



TOWN OF KNIGHTDALE

950 Steeple Square Court
Knightdale, NC 27545
KnightdaleNC.gov

RESOLUTION #24-12-18-002

RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF KNIGHTDALE, NORTH CAROLINA, APPROVING AN INSTALLMENT FINANCING CONTRACT AND DELIVERY THEREOF AND PROVIDING FOR CERTAIN OTHER RELATED MATTERS

WHEREAS, the Town of Knightdale, North Carolina (the “Town”) is a validly existing municipal corporation of the State of North Carolina, existing as such under and by virtue of the Constitution, statutes and laws of the State of North Carolina (the “State”);

WHEREAS, the Town 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 money advanced therefor;

WHEREAS, the Town Council has previously determined that it is in the best interest of the Town to enter into an Installment Financing Contract (the “Contract”) with the Town of Knightdale Financing Corporation (the “Corporation”) to (1) finance the renovation and expansion of existing Town facilities including police headquarters, a fire station, and an emergency medical services facility, to consolidate into a new law enforcement center (collectively, the “Law Enforcement Center Project”); (2) refinance an existing installment financing contract, the proceeds of which were originally used to finance improvements on the site of the new Law Enforcement Center Project (the “Refinancing”); and (3) finance the costs related to the execution and delivery of the Contract;

WHEREAS, the Town Council hereby determines that it is in the best interest of the Town to enter into a Deed of Trust, Security Agreement and Fixture Filing (the “Deed of Trust”) related to the Town’s fee simple interest in the real property on which the Law Enforcement Center Project is located, together with the improvements thereon (the “Mortgaged Property”), that will provide security for the Town’s obligations under the Contract;

WHEREAS, in furtherance of the above plan, the Corporation will execute and deliver its Limited Obligation Bonds (Town of Knightdale, North Carolina), Series 2025 (the “2025 Bonds”) in an aggregate principal amount not to exceed \$16,000,000, evidencing proportionate undivided interests in rights to receive certain Revenues (as defined in the Contract), under the terms of an Indenture of Trust (the “Indenture”) between the Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee;

WHEREAS, in connection with the sale of the 2025 Bonds by the Corporation to Robert W. Baird & Co. Incorporated (the “Underwriter”), the Corporation and the Town will enter into a Bond

Purchase Agreement to be dated the date of delivery thereof (the “*Bond Purchase Agreement*”) among the Corporation, the Town, and the Underwriter;

WHEREAS, there have been described to the Town Council the forms of the following documents (collectively, the “*Instruments*”), copies of which have been made available to the Town Council, which the Town 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, including the form of the 2025 Bonds; and
- (4) the Bond Purchase Agreement.

WHEREAS, to make an offering and sale of the 2025 Bonds, there will be prepared a Preliminary Official Statement with respect to the 2025 Bonds (the “*Preliminary Official Statement*”), a draft thereof, which is on file in the Finance Department, and a final Official Statement relating to the Preliminary Official Statement (together with the Preliminary Official Statement, the “*Official Statement*”), which Official Statement will contain certain information regarding the 2025 Bonds and the Town;

WHEREAS, it appears that each of the Instruments and the Preliminary Official Statement is in an appropriate form and is an appropriate instrument for the purposes intended;

WHEREAS, a public hearing on the Contract, Deed of Trust, and the projects to be financed and refinanced thereby, after publication of a notice with respect to such public hearing, must be held and the Town Council conducted such public hearing at this meeting;

WHEREAS, the Town will file an application to the LGC for approval of the Contract and will receive the approval of the LGC before executing and delivering the Contract;

WHEREAS, Parker Poe Adams & Bernstein LLP, as bond counsel, will render an opinion to the effect that entering into the Contract and the transactions contemplated thereby are authorized by law; and

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF KNIGHTDALE, NORTH CAROLINA, AS FOLLOWS:

Section 1. Ratification of Instruments. All actions of the Town, the Mayor, the Town Manager, the Finance Director, the Town Clerk, and the Town Attorney, including anyone serving as such in an interim capacity, and their respective designees, whether previously or hereinafter taken, in effectuating the proposed financing, including the making of the application to the LGC, 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 Underwriter’s use of the Preliminary Official Statement and the final Official Statement in connection with the offering and sale of the 2025 Bonds is hereby in all respects authorized,

approved and confirmed. The Mayor, the Town Manager, the Finance Director, the Town Clerk, and their respective designees (collectively, the “*Authorized Officers*”) are hereby authorized and directed, individually and collectively, to deliver, on behalf of the Town, the Official Statement in substantially such form, with such changes, insertions and omissions as he or she may approve.

Section 3. Authorization to Execute the Contract. The Town hereby approves the financing of the Law Enforcement Center Project and the Refinancing in accordance with the terms of the Contract, which will be a valid, legal and binding obligation of the Town in accordance with its terms. The form and content of the Contract are hereby in all respects authorized, approved and confirmed, and 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 Town 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 Town’s approval of any and all changes, modifications, additions or deletions therein from the form and content of the Contract presented to the Town 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 Town approves the form and content of the Deed of Trust, and the Deed of Trust is in all respects authorized, approved and confirmed. The Authorized Officers are hereby authorized, empowered and directed, individually and collectively, to execute and deliver the Deed of Trust, including necessary counterparts, in substantially the form and content presented to the Town Council, but with such changes, modifications, additions or deletions therein as they deem necessary, desirable or appropriate. Execution by the Authorized Officers, individually or collectively, constitutes conclusive evidence of the Town’s approval of any and all such changes, modifications, additions or deletions therein from the form and content of the Deed of Trust presented to the Town Council, and 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. Authorization to Execute the Bond Purchase Agreement. The form and content of the Bond Purchase Agreement and the sale of the 2025 Bonds to the Underwriter as contemplated thereby are hereby approved in all respects, and the Authorized Officers are hereby authorized, empowered and directed, individually and collectively, to execute and deliver the Bond Purchase Agreement, including necessary counterparts, in substantially the form and content of the Bond Purchase Agreement presented to the Town Council, but with such changes, modifications, additions or deletions therein as they may deem necessary, desirable or appropriate. Execution by the Authorized Officers, individually or collectively, constitutes conclusive evidence of the Town’s approval of any and all changes, modifications, additions or deletions therein from the form and content of the Bond Purchase Agreement presented to the Town Council, and from and after the execution and delivery of the Bond Purchase Agreement, 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 Bond Purchase Agreement as executed.

Section 6. Town Representative. The Authorized Officers are hereby designated as the Town's representatives to act on behalf of the Town in connection with the transactions contemplated by the Instruments and the Preliminary Official Statement, and the Authorized Officers, are authorized to proceed with financing the Law Enforcement Center Project and the Refinancing in accordance with the Instruments and the Preliminary Official Statement and to seek opinions as a matter of law from the Town Attorney, which the Town Attorney is authorized to furnish on behalf of the Town, and opinions of law from such other attorneys for all documents contemplated hereby as required by law. The Town's representatives or their respective designees 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 and the Preliminary Official Statement or as they deem necessary or appropriate to implement and carry out the intent and purposes of this Resolution and to administer the transactions contemplated by this Resolution after the execution and delivery of the 2025 Bonds.

Section 7. Severability. If any section, phrase or provision of this Resolution is for any reason declared to be invalid, such declaration shall 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 is effective on the date of its adoption.

Adopted this the 18th day of December, 2024.

BY: _____
Jessica Day, Mayor

ATTEST: _____
Heather M. Smith, Town Clerk

STATE OF NORTH CAROLINA)
) **ss:**
COUNTY OF WAKE)

I, HEATHER M. SMITH, Town Clerk of the Town of Knightdale, North Carolina, DO HEREBY CERTIFY that the foregoing is a true and exact copy of a resolution entitled **“RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF KNIGHTDALE, NORTH CAROLINA, APPROVING AN INSTALLMENT FINANCING CONTRACT AND DELIVERY THEREOF AND PROVIDING FOR CERTAIN OTHER RELATED MATTERS”** duly adopted by the Town Council of the Town of Knightdale, North Carolina at a meeting held on the 18th day of December, 2024.

WITNESS my hand and the corporate seal of the Town of Knightdale, North Carolina, this the ____ day of December, 2024.

Heather M. Smith
Town Clerk
Town of Knightdale, North Carolina

(SEAL)