



COUNTY COMMISSIONERS

Karen Howard, Chair
Katie Kenlan, Vice Chair
David Delaney
Franklin Gomez Flores
Amanda Robertson

COUNTY MANAGER: Bryan Thompson

Extract of Minutes of a regular meeting of the Board of Commissioner of the County of Chatham, North Carolina held in the Historic Courthouse Courtroom, Pittsboro, North Carolina, at 6:00 p.m. on June 16, 2025.

The following members were present:

The following members were absent:

Commissioner _____ moved that the following resolution, a copy of which was available to the Board and which was read by title, be adopted:

RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF CHATHAM, NORTH CAROLINA, APPROVING EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT TO DEFEASE CERTAIN COUNTY OBLIGATIONS IN CONNECTION WITH THE TRANSFER OF UTILITY ASSETS TO THE CITY OF SANFORD AND CERTAIN OTHER RELATED MATTERS

WHEREAS, the County of Chatham, North Carolina (the “County”) is a validly existing political subdivision of the State of North Carolina, existing as such under and by virtue of the Constitution, statutes and laws of the State of North Carolina (the “State”);

WHEREAS, the County has the power, pursuant to the General Statutes of North Carolina to (1) purchase real and personal property, (2) enter into installment financing contracts in order to finance the purchase of real and personal property used, or to be used, for public purposes, and (3) grant a security interest in some or all of the property purchased to secure repayment of the purchase price;

WHEREAS, the County has previously entered into an Installment Financing Contract dated as of April 1, 2012 (the “2012 Contract”) between the County and the Chatham County Public Facilities Corporation (the “Corporation”) to finance and refinance certain County projects, which included the acquisition of certain equipment for utility purposes (the “Utility Equipment”);

WHEREAS, in connection with the County’s transfer of its utility assets to the City of Sanford, pursuant to a previously-adopted interlocal agreement, the County must discharge any debt associated with utility assets;

WHEREAS, the County’s remaining obligation outstanding under the 2012 Contract is \$4,305,000, all of which is secured by the Utility Equipment, staff recommends defeasance of the full balance of the 2012 Contract by depositing such funds with Regions Bank pursuant to an Escrow Agreement;

WHEREAS, there has been described to the Board the form of an Escrow Agreement, a copy of which has been made available to the Board, which the Board proposes to approve and enter into to facilitate the defeasance of the County’s obligation with respect to the 2012 Contract in order to facilitate the transfer of the financed Utility Equipment;

WHEREAS, it appears that Escrow Agreement is in an appropriate form and is an appropriate instrument for the purposes intended;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF CHATHAM, NORTH CAROLINA, AS FOLLOWS:

Section 1. ***Ratification of Actions.*** All actions of the Finance Director of the County and his respective designee, whether previously or hereinafter taken, in effectuating the defeasance of the County's obligations with respect to the 2012 Contract is hereby approved, ratified and authorized pursuant to and in accordance with the transactions contemplated by the Escrow Agreement.

Section 2. ***Authorization to Execute the Escrow Agreement.*** The County hereby approves the defeasance of the 2012 Contract in accordance with the terms of the Escrow Agreement. The form and content of the Escrow Agreement are hereby in all respects authorized, approved and confirmed, and the Chairman, the Clerk, the County Manager and the Finance Director and their respective designees are hereby authorized, empowered and directed, individually and collectively, to execute and deliver the Escrow Agreement, including necessary counterparts, in substantially the form and content presented to the Board, but with such changes, modifications, additions or deletions therein as they deem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of the County's approval of any and all changes, modifications, additions or deletions therein from the form and content of the Escrow Agreement presented to the Board. From and after the execution and delivery of the Escrow Agreement, the Chairman, the Clerk, the County Manager and the Finance Director of the County 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 Escrow Agreement as executed.

Section 3. **County Representative.** The County Manager and the Finance Director of the County are hereby designated as the County's representative to act in connection with the defeasance, and the County Manager and the Finance Director are authorized to proceed with the defeasance in accordance with the Escrow Agreement. The County's representatives 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 to consummate the defeasance or as they deem necessary or appropriate to implement and carry out the intent and purposes of this Resolution.

Section 4. **Severability.** If any section, phrase or provision of this Resolution is for any reason declared to be invalid, such declaration will not affect the validity of the remainder of the sections, phrases or provisions of this Resolution.

Section 5. **Repealer.** All motions, orders, resolutions and parts thereof, in conflict herewith are hereby repealed.

Section 6. ***Effective Date.*** This Resolution is effective on the date of its adoption.

NOW THEREFORE BE IT RESOLVED, that the governing board of Chatham County hereby adopts

Adopted, this the 16th day of June, 2025.

Karen Howard, Chair

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

I, Jenifer Johnson, Clerk to the Board of Commissioners of the County of Chatham, North Carolina ***DO HEREBY CERTIFY*** that the foregoing is a true and exact copy of a resolution entitled **“RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF CHATHAM, NORTH CAROLINA, APPROVING EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT TO DEFEASE CERTAIN COUNTY OBLIGATIONS IN CONNECTION WITH THE TRANSFER OF UTILITY ASSETS TO THE CITY OF SANFORD AND CERTAIN OTHER RELATED MATTERS”** adopted by the Board of Commissioners of the County of Chatham, North Carolina, at a meeting held on the 16th day of June, 2025.

WITNESS my hand and the corporate seal of the County of Chatham, North Carolina, this the 16th day of June, 2025.

Jenifer Johnson
Clerk to the Board
County of Chatham, North Carolina