

Sponsor(s) : County Council
Adopted : July 8, 2025
Committee Referral : N/A
Committee Consideration Date : N/A
Committee Recommendation : N/A

RESOLUTION NO. 25-R-41

COUNCIL-ADMINISTRATOR FORM OF GOVERNMENT FOR COLLETON COUNTY

[AUTHORIZING THE ISSUANCE AND SALE OF NOT EXCEEDING \$2,500,000 GENERAL OBLIGATION BOND ANTICIPATION NOTES IN ANTICIPATION OF THE ISSUANCE OF GENERAL OBLIGATION BONDS OF COLLETON COUNTY, SOUTH CAROLINA; AND OTHER MATTERS RELATED THERETO.]

WHEREAS, the County Council (the “County Council”) of Colleton County, South Carolina (the “Issuer”), a body corporate and politic and a political subdivision of the State of South Carolina, the governing body of the Issuer, has previously enacted an ordinance on June 18, 2024 (the “Bond Ordinance”), authorizing the issuance of general obligation bonds of the Issuer in the principal amount of not exceeding \$10,000,000 (the “Bonds”), to fund the design, acquisition, construction, installation, equipping and renovation of the County’s Voter Registration Offices, a new County Coroner’s Office and Morgue, the Colleton County Detention Center, the Colleton County Harrelson Building, including offices of the Register of Deeds, GIS Department, Assessor’s Office, and Planning and Development Office, and an Agriculture Center Commercial Kitchen (as more fully defined in the Bond Ordinance, the “Project”) pursuant to the provisions of Title 4, Chapter 15 of the Code of Laws of South Carolina 1976, as amended, as amended and continued by Section 11-27-40 of the Code of Laws of South Carolina 1976, as amended (collectively, the “Bond Enabling Act”); and

WHEREAS, the Issuer intends to provide permanent financing for the Project through the issuance of the Bonds pursuant to the Bond Enabling Act; and

WHEREAS, the Bonds will be general obligations of the Issuer, secured by a pledge of the Issuer’s full faith, credit, and taxing powers; and

WHEREAS, pending the issuance of the Bonds, the Bond Ordinance provides that the Issuer may issue bond anticipation notes pursuant to the provisions of Title 11, Chapter 17 of the Code of Laws of South Carolina 1976, as amended, to provide interim financing for the Project; and

WHEREAS, Article X, Section 14, Paragraph 8 of the Constitution of the State of South Carolina authorizes the County Council to incur general obligation indebtedness in anticipation of the proceeds of general obligation bonds, subject to the 8% constitutional debt limit, for all corporate purposes of the County, including any public purpose necessary or convenient to the welfare of the County; and

WHEREAS, the County Council have previously determined in the Bond Ordinance that it is in the best interest of the County, and necessary and proper for the general welfare of the County and its citizens that the County proceed with the Project by raising a portion of the necessary funds for the Project by the issuance of general obligation bond anticipation notes; and

WHEREAS, pursuant to the authorizations of Article X, Section 14, Paragraphs 7 and 8 of the South Carolina Constitution, for the purposes set forth above, and subject to an eight per centum (8%) constitutional debt limit, the County is authorized to incur general obligation indebtedness; the assessed value of all taxable property in the County is currently \$237,694,947; and the County has \$5,955,000 of bonded indebtedness, consisting of \$1,800,000 of outstanding General Obligation Bond Anticipation Notes of 2024 (the "Series 2024 BANs") and \$4,155,000 of outstanding General Obligation Bonds which count against its 8% constitutional debt limit; and

WHEREAS, upon maturity of the Series 2024 BANs, the Issuer may incur additional general obligation indebtedness in the amount of \$13,060,596 without conducting a referendum; and

WHEREAS, the Series 2024 BANs mature on July 25, 2025; and

WHEREAS, the Issuer desires to refund the Series 2024 BANs by issuing renewal bond anticipation notes in the principal amount of not exceeding \$2,500,000 (the "Notes"), as provided by Article IX, Section 2(b) of the Bond Ordinance and as further provided herein and, if determined to be in the best interest of the County, to pay all or a portion of the interest due on the Series 2024 BANs from July 25, 2024 to July 25, 2025;

NOW, THEREFORE, BE IT RESOLVED by the County Council of Colleton County, South Carolina in Council assembled, and by the authority thereof, as follows:

ARTICLE I DEFINITIONS

Section 1.01 Defined Terms.

In addition to the terms defined in the preambles to this Resolution, the defined terms defined in this Resolution (except as herein otherwise expressly provided or unless the context otherwise requires) shall have the respective meanings specified in the Bond Ordinance.

Section 1.02 General Rules of Interpretation.

(a) Articles, Sections, and Paragraphs mentioned by number are the respective Articles, Sections, and Paragraphs of this Resolution so numbered.

(b) Except as otherwise expressly provided or unless the context otherwise requires, words importing persons include, firms, associations, and corporations and the masculine includes the feminine and the neuter.

(c) Words importing the redemption or redeeming or calling for redemption of the Notes do not include or connote the payment of such Notes at their stated maturity or the purchase of such Notes.

(d) Words importing the singular number include the plural number and *vice versa*.

ATTEST:



Danielle Murdaugh, Council Clerk

SIGNED:



Scott Biering, Chairman

COUNCIL VOTE: **UNANIMOUS**
OPPOSED:

ARTICLE II
AUTHORIZATION AND ISSUANCE OF NOTES

Section 2.01 **Constitutional and Statutory Authorization of Notes.**

The County Council is authorized and empowered by Subsection 9 of Section 14 of Article X of the South Carolina Constitution and by the Note Enabling Act to borrow pursuant to the provisions thereof in anticipation of the receipt of the proceeds of the Bonds.

Section 2.02 **Issuance of Notes.**

(a) Pursuant to the constitutional and statutory authorization cited above, and to the authorization of the County Council as set forth in the Bond Ordinance and this Resolution, in order to obtain funds (i) to refund the Series 2024 BANs, pending the issuance of the Bonds, (ii) to pay costs of issuance of the Notes, and (iii) to pay additional Project costs, if any, the Issuer shall borrow an amount determined by the County Administrator not exceeding \$2,500,000 to be evidenced by one or more series of Notes in the aggregate principal amount outstanding at any one time of not exceeding \$2,500,000, dated the date of their delivery, and maturing on dates designated by the County Administrator to be not later than one year after their respective dates of delivery.

(b) The Notes shall be sold by negotiated sale to First Citizens Bank and Trust Company (the "Original Purchaser") on terms as shall be approved by the County Administrator upon the advice of the Financial Advisor and Bond Counsel.

Section 2.03 **Form of Notes.**

(a) The Notes shall be issued in the aggregate principal amount of not exceeding \$2,500,000, shall be numbered from R-1 and upward consecutively, and shall be in substantially the form attached to the Bond Ordinance as Exhibit E, with any necessary changes or appropriate variations, omissions, and insertions as are incidental to the series, numbers, denominations, and registration and transfer provisions as are otherwise permitted or required by law or this Resolution.

(b) The Notes shall be payable, both principal and interest, in any coin or currency of the United States of America which is, at the time of payment, legal tender for the payment of public and private debts. Principal of and interest on the Notes shall be paid when due to the Noteholders by the Paying Agent from moneys on deposit in the Paying Agent Fund to be established with and administered by the Paying Agent.

Section 2.04 **Execution of Notes.**

The Notes shall be executed in the name of the Issuer by the Chairman, and attested by the Clerk to County Council, by their manual or facsimile signatures, provided that in the event

that both such signatures are facsimile signatures, the Notes shall be of no effect unless and until they are authenticated by the manual signature of an authorized officer of a bank that is named by the Chairman as authenticating agent, and the seal of the Issuer shall be impressed or reproduced on each Note. Any facsimile signature appearing on the Notes may be those of the officers who are in office on the date of the adoption of this resolution. The Notes shall be executed in respect of any manual signature by the person or persons holding office when such Notes are ready for delivery. The execution of the Notes in this fashion shall be valid and effectual notwithstanding changes in the personnel of any of the above offices subsequent to their execution.

Section 2.05 Interest Rates on Notes.

The Notes shall bear interest at such interest rate or rates as approved by the Chairman, which interest shall be payable at the maturity of the Notes and on such other interest payment dates as approved by the Chairman.

Section 2.06 Prepayment or Redemption of Notes.

(a) The Notes shall be subject to prepayment or prior redemption upon the terms and conditions as approved by the County Administrator.

(b) Any notice of redemption of Notes will be given by the Issuer by mailing it by first class mail, not less than 30 days nor more than 60 days prior to the redemption date, to the registered owner of each Note called for redemption. Interest on the Notes or portion thereof to be redeemed shall cease to accrue from and after the redemption date, unless the Issuer defaults in making due provision for the payment of the redemption price thereof.

Section 2.07 Sale of Notes.

The Notes shall be sold at a price or prices, approved by the County Administrator, to the Original Purchaser, which prices the County Administrator shall have determined to be in the best interest of the Issuer. The County Council hereby delegate to the County Administrator the authority to execute and deliver to the Original Purchaser an agreement, upon the advice of counsel, for the sale of the Notes (each, a "Note Purchase Contract"). The Note Purchase Contract shall meet the terms and conditions set forth in the Bond Ordinance. Any persons as the County Administrator shall designate may exercise the foregoing powers and duties of the County Administrator in lieu thereof.

Section 2.08 Place of Payments; Paying Agent.

Principal of the Notes, when due (whether at maturity or prepayment), shall be payable at the office of the Colleton County Treasurer (the "Paying Agent"). Interest on any Note shall be payable on each interest payment date by cheque or draught mailed to the person in whose name such Note is registered at the close of business on the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding such interest payment date (the "Regular Record Date") by the Paying Agent.

**ARTICLE III
APPLICATION OF NOTE PROCEEDS**

Section 3.01 Application of Note Proceeds.

All proceeds of the Notes shall be applied as directed by the County Administrator to pay the principal of and interest on the Series 2024 BANs as they mature, issuance costs of the Notes, and Project costs, if any. If there are proceeds of the Notes remaining, such proceeds may be applied to pay interest due on the Notes at maturity.

Section 3.02 Purchaser Not Liable for Proper Application of Proceeds.

No purchaser or holder of the Notes shall be liable for the proper application of the proceeds thereof.

**ARTICLE IV
SECURITY FOR THE NOTES**

Section 4.01 Agreement to Issue Bonds or Refunding Notes.

The County Council covenant and agree, pursuant to Section 11-17-20 of the Note Enabling Act, to issue and sell the Bonds in the manner prescribed by the Bond Enabling Act in an amount sufficient to retire the Notes prior to the maturity of the Notes or to issue refunding bond anticipation notes in such a sufficient amount.

Section 4.02 Security for the Notes.

For the payment of the Notes, there are hereby pledged the proceeds to be derived from the sale of the Bonds to be issued by the Issuer or, if the Bonds are not issued prior to the maturity of the Notes, from the sale of an issue of renewal or refunding bond anticipation notes, together with the full faith, credit, and taxing power of the Issuer.

Section 4.03 No Additional Amount of Notes Except Junior Notes.

The Issuer agrees with the holders of the Notes that the Issuer will issue no additional outstanding principal amount of bond anticipation notes in anticipation of the issuance of the Bonds in excess of the amount authorized by the Bond Ordinance, as amended and restated from time to time, unless the same are expressly made junior to the Notes authorized by this Resolution.

Section 4.04 All Notes Equally and Ratably Secured.

All Notes authorized by and issued pursuant to the Bond Ordinance shall be secured equally and ratably as provided in Section 4.02 hereof.

Section 4.05 Performance of Covenants; Authority of the Issuer.

The Issuer covenants that it will faithfully perform at all times any and all covenants, undertakings, stipulations, and provisions contained in the Note Enabling Act, in the Bond Ordinance, in this Resolution, in the Notes executed and delivered hereunder, and in all proceedings pertaining thereto. The Issuer covenants that it is duly authorized under the

Constitution and laws of the State of South Carolina to issue the Notes authorized hereby, to enact the Bond Ordinance, to adopt this Resolution, and to pledge the proceeds of the Bonds pledged in the manner and to the extent set forth; that all action on its part for the issuance of the Notes, the enactment of the Bond Ordinance, and the adoption of the Resolution has been duly and effectively taken; and that the Notes in the hands of the holders thereof are and will be valid and enforceable obligations of the Issuer according to the import thereof.

ARTICLE V APPROVAL OF DISCLOSURE DOCUMENTS

Section 5.01 Approval of Disclosure Documents.

The County Council hereby authorize and direct the Chairman, the County Administrator, and the Finance Director to prepare, or cause to be prepared, such preliminary and final official statement, offering memorandum, or other disclosure documents necessary or convenient for use in the offering and sale of the Notes, upon the advice of the Financial Advisor and counsel. The County Council hereby delegate to the Chairman authority to deem final any such documents within the meaning of S.E.C. Rule 15c2-12.

Section 5.02 Continuing Disclosure Undertaking.

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

(i) An annual independent audit, within thirty days of the County Council’s receipt of the audit; and

(ii) Event specific information within 30 days of an event adversely affecting more than five percent of the aggregate of revenues of the Issuer.

The only remedy for failure by the County Council to comply with the covenant in this Section 5.02 shall be an action for specific performance of this covenant. The County Council specifically reserves the right to amend this covenant to reflect any change in Section 11-1-85, without the consent of any registered owner of any Notes.

(b) In addition, the County Council hereby authorize the County Administrator or Finance Director of the Issuer to execute such continuing disclosure undertaking as is necessary or useful with respect to the sale of the Notes.

ARTICLE VI MISCELLANEOUS

Section 6.01 Execution of Closing Documents and Certificates; Validity of Executed Documents.

The Chairman, the Clerk to County Council, the County Administrator, the Finance Director, and all other officials and employees of the Issuer are fully authorized and empowered to take any further action and to execute and deliver such closing documents as may be necessary and proper in order to complete the borrowing herein authorized and the action of the officers or

any one or more of them in executing and delivering any documents, in the form as he or they shall approve, is hereby fully authorized. Upon the execution of documents by such officials and employees of the Issuer, such documents shall remain the valid and binding obligations of the Issuer notwithstanding that any such official or employee shall cease to maintain such office or position.

Section 6.02 Vice Chairman May Act in Chairman's Absence; Acting Clerk to County Council May Act in Clerk to County Council's Absence.

In the absence of the Chairman, the Vice Chairman of the County Council, or such other person or persons as the Chairman shall designate, is fully authorized to exercise all powers vested in the Chairman under this Resolution. In the absence of the Clerk to County Council, the acting or assistant Clerk to County Council is fully authorized to exercise all powers and take all actions vested in the Clerk to County Council under this Resolution.

Section 6.03 Benefits of Resolution Limited to the Issuer and Holder of the Notes.

With the exception of rights or benefits herein expressly conferred, nothing expressed or mentioned in or to be implied from this Resolution or the Notes is intended or should be construed to confer upon or give to any person other than the Issuer and the holder of the Notes, any legal or equitable right, remedy, or claim under or by reason of or in respect to this Resolution or any covenant, condition, stipulation, promise, agreement, or provision herein contained. This Resolution and all of the covenants, conditions, stipulations, promises, agreements, and provisions hereof are intended to be and shall be for and inure to the sole and exclusive benefit of the Issuer and the holder from time to time of the Notes as herein and therein provided.

Section 6.04 Resolution Binding Upon Successors or Assigns of the Issuer.

All the terms, provisions, conditions, covenants, warranties, and agreements contained in this Resolution shall be binding upon the successors and assigns of the Issuer and shall inure to the benefit of the holder of the Notes.

Section 6.05 No Personal Liability.

No recourse shall be had for the enforcement of any obligation, covenant, promise, or agreement of the Issuer contained in this Resolution or the Notes, against any member of the County Council, or any officer or employee of the Issuer, as such, in his or her individual capacity, past, present, or future.

Section 6.06 Effect of Saturdays, Sundays, and Holidays.

Whenever this Resolution requires any action, including the payment of principal or interest on the Notes, to be taken on a Saturday, Sunday, or legal or public holiday or bank holiday in the State of South Carolina, the action shall be taken on the secular or business day next succeeding the holiday. Whenever in this Resolution the time within which any action is

required to be taken or within which any right will lapse or expire shall terminate on a Saturday, Sunday, or legal or public holiday or bank holiday in the State of South Carolina, the time shall continue to run until midnight on the next succeeding secular or business day.

Section 6.07 Law and Place of Enforcement of the Resolution.

This Resolution shall be construed and interpreted in accordance with the laws of the State of South Carolina and all suits and actions arising out of this Resolution shall be instituted in a court of competent jurisdiction in said State.

Section 6.08 Effect of Article and Section Headings and Table of Contents.

The headings or title of the several Articles and Sections hereof, and any Table of Contents appended hereto or to copies hereof, shall be solely for convenience of reference and shall not affect the meaning, construction, interpretation, or effect of this Resolution.

Section 6.09 Savings Provision.

If any section, paragraph, clause, or provision of this Resolution shall be held invalid, the invalidity of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 6.10 Repealing Clause.

All resolutions or parts thereof inconsistent herewith shall be, and the same are hereby, repealed to the extent of the inconsistencies.

DONE IN MEETING DULY ASSEMBLED this 8th day of July, A.D. 2025.

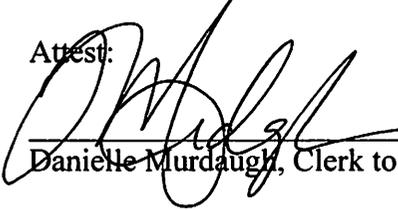
COLLETON COUNTY, SOUTH CAROLINA

(SEAL)



Scott Biering, Chairman of County Council

Attest:



Danielle Murdaugh, Clerk to County Council, Colleton County

COUNCIL VOTE **UNANIMOUS**
OPPOSED: