

In the opinion of Parker Poe Adams & Bernstein LLP, Bond Counsel, under existing law and assuming compliance by the City with certain provisions of the Internal Revenue Code of 1986, as amended, (1) the interest on the 2011A Bonds (a) is excludable from gross income for federal income tax purposes, (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, and (c) is exempt from State of North Carolina income taxation, and (2) the interest on the 2011B Bonds (a) is excludable from gross income for federal income tax purposes, except for interest on any of the 2011B Bonds for any period during which such 2011B Bond is held by a person who is a "substantial user" of the facilities financed or refinanced by the 2011B Bonds or a "related person" within the meaning of Section 147(a) of the Code, (b) is an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, and (c) is exempt from State of North Carolina income taxation. See "TAX TREATMENT" herein.

\$110,350,000
CITY OF CHARLOTTE, NORTH CAROLINA
Charlotte Douglas International Airport

\$76,100,000
Airport Revenue Bonds
Series 2011A (NON-AMT)

\$34,250,000
Airport Revenue Bonds
Series 2011B (AMT)

Dated: Date of Issuance

Due: As shown on inside cover

This Official Statement has been prepared by the City of Charlotte, North Carolina (the "City") to provide information on the Bonds offered hereby (the "2011 Fixed Rate Bonds"). Selected information is presented on this cover page for the convenience of the user. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

Security:

THE 2011 FIXED RATE BONDS ARE SPECIAL OBLIGATIONS OF THE CITY, PAYABLE FROM NET REVENUES. THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE 2011 FIXED RATE BONDS ARE NOT PAYABLE FROM THE GENERAL FUNDS OF THE CITY, NOR DO THE 2011 FIXED RATE BONDS CONSTITUTE A LEGAL OR EQUITABLE PLEDGE, CHARGE, LIEN OR ENCUMBRANCE ON ANY OF ITS PROPERTY OR ON ANY OF ITS INCOME, RECEIPTS OR REVENUES, EXCEPT AS PROVIDED IN THE BOND ORDER OR THE 2011 RESOLUTION (AS DEFINED HEREIN) PURSUANT TO WHICH THE 2011 FIXED RATE BONDS ARE ISSUED. NEITHER THE CREDIT NOR THE TAXING POWER OF THE CITY IS PLEDGED FOR THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE 2011 FIXED RATE BONDS, AND NO OWNER HAS THE RIGHT TO COMPEL THE EXERCISE OF THE TAXING POWER OF THE CITY OR THE FORFEITURE OF ANY OF ITS PROPERTY IN CONNECTION WITH ANY DEFAULT UNDER THE BOND ORDER OR THE 2011 RESOLUTION.

The 2011 Fixed Rate Bonds will be issued and secured under the Bond Order on a parity with the City's outstanding Prior Bonds (as defined herein) and any Additional Bonds (as defined herein) that may be issued, from time to time.

Redemption:

The 2011 Fixed Rate Bonds will be subject to optional redemption, extraordinary redemption and mandatory redemption pursuant to sinking fund provisions, as described herein.

Issued Pursuant to:

The 2011 Fixed Rate Bonds will be issued pursuant to the Bond Order and the 2011 Resolution.

Purpose:

The City is issuing the 2011 Fixed Rate Bonds to obtain funds to (1) acquire and construct certain improvements to the Charlotte Douglas International Airport, (2) fund a deposit to the separate subaccounts of the debt service reserve fund established for each series of 2011 Fixed Rate Bonds and (3) pay related financing costs.

Interest Payment Dates:

January 1 and July 1 of each year, commencing July 1, 2012.

Denomination:

\$5,000 or integral multiples thereof.

Closing/Delivery Date:

On or about November 9, 2011.

Registration:

Full book-entry only; The Depository Trust Company. See **Appendix G** hereto.

Trustee:

U.S. Bank National Association, Charlotte, North Carolina.

Financial Advisor:

DEC Associates, Inc., Charlotte, North Carolina.

Bond Counsel:

Parker Poe Adams & Bernstein LLP, Charlotte, North Carolina.

City Counsel:

DeWitt F. McCarley, Esq., Charlotte, North Carolina.

Underwriters' Counsel:

McGuireWoods LLP, Charlotte, North Carolina.

APPENDIX D

FORM OF OPINION OF BOND COUNSEL

[Letterhead of Parker Poe Adams & Bernstein LLP]

November 9, 2011

City of Charlotte, North Carolina
Charlotte, North Carolina

U. S. Bank National Association
Charlotte, North Carolina

City of Charlotte, North Carolina
\$76,100,000 Airport Revenue Bonds, Series 2011A
\$34,250,000 Airport Revenue Bonds, Series 2011B

Ladies and Gentlemen:

We have acted as bond counsel ("**Bond Counsel**") to the City of Charlotte, North Carolina (the "**City**"), in connection with the issuance and delivery by the City of its \$76,100,000 Airport Revenue Bonds, Series 2011A (the "**2011A Bonds**") and its \$34,250,000 Airport Revenue Bonds, Series 2011B (the "**2011B Bonds**") and collectively with the 2011A Bonds, the "**Bonds**"), pursuant to the Bond Order adopted by the City Council of the City (the "**City Council**") on November 18, 1985, as amended and supplemented by the First Supplemental Bond Order adopted by the City Council on June 8, 1992, and as further amended and supplemented by the Second Supplemental Bond Order adopted by the City Council on August 23, 2004 (collectively, the "**Bond Order**"), and the Series Resolution adopted by the City Council on September 12, 2011 (the "**Series Resolution**"). The City is a municipal corporation of the State of North Carolina (the "**State**") and is empowered to issue the Bonds pursuant to The State and Local Government Revenue Bond Act, Section 159-80 *et seq.* of the General Statutes of North Carolina, as amended (the "**Act**"), subject to the approval of the Local Government Commission of North Carolina. All capitalized terms not otherwise defined herein have the meaning assigned to such terms in the Bond Order.

The proceeds of the Bonds are being issued to provide funds to be used, with other available funds, (1) to improve Charlotte Douglas International Airport (the "**Airport**"), (2) to fund a debt service reserve account for each series of the Bonds, and (3) to pay the costs of issuance of the Bonds.

In rendering the opinions hereinafter expressed, we have examined the Act, certified copies of the Bond Order and the Series Resolution and such laws, documents, instruments, proceedings and opinions as we have deemed relevant in rendering the opinions hereinafter expressed. We have assumed the accuracy and truthfulness of all public records and of all certifications, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof. We have also assumed the genuineness of the signatures appearing on such public records, certifications, documents and proceedings.

On the basis of the foregoing, we are of the opinion, under existing law, that:

1. The City is validly existing as a municipal corporation of the State, with the authorization and power under the provisions of the Constitution and laws of the State, including the Act, to execute and deliver the Bonds for the purposes set forth in the Bond Order and the Series Resolution and to execute and deliver, and to perform its obligations under, the Bond Order and the Series Resolution.

2. The Bond Order and the Series Resolution have been duly adopted by the City and are each valid, binding and enforceable obligations of the City. The security for the payment of the Bonds, including the Net Revenues, has been validly pledged and assigned to U. S. Bank National Association, as trustee under the Bond Order and the Series Resolution for the benefit of the owners of the Bonds.

3. The Bonds have been duly authorized, executed and delivered in accordance with the applicable provisions of the Constitution and laws of the State, including the Act, and are valid and binding special obligations of the City. The Bonds are entitled to the benefits and security of the Bond Order and the Series Resolution for the payment of the Bonds, including the pledge of Net Revenues, in accordance with the terms of the Bond Order and the Series Resolution.

4. The principal of and interest on the Bonds are special obligations payable by the City solely from the sources described in the Bond Order and the Series Resolution, including the Net Revenues. The principal of, premium, if any, and interest on the Bonds is not payable from the general funds of the City, nor do they constitute a legal or equitable pledge, charge, lien or encumbrance on any of the City's property or on any of the City's income, receipts or revenues, except for the Net Revenues and any and all unencumbered funds which are pledged for such payment under the Bond Order and the Series Resolution. Neither the credit nor the taxing power of the State or the City are pledged for the payment of the principal of, premium, if any, or interest on the Bonds, and no owner of the Bonds has the right to compel the exercise of the taxing power by the State or the City or the forfeiture of any of its property in connection with any default on the Bonds.

5. Interest on the 2011A Bonds (a) is excludable from gross income for federal income tax purposes, and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations however, such interest is taken into account in determining adjusted current earnings for the purpose of computing the federal alternative minimum tax imposed on certain corporations.

6. Interest on the 2011B Bonds (a) is excludable from gross income for federal income tax purposes, except no opinion is expressed regarding interest on any 2011B Bond for any period during which such 2011B Bond is held by a substantial user of the facilities financed or refinanced by the 2011B Bonds or a related person within the meaning of Section 147(a) of the Internal Revenue Code of 1986, as amended (the *Code*), and (b) is an item of tax preference for purposes of the federal alternative

minimum tax imposed on individuals and corporations. The interest on the 2011B Bonds will be taken into account in determining adjusted current earnings of certain corporations (as defined for federal income tax purposes) and such corporations are required to include in the calculation of federal alternative minimum taxable income 75% of the excess of such corporations adjusted current earnings over its federal alternative minimum taxable income (determined without regard to this adjustment and prior to reduction for certain net operating losses).

7. The opinions set forth in paragraphs 5 and 6 are each subject to the condition that the City comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excludable from gross income for federal income tax purposes. The City has covenanted to comply with all such requirements. Failure to comply with certain of such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

8. Interest on the Bonds is exempt from all State of North Carolina income taxation.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds, the Bond Order and the Series Resolution are limited by bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium, liquidation, readjustment of debt and other similar laws affecting creditors rights and remedies generally, and by general principles of equity, whether such equitable principles are considered in a proceeding at law or in equity.

Our services as Bond Counsel to the City in connection with the issuance of the Bonds have been limited to rendering the opinions expressed above on the basis of our review of such proceedings and documents as we have deemed necessary to approve the validity of the Bonds and the tax status of interest on the Bonds. We have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Preliminary Official Statement or the Official Statement (collectively, the "*Official Statement*"), or any other offering material relating to the Bonds (except to the extent, if any, stated in the Official Statement) and we express no opinion herein relating thereto (excepting only the matters set forth as our opinion in the Official Statement and the section entitled **MAXIMUM REVENUE**) or as to the financial resources of the City, or the ability of the City to make the payments required under the Bond Order and the Series Resolution, that may have been relied on by anyone in making the decision to purchase Bonds.

The opinions expressed above are given as of the date hereof, and we assume no obligation to revise or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Very truly yours,

PARSONS POE ADAMS & BERNSTEIN LLP