



REQUEST FOR COUNCIL ACTION

City of Greenville, South Carolina

Agenda Item No.

15a

TO: Honorable Mayor and Members of City Council
FROM: John F. McDonough, City Manager

Ordinance/First Reading Ordinance/Second & Final Reading Resolution/First & Final Reading Information Only

AGENDA DATE REQUESTED: February 8, 2021

ORDINANCE/RESOLUTION CAPTION:

A FOURTH SUPPLEMENTAL ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF A NOT EXCEEDING \$3,400,000 CITY OF GREENVILLE, SOUTH CAROLINA HOSPITALITY TAX REVENUE REFUNDING BOND, SERIES 2021; AND OTHER MATTERS RELATING THERETO

SUMMARY BACKGROUND:

On September 24, 2001, City Council enacted a General Bond Ordinance (the "General Bond Ordinance") providing for the issuance of Hospitality Tax Revenue Bonds.

The attached Fourth Supplemental Ordinance for \$3,400,000 will authorize the issuance and sale of a City of Greenville, South Carolina, Hospitality Tax Revenue Refunding Bond in the principal amount of not exceeding \$3,400,000 with a final maturity date of no later than December 31, 2031 (Approximately 11 years). These funds will be used to refund the outstanding Series 2011 Hospitality Tax Revenue Bonds and create cash flow savings for the Hospitality Tax Fund. Funds will also be used to pay the Costs of Issuance of the bond. Subject to final pricing, staff estimates it can lower the interest rate on the outstanding bond payments from over 5% percent to around 1.5% percent, providing over \$1.3 million in savings over the remaining life of the bonds, which will be structured so as to provide greater savings immediately (FY22) when the need is most pressing.

First Tryon is the serving as the City's financial consultant and will be soliciting bids for the purchase of the Series 2020 bonds in February. Closing will occur on or around April 1, 2021. Haynsworth Sinkler Boyd is serving as bond counsel.

IMPACT IF DENIED:

\$3,400,000 in Hospitality Tax Revenue Refunding Bonds will not be issued and the City will not take advantage of interest rate savings.

FINANCIAL IMPACT:

Subject to final pricing, this action will save the Hospitality Tax Fund approximately \$1.3 million between now and 2031.

REQUIRED SIGNATURES

Department Director _____

City Attorney _____

DocuSigned by:

Michael Pitts

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OMB Director _____

City Manager _____

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Matt Elyard

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FOURTH SUPPLEMENTAL ORDINANCE**PROVIDING FOR THE ISSUANCE AND SALE OF A NOT EXCEEDING \$3,400,000 CITY OF GREENVILLE, SOUTH CAROLINA HOSPITALITY TAX REVENUE REFUNDING BOND, SERIES 2021; AND OTHER MATTERS RELATING THERETO.**

BE IT ORDAINED by the City Council of the City of Greenville (the "**Council**"), the governing body of the City of Greenville, South Carolina (the "**City**"):

Section 1. Findings of Fact.

As an incident to the enactment of this ordinance, and the issuance of the bond provided for herein, the Council finds that the facts set forth in this **Section 1** exist and the following statements are in all respects true and correct:

(a) On January 14, 2011, the Council enacted a General Bond Ordinance (the "**General Bond Ordinance**") providing for the issuance of Hospitality Tax Revenue Bonds.

(b) On January 14, 2011, the Council also enacted a First Supplemental Ordinance providing for the issuance and sale of its \$17,715,000 Hospitality Tax Revenue Refunding and Improvement Bonds, Series 2011 (the "**Series 2011 Bonds**"), which are currently Outstanding in the principal amount of \$5,605,000.

(c) On July 23, 2012, the Council enacted a Second Supplemental Ordinance providing for the issuance and sale of its \$3,967,000 Hospitality Tax Revenue Refunding Bond, Series 2012 (the "**Series 2012 Bond**"), which is currently Outstanding in the principal amount of \$1,451,000.

(d) On March 23, 2020, the Council enacted a Third Supplemental Ordinance providing for the issuance and sale of its \$35,800,000 Hospitality Tax Revenue Bond, Series 2020 (the "**Series 2020 Bond**"), which is currently Outstanding in the principal amount of \$35,800,000.

(e) The Council has determined that it is in the best interest of the City to issue a Series of Bonds for the purposes of current refunding the callable maturities of the Series 2011 Bonds currently outstanding in the principal amount of \$3,915,000 (the "**Refunded Bonds**") in order to achieve an interest rate savings and paying Costs of Issuance related thereto.

Section 2. Definitions. The terms defined above and in this **Section 2** and all words and terms defined in the General Bond Ordinance (the General Bond Ordinance, as from time to time amended or supplemented by Supplemental Ordinances, being defined as the "**Ordinance**") (except as herein otherwise expressly provided or unless the context otherwise requires), shall for all purposes of this Fourth Supplemental Ordinance have the respective meanings given to them in the Ordinance and in this **Section 2**.

"**Interest Payment Date**" shall mean, with respect to the Series 2021 Bond, October 1, 2021, and any April 1 or October 1 thereafter until the principal of the Series 2021 Bond has been paid in full.

"**Refunded Bonds**" means the callable maturities of the Series 2011 Bonds.

“Series 2011 Bonds” shall mean the \$17,715,000 City of Greenville, South Carolina Hospitality Tax Revenue Refunding and Improvement Bonds, Series 2011, currently outstanding in the principal amount of \$3,915,000.

“Series 2021 Bond” shall mean the City’s Hospitality Tax Revenue Refunding Bond, Series 2021, in the aggregate principal amount of not exceeding \$3,400,000 authorized to be issued hereunder.

“Trustee” shall mean U.S. Bank National Association, its successors or assigns.

Section 3. Authorization of the Series 2021 Bond, Maturities and Interest Rate.

(a) There is hereby authorized to be issued one or more Series of Bonds designated “Hospitality Tax Revenue Refunding Bond, Series 2021” (the **“Series 2021 Bond”**) in the total principal amount of not exceeding Three Million Four Hundred Thousand Dollars (\$3,400,000) for the purpose of providing funds for (A) refunding the Refunded Bonds and (B) paying the Costs of Issuance of the Series 2021 Bond. The Series 2021 Bond may be issued in one or more Series for the purpose described herein.

(b) The Series 2021 Bond shall be issued in one or more Series as a single, fully-registered Bond in the denomination of not exceeding \$3,400,000 or such lesser amount as is actually issued. If more than one Series of Bonds is issued hereunder, the Series designation will reflect such multiple Series as deemed appropriate by the City Manager by naming such subsequent Series “Series 2021A Bond” and so forth. The Series 2021 Bond shall be dated as of its date of delivery, shall mature on April 1 in the years and in the principal amounts as approved by the City Manager, upon advice of the Financial Advisor, provided that the aggregate principal amount may not exceed \$3,400,000 and the final maturity date shall not be later than April 1, 2031. The Series 2021 Bond shall bear interest at such rate as named by the successful purchaser thereof at the sale thereof; provided that the net interest rate shall not exceed 4.0% per annum. The Series 2021 Bond shall be numbered R 1.

(c) Principal of and premium, if any, on the Series 2021 Bond when due, shall be payable by the Trustee without presentation or surrender of the Series 2021 Bond by the Holder. Interest on the Series 2021 Bond shall be payable from the date of initial issuance of the Series 2021 Bond. No accrued interest shall be due. Interest on the Series 2021 Bond (calculated on the basis of a 360-day year of twelve 30-day months) shall be payable on each Interest Payment Date, in each case to the Holder as of the immediately preceding Record Date, interest to be paid by the Trustee by check or draft mailed to the Holder at his address as it appears on the Books of Registry maintained at the corporate trust office of the Trustee, in the City of St. Paul, Minnesota; provided that payment to a Holder of \$1,000,000 or more may be made by wire transfer to an account within the continental United States in accordance with written instructions filed with the Trustee no later than the Record Date.

(d) The Series 2021 Bond shall be executed on behalf of the City by the City Manager and attested by the City Clerk and be in substantially the form attached hereto as **Exhibit A**, with any necessary or appropriate variations, omissions, and insertions as are incidental to the series, numbers, denominations, maturities, interest rate or rates, redemption provisions, the purpose of issuance, and other details thereof or as are otherwise permitted or required by law or by the Ordinance, including this Fourth Supplemental Ordinance.

Section 4. Optional Redemption of the Series 2021 Bond. The Series 2021 Bond shall be subject to redemption prior to maturity upon the terms directed by the City Manager, upon advice of the City’s Financial Advisor, and agreed to by the successful purchaser thereof, together in each case, with the interest accrued on the principal amount to the date fixed for redemption.

Section 5. Use and Disposition of Series 2021 Bond Proceeds.

(a) Upon the delivery of the Series 2021 Bond and receipt of the proceeds thereof, such proceeds and other available funds shall be disposed of as follows:

(i) such proceeds which, along with moneys contributed by the City, will equal the amount necessary to refund the Refunded Bonds, including interest accrued thereon, shall be deposited with U.S. Bank, National Association, the trustee for the Refunded Bonds, to refund the Refunded Bonds on April 1, 2021 (the "**Redemption Date**");

(ii) all remaining proceeds of the Series 2021 Bond will be deposited into an account maintained by the City to be utilized to pay Costs of Issuance of the Series 2021 Bond; and

(iii) any proceeds remaining after making the expenditures contemplated in (i) and (ii) above will be transferred to the Debt Service Fund for payment of principal of and interest on the Series 2021 Bond.

Section 6. Certain Findings and Determinations. The City finds and determines:

(a) This Fourth Supplemental Ordinance supplements the Ordinance, constitutes and is a "Supplemental Ordinance" within the meaning of the quoted term as defined and used in the General Bond Ordinance, and is enacted under and pursuant to the Ordinance.

(b) The Series 2021 Bond constitutes and is a "Bond" within the meaning of the quoted word as defined and used in the Ordinance.

(c) The Pledged Fee Revenues pledged under the Ordinance are not encumbered by any lien or charge thereon or pledge thereof, other than the lien and charge thereon and pledge thereof created by the General Bond Ordinance, as amended and supplemented, providing for payment and security of the Bonds.

(d) As of the date hereof, the Series 2011 Bonds, the Series 2012 Bond and the Series 2020 Bond constitute the only Outstanding obligations of the City secured by the Pledged Fee Revenues, and the Series 2021 Bond has been authorized to be issued pursuant to the Ordinance and this Fourth Supplemental Ordinance.

(e) There does not exist an Event of Default, nor does there exist any condition which, after the passage of time or the giving of notice, or both, would constitute an Event of Default under the Ordinance.

(f) The Series 2021 Bond is being issued to refund the Refunded Bonds and to pay Costs of Issuance related thereto.

(g) There is no Debt Service Reserve Requirement for the Series 2021 Bond. The 2011 Debt Service Reserve Fund Requirement for the Series 2011 Bonds has been met.

Section 7. Continuing Disclosure. Pursuant to Section 11-1-85 of the Code of Laws of South Carolina 1976, as amended, the City has covenanted to file with a central repository for availability in the secondary bond market, when requested, an annual independent audit, within 30 days of its receipt of the audit; and event specific information within 30 days of an event adversely affecting more than five (5%) percent of its revenue or tax base. The only remedy for failure by the City to comply with the

covenant in this **Section 7** shall be an action for specific performance of this covenant. The City specifically reserves the right to amend or repeal this covenant to reflect any change in or repeal of Section 11-1-85, without the consent of any Bondholder. Failure to comply with this **Section 7** shall not constitute an Event of Default hereunder or under the Series 2021 Bond.

Section 8. Sale and Award of Series 2021 Bond.

(a) The actions of the Director of the Office of Management and Budget in (i) distributing a request for proposals to various banks and (ii) determining the final principal amount and maturity date of the Series 2021 Bond are hereby ratified and approved. The Director of the Office of Management and Budget is hereby authorized and directed to accept the proposal from such bank that provides the best overall deal to the City, provided that the aggregate principal amount does not exceed \$3,400,000, the interest rate does not exceed 4.00% per annum and the final maturity does not extend beyond April 1, 2031, without further action required of the Council. The City Manager, upon advice of the Financial Advisor, will determine whether or not the Refunded Bonds will be refunded. The City Manager, on behalf of the City, is hereby authorized to execute the commitment letter of the successful purchaser, which terms thereof are consistent herewith.

(b) A copy of this Fourth Supplemental Ordinance shall be filed with the minutes of this meeting.

(c) The Council hereby authorizes and directs all of the officers and employees of the City to carry out or cause to be carried out all obligations of the City under the Ordinance and to perform all other actions as they shall consider necessary or advisable in connection with the issuance, sale, and delivery of the Series 2021 Bond.

Section 9. Tax Exemption of Series 2021 Bond.

(a) The Series 2021 Bond and the interest thereon shall be exempt from all State, county, municipal, school district, and all other taxes or assessments in the State, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise, except inheritance, estate, or transfer taxes.

(b) The City shall not take any action or permit or suffer any action to be taken if the result would be to cause the Series 2021 Bond to be “federally guaranteed” within the meaning of Section 149(b) of the Code.

(c) The City shall not take, or permit or suffer to be taken, any action with respect to the gross proceeds of the Series 2021 Bond which would cause the Series 2021 Bond to be an “arbitrage bond” within the meaning of Section 148(a) of the Code.

(d) The City, including all entities subordinate thereto, including the City’s Waterworks System which is operated and maintained by the Commission of Public Works, does not intend to issue tax-exempt obligations in calendar year 2021 which will exceed \$10,000,000 in aggregate principal amount (other than private activity bonds which are not qualified 501(c)(3) bonds as defined in Section 145 of the Code). The Series 2021 Bond is hereby accordingly designated as a “qualified tax-exempt obligation” in accordance with Section 265(b)(3)(B) of the Code.

(e) Notwithstanding anything in this Ordinance to the contrary, the City, upon the advice of its Financial Advisor, may issue the Series 2021 Bond as a federally taxable bond.

Section 10. **Interested Parties.** Nothing in the Ordinance expressed or implied is intended or shall be construed to confer upon, or to give or grant to, any person or entity, other than the City, the Trustee and the Registered Holders of the Series 2021 Bond, any right, remedy or claim under or by reason of the Ordinance or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in the Ordinance contained by and on behalf of the City shall be for the sole and exclusive benefit of the City, the Trustee and the Registered Holders of the Series 2021 Bond.

Section 11. **Additional Provisions.** As supplemented herein, the General Bond Ordinance remains in full force and effect and shall govern the issuance of the Series 2021 Bond.

Section 12. **Additional Documents.** The Mayor, the City Manager, the City Attorney, the Director of the Office of Management and Budget and the City Clerk, acting jointly or individually, are each fully authorized and empowered to take any further action and to execute and deliver any closing documents as may be necessary and proper to effect the delivery of the Series 2021 Bond in accordance with the terms and conditions hereinabove set forth, and the action of the officers or any one or more of them in executing and delivering any documents or agreements, in the form as he, she, or they shall approve, is hereby fully authorized.

The Council further authorizes the City Manager, upon advice of the City's Financial Advisor, to execute and deliver any amendment, modification or termination of investment agreements related to any of the Bonds or funds related to the Bonds in conjunction with either the refunding of the Refunded Bonds or the issuance of the Series 2021 Bond, which amendment, modification or termination may occur prior to, on, or subsequent to the closing date of the Series 2021 Bond. The Council further authorizes the City Manager, upon advice of the City's Financial Advisor, from time to time to execute and deliver (i) any amendment, modification or termination of investment agreements or (ii) any new investment agreements related to any of the Bonds where such amendment, modification or termination or such new investment agreement would be in the City's best interest.

Section 13. **Section Headings; Table of Contents.** The headings and titles of the several 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 Fourth Supplemental Ordinance.

Section 14. **Notices.**

(a) All notices, certificates, or other communications hereunder or under the Ordinance shall be sufficiently given and shall be deemed given when mailed by registered mail, postage prepaid, addressed as follows:

If to the City:

City of Greenville
206 South Main Street, 10th Floor (29601)
P.O. Box 2207 (29602)
Greenville, South Carolina
Attention: Director of the Office of Management and Budget

If to the Trustee:

U.S. Bank National Association
1441 Main Street, Suite 775
Mail Code: EX-SC-WMSC
Columbia, South Carolina 29201
Attention: Corporate Trust Services

(b) The City and the Trustee may, by written notice given to the other party, designate any further or different addresses to which subsequent notice, certificates, or other communications shall be sent.

Section 15. **Effective Date.** This Fourth Supplemental Ordinance shall become effective immediately upon its enactment.

[Signature page follows]

DONE in meeting duly assembled this 22nd day of February, 2021.

CITY OF GREENVILLE, SOUTH CAROLINA

Mayor

ATTEST:

City Clerk

Approved as to form:

City Attorney

Reviewed by:

City Manager

First Reading: February 8, 2021
Second Reading: February 22, 2021

EXHIBIT A

FORM OF BOND

**UNITED STATES OF AMERICA
STATE OF SOUTH CAROLINA
CITY OF GREENVILLE
HOSPITALITY TAX REVENUE REFUNDING BOND
SERIES 2021**

NO. R-1 \$ _____

INTEREST RATE **MATURITY DATE** **ORIGINAL DATE OF ISSUE**
% _____, 2021

REGISTERED HOLDER: _____

PRINCIPAL SUM: _____ and no/100 (\$ _____) Dollars

KNOW ALL MEN BY THESE PRESENTS, that the City of Greenville, South Carolina (the “*City*”), a body politic and corporate and a municipal corporation organized and existing under the laws of the State of South Carolina (the “*State*”), is justly indebted, and, for value received, hereby promises to pay, but only from the Pledged Fee Revenues (as defined in the Ordinance as hereinafter defined) pledged to the payment hereof, to the Registered Holder, or registered assigns, hereof on the Maturity Date set forth above, the Principal Sum set forth above pursuant to the principal payment schedule set forth below (unless this bond be subject to redemption and shall have been duly called for previous redemption and payment of the redemption price made or provided for), and to pay interest on the Principal Sum from the date hereof or from the April 1 or October 1 next preceding the date of authentication to which interest shall have been paid, unless the date of authentication is an April 1 or October 1 to which interest shall have been paid, in which case from that date, interest being payable to the maturity hereof on April 1 and October 1 of each year (those dates being hereinafter referred to as the “*Interest Payment Dates*”), commencing October 1, 2021, at the rate per annum specified above (calculated on the basis of a 360-day year of twelve 30-day months), until payment of the Principal Sum.

Principal of this Bond is payable on April 1 in each of the years and in the amounts as follows:

Year Principal Amount Year Principal Amount

The interest so payable and to be punctually paid or duly provided for on any Interest Payment Date will be paid to the person in whose name this bond is registered at the close of business on the fifteenth day (whether or not a business day) of the calendar month next preceding the Interest Payment Date (the "**Regular Record Date**"), mailed to the Registered Holder hereof by U.S. Bank National Association (the "**Trustee**") at his address as it appears on the registration books (the "**Books of Registry**") of the Trustee or at any other address as is furnished in writing by the Registered Holder to the Trustee; provided that payment to any Registered Holder of \$1,000,000 or more of the Series 2021 Bond (as hereinafter defined) may be made by wire transfer to an account in the continental United States in accordance with written instructions filed thereto no later than the Record Date. The principal of and premium, if any, of this bond, when due, shall be payable without presentation or surrender of this bond. Both the principal of and interest on this bond are payable 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.

THIS BOND HAS BEEN ISSUED UNDER THE PROVISIONS OF SECTION 6-1-760 UTILIZING THE PROCEDURES OF TITLE 6, CHAPTER 17 OF THE CODE OF LAWS OF SOUTH CAROLINA, 1976, AS AMENDED (COLLECTIVELY, THE "**ENABLING STATUTE**"), AND DOES NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN ANY STATE CONSTITUTIONAL PROVISIONS (OTHER THAN ARTICLE X, SECTION 14, PARAGRAPH 10 OF THE CONSTITUTION OF THE STATE OF SOUTH CAROLINA, 1895, AS AMENDED, AUTHORIZING OBLIGATIONS PAYABLE SOLELY FROM SPECIAL SOURCES PERMITTED THEREIN) OR STATUTORY LIMITATION AND SHALL NEVER CONSTITUTE NOR GIVE RISE TO A PECUNIARY LIABILITY OF THE CITY OR A CHARGE AGAINST ITS GENERAL CREDIT OR TAXING POWER. THE FULL FAITH, CREDIT, AND TAXING POWERS OF THE CITY ARE NOT PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THIS BOND.

This bond and the interest hereon are 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 estate, transfer or certain franchise taxes.

It is hereby certified and recited that all acts, conditions, and things required by the Constitution and Laws of the State to exist, to happen, and to be performed precedent to or in the issuance of this bond exist, have happened, and have been done and performed in regular and due time, form, and manner, and that the amount of this bond does not exceed any constitutional or statutory limitation thereon.

This bond shall not be entitled to any benefit under the Ordinance or become valid or obligatory for any purpose until it shall have been authenticated by the execution of the Certificate of Authentication which appears hereon by the signature of an authorized officer of the Trustee as Bond Registrar.

This bond is issued as a single, fully registered bond in the principal amount of _____ Dollars (\$_____) (the "**Series 2021 Bond**") and is issued pursuant to a General Bond Ordinance enacted by the City Council of the City on January 14, 2011, and a Fourth Supplemental Ordinance enacted by the City Council of the City on February 22, 2021 (collectively, the "**Ordinance**"), and under and in full compliance with the Constitution and Statutes of the State, including particularly Section 14, Paragraph 10 of Article X of the Constitution of the State of South Carolina, 1895, as amended, and the Enabling Statute, to obtain funds to (i) refund the Refunded Bonds and (ii) pay Costs of Issuance related thereto (all as defined in the Ordinance).

[The Series 2021 Bond shall be subject to redemption prior to maturity, at the option of the City, at any time, as a whole but not in part, at the redemption price of ___% of the principal amount to be redeemed, together, in each case, with the interest accrued on the principal amount to the date fixed for redemption.]

In the event the Series 2021 Bond shall be called for redemption, notice of redemption shall be given by first-class mail, not less than thirty (30) days and not more than sixty (60) days prior to the redemption date, to the Registered Holder of the Series 2021 Bond to be redeemed in whole or in part at the address shown on the Books of Registry. Interest on the Series 2021 Bond or portion thereof to be redeemed shall cease to accrue from and after the redemption date specified in the notice, unless the City defaults in making due provisions for the payment of the redemption price thereof.

All principal, interest, or other amounts due hereunder shall be payable only to the Registered Holder hereof. The City designates the Trustee as the Bond Registrar and directs the Trustee as Bond Registrar to maintain the Books of Registry for the registration or transfer of this bond. This bond may not be transferred except by the Registered Holder hereof in person or by his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Trustee as Bond Registrar duly executed by the Registered Holder of this bond or his duly authorized attorney. Any purported assignment in contravention of the foregoing requirements shall be, as to the City, absolutely null and void. The person in whose name this bond shall be registered shall be deemed and regarded as the absolute owner hereof for all purposes, and payment of the principal of and interest on this bond shall be made only to or upon the order of the Registered Holder or his legal representative. All payments made in this manner shall be valid and effective to satisfy and discharge the liability of the City upon this bond to the extent of the sum or sums paid. No person other than the Registered Holder shall have any right to receive payments, pursue remedies, enforce obligations, or exercise or enjoy any other rights under this bond against the City. Notwithstanding the foregoing, nothing herein shall limit the rights of a person having a beneficial interest in this bond as against a person (including the Registered Holder) other than the City, as in the case where the Registered Holder is a trustee or nominee for two or more beneficial owners of an interest in this bond.

Neither the City nor the Trustee, as Bond Registrar, shall be required (a) to exchange or transfer the Series 2021 Bond (i) from the Regular Record Date to the next succeeding Interest Payment Date or (ii) for a period of fifteen (15) days following any selection of the Series 2021 Bond to be redeemed or thereafter until after the first publication or mailing of any notice of redemption or (b) to transfer the Series 2021 Bond called for redemption.

The principal of, premium, if any, and interest on the Series 2021 Bond are payable solely from the Pledged Fee Revenues. The pledge of and lien on the Pledged Fee Revenues made to secure the payment of the Series 2021 Bond has priority over all other pledges of and liens on the Pledged Fee Revenues except the pledge and lien in favor of Bonds (as defined in the Ordinance) issued or to be issued under the Ordinance on a parity with the Series 2021 Bond.

No recourse shall be had for the payment of the principal of, premium, if any, and interest on the Series 2021 Bond against the several funds of the City, except in the manner and to the extent provided in the Ordinance, nor shall the credit or taxing power of the City be deemed to be pledged to the payment of

the Series 2021 Bond. The Series 2021 Bond shall not be a charge, lien, or encumbrance, legal or equitable, upon any property of the City or upon any income, receipts, or revenues of the City, other than the Pledged Fee Revenues that have been pledged to the payment thereof, and this bond is payable solely from the Pledged Fee Revenues pledged to the payment thereof, and the City is not obligated to pay the same except from the Pledged Fee Revenues.

Whenever the terms of this bond require any action be taken on a Saturday, Sunday, or legal holiday or bank holiday in the State or in any state where the corporate trust office of the Trustee is located, the action shall be taken on the first business day occurring thereafter.

The Ordinance contains provisions defining terms; sets forth the terms and conditions upon which the covenants, agreements, and other obligations of the City made therein may be discharged at or prior to the maturity of this bond with provisions for the payment thereof in the manner set forth in the Ordinance; and sets forth the terms and conditions under which the Ordinance may be amended or modified with or without the consent of the Registered Holder of this bond. Reference is hereby made to the Ordinance, to all the provisions of which any Registered Holder of this bond by the acceptance hereof thereby assents.

IN WITNESS WHEREOF, THE CITY OF GREENVILLE, SOUTH CAROLINA, has caused this bond to be signed in its name by the Mayor and the City Manager and attested by the City Clerk, under the Seal of the City, impressed or reproduced hereon.

CITY OF GREENVILLE, SOUTH CAROLINA

(SEAL)

City Manager

ATTEST:

City Clerk

CERTIFICATE OF AUTHENTICATION

This Bond is the Bond designated herein and issued under the provisions of the within-mentioned Ordinance.

**U.S. BANK NATIONAL ASSOCIATION
as Bond Registrar**

Authorized Officer

Date of Authentication: _____

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

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

UNIF GIFT MIN ACT - _____
(Cust)

Custodian _____
(Minor)

under Uniform Gifts to Minors Act _____
(State)

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

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____
(Social Security No. or other Identifying Number of Assignee _____) the within Bond of the CITY OF GREENVILLE, SOUTH CAROLINA, and does hereby irrevocably constitute and appoint _____ to transfer the within Bond on the books kept for registration thereof with full power of substitution in the premises.

DATED: _____

Signature Guaranteed: _____

NOTICE: Signature must be guaranteed by an institution who is a participant in the Securities Transfer Agent Medallion Program (“**STAMP**”) or similar program.

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

