

The Board of Commissioners for the County of Wake, North Carolina met in a regular meeting in the Board Room of the Wake County Justice Center, Room 2700, 301 South McDowell Street in Raleigh, North Carolina, the regular place of meeting, at 5:00 p.m. on June 3, 2019.

Present: \_\_\_\_\_

Absent: \_\_\_\_\_

Also present: David Ellis, County Manager; Scott Warren, County Attorney; Denise Hogan, Clerk to the Board; Emily Lucas, Chief Financial Officer; Todd Taylor, Debt Manager;

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The Chair announced that this was the hour and day of the public hearing on whether to issue not to exceed \$240,000,000 of Limited Obligation Bonds of the County to (i) refinance a portion of the County's obligations under existing Installment Financing Agreements (the "Installment Financing Agreements") previously entered into by the County pursuant to Section 160A-20 of the General Statutes of North Carolina, and (ii) finance additional school improvements.

The County entered into the Installment Financing Agreements to finance the cost of constructing, renovating, rehabilitating and equipping public school and community college facilities in the County. Pursuant to the plan of finance established when the County entered into the Installment Financing Agreements, the County now proposes to issue the Limited Obligation Bonds to refinance a portion of the County's obligations under the Installment Financing Agreements. In addition, the County will consider issuing additional Limited Obligation Bonds to finance additional school improvements. To secure its obligations with respect to the Limited Obligation Bonds, the County has previously executed and delivered a deed of trust granting a lien on the site of Apex High School, together with all improvements and fixtures located or to be located thereon. In connection with the issuance of the Limited Obligation Bonds now being considered, as additional security with respect to the Limited Obligation Bonds, the County intends to execute a supplement to such deed of trust adding the sites of Willow Spring High School and Parkside Elementary School, together with all improvements and fixtures located or to be located thereon, as additional property subject to the deed of trust. Said sites were conveyed to the County under the plan of finance and are leased back to the Wake County Board of Education for school purposes. The leases will be subordinate to the lien created by the deed of trust.

The Chair acknowledged due publication of a notice of public hearing in a newspaper with general circulation in said County as required by Section 160A-20 of the General Statutes of

North Carolina and directed the Clerk to the Board of Commissioners to attach the affidavit showing publication in said newspaper on a date at least ten (10) days prior to the date hereof as Exhibit A hereto.

The Chair then announced that the Board of Commissioners would immediately hear anyone who might wish to be heard on the advisability of the proposed projects or financing as described above.

A list of any persons making comments and a summary of such comments are attached as Exhibit B hereto.

All statements and comments were duly considered by the Board of Commissioners.

Thereupon, Commissioner \_\_\_\_\_ introduced the following resolution the title of which was read and copies of which had been distributed to each Commissioner:

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF LIMITED OBLIGATION BONDS OF THE COUNTY IN AN AMOUNT NOT TO EXCEED \$240,000,000 AND RELATED DOCUMENTS IN CONNECTION WITH THE FINANCING AND REFINANCING OF CERTAIN PUBLIC SCHOOL AND COMMUNITY COLLEGE IMPROVEMENTS FOR THE COUNTY OF WAKE, NORTH CAROLINA**

BE IT RESOLVED by the Board of Commissioners (the “Board”) for the County of Wake, North Carolina (the “County”):

Section 1. The Board does hereby find and determine as follows:

(a) The Wake County Board of Education (the “School Board”) is the local school administrative unit for the public school system located in the County of Wake, North Carolina (the “County”), and the School Board has advised the County that there is a need for additional new public school facilities in the County and for renovation, rehabilitation and improvement of existing school facilities in the County, all to serve the citizens of the County. Wake Technical Community College (“Wake Tech”) provides community college education in the County, and Wake Tech has advised the County that there is a need for additional new community college facilities in the County and for renovation, rehabilitation and improvement of existing community college facilities in the County, all to serve the citizens of the County.

(b) The County has previously entered into Installment Financing Agreements (the “Installment Financing Agreements”), with the lenders named therein, pursuant to which the respective lender advances moneys to the County in an amount sufficient to pay the cost of the school and community college improvements to be financed, and the County repays the advancement in installments, with interest. In connection with the plan of finance, the School Board conveyed to the County the sites of Apex High School, Willow Springs High School, Barton Pond Elementary School, Parkside Elementary School, East Wake Middle School and Fuquay-Varina High School each of which is a public school being improved under the plan of finance, in order for the County to execute and deliver one or more deeds of trust granting a lien on

such sites, together with all buildings, improvements and fixtures located or to be located thereon, to secure the financing.

(c) Under the plan of finance, on June 28, 2018 the County issued its Limited Obligation Bonds, Series 2018A (the “Series 2018A Bonds”) in the principal amount of \$155,290,000 for the purpose of refinancing amounts previously drawn under the Installment Financing Agreements and financing additional public school improvements, such Series 2018A Bonds issued under a Trust Agreement, dated as of June 1, 2018 (the “Trust Agreement”), between the County and U.S. Bank National Association, as trustee (the “Trustee”) and a First Supplemental Trust Agreement thereunder. As security for the Series 2018A Bonds and any additional Limited Obligation Bonds issued under the Trust Agreement, the County delivered a Deed of Trust granting a security interest on the site of Apex High School and the improvements located or to be located thereon (the “Deed of Trust”).

(d) The Trust Agreement provides that the County may from time to time issue additional Limited Obligation Bonds to refinance obligations incurred under the Installment Financing Agreements and to finance additional costs of the school and community college improvements. After a public hearing and due consideration, the County has determined at this time to issue its Limited Obligation Bonds, Series 2019 (the “Series 2019 Bonds”) in a principal amount of not to exceed \$240,000,000 for the purpose of (i) refinancing all or a portion of the obligations of the County incurred to date under the Installment Financing Agreements and not previously refinanced, and (ii) financing additional school improvements. The Series 2019 Bonds will be issued under the Trust Agreement, as supplemented by a Second Supplemental Trust Agreement, to be dated as of June 1, 2019 (the “Second Supplemental Trust Agreement”), between the County and the Trustee. In connection with the issuance of the Series 2019 Bonds, as additional security for the Limited Obligation Bonds issued under the Trust Agreement, the County will deliver to the deed of trust trustee under the Deed of Trust a supplement to the Deed of Trust (the “First Supplement to Deed of Trust”) adding the sites of Willow Spring High School and Parkside Elementary School and the improvements located or to be located thereon as additional properties subject to the Deed of Trust.

(e) The Series 2019 Bonds will initially be sold to Wells Fargo Bank, National Association, PNC Capital Markets LLC and Raymond James & Associates, Inc. (collectively, the “Underwriters”), pursuant to the terms of a Bond Purchase Agreement, to be dated the date of delivery thereof (the “Bond Purchase Agreement”), between the County and the representative of the Underwriters. In connection with the offering and sale of the Series 2019 Bonds by the Underwriters, there will be prepared and distributed to potential investors a Preliminary Official Statement, to be dated as of the date of delivery thereof (the “Preliminary Official Statement”), relating to the offering and sale of the Series 2019 Bonds, and the Official Statement (hereinafter defined).

(f) There have been presented to the Board drafts of the following documents relating to the transaction hereinabove described (the Trust Agreement and Deed of Trust having previously been entered into by the County in connection with the issuance of the Series 2018A Bonds):

(1) Second Supplemental Trust Agreement, including a form of the Series 2019 Bonds attached as Exhibit A thereto;

(2) First Supplement to Deed of Trust;

(3) Bond Purchase Agreement; and

(4) Preliminary Official Statement.

Section 2. For the purposes described above, the County is hereby authorized to enter into the Second Supplemental Trust Agreement and to issue the Series 2019 Bonds thereunder in a principal amount not to exceed \$240,000,000. The Series 2019 Bonds shall mature, shall bear interest at such rates, and shall be subject to redemption as set forth in the Trust Agreement and the Second Supplemental Trust Agreement. The Series 2019 Bonds shall bear interest at such interest rates or yields that, together with the sale prices paid to that County as described in Section 3, shall result in a true interest cost to the County of not to exceed five percent (5.00%). The final maturity of the Series 2019 Bonds shall not be later than December 31, 2043.

Section 3. The Series 2019 Bonds shall be sold to the Underwriters pursuant to the terms of the Bond Purchase Agreement. The Series 2019 Bonds may be sold to the Underwriters at a discount below the amount of the principal amount of the Series 2019 Bonds, such discount not to exceed one percent (1%) of the principal amount of the Series 2019 Bonds; provided, however, that if all or any of the Series 2019 Bonds are to be sold to the public by the Underwriters at original issue discount (resulting in lower interest rates on the applicable Series 2019 Bonds), then the Series 2019 Bonds may be sold at a further discount in the amount necessary to cover such original issue discount.

Section 4. The Board hereby approves the forms of the Second Supplemental Trust Agreement, the First Supplement to Deed of Trust, the Bond Purchase Agreement and the Series 2019 Bonds in substantially the forms presented at this meeting. The Chair of the Board, the County Manager and the Chief Financial Officer are each hereby authorized to execute and deliver the Second Supplemental Trust Agreement, the First Supplement to Deed of Trust, the Bond Purchase Agreement and the Series 2019 Bonds on behalf of the County in substantially the forms presented at this meeting, containing such insertions, deletions and filling in of blanks as the person executing such documents shall approve, such execution to be conclusive evidence of approval by the Board of any such changes. The Clerk to the Board or any assistant or deputy Clerk to the Board is hereby authorized to affix the official seal of the County to said documents and to attest the same to the extent required.

Section 5. No deficiency judgment may be rendered against the County in any action for breach of any contractual obligation with respect to the Series 2019 Bonds or under the Trust Agreement and the Second Supplemental Trust Agreement, and the taxing power of the County is not and may not be pledged directly or indirectly to secure any moneys due with respect to the Series 2019 Bonds or under the Trust Agreement and the Second Supplemental Trust Agreement.

Section 6. The Board hereby approves the form of the Preliminary Official Statement in substantially the form presented at this meeting and the distribution thereof by the Underwriters in connection with the offering and sale of the Series 2019 Bonds. Upon the sale of the Series 2019 Bonds to the Underwriters, a final Official Statement, to be dated as of the date of the Bond Purchase Agreement (the "Official Statement"), will be prepared substantially in the form of the Preliminary Official Statement and will contain such information relating to the pricing terms of the Series 2019 Bonds and such additional information as may be necessary. The Board hereby approves the delivery of the Official Statement on behalf of the County by the Chair of the Board, the County Manager and the Chief Financial Officer and the distribution thereof by the Underwriters in connection with the offering and sale of the Series 2019 Bonds.

Section 7. The Chair of the Board, the County Manager, the Chief Financial Officer and the Clerk to the Board, and any other officers, agents and employees of the County, are hereby authorized and directed to deliver such certificates, opinions and other items of evidence as shall be deemed necessary to consummate the transactions described above, including, without limitation, any documents necessary to effect the partial prepayment of the Installment Financing Agreements.

Section 8. The County Manager and the Chief Financial Officer are hereby authorized to cooperate with the Underwriters in preparing and filing such filings under state securities or "blue sky" laws as the Underwriters may request; provided, however, that the City shall not be required to consent to the jurisdiction of any state in which it is not now subject unless the County Attorney shall determine that such consent is in the best interest of the County.

Section 9. This resolution shall take effect immediately upon its passage.

Upon motion of Commissioner \_\_\_\_\_, the foregoing resolution was adopted by the following vote:

Ayes: \_\_\_\_\_

\_\_\_\_\_

Noes: \_\_\_\_\_

\_\_\_\_\_

\* \* \* \* \*

I, Denise Hogan, Clerk to the Board of Commissioners for the County of Wake, North Carolina, DO HEREBY CERTIFY that the foregoing is a true summary of the proceedings of said Board at a regular meeting held on June 3, 2019 as it relates in any way to the holding of a public hearing relating to the proposed issuance of Limited Obligation Bonds of the County for the purposes described therein, and the passage of the foregoing resolution relating to such Limited Obligation Bonds and related actions.

I DO HEREBY FURTHER CERTIFY that proper notice of such regular meeting was given as required by North Carolina law.

WITNESS my hand and official seal of said County this 3rd day of June, 2019.

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Clerk to the Board of Commissioners

[SEAL]

**EXHIBIT A**

[Attach publisher's affidavit for notice of public hearing]

## **EXHIBIT B**

[A list of any persons making comments and a summary of such comments to be attached. If no comments are made, please insert "None".]

NONE