

RESOLUTION APPROVING IN PRINCIPLE THE ISSUANCE
OF NOT TO EXCEED \$40,000,000 OF PUBLIC FINANCE
AUTHORITY REVENUE BONDS (RESEARCH TRIANGLE
INSTITUTE), SERIES 2024 FOR THE BENEFIT OF RESEARCH
TRIANGLE INSTITUTE

WHEREAS, the Board of Commissioners (the “Board of Commissioners”) of the County of Durham, North Carolina (the “County”) met in Durham, North Carolina, at 7:00 p.m. on the 8th day of July, 2024; and

WHEREAS, the Public Finance Authority (the “Authority”) has tentatively agreed to issue its Revenue Bonds (Research Triangle Institute), Series 2024 (the “2024 Bonds”), in an amount not to exceed \$40,000,000, for the purposes of making a loan to Research Triangle Institute, a North Carolina nonprofit corporation, or an affiliate thereof (the “Borrower”), to (a) finance, including through reimbursement, the acquisition and installation of cloud-based enterprise resource planning software (the “Project”) and (b) pay certain costs incurred in connection with the issuance of the 2024 Bonds; and

WHEREAS, the Project is or will be owned and operated by the Borrower, and is or will be accessed through the principal office of the Borrower, which is located in the County at 3040 Cornwallis Road, Durham, North Carolina 27709; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”) requires that any bonds issued by the Authority for the Project may only be issued after approval of the plan of financing by the Board of Commissioners of the County following a public hearing with respect to such plan; and

WHEREAS, the statute under which the Authority is created (the “Act”) requires that any bonds issued by the Authority to finance the Project may only be issued after approval of the financing of the Project by the Board of Commissioners of the County; and

WHEREAS, the Board of Commissioners has today held a public hearing with respect to the issuance of the 2024 Bonds, the proceeds of which will be used to finance the Project, as evidenced by the Certificate and Summary of Public Hearing attached hereto as Exhibit A; and

WHEREAS, the Borrower will agree to repay the principal, premium, if any, and interest on the 2024 Bonds and the County will have no liability whatsoever for the payment of principal of, premium, if any, or interest on the 2024 Bonds, and the 2024 Bonds will not affect the County’s debt ratios or legal debt limit and the County will not incur any liability for repayment of the 2024 Bonds by approving the 2024 Bonds for purposes of Section 147(f) of the Code or the Act; and

WHEREAS, the 2024 Bonds shall not be deemed to constitute a debt or the County or a pledge of the faith and credit of the County, but shall be limited obligations of the Authority payable solely from the loan repayments to be made by the Borrower to the Authority, and shall contain on the face thereof a statement to the effect that neither the faith and credit nor the taxing

power of the County is pledged to the payment of the principal of or interest on the 2024 Bonds;
and

WHEREAS, because no taxes or revenues of the County are pledged to pay the 2024 Bonds, the staff of the County has made no financial analysis of the 2024 Bonds, the Borrower, or the Project; and

WHEREAS, the Board of Commissioners has determined that approval of the issuance of the 2024 Bonds is solely to satisfy the requirements of Section 147(f) of the Code and the Act and shall in no event constitute an endorsement of the 2024 Bonds or the Project or the creditworthiness of the Borrower, nor shall such approval in any event be construed to obligate the County for the payment of the principal of or premium or interest on the 2024 Bonds or for the performance of any pledge, mortgage or obligation or agreement of any kind whatsoever which may be undertaken by the Authority, or to constitute the 2024 Bonds or any of the agreements or obligations of the Authority an indebtedness of the County, within the meaning of any constitutional or statutory provision whatsoever;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF DURHAM, NORTH CAROLINA:

1. The proposed issuance of the Authority's Revenue Bonds (Research Triangle Institute), Series 2024 in one or more series, in an amount not to exceed \$40,000,000, the proceeds of which will be loaned to the Borrower and used to finance the Project, is hereby approved for purposes of Section 147(f) of the Code and the Act.

2. The County has no responsibility for the payment of the principal of or interest on the 2024 Bonds or for any costs incurred by the Borrower with respect to the 2024 Bonds or the Project nor shall the 2024 Bonds be deemed to constitute a debt of the County or a pledge of the faith and credit of the County.

3. This resolution shall take effect immediately.

* * * * *

I, Monica W. Wallace, Clerk to the Board of Commissioners of the County of Durham, North Carolina (the "County") DO HEREBY CERTIFY that the foregoing is a true and complete copy of so much of the proceedings of the Board of Commissioners of the County at a regular meeting duly called and held July 8, 2024, as it relates in any way to the resolution hereinabove set forth, and that said proceedings are recorded in the minutes of the Board of Commissioners. Pursuant to N.C.G.S. § 143-318.12, a current copy of a schedule of regular meetings of the Board of Commissioners is on file in my office.

WITNESS my hand and the common seal of the County, this ____ day of July, 2024.

Monica W. Wallace, Clerk to the Board of
Commissioners of the County of Durham, North
Carolina

(SEAL)

Certificate and Summary of Public Hearing

The undersigned Clerk to the Board of Commissioners (the “Board”) of the County of Durham, North Carolina, hereby certifies:

1. Notice of a public hearing (the “Hearing”) to be held on June 24, 2024, with respect to the issuance of bonds by the Public Finance Authority (the “Authority”) for the benefit of Research Triangle Institute, a North Carolina nonprofit corporation (the “Borrower”), was published on June 12, 2024, in the *Durham Herald-Sun*.

2. On June 24, 2024, the Board held a regular meeting at which a quorum of the Board was not present. Pursuant to N.C.G.S. § 153A-52, the Board continued the Hearing until its next regular meeting on July 8, 2024 and held the Hearing on such date.

3. The presiding officer of the Hearing was _____.

4. The following is a list of the names and addresses of all persons who spoke at the Hearing:

5. The following is a summary of the oral comments made at the Hearing:

IN WITNESS WHEREOF, my hand and the seal of the County of Durham, North Carolina, this ____, day of July, 2024.

Monica W. Wallace
Clerk to the Board of Commissioners of
the County of Durham, North Carolina

(SEAL)