

A regular meeting of the City Council of the City of Greensboro, North Carolina was held in the City Council Chamber at the Melvin Municipal Office Building in Greensboro, North Carolina, the regular place of meeting, at 5:30 P.M. on June 17, 2014.

Present: Mayor Nancy Vaughan, presiding, and Councilmembers\_\_\_\_\_

---

---

Absent: \_\_\_\_\_

Also present: Jim Westmoreland, City Manager, Richard L. Lusk, Finance Director, Thomas D. Carruthers, Esq., Interim City Attorney, and Dianalynn L. Schreiber, Deputy City Clerk.

\* \* \* \* \*

Mayor Vaughan introduced the following order, a copy of which had been provided to each Councilmember, which was read by title, and summarized by the Finance Director:

**ORDER AUTHORIZING THE ISSUANCE AND SALE OF CITY OF GREENSBORO, NORTH CAROLINA COMBINED ENTERPRISE SYSTEM REVENUE REFUNDING BONDS, SERIES 2014A, THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS RELATING THERETO AND OTHER ACTIONS IN CONNECTION THEREWITH**

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

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

(a) At a regular meeting of the City Council held on June 3, 2014, the City Council, by resolution, ratified the filing by the Finance Director of an application with the North Carolina Local Government Commission (the “Commission”) requesting approval of the issuance of not

to exceed \$71,500,000 aggregate principal amount of City of Greensboro, North Carolina Combined Enterprise System Revenue Refunding Bonds, Series 2014A (the “Series 2014A Bonds”) for the purpose of providing funds, together with any other available funds, to (i) refund the outstanding portion of the City’s Combined Enterprise System Revenue Bonds, Series 1998B, Combined Enterprise System Revenue Bonds, Series 2001B, Combined Enterprise System Revenue Bonds, Series 2003B, Combined Enterprise System Revenue Bonds, Series 2005B, Combined Enterprise System Revenue Bonds, Series 2007B and Combined Enterprise System Revenue Bonds, Series 2009B (collectively, the “Bonds to be Refunded”) if the Finance Director of the City determines that such refunding is beneficial to the City, and (ii) pay certain costs incurred in connection with the sale and issuance of the Series 2014A Bonds.

(b) At the above-referenced meeting, the City Council, by resolution, also requested the Commission to sell the Series 2014A Bonds at private sale without advertisement.

(c) The City has determined to issue the Series 2014A Bonds in an aggregate principal amount not to exceed \$71,500,000, which are to bear interest at variable rates, for the purpose of providing funds, together with any other available funds, to (i) refund the Bonds to be Refunded and (ii) pay certain costs incurred in connection with the sale and issuance of the Series 2014A Bonds.

(d) The City proposes to sell the Series 2014A Bonds to Merrill Lynch, Pierce, Fenner & Smith Incorporated (the “Underwriter”) pursuant to the provisions of a Bond Purchase Agreement relating to the Series 2014A Bonds (the “Bond Purchase Agreement”), at the price determined by the Commission, subject to the approval of the City.

(e) There have been presented to the City Council at this meeting drafts of the following documents relating to the issuance and sale of the Series 2014A Bonds:

(1) the Eighteenth Supplemental Trust Agreement, to be dated as of August 1, 2014 (the “Eighteenth Supplemental Agreement”), between the City and U.S. Bank National Association, as trustee (the “Trustee”), supplementing that certain Trust Agreement, dated as of June 1, 1995, as amended by the First Amendatory Trust Agreement, dated as of May 1, 2001, and the Second Amendatory Trust Agreement, dated as of July 1, 2003 (collectively, the “Trust Agreement”), each between the City and the Trustee;

(2) the Bond Purchase Agreement, to be dated as of the date of execution and delivery thereof (the “Sale Date”), among the Underwriter, the Commission and the City;

(3) the Official Statement for the Series 2014A Bonds, to be dated as of the Sale Date (the “Official Statement”), relating to the public offering and sale of the Series 2014A Bonds;

(4) the Standby Bond Purchase Agreement, to be dated as of August 1, 2014 (the “Standby Purchase Agreement”), between Bank of America, N.A. (the “Bank”) and the City, relating to, among other things, the purchase by the Bank under certain circumstances of Series 2014A Bonds that are subject to optional or mandatory tender for purchase;

(5) the Remarketing Agreement, to be dated as of August 1, 2014 (the “Remarketing Agreement”), between the City and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as remarketing agent (the “Remarketing Agent”), relating to the remarketing of the Series 2014A Bonds; and

(6) the Tender Agent Agreement, to be dated as of August 1, 2014 (the “Tender Agreement”), among the City, U.S. Bank National Association, as Tender Agent, Trustee and Bond Registrar, and the Remarketing Agent, relating to the tender for purchase of the Series 2014A Bonds.

(f) The issuance and sale of the Series 2014A Bonds in the manner provided in this Order is in the best interest of the City.

Section 2. Capitalized words and terms used in this Order and not defined herein shall have the same meanings given such words and terms in the Trust Agreement and the Eighteenth Supplemental Agreement.

Section 3. Pursuant to the provisions of The State and Local Government Revenue Bond Act, as amended (the “Act”), the City hereby authorizes the issuance of the Series 2014A Bonds in an aggregate principal amount not to exceed \$71,500,000. The Series 2014A Bonds shall mature at such times and in such amounts as shall be set forth in the Eighteenth Supplemental Agreement, subject to the provisions of this Order. No Series 2014A Bonds shall mature later than December 31, 2034.

The Series 2014A Bonds shall be issued as fully registered bonds in Authorized Denominations (as defined in the Eighteenth Supplemental Agreement) and shall be issued pursuant to a book-entry system as provided in the Eighteenth Supplemental Agreement. Interest on the Series 2014A Bonds shall be payable at the times and in the manner provided in the Eighteenth Supplemental Agreement.

Section 4. The Series 2014A Bonds shall be subject to redemption at the times, upon the terms and conditions, and at the prices as shall be set forth in the Trust Agreement and the Eighteenth Supplemental Agreement.

Section 5. The proceeds of the Series 2014A Bonds shall be applied as provided in Section 204 of the Eighteenth Supplemental Agreement.

Section 6. The Series 2014A Bonds, together with any Parity Indebtedness heretofore or hereafter incurred pursuant to the provisions of the Trust Agreement, shall be secured on a parity

basis by a pledge, charge and lien upon the Net Receipts and the money and Investment Obligations held in the various accounts and subaccounts of the Bond Fund in the manner and to the extent provided in the Trust Agreement and the Eighteenth Supplemental Agreement.

Section 7. The proposal set forth in the Bond Purchase Agreement submitted by the Underwriter offering to purchase the Series 2014A Bonds at the aggregate purchase price and bearing an initial rate of interest determined by the Commission and approved by the City as hereinafter provided, such initial interest rate not to exceed 5.00% per annum, is hereby approved. The Commission is hereby directed to sell and award the Series 2014A Bonds to the Underwriter on behalf of the City, subject to the approval of the City, in accordance with the terms and provisions set forth in the Bond Purchase Agreement. The Finance Director or the City Manager is hereby designated to approve on behalf of the City the sale of the Series 2014A Bonds to the Underwriter at such initial interest rate, for such purchase price and upon such terms and conditions as he shall determine, subject to the provisions of this Section. The Finance Director or the City Manager is hereby authorized and directed in the name and on behalf of the City to execute and deliver the Bond Purchase Agreement in substantially the form presented, together with such changes, additions and deletions as he, with the advice of counsel, may deem necessary and appropriate; such execution and delivery shall be conclusive evidence of the approval and authorization by the City in all respects of the form and content thereof.

Section 8. The forms, terms and provisions of the Eighteenth Supplemental Agreement, the Standby Purchase Agreement, the Remarketing Agreement and the Tender Agreement are hereby approved, and the Mayor, the City Manager or the Finance Director and, where contemplated by the pertinent document, the City Clerk or any Deputy City Clerk, are hereby authorized and directed to execute the Eighteenth Supplemental Agreement, the Standby

Purchase Agreement, the Remarketing Agreement and the Tender Agreement in substantially the forms presented at this meeting, together with such insertions, modifications and deletions as the Mayor, the City Manager or the Finance Director, with the advice of counsel, may deem necessary and appropriate, including, without limitation, insertions, modifications and deletions necessary to incorporate the final terms of the Series 2014A Bonds as set forth in the Bond Purchase Agreement and to incorporate certain terms and provisions required by the rating agencies; such execution and delivery shall be conclusive evidence of the approval and authorization by the City in all respects of the form and content thereof.

Section 9. The Official Statement in substantially the form presented to this meeting is hereby approved. The City hereby approves the use and distribution of the Official Statement by the Commission and the Underwriter in connection with the offering and sale of the Series 2014A Bonds. The City Manager or the Finance Director is hereby authorized and directed to execute and deliver the Official Statement, in substantially the form presented to this meeting, together with such changes, specifications, and deletions as the City Manager or the Finance Director, with the advice of counsel, may deem necessary and appropriate; such execution and delivery shall be conclusive evidence of the approval and authorization by the City in all respects of the form and content thereof.

Section 10. The Mayor, the City Manager, the Finance Director, the Interim City Attorney and the City Clerk, or any of them or their deputies, are authorized and directed (without limitation except as may be expressly set forth in this Order) to take such action and to execute and deliver such certificates, agreements, instruments or other documents as they, with the advice of counsel, may deem necessary or appropriate to effect the transactions contemplated by this Order, the Trust Agreement, the Eighteenth Supplemental Agreement, the Standby

Purchase Agreement, the Remarketing Agreement, the Tender Agreement, the Bond Purchase Agreement and the Official Statement. 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 Order, the Series 2014A Bonds, the Trust Agreement, the Eighteenth Supplemental Agreement, the Standby Purchase Agreement, the Remarketing Agreement, the Tender Agreement and the Bond Purchase Agreement for the full, punctual and complete performance of the terms, covenants, provisions and agreements of the same.

Section 11. The issuance and sale of the Series 2014A Bonds is hereby approved subject to the terms and conditions set forth in this Order.

Section 12. This Order shall take effect immediately upon its passage.

Thereupon the Interim City Attorney stated that he had approved as to form the foregoing order. Upon motion of Councilmember \_\_\_\_\_, seconded by Councilmember \_\_\_\_\_, the foregoing order entitled: ORDER AUTHORIZING THE ISSUANCE AND SALE OF CITY OF GREENSBORO, NORTH CAROLINA COMBINED ENTERPRISE SYSTEM REVENUE REFUNDING BONDS, SERIES 2014A, THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS RELATING THERETO AND OTHER ACTIONS IN CONNECTION THEREWITH” was passed on roll call vote as follows:

Ayes: Councilmembers \_\_\_\_\_,  
\_\_\_\_\_.

Noes: Councilmembers \_\_\_\_\_.

The Mayor thereupon announced that the order entitled: “ORDER AUTHORIZING THE ISSUANCE AND SALE OF CITY OF GREENSBORO, NORTH CAROLINA COMBINED ENTERPRISE SYSTEM REVENUE REFUNDING BONDS, SERIES 2014A, THE

EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS RELATING THERETO AND OTHER ACTIONS IN CONNECTION THEREWITH” had passed by a vote of \_\_\_ to \_\_\_.

\* \* \* \* \*

I, Dianalynn L. Schreiber, Deputy City Clerk of the City of Greensboro, North Carolina, DO HEREBY CERTIFY that the foregoing is a true copy of so much of the proceedings of the City Council of said City at a regular meeting held on June 17, 2014, as relates in any way to the adoption of an order authorizing the issuance and sale of City of Greensboro, North Carolina Combined Enterprise System Revenue Refunding Bonds, Series 2014A, the execution and delivery of certain documents relating thereto and other action in connection therewith and that such proceedings are recorded in the official minutes of said City Council.

I HEREBY FURTHER CERTIFY that a schedule of regular meetings of said City Council, stating that regular meetings of said City Council are held in the City Council Chamber in the Melvin Municipal Office Building, 300 West Washington Street, Greensboro, North Carolina, on the first and third Tuesdays of each month at 5:30 P.M., and, further, if any such regular meeting day is a legal holiday, the meeting will not be held, has been on file in my office as of a date not less than seven days before the date of said meeting in accordance with G.S. 143-318.12.

WITNESS my hand and the corporate seal of said City, this \_\_\_ day of June, 2014.

\_\_\_\_\_  
Deputy City Clerk

[SEAL]