

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF WINSTON-SALEM,
NORTH CAROLINA, PROVIDING FOR THE ISSUANCE OF
\$5,290,000 GENERAL OBLIGATION BONDS, SERIES 2017A,
\$60,500,000 TAX EXEMPT GENERAL OBLIGATION BONDS, SERIES 2017B, AND
\$4,500,000 TAXABLE GENERAL OBLIGATION BONDS, SERIES 2017C OF THE
CITY OF WINSTON-SALEM, NORTH CAROLINA**

WHEREAS, the Bond Orders hereinafter-described have been adopted, and it is desirable to make provision for the issuance of the Bonds authorized by said Bond Orders; and

WHEREAS, the City of Winston-Salem, North Carolina (the “City”) desires to issue the above-referenced bonds and to request that the Local Government Commission (the “Commission”) sell the Bonds (as defined herein) through a competitive sale; and

WHEREAS, copies of the form of the Preliminary Official Statement related to the Bonds to be dated on or about June 9, 2017 (together with the Official Statement to be dated on or about June 20, 2017, the “Official Statements”) have been filed with the City and have been made available to the City Council of the City (the “City Council”).

NOW, THEREFORE, BE IT RESOLVED by the Mayor and City Council of the City of Winston-Salem, North Carolina (the “City”), as follows:

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

“*Arbitrage and Tax Regulatory Agreement*” means the Arbitrage and Tax Regulatory Agreement executed by the City related to the Bonds.

“*Bond Orders*” means, collectively, (1) as to the 2017A Bonds, the Bond Order authorizing Public Improvement Bonds, the Bond Order authorizing Street and Sidewalk Bonds and the Bond Order authorizing Parks and Recreation Bonds, each adopted by the City Council on June 5, 2017 and effective 30 days after their publication and during which no petition to a vote of the people was filed with the City Secretary under Section 159-60 of the General Statutes of North Carolina; (2) as to the 2017B Bonds, the Bond Order authorizing Street and Sidewalk Bonds, the Bond Order authorizing Public Safety Bonds, the Bond Order authorizing Parks and Recreation Bonds and the Bond Order authorizing Economic Development Bonds, each adopted on August 14, 2014 and approved by the voters on November 4, 2014 at a referendum duly called and held; and (3) as to the 2017C Bonds, the Bond Order authorizing Housing Bonds and the Bond Order authorizing Economic Development Bonds, each adopted on August 14, 2014 and approved by the voters on November 4, 2014 at a referendum duly called and held.

“*Bonds*” means, collectively, the 2017A Bonds, the 2017B Bonds and the 2017C Bonds.

“*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 (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, 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, S&P, if the Bonds are rated by S&P and Fitch Ratings, if the Bonds are rated by Fitch Ratings, 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; (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; or (e) any other obligations permitted under State law for the defeasance of local government bonds.

“*Fitch Ratings*” means Fitch Inc., 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, “Fitch Ratings” will refer to any other nationally recognized securities rating agency other than Moody’s and S&P designated by the City.

“*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 and Fitch Ratings designated by the City.

“*Pricing Certificate*” means the certificate of the Chief Financial Officer of the City delivered in connection with the issuance of the Bonds which establishes, with respect

to the Bonds, the final maturity amounts, deposits of the Bond proceeds and, if determined by the Chief Financial Officer, redemption provisions different from those provided for in Section 9 hereof.

“*S&P*” means S&P Global Ratings, Inc., 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 and Fitch Ratings designated by the City.

“*Tax-Exempt Bonds*” means, collectively, the 2017A Bonds and the 2017B Bonds.

“*2017A Bonds*” means the City’s General Obligation Bonds, Series 2017A, consisting of the Bonds authorized under the Bond Orders described in clause (1) of the definition thereof.

“*2017B Bonds*” means the City’s General Obligation Bonds, Series 2017B, consisting of the Bonds authorized under the Bond Orders described in clause (2) of the definition thereof.

“*2017C Bonds*” means the City’s Taxable General Obligation Bonds, Series 2017C, consisting of the Bonds authorized under the Bond Orders described in clause (3) of the definition thereof.

Section 2. The City shall issue not to exceed \$5,290,000 in total aggregate principal amount of its 2017A Bonds, not to exceed \$60,500,000 in total aggregate principal amount of its 2017B Bonds and not to exceed \$4,500,000 in total aggregate principal amount of its 2017C Bonds.

Section 3. The Bonds shall be dated as of their date of issuance and pay interest semiannually on June 1 and December 1, beginning December 1, 2017. The 2017A Bonds are being issued to provide funds to pay the capital costs to (1) upgrades to and renovations of general government and public safety facilities and acquisition of land for future fire stations; (2) resurfacing certain streets, installing sidewalks and repairing certain bridges; and (3) constructing, renovating and improving certain parks and recreational facilities, including, among other things, picnic shelters, playgrounds and swimming pools and including building, lighting, golf course and trail improvements located at parks and recreational facilities (collectively, the “*2017A Project*”). The 2017B Bonds are being issued to provide funds to pay the capital costs of (1) acquiring, constructing, reconstructing, widening, extending, paving, resurfacing, grading and improving streets, roads and intersections; acquiring, constructing, reconstructing and improving sidewalks or walkways, curbs, gutters, drains, overpasses, underpasses and grade crossings; constructing and improving walking and bicycle trails and greenways; and providing related landscaping, lighting and traffic controls, signals and markers and the acquisition of land, rights-of-way and easements in land required therefor; (2) acquiring, constructing and improving certain public safety facilities, including the Public Safety Center and the Alexander Beaty Public Safety Training and Support Center, police district facilities and fire station renovations and including the acquisition of equipment therefor and the acquisition of land or rights-of-way in land required therefor; (3) acquiring, constructing, renovating and improving parks and recreation facilities and the

acquisition of any necessary furnishing and equipment, land, rights-of-way and easements in land required therefor; and (4) acquiring land or rights-of-way in land for economic development projects in the City, including constructing improvements on such land to facilitate its use for economic development purposes or making grants or loans to small business owners in targeted commercial areas (collectively, the “*2017B Project*”). The 2017C Bonds are being issued to provide funds to pay the capital costs of (1) providing first-time home buyer assistance to persons of low and moderate income, acquiring and constructing multifamily housing for persons of low and moderate income and accomplishing the renewal of urban residential neighborhoods, including the acquisition of land or rights-of-way in land required therefor; and (2) acquiring land or rights-of-way in land for economic development projects in the City, including the development of Merschel Plaza, constructing improvements on such land to facilitate its use for economic development purposes or making grants or loans to small business owners in targeted commercial areas (collectively, the “*2017C Project*”).

Section 4. The City Council has ascertained and hereby determines that the average period of usefulness of the capital projects being financed or refinanced by the proceeds of the Bonds is not less than 25 years computed from the date of issuance of the Bonds.

Section 5. The maturities of the Bonds will be as set forth in the Pricing Certificate.

Section 6. The 2017A Bonds are to be numbered from “RA-1” consecutively and upward. The 2017B Bonds are to be numbered from “RB-1” consecutively and upward. The 2017C Bonds are to be numbered from “RC-1” consecutively and upward. All Bonds 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 7. The Bonds are to be registered as to principal and interest, and the Chief Financial Officer of the City is directed to maintain the registration records with respect thereto. The Bonds shall bear the original or facsimile signatures of the Mayor or City Manager of the City and the City Secretary of the City. An original or facsimile of the seal of the City is to be imprinted on each of the Bonds.

Section 8. 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 of each series will be issued to The Depository Trust Company, Jersey City, New Jersey (“*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 9. The 2017A Bonds and the 2017B Bonds maturing on or before June 1, 2027 are not subject to redemption before their maturities. The 2017A Bonds and the 2017B Bonds maturing on or after June 1, 2028 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 June 1, 2027, at a redemption price equal to 100% of the principal amount of the 2017A Bonds and the 2017B Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, without premium. The 2017C Bonds are not subject to redemption before their maturities. The City may change the foregoing redemption provisions pursuant to the Pricing Certificate.

If less than all of the 2017A Bonds or the 2017B Bonds are called for redemption, the City shall select the 2017A Bonds or the 2017B Bonds and the maturity or maturities within the 2017A Bonds or the 2017B 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 2017A Bonds or the 2017B Bonds within a maturity are to be redeemed by lot; provided, however, that the portion of any 2017A Bonds or the 2017B Bond to be redeemed must be in principal amount of \$5,000 or integral multiples thereof and that, in selecting 2017A Bonds or the 2017B Bonds for redemption, each 2017A Bonds or the 2017B Bond is to be considered as representing that number of 2017A Bonds or the 2017B Bonds which is obtained by dividing the principal amount of such 2017A Bonds or the 2017B Bond by \$5,000. Whenever the City elects to redeem 2017A Bonds or the 2017B Bonds, notice of such redemption of 2017A Bonds or the 2017B Bonds, stating the redemption date, redemption price and identifying the 2017A Bonds or the 2017B 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 2017A Bonds or the 2017B 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 the 2017A Bonds or the 2017B Bonds, by prepaid certified or registered United States mail, 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 2017A Bonds or the 2017B 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 2017A Bonds or the 2017B 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 a copy of the notice of redemption within the time set forth above (1) to the Local Government Commission of North Carolina (the "*Local Government Commission*") and (2) to the Municipal Securities Rule Making Board (the "*MSRB*") in a electronic format as prescribed by the MSRB.

Section 10. The Bonds and the provisions for the registration of the Bonds and for the approval of the Bonds by the Secretary of the Local Government Commission are to be in substantially the forms set forth in the Appendices hereto.

Section 11. The City covenants that it will not take or permit, or omit to take or cause to be taken, any action that would adversely affect the exclusion from gross income of the recipient

thereof for federal income tax purposes of the interest on the Tax-Exempt Bonds, and, if it should take or permit, or omit to take or cause to be taken, any such action, the City will take or cause to be taken all lawful actions within its power necessary to rescind or correct such actions or omissions promptly upon having knowledge thereof. The City acknowledges that the continued exclusion of interest on the Tax-Exempt Bonds from the owner's gross income for federal income tax purposes depends, in part, on compliance with the arbitrage limitations imposed by Section 148 of the Code. The City covenants that it will comply with all the requirements of Section 148 of the Code, including the rebate requirements, and that it will not permit at any time any of the proceeds of the Tax-Exempt Bonds or other funds under its control be used, directly or indirectly, to acquire any asset or obligation, the acquisition of which would cause the Tax-Exempt Bonds to be "arbitrage bonds" for purposes of Section 148 of the Code. The Chief Financial Officer is hereby authorized to execute an Arbitrage and Tax Regulatory Agreement with respect to the Tax-Exempt Bonds.

Section 12. The Chief Financial Officer is hereby directed to create and establish a special fund to be designated "*City of Winston-Salem, North Carolina General Obligation Bonds, Series 2017 Project Fund*" (the "*Project Fund*") and within the Project Fund, one account for the proceeds of the 2017A Bonds (the "*2017A Bonds Account*"), one account for the proceeds of the 2017B Bonds (the "*2017B Bonds Account*") and one account for the proceeds of the 2017C Bonds (the "*2017C Bonds Account*"). The Chief Financial Officer shall deposit (1) the proceeds from the sale of the 2017A Bonds in the 2017A Bonds Account, (2) the proceeds from the sale of the 2017B Bonds in the 2017B Bonds Account, and (3) the proceeds from the sale of the 2017C Bonds in the 2017C Bonds Account. The Chief Financial Officer shall invest and reinvest money held in the Project Fund as permitted by the laws of the State of North Carolina and the income, to the extent permitted by the Code, is to be retained in the respective account of the Project Fund and applied with the proceeds of the Bonds to pay the costs of the respective Project, as directed by the Chief Financial Officer. The Chief Financial Officer shall keep and maintain adequate records pertaining to the Project Fund and all disbursements therefrom so as to satisfy the requirements of the laws of the State of North Carolina and to assure that the City maintains its covenants with respect to the exclusion of the interest on the Tax-Exempt Bonds from gross income for purposes of federal income taxation.

Section 13. 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 14. The Local Government Commission is hereby requested to sell each series of the Bonds through a competitive sale to the bidder whose bid on that series of the Bonds results in the lowest interest cost to the City, determined on the basis of the net interest cost method.

Section 15. The Mayor, the City Manager, the Chief Financial Officer and the City Secretary of the City are hereby authorized and directed to cause the Bonds to be prepared and, when they have been duly sold by the Local Government Commission, to execute the Bonds and to turn the Bonds over to the purchaser or purchasers to whom they may be sold by the Local Government Commission.

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

Section 17. The Mayor, the City Manager, the Chief Financial Officer and the City Secretary of the City are authorized and directed 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 hereinabove 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:

(a) by not later than seven months after the end of each Fiscal Year to the Municipal Securities Rulemaking Board (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;

(b) 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 Statements referred to in Section 16 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;

(c) 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:

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on the debt service reserves reflecting financial difficulties;

(4) unscheduled draws on any credit enhancements reflecting financial difficulties;

(5) substitution of any credit or liquidity providers, or their failure to perform;

(6) 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 notices or determinations with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;

(7) modification of the rights of the beneficial owners of the Bonds, if material;

(8) call of any of the Bonds, if material, and tender offers;

(9) defeasance of any of the Bonds;

(10) release, substitution or sale of any property securing repayment of the Bonds, if material;

(11) rating changes;

(12) bankruptcy, insolvency, receivership or similar event of the City;

(13) 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

(14) appointment of a successor or additional trustee or the change of name of a trustee, if material; and

(d) 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 Paragraph 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 Paragraph, 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 Paragraph 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 Paragraph 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:

(e) 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;

(f) the information to be provided, as modified, would have complied with the requirements of the Rule as of the date of the Official Statements, after taking into account any amendments or interpretations of the Rule as well as any changes in circumstances;

(g) 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 Paragraph 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 Paragraph 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 Paragraph 19, 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 shall preclude (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, S&P and Fitch Ratings, and then the 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 agent 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. This Resolution is effective on the date of its adoption.

APPENDIX A

Form of 2017A Bond

No. RA-

\$

UNITED STATES OF AMERICA
STATE OF NORTH CAROLINA
CITY OF WINSTON-SALEM

| INTEREST RATE | MATURITY DATE | DATED DATE | CUSIP |
|---------------|---------------|---------------|-------|
| % | June 1, ____ | July 11, 2017 | |

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: DOLLARS

GENERAL OBLIGATION BOND, SERIES 2017A

THE CITY OF WINSTON-SALEM, 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 2017A Bond until it shall mature at the Interest Rate per annum specified above, payable on December 1, 2017 and semiannually thereafter on June 1 and December 1 of each year. Principal of and interest on this 2017A Bond are payable in immediately available funds to The Depository Trust Company (“DTC”) or its nominee as registered owner of the 2017A Bonds and is payable to the owner of the 2017A 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 2017A 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, and bond orders adopted by the City Council on June 5, 2017, and effective on [date], 30 days after their publication and during which no petition to a vote of the people was filed with the City Secretary under Section 159-60 of the General Statutes of North Carolina. The 2017A Bonds are issued to provide funds to pay the capital costs of (1) upgrades to and renovations of general government and public safety facilities and acquisition of land for future fire stations; (2) resurfacing certain streets, installing sidewalks and repairing certain bridges; and (3) constructing, renovating and improving certain parks and recreational facilities, including, among other things, picnic shelters, playgrounds and swimming pools and including building, lighting, golf course and trail improvements located at parks and recreational facilities.

The 2017A Bonds maturing on or before June 1, 2027 are not subject to redemption before their maturities. The 2017A Bonds maturing on or after June 1, 2028 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 June 1, 2027, at a redemption price equal to 100% of the principal amount of the 2017A Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, without premium.

[Term Bond]

If less than all of the 2017A Bonds are called for redemption, the City shall select the maturity or maturities of the 2017A 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 2017A Bonds within a maturity are to be redeemed by lot; *provided, however*, that the portion of any 2017A Bond to be redeemed is to be in principal amount of \$5,000 or integral multiples thereof and that, in selecting 2017A Bonds for redemption, each 2017A Bond is to be considered as representing that number of 2017A Bonds which is obtained by dividing the principal amount of such 2017A Bond by \$5,000. Whenever the City elects to redeem 2017A Bonds, notice of such redemption of 2017A Bonds, stating the redemption date, redemption price and identifying the 2017A 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 2017A 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 2017A Bonds, by prepaid certified or registered United States mail, 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 2017A 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 2017A 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 2017A Bond, exist, have been performed and have happened, and that the amount of this 2017A 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 2017A Bond in accordance with its terms.

This 2017A 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 2017A Bond to bear the original or facsimile of the signatures of the Mayor of the City and the City Secretary of the City and an original or facsimile of the seal of the City to be imprinted hereon and this 2017A Bond to be dated as of July 11, 2017.

(SEAL)

City Secretary

Mayor

Date of Execution: July 11, 2017

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

GREG C. GASKINS
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 2017A Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney to register the transfer of the within 2017A 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 of 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 2017A Bond in every particular, without alteration, enlargement or any change whatever.

TRANSFER FEE MAY BE REQUIRED

APPENDIX B

Form of 2017B Bond

No. RB-

\$

UNITED STATES OF AMERICA
STATE OF NORTH CAROLINA
CITY OF WINSTON-SALEM

| INTEREST RATE | MATURITY DATE | DATED DATE | CUSIP |
|---------------|---------------|---------------|-------|
| % | June 1, ____ | July 12, 2017 | |

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: DOLLARS

GENERAL OBLIGATION BOND, SERIES 2017B

THE CITY OF WINSTON-SALEM, 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 2017A Bond until it shall mature at the Interest Rate per annum specified above, payable on December 1, 2017 and semiannually thereafter on June 1 and December 1 of each year. Principal of and interest on this 2017A Bond are payable in immediately available funds to The Depository Trust Company (“DTC”) or its nominee as registered owner of the 2017B Bonds and is payable to the owner of the 2017B 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 2017B 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, and bond orders adopted by the City Council on August 4, 2014 and effective on their approval by the voters of the City at a referendum duly held on November 4, 2014. The 2017B Bonds are issued to provide funds to pay the capital costs of (1) acquiring, constructing, reconstructing, widening, extending, paving, resurfacing, grading and improving streets, roads and intersections; acquiring, constructing, reconstructing and improving sidewalks or walkways, curbs, gutters, drains, overpasses, underpasses and grade crossings; constructing and improving walking and bicycle trails and greenways; and providing related landscaping, lighting and traffic controls, signals and markers and the acquisition of land, rights-of-way and easements in land required therefor; (2) acquiring, constructing and improving certain public safety facilities, including the Public Safety Center and the Alexander Beaty Public Safety Training and Support Center, police district facilities and fire station renovations and including the acquisition of equipment therefor and the acquisition of land or rights-of-way in land required therefor; (3) acquiring, constructing, renovating and improving parks and recreation facilities and the acquisition of any necessary furnishing and equipment, land, rights-of-way and easements in land required therefor; and (4) acquiring land or rights-of-way in land for economic development projects in the City, including constructing improvements on such land to facilitate its use for economic development purposes or making grants or loans to small business owners in targeted commercial areas.

The 2017B Bonds maturing on or before June 1, 2027 are not subject to redemption before their maturities. The 2017B Bonds maturing on or after June 1, 2028 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 June 1, 2027, at a redemption price equal to 100% of the principal amount of the 2017B Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, without premium.

[Term Bond]

If less than all of the 2017B Bonds are called for redemption, the City shall select the maturity or maturities of the 2017B 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 2017B Bonds within a maturity are to be redeemed by lot; *provided, however*, that the portion of any 2017B Bond to be redeemed is to be in principal amount of \$5,000 or integral multiples thereof and that, in selecting 2017B Bonds for redemption, each 2017B Bond is to be considered as representing that number of 2017B Bonds which is obtained by dividing the principal amount of such 2017B Bond by \$5,000. Whenever the City elects to redeem 2017B Bonds, notice of such redemption of 2017B Bonds, stating the redemption date, redemption price and identifying the 2017B 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 2017B 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 2017B Bonds, by prepaid certified or register United States mail, 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 2017B 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 2017B 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 2017B Bond, exist, have been performed and have happened, and that the amount of this 2017B 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 2017B Bond in accordance with its terms.

This 2017B 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 2017B Bond to bear the original or facsimile of the signatures of the Mayor of the City and the City Secretary of the City and an original or facsimile of the seal of the City to be imprinted hereon and this 2017B Bond to be dated as of July 12, 2017.

(SEAL)

City Secretary

Mayor

Date of Execution: July 12, 2017

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

GREG C. GASKINS
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 2017B Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney to register the transfer of the within 2017B 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 of 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 2017B Bond in every particular, without alteration, enlargement or any change whatever.

TRANSFER FEE MAY BE REQUIRED

APPENDIX C

(Form of 2017C Bond)

No. RC-

\$

**UNITED STATES OF AMERICA
STATE OF NORTH CAROLINA
CITY OF WINSTON-SALEM**

| INTEREST RATE | MATURITY DATE | DATED DATE | CUSIP |
|--------------------------|-----------------------|----------------------|--------------|
| % | June 1, ____ | July 12, 2017 | |
| REGISTERED OWNER: | CEDE & CO. | | |
| PRINCIPAL SUM: | DOLLARS | | |

TAXABLE GENERAL OBLIGATION BOND, SERIES 2017C

THE CITY OF WINSTON-SALEM, 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 2017C Bond until it shall mature at the Interest Rate per annum specified above, payable on December 1, 2017 and semiannually thereafter on June 1 and December 1 of each year. Principal of and interest on this 2017C Bond are payable in immediately available funds to The Depository Trust Company (“DTC”) or its nominee as registered owner of the 2017C Bonds and is payable to the owner of the 2017C 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 2017C 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, and bond orders adopted by the City Council on August 4, 2014 and effective on their approval by the voters of the City at a referendum duly held on November 4, 2014. The 2017C Bonds are issued to provide funds to pay the capital costs of (1) providing first-time home buyer assistance to persons of low and moderate income, acquiring and constructing multifamily housing for persons of low and moderate income and accomplishing the renewal of urban residential neighborhoods, including the acquisition of land or rights-of-way in land required therefor; and (2) acquiring land or rights-of-way in land for economic development projects in the City, including the development of Merschel Plaza, constructing improvements on such land to facilitate its use for economic development purposes or making grants or loans to small business owners in targeted commercial areas.

The 2017C Bonds are not subject to redemption prior to their stated maturities.

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 2017C Bond, exist, have been performed and have happened, and that the amount of this 2017C 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 2017C Bond in accordance with its terms.

This 2017C 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 2017C Bond to bear the original or facsimile of the signatures of the Mayor of the City and the City Secretary of the City and an original or facsimile of the seal of the City to be imprinted hereon and this 2017C Bond to be dated as of April 6, 2017.

(SEAL)

City Secretary

Mayor

Date of Execution: July 12, 2017

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

GREG C. GASKINS
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 2017C Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney to register the transfer of the within 2017C 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 of 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 2017C Bond in every particular, without alteration, enlargement or any change whatever.

TRANSFER FEE MAY BE REQUIRED