



ORDINANCE No. 2024-02

AN ORDINANCE

MAKING PROVISION FOR THE TERMS AND CONDITIONS OF A \$21,000,000 COMBINED PUBLIC UTILITY SYSTEM REVENUE BOND OF THE CITY OF ORANGEBURG, SOUTH CAROLINA, AUTHORIZED BY A BOND ORDINANCE OF THE CITY OF ORANGEBURG ENACTED JANUARY 20, 2004, AS AMENDED, AND OTHER MATTERS RELATED THERETO.

(2024 SERIES ORDINANCE)

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BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ORANGEBURG, SOUTH CAROLINA, IN MEETING DULY ASSEMBLED:

ARTICLE I

FINDINGS OF FACT

Section 1.01. Findings of Fact. As an incident to the adoption of this Series Ordinance, the City Council (“**City Council**”) of the City of Orangeburg, South Carolina (the “**City**”) has made the following findings:

A. By ordinance entitled “An Ordinance Providing for the Issuance and Sale of Combined Public Utility System Revenue Bonds of the City of Orangeburg, South Carolina, and Other Matters Relating Thereto,” enacted on January 20, 2004, as amended by an ordinance entitled “An Ordinance Making Provision for the Terms and Conditions of a Combined Public Utility System Revenue Bond of the City of Orangeburg, South Carolina, Authorized by a Bond Ordinance of the City of Orangeburg Adopted January 20, 2004 and Amending Said Bond Ordinance as to Certain Definitions Contained Therein, the Determination of Certain Details of a Series of Bonds, the Conditions Required for the Issuance of a Series of Bonds Thereunder, the Matters Constituting Events of Default Thereunder, and the Remedies Applicable Thereto, and Other Matters Related Thereto” enacted on January 7, 2020 (collectively, the “**Bond Ordinance**”), City Council made provision for the issuance from time to time of Combined Public Utility System Revenue Bonds of the City (“**Bonds**”) payable from revenues derived from the operation of the City’s Combined Public Utility System (the “**System**”). The System is operated and managed by the Department of Public Utilities of the City (the “**Department**”). Capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Bond Ordinance.

B. The revenues derived from the System are now hypothecated and pledged to the payment of (i) the outstanding installments of an original issue of \$4,280,163 South Carolina Water Pollution Control Revolving Fund Loan of the City dated August 5, 2009 (the “**2009A Bond**”); (ii) the outstanding installments of an original issue of \$982,514 South Carolina Drinking Water Revolving Fund Loan of the City dated August 5, 2009 (the “**2009B Bond**”); (iii) the outstanding installments of an original issue of not exceeding \$27,454,700 South Carolina Water Pollution Control Revolving Fund Loan of the City dated May 23, 2014 (the “**2014 Bond**”); and (iv) the outstanding installments of an original issue of \$15,000,000 Combined Public Utility System Revenue Bond, Series 2020, of the City dated January 15, 2020 (the “**2020 Bond**”). The 2009A Bond, the 2009B Bond, the 2014 Bond, and the 2020 Bond are hereinafter referred to as the “**Parity Bonds**.”

C. The City has determined to defray the cost of upgrades to certain substations and electric power lines associated therewith (the “**Project**”) through the borrowing authorized herein. The Project will be part of the System.

D. The Bond Ordinance provides that a Series Ordinance shall be adopted with respect to each Series of Bonds, which Series Ordinance shall express the approval of City Council to the issuance of a Series of Bonds and each Series Ordinance shall specify and determine, or in the discretion of the City Council with respect to items (1), (2), (5), (7), (8), (9), (10), (11), and (12) below, identify the officer of the City authorized to so specify and determine:

- (1) The Date or Dates of Issue of such Series of Bonds;
- (2) The precise principal amount of the Series of Bonds;

- (3) The specific purposes for which the proceeds of such Series will be used;
- (4) The title and designation of the Bonds of such Series and manner of numbering and lettering, and the denomination or denominations of the Bonds of such Series;
- (5) The date or dates of maturity and the amounts thereof;
- (6) The interest rate or rates, or the manner of determining such rate or rates, of the Bonds of such Series including the extent to which Variable Rate Indebtedness is issued and if such Variable Rate Indebtedness is issued, the extent to which an interest rate cap or other financial structure customarily employed in such a borrowing will be used;
- (7) The time for the payment of interest on the Bonds in such Series and the Record Date;
- (8) The redemption price or redemption prices and the redemption date or redemption dates and other terms of redemption (if any) applicable to any of the Bonds of such Series for such payments;
- (9) The Registrar and the Paying Agent for such Bonds;
- (10) The portion of such Series that are serial Bonds and that are Term Bonds, if any, including the amount and date of each mandatory redemption or sinking fund installment, if any, required by such Series Ordinance to be paid for the retirement of any such Bonds;
- (11) The portion of such Series that are Capital Appreciation Bonds, if any, including the time for payment of such Capital Appreciation Bonds in order to address the information requested in paragraphs (7) and (8) above.
- (12) Any other applicable redemption requirement for the Bonds of such Series and the method of satisfying the same;
- (13) The manner in which Bonds of such Series are to be sold and provisions for the sale thereof;
- (14) The form or forms for the Bonds of each Series;
- (15) That the then applicable Reserve Requirement, if any, has been or will be met;
- (16) The disposition of the proceeds of the sale of the Bonds of such Series and the manner of their application; and
- (17) Any other provisions deemed advisable by the City not in conflict with or in substitution for the provisions of the Bond Ordinance and the Series Ordinance relating to the Bonds of such Series.

The Bond Ordinance further provides that:

- (18) There shall exist, on the occasion of the issuance of the Bonds, no default in the payment of the principal of or interest on any Prior Lien Bonds, Bonds or Junior Lien Bonds then Outstanding; and

(19) Unless on the date of delivery of such Series of Bonds there shall be on deposit an amount equal to the Reserve Requirement for all Bonds to be Outstanding immediately following the issuance of such Series of Bonds, there shall be deposited in the Debt Service Reserve Fund such amount as is necessary to make the value of the moneys and securities in the Debt Service Reserve Fund equal to the Reserve Requirement;

It is specifically found that the Bond, whose issuance is herewith provided for, is issued for purposes permitted by and in full compliance with all of the provisions of the Bond Ordinance set forth above.

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ARTICLE II

COMPLIANCE WITH BOND ORDINANCE AND DETAILS OF BONDS

Section 2.01. Compliance with Bond Ordinance.

A. It is specifically found that the Bond the issuance of which is herewith provided for (the “**2024 Bond**”), is issued for purposes permitted by and in full compliance with all of the provisions set forth in the Bond Ordinance.

B. The Council hereby determines that the issuance of the 2024 Bond is necessary to provide funds to be used and expended to construct improvements to the System and the useful life of the System is found to be not less than 40 years.

Section 2.02. Details of Series 2024 Bond.

A. The Council hereby further determines that:

(1) The Date of Issue of the 2024 Bond shall be the date of delivery, which is projected to be February 23, 2024, but subject to adjustment by the City Administrator.

(2) The 2024 Bond shall be in the original principal amount of \$21,000,000.

(3) The proceeds of the 2024 Bond shall be used to defray the cost of the Project and to pay costs of issuance.

(4) The 2024 Bond shall be designated City of Orangeburg, South Carolina, Combined Public Utility System Revenue Bond, Series 2024, and shall be issued in fully registered form and numbered, lettered and denominated in such fashion as determined by the Manager of the Department (the “**Manager**”) as to maintain a proper record thereof.

(5) The 2024 Bond shall be issued as a single term bond with equal amortized monthly installments of mandatory sinking fund installments of principal and interest payable commencing on the 15th day of the month following the delivery of the 2024 Bond, all in accordance with the schedule attached hereto as **Exhibit A**; provided, however, that **Exhibit A** is based upon the 2024 Bond bearing a dated date of February 23, 2024. The payments shown in **Exhibit A** shall be adjusted, to the satisfaction of the Manager, to reflect the actual dated date of the 2024 Bond if it is not February 23, 2024. The execution and delivery of the 2024 Bond by the Mayor (or in his absence, the Manager) shall constitute conclusive proof of the approval of the debt service requirements of the 2024 Bond by the City. The Record Date applicable to the 2024 Bond shall be the 1st day of the month of each Bond Payment Date.

(6) The 2024 Bond shall bear interest at the fixed rate of Four and sixteen hundredths percentum (4.16%) per annum, subject to adjustment of such rate upon and Event of Default or upon determination of taxability, as further provided in the 2024 Bond.

(7) Interest on the 2024 Bond shall be payable monthly in accordance with Section 2.02(5) herein.

(8) The 2024 Bond shall be subject to optional redemption, as further provided therein, in whole or in part on any date as follows:

<u>Redemption Dates</u>	<u>Redemption Price as Percentage of Principal to be Redeemed</u>
Up to and including First Anniversary of Issuance	103%
Up to and including Second Anniversary of Issuance	102%
Up to and including Third Anniversary of Issuance	101%
Any Date Following Third Anniversary of Issuance	100%

(9) The Clerk shall serve as Registrar for the 2024 Bond. In the absence of the Clerk, the Deputy Clerk may authenticate the Series 2024. The Comptroller of the Department of Public Utilities shall serve as the Paying Agent for the 2024 Bond. U.S. Bank Trust Company, National Association shall serve as Custodian of the Debt Service Fund.

(10) The Series 2024 Bond shall be issued as a single instrument, subject to monthly mandatory sinking fund redemption as provided in Section 2.02(5) herein.

(11) No portion of the Series 2024 Bond shall consist of a Capital Appreciation Bond.

(12) Notice of redemption of the Series 2024 Bond shall be given in the manner provided by Section 4.13 of the Bond Ordinance, subject to the right of the City to purchase Bonds as provided by Section 4.16 of the Bond Ordinance.

(13) Proposals for the purchase of 2024 Bond have been solicited from financial institutions by way of a Request for Proposals circulated by the Department. The Manager has recommended to the City Council that, based upon all proposals received, the 2024 Bond be awarded to SouthState Bank, N.A. The City Council accepts such recommendation and hereby awards the 2024 Bond to SouthState Bank, N.A..

(14) The 2024 Bond shall be substantially in the form attached hereto as **Exhibit B**. The Series 2024 Bond shall be executed by the manual signatures of the Mayor (or in his absence, the Manager) and Clerk (or in her absence, the Deputy Clerk) and authenticated in accordance with the applicable provisions of the Bond Ordinance and this 2024 Series Ordinance. Presentment of the Series 2024 Bond for payment shall not be required.

(15) No Debt Service Reserve Fund shall be established to secure the 2024 Bond. The Reserve Requirement applicable to each of the Parity Bonds has been met, and, as of the date of issuance of the 2024 Bond, the value of money and securities in each Debt Service Reserve Fund will, as of the most recent valuation thereof, be not less than the Reserve Requirement applicable thereto.

(16) The proceeds of the 2024 Bond shall be deposited in the Construction Fund hereby established in accordance with Section 7.01 of the Bond Ordinance and shall be applied to pay the cost of the Project and the cost of issuance of the 2024 Bond. The Construction Fund shall be held, maintained and controlled as directed by the City.

(17) City Council hereby authorizes the issuance of the 2024 Bond and agrees to abide by all of the terms, provisions and agreements set forth in the Bond Ordinance.

(18) City Council hereby authorizes the Mayor, the City Administrator, and the Manager to proceed with the execution and delivery of the 2024 Bond subject to the provisions herein.

City Council hereby authorizes the Mayor, the City Administrator, and the Manager to take such further action as may be necessary to effect the issuance of the 2024 Bond, and to execute and deliver such closing documents and certificates as may be necessary and proper in order to complete the issuance of the 2024 Bond herein authorized and the action of such officers or any one or more of them in executing and delivering any of such documents, in such form as he or they shall approve, is hereby fully authorized, their signature to be conclusive evidence of such approval.

ARTICLE III

TAX AND DISCLOSURE MATTERS

Section 3.01. Compliance with Internal Revenue Code of 1986, as amended.

The 2024 Bond is being issued as a tax-exempt obligation, and, to that end:

A. The City will comply with all requirements of the Internal Revenue Code of 1986 and regulations promulgated thereunder (collectively, the “Code”) in order to preserve the tax-exempt status of the Series 2024 Bond, including without limitation, the requirement to file an information report with the Internal Revenue Service and the requirement to comply with the provisions of Section 148(f) of the Code and Section 1.148-3 of the Treasury Regulations pertaining to the rebate of certain investment earnings on the proceeds of the Series 2024 Bond to the United States Government.

B. The City further represents and covenants that it will not take any action which will, or fail to take any action (including, without limitation, filing the required information report with the Internal Revenue Service) which failure will, cause interest on the Series 2024 Bond to become included in the gross income of the Registered 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 Series 2024 Bond. Without limiting the generality of the foregoing, the City represents and covenants that:

(1) All property provided by the net proceeds of the Series 2024 Bond will be owned by the City in accordance with the rules governing the ownership of property for federal income tax purposes.

(2) The City shall not permit any facility financed with the proceeds of the Series 2024 Bond to be used in any manner that would result in (i) ten percent (10%) or more of such proceeds being considered as having been used directly or indirectly in any trade or business carried on by any natural person or in any activity carried on by a person other than a natural person other than a governmental unit as provided in Section 141(b) of the Code, or (ii) five percent (5%) or more of such proceeds being 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.

(3) The City is not a party to nor will it enter into any contracts with any person for the use or management of any facility financed with the proceeds of the Series 2024 Bond that do not conform to the guidelines set forth in Revenue Procedure 2017-13 of the Internal Revenue Service.

(4) The City will not sell or lease any property refinanced by the Series 2024 Bond to any person unless it obtains the opinion of Bond Counsel that such lease or sale will not affect the tax exemption of the Series 2024 Bond.

(5) The Series 2024 Bond will not be federally guaranteed within the meaning of Section 149(b) of the Code. The City shall not enter into any leases or sales or service contracts with any federal government agency unless it obtains the opinion of nationally recognized bond counsel that such action will not affect the tax exemption of the Series 2024 Bond.

Section 3.02. Post-Issuance Disclosure.

A. Pursuant to Section 11-1-85 of the Code of Laws of South Carolina 1976, as amended, the City covenants to file with a central repository for availability in the secondary bond market when requested an annual independent audit, within thirty days of the City's receipt of the audit and event specific information within 30 days of an event adversely affecting more than five percent of the aggregate of revenues of the System or of the City. The only remedy for failure by the City to comply with the foregoing covenant 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 said Section 11-1-85, without the consent of the Holder of the 2024 Bond or its assigns.

B. The City covenants to provide the Holder of the 2024 Bond within 270 days following the close of each Fiscal Year audited financial statements of the System prepared by certified public accountants in accordance with Generally Accepted Auditing Standards as defined in *Government Auditing Standards*, Comptroller General of the United States, July 2018, and revisions, updates or successors thereto.

C. The only remedy for failure by the City to comply with either of Sections 3.02(A) and 3.02(B) shall be an action for specific performance thereof.

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ARTICLE IV

MISCELLANEOUS

Section 4.01. No Recourse.

All covenants, stipulations, promises, agreements and obligations of the City contained in the Bond Ordinance or in this 2024 Series Ordinance shall be deemed to be the covenants, stipulations, promises, agreements and obligations of the City and not those of any officer or employee of the City in his or her individual capacity, and no recourse shall be had for the payment of the principal or redemption price of or interest on the Series 2024 Bond or for any claim based thereon or on the Bond Ordinance or on this 2024 Series Ordinance, either jointly or severally, against any officer or employee of the City or any person executing the Series 2024 Bond.

Section 4.02. Severability.

If any one or more of the covenants or agreements provided in this 2024 Series Ordinance on the part of the City or any fiduciary to be performed should be contrary to law, then such covenant or covenants or agreement or agreements shall be deemed several from the remaining covenants and agreements, and shall in no way affect the validity of the other provisions of this 2024 Series Ordinance.

Section 4.03. Ordinance to Constitute a Contract.

In consideration of the purchase and acceptance of the Series 2024 Bond by those who shall purchase and hold the same from time to time, the provisions of this 2024 Series Ordinance shall be deemed to be and shall constitute a contract between the City and the Holder from time to time of the Series 2024 Bond, and such provisions are covenants and agreements with such Holder which the City hereby determines 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 Holder of the Series 2024 Bond.

Section 4.04. Effective Date.

This 2024 Series Ordinance is effective immediately upon enactment.

DONE AND RATIFIED BY THE CITY COUNCIL OF THE CITY OF ORANGEBURG,
STATE OF SOUTH CAROLINA THIS 20th DAY OF FEBRUARY, 2024.

Mayor

Michael C. Butler

Members of Council

Richard Starnes

AKG

Jandra Pappas

James

L. Jason Keith

Michael



ATTEST:

Ronda McDaniel

Clerk, City Council of the City of
Orangeburg, South Carolina

First Reading: December 19, 2023
Second Reading: January 16, 2024
Third Reading: February 20, 2024

DEBT SERVICE SCHEDULE
\$21,000,000 COMBINED PUBLIC UTILITY SYSTEM REVENUE BOND, SERIES 2024

Date	Payment	Interest	Principal
02/23/2024			
03/15/2024	\$128,914.45	\$53,386.67	\$75,527.78
04/15/2024	128,914.45	72,538.17	56,376.28
05/15/2024	128,914.45	72,342.73	56,571.72
06/15/2024	128,914.45	72,146.62	56,767.83
07/15/2024	128,914.45	71,949.82	56,964.63
08/15/2024	128,914.45	71,752.34	57,162.11
09/15/2024	128,914.45	71,554.18	57,360.27
10/15/2024	128,914.45	71,355.33	57,559.12
11/15/2024	128,914.45	71,155.80	57,758.65
12/15/2024	128,914.45	70,955.57	57,958.88
01/15/2025	128,914.45	70,754.64	58,159.81
02/15/2025	128,914.45	70,553.02	58,361.43
03/15/2025	128,914.45	70,350.70	58,563.75
04/15/2025	128,914.45	70,147.68	58,766.77
05/15/2025	128,914.45	69,943.96	58,970.49
06/15/2025	128,914.45	69,739.52	59,174.93
07/15/2025	128,914.45	69,534.38	59,380.07
08/15/2025	128,914.45	69,328.53	59,585.92
09/15/2025	128,914.45	69,121.97	59,792.48
10/15/2025	128,914.45	68,914.69	59,999.76
11/15/2025	128,914.45	68,706.69	60,207.76
12/15/2025	128,914.45	68,497.97	60,416.48
01/15/2026	128,914.45	68,288.53	60,625.92
02/15/2026	128,914.45	68,078.36	60,836.09
03/15/2026	128,914.45	67,867.46	61,046.99
04/15/2026	128,914.45	67,655.83	61,258.62
05/15/2026	128,914.45	67,443.46	61,470.99
06/15/2026	128,914.45	67,230.36	61,684.09
07/15/2026	128,914.45	67,016.53	61,897.92
08/15/2026	128,914.45	66,801.95	62,112.50
09/15/2026	128,914.45	66,586.62	62,327.83
10/15/2026	128,914.45	66,370.55	62,543.90
11/15/2026	128,914.45	66,153.74	62,760.71
12/15/2026	128,914.45	65,936.16	62,978.29
01/15/2027	128,914.45	65,717.84	63,196.61
02/15/2027	128,914.45	65,498.76	63,415.69

Date	Payment	Interest	Principal
03/15/2027	128,914.45	65,278.92	63,635.53
04/15/2027	128,914.45	65,058.31	63,856.14
05/15/2027	128,914.45	64,836.95	64,077.50
06/15/2027	128,914.45	64,614.81	64,299.64
07/15/2027	128,914.45	64,391.91	64,522.54
08/15/2027	128,914.45	64,168.23	64,746.22
09/15/2027	128,914.45	63,943.77	64,970.68
10/15/2027	128,914.45	63,718.54	65,195.91
11/15/2027	128,914.45	63,492.53	65,421.92
12/15/2027	128,914.45	63,265.73	65,648.72
01/15/2028	128,914.45	63,038.15	65,876.30
02/15/2028	128,914.45	62,809.78	66,104.67
03/15/2028	128,914.45	62,580.62	66,333.83
04/15/2028	128,914.45	62,350.66	66,563.79
05/15/2028	128,914.45	62,119.91	66,794.54
06/15/2028	128,914.45	61,888.35	67,026.10
07/15/2028	128,914.45	61,655.99	67,258.46
08/15/2028	128,914.45	61,422.83	67,491.62
09/15/2028	128,914.45	61,188.86	67,725.59
10/15/2028	128,914.45	60,954.08	67,960.37
11/15/2028	128,914.45	60,718.48	68,195.97
12/15/2028	128,914.45	60,482.07	68,432.38
01/15/2029	128,914.45	60,244.84	68,669.61
02/15/2029	128,914.45	60,006.78	68,907.67
03/15/2029	128,914.45	59,767.90	69,146.55
04/15/2029	128,914.45	59,528.19	69,386.26
05/15/2029	128,914.45	59,287.66	69,626.79
06/15/2029	128,914.45	59,046.28	69,868.17
07/15/2029	128,914.45	58,804.07	70,110.38
08/15/2029	128,914.45	58,561.02	70,353.43
09/15/2029	128,914.45	58,317.13	70,597.32
10/15/2029	128,914.45	58,072.39	70,842.06
11/15/2029	128,914.45	57,826.81	71,087.64
12/15/2029	128,914.45	57,580.37	71,334.08
01/15/2030	128,914.45	57,333.08	71,581.37
02/15/2030	128,914.45	57,084.93	71,829.52
03/15/2030	128,914.45	56,835.92	72,078.53
04/15/2030	128,914.45	56,586.05	72,328.40
05/15/2030	128,914.45	56,335.31	72,579.14
06/15/2030	128,914.45	56,083.70	72,830.75
07/15/2030	128,914.45	55,831.22	73,083.23
08/15/2030	128,914.45	55,577.87	73,336.58

Date	Payment	Interest	Principal
09/15/2030	128,914.45	55,323.64	73,590.81
10/15/2030	128,914.45	55,068.52	73,845.93
11/15/2030	128,914.45	54,812.52	74,101.93
12/15/2030	128,914.45	54,555.63	74,358.82
01/15/2031	128,914.45	54,297.86	74,616.59
02/15/2031	128,914.45	54,039.19	74,875.26
03/15/2031	128,914.45	53,779.62	75,134.83
04/15/2031	128,914.45	53,519.15	75,395.30
05/15/2031	128,914.45	53,257.78	75,656.67
06/15/2031	128,914.45	52,995.50	75,918.95
07/15/2031	128,914.45	52,732.32	76,182.13
08/15/2031	128,914.45	52,468.22	76,446.23
09/15/2031	128,914.45	52,203.21	76,711.24
10/15/2031	128,914.45	51,937.28	76,977.17
11/15/2031	128,914.45	51,670.42	77,244.03
12/15/2031	128,914.45	51,402.64	77,511.81
01/15/2032	128,914.45	51,133.93	77,780.52
02/15/2032	128,914.45	50,864.30	78,050.15
03/15/2032	128,914.45	50,593.72	78,320.73
04/15/2032	128,914.45	50,322.21	78,592.24
05/15/2032	128,914.45	50,049.76	78,864.69
06/15/2032	128,914.45	49,776.36	79,138.09
07/15/2032	128,914.45	49,502.01	79,412.44
08/15/2032	128,914.45	49,226.72	79,687.73
09/15/2032	128,914.45	48,950.47	79,963.98
10/15/2032	128,914.45	48,673.26	80,241.19
11/15/2032	128,914.45	48,395.09	80,519.36
12/15/2032	128,914.45	48,115.95	80,798.50
01/15/2033	128,914.45	47,835.85	81,078.60
02/15/2033	128,914.45	47,554.78	81,359.67
03/15/2033	128,914.45	47,272.73	81,641.72
04/15/2033	128,914.45	46,989.71	81,924.74
05/15/2033	128,914.45	46,705.70	82,208.75
06/15/2033	128,914.45	46,420.71	82,493.74
07/15/2033	128,914.45	46,134.73	82,779.72
08/15/2033	128,914.45	45,847.76	83,066.69
09/15/2033	128,914.45	45,559.80	83,354.65
10/15/2033	128,914.45	45,270.84	83,643.61
11/15/2033	128,914.45	44,980.87	83,933.58
12/15/2033	128,914.45	44,689.90	84,224.55
01/15/2034	128,914.45	44,397.92	84,516.53
02/15/2034	128,914.45	44,104.93	84,809.52

Date	Payment	Interest	Principal
03/15/2034	128,914.45	43,810.93	85,103.52
04/15/2034	128,914.45	43,515.90	85,398.55
05/15/2034	128,914.45	43,219.85	85,694.60
06/15/2034	128,914.45	42,922.78	85,991.67
07/15/2034	128,914.45	42,624.67	86,289.78
08/15/2034	128,914.45	42,325.54	86,588.91
09/15/2034	128,914.45	42,025.36	86,889.09
10/15/2034	128,914.45	41,724.15	87,190.30
11/15/2034	128,914.45	41,421.89	87,492.56
12/15/2034	128,914.45	41,118.58	87,795.87
01/15/2035	128,914.45	40,814.22	88,100.23
02/15/2035	128,914.45	40,508.81	88,405.64
03/15/2035	128,914.45	40,202.33	88,712.12
04/15/2035	128,914.45	39,894.80	89,019.65
05/15/2035	128,914.45	39,586.20	89,328.25
06/15/2035	128,914.45	39,276.53	89,637.92
07/15/2035	128,914.45	38,965.78	89,948.67
08/15/2035	128,914.45	38,653.96	90,260.49
09/15/2035	128,914.45	38,341.06	90,573.39
10/15/2035	128,914.45	38,027.07	90,887.38
11/15/2035	128,914.45	37,711.99	91,202.46
12/15/2035	128,914.45	37,395.82	91,518.63
01/15/2036	128,914.45	37,078.56	91,835.89
02/15/2036	128,914.45	36,760.19	92,154.26
03/15/2036	128,914.45	36,440.73	92,473.72
04/15/2036	128,914.45	36,120.15	92,794.30
05/15/2036	128,914.45	35,798.46	93,115.99
06/15/2036	128,914.45	35,475.66	93,438.79
07/15/2036	128,914.45	35,151.74	93,762.71
08/15/2036	128,914.45	34,826.70	94,087.75
09/15/2036	128,914.45	34,500.53	94,413.92
10/15/2036	128,914.45	34,173.22	94,741.23
11/15/2036	128,914.45	33,844.79	95,069.66
12/15/2036	128,914.45	33,515.21	95,399.24
01/15/2037	128,914.45	33,184.50	95,729.95
02/15/2037	128,914.45	32,852.63	96,061.82
03/15/2037	128,914.45	32,519.62	96,394.83
04/15/2037	128,914.45	32,185.45	96,729.00
05/15/2037	128,914.45	31,850.12	97,064.33
06/15/2037	128,914.45	31,513.63	97,400.82
07/15/2037	128,914.45	31,175.98	97,738.47
08/15/2037	128,914.45	30,837.15	98,077.30

Date	Payment	Interest	Principal
09/15/2037	128,914.45	30,497.15	98,417.30
10/15/2037	128,914.45	30,155.97	98,758.48
11/15/2037	128,914.45	29,813.60	99,100.85
12/15/2037	128,914.45	29,470.05	99,444.40
01/15/2038	128,914.45	29,125.31	99,789.14
02/15/2038	128,914.45	28,779.38	100,135.07
03/15/2038	128,914.45	28,432.24	100,482.21
04/15/2038	128,914.45	28,083.91	100,830.54
05/15/2038	128,914.45	27,734.36	101,180.09
06/15/2038	128,914.45	27,383.60	101,530.85
07/15/2038	128,914.45	27,031.63	101,882.82
08/15/2038	128,914.45	26,678.43	102,236.02
09/15/2038	128,914.45	26,324.02	102,590.43
10/15/2038	128,914.45	25,968.37	102,946.08
11/15/2038	128,914.45	25,611.49	103,302.96
12/15/2038	128,914.45	25,253.37	103,661.08
01/15/2039	128,914.45	24,894.01	104,020.44
02/15/2039	128,914.45	24,533.41	104,381.04
03/15/2039	128,914.45	24,171.56	104,742.89
04/15/2039	128,914.45	23,808.45	105,106.00
05/15/2039	128,914.45	23,444.08	105,470.37
06/15/2039	128,914.45	23,078.45	105,836.00
07/15/2039	128,914.45	22,711.55	106,202.90
08/15/2039	128,914.45	22,343.38	106,571.07
09/15/2039	128,914.45	21,973.93	106,940.52
10/15/2039	128,914.45	21,603.21	107,311.24
11/15/2039	128,914.45	21,231.20	107,683.25
12/15/2039	128,914.45	20,857.89	108,056.56
01/15/2040	128,914.45	20,483.30	108,431.15
02/15/2040	128,914.45	20,107.40	108,807.05
03/15/2040	128,914.45	19,730.20	109,184.25
04/15/2040	128,914.45	19,351.70	109,562.75
05/15/2040	128,914.45	18,971.88	109,942.57
06/15/2040	128,914.45	18,590.75	110,323.70
07/15/2040	128,914.45	18,208.29	110,706.16
08/15/2040	128,914.45	17,824.51	111,089.94
09/15/2040	128,914.45	17,439.40	111,475.05
10/15/2040	128,914.45	17,052.95	111,861.50
11/15/2040	128,914.45	16,665.17	112,249.28
12/15/2040	128,914.45	16,276.03	112,638.42
01/15/2041	128,914.45	15,885.55	113,028.90
02/15/2041	128,914.45	15,493.72	113,420.73

Date	Payment	Interest	Principal
03/15/2041	128,914.45	15,100.53	113,813.92
04/15/2041	128,914.45	14,705.97	114,208.48
05/15/2041	128,914.45	14,310.05	114,604.40
06/15/2041	128,914.45	13,912.76	115,001.69
07/15/2041	128,914.45	13,514.08	115,400.37
08/15/2041	128,914.45	13,114.03	115,800.42
09/15/2041	128,914.45	12,712.59	116,201.86
10/15/2041	128,914.45	12,309.75	116,604.70
11/15/2041	128,914.45	11,905.53	117,008.92
12/15/2041	128,914.45	11,499.89	117,414.56
01/15/2042	128,914.45	11,092.86	117,821.59
02/15/2042	128,914.45	10,684.41	118,230.04
03/15/2042	128,914.45	10,274.54	118,639.91
04/15/2042	128,914.45	9,863.26	119,051.19
05/15/2042	128,914.45	9,450.55	119,463.90
06/15/2042	128,914.45	9,036.41	119,878.04
07/15/2042	128,914.45	8,620.83	120,293.62
08/15/2042	128,914.45	8,203.81	120,710.64
09/15/2042	128,914.45	7,785.35	121,129.10
10/15/2042	128,914.45	7,365.43	121,549.02
11/15/2042	128,914.45	6,944.06	121,970.39
12/15/2042	128,914.45	6,521.23	122,393.22
01/15/2043	128,914.45	6,096.94	122,817.51
02/15/2043	128,914.45	5,671.17	123,243.28
03/15/2043	128,914.45	5,243.93	123,670.52
04/15/2043	128,914.45	4,815.20	124,099.25
05/15/2043	128,914.45	4,384.99	124,529.46
06/15/2043	128,914.45	3,953.29	124,961.16
07/15/2043	128,914.45	3,520.09	125,394.36
08/15/2043	128,914.45	3,085.39	125,829.06
09/15/2043	128,914.45	2,649.18	126,265.27
10/15/2043	128,914.45	2,211.46	126,702.99
11/15/2043	128,914.45	1,772.23	127,142.22
12/15/2043	128,914.45	1,331.47	127,582.98
01/15/2044	128,914.45	889.18	128,025.27
02/15/2044	128,914.45	445.36	128,469.09

(FORM OF BOND)
(FACE OF BOND)

TRANSFER OF THIS BOND IS RESTRICTED BY THAT WRITTEN CONFIRMATION OF SOUTHSTATE BANK, N.A., DATED _____, 2024, THE TERMS OF WHICH ARE INCORPORATED HEREIN BY REFERENCE AS IF FULLY SET FORTH HEREIN. TRANSFER OF THIS BOND IS OTHERWISE UNLAWFUL AND UNENFORCEABLE.

**CITY OF ORANGEBURG, SOUTH CAROLINA
COMBINED PUBLIC UTILITY SYSTEM
REVENUE BOND, SERIES 2024**

THE CITY OF ORANGEBURG, SOUTH CAROLINA (the “City”) acknowledges itself indebted and for value received hereby promises to pay, solely from the sources and as hereinafter provided, to South State Bank, or registered assigns, the principal amount of \$21,000,000, payable by way of mandatory sinking fund redemption in 240 equal amortized installments (principal and interest) of _____ each, payable on the fifteenth (15th) day of each month, commencing March 15, 2024, until this Bond be paid in full (each such date a “**Bond Payment Date**”). This Bond will bear interest from the date of delivery, February __, 2024, at the rate of Four and sixteen hundredths percentum (4.16%) per annum as provided in the Series Ordinance (as defined herein), except as further provided herein in the case of an Event of Default or Determination of Taxability. The principal of and interest on this Bond will be paid to the person in whose name this Bond is registered at the close of business on the 1st day of the month of each Bond Payment Date (the “**Record Date**”). Presentation of this Bond for payment has been waived by the City.

THIS BOND HAS BEEN ISSUED UNDER THE PROVISIONS OF TITLE 6, CHAPTER 21, CODE OF LAWS OF SOUTH CAROLINA, 1976, AS AMENDED, AND DOES NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN STATE CONSTITUTIONAL PROVISIONS (OTHER THAN ARTICLE X, SECTION 14, PARAGRAPH 10 OF THE SOUTH CAROLINA CONSTITUTION AUTHORIZING OBLIGATIONS PAYABLE SOLELY FROM SPECIAL SOURCES NOT INVOLVING REVENUES FROM ANY TAX OR LICENSE). THIS BOND SHALL NOT CONSTITUTE A DEBT OF THE CITY, NOR A CHARGE, LIEN OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE CITY OR ON ANY INCOME, RECEIPTS OR REVENUES THEREOF, OTHER THAN THE AFORESAID NET REVENUES OF THE SYSTEM PLEDGED THERETO. NO RECOURSE SHALL BE HAD FOR THE PAYMENT OF THIS BOND OR THE INTEREST THEREON AGAINST THE GENERAL FUND OF THE CITY AND NEITHER THE CREDIT NOR THE TAXING POWER OF THE CITY SHALL BE DEEMED TO BE PLEDGED THERETO. THE FULL FAITH, CREDIT AND TAXING POWERS OF THE CITY ARE NOT PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THIS BOND.

Both the principal of and interest on this Bond, as the same shall become due, are payable solely from the revenues derived from the operation of the Combined Public Utility System of the City (the “**System**”) as described herein. This Bond shall not in any event constitute an indebtedness of the City within the meaning of any provision, limitation or restriction of the Constitution or statutes of the State of South Carolina. The

City is not obligated to pay this Bond, or the interest hereon, save and except from revenues derived from the operation of the System.

The principal of and interest on this Bond 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.

This Bond is issued pursuant to and in accordance with the Constitution and statutes of the State of South Carolina (the "State"), including particularly Chapter 21, Title 6, Code of Laws of South Carolina 1976, as amended, an ordinance duly enacted by the City Council of the City of Orangeburg ("Council") on January 20, 2004, as amended (as amended, the "Bond Ordinance") and a Series Ordinance duly enacted by Council on February 20, 2024 (the "Series Ordinance") (the Bond Ordinance and the Series Ordinance are hereinafter collectively referred to as the "Ordinances") for the purpose of obtaining funds to defray the cost of upgrades to certain substations of the electric power component of the System and electric power lines associated therewith and to pay certain costs incidental to the issuance of the Bond.

Certain capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Ordinances. Certified copies of the Ordinances are on file in the office of the Paying Agent and in the office of the Clerk of Court for Orangeburg County, South Carolina.

Each payment of principal due hereunder constitutes a mandatory sinking fund redemption within the meaning of the Bond Ordinance. A table showing the mandatory sinking fund amount and interest payable on each Bond Payment Date is attached to this Bond.

For the payment of the principal of and interest on this Bond, there are hereby irrevocably pledged that portion of the Revenues which remain after paying the cost of the operation and maintenance of the System; and a lien upon such Revenues has been granted to the Holder of this Bond. As provided in the Enabling Act, a statutory lien on the System has also been granted to the Holder of this Bond.

Upon the occurrence of an Event of Default and so long as such Event of Default is in effect, this Bond shall bear interest at the "Default Rate." The Default Rate is that rate which is equal to the lesser of (a) 6.00% in excess of the interest rate that would otherwise be payable on this Bond and (b) the maximum permitted by law.

If, at any time, the interest on this Bond becomes included in gross income of the Registered Holder thereof for federal income tax purposes pursuant to a Determination of Taxability (as defined below) as a result of any action, inaction, error or omission of the City, then from and after the Taxable Date (as defined below) this Bond shall bear interest at the Taxable Rate (as defined below). "Determination of Taxability" means (a) any determination, decision, decree or advisement by the Commissioner of the Internal Revenue Service, any District Director of the Internal Revenue Service, or any court of competent jurisdiction that interest on this Bond is or will be includable for federal income tax purposes in the gross income of the Registered Holder thereof, or (b) the filing by the City of any statement, supplemental statement or other tax schedule, return or document, which discloses that interest on this Bond is or will be includable for federal income tax purposes in the gross income of the Registered Holder. The City shall be responsible for the payment of any fees, expenses or penalties incurred by, or assessed against the Registered Holder as a result of any Determination of Taxability.

"Taxable Date" means the date on which interest on this Bond is first includable in gross income of the Registered Holder (including, without limitation, any previous Registered Holder) as a result of a Determination of Taxability.

“Taxable Rate” means the rate of interest which would provide the Registered Holder of this Bond with an after-tax yield on the then outstanding principal amount of this Bond equal to the after-tax yield the Registered Holder would have received if a Determination of Taxability had not occurred.

The Revenues derived from the System are now hypothecated and pledged to the payment of (i) the outstanding installments of an original issue of \$4,280,163 South Carolina Water Pollution Control Revolving Fund Loan of the City dated August 5, 2009; (ii) the outstanding installments of an original issue of \$982,514 South Carolina Drinking Water Revolving Fund Loan of the City dated August 5, 2009; (iii) the outstanding installments of an original issue of not exceeding \$27,454,700 South Carolina Water Pollution Control Revolving Fund Loan of the City dated May 23, 2014; and (iv) the outstanding installments of an original issue of \$15,000,000 Combined Public Utility System Revenue Bond, Series 2020, of the City dated January 15, 2020 (collectively, the “Parity Bonds”).

This Bond is subject to optional redemption, subject to the terms of the Ordinances, in whole or in part on any date, at a redemption price equal to the percentage of principal expressed below plus accrued interest to the redemption date (the “Redemption Price”) as follows:

<u>Redemption Dates</u>	<u>Redemption Price as Percentage of Principal Redeemed</u>
February 24, 2024 to February 23, 2025	103%
February 24, 2025 to February 23, 2026	102%
February 24, 2026 to February 23, 2027	101%
February 24, 2027 and Thereafter	100%

The Bond Ordinance authorizes the issuance of additional bonds (“Additional Bonds”) on a parity with the Parity Bonds and this Series 2024 Bond, which when issued in accordance with the provisions of the Bond Ordinance, will rank equally and be on parity therewith. The Parity Bond, this Series 2024 Bond and any Additional Bonds are hereinafter together referred to as the “Bonds”.

The City has covenanted to continuously operate and maintain the System and fix and maintain such rates for the services and facilities furnished by the System as shall at all times be sufficient (a) to provide for the payment of the expenses of the administration and operation and such expenses for maintenance of the System as may be necessary to preserve the same in good repair and working order, (b) to provide for the punctual payment of the principal of and interest on the Bonds and all Junior Lien Bonds, (c) to maintain the Debt Service Funds and thus provide for the punctual payment of the principal of and interest on the Bonds, (d) to maintain the Debt Service Reserve Funds in the manner prescribed in the Ordinances, (e) to build and maintain a reserve for depreciation of the System, for contingencies and for improvements, betterments and extensions to the System other than those necessary to maintain the same in good repair and working order, and (f) to discharge all obligations imposed by the Enabling Act and the Ordinances.

This Bond and the interest hereon are exempt from all State, county, municipal, school district, and all other taxes or assessments imposed within 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.

This Bond is transferable, as provided in the Bond Ordinance, only upon the registration books of the City kept for that purpose by the Registrar, by the Holder hereof in person or by his duly authorized attorney, upon (a) surrender of this Bond and an assignment with a written instrument of transfer satisfactory to the Registrar duly executed by the Holder hereof or his duly authorized attorney and (b) payment of the charges, if any, prescribed in the Bond Ordinance. Thereupon a new Bond of the same aggregate principal amount, maturity and interest rate shall be issued to the transferee in exchange therefor as provided in the Bond

Ordinance. The City and the Registrar may deem and treat the person in whose name this Bond is registered on the Record Date as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or redemption price hereof and interest due hereon and for all other purposes.

For every exchange or transfer of the Bond, the City or Registrar, as the case may be, may make a charge sufficient to reimburse it 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 conditions, acts and things required by the Constitution and statutes of the State to exist, be performed or happen precedent to or in the issuance of this Bond, exist, have been performed and have happened, and that the amount of this Bond, together with all other indebtedness of the City, does not exceed any limit prescribed by such Constitution or statutes.

This Series 2024 Bond shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been duly executed by the Registrar.

IN WITNESS WHEREOF, THE CITY OF ORANGEBURG, SOUTH CAROLINA, has caused this Bond to be signed by the Mayor of the City, its seal to be reproduced hereon and the same to be attested by the Clerk of the City Council of the City.

CITY OF ORANGEBURG, SOUTH CAROLINA

Mayor, City of Orangeburg, South Carolina

ATTEST:

Clerk, City Council of the City of Orangeburg,
South Carolina

CERTIFICATE OF AUTHENTICATION

This Bond is the Bond of the issue described in the within mentioned Series Ordinance.

Clerk, City Council of the City of Orangeburg,
South Carolina, as Registrar

Authentication Date: _____, 2024

The following abbreviations, when used in the inscription on the face of this Series 2024 Bond, shall be construed as though they were written out in full according to applicable laws or regulations.

TEN COM - as tenants in common

UNIF GIFT MIN ACT -

TEN ENT - as tenants by the entireties

_____ Custodian _____
(Cust) (Minor)

JT TEN - as joint tenants with right of survivorship and not as tenants in common

under Uniform Gifts to Minors Act _____
(state)

Additional abbreviations may also be used though not in above list.

ASSIGNMENT

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

_____ (please print or type name and address of Transferee and Social Security or other identifying number of Transferee)
the within Bond and all rights and title thereunder, and hereby irrevocably constitutes and appoints _____ as attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Date: _____

Witnesses:

[FINAL DEBT SERVICE SCHEDULE ATTACHED TO BOND HERE]

STATE OF SOUTH CAROLINA

COUNTY OF ORANGEBURG

I, the undersigned, Clerk of the City Council of the City of Orangeburg, South Carolina (“**Council**”), DO HEREBY CERTIFY:

That the foregoing constitutes a true, correct and verbatim copy of an Ordinance enacted by Council. The Ordinance was read at three public meetings of Council held on December 19, 2023, January 16, 2024, and February 20, 2024. An interval of at least six days occurred between each reading. At each meeting, a quorum of Council was present and remaining present throughout the meeting.

That as required by Chapter 4, Title 30 of the Code of Laws of South Carolina 1976, as amended (the “Act”), written public notice of the regular meetings of the Council (showing the date, time and place of the meetings) is prominently posted in the administrative office of the City, and was provided to the local news media at the beginning of calendar years 2023 and 2024. The meetings of December 19, 2023, January 16, 2024, and February 20, 2024, were regular meetings of Council;

That the respective agendas for the meetings of December 19, 2023, January 16, 2024, and February 20, 2024, were, at least 24 hours prior to the applicable meeting of Council, posted in a prominent place in the administrative office of the City, posted on the City’s public website, and provided to news media and persons requesting notification of meetings of the Council, and the agendas as so posted showed the date, place and time of the applicable meeting and contained as an item the consideration of the Ordinance by the Council;

That the original of said Ordinance is duly entered in the permanent records of said Council, in my custody as such Secretary.

The Ordinance is now in full force and effect and has not been amended or repealed.

IN WITNESS WHEREOF, I have hereunto set my Hand this ____ day of February, 2024.

Clerk of the City Council of the City of
Orangeburg, South Carolina

REQUEST FOR PROPOSALS
Combined Public Utility System Revenue Bond, Series 2024,
of the City of Orangeburg, South Carolina

\$21,000,000

Non-Bank Qualified

Response Due: January 5, 2024
12:00 Noon

Time and Place of Sale: NOTICE IS HEREBY GIVEN that proposals addressed to Joshua T. Nexsen, Administrative Director, Department of Public Utilities and e-mailed to jnexsen@orbgdpu.com, ccowan@raftelis.com and tdubose@hsblawfirm.com will be received on behalf of the City Council ("**City Council**") of the City of Orangeburg, South Carolina (the "**City**"), on January 5, 2024, or by the hour stated above at which time said proposals will be publicly opened.

Combined Public Utility System Revenue Bond: By Ordinance entitled "AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF COMBINED PUBLIC UTILITY SYSTEM REVENUE BONDS OF THE CITY OF ORANGEBURG, SOUTH CAROLINA, AND OTHER MATTERS RELATING THERETO," enacted on January 20, 2004 and amended on January 9, 2020 (the "**Bond Ordinance**"), City Council made provision for the issuance from time to time of Combined Public Utility System Revenue Bonds of the City payable from revenues derived from the operation of the City's Combined Public Utility System (the "**System**").

By Series Ordinance expected to be enacted February 3, 2024 (the "**Series Ordinance**", and together with the Bond Ordinance, "**Ordinance**"), City Council shall authorize the issuance of a not exceeding \$21,000,000 Combined Public Utility System Revenue Bond (the "**Bond**"), the proceeds of which will be used to defray the cost of upgrades to certain substations and electric power lines. A draft of the proposed Series Ordinance and a copy of the Bond Ordinance as enacted in 2004 and amended in 2020 are attached for your review.

The Bond Ordinance provides that additional bonds may be issued on a parity with the Parity Bonds if the Net Earnings for the Fiscal Year for which the most recently completed audited financial statements of the City are available shall be, as established in a certificate of independent certified public accountants, not less than 120% of the highest combined Annual Principal and Interest Requirement for any succeeding Fiscal Year on all Bonds Outstanding and all Bonds then proposed to be issued.

As of November 30, 2023, the City currently has outstanding (i) the outstanding installments of an original issue of \$4,280,163 South Carolina Water Pollution Control Revolving Fund Loan of the City dated August 5, 2009 (the "**2009A Bond**"); (ii) the outstanding installments of an original issue of \$982,514 South Carolina Drinking Water Revolving Fund Loan of the City dated August 5, 2009 (the "**2009B Bond**"), (iii) the outstanding installments of an original issue of not exceeding \$27,454,700 South Carolina Water Pollution Control Revolving Fund Loan of the City dated May 23, 2014 (the "**2014 Bond**"), and (iii) the outstanding installments of an original issue of \$15,000,000 Combined Public Utility System Utility Bond dated January 15, 2020 (the "**2020 Bond**"). The 2009A Bond, the 2009B Bond, the 2014 Bond, and the 2020 Bond are hereinafter referred to as the "**Parity Bonds**." A table of debt service requirements on the Parity Bonds is attached as Exhibit A.

On behalf of the City, proposals are being requested from selected banks for the Bond. You are invited to submit a proposal giving your lowest available rate of interest and other conditions for such financing. The Bond Ordinance has been enacted and the City intends that no amendments thereto will be necessary in connection with the issuance of the Bond.

PROPOSALS MAY BE DELIVERED BY ELECTRONIC MAIL BUT NO PROPOSAL SHALL BE CONSIDERED WHICH IS NOT ACTUALLY RECEIVED BY THE CITY AT THE PLACE, DATE AND TIME APPOINTED.

Electronic Bids: Proposals will be accepted by email transmission to Joshua T. Nexsen at jnexsen@orbgdpu.com. The System shall not be responsible for the confidentiality of bids submitted by email transmission. Please provide a copy of your proposal to ccowan@raftelis.com and tdubose@hsblawfirm.com, as well.

Please note that the City reserves the right to select the proposal it feels best meets its needs. The selection process will be heavily weighted toward lowest financing costs. The System reserves the right to reject any or all proposals as well as negotiate with the lowest responsible proposer.

I. Structure of Bond:

- (a) Amount to be Financed: Up to \$21,000,000
- (b) Payments: The Bond shall be dated as of the date of delivery, currently scheduled for February 5, 2024. The System prefers monthly principal and interest payments with an initial payment due on March 15, 2024.

The interest component of the annual payments will be calculated on the basis of a 360-day year of twelve 30-day months.
- (c) Guarantee of Interest Rate: The interest rate(s), costs and other terms of the proposal submitted must be guaranteed for at least 60 days from the date of the acceptance of the proposal.
- (d) Prepayment: The Bond will be subject to prepayment on such terms as shall be contained in the proposal of the successful bidder.
- (e) Use of Proceeds: At closing, the proceeds will be deposited into a Project Fund created under the Ordinance. The Project Fund will be held by the City.
- (f) Custodian: The Bond Ordinance provides that the debt service fund shall be held by a bank or other financial institution as Custodian. Palmetto State Bank presently serves as Custodian under the Bond Ordinance.
- (g) Reserve Fund: The City prefers that no debt service reserve fund be established in connection with the issuance of the Bond.
- (h) Costs of Issuance: All such costs relating to the preparation of the Bond and fees of bond counsel will be paid by the System. The System may elect to pay all or a portion of such costs from the proceeds of the Bond. Any fees and costs of the proposer to be paid by the System must be stated in the proposal.
- (i) Closing: The System expects to close the transaction on or around February 5, 2024.

II. Proposal Requirements.

- (a) The proposal must be in writing.
- (b) No response may be modified by the proposer after it has been submitted.
- (c) Proposals must include: the name, address, and telephone number of your institution; the primary contact; and name of legal counsel, if any.
- (d) Proposals must be accompanied with a list of all requirements and conditions.
- (e) Proposals must indicate a fixed interest rate(s) for the following terms:

1. 10-Year Term
2. 15-Year Term
3. 20-Year Term
4. Other term preferred by the proposing financial institution.

Please include proposed debt service schedules for each scenario proposed.

- (f) Proposals must provide full disclosure of all financing costs, including any closing and bank counsel charges to be borne by the City.

III. Evaluation of Proposals and Award. After the proposals are received, they will be evaluated by the officials of the System based on various factors, including the interest rate, prepayment provisions, additional covenants and terms, if any, and other conditions set forth therein. The System reserves the right to reject any and all bids or to waive irregularities in any proposal.

IV. Legal Opinion. The execution and delivery of the Bond is subject to the approving opinion of Haynsworth Sinkler Boyd, P.A., Bond Counsel.

V. Tax Exemption and Other Tax Matters: The System has been advised that the Bond is treated as a debt obligation the interest on which is excluded from gross income for federal income tax purposes. The Internal Revenue Code of 1986, as amended (the "Code"), includes provisions that relate to tax-exempt obligations, such as the Bond, including, among other things, permitted uses and investment of the proceeds of the Bond and the rebate of certain net arbitrage earnings from the investment of such proceeds to the United States Treasury. Noncompliance with these requirements may result in interest on the Bond becoming subject to federal income taxation retroactive to the date of issuance of the Bond. The City and the System has covenanted to comply with the requirements of the Code to the extent required to maintain the exclusion of interest on the Bond from gross income for federal tax purposes. Failure of the City or the System to comply with the covenant could cause the interest on the Bond to be taxable retroactively to the date of issuance. The Bond will not be Bank-Qualified.

VI. Closing Letter Required. The Bank will be required to execute a Written Confirmation of Purchaser to the City in the form of which attached hereto as Exhibit B.

VIII. Additional Information.

If you should have any questions regarding the Request for Proposals, please contact either Joshua Nexsen or Chad Cowan as indicated below:

Joshua T. Nexsen
Administrative Director
Department of Public Utilities
Telephone (803) 268-4101
Email: jnexsen@orbgdpu.com

Chad Cowan
Senior Manager
Raftelis Financial Consultants, Inc.
Telephone (980) 221 9461
Email: ccowan@raftelis.com

DEBT SERVICE REQUIREMENTS FOR CITY OF ORANGEBURG
COMBINED PUBLIC UTILITY SYSTEM REVENUE BONDS

<u>FY Ending</u>						
<u>9/30</u>	<u>2009A Bond</u>	<u>2009B Bond</u>	<u>2014 Bond</u>	<u>2020 Bond</u>	<u>Total</u>	
2024	\$ 237,925	\$ 53,786	\$ 1,486,189	\$ 1,207,861	\$ 2,985,761	
2025	237,925	53,786	1,486,189	1,207,861	2,985,761	
2026	237,925	53,786	1,486,189	1,207,861	2,985,761	
2027	237,925	53,786	1,486,189	1,207,861	2,985,761	
2028	237,925	53,786	1,486,189	1,207,861	2,985,761	
2029	237,925	53,786	1,486,189	1,207,861	2,985,761	
2030	27,308	4,481	1,486,189	1,207,861	2,725,839	
2031			1,486,189	1,207,861	2,694,050	
2032			1,486,189	1,207,861	2,694,050	
2033			1,486,189	1,207,861	2,694,050	
2034			1,486,189	1,207,861	2,694,050	
2035			1,486,189	402,620	1,888,809	
2036			1,238,490		1,238,490	
Total:	\$ 1,454,858	\$ 327,197	\$ 19,072,758	\$ 13,689,096	\$ 34,543,909	

WRITTEN CONFIRMATION OF PURCHASER

City of Orangeburg, South Carolina

Haynsworth Sinkler Boyd, P.A.
Columbia, South Carolina

Re: \$21,000,000 Combined Public Utility System Revenue Bond, Series 2024, of the City of Orangeburg, South Carolina (the "**Bond**")

Ladies and Gentlemen:

The undersigned, on behalf of _____, as the purchaser of the above-referenced Bond (the "**Purchaser**"), has agreed to make a loan to the City of Orangeburg, South Carolina (the "**City**"). In accordance with South Carolina law, the loan will be made in the form of a combined public utility system bond issued by the City and registered in the name of the Purchaser (the "**Bond**").

The Purchaser hereby represents to you that:

- (1) The Bond is being purchased solely for the account of the Purchaser and for the purpose of investment, and not with a present view for the resale, distribution, subdivision, or fractionalization thereof; no other person will upon the purchase of the Bond by the Purchaser have any direct or indirect ownership or interest in the Bond; and the Purchaser has no present intention of reselling, distributing, subdividing or fractionalizing the Bond or any portion thereof either currently or after the passage of a fixed period of time, or upon the occurrence or nonoccurrence of any predetermined event or circumstances, although the Purchaser reserves the right to dispose of the Bond or any of its interest therein. The Purchaser acknowledges that the Bond is issued as a single instrument and the sole authorized denomination of the Bond, irrespective of transfer, is \$21,000,000.
- (2) Transfer of the Bond is restricted to transferees which are financial institutions or similar to financial institutions, and may be made only through participation or syndication. Any such transferee must execute and deliver to the above-named addressees a letter substantially similar to this letter and satisfactory to such addressees prior to any such transfer.
- (3) The loan made by the Purchaser to the City is represented solely by the Bond, a Bond Ordinance enacted by the City Council of the City of Orangeburg, the governing body of the City (the "**City Council**") on January 20, 2004, and amended on January 9, 2020, and a Series Ordinance expected to be enacted by the City Council on February 3, 2024 (collectively, the "**Ordinance**"), all of which will, upon the delivery of the Bond and the making of the loan, constitute a contract between the City and the Purchaser.
- (4) The Bond has not been rated by any credit rating agency.
- (5) The Bond has not been assigned a CUSIP number.
- (6) Assignment of Purchaser's rights under the Bond is subject to the terms and conditions of the Bond, the Ordinance, and this Written Confirmation of Purchaser.

- (7) There is no agreement facilitating creation of a market for trading, such as a marketing or remarketing agreement or continuing disclosure agreement, with respect to the Bond or any obligations of the City thereunder.
- (8) The rights and obligations of the Purchaser under the Bond will be those of the Purchaser, not the securities affiliate of the Purchaser or any other separately identifiable department or division of the Purchaser.
- (9) The Purchaser will treat the Bond as a loan, not a security, for accounting and regulatory purposes.
- (10) The Bond is not DTC-eligible, and registration of the Bond shall be in physical form, in name of the Purchaser.
- (11) The Purchaser has sufficient knowledge and experience in financial and business matters, including those involving loans to public bodies, to be able to evaluate the risks and merits of the credit represented by its decision to make a loan to the City in the form of the Bond.
- (12) The Purchaser understands that no official statement, prospectus, offering circular or other comprehensive offering statement containing material information with respect to the City and the Bond is being issued, and that, in due diligence, it has made its own inquiry and analysis with respect to the City, the Bond, and other material factors affecting the security for and payment of the City's obligations under the Bond.
- (13) The Purchaser acknowledges that it has either been supplied with or has access to information, including financial statements and other financial information, regarding the City, to which a reasonable lender would attach significance in making credit decisions, and has had the opportunity to ask questions and receive answers from knowledgeable individuals concerning the City, the Bond and the security therefor, so that as a reasonable lender, it has been able to make its decision to make the loan represented by the Bond and the Ordinance.
- (14) The Purchaser understands that the scope of engagement of Haynsworth Sinkler Boyd, P.A., as Bond Counsel, with respect to the Bond has been limited to matters set forth in its opinion based on its view of such legal proceedings as it deems necessary to approve the validity of the Bond and opine as to the exclusion of interest thereon from income for federal tax purposes. The City is Bond Counsel's sole client in connect with the sale and issuance of the Bond.

[PURCHASER]

By: _____

Bank List

1. Mr. Jeremy Fisher
Senior VP
J.P. Morgan Chase
Jeremy.e.fisher@chase.com
2. Mr. Wes Wright
Sr. Vice President
Truist
Wes.Wright@truist.com
3. Ms. Jacqueline Bretz
Vice President
Capital One Public Funding, LLC
Jaci.bretz@capitalone.com
4. Mr. Mark Cargo
Managing Director
Webster Bank
mcargo@websterbank.com
704.287.4493
5. Mr. Steve Groth
First Citizens Bank
Director of Government
& Institutional Banking
steve.groth@firstcitizenonline.com
6. Mr. David Adams
Director, Governmental & Non-Profit Lending
South State Bank
david.adams@southstatebank.com
7. Mr. Delle Joseph
Regional Group Manager
TD Bank
Delleperche.joseph@td.com
8. Mr. Gray Henderson
Palmetto State Bank
ghenderson@palmettostatebank.com
9. Mr. Bruce Block, Senior Vice President
Sovereign/Santander
bblock@soveignbank.com