

RESOLUTION 21-09

RESOLUTION OF THE TOWN OF HOLDEN BEACH, NORTH CAROLINA, DIRECTING THE APPLICATION TO THE LOCAL GOVERNMENT COMMISSION FOR APPROVAL OF A SPECIAL OBLIGATION BOND, REQUESTING LOCAL GOVERNMENT COMMISSION APPROVAL OF THE TOWN'S SPECIAL OBLIGATION BOND AND CERTAIN RELATED MATTERS

WHEREAS, the Board of Commissioners (the “*Board*”) of the Town of Holden Beach, North Carolina (the “*Town*”) hereby determines that it is necessary to provide beach nourishment for the purpose of beach erosion control and flood and hurricane protection works (the “*Project*”);

WHEREAS, the Town has created a Municipal Service District (the “*MSD*”), in accordance with Article 23 of Chapter 160A of the North Carolina General Statutes, in which the Project will be located;

WHEREAS, the Board is considering the issuance of a special obligation bond (the “*Bond*”) in a principal amount not to exceed \$46,000,000 to finance the Project;

WHEREAS, the Town has retained (A) Parker Poe Adams & Bernstein LLP, as bond counsel for the Bond and (B) DEC Associates Inc., as financial advisor for the Bond;

WHEREAS, the Board wants the Town Manager (1) to file with the North Carolina Local Government Commission (the “*Commission*”) an application for its approval of the Bond, on a form prescribed by the Commission, (2) to request in such application that the Commission approve (a) the negotiation of the sale of the Bond to PNC Bank, N.A. (the “*Purchaser*”) through a private placement and (b) the financing team for the Bond, (3) to state in such application such facts and to attach thereto such exhibits in regard to the Bond and to the Town and its financial condition, as may be required by the Commission, and (4) to take all other action necessary for the issuance of the Bond;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE TOWN OF HOLDEN BEACH, NORTH CAROLINA, AS FOLLOWS:

Section 1. That the Bond is to be issued by the Town for the purpose of providing funds (1) to finance the costs of the Project and (2) to pay the costs of issuing the Bond, as to be set out in the documents attached to the Town’s application to the Commission. The use of the proceeds of the Bond, as described, is necessary in order to provide for beach erosion control and flood and hurricane protection works in the MSD.

Section 2. That the Town Manager, or his designee, is hereby authorized directed and designated to file an application with the Commission for its approval of the issuance of the Bond.

Section 3. In addition to the bond counsel and the financial advisor described above, the Town Manager, or his designee, is hereby authorized to retain the services of other professionals as he deems necessary and appropriate to complete the transactions contemplated by this Resolution.

Section 4. The Board finds and determines and asks the Commission to find and determine from the Town’s application and supporting documentation:

- (1) that the issuance of the Bond is necessary or expedient;

- (2) that the not to exceed stated principal amount of the Bond will be sufficient but is not excessive, when added to other moneys available to the Town, for the proposed Project;
- (3) that the proposed Project is feasible;
- (4) that the Town's debt management procedure and policies are good; and
- (5) that the Bond can be marketed at a reasonable interest cost to the Town.

Section 5. The Mayor, the Town Manager, the Assistant Town Manager and the Town Clerk are hereby authorized, individually and collectively (the "*Authorized Officers*"), to do any and all other things necessary to complete the steps necessary for the issuance of the Bond.

Section 6. All actions of the Town and its officials, whether previously or hereafter taken in effectuating the proposed financing as described herein, are hereby ratified, authorized and approved.

Section 7. All motions, orders, resolutions and parts thereof in conflict herewith are hereby repealed.

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

This the 18th day of May, 2021.

J. Alan Holden, Mayor

ATTEST:

Heather Finnell, Town Clerk

STATE OF NORTH CAROLINA)
)
COUNTY OF BRUNSWICK) SS:

I, *Heather Finnell*, Town Clerk of the Town of Holden Beach, North Carolina, ***DO HEREBY CERTIFY*** that the foregoing is a true and exact copy of a resolution entitled “**RESOLUTION OF THE TOWN OF HOLDEN BEACH, NORTH CAROLINA, DIRECTING THE APPLICATION TO THE LOCAL GOVERNMENT COMMISSION FOR APPROVAL OF A SPECIAL OBLIGATION BOND, REQUESTING LOCAL GOVERNMENT COMMISSION APPROVAL OF THE TOWN’S SPECIAL OBLIGATION BOND AND CERTAIN RELATED MATTERS**” adopted by the Board of Commissioners of the Town of Holden Beach, North Carolina, at a meeting held on the 18th day of May, 2021.

WITNESS my hand and the corporate seal of the Town of Holden Beach, North Carolina, this the ___ day of May, 2021.

[Seal]

Heather Finnell
Town Clerk
Town of Holden Beach, North Carolina