

EXTRACTS FROM MINUTES OF CITY COUNCIL

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A Regular Meeting of the City Council of the City of Charlotte, North Carolina was duly held in the Meeting Chamber at the Charlotte-Mecklenburg Government Center in Charlotte, North Carolina, the regular place of meeting, at 7:00 p.m. on March 25, 2019:

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:

**RESOLUTION OF THE CITY OF CHARLOTTE, NORTH CAROLINA APPROVING AN  
INSTALLMENT FINANCING WITH NEW CHARLOTTE CORPORATION TO FINANCE AND  
REFINANCE CERTAIN CONVENTION 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 and New Charlotte Corporation (the “*Corporation*”) previously entered into an Amended and Restated Installment Purchase Contract dated as of August 1, 1993, as previously amended (the “*1993 Contract*”), in order to finance, in part, the acquisition of and improvements to various convention-related facilities (collectively, the “*Existing Projects*”), including the City’s primary convention center facility (the “*Convention Center*”);

*WHEREAS*, to secure its obligations under the 1993 Contract, the City has granted a lien on the site of the Convention Center and all improvements thereon under an Amended and Restated Deed of Trust, Security Agreement and Fixture Filing dated as of June 1, 2009 (the “*Existing Deed of Trust*”);

*WHEREAS*, the City and the Corporation intend to (1) finance (a) renovations and improvements to the Convention Center and (b) the acquisition of a condominium interest in meeting and ballroom space in the Hotel and Conference Center being constructed by The Foundation of the University of North Carolina at Charlotte, Inc. (collectively, the “*2019A Project*”) and (2) refinance the City’s installment payment obligations under the 1993 Contract corresponding to the outstanding Certificates of

Participation (Convention Facility Project), Series 2009B (the “*Refunded Certificates*”) in order to achieve debt service savings;

*WHEREAS*, the City is authorized to use certain taxes to pay the cost of financing the Existing Projects and the 2019A Project under Chapter 908 of the 1983 Session Laws of the North Carolina General Assembly, as previously amended, and as further amended by Chapter 26 of the 2013 Session Laws of the North Carolina General Assembly;

*WHEREAS*, the City Council has determined it is in the best interest of the City to (1) finance the cost of the 2019A Project, (2) refinance the City’s installment payment obligations related to the Refunded Certificates and (3) pay certain costs related to the installment financing, pursuant to an installment financing contract with the Corporation as permitted under Section 160A-20 of the General Statutes of North Carolina, as amended;

*WHEREAS*, to assist the City in the financing and refinancing described above, the Corporation will execute and deliver Certificates of Participation (Convention Facility Projects), Series 2019A (the “*2019A Certificates*”) that will evidence proportionate undivided interests in rights to receive certain payments pursuant to an installment financing contract between the Corporation and the City in accordance with the Plan of Finance (as defined below);

*WHEREAS*, in connection with the sale of the 2019A Certificates by the Corporation to Wells Fargo Bank, National Association and Merrill Lynch, Pierce, Fenner & Smith Incorporated (collectively, the “*Underwriters*”), the Corporation will enter into a purchase contract with the Underwriters (the “*Purchase Contract*”) and the City will execute a Letter of Representation to the Underwriters (the “*Letter of Representation*”);

*WHEREAS*, there have been described to the City Council the forms of the Financing Documents (as defined below), 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 in accordance with the Plan of Finance;

*WHEREAS*, to make an offering and sale of the 2019A Certificates, there will be prepared a Preliminary Official Statement (the “*Preliminary Official Statement*”), a draft thereof having been presented to the City Council, and a final Official Statement (together with the Preliminary Official Statement, the “*Official Statement*”) with respect to the 2019A Certificates, which Official Statement will contain certain information regarding the City;

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

*WHEREAS*, the City Council has conducted a public hearing to receive public comment on the proposed installment financing and the projects financed and refinanced thereby on March 25, 2019 and the City has submitted its application for approval of the LGC with respect to entering into the installment financing and the related transactions described above;

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

*Section 1. Approval of the Plan of Finance.* The City Council hereby approves the City entering into either a new installment financing contract with the Corporation (a “*New Contract*”) or an amendment to the existing 1993 Contract with the Corporation (a “*Contract Amendment*”) in an

aggregate principal amount not to exceed \$142,500,000 for the purpose of financing the 2019A Project, refinancing the City's installment payment obligations related to the Refunded Certificates and paying the costs of the installment financing, and in each case, providing the security necessary to consummate the installment financing in accordance with the terms of this Resolution (the "*Plan of Finance*"). The City Manager, the Deputy City Manager, the Finance Officer (as defined in Section 159-24 of the General Statutes of North Carolina, as amended), the City Treasurer, the City Debt Manager, and their respective designees, are hereby authorized to determine which method of executing the proposed Plan of Finance is in the best interests of the City in accordance with the terms of this Resolution.

**Section 2. *Authorization of Installment Financing Contract.*** The form and content of the New Contract and the Contract Amendment are hereby in all respects authorized, approved and confirmed, and the Mayor, the City Manager, the Deputy City Manager, the Finance Officer (as defined in Section 159-24 of the General Statutes of North Carolina, as amended), the City Treasurer, the City Debt Manager, the City Clerk, the Deputy City Clerk and the City Attorney, including anyone serving as such in an interim capacity, or their respective designees (the "*Authorized Officers*") are hereby authorized, empowered and directed, individually and collectively, to execute and deliver the New Contract or the Contract Amendment, 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 Council's approval of any and all changes, modifications, additions or deletions therein from the form and content of the documents presented to the City Council.

**Section 3. *Authorization of Security for the Installment Financing Contract.*** In connection with the New Contract or the Contract Amendment, the City Council hereby authorizes the Authorized Officers to execute either an amendment to the Existing Deed of Trust (the "*Amended Deed of Trust*") or a new deed of trust (the "*New Deed of Trust*") granting a lien on the site of the Convention Center and all improvements thereon and any other portion of the 2019A Project necessary, in the discretion of the Authorized Officers, to effectuate the Plan of Finance. The form and content of the Amended Deed of Trust and the New Deed of Trust are in all respects authorized, approved and confirmed. The Authorized Officers are hereby authorized, empowered and directed, individually and collectively, to execute and deliver the Amended Deed of Trust or the New Deed of Trust, 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 Council's approval of any and all changes, modifications, additions or deletions therein from the form and content of the documents presented to the City Council.

**Section 4. *Authorization of the Official Statement.*** The form and content of the Official Statement are in all respects authorized, approved and confirmed. The use of the Official Statement by the Underwriters in connection with the sale of the 2019A Certificates is hereby in all respects authorized, approved and confirmed.

**Section 5. *Letter of Representation.*** The form and content of the Purchase Contract are hereby in all respects approved. The Authorized Officers are authorized to execute the Letter of Representation for the purposes stated therein.

**Section 6. *City Representative.*** Each of the Authorized Officers is hereby designated as the City's representatives to act on behalf of the City in connection with the transaction contemplated by the New Contract, the Contract Amendment, the Amended Deed of Trust, the New Deed of Trust, the Letter of Representation and the Purchase Contract (collectively, the "*Financing Documents*") and the Official Statement, and each is authorized to proceed with the acquisition of the 2019A Project in accordance with

the Financing Documents 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. The Authorized Officers are in all respects authorized to supply on behalf of the City all information pertaining to the City for use in the Official Statement and the transactions contemplated by the Financing Documents or the Official Statement. 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 Financing Documents or the Official Statement 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 Financing 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 7. **Ratification of Instruments.*** All actions of the City and the Authorized Officers, whether previously or hereinafter taken, in effectuating the proposed Plan of Finance are hereby approved, ratified and authorized pursuant to and in accordance with the transactions contemplated by the Financing Documents.

*Section 8. **Severability.*** If any section, phrase or provision of this Resolution is for any reason declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases or provisions of this Resolution.

*Section 9. **Repealer.*** All motions, orders, resolutions and parts thereof in conflict with this Resolution are hereby repealed.

*Section 10. **Effective Date.*** This Resolution is effective on the date of its adoption.

STATE OF NORTH CAROLINA                     )  
  )       ss:  
CITY OF CHARLOTTE                            )

I, STEPHANIE C. KELLY, the City Clerk of the City of Charlotte, North Carolina, ***DO HEREBY CERTIFY*** that the foregoing is a true and exact copy of a resolution entitled “**RESOLUTION OF THE CITY OF CHARLOTTE, NORTH CAROLINA APPROVING AN INSTALLMENT FINANCING WITH NEW CHARLOTTE CORPORATION TO FINANCE AND REFINANCE CERTAIN CONVENTION FACILITIES AND RELATED MATTERS**” adopted by the City Council of the City of Charlotte, North Carolina, at a meeting held on the 25<sup>th</sup> day of March, 2019, 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 \_\_\_\_\_, 2019.

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