

A RESOLUTION INTRODUCING AND ADOPTING THE BOND ORDER AUTHORIZING THE ISSUANCE OF WATER AND SEWER SYSTEM REVENUE BONDS OF THE CITY OF CHARLOTTE, NORTH CAROLINA

BOND ORDER

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 has previously issued Water and Sewer System Revenue Bonds under the terms of 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”);

WHEREAS, the City Council (the “City Council”) of the City has determined to issue its Water and Sewer System Revenue Bonds, Series 2026 (the “2026 Bonds”), under the General Indenture and Series Indenture, Number 27 (the “Series Indenture”) between the City and the Trustee, for the following purposes: (1) prepay in full the City’s Water and Sewer System Revenue Bond Anticipation Note, Series 2024 (the “2024 BAN”), (2) refund all or a portion of the City’s outstanding Water and Sewer System Refunding Revenue Bonds, Series 2015 (the “Callable 2015 Bonds”) and the City’s outstanding Water and Sewer System Refunding Revenue Bonds, Series 2018 (the “Callable 2018 Bonds”) that are currently callable through the optional redemption, (3) to refund all or a portion of the City’s outstanding Water and Sewer System Refunding Revenue Bonds, Series 2018 (the “Non-Callable 2018 Bonds”), the City’s outstanding Water and Sewer System Refunding Revenue Bonds, Series 2019 (the “2019 Bonds”) and the City’s outstanding Water and Sewer System Refunding Revenue Bonds, Series 2020 (the “2020 Bonds” and together with the Non-Callable 2018 Bonds and the 2019 Bonds, the “Tender Bonds”) that are not currently callable through the purchase of such bonds upon tender of the owners thereof, and (4) pay the costs of issuing the 2026 Bonds;

WHEREAS, the City and the LGC have arranged for the private sale without advertisement of the 2026 Bonds to BofA Securities, Inc., as managing underwriter, on its own behalf and on behalf of J.P. Morgan Securities LLC, PNC Capital Markets LLC, Ramirez & Co., Inc. and Wells Fargo Bank, National Association, 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 2026 Bonds to the Underwriters in accordance with the terms and conditions set forth therein; and

WHEREAS, an application has been filed with the LGC requesting approval of the 2026 Bonds as required by the Act;

NOW, THEREFORE, BE IT ORDERED by the City Council of the City of Charlotte, North Carolina, as follows:

Section 1. The 2026 Bonds are authorized and will be issued pursuant to and under the Act, this bond order (this “*Bond Order*”) and a bond resolution adopted by the City Council on the same date as this Bond Order.

Section 2. The 2026 Bonds are authorized by this Bond Order in an aggregate principal amount not exceed \$570,000,000 for the purpose of providing funds to (1) prepay in full the 2024 BAN, (2) refund all or a portion of the Callable 2015 Bonds and the Callable 2018 Bonds through optional redemption to the extent the City is able to achieve sufficient debt service savings as determined by the Chief Financial Officer and (3) pay the costs of issuing the 2026 Bonds. The 2026 Bonds are also authorized by this Bond Order in an additional aggregate principal amount necessary for the purpose of refunding all or a portion of the Tender Bonds through the tender and purchase of such bonds, to the extent the City is able to achieve sufficient debt service savings as determined by the Chief Financial Officer, and to pay the costs of issuance thereof. The Tender Bonds are currently outstanding in an aggregate principal amount of approximately \$633,000,000.

The 2026 Bonds hereby authorized will be a special obligation of the City, secured by and paid solely from the proceeds thereof or from revenues, income, receipts and other money received or accrued by or on behalf of the City from or in connection with the operation of the City’s water and sewer system, as more specifically provided in the General Indenture and the Series Indenture.

The principal of, premium, if any, and interest on the 2026 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. 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 2026 Bonds, and no holder of the 2026 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 3. The issuance of the 2026 Bonds by the City, in substantially the form set forth in the Series Indenture, be and the same hereby is in all respects approved and confirmed. The form and content of the 2026 Bonds and the provisions of the Series Indenture with respect to the 2026 Bonds are approved and confirmed.

Section 4. The 2026 Bonds shall be purchased by the Underwriters under the terms of the Purchase Agreement.

Section 5. The proceeds from the sale of the 2026 Bonds shall be deposited in accordance with the Series Indenture.

Section 6. 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 2026 Bonds authorized hereunder.

Section 7. 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 8. This Bond Order shall take effect immediately on its adoption and pursuant to §159-88 of the General Statutes of North Carolina, as amended, need not be published or subjected to any procedural requirements governing the adoption of ordinances or resolutions by the City Council other than the procedures set out in the Act.

Adopted: May 11, 2026.