

# ADOPTED

JAN 23 2018

810

Gaston County Board  
of Commissioners

GASTON COUNTY

COMMISSIONER'S COURT

NORTH CAROLINA

NOVEMBER 28, 2017

The Gaston County Board of Commissioners (BOC) met in Special Session on November 28, 2017 at 5:30 pm, in The Gaston County Administration Building, 128 W. Main Avenue, Gastonia, NC in Conference Room 3A, 3<sup>rd</sup> Floor.

Chairman Chad Brown presided with Commissioners Ronnie Worley, Vice-Chairman; Don Grant, Bob Hovis, Tom Keigher and Tracy L. Philbeck in attendance.

Commissioner Allen R. Fraley was not in attendance.

Others present included Earl Mathers, County Manager; Charles L. Moore, County Attorney; and Donna S. Buff, Clerk to the Board.

Upon request of Chairman Brown, Commissioner Hovis led those assembled in the Invocation and Commissioner Grant led in the Pledge of Allegiance.

## **2017-279 Commissioner Brown - County Attorney - Resolution Providing for the Issuance of a General Obligation Refunding Bond, Series 2017**

Chairman Brown asked Mr. Charles Moore, County Attorney, to provide a brief overview.

The County Attorney advised that this is in essence the second reading of the resolution to reduce and refund a variety of previously issued bonds. The estimated savings are \$3M to the County.

Commissioner Hovis introduced the motion to approve. Commissioner Worley provided the second.

Chairman Brown called for discussion.

Hearing none, Chairman Brown called for the vote, and the BOC unanimously approved **2017-279** A Resolution Providing for the Issuance of a General Obligation Refunding Bond, Series 2017

Action was taken as set forth herewith and therein as follows:

A special meeting of the Board of Commissioners for the County of Gaston, North Carolina, was held in The Gaston County Administration Building, 3rd Floor, Conference Room 3A located at 128 W. Main Avenue, in Gastonia, North Carolina, on November 28, 2017 at 5:30 P.M.

Present: Chairman Chad Brown, presiding, and Commissioners Ronnie Worley, Don Grant Bob Hovis, Tom Keigher and Tracy L. Philbeck.

---

Absent: Commissioner Allen R. Fraley

Commissioner Brown introduced the following resolution, a copy of which had been made available to each Commissioner:

COMMISSIONER'S COURT

NOVEMBER 28, 2017

GASTON COUNTY, NORTH CAROLINA

RESOLUTION PROVIDING FOR THE ISSUANCE OF A  
GENERAL OBLIGATION REFUNDING BOND, SERIES 2017

BE IT RESOLVED by the Board of Commissioners for the County of Gaston, North Carolina:

Section 1. Said Board of Commissioners (the "Board of Commissioners") has determined and does hereby find and declare:

(a) That an order authorizing not exceeding \$61,000,000 Refunding Bonds of the County of Gaston, North Carolina was adopted by the Board of Commissioners on November 14, 2017, which order has taken effect.

(b) That none of said Refunding Bonds have been issued; that no notes have been issued in anticipation of the receipt of the proceeds of the sale of said Refunding Bonds; and that it is necessary to issue at this time said Refunding Bonds in accordance with the provisions of Section 2 of this resolution.

(c) That the shortest period of time in which the debt of said County to be refunded by the issuance of said Refunding Bonds can be finally paid without making it unduly burdensome on the taxpayers of said County, as determined by the Local Government Commission of North Carolina (the "Local Government Commission"), is a period which expires on February 1, 2029 and that the end of the unexpired period of usefulness of the capital projects financed by said debt is a period which expires on August 18, 2049.

(d) That said County desires to sell said Refunding Bonds to be issued at private sale pursuant to a proposal from Key Government Finance, Inc., dated November 10, 2017, for the purchase of said Refunding Bonds to be issued with a final maturity date of February 1, 2029 (the "Proposal").

Section 2. Pursuant to said order and the Proposal, there shall be issued a single bond of said County (the "Issuer"), designated "General Obligation Refunding Bond, Series 2017" and dated the date of delivery thereof (the "Bond"). The Bond shall be in such principal amount not exceeding \$61,000,000 and shall be stated to mature in such annual installments of principal on February 1 of such years not exceeding February 1, 2029 as shall be determined by the County Manager or the Finance Director of the Issuer, subject to the limitations contained in this resolution. The County Manager or the Finance Director of the Issuer shall execute one or more certificates to evidence the making of such determinations, and each such certificate shall be conclusive evidence of the determinations of the County Manager or the Finance Director of the Issuer, as applicable, as to the matters stated therein. Except as provided in this Section 2 and Section 8 of this resolution, the Bond shall bear interest on the unpaid part of such principal amount (computed on the basis of a 360-day year consisting of twelve 30-day months) at the rate of two and five hundred thirty-four thousandths per centum (2.534%) per annum, which interest shall be payable on August 1, 2018 and semiannually thereafter on February 1 and August 1 of each year until payment of such principal amount.

In the event that the Issuer fails to pay the interest on or principal of the Bond when due, the interest rate on the related installment of principal of the Bond shall increase from the date of such payment default to five and five hundred thirty-four thousandths per centum (5.534%) per annum (the "Default Rate") until such payment default has been cured and, if such payment default continues for longer than ninety (90) days, then the interest rate on the related installment of principal of the Bond and the installments of principal of the Bond that are due to be paid thereafter shall increase to the Default Rate until such payment default has been cured.

The Bond shall bear interest from the interest payment date next preceding the date on which it is authenticated unless it is (a) authenticated upon an interest payment date in which event it shall bear interest from such interest payment date or (b) authenticated prior to the first interest payment date in which event it shall bear interest from its date; provided, however, that if at the time of authentication interest is in default, the Bond shall bear interest from the date to which interest has been paid.

The principal of and the interest on the Bond shall be payable in any coin or currency of the United States of America which is legal tender for the payment of public and private debts on the respective dates of payment thereof.

The principal of and the interest on the Bond shall be payable to the person appearing on the registration books of the Issuer hereinafter provided for as the registered owner of the Bond or his registered assigns or legal representative as the same shall become due and payable on the respective payment dates by wire transfer or other means in accordance with information to be provided to the Issuer by the registered owner of the Bond.

The Bond shall be initially issued as one fully-registered bond, numbered R-1, and shall be initially registered in the name of "Key Government Finance, Inc.," as the initial purchaser of the Bond (the "Purchaser").

The Issuer has pledged its faith and credit to the payment of the principal of and interest on the Bond. Unless other funds are lawfully available and appropriated for the timely payment thereof, the Issuer will levy on all real and tangible personal property taxable by the Issuer such ad valorem taxes as may be necessary to pay the principal of and the interest on the Bond as they become due.

## COMMISSIONER'S COURT

NOVEMBER 28, 2017

## GASTON COUNTY, NORTH CAROLINA

Unless indicated otherwise, the provisions of this resolution that follow shall apply to each Bond issued or issuable hereunder, whether initially or in replacement thereof.

Section 3. The Bond shall bear the manual signatures of the Chairman of the Board of Commissioners and the Clerk to the Board of Commissioners and the corporate seal of the Issuer shall be impressed on the Bond.

The certificate of the Local Government Commission to be endorsed on the Bond shall bear the manual or facsimile signature of the Secretary of the Local Government Commission and the certificate of authentication of the Bond Registrar (hereinafter defined) to be endorsed on the Bond shall be executed as provided hereinafter.

In case any officer of the Issuer or the Local Government Commission whose manual or facsimile signature shall appear on the Bond shall cease to be such officer before the delivery of the Bond, such manual or facsimile signature shall nevertheless be valid and sufficient for all purposes the same as if he had remained in office until such delivery, and the Bond may bear the manual or facsimile signatures of such persons as at the actual time of the execution of the Bond shall be the proper officers to sign the Bond although at the date of the Bond such persons may not have been such officers.

The Bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under this resolution until it shall have been authenticated by the execution by the Bond Registrar of the certificate of authentication endorsed thereon.

The Bond and the endorsements thereon shall be in substantially the following forms:

No. R- 1

\$ \_\_\_\_\_

United States of America

State of North Carolina

COUNTY OF GASTON

GENERAL OBLIGATION REFUNDING BOND, SERIES 2017

The County of Gaston, a political subdivision in the State of North Carolina, is justly indebted and for value received hereby promises to pay to

KEY GOVERNMENT FINANCE, INC.

or registered assigns or legal representative the principal sum of

\_\_\_\_\_ DOLLARS

in annual installments of \$ \_\_\_\_\_ on February 1, 2019 to 2029, inclusive, and, except as provided herein, to pay interest from the date hereof on the unpaid part of such principal sum at the rate of two and five hundred thirty-four thousandths per centum (2.534%) per annum until payment thereof, such interest to the maturity hereof being payable on August 1, 2018 and semiannually thereafter on February 1 and August 1 of each year.

In the event that said County fails to pay the interest on or principal of this bond when due, the interest rate on the related installment of principal of this bond shall increase from the date of such payment default to five and five hundred thirty-four thousandths per centum (5.534%) per annum (the "Default Rate") until such payment default has been cured and, if such payment default continues for longer than ninety (90) days, then the interest rate on the related installments of principal of this bond and the installments of principal of this bond that are due to be paid thereafter shall increase to the Default Rate until such payment default has been cured.

Upon the occurrence of a Determination of Taxability (as defined in the Resolution hereinafter defined), and for as long as this bond remains outstanding, the interest rate on this bond shall be converted to the Taxable Rate (as defined in the Resolution).

In addition, upon a Determination of Taxability, said County shall pay to the registered owner of this bond (a) an additional amount equal to the difference between (i) the amount of interest actually paid on this bond during the Taxable Period (as defined in the Resolution) and (ii) the amount of interest that would have been paid on this bond during the Taxable Period had this bond borne interest at the Taxable Rate, and (b) an amount equal to any interest, penalties on overdue interest and additions to tax (as referred to in Subchapter A of Chapter 68 of the Internal Revenue Code of 1986, as amended) owed by the registered owner of this bond as a result of the Determination of Taxability.

The principal of and the interest on this bond shall be payable to the person appearing on the registration books of said County as the registered owner of this bond or his assigns or legal representative as the same shall become due and payable on the respective payment dates by wire transfer or other means in accordance with instructions to be provided to said County by the registered owner of this bond. Both the principal of and the interest on this bond shall be paid in any coin or currency of the United States of America that is legal tender for the payment of public and private debts on the respective dates of payment thereof. For the prompt payment hereof, both principal and interest as the same shall become due, the faith and credit of said County of Gaston are hereby irrevocably pledged.

## COMMISSIONER'S COURT

NOVEMBER 28, 2017

## GASTON COUNTY, NORTH CAROLINA

This bond is being issued by said County for the purpose of providing funds, with any other available funds, for refunding certain outstanding bonds of said County, including paying expenses related thereto, as provided in a resolution duly passed by the Board of Commissioners for said County on November 28, 2017 (the "Resolution"), and this bond is issued under and pursuant to The Local Government Bond Act, as amended, Article 7, as amended, of Chapter 159 of the General Statutes of North Carolina, an order adopted by said Board of Commissioners, which order has taken effect, and the Resolution.

The installments of principal of this bond may be redeemed prior to maturity, at the option of said County, from any moneys that may be made available for such purpose, in whole or in part on any date, at a redemption price of 101.50% of the aggregate principal amount of the installments of principal of this bond to be redeemed if redeemed prior to December 15, 2018, a redemption price of 101.25% of the aggregate principal amount of the installments of principal of this bond to be redeemed if redeemed on or after December 15, 2018 but prior to December 15, 2019, a redemption price of 101.00% of the aggregate principal amount of the installments of principal of this bond to be redeemed if redeemed on or after December 15, 2019 but prior to December 15, 2020, a redemption price of 100.75% of the aggregate principal amount of the installments of principal of this bond to be redeemed if redeemed on or after December 15, 2020 but prior to December 15, 2021, a redemption price of 100.50% of the aggregate principal amount of the installments of principal of this bond to be redeemed if redeemed on or after December 15, 2021 but prior to December 15, 2022 and a redemption price of 100% of the aggregate principal amount of the installments of principal of this bond to be redeemed if redeemed thereafter, plus interest accrued thereon to the date fixed for redemption.

Not less than thirty (30) days before the redemption date of the installments of principal of this bond to be redeemed, said County shall cause a notice of such redemption to be filed with the Bond Registrar (as defined in the Resolution) and to be given by certified or registered United States mail or a national package delivery service to the registered owner of this bond at the address appearing upon the registration books of said County or by such other means as the registered owner of this bond shall require. On the date fixed for redemption, notice having been given as aforesaid, the installments of principal of this bond so called for redemption shall be due and payable at the redemption price provided therefor, plus accrued interest to such date, and said County shall pay such redemption price plus accrued interest to the registered owner of this bond by wire transfer or other means in accordance with instructions to be provided by such registered owner.

Any notice of redemption may state that the redemption to be effected is conditioned upon the receipt by the Bond Registrar on or prior to the redemption date of moneys sufficient to pay the redemption price and interest on the installments of principal of this bond to be redeemed and that if such moneys are not so received such notice shall be of no force or effect and such installments of principal of this bond shall not be required to be redeemed. In the event that such notice contains such a condition and moneys sufficient to pay such redemption price and interest are not received by the Bond Registrar on or prior to the redemption date, the redemption shall not be made and the Bond Registrar shall within a reasonable time thereafter give notice, in the manner in which the notice of redemption was given, that such moneys were not so received.

In the event that all of the outstanding installments of principal of this bond shall be redeemed, the registered owner of this bond shall promptly surrender this bond to the Bond Registrar and this bond shall forthwith be cancelled by the Bond Registrar.

The Bond Registrar shall keep at his or her office the books of said County for the registration of transfer of this bond. The transfer of this bond may be registered only upon such books and as otherwise provided in the Resolution upon the surrender hereof to the Bond Registrar together with an assignment duly executed by the registered owner hereof or his attorney or legal representative in such form as shall be satisfactory to the Bond Registrar. Upon any such registration of transfer, the Bond Registrar shall deliver in exchange for this bond a new bond, registered in the name of the transferee, in a principal amount equal to the outstanding installments of principal of this bond, containing the same outstanding installments of principal and bearing interest at the same rate. Notwithstanding the foregoing, the Bond Registrar shall not register the transfer of this bond to any person or entity other than a bank, insurance company or similar financial institution unless such transfer has been approved by the Local Government Commission of North Carolina.

It is hereby certified and recited that all acts, conditions and things required by the Constitution and laws of North Carolina to happen, exist and be performed precedent to and in the issuance of this bond have happened, exist and have been performed in regular and due form and time as so required; that provision has been made for the levy and collection of a direct annual tax upon all taxable property within said County sufficient to pay the principal of and the interest on this bond as the same shall become due; and that the total indebtedness of said County, including this bond, does not exceed any constitutional or statutory limitation thereon.

This bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Resolution until this bond shall have been authenticated by the execution by the Bond Registrar of the certificate of authentication endorsed hereon.

COMMISSIONER'S COURT

NOVEMBER 28, 2017

GASTON COUNTY, NORTH CAROLINA

IN WITNESS WHEREOF, said County of Gaston, by resolution duly passed by its Board of Commissioners, has caused this bond to be manually signed by the Chairman of said Board and the Clerk to said Board and its corporate seal to be impressed hereon, all as of the \_\_\_\_\_ day of December 2017.

\_\_\_\_\_  
Chairman of the Board of Commissioners

\_\_\_\_\_  
Clerk to the Board of Commissioners

## CERTIFICATE OF LOCAL GOVERNMENT COMMISSION

The issuance of the within bond has been approved under the provisions of The Local Government Bond Act of North Carolina.

\_\_\_\_\_  
Secretary, Local Government Commission

## CERTIFICATE OF AUTHENTICATION

This bond is the bond of the series designated herein and issued under the provisions of the within-mentioned Resolution.

Finance Director of the County of Gaston, North  
Carolina, as Bond Registrar

By: \_\_\_\_\_  
Authorized Signatory

Date of authentication: \_\_\_\_\_

## ASSIGNMENT

FOR VALUE RECEIVED the undersigned registered owner thereof hereby sells, assigns and transfers unto

\_\_\_\_\_  
the within bond and all rights thereunder and hereby irrevocably constitutes and appoints

\_\_\_\_\_  
attorney to register the transfer of said bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

In the presence of:

NOTICE: The signature must be guaranteed by an institution which is a participant in the Securities Transfer Agent Medallion Program (STAMP) or similar program.

\_\_\_\_\_  
The signature to this assignment must correspond with the name as it appears on the face of the within bond in every particular, without alteration of enlargement or any change whatever.

Section 4. The installments of principal of the Bond will be redeemable prior to maturity, at the option of the Issuer, from any moneys that may be made available for such purpose, in whole or in part on any date, at a redemption price of 101.50% of the aggregate principal amount of the installments of principal of the Bond to be redeemed if redeemed prior to December 15, 2018, a redemption price of 101.25% of the aggregate principal amount of the installments of principal of the Bond to be redeemed if redeemed on or after December 15, 2018 but prior to December 15, 2019, a redemption price of 101.00% of the aggregate principal amount of the installments of principal of the Bond to be redeemed if redeemed on or after December 15, 2019 but prior to December 15, 2020, a redemption price of 100.75% of the aggregate principal amount of the installments of principal of the Bond to be redeemed if redeemed on or after

## COMMISSIONER'S COURT

NOVEMBER 28, 2017

## GASTON COUNTY, NORTH CAROLINA

December 15, 2020 but prior to December 15, 2021, a redemption price of 100.50% of the aggregate principal amount of the installments of principal of the Bond to be redeemed if redeemed on or after December 15, 2021 but prior to December 15, 2022 and a redemption price of 100% of the aggregate principal amount of the installments of principal of the Bond to be redeemed if redeemed thereafter, plus interest accrued thereon to the date fixed for redemption.

Not less than thirty (30) days before the redemption date of the installments of principal of the Bond to be redeemed, the Issuer shall cause a notice of such redemption to be filed with the Bond Registrar and to be given by certified or registered United States mail or a national package delivery service to the registered owner of the Bond at the address appearing on the registration books of said County or by such other means as the registered owner of the Bond shall require. Any such notice shall set forth the date designated for redemption, the redemption price to be paid and the installments of principal of the Bond to be redeemed.

On or before the date fixed for redemption, moneys shall be deposited with the Bond Registrar to pay the redemption price of the installments of principal of the Bond called for redemption as well as the interest accruing thereon to the redemption date thereof.

On the date fixed for redemption, notice having been given in the manner and under the conditions hereinabove provided, the installments of principal of the Bond so called for redemption shall be due and payable at the redemption price provided therefor, plus accrued interest to such date, and the Issuer shall pay such redemption price plus accrued interest to the registered owner of the Bond by wire transfer or other means in accordance with instructions to be provided by such registered owner.

Any notice of redemption may state that the redemption to be effected is conditioned upon the receipt by the Bond Registrar on or prior to the redemption date of moneys sufficient to pay the redemption price and interest on the installments of principal of the Bond to be redeemed and that if such moneys are not so received such notice shall be of no force or effect and such installments of principal of the Bond shall not be required to be redeemed. In the event that such notice contains such a condition and moneys sufficient to pay such redemption price and interest are not received by the Bond Registrar on or prior to the redemption date, the redemption shall not be made and the Bond Registrar shall within a reasonable time thereafter give notice, in the manner in which the notice of redemption was given, that such moneys were not so received.

In the event that all of the outstanding installments of principal of the Bond shall be redeemed, the registered owner of the Bond shall promptly surrender the Bond to the Bond Registrar and the Bond shall forthwith be cancelled by the Bond Registrar.

Section 5. The Bond Registrar shall keep at his or her office the books of the Issuer for the registration of transfer of the Bond. The transfer of the Bond may be registered only upon the registration books of the Issuer upon the surrender thereof to the Bond Registrar together with an assignment duly executed by the registered owner thereof or his attorney or legal representative in such form as shall be satisfactory to the Bond Registrar. Upon any such registration of transfer, the Bond Registrar shall authenticate and deliver in exchange for the Bond a new Bond, registered in the name of the transferee, in a principal amount equal to the outstanding installments of principal of the Bond so surrendered, containing the same outstanding installments of principal and bearing interest at the same rate.

In all cases in which the transfer of the Bond shall be registered hereunder, the Bond Registrar shall authenticate and deliver at the earliest practicable time a new Bond in accordance with the provisions of this resolution. Any Bond surrendered in any such registration of transfer shall forthwith be cancelled by the Bond Registrar. The Issuer or the Bond Registrar may make a charge for shipping and out-of-pocket costs for every such registration of transfer of the Bond sufficient to reimburse it for any tax or other governmental charge required to be paid with respect to such registration of transfer, but no other charge shall be made by the Issuer or the Bond Registrar for registering the transfer of the Bond under this resolution. Notwithstanding the foregoing, the Bond Registrar shall not register the transfer of the Bond to any person or entity other than a bank, insurance company or similar financial institution unless such transfer has been approved by the Local Government Commission.

As to any Bond, the person in whose name the same shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of the principal or redemption price of any Bond and the interest on any Bond shall be made only to or upon the order of the registered owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon any Bond, including the interest thereon, to the extent of the sum or sums so paid.

The Issuer shall appoint such registrars, transfer agents, depositories or other agents as may be necessary for the registration and registration of transfer of the Bond within a reasonable time according to then current commercial standards and for the timely payment of principal and interest with respect to the Bond. The Finance Director of the Issuer is hereby appointed the registrar, transfer agent and paying agent for the Bond (collectively the "Bond Registrar"), subject to the right of the Board of Commissioners to appoint another Bond Registrar, and as such shall keep at his or her office the books of the Issuer for the registration, registration of transfer and payment of the Bond as provided in this resolution.

Section 6. The Issuer shall send to the Purchaser a copy of the Issuer's audited financial statements, including operating statistics, for each fiscal year within two hundred seventy (270) days of the end of such fiscal year.



## GASTON COUNTY, NORTH CAROLINA

Section 7. The Issuer covenants that, to the extent permitted by the Constitution and laws of the State of North Carolina, it will comply with the requirements of the Internal Revenue Code of 1986, as amended (the "Code"), as are applicable to the Bond, except to the extent that the Issuer obtains an opinion of bond counsel to the effect that noncompliance would not result in interest on the Bond being includable in the gross income of the owner of the Bond for purposes of federal income taxation.

Section 8. Upon the occurrence of a Determination of Taxability (hereinafter defined), and for as long as the Bond remains outstanding, the interest rate on the Bond shall be converted to the Taxable Rate (hereinafter defined).

In addition, upon a Determination of Taxability, the Issuer shall pay to the registered owner of the Bond (a) an additional amount equal to the difference between (i) the amount of interest actually paid on the Bond during the Taxable Period (hereinafter defined) and (ii) the amount of interest that would have been paid on the Bond during the Taxable Period had the Bond borne interest at the Taxable Rate, and (b) an amount equal to any interest, penalties on overdue interest and additions to tax (as referred to in Subchapter A of Chapter 68 of the Code) owed by the registered owner of the Bond as a result of the Determination of Taxability.

"Determination of Taxability" means a final decree or judgment of any federal court or a final action of the Internal Revenue Service determining that interest paid or payable on the Bond is or was includable in the gross income of the registered owner of the Bond for federal income tax purposes; provided, however, that no such decree, judgment or action will be considered final for this purpose unless the Issuer has been given written notice and, if it is so desired and is legally allowed, has been afforded the opportunity to contest the same, either directly or in the name of the registered owner of the Bond, and until the conclusion of any appellate review, if sought.

"Taxable Period" means the period of time between (a) the date that the interest on the Bond is deemed to be includable in the gross income of the registered owner of the Bond for federal income tax purposes as a result of a Determination of Taxability and (b) the date of the Determination of Taxability.

"Taxable Rate" means, upon a Determination of Taxability, the interest rate per annum that shall provide the registered owner of the Bond with the same after-tax yield that the registered owner of the Bond would have received had the Determination of Taxability not occurred, taking into account the increased taxable income of the registered owner of the Bond as a result of such Determination of Taxability. The registered owner of the Bond shall provide the Issuer with a written statement explaining the calculation of the Taxable Rate and this statement shall, in the absence of manifest error, be conclusive and binding on the Issuer.

Section 9. In connection with the issuance of the Bond, the law firm of Robinson, Bradshaw & Hinson, P.A., Charlotte, North Carolina, is hereby confirmed as bond counsel to the Issuer and Davenport & Company LLC is hereby confirmed as financial advisor to the Issuer.

Section 10. U.S. Bank National Association is hereby approved as escrow agent in connection with the refunding of the bonds to be refunded by the issuance of the Bond (the "Escrow Agent"), subject to the right of the governing body of the Issuer to appoint another Escrow Agent as provided in the Escrow Deposit Agreement hereinafter mentioned, and as such shall perform its responsibilities as provided in such Escrow Deposit Agreement. Such Escrow Deposit Agreement, substantially in the form of the draft thereof presented to the Board of Commissioners (the "Escrow Deposit Agreement"), and the creation of the Escrow Fund and the other arrangements described therein to accomplish such refunding are hereby approved, and the Chairman of the Board of Commissioners of the Issuer and the Clerk to said Board are each hereby authorized to approve such changes in the Escrow Deposit Agreement as are necessary and to execute the Escrow Deposit Agreement for and on behalf of the Issuer.

Section 11. Bingham Arbitrage Rebate Services, Inc. is hereby appointed as verification agent to verify the accuracy of certain mathematical computations in connection with the issuance of the Bond and the refunding of the bonds to be refunded by the issuance of the Bond (the "Bonds to be Refunded").

Section 12. The Local Government Commission is hereby requested to sell the Bond at private sale without advertisement to any purchaser or purchasers thereof, at such prices as the Local Government Commission determines to be in the best interest of the Issuer, subject to the approval of the County Manager or the Finance Director of the Issuer; provided that the Bond is sold at a purchase price of not less than ninety-eight percent (98%) of the face value of the Bond plus one hundred percent (100%) of any interest accrued thereon from the date thereof to the date of delivery and payment therefor and, further, that the interest rate of the Bond does not exceed two and five hundred thirty-four thousandths per centum (2.534%) per annum.

Section 13. The County Manager, the Finance Director or the County Attorney of the Issuer or their designees are hereby authorized and directed to take such other actions and to execute and deliver such other documents, certificates, undertakings, agreements or other instruments as may be necessary or appropriate to effectuate the issuance of the Bond or the refunding of the Bonds to be Refunded. Such actions include giving or causing to be given notices of redemption of the Bonds to be Refunded as required by the resolution providing for their issuance passed by the Board of Commissioners and such related documents as may be applicable. All actions heretofore taken by any of such officers or any other officer of the Issuer relating to such matters on behalf of the Issuer are hereby approved, ratified and confirmed. Such persons are expressly authorized to execute any documentation that may be reasonably required by the Purchaser as the purchaser of the Bond.

## COMMISSIONER'S COURT

NOVEMBER 28, 2017

## GASTON COUNTY, NORTH CAROLINA

Section 14. The officers, agents and employees of the Issuer are hereby authorized and directed to do all other acts and things required of them by the provisions of the Bond and this resolution for the full, punctual and complete performance of the terms, covenants, provisions and agreements therein and herein. Such persons are expressly authorized to execute any documentation that may be reasonably required by the Purchaser as the purchaser of the Bond.

Section 15. This resolution is passed with the intent that the laws of the State of North Carolina shall govern its construction.

Section 16. All orders, resolutions and other actions of the Board of Commissioners or parts thereof in conflict with this resolution are hereby superseded.

Section 17. This resolution shall take effect upon its passage.

Upon motion duly made and seconded, the foregoing resolution was passed by the following vote:

Ayes: Commissioners Chad Brown, Ronnie Worley, Don Grant, Bob Hovis, Tom Keigher and Tracy L. Philbeck

Noes: None

\* \* \* \* \*

I, Donna S. Buff, Clerk to the Board of Commissioners for the County of Gaston, North Carolina, DO HEREBY CERTIFY that the foregoing is a true copy of so much of the proceedings of said Board at a special meeting held on November 28, 2017 as relates in any way to the matters described therein.

I DO HEREBY FURTHER CERTIFY that notice of said meeting was duly given in accordance with G.S. §143-318.12.

WITNESS my hand and the corporate seal of said County, this \_\_\_\_ day of November 2017.

\_\_\_\_\_  
Clerk to the Board of Commissioners

**Adjournment**

Chairman Brown called for a motion to adjourn the meeting.

On motion introduced by Commissioner Grant and seconded by Commissioner Hovis, the BOC unanimously adjourned the Special Meeting of November 28, 2017 at 5:34 pm.

(All aforementioned documents are on file with the Clerk to the Board.)

\_\_\_\_\_  
Chad Brown, Chairman  
Gaston County Board of Commissioners

\_\_\_\_\_  
Donna S. Buff  
Clerk to the Board

SEAL