

April 8, 2014
Charleston, S. C.

A meeting of County Council of Charleston County was held on the 8th day of April, 2014, in the Beverly T. Craven Council Chambers, Second Floor of the Lonnie Hamilton, III Public Services Building, located at 4045 Bridge View Drive, Charleston, South Carolina.

Present at the meeting were the following members of Council: Teddie E. Pryor, Sr., Chairman, who presided; Colleen Condon; Henry E. Darby; Anna Johnson; Joseph K. Qualey; Herbert R. Sass, III; and Dickie Schweers. Council Members A. Victor Rawl and J. Elliott Summey were out of town and absent

Also present were County Administrator Kurt Taylor and County Attorney Joseph Dawson.

Rev. Gary McJunkin gave the invocation. Council Member Sass led in the pledge to the flag.

The Clerk reported that in compliance with the Freedom of Information Act, notice of meetings and agendas were furnished to all news media and persons requesting notification.

The Chairman said that in recognition of the excellent work of the County Telecommunicators Council would like to honor these Public Service Employees by recognizing the week of April 13 through April 19, 2014 as Public Safety Week in Charleston County and requested that Consolidated Dispatch Director Jim Lake and those with him to come forward to accept the resolution.

The resolution was read into the record.



**A RESOLUTION
OF CHARLESTON COUNTY COUNCIL**

**Honoring our Public Safety Telecommunicators and
Recognizing April 13-19, 2014 as "National Public Safety Telecommunicator
Week"**

Whereas, 9-1-1 is nationally recognized as the number to call in an emergency to receive immediate help from law enforcement, fire, EMS or other appropriate emergency response entities; and,

Whereas, Charleston County's 9-1-1 system, through Intergovernmental Agreement, has undergone a consolidation of emergency response communications, evolving into one Public Safety Answering Point (PSAP) for the County; and,

**Telecommu-
nicator Week
Resolution**

Whereas, the Public Safety Telecommunicators are at the core of the 9-1-1 system and all emergency response efforts, making them our first "first responders", and recognizing that their jobs answering 9-1-1 calls and dispatching emergency response units are among the toughest of public service jobs; and,

Whereas, our Public Safety Telecommunicators provide critical service to our citizens and emergency response entities which requires enormous personal dedication, ongoing training, and professional skill; and,

Whereas, our Public Safety Telecommunicators have faced significant change and unique challenges due to the process of transition to full consolidated dispatch in Charleston County; and,

Whereas, the Charleston County Consolidated 9-1-1 Center serves 21 emergency response entities (Law Enforcement, EMS, Fire, Rescue), answer over one million calls, with a growing number of 9-1-1 calls from wireless and IP-based communications services; and,

Whereas, the growth and variety of means of communications, including mobile and IP-based systems, impose challenges for accessing 9-1-1 and require increased technology, transition, education and awareness; and,

Whereas, Charleston County Council is proud of our County's 9-1-1 System, the transition to full Consolidated Dispatch, the dedication and professionalism of our Public Safety Telecommunicators, and the ongoing public safety awareness events which teach the importance and proper use of 9-1-1.

NOW, THEREFORE BE IT RESOLVED, that Charleston County Council honors our Public Safety Telecommunicators and recognizes April 13th through 19th as "National Public Safety Telecommunicator Week".

CHARLESTON COUNTY COUNCIL

Teddie E. Pryor, Sr., Chairman
April 8, 2014

The Chairman called for third reading of an Ordinance amending the Charleston County Zoning and Land Development Ordinance

ZLDR
Amendments
St. Andrews
Area Overlay
Ordinance 3rd
Reading

AN ORDINANCE

AMENDING THE CHARLESTON COUNTY ZONING AND LAND DEVELOPMENT REGULATIONS ORDINANCE, NUMBER 1202, AS AMENDED: CHAPTER 5, OVERLAY AND SPECIAL PURPOSE ZONING DISTRICTS.

WHEREAS, the South Carolina Local Government Comprehensive Planning Enabling Act of 1994, Section 6-29-310 et seq., of the South Carolina Code of Laws, 1976, as amended, authorizes the County of Charleston to enact or amend its zoning

and land development regulations to guide development in accordance with existing and future needs and in order to protect, promote and improve the public health, safety, and general welfare; and

WHEREAS, the Charleston County Planning Commission has reviewed the proposed amendments of the text of various chapters of the Charleston County Zoning and Land Development Regulations Ordinance (ZLDR) in accordance with the procedures established in State law and the ZLDR, and has recommended that the Charleston County Council adopt the proposed amendments of the text of the ZLDR as set forth herein; and

WHEREAS, upon receipt of the recommendation of the Planning Commission, County Council held at least 1 public hearing, and after close of the public hearing, County Council approves the proposed text amendments based on the Approval Criteria of Section 3.3.6 of Article 3.3 of the ZLDR; and

WHEREAS, the County Council has determined the proposed text amendments meet the following criteria:

- A. The proposed amendment corrects an error or inconsistency or meets the challenge of a changing condition; and
- B. The proposed amendment is consistent with the adopted Charleston County Comprehensive Plan and goals as stated in Article 1.5; and
- C. The proposed amendment is to further the public welfare in any other regard specified by County Council.

NOW, THEREFORE, be ordained it by the Charleston County Council of Charleston, in meeting duly assembled, as follows:

SECTION I. FINDINGS INCORPORATED

The above recitals and findings are incorporated herein by reference and made a part of this Ordinance.

SECTION II. AMENDMENTS OF THE TEXT OF THE ZONING AND LAND DEVELOPMENT REGULATIONS ORDINANCE

The Charleston County Zoning and Land Development Regulations Ordinance is hereby amended to include the text amendments as attached hereto as Exhibit "A" and made part of this Ordinance by reference.

SECTION III. SEVERABILITY

If, for any reason, any part of this Ordinance is invalidated by a court of competent jurisdiction, the remaining portions of this Ordinance shall remain in full force and effect.

SECTION IV. EFFECTIVE DATE

This Ordinance shall become effective immediately following third reading by the County Council.

ADOPTED and APPROVED in meeting duly assembled this 8th day of April, 2014.

CHARLESTON COUNTY COUNCIL

Teddie E. Pryor, Sr., Chairman
Charleston County Council

ATTEST:

Beverly T. Craven, Clerk

Charleston County Council

First Reading: March 11, 2014

Second Reading: March 25, 2014

Third Reading: April 8, 2014

EXHIBIT "A"

AMENDING THE CHARLESTON COUNTY ZONING AND LAND DEVELOPMENT REGULATIONS ORDINANCE, NUMBER 1202, AS AMENDED: CHAPTER 5, OVERLAY AND SPECIAL PURPOSE ZONING DISTRICTS.

ARTICLE 5.11 ST. ANDREWS AREA OVERLAY ZONING DISTRICT

§5.11.1 STATEMENT OF FINDINGS

The St. Andrews Area Overlay Zoning District includes unincorporated properties that front on the east and west sides of Highways 61 and 17 from its intersection with Wesley Drive to Ashley Hall Road and Wantoot Boulevard respectively, as shown on the map titled "St. Andrews Area Overlay Zoning District". This area contains major thoroughfares in West Ashley that carry a large number of vehicles each day to Charleston through rural areas, commercial areas, and established neighborhoods. Moreover, some of the properties along Highways 61 and 17 in this area are located within the jurisdictional limits of the City of Charleston and others are located in unincorporated Charleston County.

§5.11.2 PURPOSE AND INTENT

The purpose of the St. Andrews Area Overlay Zoning District is to create a corridor that is well-planned and attractive through the implementation of consistent land use and design standards with adjacent jurisdictions and the utilization of traffic safety measures and access management for vehicles and pedestrians to ensure safe and efficient traffic movement. Additionally, this overlay zoning district is intended to provide appropriate services to well-established neighborhoods and provide a transition from the more intense commercial development along the corridor.

§5.11.3 EFFECT OF OVERLAY ZONING DISTRICT

The St. Andrews Area Overlay Zoning District regulations of this Article apply in addition to the underlying (base) zoning district and all other applicable regulations of this Ordinance to impose different development rules for properties within the overlay zoning district. In case of conflict between the regulations of this Article and other regulations in this Ordinance, the regulations of this Article shall control. These district regulations are intended to be consistent with similar regulations adopted by the City of Charleston. Legally established existing development that does not meet the requirements as

described in this Article shall be considered legal nonconforming and shall be subject to the legal nonconforming requirements of this Ordinance.

§5.11.4 APPLICABILITY

The standards of this Article shall apply to all development within the St. Andrews Area Overlay Zoning District, as shown on the map titled “St. Andrews Area Overlay Zoning District,” except for single family detached residential development.

§5.11.5 COORDINATION WITH ADJACENT JURISDICTIONS

A letter of notification to the City of Charleston shall be required as part of all land development applications with the exception of applications for single family detached residential uses. The purpose of the notification is to ensure that the City of Charleston is aware of proposed development and that there is consistency in land use, density/intensity and dimensional standards, and design and development standards adopted by the County and City of Charleston.

§5.11.6 DEVELOPMENT STANDARDS AND REQUIREMENTS

The following development standards and requirements apply to all parcels within the St. Andrews Area Overlay Zoning District. All development applications shall, at the time of application, include documentation that the following requirements will be met prior to the issuance of any approvals or zoning permits:

A. Vehicle Access

1. All parcels in this overlay zoning district with a Future Land Use designation of Office Residential (OR) are allowed one curb cut per 75 feet of road frontage; all other commercial or multifamily uses are allowed one curb cut every 150 feet.
2. Proposed new access drives shall be located a minimum distance of 75 feet from any existing street intersection as measured from the edge of the intersecting roadway to the beginning of the driveway radius.
3. All applications for development of nonresidential uses shall include suitable access management plans demonstrating that the driveway separation requirements will be met. The following techniques may be employed to achieve this result, but the burden of accomplishing the desired effect remains with the developer of the property:
 - a. Aggregation of parcels;
 - b. Parallel frontage or “backage” roads;
 - c. Shared curb cuts between adjoining properties; and
 - d. Shared access easements between parcels.

B. Traffic Study

A traffic impact analysis shall be required in all instances in which the proposed development area exceeds five (5) acres or if the proposed development includes one or more of the following:

1. Fifty (50) or more dwelling units;

2. One (1) or more drive through service windows;
3. Six (6) or more fuel dispensing units;
4. More than 10,000 square feet of floor area;
5. Requires a variance from the driveway (curb-cut) spacing requirements;
6. A restaurant with more than 4,000 square feet of gross floor area; or
7. Where the number of peak hour vehicle trips is projected to exceed 100 per the latest edition of the Institute of Transportation Engineers Trip Generation Manual.

Such traffic impact analysis shall comply with the requirements of Sections 9.9.2 and 9.9.3, Traffic Impact Studies, of this Ordinance, and shall be prepared by a qualified professional. Traffic impact studies shall be provided to the County for review simultaneous with submission of the preliminary site plan for consideration.

C. Pedestrian Access

Bike and pedestrian ways shall be included in site design and shall link access to adjacent parcels, as well as within the development area. Grade-separated pedestrian walkways shall provide direct connections from the street to the main entrance and to abutting properties. Pedestrian walkways shall be designed and located in a manner that does not require pedestrians to walk through parking lots or within driveways.

D. Building Height

Building height is limited to a maximum of 35 feet and two and a half (2 ½) stories as defined by this Ordinance. However, the height may be a maximum of fifty five (55) feet and four (4) stories when the building meets all applicable setback and buffer requirements and the following conditions:

1. The portion of the building exceeding thirty-five (35) feet in height is stepped back at least thirty (30) feet from the portion(s) of the building that meets the thirty-five (35) foot height requirement; and
2. The stepped portion is measured from the outside edge of the building that is parallel to a right-of-way and from the outside edge of the building that is parallel to an adjacent parcel which contains or is zoned for single family detached residential use.

E. Signs

In addition to the requirements in Article 9.11, all free standing signs shall meet the following requirements:

1. All signs shall be monument style.

2. Signs shall have a maximum height of 8 feet and a maximum size of 40 square feet.
3. Shared shopping center signs shall be allowed with a maximum height of 10 feet and maximum size of 60 square feet.
4. Internal illumination shall be allowed for signs.
5. Electronic message board signs and billboards shall be prohibited.

F. Building Coverage

The building coverage shall not exceed thirty-five percent (35%) of the parcel. However, the building coverage may be increased by up to fifty percent (50%) of the parcel when the increase is offset by an equal area of driveways, parking or other hardscape areas that utilize pervious materials. Pervious materials may include, but are not limited to pervious pavers, pervious concrete or other appropriate pervious surface treatment that do not cause surface water to runoff and allow water to absorb into the ground, as approved by the Planning Director.

G. Residential Area

Parcels intended for non-residential uses are indicated on the St. Andrews Area Overlay Zoning District Map and may be developed in accordance the regulations of this ordinance. Unless shown otherwise, parcels in the following specific areas of the overlay zoning district are to remain residential:

1. The area between the Legare Bridge and Colony Drive/Riverdale Drive on St. Andrews Boulevard; and
2. The area between Wesley Drive and Nicholson Street on Savannah Highway.

H. Permitted uses

Permitted uses shall include those uses allowed in the zoning district that corresponds with the future land use designation as shown on the overlay zoning district map and as described in Table 6.1-1, Use Table, with the exception of the prohibited uses and uses that require special exception approval, as described in this Article.

I. Prohibited uses

Auto Dealers (New and Used); Vehicle Storage; Boat/RV Storage; Shooting Ranges; Hotels or Motels; Tattoo Parlors; and Self-Storage Facilities shall be prohibited in this Area.

J. Uses Requiring Special Exception

Restaurants (all types); Indoor Recreation and Entertainment; Gasoline Service Stations (with or without convenience stores); Convenience Stores; Liquor, Beer, or Wine Sales; Bar or Lounge uses; Vehicle Services, Limited; Vehicle Services, Consumer; Vehicle Repair; Commercial Office/Warehouse Complex; Transitional Housing; Pawn

Shops; and Warehouse/Clubs shall require Special Exception approval in compliance with the procedures contained in this Ordinance. Additionally, applications for liquor, beer or wine sales must include a letter of coordination from both the City of Charleston Police Department and the Charleston County Sheriff's Department.

K. Parking

1. Applications for restaurant, bar or lounge uses shall include parking plans that indicate the locations of both the required on-site parking and possible overflow parking associated with the business to be located on the subject property or on adjacent commercially zoned property in accordance with Article 9.3.4 of the Ordinance.
2. All restaurant uses and all bar and lounge uses shall provide one parking space per 75 sq. ft. of gross floor area of the business. All other uses shall provide parking spaces in compliance with this section and Chapter 9 of this Ordinance.

L. Building Size

Building size will be determined by the building height, lot coverage, setback, and buffer requirements as defined by this Ordinance.

M. Buffers

1. A minimum of a twenty-five (25) foot deep vegetated right-of-way buffer shall be required along St. Andrews Boulevard and Savannah Highway which may be reduced to eight (8) feet when there is no parking or vehicular use area between the buildings and rights-of-way;
2. A minimum of a twenty-five (25) foot vegetated rear buffer shall be required adjacent to residential uses; and
3. Fencing may be required to screen adjacent or surrounding residential uses. When a minimum six (6) foot high opaque fence or wall is utilized, the Planning Director may reduce the land use buffer by up to one-half (1/2) its required depth when deemed appropriate; however, no required vegetated buffer shall be less than ten (10) feet in depth.

N. Noise

All activity must comply with the Charleston County Livability Ordinance. There shall be no pick-up or delivery of trash or merchandise scheduled for businesses in this area between the hours of 11:00 pm and 7:00 am. Any proposed outdoor use that provides live or amplified music shall comply with the Special Exception provisions contained in this Ordinance

O. Multiple Uses

Parcels may include both residential and nonresidential uses when developed in accordance with all Multiple Use Overlay Zoning District regulations of this ordinance.

The Chairman called for a roll call vote on third reading. The roll was called and votes recorded as follows:

Ms. Condon	- aye
Mr. Darby	- aye
Ms. Johnson	- aye
Mr. Qualey	- aye
Mr. Rawl	- absent
Mr. Sass	- nay
Mr. Schweers	- aye
Mr. Summey	- absent
Mr. Pryor	- aye

The vote being six (6) ayes, one (1) nay and two (2) absent, the Chairman declared the Ordinance to have received third reading approval.

Mr. Sass stated for the record:

MY OBJECTION TO THE SAINT ANDREWS AREA IS DUE TO THE FACT THAT SOME OF THE HOMEMAKERS WHO HAVE ACCESS ALONG ST. ANDREWS BLVD. WERE NOT ALLOWED RESIDENTIAL OFFICE USE.

An Ordinance accepting the transfer of authority to conduct Municipal Elections for the Town of James Island, South Carolina was given third reading.

**AN ORDINANCE
TO ACCEPT THE TRANSFER OF AUTHORITY TO THE BOARD OF
ELECTIONS AND VOTER REGISTRATION OF CHARLESTON
COUNTY TO CONDUCT MUNICIPAL ELECTIONS FOR THE TOWN OF
JAMES ISLAND, SOUTH CAROLINA.**

Town of
James Island
Election
Authority
Ordinance
3rd Reading

WHEREAS, Section 5-15-145 of the Code of Laws of South Carolina, 1976, as amended, allows for the transfer of some or all authority to conduct municipal elections to a county election commission; and

WHEREAS, by adoption of Town of James Island, SC, Ordinance No. 2013-15, Adopted November 21, 2013 (attached hereto as Exhibit "A"), the Governing Body of the Town of James Island has determined it to be in the best interests of its citizens that authority attendant to the holding of municipal elections of the Town of James Island be transferred to the Board of Elections and Voter Registration of Charleston County; and

WHEREAS, the Board of Elections and Voter Registration of Charleston County has agreed to accept the specified authority to conduct the municipal elections in accordance with Title 7 of the Code of Laws of South Carolina, 1976, as amended, unless otherwise specified by Title 5 of the Code of Laws of South Carolina, 1976, as amended, and will certify the results of each election to the Town of James Island immediately following the certification of the votes cast in each election; and

WHEREAS, Charleston County Council desires to enact an ordinance approving the transfer of authority to the Board of Elections and Voter Registration of Charleston County to conduct elections for the Town of James Island as set forth hereafter.

NOW, THEREFORE, BE IT ENACTED by the County Council of Charleston County, South Carolina, in meeting duly assembled, as follows:

Section 1. Findings Incorporated

The above recitals and findings are incorporated herein by reference and made a part of this Ordinance. In accordance with the authority devolved by Section 5-15-145 of the Code of Laws of South Carolina, 1976, as amended and pursuant to the terms of Town of James Island, SC, Ordinance No. 2013-15, Adopted November 21, 2013, Charleston County Council hereby accepts the transfer to the Board of Elections and Voter Registration of Charleston County of the authority to conduct elections for the Town of James Island. The authority here transferred includes, but is not limited to, publishing proper notices of elections, insuring the provision of proper books for registration, preparing and distributing ballots and election materials, preparing and staffing the absentee ballot precinct, appointing and training poll managers, providing voting machines, supervising the operation of all polling places, to include enforcement authority to insure that proper procedures and laws are being followed, and certifying the results of the election.

All elections so conducted by the Board of Elections and Voter Registration of Charleston County shall be in accordance with Title 7 of the Code of Laws of South Carolina, 1976, as amended, unless otherwise specified by Title 5 of the Code of Laws of South Carolina, 1976, as amended.

Section 2. Reimbursement of Costs

The Town of James Island shall reimburse the Board of Elections and Voter Registration of Charleston County for all costs incurred in providing ballots, advertising elections, printing costs, poll managers' compensation and other related additional expenses incurred in, or arising from, its conduct of municipal elections in the Town of James Island. Poll managers will be paid at the standard rate set by the South Carolina State Election Commission for all other elections.

Section 3. Protest or Litigation

In the event a protest is filed or litigation is commenced in connection with the conduct of municipal elections, the same shall be heard by the Board of Elections and Voter Registration of Charleston County. The Town of James Island shall pay all fees, costs, and expenses incurred in such protest or litigation.

Section 4 Invoices

The Board of Elections and Voter Registration of Charleston County shall provide invoices and/or other documentation to the Town of James Island of all such costs and expenses incurred in the conduct of the Town of James Island's municipal elections, protests, certification of results, litigation or other costs which may be incurred, and not specifically mentioned in this Ordinance.

Section 5. Severability

If any one or more of the provisions or portions provided in this Ordinance or its application to any circumstance should be determined by a court of competent jurisdiction to be contrary to law, or invalid for any reason, then such provision or

application of this Ordinance shall be deemed severable from the remaining provisions or applications provided in this Ordinance and the invalidity shall in no way affect the validity of the other provisions or applications of this Ordinance.

Section 6. Effective Date of this Ordinance

This Ordinance shall take effect upon successful completion of the following necessary actions prerequisite under federal and state law to effect the changes called for hereunder:

(A) Adoption of this Ordinance accepting the authority being transferred hereunder, and

(B) Submission to the United States Justice Department and subsequent receipt of pre-clearance for the transfer of authority for conducting municipal elections which would be effected hereunder.

ADOPTED and APPROVED in meeting duly assembled this 8th day of April, 2014.

CHARLESTON COUNTY, SOUTH CAROLINA

Teddie E. Pryor, Sr., Chairman
Charleston County Council

ATTEST

Beverly T. Craven, Clerk
Charleston County Council

The Chairman called for a roll call vote on third reading. The roll was called and votes recorded as follows:

Ms. Condon	- aye
Mr. Darby	- aye
Ms. Johnson	- aye
Mr. Qualey	- aye
Mr. Rawl	- absent
Mr. Sass	- aye
Mr. Schweers	- aye
Mr. Summey	- absent
Mr. Pryor	- aye

The vote being seven ayes and two (2) absent, the Chairman declared the Ordinance to have received third reading approval.

An Ordinance approving the sale of General Obligation Refunding Bonds of Charleston County was given third reading.

COPS
Refinancing
Bond
Ordinance 3rd
Reading

AN ORDINANCE

TO PROVIDE FOR THE ISSUANCE AND SALE OF NOT EXCEEDING \$36,500,000 GENERAL OBLIGATION REFUNDING BONDS OF CHARLESTON COUNTY, SOUTH CAROLINA; TO PRESCRIBE THE PURPOSES FOR WHICH THE PROCEEDS

SHALL BE EXPENDED; TO PROVIDE FOR THE PAYMENT THEREOF; AND OTHER MATTERS RELATING THERETO.

BE IT ENACTED BY THE COUNTY COUNCIL OF CHARLESTON COUNTY, SOUTH CAROLINA, IN MEETING DULY ASSEMBLED:

As an incident to the enactment of this Ordinance and the issuance of the bonds provided for herein, the County Council of Charleston County, South Carolina (the "County Council"), the governing body of Charleston County, South Carolina (the "County"), find that the facts set forth herein exist and the statements made with respect thereto are true and correct.

WHEREAS, by virtue of the County Bond Act (Title 4, Chapter 15 of the Code of Laws of South Carolina 1976, as amended), as amended and continued by Section 11-27-40 of the Code of Laws of South Carolina 1976, as amended (the County Bond Act, as so amended and continued, being hereinafter called the "Act"), the County is authorized to issue general obligation bonds of the County to defray the cost of any purpose for which the County might, under applicable constitutional provisions, issue bonds or levy taxes, and for any amount not exceeding the constitutional debt limit applicable to the County; and

WHEREAS, the Charleston Public Facilities Corporation (the "Corporation") has previously issued on behalf of the County its Refunding Certificates of Participation, Series 2004 (the "Series 2004 Certificates") and its Refunding Certificates of Participation, Series 2005 (the "Series 2005 Certificates")(all or any part thereof that are refunded by the bonds issued hereunder being collectively referred to herein as the "Refunded Certificates"); and

WHEREAS, the County Council have determined, upon the advice of First Tryon Securities, LLC, the County's Financial Advisor, that a savings in the debt service payments of the Refunded Certificates can be achieved by issuing refunding bonds at this time and using the proceeds thereof (i) to currently refund all of the outstanding Series 2004 Certificates by calling them for redemption; (ii) to advance refund all of the outstanding Series 2005 Certificates by calling them for redemption; and (iii) to pay costs of issuance of the refunding bonds;

WHEREAS, County Council have determined that the estimated costs of refunding the Refunded Bonds, including the costs of issuance of the bonds authorized hereby, is approximately \$36,500,000; and

WHEREAS, pursuant to the authorization of Article X, Section 14, paragraph 7(a) of the South Carolina Constitution, and subject to an eight percent (8%) constitutional debt limit, the County is authorized to incur general obligation indebtedness pursuant to the Bond Act; the assessed value of all taxable property in the County is \$3,323,509,786 for fiscal year 2014; the County has outstanding general obligation bonded indebtedness in the amount of \$187,795,000 which counts against its 8% debt limit; consequently, the County may issue without an election an additional \$78,085,782 of general obligation bonds;

NOW, THEREFORE, on the basis of the foregoing authorizations and for the purposes set forth above, the County Council enact this Ordinance to effect the issuance

and sale of not exceeding \$36,500,000 general obligation bonds of the County authorized by the Act.

ARTICLE I

DEFINITIONS AND INTERPRETATIONS

Section 1 **Defined Terms.**

The terms defined in this Article (except as herein otherwise expressly provided or unless the context otherwise requires) for all purposes of this Ordinance shall have the respective meanings specified in this Article.

“Act” shall mean the County Bond Act (Title 4, Chapter 15 of the Code of Laws of South Carolina 1976, as amended), as amended and continued by Section 11-27-40 of the Code of Laws of South Carolina 1976, as amended.

“Assignment” shall mean the Assignment Agreement, dated as of May 1, 2004, between the Corporation and the Trustee, as amended or supplemented.

“Authenticating Agent” shall mean the authenticating agent for the Bonds designated pursuant to Section 1 of Article II hereof.

“Base Lease” shall mean the Fourth Amendatory and Restated Master Base Lease Agreement, dated as of May 1, 2004, between the County, as lessor, and the Corporation, as lessee, as amended or supplemented.

“Beneficial Owner” shall mean the person in whose name a Bond is recorded as the beneficial owner of the Bond by a Participant on the records of the Participant or such person’s subrogee.

“Bonds” shall mean the General Obligation Refunding Bonds of 2014 of the County authorized to be issued hereunder in the aggregate principal amount of not exceeding \$36,500,000.

“Bond Registrar” shall mean the bond registrar designated pursuant to the provisions of Section 1 of Article II hereof.

“Book-Entry Only System” shall have the meaning attributed to that term in Article II, Section 14 hereof.

“Books of Registry” shall mean the registration books maintained by the Bond Registrar in accordance with Section 8 of Article II hereof.

“Chairman” shall mean the chairman of the County Council or, in his absence, the vice chairman of the County Council.

“Chief Financial Officer” shall mean the Chief Financial Officer of the County or, in his absence, any other officer or employee of the County designated in writing by the County Administrator to perform the duties of the Chief Financial Officer under this Ordinance.

“Clerk” shall mean the clerk of the County Council or, in her absence, the acting clerk.

“Closing Date” shall mean the date upon which there is an exchange of the Bonds for the proceeds representing the purchase price of the Bonds by the Original Purchaser.

“Continuing Disclosure Undertaking” shall mean the Disclosure Dissemination Agent Agreement hereby authorized to be executed by the Chief Financial Officer on behalf of the County, as it may be amended from time to time in accordance with the terms thereof.

“Corporation” shall mean the Charleston Public Facilities Corporation, a South Carolina non-profit corporation.

“County” shall mean Charleston County, South Carolina.

“County Administrator” shall mean the County Administrator of the County.

“County Council” shall mean the County Council of Charleston County, South Carolina, the governing body of the County or any successor governing body of the County.

“Dated Date” shall mean the date of delivery of the Bonds.

“Debt Service” shall mean the scheduled amount of interest and amortization of principal payable on the Bonds during the period of computation, excluding amounts scheduled during such period which relate to principal which has been retired before the beginning of such period.

“DTC” shall mean The Depository Trust Company, a limited purpose trust company organized under the laws of the State of New York, and its successors pursuant to Article II, Section 14 hereof.

“Escrow Agent” shall mean The Bank of New York Mellon Trust Company, N.A. as escrow agent appointed pursuant to Section 1 of Article IX hereof to serve as escrow agent under the Escrow Deposit Agreement, and its successors and assigns thereunder.

“Escrow Deposit Agreement” shall mean the Escrow Deposit Agreement, between the County and Escrow Agent, established with respect to the Refunded Certificates, as amended from time to time.

“Financial Advisor” shall mean First Tryon Securities, LLC, the financial advisor to the County.

“Fiscal Agents” shall mean the Paying Agent, the Bond Registrar, the Authenticating Agent, and any Escrow Agent under Article VI hereof with respect to the Bonds.

“Interest Payment Date” shall mean any June 1 or December 1, commencing December 1, 2014.

“Letter of Representations” shall mean the Blanket Letter of Representations of the County to DTC dated December 15, 1995.

“Net Proceeds,” when used with reference to the Bonds, shall mean the face amount of the Bonds, plus accrued interest and premium, if any.

“Ordinance” shall mean this Ordinance as from time to time amended and supplemented by one or more supplemental ordinances enacted in accordance with the provisions of Article VII hereof.

“Original Purchaser” shall mean the first purchaser of the Bonds from the County.

“Participants” shall mean those broker-dealers, banks, and other financial institutions for which the Securities Depository holds Bonds as securities depository.

“Paying Agent” shall mean the paying agent for the Bonds designated pursuant to Section 1 of Article II hereof.

“Project Lease” shall mean the Fourth Amendatory and Restated Master Project Lease Agreement, dated as of May 1, 2004, between the Corporation, as lessor, and the County, as lessee, as amended or supplemented.

“Securities Depository” shall mean the administrator of the book-entry only system for the Bonds, as further described in Article II, Section 14 hereof and any successor appointed as provided in Article II, Section 14 hereof. The initial Securities Depository shall be DTC.

“Series 2004 Certificates” shall mean the Refunding Certificates of Participation, Series 2004 issued on behalf of the County by the Corporation.

“Series 2005 Certificates” shall mean the Refunding Certificates of Participation, Series 2005 issued on behalf of the County by the Corporation.

“Sinking Fund Account” shall mean the sinking fund account established and held by the Treasurer of Charleston County designed to provide for the payment of the principal of, premium, if any, and interest on the Bonds, as the same respectively fall due.

“Trust Agreement” shall mean the Fourth Supplemental and Restated Trust Agreement, dated as of May 1, 2004, between the Corporation and the Trustee, as amended or supplemented.

“Trustee” shall mean The Bank of New York Mellon Trust Company, N.A., as successor trustee to The Bank of New York Trust Company, N.A., under the Trust Agreement.

Section 2 General Rules of Interpretation.

For purposes of this Ordinance, except as otherwise expressly provided or the context otherwise requires:

- (a) Articles, Sections, and Paragraphs, mentioned by number are the respective Articles, Sections, and Paragraphs, of this Ordinance so numbered.
- (b) Except as otherwise expressly provided or unless the context otherwise requires, words importing persons include firms, associations, and corporations, and the masculine includes the feminine and the neuter.
- (c) Words importing the redemption or redeeming or calling for redemption of a Bond do not include or connote the payment of such Bond at its stated maturity or the purchase of such Bond.
- (d) Words importing the singular number include the plural number and *vice versa*.
- (e) The heading or titles of the several Articles and Sections hereof, and any table of contents appended hereto or to copies hereof, shall be solely for convenience of reference and shall not affect the meaning, construction, interpretation, or effect of this Ordinance.

ARTICLE II

ISSUANCE OF BONDS

Section 1 Authorization of Bonds; Approval of Maturity Dates, Principal Amounts, and Interest Rates.

(a) Pursuant to the provisions of the Act and for the purposes of refunding all of the Series 2004 Certificates and the Series 2005 Certificates, and paying the costs of issuance of the Series 2014 Bonds, there shall be issued not exceeding \$36,500,000 of general obligation refunding bonds of the County. The Bonds shall be designated "General Obligation Refunding Bonds of 2014;" and may be issued in one or more series, including separate series of taxable Bonds and tax-exempt Bonds, as designated by the Chairman. The Bonds shall be originally dated the Dated Date, shall be in fully-registered form, shall be in denominations of Five Thousand and no/100 Dollars (\$5,000.00) each or any integral multiple thereof, and may be numbered from R-1 upward.

(b) The Bonds will bear interest at such rates, payable on each Interest Payment Date, and will mature on the dates and in the amounts as are approved by the Chairman provided that:

(i) the Bonds shall bear interest at rates such that they result in a net present value savings for both series of Refunded Certificates of not less than 3.0%.

(ii) The Bonds shall mature not later than June 1, 2021.

(iii) The Paying Agent, Authenticating Agent, and Bond Registrar shall be Wells Fargo Bank N.A. (or an affiliate thereof) or such other institution as designated by the Chairman as in the best interest of the County.

(c) The Chairman is hereby expressly delegated the authority to approve the sale and issuance of the Bonds so long as they conform to all of the parameters set forth in this Ordinance, including, but not limited to, this Section 1 of Article II.

Section 2 Redemption of Bonds.

(a) General. The Bonds may not be called for redemption by the County except as provided in this Section 2.

(b) Redemption. The Bonds may be subject to redemption prior to their maturity, in whole or in part, and by lot as to Bonds or portions of Bonds within a maturity (but only in integral multiples of \$5,000), upon the terms and on the dates and at the redemption prices as approved by the Chairman prior to the issuance of the Bonds.

(c) Partial Redemption of Bonds. In the event that only part of the principal amount of a Bond shall be called for redemption or prepaid, payment of the amount to be redeemed or prepaid shall be made only upon surrender of that Bond to the Paying Agent. Upon surrender of such Bond, the County shall execute and the Authenticating Agent shall authenticate and deliver to the holder thereof, at the office of the Authenticating Agent, or send to such holder by registered mail at his request, risk, and expense, a new fully-executed Bond or Bonds, of authorized denominations equal in aggregate principal amount to, and of the same maturity and interest rate as, the unredeemed portion of the Bond surrendered.

(d) Official Notice of Redemption. (i) Unless waived by any registered owner of Bonds to be redeemed, official notice of any such redemption shall be given by the County by mailing a copy of an official redemption notice by first class mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption to the registered owners of the Bond or Bonds to be redeemed at the address shown on the Books of Registry. Notice of redemption shall describe whether and the conditions under which the call for redemption may be revoked. Failure to give notice by mail or any defect in any notice so mailed with respect to any Bond shall not affect the validity of the proceedings for such redemption for Bonds for which notice was properly given.

(ii) All official notices of redemption shall be dated and shall state:

- (A) the redemption date,
- (B) the redemption price,
- (C) if less than all outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,
- (D) that on the redemption date the redemption price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after such date, and

(E) the place where such Bonds are to be surrendered for payment of the redemption price.

(e) Conditional Notice of Redemption of Bonds Permitted. In the case of an optional redemption, the notice may state (i) that it is conditioned upon the deposit of moneys, in an amount equal to the amount necessary to effect the redemption, with the Trustee no later than the redemption date or (ii) that the Issuer retains the right to rescind such notice on or prior to the scheduled redemption date (in either case, a "Conditional Redemption"), and such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded.

(f) Deposit of Funds. At least one day prior to any redemption date, the County shall deposit with the Paying Agent an amount of money sufficient to pay the redemption price of all the Bonds or portions of Bonds which are to be redeemed on that date.

(g) Effect of Deposit of Funds. Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless (i) the County shall have revoked the redemption in accordance with the terms set forth in the official notice of redemption or (ii) the County shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. If said money shall not be available on the redemption date, such bonds or portions thereof shall continue to bear interest until paid at the same rate as they would have borne had they not been called for redemption. Upon surrender of such Bonds for redemption in accordance with such notice, such Bonds shall be paid by the Paying Agent at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal. All Bonds which have been redeemed shall be cancelled by the Paying Agent and shall not be reissued.

(h) Further Notice. In addition to the foregoing notice, further notice shall be given by the County as set out below, but no defect in such further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if official notice thereof is given as above prescribed. Such further notice of redemption may be combined with official notice as above prescribed in a single notice.

(i) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption and (A) the CUSIP numbers of all Bonds being redeemed; (B) the date of issue of the Bond as originally issued; (C) the rate of interest borne by each Bond being redeemed; (D) the maturity date of each Bond being redeemed; and (E) any other descriptive information needed to identify accurately the Bonds being redeemed.

(ii) Each further notice of redemption shall be sent at least thirty-five (35) days before the redemption date by registered or certified mail or overnight delivery service to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds and to one or more

national information services that disseminate notices of redemption of obligations such as the Bonds.

(iii) Upon the payment of the redemption price of Bonds, each cheque or other transfer of funds issued for that purpose shall bear the CUSIP number identifying, by issue and maturity, the Bonds being redeemed and paid with such funds.

Section 3 Cancellation of Bonds.

All Bonds which have been redeemed shall be cancelled and either maintained or destroyed by the Paying Agent and shall not be reissued. A counterpart of the certificate of destruction evidencing such destruction shall be furnished by the Paying Agent to the County upon the request of the Chief Financial Officer.

Section 4 Purchase of Bonds.

The Paying Agent shall, if and to the extent practicable, endeavor to purchase Bonds or portions of Bonds at the written direction of the County at the time, in the manner, and at the price as may be specified by the County. The Paying Agent may so purchase the Bonds; provided; that any limitations or restrictions on such redemption or purchases contained in this Ordinance shall be complied with. The expenses of such purchase shall be deemed an expense of the Paying Agent to be paid by the County. The Paying Agent shall incur no liability for any purchase made in accordance with this Section or for its inability to effect such purchase in excess of the redemption price thereof.

Section 5 Medium of Payment.

Both the principal of and interest on the Bonds shall be 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.

Section 6 Place of Payments; Selection of Paying Agent.

Principal and premium, if any, of the Bonds, when due, shall be payable at the corporate trust office of the Paying Agent. Interest on any Bond shall be payable on each Interest Payment Date by cheque or draught mailed to the person in whose name such Bond is registered at the close of business on the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding such Interest Payment Date (the Regular Record Date) by the Paying Agent. Principal of, redemption premium, if any, and interest payable to any person holding Bonds in aggregate principal amount of \$1,000,000 or more will be paid, upon the written request of any such registered owner in form and substance satisfactory to the Paying Agent, by wire transfer of immediately available funds to an account within any of the continental United States of America designated by such registered owner on or before the Regular Record Date.

Section 7 Execution of Bonds; Designation of Authenticating Agent.

(a) The Bonds shall be executed in the name of the County by the manual or facsimile signature of the Chairman, and attested by the manual or facsimile signature of

the Clerk, and the seal of the County shall be impressed or reproduced on each Bond. Any facsimile signature appearing on the Bonds may be that of the officer who is in office on the date of the enactment of this Ordinance. The Bonds shall be executed in respect of any manual signature by the person or persons holding office when such Bonds are ready for delivery. The execution of the Bonds in this fashion shall be valid and effective notwithstanding changes in the personnel of any of the above offices subsequent to their execution.

(b) The Bonds shall bear a certificate of authentication, substantially in the form set forth in Exhibit A, duly executed by the Authenticating Agent. The Authenticating Agent shall authenticate each Bond with the manual signature of an authorized officer of the Authenticating Agent, but it shall not be necessary for the same authorized officer to authenticate all of the Bonds. Only such authenticated Bonds shall be entitled to any right or benefit under this Ordinance. Such certificate on any Bond issued hereunder shall be conclusive evidence that the Bond has been duly issued and is secured by the provisions hereof.

Section 8 Form of Bonds: Designation of Bond Registrar.

(a) The Bonds shall be issued in fully-registered form, and all principal, interest, or other amounts due thereunder shall be payable only to the registered owner thereof. The County Council hereby direct the Bond Registrar to maintain, at the County's expense, the Books of Registry for the registration or transfer of the Bonds.

(b) The form of the Bonds and assignment provisions to be endorsed thereon shall be substantially as set forth in Exhibit A attached hereto and made a part of this Ordinance with any appropriate variations, legends, omissions, and insertions as permitted or required by this Ordinance or law.

Section 9 Registration and Transfers of Bonds; Persons Treated as Owners.

(a) Each Bond shall be fully-registered and no Bond may be transferred except by the registered owner thereof in person or by his attorney duly authorized in writing upon surrender thereof together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or his duly authorized attorney. Upon the transfer of any such registered Bond or Bonds, the County shall execute and the Authenticating Agent shall authenticate and deliver, subject to the provisions of Section 12 of this Article, in the name of the transferee, a new registered Bond or Bonds of the same aggregate principal amount as the unpaid principal amount of the surrendered Bond or Bonds.

(b) Any registered owner requesting any transfer shall pay all taxes or other governmental charges required to be paid with respect thereto. Any purported assignment in contravention of the foregoing requirements shall be, as to the County, absolutely null and void. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of the principal of and interest on such Bonds shall be made only to or upon the order of the registered owner or his legal representative. All such payments shall be valid and effective to satisfy and discharge the liability of the County upon such Bond to the extent of the sum or sums so paid. No person other than the registered owner shall have any

right to receive payments, pursue remedies, enforce obligations, or exercise or enjoy any other rights under any Bond against the County. Notwithstanding the foregoing, nothing herein shall limit the rights of a person having a beneficial interest in any Bond as against a person (including the registered owner) other than the County, as in the case where the registered owner is a trustee or nominee for two or more beneficial owners of an interest in any Bond.

(c) The Bond Registrar shall not be required to exchange or transfer any Bond or portion thereof (i) for which notice of redemption has been mailed to the registered owner thereof or (ii) for the period beginning on the Regular Record Date and ending on the next succeeding Interest Payment Date.

Section 10 Mutilated, Lost, or Stolen Bonds.

In the event any Bond is mutilated, lost, stolen, or destroyed, the County may execute and the Authenticating Agent may authenticate a new Bond of like date, maturity, interest rate, and denomination, as that mutilated, lost, stolen, or destroyed; provided that, in the case of any mutilated Bonds, they shall first be surrendered to the Paying Agent, and in the case of any lost, stolen, or destroyed Bonds, there shall be first furnished to the County and the Paying Agent evidence of their loss, theft, or destruction satisfactory to the County and the Paying Agent, together with indemnity satisfactory to them; provided that in the case of a registered owner which is a bank or insurance company, the agreement of such bank or insurance company to indemnify the County and the Paying Agent shall be sufficient. In the event any such Bonds shall have matured, instead of issuing a duplicate Bond, the County may pay the same without surrender thereof. The County, the Paying Agent, and the Authenticating Agent, may charge the registered owner of such Bond with their reasonable fees and expenses to replace mutilated, lost, stolen, or destroyed Bonds.

Section 11 Exchange of Bonds.

Subject to the provisions of Section 9 of this Article, the Bonds, upon surrender thereof to the Bond Registrar with a written instrument of transfer satisfactory to the Bond Registrar, duly executed by the registered owner or his duly authorized attorney, may, at the option of the registered owner thereof, and upon payment by such registered owner of any charges which the Paying Agent, the Authenticating Agent, or the Bond Registrar may make as provided in Section 12 of this Article, be exchanged for a principal amount of Bonds of any other authorized denominations equal to the unpaid principal amount of surrendered Bonds.

Section 12 Regulations with Respect to Exchanges and Transfers.

In all cases in which the privilege of exchanging or transferring the Bonds is exercised, the County shall execute and the Authenticating Agent shall authenticate and deliver the Bonds in accordance with the provisions of this Ordinance. All Bonds surrendered in any such exchanges or transfers shall forthwith be cancelled by the Paying Agent. There shall be no charge for such exchange or transfer of the Bonds except that the Paying Agent, the Bond Registrar, and the Authenticating Agent, may make a charge sufficient to reimburse them, or any of them, for any tax or other governmental charge required to be paid with respect to such exchange or transfer.

Section 13 Temporary Bonds.

The Bonds may be initially issued in temporary form, exchangeable for definitive Bonds to be delivered as soon as practicable. The temporary Bonds may be printed, lithographed, or typewritten, shall be of such denominations as may be determined by the County Council, shall be without coupons, and may contain such reference to any of the provisions of this Ordinance as may be appropriate. Every temporary Bond shall be executed by the County upon the same conditions and in substantially the same manner as the definitive Bonds. If the County issues temporary Bonds, it will execute and furnish definitive Bonds without delay, and thereupon the temporary Bonds shall be surrendered for cancellation at the office of the Paying Agent and the Paying Agent shall deliver and exchange for such temporary Bonds an equal, aggregate principal amount of definitive Bonds of like aggregate principal amount and in authorized denominations of the same maturity or maturities and interest rate or rates. Until so exchanged, the temporary Bonds shall be entitled to the same benefits under this Ordinance as definitive Bonds under this Ordinance.

Section 14 Book-Entry Only System for the Bonds.

(a) The provisions of this section shall apply with respect to any Bond registered to Cede & Co. or any other nominee of DTC while the book-entry only system (the "Book-Entry Only System") provided for herein is in effect and shall, during the period of their application, supersede any contrary provisions of this Ordinance.

(b) The Bonds shall be issued as a single Bond for each maturity. On the date of the initial authentication and delivery of all of the Bonds, the Bonds shall be registered in the name of Cede & Co., as nominee of DTC as the registered owner of the Bonds. With respect to Bonds registered in the name of Cede & Co., as nominee of DTC, the County shall have no responsibility or obligation to any Participant (which means securities brokers and dealers, banks, trust companies, clearing corporations, and various other entities, some of whom, or their representatives, own DTC) or to any Beneficial Owner (which means, when used with reference to the Book-Entry Only System, the person who is considered the beneficial owner thereof pursuant to the arrangements for book entry determination of ownership applicable to DTC) with respect to the following: (i) the accuracy of the records of DTC, Cede & Co., or any Participant with respect to any ownership interests in the Bonds, (ii) the delivery to any Participant, any Beneficial Owner, or any other person, other than DTC, of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any Participant, or any Beneficial Owner, or any other person, other than DTC, of any amount with respect to the principal of or premium, if any, or interest on the Bonds. The Paying Agent shall pay all principal of and premium, if any, and interest on the Bonds only to or upon the order of DTC, and all such payments shall be valid and effective fully to satisfy and discharge the County's obligations with respect to the principal of and premium, if any, and interest on such Bonds to the extent of the sum so paid. No person other than DTC shall receive a Bond. Upon delivery by DTC to the County of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the words "Cede & Co." in this section shall refer to such new nominee of DTC.

(c) Upon receipt by the County of written notice from DTC to the effect that DTC is unable or unwilling to discharge its responsibilities hereunder, the County shall issue, transfer, and exchange Bonds as requested by DTC in authorized

denominations, and whenever DTC requests the County to do so, the County will cooperate with DTC in taking appropriate action after reasonable notice to arrange for a substitute Securities Depository willing and able upon reasonable and customary terms to maintain custody of the Bonds registered in whatever name or names the registered owners transferring or exchanging such Bonds shall designate in accordance with this section.

(d) In the event the County determines that it is in the best interests of the Beneficial Owners that they be able to obtain Bonds registered in the name of a registered owner other than DTC, the County may so notify DTC, whereupon DTC will notify the Participants of the availability through DTC of such Bonds. In such event, upon the return by DTC of Bonds held by DTC in the name of Cede & Co., the County shall issue, transfer, and exchange Bonds in authorized denominations as requested by DTC, and whenever DTC requests the County to do so, the County will cooperate with DTC in taking appropriate action after reasonable notice to make available Bonds registered in whatever name or names the Beneficial Owners transferring or exchanging Bonds shall designate, in accordance with this section.

(e) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal of and premium, if any, and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, to DTC as provided in the Letter of Representations delivered by the County to DTC.

(f) In the event that the Book-Entry Only System pursuant to this section is discontinued, the Bonds shall be issued, transferred, and exchanged through DTC and its Participants to the Beneficial Owners.

ARTICLE III

SECURITY FOR BONDS

Section 1 Pledge of Full Faith, Credit, and Taxing Power.

For the payment of the principal of and interest on the Bonds as the same respectively mature, and for the creation of such Sinking Fund Account as may be necessary therefor, the full faith, credit, and taxing power, of the County are irrevocably pledged, and there shall be levied annually by the Auditor of Charleston County, and collected by the Treasurer of Charleston County, in the same manner as other County taxes are levied and collected, a tax, without limit, on all taxable property in the County, sufficient to pay the principal and interest of the Bonds as they respectively mature, and to create such Sinking Fund Account as may be necessary therefor.

Section 2 Levy and Collection of Property Taxes.

The Auditor and Treasurer of Charleston County, South Carolina, shall be notified of this issue of Bonds and directed to levy and collect, respectively, upon all taxable property in the County, an annual tax, without limit, sufficient to meet the payment of the

principal of and interest on the Bonds, as the same respectively mature, and to create such Sinking Fund Account as may be necessary therefor.

ARTICLE IV

SALE OF BONDS; DISPOSITION OF PROCEEDS OF SALE

Section 1 **Sale of Bonds.**

The Bonds shall be sold, in one or more sales as a single issue or as separate series, at public sale, at the price of not less than 100% of par and accrued interest to the date of delivery, in accordance with Section 11-27-40(9)(b) of the Code of Laws of South Carolina 1976, as amended, on the terms and conditions as are approved by the Chairman. The Chairman is hereby expressly delegated the authority to approve the sale of the Bonds so long as they conform to all of the parameters set forth in Section 1 of Article II hereof. The sale of the Bonds shall be advertised as directed by the Chief Financial Officer in accordance with the Act. The form of said Notice, and the conditions of sale, are substantially those set forth in Exhibit B attached hereto and made a part and parcel hereof. Bids for the purchase of the Bonds may be received in such form as determined by the Chief Financial Officer to be in the best interest of the County.

Section 2 **Disposition of Proceeds of Sale of Bonds and Other Funds.**

(a) The proceeds derived from the sale of the Bonds issued pursuant to this Ordinance shall be made use of by the County Council as follows:

(i) Any accrued interest shall be deposited in the Sinking Fund Account and applied to the payment of the first installment of interest to become due on the Bonds.

(ii) Any premium shall be deposited with the Escrow Agent and applied to the payment of principal, interest, and redemption price of the Refunded Certificates in accordance with the Escrow Deposit Agreement.

(iii) The remaining proceeds derived from the sale of the Bonds shall be applied as follows:

(A) Sufficient proceeds shall be applied to defray the costs of issuing the Bonds.

(B) The proceeds, together with other funds as provided in paragraph (c) of this Section, necessary to refund all the outstanding Series 2004 Certificates and Series 2005 Certificates as designated for refunding pursuant to Section 3 of this Article shall be deposited with the Escrow Agent and applied to the payment of principal, interest, and redemption price of the Series 2004 Certificates and the Series 2005 Certificates in accordance with the Escrow Deposit Agreement.

(C) Any remaining proceeds of the Bonds, after their application to the purposes set forth in subparagraphs (A) and (B) above, together with investment earnings on the proceeds of the Bonds, shall be

applied as directed by the County Council to defray costs of other capital projects of the County or to the redemption of the Bonds as directed by the Chairman.

(b) No purchaser or registered owner of the Bonds shall be liable for the proper application of the proceeds thereof.

(c) At the written direction of the Chairman, upon the advice of the Financial Advisor and bond counsel, moneys held in the funds and accounts established under the Trust Agreement shall be transferred to the Escrow Agent and applied, together with the Bond proceeds as provided in paragraph (b) of this Section, to the payment of principal, interest, and redemption price of the Series 2004 Certificates and the Series 2005 Certificates in accordance with the Escrow Deposit Agreement.

Section 3 **Designation of and Redemption of Refunded Certificates.**

(a) Based upon the advice of the Financial Advisor, the Chairman shall designate those maturities and the principal amounts of the Series 2004 Certificates and the Series 2005 Certificates which have been determined to be in the best interest of the County to refund from the proceeds of the Bonds.

(b) The Chairman, upon the advice of the Financial Advisor, shall take all necessary action to call the Refunded Certificates so selected for prior redemption on the dates that are most advantageous to the County.

Section 4 **Satisfaction and Cancellation of Documents.**

Upon depositing funds with the Escrow Agent as described in Section 2 of this Article, the appropriate County officers and employees shall:

(a) take all action necessary to satisfy, discharge, and terminate all obligations of the County under the Base Lease, the Project Lease, the Trust Agreement, and the Assignment, including satisfying of record any such documents that have been recorded; and

(b) take all action necessary to confirm title of all assets subject to the Base Lease, the Project Lease, the Trust Agreement, and the Assignment in the County or its designee.

ARTICLE V

TAX EXEMPTION OF BONDS

Section 1 **Exemption from State Taxes.**

Both the principal of and interest on the Bonds shall be exempt from all state, county, municipal, school district, and all other taxes or assessments of the State of South Carolina, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise, except inheritance, estate, or transfer taxes.

Section 2 Federal Tax Provisions.

The County Council hereby authorize the Chief Financial Officer to execute and deliver a tax regulatory agreement or certificate for the purpose of establishing and maintaining the excludability of interest on the Bonds which bond counsel has opined may be excluded from the gross income of the recipients thereof for federal income tax purposes.

ARTICLE VI

DEFEASANCE

Section 1 Release of Ordinance.

(a) If all of the Bonds issued pursuant to this Ordinance shall have been paid and discharged, then the obligations of the County under this Ordinance, and all other rights granted thereby shall cease and determine. Bonds shall be deemed to have been paid and discharged within the meaning of this Article in each of the following circumstances:

(i) If the Paying Agent shall hold, at the stated maturities of such Bonds, in trust and irrevocably appropriated thereto, moneys for the full payment thereof; or

(ii) If default in the payment of the principal of such Bonds or the interest thereon shall have occurred, and thereafter tender of such payment shall have been made, and the Paying Agent shall hold, in trust and irrevocably appropriated thereto, sufficient moneys for the payment thereof to the date of the tender of such payment; or

(iii) If the County shall have deposited with the Paying Agent or other escrow agent meeting the requirements of a Fiscal Agent hereunder, in an irrevocable trust, either moneys in an amount which shall be sufficient, or direct general obligations of the United States of America, which are not subject to redemption by the issuer prior to the date of maturity of the Bonds to be defeased, the principal of and interest on which, when due, and without reinvestment thereof, will provide moneys, which, together with the moneys, if any, so deposited at the same time, shall be sufficient to pay, when due, the principal, interest, and redemption premium or premiums, if any, due or to become due on and prior to the maturity date or dates; or

(iv) If there shall have been so deposited either moneys in an amount which shall be sufficient, or direct general obligations of the United States of America the principal of and interest on which, when due, will provide moneys which, together with the moneys, if any, so deposited at the same time, shall be sufficient to pay, when due, the principal and interest due or to become due on the Bonds on the maturity thereof.

(b) In addition to the above requirements of paragraphs (i), (ii), (iii), or (iv), in order for this Ordinance to be discharged, all other fees, expenses, and charges of the Fiscal Agents, shall have been paid in full at such time.

(c) Notwithstanding the satisfaction and discharge of this Ordinance, the Fiscal Agents shall continue to be obligated to hold in trust any moneys or investments then held by the Paying Agent for the payment of the principal of, premium, if any, and interest on, the Bonds, to pay to the registered owners of Bonds the funds so held by the Fiscal Agents as and when such payment becomes due.

(d) Any release under this Section shall be without prejudice to the rights of the Fiscal Agents to be paid reasonable compensation for all services rendered under this Ordinance and all reasonable expenses, charges, and other disbursements and those of their respective attorneys, agents, and employees, incurred on and about the administration of trusts by this Ordinance created and the performance of the powers and duties under this Ordinance of the Fiscal Agents.

Section 2 Deposit of Moneys.

Any moneys which at any time shall be deposited with a Fiscal Agent by or on behalf of the County for the purpose of paying and discharging any Bonds shall be and are hereby assigned, transferred, and set over to the Fiscal Agent in trust for the respective registered owners of such Bonds, and such moneys shall be and are hereby irrevocably appropriated to the payment and discharge thereof. If, through lapse of time or otherwise, the registered owners of such Bonds shall no longer be entitled to enforce payment of their obligations, then, in such event, it shall be the duty of the Fiscal Agent to transfer such funds to the County.

Section 3 Notice of Release of Ordinance.

(a) In the event any of said Bonds are not to be redeemed within the sixty (60) days next succeeding the date the deposit required by Section 1(a)(iii) or (iv) of this Article is made, the County shall give the Fiscal Agent irrevocable instructions to mail, as soon as practicable by first class mail, a notice to the registered owners of such Bonds at the addresses shown on the Books of Registry that (i) the deposit required by subparagraph (a)(iii) or (a)(iv) of Section 1 of this Article has been made with the Fiscal Agent, and (ii) said Bonds are deemed to have been paid in accordance with this Article and stating such maturity or redemption dates upon which moneys are to be available for the payment of the principal of, and premium, if any, and interest on, said Bonds.

(b) The County covenants and agrees that any moneys which it shall deposit with the Fiscal Agent shall be deemed to be deposited in accordance with, and subject to, the applicable provisions of this Article.

ARTICLE VII

AMENDING AND SUPPLEMENTING OF ORDINANCE

Section 1 Amending and Supplementing of Ordinance Without Consent of Registered Owners of Bonds.

(a) The County Council, from time to time and at any time and without the consent or concurrence of any registered owner of any Bond, may enact an ordinance

amendatory hereof or supplemental thereto, if the provisions of such supplemental ordinance shall not materially adversely affect the rights of the registered owners of the Bonds then outstanding, for any one or more of the following purposes:

- (i) To make any changes or corrections in this Ordinance as to which the County Council shall have been advised by counsel that the same are verbal corrections or changes or are required for the purpose of curing and correcting any ambiguity or defective or inconsistent provision or omission or mistake or manifest error contained in this Ordinance, or to insert in this Ordinance such provisions clarifying matters or questions arising under this Ordinance as are necessary or desirable;
- (ii) To add additional covenants and agreements of the County for the purpose of further securing the payment of the Bonds;
- (iii) To surrender any right, power, or privilege reserved to or conferred upon the County by the terms of this Ordinance;
- (iv) To grant or confer upon the registered owners of the Bonds any additional rights, remedies, powers, authority, or security that lawfully may be granted to or conferred upon them; or
- (v) To make such additions, deletions, or modifications as may be necessary to assure compliance with section 148(f) of the Code relating to required rebate to the United States of America or otherwise as may be necessary to assure the exclusion from gross income of interest on the Bonds for purposes of federal income taxation.

(b) The County Council shall not enact any supplemental ordinance authorized by the foregoing provisions of this Section unless in the opinion of counsel (which opinion may be combined with the opinion required by Section 4 hereof) the enactment of such supplemental ordinance is permitted by the foregoing provisions of this Section and the provisions of such supplemental ordinance do not adversely affect the rights of the registered owners of the Bonds then outstanding.

Section 2 Amending and Supplementing of Ordinance With Consent of Registered Owners of Bonds.

(a) With the consent of the registered owners of not less than a majority in principal amount of the Bonds then outstanding the County Council from time to time and at any time may enact an ordinance amendatory hereof or supplemental hereto for the purpose of adding any provisions to, or changing in any manner or eliminating any of the provisions of, this Ordinance, or modifying or amending the rights or obligations of the County under this Ordinance, or modifying or amending in any manner the rights of the registered owners of the Bonds then outstanding; provided, however, that without the specific consent of the registered owner of each such Bond which would be affected thereby, no supplemental ordinance amending or supplementing the provisions hereof shall: (i) change the fixed maturity date of any Bond or the dates for the payment of interest thereon or the terms of the redemption thereof, or reduce the principal amount of any Bond or the rate of interest thereon or the redemption price (or the redemption premium) payable upon the redemption or prepayment thereof; (ii) reduce the aforesaid

percentage of Bonds, the registered owners of which are required to consent to any supplemental ordinance amending or supplementing the provisions of this Ordinance; or (iii) give to any Bond or Bonds any preference over any other Bond or Bonds secured hereby. Nothing in this paragraph contained, however, shall be construed as making necessary the approval of the registered owners of the Bonds of the enactment of any supplemental ordinance authorized by the provisions of Section 1 of this Article.

(b) It shall not be necessary that the consents of the registered owners of the Bonds approve the particular form of the wording of the proposed amendment or supplement or of the supplemental ordinance effecting such amending or supplementing hereof pursuant to this Section. The County shall mail a notice at least once, not more than thirty (30) days after the effective date of such amendment or supplement, of such amendment or supplement postage prepaid, to each registered owner of Bonds then outstanding at his address appearing upon the Books of Registry and to the Paying Agent, but failure to mail copies of such notice to any of the registered owners shall not affect the validity of the supplemental ordinance effecting such amendments or supplements or the consents thereto. Nothing in this paragraph contained, however, shall be construed as requiring the giving of notice of any amendment or supplement of this Ordinance authorized by Section 1 of this Article. No action or proceeding to set aside or invalidate such supplemental ordinance or any of the proceedings for its enactment shall be instituted or maintained unless such action or proceeding is commenced within sixty (60) days after the mailing of the notice required by this paragraph.

Section 3 Notation Upon Bonds; New Bonds Issued Upon Amendments.

Bonds delivered after the effective date of any action taken as provided in this Article may bear a notation as to such action, by endorsement or otherwise and in form approved by the County. In that case, upon demand of the registered owner of any Bond outstanding after such effective date and upon the presentation of the Bond for such purpose at the office of the Paying Agent, and at such additional offices, if any, as the County may select and designate for that purpose, a suitable notation shall be made on such Bond. If the County shall so determine, new Bonds, so modified as in the opinion of the County upon the advice of counsel to conform to the amendments or supplements made pursuant to this Article, shall be prepared, executed, and delivered, and upon demand of the registered owner of any Bond then outstanding shall be exchanged without cost to such registered owner for Bonds then outstanding, upon surrender of such outstanding Bonds.

Section 4 Effectiveness of Supplemental Ordinance.

Upon the enactment (pursuant to this Article and applicable law) by the County Council of any supplemental ordinance amending or supplementing the provisions of this Ordinance and the delivery to the Paying Agent and the County Council of an opinion of bond counsel that such supplemental ordinance is in due form and has been duly enacted in accordance with the provisions hereof and applicable law and that the provisions thereof are valid and binding upon the County, or upon such later date as may be specified in such supplemental ordinance, (a) this Ordinance and the Bonds shall be modified and amended in accordance with such supplemental ordinance, (b) the respective rights, limitations of rights, obligations, duties, and immunities, under this Ordinance of the County, the Fiscal Agents, and the registered owners of the Bonds,

shall thereafter be determined, exercised, and enforced under this Ordinance subject in all respects to such modifications and amendments, and (c) all of the terms and conditions of any such supplemental ordinance shall be a part of the terms and conditions of the Bonds and of this Ordinance for any and all purposes.

Section 5 Supplemental Ordinance Affecting Fiscal Agents.

No supplemental ordinance changing, amending, or modifying any of the rights, duties, and obligations of any Fiscal Agent appointed by or pursuant to the provisions of this Ordinance may be enacted by the County Council or be consented to by the registered owners of the Bonds without written consent of such Fiscal Agent affected thereby.

ARTICLE VIII

CONCERNING THE FISCAL AGENTS

Section 1 Fiscal Agents: Appointment and Acceptance of Duties.

The Paying Agent, the Bond Registrar, the Authenticating Agent, and any escrow agent with respect to the Bonds shall accept the duties and trusts imposed upon it by this Ordinance and shall agree in writing to perform such trusts but only upon the terms and conditions set forth in this Article VIII. Similarly, each financial institution appointed as a successor Paying Agent, Bond Registrar, Authenticating Agent, or escrow agent shall signify its acceptance of the duties and trusts imposed by this Ordinance by a written acceptance.

Section 2 Responsibilities of Fiscal Agents.

The recitals of fact contained herein and in the Bonds shall be taken as the statements of the County and no Fiscal Agent shall be deemed to assume any responsibility for the correctness of the same except in respect of the authentication certificate of the Authenticating Agent endorsed on the Bonds. No Fiscal Agent shall be deemed to make any representations as to the validity or sufficiency of this Ordinance or of any Bonds or as to the security afforded by this Ordinance, and no Fiscal Agent shall incur any liability in respect thereof. No Fiscal Agent shall be under any responsibility or duty with respect to the application of any moneys paid to any other Fiscal Agent. No Fiscal Agent shall be under any obligation or duty to perform any act which would involve it in expense or liability or to institute or defend any suit in respect hereof or to advance any of its own moneys, unless indemnified to its reasonable satisfaction. No Fiscal Agent shall be liable in the performance of its duties hereunder except for its own negligence or willful misconduct.

Section 3 Evidence on Which Fiscal Agents May Act.

(a) Each Fiscal Agent, upon receipt of any notice, ordinance, request, consent, order, certificate, report, opinion, bond, or other paper or document furnished to it pursuant to any provision of this Ordinance, shall examine such instrument to determine whether it conforms to the requirements of this Ordinance and shall be protected in acting upon any such instrument believed by it to be genuine and to have been signed or presented by the proper party or parties. Each Fiscal Agent may consult

with counsel, who may or may not be of counsel to the County, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this Ordinance in good faith and in accordance therewith.

(b) Whenever any Fiscal Agent shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action under this Ordinance, such matter (unless other evidence in respect thereof be therein specifically prescribed) may be deemed to be conclusively proved and established by a certificate of the Chairman, and such certificate shall be full warrant for any action taken or suffered in good faith under the provisions of this Ordinance; but in its discretion the Fiscal Agent may in lieu thereof accept other evidence of such fact or matter or may require such further or additional evidence as it may deem reasonable.

(c) Except as otherwise expressly provided in this Ordinance, any request, order, notice, or other direction required or permitted to be furnished pursuant to any provision hereof by the County to any Fiscal Agent shall be sufficiently executed if executed in the name of the County by the Chairman.

Section 4 Compensation.

The County shall pay to each Fiscal Agent from time to time reasonable compensation based on the then standard fee schedule of the Fiscal Agent for all services rendered under this Ordinance, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of its attorneys, agents, and employees, incurred in and about the performance of their powers and duties under this Ordinance; provided, however, that any specific agreement between the County and a Fiscal Agent with respect to the compensation of that Fiscal Agent shall control the compensation to be paid to it.

Section 5 Certain Permitted Acts.

Any Fiscal Agent may become the owner or underwriter of any bonds, notes, or other obligations of the County, or conduct any banking activities with respect to the County, with the same rights it would have if it were not a Fiscal Agent. To the extent permitted by law, any Fiscal Agent may act as a depository for and permit any of its officers or directors to effect or aid in any reorganization growing out of the enforcement of the Bonds or this Ordinance.

Section 6 Resignation of Any Fiscal Agent.

Any Fiscal Agent may at any time resign and be discharged of the duties and obligations created by this Ordinance by giving not less than sixty (60) days' written notice to the County and not less than thirty (30) days' written notice to the registered owners of the Bonds (as established by the Books of Registry) prior to the next succeeding Interest Payment Date, and such resignation shall take effect upon the date specified in such notice unless a successor shall have been appointed previously by the County pursuant to Section 8 of this Article VIII, in which event such resignation shall take effect immediately upon the appointment of such successor. In no event, however, shall such a resignation take effect until a successor has been appointed.

Section 7 Removal of Fiscal Agent.

Any Fiscal Agent may be removed at any time by an instrument or concurrent instruments in writing, filed with the County and such Fiscal Agent, and signed by either the Chairman or the registered owners representing a majority in principal amount of the Bonds then outstanding or their attorneys in fact duly authorized.

Section 8 Appointment of Successor Fiscal Agents.

(a) In case any Fiscal Agent hereunder shall resign or be removed, or be dissolved, or shall be in the course of dissolution or liquidation, or otherwise become incapable of acting hereunder, or in case it shall be taken under the control of any public officer or officers, or of a receiver appointed by a court, a successor shall be appointed by the County. Every such Fiscal Agent appointed pursuant to the provisions of this Section 8 shall be a trust company or bank organized under state or federal laws and which is in good standing, within or outside the State of South Carolina, having a stockholders' equity of not less than \$25,000,000 if there be such institution willing, qualified, and able to accept the trust upon reasonable and customary terms.

(b) If in a proper case no appointment of a successor Fiscal Agent shall be made by the County pursuant to the foregoing provisions of this Section 8 within forty-five (45) days after any Fiscal Agent shall have given to the County written notice as provided in Section 6 of this Article VIII or after a vacancy in the office of such Fiscal Agent shall have occurred by reason of its removal or inability to act, the former Fiscal Agent or any registered owner may apply to any court of competent jurisdiction to appoint a successor. Said court may thereupon, after notice, if any, as the court may deem proper, appoint a successor.

Section 9 Transfer of Rights and Property to Successor.

Any successor Fiscal Agent appointed under this Ordinance shall execute, acknowledge, and deliver to its predecessor, and also to the County, an instrument accepting such appointment, and thereupon the successor, without any further act, deed, or conveyance, shall become fully vested with all moneys, estates, properties, rights, powers, duties, and obligations of the predecessor Fiscal Agent, with like effect as if originally named in that capacity; but the Fiscal Agent ceasing to act shall nevertheless, at the request of the County or at the written request of the successor Fiscal Agent, execute, acknowledge, and deliver, all instruments of conveyance and further assurance and do all things as may reasonably be required for more fully and certainly vesting and confirming in the successor Fiscal Agent all the right, title, and interest, of the predecessor Fiscal Agent in and to any property held by it under this Ordinance, and shall pay over, assign, and deliver, to the successor Fiscal Agent any money or other property subject to the trusts and conditions herein set forth. Should any deed, conveyance, or instrument in writing, from the County be required by such successor Fiscal Agent for more fully and certainly vesting in and confirming to such successor any such estates, rights, powers, and duties, any and all such deeds, conveyances, and instruments in writing, shall, on request, and so far as may be authorized by law, be executed, acknowledged, and delivered, by the County. Each successor Fiscal Agent shall promptly notify the other Fiscal Agents, if any, of its appointment as Fiscal Agent.

Section 10 Merger or Consolidation.

Any corporation or other organization into which any Fiscal Agent may be merged or converted or with which it may be consolidated or any corporation or other organization resulting from any merger, conversion, or consolidation or other organization to which it may be party or any corporation or other organization to which any Fiscal Agent may sell or transfer all or substantially all of its corporate trust business, provided such corporation or other organization shall be a bank or trust company organized under state or federal laws, and shall be authorized by law to perform all the duties imposed upon it by this Ordinance, shall be the successor to such Fiscal Agent without the execution or filing of any paper or the performance of any further act.

Section 11 Adoption of Authentication.

In case any of the Bonds contemplated to be issued under this Ordinance shall have been authenticated but not delivered, any successor Authenticating Agent may adopt the certificate of authentication of any predecessor Authenticating Agent so authenticating such Bonds and deliver such Bonds so authenticated. In case any such Bonds shall not have been authenticated, any successor Authenticating Agent may authenticate such Bonds in the name of the predecessor Authenticating Agent or in the name of the successor Authenticating Agent, and in all such cases such certificate shall be of full force and effect.

ARTICLE IX

MISCELLANEOUS

Section 1 Execution of Closing Documents and Certificates.

(a) The Chairman, the Clerk, the County Administrator, the Chief Financial Officer of the County, and all other officers and employees of the County, are fully authorized and empowered to take all further action and to execute and deliver all closing documents and certificates as may be necessary and proper in order to complete the issuance of the Bonds and the refunding of the Series 2004 Certificates and the Series 2005 Certificates and the action of such officers or any one or more of them in executing and delivering any documents, in the form as he or they shall approve, is hereby fully authorized.

(b) There is hereby authorized an Escrow Deposit Agreement, in substantially the form attached hereto as Exhibit E, for use with the refunding of the Refunded Certificates designated pursuant to Section 3 of the Article IV hereof. The Chief Financial Officer of the County is hereby authorized and directed to execute and deliver the Escrow Deposit Agreement on behalf of the County, with any changes as he shall approve, upon the advice of the Financial Advisor or counsel, his execution being conclusive evidence of his approval. The Bank of New York Mellon Trust Company, N.A., the trustee with respect to the Series 20004 Certificates and the Series 2005 Certificates, is hereby appointed to serve as Escrow Agent.

Section 2 Vice Chairman May Act in Chairman's Absence; Acting Clerk May Act in Clerk's Absence.

In the absence of the Chairman, the vice chairman of the County Council is fully authorized to exercise all powers vested in the Chairman under this Ordinance. In the absence of the Clerk, the acting clerk of the County Council is fully authorized to exercise all powers and take all actions vested in the Clerk under this Ordinance.

Section 3 Official Statement.

(a) The County Council hereby approves the form of the Preliminary Official Statement relating to the Bonds in substantially the form presented at third reading hereof and hereby direct the distribution thereof in connection with the sale of the Bonds.

(b) The County Council hereby authorize the Official Statement of the County relating to the Bonds substantially in the form of the Preliminary Official Statement presented at this meeting, with any modifications as the Chief Financial Officer of the County, upon the advice of the Financial Advisor and bond counsel, approves; the Chief Financial Officer of the County is hereby authorized and directed to execute copies of the Official Statement and deliver them to the Original Purchaser of the Bonds, which execution and delivery shall be conclusive evidence of the approval of any such modifications; and the County hereby authorize the use of the Official Statement and the information contained therein in connection with the public offering and sale of the Bonds.

Section 4 Benefits of Ordinance Limited to the County and Registered Owners of the Bonds.

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

Section 5 Ordinance Binding Upon Successors or Assigns of the County.

All the terms, provisions, conditions, covenants, warranties, and agreements contained in this Ordinance shall be binding upon the successors and assigns of the County and shall inure to the benefit of the registered owners of the Bonds.

Section 6 No Personal Liability.

No recourse shall be had for the enforcement of any obligation, covenant, promise, or agreement of the County contained in this Ordinance or the Bonds, against any member of the County Council, or any officer or employee of the County, as such, in his or her individual capacity, past, present, or future, either directly or through the County, whether by virtue of any constitutional provision, statute, or rule of law, or by the enforcement of any assessment or penalty or otherwise; it being expressly agreed and understood that this Ordinance and the Bonds are solely corporate obligations, and that no personal liability whatsoever shall attach to, or be incurred by, any member, officer, or

employee as such, past, present, or future, either directly or by reason of any of the obligations, covenants, promises, or agreements, entered into between the County and the registered owners of the Bonds or to be implied therefrom as being supplemental hereto or thereto; and that all personal liability of that character against every such member, officer, and employee is, by the enactment of this Ordinance and the execution of the Bonds, and as a condition of, and as a part of the consideration for, the enactment of this Ordinance and the execution of the Bonds, expressly waived and released. The immunity of the members, officers, and employees, of the County under the provisions contained in this Section shall survive the termination of this Ordinance.

Section 7 Effect of Saturdays, Sundays and Legal Holidays.

Whenever this Ordinance requires any action to be taken on a Saturday, Sunday, or legal holiday or bank holiday in the State of South Carolina or in a state where the office of any Fiscal Agent is located, the action shall be taken on the first secular or business day occurring thereafter. Whenever in this Ordinance the time within which any action is required to be taken or within which any right will lapse or expire shall terminate on a Saturday, Sunday, or legal holiday or bank holiday in the State of South Carolina or in a state where the office of any Fiscal Agent is located, the time shall continue to run until midnight on the next succeeding secular or business day.

Section 8 Partial Invalidity.

(a) If any one or more of the covenants or agreements or portions thereof provided in this Ordinance on the part of the County or any Fiscal Agent to be performed should be determined by a court of competent jurisdiction to be contrary to law, then such covenant or covenants, or such agreement or agreements, or such portions thereof, shall be deemed severable from the remaining covenants and agreements or portions thereof provided in this Ordinance and the invalidity thereof shall in no way affect the validity of the other provisions of this Ordinance or of the Bonds, but the registered owners of the Bonds shall retain all the rights and benefits accorded to them hereunder and under any applicable provisions of law.

(b) If any provisions of this Ordinance shall be held or deemed to be or shall, in fact, be inoperative or unenforceable or invalid as applied in any particular case in any jurisdiction or jurisdictions or in all jurisdictions, or in all cases because it conflicts with any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable or invalid in any other case or circumstance, or of rendering any other provision or provisions herein contained inoperative or unenforceable or invalid to any extent whatever.

Section 9 Continuing Disclosure Undertaking.

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

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

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

The only remedy for failure by the County Council to comply with the covenant in this Section 9 shall be an action for specific performance of this covenant. The County Council specifically reserves the right to amend this covenant to reflect any change in Section 11-1-85, without the consent of any registered owner of any Bonds.

(b) In addition, the County Council hereby authorizes the Chief Financial Officer of the County to execute the Continuing Disclosure Undertaking, in substantially the form attached hereto as Exhibit C, with any changes therein as may be approved by the Chief Financial Officer of the County, upon the advice of the Financial Advisor or counsel. The County Council further hereby covenant and agree that they will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking. Notwithstanding any other provision of this Ordinance, failure of the County Council to comply with the Continuing Disclosure Undertaking shall not be considered an event of default with respect to the Bonds; however, any registered owner may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the County Council to comply with their obligations under this paragraph.

Section 10 Law and Place of Enforcement of the Ordinance.

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

Section 11 Repeal of Inconsistent Ordinances and Resolutions.

All ordinances and resolutions of the County Council, and any part of any resolution or ordinance, inconsistent with this Ordinance are hereby repealed to the extent of the inconsistency.

Section 12 Notice of Enactment of Ordinance.

Upon enactment of this Ordinance, notice, substantially in the form attached hereto as Exhibit D, of the enactment of this Ordinance shall be published in *The Post and Courier*, a newspaper published in Charleston, South Carolina of general circulation in the County.

Section 13 Effective Date of this Ordinance.

This Ordinance shall become effective upon approval following third reading.

Teddie E. Pryor, Sr., Chairman,
Charleston County, Council

ATTEST:
Beverly T. Craven, Clerk
County Council of Charleston

First Reading: March 20, 2014
 Second Reading: March 25, 2014
 Public Hearing: April 8, 2014
 Third Reading: April 8, 2014

The Chairman called for a roll call vote on third reading. The roll was called and votes recorded as follows:

Ms. Condon	- aye
Mr. Darby	- aye
Ms. Johnson	- aye
Mr. Qualey	- aye
Mr. Rawl	- absent
Mr. Sass	- aye
Mr. Schweers	- aye
Mr. Summey	- absent
Mr. Pryor	- aye

The vote being seven (7) ayes and two (2) absent, the Chairman declared the Ordinance to have received third reading approval.

An Ordinance amending County Zoning and Land Development Ordinance to allow for microbreweries and brewbars was given second reading.

ZLDR
 Amendment
 Microbreweries
 and Brewbars
 Ordinance 2nd
 Reading

**AN ORDINANCE
 AMENDING THE CHARLESTON COUNTY ZONING AND LAND
 DEVELOPMENT REGULATIONS ORDINANCE, NUMBER 1202, AS
 AMENDED: CHAPTER 6, USE REGULATIONS, AND CHAPTER 12,
 DEFINITIONS.**

The Ordinance in its entirety will appear in the minutes of Charleston County Council at the time of third reading.

The Chairman called for a roll call vote second reading. The roll was called and votes recorded as follows:

Ms. Condon	- aye
Mr. Darby	- aye
Ms. Johnson	- aye
Mr. Qualey	- aye
Mr. Rawl	- absent
Mr. Sass	- aye
Mr. Schweers	- aye
Mr. Summey	- absent
Mr. Pryor	- aye

The vote being seven (7) ayes and two (2) absent, the Chairman declared the Ordinance to have received second reading approval.

An Ordinance further amending Charleston County Zoning and Land Development Ordinance was given second reading by title only.

ZLDR
Amendment
LEDSigns
Ordinance
2nd Reading

AN ORDINANCE

AMENDING THE CHARLESTON COUNTY ZONING AND LAND DEVELOPMENT REGULATIONS ORDINANCE, NUMBER 1202, AS AMENDED: CHAPTER 9, DEVELOPMENT STANDARDS, AND CHAPTER 12, DEFINITIONS.

The Ordinance in its entirety will appear in the minutes of Charleston County Council at the time of third reading.

The Chairman called for a roll call vote on second reading. The roll was called and votes recorded as follows:

Ms. Condon	- aye
Mr. Darby	- aye
Ms. Johnson	- aye
Mr. Qualey	- aye
Mr. Rawl	- absent
Mr. Sass	- aye
Mr. Schweers	- aye
Mr. Summey	- absent
Mr. Pryor	- aye

The vote being seven (7) ayes and two (2) absent, the Chairman declared the Ordinance to have received second reading approval.

ZLDR
Amendments
Folly Road
Overlay
District
Ordinance
1st Reading

A report was read from the Planning/Public Works Committee under date of April 3, 2014, that it considered the information furnished by Kurt Taylor, County Administrator and Dan Pennick, Director of Zoning regarding proposed text amendments to the Charleston County Zoning and Land Development Regulations Ordinance for Folly Road Corridor overlay zoning district.

Committee recommended that Council approve and give first reading to an ordinance approving the Folly Road Corridor Overlay District with the ability to amend the ordinance up to third reading.

Ms. Johnson moved approval of Committee recommendation, seconded by Ms. Condon, and carried.

The ordinance was given first reading by title only.

AN ORDINANCE

AN ORDINANCE AMENDING THE CHARLESTON COUNTY ZONING AND LAND DEVELOPMENT REGULATIONS ORDINANCE, NUMBER 1202, AS AMENDED: CHAPTER 5, OVERLAY AND SPECIAL PURPOSE ZONING DISTRICTS.

The Chairman announced that the next item on Council Agenda was the Consent Agenda.

Ms. Condon moved approval of the Consent Agenda, seconded by Ms. Johnson and carried.

The Consent agenda is as follows:

Community Development Week Resolution

Request to Adopt

A report was read from the Finance Committee meeting under date of April 3, 2014, that it considered the information furnished by County Administrator Kurt Taylor and Assistant Administrator for Community Services Christine DuRant regarding a request for Charleston County to designate the week of April 21-26, 2014 as Community Development Week. It was stated that this year marks the 40th Anniversary of the Community Development Block Grant program, funded through the U.S. Department of Housing and Urban Development (HUD). It was pointed out that the National Community Development Week provides an ideal opportunity to educate citizens at the local level regarding how Charleston County, via its Urban Entitlement funding, plays a critically important role in the lives of low and moderate income citizens. It was stated that the Charleston County’s Community Services Department, through its Urban Entitlement Program, manages these dollars “to develop viable urban communities, by providing decent housing and a suitable living environment, and by expanding economic opportunities, principally for persons of low and moderate income”.

Committee recommended that Council adopt a resolution declaring April 21-26, 2014 as Community Development Week in Charleston County.

Glifton Avenue Roadway Improvement

Award of Contract

A report was read from the Finance Committee meeting of April 3, 2014 that it considered the information furnished by County Administrator Kurt Taylor and Contracts and Procurement Director Barrett J. Tolbert regarding the need to award a contract for the Glifton Avenue Roadway Improvements Project. It was stated that Glifton Avenue is located in the town of Ravenel. This project will consist of paving the existing dirt road between Lola Drive and Miley Hill Road, which is approximately 2,200 feet in length. New roadside ditches will be constructed as part of this project. The work will include paving, drainage improvements, erosion and sedimentation control, and traffic control during construction.

It was shown that bids were received in accordance with the terms and conditions of Invitation for Bid No. 4835-14C. The mandatory Small Business Enterprise (SBE) utilization for this solicitation is 12.2% and the Disadvantaged Business Enterprise (DBE) goal is 20%.

Bidder	Bid Price	SBE	DBE
Allston Farrell, LLC Mt. Pleasant, South Carolina Principal: Matthew Farrell	\$297,178.00	100%	20.77%
Truluck Construction Company Charleston, South Carolina Principal: Charles Truluck, Jr.	\$323,490.50	17.0%	15.66%

Celek & Celek Construction, Inc. Charleston, South Carolina Principal: Brian Celek	\$344,924.00	100%	7.25%
W. E. Davis Construction Company Pinopolis, South Carolina Principal: William E. Davis III	\$411,489.00	12.4%	20%
J. R. Wilson Construction Company, Inc. Varnville, South Carolina Principal: Kaye Wilson	\$421,799.00	18.4%	12.27%
Landscape Pavers, LLC Charleston, South Carolina Principal: Joyce Schirmer	\$476,658.00	100%	100%
IPW, LLC North Charleston, South Carolina Principal: Cyrus Sinor	\$593,554.54	100%	100%

Committee recommended that Council authorize award of bid for the Glifton Avenue Roadway Improvement (TST) to Allston Farrell, LLC, the lowest responsive and responsible bidder, in the amount of \$297,178.00, with funds being available in the roads portion of the Transportation Sales Tax.

Arman Road Improvement Project

Award of Contract

A report was read from the Finance Committee meeting of April 3, 2014 that it considered the information furnished by County Administrator Kurt Taylor and Contracts and Procurement Director Barrett J. Tolbert regarding the need to award a contract for the Arman Road Improvements Project. It was stated that the Arman Road Improvements Project is located on Wadmalaw Island in Charleston County. The project consists of asphalt paving of the roadway. The work will include graded aggregate base course installation, hot mix asphalt paving, installation of drainage structures, grading of roadside ditches, erosion and sedimentation control, and traffic control during construction.

Bids were received in accordance with the terms and conditions of Invitation for Bid No. 4836-14C. The mandatory Small Business Enterprise (SBE) utilization for this solicitation is 12.2% and the Disadvantaged Business Enterprise (DBE) goal is 20%.

Bidder	Bid Price	SBE Percentage	DBE Percentage
Truluck Construction Company Charleston, South Carolina Principal: Charles Truluck, Jr.	\$294,593.50	19.2%	17.65%
Landscape Pavers, LLC Charleston, South Carolina Principal: Joyce Schirmer	\$338,765.50	100%	100%
Celek & Celek Construction, Inc. Charleston, South Carolina Principal: Brian Celek	\$378,424.00	100%	6.87%
Allston Farrell, LLC Mt. Pleasant, South Carolina Principal: Matthew Farrell	\$391,567.00	100%	10.05%

IPW, LLC North Charleston, South Carolina Principal: Cyrus Sinor	\$516,480.00	100%	100%
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Committee recommended that Council authorize award of bid for the Arman Road Improvements (TST) to Truluck Construction Company, the lowest responsive and responsible bidder, in the amount of \$294,593.50, with funds available in the roads portion of the Transportation Sales Tax.

**Detention
Center
Security
Equipment
Maintenance**

**Award of
Contract**

A report was read from the Finance Committee meeting of April 3, 2014 that it considered the information furnished by County Administrator Kurt Taylor and Contracts and Procurement Director Barrett J. Tolbert regarding the need to award a contract for maintenance for the Detention Center security system equipment. It was stated that Facilities Operations, through the non-competitive procurement process, requested pricing from Norment Security, Inc. to provide annual hardware and software maintenance for the security system equipment at the Sheriff Al Cannon Detention Center. It was stated that Norment Security Group, Inc. was the installer of the security equipment and has performed all associated maintenance to the system since its installation. It was shown that a Touch-Screen System Software Upgrade is also included in Year 1 at an additional cost of \$182,780.00 and in Year 5 at an additional cost of \$169,473.00. The annual pricing for the five-year term, including the additional costs associated with the software upgrade in Years 1 and 5 and for the two month period of March 1, 2014 through June 30, 2014 is as follows:

Bidder	Terms of Pricing	Annual Cost
Norment Security Group, Inc. Garner, North Carolina	March 1 2014 – June 30, 2014	\$50,219.00
	Year 1	\$333,438.72
	Year 2	\$155,372.20
	Year 3	\$160,033.37
	Year 4	\$164,834.37
	Year 5	\$339,252.40
	Total Estimated Cost:	\$1,203,150.06

Committee recommended that Council authorize award of a Non-Competitive procurement contract for the maintenance of the Detention Center's security equipment to Norment Security Group, Inc. in the amount of \$1,203,150.06 with the understanding that the maintenance will be provided at the Sheriff Al Cannon Detention Center, located at 3841 Leeds Avenue in North Charleston

The Chairman asked if any Member of Council wished to bring a matter before the Body.

**Council
Comments**

Ms. Johnson said that she and neighbors were concerned about all the noise that came from the recent event held at The Brickhouse. She said that she could hear the loud music even though she lived two miles away from the location. The Chairman suggested that she get together with Mr. Pennick regarding this issue.

Ms. Condon said that she was looking forward to the upcoming public meetings regarding the Library's 5 Year Plan and proposed resolution.

Chairman Pryor stated that Charleston County's Earth Day Celebration would be held on Saturday, April 26 at Riverfront Park.

There being no further business to come before the Body, the Chairman declared the meeting to be adjourned

Beverly T. Craven
Clerk of Council