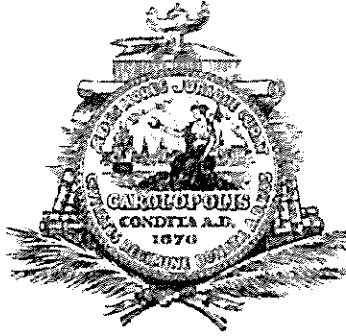


AGENDA FOR JANUARY 10, 2022  
CITY OF CHARLESTON PUBLIC FACILITIES CORPORATION  
BOARD OF DIRECTORS MEETING  
10:00 A.M.  
CONFERENCE CALL #: 1-929-205-6099  
ACCESS CODE: 82852266136

- I. Call to Order, Declaration of Quorum, Media Notice
- II. Approval of Agenda
- III. Consideration of a Resolution entitled Resolution of the Board of Directors of the City of Charleston Public Facilities Corporation In Regard To Not Exceeding \$25,000,000 City of Charleston Public Facilities Corporation Installment Purchase Revenue Bonds (City of Charleston Project) Series 2022
- IV. Election of Officers
- V. Old Business
- VI. New Business
- VII. Adjourn

Amy K. Wharton, President  
Matthew Frohlich, Vice President  
Sarah Myers, Secretary/Treasurer



RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE CITY OF CHARLESTON PUBLIC FACILITIES CORPORATION  
IN REGARD TO NOT EXCEEDING \$25,000,000  
CITY OF CHARLESTON PUBLIC FACILITIES CORPORATION  
INSTALLMENT PURCHASE REVENUE BONDS  
(CITY OF CHARLESTON PROJECT)  
SERIES 2022

BE IT HEREBY RESOLVED by the Board of Directors of the City of Charleston Public Facilities Corporation, a South Carolina not-for-profit corporation (the “**Corporation**”), in a meeting duly assembled:

1. The Base Lease Agreement dated as of September 1, 2015, the Supplemental Base Lease Agreement dated as of November 1, 2017, the Second Supplemental Base Lease dated as of November 1, 2020 and the Third Supplemental Base Lease dated as of February 1, 2022 or such other date as agreed to by the parties thereto (collectively, the “**Base Lease**”) between the City of Charleston, South Carolina, a municipal corporation organized and existing under the laws of the State of South Carolina (the “**City**”) and the Corporation, under which the City leases to the Corporation certain land owned by the City (the “**Real Property**”) upon which is located improvements which constitute public safety facilities including the Reuben M. Greenberg Municipal Building and Fire Station 9, which serve as headquarters for the Police Department and Fire Department, respectively, of the City (the “**Existing Facilities**”), so that the Corporation may provide for the acquisition, construction and equipping of certain new municipal facilities (the “**Project Facilities**”), none of which will be situated on the Real Property, is hereby approved;

2. The City, pursuant to the Base Lease, has conveyed title to the Existing Facilities to the Corporation and leased the Real Property to the Corporation.

3. The Municipal Facilities Purchase and Occupancy Agreement dated as of September 1, 2015, the Supplemental Municipal Facilities Purchase and Occupancy Agreement dated as of November 1, 2017, the Second Supplemental Municipal Facilities Purchase and Occupancy Agreement dated as of November 1, 2020 and the Third Supplemental Municipal Facilities Purchase and Occupancy Agreement dated as of February 1, 2022 or such other date as agreed to by the parties thereto (collectively, the “**Facilities Agreement**”) between the Corporation and the City, pursuant to which the City has agreed to undertake Project Facilities and by which the City may reacquire the Existing Facilities by payment of the amounts required thereunder, is hereby approved;

4. The securing of the not exceeding \$25,000,000 City of Charleston Public Facilities Corporation Installment Purchase Revenue Bonds (City of Charleston Project) Series 2022 (the “**Bonds**”) pursuant to the terms of the Trust Agreement dated as of September 1, 2015, the Supplemental Trust Agreement dated as of November 1, 2017, the Second Supplemental Trust Agreement dated as of November 1, 2020 and the Third Supplemental Trust Agreement dated as of February 1, 2022 or such other

date as agreed to by the parties thereto (collectively, the “**Trust Agreement**”) between the Corporation and U.S. Bank National Association, as trustee (the “**Trustee**”), is hereby approved;

5. The sale of the Bonds pursuant to the terms of the Bond Purchase Agreement (the “**Purchase Agreement**”) to be entered into by and among the Corporation, the City and Wells Fargo Bank, National Association on behalf of itself and as representative of the other underwriters, and the use of an Official Statement (the “**Official Statement**”) in connection with the offering and sale of the Bonds, and the entering into of a Continuing Disclosure Agreement (the “**Continuing Disclosure Agreement**”) are hereby approved;

6. The respective forms of and the terms and provisions contained in the foregoing documents are hereby approved with such changes or additions thereto as the President of the Corporation may determine to be advisable, such determination to be conclusively evidenced by execution and delivery by her of the documents to which the Corporation is a party:

- a) Base Lease;
- b) Facilities Agreement;
- c) Trust Agreement;
- d) Purchase Agreement;
- e) Official Statement; and
- f) Continuing Disclosure Agreement

BE IT FURTHER RESOLVED, that the President of the Corporation is hereby authorized to execute and deliver on behalf of the Corporation the documents described in the paragraph above in substantially the form customarily used with such changes therein or any additions thereto as shall be approved by the officer or any officers of the Corporation executing and delivering the same, such approval to be conclusively evidenced by the execution and delivery thereof; and

BE IT FURTHER RESOLVED, that in addition to and without limiting the generality of the foregoing or of any authority heretofore conferred, the officers of the Corporation, including the President, the Vice President and the Secretary/Treasurer, or any two or more of the officers acting jointly, are authorized to take such further action in connection with the issuance of the Bonds and to execute and deliver such instruments, certificates, documents or papers on behalf of the Corporation or otherwise as such officer or officers may determine (such determination to be conclusively evidenced by the taking of such action or the execution of such instruments, as the case may be) to be advisable or appropriate to carry out the intent of the foregoing resolution or to further any of the matters or transactions referred to in or contemplated by the documents approved or authorized by the foregoing resolution; and any action taken by such officers prior to the adoption of this resolution is hereby ratified and confirmed.

Passed and approved this 10<sup>th</sup> day of January, 2022.

CITY OF CHARLESTON PUBLIC FACILITIES  
CORPORATION

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Amy K. Wharton, President

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Matthew Frohlich, Vice President

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Sarah Myers, Secretary/Treasurer