

Jim Sides, Chairman  
Craig Pierce, Vice-Chairman  
Jon Barber  
Mike Caskey  
Chad Mitchell



Gary L. Page, County Manager  
Carolyn Barger, Clerk to the Board  
John W. Dees, II, County Attorney

## Rowan County Board of Commissioners

130 West Innes Street • Salisbury, NC 28144  
Telephone 704-216-8180 • FAX 704-216-8195

### **RESOLUTION APPROVING A PROPOSAL FROM PNC BANK, NATIONAL ASSOCIATION TO PROVIDE FINANCING THROUGH AN INSTALLMENT FINANCING CONTRACT IN THE AMOUNT OF \$3,950,000 TO FINANCE THE PURCHASE OF THE WEST END PLAZA AND RENOVATIONS THEREOF AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED INSTRUMENTS**

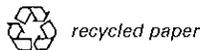
BE IT RESOLVED by the Board of Commissioners for Rowan County, North Carolina (the "County"):

Section 1. The Board of Commissioners does hereby find and determine:

- a) The Board of Commissioners proposes the financing of the purchase of the West End Plaza and renovations of the property (collectively, the "Project");
- b) After consideration, the Board of Commissioners has determined that the most advantageous manner of financing the Project is by an installment contract pursuant to Section 160A-20 of the General Statutes of North Carolina, as amended;
- c) Pursuant to Section 160A-20, the County is authorized to finance the acquisition, construction and equipping of the Project by entering into an installment contract and a deed of trust or other security instrument that creates a security interest in the property financed to secure repayment of the financing;
- d) PNC Bank, National Association ("PNC Bank") submitted a proposal dated April 23, 2014 (the "PNC Proposal"), pursuant to which PNC Bank would lend the County the amount of \$3,950,000, of which \$2,500,000 will be a taxable loan and \$1,450,000 will be a tax-exempt loan, to finance the Project pursuant to an Installment Financing Contract with the County (the "Contract"), to be secured by a Deed of Trust and Security Agreement with respect to the Project for the benefit of PNC Bank (the "Deed of Trust").

Section 2. The County Board of Commissioners hereby accepts the PNC Proposal, and authorizes and directs the County Manager and the Assistant County Manager/Finance Director, or either of them, to execute, acknowledge and deliver the Contract and the Deed of Trust on behalf of the County with such changes and modifications as the person executing and delivering such instruments on behalf of the County shall find acceptable. The Clerk is hereby authorized to affix the official seal of Rowan County, North Carolina to the Contract and the Deed of Trust and to attest the same.

Equal Opportunity Employer



Section 3. Each of the County Manager and the Assistant County Manager/Finance Director is authorized and directed to execute and deliver any and all papers, instruments, agreements, opinions, certificates, affidavits and other documents and to do or cause to be done any and all other acts and things necessary or proper for carrying out this Resolution, the Contract and the Deed of Trust.

Section 4. Notwithstanding any provision of the Contract or the Deed of Trust, no deficiency judgment may be rendered against the County in any action for breach of a contractual obligation under the Contract or the Deed of Trust and the taxing power of the County is not and may not be pledged directly or indirectly to secure any moneys due under the Contract, the security provided under the Contract and the Deed of Trust being the security for PNC Bank in such instance.

Section 5. With respect the \$1,450,000 tax-exempt loan, the County 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 required so that interest on the County's obligations under the Contract will not be included in the gross income of PNC Bank.

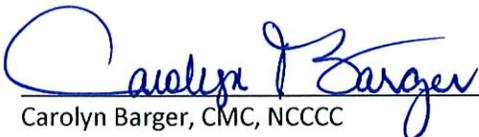
Section 6. This Resolution shall take effect immediately upon its passage.

The motion to adopt this Resolution was made by Commissioner Pierce, seconded by Commissioner Caskey and passed by a vote of 4 to 1.

  
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Jim Sides  
Chairman, Board of Commissioners

ATTEST:

This is to certify that this is a true and accurate copy of this Resolution adopted by the Rowan County Board of Commissioners on the 19<sup>th</sup> day of May, 2014.

  
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Carolyn Barger, CMC, NCCCC  
Clerk to the Board/Assistant to the County Manager

May 20, 2014  
\_\_\_\_\_  
Date



(SEAL)