

**RESOLUTION OF THE CITY OF CHARLOTTE, NORTH CAROLINA APPROVING AN
INSTALLMENT FINANCING CONTRACT TO FINANCE CERTAIN GOVERNMENTAL
FACILITIES AND RELATED MATTERS**

WHEREAS, the City of Charlotte, North Carolina (the “*City*”) is a municipal corporation duly created and validly existing under and by virtue of the Constitution, statutes and laws of the State of North Carolina (the “*State*”);

WHEREAS, the City has the power, pursuant to the General Statutes of North Carolina to (1) enter into installment contracts in order to purchase, or finance or refinance the purchase of, real or personal property and to finance or refinance the construction or repair of fixtures or improvements on real property and (2) create a security interest in some or all of the property financed or refinanced to secure repayment of the purchase price;

WHEREAS, the City Council of the City (the “*City Council*”) has determined that it is in the best interests of the City to enter into an Installment Financing Contract dated as of September 1, 2023 (the “*Contract*”) between the City and New Charlotte Corporation (the “*Corporation*”) in order to finance the costs of improvements and renovations to the City’s Spectrum Center arena and other governmental facilities (collectively, the “*2023 Projects*”) and the City expects that additional improvements to the Spectrum Center arena and the construction, renovation and improvement of other governmental facilities will be financed under the Contract in the future;

WHEREAS, to secure its obligations under the Contract, the City will (1) execute and deliver a Deed of Trust, Security Agreement and Fixture Filing dated as of September 1, 2023 from the City to the deed of trust trustee named therein for the benefit of the Corporation (the “*Deed of Trust*”), granting the Corporation and its assigns a security interest in certain sites of the Projects, which is expected initially to be the site of Fire Station #32;

WHEREAS, to assist the City in the financings of the 2023 Projects with the Contract, the Corporation will execute and deliver an Indenture of Trust dated as of September 1, 2023 (the “*Master Indenture*”) between the Corporation and U.S. Bank Trust Company, National Association, as trustee (the “*Trustee*”), and Supplemental Indenture, Number 1 dated as of September 1, 2023 (“*Supplement No. 1*” and collectively with the Master Indenture, the “*Indenture*”) between the Corporation and the Trustee, under which the Corporation will execute and deliver Certificate of Participation (Governmental Facilities), Series 2023A (the “*2023A Certificate*”), evidencing proportionate undivided interests in rights to receive certain Revenues pursuant to the Contract under the Indenture, in an aggregate principal amount not to exceed \$110,000,000;

WHEREAS, Bank of America, N.A. (the “*Purchaser*”), has agreed to purchase the 2023 Certificate and provide the funding for the 2023 Projects pursuant to the terms of the Indenture, the Contract and a Certificate Purchase and Advance Agreement (the

“Purchase Agreement”) to be entered into among the Corporation, the City, the Purchaser and the North Carolina Local Government Commission (the “LGC”);

WHEREAS, there have been described to the City Council the forms of the following documents (collectively, the “Instruments”), copies of which have been made available to the City Council, which the City Council proposes to approve, enter into and deliver, as applicable, to effectuate the proposed installment financing:

- (1) the Contract;
- (2) the Deed of Trust;
- (3) the Master Indenture and Supplement No. 1; and
- (4) the Purchase Agreement;

WHEREAS, it appears that each of the Instruments is in an appropriate form and is an appropriate instrument for the purposes intended;

WHEREAS, the City Council conducted a public hearing on August 28, 2023 to receive public comment concerning the approval of the execution and delivery of the Contract and the Deed of Trust and the 2023 Projects to be financed thereby;

WHEREAS, the City has filed with the LGC an application with respect to the Contract and expects to receive approval of the Contract by the LGC at its September meeting; and

WHEREAS, the City is separately pursuing the refinancing of its installment financing obligations related to prior financing and refinancing of the construction of the Spectrum Center arena and improvements to other government facilities pursuant to an Installment Payment Contract dated as of May 15, 2003, as amended (the “Prior Contract”), between the City and the Corporation, and the related Variable Rate Certificates of Participation (2003 Governmental Facilities Projects), Series 2003F and Variable Rate Refunding Certificates of Participation (2003 Governmental Facilities Projects), Series 2013G, and wants to release property serving as collateral for the Prior Contract under an Amended, Restated and Supplemental Deed of Trust and Security Agreement by the City, dated March 1, 1995, the Notice of Extension of Lien and Supplement to Deed of Trust dated March 1, 1995, and the Second Notice of Extension of Deed of Trust to Additional Property dated August 15, 2003 (collectively, the “Prior Deed of Trust”) in order to, among other things, serve as collateral for such refinancing of the Prior Contract; and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA, AS FOLLOWS:

Section 1. Ratification of Instruments. All actions of the City officials, whether previously or hereinafter taken, in effectuating the proposed financing are

hereby approved, ratified and authorized pursuant to and in accordance with the transactions contemplated by the Instruments.

Section 2. Authorization to Execute the Contract, the Deed of Trust and the Purchase Agreement. The City approves the transactions contemplated by the Instruments in accordance with the terms of the Contract, which will be a valid, legal and binding obligation of the City in accordance with its terms. The form and content of the Instruments are hereby in all respects authorized, approved and confirmed, and the Mayor, the City Manager, the Chief Financial Officer, the City Treasurer, the Debt Manager and the City Clerk, including anyone serving as such in an interim capacity, and their respective designees (the “*Authorized Officers*”), are hereby authorized, empowered and directed to execute and deliver the Instruments, including necessary counterparts, in substantially the form and content presented to the City Council, but with such changes, modifications, additions or deletions therein as they may deem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of the City’s approval of any and all changes, modifications, additions or deletions therein from the form and content of the Instruments presented to the City Council. From and after the execution and delivery of the Instruments, 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 Instruments as executed.

Section 3. City Representative. The Authorized Officers are hereby designated as the City’s representatives to act on behalf of the City in connection with the transaction contemplated by the Instruments, and each is authorized to proceed with the financing of the 2023 Projects in accordance with the Instruments in an aggregate principal amount not to exceed \$110,000,000 and to seek opinions as a matter of law from the City Attorney, which City Attorney is authorized to furnish on behalf of the City, and opinions of law from such other attorneys for all documents contemplated hereby as required by law. The City’s representative and their designees are in all respects authorized to supply on behalf of the City all information pertaining to the City for use in the transactions contemplated by the Instruments. 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 to consummate the transactions contemplated by the Instruments or as they deem necessary or appropriate to implement and carry out the intent and purposes of this Resolution, including the on-going administration of the Instruments and related documents. Any provision in this Resolution that authorizes more than one officer to take certain actions will be read to permit such officers to take the authorized actions either individually or collectively.

Section 4. Release of Property from Prior Deed of Trust. That (a) the City hereby requests the release of as much of the real property included in the Prior Deed of Trust as permitted pursuant to the terms of the Prior Contract and the Prior Deed of Trust, such legal descriptions being included in the Prior Deed of Trust and as will be described in an appropriate instrument to release such property, and (b) the City shall provide for payment of all expenses associated with the release of such property.

Section 5. Severability. If any section, phrase or provision of this Resolution is declared invalid for any reason, such declaration will not affect the validity of the remainder of the sections, phrases or provisions of this Resolution.

Section 6. Repealer. All motions, orders, resolutions and parts thereof, in conflict herewith are hereby repealed.

Section 7. Effective Date. This Resolution will take effect immediately on its adoption.