$144,600,000, to be dated as of the date of delivery thereof and designated “General Obligation Public Improvement Bonds, Series 2018B.” The Bonds shall be stated to mature annually on October 1 in the years and amounts determined by the Local Government Commission of North Carolina (the “Commission”) and approved by the City; provided, however, that the aggregate principal amount of the Bonds shall not exceed \$144,600,000 and the final maturity of the Bonds shall not exceed October 1, 2038. The Bonds shall bear interest at a rate or rates to be determined by the Commission at the time the Bonds are sold, which interest to the respective maturities thereof shall be payable on each April 1 and October 1, beginning April 1, 2019, until payment of such principal sum. The final aggregate principal amount of the Bonds and the principal amount of each maturity of the Bonds shall be evidenced by a certificate of the Mayor, the City Manager or the Finance Director of the City executed and delivered on or before the date of issuance of the Bonds, and the final aggregate principal amount of the Bonds and the final principal amount of each maturity of the Bonds shall also be set forth in the Final Official Statement (hereinafter defined).

Notwithstanding the foregoing, the principal due on October 1 of each year as provided above may be made to come due on account of the maturity of Bonds on such date or pursuant to mandatory sinking fund redemption, all as provided in the Notice of Sale relating to the Bonds. Bonds to be retired on multiple dates on account of mandatory sinking fund redemptions and a final maturity are herein referred to as “Term Bonds.” The Finance Director of the City may take all actions necessary, including modification of the form of Bonds set forth in Section 3 of this resolution and the redemption provisions set forth in Section 4 of this resolution, in order to conform any Bonds to the requirements for Term Bonds.

Each Bond shall bear interest from the interest payment date next preceding the date on which it is authenticated, unless it is (a) authenticated upon an interest payment date, in which event it shall bear interest from such interest payment date or (b) authenticated prior to the first interest payment date, in which event it shall bear interest from its date; provided, however, that

if at the time of authentication interest is in default, such Bond shall bear interest from the date to which interest has been paid.

The principal of and the interest on the Bonds shall be payable in any coin or currency of the United States of America which is legal tender for the payment of public and private debts on the respective dates of payment thereof.

The Bonds shall be issued by means of a book-entry system with no physical distribution of Bond certificates to be made except as hereinafter provided. One Bond certificate with respect to each date on which the Bonds are stated to mature, in the aggregate principal amount of the Bonds stated to mature on such date and registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), shall be issued and required to be deposited with DTC and immobilized in its custody. The book-entry system will evidence ownership of the Bonds in the principal amount of \$5,000 or any whole multiple thereof, with transfers of ownership effected on the records of DTC and its participants pursuant to rules and procedures established by DTC and its participants. The principal of each Bond shall be payable to Cede & Co. or any other person appearing on the registration books of the City hereinafter provided for as the registered owner of such Bond or her registered assigns or legal representative at such office of the Bond Registrar (hereinafter defined) or such other place as the City may determine upon the presentation and surrender thereof as the same shall become due and payable. Payment of the interest on each Bond shall be made by the Bond Registrar on each interest payment date to the registered owner of such Bond (or the previous Bond or Bonds evidencing the same debt as that evidenced by such Bond) at the close of business on the record date for such interest, which shall be the 15th day (whether or not a business day) of the calendar month next preceding such interest payment date, by check mailed to such person at his or her address as it appears on such registration books; provided, however, that for so long as the Bonds are deposited with DTC, the payment of the principal of and interest on the Bonds shall be made to DTC in same-day funds by 2:30 p.m. or otherwise as determined by the rules and procedures established by DTC. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC, and transfer of principal and interest payments to beneficial owners of the Bonds by participants of DTC will be the responsibility of such participants and other nominees of such beneficial owners. The City shall not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing records maintained by DTC, its participants or persons acting through such participants.

In the event that (a) DTC determines not to continue to act as securities depository for the Bonds or (b) the Finance Director of the City determines that continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect the interests of the beneficial owners of the Bonds, the City shall discontinue the book-entry system with DTC. If the City identifies another qualified securities depository to replace DTC, the City shall make arrangements with DTC and such other depository to effect such replacement and deliver replacement Bonds registered in the name of such other depository or its nominee in exchange for the outstanding Bonds, and the references to DTC or Cede & Co. in this resolution shall thereupon be deemed to mean such other depository or its nominee. If the City fails to identify another qualified securities depository to replace DTC, the City shall deliver replacement Bonds in the form of fully-registered certificates in denominations of \$5,000 or any whole multiple

thereof (“Certificated Bonds”) in exchange for the outstanding Bonds as required by DTC and others. Upon the request of DTC, the City may also deliver one or more Certificated Bonds to any participant of DTC in exchange for Bonds credited to its account with DTC.

Unless indicated otherwise, the provisions of this resolution that follow shall apply to all Bonds issued or issuable hereunder, whether initially or in replacement thereof.

Section 3. The Bonds shall bear the manual or facsimile signatures of the Mayor and the City Clerk or any deputy or assistant City Clerk of the City, and the official seal or a facsimile of the official seal of the City shall be impressed or imprinted, as the case may be, on the Bonds.

The certificate of the Commission to be endorsed on all Bonds shall bear the manual or facsimile signature of the Secretary or the Deputy Secretary of the Commission and the certificate of authentication of the Bond Registrar to be endorsed on all Bonds shall be executed as provided hereinafter.

In case any officer of the City or the Commission whose manual or facsimile signature shall appear on any Bonds shall cease to be such officer before the delivery of such Bonds, such manual or facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if he had remained in office until such delivery, and any Bond may bear the manual or facsimile signatures of such persons as at the actual time of the execution of such Bond shall be the proper officers to sign such Bond although at the date of such Bond such persons may not have been such officers.

No Bond shall be valid or become obligatory for any purpose or be entitled to any benefit or security under this resolution until it shall have been authenticated by the execution by the Bond Registrar of the certificate of authentication endorsed thereon.

The Bonds to be registered in the name of Cede & Co. and the endorsements thereon shall be in substantially the following form:

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION (“DTC”), TO THE CITY OF GREENSBORO, NORTH CAROLINA OR ITS AGENT FOR REGISTRATION OR TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

No. RB-____ \$_____

United States of America
State of North Carolina
County of Guilford

CITY OF GREENSBORO
GENERAL OBLIGATION PUBLIC IMPROVEMENT BOND
SERIES 2018B

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>CUSIP No.</u>
October 1, 20__	_____%	_____

The City of Greensboro, a municipal corporation duly organized and validly existing under the laws of the State of North Carolina, is justly indebted and for value received hereby promises to pay to

CEDE & CO.

or registered assigns or legal representative on the date specified above, upon the presentation and surrender hereof, at the office of the Finance Director of said City (the “Bond Registrar”), in Greensboro, North Carolina, the principal sum of

_____ DOLLARS

and to pay interest on such principal sum from the date hereof or from April 1 or October 1 next preceding the date of authentication to which interest shall have been paid, unless such date of authentication is April 1 or October 1 to which interest shall have been paid, in which case from such date, such interest to the maturity hereof being payable on each April 1 and October 1, beginning April 1, 2019, at the rate per annum specified above, until payment of such principal sum. The interest so payable on any such interest payment date will be paid to the person in whose name this bond (or the previous bond or bonds evidencing the same debt as that evidenced by this bond) is registered at the close of business on the record date for such interest, which shall be the 15th day (whether or not a business day) of the calendar month next preceding such interest payment date, by check mailed to such person at his or her address as it appears on the bond registration books of said City; provided, however, that for so long as the Bonds (hereinafter defined) are deposited with The Depository Trust Company (“DTC”), the payment of the principal of and interest on the Bonds shall be made to DTC in same day funds by 2:30 p.m. or

otherwise as determined by the rules and procedures established by DTC. Both the principal of and the interest on this bond shall be paid in any coin or currency of the United States of America that is legal tender for the payment of public and private debts on the respective dates of payment thereof. For the prompt payment hereof, both principal and interest as the same shall become due, the faith and credit of said City are hereby irrevocably pledged.

This bond is one of an issue of bonds designated "General Obligation Public Improvement Bonds, Series 2018B" (the "Bonds") and issued by said City for the purpose of providing funds, together with any other available funds, for street and sidewalk, parks and recreational facilities, natural science center, community and economic development and transportation improvements, and this bond is issued under and pursuant to The Local Government Bond Act, as amended, Article 7, as amended, of Chapter 159 of the General Statutes of North Carolina, orders adopted by the City Council of said City, which orders were approved by the vote of a majority of qualified voters who voted thereon at referenda duly called and held, and a resolution duly adopted by said City Council (the "Resolution").

The Bonds maturing on or prior to October 1, 20__ are not subject to redemption prior to maturity. The Bonds maturing on October 1, 20__ and thereafter will be subject to redemption prior to their maturity, at the option of said City, from any moneys that may be made available for such purpose, either in whole or in part on any date not earlier than October 1, 20__, at a redemption price equal to 100% of the principal amount of the Bonds to be redeemed, plus accrued interest thereon to the date fixed for redemption.

[If any Bonds are Term Bonds, the following paragraph(s) shall be applicable:

The Bonds maturing October 1, ____ shall be subject to mandatory redemption in part by lot on October 1 in the years and amounts set forth below at a redemption price equal to 100% of the principal amount of the Bonds to be redeemed, plus accrued interest thereon to the date fixed for redemption:

<u>Year</u>	<u>Amount</u>
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* Maturity

The Bonds maturing October 1, ____ shall be subject to mandatory redemption in part by lot on October 1 in the years and amounts set forth below at a redemption price equal to 100% of the principal amount of the Bonds to be redeemed, plus accrued interest thereon to the date fixed for redemption:

<u>Year</u>	<u>Amount</u>
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*Maturity]

If less than all of the Bonds of any one maturity shall be called for redemption, the particular Bonds or portions of Bonds of such maturity to be redeemed shall be selected by lot in such manner as said City in its discretion may determine; provided, however, that the portion of any Bond to be redeemed shall be in the principal amount of \$5,000 or any whole multiple thereof and that, in selecting Bonds for redemption, each Bond shall be considered as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by \$5,000. So long as a book-entry system with The Depository Trust Company (“DTC”), is used for determining beneficial ownership of Bonds, if less than all of the Bonds within the maturity are to be redeemed, DTC and its participants shall determine which of the Bonds within a maturity are to be redeemed by lot. If less than all of the Bonds stated to mature on different dates shall be called for redemption, the particular Bonds or portions thereof to be redeemed shall be called in such manner as said City may determine.

Not more than sixty (60) nor less than thirty (30) days before the redemption date of any Bonds to be redeemed, whether such redemption be in whole or in part, said City shall cause a notice of such redemption to be filed with the Bond Registrar and to be mailed, postage prepaid, to the registered owner of each Bond to be redeemed in whole or in part to his or her address appearing upon the registration books of said City, provided that such notice to Cede & Co. shall be given by certified or registered mail or otherwise as prescribed by DTC. On the date fixed for redemption, notice having been given as aforesaid, the Bonds or portions thereof so called for redemption shall be due and payable at the redemption price provided for the redemption of such Bonds or portions thereof on such date and, if moneys for payment of such redemption price and the accrued interest are held by the Bond Registrar as provided in the Resolution, interest on the Bonds or the portions thereof so called for redemption shall cease to accrue. If a portion of this Bond shall be called for redemption, a new Bond or Bonds in principal amount equal to the unredeemed portion hereof will be issued to Cede & Co. or its legal representative upon the surrender hereof.

Any notice of redemption[, except a notice of redemption in respect of a mandatory sinking fund redemption,] may state that the redemption to be effected is conditioned upon the receipt by the Bond Registrar on or prior to the redemption date of moneys sufficient to pay the principal of and interest on the Bonds to be redeemed, and that if such moneys are not so received, such notice shall be of no force or effect and such Bond shall not be required to be redeemed. In the event that such notice contains such a condition and moneys sufficient to pay the redemption price and interest on such Bonds are not received by the Bond Registrar on or prior to the redemption date, the redemption shall not be made and the Bond Registrar shall within a reasonable time thereafter give notice, in the manner in which the notice of redemption was given, that such moneys were not so received.

The Bonds are being issued by means of a book-entry system with no physical distribution of bond certificates to be made except as provided in the Resolution. One bond certificate with respect to each date on which the Bonds are stated to mature, in the aggregate principal amount of the Bonds stated to mature on such date and registered in the name of Cede & Co., as nominee of DTC, is being issued and required to be deposited with DTC and immobilized in its custody. The book-entry system will evidence ownership of the Bonds in the principal amount of \$5,000 or any whole multiple thereof, with transfers of ownership effected

on the records of DTC and its participants pursuant to rules and procedures established by DTC and its participants. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC, and transfer of principal and interest payments to beneficial owners of the Bonds by participants of DTC will be the responsibility of such participants and other nominees of such beneficial owners. Said City will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

In certain events, said City will be authorized to deliver replacement Bonds in the form of fully-registered certificates in the denomination of \$5,000 or any whole multiple thereof in exchange for the outstanding Bonds as provided in the Resolution.

At the office of the Bond Registrar, in the manner and subject to the conditions provided in the Resolution, Bonds may be exchanged for an equal aggregate principal amount of Bonds of the same maturity, of authorized denominations and bearing interest at the same rate.

The Bond Registrar shall keep at his or her office the books of said City for the registration of transfer of Bonds. The transfer of this bond may be registered only upon such books and as otherwise provided in the Resolution upon the surrender hereof to the Bond Registrar together with an assignment duly executed by the registered owner hereof or his or her attorney or legal representative in such form as shall be satisfactory to the Bond Registrar. Upon any such registration of transfer, the Bond Registrar shall deliver in exchange for this bond a new Bond or Bonds, registered in the name of the transferee, of authorized denominations, in an aggregate principal amount equal to the unredeemed principal amount of this bond, of the same maturity and bearing interest at the same rate.

The Bond Registrar shall not be required to exchange or register the transfer of any Bond during a period beginning at the opening of business fifteen (15) days before the day of the mailing of a notice of redemption of Bonds or any portion thereof and ending at the close of business on the day of such mailing or of any Bond called for redemption in whole or in part pursuant to the Resolution.

It is hereby certified and recited that all acts, conditions and things required by the Constitution and laws of North Carolina to happen, exist and be performed precedent to and in the issuance of this bond have happened, exist and have been performed in regular and due form and time as so required; that provision has been made for the levy and collection of a direct annual tax upon all taxable property within said City sufficient to pay the principal of and the interest on this bond as the same shall become due; and that the total indebtedness of said City, including this bond, does not exceed any constitutional or statutory limitation thereon.

This bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Resolution until this bond shall have been authenticated by the execution by the Bond Registrar of the certificate of authentication endorsed hereon.

IN WITNESS WHEREOF, the City of Greensboro, North Carolina, by resolution duly adopted by its City Council, has caused this bond to be manually signed by the Mayor and the

City Clerk of said City and its official seal to be impressed hereon, all as of the ____ day of October, 2018.

[Do not sign] _____
Mayor

[SEAL]

[Do not sign] _____
City Clerk

CERTIFICATE OF LOCAL GOVERNMENT COMMISSION

The issuance of the within bond has been approved under the provisions of The Local Government Bond Act of North Carolina.

[Do not sign] _____
Secretary, Local Government Commission

CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds of the series designated herein and issued under the provisions of the within-mentioned Resolution.

[Do not sign] _____
Finance Director, as Bond Registrar

Date of authentication: _____

ASSIGNMENT

FOR VALUE RECEIVED the undersigned registered owner thereof hereby sells, assigns and transfers unto _____

_____ the within Bond and all rights thereunder and hereby irrevocably constitutes and appoints _____,

_____ attorney to register the transfer of said bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

In the presence of:

NOTICE: The signature must be guaranteed by an institution which is a participant in the Securities Transfer Agent Medallion Program (STAMP) or similar program.

The signature to this assignment must correspond with the name as it appears on the face of the within Bond in every particular, without alteration of enlargement or any change whatever.

Certificated Bonds issuable hereunder shall be in substantially the form of the Bonds registered in the name of Cede & Co. with such changes as are necessary to reflect the provisions of this resolution that are applicable to Certificated Bonds.

Section 4. The Bonds maturing on or prior to October 1, 2028 are not subject to redemption prior to their maturity. The Bonds maturing on October 1, 2029 and thereafter will be subject to redemption prior to their maturity, at the option of the City, from any moneys that may be made available for such purpose, either in whole or in part on any date not earlier than October 1, 2028, at a redemption price equal to 100% of the principal amount of the Bonds to be redeemed, plus accrued interest thereon to the date fixed for redemption.

Notwithstanding the foregoing, the Finance Director of the City may modify the redemption provisions set forth above if the Finance Director of the City determines that it is in the best interests of the City to modify the same for purposes of marketing and sale of the Bonds, such modified redemption provisions to be set forth in the Notice of Sale relating to the Bonds. In such case, the Finance Director is authorized and directed to take all actions necessary to conform the terms of the Bonds to reflect such modified redemption provisions.

If the Finance Director of the City determines that all or a portion of the Bonds shall be Term Bonds, then such Term Bonds shall be subject to mandatory sinking fund redemption in the amount necessary to retire principal of the Bonds on each October 1 as set forth in Section 2 of this resolution at a redemption price equal 100% of the principal amount to be so redeemed, plus accrued interest to the date fixed for redemption. In the event that any of the Term Bonds are redeemed in part pursuant to the optional redemption provisions set forth in the immediately preceding paragraph, the mandatory redemption requirements for the remaining Term Bonds of the same maturity shall be reduced in an aggregate amount equal to the amount of Term Bonds of the same maturity so redeemed in the years and amounts designated by the Finance Director of the City to the Bond Registrar.

If less than all of the Bonds of any one maturity shall be called for redemption, the particular Bonds or portions of Bonds of such maturity to be redeemed shall be selected by lot in such manner as the City in its discretion may determine; provided, however, that the portion of any Bond to be redeemed shall be in the principal amount of \$5,000 or any whole multiple thereof and that, in selecting Bonds for redemption, each Bond shall be considered as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by \$5,000. So long as a book-entry system with DTC, is used for determining beneficial

ownership of Bonds, if less than all of the Bonds within the maturity are to be redeemed, DTC and its participants shall determine which of the Bonds within a maturity are to be redeemed by lot. If less than all of the Bonds stated to mature on different dates shall be called for redemption, the particular Bonds or portions thereof to be redeemed shall be called in such manner as the City may determine.

Not more than sixty (60) nor less than thirty (30) days before the redemption date of any Bonds to be redeemed, whether such redemption be in whole or in part, the City shall cause a notice of such redemption to be filed with the Bond Registrar and to be mailed, postage prepaid, to the registered owner of each Bond to be redeemed in whole or in part to his or her address appearing upon the registration books of the City, provided that such notice to Cede & Co. shall be given by certified or registered mail or otherwise as prescribed by DTC. Failure to mail such notice or any defect therein shall not affect the validity of the redemption with regard to registered owners to whom such notice was properly given. Each such notice shall set forth the date designated for redemption, the redemption price to be paid and the maturities of the Bonds to be redeemed. In the event that Certificated Bonds are outstanding, each such notice to the registered owners thereof shall also set forth, if less than all of the Bonds of any maturity then outstanding shall be called for redemption, the distinctive numbers and letters, if any, of such Bonds to be redeemed and, in the case of any Bond to be redeemed in part only, the portion of the principal amount thereof to be redeemed. If any Bond is to be redeemed in part only, the notice of redemption shall state also that on or after the redemption date, upon surrender of such Bond, a new Bond or Bonds in principal amount equal to the unredeemed portion of such Bond will be issued.

Any notice of redemption, except a notice of redemption in respect of a mandatory sinking fund redemption, may state that the redemption to be effected is conditioned upon the receipt by the Bond Registrar on or prior to the redemption date of moneys sufficient to pay the principal of and interest on the Bonds to be redeemed, and that if such moneys are not so received, such notice shall be of no force or effect and such Bond shall not be required to be redeemed. In the event that such notice contains such a condition and moneys sufficient to pay the redemption price and interest on such Bonds are not received by the Bond Registrar on or prior to the redemption date, the redemption shall not be made and the Bond Registrar shall within a reasonable time thereafter give notice, in the manner in which the notice of redemption was given, that such moneys were not so received.

On or before the date fixed for redemption, moneys shall be deposited with the Bond Registrar to pay the principal of the Bonds or portions thereof called for redemption, as well as the interest accruing thereon to such redemption date.

On the date fixed for redemption, notice having been given in the manner and under the conditions hereinabove provided, the Bonds or portions thereof called for redemption shall be due and payable at the redemption price provided therefor, plus accrued interest to such date. If moneys sufficient to pay the redemption price of the Bonds or portions thereof to be redeemed, plus accrued interest thereon to the date fixed for redemption, are held by the Bond Registrar in trust for the registered owners of Bonds or portions thereof to be redeemed, interest on the Bonds or portions thereof called for redemption shall cease to accrue, such Bonds or portions thereof

shall cease to be entitled to any benefits or security under this resolution or to be deemed outstanding, and the registered owners of such Bonds or portions thereof shall have no rights in respect thereof except to receive payment of the redemption price thereof, plus accrued interest thereon to such redemption date.

If a portion of a Bond shall be selected for redemption, the registered owner thereof or his or her attorney or legal representative shall present and surrender such Bond to the Bond Registrar for payment of the principal amount thereof so called for redemption, and the Bond Registrar shall authenticate and deliver to or upon the order of such registered owner or his or her legal representative, without charge therefor, for the unredeemed portion of the principal amount of the Bond so surrendered, a Bond or Bonds of the same maturity, of any denomination or denominations authorized by this resolution and bearing interest at the same rate.

Section 5. Bonds, upon surrender thereof at the office of the Bond Registrar together with an assignment duly executed by the registered owner or his or her attorney or legal representative in such form as shall be satisfactory to the Bond Registrar, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Bonds of the same maturity, of any denomination or denominations authorized by this resolution and bearing interest at the same rate.

The transfer of any Bond may be registered only upon the registration books of the City upon the surrender thereof to the Bond Registrar together with an assignment duly executed by the registered owner or his or her attorney or legal representative in such form as shall be satisfactory to the Bond Registrar. Upon any such registration of transfer, the Bond Registrar shall authenticate and deliver in exchange for such Bond a new Bond or Bonds, registered in the name of the transferee, of any denomination or denominations authorized by this resolution, in an aggregate principal amount equal to the unredeemed principal amount of such Bond so surrendered, of the same maturity and bearing interest at the same rate.

In all cases in which Bonds shall be exchanged or the transfer of Bonds shall be registered hereunder, the Bond Registrar shall authenticate and deliver at the earliest practicable time Bonds in accordance with the provisions of this resolution. All Bonds surrendered in any such exchange or registration of transfer shall forthwith be canceled by the Bond Registrar. The City or the Bond Registrar may make a charge for shipping and out-of-pocket costs for every such exchange or registration of transfer of Bonds sufficient to reimburse it for any tax or other governmental charge required to be paid with respect to such exchange or registration of transfer, but no other charge shall be made by the City or the Bond Registrar for exchanging or registering the transfer of Bonds under this resolution.

As to any Bond, the person in whose name the same shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of the principal of any such Bond and the interest on any such Bond shall be made only to or upon the order of the registered owner thereof or his or her legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond, including the interest thereon, to the extent of the sum or sums so paid.

The Bond Registrar shall not be required to exchange or register the transfer of any Bond during a period beginning at the opening of business fifteen (15) days before the day of the mailing of a notice of redemption of Bonds or any portion thereof and ending at the close of business on the day of such mailing or of any Bond called for redemption in whole or in part pursuant to the Resolution.

The City shall appoint such registrars, transfer agents, depositaries or other agents as may be necessary for the registration, registration of transfer and exchange of Bonds within a reasonable time according to then current commercial standards and for the timely payment of principal of and interest on the Bonds. The Finance Director of the City, or any person at any time acting in such capacity, is hereby appointed the registrar, transfer agent and paying agent for the Bonds (collectively the "Bond Registrar"), subject to the right of the City Council to appoint another Bond Registrar, and as such shall keep at his or her office in the City, the books of the City for the registration, registration of transfer, exchange and payment of the Bonds as provided in this resolution.

Section 6. The City covenants that, to the extent permitted by the Constitution and laws of the State of North Carolina, it will comply with the requirements of the Internal Revenue Code of 1986, as amended or as may be amended from time to time, and any Treasury regulations now or hereafter promulgated thereunder, to the extent necessary so that interest on the Bonds will not be included in gross income of the owners of the Bonds for federal income tax purposes.

Section 7. All actions of the Mayor, the City Manager, the Finance Director and the City Clerk of the City in applying to the Commission to advertise and sell the Bonds are hereby approved, ratified and confirmed, and the Commission is hereby requested to ask for sealed bids for the Bonds by publishing notices and printing and distributing a Preliminary Official Statement, to be dated as of the date of delivery thereof, relating to the offering and sale of the Bonds. The printing and distribution of such Preliminary Official Statement, in substantially the form presented at this meeting, is hereby ratified, authorized and approved.

The preparation of a final Official Statement (the "Final Official Statement"), which will be in the form of the Preliminary Official Statement, but will include certain pricing and other information to be made available to the successful bidder for the Bonds by the Commission, is hereby approved, and the Mayor, the City Manager and the Finance Director of the City are hereby authorized to execute and deliver the Final Official Statement for and on the behalf of the City, and such execution shall be conclusive evidence of the approval of the City Council of the Final Official Statement.

Section 8. The City hereby undertakes, for the benefit of the beneficial owners of the Bonds, to provide to the Municipal Securities Rulemaking City Council (the "MSRB"):

(a) by not later than seven months from the end of each fiscal year of the City, beginning with the fiscal year ended June 30, 2018, audited financial statements of the City for such fiscal year, if available, prepared in accordance with Section 159-34 of the General Statutes of North Carolina, as it may be amended from time to time, or any successor statute, or, if such audited financial statements of the City are not available by seven months from the end of such fiscal

year, unaudited financial statements of the City for such fiscal year to be replaced subsequently by audited financial statements of the City to be delivered within fifteen (15) days after such audited financial statements become available for distribution;

(b) by not later than seven months from the end of each fiscal year of the City, beginning with the fiscal year ended June 30, 2018, (i) the financial and statistical data as of a date not earlier than the end of the preceding fiscal year for the type of information included under the headings “THE CITY - Debt Information and - Tax Information” (excluding any information on overlapping units) in the Final Official Statement and (ii) the combined budget of the City for the current fiscal year, to the extent such items are not included in the audited financial statements referred to in (a) above.

(c) in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the following events with respect to the Bonds:

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers, or their failure to perform;
- (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;
- (7) modification to the rights of the beneficial owners of the Bonds, if material;
- (8) Bond calls, except for a mandatory sinking fund redemption, if material, and tender offers;
- (9) defeasances;
- (10) release, substitution or sale of any property securing repayment of the Bonds, if material;
- (11) rating changes;
- (12) bankruptcy, insolvency, receivership or similar event of the City;
- (13) the consummation of a merger, consolidation or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(14) appointment of a trustee or a successor or additional trustee or the change of name of a trustee, if material; and

(d) in a timely manner, notice of a failure of the City to provide required annual financial information described in (a) or (b) above on or before the date specified.

All information provided to the MSRB as described in this Section shall be provided in an electronic format as prescribed by the MSRB and accompanied by identifying information as prescribed by the MSRB.

The City may meet the continuing disclosure filing requirement described above by complying with any other procedure that may be authorized or required by the United States Securities and Exchange Commission.

If the City fails to comply with the undertaking described above, any beneficial owner of the Bonds may take action to protect and enforce the rights of all beneficial owners with respect to such undertaking, including an action for specific performance; provided, however, that failure to comply with such undertaking shall not be an event of default and shall not result in any acceleration of the Bonds. All actions shall be instituted, had and maintained in the manner provided in this paragraph for the benefit of all beneficial owners of the Bonds.

The City reserves the right to modify from time to time the information to be provided to the extent necessary or appropriate in the judgment of the City, provided that:

(a) any such modification may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the City;

(b) the information to be provided, as modified, would have complied with the requirements of Rule 15c2-12 issued under the Securities Exchange Act of 1934 (“Rule 15c2-12”) as of the date of the Final Official Statement, after taking into account any amendments or interpretations of Rule 15c2-12, as well as any changes in circumstances; and

(c) any such modification does not materially impair the interests of the beneficial owners of the Bonds, as determined either by parties unaffiliated with the City (such as bond counsel), or by the approving vote of the registered owners of a majority in principal amount of the Bonds pursuant to the terms of this resolution, as this resolution may be amended from time to time, at the time of such amendment.

In the event that the City makes such a modification, the annual financial information containing the modified operating data or financial information shall explain, in narrative form, the reasons for the modification and the impact of the change in the type of operating data or financial information being provided.

The provisions of this Section shall terminate upon payment, or provision having been made for payment in a manner consistent with Rule 15c2-12, in full of the principal of and interest on all of the Bonds.

Section 9. Womble Bond Dickinson (US) LLP is hereby approved to serve as bond counsel to the City and DEC Associates, Inc. is hereby approved to serve as financial advisor to the City in connection with the authorization, sale and issuance of the Bonds.

Section 10. The Mayor, the City Manager, the Finance Director, the City Clerk and the City Attorney, and their respective deputies or assistants, are hereby authorized and directed to take such other actions and to execute and deliver such other documents, certificates, undertakings, agreements or other instruments as may be necessary or appropriate to effectuate the sale and issuance of the Bonds and the payment of redemption of the 2017 Note, the 2018A Notes and the 2018B Notes in a manner consistent with the terms of this resolution. The officers of the City and the agents and employees of the City are hereby authorized and directed to do all acts and things required of them by the provisions of this resolution for the full, punctual and complete performance of the terms, covenants, provisions and agreements of the same and the Bonds.

Section 11. This resolution shall take effect upon its adoption.

The City Attorney then announced that he had approved the foregoing resolution as to form.

Upon motion of Council Member _____, seconded by Council Member _____, the foregoing resolution entitled “RESOLUTION PROVIDING FOR THE SALE AND ISSUANCE OF NOT TO EXCEED \$144,600,000 GENERAL OBLIGATION PUBLIC IMPROVEMENT BONDS, SERIES 2018B” was adopted by the following vote:

Ayes: _____

Noes: _____