

**RESOLUTION OF THE COUNTY OF HAYWOOD, NORTH CAROLINA DECLARING THE INTENT OF THE COUNTY OF HAYWOOD, NORTH CAROLINA TO REIMBURSE ITSELF FOR CAPITAL EXPENDITURES INCURRED IN CONNECTION WITH THE UPGRADES TO THE COUNTY FAIRGROUNDS PROPERTY FROM THE PROCEEDS OF CERTAIN OBLIGATIONS TO BE EXECUTED AND DELIVERED IN CALENDAR YEAR 2011.**

*WHEREAS*, the Board of Commissioners of the County of Haywood, North Carolina ("*County*") has determined that it is in the best interests of the County to complete ADA compliant handicap ramps and toilet facilities on the Fairgrounds property, for economic development and agriculture purposes (collectively, the "*Project*");

*WHEREAS*, the County presently intends, at one time or from time to time, to finance all or a portion of the costs of the Project with proceeds of tax-exempt obligations and reasonably expects to execute and deliver its obligations (the "*Obligations*") to finance, or to reimburse itself for, all or a portion of the costs of the Project; and

*WHEREAS*, the County desires to proceed with the Project and will incur and pay certain expenditures in connection with the Project prior to the date of execution and delivery of the Obligations (the "*Original Expenditures*"), such Original Expenditures to be paid for originally from a source other than the proceeds of the Obligations, and the County intends, and reasonably expects, to be reimbursed for such Original Expenditures from a portion of the proceeds of the Obligations to be executed and delivered at a date occurring after the dates of such Original Expenditures;

***NOW, THEREFORE, BE IT RESOLVED*** by the Board of Commissioners of the County of Haywood, North Carolina as follows:

Section 1. ***Official Declaration of Intent.*** The County presently intends, and reasonably expects, to reimburse itself for the Original Expenditures incurred and paid by the County on or after March 21, 2011. The County reasonably expects to execute and deliver the Obligations to finance all or a portion of the costs of the Project and the maximum principal amount of Obligations expected to be executed and delivered by County to pay for all or a portion of the costs of the Project is \$350,000.

Section 2. ***Compliance with Regulations.*** The County adopts this Resolution as a declaration of official intent under Section 1.150-2 of the Treasury Regulations promulgated under Section 103 of the Internal Revenue Code of 1986, as amended, to evidence the County's intent to reimburse itself for the Original Expenditures from proceeds of the Obligations.

Section 3. ***Itemization of Capital Expenditures.*** The Finance Officer of the County, is hereby authorized, directed and designated to act on behalf of the County in determining and itemizing all of the Original Expenditures incurred and paid by the County in connection with the Project during the period commencing on March 21, 2011 and ending on the date of execution and delivery of the Obligations.

Section 4. ***Effective Date.*** This Resolution is effective immediately on the date of its adoption.

On motion of Commissioner \_\_\_\_\_, seconded by Commissioner \_\_\_\_\_, the foregoing resolution entitled  
**“RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF HAYWOOD, NORTH CAROLINA, DECLARING THE INTENT OF THE COUNTY OF HAYWOOD, NORTH CAROLINA TO REIMBURSE ITSELF FOR CAPITAL EXPENDITURES INCURRED IN CONNECTION WITH THE UPGRADES TO THE FAIRGROUNDS FROM THE PROCEEDS OF CERTAIN OBLIGATIONS TO BE EXECUTED AND DELIVERED IN CALENDAR YEAR 2011”** was duly adopted by the following vote:

AYES:

NAYS:

ABSENT:

STATE OF NORTH CAROLINA            )  
  )  
COUNTY OF HAYWOOD                )            ss:

I Marty L. Stamey, Clerk to the Board of Commissioners of the County of Haywood, North Carolina, ***DO HEREBY CERTIFY*** that the foregoing is a true and exact copy of a resolution entitled **“RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF HAYWOOD, NORTH CAROLINA, DECLARING THE INTENT OF THE COUNTY OF HAYWOOD, NORTH CAROLINA TO REIMBURSE ITSELF FOR CAPITAL EXPENDITURES INCURRED IN CONNECTION WITH UPGRADES TO THE COUNTY FAIRGROUNDS PROPERTY FROM THE PROCEEDS OF CERTAIN OBLIGATIONS TO BE EXECUTED AND DELIVERED IN CALENDAR YEAR 2011”** adopted by the Board of Commissioners of the County of Haywood, North Carolina, at a meeting held on the 16th day of May, 2011.

***WITNESS*** my hand and the corporate seal of the County of Haywood, North Carolina, this the 16th day of May, 2011.

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MARTY L. STAMEY  
Clerk to the Board  
County of Haywood, North Carolina

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A regular meeting of the Board of Commissioners of the County of Haywood, North Carolina, was duly held on May 16, 2011 at 5:30 p.m. in the County Commissioners' meeting room of the Haywood County Justice Center, Waynesville, North Carolina. Chairman Mark S. Swanger presiding.

Commissioners Present:

Commissioners Absent:

\* \* \* \* \*

Commissioner \_\_\_\_\_ introduced the following resolution, a summary of which had been provided to each Commissioner, a copy of which was available with the Clerk to the Board and which was read by title:

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF HAYWOOD, NORTH CAROLINA, APPROVING AN INSTALLMENT FINANCING CONTRACT AND A DEED OF TRUST WITH RESPECT THERETO AND DELIVERY THEREOF AND PROVIDING FOR CERTAIN OTHER RELATED MATTERS**

*WHEREAS*, the County of Haywood, North Carolina (the "*County*") is a validly existing political subdivision 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 County has the power, pursuant to the General Statutes of North Carolina to (1) purchase real and personal property, (2) enter into installment financing contracts in order to finance the purchase of real and personal property used, or to be used, for public purposes, and (3) grant a security interest in some or all of the property purchased to secure repayment of the purchase price;

*WHEREAS*, the Board of Commissioners of the County (the "*Board of Commissioners*") has determined that it is in the best interest of the County to (a) enter into an installment financing contract (the "*Contract*") with Branch Banking and Trust Company (the "*Bank*") in order to provide for the ADA compliance upgrades to the County Fairgrounds to be used for County purposes (the "*Project*") and create a security interest thereon (the "*Premises*") through a deed of trust, security agreement and fixture filing (the "*Deed of Trust*");

*WHEREAS*, the Project will be owned and operated by the County;

*WHEREAS*, the Board adopted a resolution on April 4, 2011 making certain findings with respect to the Project and the proposed financing therefor;

*WHEREAS*, the Board conducted a public hearing with respect to the Project on April 19, 2011 to receive public comments on the Project, the proposed financing, the Contract and the Deed of Trust;

*WHEREAS*, the County has filed an application with the LGC for approval of the LGC with respect to the County entering into the Contract in an aggregate principal amount of not to exceed \$350,000;

*WHEREAS*, there has been presented to the Board the forms of the Contract and the Deed of Trust (collectively, the "*Instruments*"), copies of which are attached hereto, which the County proposes to approve, enter into and deliver, as applicable, to effectuate the proposed financing at an interest rate as specified in the Instruments; and

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

*NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF HAYWOOD, NORTH CAROLINA, AS FOLLOWS:*

Section 1.     ***Ratification of Prior Actions.*** All actions of the County, the County Manager, the Finance Director of the County and the Clerk to the Board and their respective designees in effectuating the proposed financing are hereby approved, ratified and authorized pursuant to and in accordance with the transactions contemplated by the Instruments.

Section 2.     ***Approval, Authorization and Execution of Contract.*** The County hereby approves the Project in accordance with the terms of the Contract, which will be a valid, legal and binding obligation of the County in accordance with its terms. The County hereby approves the amount advanced by the Bank to the County pursuant to the Contract in an aggregate principal amount not to exceed \$350,000, such amount to be repaid by the County to the Bank as provided in the Contract. The form, terms and content of the Contract are in all respects authorized, approved and confirmed, and the Chairman, the County Manager, the Finance Director of the County and the Clerk to the Board or their respective designees are authorized, empowered and directed to execute and deliver the Contract for and on behalf of the County, including necessary counterparts, in substantially the form attached hereto, 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 their approval of any and all such changes, modifications, additions or deletions, and that from and after the execution and delivery of the Contract, the Chairman, the County Manager, the Finance Director of the County and the Clerk to the Board or their respective designees are hereby authorized, empowered and directed 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 3.     ***Approval, Authorization of Deed of Trust.*** The form, terms and content of the Deed of Trust are in all respects authorized, approved and confirmed, and the Chairman, the County Manager, the Finance Director of the County and the Clerk to the Board or their respective designees are authorized, empowered and directed to execute and deliver the Deed of Trust for and on behalf of the County, including necessary counterparts, in substantially the form attached hereto, 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 their approval of any and all such changes, modifications, additions or deletions, and that from and after the execution and delivery of the Deed of Trust, the Chairman, the County Manager, the Finance Director of the County and the Clerk to the Board or their respective designees are hereby authorized, empowered and directed 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 4. **Further Actions.** The County Manager, the Chairman of the Board and the Finance Director of the County are hereby designated as the County's representatives to act on behalf of the County in connection with the transactions contemplated by the Instruments, and the County Manager, the Chairman of the Board and the Finance Director of the County are authorized and directed to proceed with the Project in accordance with the terms of the Instruments, and to seek opinions on matters of law from the County Attorney, which the County Attorney is authorized to furnish on behalf of the County, and opinions of law from such other attorneys for all documents contemplated hereby as required by law. The Chairman, the County Manager and the Finance Director of the County are hereby authorized to designate one or more employees of the County to take all actions which the Chairman, the County Manager and the Finance Director of the County are authorized to perform under this Resolution, and the Chairman, the County Manager, the Finance Director of the County or their designees are in all respects authorized on behalf of the County to supply all information pertaining to the transactions contemplated by the Instruments. The Chairman of the Board, the County Manager, the Finance Director of the County and the Clerk to the Board are authorized to execute and deliver for and on behalf of the County any and all additional certificates, documents, opinions or other papers and perform all other acts as may be required by the Instruments or as they may deem necessary or appropriate to implement and carry out the intent and purposes of this Resolution.

Section 5. **Repealer.** All motions, orders, resolutions, ordinances and parts thereof in conflict herewith are hereby repealed.

Section 7. **Severability.** If any section, phrase or provision of this Resolution is for any reason declared to be invalid, such declaration will not affect the validity of the remainder of the sections, phrases or provisions of this Resolution.

Section 8. **Effective Date.** This Resolution is effective on the date of its adoption.

On motion of Commissioner \_\_\_\_\_, seconded by Commissioner \_\_\_\_\_, the foregoing resolution entitled **"A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF HAYWOOD, NORTH CAROLINA, APPROVING AN INSTALLMENT FINANCING CONTRACT AND A DEED OF TRUST WITH RESPECT THERETO AND DELIVERY THEREOF AND PROVIDING FOR CERTAIN OTHER RELATED MATTERS"** was duly adopted by the following vote:

AYES:

NAYS:

STATE OF NORTH CAROLINA            )  
  )  
COUNTY OF HAYWOOD                )        ss:

I, MARTY L. STAMEY, Clerk to the Board of Commissioners of the County of Haywood, North Carolina, ***DO HEREBY CERTIFY*** that the foregoing is a true and exact copy of a resolution entitled “**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF HAYWOOD, NORTH CAROLINA, APPROVING AN INSTALLMENT FINANCING CONTRACT AND A DEED OF TRUST WITH RESPECT THERETO AND DELIVERY THEREOF AND PROVIDING FOR CERTAIN OTHER RELATED MATTERS**” adopted by the Board of Commissioners of the County of Haywood, North Carolina at a meeting held on the 16th day of May, 2011.

***WITNESS*** my hand and the corporate seal of the County of Haywood, North Carolina, this the 16th day of May, 2011.

\_\_\_\_\_  
MARTY L. STAMEY  
Clerk to the Board  
County of Haywood, North Carolina

MINNESOTA  
L. REYNOLDS  
LAW FIRM, P.A.  
1000 BROADWAY AND  
SOUTHWEST CORNER  
OF THE UNIVERSITY  
AVENUE