

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 5:00 p.m. on August 23, 2021:

Members Present:

Members Absent:

* * * * *
* * *

Councilmember _____ introduced the following 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 CONTRACT WITH NEW CHARLOTTE CORPORATION TO FINANCE CERTAIN GOVERNMENTAL FACILITIES AND EQUIPMENT 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 October 1, 2021 (the “Contract”) between the City and New Charlotte Corporation (the “Corporation”) in order to finance the costs of (a) construction of three new police stations, (b) acquisition of a new police helicopter, (c) improvements and renovations of an animal care and control facility, (d) construction of a new fire station and the acquisition of land for future use, (e) capital building improvements and sustainability related utility systems upgrades, (f) construction of a fleet repair station at the Northeast Maintenance Facility, (g) improvements to other governmental facilities and (h) the acquisition of vehicles and equipment (collectively, the “Projects”);

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 October 1, 2021 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;

WHEREAS, to assist the City in the financings of the Projects with the Contract, the Corporation will execute and deliver an Indenture of Trust dated as of October 1, 2021 (the “*Indenture*”) between the Corporation and U.S. Bank National Association, as trustee (the “*Trustee*”) and the Corporation will execute and deliver Certificates of Participation (Governmental Facilities and Equipment), Series 2021B (the “*2021B Certificates*”), 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 \$125,000,000;

WHEREAS, in connection with the sale of the 2021B Certificates by the Corporation to BofA Securities, Inc., as managing underwriter (the “*Underwriter*”), the City desires to make certain representations and warranties to the Underwriter in the form of the City’s Letter of Representation to the Underwriter (the “*Letter of Representation*”);

WHEREAS, there has been described to the City Council the following documents (collectively, the “*Instruments*”), copies of are 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 Indenture;
- (4) the Contract of Purchase between the Corporation and the Underwriter (the “*Purchase Contract*”);
- (5) the Letter of Representation; and
- (6) the Preliminary Official Statement related to the 2021B Certificates (the “*Preliminary Official Statement*”) containing certain information regarding the City;

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 23, 2021 to receive public comment concerning the approval of the execution and delivery of the Contract and the Deed of Trust and the Projects to be financed thereby; and

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 October meeting;

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 of the Official Statement. The form, terms and content of the Preliminary Official Statement are in all respects authorized, approved and confirmed, and the use of the Preliminary Official Statement and the final Official Statement related to the 2021B Certificates

substantially in the form of the Preliminary Official Statement (the “*Official Statement*”) by the Underwriter and any co-managing underwriters in connection with the sale of the 2021B Certificates is hereby in all respects authorized, approved and confirmed.

Section 3. Authorization to Execute the Contract. 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 Contract are hereby in all respects authorized, approved and confirmed, and the Mayor, the City Manager, the Chief Financial Officer 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, individually and collectively, to execute and deliver the Contract, 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 Contract presented to the City Council. From and after the execution and delivery of the Contract, the Authorized Officers are hereby authorized, empowered and directed, individually and collectively, 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 Contract as executed.

Section 4. Authorization to Execute the Deed of Trust. The form, terms and content of the Deed of Trust are in all respects authorized, approved and confirmed, and the Authorized Officers are hereby in all respects authorized, empowered and directed, individually and collectively, to execute and deliver the Deed of Trust for the City, including necessary counterparts, in substantially the form 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 Deed of Trust presented to the City Council. From and after the execution and delivery of the Deed of Trust, the Authorized Officers are hereby authorized, empowered and directed, individually and collectively, 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 Deed of Trust as executed.

Section 5. Letter of Representation. The form and content of the Contract of Purchase are hereby in all respects approved, and the City Manager and the Chief Financial Officer, including anyone serving as such in an interim capacity, and their respective designees, individually and collectively, are authorized to execute the Letter of Representation for the purposes stated therein.

Section 6. 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 the Official Statement, and each is authorized to proceed with the financing of the Projects in accordance with the Instruments in an aggregate principal amount not to exceed \$125,000,000 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, individually and collectively, 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 Instruments or the Official Statement. The Authorized Officers are hereby authorized, empowered and directed, individually and collectively, 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 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 Instruments and related documents.

Section 7. 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 8. Repealer. All motions, orders, resolutions and parts thereof, in conflict herewith are hereby repealed.

Section 9. Effective Date. This Resolution will take effect immediately on its adoption.

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

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 CONTRACT WITH NEW CHARLOTTE CORPORATION TO FINANCE CERTAIN GOVERNMENTAL FACILITIES AND EQUIPMENT AND RELATED MATTERS**” adopted by the City Council of the City of Charlotte, North Carolina, at a meeting held on the 23rd day of August, 2021, 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 _____, 2021.

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