

NORTH CAROLINA DEPARTMENT OF STATE TREASURER
LOCAL GOVERNMENT COMMISSION
EXECUTIVE COMMITTEE

MINUTES

The meeting was called to order by T. Vance Holloman on behalf of Chairman Richard H. Moore at 2:30 p.m. on the above date. Members present were T. Vance Holloman on behalf of State Treasurer Richard H. Moore, Secretary of Revenue E. Norris Tolson, Deputy Secretary of State for Information Technology Bruce Garner on behalf of Secretary of State Elaine Marshall and State Auditor Leslie W. Merritt, Jr.

Members absent: None

Mr. Tolson made a motion to adopt the following resolution:

RESOLUTION APPROVING THE APPLICATION OF THE CITY OF ROANOKE
RAPIDS, NORTH CAROLINA FOR THE ISSUANCE OF MUSIC AND
ENTERTAINMENT DISTRICT SPECIAL REVENUE BONDS AND BOND
ANTICIPATION NOTES ISSUED IN ANTICIPATION THEREOF AND APPROVING
THE CREATION OF THE CAROLINA CROSSROADS MUSIC AND
ENTERTAINMENT DISTRICT

WHEREAS, the City of Roanoke Rapids, North Carolina (the "City"), pursuant to Section 158-7.3 of the General Statutes of North Carolina, created the Carolina Crossroads Music and Entertainment District (the "District") under a resolution adopted by the City Council of Roanoke Rapids on February 28, 2006 and has further adopted a development plan financing plan with respect to the District;

WHEREAS, the City has applied to the North Carolina Local Government Commission (the "Commission"), pursuant to The North Carolina Project Development Financing Act, as amended, for approval of the issuance by the City of approximately \$21,500,000 Music and Entertainment District Special Revenue Bonds (the "Bonds") for the purpose of providing funds, together with any other available funds, to (a) finance the costs of acquisition of a new music and entertainment theater to be located in the District and known as the "Randy Parton Theater," including the costs of funding debt service reserve funds and related reserves and additional costs incurred with the development of the District and (b) pay certain other costs associated with the issuance of such Bonds; and

WHEREAS, the City has requested that the Commission approve at this time the issuance by the City of not to exceed \$4,000,000 of Special Revenue Bond Anticipation Notes (the "Notes") to be issued in anticipation of the issuance of the Bonds; and

WHEREAS, the City has furnished to the Commission the Bond Order, adopted by the City Council of Roanoke Rapids on February 28, 2006 (the "Bond Order") authorizing the issuance of the Bonds and the Notes and setting forth certain terms thereof; and

WHEREAS, the City has filed with the Commission an application for approval of the issuance of the Bonds and the Notes, which application sets forth, among other things, the information to be considered by the Commission pursuant to G.S. 159-105(a) in determining whether to approve such application.

NOW, THEREFORE, BE IT RESOLVED AND ORDERED by the Executive Committee of the North Carolina Local Government Commission as follows:

1. The application of the City of Roanoke Rapids, North Carolina for approval of the proposed Bonds in an amount of approximately \$21,500,000 for the purposes set forth in the Bond Order in order to carry out the development financing plan is approved pursuant to The North Carolina Project Development Financing Act, as amended. In issuing such approval, it is hereby determined and found by the Commission:

- (i) that such proposed Bonds are necessary to secure significant new economic development for the District;
- (ii) that the proposed amount of such proposed Bonds is adequate, when added to other monies available to the City, and not excessive for the proposed purposes thereof;
- (iii) that the proposed projects are feasible;
- (iv) that the City's debt management procedures and policies are good;
- (v) that the private development forecast of the City is not likely to occur without the proposed Bonds;
- (vi) that the proposed Bonds can be marketed at a reasonable interest cost to the City;
- (vii) that the City, pursuant to G.S. 158-7.3, has adopted a development financing plan for the development financing district for which the Bonds are being issued;

Notwithstanding the foregoing, the Bonds shall not be sold by the Commission until the Commission has approved the specific terms and provisions of the Bonds.

2. The Commission hereby approves the issuance of the Notes pursuant to the Bond Order in an amount not to exceed \$4,000,000 and approves the sale of the Notes to Bank of America, N.A. at private sale without advertisement, such sale being subject to the approval of the City and satisfaction of the conditions set forth below. The aggregate principal amount of the Notes shall not exceed \$4,000,000 and the purchase price for the Notes shall be the principal amount thereof. The Notes shall bear interest at an interest rate of 6.48%. The Notes shall be stated to mature March 15, 2007.

3. The approvals set forth above constitute the approval of the Commission for the issuance of project development financing debt instruments within the meaning of G.S. 158-7.3, and, as such, the action of the City Council of the City in creating the District and adopting the development financing plan therefore.

4. The Commission approves the selection of the following financing team members for the issuance of the Notes:

Bond Counsel:	Womble Carlyle Sandridge & Rice, PLLC
Purchaser:	Bank of America, N.A.
Purchaser's Counsel:	Helms Mulliss & Wicker, PLLC

5. The Secretary of the Commission, or any Deputy Secretary is hereby appointed the Designated Assistant of the Commission for the purpose of this resolution, and the Designated Assistant is hereby authorized and directed, within the terms and conditions of this resolution, to approve the forms of such documents relating to the Notes and to provide for the execution and delivery of the Notes in accordance with the order of the City and the Bond Order relating to the issuance of the Notes.

6. This resolution shall be effective immediately upon its passage.

Mr. Garner seconded the motion and the foregoing resolution was adopted by unanimous vote.

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I, T. Vance Holloman, Secretary of the North Carolina Local Government Commission, DO HEREBY CERTIFY that the foregoing is a true and correct extract from the minutes of a meeting of the Executive Committee of the North Carolina Local Government Commission held on March 7, 2006, and sets forth so much of said minutes as in any way relates to the introduction, consideration and passage of the resolutions herein set forth.

WITNESS my hand at Raleigh this 16th day of March, 2006.

Secretary of the North Carolina
Local Government Commission