

EXTRACTS FROM MINUTES OF CITY COUNCIL

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A Business Meeting of the City Council of the City of Charlotte, North Carolina was duly held and hosted virtually from the Charlotte-Mecklenburg Government Center in Charlotte, North Carolina, the regular place of meeting, at 5:00 p.m. on April 27, 2020:

Members Present:

Members Absent:

\* \* \* \* \*  
\* \* \*

Councilmember \_\_\_\_\_ introduced the following resolution (the “*Resolution*”), a summary of which had been provided to each Councilmember, copy of which was available with the City Clerk and which was read by title:

**A RESOLUTION MAKING CERTAIN FINDINGS AND AUTHORIZING THE APPLICATION TO THE LOCAL GOVERNMENT COMMISSION FOR ISSUANCE OF AIRPORT REVENUE BOND ANTICIPATION NOTE FINANCING AND RELATED MATTERS**

**WHEREAS**, the City of Charlotte, North Carolina, a municipal corporation in the State of North Carolina (the “*City*”), owns and operates within the City a public airport known as the Charlotte Douglas International Airport (together with such additions thereto as may be made from time to time, the “*Airport*”);

**WHEREAS**, the City is empowered, under the constitution and laws of the State of North Carolina (the “*State*”), particularly The State and Local Government Revenue Bond Act (Article 5 of Chapter 159 of the General Statutes of North Carolina), as the same may be amended from time to time (the “*Act*”), to issue its revenue bonds and notes for the purpose of financing airport facilities and refunding prior bonds issued for such purposes;

**WHEREAS**, the City Council of the City (the “*City Council*”) on April 24, 2017 adopted a bond order authorizing and securing airport revenue bonds of the City, which restated, supplemented and amended the bond order originally adopted by the City Council on November 18, 1985, and which the City Council may further restate, supplement and amend from time to time (the “*Order*”);

**WHEREAS**, the City Council has determined and hereby further determines that it is in the City’s best interest to finance and refinance the costs of Airport facilities and improvements in accordance with the Airport’s capital improvement plan (the “*2020 Projects*”);

**WHEREAS**, the City has proceeded with financing some of the 2020 Projects on an interim basis from the proceeds of City of Charlotte, North Carolina Airport Revenue Bond Anticipation Note, Series 2019C (the “*2019C BAN*”);

**WHEREAS**, the City Council hereby determines that it is desirable to continue financing the 2020 Projects on an interim basis beyond the term of the 2019C BAN;

**WHEREAS**, in order to continue such interim financing, the City is considering refinancing the 2019C BAN and further financing the 2020 Projects through the issuance of a bond anticipation note to be known as “*City of Charlotte, North Carolina Airport Revenue Bond Anticipation Note*” (with appropriate designations added) in an aggregate principal amount not to exceed \$300,000,000 (the “*2020 Note*”);

**WHEREAS**, with respect to the 2020 Note, the City Council wants to (1) retain Parker Poe Adams & Bernstein LLP, as bond counsel; (2) request the approval of the LGC of Bank of America, N.A. as the initial purchaser of the 2020 Note (the “*Purchaser*”); (3) approve the selection by the Purchaser of McGuireWoods LLP, as Purchaser’s counsel; (4) retain Frasca & Associates, L.L.C., as Airport financial advisor, and DEC Associates, Inc., as City financial advisor; and (5) retain U.S. Bank National Association, as trustee for the 2020 Note (collectively, the “*2020 Note Financing Team*”);

**WHEREAS**, the City Council authorizes and ratifies such actions as required by the City’s Chief Financial Officer, or her designee, to file with the LGC one or more applications for its approval of the 2020 Note, on forms prescribed by the LGC, and (1) request in such application that the LGC approve (A) the negotiation and sale of the 2020 Note to the Purchaser and (B) the City’s use of the 2020 Note Financing Team in connection with the issuance of the 2020 Note; and (2) state in such application such facts and to attach thereto such exhibits in regard to the 2020 Note 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 2020 Note;

**NOW, THEREFORE, BE IT RESOLVED** by the City Council of the City of Charlotte, North Carolina:

**Section 1.** The 2020 Note is to be issued by the City for the purpose of providing funds, together with other available funds of the City, to (1) refinance the 2019C BAN, (2) further finance a portion of the 2020 Projects, (3) pay capitalized interest on the 2020 Note and (4) pay the costs of issuing the 2020 Note, all as to be set out more fully in the City’s application to the LGC.

**Section 2.** The 2020 Note Financing Team is hereby approved in connection with the issuance by the City of the 2020 Note. The Chief Financial Officer, or her designee, is authorized to appoint other members to the financing team as she determines is necessary and appropriate to carry out the plan of financing described herein.

**Section 3.** The filing of an application with the LGC for its approval of the issuance of the 2020 Note by the Chief Financial Officer, or her designee, with advice from the City Manager, the City Attorney, financial advisors and bond counsel, is hereby approved and ratified.

**Section 4.** The City Council finds and determines with respect to the 2020 Projects and the 2020 Note, and asks the LGC to find and determine with respect to the 2020 Projects and the 2020 Note, from the City’s application and supporting documentation, as follows:

- (a) the proposed revenue bond anticipation note issue is necessary and expedient;
- (b) the amount proposed is adequate and not excessive for the proposed purpose of the issue;
- (c) the proposed projects are feasible;

- (d) the City's debt management procedures and policies are good; and
- (e) the proposed revenue bond anticipation note can be marketed at reasonable interest cost to the City.

**Section 5.** The City Council requests that the 2020 Note be sold by the LGC at private sale without advertisement to the Purchaser at such price as the LGC determines to be in the best interest of the City and as set forth in the City's application.

**Section 6.** The City Council has ascertained and hereby determines that the average period of usefulness of the capital projects being financed and refinanced by the proceeds of the 2020 Note is not less than 30 years computed from the date of issuance of the 2020 Note.

**Section 7.** The Mayor, the City Manager, the Chief Financial Officer, the City Clerk, including anyone serving as such in an interim capacity, or their respective designees, individually or collectively, 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 this Resolution and the other documents presented to this meeting and to execute and administer such transactions; except that none of the above is authorized or empowered to do anything or execute any document which is in contravention, in any way, of (a) the specific provisions of this Resolution, (b) any agreement to which the City is bound or (c) any applicable law, statute, ordinance, rule or regulation of the United States of America or the State.

**Section 8.** In order to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and the treasury regulations promulgated thereunder, the City Council will conduct a public hearing on May 11, 2020 at 5:00 p.m., or as soon thereafter as practicable, at the Charlotte-Mecklenburg County Government Center, 600 East Fourth Street, Charlotte, North Carolina 28202, by such method, including in a virtual manner, necessary in response to the COVID-19 global pandemic, concerning the issuance of the 2020 Note in connection with the financing and refinancing of the 2020 Projects (the "*Public Hearing*"). The City Council directs the City Clerk to give notice of the Public Hearing in a manner permitted under Treasury Regulation Section 1.147(f)-1(d) with the advice of bond counsel.

**Section 9.** All actions of the City and its officials, whether previously or hereafter taken in effectuating the proposed financing as described herein, are hereby ratified, authorized and approved.

**Section 10.** 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 11.** This Resolution is effective on its adoption.

STATE OF NORTH CAROLINA )

) ss:

CITY OF CHARLOTTE )

I, \_\_\_\_\_, the \_\_\_\_\_ of the City of Charlotte, North Carolina, **DO HEREBY CERTIFY** that the foregoing is a true and exact copy of a resolution entitled “**A RESOLUTION MAKING CERTAIN FINDINGS AND AUTHORIZING THE APPLICATION TO THE LOCAL GOVERNMENT COMMISSION FOR ISSUANCE OF AIRPORT REVENUE BOND ANTICIPATION NOTE FINANCING AND RELATED MATTERS**” adopted by the City Council of the City of Charlotte, North Carolina, at a meeting held on the 27th day of April, 2020, the reference having been made in Minute Book \_\_\_\_\_, and recorded in full in Resolution Book \_\_\_\_\_, Page(s) \_\_\_\_\_.

**WITNESS** my hand and the corporate seal of the City of Charlotte, North Carolina, this the \_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Stephanie C. Kelly  
City Clerk  
City of Charlotte, North Carolina