

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

RESOLUTION APPROVING AND AUTHORIZING THE SALE AND ISSUANCE OF LIMITED OBLIGATION BONDS AND THE EXECUTION AND DELIVERY OF A MASTER TRUST AGREEMENT, A FIRST SUPPLEMENTAL TRUST AGREEMENT, A DEED OF TRUST AND RELATED DOCUMENTS IN CONNECTION WITH THE FINANCING AND REFINANCING OF A NEW PERFORMING ARTS CENTER AND RELATED FACILITIES

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

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

(a) There exists in the City a need to (i) refinance an existing Installment Financing Agreement, dated as of December 18, 2014 (as supplemented and amended, the “Prior Agreement”), between the City and PNC Bank, National Association, entered into by the City for the purpose of providing funds to refinance and finance certain initial costs of acquiring, constructing and equipping a new performing arts center and related facilities for the City (collectively, the “Project”) and (ii) pay the remaining costs of the Project.

(b) After a public hearing and due consideration, the City Council has determined that the most efficient manner of refinancing the Prior Agreement and financing the Project will be through the execution and delivery of a Master Trust Agreement, to be dated as of February 1, 2018 (the “Master Trust Agreement”), between the City and U.S. Bank National Association, as trustee (the “Trustee”), and a First Supplemental Trust Agreement, to be dated as of February 1, 2018 (the “First Supplemental Trust Agreement,” and, together with the Master Trust Agreement, the “Trust Agreement”), between the City and the Trustee, pursuant to which the City will issue taxable limited obligation bonds thereunder in an aggregate principal amount not to exceed \$48,000,000

(the “Bonds”) to provide funds, together with any other available funds, to (i) refinance the Prior Agreement, (ii) pay the remaining costs of the Project and (iii) pay the fees and expenses incurred in connection with the sale and issuance of the Bonds.

(c) In order to secure the payment of principal of and interest on the Bonds and the performance of the City’s obligations under the Trust Agreement, the City will execute and deliver a Deed of Trust, to be dated as of February 1, 2018 (the “Deed of Trust”), to the deed of trust trustee named therein for the benefit of the Trustee, 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.

(d) The Bonds will be initially sold to PNC Capital Markets LLC and Loop Capital Markets LLC (collectively, the “Underwriters”) pursuant to the terms of a Bond Purchase Agreement, to be dated the date of delivery thereof (the “Bond Purchase Agreement”), between the City and the Underwriters.

(e) In connection with the offering and sale of the Bonds by the Underwriters, there will be prepared and distributed to potential purchasers a Preliminary Official Statement, to be dated as of the date of delivery thereof (the “Preliminary Official Statement”), relating to the offering and sale of the Bonds and the Official Statement (hereinafter defined).

(f) There have been presented to the City Council drafts of the following documents relating to the transaction hereinabove described:

(1) the Master Trust Agreement;

(2) the First Supplemental Trust Agreement, together with the form of the Bonds attached as Exhibit B thereto;

(3) the Deed of Trust;

(4) the Bond Purchase Agreement; and

(5) the Preliminary Official Statement.

Section 2. In order to provide for the financing of the Project, the City is hereby authorized to enter into the Master Trust Agreement and the First Supplemental Trust Agreement and issue the Bonds thereunder in an aggregate principal amount not to exceed \$48,000,000. The actual principal amount of the Bonds shall be determined by the City at the time of execution of the Bond Purchase Agreement, such execution and delivery of the Bond Purchase Agreement to constitute approval by the City of the principal amount of the Bonds as set forth in the Bond Purchase Agreement. The principal amount of the Bonds shall be the amount that, in the best judgment of the person executing the Bond Purchase Agreement, shall be the amount necessary to provide sufficient funds, together with any other available funds, to (a) refinance the Prior Agreement, (b) pay the remaining costs the Project and (c) the fees and expenses incurred in connection with the sale and issuance of the Bonds. The interest rates on the Bonds shall be determined by the City at the time of the execution by the City of the Bond Purchase Agreement; provided, however, that such interest rates shall not result in a true interest cost in excess of 4.67% per annum, such execution and delivery of the Bond Purchase Agreement to constitute approval by the City of the interest rates on the Bonds.

Section 3. The Bonds shall be sold to the Underwriters pursuant to the Bond Purchase Agreement. The Bonds may be sold to the Underwriters at a discount below the amount of the principal amount of the Bonds, such discount not to exceed 98% of the principal amount of the Bonds; provided, however, that if all or any of the Bonds are to be sold to the public by the Underwriters at original issue discount (resulting in lower interest costs of the interest on the Bonds), then the Bonds may be sold at a further discount in the amount necessary to cover such original issue discount. The final maturity of the Bonds shall not be later than February 1, 2043.

Section 4. The City Council hereby approves the forms of the Master Trust Agreement, the First Supplemental Trust Agreement, the Deed of Trust and the Bond Purchase Agreement in substantially the forms presented at this meeting. The Mayor, the City Manager and the Finance Director are each hereby authorized to execute and deliver on behalf of the City the Master Trust Agreement, the First Supplemental Trust Agreement, the Deed of Trust and the Bond Purchase Agreement in substantially the forms presented at this meeting, containing such modifications 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 assistant or deputy City Clerk is hereby authorized to affix the official seal of the City to each of said documents and to attest the same to the extent so required.

Section 5. The City Council hereby approves the Preliminary Official Statement in substantially the form presented at this meeting and hereby approves the distribution thereof by the Underwriters in connection with the offering and sale of the Bonds. Upon the sale of the Bonds to the Underwriters, a final Official Statement, to be dated as of the date of the Bond Purchase Agreement (the "Official Statement"), will be prepared substantially in the form of the Preliminary Official Statement and will contain such information relating to the pricing terms of the Bonds and such additional information as may be necessary. The City Council hereby approves the distribution thereof by the Underwriters in connection with the offering and sale of the Bonds.

Section 6. No deficiency judgment may be rendered against the City in any action for breach of any contractual obligation under the Trust Agreement, and the faith and credit and taxing power of the City is not and may not be pledged directly or indirectly to secure any moneys due under the Trust Agreement.

Section 7. The Mayor, the City Manager, the Finance Director and the City Attorney are hereby authorized to cooperate with the Underwriters in preparing and filing such filings under state securities or “blue sky” laws as the Underwriters may request; provided, however, that the City shall not be required to consent to the jurisdiction of any state in which it is not now subject unless the City Attorney shall determine that such consent is in the best interest of the City.

Section 8. The Mayor, the City Manager, the Finance Director, the City Attorney and the City Clerk, and any other officers, agents and employees of the City, are hereby authorized and directed to take such actions and to deliver such certificates, opinions and other items of evidence as shall be deemed necessary to consummate the transactions described in this resolution.

Section 9. This resolution shall take effect immediately 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 was adopted by the following vote:

Ayes: _____

Noes: _____
