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 January 21, 2020.

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

Absent: Council Members

Also Present:

* * * * * *

Thereupon, _____ 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 NOT TO EXCEED $21,000,000 GENERAL OBLIGATION REFUNDING BONDS, SERIES 2020D

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 $57,000,000 General Obligation Refunding Bonds was adopted by the City Council on January 21, 2020, which order has taken effect.

(b) None of said bonds have been issued, no notes have been issued in anticipation of the receipt of the proceeds of the sale of said bonds and it is necessary to issue not to exceed $21,000,000 of such refunding bonds at this time.

(c) The shortest period of time in which the outstanding General Obligation Public Improvement Bonds, Series 2010B (Federally Taxable Direct Subsidy Build America Bonds) (the "2010B Bonds") of said City, dated November 2, 2010, to be refunded by said refunding bonds can be finally paid without making it unduly burdensome on the taxpayers of the City as determined by the North Carolina Local Government Commission (the "Commission") is a period which expires on October 1, 2030, and (i) the end of the unexpired usefulness of the parks and recreation, library, fire station and natural science center projects financed by the 2010B Bonds, is estimated as a period of forty (40) years from November 2, 2010, the date of the 2010B Bonds, and that such period expires on November 2, 2050 and (ii) the end of the unexpired usefulness of the streets and public transportation system projects financed by the 2010B Bonds, is estimated as

a period of twenty (20) years from November 2, 2010, the date of the 2010B Bonds, and that such period expires on November 2, 2030.

Section 2. Pursuant to said order there shall be issued bonds in the aggregate principal amount not to exceed $21,000,000 designated "General Obligation Refunding Bonds, Series 2020D" (the "Bonds") and dated the date of delivery thereof. The exact amount of the Bonds to be issued shall be determined by the City at the time the Bonds are sold pursuant to the Bond Purchase Agreement (hereinafter defined) as provided in Section 6 hereof and shall be an amount sufficient, together with any other available funds of the City, to (a) refund all or a portion of the Refunded Bonds (hereinafter defined) and (b) pay the fees and expenses incurred in connection with the sale and issuance of the Bonds. Subject to the provisions of this resolution, the Bonds shall (a) mature on October 1 in such years and in such amounts and (b) bear interest at a rate or rates to be determined by the Commission, with the approval of the City, at the time the Bonds are sold, which interest to the respective maturities thereof shall be payable on each April 1 and October 1, beginning October 1, 2020, until payment of such principal sum, all as shall be set forth in the Bond Purchase Agreement and the Final Official Statement (hereinafter defined).

Each Bond shall bear interest from the interest payment date next preceding the date on which it is authenticated, unless it is (a) authenticated upon an interest payment date, in which event it shall bear interest from such interest payment date or (b) authenticated prior to the first interest payment date, in which event it shall bear interest from its date; provided, however, that if at the time of authentication interest is in default, such Bond shall bear interest from the date to which interest has been paid.

The principal of and the interest on the Bonds 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 Bonds shall be issued by means of a book-entry system with no physical distribution of Bond certificates to be made except as hereinafter provided. One Bond certificate with respect to each date on which the Bonds are stated to mature, in the aggregate principal amount of the Bonds stated to mature on such date and registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), shall be issued and required to be deposited with DTC and immobilized in its custody. The book-entry system will evidence ownership of the Bonds in the principal amount of $5,000 or any whole multiple thereof, 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 each Bond 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 such Bond or his registered assigns or legal representative at such office of the Bond Registrar mentioned hereinafter or such other place as the City may determine upon the presentation and surrender thereof as the same shall become due and payable. Payment of the interest on each Bond shall be made by said Bond Registrar on each interest payment date to the registered owner of such Bond (or the previous Bond or Bonds evidencing the same debt as that evidenced by such Bond) at the close of business on the record date for such interest, which shall be the 15th day (whether or not a business day) of the calendar month next preceding such interest payment date, by check mailed to such person at his address as it appears on such registration books; provided, however, that for so long as the Bonds are deposited with DTC, the payment of the principal of and interest

on the Bonds 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 Bonds by participants of DTC will be the responsibility of such participants and other nominees of such beneficial owners. The City shall 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 Bonds or (b) the Finance Director of the City determines that continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect the interests of the beneficial owners of the Bonds, the City will discontinue the book-entry 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 Bonds registered in the name of such other depository or its nominee in exchange for the outstanding Bonds, 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 shall deliver replacement Bonds in the form of fully-registered certificates in denominations of $5,000 or any whole multiple thereof ("Certificated Bonds") in exchange for the outstanding Bonds as required by DTC and others. Upon the request of DTC, the City may also deliver one or more Certificated Bonds to any participant of DTC in exchange for Bonds credited to its account with DTC.

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

Section 3. The Bonds shall bear the manual or facsimile signatures of the Mayor or the Mayor Pro Tem 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 Bonds.

The certificate of the Commission to be endorsed on all Bonds shall bear the manual or facsimile signature of the Secretary of said Commission and the certificate of authentication of the Bond Registrar to be endorsed on all Bonds shall be executed as provided hereinafter.

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

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

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

UNLESS THIS BOND 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 BOND 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.

No. RD-__ $_____

United States of America
State of North Carolina
County of Guilford

CITY OF GREENSBORO
GENERAL OBLIGATION REFUNDING BOND
SERIES 2020D

Maturity Date	Interest Rate	CUSIP No.
October 1, 20__	_____%	_____

The City of Greensboro, a municipal corporation duly organized and validly existing under the laws of the State of 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 "Bond Registrar"), in Greensboro, North Carolina, the principal sum of

_____ DOLLARS

and to pay interest on such principal sum from the date hereof or from February 1 or August 1 next preceding the date of authentication to which interest shall have been paid, unless such date of authentication is April 1 or October 1 to which interest shall have been paid, in which case from such date, such interest to the maturity hereof being payable on each April 1 and October 1, beginning October 1, 2020, at the rate per annum specified above, until payment of such principal sum. The interest so payable on any such interest payment date will be paid to the person in whose name this bond (or the previous bond or bonds evidencing the same debt as that evidenced by this bond) is registered at the close of business on the record date for such interest, which shall be the 15th day (whether or not a business day) of the calendar month next preceding such interest

payment date, by check mailed to such person at his address as it appears on the bond registration books of said City; provided, however, that for so long as the Bonds (hereinafter defined) are deposited with The Depository Trust Company ("DTC"), the payment of the principal of and interest on the Bonds 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 bond 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 bond is one of an issue of bonds designated "General Obligation Refunding Bonds, Series 2020D" (the "Bonds") and issued by said City for the purpose of providing funds, together with any other available funds, to refund certain outstanding general obligation bonds of the City. The Bonds are issued under and pursuant to The Local Government Bond Act, as amended, Article 7, as amended, of Chapter 159 of the General Statutes of North Carolina, an order adopted by the City Council of said City, which order has taken effect, and a resolution duly adopted by said City Council (the "Resolution").

The Bonds are not subject to redemption prior to their respective maturities.

The Bonds are being issued by means of a book-entry system with no physical distribution of bond certificates to be made except as provided in the Resolution. One bond certificate with respect to each date on which the Bonds are stated to mature, in the aggregate principal amount of the Bonds stated to mature on such date and registered in the name of Cede & Co., as nominee of DTC, is being issued and required to be deposited with DTC and immobilized in its custody. The book-entry system will evidence ownership of the Bonds in the principal amount of $5,000 or any whole multiple thereof, 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 will be the responsibility of DTC, and transfer of principal and interest payments to beneficial owners of the Bonds by participants of DTC will be the responsibility of such participants and other nominees of such beneficial owners. Said City will 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 Bonds in the form of fully-registered certificates in the denomination of $5,000 or any whole multiple thereof in exchange for the outstanding Bonds as provided in the Resolution.

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

The Bond Registrar shall keep at his office the books of said City for the registration of transfer of Bonds. The transfer of this bond may be registered only upon such books and as otherwise provided in the Resolution upon the surrender hereof to the Bond 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 Bond Registrar. Upon any such registration of transfer, the Bond Registrar shall deliver in exchange for this bond a new Bond or Bonds, registered in the name of the transferee, of authorized denominations, in an aggregate principal amount equal to the principal amount of this bond, 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 bond have happened, exist and have been performed in regular and due form and time as so required; that provision has been made for the levy and collection of a direct annual tax upon all taxable property within said City sufficient to pay the principal of and the interest on this bond as the same shall become due; and that the total indebtedness of said City, including this bond, does not exceed any constitutional or statutory limitation thereon.

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

IN WITNESS WHEREOF, the City of Greensboro, North Carolina, by resolution duly adopted by its City Council, has caused this bond to be manually signed by the [Mayor] [Mayor Pro Tem] and the [Deputy] City Clerk of said City and its official seal to be impressed hereon, all as of the ____ day of July, 2020.

[Do not sign]_____
[Mayor] [Mayor Pro Tem]

[SEAL]

[Do not sign]_____
[Deputy] City Clerk

CERTIFICATE OF LOCAL GOVERNMENT COMMISSION

The issuance of the within bond has been approved under the provisions of The Local Government Bond Act of North Carolina.

[Do not sign]_____
[Deputy] Secretary, Local Government Commission

CERTIFICATE OF AUTHENTICATION

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

[Do not sign]_____
Finance Director, as Bond Registrar

Date of authentication: _____

ASSIGNMENT

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

_____

_____

the within Bond and all rights thereunder and hereby irrevocably constitutes and appoints_____

_____,

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

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

Section 4. The Bonds are not subject to redemption prior to their respective maturities.

Section 5. Bonds, upon surrender thereof at the office of the Bond 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 Bond Registrar, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Bonds of the same maturity, of

any denomination or denominations authorized by this resolution and bearing interest at the same rate.

The transfer of any Bond may be registered only upon the registration books of the City upon the surrender thereof to the Bond 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 Bond Registrar. Upon any such registration of transfer, the Bond Registrar shall authenticate and deliver in exchange for such Bond a new Bond or Bonds, registered in the name of the transferee, of any denomination or denominations authorized by this resolution, in an aggregate principal amount equal to the principal amount of such Bond so surrendered, of the same maturity and bearing interest at the same rate.

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

As to any Bond, 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 Bond and the interest on any such Bond 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 Bond, including the 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 Bonds within a reasonable time according to then current commercial standards and for the timely payment of principal of and interest on the Bonds. 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 Bonds (collectively the "Bond Registrar"), subject to the right of the City Council to appoint another Bond 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 Bonds as provided in this resolution.

Section 6. The City proposes to sell the Bonds to Wells Fargo Bank, National Association and Loop Capital Markets, LLC (the "Underwriters") pursuant to the provisions of a Forward Delivery Bond Purchase Agreement, to be dated as of the date of delivery thereof (the "Bond Purchase Agreement"), among the Commission, the City and the Underwriters, at such prices determined by the Commission, subject to the approval thereof by the City. There has been presented to City Council the form of the Bond Purchase Agreement. The proposal set forth in the Bond Purchase Agreement submitted by the Underwriters offering to purchase the Bonds at the aggregate purchase price and bearing interest at the rates determined by the Commission and

approved by the City as hereinafter provided, such interest rates not to result in an aggregate true interest cost in excess of 2.75% per annum is hereby approved. The final maturity of the Bonds shall not be later than October 1, 2030. The Commission is hereby requested to sell and award the Bonds to the Underwriters 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 Mayor, the City Manager and the Finance Director of the City are each hereby authorized to approve on behalf of the City the sale of the Bonds to the Underwriters at such interest rates, for such purchase price and upon such terms and conditions as the Mayor, the City Manager and the Finance Director of the City determine, subject to the provisions of this resolution. The Mayor, the City Manager and the Finance Director of the City are each 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 at this meeting, together with such modifications as the Mayor, the City Manager or the Finance Director of the City, with the advice of counsel, may deem necessary and appropriate, such execution and delivery to be conclusive evidence of the approval and authorization in all respects of the form and content thereof.

Section 7. 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 Bonds will not be included in gross income of the owners of the Bonds for purposes of federal income tax.

Section 8. All actions of the Mayor, the City Manager, the Finance Director and the City Clerk of the City in applying to the Commission to sell the Bonds to the Underwriters are hereby authorized, ratified and approved, and the Commission is hereby requested to sell the Bonds to the Underwriters by private sale. The Preliminary Official Statement, to be dated as of the date of delivery thereof (the "Preliminary Official Statement"), relating to the sale of the Bonds, in substantially the form presented at this meeting, and the distribution and use thereof by the Underwriters in connection with the offering and sale of the Bonds, is hereby authorized and approved. The City hereby authorizes and consents to the preparation and distribution of a final Official Statement, including any updated, amended or supplemental official statement that may be delivered prior to the issuance of the Bonds (collectively, the "Final Official Statement"), in substantially the form of the Preliminary Official Statement, together with such changes as are necessary to reflect the final terms of the Bonds and such other modifications as Mayor, the City Manager or the Finance Director, with the advice of counsel, may deem necessary and appropriate, the delivery of the Final Official Statement to be conclusive evidence of the approval and authorization in all respects of the form and content thereof.

Section 9. The City hereby undertakes, for the benefit of the beneficial owners of the Bonds, to provide to the Municipal Securities Rulemaking City Council (the "MSRB"):

(a) by not later than seven months from the end of each fiscal year of the City, beginning with the fiscal year ending June 30, 2020, audited financial statements of the City for such fiscal year, if available, prepared in accordance with Section 159-34 of the General Statutes of North Carolina, as it may be amended from time to time, or any successor statute, or, if such audited financial statements of the City are not available by seven months from the end of such fiscal year, unaudited financial statements of the City for such fiscal year to be replaced subsequently by

audited financial statements of the City to be delivered within fifteen (15) days after such audited financial statements become available for distribution;

(b) by not later than seven months from the end of each fiscal year of the City, beginning with the fiscal year ending June 30, 2020, (i) the financial and statistical data as of a date not earlier than the end of the preceding fiscal year for the type of information to be included under the headings "THE CITY - Debt Information and - Tax Information" (excluding any information on overlapping units) in Appendix A to the Final Official Statement and (ii) the combined budget of the City for the current fiscal year, to the extent such items are not included in the audited financial statements referred to in (a) above.

(c) in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the following events with respect to the Bonds:

(1) principal and interest payment delinquencies;

(2) non-payment related defaults, if material;

(3) unscheduled draws on debt service reserves reflecting financial difficulties;

(4) unscheduled draws on credit enhancements reflecting financial difficulties;

(5) substitution of credit or liquidity providers, or their failure to perform;

(6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;

(7) modification to the rights of the beneficial owners of the Bonds, if material;

(8) bond calls, if material, and tender offers;

(9) defeasances;

(10) release, substitution or sale of any property securing repayment of the Bonds, if material;

(11) rating changes;

(12) bankruptcy, insolvency, receivership or similar event of the City;

(13) the consummation of a merger, consolidation or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(14) appointment of a trustee or a successor or additional trustee or the change of name of a trustee, if material;

(15) incurrence of a financial obligation (as defined below) of the City, if material, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a financial obligation of the City, any of which affect beneficial owners of the Bonds, if material; and

(16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the City, any of which reflect financial difficulties; and

(d) in a timely manner, notice of a failure of the City to provide required annual financial information described in (a) or (b) above on or before the date specified.

All information provided to the MSRB as described in this Section shall be provided in an electronic format as prescribed by the MSRB and accompanied by identifying information as prescribed by the MSRB.

The City may meet the continuing disclosure filing requirement described above by complying with any other procedure that may be authorized or required by the United States Securities and Exchange Commission.

For the purposes of this Section, "financial obligation" means (a) a debt obligation, (b) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation, or (c) a guarantee of either clause (a) or (b). The term "financial obligation" shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with Rule 15c2-12 issued under the Securities Exchange Act of 1934 ("Rule 15c2-12").

If the City fails to comply with the undertaking described above, any beneficial owner of the Bonds may take action to protect and enforce the rights of all beneficial owners with respect to such undertaking, including an action for specific performance; provided, however, that failure to comply with such undertaking shall not be an event of default and shall not result in any acceleration of the Bonds. All actions shall be instituted, had and maintained in the manner provided in this paragraph for the benefit of all beneficial owners of the Bonds.

The City reserves the right to modify from time to time the information to be provided to the extent necessary or appropriate in the judgment of the City, provided that:

(a) any such modification may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the City;

(b) the information to be provided, as modified, would have complied with the requirements of Rule 15c2-12 as of the date of the Final Official Statement, after taking into account any amendments or interpretations of Rule 15c2-12, as well as any changes in circumstances; and

(c) any such modification does not materially impair the interests of the beneficial owners of the Bonds, as determined either by parties unaffiliated with the City (such as bond counsel), or by the approving vote of the registered owners of a majority in principal amount of the Bonds pursuant to the terms of this resolution, as this resolution may be amended from time to time, at the time of such amendment.

In the event that the City makes such a modification, the annual financial information containing the modified operating data or financial information shall explain, in narrative form, the reasons for the modification and the impact of the change in the type of operating data or financial information being provided.

The provisions of this Section shall terminate upon payment, or provision having been made for payment in a manner consistent with Rule 15c2-12, in full of the principal of and interest on all of the Bonds.

Section 10. U.S. Bank National Association is hereby selected as the escrow agent (the "Escrow Agent") in connection with the refunding of the outstanding 2010B Bonds as described in Section 11 hereof, subject to the right of the City Council to appoint another Escrow Agent as provided in the Escrow Deposit Agreement (hereinafter defined), and as such shall perform its responsibilities as provided in the Escrow Deposit Agreement. The Escrow Deposit Agreement, to be dated as of July 1, 2020, or some other mutually agreeable date (the "Escrow Deposit Agreement"), between the City and the Escrow Agent, in substantially the form presented at this meeting, and the creation of the Escrow Fund thereunder and the other arrangements to accomplish such refunding, is hereby approved, and the Mayor, the City Manager, the Finance Director and the City Clerk or any deputy or assistant City Clerk of the City are each hereby authorized to execute and deliver the Escrow Deposit Agreement for and on behalf of the City with such modifications as the Mayor, the City Manager or the Finance Director, with the advice of counsel, deem necessary or appropriate, such execution and delivery to be conclusive evidence of the approval thereof by the City.

Section 11. Subject to the next succeeding sentence, the City hereby determines to refund all of the outstanding 2010B Bonds maturing on October 1, 2021 to 2030, inclusive (the "Refunded Bonds"). If, on the date of sale of the Bonds, the Finance Director of the City shall determine that it is in the best economic interests of the City not to refund all or any portion of the Refunded Bonds, the Finance Director is hereby authorized to make changes in the amounts and maturities of such Refunded Bonds to be refunded, such changes to be set forth in a certificate executed and delivered by the Finance Director of the City on the date of issuance of the Bonds.

Subject to the refunding of the Refunded Bonds as provided above, the Refunded Bonds are hereby called for redemption on October 1, 2020 in accordance with the provisions of the Refunded Bonds, the resolution authorizing the issuance of the Refunded Bonds, this resolution and the Escrow Deposit Agreement. The Escrow Agent hereby directed to provide notices of such redemption at the times and in the manner set forth in the Refunded Bonds, the resolution authorizing the issuance of the Refunded Bonds and the Escrow Deposit Agreement.

Section 12. The Mayor, the Mayor Pro Tem, the City Manager, the City Attorney, the Finance Director and the City Clerk or any deputy or assistant City Clerk of the City are hereby authorized and directed to execute and deliver such closing and other documents and to take such other actions as may be necessary or appropriate for the purpose of facilitating the sale and issuance

of the Bonds and the redemption of the Refunded Bonds 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 Bonds.

Section 13. 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 NOT TO EXCEED $21,000,000 GENERAL OBLIGATION REFUNDING BONDS, SERIES 2020D" was adopted by the following vote:

Ayes:_____

_____

Noes:_____

* * * * * *

I, Angela R. Lord, 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 January 21, 2020, as it relates in any way to (a) the holding of a public hearing and the adoption of the foregoing bond order authorizing general obligation refunding bonds of said City and (b) the adoption of the foregoing resolutions authorizing the sale and issuance of general obligation bonds of said City, and that said proceedings are to be recorded in the minutes of said City Council.

I DO HEREBY FURTHER CERTIFY that proper notice of such regular meeting was given as required by North Carolina law.

WITNESS my hand and the official seal of said City this 21st day of January, 2020.

_____
City Clerk

[SEAL]