

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 \_\_\_\_\_ p.m. on April 22, 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:

**A RESOLUTION MAKING CERTAIN FINDINGS AND AUTHORIZING THE APPLICATION  
TO THE LOCAL GOVERNMENT COMMISSION FOR ISSUANCE OF AIRPORT REVENUE  
BOND FINANCINGS 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 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 in accordance with the Airport’s capital improvement plan (the “*2019 Projects*”);

**WHEREAS**, the City has proceeded with financing some of the 2019 Projects on an interim basis from the proceeds of City of Charlotte, North Carolina Airport Revenue Bond Anticipation Note, Series 2017D (the “*2017D BAN*”);

**WHEREAS**, the City Council hereby determines that it is desirable to refinance the 2017D BAN in order to further finance a portion of the 2019 Projects and achieve a long-term fixed cost of funds for the portion of the 2019 Projects financed with the 2017D BAN;

**WHEREAS**, in order to obtain funds to refinance the 2017D BAN and further finance the 2019 Projects, the City is considering the issuance of (1) one or more series of its airport revenue bonds to be known as “*City of Charlotte, North Carolina Airport Revenue Bonds*” (with appropriate designations added) (collectively, the “*2019 Bonds*”) in an aggregate principal amount not to exceed \$235,000,000 and (2) 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 \$145,000,000 (the “*2019 Note*”);

**WHEREAS**, with respect to the 2019 Bonds, the City Council wants to (1) retain Parker Poe Adams & Bernstein LLP, as bond counsel; (2) request the approval of the Local Government Commission of North Carolina (the “*LGC*”) of the sale of the 2019 Bonds to Merrill Lynch, Pierce, Fenner & Smith Incorporated (and any legal successor to its functions), Wells Fargo Bank, National Association, J.P. Morgan Securities LLC and UBS Securities LLC as underwriters for the 2019 Bonds (the “*Underwriters*”); (3) approve the selection by the Underwriters of McGuireWoods LLP, as Underwriters’ counsel; (4) retain Newton and Associates, Inc., as airport financial consultant, Frasca & Associates, L.L.C., as airport financial advisor, and DEC Associates, Inc., as financial advisor; and (5) retain U. S. Bank National Association, as trustee for the 2019 Bonds (collectively, the “*2019 Bonds Financing Team*”);

**WHEREAS**, with respect to the 2019 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 2019 Note (the “*Purchaser*”); (3) approve the selection by the Purchaser of McGuireWoods LLP, as Purchaser’s counsel; (4) retain Newton and Associates, Inc., as airport financial consultant, Frasca & Associates, L.L.C., as airport financial advisor, and DEC Associates, Inc., as financial advisor; and (5) retain U.S. Bank National Association, as trustee for the 2019 Note (collectively, the “*2019 Note Financing Team*”);

**WHEREAS**, the City Council authorizes the City’s Finance Officer, as defined in Section 159-24 of the General Statutes of North Carolina, as amended (the “*Finance Officer*”), to file with the LGC one or more applications for its approval of the 2019 Bonds and the 2019 Note, on forms prescribed by the LGC, and (1) request in such application that the LGC approve (A) the negotiation of the sale of the 2019 Bonds to the Underwriters, (B) the City’s use of the 2019 Bonds Financing Team in connection with the issuance of the 2019 Bonds, (C) the negotiation and sale of the 2019 Note to the Purchaser and (D) the City’s use of the 2019 Note Financing Team in connection with the issuance of the 2019 Note; and (2) state in such application such facts and to attach thereto such exhibits in regard to the 2019 Bonds and the 2019 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 2019 Bonds and the 2019 Note;

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

**Section 1.** The 2019 Bonds are to be issued by the City for the purpose of providing funds, together with other available funds of the City, to (1) refinance a portion of the 2017D BAN, (2) further finance a portion of the 2019 Projects, (3) fund any necessary debt service reserves for the 2019 Bonds, (4) pay capitalized interest on the 2019 Bonds and (5) pay the costs of issuing the 2019 Bonds, all as to be set out fully in the documents attached to the City’s application to the LGC. The 2019 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 a portion of the 2017D BAN, (2) further finance a portion of the 2019 Projects, (3) pay capitalized interest on the 2019 Note and (4) pay the costs of issuing the 2019 Note, all as to be set out fully in the documents attached to the City's application to the LGC.

**Section 2.** The 2019 Bonds Financing Team is hereby approved in connection with the issuance by the City of the 2019 Bonds. The 2019 Note Financing Team is hereby approved in connection with the issuance by the City of the 2019 Note. The Finance Officer, or his designee, is authorized to appoint other members to each financing team as he determines is necessary and appropriate to carry out the plan of financing described herein.

**Section 3.** The filing of one or more applications with the LGC for its approval of the issuance of the 2019 Bonds and the 2019 Note by the Finance Officer, or his designee, with advice from the City Manager, the City Attorney and bond counsel, is hereby approved.

**Section 4.** The City Council finds and determines with respect to the 2019 Projects and the 2019 Bonds, and asks the LGC to find and determine with respect to the 2019 Projects and the 2019 Bonds, from the City's application and supporting documentation, as follows:

- (a) the proposed revenue bond 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 bonds can be marketed at reasonable interest cost to the City.

**Section 5.** The City Council finds and determines with respect to the 2019 Projects and the 2019 Note, and asks the LGC to find and determine with respect to the 2019 Projects and the 2019 Note, from the City's application and supporting documentation, as follows:

- (a) the proposed revenue bond 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 can be marketed at reasonable interest cost to the City.

**Section 6.** The City Council requests that the 2019 Bonds be sold by the LGC at private sale without advertisement to the Underwriters 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, but at a true interest cost not exceeding 6.00%. The City Council requests that the 2019 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, but at an initial interest rate not exceeding 3.50%.

**Section 7.** 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 2019 Bonds and the 2019 Note is not less than 30 years computed from the date of issuance of the 2019 Bonds and the 2019 Note.

**Section 8.** The Mayor, the City Manager, the Deputy City Manager, the Finance Officer, the Aviation Director, 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, 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 9.** 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 28, 2019 at 6:30 p.m., or as soon thereafter as practicable, in the Meeting Chamber, Charlotte-Mecklenburg County Government Center, 600 East Fourth Street, Charlotte, North Carolina 28202, concerning the issuance of the 2019 Bonds and the 2019 Note in connection with the 2019 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 1.141(f)-1(d) with the advice of bond counsel.

**Section 10.** 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 11.** 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 12.** 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 FINANCINGS AND RELATED MATTERS**” adopted by the City Council of the City of Charlotte, North Carolina, at a meeting held on the 22nd day of April, 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