

**RESOLUTION PASSED BY THE CITY COUNCIL
OF THE CITY OF CHARLOTTE, NORTH CAROLINA ON FEBRUARY 13, 2012**

A motion was made by Councilmember Barnes and seconded by Councilmember Kinsey for the adoption of the following Resolution, and upon being put to a vote was duly adopted:

WHEREAS, the Municipality will reimburse NCDOT for the relocation and adjustment of water and sewer lines along I-485, from Mallard Creek Road to the western ramps of the I-485/I-85 interchange, and,

WHEREAS, the Utility Department has programmed funding for said Water and Sewer Construction under Project R2123-CE; and,

WHEREAS, the Municipality proposes to enter into a Supplemental Agreement with the North Carolina Department of Transportation for said Water and Sewer Construction as described in said Agreement; and,

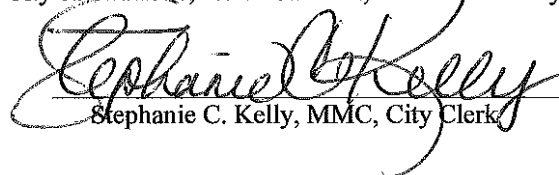
WHEREAS, under the proposed Agreement and subject to the Agreement provisions, the Municipality shall reimburse the Department for actual construction costs up to \$2,161,637.00.

NOW, THEREFORE, BE IT RESOLVED that the Municipal Agreement between the North Carolina Department of Transportation and the Charlotte-Mecklenburg Utilities, is hereby formally approved by the City Council of the City of Charlotte and the Director of Utilities and Clerk of this Municipality are hereby empowered to sign and execute the Agreement with the North Carolina Department of Transportation.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Page 496.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.


Stephanie C. Kelly, MMC, City Clerk



EXTRACTS FROM MINUTES OF CITY COUNCIL

* * *

A Regular Meeting of the City Council of the City of Charlotte, North Carolina was duly held in the Meeting Chamber at the Charlotte-Mecklenburg Government Center in Charlotte, North Carolina, the regular place of meeting, at 7:00 p.m. on February 13, 2012:

Councilmembers Present: Michael Barnes, Warren Cooksey, Andy Dulin, Claire Fallon, David Howard, Patsy Kinsey, LaWana Mayfield, James Mitchell and Beth Pickering

The following members of the City Council were absent: Councilmembers John Autry and Councilmember Patrick Cannon

Also present: Mayor

Councilmember Barnes introduced the following resolution, a summary of which had been provided to each Councilmember, a copy of which was available with the City Clerk and which was read by title:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$205,000,000 GENERAL OBLIGATION REFUNDING BONDS, SERIES 2012 OF THE CITY OF CHARLOTTE, NORTH CAROLINA

WHEREAS, the Bond Order (as defined below) has been adopted, and it is desirable to make provision for the issuance of the Bonds authorized by the Bond Order;

WHEREAS, the City of Charlotte, North Carolina (the "City") desires to issue its General Obligation Refunding Bonds, Series 2012 (the "Bonds") and to request that the Local Government Commission (the "Commission") sell the Bonds through a negotiated sale to Wells Fargo Bank, National Association, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Stephens Inc. (collectively, the "Underwriters"), in accordance with the terms and conditions set forth in a Bond Purchase Agreement to be dated on or about March 16, 2012 (the "Bond Purchase Agreement") among the City, the Commission and the Underwriters;

WHEREAS, copies of the forms of the following documents relating to the transactions described above have been filed with the City and have been made available to the City Council of the City (the "City Council"):

1. the Bond Purchase Agreement;
2. the Preliminary Official Statement with respect to the Bonds to be dated on or about March 7, 2012, together with the Official Statement with respect to the Bonds to be dated on or about March 16, 2012 (collectively, the "Official Statement"); and

3. the Escrow Agreement dated as of April 1, 2012 (the "*Escrow Agreement*") between the City and U.S. Bank National Association, as escrow agent (the "*Escrow Agent*").

NOW, THEREFORE, BE IT RESOLVED by the City Council as follows:

Section 1. For purposes of this Resolution, in addition to the words defined above, the following words will have the meanings ascribed to them below:

"*Bond Order*" means the Bond Order authorizing the General Obligation Refunding Bonds adopted by the City Council on February 13, 2012 and effective on its adoption.

"*Bonds*" means the City's General Obligation Refunding Bonds, Series 2012, authorized under the Bond Order; *provided, however*, the Bonds may be issued in more than one series with appropriate designations made in the name of each series of Bonds.

"*CP Bonds*" means the \$150,000,000 aggregate principal amount of the City's General Obligation Commercial Paper Bonds, all of which is currently outstanding.

"*Code*" means the Internal Revenue Code of 1986, as amended. Each reference to a section of the Code herein will be deemed to include the United States Treasury Regulations proposed or in effect with respect thereto.

"*Federal Securities*" means, to the extent permitted by the General Statutes of North Carolina, as amended, (a) direct obligations of the United States of America for the timely payment of which the full faith and credit of the United States of America is pledged; (b) obligations issued by any agency controlled or supervised by and acting as an instrumentality of the United States of America, the timely payment of the principal of and interest on which is fully guaranteed as full faith and credit obligations of the United States of America (including any securities described in (a) or (b) issued or held in the name of the Trustee in book-entry form on the books of the Department of Treasury of the United States of America), which obligations, in either case, are held in the name of a trustee and are not subject to redemption or purchase prior to maturity at the option of anyone other than the holder; (c) any bonds or other obligations of the State of North Carolina or of any agency, instrumentality or local governmental unit of the State of North Carolina which are (i) not callable prior to maturity or (ii) as to which irrevocable instructions have been given to the trustee or escrow agent with respect to such bonds or other obligations by the obligor to give due notice of redemption and to call such bonds for redemption on the date or dates specified, and which are rated by Moody's, if the Bonds are rated by Moody's, and S&P, if the Bonds are rated by S&P, within the highest rating category and which are secured as to principal, redemption premium, if any, and interest by a fund consisting only of cash or bonds or other obligations of the character described in clause (a) or (b) hereof which fund may be applied only to the payment of such principal of and interest and redemption premium, if any, on such bonds or other obligations on the maturity date or dates thereof or the specified redemption date or dates pursuant to such irrevocable instructions, as appropriate; or (d) direct evidences of ownership of proportionate interests in future interest and principal payments on specified obligations described in (a) held by a bank or trust company as custodian, under which the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor on the underlying obligations described in (a), and which underlying obligations are not available to satisfy any claim of the custodian or any person claiming through the custodian or to whom the custodian may be obligated.

"*Moody's*" means Moody's Investors Service, a corporation organized and existing under the laws of the State of Delaware, its successors and their assigns and, if such corporation for any reason no

longer performs the functions of a securities rating agency, "*Moody's*" will be deemed to refer to any other nationally recognized rating agency other than S&P designated by the City.

"*2002 Bonds*" means, collectively, the 2002A Bonds and the 2002C Bonds.

"*2002A Bonds*" means the \$40,000,000 aggregate principal amount of the City's General Obligation Bonds, Series 2002A, of which \$30,615,000 is currently outstanding.

"*2002C Bonds*" means the \$33,000,000 aggregate principal amount of the City's General Obligation Bonds, Series 2002C, of which \$25,265,000 is currently outstanding.

"*Pricing Certificate*" means the certificate of the City's Chief Financial Officer delivered in connection with the issuance of the Bonds which establishes, with respect to the Bonds, the final maturity amounts, the interest payment dates and the provisions for redemption, all as agreed on in the Bond Purchase Agreement, and such other provisions of the Bonds as are permitted or required by this Resolution.

"*Refunded Bonds*" means, collectively, the 2002 Bonds and the CP Bonds.

"*Registrar*" means the bond registrar, or alternate or successor registrars selected by the City pursuant to Section 159E-8 of the Registered Public Obligations Act, Chapter 159E of the General Statutes of North Carolina.

"*S&P*" means Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business, its successors and their assigns and, if such corporation for any reason no longer performs the functions of a securities rating agency, "*S&P*" will be deemed to refer to any other nationally recognized rating agency other than Moody's designated by the City.

Section 2. The City shall issue its Bonds in an aggregate principal amount not to exceed \$205,000,000.

Section 3. The Bonds shall be dated as of their date of issuance. The Bonds shall pay interest semiannually on January 1 and July 1, beginning July 1, 2012, unless the City Chief Financial Officer establishes different dates in his Pricing Certificate. The Bonds are being issued to refund the Refunded Bonds pursuant to and in accordance with the Bond Order in order to lower the City's debt service costs related to projects financed and refinanced with the 2002 Bonds and to fix and lower the City's debt service costs related to projects financed and refinanced with the CP Bonds, assuming the CP Bonds bear interest at the maximum rate of interest until final maturity.

Section 4. The Bonds are payable in annual installments on July 1 in each year, unless the City's Chief Financial Officer establishes a different date in his Pricing Certificate. The maturities of the Bonds will be as set forth in the Pricing Certificate.

Section 5. The Bonds are to be numbered from "R-1" (or such other designation as may be appropriate) consecutively and upward and shall bear interest from their date at a rate or rates which will be hereafter determined on the sale thereof computed on the basis of a 360-day year of twelve 30-day months.

Section 6. The Bonds are to be registered as to principal and interest, and the Chief Financial Officer of the City is directed to maintain or cause to be maintained the registration records with respect to the Bonds. The Bonds shall bear the original or facsimile signatures of the Mayor or City

Manager of the City and the City Clerk or Deputy City Clerk of the City. An original or facsimile of the seal of the City is to be imprinted on each of the Bonds.

Section 7. The Bonds will initially be issued by means of a book-entry system with no physical distribution of bond certificates made to the public. One bond certificate for each maturity will be issued to The Depository Trust Company, New York, New York (“DTC”), and immobilized in its custody. A book-entry system will be employed, evidencing ownership of the Bonds in principal amounts of \$5,000 or integral multiples thereof, with transfers of beneficial ownership effected on the records of DTC and its participants pursuant to rules and procedures established by DTC. Interest on the Bonds will be payable to DTC or its nominee as registered owner of the Bonds in immediately available funds. The principal of and interest on the Bonds will be payable to owners of Bonds shown on the records of DTC at the close of business on the 15th day of the month preceding an interest payment date or a bond payment date. The City will not be responsible or liable for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

If (a) DTC determines not to continue to act as securities depository for the Bonds or (b) the Chief Financial Officer for the City determines that the continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect the interests of the beneficial owners of the Bonds, the City will discontinue the book-entry system with DTC. If the City fails to identify another qualified securities depository to replace DTC, the City will authenticate and deliver replacement bonds in accordance with DTC’s rules and procedures.

Section 8. If the Pricing Certificate designates a date for the Bonds on and after which the Bonds are subject to redemption, then such Bonds are subject to redemption before maturity, at the option of the City, from any money that may be made available for such purpose, either in whole or in part on any date on or after the date set forth in the Pricing Certificate, at the principal amount of the Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, with such redemption premium, if any, designated for the Bonds in the Pricing Certificate.

If the Bonds are subject to optional redemption and if less than all the Bonds are called for redemption, the City shall select the maturity or maturities of the Bonds to be redeemed in such manner as the City in its discretion may determine, and DTC and its participants shall determine which Bonds within a maturity are to be redeemed in accordance with its rules and procedures; *provided, however*, that the portion of any Bond to be redeemed must be in principal amount of \$5,000 or integral multiples thereof and that, in selecting Bonds for redemption, each Bond is to be considered as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by \$5,000. When the City elects to redeem any Bonds, notice of such redemption of such Bonds, stating the redemption date, redemption price and identifying the Bonds or portions thereof to be redeemed by reference to their numbers and further stating that on such redemption date there are due and payable on each Bond or portion thereof so to be redeemed, the principal thereof and interest accrued to the redemption date and that from and after such date interest thereon shall cease to accrue, is to be given not less than 30 days nor more than 60 days before the redemption date in writing to DTC or its nominee as the registered owner of such Bonds, by prepaid certified or registered United States mail (or by such other means as may be permitted by DTC’s rules and procedures), at the address provided to the City by DTC, but any failure or defect in respect of such mailing will not affect the validity of the redemption. If DTC is not the registered owner of such series of Bonds, the City will give notice at the time set forth above by prepaid first class United States mail, to the then-registered owners of such Bonds or portions thereof to be redeemed at the last address shown on the registration books kept by the City. The City will also mail or transmit by facsimile or electronic submission a copy of the notice of redemption within the time set forth above (1) to the Commission and (2) to the Municipal Securities Rule Making Board (the “MSRB”) in a electronic format as prescribed by the MSRB.

of the City Council's approval of any and all changes, modifications, additions or deletions therein from the form and content of the Escrow Agreement presented to the City Council. From and after the execution and delivery of the Escrow Agreement, the City Manager or the Chief Financial Officer 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 Escrow Agreement as executed.

Section 16. The form and content of the Official Statement are in all respects authorized, approved and confirmed, and the Mayor, the City Manager, the Chief Financial Officer and the City Clerk or Deputy City Clerk of the City are authorized, empowered and directed, individually and collectively, to execute and deliver the Official Statement in substantially the form and content presented to the City Council, but with such changes, modifications, additions or deletions therein as the Mayor, City Manager or the Chief Financial Officer of the City may deem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of the City Council's approval of any and all changes, modifications, additions or deletions therein from the form and content of the Official Statement presented to the City Council.

Section 17. The Mayor, the City Manager, the Chief Financial Officer and the City Clerk or Deputy City Clerk of the City are authorized and directed, individually and collectively, to execute and deliver for and on behalf of the City any and all additional certificates, documents, opinions or other papers and perform all other acts as may be required by the documents contemplated in this Resolution or as may be deemed necessary or appropriate in order to implement and carry out the intent and purposes of this Resolution.

Section 18. The City agrees, in accordance with Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission (the "SEC") and for the benefit of the registered owners and beneficial owners of the Bonds, as follows:

(1) by not later than seven months after the end of each Fiscal Year to the MSRB in an electronic format as prescribed by the MSRB, the audited financial statements of the City for the preceding Fiscal Year, if available, prepared in accordance with Section 159-34 of the General Statutes of North Carolina, as it may be amended from time to time, or any successor statute, or if such audited financial statements are not then available, unaudited financial statements of the City for such Fiscal Year to be replaced subsequently by audited financial statements of the City to be delivered within 15 days after such audited financial statements become available for distribution;

(2) by not later than seven months after the end of each Fiscal Year to the MSRB, (a) the financial and statistical data as of a date not earlier than the end of the preceding Fiscal Year for the type of information included under the captions "**THE CITY—DEBT INFORMATION**" and "**—TAX INFORMATION**" (excluding information on overlapping units) in the Official Statement and (b) the combined budget of the City for the current Fiscal Year to the extent such items are not included in the audited financial statements referred to in clause (1) above;

(3) in a timely manner not in excess of 10 business days after the occurrence of the event, to the MSRB, notice of any of the following events with respect to the Bonds:

(a) principal and interest payment delinquencies;

Section 9. The Bonds and the provisions for the registration of the Bonds and for the approval of the Bonds by the Secretary of the Commission are to be in substantially the form set forth in Appendix A hereto.

Section 10. The Chief Financial Officer of the City is hereby authorized to execute a no-arbitrage certificate with respect to the Bonds in order to comply with Section 148 of the Code and the applicable Income Tax Regulations thereunder.

Section 11. The Chief Financial Officer shall cause (1) the portion of the proceeds of the sale of the Bonds necessary to defease and redeem the 2002 Bonds to be deposited with the Escrow Agent in the escrow fund created pursuant to the Escrow Agreement and (2) the portion of the proceeds of the sale of the Bonds necessary to discharge the then-outstanding principal amount of the CP Bonds to be delivered to U.S. Bank National Association, as issuing and paying agent for the CP Bonds, for deposit in the Debt Service Fund for the CP Bonds to be used in accordance with written direction from the Chief Financial Officer. The Chief Financial Officer shall deposit the balance of the proceeds of the sale of the Bonds in a special account to be designated "*City of Charlotte, North Carolina General Obligation Refunding Bonds, Series 2012 Cost of Issuance Account*" (the "*Cost of Issuance Account*") and apply such funds to pay the costs of issuance of the Bonds. The Chief Financial Officer shall transfer or cause to be transferred any proceeds of the Bonds remaining in the 2012 Cost of Issuance Account and the Debt Service Fund described above on the 90th day after the Bonds are issued to pay the interest on the Bonds on the next interest payment date therefor.

Section 12. Actions taken by officials of the City to select paying and transfer agents, and a bond registrar, or alternate or successor agents and registrars pursuant to Section 159E-8 of the Registered Public Obligations Act, Chapter 159E of the General Statutes of North Carolina, are hereby authorized and approved.

Section 13. The Commission is hereby requested to sell the Bonds through a negotiated sale to the Underwriters pursuant to the terms of the Bond Purchase Agreement at a true interest cost not to exceed 4.50%. The form and content of the Bond Purchase Agreement is in all respects approved and confirmed, and the Mayor, the City Manager or the Chief Financial Officer of the City is hereby authorized, empowered and directed to execute and deliver the Bond Purchase Agreement for and on behalf of the City, including necessary counterparts, in substantially the form and content presented to the City, but with such changes, modifications, additions or deletions therein as he may deem necessary, desirable or appropriate, the execution thereof to constitute conclusive evidence of the City Council's approval of any and all such changes, modifications, additions or deletions therein, and that from and after the execution and delivery of the Bond Purchase Agreement, the Mayor, the City Manager and the Chief Financial Officer of the City 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 Bond Purchase Agreement as executed.

Section 14. The Mayor, the City Manager, the Chief Financial Officer and the City Clerk or Deputy City Clerk of the City are hereby authorized and directed to cause the Bonds to be prepared and, when they shall have been duly sold by the Commission, to execute the Bonds and to turn the Bonds over to the registrar and transfer agent of the City for delivery through the facilities of DTC to the Underwriters.

Section 15. The City Manager or the Chief Financial Officer are hereby authorized and directed, individually and collectively, to enter into the Escrow Agreement, a form of which has been made available to the City Council, but with such changes, modifications, additions or deletions therein as he may deem necessary, desirable or appropriate, his execution thereof to constitute conclusive evidence

- (b) non-payment related defaults, if material;
 - (c) unscheduled draws on the debt service reserves reflecting financial difficulties;
 - (d) unscheduled draws on any credit enhancements reflecting financial difficulties;
 - (e) substitution of any credit or liquidity providers, or their failure to perform;
 - (f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material events affecting the tax status of the Bonds;
 - (g) modification of the rights of the beneficial owners of the Bonds, if material;
 - (h) call of any of the Bonds, if material, and tender offers;
 - (i) defeasance of any of the Bonds;
 - (j) release, substitution or sale of any property securing repayment of the Bonds, if material;
 - (k) rating changes;
 - (l) bankruptcy, insolvency, receivership or similar event of the City;
 - (m) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to such actions, other than pursuant to its terms, if material; and
 - (n) appointment of a successor or additional trustee or the change of name of a trustee, if material; and
- (4) in a timely manner to the MSRB, notice of the failure by the City to provide the required annual financial information described in (1) and (2) above on or before the date specified.

The City agrees that its undertaking under this Section is intended to be for the benefit of the registered owners and the beneficial owners of the Bonds and is enforceable by any of the registered owners and the beneficial owners of the Bonds, including an action for specific performance of the City's obligations under this Section, but a failure to comply will not be an event of default and will not result in acceleration of the payment of the Bonds. An action must be instituted, had and maintained in the manner provided in this Section for the benefit of all of the registered owners and beneficial owners of the Bonds.

All documents provided to the MSRB as described in this Section shall be provided in an electronic format as prescribed by the MSRB and accompanied by identifying information as prescribed by the MSRB. The City may discharge its undertaking described above by providing such information in a manner the SEC subsequently authorizes in lieu of the manner described above.

The City may modify from time to time, consistent with the Rule, the information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the City, but:

- (1) any such modification may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the City;
- (2) the information to be provided, as modified, would have complied with the requirements of the Rule as of the date of the Official Statement, after taking into account any amendments or interpretations of the Rule as well as any changes in circumstances; and
- (3) any such modification does not materially impair the interest of the registered owners or the beneficial owners, as determined by nationally recognized bond counsel or by the approving vote of the registered owners of a majority in principal amount of the Bonds.

Any annual financial information containing modified operating data or financial information will explain, in narrative form, the reasons for the modification and the impact of the change in the type of operating data or financial information being provided.

The provisions of this Section terminate on payment, or provision having been made for payment in a manner consistent with the Rule, in full of the principal of and interest on the Bonds.

Section 19. Those portions of this Resolution other than Section 18 may be amended or supplemented, from time to time, without the consent of the owners of the Bonds if in the opinion of nationally recognized bond counsel, such amendment or supplement would not adversely affect the interests of the owners of the Bonds and would not cause the interest on the Bonds to be included in the gross income of a recipient thereof for federal income tax purposes. This Resolution may be amended or supplemented with the consent of the owners of a majority in aggregate principal amount of the outstanding Bonds, exclusive of Bonds, if any, owned by the City, but a modification or amendment (1) may not, without the express consent of any owner of Bonds, reduce the principal amount of any Bond, reduce the interest rate payable on it, extend its maturity or the times for paying interest, change the monetary medium in which principal and interest is payable, or reduce the percentage of consent required for amendment or modification and (2) as to an amendment to Section 18, must be limited as described therein.

Any act done pursuant to a modification or amendment consented to by the owners of the Bonds is binding on all owners of the Bonds and will not be deemed an infringement of any of the provisions of this Resolution, whatever the character of the act may be, and may be done and performed as fully and freely as if expressly permitted by the terms of this Resolution, and after consent has been given, no owner of a Bond has any right or interest to object to the action, to question its propriety or to enjoin or restrain the City from taking any action pursuant to a modification or amendment.

If the City proposes an amendment or supplemental resolution to this Resolution requiring the consent of the owners of the Bonds, the Registrar shall, on being satisfactorily indemnified with respect to expenses, cause notice of the proposed amendment to be sent to each owner of the Bonds then outstanding by first-class mail, postage prepaid, to the address of such owner as it appears on the registration books; but the failure to receive such notice by mailing by any owner, or any defect in the mailing thereof, will not affect the validity of any proceedings pursuant hereto. Such notice shall briefly set forth the nature of the proposed amendment and shall state that copies thereof are on file at the principal office of the Registrar for inspection by all owners of the Bonds. If, within 60 days or such longer period as shall be prescribed by the City following the giving of such notice, the owners of a majority in aggregate principal amount of Bonds then outstanding have consented to the proposed amendment, the amendment will be effective as of the date stated in the notice.

Section 20. Nothing in this Resolution precludes (a) the payment of the Bonds from the proceeds of refunding bonds or (b) the payment of the Bonds from any legally available funds.

If the City causes to be paid, or has made provisions to pay, on maturity or on redemption before maturity, to the owners of the Bonds the principal of the Bonds (including interest to become due thereon) and, premium, if any, on the Bonds, through setting aside trust funds or setting apart in a reserve fund or special trust account created pursuant to this Resolution or otherwise, or through the irrevocable segregation for that purpose in some sinking fund or other fund or trust account with an escrow agent or otherwise, moneys sufficient therefor, including, but not limited to, interest earned or to be earned on Federal Securities, the City shall so notify Moody's and S&P, and then such Bonds shall be considered to have been discharged and satisfied, and the principal of the Bonds (including premium, if any, and interest thereon) shall no longer be deemed to be outstanding and unpaid; *provided, however*, that nothing in this Resolution requires the deposit of more than such Federal Securities as may be sufficient, taking into account both the principal amount of such Federal Securities and the interest to become due thereon, to implement any such defeasance.

If such a defeasance occurs and after the City receives an opinion of a nationally recognized verification firm that the segregated moneys or Federal Securities together with interest earnings thereon are sufficient to effect a defeasance, the City shall execute and deliver all such instruments as may be necessary to effect such a defeasance and desirable to evidence such release, discharge and satisfaction. Provisions shall be made by the City, for the mailing of a notice to the owners of the Bonds that such moneys are so available for such payment.

Section 21. All acts and doings of the Mayor, the City Manager, the Chief Financial Officer of the City and the City Clerk or the Deputy City Clerk that are in conformity with the purposes and intents of this Resolution and in the furtherance of the issuance of the Bonds and the execution, delivery and performance of the Bond Purchase Agreement are in all respects approved and confirmed.

Section 22. If any one or more of the agreements or provisions herein contained is held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or for any reason whatsoever is held invalid, then such covenants, agreements or provisions are null and void and separable from the remaining agreements and provisions and will in no way affect the validity of any of the other agreements and provisions hereof or of the Bonds authorized hereunder.

Section 23. All resolutions or parts thereof of the City Council in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 24. This Bond Resolution is effective on its adoption.

On motion of Councilmember Barnes, seconded by Councilmember Kinsey, the foregoing order entitled: "A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$205,000,000 GENERAL OBLIGATION REFUNDING BONDS, SERIES 2012 OF THE CITY OF CHARLOTTE, NORTH CAROLINA" was adopted by the following vote: Unanimously

AYES:

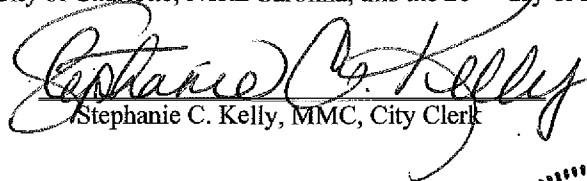
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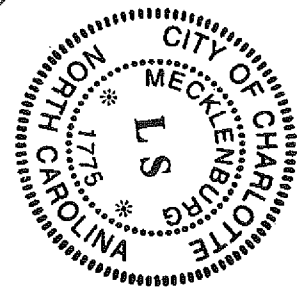
PASSED, ADOPTED AND APPROVED this 13th day of February, 2012.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Pages (496-509).

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.


Stephanie C. Kelly, MMC, City Clerk



APPENDIX A

Form of Bond

No. R-

\$

**UNITED STATES OF AMERICA
STATE OF NORTH CAROLINA
CITY OF CHARLOTTE**

<u>INTEREST</u>			
<u>RATE</u>	<u>MATURITY DATE</u>	<u>DATED DATE</u>	<u>CUSIP</u>

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: DOLLARS

GENERAL OBLIGATION REFUNDING BOND, SERIES 2012

THE CITY OF CHARLOTTE, NORTH CAROLINA (the "City") acknowledges itself indebted and for value received hereby promises to pay to the Registered Owner named above, on the Maturity Date specified above, upon surrender hereof, the Principal Sum shown above and to pay to the Registered Owner hereof interest thereon from the date of this Bond until it shall mature at the Interest Rate per annum specified above, payable on July 1, 2012 and semiannually thereafter on January 1 and July 1 of each year. Principal of and interest on this Bond are payable in immediately available funds to The Depository Trust Company ("DTC") or its nominee as registered owner of the Bonds and is payable to the owner of the Bonds shown on the records of DTC at the close of business on the 15th day of the month preceding an interest payment date or a bond payment date. The City is not responsible or liable for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

This Bond is issued in accordance with the Registered Public Obligations Act, Chapter 159E of the General Statutes of North Carolina, and pursuant to The Local Government Finance Act, a bond order adopted by the City Council of the City on February 13, 2012 and effective on the date of its adoption. The Bonds are issued to provide funds to (1) refund in advance of their maturities (a) \$30,615,000 aggregate principal amount of the City of Charlotte, North Carolina General Obligation Bonds, Series 2002A, (b) \$25,265,000 aggregate principal amount of the City of Charlotte, North Carolina General Obligation Bonds, Series 2002C and (c) \$150,000,000 aggregate principal amount of the City of Charlotte, North Carolina General Obligation Commercial Paper Bonds and (2) pay the costs of issuing the Bonds.

The Bonds maturing on or before _____ are not subject to redemption before maturity. The Bonds maturing after _____ are subject to redemption before maturity, at the option of the City, from any moneys that may be made available for such purpose, either in whole or in part on any date on or after _____, at the principal amount of the Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, _____.

If less than all of the Bonds are called for redemption, the City shall select the maturity or maturities of the Bonds to be redeemed in such manner as the City in its discretion may determine and

DTC and its participants shall determine which of the Bonds within a maturity are to be redeemed by lot; *provided, however*, that the portion of any Bond to be redeemed is to be in principal amount of \$5,000 or integral multiples thereof and that, in selecting Bonds for redemption, each Bond is to be considered as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by \$5,000. Whenever the City elects to redeem Bonds, notice of such redemption of Bonds, stating the redemption date, redemption price and identifying the Bonds or portions thereof to be redeemed by reference to their numbers and further stating that on such redemption date there shall become due and payable on each Bond or portion thereof so to be redeemed, the principal thereof, redemption premium and interest accrued to the redemption date and that from and after such date interest thereon shall cease to accrue, is to be given not less than 30 days nor more than 60 days before the redemption date in writing to DTC or its nominee as the registered owner of the Bonds, by prepaid certified or registered United States mail (or by such other means as may be permitted by DTC's rules and procedures), at the address provided to the City by DTC, but any failure or defect in respect of such mailing will not affect the validity of the redemption. If DTC is not the registered owner of the Bonds, the City will give notice at the time set forth above by prepaid first class United States mail to the then-registered owners of the Bonds or portions thereof to be redeemed at the last address shown on the registration books kept by the City.

It is hereby certified and recited that all conditions, acts and things required by the Constitution or statutes of the State of North Carolina to exist, be performed or happen precedent to or in the issuance of this Bond, exist, have been performed and have happened, and that the amount of this Bond, together with all other indebtedness of the City, is within every debt and other limit prescribed by said Constitution or statutes. The faith and credit of the City are hereby pledged to the punctual payment of the principal of and interest on this Bond in accordance with its terms.

This Bond is not valid or obligatory for any purpose until the certification hereon has been signed by an authorized representative of the Local Government Commission.

IN WITNESS WHEREOF, the City has caused this Bond to bear the original or facsimile of the signatures of the Mayor of the City and the City Clerk of the City and an original or facsimile of the seal of the City to be imprinted hereon and this Bond to be dated as of the Dated Date above.

(SEAL)

City Clerk

Mayor

Date of Execution: _____, 2012

The issue hereof has been approved under the provisions of The Local Government Bond Act.

T. VANCE HOLLOWAN
Secretary of the Local Government Commission

FORM OF ASSIGNMENT

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(Please print or typewrite Name and Address,
including Zip Code, and Federal Taxpayer Identification or
Social Security Number of Assignee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney to register the transfer of the within Bond on the books kept for registration thereof,
with full power of substitution in the premises.

Dated: _____
Signature guaranteed by:

NOTICE: Signature must be guaranteed by
a Participant in the Securities Transfer
Agent Medallion Program ("*Stamp*") or
similar program.

NOTICE: The signature to this assignment must
correspond with the name as it appears on the
face of the within Bond in every particular,
without alteration, enlargement or any change
whatever.

TRANSFER FEE MAY BE REQUIRED

EXTRACTS FROM MINUTES OF CITY COUNCIL

* * *

A Regular Meeting of the City Council of the City of Charlotte, North Carolina (the "City Council") was duly held in the Meeting Chamber at the Charlotte-Mecklenburg County Governmental Center, 600 East Fourth Street, Charlotte, North Carolina 28202, the regular place of meeting, at 7:00 p.m. on February 13, 2012:

Members Present: Councilmember Michael Barnes, Warren Cooksey, Andy Dulin, Claire Fallon, David Howard, Patsy Kinsey, LaWana Mayfield, James Mitchell, and Beth Pickering.

Members Absent: Councilmembers John Autry and Patrick Cannon

* * * * *
* * *

Councilmember Barnes introduced the following resolution, a summary of which had been provided to each Councilmember, a copy of which was available with the City Clerk and which was read by title:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA MAKING CERTAIN STATEMENTS OF FACT CONCERNING PROPOSED BOND ISSUE

WHEREAS, the City Council is considering the issuance of bonds of the City of Charlotte, North Carolina (the "City") which shall be for the following purposes and in the following maximum amount:

Not to exceed \$205,000,000 of General Obligation Refunding Bonds to pay the costs of (1) refunding in advance of their maturities (a) \$30,615,000 aggregate principal amount of the City of Charlotte, North Carolina General Obligation Bonds, Series 2002A (the "2002A Bonds") and (b) \$25,265,000 aggregate principal amount of the City of Charlotte, North Carolina General Obligation Bonds, Series 2002C (the "2002C Bonds," and together with the 2002A Bonds, the "2002 Bonds") and (2) refunding with long-term bonds \$150,000,000 aggregate principal amount of the City of Charlotte, North Carolina General Obligation Commercial Paper Bonds (the "CP Bonds," and together with the 2002 Bonds, the "Refunded Bonds").

WHEREAS, the City Council must make certain findings of fact to enable the Local Government Commission of the State of North Carolina to make certain determinations as set forth in Section 159-52 of the General Statutes of North Carolina.

NOW, THEREFORE, BE IT RESOLVED that the City Council meeting in open session on the 13th day of February, 2012, has made the following factual findings in regard to this matter:

A. **Facts Regarding Necessity of Proposed Financing.** The proposed bonds are necessary and expedient to lower the City's debt service costs related to projects financed and refinanced with the 2002 Bonds and to fix and lower the City's debt service costs related to projects financed and refinanced with the CP Bonds, assuming the CP Bonds bear interest at the maximum rate of interest until final maturity. The proposed bonds do not extend the final maturity of the 2002 Bonds or the CP Bonds.

B. **Facts Supporting the Amount of Bonds Proposed.** The sums estimated for these bonds are adequate and not excessive for the proposed purpose.

C. **Past Debt Management Policies.** The City's debt management policies have been carried out in compliance with law. The City employs a Chief Financial Officer to oversee compliance with applicable laws relating to debt management. The City Council requires annual audits of City finances. In connection with these audits, compliance with laws is reviewed. The City is not in default in any of its debt service obligations. The City Attorney reviews all debt-related documents for compliance with laws.

D. **Past Budgetary and Fiscal Management Policies.** The City's budgetary and fiscal management policies have been carried out in compliance with laws. Annual budgets are closely reviewed by the City Council before final approval of budget ordinances. Budget amendments changing a function total or between functions are presented to the City Council at regular City Council meetings. The Chief Financial Officer presents financial information to City Council which shows budget to actual comparisons annually and otherwise as the City Manager deems necessary or as a member of the City Council may request.

E. **Retirement of Debt.** The schedule for issuing the bonds does not require a property tax increase. The schedule for issuance calls for issuing all of the bonds in Fiscal Year 2012, but issuance may be delayed until such time as the City determines that the market is more favorable for the issuance of the bonds.

F. **Financing Team.** The City Manager and the Chief Financial Officer, with advice from the City Attorney, are hereby authorized and directed to (1) retain Parker Poe Adams & Bernstein LLP as bond counsel, (2) retain Wells Fargo Bank, National Association, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Stephens Inc., as underwriters for the Bonds, (3) retain DEC Associates, Inc., as financial advisor, and (4) approve the selection of McGuireWoods LLP, as counsel to the underwriters.

On motion of Councilmember Barnes, seconded by Councilmember Kinsey, the foregoing resolution titled: **"A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA MAKING CERTAIN STATEMENTS OF FACT CONCERNING PROPOSED BOND ISSUE"** was adopted by the following vote: Unanimously

AYES:

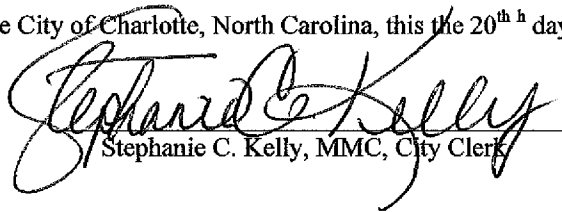
NAYS:

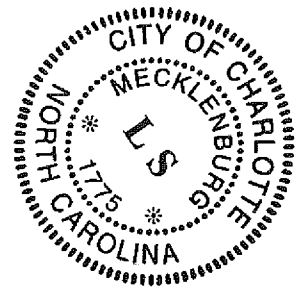
PASSED, ADOPTED AND APPROVED this 13th day of February, 2012.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Pages (510-512).

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.


Stephanie C. Kelly, MMC, City Clerk



Councilmember Barnes introduced the following bond order by reading the title thereof:

**BOND ORDER AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$205,000,000
GENERAL OBLIGATION REFUNDING BONDS OF THE CITY OF CHARLOTTE, NORTH CAROLINA**

WHEREAS, the City of Charlotte, North Carolina (the "City") has issued (1) \$40,000,000 aggregate principal amount of its General Obligation Bonds, Series 2002A (the "2002A Bonds"), of which \$30,615,000 remains outstanding, (2) \$33,000,000 aggregate principal amount of its General Obligation Bonds, Series 2002C (the "2002C Bonds," and together with its 2002A Bonds, the "2002 Bonds"), of which \$25,265,000 remains outstanding and (3) \$150,000,000 aggregate principal amount of its General Obligation Commercial Paper Bonds (the "CP Bonds," and together with the 2002 Bonds, the "Refunded Bonds"), all of which remains outstanding;

WHEREAS, the City Council of the City (the "City Council") deems it advisable to refund all of the outstanding Refunded Bonds;

WHEREAS, an application has been filed with the Secretary of the Local Government Commission of North Carolina requesting Commission approval of the bonds hereinafter described as required by the Local Government Bond Act, and the Secretary of the Local Government Commission has notified the City Council that the application has been accepted for submission to the Local Government Commission.

NOW, THEREFORE, BE IT ORDERED by the City Council of the City of Charlotte, North Carolina, as follows:

Section 1. The City Council deems it advisable to refund all of the outstanding Refunded Bonds.

Section 2. To raise the money required to pay the costs of refunding the Refunded Bonds as set forth above, General Obligation Refunding Bonds of the City are hereby authorized and shall be issued pursuant to the Local Government Bond Act of North Carolina. The maximum aggregate principal amount of such General Obligation Refunding Bonds authorized by this bond order shall be and not exceed \$205,000,000.

Section 3. A tax sufficient to pay the principal of and interest on said General Obligation Refunding Bonds when due shall be annually levied and collected.

Section 4. A sworn statement of the City's debt has been filed with the City Clerk and is open to public inspection.

Section 5. This bond order shall take effect on its adoption.

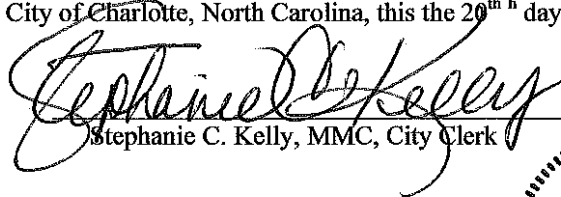
Adopted by unanimous consent without change or amendment.

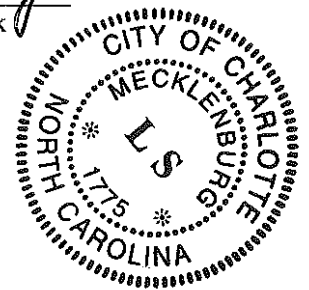
As prescribed by The Local Government Bond Act, the City Clerk is directed to publish a notice of adoption of the bond order titled, "**Bond Order Authorizing the Issuance of Not to Exceed \$205,000,000 General Obligation Refunding Bonds of the City of Charlotte, North Carolina,**" which was introduced at the meeting of the City Council held on February 13, 2012.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Pages (513-514).

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.


Stephanie C. Kelly, MMC, City Clerk



EXTRACTS FROM MINUTES OF CITY COUNCIL

A Regular Meeting of the City Council of the City of Charlotte, North Carolina was duly held in the Meeting Chamber at the Charlotte-Mecklenburg Government Center in Charlotte, North Carolina, the regular place of meeting, at 7:00 p.m. on February 13, 2012.

Members Present: Michael Barnes, Warren Cooksey, Andy Dulin, Clarie Fallon, David Howard, Patsy Kinsey, LaWana Mayfield, James Mitchell, and Beth Pickering

Members Absent: John Autry, Patrick Cannon

Also Present: Mayor Anthony Foxx

* * * * *

Councilmember Barnes introduced the following resolution, a summary of which had been provided to each Councilmember, which was read by title:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA, REAUTHORIZING THE CITY OF CHARLOTTE, NORTH CAROLINA GENERAL OBLIGATION COMMERCIAL PAPER BONDS, AMENDING THE BOND RESOLUTION AND AUTHORIZING CERTAIN ADDITIONAL DOCUMENTS RELATED THERETO.

WHEREAS, the City of Charlotte, North Carolina (the "City") has previously issued its General Obligation Commercial Paper Bonds (the "*Prior CP Bonds*") in an aggregate principal amount not to exceed \$150,000,000 under the terms of a Bond Resolution adopted by the City Council of the City (the "*City Council*") on September 28, 2009 (the "*Prior Bond Resolution*," and together with this Resolution, the "*Bond Resolution*") and certain bond orders described in the Prior Bond Resolution;

WHEREAS, the City has used the proceeds of the Prior CP Bonds to finance the capital costs of projects authorized by said bond orders;

WHEREAS, the City intends to refinance the outstanding Prior CP Bonds with the proceeds of long-term bonds (the "*Refunding Bonds*"); and

WHEREAS, the City has determined that it is in the best interest of the City to amend the Prior Bond Resolution such that after the issuance of the Refunding Bonds and the discharge of the outstanding Prior CP Bonds, as permitted under the terms of the Bond Resolution, the City can continue to utilize the commercial paper program and issue additional Bonds in an aggregate principal amount not to exceed \$150,000,000 to pay costs of projects permitted by the Bond Orders (as defined below);

WHEREAS, a majority of voters in the City approved additional bond orders at referenda held on November 2, 2010 and the City has determined to amend the Prior Bond Resolution to include such additional bond orders;

WHEREAS, the City desires to enter into new, separate Commercial Paper Dealer Agreements (collectively, the "*Dealer Agreements*") with the North Carolina Local Government Commission (the "*Commission*") and each of Wells Fargo Bank, National Association and Merrill Lynch, Pierce, Fenner & Smith Incorporated (collectively, the "*Dealers*"), under which the City and the Commission will sell and deliver the Bonds to the Dealers under the terms and conditions set forth therein and in the Bond Resolution;

WHEREAS, the City desires to enter into a Standby Bond Purchase Agreement dated as of April 1, 2012 (the "*Liquidity Facility*") among the City, U.S. Bank National Association, as issuing and paying agent, and Wells Fargo Bank, National Association, as liquidity provider, to provide liquidity for the Bonds;

WHEREAS, copies of the forms of the Dealer Agreements, Liquidity Facility and an Offering Memorandum (the "*Offering Memorandum*") with respect to the Bonds have been filed with the City;

WHEREAS, the City Council has considered and recognizes that variable interest rate debt instruments may subject the City to the risk of higher interest rates in the future and that in addition to the variable interest cost, the City must pay the fees of the provider of a Liquidity Facility and any Dealer, which fees will increase the variable interest cost to the City;

WHEREAS, the City Council believes that using commercial paper financing as an interim source of funding for paying costs of the projects authorized by the Bond Orders lowers the City's overall cost of capital and therefore is superior to issuing fixed rate bonds for such purpose at this time;

WHEREAS, the City Council directs the Chief Financial Officer of the City to file with the Commission an application for its reapproval of the Bonds in an aggregate principal amount not to exceed \$150,000,000, on a form prescribed by the Commission, and (1) request in such application that the Commission approve (a) the negotiation of the sale of the Bonds to the Dealers in accordance with the Bond Resolution and the Dealer Agreements, (b) the City's use of Parker Poe Adams & Bernstein LLP, as bond counsel for the City, (c) the Dealers' use of McGuireWoods LLP, as dealers' counsel, (d) the City's use of DEC Associates Inc. and Waters and Company, LLC, as financial advisors, (e) the City's use of U.S. Bank National Association, as issuing and paying agent for the Bonds, and (f) the City's use of Wells Fargo Bank, National Association, as the liquidity provider for the Bonds (collectively, the "*Financing Team*"); and (2) state in such application such facts and to attach thereto such exhibits in regard to the Bonds and to the City and its financial condition as may be required by the Commission, and to take all other action necessary to the issuance of the Bonds.

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA DOES RESOLVE AS FOLLOWS:

Section 1. *Amendment of Prior Bond Resolution.* This Resolution amends and supplements the Prior Bond Resolution and is being adopted in accordance with Section 4.01 of Appendix A to the Prior Bond Resolution. The amendments and supplements to the Prior Bond Resolution contained in this Resolution are limited precisely as written and shall not be deemed to be a consent to any waiver or modification of any other material terms, covenants or conditions of the Prior Bond Resolution. All of the terms of the Prior Bond Resolution not modified by this Resolution remain

in full force and effect as of the date hereof. Terms used in this Resolution have the meanings set forth in Appendix A to the Prior Bond Resolution, unless a different meaning clearly appears from the context.

Section 2. *Amendment of Definitions.* The following definition in Appendix A to the Prior Bond Resolution is hereby amended to read as follows:

“Bond Orders” means, collectively, (1) the Bond Order authorizing the City to issue general obligation bonds to finance certain public improvements, the Bond Order authorizing the City to issue general obligation bonds to finance certain neighborhood improvements and the Bond Order authorizing the City to issue general obligation bonds to finance certain housing projects, each adopted on September 11, 2006 and approved by a majority of voters at a referendum held on November 7, 2006; (2) the Bond Order authorizing the City to issue general obligation bonds to finance certain public improvements, the Bond Order authorizing the City to issue general obligation bonds to finance certain neighborhood improvements and the Bond Order authorizing the City to issue general obligation bonds to finance certain housing projects, each adopted on August 25, 2008 and approved by a majority of voters at a referendum held on November 4, 2008 and (3) the Bond Order authorizing the City to issue general obligation bonds to finance certain public improvements, the Bond Order authorizing the City to issue general obligation bonds to finance certain neighborhood improvements and the Bond Order authorizing the City to issue general obligation bonds to finance certain housing projects, each adopted on August 23, 2010 and approved by a majority of voters at a referendum held on November 2, 2010.

Section 3. *Other Amendments to Appendix A.*

(a) The penultimate paragraph of Section 2.02 of Appendix A to the Prior Bond Resolution is hereby amended to read as follows:

Subject to the provisions of Section 2.03, from time to time on receipt of a CP Order on a Business Day from the City or the Dealer, the Issuing and Paying Agent shall complete, authenticate and deliver Bond certificates to or on the order of the Dealer in accordance therewith or, if the Book-Entry System is then in effect, give instructions for the issuance of Bonds to DTC in the manner set forth in, and take such other actions as are required by, the Letter of Representations. Such CP Order must be received by the Issuing and Paying Agent not later than 12:00 p.m. (or such later time as is acceptable to the Issuing and Paying Agent) on the date on which such Bonds are to be issued. If a Bond matures and by 12:00 p.m. on such date the Issuing and Paying Agent has not received a CP Order for a Roll-Over Bond, nor has the City made provision for the payment of the principal amount of such maturing Bond, then the Issuing and Paying Agent is hereby directed to complete, authenticate and deliver a Roll-Over Bond to the Liquidity Provider for the purpose of demanding payment under the Liquidity Facility as contemplated under Section 2.14.

(b) The first paragraph of Section 2.14 of Appendix A to the Prior Bond Resolution is hereby amended to read as follows:

If the City determines to cause the Issuing and Paying Agent to issue Roll-Over Bonds to pay the principal of Bonds coming due and the Dealer is unable to place such Roll-Over Bonds and arrange for the delivery of the

purchase price therefor by a purchaser of such Bonds as set forth under Section 2.03(c), the Dealer shall by 12:00 p.m. on the date such Bonds are to be refunded give notice by telephone (promptly confirmed by fax or e-mail) to the City, the Issuing and Paying Agent and the Liquidity Provider of the principal amount of the Bonds for which it has not arranged placement and such other information as the Issuing and Paying Agent may request.

Section 4. ***Reauthorization of Maximum Aggregate Principal Amount.*** Following the issuance of the Refunding Bonds and the discharge of the then-outstanding Prior CP Bonds, the Maximum Aggregate Principal Amount of the Bonds is reauthorized in the principal amount not to exceed \$150,000,000.

Section 5. ***Authorization of Financing Team.*** Each member of the Financing Team is hereby approved in connection with the issuance by the City of the Bonds.

Section 6. ***Application to the Local Government Commission.*** The Chief Financial Officer of the City, with advice from the City Manager and bond counsel, is hereby authorized, directed and designated to file an application with the Commission for its reauthorization of the issuance of the Bonds.

Section 7. ***Approval of Dealer Agreements and Liquidity Facility.*** The form and content of the Dealer Agreements and the Liquidity Facility are hereby in all respects approved and confirmed, and each of the Mayor, the City Manager and the Chief Financial Officer of the City are hereby authorized, empowered, and directed, individually and collectively, to execute and deliver the Dealer Agreements and the Liquidity Facility for and on behalf of the City, including necessary counterparts, in substantially the form and content presented to the City Council, but with such changes, modifications, additions or deletions therein as they may deem necessary, desirable or appropriate, the execution thereof to constitute conclusive evidence of the City Council's approval of any and all such changes, modifications, additions or deletions therein, and that from and after the execution and delivery of the Dealer Agreements and the Liquidity Facility, each of the Mayor, the City Manager and the Chief Financial Officer of the City 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 Dealer Agreements and the Liquidity Facility as executed.

Section 8. ***Request for Private Sale.*** The City Council requests that the Commission sell the Bonds, from time to time, through negotiation to the Dealers pursuant to the terms of the applicable Dealer Agreement.

Section 9. ***Approval of Offering Memorandum.*** The form and content of the Offering Memorandum prepared in connection with the reauthorization of the Bonds are in all respects authorized, approved and confirmed, and the use of the Offering Memorandum by the Dealers in connection with the sale of the Bonds is hereby in all respects authorized, approved and confirmed.

Section 10. ***General Authority.*** The Mayor, the City Manager, the Chief Financial Officer and the City Clerk of the City, 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 in order to consummate the transactions contemplated by the Bond Resolution.

No stipulation, obligation or agreement herein contained or contained in the Bonds, the Dealer Agreements, the Liquidity Facility or any other instrument related to the issuance of the Bonds shall be deemed to be a stipulation, obligation or agreement of any officer, agent or employee of the City in his or

her individual capacity, and no such officer, agent or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 11. **Headings; Severability; Amendments; Binding Effect.** If any portion of this Resolution is determined to be invalid under any applicable law, such provision shall be deemed void and the remainder of this Resolution shall continue in full force and effect. All section headings contained herein are for convenience of reference only and are not intended to define or limit the scope of any provision of this Resolution.

Section 12. **Governing Law.** This Amendment is governed by and construed, interpreted and enforced in accordance with the laws of the State of North Carolina.

Section 13. **Effective Date.** This Resolution is effective immediately on its adoption.

On motion of Councilmember Barnes, seconded by Councilmember Kinsey, the foregoing order entitled: "A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE, NORTH CAROLINA, REAUTHORIZING THE CITY OF CHARLOTTE, NORTH CAROLINA GENERAL OBLIGATION COMMERCIAL PAPER BONDS, AMENDING THE BOND RESOLUTION AND AUTHORIZING CERTAIN ADDITIONAL DOCUMENTS RELATED THERETO" was adopted by the following vote: Unanimously

AYES:

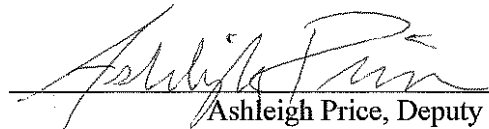
NAYS:

PASSED, ADOPTED AND APPROVED this 13th day of February, 2012.

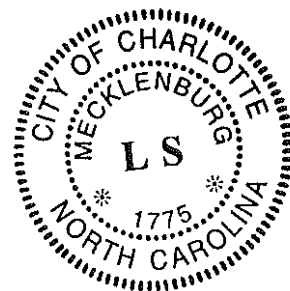
CERTIFICATION

I, Ashleigh Price, Deputy City Clerk of the City of Charlotte, North Carolina, DO HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 13th day of February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Page(s) 514-a through 514-f.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.



Ashleigh Price, Deputy City Clerk



**RESOLUTION PASSED BY THE CITY COUNCIL OF THE CITY OF
CHARLOTTE, NORTH CAROLINA ON FEBRUARY 13, 2012**

A motion was made by Councilmember Barnes and seconded by Councilmember Kinsey for the adoption of the following Resolution and upon being put to a vote was duly adopted:

WHEREAS, A Municipal Agreement between the City and the North Carolina Department of Transportation (NCDOT) will allow the City to be reimbursed for the Preliminary Engineering for the replacement of the bridge on Michael Baker Drive; and,

WHEREAS, the Municipal Agreement provides for reimbursement not to exceed \$160,000 of the total cost of the project; and,

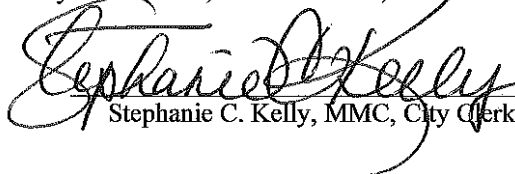
WHEREAS, the formant and cost sharing philosophy is consistent with past Municipal Agreements: and,

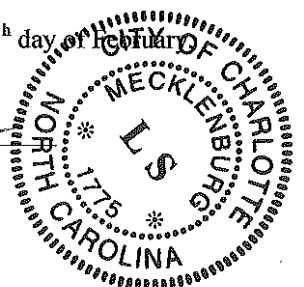
NOW, THEREFORE, BE IT RESOLVED that this resolution authorizing the Key Business Executive of the Charlotte Department of Transportation to execute a municipal agreement with the NCDOT for NCDOT to reimburse the City up to \$160,000 for the Preliminary Engineering for the replacement of the bridge on Michael Baker Drive, is hereby formally approved by the City Council of the City of Charlotte and the Director of Transportation and Clerk of this Municipality are hereby empowered to sign and execute the Agreement with the aforementioned groups.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Page 515.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.


Stephanie C. Kelly, MMC, City Clerk



**RESOLUTION PASSED BY THE CITY COUNCIL OF THE CITY OF
CHARLOTTE, NORTH CAROLINA ON FEBRUARY 13, 2012**

A motion was made by Councilmember Barnes and seconded by Councilmember Kinsey for the adoption of the following Resolution and upon being put to a vote was duly adopted:

WHEREAS, A Municipal Agreement between the City and the North Carolina Department of Transportation (NCDOT) will allow the City to be reimbursed for the Preliminary Engineering for the replacement of the bridge on Barringer Drive over Irwin Creek; and,

WHEREAS, the Municipal Agreement provides for reimbursement not to exceed \$160,000 of the total cost of the project; and,

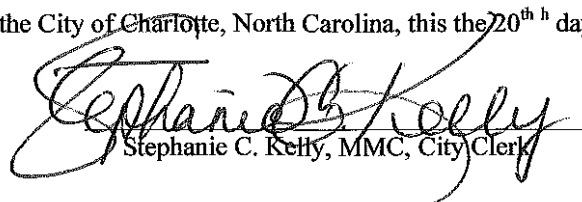
WHEREAS, the formant and cost sharing philosophy is consistent with past Municipal Agreements: and,

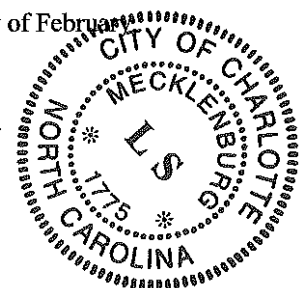
NOW, THEREFORE, BE IT RESOLVED that this resolution authorizing the Key Business Executive of the Charlotte Department of Transportation to execute a municipal agreement with the NCDOT for NCDOT to reimburse the City up to \$160,000 for the Preliminary Engineering for the replacement of the bridge on Barringer Drive over Irwin Creek, is hereby formally approved by the City Council of the City of Charlotte and the Director of Transportation and Clerk of this Municipality are hereby empowered to sign and execute the Agreement with the aforementioned groups.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Page 517.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February 2012.


Stephanie C. Kelly, MMC, City Clerk



**RESOLUTION PASSED BY THE CITY COUNCIL
OF THE CITY OF CHARLOTTE, NORTH CAROLINA ON FEBRUARY 13, 2012**

A motion was made by Councilmember Barnes and seconded by
Councilmember Kinsey for the adoption of the following Resolution, and upon being put
to a vote was duly adopted:

WHEREAS, The City of Charlotte (the City) accepts State-maintained streets upon request and mutual agreement and/or when the streets are within an annexed area and not part of the North Carolina Department of Transportation's (NCDOT) primary road system; and,

WHEREAS, The street on Attachment "A" with limits bound by red, is currently maintained by NCDOT, and

WHEREAS, This street is not on NCDOT's primary road system and qualifies for maintenance under the City's Street Maintenance Policy, and

WHEREAS, This resolution requests NCDOT transfer maintenance responsibility for Reagan Drive to the City, and

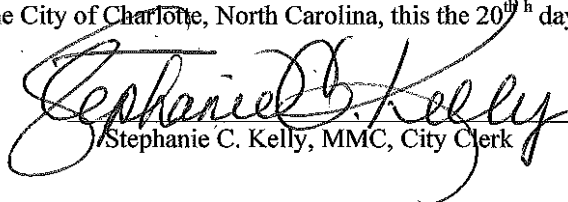
WHEREAS, The transfer of this 725 foot street, shown on Attachment "A", which is available for inspection in the office of the City Clerk, City Hall, Charlotte, North Carolina, will take place after approval by the North Carolina Board of Transportation. Upon completion of the transfer, the City will receive Powell Bill funding for the newly maintained street.

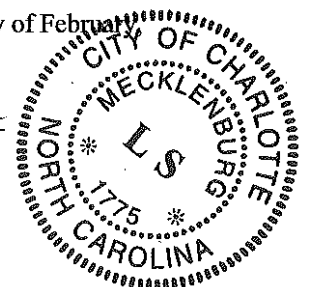
NOW, THEREFORE, BE IT RESOLVED, That City Council Adopt a resolution to transfer maintenance for Reagan Drive from NCDOT to the City of Charlotte, is hereby formally approved. The City Council of the City of Charlotte and the Director of Transportation and Clerk of this Municipality are hereby empowered to sign and execute the Agreement with the aforementioned groups.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Pages (517-518).

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.

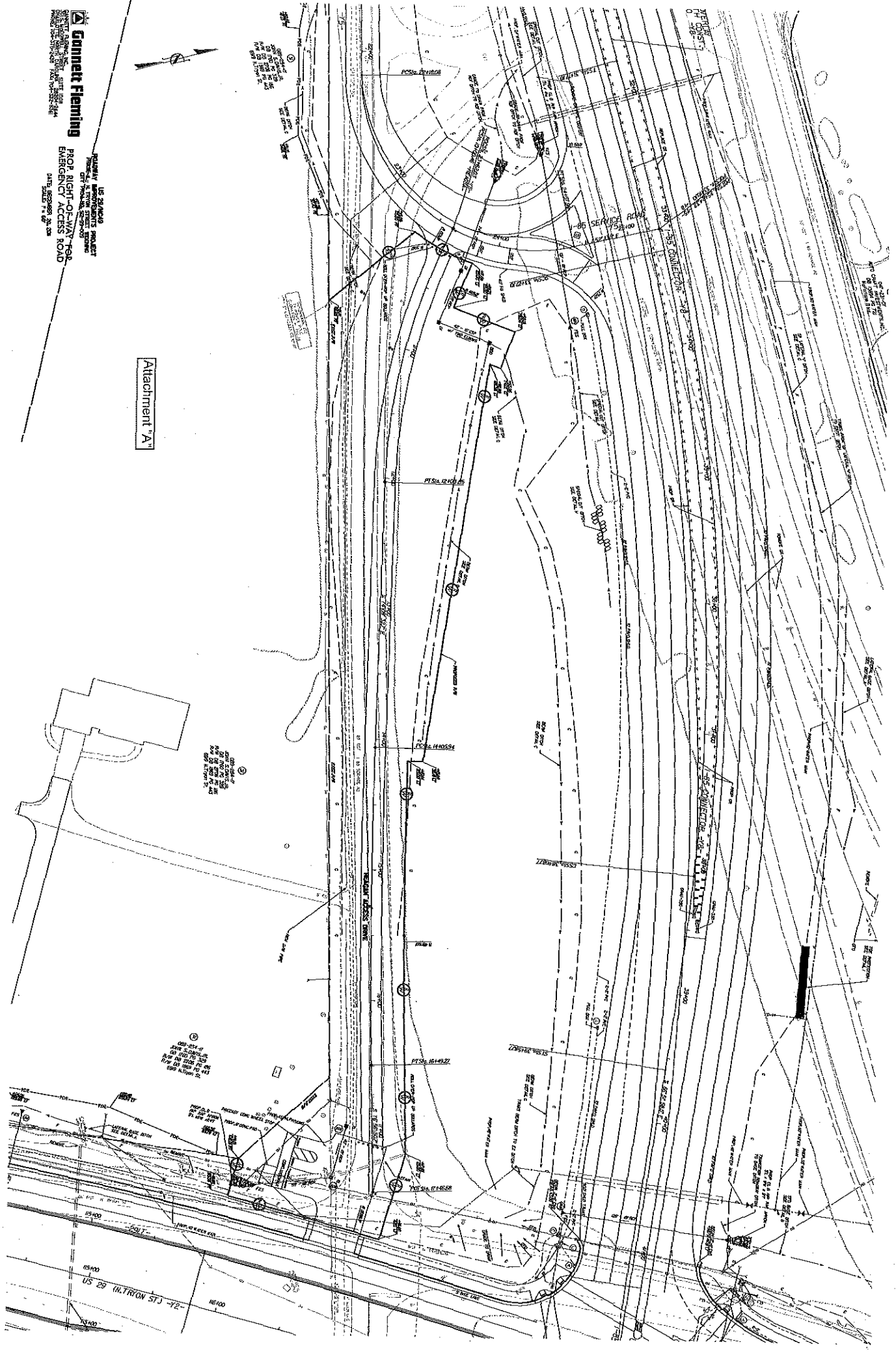

Stephanie C. Kelly, MMC, City Clerk



Gannett Fleming
INCORPORATED
1000 PENNSYLVANIA AVENUE, SUITE 1000
HARRISBURG, PA 17101-2000
TEL: 717.634.1000 FAX: 717.634.1001
WWW.GANNETTFLYING.COM

US SERVICE
RAILWAY MANAGEMENT'S PROJECT
PROF. RIGHT-OF-WAY FOR
EMERGENCY ACCESS ROAD
DATE: 02/08/2012
SHEET 74 OF 88

Attachment "A"



A RESOLUTION AUTHORIZING THE REFUND OF PROPERTY TAXES

Reference is made to the schedule of "Taxpayers and Refunds Requested" attached to the Docket for consideration of the City Council. On the basis of that schedule, which is incorporated herein, the following facts are found:-

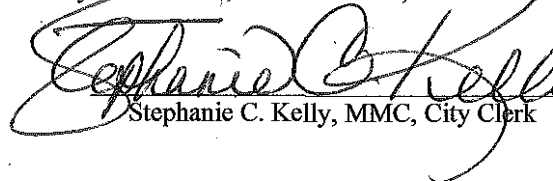
1. The City-County Tax Collector has collected property taxes from the taxpayers set out on the list attached to the Docket.
2. The City-County Tax Collector has certified that those taxpayers have made proper demand in writing for refund of the amounts set out on the schedule within the required time limits.
3. The amounts listed on the schedule were collected through either a clerical or assessor error.

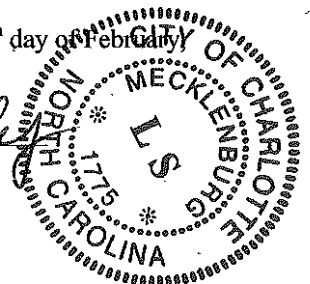
NOW, THEREFORE, BE RESOLVED by the City Council of the City of Charlotte, North Carolina, in regular session assembled this 13th day of February 2012 that those taxpayers listed on the schedule of "Taxpayers and Refunds Requested" be refunded in the amounts therein set up and that the schedule and this resolution be spread upon the minutes of this meeting.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 137, and recorded in full in Resolution Book 43, Pages (519-527).

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February 2012.


Stephanie C. Kelly, MMC, City Clerk



Property Tax Refund Requests

300 SOUTH TRYON LLC	\$	354.65
400 SOUTH TRYON STREET INVESTORS		43,623.20
422 SYLVANIA AVE LLC		93.08
940 BREVARD LLC		7,698.63
ABRAMS, GERALD J		908.31
ABRAMS, KENNETH B		29.28
ABUDU, KAZEEM S		121.05
ACCURATE GROUP		417.33
ACQUIPORT COLISEUM CENTRE INC		7,956.89
ADAMS, JERRY DANIEL		124.11
ADDANTE, MICHAEL A		129.79
ADRIAN, MARILYN A		374.94
AEGON USA REALTY ADVISORS, LLC		8,988.83
ALLISON, WILLIAM E JR		148.58
ALTA S ST CLAIR		1,523.39
ANAGNOSTOPOULOS, GEORGE A		236.64
ANDERSON, EDMUND NEILS II		106.19
ANDERSON, MICHAEL SCOTT		51.57
ANDREWS, MELISSA WARLICK		72.54
ANDRICHUK, DANIEL		272.69
APS INVESTMENTS LLC		348.29
ARBOR GLENN III, LLC RENTAL TRUST		7,551.36
ARCHER, WILLIAM M III		107.94
ARNETTE, PETER M		119.74
ASHCRAFT, HUGH G III		164.74
ATHANAS, VICTOR		50.25
ATKINSON, WILLIAM MARC		3.93
AUSTIN, GRAHAM P		66.42
BAC TAX SERVICES CORPORTION		10,101.48
BACUCOM, CLAYTON, BENTON, MORGAN & WOOD PA		893.66
BALES, MONETTE G		154.26
BANK OF AMERICA, N.A.		1,102.55
BANK OF STANLY		74.08
BANNER ELK SYSTEMS LLC		178.26
BASS, MARK L		204.51
BB&T MORTGAGE		489.69
BEALS, ALLEN M		106.87
BEAVER, DAVID BREVARD		12.67
BEHRINGER HARVARD OPERATING PARTNERSHIP / LP		7,332.70
BELK, BASCOM V JR		763.34
BELK, THOMAS M JR		1,743.63
BELL, MORRIS T		30.09
BELLAMY, WILLIAM		3,876.62
BERNART, WILLIAM F		89.58
BIRMINGHAM, TAMMY		38.01
BLACKLEY, MARTHA BAIRD		319.25
BLANCHARD, A J SR		775.24
BLANTON, ROBERT D		214.56
BLYTHE, L JACKSON		663.36
BOLES-HENDON, JENNIFER A		123.24
BOMAN, TERRY C		74.29
BOYER, JAMES CORNETT		1,323.67
BRACKETT, LARRY ALBERT		32.78
BRATTON, VIRGINIA		91.33
BRIDGE TERMINAL TRANSPORT		79.97

BRIM, THOMAS P &	294.98
BROOKS, PETER ANTHONY	47.20
BROSKIEWICZ, KRZYSZTOF	118.43
BROWDER, KENNETH G JR	30.15
BROWN, KEVIN	3.06
BROWNING, MICHAEL E	180.48
BUI, THUONG N	47.20
BULLARD, SALEM S	314.64
BUONANNO, JOSEPH B	79.92
BURLOS, PETER	217.63
BUSH, INGEBOG C	121.49
CAM DEVELOPMENT LLC	3,106.19
CAMPUS STATION, LLC OPERATING ACCOUNT	335.20
CAROLINA BG	14.93
CAROLINA FOUNDATION SOLUTIONS LLC	439.71
CAROLINA MANAGEMENT OF CHARLOTTE, INC.	865.26
CARPENTER, DANIEL D	742.03
CARSON, MELVIN D	239.92
CASTANEDA, LISA G	250.40
CASTLES, JOHN S JR	50.25
CENTRAL MORTGAGE COMPANY	147.73
CHAN, BARRY	867.01
CHAPMAN, H PAUL	1,078.95
CHARLOTTE METRO CREDIT UNION	175.23
CHASE	1,887.27
CHECKUP EXPRESS, LLC	9.79
CHENG, CONWAY C	161.69
CHICAGO TITLE INSURANCE COMPANY	24,396.40
CITIFINANCIAL MORTGAGE CO INC	28.68
CITIMORTGAGE, INC	471.37
CLEMENTI AT PARK ROAD LLC	215.45
CLEMENTI HOMES LLC	149.45
CMAC INCORPORATED DBA LOGAN'S ROADHOUSE	3,411.90
COLD SPRING ALLIANCE INC KIDS R. KIDS NO. 5 NC	1,515.20
COLISEUM TRANSFER INC	41,544.72
COLONIAL INVESTMENTS	379.75
COLUMBIA NATIONAL REAL EST FIN	1,171.60
CORELOGIC COMMERCIAL REAL ESTATE SERVICE	78,571.37
CORELOGIC TAX SERVICES, LLC	203.20
CORLEY, ANNE PARRISH	1,538.86
CORNWELL, SAMUEL T &W	311.17
COX, ROY H	446.61
CP VENTURE TWO LLC	13,815.44
CPA DISBURSEMENTS POS. PAY	19,974.40
CRACKER BARREL OLD COUNTRY	830.73
CRESS, MARGARET K	105.32
CRISIS HILL INC	1,163.30
CRUMP, VIRGIL C	196.22
CS SHOPPES AT UNIVERSITY PLACE LLC	523.01
CS UNIVERSITY PLACE I LLC	5,547.65
CULLISON, JUDITH A	119.30
CULPEPPER, COIFFORD JR	40.86
CURETON, CHARLES P	132.84
D D GROUP LLC	1,165.92
DAISY BUCK PROPERTIES LLC	45.89
DAVIES JR, WILLIAM S	2,138.52
DAVY, SONJA R	23.60
DC PROPERTY LLC	800.59

DCT CARRIER DRIVE NC LLC	1,373.92
DE, ARMAS RAMON O	39.77
DEARANI, MICHAEL J	37.72
DIGITAL OPTICS CORP .	655.97
DIXON, DENMAR	279.25
DONALD AND HELEN DAVIS LLC	4,017.81
DOUGLAS, THOMAS H	668.17
DOVER, LOUISE G	72.10
DOVER, WILLIAM J	144.21
DOYLE & WALLACE, PLLC TRUST ACCOUNT	561.11
DRAWBAUGH, JOHN A	541.44
DROSS, JOHN	1,122.21
DRURY HOTELS	15,317.29
DUBREUIL, RICHARDSON A	114.04
DUDLEY, LINDA A	54.63
DUFFECK, ROBERT H	52.53
DUNKLIN, GARTH K	739.85
DUNN, EDMOND	223.75
DUNN, H KEITH	1,808.75
DURKIN, JOHN F	30.16
E.C. GRIFFITH COMPANY	511.73
EASYDRAFT	662.82
ECONOMON, WAYNE N	217.63
EDAHL, ALBERT J	61.62
ELLISON, MELESIA	57.43
EQUITY ONE INC	13,616.92
EQUITY TRUST CO.	306.78
ERLICH, RON	637.58
ESTES EXPRESS LINES	4,350.77
EURONET INC	296.35
EVANS, JOHN	38.61
EVERHOME MORTGAGE	169.72
FAASSEN, HANS	7.87
FAIRVIEW MULTIFAMILY, LLC DBA PARK @OAKLAWN RENTAL TRUST ACC	19,160.87
FAKE, W MCCABE	86.96
FAN, MICHAEL Y	431.32
FIBER MILLS LLC	179.24
FIFTH THIRD BANK	7,242.46
FIRST AMERICAM TITLE COMPANY, LLC	3,107.50
FIRST AMERICAN TITLE COMPANY, LLC	3,408.16
FIRST CITIZENS BANK & TRUST	9,487.29
FIRST WARD PLACE,LLC CLIENT TRUST ACCOUNT FOR OPER	39,086.59
FODEMAN, ALANA F	2,229.19
FOLK, CHRIS E JR	40.64
FOODMAN, HUNTER AND KARRES PLLC	46.76
FOX, WALTER H	225.93
FRAZIER REALTY CORPORATION	215.00
FRAZIER, CHARLES R	104.00
FREELAND, HEITH	78.66
FREEMAN, JEAN SMITH	47.20
FREEMAN, ROY HERNDON	55.50
FYTELSON, MILTON	31.03
GACH, GREGORY H	1,930.23
GALOW, CRAIG N	37.14
GANNON, ARTHUR THOMAS	41.95
GARAFOLA, HOWARD	4.04
GEORGOULAKOS, JOHN P	56.13
GHALY, GEORGE M	58.82

GIBSON, WILLIAM R	21.85
GLASGOW, GORDON F	120.18
GLENMORANGIE LIMITED PARTNERSHIP	4,000.73
GMAC MORTGAGE LLC	1,027.53
GOODWIN, WILLIAM B	73.86
GORDON, HOWARD SCOTT II	155.57
GORDON, MARC R	311.17
GORDON, WILLIAM S III	119.74
GOSDANIAN, SAHAG	28.84
GREENO, ERIC	49.33
GREP SOUTHEAST LLC - AGENT, SOUTH & BLAND LLC	35,400.01
GRIFFIN, BRADLEY W	436.12
GRIFFIN, STEPHEN W	65.11
GROSS, EDWARD H	249.53
GROTSKY, DANIEL K	53.75
GROVES CONSTRUCTION	139.84
GULLEDGE, MARK S	133.28
HABITAT FOR HUMANITY OF CHARLOTTE I	260.45
HALL, WILLIE	163.87
HAMER, JOHN W JR &W	114.93
HAMILTON, PAULA BUIE	160.75
HARBISON, MARTHA L	717.12
HARPER, MARY P	442.24
HARTLEY, JAY D	201.89
HARTSOE, RANDY	33.65
HASHEMLOO, BARBARA H	126.73
HAWKS, JAMES R	13.11
HEALEY, RYAN	997.23
HESTER, ROBERT E	326.01
HILLCREST FOODS, INC	486.28
HINES CHARLOTTE CARILLON LP	30,202.97
HOBSON, PATRICK L	215.00
HODGES, EDWARD ANDREW	57.68
HODGES, J FRANK JR	154.70
HOLWAY, BRENT P	569.85
HONDURAS ASSOCIATES	82.60
HOUSTON, GEORGE P JR	2,431.03
HOWARD KEYS	1,922.44
HOWREN, BETTY B	1,386.60
HSBC MORTGAGE CORPORATION, USA	821.12
HUDLER, DONALD W	2,536.78
HURST, LLOYD L	79.09
ITS HQ LLC	686.54
JANUARY, ROBERT B	108.81
JAX PROPERTIES LLC	156.70
JAY FI SELECT SERVICES LLC	105.08
JAY REALTY COMPANY	36.82
JBDK JAMILY LP	3,176.99
JONES LANG LASALLE AMERICAS, INC	4,840.86
JONES, DANIEL	117.55
JONES, SHIRLIE T	129.32
JP MORGAN CHASE BANK, NA CORELOGIC TAX SERVICES LLC	73.85
JPMCC 2005-CIBC13 TAYLOR DRIVE	16,696.42
JULKA, CHAD L	516.54
KATSUN, LLC	55.50
KEITH, WILLIAM A JR	62.93
KEZER, MORGAN III	33.21
KINNEY, DAVID LEE	649.14

KIRBY, GEORGE H	28.84
KNICKERBOCKER PROPERTIES INC XI	32.78
KOLB, GERALD H	133.73
KOTROTSIOS, DIMITRIOS S	56.81
LAMM, MATTHEW T	45.88
LANCASTER & TROTTER	284.15
LAWAVANIA NC TRUST ACCOUNT	121.92
LAXER, JUDY ZUCKER	273.57
LEE, JERRY M	4,752.81
LEFSTEAD, LAWRENCE I, JR	268.32
LEMRAC INC % CARMEL CONTRACTORS	84.78
LINDQUIST, DAVID E	174.66
LLAMAS, JEFFREY C	268.31
LLP ASSOC LLC	108.81
LONG, DOUGLAS E	1,141.92
LOWE'S	26,767.56
LPS PROPERTY TAX SOLUTIONS	1,051.86
LUMADUE, ROBERT B	75.61
M BELLE ASSOCIATES, LLC	50.25
MACKEY, JAMES G III	670.79
MANZ, PHILIP R	107.94
MARTIN, DANIEL J	55.50
MASON, EMORY H JR	52.00
MASONITE CORPORATION	6,640.66
MATTHEWS, DARRELL G.	52.08
MAUERHAN, DAVID R	135.03
MAYFIELD TERRACE, LLC DBA NIA POINT APARTMENTS	23,658.85
MAZZETTA, EDWARD P	360.09
MCARDLE, EDWARD J	85.65
MCCRACKEN, NELLIE ELLIOT	87.84
MCDONALD, ELEANOR G	58.99
MCFADDEN, JOHN G	10.92
MCKINNEY AUTOMOTIVE LLC DBA/YOUNG FORD	616.17
MCLAUGHLIN, RUSSELL D	86.97
MCLEOD, OLEEN W	223.60
MCMILLAN & TERRY, P.A.	500.50
MECHANICS FARMERS BANK	1,104.13
METLIFE REAL ESTATE INVESTMENT	98,197.67
MILANO, JOHN B	218.06
MILL VILLAGE PARTNERS	612.24
MILLER, MARGARET LEONARD	123.92
MILLER, R CRAIG	683.03
MNR PROPERTIES, INC	625.35
MONDANARO, PHILIP J	976.69
MONTGOMERY GARDENS, LLC	9,253.04
MOORE, DARLA	54.63
MOREHEAD PROPERTIES INC	8,952.37
MORGAN WILLIAMS	105.08
MORITZ, CARLO	131.98
MOUA, TOUYIA	48.94
MUELLER, MARK ROBERT	4.50
NAGEL, WILLIAM D	47.60
NALE, STEPHEN W	976.26
NANCY HOUGH CONSTRUCTION ACCOUNT	1,179.88
NATIONAL TAX SEARCH, LLC	4,560.09
NATIONWIDE ADVANTAGE MORTGAGE	28.84
NAVY FEDERAL CREDIT UNION	32.78
NEAL, BETTYE BLAIR	258.27

NEAL, CECIL L	55.94
NEW DALTON IA LLC; ARBOR GLEN OPERATING TRUST ACCT	20,781.10
NEW YORK COMMUNITY BANK-OHIO	177.86
NICHOLSON, HENRY HALE, JR	225.49
NICHOLSON, MATTHEW	244.72
NIMC, LLC	378.88
NOCENTI, CLAUDIA M	61.18
NOREIKO-BRAY, INGRID V (N/C)	471.08
NORTHLAKE VENTURE LLC	977.58
OAKMONT/BARBER BUILDERS INC	1,386.54
OLD STATESVILLE ROAD STORAGE, LLC DBA CROSS TRAX SELF STORAGE, LLC	967.52
OLDE PROVIDENCE RACQUET CLUB	2,101.11
OSEI DISCOUNT FOOD & BEVERAGE	389.80
OVERCASH, JONATHAN	122.36
PAL HOLDINGS INC	1,176.66
PARK ELEVATOR LLC THE .	2,789.40
PATTERSON, BETTY R	98.32
PAYNE, DAVID F	206.09
PEARCE, GARY	27.53
PEARCE, GARY	8.74
PEARL PROPERTIES, LLC	445.30
PERRIN, ANNE R TRUSTEES	17.75
PERRY, ROBERT S	1,143.79
PETTIT, WILLIAM LAWRENCE	16.60
PHILLIPS, JOSEPH F	52.08
PNEUMAFIL CORPORATION	539.28
PREFERRED PARKING SERVICE LLC	9,255.38
PREMIER TRAILER LEASING INC	4,142.92
PRESSLEY, JAMES	155.46
PRICE, CLEATUS	234.67
PRIMITIVE BARK LLC	31.46
PROSPERITY CREEK APARTMENTS OPERATING PROSPERITY SENIORS LLC	63,397.34
PROVIDENCE COMMONS	16,745.40
PROVIDENCE SOUTH II	89.35
R L PROPERTY VENTURES LLC	65.55
RAEFORD ROAD LLC %	62.49
RASMUSSEN, BERNADETTE Z	215.08
RATCLIFFE, VELMA C	55.50
RBC BANK MORTGAGE LOANS DEPT	89.81
RBC CORPORATION	231,535.22
REAMES INVESTORS LLC	2,680.56
REAMES, WILLIAM L	169.12
REAVIS, PETER A JR	581.93
REDIC, MAXIE O JR REVOC L/T	279.68
REGAL CINEMAS INC	17,482.62
REICHS, PAUL A	1,706.92
RENAL ADVANTAGE INC	2,675.04
RENEGAR, JIMMY R	1,011.84
RHYNE, MALCOLM S III	787.49
RICHMOND, JAYNE L	907.39
RITCHIE, JAMES LEWIS	58.99
ROMAN CATHOLIC DIOCESE OF CHLT	109.55
ROSEDALE II LLC	2,792.66
ROSS, JOHN G	95.27
ROTBERG, MICHAEL HOWARD	588.64
ROUTH, JAMES F	144.65
RUTH PECK TREADWAY TRUST, .	25.78
SETSER, EDWARD R	8.98

SETTLEMENT SERVICES, INC	150.22
SEYMOUR FAMILY GST	2,066.57
SHARONVIEW FEDERAL CREDIT UNION	119.74
SHELTON, WILFORD E	41.52
SHOUPE, CORNELIA G	197.09
SIFFORD, ERNEST J JR	3,910.31
SJREEJI PROPERTIES BROOKSHIRE LLC	554.55
SKINNER, JAMES THOMAS III	10.92
SKIPPER, ERIC R	1,571.45
SLAYDEN PROPERTIES LLC	105.08
SLOBOM, RUTH L	43.70
SMA INVESTMENT CO LLC	29.19
SMARTWAY LLC	98.32
SMITH, HARLEY RICHARD	12.23
SMITH, PEGGY J	21.41
SMITH, WILLIAM J JR	33.21
SNEAD, THOMAS M	520.47
SNODGRASS, SUZANNE LEIGH	118.86
SOLOMON, LORA	34.96
SOUTHHART PROP INC	6,171.75
SOUTHLAND FOUR SEASONS CO. DBA CS SHOPPES AT UNIV. PLACE, LLC	1,724.77
SPEED, LAKE C	194.90
SPRINGFIELD GARDENS, LLC RENTAL TRUST ACCOUNT	19,640.97
STACK, RICKY E	16.61
STACKS, EARLENE J	811.06
STATE EMPLOYEES' CREDIT UNION	121.69
STEGALL, BILLY M	66.43
STEPHENSON, JAMES H JR	43.70
STIKLEATHER, RICHARD W	188.80
STONE, ROBERT M	70.79
STRAUGHN, JANE Y	47.63
SUMMIT PROPERTIES PARTNERSHIP LP	18,220.34
SUMMITT, ESTER JANE B	65.12
SUNDARARAMAN, MICHAEL A	1,287.40
TAYLOR, ERNEST G	1,230.88
TAYLOR, JOB ELLISON JR	72.54
TETA, ALBERT JOHN	311.58
THE BYRD'S GROUP, INC.	78.66
THE MILLENNIUM SOUTH END	41,141.31
THOMPSON, NONA D	338.24
TIAA-CREF %COMMERCIAL LOAN SERVICES	7,210.94
TIME EQUITIES INC	226.36
TITEL SOURCE INC	39.52
TITLE SOURCE INC	3.06
TOSCO TRUST (BNY	981.55
TOTAL MORTGAGE SOLUTIONS LP	552.93
TPM PROPERTIES LP	90.90
TPM PROPERTIES LTD PARTNERSHIP	35.40
TRADE STREET PARKING LLC	1,919.72
TRENT, B KEITH	521.78
TRYON IMPORTS INC .	859.15
TSILIMOS, SAM	111.78
TUCKER, RONALD C	42.66
UE RETAIL LLC	402.48
URAZEE, ASHFAQ	440.49
US BANCORP SERVICES PROVIDER	875.31
VALUE TREE REAL ESTATE TAX SERVICES	1,918.86
VAUGHN, STEVENSON M	80.41

VLAHOS, GEORGE	81.72
VU, HUY VAN	30.59
WARD, CLEVETTA	36.27
WARD, JAMES S	36.06
WARFORD, CHRIS	41.96
WARREN, A EUGENE	58.12
WASSUM, KEITH N	144.21
WATKINS, STANLEY T	128.47
WATSON, JENNIE F	<u>76.48</u>
WAY, DOUGLAS CHARLES JR	45.89
WEBB, ALMA W	165.63
WELLS FORGO HOME MORTGAGE	21,224.60
WHITE, ELSIE FRYE	239.33
WIDIS, ROBERT E	111.43
WIGGINS, MARK T	79.10
WILSON, HENRY V P III	732.41
WISNESKI, IRVING FRANCIS	87.84
WLLS FARGO HOME MORTGAGE	204.08
WOODCOCK, RICHARD	190.97
WOODRING, SARAH HILDRETH	82.61
WYATT, LANCE B TRUSTEE	441.84
YARBROUGH, MICHAEL	125.69
YINGLING, ELLEN	185.29
YOUNG, JONATHAN COOPER	86.97
YOUSSEF, WADIE A	39.77
YRC WORLDWIDE INC	2,915.66
ZINSZER, ARTHUR T	<u>159.94</u>
	<u>\$ 1,311,758.19</u>

A RESOLUTION AUTHORIZING CONDEMNATION PROCEEDINGS
FOR THE ACQUISITION OF CERTAIN REAL PROPERTY

WHEREAS, the City Council of the City of Charlotte finds as a fact that it is necessary to acquire certain property as indicated below for the **LOMBARDY CIRCLE PROPOSED 12" SANITARY SEWER REPLACEMENT PROJECT**; and

WHEREAS, the City either in good faith has undertaken to negotiate for the purchase of this property but has been unable to reach an agreement with the owners for the purchase price or, after reasonable diligence, has been unable to negotiate a purchase price;

NOW, THEREFORE, BE IT RESOLVED by the City Council of The City of Charlotte that condemnation proceedings are hereby authorized to be instituted against the property indicated below, under the authority and procedures of the laws of the State of North Carolina:

PROPERTY DESCRIPTION:

Amount necessary for the **LOMBARDY CIRCLE PROPOSED 12" SANITARY SEWER REPLACEMENT PROJECT** and estimated to be **1,514 square feet (.035 acre) of utility easement and 4,384 square feet (.101 acre) of temporary construction easement** and any additional property or interest as the City may determine to complete the Project, as it relates to Tax Parcel No.: 153-021-09A and 153-021-09B, said property currently owned by **THE CHARLOTTE-MECKLENBURG HOSPITAL AUTHORITY; HR OF CAROLINAS, LLC, Ground Lessee; TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, Beneficiary**, or the owners' successor-in-interest.

ESTIMATED JUST COMPENSATION:

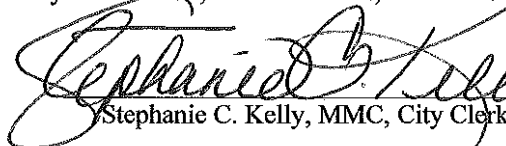
Such estimated just compensation as may be determined based upon the takings required by the final construction plans.

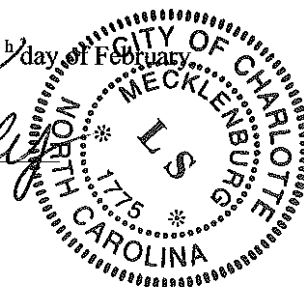
IT IS FURTHER RESOLVED that the estimated just compensation for the property is hereby authorized to be deposited in the Office of the Clerk of Superior Court, Mecklenburg County, North Carolina, together with the filing of the Complaint and Declaration of Taking.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 132, and recorded in full in Resolution Book 43, Page 528.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.


Stephanie C. Kelly, MMC, City Clerk



A RESOLUTION AUTHORIZING CONDEMNATION PROCEEDINGS
FOR THE ACQUISITION OF CERTAIN REAL PROPERTY

WHEREAS, the City Council of the City of Charlotte finds as a fact that it is necessary to acquire certain property as indicated below for the **PAWTUCKETT NEIGHBORHOOD IMPROVEMENT PROJECT**; and

WHEREAS, the City either in good faith has undertaken to negotiate for the purchase of this property but has been unable to reach an agreement with the owners for the purchase price or, after reasonable diligence, has been unable to negotiate a purchase price;

NOW, THEREFORE, BE IT RESOLVED by the City Council of The City of Charlotte that condemnation proceedings are hereby authorized to be instituted against the property indicated below, under the authority and procedures of the laws of the State of North Carolina:

PROPERTY DESCRIPTION:

Amount necessary for the **PAWTUCKETT NEIGHBORHOOD IMPROVEMENT PROJECT** and estimated to be **417 square feet (.010 acre) of storm drainage easement and 267 square feet (.006 acre) of temporary construction easement** and any additional property or interest as the City may determine to complete the Project, as it relates to Tax Parcel No.: 055-159-53, said property currently owned by **RICHARD V. BARBER and wife, ANITA N. BARBER**, or the owners' successor-in-interest.

ESTIMATED JUST COMPENSATION:

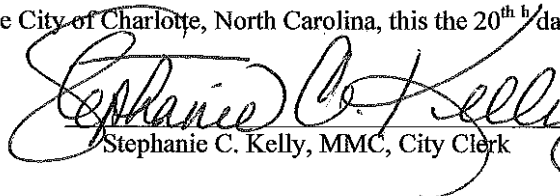
Such estimated just compensation as may be determined based upon the takings required by the final construction plans.

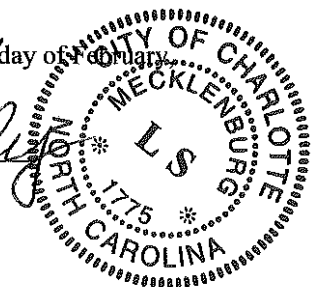
IT IS FURTHER RESOLVED that the estimated just compensation for the property is hereby authorized to be deposited in the Office of the Clerk of Superior Court, Mecklenburg County, North Carolina, together with the filing of the Complaint and Declaration of Taking.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Page 529.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.


Stephanie C. Kelly, MMC, City Clerk



A RESOLUTION AUTHORIZING CONDEMNATION PROCEEDINGS
FOR THE ACQUISITION OF CERTAIN REAL PROPERTY

WHEREAS, the City Council of the City of Charlotte finds as a fact that it is necessary to acquire certain property as indicated below for the **PAWTUCKETT NEIGHBORHOOD IMPROVEMENT PROJECT**; and

WHEREAS, the City either in good faith has undertaken to negotiate for the purchase of this property but has been unable to reach an agreement with the owners for the purchase price or, after reasonable diligence, has been unable to negotiate a purchase price;

NOW, THEREFORE, BE IT RESOLVED by the City Council of The City of Charlotte that condemnation proceedings are hereby authorized to be instituted against the property indicated below, under the authority and procedures of the laws of the State of North Carolina:

PROPERTY DESCRIPTION:

Amount necessary for the **PAWTUCKETT NEIGHBORHOOD IMPROVEMENT PROJECT** and estimated to be **2,088 square feet (.048 acre) of storm drainage easement and 413 square feet (.009 acre) of temporary construction easement** and any additional property or interest as the City may determine to complete the Project, as it relates to Tax Parcel No.: 055-168-34, said property currently owned by **ANTHONY NANCE; ZINA ANDRETIA NANCE; LONG BEACH MORTGAGE COMPANY, Beneficiary; AMERICAN MORTGAGE LOAN OF NORTH CAROLINA, INC., Beneficiary**, or the owners' successor-in-interest.

ESTIMATED JUST COMPENSATION:

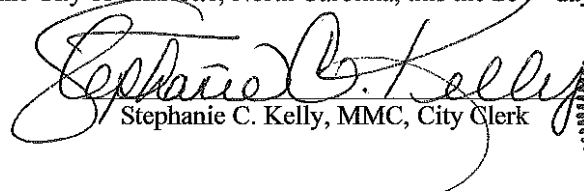
Such estimated just compensation as may be determined based upon the takings required by the final construction plans.

IT IS FURTHER RESOLVED that the estimated just compensation for the property is hereby authorized to be deposited in the Office of the Clerk of Superior Court, Mecklenburg County, North Carolina, together with the filing of the Complaint and Declaration of Taking.

CERTIFICATION

I, Stephanie C. Kelly, City Clerk of the City of Charlotte, North Carolina, Do HEREBY CERTIFY that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the city of Charlotte, North Carolina, in regular session convened on the 13th day February, 2012, the reference having been made in Minute Book 133, and recorded in full in Resolution Book 43, Page 530.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 20th day of February, 2012.


Stephanie C. Kelly, MMC, City Clerk

