

EXTRACTS FROM MINUTES OF CITY COUNCIL

* * *

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 May 28, 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 AUTHORIZING THE ISSUANCE OF AIRPORT REVENUE BONDS OF THE CITY OF CHARLOTTE AND VARIOUS AGREEMENTS AND ACTIONS IN CONNECTION WITH SUCH TRANSACTIONS

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 has determined 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 a 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 has determined to approve the transactions described herein whereby the City will authorize and approve, among other things, (1) the issuance of two series of its airport revenue bonds to be known as “*City of Charlotte, North Carolina Airport Revenue Bonds, Series 2019A (Non-AMT)*” (the “*2019A Bonds*”) and “*City of Charlotte, North Carolina Airport Revenue Bonds, Series 2019B (AMT)*” (the “*2019B Bonds*” and together with the 2019A Bonds, the “*2019 Bonds*”) in an aggregate principal amount not to exceed \$235,000,000 and (2) a Bond Purchase Agreement among the Local Government Commission of North Carolina (the “*LGC*”), the City and 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 (the “*Underwriters*”) for the sale of the 2019 Bonds authorized hereunder (the “*Bond Purchase Agreement*”);

WHEREAS, copies of the forms of the following documents relating to the transactions described above have been filed with the City Clerk and have been made available to the City Council:

1. the Bond Purchase Agreement; and
2. a preliminary official statement with respect to the 2019 Bonds deemed final as of its date, except for the omission of no more than the information permitted to be omitted by Rule 15c2-12 (“*Rule 15c2-12*”) under the Securities Exchange Act of 1934, as amended (the “*Preliminary Official Statement*”); and

WHEREAS, 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 (collectively, the “*Code*”), the City Council held a public hearing on May 28, 2019, after notice being duly given (the “*Public Hearing Notice*”) regarding the issuance of the 2019 Bonds and a bond anticipation note (the “*2019C Note*”) in connection with the financing and refinancing 2019 Projects, and now desires to approve the issuance of the 2019 Bonds and the financing and refinancing of the 2019 Projects with the proceeds thereof in accordance with the Code.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Charlotte, North Carolina that the City Council has determined to adopt, in accordance with Section 208 of the Order, this Resolution authorizing the issuance of the 2019 Bonds, as follows:

Section 1. For purposes of this Resolution, all capitalized, undefined words have the meanings ascribed to them in Appendix A attached hereto (the “*Appendix*”). The Appendix is incorporated into this Resolution by reference.

Section 2. 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 set out fully in the documents attached to the City’s application to the LGC and as described in the Appendix.

Section 3. The City will issue not to exceed \$235,000,000 in total aggregate principal amount of its 2019 Bonds. The Finance Officer, with advice from bond counsel, is authorized to

determine the aggregate principal amounts of the 2019A Bonds and the 2019B Bonds, respectively, to be issued so long as the combined amount is not in excess of the amount set forth in the preceding sentence.

Section 4. The City Council has requested that the 2019 Bonds be sold 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%.

Section 5. The 2019 Bonds are to be dated as of their date of issuance and pay interest and have such other terms as set forth in the Appendix.

Section 6. The 2019 Bonds are payable in annual installments on July 1 in each year, as set forth in the Finance Officer's certificate under Section 2.03 of the Appendix.

Section 7. The City covenants to take such action as may be required in the opinion of Bond Counsel to cause the 2019 Bonds and all actions of the City with respect to the proceeds thereof to comply with the Code. The Finance Officer, or his designee, is hereby authorized to execute a certificate in order to comply with Section 148 of the Code.

Section 8. The form and content of the Bond Purchase Agreement are in all respects authorized, approved and confirmed. The Mayor, the City Manager, the Deputy City Manager, the Finance Officer, the City Treasurer, the City Debt Manager, including anyone serving as such in an interim capacity, and their respective designees, individually or collectively (the "*Authorized Signatories*"), are hereby authorized, empowered and directed to execute and deliver the Bond Purchase Agreement for and on behalf of the City, 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 deem necessary, desirable or appropriate, the execution thereof to constitute conclusive evidence of the City Council's approval of any and all such changes, modifications, additions or deletions therein. From and after the execution and delivery of the Bond Purchase Agreement, 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, and their respective designees, individually or collectively (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 Bond Purchase Agreement as executed. Such execution by the Authorized Officers constitutes conclusive evidence of the City Council's approval thereof.

Section 9. The form and content of the Preliminary Official Statement are in all respects authorized, approved and confirmed. The Authorized Signatories are authorized to deliver a "final official statement" within the meaning of Rule 15c2-12 with respect to the 2019 Bonds on behalf of the City (the "*Official Statement*"). The use of the Preliminary Official Statement and the Official Statement by the Underwriters in connection with the sale of the 2019 Bonds is hereby in all respects ratified, authorized, approved and confirmed.

Section 10. No stipulation, obligation or agreement herein contained or contained in the 2019 Bonds, this Resolution, the Bond Purchase Agreement or any other instrument related to the issuance of the 2019 Bonds is deemed to be a stipulation, obligation or agreement of any officer, agent or employee of the City in his or her individual capacity, and no such officer, agent or employee is personally liable on the 2019 Bonds or subject to personal liability or accountability by reason of the issuance thereof.

Section 11. 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 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 12. Pursuant to and in satisfaction of the requirements of Section 147(f) of the Code, the City Council hereby approves (a) the issuance of the 2019 Bonds in an aggregate principal amount not to exceed the amount listed in the Public Hearing Notice and (b) the financing and refinancing of the 2019 Projects.

Section 13. From the adoption of this Resolution until the date of the first issuance of 2019 Bonds hereunder, the Authorized Signatories are hereby authorized, empowered and directed to make any changes, modifications, additions or deletions to the Appendix as to them seem necessary, desirable or appropriate to implement the intent of this Resolution. Such changes, modifications, additions or deletions to the Appendix shall be set forth in a certificate executed by an Authorized Signatory on the date of issuance of the 2019 Bonds hereunder. Such execution by an Authorized Signatory constitutes conclusive evidence of the City Council's approval thereof.

Section 14. All acts and doings of the City and its officials authorized by this Resolution that are in conformity with the purposes and intents of this Resolution and in the furtherance of the issuance of the 2019 Bonds and the execution, delivery and performance of the Bond Purchase Agreement are in all respects ratified, approved and confirmed.

Section 15. If any one or more of the agreements or provisions herein contained is 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 for any reason whatsoever is held invalid, then such covenants, agreements or provisions are null and void and separable from the remaining agreements and provisions and will in no way affect the validity of any of the other agreements and provisions hereof or of the 2019 Bonds authorized hereunder.

Section 16. This Resolution is adopted with the intent that the laws of the State govern its construction.

Section 17. 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 18. 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 AUTHORIZING THE ISSUANCE OF AIRPORT REVENUE BONDS OF THE CITY OF CHARLOTTE AND VARIOUS AGREEMENTS AND ACTIONS IN CONNECTION WITH SUCH TRANSACTIONS**” adopted by the City Council of the City of Charlotte, North Carolina, at a meeting held on the 28th day of May, 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