

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, 300 West Washington Street, Greensboro, North Carolina, the regular place of meeting, at 5:30 P.M. on September 2, 2014.

Present: Mayor Nancy Vaughan, presiding, and Councilmembers_____

Absent: Councilmembers _____

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

. * * * * *

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

RESOLUTION AUTHORIZING THE CITY OF GREENSBORO, NORTH CAROLINA TO APPLY CERTAIN MONEYS TO THE PREPAYMENT OF THE REMAINING INSTALLMENT PAYMENTS RELATING TO THE CITY OF GREENSBORO, NORTH CAROLINA TAXABLE REFUNDING CERTIFICATES OF PARTICIPATION (GREENSBORO COLISEUM COMPLEX), SERIES 1999B, THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS RELATING THERETO AND OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the City of Greensboro, North Carolina (the “City”), acting by and through its City Council, has determined to finance certain improvements to the Greensboro War Memorial Coliseum Complex (the “Coliseum Complex”), including interior renovations, façade improvements, site improvements, expansion of parking facilities and completion of the City’s aquatics center, which is now part of the Coliseum Complex, and (ii) to refinance the City’s payment obligations under the City’s Limited Obligation Note, Series 2012A, pursuant to limited obligation bonds to be issued by the City (the “Limited Obligation Bonds”) pursuant to a Master Trust Agreement, dated as of July 1, 2012, between the City and U.S. Bank National Association, as trustee (the “Bond Trustee”), and a Second Supplemental Trust Agreement, to be dated as of October 1, 2014, between the City and the Bond Trustee (the “Second Supplemental Trust Agreement”); and

WHEREAS, in order to secure its obligations under the Limited Obligation Bonds, the City has determined to execute and deliver a deed of trust granting a lien on the City’s interests in the Coliseum Complex, other than the site of the City’s aquatics center (the “Mortgaged Property”); and

WHEREAS, the Greensboro Center City Corporation (the “Corporation”) has heretofore executed and delivered its \$16,750,000 Taxable Refunding Certificates of Participation (Greensboro Coliseum Complex), Series 1999B (the “1999B Certificates”), evidencing proportionate and undivided ownership interests in installment payments to be made by the City pursuant to a First Amended and Restated Installment Purchase Agreement, dated as of March 1, 1995, by and between the Corporation and the City, as amended and supplemented, including as amended and supplemented by a Second Supplemental Installment Purchase Agreement, dated

as of September 1, 1999, by and between the Corporation and the City (collectively, the “Installment Purchase Agreement”); and

WHEREAS, the 1999B Certificates were executed and delivered by the Corporation pursuant to the Fifth Supplemental Trust Agreement, dated as of September 1, 1999 (the “Supplemental Trust Agreement”), by and between the Corporation and First-Citizens Bank & Trust Company (now U.S. Bank National Association), as trustee (the “1999B Trustee”), supplementing the First Amended and Restated Trust Agreement, dated as of March 1, 1995 (the “First Amended and Restated Trust Agreement”), by and between the Corporation and the 1999B Trustee; and

WHEREAS, the City’s obligations under the Installment Purchase Agreement are secured by a first priority lien on the Mortgaged Property; and

WHEREAS, the City proposes to defease and prepay the outstanding 1999B Certificates in order to enable the City to grant a first priority lien on the Mortgaged Property as security for the Limited Obligation Bonds; and

WHEREAS, Section 4.03 of the First Amended and Restated Trust Agreement provides that Additional Certificates (as defined in the First Amended and Restated Trust Agreement) shall be subject to optional prepayment to the extent provided by the supplemental agreement relating to such Additional Certificates; and

WHEREAS, Section 3.01(a) of the Supplemental Trust Agreement provides that the 1999B Certificates are subject to prepayment in whole or in part, at the option of the City, in the event the City exercises its option under the Installment Purchase Agreements to prepay in whole

or in part the principal components of the Installment Payments on any Certificate Payment Date during a Weekly Interest Rate Period, at a prepayment price equal to 100% of the amount thereof to be prepaid; and

WHEREAS, the Series 1999B Certificates currently bear interest at a Weekly Interest Rate (as defined in the Supplemental Trust Agreement); and

WHEREAS, the City has determined to apply certain available moneys to the payment upon redemption of all of the outstanding 1999B Certificates in the aggregate principal amount of \$2,850,000 (the "Certificates to be Prepaid") in accordance with the First Amended and Restated Trust Agreement, the Supplemental Trust Agreement, the Installment Purchase Agreement and this Resolution; and

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Greensboro, as follows:

Section 1. The City Council does hereby delegate to the City Manager or his designee, subject to the limitations contained in the First Amended and Restated Trust Agreement and the Supplemental Trust Agreement, the power to determine and carry-out the following with respect to the prepayment of the Certificates to be Prepaid:

(a) To deposit with the Trustee the amount required to pay the prepayment price of the Certificates to be prepaid of 100% of the principal amount thereof on November 5, 2014 or such later prepayment date to be determined by the City Manager or his designee, together with interest to accrue on the Certificates to be Prepaid to the prepayment date, and to instruct the Trustee to deposit such amount into the Prepayment Fund (as such term is defined in the First Amended and Restated Trust Agreement); and

(b) To instruct the Trustee to call for prepayment the Certificates to be Prepaid on November 5, 2014 or such later prepayment date to be determined by the City Manager or his designee by mailing at least thirty (30) days, but not more than sixty (60) days prior, to such prepayment date a notice of prepayment to all Owners (as defined in the First Amended and Restated Trust Agreement) of the Bonds to be Prepaid and all other notices required in accordance with Section 4.06 of the First Amended and Restated Trust Agreement.

Section 2. The City Manager or his designee are hereby authorized to take such actions and to execute and deliver such documents, agreements and certificates, including but not limited to an escrow deposit agreement or letter of instructions, as they may, in their discretion, deem necessary or useful in connection with the prepayment of the Certificates to be Prepaid, subject to and upon the advice of counsel.

Section 3. This Resolution shall take effect immediately upon its adoption.

Thereupon the Interim City Attorney stated that he had approved as to form the foregoing resolution.

Upon motion of Councilmember _____, seconded by Councilmember _____, the foregoing resolution entitled: "RESOLUTION AUTHORIZING THE CITY OF GREENSBORO, NORTH CAROLINA TO APPLY CERTAIN MONEYS TO THE PREPAYMENT OF THE REMAINING INSTALLMENT PAYMENTS RELATING TO THE CITY OF GREENSBORO, NORTH CAROLINA TAXABLE REFUNDING CERTIFICATES OF PARTICIPATION (GREENSBORO COLISEUM COMPLEX), SERIES 1999B, THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS RELATING THERETO AND OTHER ACTIONS IN CONNECTION THEREWITH" was adopted on roll call vote as follows:

Ayes: Councilmembers _____,

_____.

Noes: Councilmembers _____.

The Mayor thereupon announced that the resolution entitled: "RESOLUTION AUTHORIZING THE CITY OF GREENSBORO, NORTH CAROLINA TO APPLY CERTAIN MONEYS TO THE PREPAYMENT OF THE REMAINING INSTALLMENT PAYMENTS RELATING TO THE CITY OF GREENSBORO, NORTH CAROLINA TAXABLE REFUNDING CERTIFICATES OF PARTICIPATION (GREENSBORO COLISEUM COMPLEX), SERIES 1999B, THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS RELATING THERETO AND OTHER ACTIONS IN CONNECTION THEREWITH" had passed by a vote of ___ to ___.

* * * * *

I, Elizabeth H. Richardson, 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 September 2, 2014, as relates in any way to the adoption of a resolution authorizing the application by the City of certain moneys to prepay all of the outstanding City of Greensboro, North Carolina Combined Taxable Refunding Certificates of Participation (Greensboro Coliseum Complex), Series 1999B, 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 October, 2014.

City Clerk

[SEAL]