

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA, FOR THE APPROVAL, EXECUTION AND DELIVERY OF CITY OF CHARLOTTE, NORTH CAROLINA WATER AND SEWER SYSTEM REFUNDING REVENUE BONDS AND OTHER MATTERS

WHEREAS, the City of Charlotte, North Carolina (the "*City*") is authorized by The State and Local Government Revenue Bond Act, General Statutes of North Carolina, Section 159-80 *et seq.* (the "*Act*"), to issue, subject to the approval of the Local Government Commission of North Carolina (the "*LGC*"), at one time or from time to time revenue bonds and refunding revenue bonds of the City for the purposes as specified in the Act;

WHEREAS, the City Council (the "*City Council*") of the City has determined to authorize the issuance the City's Water and Sewer System Refunding Revenue Bonds (with appropriate designations) (the "*2025 Bonds*"), in an aggregate principal amount not to exceed \$210,000,000 under an Amended and Restated General Trust Indenture dated as of September 24, 2020 (the "*General Indenture*") between the City and U.S. Bank National Association, the successor to which is U.S. Bank Trust Company, National Association, as trustee (the "*Trustee*"), and a series indenture (the "*Series Indenture*") between the City and the Trustee to (1) refund all or a portion of the City's outstanding Water and Sewer System Refunding Revenue Bonds, Series 2015 (the "*2015 Bonds*"), the proceeds of which were used to refinance prior obligations related to the City's Water and Sewer System and pay the costs of issuing the 2015 Bonds, and (2) pay the costs of issuing the 2025 Bonds;

WHEREAS, the City and the LGC have arranged for the private sale without advertisement of the 2025 Bonds to BoA Securities, Inc., as managing underwriter, on its own behalf and on behalf of Samuel A. Ramirez & Co., Inc. and Hilltop Securities Inc., as the underwriters (the "*Underwriters*"), under the terms of a Bond Purchase Agreement (the "*Purchase Agreement*") among the City, the LGC and the Underwriters pursuant to which the City and the LGC will sell the 2025 Bonds to the Underwriters in accordance with the terms and conditions set forth therein;

WHEREAS, in addition to retaining the Underwriters for the sale of the 2025 Bonds, the City Council wants to approve the retention of the financing team for the 2025 Bonds, including (1) Parker Poe Adams & Bernstein LLP, as bond counsel; (2) DEC Associates, Inc., as the financial advisor; (3) First Tryon Securities, LLC, as the financial consultant; (4) U.S. Bank Trust Company, National Association, as trustee and paying agent for the 2025 Bonds; and (5) such other professionals, including co-managing underwriters, as the Chief Financial Officer of the City determines may be necessary to carry out the financing contemplated in this Resolution (collectively, the "*Financing Team*");

WHEREAS, the City Council wants the City Manager, the Chief Financial Officer of the City and the City Treasurer, or their designees, to file with the LGC an application for its approval of the 2025 Bonds, on a form prescribed by the LGC, and (1) request in

such application that the LGC approve (a) the negotiation of the sale of the 2025 Bonds to the Underwriters and (b) the City's use of the Financing Team and (2) state in such application such facts and to attach thereto such exhibits in regard to the 2025 Bonds and to the City and its financial condition, as may be required by the LGC, and to take all other action necessary to the issuance of the 2025 Bonds;

WHEREAS, copies of the forms of the following documents relating to the transactions described above (collectively, the "*Financing Documents*") have been filed with the City and made available to the City Council:

- (1) the General Indenture;
- (2) the Series Indenture;
- (3) the Purchase Agreement;
- (4) a Preliminary Official Statement (the "*Preliminary Official Statement*") with respect to the 2025 Bonds, which after the inclusion of certain pricing and other information will become the final Official Statement (the "*Official Statement*") relating to the 2025 Bonds;
- (5) an Escrow Agreement (the "Escrow Agreement") between the City and U.S. Bank Trust Company, National Association, as escrow agent, relating to the refunding of the 2015 Bonds; and
- (6) 2025 Bonds in the form set forth in the Series Indenture;

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA DOES RESOLVE AS FOLLOWS:

Section 1. The issuance of the 2025 Bonds by the City in the principal amount not to exceed \$210,000,000, in substantially the form and content set forth in the Series Indenture, subject to appropriate insertions and revisions in order to comply with the provisions of the General Indenture and the Series Indenture, is hereby in all respects approved and confirmed. The form and content of the 2025 Bonds set forth in the Series Indenture is hereby in all respects approved and confirmed. The provisions of the General Indenture, the Series Indenture, the Purchase Agreement and the Escrow Agreement with respect to the 2025 Bonds are hereby in all respects approved, confirmed and incorporated herein by reference.

The 2025 Bonds will be issued by the City for the purpose of providing funds to (1) to the extent deemed advantageous to the City, refund all or a portion of the 2015 Bonds, and (2) pay the costs of issuing the 2025 Bonds. The use of the proceeds of the 2025 Bonds, as described, is necessary in order to achieve debt service savings for the City. The City's Chief Financial Officer, and her respective designees, are each hereby directed to evaluate the merits and potential benefits to the City of refunding the 2015 Bonds and are hereby authorized to pursue the refunding of the 2015 Bonds if the City can achieve

sufficient net present value savings from the refunding of the 2015 Bonds as determined by the City's Chief Financial Officer, and her respective designees.

The 2025 Bonds will be special obligations of the City. The principal of, premium, if any, and interest on the 2025 Bonds shall not be payable from the general funds of the City, nor shall they constitute a legal or equitable pledge, charge, lien or encumbrance upon any of its property or upon any of its income, receipts or revenues except the funds which are pledged under the General Indenture and the Series Indenture. Neither the credit nor the taxing power of the State of North Carolina or the City are pledged for the payment of the principal of, premium, if any, or interest on the 2025 Bonds, and no holder of 2025 Bonds has the right to compel the exercise of the taxing power by the State of North Carolina or the City or the forfeiture of any of its property in connection with any default thereon.

Section 2. The filing of the application with the LGC for its approval of the issuance of the 2025 Bonds is hereby ratified and approved. The City Manager and the Chief Financial Officer of the City, and their designees, with advice from the City Attorney and bond counsel, are hereby authorized, directed and designated to provide such information to the LGC as may be required for the LGC's approval of such application. The Financing Team for the 2025 Bonds is hereby approved, including such other professionals, including co-managing underwriters, as the Chief Financial Officer of the City determines may be necessary to carry out the financing contemplated in this Resolution.

Section 3. The City Council finds and determines and asks the LGC to find and determine from the City's application and supporting documentation:

- (a) that the issuance of the 2025 Bonds is necessary or expedient;
- (b) that the not to exceed stated principal amount of the 2025 Bonds will be sufficient but is not excessive, when added to other money available for such purpose, to refunding the 2015 Bonds;
- (c) that the City's water and sewer system as now constituted and as it will be constituted after the completion of the refunding of the 2015 Bonds is feasible;
- (d) that the City's debt management procedure and policies are good; and
- (e) that the 2025 Bonds can be marketed at a reasonable interest cost to the City.

Section 4. The form and content of the Series Indenture and the Escrow Agreement, and the exhibits thereto are hereby in all respects approved and confirmed. The Mayor, the City Manager, the Chief Financial Officer, the City Treasurer or their respective designees, are authorized, empowered and directed to execute and deliver the Series Indenture and the Escrow Agreement for and on behalf of the City, including necessary counterparts, in substantially the form and content presented to the City, but with such changes, modifications, additions or deletions therein as to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive

evidence of their approval of any and all such changes, modifications, additions or deletions therein. From and after the execution and delivery of the Series Indenture and the Escrow Agreement, the Mayor, the City Manager, the Chief Financial Officer, the City Treasurer, the City Debt Manager, the City Clerk, the Deputy City Clerk and their respective designees (the "*Authorized Officers*"), are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Series Indenture and Escrow Agreement as executed.

Section 5. The City Council requests that the LGC sell the 2025 Bonds at private sale without advertisement to the Underwriters at such prices as the LGC determines to be in the best interest of the City, at a true interest cost of not to exceed 6.00% and pursuant to the terms of the Purchase Agreement. The form and content of the Purchase Agreement are hereby in all respects approved and confirmed. The Mayor, the City Manager, the Chief Financial Officer, the City Treasurer or their respective designees, are hereby authorized, empowered and directed to execute and deliver the Purchase Agreement for and on behalf of the City, including necessary counterparts, in substantially the form and content presented to the City, but with such changes, modifications, additions or deletions therein as to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all such changes, modifications, additions or deletions therein. From and after the execution and delivery of the Purchase Agreement, the Authorized Officers are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Purchase Agreement as executed.

Section 6. The form, terms and content of the Preliminary Official Statement be and the same hereby are in all respects authorized, approved and confirmed, and the use of the Preliminary Official Statement in connection with the sale of the 2025 Bonds with investors is hereby in all respects authorized, approved, ratified and confirmed. The City Manager, Chief Financial Officer of the City and the City Treasurer are hereby each authorized, empowered and directed to deliver the Official Statement for and on behalf of the City in substantially the form and content of the Preliminary Official Statement presented to the City Council but with such changes, modifications, additions or deletions therein as to them seem necessary, desirable or appropriate. The use of the Official Statement in connection with the sale of the 2025 Bonds with investors is hereby authorized, approved and confirmed.

Section 7. The City Manager, Chief Financial Officer of the City and the City Treasurer are each hereby authorized to execute a no-arbitrage certificate in order to comply with Section 148 of the Internal Revenue Code of 1986, as amended, and the applicable regulations promulgated thereunder.

Section 8. No stipulation, obligation or agreement herein contained or contained in the 2025 Bonds, the General Indenture, the Series Indenture, the Purchase Agreement, the Escrow Agreement or any other instrument related to the issuance of the 2025 Bonds

shall be deemed to be a stipulation, obligation or agreement of any officer, agent or employee of the City in his or her individual capacity, and no such officer, agent or employee shall be personally liable on the 2025 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 9. The Authorized Officers are hereby authorized, empowered and directed to do any and all other acts and to execute any and all other documents, which they, in their discretion, deem necessary and appropriate in order to consummate the transactions contemplated by (a) this Resolution, (b) the General Indenture, (c) the Series Indenture, (d) the Purchase Agreement and (e) the Escrow Agreement; except that none of the above shall be authorized or empowered to do anything or execute any document which is in contravention, in any way, of (1) the specific provisions of this Resolution, (2) the specific provisions of the General Indenture, the Series Indenture, the Purchase Agreement or the Escrow Agreement, (3) any agreement to which the City is bound, (4) any rule or regulation of the City or (5) any applicable law, statute, ordinance, rule or regulation of the United States of America or the State of North Carolina.

Section 10. All acts and doings of the Authorized Officers previously taken and required to be taken in the future that are in conformity with the purposes and intents of this Resolution, the furtherance of the issuance of the 2025 Bonds, the execution, delivery and performance of the Series Indenture, the Purchase Agreement and the refunding described herein are hereby in all respects ratified, approved and confirmed. Any provision in this Resolution that authorizes more than one officer of the City to take certain actions shall be read to permit such officers to take the authorized actions either individually or collectively.

Section 11. If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the 2025 Bonds authorized hereunder.

Section 12. All resolutions or parts thereof of the City Council in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 13. This Resolution is effective on its adoption.

Adopted: June 23, 2025