
ORDINANCE 4286

PROVIDE FOR THE ISSUANCE AND SALE OF A NOT EXCEEDING SEVEN HUNDRED THOUSAND DOLLARS (\$700,000) GENERAL OBLIGATION BOND, SERIES 2017 OF THE CITY OF HARTSVILLE, SOUTH CAROLINA, TO PRESCRIBE THE PURPOSES FOR WHICH THE PROCEEDS SHALL BE EXPENDED, TO PROVIDE FOR THE PAYMENT THEREOF, AND OTHER MATTERS RELATING THERETO.

Dated: March 14, 2017

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BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF HARTSVILLE, THE GOVERNING BODY OF THE CITY OF HARTSVILLE, SOUTH CAROLINA, IN A MEETING DULY ASSEMBLED:

**ARTICLE I -
FINDINGS OF FACT**

Section 1.01 Findings and Recitals.

As an incident to the enactment of this ordinance (this “**Ordinance**”) and the issuance of the Bond (as hereinafter defined), the City Council of the City of Hartsville (the “**City Council**”), the governing body of the City of Hartsville, South Carolina (the “**City**”), finds that the facts set forth in this Article exist and the statements made with respect thereto are in all respects true and correct.

1. The City is a municipal corporation of the State of South Carolina (the “**State**”), located in Darlington County, South Carolina, and as such possesses all general powers granted to municipal corporations.

2. By virtue of Chapter 21, Title 5 and the provisions of Section 11-27-40, Code of Laws of South Carolina 1976, as amended (together, the “**Enabling Act**”), the City is empowered to issue general obligation bonds for any “authorized purpose” as therein defined.

3. The City Council, after due investigation and deliberation, has determined that it is necessary to issue general obligation debt in an amount not exceeding \$700,000 of the City to defray the costs of: (1) planning, renovating and constructing various road intersections located in the City (the “**Project**”); and (2) issuing the Bond. It is presently estimated that the costs of the Project, together with the costs of issuance of the Bond, will not be in excess of \$700,000.

4. The Project constitutes an authorized purpose within the meaning of the Enabling Act.

5. Section 14 of Article X of the Constitution of the State of South Carolina (“**Section 14 of Article X**”) provides that subsequent to November 30, 1977, the municipalities of the State may issue bonded indebtedness in an amount not exceeding 8% of the assessed value of all taxable property therein (the “**Debt Limit**”). As certified by the County Auditor on February 9, 2017, the assessed value of all taxable property in the City for the year 2016, which is the last completed assessment thereof, excluding property subject to a fee-in-lieu of *ad valorem* property taxes, is not less than the sum of \$27,050,370; thus the Debt Limit equals \$2,164,029. Presently, the City has one obligation chargeable against the Debt Limit: \$1,224,500 original principal amount General Obligation Bonds, Series 2013 (the “**2013 GO Bond**”). The 2013 GO Bond is currently outstanding in the principal amount of \$888,000 and chargeable against the Debt Limit. After applying the outstanding principal due on the 2013 GO Bond against the Debt Limit, the City is authorized to borrow not exceeding \$1,276,029 by way of general obligation debt.

The Debt Limit is in excess of the anticipated not exceeding \$700,000 principal amount intended to be borrowed by the City under this Ordinance and under the provisions of Section 14

of Article X and the Enabling Act; therefore, the City may borrow such money without the necessity of holding a referendum.

6. In connection therewith, the City Council has determined to issue general obligation debt of the City in an amount not to exceed \$700,000 to finance the costs of the Project and the cost of issuance thereof.

[End of Article I]

ARTICLE II
DEFINITIONS AND AUTHORITY

Section 2.01 Definitions.

As used in this Ordinance, unless the context shall otherwise require, the following terms shall have the following respective meanings:

“**Authorized Investments**” means any securities which are now or hereafter authorized legal investments for municipalities pursuant to the Code of Laws of South Carolina 1976, as amended.

“**Authorized Officer**” means the City Manager, Mayor of the City or the City Clerk and any other officer or employee designated from time to time as an Authorized Officer by resolution of the City Council, and when used with reference to any act or document also means any other person authorized by resolution of the City Council to perform such act or sign such document.

“**Bond**” means the not exceeding \$700,000 General Obligation Bond issued in accordance with the provisions of this Ordinance.

“**Bondholder**” or “**Holder**” or “**Holder of Bond**” or “**Owner**” or similar term means, when used with respect to the Bond means any person who shall be registered as the owner of the Bond Outstanding as shown on the registration books of the City maintained by the Registrar.

“**Bond Payment**” means the periodic payments of principal of, interest on and redemption premium, if any, on the Bond.

“**Bond Payment Date**” means each date on which a Bond Payment shall be payable.

“**City**” means the City of Hartsville, South Carolina.

“**City Clerk**” means the City Clerk of the City.

“**City Manager**” means the City Manager of the City.

“**City Council**” means the City Council of the City of Hartsville, the governing body of the City or any successor governing body.

“**Code**” means the Internal Revenue Code of 1986, as amended.

“**Enabling Act**” means Chapter 21, Title 5 and the provisions of Section 11-27-40, Code of Laws of South Carolina 1976, as amended.

“**Government Obligations**” means and includes direct general obligations of the United States of America or agencies thereof or obligations, the payment of principal or interest on which is fully and unconditionally guaranteed by the United States of America.

“**Ordinance**” shall mean this ordinance of the City Council authorizing the issuance of the Bond.

“**Original Issue Date**” shall mean the date of delivery of the Bond to the initial purchaser thereof.

“**Outstanding**”, when used in this Ordinance with respect to the Bond, means as of any date, the Bond theretofore delivered pursuant to this Ordinance except:

(a) the Bond if cancelled or delivered to the Registrar for cancellation on or before such date;

(b) the Bond if deemed to have been paid in accordance with the provisions of Section 7.01 hereof; and

(c) the Bond if in lieu of or in exchange for which another Bond shall have been authenticated and delivered pursuant to Section 3.05 hereof.

“**Paying Agent**” means the City, acting through the City Clerk.

“**Person**” means an individual, a partnership, a corporation, a trust, a trustee, an unincorporated organization, or a government or an agency or political subdivision thereof.

“**Record Date**” means the 15th day immediately preceding each Bond Payment Date.

“**Registrar**” means the City, acting through the City Clerk.

Section 2.02 Construction.

In this Ordinance, unless the context otherwise requires:

1. Articles and Sections referred to by number shall mean the corresponding Articles and Sections of this Ordinance.

2. The terms “hereby”, “hereof”, “hereto”, “herein”, “hereunder” and any similar terms refer to this Ordinance, and the term “hereafter” shall mean after, and the term “heretofore” shall mean before, the date of adoption of this Ordinance.

3. Words of the masculine gender shall mean and include correlative words of the female and neuter genders, and words importing the singular number shall mean and include the plural number and vice versa.

4. Any fiduciary shall be deemed to hold an Authorized Investment in which money is invested pursuant to the provisions of this Ordinance, even though such Authorized Investment is evidenced only by a book entry or similar record of investment.

[End of Article II]

ARTICLE III

ISSUANCE OF BOND

Section 3.01 Ordering the Issuance of the Bond.

Pursuant to the provisions of the Enabling Act and for the purpose of obtaining funds to defray the costs of the Project, there shall be issued by the City a general obligation bond in the principal amount of not exceeding Seven Hundred Thousand Dollars (\$700,000) designated “General Obligation Bond, Series 2017 of the City of Hartsville, South Carolina” (the “**Bond**”) or such other designation as determined appropriate by the City Manager. The Bonds shall bear a series designation as determined by the City Manager, but in all cases shall include the calendar year of the issuance thereof. The City Manager is hereby authorized to determine the principal amount of the Bond and other items related to the sale and marketability of the Bond. As determined by the City Manager, the Bond may be sold in multiple series bearing any such designation as appropriate.

Section 3.02 Maturity Schedule of the Bond.

The Bond shall be dated as of the date of its delivery and shall bear interest from its dated date. The principal amount, term, rate of interest and payment details of the Bond shall be determined by the City Manager, provided, however, that in no event shall the principal amount of the Bond exceed \$700,000. Bond Payments on the Bond shall be scheduled to occur no less frequently than annually, or more frequently as determined by the City Manager.

The Bond shall be dated and authenticated as of the Original Issue Date, unless the City Manager and purchaser of the Bond agree otherwise.

Section 3.03 Medium of Payment; Form and Denomination of the Bond; Place of Payment.

(a) The Bond shall be payable as to principal and interest on the basis of a 360-day year, consisting of twelve (12) thirty (30) day months each, in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

(b) The Bond shall be issued in the form of one (1) fully registered bond.

(c) The City shall serve as Paying Agent for the Bond, and the Bond Payments shall be made by the Paying Agent to the Person appearing on each Record Date on the registration books of the City, which books shall be held by the City as Registrar, as provided in Section 3.06 hereof, as the registered owner thereof, by check or draft mailed from the City to such registered owner at his or her address as it appears on such registration books in sufficient time to reach such registered owner on the Bond Payment Dates. Payment of the final Bond Payment shall be made when the same is due and payable upon the presentation and surrender for cancellation of the Bond at the administrative office of the City.

Section 3.04 Execution.

The Bond shall be executed in the name and on behalf of the City by the manual or facsimile signature of an Authorized Officer, with its corporate seal impressed, imprinted or otherwise reproduced thereon, and attested by the manual signature of its Clerk or other Authorized Officer (other than the officer or officers executing the Bond). The Bond may bear the manual signature of any person who shall have been such an Authorized Officer authorized to sign the Bond at the time such Bond was so executed, and shall bind the City notwithstanding the fact that his or her authorization may have ceased prior to the authentication and delivery of the Bond.

Section 3.05 Exchange of the Bond.

The Bond, upon surrender thereof at the office of the Registrar with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered Holder or his or her duly authorized attorney, may, at the option of the registered Holder thereof, be exchanged for a new Bond of the same interest rate and maturity. So long as the Bond remains Outstanding, the City shall make all necessary provisions to permit the exchange of the Bond. Such new bond shall reflect the principal amount thereof as then yet unpaid.

Section 3.06 Transferability and Registry.

The Bond shall at all times, when the same is Outstanding, be payable to a Person, and shall be transferable only in accordance with the provisions for registration and transfer contained in this Ordinance and in the Bond. So long as the Bond remains Outstanding, the City (acting through the Clerk of the City), as Registrar, shall maintain and keep, at its administrative office, books for the registration and transfer of the Bond, and, upon presentation thereof for such purpose at such office, the City shall register or cause to be registered therein, and permit to be transferred thereon, under such reasonable regulations as it may prescribe, such Bond.

Section 3.07 Transfer of the Bond.

The Bond shall be transferable only upon the books of the Registrar, upon presentation and surrender thereof by the Holder of the Bond in person or by his or her attorney duly authorized in writing, together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered Holder or his or her duly authorized attorney. Upon surrender for transfer of the Bond, the City shall execute, authenticate and deliver, in the name of the Person who is the transferee, a new Bond of the same principal amount and maturity and rate of interest as the surrendered Bond. Such new Bond shall reflect the principal amount thereof as then yet unpaid.

Section 3.08 Regulations with Respect to Exchanges and Transfers.

The Bond surrendered in any exchange or transfer shall forthwith be cancelled by the Registrar. For each such exchange or transfer of the Bond, the Registrar may make a charge sufficient to reimburse itself for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the Holder requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. The City shall not be obligated to issue, exchange or transfer the Bond during

the 15 days next preceding any (a) Bond Payment Date, or (b) date upon which the Bond will be redeemed, if any.

Section 3.09 Mutilated, Destroyed, Lost and Stolen Bond.

(a) If the Holder surrenders a mutilated Bond to the Registrar or the Registrar receives evidence to its satisfaction of the destruction, loss, or theft of the Bond, and there is delivered to the Registrar such security or indemnity as may be required by it to save it harmless, then, in the absence of notice that the Bond has been acquired by a bona fide purchaser, the City shall execute and deliver, in exchange for the mutilated Bond or in lieu of any such destroyed, lost, or stolen Bond, a new Bond of like tenor, maturity, and interest rate bearing a number unlike that of such mutilated, destroyed, lost, or stolen Bond, and shall thereupon cancel any such mutilated Bond so surrendered. In case any such mutilated, destroyed, lost, or stolen Bond has become or is to become due for final payment within one month, the City in its discretion may, instead of issuing a new Bond, pay the Bond.

(b) Upon the issuance of any new Bond under this Section 3.09, the City may require the payment of a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation thereto and any other expenses, including counsel fees or other fees, of the City or the Registrar connected therewith.

(c) Each new Bond issued pursuant to this Section in lieu of any destroyed, lost, or stolen Bond, shall constitute an additional contractual obligation of the City, whether or not the destroyed, lost, or stolen Bond shall at any time be enforceable by anyone, and shall be entitled to all the benefits hereof equally and proportionately with the Bond duly issued pursuant to this Ordinance.

(d) The Bond shall be held and owned upon the express condition that the foregoing provisions are exclusive with respect to the replacement or payment of the mutilated, destroyed, lost, or stolen Bond and shall preclude (to the extent lawful) all other rights or remedies with respect to the replacement or payment of the mutilated, destroyed, lost, or stolen Bond or securities.

Section 3.10 Holder As Owner of the Bond.

In its capacity as Registrar, the City may treat the Holder of the Bond as the absolute owner thereof, whether the Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the Bond Payment on the Bond and for all other purposes, and payment of the Bond Payment shall be made only to, or upon the order of, such Holder. All payments to such Holder shall be valid and effectual to satisfy and discharge the liability upon the Bond to the extent of the sum or sums so paid, and the City shall not be affected by any notice to the contrary.

Section 3.11 Cancellation of the Bond.

The Registrar shall destroy the Bond when the same shall be surrendered to it for cancellation. In such event, the Bond shall no longer be deemed Outstanding under this Ordinance and no bond shall be issued in lieu thereof.

Section 3.12 Payments Due Saturdays, Sundays and Holidays.

In any case where the Bond Payment Date shall be Saturday or Sunday or shall be, at the place designated for payment, a legal holiday or a day on which banking institutions are authorized by law to close, then payment of the Bond Payment need not be made on such date but may be made on the next succeeding business day not a Saturday, Sunday or a legal holiday or a day upon which banking institutions are authorized by law to close, with the same force and effect as if made on the Bond Payment Date and no interest shall accrue for the period after such date.

Section 3.13 Tax Exemption in South Carolina.

The interest on the Bond shall be exempt from all State, county, municipal, school district, and all other taxes or assessments of the State, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise, except inheritance, estate, transfer or certain franchise taxes.

Section 3.14 Order to Levy Ad Valorem Taxes to Pay Principal and Interest of the Bond.

For Bond Payments on the Bond as the same become due and for the creation of such sinking fund as may be necessary therefor, the full faith, credit, and taxing power of the City are hereby irrevocably pledged, and there shall be levied an ad valorem tax upon all taxable property located within the City sufficient to pay the Bond Payments until the Bond is no longer Outstanding. Such levy shall be reduced to the extent that, at the time the amount of annual millage levy for the debt service is set, the City has available other amounts for the payment of amounts due on the succeeding Bond Payment Date and has deposited the same into the sinking fund established for the payment of the Bond Payment.

Section 3.15 Form of the Bond.

The form of the Bond and registration provisions to be endorsed thereon shall be substantially as set forth in Exhibit A attached hereto and made a part of this Ordinance.

[End of Article III]

ARTICLE IV

REDEMPTION OF BOND

Section 4.01 Redemption of the Bond.

The Bond shall be subject to redemption prior to maturity upon such terms as may be agreed to by the City Manager and the purchaser of the Bond.

Section 4.02 Election to Redeem.

In the event that the City shall, in accordance with the provisions of Section 4.01 hereof, elect to redeem the Bond, it shall give notice to the Registrar and the Paying Agent of each optional redemption. Such notice shall specify the date fixed for redemption and the Bond which is to be redeemed. Such notice shall be given at least 30 days prior to the date fixed for redemption or such lesser number of days as shall be acceptable to the Registrar.

[End of Article IV]

ARTICLE V
SALE OF BOND

Section 5.01 Sale of the Bond.

(a) Except as authorized by Section 5.01(b) below, the Bond shall be sold at public sale, at a price not less than par plus accrued interest to the date of delivery. Bids shall be solicited on the basis of an official notice of sale to be developed and circulated by the City Manager. Unless all of the bids are rejected, the award of the Bond shall be made to the party offering the terms most advantageous to the City. The City Manager, in her sole discretion, shall determine what grounds constitute the terms most advantageous to the City.

(b) In accordance with Section 11-27-40(4) of the Code of Laws of South Carolina 1976, as amended and notwithstanding the provisions of Section 5.01(b) above, the sale of the Bond may be negotiated at private sale at an interest rate to be agreed to by the City Manager and the purchaser of the Bond. If negotiating the sale of the Bond, the City Manager is authorized to solicit bids from qualified lenders for the purchase of the Bond and the award of any such solicitation shall be made under the same standards as provided in Section 5.01(a) above. If the Bond is sold under the provisions of this Section 5.01(b), notice of the sale of the Bond, in form substantially similar to that appearing as Exhibit B hereto, shall be given not less than seven (7) days prior to delivery of the Bond.

Section 5.02 Summary Notice of Sale.

In lieu of publishing the official notice of sale in its entirety, the City Manager may elect to publish an abbreviated form of such notice and provide the entire notice of sale to those parties who may request the same. The summary notice of sale shall be published, not less than 7 days prior to the date fixed for the sale, in a newspaper of general circulation in the State, and/or, if deemed appropriate by the City Manager, in a financial publication published in the City of New York, New York.

[End of Article V]

ARTICLE VI

DISPOSITION OF PROCEEDS OF SALE OF BOND

Section 6.01 Disposition of Bond Proceeds Including Temporary Investments.

The proceeds derived from the sale of the Bond shall be paid to the City, to be applied as follows: (a) to payment of costs of issuance of the Bond; and (b) the remaining amount shall be deposited in a separate account, and shall be expended and made use of by the City Council to defray the costs of the Project described in Section 1.01 hereof. Pending the use of Bond proceeds, the same may be invested and reinvested by the City in Authorized Investments. All earnings from such investments shall be applied, at the direction of the City Manager, either (1) to defray the cost of the undertakings for which the Bond is issued and if not required for this purpose, then (2) to pay the first maturing Bond Payment on the Bond; if any balance remains, it shall be held by the City in a special fund, invested by the Clerk of the City in Government Obligations and other Authorized Investments, with a yield not in excess of the yield on such Bond and used to effect the retirement thereof.

Neither the purchaser nor Holder of the Bond shall be liable for the proper application of the proceeds thereof.

[End of Article VI]

ARTICLE VII

DEFEASANCE OF BOND

Section 7.01 Discharge of Ordinance - Where and How the Bond is Deemed to Have Been Paid and Defeased.

If the Bond and the interest thereon shall have been paid and discharged, then the obligations of the City under this Ordinance and all other rights granted hereby shall cease and determine. The Bond shall be deemed to have been paid and discharged within the meaning of this Article under each of the following circumstances:

(a) a third party fiduciary, which shall be any bank, trust company, or national banking association which is authorized to provide corporate trust services (the “*Fiduciary*”), shall hold, in trust and irrevocably appropriated thereto, sufficient moneys for the payment of all Bond Payments due thereunder; or

(b) if default in the payment of the Bond Payment due shall have occurred on any Bond Payment Date, and thereafter tender of such payment shall have been made, and at such time the Fiduciary shall hold in trust and irrevocably appropriated thereto, sufficient moneys for the payment thereof to the date of the tender of such payment; or

(c) if the City shall elect to provide for the payment of the Bond prior to its stated maturity and shall have deposited with the Fiduciary, in an irrevocable trust, moneys which shall be sufficient, or Government Obligations, the principal of and interest on which when due will provide moneys, which together with moneys, if any, deposited with the Fiduciary at the same time, shall be sufficient to pay when due the Bond Payment due and to become due, together with any redemption premium applicable thereto.

Neither the Government Obligations nor moneys deposited with the Fiduciary pursuant to this Section nor the Bond Payments thereon shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the Bond Payments and redemption premium, if any, on the Bond; provided that any cash received from such principal or interest payments on Government Obligations deposited with the Fiduciary, if not then needed for such purpose, shall to the extent practicable be invested and reinvested in Government Obligations maturing at times and in amounts sufficient to pay when due the Bond Payments and redemption premium, if any, to become due on the Bond on and prior to the Bond Payment Dates thereof, and interest earned from such reinvestments not required for the payment of the Bond Payments and redemption premium, if any, may be paid over to the City, free and clear of any trust, lien or pledge.

[End of Article VII]

ARTICLE VIII

CERTAIN TAX AND DISCLOSURE CONSIDERATIONS

Section 8.01 Covenants to Comply with Requirements of the Code.

The City acknowledges that it has on-going responsibilities with respect to the Code and the preservation of the tax-exempt status of the Bond. The City hereby represents and covenants that it will comply with all requirements of the Code, and that it will not take any action which will, or fail to take any action (including, without limitation, filing the required information reports with the Internal Revenue Service) which failure will, cause interest on the Bond to become includable in the gross income of the Holder thereof for federal income tax purposes pursuant to the provisions of the Code and regulations promulgated thereunder in effect on the date of original issuance of the Bond. Without limiting the generality of the foregoing, the City represents and covenants that:

(a) All property financed or refinanced with the net proceeds of the Bond will be owned for federal income tax purposes by the City throughout the entire term of the Bond and until the of the Bond is paid in full.

(b) The City shall not permit the proceeds of the Bond or any property financed or refinanced with the proceeds of the Bond to be used such that (i) ten percent (10%) or more of such proceeds are considered as having been used in a Private Business Use; or (ii) an amount greater than the lesser of five percent (5%) of such proceeds or \$5,000,000 are considered as having been used directly or indirectly to make or finance loans to any person other than a governmental unit as provided in Section 141(c) of the Code.

(c) The City is not a party to, will not enter into, or permit any other party to enter into, any contracts with any entity involving the management of any property provided with the proceeds of the Bond that do not conform to (i) the guidelines set forth in Revenue Procedure 2017-44, or a successor revenue procedure, or (ii) the Code.

(d) No property, nor any portion thereof, financed or refinanced with the proceeds of the Bond will be (i) sold, leased, or otherwise disposed of to (or for the benefit of) any private person engaged in a private trade or business, or, (ii) managed, serviced, or otherwise used (directly or indirectly) by (or on behalf of) any private person engaged in a private trade or business, unless the City obtains an opinion of nationally recognized bond counsel that such sale, lease, other disposition to (or on behalf of) such private person, or such use in a private trade or business, will not adversely affect the tax-exempt status of interest on the Bond for federal income tax purposes.

(e) The Bond will not be “federally guaranteed” within the meaning of Section 149(b) of the Code. No property, nor any portion thereof, financed or refinanced with the proceeds of the Bond will be (i) sold, leased, or otherwise disposed of to (or for the benefit of) the federal government or any of its agencies, or (ii) managed, serviced or otherwise used (directly or indirectly) by (or on behalf of) the federal government or any of its agencies, unless the City obtains an opinion of nationally recognized bond counsel that

such sale, lease, other disposition to, or such use by (or on behalf of), the federal government or any of its agencies will not adversely affect the tax-exempt status of interest on the Bond for federal income tax purposes.

(f) The City covenants to file IRS form 8038-G at the time and in the place required therefor under the Code.

(g) Prior to the issuance of the Bond, the City Manager may designate the Bond or bonds as taxable under the Code. The election to issue a series of taxable bonds shall be clearly indicated by including the phrase “Taxable Series,” or words to that effect, in the series designation of such taxable bonds.

Section 8.02 Ability to Meet Arbitrage Requirements.

(a) The City hereby covenants that: (i) on the date of issuance of the Bond, it will reasonably expect that no use of the proceeds of the Bond, and (ii) after the issuance date of the Bond, it will make no use of the proceeds of the Bond, that would cause the Bond to be an “arbitrage bond,” as defined in the Code, and (iii) it will comply with all of the requirements of Section 148 of the Code with respect to the Bond.

(b) In order to comply with the requirements of paragraph (a) of this Section, the City further agrees to compute and pay arbitrage rebate required under Section 148(f) of the Code.

(c) Supplemental to the covenants of Section 8.01 hereof, and in no way in limitation thereof, an Authorized Officer is hereby authorized and directed to execute, at or prior to delivery of the Bonds, a certificate or certificates specifying actions taken or to be taken by the City, and the reasonable expectations of such officials, with respect to the Bond, the proceeds thereof, or the City.

Section 8.03 Continuing Disclosure.

Pursuant to Section 11-1-85 of the Code of Laws of South Carolina 1976, as amended (“**Section 11-1-85**”), the City covenants to file with a central repository for availability in the secondary bond market, when requested:

(a) An annual independent audit, within thirty days of the City’s receipt of the audit; and

(b) Event-specific information within thirty days of an event adversely affecting more than five percent of revenue or the City’s tax base.

The only remedy for failure by the City to comply with the covenant in this Section 8.03 shall be an action for specific performance of this covenant. The City specifically reserves the right to amend this covenant to reflect any change in Section 11-1-85, without the consent of any Bondholder.

Section 8.04 Qualified Tax-Exempt Obligation.

The City is investigating financing options in calendar year 2017, which along with the Bond, would equal more than \$10,000,000 in the aggregate. To the extent such other indebtedness is not issued or issued in an amount which together with the Bond does not equal more than \$10,000,000 in the aggregate, the Bond is hereby designated as a “qualified tax-exempt obligation” within the meaning of Section 265(b)(3)(B) of the Code.

[End of Article VIII]

ARTICLE IX

MISCELLANEOUS

Section 9.01 Savings Clause.

If any one or more of the covenants or agreements provided in this Ordinance should be contrary to law, then such covenant or covenants or agreement or agreements shall be deemed severable from the remaining covenants and agreements, and shall in no way affect the validity of the other provisions of this Ordinance.

Section 9.02 Successors.

Whenever in this Ordinance the City is named or referred to, it shall be deemed to include any entity, which may succeed to the principal functions and powers of the City, and all the covenants and agreements contained in this Ordinance or by or on behalf of the City shall bind and inure to the benefit of said successor whether so expressed or not.

Section 9.03 Ordinance to Constitute Contract.

In consideration of the purchase and acceptance of the Bond by those who shall purchase and hold the same from time to time, the provisions of this Ordinance shall be deemed to be and shall constitute a contract between the City and the Holders from time to time of the Bond, and such provisions are covenants and agreements with such Holders which the City hereby determined to be necessary and desirable for the security and payment thereof. The pledge hereof and the provisions, covenants, and agreements herein set forth to be performed on behalf of the City shall be for the benefit, protection, and security of the Holders of the Bond.

Section 9.04 Filing of Copies of Ordinance.

Copies of this Ordinance shall be filed in the offices of the Clerk of the City and in the office of the Clerk of Court of Darlington County, South Carolina (as a part of the Transcript of Proceedings for the Bond).

Section 9.05 Further Action by Officers of City.

The Authorized Officers are fully authorized and empowered to take the actions required to implement the provisions of this Ordinance and to furnish such certificates and other proofs as may be required of them. In the absence of any officer of the City Council herein authorized to take any act or make any decision, the City Manager is hereby authorized to take any such act or make any such decision.

Section 9.06 Notice Pursuant to Section 11-27-40, paragraph 8 of the Code of Laws of South Carolina 1976, as amended.

In order that the City Council may proceed as soon as possible to issue and deliver the Bond authorized hereby, the City Manager may determine that the City avail itself of the provisions of paragraph 8 of Section 11-27-40 of the Code. If such determination is made, the notice of enactment prescribed thereby shall be published, the form of which shall be substantially as set forth in Exhibit C attached hereto.

Section 9.07 Effective Date of Ordinance.

This Ordinance shall take effect upon its second reading and shall be forthwith codified in the City's Code of Ordinances.

[End of Article IX]

DONE, RATIFIED AND ENACTED this 14th day of March, 2017.

**CITY OF HARTSVILLE,
SOUTH CAROLINA**

(SEAL)

Carl M. (Mel) Pennington IV, Mayor

Attest:

Sherron L. Skipper, City Clerk

First Reading: February 21, 2017
Public Hearing: March 14, 2017
Final Reading: March 14, 2017

[FORM OF BOND]

WITH THE CONSENT OF THE PURCHASER, AND NOTWITHSTANDING ANY CONTRARY PROVISION CONTAINED IN THE ORDINANCE, THE BOND MAY BE SOLD OR TRANSFERRED ONLY TO PURCHASERS WHO EXECUTE AN INVESTMENT LETTER DELIVERED TO THE CITY, IN FORM SATISFACTORY TO THE CITY, CONTAINING CERTAIN REPRESENTATIONS, WARRANTIES AND COVENANTS AS TO THE SUITABILITY OF SUCH PURCHASERS TO PURCHASE AND HOLD THE BOND. SUCH RESTRICTION SHALL BE SET FORTH ON THE FACE OF THE BOND AND SHALL BE COMPLIED WITH BY EACH TRANSFEREE OF THE BOND.

UNITED STATES OF AMERICA
STATE OF SOUTH CAROLINA
CITY OF HARTSVILLE
GENERAL OBLIGATION BOND, SERIES 2017

No. 1 \$[_____]

Registered Holder:

Principal Amount: _____ Dollars (\$_____)

The City of Hartsville, South Carolina (the “*City*”), a public body corporate and politic and a political subdivision of the State of South Carolina (the “*State*”), created and existing by virtue of the laws of the State, acknowledges itself indebted and for value received hereby promises to pay, solely as hereinafter provided, to the Registered Holder named above or registered assigns, the Principal Amount stated above.

This Bond is issued in the principal amount of _____ Dollars (\$_____) for purposes authorized by and pursuant to and in accordance with the Constitution and Statutes of the State of South Carolina, including particularly the provisions of Sections 5-21-210 through 5-21-500 and Section 11-27-40, Code of Laws of South Carolina 1976, as amended, and an ordinance (the “*Ordinance*”) duly enacted by the City Council of the City (the “*Council*”) on March 14, 2017.

[Insert Redemption Provisions, if any]

The principal and interest on this Bond shall be paid by way of an equal _____ amortized payment in the amount of \$_____ (each a “*Bond Payment*”) due and payable on _____ of each of the years 20__ through 20__, inclusive (the “*Bond Payment Dates*”). This Bond shall bear interest at the rate of _____% per annum, calculated on the basis of a 360-day year consisting of twelve 30-day months, from the date of this Bond and shall be paid by way of the Bond Payments to the

person in whose name this Bond is registered at the close of business on the fifteenth day of the month next preceding each Bond Payment date. The Bond Payments shall be payable by check or draft mailed at the times provided herein from the City to the person in whose name this Bond is registered at the address shown on the registration books. The Bond Payments are payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

Certain capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Ordinance. Certified copies of the Ordinance are on file in the office of the Clerk of Court of Darlington County, South Carolina and in the office of the City Council.

This Bond is payable from a tax levied on all taxable property within the City. For the prompt payment of the Bond Payments as the same shall become due, the full faith, credit, and taxing power of the City are irrevocably pledged.

This Bond and the interest hereon are exempt from all State, county, municipal, school district, and all other taxes or assessments of the State of South Carolina, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise, except inheritance, estate, transfer, or certain franchise taxes.

This Bond is issued in the form of one (1) fully registered bond and is transferable, as provided in the Ordinance, only upon the registration books of the City kept for that purpose at the offices of the City by the registered Holder in person or by his or her duly authorized attorney upon (i) surrender of this Bond together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered holder or his or her duly authorized attorney, and (ii) payment of the charges, if any, prescribed in the Ordinance. Thereupon a new fully registered bond of like interest rate and principal amount shall be issued to the transferee in exchange therefor as provided in the Ordinance. The City may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of the Bond Payment due hereon and for all other purposes.

For every exchange or transfer of this Bond, the City may make a charge sufficient to reimburse itself for any tax, fee, or other governmental charge required to be paid with respect to such exchange or transfer.

It is hereby certified and recited that all acts, conditions, and things required to exist, happen, and to be performed precedent to and in the adoption of the Ordinance and in the issuance of this Bond in order to make the legal, valid, and binding general obligation of the City in accordance with its terms, do exist, have been done, have happened and have been performed in regular and due form as required by law; and that the issuance of this Bond does not exceed or violate any constitutional, statutory, or other limitation upon the amount of indebtedness prescribed by law.

IN WITNESS WHEREOF, the City has caused this Bond to be signed by the manual signature of the Mayor of the City, attested by the manual signature of the City Clerk, and the seal of the City impressed hereon.

**CITY OF HARTSVILLE,
SOUTH CAROLINA**

(SEAL)

Carl M. (Mel) Pennington IV, Mayor

Attest:

Sherron L. Skipper, City Clerk
City of Hartsville, South Carolina

(FORM OF ASSIGNMENT)

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

within bond and does hereby irrevocably constitute and appoint

attorney to transfer the within bond on the books kept for registration thereof, with full power of
substitution in the premises.

Dated: _____

Signature

(Authorized Officer)

Notice: The signature to the assignment must correspond with the name of the registered owner as it appears upon the face of the within bond in every particular, without alteration or enlargement or any change whatever.

NOTICE OF PRIVATE SALE

\$ _____ GENERAL OBLIGATION BOND,
SERIES 2017 OF THE CITY OF HARTSVILLE, SOUTH CAROLINA

The City of Hartsville, South Carolina intends to, on or about December ____, 2017, to deliver to _____ its \$ _____ General Obligation Bond, Series 2017 (the "**Bond**"). The Bond was sold at par to _____. The Bond shall bear interest at the rate of _____% per annum calculated on the basis of a 360-day year consisting of twelve 30-day months, from the date of the Bond. The principal and interest on the Bond shall be paid by way of an annual amortized payment in the amount of \$ _____ (a "**Bond Payment**") due and payable on _____ of each of the years 20__ through 20__ to the person in whose name the Bond is registered at the close of business on the fifteenth day of the month next preceding each Bond Payment date.

NOTICE OF ENACTMENT

Notice is hereby given that on March 14, 2017, the City Council of the City of Hartsville, enacted an ordinance entitled “AN ORDINANCE TO PROVIDE FOR THE ISSUANCE AND SALE OF A NOT EXCEEDING SEVEN HUNDRED THOUSAND DOLLARS (\$700,000) GENERAL OBLIGATION BOND, SERIES 2017 OF THE CITY OF HARTSVILLE, SOUTH CAROLINA, TO PRESCRIBE THE PURPOSES FOR WHICH THE PROCEEDS SHALL BE EXPENDED, TO PROVIDE FOR THE PAYMENT THEREOF, AND OTHER MATTERS RELATING THERETO.”

By order of the City Council, this ____ day of March, 2017.