

## **REQUEST FOR BOARD ACTION**

### **HENDERSON COUNTY BOARD OF COMMISSIONERS**

**MEETING DATE:** June 18, 2025

**SUBJECT:** Adoption of financing resolution for JCAR – Detention Center Project

**PRESENTER:** Samantha R. Reynolds, Financial Services Director

**ATTACHMENTS:** Extract of proposed minutes, including proposed resolution

#### **SUMMARY OF REQUEST:**

The attached required initial resolution prepared by the County’s Bond Counsel, Parker Poe Adams & Bernstein LLP, authorizes the negotiation of an installment financing contract and provides for certain other related matters for the financing of the renovation and expansion of the County’s existing detention facility as part of a County judicial center and to refinance all or a portion of the County’s outstanding installment payment obligations related to an Installment Financing Contract, dated as of August 15, 2015, which was used to finance the acquisition, construction, and equipping of a health education center. The maximum amount of this borrowing, to include the financing of the detention center and the refinancing of the health education center would be \$100,000,000. The County’s obligation would be secured by the pledge of the detention center property.

A reimbursement resolution was previously adopted by the Board on February 7, 2022, and an amended reimbursement resolution was previously adopted by the Board on July 17, 2024.

Note: The “maximum amount” figure in the resolution is not intended to accurately state the project costs or amount to be financed but rather act as a safe harbor number for the purpose of these resolutions only.

The resolution makes the necessary findings for the project and the financing, authorizes the Financial Services Director to make an application to the Local Government Commission (LCG) for approval of the financing, and directs staff to retain the assistance of its bond counsel, financial advisor and the underwriter for the financing.

The resolution also sets a public hearing on the proposed financing for July 16, 2025, at 9:30 a.m. and directs the Financial Services Director to cause a notice of public hearing to be published once and no fewer than 14 days prior to the public hearing.

**BOARD ACTION REQUESTED:**

Staff requests that the Board adopt the proposed initial resolution for the JCAR – Detention Center Project and schedule the required public hearing.

***Suggested Motion:***

*I move that the Board of Commissioners adopt the financing resolution authorizing the negotiation of an installment financing contract which provides for certain other related matters for the financing.*

*I further move that the Board schedule the public hearing on the proposed financing for July 18, 2025, at 9:30 a.m.*

## EXTRACTS FROM MINUTES OF THE BOARD OF COMMISSIONERS

A regular meeting of the Board of Commissioners of the County of Henderson, North Carolina, was duly held on June 18, 2025 at 9:30 a.m. in the Commissioners' Meeting Room, Henderson County Historic Courthouse, 1 Historic Courthouse Square, Hendersonville, North Carolina. Bill Lapsley presiding.

The following members were present:

The following members were absent:

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Commissioner \_\_\_\_\_ moved that the following resolution, copies of which having been made available to the Board of Commissioners, be adopted, by reading the title thereof (further reading waived without objection):

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF HENDERSON, NORTH CAROLINA, AUTHORIZING THE NEGOTIATION OF AN INSTALLMENT FINANCING CONTRACT, DIRECTING THE PUBLICATION OF NOTICE WITH RESPECT THERETO, DECLARING THE INTENT OF THE COUNTY TO REIMBURSE ITSELF FOR CAPITAL EXPENDITURES FROM PROCEEDS THEREOF, AND PROVIDING FOR CERTAIN OTHER RELATED MATTERS THERETO**

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

*WHEREAS*, the County has the power, pursuant to the General Statutes of North Carolina to (1) enter into installment contracts to purchase, or finance or refinance the purchase of, real or personal property and to finance or refinance the construction or repair of fixtures or improvements on real property

and (2) create a security interest in some or all of the property financed or refinanced to secure repayment of the purchase price;

*WHEREAS*, it is in the best interest of the County to (a) finance the renovation and expansion of the County's existing detention facility (the "*Detention Facility*") as part of a County judicial center (the "*New Money Project*"), and (b) refinance all or a portion of the County's outstanding installment payment obligations related to an Installment Financing Contract, dated as of August 15, 2015, with the Henderson County Governmental Financing Corporation (the "*Corporation*"), the proceeds of which were used to finance the acquisition, construction, and equipping of a health education center (the "*Refunded Project*") and together with the New Money Project, the "*2025 Projects*";

*WHEREAS*, the Corporation will assist the County by the execution and delivery of its Limited Obligation Bonds (the "*2025 Bonds*") to finance the New Money Project and refinance the Refunded Project;

*WHEREAS*, it is in the best interest of the County to finance the New Money Project and refinance the Refunded Project by entering into (1) an Installment Financing Contract (the "*Contract*") with the Corporation, and (2) a Deed of Trust, Security Agreement and Fixture Filing (the "*Deed of Trust*") related to the County's fee simple interest in the real property on which the Detention Facility is located, together with all improvements and fixtures thereon (collectively, the "*Mortgaged Property*"), that will provide security for the County's obligations under the Contract;

*WHEREAS*, the Corporation will execute and deliver its 2025 Bonds in an aggregate principal amount not to exceed \$100,000,000, evidencing proportionate undivided interests in rights to receive certain Revenues (as defined in the Contract) pursuant to the Contract;

*WHEREAS*, financing the New Money Project and refinancing the Refunded Project are essential to the County's proper, efficient and economic operation and to the general health and welfare of its inhabitants; financing the New Money Project and refinancing the Refunded Project will provide essential uses and have and will permit the County to carry out public functions that it is authorized by law to perform; and entering into the Contract and Deed of Trust is necessary and expedient for the County by virtue of the findings presented herein;

*WHEREAS*, the Contract would allow the County to finance the New Money Project and refinance the Refunded Project and take title thereto at a favorable interest rate currently available in the financial marketplace and on terms advantageous to the County;

*WHEREAS*, the estimated cost of financing the New Money Project and refinancing the Refunded Project, including payment of the costs of execution and delivery of the Contract, is an amount not to exceed \$100,000,000 and such cost exceeds the amount that can be prudently raised from currently available appropriations, unappropriated fund balances and non-voted bonds that could be issued by the County in the current fiscal year pursuant to Article V, Section 4 of the Constitution of the State;

*WHEREAS*, although the cost of financing the New Money Project and refinancing the Refunded Project pursuant to the Contract is expected to exceed the cost of financing the New Money Project and refinancing the Refunded Project pursuant to a bond financing for the same undertaking, the cost of financing the New Money Project and refinancing the Refunded Project pursuant to the Contract and Deed of Trust and the obligations of the County thereunder are preferable to a general obligation bond financing or revenue bond financing for several reasons, including but not limited to the following: (1) the cost of a special election necessary to approve a general obligation bond financing, as required by the laws of the State, would result in the expenditure of significant funds; (2) the time required for a general obligation

bond election would cause an unnecessary delay which would thereby decrease the financial benefits of financing, refinancing, constructing, and improving the 2025 Projects; and (3) the 2025 Projects would produce insufficient revenues to permit a revenue bond financing;

*WHEREAS*, the estimated costs of financing the New Money Project and refinancing the Refunded Project pursuant to the Contract reasonably compares with an estimate of similar costs under a bond financing for the same undertaking as a result of the findings delineated in the above preambles;

*WHEREAS*, any future property tax increase, if necessary, to pay installment payments falling due under the Contract will not be excessive;

*WHEREAS*, the sums to fall due under the Contract will be adequate but not excessive for its proposed purpose;

*WHEREAS*, Parker Poe Adams & Bernstein LLP, as bond counsel ("*Bond Counsel*"), will render an opinion to the effect that entering into the Contract and the transactions contemplated thereby are authorized by law;

*WHEREAS*, no deficiency judgment may be rendered against the County in any action for its breach of the Contract, and the taxing power of the County is not and may not be pledged in any way directly or indirectly or contingently to secure any money due under the Contract;

*WHEREAS*, the County is not in default under any of its debt service obligations;

*WHEREAS*, the County's budget process and Annual Budget Ordinance are in compliance with the Local Government Budget and Fiscal Control Act, and external auditors have determined that the County has conformed with generally accepted accounting principles as applied to governmental units in preparing its Annual Budget ordinance;

*WHEREAS*, past audit reports of the County indicate that its debt management and contract obligation payment policies have been carried out in strict compliance with the law, and the County has not been censured by the North Carolina Local Government Commission (the "*LGC*"), external auditors or any other regulatory agencies in connection with such debt management and contract obligation payment policies;

*WHEREAS*, a public hearing on the Contract after publication of a notice with respect to such public hearing must be held, and approval of the LGC with respect to entering into the Contract must be received;

*WHEREAS*, the County will incur and pay certain expenditures (the "*Original Expenditures*") in connection with the New Money Project prior to the date of execution and delivery of the Contract, such Original Expenditures to be paid for originally from a source other than the proceeds of the Contract, and the County intends, and reasonably expects, to be reimbursed for such Original Expenditures from a portion of the proceeds of the Contract; and

*WHEREAS*, all findings, conclusions and determinations of the County in this Resolution are subject to modification or affirmation after all interested parties have been afforded the opportunity to present their comments at a public hearing regarding the execution and delivery of the Contract, the Deed of Trust, and the 2025 Projects financed and refinanced thereby.

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

Section 1. ***Authorization to Negotiate the Contract.*** The County Manager and the Finance Director, or their respective designees (collectively, the “*Authorized Officers*”), with advice from the County Attorney and Bond Counsel, are authorized and directed, individually and collectively, to proceed and negotiate on behalf of the County the Contract for a principal amount not to exceed \$100,000,000 to finance the New Money Project and refinance the Refunded Project, to be entered into in accordance with the provisions of Section 160A-20 of the General Statutes of North Carolina, as amended, and to provide in connection with the Contract, as security for the County’s obligations thereunder, the Deed of Trust, conveying a lien and interest in the Mortgaged Property.

Section 2. ***Application to LGC.*** The Authorized Officers are directed to file with the LGC an application for its approval of the Contract and all relevant transactions contemplated thereby on a form prescribed by the LGC and to state in such application such facts and to attach thereto such exhibits regarding the County and its financial condition as may be required by the LGC.

Section 3. ***Direction to Retain Professionals.*** The Authorized Officers, with advice from the County Attorney, are authorized and directed to retain the assistance of Parker Poe Adams & Bernstein LLP, as bond counsel, DEC Associates, Inc., as financial advisor, PNC Capital Markets LLC, as underwriter, and U.S. Bank Trust Company, National Association, as trustee. The Authorized Officers are authorized to retain such other professionals as they deem necessary in their judgment to carry out the transaction contemplated in this Resolution.

Section 4. ***Public Hearing.*** The Board of Commissioners of the County shall conduct a public hearing (the “*Public Hearing*”) on July 16, 2025 at 9:30 a.m. in the Commissioners’ Meeting Room, Henderson County Historic Courthouse, 1 Historic Courthouse Square, Hendersonville, North Carolina, concerning the Contract, the proposed financing of the New Money Project and refinancing of the Refunded Project, and any other transactions contemplated therein and associated therewith.

Section 5. ***Notice of Public Hearing.*** The Clerk to the Board is directed to cause a notice of the Public Hearing, in the form attached hereto as Exhibit A, to be published once in a qualified newspaper of general circulation within the County no fewer than 10 days prior to the Public Hearing.

Section 6. ***Repealer.*** All motions, orders, resolutions and parts thereof in conflict herewith are hereby repealed.

Section 7. ***Reimbursement.*** The County presently intends, and reasonably expects, to reimburse itself for Original Expenditures in an amount not to exceed \$80,000,000 on or after the date occurring 60 days prior to the date of adoption of this Resolution from a portion of the proceeds of the Contract. The County adopts this Resolution as a declaration of official intent under Section 1.150-2 of the Treasury Regulations promulgated under Section 103 of the Internal Revenue Code of 1986, as amended, to evidence the County’s intent to reimburse itself for the Original Expenditures from proceeds of the Contract. The Authorized Officers, with advice from Bond Counsel, are authorized, directed and designated to act on behalf of the County in determining and itemizing all of the Original Expenditures incurred and paid by the County in connection with the New Money Project during the period commencing on the date occurring 60 days prior to the date of adoption of this Resolution and ending on the date of the execution and delivery of the Contract.

Section 8. ***Effective Date.*** This Resolution is effective on the date of its adoption.

On motion of Commissioner \_\_\_\_\_, the foregoing resolution entitled “**RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF HENDERSON, NORTH CAROLINA, AUTHORIZING THE**

**NEGOTIATION OF AN INSTALLMENT FINANCING CONTRACT, DIRECTING THE PUBLICATION OF NOTICE WITH RESPECT THERETO, DECLARING THE INTENT OF THE COUNTY TO REIMBURSE ITSELF FOR CAPITAL EXPENDITURES FROM PROCEEDS THEREOF, AND PROVIDING FOR CERTAIN OTHER RELATED MATTERS THERETO”** was duly adopted by the following vote:

AYES:

NAYS:

**EXHIBIT A**  
**NOTICE OF PUBLIC HEARING**

The Board of Commissioners (the “*Board*”) of the County of Henderson, North Carolina (the “*County*”) is considering:

(1) entering into an installment financing contract in an amount not to exceed \$100,000,000 (the “*Contract*”) to (a) finance the renovation and expansion of the County’s existing detention facility (the “*Detention Facility*”) as part of a County judicial center (the “*New Money Project*”), and (b) refinance all or a portion of the County’s outstanding installment payment obligations related to an Installment Financing Contract, dated as of August 15, 2015, with the Henderson County Governmental Financing Corporation, the proceeds of which were used to finance the acquisition, construction, and equipping of a health education center (the “*Refunded Project*” and together with the New Money Project, the “*2025 Projects*”); and

(2) executing and delivering a Deed of Trust, Security Agreement and Fixture Filing (the “*Deed of Trust*”) related to the County’s fee simple interest in the real property on which the Detention Facility is located, together with the improvements and fixtures thereon (collectively, the “*Mortgaged Property*”), as may be required by the entity providing the funds to the County under the Contract.

The Detention Facility is located at 375 First Avenue East, Hendersonville, NC 28792.

The Mortgaged Property identified above will be mortgaged under the Deed of Trust. The Contract and the Deed of Trust permit the County to enter into amendments to finance or refinance additional projects using the Mortgaged Property as collateral and the County may or may not grant additional collateral in connection with such amendments. On payment by the County of all installment payments due under the Contract, including any future amendments to finance or refinance projects, the Deed of Trust and any lien created thereunder will terminate and the County’s title to the Mortgaged Property will be unencumbered.

*NOTICE IS HEREBY GIVEN*, pursuant to Sections 160A-20 of the General Statutes of North Carolina, that on July 16, 2025 at 9:30 a.m. in the Commissioners’ Meeting Room, Henderson County Historic Courthouse, 1 Historic Courthouse Square, Hendersonville, North Carolina, a public hearing will be conducted concerning the approval of the execution and delivery of the Contract and the 2025 Projects financed and refinanced thereby. All interested parties are invited to present comments thereon at the public hearing.

/s/ DENISA A. LAUFFER  
Clerk to the Board of Commissioners  
County of Henderson, North Carolina

Published: \_\_\_\_\_, 2025



STATE OF NORTH CAROLINA               )  
  )         ss:  
COUNTY OF HENDERSON               )

I, *Denisa A. Lauffer*, Clerk to the Board of Commissioners of the County of Henderson, North Carolina, ***DO HEREBY CERTIFY*** that the foregoing is a true and exact copy of a resolution entitled **“RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF HENDERSON, NORTH CAROLINA, AUTHORIZING THE NEGOTIATION OF AN INSTALLMENT FINANCING CONTRACT, DIRECTING THE PUBLICATION OF NOTICE WITH RESPECT THERETO, DECLARING THE INTENT OF THE COUNTY TO REIMBURSE ITSELF FOR CAPITAL EXPENDITURES FROM PROCEEDS THEREOF, AND PROVIDING FOR CERTAIN OTHER RELATED MATTERS THERETO”** adopted by the Board of Commissioners of the County of Henderson, North Carolina, at a meeting held on the 18th day of June, 2025.

**WITNESS** my hand and the corporate seal of the County of Henderson, North Carolina, this the \_\_\_\_ day of June, 2025.

DENISA A. LAUFFER  
Clerk to the Board of Commissioners  
County of Henderson, North Carolina