

The Public Works Commission of the City of Fayetteville, North Carolina held a regular meeting at 955 Old Wilmington Road in Fayetteville, North Carolina, the regular place of meeting, at 8:30 a.m. on April 13, 2016.

Present: Chairman Darsweil L. Rogers, presiding, and Commissioners Wade L. Fowler, Michael G. Lallier and Evelyn Shaw

Absent: None

Also Present: David W. Trego, CEO/General Manager; Karen McDonald City Attorney; Kristoff Bauer, Deputy City Manager; Jim Arp, Council Liaison; Kenneth Edge, County Liaison; John Ellis, Hope Mills; PWC Staff

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J. Dwight Miller, CFO introduced the following resolution the title of which was read and a copy of which had been previously distributed to each Commissioner:

Resolution No. PWC2016 - 07

RESOLUTION APPROVING AND AGREEING TO THE TERMS OF A BOND ORDER AUTHORIZING THE SALE AND ISSUANCE OF PUBLIC WORKS COMMISSION REVENUE BONDS, SERIES 2016 BY THE CITY OF FAYETTEVILLE, NORTH CAROLINA, REQUESTING THAT THE CITY COUNCIL OF SAID CITY ADOPT SUCH BOND ORDER AND TAKING CERTAIN OTHER ACTIONS IN CONNECTION WITH SUCH BONDS

WHEREAS, the Public Works Commission of the City of Fayetteville, North Carolina (the "PWC"), created pursuant to Chapter VI of the City Charter of the City of Fayetteville, North Carolina (the "City") as an independently operated utility for the purpose of supervising and managing the electric, water and sanitary sewer systems of the City, currently operates an electric system, water system and sanitary sewer system for and on behalf of the City, all of which provide services to the residents of the City and its environs; and

WHEREAS, pursuant to a bond order adopted by the City Council of the City on November 5, 1990, as supplemented and amended (the "Original Bond Order"), the City and the PWC created a combined enterprise system comprised of the electric system, water system and sanitary sewer system (collectively, the "System"); and

WHEREAS, the Original Bond Order provides for the issuance of revenue bonds thereunder, to be secured by the Net Revenues (as defined in the Original Bond Order) of the System as set forth therein, to finance and refinance improvements to the System; and

WHEREAS, in order to better serve and provide for the future needs of the residents of the City and its environs, the City and the PWC have determined to acquire, construct and equip various improvements to its electric, water and sanitary sewer systems, including, without limitation, (a) extension of water and sanitary sewer mains and lines to various annexed areas of the City, (b) extension, rehabilitation and replacement of water and sanitary sewer mains and lines, (c) replacement of electric and water meters with advanced smart meters, and (d) replacement of streetlights with energy efficient LED lighting (collectively, the “Series 2016 Project”); and

WHEREAS, the City has previously issued its Public Works Commission Revenue Bonds, Series 2008 and Public Works Commission Revenue Bonds, Series 2009B (collectively, the “Prior Bonds”) and has previously executed and delivered two promissory notes to the State of North Carolina in 2002 and 2007 with respect to two clean water revolving fund loans (collectively, the “Prior Notes”); and

WHEREAS, after consideration, the PWC has determined that the PWC and the City may be able to realize significant debt service savings through the refunding of all or a portion of the Prior Bonds and refinancing the Prior Notes.

WHEREAS, the City has determined to issue its Public Works Commission Revenue Bonds, Series 2016 (the “Series 2016 Bonds”) in an aggregate principal amount not exceeding \$126,000,000 for the purpose of providing funds, together with any other available funds, to (a) pay the costs of the Series 2016 Project, including capitalized interest with respect thereto, (b) refund all or a portion of the Prior Bonds, (c) refinance the Prior Notes and (d) pay certain fees and expenses incurred in connection with the sale and issuance of the Series 2016 Bonds; and

WHEREAS, in connection with the authorization, sale and issuance of the Series 2016 Bonds, the staff of the PWC has presented to the PWC at this meeting proposed forms of the following documents:

(a) Bond Order to be adopted by the City Council of the City on April 25, 2016 (the “2016 Bond Order”), authorizing the sale and issuance of the Series 2016 Bonds, together with the form of the Series 2016 Bonds attached as Exhibit B thereto;

(b) 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 2016 Bonds;

(c) Notice of Sale and Bid Form relating to the offering and sale of the Series 2016 Bonds (the “Notice of Sale”); and

(d) Escrow Deposit Agreement, to be dated as of May 1, 2016 (the “Escrow Deposit Agreement”), between the City and The Bank of New York Mellon Trust Company, N.A., relating to the refunding of all or a portion of the Prior Bonds; and

WHEREAS, the Series 2016 Bonds will be issued and secured pursuant to the Original Bond Order and the Series 2016 Bond Order; and

WHEREAS, the City Council of the City is desirous of receiving the PWC's concurrence and agreement with the terms and provisions of the Original Bond Order, the Series 2016 Bond Order, the Preliminary Official Statement and the Notice of Sale; and

WHEREAS, the PWC is in agreement with such terms and provisions; and

WHEREAS, it is necessary for the PWC to authorize and approve certain other actions in connection with the sale and issuance of the Series 2016 Bonds by the City;

NOW, THEREFORE, BE IT RESOLVED, by the Public Works Commission of the City of Fayetteville, North Carolina as follows:

1. The Series 2016 Bond Order and the Series 2016 Bonds are hereby approved in substantially the forms presented at this meeting, together with such further supplements, modifications, amendments and changes as the officers of the PWC, with the advice of counsel, may approve, such approval to be evidenced by the issuance of the Series 2016 Bonds by the City.

2. The PWC hereby approves the action of the North Carolina Local Government Commission in providing for the public offering and sale of the Series 2016 Bonds by competitive bid pursuant to the terms of the Notice of Sale. The PWC hereby approves the Notice of Sale in substantially the form presented at this meeting.

3. The PWC hereby approves the use and distribution of the Preliminary Official Statement in substantially the form presented at this meeting in connection with the offering and sale of the Series 2016 Bonds. A final Official Statement, in substantially the form of the Preliminary Official Statement, together with such changes as are necessary to reflect certain pricing and other terms relating to the Series 2016 Bonds, is hereby approved, and the Chairman, the General Manager and the Chief Financial Officer of the PWC are each hereby authorized to execute and deliver the final Official Statement in substantially the form of the Preliminary Official Statement, together with such changes, modifications, insertions and deletions, as any of them, with the advice of counsel, may deem necessary and appropriate, such execution and delivery to be conclusive evidence of the approval and authorization thereof by the PWC.

4. The PWC hereby approves the execution and delivery by the City of the Escrow Deposit Agreement in substantially the form presented at this meeting, together with such further supplements, modifications, amendments and changes as the officers of the PWC, with the advice of counsel, may approve, such approval to be evidenced by the issuance of the Series 2016 Bonds by the City. The PWC hereby also approves the refunding of all or a portion of the Prior Bonds as set forth in the Escrow Deposit Agreement and the refinancing of the Prior Notes.

5. The officers and employees of the PWC are authorized and directed (without limitation, except as may be expressly set forth herein and in the Original Bond Order or the Series 2016 Bond Order) to take such action and to execute and deliver such documents, certificates, undertakings and agreements or other instruments as any of them, with the advice of counsel, may deem necessary or appropriate to effect the transactions contemplated by the Original Bond Order, the Series 2016 Bond Order, the Notice of Sale, the final Official Statement and the Escrow Deposit Agreement.

6. The PWC agrees to fulfill all of its obligations under the Original Bond Order and, upon its adoption by the City Council of the City, the Series 2016 Bond Order, and the PWC concurs with all of the terms and provisions thereof, including, but not limited to:

(a) the form of the Series 2016 Bonds;

(b) the interest rates to be borne by the Series 2016 Bonds (provided such rates are within the parameters set forth in Section 2.04 of the Series 2016 Bond Order);

(c) the mechanisms and procedures for securing the Series 2016 Bonds;

(d) the mechanisms and procedures for the payment of the principal of, premium, if any, and the interest on the Series 2016 Bonds;

(e) the pledge of the Net Revenues (as defined in the Original Bond Order) granted by the Original Bond Order, as supplemented by the Series 2016 Bond Order;

(f) the mechanisms and procedures for disbursement of the proceeds of the Series 2016 Bonds;

(g) the procedures for amending and supplementing the Series 2016 Bond Order;

(h) the undertaking of all obligations of the City under the Series 2016 Bond Order by the PWC and the compliance with the terms and conditions of the City under the Original Bond Order and the Series 2016 Bond Order by the PWC; and

(i) all other matters in the Series 2016 Bond Order with respect to the Series 2016 Bonds.

7. The City Council of the City is hereby requested to adopt the Series 2016 Bond Order in substantially the form of the draft presented to the PWC at this meeting.

8. This resolution shall take effect immediately upon its passage.

Upon motion of Commissioner Fowler, seconded by Commissioner Shaw, the foregoing resolution entitled "RESOLUTION APPROVING AND AGREEING TO THE TERMS OF A BOND ORDER AUTHORIZING THE SALE AND ISSUANCE OF PUBLIC WORKS COMMISSION REVENUE BONDS, SERIES 2016 BY THE CITY OF FAYETTEVILLE, NORTH CAROLINA, REQUESTING THAT THE CITY COUNCIL OF SAID CITY ADOPT SUCH BOND ORDER AND TAKING CERTAIN OTHER ACTIONS IN CONNECTION WITH SUCH BONDS" was adopted by the following vote:

Ayes: Commissioners Rogers, Fowler, Lallier and Shaw .

Noes: None .

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I, Michael G. Lallier, Secretary of the Public Works Commission of the City of Fayetteville, North Carolina, DO HEREBY CERTIFY that the foregoing is a true and accurate copy of so much of the proceedings of said Public Works Commission at a regular meeting held on April 13, 2016, as relates in any way to the adoption of the foregoing resolution and that said proceedings are recorded in minute books of said Public Works Commission.

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

WITNESS my hand and the official seal of said Public Works Commission this 13th day of April, 2016.

Secretary

[SEAL]