

Thereupon, Mayor Vaughn introduced the following resolution the title of which was read and summarized by the Finance Director and copies of which had been distributed to each Council Member:

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN INSTALLMENT FINANCING AGREEMENT, A DEED OF TRUST AND RELATED DOCUMENTS IN CONNECTION WITH THE FINANCING OF A NEW PERFORMING ARTS CENTER AND THE REFINANCING OF PRIOR INSTALLMENT FINANCING OBLIGATIONS FOR THE CITY OF GREENSBORO, NORTH CAROLINA

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

Section 1. The City Council does hereby find and determine as follows:

(a) There exists in the City a need to finance the cost of a new performing arts center for the City to be located in the downtown area of the City and bounded by Lindsey Street, Summit Avenue, Bellemeade Street and Elm Street (the “Project”).

(b) The City has also determined to refinance certain outstanding installment financing obligations relating to a Master Installment Financing Agreement, dated as of September 6, 2013, between the City and Bank of America, N.A., together with three Schedules related thereto (collectively, the “Prior Obligations”). The Prior Obligations were incurred by the City to finance the cost of acquiring various parcels of land constituting the site where the Project will be located.

(c) After a public hearing and due consideration, the City Council has determined that the most efficient manner of financing the Project and refinancing the Prior Obligations will be through entering into an Installment Financing Agreement, to be dated as of the date of delivery thereof (the “Agreement”), with PNC Bank, National Association (the “Bank”) pursuant Section 160A-20 of the General Statutes of North Carolina, as amended. Pursuant to the Agreement, the

Bank will advance moneys to the City from time to time in amounts sufficient, together with other available funds, to pay the costs of the Project, refinance the Prior Obligations and pay the related financing costs, and the City will repay the advancement in installments, with interest (the "Installment Payments").

(d) In order to secure its obligations under the Agreement, the City will execute and deliver a deed of trust (the "Deed of Trust") granting a lien on all or a portion of the site of the Project, together with all improvements and fixtures located or to be located thereon.

(e) There has been presented to the City Council at this meeting proposed forms of the Agreement and the Deed of Trust.

Section 2. In order to provide for the financing of the Project and the refinancing of the Prior Obligations, the City is hereby authorized to enter into the Agreement and receive an advancement pursuant thereto in a principal amount not to exceed \$30,000,000. The City shall repay the advancement in the amounts and at the times set forth in the Agreement. The payments of the installment payments shall be designated as principal and interest as provided in the Agreement. The interest rate payable under the Agreement shall be a variable rate and shall be calculated as provided in the Agreement.

Section 3. The City Council hereby approves the Agreement and the Deed of Trust in substantially the forms presented at this meeting. The Mayor, the Mayor Pro Tempore, the City Manager, any Assistant City Manager and the Finance Director of the City are each hereby authorized to execute and deliver on behalf of the City said documents in substantially the forms presented at this meeting, containing such insertions, deletions and filling in of blanks as the person executing such documents shall approve, such execution to be conclusive evidence of approval by the City Council of any such changes. The City Clerk or any Deputy or Assistant

City Clerk of the City is hereby authorized and directed to affix the official seal of the City to said documents and to attest the same.

Section 4. No deficiency judgment may be rendered against the City in any action for breach of any contractual obligation authorized pursuant to this resolution and the taxing power of the City is not and may not be pledged directly or indirectly to secure any moneys due under any contract herein authorized.

Section 5. The Mayor, the City Manager, the Finance Director and the City Clerk of the City, and any other officers, agents and employees of the City, are hereby authorized and directed to execute and deliver such closing certificates, opinions, agreements and other items of evidence as shall be deemed necessary to consummate the transactions described above.

Section 6. This resolution shall take effect immediately upon its passage.

Upon motion of Council Member _____, seconded by Council Member _____, the foregoing resolution entitled “RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN INSTALLMENT FINANCING AGREEMENT, A DEED OF TRUST AND RELATED DOCUMENTS IN CONNECTION WITH THE FINANCING OF A NEW PERFORMING ARTS CENTER AND THE REFINANCING OF PRIOR INSTALLMENT FINANCING OBLIGATIONS FOR THE CITY OF GREENSBORO, NORTH CAROLINA” was passed by the following vote:

Ayes: _____

Noes: _____
