



**RESOLUTION: AEMC FINANCING**

County Manager Bobby Darden introduced the following resolution for consideration of the Board of Commissioners:

**RESOLUTION  
OF  
BOARD OF COMMISSIONERS  
OF  
COUNTY OF PERQUIMANS**

The Board of Commissioners (the "Board") of the County of Perquimans, North Carolina (the "County") met at 3:30 p.m. on September 19, 2011. The following resolution was introduced:

WHEREAS, pursuant to Section 160A-20 of the General Statutes of North Carolina, a local government unit is authorized to finance the purchase of real or personal property by installment contracts that create in the property purchased a security interest to secure payment of the Loan Amount to an entity advancing moneys or supplying financing, and/or to finance the construction or repair of fixtures or improvements on real property by contracts that create in the fixtures or improvements, or in all or some portion of the property on which the fixtures or improvements are located, or in both, a security interest to secure repayment of moneys advanced or make available for such construction or repair; and

WHEREAS, the County has previously decided to purchase the former Albemarle Electric Membership Cooperative, located at 159 Creek Drive, Hertford, North Carolina, and to finance the purchase, renovations, and equipment through a loan from The East Carolina Bank ("the Loan"); and

WHEREAS, the County through its Board of Commissioners on the 22<sup>nd</sup> day of August, 2011 by motion unanimously adopted by the Board, instructed and authorized the County officials to execute all documents necessary or appropriate to borrow the sum of up to \$1,400,000 from The East Carolina Bank; and

WHEREAS, prior to the adoption of the aforesaid motion, in accordance with Section 160A-20 of the General Statutes of North Carolina, the Perquimans County Board of Commissioners held a public hearing on the 22<sup>nd</sup> of July, 2011 on the aforesaid Loan and gave notice of the public hearing at least ten (10) days before the date fixed for said hearing in accordance with Section 160A-20(g) of the General Statutes of North Carolina; and

WHEREAS, on or before the 5<sup>th</sup> day of October, 2011, pursuant to the aforesaid authorization, the Chairman of the Board of Commissioners of Perquimans County executed, and the Clerk to the Board of Commissioners of Perquimans County will execute the Installment Financing Contract (the "Contract") and a Promissory Note (the "Note") and secured by a Deed of Trust (the "Deed of Trust") on the property located at 159 Creek Drive, Hertford, North Carolina (the "Property"); and

WHEREAS, the Board desires to approve all actions which will be taken by County Officials regarding the execution and delivery of the Contract, Note and Deed of Trust and other documents in connection therewith, so that the County could obtain the aforesaid loan of up to \$1,400,000;

NOW, THEREFORE, BE IT RESOLVED by the Perquimans County Board of Commissioners, as follows:

1. That obtaining of the Loan and execution and delivery of the aforesaid Contract, Note and Deed of Trust and other documents referred to herein pursuant to the motion of August 22, 2011 are hereby ratified and approved.
2. well as such variations, omissions and additions as the persons executing such documents may have approved, their execution and delivery thereof constituting conclusive evidence of such approval of such variations, omissions and additions in substantially the forms submitted to this meeting, and the performance by the county of its obligations thereunder, including, without limitation, its representations, warranties and covenants as to matters affecting the tax-exempt status of interest on the Loan, hereby are approved. Without limiting the generality of the foregoing, the County Manager and the County Finance Director hereby are authorized to approve all details of said Loan, including, without limitation, the amount advanced pursuant to the Contract (which did not exceed the maximum of one million four hundred thousand and 00/100 Dollars (\$1,400,000), the amounts and timing of the Installment Payments, the interest rate(s) and the term of the Contract. And the Board does hereby approve the Execution of the Contract, the Note, the Deed of Trust and other documents by the Chairman of said Board which shall conclusively evidence the approval of all such details of the Loan.
3. That the Chairman, the County Manager and the County Finance Director or any of them were authorized and directed, as appropriate, to negotiate, enter into, execute and deliver for and on behalf of the County, and the Clerk to the Board of Commissioners was authorized and directed to attest and acknowledge, as was appropriate, any and all exhibits, addenda, schedules and supplements to the Contract, Note and Deed of Trust and any and all financing statements, certificates, assignments and other documents, instruments or agreements (including appropriate tax certifications and agreements) as were necessary or advisable to carry out the intent of the August 22, 2011 motion and to effect the financing pursuant to the Contract and Deed of Trust, and any other certificate, instrument or document relating to the Contract and the Deed of Trust and the transactions contemplated thereby, including, without limitation, the Note, and to perform any and all acts they deemed necessary or appropriate in order to carry out the intent of the August 22, 2011 motion.
4. That the Note and the Contract executed by County officials in regard to said Loan where qualified tax-exempt obligations for the purpose of Internal Revenue Code Section 265(b)(3). The County did not issue tax-exempt obligations itself or approve the issuance of tax-exempt obligations of its "subordinate" entities (and all entities which issue tax-exempt obligations on behalf of the County and its subordinate entities) which, when aggregated with all other tax-exempt obligations theretofore issued in the year 2011 by the County and such other entities, would have resulted in the County and such other entities having issued a total of more than \$10,000,000 of tax-exempt obligations in the year 2011 (not including private activity bonds other than qualified 501(c)(3) bonds), including the Note and the Contract.
5. That all other actions of County officers and employees in conformity with the purposes and intent of the August 22, 2011 motion and the intent and the purposes of this resolution and in furtherance of the execution and delivery of the instruments described above and the consummation of the transactions contemplated thereby are hereby ratified, approved and confirmed. All other resolutions or parts thereof in conflict herewith, to the extent of such conflict, are hereby repealed.
6. This resolution shall become effective immediately.

I, Bobby C. Darden, Deputy Clerk to the Board of Commissioners of the County of Perquimans, North Carolina, HEREBY DO CERTIFY that the foregoing is a true and complete copy of so much of the proceedings of said Board at a meeting held on September 19, 2011, as relates in any way to the authorization and approval of an installment contract financing, that the public hearing referenced in said resolution was duly called and held, that all required notices of such meeting were given and that references regarding said proceedings are recorded in the minutes of said Board and a full copy of the foregoing resolution is recorded in the resolution book of the Board of Commissioners.

WITNESS my hand and the corporate seal of said County of Perquimans, this 19<sup>th</sup> day of September, 2011.

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Deputy Clerk to the Board of Commissioners

(County Seal)

Commissioner Nixon made a motion to adopt the resolution. Commissioner Weimar seconded the motion. All members voted in favor.

**ADJOURNMENT**

There being no further business to discuss, the Special Called Meeting was adjourned by the Chairman.

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Benjamin C. Hobbs, Chairman

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Deputy Clerk to the Board