

The City Council of the City of Greensboro, North Carolina met in a regular meeting in the Council Chambers in the Melvin Municipal Office Building located at 300 West Washington Street in Greensboro, North Carolina, the regular place of meeting, at 5:30 p.m. on May 15, 2018.

Present: Mayor Nancy B. Vaughan, presiding, and Council Members

Absent: Council Members

Also Present: _____

* * * * *

_____ 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
\$9,245,000 GENERAL OBLIGATION PUBLIC IMPROVEMENT BOND
ANTICIPATION NOTES, SERIES 2018A**

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 \$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.

(b) 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.

(c) 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.

(d) None of said bonds has heretofore been issued, and no notes have been issued in anticipation of the receipt of the proceeds of the sale of said bonds.

(e) It is necessary to issue (i) \$730,000 of notes at this time in anticipation of the receipt of the proceeds of the sale of a like amount of the Community and Economic Development Bonds, (ii) \$5,425,000 of notes at this time in anticipation of the receipt of the proceeds of the sale of a like amount of the Parks and Recreation Bonds and (iii) \$3,090,000 of notes at this time in anticipation of the receipt of the proceeds of the sale of a like amount of the Transportation Bonds.

(f) It is in the best interest of the City to consolidate such notes for the purposes of sale into a single issue of notes designated "General Obligation Public Improvement Bond Anticipation Notes, Series 2018A."

Section 2. In anticipation of the receipt of the proceeds of the sale of a like amount of bonds, the issuance of \$9,245,000 negotiable notes of the City is hereby authorized, which notes shall be designated "General Obligation Public Improvement Bond Anticipation Notes, Series 2018A" (the "Notes"), shall be dated June 27, 2018, shall mature October 18, 2018, without option of prior redemption, and shall bear interest at a rate to be determined by the Local Government Commission at the time the Notes are sold, which interest shall be payable at the maturity of the Notes, on the basis of a 360-day year consisting of twelve 30-day months, to which no interest coupons shall be attached.

The principal of and the interest on the Notes 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 Notes shall be issued by means of a book-entry only system with no physical distribution of Note certificates to be made except as hereinafter provided. One Note certificate in the aggregate principal amount of the Notes stated to mature on October 18, 2018 and registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), shall be issued and deposited with DTC and immobilized in its custody. The book-entry only system will evidence ownership of the Notes in the principal amount of \$100,000 and integral multiples of \$1,000 in excess of \$100,000, 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 and interest on the Notes 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 the Notes or his registered assigns or legal representative at such office of the Note 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; provided, however, that for so long as the Notes are deposited with DTC, the payment of the principal of and interest on the Notes 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 Notes by participants of DTC will be the responsibility of such participants and other nominees of such beneficial owners. The City will 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 Notes or (b) the Finance Director of the City determines that continuation of the book-entry only system of evidence and transfer of ownership of the Notes would adversely affect the interests of the beneficial owners of the Notes, the City will discontinue the book-entry only system with DTC. If the City identifies another qualified securities depository to replace DTC, the City will make arrangements with DTC and such other depository to effect such replacement and deliver replacement Notes registered in the name of such other depository or its nominee in exchange for the outstanding Notes, 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 will deliver replacement Notes in the form of fully-registered certificates in denominations of \$100,000 and integral multiples of \$1,000 in excess of \$100,000 ("Certificated Notes") in exchange for the outstanding Notes as required by DTC and others. Upon the request of DTC, the City may also deliver one or more Certificated Notes to any participant of DTC in exchange for Notes credited to its account with DTC.

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

Section 3. The Notes shall bear the manual or facsimile signatures of the Mayor or the City Manager (or Interim City Manager) of the City 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 Notes.

The certificate of the Local Government Commission of North Carolina to be endorsed on all Notes shall bear the manual or facsimile signature of the Secretary of said Commission and the certificate of authentication of the Note Registrar to be endorsed on all Notes shall be executed as provided hereinafter.

In case any officer of the City or the Local Government Commission of North Carolina whose manual or facsimile signature shall appear on any Notes shall cease to be such officer before the delivery of such Notes, 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 Note may bear the manual or facsimile signatures of such persons as at the actual time of the execution of such Note shall be the proper officers to sign such Note although at the date of such Note such persons may not have been such officers.

No Note 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 Note Registrar of the certificate of authentication endorsed thereon.

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

UNLESS THIS NOTE 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 NOTE 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.

CUSIP No.: _____

No. RA-__

\$9,245,000

United States of America
State of North Carolina
County of Guilford

CITY OF GREENSBORO
GENERAL OBLIGATION PUBLIC IMPROVEMENT BOND ANTICIPATION NOTE
SERIES 2018A

The City of Greensboro, a municipal corporation in the County of Guilford, 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 "Note Registrar"), in the City of Greensboro North Carolina, on the 18th day of October, 2018, the principal sum of

NINE MILLION TWO HUNDRED FORTY-FIVE THOUSAND DOLLARS

and to pay interest thereon, on the basis of a 360-day year consisting of twelve 30-day months, from the date hereof at the rate of _____ per centum (____%) per annum, payable upon the presentation and surrender of this note at its maturity; provided, however, that for so long as the Notes (hereinafter defined) are deposited with The Depository Trust Company, ("DTC"), the payment of the principal of and interest on the Notes 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 note 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 note is one of an issue of notes designated "General Obligation Public Improvement Bond Anticipation Notes, Series 2018A" (the "Notes") and is given for money borrowed in the amount of the face of this note in anticipation of the receipt of the proceeds of the sale of a like amount of General Obligation Public Improvement Bonds, duly authorized by orders adopted by the City Council of said City on August 1, 2016, which orders were approved by the vote of a majority of the qualified voters of said City who voted thereon at a referendum duly called and held on November 8, 2016, and this note is issued pursuant to and in full compliance with The

Local Government Bond Act, as amended, Article 9, as amended, of the General Statutes of North Carolina and a resolution duly adopted by said City Council of said City on May 15, 2018 (the "Resolution").

The Notes are not subject to redemption prior to their stated maturity.

The Notes shall be issued by means of a book-entry only system with no physical distribution of note certificates to be made except as provided in the Resolution. One note certificate in the aggregate principal amount of the Notes stated to mature on such date and registered in the name of Cede & Co., as nominee of DTC, is being issued and deposited with DTC and immobilized in its custody. The book-entry only system will evidence ownership of the Notes in the principal amount of \$100,000 and integral multiples of \$1,000 in excess of \$100,000, 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 shall be the responsibility of DTC, and transfer of principal and interest payments to beneficial owners of the Notes by participants of DTC shall be the responsibility of such participants and other nominees of such beneficial owners. Said City shall 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 Notes in the form of fully-registered certificates in the denomination of \$100,000 and integral multiples of \$1,000 in excess of \$100,000 in exchange for the outstanding Notes as provided in the Resolution.

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

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

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 Note have happened, exist and have been performed in regular and due form and time as so required, and that the total indebtedness of said City, including this Note, does not exceed any constitutional or statutory limitation thereon.

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

IN WITNESS WHEREOF, the City of Greensboro, North Carolina, pursuant to a resolution duly adopted by its City Council, has caused this note to be signed by its [Mayor] [City Manager] and its [Deputy] City Clerk and its official seal to be impressed hereon, all as of the ____ day of June, 2018.

[Do not sign] _____
[Mayor] [City Manager]

[SEAL]

[Do not sign] _____
[Deputy] City Clerk

CERTIFICATE OF LOCAL GOVERNMENT COMMISSION

The issuance of this note has been approved under the provisions of The Local Government Bond Act.

[Do not sign] _____
Greg C. Gaskins
Secretary, Local Government Commission

L.G.C. No. _____

CERTIFICATE OF AUTHENTICATION

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

By: [Do not sign] _____
Finance Director, as Note Registrar

Date of authentication: _____

ASSIGNMENT

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

_____ the within Note and all rights thereunder and hereby irrevocably constitutes and appoints _____

_____ attorney to register the transfer of said Note 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 Note in every particular, without alteration of enlargement or any change whatever.

Certificated Notes issuable hereunder shall be in substantially the form of the Notes 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 Notes.

Section 4. The Notes are not subject to redemption prior to their stated maturity.

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

The transfer of any Note may be registered only upon the registration books of the City upon the surrender thereof to the Note Registrar together with an assignment duly executed by the registered owner or his attorney or legal representative in such form as shall be satisfactory to the Note Registrar. Upon any such registration of transfer, the Note Registrar shall authenticate and deliver in exchange for such Note a new Note or Notes, 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 Note so surrendered, of the same maturity and bearing interest at the same rate.

In all cases in which Notes shall be exchanged or the transfer of Notes shall be registered hereunder, the Note Registrar shall authenticate and deliver at the earliest practicable time Notes in accordance with the provisions of this resolution. All Notes surrendered in any such exchange or registration of transfer shall forthwith be canceled by the Note Registrar. The City or the Note Registrar may make a charge for shipping and out-of-pocket costs for every such exchange or registration of transfer of Notes 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 Note Registrar for exchanging or registering the transfer of Notes under this resolution.

As to any Note, 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 Note and the interest on any such Note shall be made only to or upon the order of the registered owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Note, and interest thereon, to the extent of the sum or sums so paid.

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 Notes within a reasonable time according to then current commercial standards and for the timely payment of principal and interest with respect to the Notes. 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 Notes (collectively the "Note Registrar"), subject to the right of the City Council of the City to appoint another Note Registrar, and as such shall keep at his office in the City, the books of the City for the registration, registration of transfer, exchange and payment of the Notes 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 Notes will not be included in gross income of the owners of the Notes for purposes of federal income tax.

Section 7. The actions of the officers of the City in applying to the Local Government Commission to approve, advertise and sell the Notes and the Local Government Commission in asking for bids for said Notes by printing and distributing circulars relating to the offering and sale of the Notes are hereby authorized, approved, ratified and confirmed.

Section 8. The Mayor, the City Manager (or Interim City Manager), the Finance Director, the City Clerk and the City Attorney, and their respective deputies or assistants, are each hereby authorized and directed, individually or collectively, 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 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 Notes.

Section 9. 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 \$9,245,000 GENERAL OBLIGATION PUBLIC IMPROVEMENT BOND ANTICIPATION NOTES, SERIES 2018A" was adopted by the following vote:

Ayes: _____

Noes: _____