

**NORTH CAROLINA DEPARTMENT OF STATE TREASURER
LOCAL GOVERNMENT COMMISSION**

MINUTES

February 6, 2007

The meeting was called to order by Chairman Richard H. Moore at 2:30 p.m. on the above date. Members present were Secretary of Revenue E. Norris Tolson, Deputy Secretary of State for Administration Michael R. Peeler acting on behalf of Secretary of State Elaine Marshall, State Auditor Leslie W. Merritt, Jr., Mayor Allen Joines, Mr. Irving Joyner and Mr. David Huskins.

Members absent: Mr. Patrick Smathers and Mr. Marcus C. King

Mayor Joines made a motion to adopt the following resolution:

**RESOLUTION APPROVING THE TERMS FOR THE ISSUANCE OF MUSIC
AND ENTERTAINMENT DISTRICT SPECIAL REVENUE BONDS BY THE
CITY OF ROANOKE RAPIDS, NORTH CAROLINA**

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 financing plan with respect to the District;

WHEREAS, the City 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, (b) pay the principal and any interest accrued on bond anticipation notes issued in anticipation of the Bonds (the "Notes") and (c) pay certain other costs associated with the issuance of such Bonds; and

WHEREAS, on March 7, 2006, the Commission approved the general terms of the issuance of the Bonds and the Notes;

WHEREAS, the Commission, in such March 7, 2006 approval, provided that the Bonds may not be sold by the Commission until the Commission has approved the specific terms and provisions of the Bonds;

WHEREAS, the City has furnished to the Commission the Amended and Restated Bond Order and the Series Resolution, both to be adopted by the City Council of Roanoke Rapids (respectively, the "Bond Order" and the "Series Resolution") authorizing the issuance of the Bonds and setting forth certain terms thereof; and

WHEREAS, the City has made arrangements for the delivery by Bank of America, N.A. (the "Bank") of its irrevocable letter of credit (the "Letter of Credit") providing for drawings to pay principal of and interest on, and the purchase price of, the Bonds, all as provided therein; and

WHEREAS, the City has notified the Commission that Banc of America Securities LLC (the "Underwriter") will offer to purchase the Bonds at private sale pursuant to the terms and conditions set forth in a Bond Purchase Agreement, to be dated as of the date of delivery thereof (the "Bond Purchase Agreement"), among the City, the Commission and the Underwriter; and

WHEREAS, the City has filed with the Commission an application for approval of the specific terms of the Bonds, which application sets forth, among other things, drafts of the following:

- (1) the Amended and Restated Bond Order;
- (2) the Series Resolution;
- (3) the Letter of Credit and Reimbursement, to be dated as of March 1, 2007 (the "Reimbursement Agreement"), between the City and the Bank, together with the Letter of Credit (the "Letter of Credit") attached as an exhibit thereto;
- (4) the Bond Purchase Agreement;
- (5) the Official Statement, to be dated the date as of delivery thereof (the "Official Statement"), relating to the offering and sale of the Bonds by the Underwriter;
- (6) the Remarketing Agreement, to be dated as of March 1, 2007 (the "Remarketing Agreement"), between the City and Banc of America Securities LLC, as remarketing agent;
- (7) the Tender Agent Agreement, to be dated as of March 1, 2007 (the "Tender Agent Agreement"), among First-Citizens Bank & Trust Company, as trustee and tender agent, the City and the Remarketing Agent; and
- (8) the Deed of Trust and Security Agreement, to be dated as of March 1, 2007 (the "Deed of Trust"), between the City and the Bank.

WHEREAS, the Commission desires to approve the issuance of the Bonds, including the specific terms thereof, accept the offer of the Underwriter when made and approve the Bond Purchase Agreement, all subject to the satisfaction of the conditions hereinafter set forth.

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

1. The Commission hereby approves the terms of the issuance of the Bonds pursuant to the plan of finance established in the documents described above.
2. The Bonds are hereby awarded to the Underwriter at private sale in accordance with the Bond Purchase Agreement, subject to the approval of the City. The Bonds shall bear interest at variable rates determined as set forth the Series Resolution, with an initial rate not to exceed 7.00% per annum and a ceiling rate not to exceed 15% per annum, and no maturity of the Bonds shall exceed July 1, 2027.
3. The Commission approves the selection of the following financing team members for the issuance of the Bonds:

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

City Counsel: M. Glynn Rollins, Jr., Esq.
Underwriter/Remarketing Agent Banc of America Securities LLC
Underwriter's Counsel: Kilpatrick Stockton LLP
Trustee/Tender Agent First-Citizens Bank & Trust Company

4. The use and distribution of the Official Statement in connection with the offering and sale of the Bonds in substantially the form submitted at this meeting, upon execution and delivery by the City, is hereby authorized and approved.

5. The Bonds shall be issued in accordance with and pursuant to the terms and conditions of the Bond Order, the Series Resolution and the Bond Purchase Agreement. Subject to the limitations in Section 3 of this resolution, the Bond Purchase Agreement is hereby approved, and 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 such changes to the Bond Purchase Agreement, including details of the Bonds, as shall be satisfactory to the Designated Assistant, to approve the forms of other documents relating to the Bonds, and to execute and deliver the Bond Purchase Agreement and such other documents on behalf of the Commission.

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

Mr. Merritt 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 the North Carolina Local Government Commission held on February 6, 2007, 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 6th day of February, 2007.

Secretary of the North Carolina
Local Government Commission