

The City Council of the City of Greensboro, North Carolina met in a regular meeting in the Council Chambers of the Melvin Municipal Office Building located at 300 W. Washington Street in Greensboro, North Carolina, the regular place of meeting, at 5:30 p.m. on August 21, 2018.

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

Absent: Council Members

Also Present: _____

* * * * *

The Mayor announced that this was the hour and day of the public hearing on a trust agreement or similar installment financing agreement (the "Agreement") to be entered into by the City of Greensboro, North Carolina (the "City") pursuant to Section 160A-20 of the General Statutes of North Carolina providing for the issuance of one or more series of limited obligation bonds thereunder in an aggregate principal amount not to exceed \$56,000,000 for the purpose of providing funds, together with any other available funds, to (a) refinance certain outstanding limited obligation notes previously issued by the City to provide interim financing for various improvements to the City's coliseum complex, (b) pay the costs of various improvements to the City's coliseum complex, (c) refinance certain outstanding indebtedness previously incurred by the City to finance improvements to the City's coliseum complex and (d) pay certain financing costs relating thereto. If the City enters into the Agreement, it will secure its obligations thereunder by an existing deed of trust granting a lien on a portion of the site of the City's coliseum complex, together with all improvements and fixtures located or to be located thereon, subject to permitted encumbrances.

Section 160A-20(g) of the General Statutes of North Carolina requires that the City hold a public hearing prior to entering into the Agreement.

The Mayor acknowledged due publication of the notice of public hearing in a newspaper with a general circulation in said City and directed the City Clerk to attach the affidavit showing publication in said newspaper on a date at least ten (10) days prior to the date hereof as Exhibit A.

The Mayor then announced that the City Council would immediately hear anyone who might wish to be heard on the Agreement as described above.

A list of all persons making comments and a summary of such comments are attached as Exhibit B.

The public hearing was closed.

All statements and comments by participants of the public hearing were duly considered by the City Council.

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 MAKING CERTAIN FINDINGS AND DETERMINATIONS REGARDING THE PROPOSED FINANCING AND REFINANCING OF VARIOUS IMPROVEMENTS TO THE CITY'S COLISEUM COMPLEX AND REQUESTING THE LOCAL GOVERNMENT COMMISSION TO APPROVE THE FINANCING ARRANGEMENT

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) The City has determined to (i) refinance the City's outstanding Limited Obligation Note, Series 2016A and Taxable Limited Obligation Note, Series 2016B (collectively, the "2016 Notes") previously issued by the City to provide interim financing for various improvements to the City's coliseum complex (the "2016 Project"), (ii) pay the remaining costs of the 2016 Project and pay the costs of various additional improvements to the City's coliseum complex (the "2018 Project" and, together with the 2016 Project, the "Projects") and (iii) refinance certain outstanding indebtedness previously incurred by the City to finance improvements to the City's coliseum complex evidenced by (A) Certificates of Participation (Greensboro Public Improvement Project), Series 2010 (the "2010 Certificates") previously executed and delivered by the Greensboro Center City Corporation and (B) Limited Obligation Bonds, Series 2014 (the "2014 Bonds") previously issued by the City.

(b) After a public hearing and due consideration, the City has determined to enter into a Fourth Supplemental Trust Agreement, to be dated as of November 1, 2018 (the "Fourth Supplemental Trust Agreement"), between the City and U.S. Bank National Association, as trustee (the "Trustee"), supplementing and amending a Master Trust Agreement, dated as of July 1, 2012 (the "Master Trust Agreement" and, together with the Fourth Supplemental Trust Agreement, the "Trust Agreement"), between the City and the Trustee, to provide for the issuance by the City of one or more series of limited obligation bonds thereunder in an aggregate principal amount not to exceed \$56,000,000 (the "Bonds") to provide funds, together with any other available funds, to (i) refinance the 2016 Notes, (ii) pay the remaining costs of the 2016 Project and the costs of the 2018 Project, (iii) refund all of the outstanding 2010 Certificates, (iv) if deemed advisable to the City, refund all or a portion of the 2014 Bonds and (v) pay the fees and expenses incurred in connection with the sale and issuance of the Bonds.

(c) In order to secure its obligations under the Trust Agreement, the City has executed and delivered a Deed of Trust, dated as of July 26, 2012 (as supplemented and amended, the

“Deed of Trust”), granting a lien on a portion of the City’s coliseum complex, together with all improvements and fixtures located or to be located thereon, subject to permitted encumbrances.

(d) It is in the best interest of the City to enter into the Trust Agreement and to issue the Bonds pursuant thereto in that such plan of finance will result in the refinancing of the 2016 Notes, the financing of the Projects and the refunding of the 2010 Certificates and the 2014 Bonds in an efficient and cost effective manner.

(e) Entering into the Trust Agreement and issuing the Bonds pursuant thereto is preferable to a general obligation bond issue or revenue bond issue in that (i) the City does not have sufficient constitutional authority to issue non-voted general obligation bonds pursuant to Article V, Section 4 of the North Carolina Constitution because the City has not retired a sufficient amount of general obligation debt in the preceding fiscal year to issue a sufficient amount of general obligation bonds for the purposes described above; (ii) the revenues to be generated by the City’s coliseum complex are not sufficient to allow for the issuance of revenue bonds for the purposes described above; (iii) the costs related to the proposed financing and refinancing exceed the amount to be prudently provided from currently available appropriations and unappropriated fund balances; (iv) the circumstances existing require that funds be available to commence the proposed financing and refinancing as soon as practicable and the time required for holding an election for the issuance of voted general obligation bonds pursuant to Article V, Section 4 of the North Carolina Constitution and the Local Government Bond Act would delay the proposed financing and refinancing by several months; and (v) there can be no assurances that the issuance of general obligation bonds for the purposes described above would be approved by the voters and the current interest rate environment dictates the proposed financing and refinancing be accomplished in a timely and expedient manner.

(f) Based upon information provided to the City Council, the costs of the financing described above is reasonably comparable to the costs associated with other alternative means of financing and is acceptable to the City Council.

(g) Counsel to the City will render an opinion to the effect that the proposed undertaking as described above is authorized by law and is a purpose for which public funds may be expended pursuant to the Constitution and laws of the State of North Carolina.

(h) The debt management policies of the City have been carried out in strict compliance with law, and the City is not in default under any obligation for repayment of borrowed money.

(i) No valorem tax rate increase is currently expected to be necessary to pay principal of and interest on the Bonds.

Section 2. The City Council hereby authorizes and approves the filing of an application with the Local Government Commission for approval of the Bonds and the Trust Agreement and requests the Local Government Commission to approve the Bonds and the Trust Agreement and the proposed financing and refinancing in connection therewith.

Section 3. The following financing team members are hereby approved by the City in connection with the proposed financing:

Co-Bond Counsel: Womble Bond Dickinson (US) LLP
McKenzie & Associates

Underwriters: Wells Fargo Bank, National Association
Loop Capital Markets LLC

Underwriters' Counsel: Robinson, Bradshaw & Hinson, P.A.

Trustee: U.S. Bank National Association

Financial Advisor: First Tryon Advisors

Section 4. 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: _____