AN ORDINANCE AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO THE PROVISION OF MUNICIPAL FACILITIES; CONSENTING TO AND APPROVING THE ISSUANCE OF A NOT EXCEEDING $9,200,000 TEGA CAY PUBLIC FACILITIES CORPORATION INSTALLMENT PURCHASE REVENUE BOND, SERIES 2021 BY TEGA CAY PUBLIC FACILITIES CORPORATION TO PROVIDE FUNDING TO FINANCE THE COSTS OF ACQUIRING, CONSTRUCTING, EQUIPPING, AND INSTALLING MUNICIPAL FACILITIES; CONSENTING TO AND APPROVING THE EXECUTION OF A BASE LEASE AND CONVEYANCE AGREEMENT BY AND BETWEEN THE CITY AND THE CORPORATION; CONSENTING TO AND APPROVING THE EXECUTION OF A MUNICIPAL FACILITIES PURCHASE AND OCCUPANCY AGREEMENT RELATING THERETO BY AND BETWEEN THE CITY AND THE CORPORATION; CONSENTING TO THE FORM OF AN INDENTURE TO BE ENTERED INTO BY THE CORPORATION AND THE PURCHASER OF THE BOND; AND TOGETHER THEREWITH AN ASSIGNMENT TO THE PURCHASER OF CERTAIN RIGHTS TO PAYMENT AND OTHER RIGHTS OF THE CORPORATION, UNDER THE MUNICIPAL FACILITIES PURCHASE AND OCCUPANCY AGREEMENT; AND MAKING PROVISION FOR ALL OTHER MATTERS RELATING TO THE FOREGOING.

April 19, 2021
BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF TEGA CAY, SOUTH CAROLINA IN MEETING DULY ASSEMBLED:

ARTICLE I

FINDINGS OF FACT

SECTION 1.01. Findings of Fact. As an incident to the enactment of this Ordinance, the City Council of the City of Tega Cay (the “Council”), the governing body of the City of Tega Cay, South Carolina (the “City”), finds that the facts set forth in this Article exist, and the statements made with respect thereto are true and correct.

(a) Tega Cay Public Facilities Corporation, a South Carolina nonprofit corporation (the “Corporation”), has been incorporated for the purpose of supporting certain activities of the City.

(b) It is proposed that the Corporation will develop, finance, acquire, design, equip and construct certain municipal facilities, including construction of Catawba Park and associated improvements and facilities (collectively, the “Project Facilities”).

(c) In order to provide funds for the payment of a portion of the costs of the Project Facilities, it is proposed that the Corporation arrange for the issuance of a not exceeding $9,200,000 Tega Cay Public Facilities Corporation Installment Purchase Revenue Bond, Series 2021 (the “Bond”) under and by the terms of an Indenture (the “Indenture”) by and between the Corporation and the purchaser of the Bond.

(d) In order to effectuate the financing of the Project Facilities, the City will be requested to enter into a Base Lease and Conveyance Agreement (the “Base Lease”) with the Corporation, pursuant to which it will lease to the Corporation certain real property (the “Real Property”) owned by the City and more particularly described in Exhibit A to the Base Lease and convey to the Corporation the improvements located on the Real Property, and the Corporation will enter into a Municipal Facilities Purchase and Occupancy Agreement (the “Facilities Agreement”) with the City pursuant to which the Corporation will agree to cause the Project Facilities to be acquired, designed, equipped and constructed, in consideration for which the City will purchase the Corporation's interest in the Real Property under the Base Lease.

ARTICLE II

AUTHORIZATION OF AND CONSENT TO FINANCING DOCUMENTS

SECTION 2.01. Base Lease and Facilities Agreement. The conveyance of a leasehold interest in the Real Property by the City to the Corporation and the conveyance of the improvements located on the Real Property by the City to the Corporation pursuant to the terms of the Base Lease are hereby authorized. The forms, terms and provisions of the Base Lease and the Facilities Agreement presented at final reading of this Ordinance are hereby approved and all of the terms and provisions thereof are hereby incorporated herein by reference as if the Base Lease and the Facilities Agreement were set out in this Ordinance in their entirety. The Mayor or City Manager of the City is hereby authorized, empowered and directed to execute, acknowledge and deliver and the City Clerk is hereby authorized, empowered and directed to attest the Base Lease and the Facilities Agreement to the Corporation. The Base Lease and the Facilities Agreement are to be in substantially the forms presented at final reading of this Ordinance and
hereby approved, or with such changes therein as may be deemed necessary by the persons executing the
same, upon advice of counsel, to accomplish the purposes of the transactions contemplated therein and in
this Ordinance and as shall not be inconsistent with or contrary to such purposes. The execution of
the Base Lease and the Facilities Agreement shall constitute conclusive evidence of the persons executing the
same of their approval of any and all such changes.

SECTION 2.02. Consent to Indenture. The Council hereby consents to and approves the
Indenture in the form presented at final reading of this Ordinance, with such changes as may be hereafter
made as shall be in furtherance of the transactions contemplated therein and in this Ordinance and as shall
not be inconsistent with or contrary to the matters contemplated herein. The Council hereby further
consents to the execution and delivery of the Indenture by the parties thereto. In the event it is determined
to be necessary to execute and deliver an assignment in a document separate from the Indenture, the
Council hereby consents to and approves the execution and delivery of such an assignment by the
Corporation.

SECTION 2.03. Consent to and Approval by Corporation of the Bond. The Council hereby
consents to the undertaking by the Corporation respecting the Project Facilities and the issuance of the
Bond. The Council hereby consents to and approves the issuance, sale, execution and delivery of the
Bond in the amount set forth in Section 1.01 herein and in a resolution adopted by the Board of Directors
of the Corporation, such aggregate amount not to exceed $9,200,000, to provide for the payment of (i)
the costs of the Project Facilities and (ii) the costs of issuance of the Bond and all expenses in connection
therewith.

SECTION 2.04. Use of Proceeds of the Bond. The proceeds of the Bond shall be applied, as
provided in the Indenture, to pay the costs of the Project Facilities, including costs of issuance of the
Bond. The Project Facilities are described generally in the Indenture and the Facilities Agreement, as may
be amended from time to time.

ARTICLE III

CONSENT TO SALE OF THE BOND

SECTION 3.01. Award of the Bond. The City hereby authorizes the City Manager to negotiate
the terms of the Bond with one or more financial institutions and to execute, if needed, a commitment
letter of the successful purchaser. The Mayor and the City Manager are each hereby authorized,
empowered and directed to accomplish the purposes of the transactions contemplated therein and in this
Ordinance and as shall not be inconsistent with or contrary to such purposes. The City hereby authorizes
the Corporation to select the proposal from such bank that provides for the best overall deal to the City
and the Corporation; provided that the aggregate principal amount does not exceed $9,200,000, the
interest rate does not exceed 4.0% per annum and the final maturity date does not extend beyond
December 31, 2041, without further action required of the Council.

ARTICLE IV

GENERAL AUTHORIZATION

SECTION 4.01. General Authorization. The Mayor, the City Manager, the City Clerk and the
officials of the City are each hereby authorized to execute and deliver such documents and take such
actions as are required under the Base Lease and the Facilities Agreement as are required to comply with
the terms thereof.
SECTION 4.02. Qualified Tax-Exempt Obligation. It is expected that during calendar year 2021 the City and all entities subordinate thereto, including the Corporation, will not borrow on a tax-exempt basis (other than private activity bonds which are not qualified 501(c)(3) bonds as defined in Section 145 of the Code) in the aggregate an amount exceeding $9,200,000. The Bond is hereby accordingly designated as a “qualified tax-exempt obligation” in accordance with Section 265(b)(3)(B) of the Code.

SECTION 4.03. Effective Date. This Ordinance shall take effect immediately upon its second reading and no further authorization is required to execute and deliver all documents and certificates required to effect the sale, issuance and delivery of the Bond. This Ordinance shall be construed liberally to effect the intent of the Council.

ENACTED this 19th day of April, 2021.

CITY OF TEGA CAY, SOUTH CAROLINA

(SEAL)

Mayor

ATTEST:

______________________________
City Clerk

First reading: March 15, 2021
Second reading: April 19, 2021
CERTIFICATE TO ORDINANCE

I, the undersigned, Municipal Clerk of the City of Tega Cay, South Carolina (the “City”), DO HEREBY CERTIFY, that the foregoing is a true, correct and verbatim copy of an Ordinance duly enacted by the City Council of the City of Tega Cay, South Carolina, having been read once at a duly called regular meeting held on March 15, 2021, and ratified at a duly called regular meeting held on April 19, 2021, of the City Council, at each of which meetings a quorum was present and remained throughout and each of which meetings was open to the public.

Written public notice of all regular meetings for the current calendar year was given at the beginning of the year by posting a copy of the notice, containing the dates, times and places of the meetings, at the principal office of the City Council. The agenda for all regular meetings was posted on a bulletin board at the office of the City Council and posted on the City’s website at least twenty-four (24) hours prior to the meeting. An effort was made on behalf of the City Council to notify local news media and such other news media as may request official notification of the time, date, place and agenda of the meetings. The efforts were noted in the minutes of the meetings.

WITNESS my Hand and the Seal of the City of Tega Cay, South Carolina, this 19th day of April, 2021.

(SEAL)

Katie Poulsen, Municipal Clerk
City of Tega Cay, South Carolina