

GREENVILLE UTILITIES COMMISSION

GREENVILLE, NORTH CAROLINA

Thursday, March 18, 2021

The Board of Commissioners of the Greenville Utilities Commission met in the Greenville Utilities Board Room in regular session and virtually via Zoom at 12:00 noon with the following members and others present, and Chair Overton presiding.

Commission Board Members Present:

Parker Overton, Chair	Lindsey Griffin
Tommy Stoughton, Chair-Elect	Kelly L. Darden, Jr.
Minnie J. Anderson, Secretary (via Zoom)	Kristin S. Braswell
Peter Geiger	Ann E. Wall

Commission Staff Present:

Tony Cannon, General Manager/CEO	Kevin Keyzer (via Zoom)
Jeff McCauley	Lou Norris (via Zoom)
Chris Padgett	Kathy Howard (via Zoom)
Phil Dixon	Jonathan Britt (via Zoom)
Amy Wade	Amanda Wall (via Zoom)
John Worrell	Molly Ortiz (via Zoom)
Keith Jones (via Zoom)	Tony Godwin (via Zoom)
Randy Emory (via Zoom)	
Anthony Miller (via Zoom)	
Richie Shreves (via Zoom)	
Andy Anderson (via Zoom)	
Steve Hawley (via Zoom)	
David Springer (via Zoom)	
Scott Mullis (via Zoom)	
Ken Wade (via Zoom)	

Others Present via Zoom:

Rick Smiley, City Council Liaison; Ginger Livingston, The Daily Reflector; and Will Brown, Chamber Leadership Institute.

Chair Overton called the meeting to order. Ms. Amy Wade, Executive Secretary, called the roll and ascertained that a quorum was present.

SAFETY BRIEF

Mr. Tony Cannon, General Manager/CEO, called upon Kevin Keyzer, Risk and Facilities Manager, to provide the safety brief. Mr. Keyzer explained the plan of action should there be an emergency at today's meeting. In addition, Mr. Keyzer reminded everyone of the COVID-19 safety measures in place.

Chair Overton welcomed Ginger Livingston with the Daily Reflector and Chamber Leadership Institute participant Will Brown.

ACCEPTANCE OF THE AGENDA

A motion was made by Mr. Griffin, seconded by Mr. Darden, to accept the agenda as presented. The motion carried unanimously.

APPROVAL OF MINUTES (Agenda Item 1)

A motion was made by Ms. Wall, seconded by Mr. Stoughton, to approve the February 18, 2021 Regular Meeting minutes as presented. The motion carried unanimously.

REVIEW OF MONTHLY FINANCIAL STATEMENT – FEBRUARY 28, 2021 (Agenda Item 2)

February 28, 2021 Financial Statement:

Key financial metrics for the combined funds for the period ending February 28, 2021 Preliminary:

Operating Cash:	\$104,583,431	Days of Cash on Hand:	180
Less Current Liabilities	(\$33,997,992)		
Appropriated Fun Balance	(\$2,945,847)		
Fund Balance:	\$67,639,592		
Fund Balance Available for Appropriation:	25.0%	Days of Cash on Hand After Liabilities:	117
Average Investment Yield:	.63%		

Fund Equity/Deficit Before Transfers

	Current Month			Year to Date		
	Actual	Budget	Last Year	Actual	Budget	Last Year
Electric	\$1,013,014	(\$2,733,589)	(\$1,285,011)	\$4,999,308	(\$3,483,599)	\$696,862
Water	\$501,340	\$370,822	\$342,453	\$3,134,370	\$2,905,961	\$4,682,526
Sewer	\$415,556	\$186,025	\$92,436	\$2,848,449	\$763,600	\$3,256,354
Gas	\$1,461,635	\$402,810	\$696,200	\$3,797,633	(\$589,132)	\$2,002,127
Combined	\$3,391,545	(\$1,773,932)	(\$153,922)	\$14,779,760	(\$403,170)	\$10,637,869

Fund Equity/Deficit After Transfers

	Current Month			Year to Date		
	Actual	Budget	Last Year	Actual	Budget	Last Year
Electric	\$692,181	(\$2,533,588)	(\$1,285,011)	\$3,395,155	(\$1,883,579)	\$196,867
Water	\$80,507	(\$50,011)	(\$86,714)	\$1,053,503	(\$460,703)	\$1,249,190
Sewer	\$148,888	\$6,858	\$92,436	\$1,415,113	(\$669,736)	\$1,631,075
Gas	\$1,374,135	\$332,477	\$675,367	\$3,447,633	(\$1,151,796)	\$1,835,195
Combined	\$2,295,711	(\$2,244,264)	(\$603,922)	\$9,311,404	(\$4,165,814)	\$4,912,327

Jeff McCauley, Chief Financial Officer, provided a presentation on the Financial Statement for February 28, 2021.

The weather impact for the month of February 2021 indicated that the February heating degree days were higher than last year. The February rainfall was 6.94 inches which was more than last year. The portfolio earned .63% for the month of February.

Overall year-to-date results through the end of February remain stable. The Electric Rate Stabilization Reserves are approximately \$24.5 million, and the Gas Rate Stabilization Reserves are \$2.2 million. The Operating Reserves are 180 Days Cash on Hand, and Renewals and Replacements Reserves are approximately \$2.6 million. The Capital Project Funds Reserved for Existing and Future Capital Projects are approximately \$36.3 million.

After discussion, a motion was made by Mr. Geiger, seconded by Ms. Braswell, to accept the Financial Statement for February 28, 2021. The motion carried unanimously.

RECOMMENDATION OF THE FINANCE/AUDIT COMMITTEE TO AWARD THE
AUDITING SERVICES CONTRACT
(Agenda Item 3)

Mr. Tommy Stoughton, Finance/Audit Committee Chair, stated that the Finance/Audit Committee met on March 5, 2021 and, he along with Commissioners Anderson, Geiger, and Griffin attended. He added that in accordance with GUC's Charter, a single auditing firm is used to perform the City's and GUC's audit. The costs associated with the audit are based on hours expended for each organization. In 2015, a five-year engagement contract for auditing services was awarded to Cherry Bekaert, LLP, but subject to approval of a contract on an annual basis. The audit fee for fiscal year ending 2021 is \$41,000, under the three-year plan, which is approximately a 2% increase from the previous year. The Finance/Audit Committee recommends approval of auditing services for this year.

A motion was made by Mr. Griffin, seconded by Ms. Braswell, to award the contract to Cherry Bekaert, LLP, and approve the execution of the fiscal year 2021 auditing services contract in the amount of \$41,000. The motion carried unanimously.

RECOMMENDED APPROVAL OF ADOPTION OF A RESOLUTION RELATING TO THE
ISSUANCE OF UP TO \$38,500,000 GREENVILLE UTILITIES COMMISSION COMBINED
ENTERPRISE SYSTEM REVENUE AND REVENUE REFUNDING BONDS, SERIES 2021A
(Agenda Item 4)

Mr. Jeff McCauley, Chief Financial Officer, provided an update and stated that in December of 2020 the Commission adopted a resolution authorizing certain actions with respect to the issuance of revenue refunding bonds that will provide a net present value savings to the Commission. The Commission is also in the process of acquiring the existing water and sewer system assets of the Town of Bethel, and finds it necessary to issue bonds to retire existing indebtedness of the Town of Bethel for the additional improvements made to the system by Bethel. To that end, the Board needs to approve a resolution that authorizes and directs the officers, agents and employees of the Commission to do all acts and things required of them by the provisions of this resolution and also recommends the City Council to adopt a similar resolution:

- Approving the Commission's selection and recommendation to the City of J.P. Morgan Securities LLC, as underwriter, and McGuire Woods LLP, as underwriter's counsel, in connection with the City and the Commission in connection with the issuance of the Series 2021A Bonds.
- Making the findings and determinations required by the Local Government Commission ("LGC") in connection with the authorization and issuance of the Series 2021A Bonds.
- Authorizing the calling of the debt to be refunded for redemption, subject to the issuance of the refunding bonds.
- Approving the Preliminary Official Statement relating to the Series 2021A Bonds in the form presented.
- Authorizing and directing the officers, agents, and employees of the City and Commission to do all acts and things required of them by the provisions of the series resolution.

He added that refunding debt due to prevailing lower interest rates has the potential to provide the Commission \$2 million or 7% savings.

A motion was made by Mr. Griffin, seconded by Mr. Darden, to adopt the resolution and recommend similar action by the City Council. The motion carried unanimously.

GUC RESOLUTION:

Draft No. 2
March 8, 2021

A remote electronic meeting of the Board of Commissioners of the Greenville Utilities Commission was held by use of simultaneous communication pursuant to Section 166A-19.24 of the North Carolina General Statutes, at 12:00 p.m. on March 18, 2021. All Commissioners participated by use of simultaneous communication.

Present: Chair Parker Overton, presiding, and Commissioners

Absent: Commissioners

Also Present: _____

* * * * *

_____ introduced the following resolution the title of which was read and a copy of which had been previously distributed to each Commissioner:

RESOLUTION APPROVING AND RECOMMENDING TO THE CITY COUNCIL OF THE CITY OF GREENVILLE, NORTH CAROLINA THE ADOPTION OF THE SERIES RESOLUTION AUTHORIZING THE ISSUANCE OF UP TO \$38,500,000 OF THE CITY'S GREENVILLE UTILITIES COMMISSION COMBINED ENTERPRISE SYSTEM REVENUE AND REVENUE REFUNDING BONDS, SERIES 2021A, PURSUANT TO THE PROVISIONS OF THE BOND ORDER ADOPTED BY THE CITY COUNCIL OF SAID CITY ON AUGUST 11, 1994 AND AMENDED AND RESTATED AS OF APRIL 13, 2000, AND REQUESTING THE LOCAL GOVERNMENT COMMISSION OF NORTH CAROLINA TO SELL ALL THE BONDS BY NEGOTIATED SALE

WHEREAS, in accordance with Chapter 861 of the 1992 Session Laws of North Carolina, the Greenville Utilities Commission, of the City of Greenville, North Carolina, a body politic duly chartered by the State of North Carolina, in Pitt County, North Carolina (the "Commission") has been created for the proper management of the public utilities of the City of Greenville, North Carolina (the "City"), which shall include an electric system, a natural gas system, a sanitary sewer system, and a water system (collectively, the "Combined Enterprise System") within and without the corporate limits of the City, with responsibility for the entire supervision and control of the management, operation, maintenance, improvement and extension of the public utilities; and

WHEREAS, the City Council of the City (the "City Council") adopted, on August 11, 1994, amended and restated as of April 13, 2000, a bond order authorizing and securing Greenville Utilities Commission Combined Enterprise System Revenue Bonds of the City (the "Order"); and

WHEREAS, Section 211 of the Order authorizes the issuance of revenue refunding bonds of the City in one or more series from time to time to provide funds to (a) refund any Outstanding Parity Indebtedness and Outstanding Subordinate Indebtedness (as such terms are defined in the Order) issued under the Order and (b) pay expenses incidental and necessary or convenient thereto, and the Commission has determined to refund and retire all or a portion of the existing Outstanding Parity Indebtedness and Outstanding Subordinate Indebtedness described in Exhibit A hereto by issuing revenue refunding bonds pursuant to Section 211 of the Order; and

WHEREAS, on December 17, 2020 the Commission adopted a resolution making certain findings and authorizing certain actions with respect to the issuance of the revenue refunding bonds described in the preceding paragraph and recommending to the City Council that it adopt a resolution to proceed with such refunding, and also authorizing and directing the staff to proceed with filing an application with the Local Government Commission for approval of the issuance and sale of such revenue bonds; and

WHEREAS, Section 210 of the Order authorizes the issuance of additional revenue bonds of the City in one or more series from time to time to provide funds to (a) pay all or any part of the cost of any Additional Improvements (as defined in the Order) and (b) pay expenses incidental and necessary or convenient thereto;

WHEREAS, the Commission has determined to acquire the existing water and sewer system assets of the Town of Bethel, North Carolina (and incorporate the Bethel system into the

Combined Enterprise System) (the “2021 Additional Improvements”), which assets constitute Additional Improvements under the Order, and in connection with the acquisition of the 2021 Additional Improvements, it is necessary to retire certain of the existing indebtedness of the Town of Bethel that encumber the 2021 Additional Improvements, and the Commission has determined to pay the cost of retiring such indebtedness by issuing additional revenue bonds as authorized by Section 210 of the Order, which revenue bonds would be combined with the revenue refunding bonds described above for purposes of issuance into a Series of Bonds designated “Combined Enterprise System Revenue and Revenue Refunding Bonds, Series 2021A (the “Series 2021A Bonds”); and

WHEREAS, pursuant to Section 210 and Section 211 of the Order, revenue bonds and revenue refunding bonds are to have such terms and provisions as may be provided by a series resolution to be adopted by the City Council prior to the issuance thereof; and the City Council is considering the adoption of such a series resolution substantially in the form presented to the Commission, which resolution (the “Series Resolution”) is entitled:

“SERIES RESOLUTION AUTHORIZING THE ISSUANCE OF UP TO \$38,500,000 GREENVILLE UTILITIES COMMISSION COMBINED ENTERPRISE SYSTEM REVENUE AND REVENUE REFUNDING BONDS, SERIES 2021A OF THE CITY OF GREENVILLE, NORTH CAROLINA, PURSUANT TO THE PROVISIONS OF THE BOND ORDER ADOPTED BY THE CITY COUNCIL OF SAID CITY ON AUGUST 11, 1994 AND AMENDED AND RESTATED AS OF APRIL 13, 2000, AND REQUESTING THE LOCAL GOVERNMENT COMMISSION OF NORTH CAROLINA TO SELL ALL THE BONDS BY NEGOTIATED SALE”; and

WHEREAS, the City Council has requested the Commission to advise the City Council as to whether the Commission approves of the provisions of the Series Resolution, agrees to undertake its responsibilities thereunder and recommends to the City Council that the City Council adopt the Series Resolution, and the Commission is adopting this resolution to evidence such approval, agreement and recommendation;

NOW, THEREFORE, THE GREENVILLE UTILITIES COMMISSION DOES HEREBY DETERMINE AND RESOLVE, as follows:

The Commission hereby authorizes and directs the Commission staff to include in the application to the Local Government Commission a request for approval of revenue bonds for a portion of the costs of the 2021 Additional Improvements, for a combined approval of the issuance of the Series 2021A Bonds in an aggregate principal amount not to exceed \$38,500,000 for the purpose of providing funds, together with any other available funds, for the purposes described in this resolution. Any such action heretofore taken by the officers and employees of the Commission in connection with the filing of such application is hereby ratified and approved. In making such application, the Commission hereby finds:

the issuance of the Series 2021A Bonds and the 2021 Additional Improvements are necessary to secure adequate and reliable electric, natural gas, water and sanitary sewer service in the area to be served by the Commission;

the amount of the Series 2021A Bonds will be sufficient, but not excessive, for the purpose of paying the costs described in this resolution;

the proposed 2021 Additional Improvements are feasible;

the annual audits of the Commission show the Commission to be in strict compliance with debt management policies, and the budgetary and fiscal management policies of the Commission are in compliance with law;

the Series 2021A Bonds can be marketed at a reasonable interest cost to the Commission and the City; and

any projected rate increases for electric, natural gas, water and sanitary sewer service in connection with the issuance of the Series 2021A Bonds will be reasonable.

The Commission hereby approves of the provisions of the Series Resolution in the form presented to it.

The Commission hereby agrees to undertake and be responsible for those matters with respect to which it is given responsibility or to be done by it pursuant to the provisions of the Series Resolution, Bond Purchase Agreement, Official Statement and such other documents as may be required in connection with the issuance of the Series 2021A Bonds.

The Commission hereby specifically agrees and undertakes to make the annual continuing disclosure filings and the event notice filings with respect to the Commission at the times and in the manner described in Section 14 of the Series Resolution.

The Commission hereby recommends to the City Council that the City Council adopt the Series Resolution.

In addition to the professionals recommended to the City Council in the Commission's December 17, 2020 resolution referred to above, the Commission recommends to the City Council that the City appoint the following additional professionals to work with the City and the Commission in connection with the issuance and sale of the Series 2021A Bonds:

Underwriter
Underwriter's Counsel

J.P. Morgan Securities LLC
McGuireWoods LLP

Section 7. The Commission hereby approves the Bond Purchase Agreement by and between the LGC and the Underwriter and to be approved by the City and the Commission in the form presented to it. If the LGC awards the Series 2021A Bonds to the Underwriter in accordance with the provisions of Section 13 of the Series Resolution, then the General Manager of the Commission or the Chief Financial Officer is hereby authorized to approve a final Bond Purchase Agreement relating to such purchase of the Series 2021A Bonds, and the General Manager of the Commission or the Chief Financial Officer is hereby also authorized to signify such approval by his execution of such Bond Purchase Agreement, such execution to be conclusive evidence of the approval thereof by the Commission.

Section 8. The Commission hereby approves the Preliminary Official Statement relating to the Series 2021A Bonds in the form presented to it and the General Manager of the Commission or the Chief Financial Officer of the Commission are hereby authorized and directed to execute and deliver the Official Statement, if required, in substantially the form of the Preliminary Official Statement, together with such changes, specifications, and deletions as the General Manager of the Commission or the Chief Financial Officer of the Commission, with the advice of counsel, may deem necessary and appropriate; such execution and delivery shall be conclusive evidence of the approval by the Commission.

Section 9. The officers, agents and employees of the Commission are hereby authorized and directed to do all acts and things required of them by the provisions of the Series Resolution for the full, punctual and complete performance of the terms, covenants, provisions and agreements contained therein.

Section 10. Any and all actions heretofore taken by the Commission and the officers, agents, and employees of the Commission in connection with the transactions authorized and approved hereby are hereby ratified and confirmed.

Section 11. Any and all resolutions of the Commission or portions thereof in conflict with the provision of this resolution are hereby repealed to the extent of such conflict.

Section 12. This resolution shall take effect immediately upon its adoption.

Adopted this the 18th day of March, 2021.

/s/ Parker Overton
Chair

ATTEST:

/s/ Minnie Johnson Anderson
Secretary

APPROVED AS TO FORM:

/s/ Phillip R. Dixon
Commission Attorney

Upon motion of Commissioner _____, seconded by Commissioner _____, the foregoing resolution was adopted by the following vote:

Ayes:

Noes:

* * * * *

I, Minnie Johnson Anderson, Secretary of the Greenville Utilities Commission, DO HEREBY CERTIFY that the foregoing is a true and accurate copy of so much of the proceedings of said Commission at a regular meeting held on March 18, 2021, as it relates in any way to the adoption of the foregoing resolution and that said proceedings are to be recorded in the minute books of said Commission. The meeting was held by use of simultaneous communication pursuant to Section 166A-19.24 of the North Carolina General Statutes, as amended, with multiple ways for members of the public to observe the actions taken, and all of the requirements for a remote meeting, including the requirement for notice thereof, specified in said Section 166A-19.24 were met.

I DO HEREBY FURTHER CERTIFY that proper notice of such regular meeting was given as required by North Carolina law.

WITNESS my hand and the official seal of said Commission this 18th day of March, 2021.

[SEAL]

/s/ Secretary, Greenville Utilities
Commission

EXHIBIT A
PROPOSED INDEBTEDNESS TO BE REFUNDED

\$3,795,000.00 1.84% Refunding Revenue Bonds Series 2013 issued in 2013, due in annual installments of \$540,000 2021-2027.

\$6,880,814.50 2.48% Clean Water State Revolving Fund note issued in 2008, due in annual installments of \$688,081.45 2021- 2030.

\$134,746.00 2.50% Public Drinking Water State Revolving Fund note issued in 2010, due in annual installments of \$13,475.60 2021- 2030.

\$299,276.25 2.50% Public Drinking Water State Revolving Fund note issued in 2010, due in annual installments of \$23,021.25 2021- 2033.

\$33,525.00 2.205% Public Drinking Water State Revolving Fund note issued in 2010, due in annual installments of \$3,352.50 2021-2030.

\$1,908,931.50 2.205% Public Drinking Water State Revolving Fund note issued in 2010, due in annual installments of \$190,893.15 2021-2030.

\$5,319,600.00 2.455% Clean Water State Revolving Fund note issued in 2010, due in annual installments of \$443,300.00 2021-2032.

\$839,473 2.010% Public Drinking Water State Revolving Fund note issued in 2012, due in annual installments of \$64,574.80 2021-2033.

\$8,872,284.20 2.455% Clean Water State Revolving Fund note issued in 2013, due in annual installments of \$682,483.40 2021-2033.

\$5,091,963.25 2.00% Clean Water State Revolving Fund note issued in 2017, due in annual installments of \$299,527.25 2021-2037.

CITY RESOLUTION:

Draft No. 2
March 8, 2021

A remote electronic meeting of the City Council of the City of Greenville, North Carolina was held by use of simultaneous communication pursuant to Section 166A-19.24 of the North Carolina General Statutes at 6:00 p.m. on April 5, 2021. All Council Members participated by use of simultaneous communication.

Present: Mayor P.J. Connelly, presiding, and Councilmembers

Absent: _____

Also present: Ann Wall, City Manager; Valerie P. Shiuwegar, City Clerk; Emanuel D. McGirt, City Attorney; _____

* * * * *

_____ introduced the following resolution, a copy of which had been provided to each Councilmember and which was read by its title:

RESOLUTION NO. __ - 21

SERIES RESOLUTION AUTHORIZING THE ISSUANCE OF UP TO \$38,500,000 GREENVILLE UTILITIES COMMISSION COMBINED ENTERPRISE SYSTEM REVENUE AND REVENUE REFUNDING BONDS, SERIES 2021A OF THE CITY OF GREENVILLE, NORTH CAROLINA, PURSUANT TO THE PROVISIONS OF THE BOND ORDER ADOPTED BY THE CITY COUNCIL OF SAID CITY ON AUGUST 11, 1994 AND AMENDED AND RESTATED AS OF APRIL 13, 2000, AND REQUESTING THE LOCAL GOVERNMENT COMMISSION OF NORTH CAROLINA TO SELL ALL THE BONDS BY NEGOTIATED SALE.

WHEREAS, the City of Greenville, North Carolina (the “City”), a municipal corporation in Pitt County, North Carolina, owns certain public utility or public service enterprise facilities comprising an electric system, a natural gas system, a sanitary sewer system and a water system, within and without the corporate limits of the City (collectively, the “Combined Enterprise System”); and

WHEREAS, in accordance with Chapter 861 of the 1991 Session Laws of North Carolina, the Greenville Utilities Commission (the “Commission”) has been created for the proper management of the public utilities of the City, within and without the corporate limits of the City, with responsibility for the entire supervision and control of the management, operation,

maintenance, improvement and extension of the public utilities of the City, including the Combined Enterprise System; and

WHEREAS, the City Council of the City (the "City Council") adopted on August 11, 1994 and amended and restated as of April 13, 2000 a Bond Order authorizing and securing Greenville Utilities Commission Combined Enterprise System Revenue Bonds of the City (the "Order"); and

WHEREAS, Section 211 of the Order authorizes the issuance of revenue refunding bonds of the City in one or more series from time to time to provide funds to (a) refund any Outstanding Parity Indebtedness and Outstanding Subordinate Indebtedness (as such terms are defined in the Order) issued under the Order and (b) pay expenses incidental and necessary or convenient thereto, and the Commission has requested the City to refund and retire all or a portion of the existing Outstanding Parity Indebtedness and Outstanding Subordinate Indebtedness described in Exhibit A hereto by issuing revenue refunding bonds pursuant to Section 211 of the Order; and

WHEREAS, on January 11, 2021 the City Council adopted a resolution making certain findings and authorizing certain actions to proceed with such refunding, and also authorizing and directing the City staff to proceed with filing an application with the Local Government Commission for approval of the issuance and sale of such revenue bonds; and

WHEREAS, Section 210 of the Order authorizes the issuance of additional revenue bonds of the City in one or more series from time to time to provide funds to (a) pay all or any part of the cost of any Additional Improvements (as defined in the Order) and (b) pay expenses incidental and necessary or convenient thereto; and

WHEREAS, the Commission has determined to acquire the existing water and sewer system assets of the Town of Bethel, North Carolina (and incorporate the Bethel system into the Combined Enterprise System) (the "2021 Additional Improvements"), which assets constitute Additional Improvements under the Order, and in connection with the acquisition of the 2021 Additional Improvements, it is necessary to retire certain of the existing indebtedness of the Town of Bethel that encumber the 2021 Additional Improvements, and the Commission has requested the City to pay the cost of retiring such indebtedness by issuing additional revenue bonds as authorized by Section 210 of the Order, which revenue bonds would be combined with the revenue refunding bonds described above for purposes of issuance into a Series of Bonds designated "Combined Enterprise System Revenue and Revenue Refunding Bonds, Series 2021A (the "Series 2021A Bonds"); and

WHEREAS, the City Council has received information to the effect that the City will be able to satisfy the requirements of Section 210 and Section 211 of the Order with respect to such series of revenue bonds; and

WHEREAS, pursuant to Section 210 and Section 211 of the Order, such revenue bonds are to have such terms and provisions as may be provided by a series resolution to be adopted by the City Council prior to the issuance thereof; and

WHEREAS, the Commission has adopted a resolution to the effect that it approves the provisions of this resolution and recommends to the City Council that the City Council adopt this resolution.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF GREENVILLE, NORTH CAROLINA DOES HEREBY DETERMINE AND RESOLVE, as follows:

Definitions. Unless otherwise required by the context, capitalized words and terms used in this Resolution (this "Series Resolution") and not otherwise defined herein shall have the same meanings in this Series Resolution as such words and terms are given in the Order, and the following words and terms shall have the following meanings:

"Refunded Indebtedness" means the existing Outstanding Parity Indebtedness and Outstanding Subordinate Indebtedness described in Exhibit A hereto, to be refunded by the revenue refunding bonds issued pursuant to Section 211 of the Order and this Series Resolution.

"Securities Depository" means The Depository Trust Company, New York, New York or other recognized securities depository selected by the City, which maintains a book-entry system

in respect of municipal securities such as the Series 2021A Bonds, and shall include any substitute for or successor to the securities depository initially acting as Securities Depository.

“Securities Depository Nominee” means, as to any Securities Depository, such Securities Depository or the nominee of such Securities Depository in whose name there shall be registered on the registration books maintained by the Bond Registrar the Series 2021A Bond certificates to be delivered to and immobilized at such Securities Depository during the continuation with such Securities Depository of participation in its book-entry system.

“2021 Additional Improvements” means improvements to the Combined Enterprise System consisting of the acquisition of the Town of Bethel water and sewer system. All of the 2021 Additional Improvements constitute “Additional Improvements” as defined in the Order.

Authorization and Details of the Series 2021A Bonds.

(A) Authorization of the Issuance of the Series 2021A Bonds. Pursuant to the Enabling Act and Section 211 of the Order, the City Council hereby authorizes the issuance of revenue refunding bonds of the City to provide funds, together with any other available funds, to: (1) refund the Refunded Indebtedness and (2) pay certain costs and expenses incurred in connection with the issuance of the revenue refunding bonds. In addition, pursuant to the Enabling Act and Section 210 of the Order, the City Council hereby authorizes the issuance of revenue bonds of the City to provide funds, together with any other available funds, to: (1) pay certain of the costs of the 2021 Additional Improvements, and (2) pay certain costs and expenses incurred in connection with the issuance of the revenue bonds. Such bonds shall be issued under the Order as a single series of Bonds designated “Greenville Utilities Commission Combined Enterprise System Revenue and Revenue Refunding Bonds, Series 2021A” (the “Series 2021A Bonds”) in the aggregate principal amount not to exceed \$38,500,000.

(B) Bond Provisions. The Series 2021A Bonds shall be dated, shall consist of Serial or Term Bonds, or a combination thereof, shall bear interest at the rates, shall mature, subject to optional redemption and mandatory sinking fund redemption, in the amounts and on the dates, all as hereinafter provided.

(C) Details, Interest Payment Dates. The Series 2021A Bonds shall be numbered consecutively 2021 R-1 and up, shall be in the denomination of five thousand dollars (\$5,000) and integral multiples thereof and shall be registered and exchangeable, and the transfer thereof may be registered, all in accordance with the provisions of the Order. Interest on the Series 2021A Bonds shall be payable semi-annually on the dates determined by a Delegate pursuant to Section 3(D) of this Series Resolution, until the Series 2021A Bonds are retired in accordance with the Order.

(D) Book-Entry. The Depository Trust Company (“DTC”), New York, New York, is hereby appointed as Securities Depository for the Series 2021A Bonds. Upon the issuance of the Series 2021A Bonds, one fully registered Series 2021A Bond will be registered in the name of Cede & Co., as nominee for DTC, for each maturity. So long as Cede & Co. is the registered owner of the Series 2021A Bonds, as nominee of DTC, references herein to the Owners of the Series 2021A Bonds shall mean Cede & Co. and shall not mean the beneficial owners of the Series 2021A Bonds.

The interest of each of the beneficial owners of the Series 2021A Bonds will be recorded through the records of a DTC participant. Transfers of beneficial ownership interests in the Series 2021A Bonds which are registered in the name of Cede & Co. will be accomplished by book entries made by DTC and, in turn, by the DTC participants and indirect participants who act on behalf of the beneficial owners of Series 2021A Bonds.

DTC may determine to discontinue providing its service with respect to the Series 2021A Bonds at any time by giving notice to the City and the Trustee and discharging its responsibilities with respect thereto under applicable law. If there is no successor Securities Depository appointed by the City, the City shall deliver Series 2021A Bonds in definitive form to the beneficial owners thereof. The City may determine not to continue participation in the system of book-entry transfers through DTC (or a successor Securities Depository) at any time by giving reasonable notice to DTC (or a successor Securities Depository). In such event, the City will deliver Series 2021A Bonds in definitive form to the beneficial owners thereof pursuant to the Order and this Series

Resolution. Prior to any transfer of the Series 2021A Bonds outside the Book-Entry Only system (including, but not limited to, the initial transfer outside the Book-Entry Only system) the transferor shall provide or cause to be provided to the Trustee all information necessary to allow the Trustee to comply with any applicable tax reporting obligations, including without limitation any cost basis reporting obligations under Internal Revenue Code Section 6045, as amended. The Trustee shall conclusively rely on the information provided to it and shall have no responsibility to verify or ensure the accuracy of such information.

The City and the Bond Registrar shall recognize DTC or its nominee, Cede & Co., while the registered owner, as the Owner of the Series 2021A Bonds for all purposes, including notices and voting. Conveyance of notices and other communications by DTC to DTC participants and by DTC participants and indirect participants to beneficial owners of the Series 2021A Bonds will be governed by arrangements among DTC, DTC participants and indirect participants, subject to any statutory and regulatory requirements as may be in effect from time to time.

The City may enter into amendments to any agreement between the City and DTC or any successor Securities Depository relating to the book-entry system to be maintained with respect to the Series 2021A Bonds without the consent of the Owners or beneficial owners of the Series 2021A Bonds.

Delegation and Standards. The City Council hereby delegates to each of the City Manager, the Director of Financial Services of the City, the General Manager/Chief Executive Officer of the Commission and the Chief Financial Officer of the Commission or her or his designee (each a "Delegate"), subject to the limitations contained herein, the power to determine and carry out the following with respect to the Series 2021A Bonds:

(A) Principal Amount. To determine the aggregate principal amount of the Series 2021A Bonds, such principal amount not to exceed \$38,500,000;

(B) Interest Rates. To determine the interest rate or rates on the Series 2021A Bonds, no such rate to exceed five and one-half percent (5.50%) per annum;

(C) Maturities. To determine the maturities and maturity amounts of the Series 2021A Bonds, no such maturity to extend beyond December 31, 2041;

(D) Interest and Principal Payment Dates. To determine the semi-annual interest payment dates and the first interest payment date as well as the principal payment dates for the Series 2021A Bonds;

(E) Serial and Term Bonds. To determine which Series 2021A Bonds are Serial and Term Bonds, and the Sinking Fund Requirements for any such Term Bonds;

(F) Redemption Provisions. To determine the optional redemption provisions permitted by Section 5 of this Series Resolution, including the first optional redemption date and the Redemption Prices;

(G) Dated Date. To determine the dated date of the Series 2021A Bonds;

(H) Date of Sale. To determine the date of sale of the Series 2021A Bonds (such date of sale not to be later than December 31, 2021);

(I) Negotiated Sale. To approve the sale of the Series 2021A Bonds via a negotiated sale in accordance with the provisions of Section 12 of this Series Resolution, provided that the effective interest cost of the Series 2021A Bonds shall not exceed five percent (5.0%) per annum;

(J) Parity Indebtedness Reserve Fund. To determine whether to make a deposit to the credit of the Parity Indebtedness Reserve Fund or to a separate account in the Parity Indebtedness Reserve Fund to specifically secure the Series 2021A Bonds; and

(K) Other Provisions. To determine any other provisions deemed advisable and not in conflict with the provisions of this Series Resolution.

The authorization to determine the foregoing matters is fully vested in each of the Delegates individually and does not have to be exercised by joint action. Each Delegate shall consult with the other Delegates as needed to carry out the duties so delegated.

Series Certificate. A Delegate shall execute a certificate or certificates (collectively, the “Series Certificate”) evidencing determinations or other actions taken pursuant to the authority granted in Sections 3, 5 and 6 of this Series Resolution, and the Series Certificate shall be conclusive evidence of the action taken and the approval of the City Council.

Optional Redemption of the Series 2021A Bonds. The Series 2021A Bonds shall be subject to redemption prior to maturity, at the option of the City and the Commission, in whole or in part on any date, from any moneys that may be made available for such purpose, on any date within the redemption periods and at the Redemption Prices, plus accrued interest thereon to the date fixed for redemption, as determined by a Delegate pursuant to Section 3(F) of this Series Resolution; provided, however, that the Series 2021A Bonds may be made non-callable.

Sinking Fund Redemption Provisions for the Series 2021A Bonds. If any of the Series 2021A Bonds shall be designated in the Series Certificate to be Term Bonds, such Term Bonds shall be subject to mandatory redemption in part on each date specified in the Series Certificate, in amounts equal to the respective Sinking Fund Requirements therefor set out in the Series Certificate, upon notice as provided in Article III of the Order except as hereinafter provided, at a Redemption Price equal to 100% of the principal amount of the Term Bonds to be redeemed, plus accrued interest thereon to the date fixed for redemption. The final Sinking Fund Requirement shall be due on the respective stated maturities of the Series 2021A Bonds that are Term Bonds.

Redemption Notice. Notice of any redemption of the Series 2021A Bonds shall be given as provided in Article III of the Order.

Any notice of optional redemption of the Series 2021A Bonds may state that it is conditioned upon there being available an amount of money sufficient to pay the redemption price plus interest accrued and unpaid to the redemption date, and any conditional notice so given may be rescinded at any time before the payment of the redemption price if any such condition so specified is not satisfied. If a redemption does not occur after a conditional notice is given due to an insufficient amount of funds on deposit under the terms of the Bond Order, the corresponding notice of redemption will be deemed to be revoked.

Form of the Series 2021A Bonds. The Series 2021A Bonds and the Certificate of the Local Government Commission and the Certificate of Authentication to be endorsed on the Series 2021A Bonds shall be substantially in the following forms, with such variations, omissions and insertions as are required or permitted by the Order or this Series Resolution:

No. 2021 R -1 \$ _____

United States of America
State of North Carolina

CITY OF GREENVILLE

Greenville Utilities Commission Combined Enterprise System
Revenue and Revenue Refunding Bonds, Series 2021A

<u>Maturity Date</u>	<u>Dated Date</u>	<u>Interest Rate</u>	<u>CUSIP</u>
_____, 20__	_____, 2021	_____%	

Principal Amount: _____ DOLLARS (\$ _____)

Registered Owner: CEDE & CO.

The City of Greenville (the "City"), a municipal corporation in Pitt County, North Carolina, exercising public and essential governmental functions, is justly indebted and for value received hereby promises to pay, solely from the special fund provided therefor as hereinafter set forth, to the Registered Owner shown above or registered assigns or legal representative, on the maturity date specified above (or earlier as stated hereinafter), upon the presentation and surrender hereof at the designated corporate trust office of The Bank of New York Mellon Trust Company, N.A., in Jacksonville, Florida, or any successor bond registrar (the "Bond Registrar"), the Principal Amount shown above in any coin or currency of the United States of America which on the date of payment thereof is legal tender for the payment of public and private debts, and to pay, solely from said special fund, in whose name this Series 2021A Bond (or one or more Predecessor Bonds, as defined in the Order hereinafter mentioned), is registered at the close of business on the regular record date for such interest, which shall be the 15th day of the calendar month next preceding an interest payment date (the "Regular Record Date"), interest on said principal sum from the date of this Series 2021A Bond or from the _____ 1 or _____ 1 next preceding the date of authentication to which interest shall have been paid, unless such date of authentication is a _____ 1 or _____ 1 to which interest shall have been paid, in which case from such date, on _____ 1 and _____ 1 in each year, commencing _____, in like coin or currency, at the rate per annum specified above until payment of said principal sum. Any such interest not so punctually paid or duly provided for shall forthwith cease to be payable to the person who was the registered owner on such Regular Record Date and may be paid to the person in whose name this Series 2021A Bond (or one or more Predecessor Bonds) is registered at the close of business on a Special Record Date (as defined in the Order) for the payment of such defaulted interest to be fixed by the Trustee hereinafter mentioned, notice whereof being given to registered owners not less than ten (10) days prior to such Special Record Date, or may be paid in any other lawful manner not inconsistent with the requirements of applicable law or any securities exchange on which the Series 2021A Bonds may be listed and upon such notice as may be required by such law or exchange, all as more fully provided in the Order.

This Series 2021A Bond is one of a duly authorized series of revenue bonds of the City, designated "Greenville Utilities Commission Combined Enterprise System Revenue and Revenue Refunding Bonds, Series 2021A", consisting of Serial Bonds maturing on _____ 1 in the years 20__ through 20__ [and Term Bonds maturing on _____ 1, 20__ and _____ 1, 20__]. The Series 2021A Bonds are being issued to provide funds, together with any other available funds, to (i) refund certain indebtedness previously issued by the City under the Order to finance improvements to the Combined Enterprise System (as such terms are hereinafter defined), (ii) finance certain of the costs of acquiring water and sewer facilities that will be added to the Combined Enterprise System and (iii) pay certain costs and expenses incurred in connection with the issuance of the Series 2021A Bonds. Pursuant to the Enabling Act (as hereinafter defined), the Greenville Utilities Commission (the "Commission") is responsible for the management, operation, maintenance, improvement and extension of the Combined Enterprise System.

The Series 2021A Bonds are being issued by means of a book-entry system with no physical distribution of bond certificates to be made except as provided in the Series Resolution, as hereinafter defined. One Series 2021A Bond certificate with respect to each date on which the Series 2021A Bonds are stated to mature, registered in the name of the Securities Depository Nominee (as defined in the Series Resolution) is being issued and required to be deposited with the Bond Registrar (as defined in the Series Resolution) and immobilized in its custody. The book-entry system will evidence positions held in the Series 2021A Bonds by the Securities Depository's participants, beneficial ownership of the Series 2021A Bonds in the principal amount of \$5,000 or any multiple thereof being evidenced in the records of such participants. Transfers of ownership will be effected on the records of the Securities Depository and its participants pursuant to rules and procedures established by the Securities Depository and its participants. The City, the Bond Registrar and the Trustee will recognize the Securities Depository Nominee, while the registered owner of this Series 2021A Bond, as the owner of this Series 2021A Bond for all purposes, including (i) payments of principal of, and redemption premium, if any, and interest on, this Series 2021A Bond, (ii) notices and (iii) voting. Transfer of principal, interest and any redemption premium payments to participants of the Securities Depository will be the responsibility of the Securities Depository, and transfer of principal, interest and any redemption premium payments to beneficial owners of the Series 2021A Bonds by participants of the Securities Depository will be the responsibility of such participants and other nominees of such beneficial owners. The City, the Bond Registrar and the Trustee will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained

by the Securities Depository, the Securities Depository Nominee, the Securities Depository's participants or persons acting through such participants. While the Securities Depository Nominee is the registered owner of this Series 2021A Bond, notwithstanding the provisions hereinabove contained, payments of principal of, redemption premium, if any, and interest on this Series 2021A Bond shall be made in accordance with existing arrangements between the Bond Registrar or its successors under the Order and the Series Resolution and the Securities Depository.

All of the Series 2021A Bonds are issued under and pursuant to the Constitution and laws of the State of North Carolina, including Chapter 861 of the 1992 Session Laws of North Carolina and The State and Local Government Revenue Bond Act, as amended (collectively, the "Enabling Act"), a Bond Order duly adopted on August 11, 1994 and amended and restated as of April 13, 2000 (the "Order") by the City Council of the City (the "City Council"), and a series resolution duly adopted on April 5, 2021 (the "Series Resolution") by the City Council. The Order designates the assets comprising the electric system, natural gas system, sanitary sewer system and water system of the City as the "Combined Enterprise System"). The City has heretofore issued under the Order other bonds on a parity with this Series 2021A Bond, and provides for the issuance from time to time under the conditions, limitations and restrictions therein set forth of additional Bonds (as hereinafter defined) to provide funds for paying all or any part of the cost of acquiring and constructing other Additional Improvements (as defined in the Order) and to refund any Bonds issued under the Order and Indebtedness (as defined in the Order) other than Bonds (such additional Bonds, these Series 2021A Bonds and the parity bonds heretofore issued being herein collectively called the "Bonds"). The Order provides that such Bonds are secured by a pledge, charge and lien upon and payable from certain receipts and rights to receive receipts of the Combined Enterprise System (the "Receipts") after paying or making provision for the payment of Current Expenses (as defined in the Order) (the "Net Receipts").

Unless otherwise provided, Bonds issued under the Order are secured by the Net Receipts on a parity (such obligations and the Bonds being herein collectively called "Parity Indebtedness"). The Order provides that the City may issue other obligations that are secured by a pledge, charge and lien upon and payable from the Net Receipts subordinate and junior in right of payment to Parity Indebtedness ("Subordinate Indebtedness") or which are not secured by a pledge, charge or lien upon the Net Receipts but are payable from the Net Receipts ("Additional Indebtedness" and, together with the Existing Indebtedness, as defined in the Order, "Other Indebtedness") under the conditions, limitations and restrictions therein set forth. The Order also provides that the City may assume other indebtedness that is secured on a parity with Parity Indebtedness or Subordinate Indebtedness or that is payable from Net Receipts.

Reference is hereby made to the Order for provisions, among others, with respect to the custody and application of the proceeds of Bonds, the collection and disposition of Receipts, the special fund charged with and made available for the payment of the interest and the redemption premium, if any, on and the principal of the Bonds and any other Parity Indebtedness, the nature and extent of the security for the Bonds, the Existing Indebtedness and any other Parity Indebtedness, Subordinate Indebtedness and Additional Indebtedness thereby created, the terms and conditions on which the Bonds of each series are or may be issued or the payment of debt service on other Parity Indebtedness, Subordinate Indebtedness or Additional Indebtedness may be incurred or assumed, the rights, duties and obligations of the City, the Bond Registrar and the Trustee and the rights of the registered owners of the Bonds. A certified copy of the Order is on file at the corporate trust office of The Bank of New York Mellon Trust Company, N.A. (the "Trustee"), in the City of Jacksonville, Florida. By the acceptance of this Series 2021A Bond, the registered owner hereof assents to all of the provisions of the Order.

The Order provides for the creation of a special fund designated the "Greenville Utilities Commission Parity Indebtedness Service Fund" (the "Parity Indebtedness Service Fund"), which special fund is made available for and charged with the payment of the principal of and the interest on all Bonds and any other Parity Indebtedness, and also provides for the deposit to the credit of said special fund of the Net Receipts to the extent and in the manner provided in the Order. The Order further provides for transfers to the credit of the Parity Indebtedness Service Fund from other funds created by the Order and made available thereunder to make up any deficiencies in said Fund with respect to all Bonds and any other Parity Indebtedness, all to the extent and in the manner provided in the Order.

The Order provides for the charging, revising and collecting by the Commission of rates, fees and charges for the use of and for the services and facilities furnished or to be furnished by

the Combined Enterprise System in order to produce at all times sufficient Receipts, together with certain other available funds, to pay the Current Expenses and to pay the principal of and interest on all Parity Indebtedness, Subordinate Indebtedness and Other Indebtedness as the same shall become due.

The Net Receipts are pledged by the Order to the payment of the principal of and the interest and any redemption premium on the Bonds and other Parity Indebtedness and then Subordinate Indebtedness as provided in the Order. In addition, the moneys in the Parity Indebtedness Service Fund and moneys in the Parity Indebtedness Reserve Fund or qualified reserve fund substitutes established in connection with the issuance of certain of the outstanding Bonds are pledged by the Order as further security for the payment of all Parity Indebtedness and the interest thereon as provided in the Order; provided, however, that pursuant to the Series Resolution, certain Bonds are not secured by such Parity Indebtedness Reserve Fund or qualified reserve fund substitutes. This Series 2021A Bond is not secured by the Parity Indebtedness Reserve Fund. The City is not obligated to pay the Bonds or Indebtedness other than Bonds except from the Net Receipts or other moneys made available therefor under the Order. Neither the faith and credit nor the taxing power of the State of North Carolina or any political subdivision thereof, including the City, is pledged to the payment of the principal of and the interest and any redemption premium on this bond.

The Series 2021A Bonds are issuable as fully registered Bonds, in such denominations as the City may by resolution determine. At the designated corporate trust office of the Bond Registrar, in the manner and subject to the limitations and conditions provided in the Order, Series 2021A Bonds may be exchanged for an equal aggregate principal amount of Series 2021A Bonds of the same maturity, of authorized denominations and bearing interest at the same rate.

The transfer of this Series 2021A Bond is registrable by the registered owner hereof in person or by his attorney or legal representative at the principal corporate trust office of the Bond Registrar but only in the manner and subject to the limitations and conditions provided in the Order and the Series Resolution and upon surrender and cancellation of this Series 2021A Bond. Upon any such registration of transfer the City shall execute and the Bond Registrar shall authenticate and deliver, in exchange for this Series 2021A Bond, a new bond or bonds, registered in the name of the transferee, of authorized denominations, in aggregate principal amount equal to the principal amount of this Series 2021A Bond, of the same series and maturity and bearing interest at the same rate. The City or the Bond Registrar may make a charge for every such exchange or registration of transfer of bonds sufficient to reimburse it for any tax or other governmental charge required to be paid with respect to such exchange or registration of transfer, but no other charge shall be made to any registered owner for the privilege of exchanging or registering the transfer of bonds. Neither the City nor the Bond Registrar shall be required to make any such exchange or registration of transfer of Bonds of a series during the fifteen (15) days immediately preceding the date of first giving of notice of any redemption of Bonds of such series or any portion thereof or of any Bonds after such Bonds or any portion thereof has been selected for redemption.

The Series 2021A Bonds maturing on or after _____ 1, 20__ are subject to redemption, at the option of the City, in whole or in part (by lot within a maturity), at any time on or after _____ 1, 20__, at a redemption price equal to _____% of the principal amount of the Series 2021A Bonds plus accrued interest thereon to the redemption date.

Not more than ninety (90) days and at least thirty (30) days before the redemption date of any Series 2021A Bonds, the Bond Registrar shall cause a notice of any such redemption, either in whole or in part, signed by the Bond Registrar, to be mailed, first-class, postage prepaid, to the North Carolina Local Government Commission and all registered owners of Series 2021A Bonds or portions of Series 2021A Bonds to be redeemed at their addresses as they appear on the registration books of the City kept by the Bond Registrar, as provided in the Order, but failure so to mail any such notice shall not affect the validity of the proceedings for such redemption as to any registered owners to whom such notice was given as so required. The City shall also cause a notice of any such redemption to be given as provided in the Order. On the date designated for redemption, notice having been given as aforesaid, the Series 2021A Bonds or portions of Series 2021A Bonds so called for redemption shall become and be due and payable at the Redemption Price provided for the redemption of such Series 2021A Bonds or portions thereof on such date, and, if the moneys for payment of the Redemption Price and the accrued interest are held by the Bond Registrar, as provided in the Order, interest on such Series 2021A Bonds or portions thereof shall cease to accrue, such Series 2021A Bonds or portions thereof shall cease to be entitled to any

benefit or security under the Order, and the registered owners thereof shall have no rights in respect of such Series 2021A Bonds or portions thereof except to receive payment of the redemption price thereof and the accrued interest so held by the Bond Registrar. If a portion of this Series 2021A Bond shall be called for redemption, a new Series 2021A Bond or Bonds in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon surrender hereof.

Any notice of optional redemption of the Series 2021A Bonds may state that it is conditioned upon there being available an amount of money sufficient to pay the redemption price plus interest accrued and unpaid to the redemption date, and any conditional notice so given may be rescinded at any time before the payment of the redemption price if any such condition so specified is not satisfied. If a redemption does not occur after a conditional notice is given due to an insufficient amount of funds under the terms of the Bond Order, the corresponding notice of redemption will be deemed to be revoked.

The moneys in the Parity Indebtedness Service Fund and the Redemption Fund (as defined in the Order) available for the purchase or redemption of Bonds shall be allocated to all series of Bonds outstanding under the Order in the manner provided in the Order.

In certain events, on the conditions, in the manner and with the effect set forth in the Order, the principal of all Bonds then outstanding under the Order may become or may be declared due and payable before their stated maturities, together with the interest accrued thereon.

Modifications or alterations of the Order may be made by the City only to the extent and in the circumstances permitted by the Order.

As declared by the Enabling Act, this Series 2021A Bond, subject only to the provisions for registration and registration of transfer stated herein and contained in the Order, is an investment security within the meaning of and for all the purposes of Article 8 of the Uniform Commercial Code of the State of North Carolina.

This Series 2021A Bond is issued with the intent that the laws of the State of North Carolina shall govern its construction.

All acts, conditions and things required by the Constitution and laws of the State of North Carolina, the Order and the Series Resolution to happen, exist and be performed precedent to and in the issuance of this Series 2021A Bond have happened, exist and have been performed as so required.

This Series 2021A Bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Order until this Series 2021A Bond shall have been authenticated by the execution by the Bond Registrar of the certificate of authentication endorsed hereon.

IN WITNESS WHEREOF, the City of Greenville, North Carolina has caused this Series 2021A Bond to be signed by the Mayor and the City Clerk of the City and the corporate seal of the City to be impressed hereon, all as of the Dated Date set forth above.

CITY OF GREENVILLE, NORTH CAROLINA

[SEAL]

By /s/ [manual signature]
Mayor

 /s/ [manual signature]
City Clerk

CERTIFICATE OF LOCAL GOVERNMENT COMMISSION

The issuance of the within Bonds has been approved under the provisions of The State and Local Government Revenue Bond Act of North Carolina.

/s/ [manual signature]
Secretary, Local Government
Commission of North Carolina

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds of the series designated therein and issued under the provisions of the within-mentioned Order.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.

as Bond Registrar

By _____

Date of authentication: _____

ASSIGNMENT

FOR VALUE RECEIVED the undersigned registered owner thereof hereby sells,
assigns and transfers unto _____

the within Bond and all rights thereunder and hereby irrevocably constitutes and appoints
_____ attorney to register the transfer of said Bond on the books kept for
registration thereof, with full power of substitution in the premises

Dated: _____

NOTICE: The assignor's signature to this
assignment must correspond with the name as it
appears upon the face of the within Bond in every
particular, without alteration or enlargement or
any change whatever.

Signature Guaranteed:

NOTICE: Signature must be guaranteed by
an institution which is a participant in the
Securities Transfer Agent Medallion Program
(STAMP) or similar program.

Application of Proceeds of the Series 2021A Bonds. Simultaneously with the delivery of
the Series 2021A Bonds, the Trustee shall apply the proceeds of the Series 2021A Bonds or cause
said proceeds to be applied, including any amount received as accrued interest, as follows:

the amount required to redeem the Refunded Indebtedness shall be paid to the holder
of the Refunded Indebtedness;

the amount required to retire the indebtedness of the Town of Bethel that is being
retired from proceeds of the Series 2021A Bonds in connection with the acquisition of the
2021 Additional Improvements shall be paid to the holder of the Bethel indebtedness; and

the remaining net proceeds of the Series 2021A Bonds shall be deposited to the
Operating Checking Account to be used to pay costs of issuance of the Series 2021A Bonds.

Application of Certain Revenues. Subject to the provisions of Section 507 of the Order, the Commission shall, on or before the twenty-fifth (25th) day of the month preceding the months determined pursuant to Section 3(D) of this Series Resolution, withdraw from the Operating Checking Account moneys held for the credit of the Appropriate Operating Funds in such amounts as shall be necessary for the purpose of making the following transfers:

To the Trustee for deposit to the credit of the Interest Account created by the Order, such amount thereof (or the entire sum so withdrawn if less than the required amount) as is sufficient to make full and timely payment of the interest to become due and payable on the Series 2021A Bonds on the next ensuing semi-annual interest payment date, after taking into account any amounts then held for the credit of the Interest Account created by the Order (including amounts transferred from the Construction Fund) for the payment of such interest.

To the Trustee for deposit to the credit of the Principal Account created by the Order, such amount, if any, of the balance remaining after making the transfer under clause (i) above (or the entire balance if less than the required amount) as is sufficient to make full and timely payment of the principal of any Series 2021A Serial Bonds to become due and payable on the next ensuing principal payment date, after taking into account any amounts then held for the credit of the Principal Account created by the Order for the payment of such principal.

If any of the Series 2021A Bonds shall be designated Term Bonds in the Series Certificate, to the Trustee for deposit to the credit of the Sinking Fund Account created by the Order, such amount, if any, of the balance remaining after making the transfers under clauses (i) and (ii) above (or the entire balance if less than the required amount) as is equal to the Sinking Fund Requirement for the Term Bonds to be retired on the next ensuing sinking fund payment date, after taking into account any amounts held for the credit of the Sinking Fund Account created by the Order for satisfaction of such Sinking Fund Requirement.

Official Statement. The City, at the request of the Commission, has selected J.P. Morgan Securities LLC to be the underwriter of the Series 2021A Bonds (the "Underwriter"), and approves the engagement by the Underwriter of McGuireWoods LLP as its counsel for the transaction.

The draft of the Preliminary Official Statement relating to the Series 2021A Bonds (the "Preliminary Official Statement") is hereby approved. The City hereby authorizes the use and distribution of the Preliminary Official Statement by the Underwriter in substantially the form presented, together with such changes, modifications and deletions as the Mayor of the City or any Delegate, with the advice of counsel, may deem necessary and appropriate. The City authorizes and consents to the preparation and distribution of a final Official Statement relating to the Series 2021A Bonds (the "Official Statement"), in substantially the form of the Preliminary Official Statement, together with such changes as are necessary to reflect the final terms of the Series 2021A Bonds. The City Manager of the City (or if the City Manager is not available, the Director of Financial Services of the City) and the General Manager or the Chief Financial Officer of the Commission are each hereby authorized and directed to execute and deliver the Official Statement on behalf of the City and the Commission, in substantially the form of the Preliminary Official Statement, together with such changes, specifications, and deletions as any Delegate, with the advice of counsel, may deem necessary and appropriate; such execution and delivery shall be conclusive evidence of the approval and authorization in all respects of the form and content thereof.

LGC Requested to Award the Series 2021A Bonds. The City Council hereby requests the Local Government Commission of North Carolina (the "LGC") to award the Series 2021A Bonds at negotiated sale without advertisement to the Underwriter in the amount and at the interest rates fixed pursuant to this Series Resolution, subject to the approval thereof by any Delegate. If the LGC awards the Series 2021A Bonds as hereinabove requested, the provisions of the Bond Purchase Agreement between the Underwriter and the LGC relating to the purchase of the Series 2021A Bonds (the "Bond Purchase Agreement") and presented to the City Council for its consideration are hereby approved in all respects, and each of the City Manager of the City and the Director of Financial Services are hereby authorized to signify such approval by the execution of the Bond Purchase Agreement in substantially the form presented, such execution to be conclusive evidence of the approval thereof by the City. In addition, the Commission shall signify its approval of the Bond Purchase Agreement by the execution of the Bond Purchase Agreement by the General Manager or the Chief Financial Officer of the Commission.

Continuing Disclosure. The City and the Commission hereby undertake, for the benefit of the beneficial owners of the Series 2021A Bonds, to provide to the Municipal Securities Rulemaking Board (the “MSRB”):

(A) by not later than seven months from the end of each Fiscal Year, commencing with the Fiscal Year ending June 30, 2021, audited financial statements of the Commission for such Fiscal Year, if available, prepared in accordance with Section 159-39 of the General Statutes of North Carolina, as it may be amended from time to time, or, if such audited financial statements of the Commission are not available by seven months from the end of such Fiscal Year, unaudited financial statements of the Commission for such Fiscal Year to be replaced subsequently by audited financial statements of the Commission to be delivered within 15 days after such audited financial statements become available for distribution;

(B) by not later than seven months from the end of each Fiscal Year, commencing with the Fiscal Year ending June 30, 2021, 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 following headings to the Official Statement relating to the Series 2021A Bonds (1) “The Combined Enterprise System - The Electric System (capacity and consumption figures) - Electric Service Rates, Number of Connections and - Major Users”; (2) “The Combined Enterprise System - The Water System (capacity and consumption figures) -- Water Service Rates, - Water Service Tap Fees, - Number of Connections and - Major Users;” (3) “The Combined Enterprise System - The Sanitary Sewer System (capacity figures);” Sewer Service Rates, - Sewer Service Tap Fees, - Number of Connections and - Major Users”; (4) “The Combined Enterprise System - The Natural Gas System (capacity and consumption figures) - Natural Gas Rates, - Number of Connections, Gas Consumption and - Major Users”; and (5) “The Combined Enterprise System - Billing and Collection Procedures” to the extent such items are not included in the audited financial statements referred to in (A) above;

(C) in a timely manner, not in excess of ten business days after the occurrence of the event, notice of any of the following events with respect to the Series 2021A Bonds:

principal and interest payment delinquencies;

non-payment related defaults; if material

unscheduled draws on debt service reserves reflecting financial difficulties;

unscheduled draws on credit enhancements reflecting financial difficulties;

substitution of credit or liquidity providers, or their failure to perform;

adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 570-TEB) or other material notices or determinations with respect to or events affecting the tax-exempt status of the Series 2021A Bonds;

modification to the rights of security holders; if material

bond calls, other than calls for mandatory sinking fund redemption, if material, and tender offers;

defeasances;

release, substitution or sale of property securing repayment of the Series 2021A Bonds, if material;

rating changes;

bankruptcy, insolvency, receivership or similar event of the City or the Commission;

the consummation of a merger, consolidation, or acquisition involving the City or the Commission or the sale of all or substantially all of the assets of the City or the Commission, 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 any such actions, other than pursuant to its terms, if material;

appointment of a successor or additional paying agent or the change of name of a paying agent, if material;

incurrence of a financial obligation (as defined below) of the City or the Commission, if material, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a financial obligation of the City or the Commission, any of which affect beneficial owners of the Series 2021A Bonds, if material; and

default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the City or the Commission, any of which reflect financial difficulties;

(D) in a timely manner, notice of a failure of the City or the Commission to provide required annual financial information described in (A) or (B) above on or before the date specified.

All information provided to the MSRB as described in this Section 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 meet the continuing disclosure filing requirement described above by complying with any other procedure that may be authorized or required by the United States Securities and Exchange Commission.

For the purposes of this Section, “financial obligation” means (a) a debt obligation, (b) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation, or (c) a guarantee of either clause (a) or (b). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with Rule 15c2-12 issued under the Securities Exchange Act of 1934.

If the City or the Commission fails to comply with the undertaking described above, the Trustee (upon being indemnified to its satisfaction, to the extent allowable by law) or any beneficial owner of the Series 2021A Bonds then Outstanding may take action to protect and enforce the rights of beneficial owners with respect to such undertaking, including an action for specific performance; provided, however, that failure to comply with such undertaking shall not be an event of default under the Order and shall not result in any acceleration of payment of the Series 2021A Bonds.

The City and the Commission reserve the right to modify from time to time the information to be provided to the extent necessary or appropriate in the judgment of the City and the Commission, provided that:

1. 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 or the Commission; and

the information to be provided, as modified, would have complied with the requirements of Rule 15c2-12 issued under the Securities Exchange Act of 1934 (“Rule 15c2-12”) as of the date of the Official Statement, after taking into account any amendments or interpretations of Rule 15c2-12, as well as any changes in circumstances; and

any such modification does not materially impair the interests of the beneficial owners, as determined either by parties unaffiliated with the City or the Commission (such as Bond Counsel), or by approving vote of the registered owners of not less than a majority

in principal amount of the Series 2021A Bonds then Outstanding pursuant to the terms of the Bond Order, as it may be amended from time to time.

The City and the Commission agree that any such modification shall not take effect except upon thirty (30) days' prior written notice to the Underwriter, unless waived in writing by such Underwriter.

The City and the Commission also agree that the annual financial information containing the amended operating data or financial information will explain, in narrative form, the reasons for the amendments and the impact of the change in the type of operating data or financial information being provided.

The provisions of this Section 13 shall terminate upon payment, or provision having been made for payment in a manner consistent with Rule 15c2-12, in full of the principal of and interest on all of the Series 2021A Bonds.

Authorization to City and Commission Officials. The officers, agents and employees of the City and the Commission and the officers and agents of the Trustee and the Bond Registrar are hereby authorized and directed to do all acts and things required of them by the provisions of the Series 2021A Bonds, the Order, the Bond Purchase Agreement, this Series Resolution and any other documents relating to the issuance of the Series 2021A Bonds for the full, punctual and complete performance of the terms, covenants, provisions and agreements therein.

Ratification. Any and all actions heretofore taken by the City and the officers, agents and employees of the City in connection with the transactions authorized and approved hereby are hereby ratified and confirmed.

Conflicts. Any and all resolutions of the City or portions thereof in conflict with the provisions of this Resolution are hereby repealed to the extent of such conflict.

No Broker Confirmations. Although the City and the Commission each recognizes that it may obtain a broker confirmation or written statement containing comparable information at no additional cost, the City and the Commission agree that broker confirmations of investments are not required to be issued by the Trustee for each month in which a monthly statement is rendered by the Trustee.

Electronic Communications to the Trustee. The Trustee shall have the right to accept and act upon directions or instructions delivered using Electronic Means (defined below); provided, however, that the City or the Commission, as the case may be, shall provide to the Trustee an incumbency certificate listing Authorized Officers with the authority to provide such directions or instructions (each an "Authorized Officer") and containing specimen signatures of such Authorized Officers, which incumbency certificate shall be amended whenever a person is to be added or deleted from the listing. If the City or the Commission elects to give the Trustee directions or instructions using Electronic Means and the Trustee in its discretion elects to act upon such directions or instructions, the Trustees' understanding of such directions or instructions shall be deemed controlling. The City and the Commission each understands and agrees that the Trustee cannot determine the identity of the actual sender of such directions or instructions and that the Trustee shall conclusively presume that directions or instructions that purport to have been sent by an Authorized Officer listed on the incumbency certificate provided to the Trustee have been sent by such Authorized Officer. The City and the Commission, as the case may be, shall each be responsible for ensuring that only Authorized Officers transmit such directions or instructions to the Trustee and that all Authorized Officers treat applicable user and authorization codes, passwords and/or authentication keys as confidential and with extreme care. The Trustee shall not be liable for any losses, costs or expenses arising directly or indirectly from the Trustee's reliance upon and compliance with such directions or instructions notwithstanding such directions or instructions conflict or are inconsistent with a subsequent written direction or written instruction. Each of the City and the Commission agree: (i) to assume all risks arising out of the use of Electronic Means to submit directions or instructions to the Trustee, including without limitation the risk of the Trustee acting on unauthorized directions or instructions, and the risk of interception and misuse by third parties; (ii) that it is fully informed of the protections and risks associated with the various methods of transmitting directions or instructions to the Trustee and that there may be more secure methods of transmitting directions or instructions; (iii) that the security procedures (if any) to be followed in connection with its transmission of directions or

instructions provide to it a commercially reasonable degree of protection in light of its particular needs and circumstances and (iv) to notify the Trustee immediately upon learning of any compromise or unauthorized use of the security procedures. "Electronic Means" shall mean the following communications methods: e-mail, facsimile transmission, secure electronic transmission containing applicable authorization codes, passwords and/or authentication keys, or another method or system specified by the Trustee as available for use in connection with its services hereunder.

Section 19. Redemption of Refunded Indebtedness. Subject to the next succeeding sentence, the City Council hereby determines to redeem the Refunded Indebtedness on the first date that the refunding thereof shall be practicable following the issuance of the Series 2021A Bonds. If, on or prior to the sale date of the Series 2021A Bonds, the Delegate shall determine that it is in the best economic interests of the City not to refund all or any portion of such Refunded Indebtedness, the Delegate is hereby authorized to determine for the City not to proceed with refunding all or such portion of the Series 2021A Bonds.

The Trustee is hereby directed to provide notices of such redemptions at the times and in the manner required by the Refunded Indebtedness as directed by the Delegate.

Section 20. Effective Date. This Series Resolution shall take effect immediately upon its adoption.

Passed and adopted this the 5th day of April, 2021.

After consideration of the foregoing resolution, Council member _____ moved for the passage thereof, which motion was duly seconded by Council member _____, and the foregoing resolution was passed by the following vote:

Ayes: _____

Noes: _____

* * * * *

I, Valerie P. Shiuwegar, City Clerk of the City of Greenville, North Carolina, DO HEREBY CERTIFY that the foregoing is a true copy of so much of the proceedings of the City Council of said City at a regular meeting held on April 5, 2021, as it relates in any way to the passage of the foregoing resolution and that said proceedings are recorded in the minutes of said Council. The meeting was held by use of simultaneous communication pursuant to Section 166A-19.24 of the North Carolina General Statutes, as amended, with multiple ways for members of the public to observe the actions taken, and all of the requirements for a remote meeting, including the requirement for notice thereof, specified in said Section 166A-19.24 were met.

I DO HEREBY FURTHER CERTIFY that proper notice of such regular meeting was given as required by North Carolina law.

WITNESS my hand and the official seal of said City, this ____ day of April, 2021.

/s/ City Clerk
City of Greenville, North Carolina

[SEAL]

EXHIBIT A

PROPOSED REFUNDED INDEBTEDNESS

\$3,795,000.00 1.84% Refunding Revenue Bonds Series 2013 issued in 2013, due in annual installments of \$540,000 2021-2027.

\$6,880,814.50 2.48% Clean Water State Revolving Fund note issued in 2008, due in annual installments of \$688,081.45 2021- 2030.

\$134,746.00 2.50% Public Drinking Water State Revolving Fund note issued in 2010, due in annual installments of \$13,475.60 2021- 2030.

\$299,276.25 2.50% Public Drinking Water State Revolving Fund note issued in 2010, due in annual installments of \$23,021.25 2021- 2033.

\$33,525.00 2.205% Public Drinking Water State Revolving Fund note issued in 2010, due in annual installments of \$3,352.50 2021-2030.

\$1,908,931.50 2.205% Public Drinking Water State Revolving Fund note issued in 2010, due in annual installments of \$190,893.15 2021-2030.

\$5,319,600.00 2.455% Clean Water State Revolving Fund note issued in 2010, due in annual installments of \$443,300.00 2021-2032.

\$839,473 2.010% Public Drinking Water State Revolving Fund note issued in 2012, due in annual installments of \$64,574.80 2021-2033.

\$8,872,284.20 2.455% Clean Water State Revolving Fund note issued in 2013, due in annual installments of \$682,483.40 2021-2033.

\$5,091,963.25 2.00% Clean Water State Revolving Fund note issued in 2017, due in annual installments of \$299,527.25 2021-2037.

RECOMMENDED ADOPTION OF GUC STANDARDS FOR UTILITY POLE ATTACHMENTS (Agenda Item 5)

Mr. John Worrell, Director of Electric Systems, stated that Greenville Utilities provides communications space on its electric utility poles for third parties to attach copper, coaxial, and fiber optic cabling for their respective communications networks. These third party attachers include Centurylink, Suddenlink, Spectrum, Mobilitie, Fiber Tech, The City of Greenville, NCDOT and most recently MetroNet.

Historically GUC has permitted and governed attachment to its poles under a "Pole Attachment Agreement" with these providers. Agreements for three of the eight carriers listed have been approved in the past five years. CenturyLink's Pole Attachment Agreement is dated 1932 when they were known as Carolina Telephone & Telegraph Company, and Suddenlink's agreement is dated 1977 when they were known as Greenville Cable TV.

Many regulations and rules found in the National Electric Safety Code, Federal Communications Commission, North Carolina Utilities Commission, and North Carolina State Statutes have changed since some of these agreements were executed. Under the current agreements, GUC has limited recourse to require these third parties to conform to the current codes and requirements. These individual attachment agreements also do not address construction and maintenance issues that arise between multiple carriers located within the same communications space on GUC poles. The proposed standard addresses these issues and defines the process for GUC to enforce regulatory compliance on third parties utilizing its infrastructure and assets.

Staff is recommending that the GUC Board of Commissioners adopt the proposed Pole Attachment Standards.

A motion was made by Ms. Wall, seconded by Mr. Griffin, to adopt the Greenville Utilities Commission Pole Attachment Standards, effective April 1, 2021. The motion carried unanimously.

UPDATE OF THE STATUS OF THE BUDGET DEVELOPMENT (Agenda Item 6)

Chair Overton stated that on March 5, 2021, staff presented the end-of-year financial projections for FY 2020-21 and the proposed budget for FY 2021-22 to the Finance/Audit Committee.

He announced that Mr. Cannon will provide a condensed version of the presentation. Finance/Audit Committee Chair Stoughton added that the budget presented was in good order and the Committee agreed for staff to continue as planned.

Mr. Cannon's presentation focused on end-of-year performance for FY 2020-21 and the key elements of the proposed FY 2021-22 budget. These areas include current status, recommended rate adjustments, capital investment, five-year capital plans, rate models, and the long-term financial forecast.

Key rate adjustment recommendations from the Finance/Audit Committee for the FY 2021-22 proposed budget are listed below:

- **Electric:** 0.0% rate increase
- **Water:** 6.6% rate increase
- **Sewer:** 0.0% rate increase
- **Gas:** 0.0% rate increase

Other key provisions in the FY 2021-22 proposed budget include:

- Expenditures budgeted for FY 2021-22 have decreased by 1.6%, or \$4.2M, when compared to the FY 2020-21 budget. Key points are:
 - \$2.3M increase in operations
 - \$2.3M increase in purchased power
 - \$1.3M decrease in capital outlay
 - \$1.4M decrease in purchased gas
 - \$1.1M decrease in debt service
 - \$5.3M decrease in transfers to capital projects
 - \$650K increase in transfers to rate stabilization
- Funding for the employee merit program at 1.5% and market adjustment at 2.0%
- Continuation of a self-insured health insurance plan which includes a high deductible Health Savings Account option
- Continuation of self-insured dental insurance plan
- Funding to hire replacements prior to the retirement of key personnel to facilitate succession planning, leverage the knowledge and experience of long-term employees for training on critical issues and ensure smooth transitions
- One new permanent position for succession planning purposes and one new part-time intern position
- Continuation of investment in the Greenville ENC Alliance to promote economic development in our region
- Transfer to Other Post-Employment Benefits (OPEB) of \$500K
- Funding for the increase in the Local Government Employees Retirement System (LERS) required employer contribution from 10.15% to 11.35% - \$418K
- Transfer of \$150K to City's housing energy conservation program
- Investment of \$12.7M for capital outlay to maintain system reliability and comply with regulatory requirements
- Annual turnover or transfer of \$6.6M to the City of Greenville in accordance with the Charter issued by the North Carolina General Assembly

Additional components of the budget include:

- Proposed addition and revision to GUC Utility Regulations Part D - Customer Service Policy – 7.0 Meter Tampering to align with the current version of the N.C.G.S. 14-151 (v.2018) from N.C.G.S. 14.151.1 (v1994)
- Electric Rate Stabilization Reserves via Rate Stabilization Fund(s)
- Electric Rate Design Modifications (area and street lighting)
- LED Streetlight Conversion: Currently in year 3 of 4-year conversion plan
- Water Rate Design Modifications
- Sewer Utility Extension Cost-Sharing Policy Review/Update
- Gas Rate Stabilization Reserves via Rate Stabilization Fund(s)
- Gas Rate Design Modifications

Long-term Financial Forecast

Mr. Cannon reviewed the long-term financial forecast that included the five-year plan through FY 2025-26.

Mr. Cannon noted that looking ahead the Board will adopt the proposed FY 2021-22 budget at GUC’s regular Board meeting on April 15, 2021. On May 13, 2021, the FY 2021-22 balanced budget will be presented to the City Council. Adoption of the final budget will be at GUC’s regular Board meeting on June 10, 2021, and at the City Council meeting on June 10, 2021.

It was the consensus of the Board to move forward with appropriate actions related to the current end-of-year fiscal forecast and the proposed preliminary FY 2021-22 budget as presented.

GENERAL MANAGER’S/CEO REPORT (Agenda Item 7)

1. Informational Reading

Bids and Ranking of Proposals, Statistical Data Report, Sewer Spill Tracking Report, Load Management Report, and PGA Report were provided.

The following Bids awarded by the General Manager/CEO during the past month were reported for information:

GREENVILLE UTILITIES COMMISSION

**RECOMMENDATION FOR VENDOR NEGOTIATIONS BASED ON
PROPOSAL RECEIVED**

UG ELECTRIC, FIBER, WATER, SEWER AND GAS UTILITY FACILITY LOCATING
SERVICES

JANUARY 6, 2021 @3:00 PM

RECOMMENDATION FOR NEGOTIATIONS
Southern Cross*

*Indicates recommended vendor to negotiate agreement based on their submitted proposal.

TABULATION OF BIDS RECEIVED

(1) ONE TRAV-L-VAC 300
JANUARY 26, 2021 @ 3:00 PM

VENDOR NAME	DELIVERY TIME	\$ TOTAL
Core & Main	4-5 weeks	\$20,400.43* (1)
Ferguson Waterworks	4 weeks	20,800.00
EH Wachs	4 weeks	20,955.00(1)
Ferguson Waterworks	None Given	20,970.00 (1)
EH Wachs	4-6 weeks	20,995.00
JC Enterprises	4 weeks	23,786.00

* Indicates recommended award based on the lowest responsible, responsive bid.

(1) Indicates that bids were received by department solicitation via e-mail.

(1) ONE NEW TRAILER
JANUARY 26, 2021 @ 4:00 PM

VENDOR NAME	DELIVERY TIME	\$ TOTAL
Consolidated Pipe & Supply, Inc. (Greenville, N.C.)	2-3 weeks	\$13,015.00*
Consolidated Pipe & Supply, Inc (Greensboro, N.C.)	2-3 weeks	14,879.00
Fortiline	None Given	16,600.00 (1)
Horizon Technologies, LLC	4 weeks	16,776.00
Technology International, Inc.	10 weeks	16,950.00
Consolidated Pipe & Supply, Inc. (Greensboro, N.C.) Alt. Bid	2-3 weeks	17,335.75 (1)
Phoenix Contracting, LLC	4 weeks	18,789.00
JC Enterprises	3 weeks	18,972.00
Consolidated Pipe (Columbia, S.C.)	None Given	19,000.00 (1)

* Indicates recommended award based on the lowest responsible, responsive bid.

(1) Indicates that bids were received by department solicitation via e-mail.

(1) ONE MINI EXCAVATOR
JANUARY 29, 2021 @ 4:00 PM

VENDOR NAME	DELIVERY TIME	\$ TOTAL
National Equipment Dealers, LLC DBA May RHI	15-30 Days	\$44,000.00 *
National Equipment Dealers, LLC DBA May RHI, Alt. Bid	90-120 Days	48,500.00
Boone Tractor	35-42 Days	49,158.38
Whites Equipment, LLC / Bob Cat of Wilson	45-60 Days	50,379.63
Premier Equipment of Enfield	30 Days	54,000.00
James River Equipment, LLC	30-60 Days	61,837.07

* Indicates recommended award based on the lowest responsible, responsive bid.

ITEM I (10) 5 KVA CSP TRANSFORMER, STK # 206640
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	16	\$668.00	\$999.20*	\$6,680.00
Wesco Distribution, Inc.	22	717.50	1,057.10	7,175.00

* Indicates recommended award based on lowest total ownership cost.

ITEM II (10) 10 KVA CSP TRANSFORMER, STK # 205000
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	16	\$738.00	\$1,279.80*	\$7,380.00
Wesco Distribution, Inc.	22	792.00	1,358.70	7,920.00
Border States	10	923.00	1,400.90	9,230.00

* Indicates recommended award based on lowest total ownership cost.

ITEM III (10) 25 KVA CONV. 120/240 TRANSFORMER, STK # 204900
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	16	\$712.00	\$1,824.70*	\$7,120.00
Border States	10	929.00	1,865.90	9,290.00
Wesco Distribution, Inc.	22	823.00	1,947.70	8,230.00

* Indicates recommended award based on lowest total ownership cost.

ITEM IV (20) 50 KVA CSP TRANSFORMER, STK # 205050
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	16	\$1,250.00	\$3,167.00*	\$25,000.00
Border States	10	1,452.00	3,208.20	29,040.00
Wesco Distribution Inc.	22	1,375.00	3,232.90	27,500.00

* Indicates recommended award based on lowest total ownership cost.

ITEM V (75) 25 KVA CSP TRANSFORMER, STK # 205020
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	16	\$926.00	\$2,037.80*	\$69,450.00
Wesco Distribution, Inc.	22	930.00	2,094.60	69,750.00
Border States	10	1,142.00	2,119.40	85,650.00

* Indicates recommended award based on lowest total ownership cost.

ITEM VI (75) 15 KVA CSP TRANSFORMER, STK # 205010
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	16	\$783.00	\$1,529.70*	\$58,725.00
Wesco Distribution, Inc.	22	812.00	1,594.70	60,900.00
Border States	10	984.00	1,653.90	73,800.00

* Indicates recommended award based on lowest total ownership cost.

ITEM VII (35) 25 KVA PAD TRANSFORMER, STK # 207860
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
Wesco Distribution, Inc.	20*	\$1,310.00	\$2,437.70	\$45,850.00
National Transformer Sales	32	1,326.00	2,390.10	46,410.00
Border States	22	1,779.00	2,734.20	62,265.00

* Indicates recommended award based on lead time.

ITEM VIII (55) 50 KVA PAD TRANSFORMER, STK # 205140
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
Wesco Distribution, Inc.	20*	\$1,560.00	\$3,455.10	\$85,800.00
National Transformer Sales	32	1,537.00	3,405.10	84,535.00
Border States	22	1,956.00	3,624.00	107,580.00

* Indicates recommended award based on lead time.

ITEM IX (25) 75 KVA PAD TRANSFORMER, STK # 205040
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
Wesco Distribution, Inc.	20	\$1,890.00	\$4,458.60*	\$47,250.00
National Transformer Sales	32	1,919.00	4,469.00	47,975.00
Border States	22	2,369.00	4,521.80	59,225.00

* Indicates recommended award based on lowest total ownership cost.

ITEM X (15) 100 KVA PAD TRANSFORMER, STK # 205130
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	32	\$2,351.00	\$5,433.20*	\$35,265.00
Border States	22	2,922.00	5,571.90	43,830.00
Wesco Distribution Inc.	20	2,605.00	5,662.00	39,075.00

* Indicates recommended award based on lowest total ownership cost.

XI (4) 150 KVA PAD MOUNT TRANSFORMER 120/208, STK # 205220
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	20	\$6,001.00	\$11,378.20*	\$24,004.00
WEG	30	6,992.00	12,423.80	27,968.00
Border States	20	8,424.00	13,355.70	33,696.00
Wesco Distribution, Inc.	20	8,615.00	13,899.80	34,460.00

* Indicates recommended award based on lowest total ownership cost.

ITEM XII (3) 150 KVA PAD MOUNT TRANSFORMER 277/480, STK # 208260
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	20	\$5,707.00	\$11,001.70*	\$17,121.00
WEG	30	7,254.00	12,209.10	21,762.00
Wesco Distribution Inc.	20	9,505.00	12,975.40	28,515.00
Border States	20	9,090.00	13,900.50	27,270.00

* Indicates recommended award based on lowest total ownership cost.

ITEM XIII (1) 2000 PAD MOUNT TRANSFORMER, STK # 205830
FEBRUARY 2, 2021 @ 3:00 PM

VENDORS	DELIVERY TIME (WKS)	UNIT PRICE	OWNERSHIP COST/UNIT	TOTAL
National Transformer Sales	20	\$25,938.00	\$64,777.80*	\$51,876.00 (1)
WEG	30	29,947.00	71,835.10	59,894.00
Wesco Distribution, Inc.	30	39,780.00	80,977.20	79,560.00

* Indicates recommended award based on lowest total ownership cost.

(1) Indicates that we requested bids for a qty. of one (1), however, we ordered two (2), due to our present requirements.

RANKING OF QUALIFICATIONS RECEIVED

CONSULTING SERVICES FOR GAS DISTRIBUTION AND LNG SCADA SYSTEM UPGRADE
FEBRUARY 2, 2021 @ 4:00 PM
VENDOR QUALIFICATION RANKING

SCADA Network Services*
CVM
Burns & McDonnell
SOAP Engineering
EPS Engineering & Design

*Indicates recommended negotiations based on the vendor's submitted qualifications.

TABULATION OF BIDS RECEIVED

(1) ONE TANDEM AXLE DIESEL DUMP TRUCK
FEBRUARY 3, 2021 @ 3:00 PM

VENDOR NAME	DELIVERY TIME	\$ TOTAL
White's International	250 days	\$114,090.00*
Triple T Parts and Equipment	36 weeks	118,497.00
Carolina Freightliner	52 weeks	121,767.00
Triple T Truck Center	17 weeks	129,385.00

* Indicates recommended award based on the lowest responsible, responsive bid.

**REPLACEMENT OF 115 KV TRANSMISSION STRUCTURES ALONG
CIRCUIT 15, 16, & 17
FEBRUARY 9, 2021 @ 3:00 PM**

VENDOR NAME	PROJECT SCHEDULE	\$ TOTAL
River City Construction	2/8/2021 - 7/19/2021	\$346,372.00*
Lee Electrical Construction	3/1/2021 - 5/19/2021	\$363,150.00
Carolina Power and Signalization	3/1/2021 - 7/29/2021	\$437,267.50
C.W. Wright Construction Company	3/1/2021 - 7/23/2021	\$792,305.00
Volt Power	3/1/2021 - 7/23/2021	\$1,430,698.18

* Indicates recommended award based on the lowest responsible, responsive bid.

**(1) DIRECTIONAL BORING SYSTEM
FEBRUARY 10, 2021 @ 3:00 PM**

VENDOR NAME	DELIVERY TIME	\$ TOTAL	TRADE IN ALLOWANCE
Ditch Witch of N.C.	4-6 Weeks	\$198,000.00*	\$15,000.00
Vermeer All Roads	4-6 Weeks	209,935.00	9,500.00

* Indicates recommended award based on the lowest responsible, responsive bid.

**MATERIALS FOR GCP 10104
FEBRUARY 11, 2021 @ 3:00 PM**

VENDOR NAME	\$ TOTAL
Arapahoe Pipe & Supply LP	\$230,309.20*
Consolidated Pipe & Supply	241,806.66
Ferguson	307,056.56

* Indicates recommended award based on the lowest responsible, responsive bid.

**30,600' OF 750 MCM UG PRIMARY CABLE, GUC STK# 201350 AND 6,000' OF 1000 MCM
AWG CABLE, GUC STK# 208120
February 16, 2021 @ 3:00 PM**

VENDORS	MFG.	DELIVERY WEEKS	UNIT PRICE 750 MCM UG CABLE	TOTAL
Wesco Distribution, Inc.	Okonite	8-10	\$6.224	\$190,454.40*
UAI – CME	CME	15-16	6.38737	195,453.52
Border States	Southwire	24	7.46	228,276.00
Bell Electrical Supply Co., Inc	WTEC	10	7.49	229,194.00

VENDORS	MFG.	DELIVERY WEEKS	UNIT PRICE 1000 MCM AWG CABLE	TOTAL
Wesco Distribution, Inc.	Okonite	2-3	\$8.434	\$50,604.00*
UAI – CME	CME	15-16	8.34407	50,064.42
Border States	Southwire	24	9.26	55,560.00
Bell Electrical Supply Co., Inc I	WTEC	10	9.49	56,940.00

*Indicates recommended award based on the lowest responsible, responsive bid.

Load Management Report

The Duke Energy Progress (DEP) monthly peak occurred on February 4, 2021 for the hour ending at 8:00 a.m. GUC's load management system was in full operation during this period. As a result, the estimated avoided demand costs amount to \$1,469,375.

2. Key Performance Indicators (KPIs)

The Corporate KPI report was provided.

3. Commendations

Bless Your Heart: Tuesday, February 16, 2021

Bless your heart and thank you to Greenville Utilities for quickly restoring the power outage on Frog Level Road on Saturday. Your quick response was very much appreciated.

Customer Mary Bratley submitted a compliment message on the GUC website and wrote: "Today the power went out!! This message is to thank you for your quick response to whatever the problem was and restoring power in about 1 hour. Thank you for your hard work!!" Employees included Jacob Barnes, Electric Engineer I; Jason Gaskins, Troubleshooter Crew Leader; and Lee Ausbon, Substation /Communications Supervisor.

Customer Julie Adams with Elite Pools, Spas and Hardscapes, Inc. sent an email to Customer Service and Billing Supervisor Colleen Sicley. Ms. Adams offered compliments on Tiffany Davis, Customer Contact Representative I, and stated that Tiffany is such a valuable asset to Greenville Utilities.

Other

- Mr. Keyzer provided an update on the COVID-19 vaccinations that were offered on Thursday March 4, 2021. He announced that approximately 200 GUC employees and contractors received the Johnson and Johnson vaccine facilitated by Vidant Health.
- The Housing Opportunities and Prevention of Evictions (**HOPE**) Program is a statewide initiative that may provide rent and utility assistance to eligible low- and moderate-income renters experiencing financial hardship due to the economic effects of COVID-19. GUC staff worked with the state and 1307 GUC customers were found eligible for assistance. \$389,000 in funding will assist these customers in need with past due amounts from March 2020 through October 2020.
- Mr. Chris Padgett announced the work with the Town of Bethel is continuing. A Joint meeting with the City Council is scheduled for April 19 to consider approval of Bethel's water and wastewater systems ownership transfer. Once approved, the Town of Bethel will call a special meeting for its consideration and approval.
- Mr. Cannon stated that staff of Senators Tillis and Burr have agreed to approve the requested changes on mitigation projects through FEMA.

BOARD CHAIR'S REMARKS/REPORT (Agenda Item 8)

Chair Overton shared the approved minutes from the Finance/Audit Committee meeting October 21, 2020 for information. He reminded the Commissioners of the Joint Pay and Benefits Committee Meeting scheduled for Tuesday, March 30, 2021 at 3:00 p.m., the Regular Board meeting scheduled for Thursday, April 15, 2021 at 12:00 noon, and the Joint COG/GUC Meeting, Monday, April 19, 2021 at 6:00 p.m.

CLOSED SESSIONS:

Mr. Phillip Dixon, General Counsel, stated that the Board of Commissioners should consider entering Closed Session pursuant to the following statutes.

N.C.G.S. 143-318.11(a)(1) To prevent the disclosure of information that is privileged or confidential pursuant to the law of this State or of the United States, or not considered a public record within the meaning of Chapter 132 of the General Statutes.

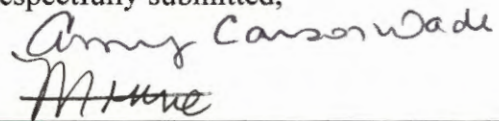
N.C.G.S. 143-318.11(a)(4) To discuss matters relating to the location or expansion of industries or other businesses in the area served by the public body, including agreement on a tentative list of economic development incentives that may be offered by the public body in negotiations.

Upon motion by Ms. Wall, seconded by Mr. Griffin, the Greenville Utilities Board of Commissioners unanimously agreed to enter Closed Session at 1:27 p.m. for such purposes.

There being no further business to come before the Board of Commissioners in Closed Session, upon motion by Ms. Wall, seconded by Mr. Stoughton, the Board of Commissioners unanimously agreed to return to Open Session at 1:37 p.m.

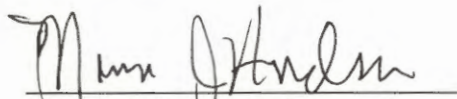
There being no further business to come before the Board of Commissioners, upon motion by Mr. Darden, seconded by Mr. Stoughton, the Board of Commissioners unanimously agreed to adjourn the meeting at 1:37 p.m.

Respectfully submitted,



Amy Carson Wade, Executive Secretary

APPROVED:



Minnie Johnson Anderson, Secretary