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**DARLINGTON COUNTY, SOUTH CAROLINA**

**ORDINANCE NO. 25-26**

**AN ORDINANCE**

**TO PROVIDE FOR THE ISSUANCE AND SALE OF A NOT EXCEEDING THREE MILLION DOLLAR (\$3,000,000) GENERAL OBLIGATION BOND OF DARLINGTON COUNTY, SOUTH CAROLINA, TO PRESCRIBE THE PURPOSES FOR WHICH THE PROCEEDS OF SAID BOND SHALL BE EXPENDED, TO PROVIDE FOR THE PAYMENT OF SAID BOND, AND OTHER MATTERS RELATING THERETO.**

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**TABLE OF CONTENTS**

**Page**

**ARTICLE I  
FINDINGS OF FACT**

Section 1.01. Objectives of Expenditures.....1  
Section 1.02. Recital of Statutory Authorization.....1  
Section 1.03. Recital of Applicable Constitutional Provisions.....1  
Section 1.04. Holding of Public Hearing and Notice Thereof.....1

**ARTICLE II  
DEFINITIONS AND CONSTRUCTION**

Section 2.01. Definitions .....2  
Section 2.02. Construction.....3

**ARTICLE III  
ISSUANCE OF THE BOND**

Section 3.01. Ordering the Issuance of the Bond .....4  
Section 3.02. Maturity Schedule of Bond.....4  
Section 3.03. Medium of Payment; Form and Denomination of Bond; Place of Payment of  
Principal.....4  
Section 3.04. Execution and Authentication.....4  
Section 3.05. Exchange of Bond.....5  
Section 3.06. Transferability and Registry .....5  
Section 3.07. Transfer of Bond.....5  
Section 3.08. Regulations with Respect to Exchanges and Transfers .....5  
Section 3.09. Mutilated, Destroyed, Lost and Stolen Bond.....5  
Section 3.10. Holder As Owner of Bond.....6  
Section 3.11. Cancellation of the Bond .....6  
Section 3.12. Payments Due on Saturdays, Sundays and Holidays.....6  
Section 3.13. Tax Exemption in South Carolina .....6  
Section 3.14. Order of Tax Levy to Pay Principal and Interest of Bond .....6  
Section 3.15. Notice to Auditor and Treasurer to Levy Tax.....6  
Section 3.16. Form of Bond.....6

**ARTICLE IV  
REDEMPTION OF BOND**

Section 4.01. Redemption of Bond.....7

**TABLE OF CONTENTS**  
(continued)

**Page**

**ARTICLE V**  
**SALE OF BOND**

Section 5.01.	Sale of the Bond .....	8
---------------	------------------------	---

**ARTICLE VI**  
**DISPOSITION OF PROCEEDS OF SALE OF BOND**

Section 6.01.	Disposition of Bond Proceeds Including Temporary Investments .....	9
---------------	--	---

**ARTICLE VII**  
**DEFEASANCE OF BOND**

Section 7.01.	Discharge of Ordinance – Where and How the Bond Is Deemed to Have Been Paid and Defeased .....	10
---------------	---	----

**ARTICLE VIII**  
**MISCELLANEOUS**

Section 8.01.	Tax Covenants .....	11
Section 8.02.	Ability to Meet Arbitrage Requirement; Private Activity Limitations .....	11
Section 8.03.	Qualified Tax-Exempt Obligation .....	12
Section 8.04.	Continuing Disclosure .....	12
Section 8.05.	Severability of Invalid Provisions .....	12
Section 8.06.	Successors .....	12
Section 8.07.	Ordinance to Constitute Contract .....	12
Section 8.08.	Filing of Copies of Ordinance .....	13
Section 8.09.	Further Action by Offices of County .....	13
Section 8.10.	Effective Date of Ordinance .....	13

<b>EXHIBIT A</b>	Form of Bond	
<b>EXHIBIT B</b>	Form of Notice of Sale	

**BE IT ORDAINED BY THE COUNTY COUNCIL OF DARLINGTON COUNTY, IN  
DARLINGTON COUNTY, SOUTH CAROLINA, AS FOLLOWS:**

**ARTICLE I**

**FINDINGS OF FACT**

As an incident to the enactment of this Ordinance, and the issuance of the bond provided for herein, County Council of Darlington County ("Council"), the governing body of Darlington County, South Carolina (the "County"), finds that the facts set forth in this Article exist and the statements made with respect thereto are true and correct:

**Section 1.01. Objectives of Expenditures.**

Council has been advised that a need exists for the acquisition, construction, furnishing, and equipping of repairs, renovations and expansions with respect to various County facilities as well as the equipping thereof, and the purchase of real property, both developed and undeveloped, for economic purposes (the "Improvements"). The total cost of the Improvements is expected not to exceed \$3,000,000.

In order to raise the moneys to finance the Improvements and to pay the costs of issuance to be incurred in connection therewith, the Council has determined to issue general obligation bonds of the County, in one or more series, in the principal amount of not exceeding \$3,000,000 (the "Bonds") and to use the proceeds of the sale of the Bonds for such purposes and to pay costs of issuance associated with the Bonds.

**Section 1.02. Recital of Statutory Authorization.** Pursuant to the provisions of the County Bond Act, the County is authorized to issue general obligation bonds, the proceeds of which may be applied to any corporate purpose of the County.

**Section 1.03. Recital of Applicable Constitutional Provisions.** Article X, §14 of the Constitution of the State of South Carolina, 1895, as amended, provides that after November 30, 1977, the governing body of any political subdivision may incur general obligation debt in an amount not exceeding eight percent of the assessed value of all taxable property of such political subdivision (the "Bonded Debt Limit") and upon such terms and conditions as the General Assembly of South Carolina may prescribe by general law. Paragraph (6) of Section 14 of Article X of the Constitution further provides that general obligation debt authorized by a majority of the qualified electors of the issuer may be issued without consideration of the eight percent (8%) limit otherwise imposed by Section 14 of Article X. The assessed value of all taxable property located within the County as certified by the County Auditor for the year 2024, which is the last completed assessment thereof, is a sum of not less than \$323,572,208, and thus the eight percent (8%) debt limit of the County is not less than \$25,885,776. The County presently has no outstanding general obligation debt which is chargeable against the eight percent (8%) limit. Thus, the Council may issue the sum of \$3,000,000 general obligation debt at the present time without the authorization required by Section 14(6) of the Constitution.

**Section 1.04. Holding of Public Hearing and Notice Thereof.** Pursuant to the provisions of Section 4-9-130 of the Code of Laws of South Carolina, 1976, as amended, a public hearing, after giving reasonable notice, is required to be conducted prior to the third and final reading of this Ordinance by Council. Such public hearing has been duly held by Council prior to third reading of this Ordinance.

## ARTICLE II

### DEFINITIONS AND CONSTRUCTION

**Section 2.01.** Definitions. As used in this Ordinance unless the context otherwise requires, the following terms shall have the following respective meanings:

**“Authorized Investments”** mean and include any securities which at the time of determination are legal investments for political subdivisions in South Carolina as provided by the Code of Laws of South Carolina, 1976, as amended.

**“Authorized Officer”** means the Chairman, or the Vice-Chairman, the County Administrator and any other officer or employee of the Council designated from time to time as an Authorized Officer by resolution of the Council, and when used with reference to any act or document also means any other person authorized by resolution of the Council to perform such act or sign such document.

**“Bond”** means the Bond of the County issued in accordance with the provisions of this Ordinance.

**“Bond Counsel”** means a firm of attorneys nationally recognized in the practice of public finance law.

**“Bondholder”** or **“Holder”** or **“Holder of Bond”** or **“Owner”** or similar term means, when used with respect to the Bond, any person who shall be registered as the owner of the Bond Outstanding.

**“Bond Payment”** means the annual payments of principal of and interest on the Bond.

**“Bond Payment Date”** means each date on which the Bond Payment shall be payable.

**“Council”** means the County Council of Darlington County, South Carolina, the governing body of Darlington County or any successor governing body of the County.

**“County”** means Darlington County, South Carolina.

**“County Administrator”** means the County Administrator of the County.

**“County Auditor”** means the County Auditor of the County.

**“County Bond Act”** shall have the meaning given thereto in Section 1.01 of this Ordinance.

**“County Treasurer”** means the County Treasurer of the County.

**“Government Obligations”** means and includes direct general obligations of the United States of America or agencies thereof or obligations, the payment of principal or interest on which is fully and unconditionally guaranteed by the United States of America.

**“Ordinance”** means this Ordinance of the Council authorizing the issuance of the Bond.

**“Outstanding”**, when used in this Ordinance with respect to the Bond, means as of any date, the Bond theretofore authenticated and delivered pursuant to this Ordinance except:

- (i) any Bond canceled or delivered to the Registrar for cancellation on or before such date;

(ii) any Bond (or any portion thereof) deemed to have been paid in accordance with the provisions of Section 7.01 hereof; and

(iii) any Bond in lieu of or in exchange for which another Bond shall have been authenticated and delivered pursuant to Section 3.11 of this Ordinance.

**“Person”** means an individual, a partnership, a corporation, a trust, a trustee, an unincorporated organization, or a government or an agency or political subdivision thereof.

**“Record Date”** means the fifteenth day of the month immediately preceding each Bond Payment Date.

**“Registrar”** means the County acting through the Clerk to County Council.

**Section 2.02. Construction.** In this Ordinance, unless the context otherwise requires:

(a) Articles and Sections referred to by number shall mean the corresponding Articles and Sections of this Ordinance.

(b) The terms “hereby”, “hereof”, “hereto”, “herein”, “hereunder” and any similar terms refer to this Ordinance, and the term “hereafter” shall mean after, and the term “heretofore” shall mean before, the date of adoption of this Ordinance.

(c) Words of the masculine gender shall mean and include correlative words of the female and neuter genders, and words importing the singular number shall mean and include the plural number and vice versa.

(d) Any fiduciary shall be deemed to hold an Authorized Investment in which money is invested pursuant to the provisions of this Ordinance, even though such Authorized Investment is evidenced only by a book entry or similar record of investment.

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## ARTICLE III

### ISSUANCE OF THE BOND

**Section 3.01. Ordering the Issuance of the Bond.** Pursuant to the provisions of the County Bond Act, and for the purpose of obtaining funds to provide financing for the costs of the Improvements described in Section 1.01(c) hereof, there shall be issued a not exceeding Three Million Dollars (\$3,000,000) general obligation bond of the County, in one or more series, the first of which is to be designated General Obligation Bond, Series 2026, of Darlington County, South Carolina.

**Section 3.02. Maturity Schedule of Bond.** The Bond shall be dated as of the date of its delivery and shall bear interest from its dated date. The Bond shall be payable by way of three (3) annual installments of principal and interest, each due on the first day of June, commencing June 1, 2026, until the Bond be paid in full. The County Administrator is authorized to determine and designate an alternative schedule for payment of the principal and interest installments of the Bond, provided, however, that the final maturity of principal on the bond shall be due not more than ten (10) years from the date of issuance of the Bond. The principal amount of the Bond shall be in the sole discretion of the Chairman of the Council in order to defray the costs of the Improvements.

**Section 3.03. Medium of Payment; Form and Denomination of Bond; Place of Payment of Principal.**

(a) The Bond shall be payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

(b) The Bond shall be issued in the form of one (1) fully registered Bond.

(c) The Bond Payments shall be payable to the Person appearing on each Record Date on the registration books of the County, which books shall be held by the County as Registrar as provided in Section 3.06 hereof, as the registered owner thereof, by check or draft mailed to such registered owner at his address as it appears on such registration books in sufficient time to reach such registered owner on the Bond Payment Dates. Payment of the final Bond Payment shall be made when the same is due and payable upon the presentation and surrender for cancellation of the Bond.

**Section 3.04. Execution and Authentication.**

(a) The Bond shall be executed in the name and on behalf of the County by the manual signature of an Authorized Officer, with its corporate seal impressed, imprinted or otherwise reproduced thereon, and attested by the manual signature of the Clerk to County Council or other Authorized Officer (other than the officer executing the Bond). The Bond may bear the manual signature of any person who shall have been such an Authorized Officer authorized to sign the Bond at the time the Bond was so executed, and shall bind the County notwithstanding the fact that his or her authorization may have ceased prior to the date of the authentication and delivery of the Bond.

(b) The Bond shall not be valid or obligatory for any purpose nor shall it be entitled to any right or benefit hereunder unless there shall be endorsed on the Bond a certificate of authentication in the form set forth in this Ordinance, duly executed by the manual signature of the Registrar, and such certificate of authentication upon any Bond executed on behalf of the County shall be conclusive evidence that the Bond so authenticated has been duly issued hereunder and that the Holder thereof is entitled to the benefit of the terms and provisions of this Ordinance.

**Section 3.05. Exchange of Bond.** The Bond, upon surrender thereof at the office of the Registrar with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered Holder or his duly authorized attorney, may, at the option of the registered Holder thereof, be exchanged for a new Bond of the same interest rate and maturity. So long as the Bond remains Outstanding, the County shall make all necessary provisions to permit the exchange of Bond. Such new Bond shall reflect the principal amount thereof as then yet unpaid.

**Section 3.06. Transferability and Registry.** The Bond shall at all times, when the same is Outstanding, be payable to a Person, and shall be transferable only in accordance with the provisions for registration and transfer contained in this Ordinance and in the Bond. So long as the Bond remains Outstanding, the County, as Registrar, shall maintain and keep, at its administrative office, books for the registration and transfer of the Bond, and, upon presentation thereof for such purpose at such office, the County shall register or cause to be registered therein, and permit to be transferred thereon, under such reasonable regulations as it may prescribe, such Bond. So long as the Bond remains Outstanding, the County shall make all necessary provisions to permit the transfer of such Bond at its administrative office.

**Section 3.07. Transfer of Bond.** The Bond shall be transferable only upon the books of the Registrar, upon presentation and surrender thereof by the Holder of the Bond in person or by his attorney duly authorized in writing, together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered Holder or his duly authorized attorney. Upon surrender for transfer of the Bond, the County shall execute, authenticate and deliver, in the name of the Person who is the transferee, a new Bond of the same principal amount and maturity and rate of interest as the surrendered Bond. Such new Bond shall reflect the principal amount thereof as then yet unpaid.

**Section 3.08. Regulations with Respect to Exchanges and Transfers.** The Bond surrendered in any exchange or transfer shall forthwith be cancelled by the Registrar. For each such exchange or transfer of the Bond, the Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the Holder requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. The County shall not be obligated to issue, exchange or transfer the Bond during the 15 days next preceding any (a) Bond Payment Date, or (b) date upon which the Bond will be redeemed.

**Section 3.09. Mutilated, Destroyed, Lost and Stolen Bond.**

(a) If the Holder surrenders a mutilated Bond to the Registrar or the Registrar receives evidence to its satisfaction of the destruction, loss or theft of the Bond, and there is delivered to the Registrar such security or indemnity as may be required by it to save it harmless, then, in the absence of notice that the Bond has been acquired by a bona fide purchaser, the County shall execute and deliver, in exchange for the mutilated Bond or in lieu of any such destroyed, lost or stolen Bond, a new Bond of like tenor, maturity and interest rate bearing a number unlike that of such mutilated, destroyed, lost or stolen Bond, and shall thereupon cancel any such mutilated Bond so surrendered. In case any such mutilated, destroyed, lost or stolen Bond has become or is to become due for final payment within one year, the County in its discretion may, instead of issuing a new Bond, pay the Bond.

(b) Upon the issuance of any new Bond under this Section 3.09, the County may require the payment of a sum sufficient to cover any tax, fee or other governmental charge that may be imposed in relation thereto and any other expenses, including counsel fees or other fees, of the County or the Registrar connected therewith.

(c) Each new Bond issued pursuant to this Section in lieu of any destroyed, lost or stolen Bond, shall constitute an additional contractual obligation of the County, whether or not the destroyed, lost or stolen Bond shall at any time be enforceable by anyone, and shall be entitled to all the benefits hereof equally and proportionately with the Bond duly issued pursuant to the Resolution.

(d) The Bond shall be held and owned upon the express condition that the foregoing provisions are exclusive with respect to the replacement or payment of the mutilated, destroyed, lost or stolen Bond and shall preclude (to the extent lawful) all other rights or remedies with respect to the replacement or payment of the mutilated, destroyed, lost or stolen Bond or securities.

**Section 3.10. Holder As Owner of Bond.** In its capacity as Registrar, the County may treat the Holder of the Bond as the absolute owner thereof, whether the Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the Bond Payment on the Bond and for all other purposes, and payment of the Bond Payment shall be made only to, or upon the order of, such Holder. All payments to such Holder shall be valid and effectual to satisfy and discharge the liability upon the Bond to the extent of the sum or sums so paid, and the County shall not be affected by any notice to the contrary.

**Section 3.11. Cancellation of the Bond.** The Registrar shall destroy the Bond when the same shall be surrendered to it for cancellation. In such event, the Bond shall no longer be deemed Outstanding under this Ordinance and no Bond shall be issued in lieu thereof.

**Section 3.12. Payments Due on Saturdays, Sundays and Holidays.** In any case where the Bond Payment Date shall be a Saturday or Sunday or shall be, at the place designated for payment, a legal holiday or a day on which banking institutions are authorized by law to close, then payment of the Bond Payment need not be made on such date but may be made on the next succeeding business day not a Saturday, Sunday or a legal holiday or a day upon which banking institutions are authorized by law to close, with the same force and effect as if made on the Bond Payment Date and no interest shall accrue for the period after such date.

**Section 3.13. Tax Exemption in South Carolina.** The Bond Payments 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, transfer or certain franchise taxes.

**Section 3.14. Order of Tax Levy to Pay Principal and Interest of Bond.** For the payment of principal of and interest on the Bond as the same become due and for the creation of such sinking fund as may be necessary therefor, the full faith, credit and taxing power of the County are hereby irrevocably pledged, and there shall be levied annually by the County Auditor and collected by the County Treasurer, in the same manner as county taxes are levied and collected, a tax on all taxable property in the County, sufficient to pay the principal of and interest on the Bond as the same become due and to create such sinking fund as may be necessary therefor.

**Section 3.15. Notice to Auditor and Treasurer to Levy Tax.** The County Auditor and County Treasurer shall each be notified of the adoption of this Ordinance and directed to levy and collect annually upon all taxable property within the County ad valorem property taxes in an amount sufficient to pay the principal of and interest on the Bond as the same become due and to create such sinking fund as may be necessary therefor.

**Section 3.16. Form of Bond.** The form of the Bond, and registration provisions to be endorsed thereon, shall be substantially as set forth in Exhibit A attached hereto and made a part of this Ordinance.

**ARTICLE IV**

**REDEMPTION OF BOND**

**Section 4.01. Redemption of Bond.**

The Bond may be made subject to optional redemption prior to maturity if and upon such terms as are determined and established by the Administrator prior to the sale of the Bond. If made subject to optional redemption, the Bond may be called for redemption upon thirty (30) days' written notice to the Holder thereof.

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**ARTICLE V**

**SALE OF BOND**

**Section 5.01. Sale of Bond.**

The Bond shall be sold at public sale at a price of not less than par and accrued interest, if any, to the date of delivery. Bids for the Bond shall be received until such time or times and on such date or dates to be selected by the County Administrator. The Bond shall be advertised for sale in *The State*, a newspaper of general circulation in the State of South Carolina or such other newspaper of general circulation in the State of South Carolina as shall be determined by the County Administrator. Such notice shall appear at least once, not less than seven (7) days before the date set for said sale. The form of the Notice of Sale shall be substantially as set forth in Exhibit B attached hereto and the conditions of sale of the Bond shall be as set forth in the Notice of Sale; provided, however, that a summary notice of sale may be published in *The State*. The County Administrator is authorized to advertise in another paper if, in his sole discretion, he determines that such advertisement will be at a lower cost to the County or otherwise in the County's best interest.

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**ARTICLE VI**

**DISPOSITION OF PROCEEDS OF SALE OF BOND**

**Section 6.01. Disposition of Bond Proceeds Including Temporary Investments.**

The proceeds derived from the sale of the Bond shall be paid to the Treasurer of Darlington County, to be deposited in a separate Bond Account, and shall be expended and made use of by the Council to defray the cost of issuing the Bond and to defray the costs of the Improvements described in Section 1.01 hereof. Pending the use of Bond proceeds, the same shall be invested and reinvested by the Treasurer of Darlington County in Authorized Investments. All earnings from such investments shall be applied, at the direction of the Council, either (1) to defray the cost of the undertakings for which the Bond is issued and if not required for this purpose, then (2) to pay the first maturing installments of interest on the Bond from the proceeds of which such earnings were derived; if any balance remains, it shall be held by the Treasurer of Darlington County in a special fund, invested in Government Obligations with a yield not in excess of the yield on such Bond and used to effect the retirement thereof.

Neither the purchaser nor Holder of the Bond shall be liable for the proper application of the proceeds thereof.

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**ARTICLE VII**

**DEFEASANCE OF BOND**

**Section 7.01. Discharge of Ordinance – Where and How the Bond Is Deemed to Have Been Paid and Defeased.**

If the Bond and all interest thereon shall have been paid and discharged, then the obligations of the County under this Ordinance and all other rights granted hereby shall cease and determine. The Bond shall be deemed to have been paid and discharged within the meaning of this Article under any of the following circumstances, viz:

(1) A third party fiduciary, which shall be any bank, trust company or national banking association which is authorized to provide corporate trust services (the "Fiduciary"), shall hold, in trust and irrevocably appropriated thereto, sufficient moneys for the payment of all Bond Payments due thereunder; or

(2) If default in the payment of the Bond Payment due shall have occurred on any Bond Payment Date, and thereafter tender of such payment shall have been made, and at such time the Fiduciary shall hold in trust and irrevocably appropriated thereto, sufficient moneys for the payment thereof to the date of the tender of such payment; or

(3) If the County shall elect to provide for the payment of the Bond prior to its stated maturity and shall have deposited with the Fiduciary, in an irrevocable trust, moneys which shall be sufficient, or Government Obligations, the principal of and interest on which when due will provide moneys, which together with moneys, if any, deposited with the Fiduciary at the same time, shall be sufficient to pay when due the Bond Payments due and to become due, together with any redemption premium applicable thereto.

Neither the Government Obligations nor moneys deposited with the Fiduciary pursuant to this Section nor the Bond Payments thereon shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the Bond Payments and redemption premium, if any, on the Bond; provided that any cash received from such principal or interest payments on Government Obligations deposited with the Fiduciary, if not then needed for such purpose, shall to the extent practicable be invested and reinvested in Government Obligations maturing at times and in amounts sufficient to pay when due the Bond Payments and redemption premium, if any, to become due on the Bond on and prior to the Bond Payment Dates thereof, and interest earned from such reinvestments not required for the payment of the Bond Payments and redemption premium, if any, may be paid over to the County, free and clear of any trust, lien or pledge.

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## ARTICLE VIII

### MISCELLANEOUS

**Section 8.01. Tax Covenants.** Council hereby covenants and agrees that the County will comply with the requirements of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, compliance with which is required in order that interest on the Bond be and remain excludable from the gross income of the Holders for Federal income tax purposes. Council further covenants to file Internal Revenue Service form 8038-G at the time and in the place required therefor under the Code.

The County reasonably expects, as of the date hereof, that the financed property will be used exclusively by the County for its governmental purposes for a substantial period of time (not less than 10% of the term of the Bonds) after its acquisition by the County and before any portion thereof will be sold or otherwise used by such non-governmental persons. The County has not entered into any arrangement with any such non-governmental person, as of the date hereof, with respect to the use of the Improvements provided by the proceeds of the Bond by such person.

Upon any sale or other transfer of a portion of the Improvements resulting in use of such Improvement, or any part thereof, in a private trade or businesses of non-governmental persons (within the meaning of Section 141 of the Code), the County hereby agrees that it will redeem the non-qualifying portion of the Bond (within the meaning of Treasury Regulation 1.141-12), regardless of the amount of disposition proceeds actually received, within 90 days after the date of such action. The County hereby covenants that, to the extent necessary to preserve the exclusion from income for federal income tax purposes of interest paid on the Bond, the mandatory redemption of all or an allocable portion of the Bond will meet all of the conditions for remedial action under Sec. 1.141-12(a) of the Treasury Regulations.

**Section 8.02. Ability to Meet Arbitrage Requirement; Private Activity Limitations.** Careful consideration has been given to the time in which the expenditure of the proceeds of the Bond will be made, and it has been ascertained that all Bond proceeds will be expended within the limitations imposed by the Internal Revenue Code of 1986 as amended (the "Code"); accordingly the Council will be able to certify upon reasonable grounds that the Bond herein provided for is not an "arbitrage bond" within the meaning of Section 148 of the Code.

The Council hereby covenants to comply with all of the restrictions and requirements of the Code as its provisions are applicable to the Bond authorized herein in order that such bond shall be and remain exempt from federal income taxation. Without limiting the generality of the foregoing, the Council specifically covenants that:

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

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

(c) The County is not a party to nor will any of them enter into any contracts with any person for the use or management of any facility financed or refinanced with the proceeds of the Bond that do not conform to the guidelines set forth in Revenue Procedure 2017-13, as modified by the Code or subsequent pronouncements by the Internal Revenue Service, or the County obtains the opinion of Bond Counsel that such arrangement will not adversely affect the tax exemption of the Bond.

(d) The County will not sell or lease the Improvements or any property financed or refinanced by the Bond to any person unless the County obtains the opinion of Bond Counsel that such lease or sale will not affect the tax exemption of the Bond.

(e) The Bond will not be federally guaranteed within the meaning of Section 149(b) of the Code. The County is not a party to any leases or sales or service contracts with any federal government agency with respect to the Improvements and shall not enter into any such leases or contracts unless the County obtains the opinion of Bond Counsel that such action will not affect the tax exemption of the Bond.

**Section 8.03. Qualified Tax-Exempt Obligation.** The County reasonably expects that it and all entities subordinate thereto will issue no tax-exempt obligations (other than private activity bonds) in calendar year 2026 which, along with the Bond, would aggregate more than \$10,000,000 in principal amount. Accordingly, the Bond is hereby designated as a “qualified tax-exempt obligation” within the meaning of Section 265(b)(3)(B) of the Code.

**Section 8.04. Continuing Disclosure.**

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

- (a) An annual independent audit, within thirty days of the County’s receipt of the audit; and
- (b) Event specific information within thirty days of an event adversely affecting more than five percent of revenue or the County’s tax base.

The only remedy for failure by the County to comply with the covenant in this Section 8.04 shall be an action for specific performance of this covenant. The County specifically reserves the right to amend this covenant to reflect any change in Section 11-1-85, without the consent of the Bondholder.

**Section 8.05. Severability of Invalid Provisions.** If any one or more of the covenants or agreements provided in this Ordinance should be contrary to law, then such covenant or covenants or agreement or agreements shall be deemed severable from the remaining covenants and agreements, and shall in no way affect the validity of the other provisions of this Ordinance.

**Section 8.06. Successors.** Whenever in this Ordinance the County is named or referred to, it shall be deemed to include any entity, which may succeed to the principal functions and powers of the County, and all the covenants and agreements contained in this Ordinance or by or on behalf of the County shall bind and inure to the benefit of said successor whether so expressed or not.

**Section 8.07. Ordinance to Constitute Contract.** In consideration of the purchase and acceptance of the Bond by those who shall purchase and hold the same from time to time, the provisions of this Ordinance shall be deemed to be and shall constitute a contract between the County and the Holders from time to time of the Bond, and such provisions are covenants and agreements with such Holders which the County hereby determined to be necessary and desirable for the security and payment thereof. The

pledge hereof and the provisions, covenants, and agreements herein set forth to be performed on behalf of the County shall be for the equal benefit, protection, and security of the Holder of the Bond.

**Section 8.08. Filing of Copies of Ordinance.** Copies of this Ordinance shall be filed in the offices of the Council and the office of the Clerk of Court for Darlington County (as a part of the Transcript of Proceedings).

**Section 8.09. Further Action by Offices of County.** The proper officers of the County are fully authorized and empowered to take the actions required to implement the provisions of this Ordinance and to furnish such certificates and other proofs as may be required of them, which includes but is not limited to providing the notice and conducting the public hearing described in Section 1.04 hereof. In the absence of any officer of the County Council herein authorized to take any act or make any decision, the County Administrator is hereby authorized to take any such act or make any such decision.

**Section 8.10. Effective Date of Ordinance.** This Bond Ordinance shall take effect upon its third reading and shall be forthwith codified in the Code of County Ordinances and indexed under the general heading "AN ORDINANCE TO PROVIDE FOR THE ISSUANCE AND SALE OF A NOT EXCEEDING THREE MILLION DOLLAR (\$3,000,000) GENERAL OBLIGATION BOND OF DARLINGTON COUNTY, SOUTH CAROLINA, TO PRESCRIBE THE PURPOSES FOR WHICH THE PROCEEDS OF SAID BOND SHALL BE EXPENDED, TO PROVIDE FOR THE PAYMENT OF SAID BOND, AND OTHER MATTERS RELATING THERETO."

\* \* \* \*

**DONE IN MEETING DULY ASSEMBLED**, this 2<sup>nd</sup> day of March, 2026.

(SEAL)

  
Chairman, County Council of Darlington County

Attest:

  
Clerk, County Council of Darlington County

1st Reading: December 1, 2025  
2nd Reading: January 6, 2026  
3rd Reading: March 2, 2026  
Public Hearing: March 2, 2026

(FORM OF BOND)

UNITED STATES OF AMERICA  
STATE OF SOUTH CAROLINA  
COUNTY OF DARLINGTON  
GENERAL OBLIGATION BOND, SERIES 2026

No. 1

Registered Holder:

Principal Amount: \_\_\_\_\_ DOLLARS (\$ \_\_\_\_\_)

DARLINGTON COUNTY, SOUTH CAROLINA (the "County"), a public body corporate and politic and a political subdivision of the State of South Carolina (the "State"), created and existing by virtue of the laws of the State, acknowledges itself indebted and for value received hereby promises to pay, solely as hereinafter provided, to the Registered Holder named above or registered assigns, the Principal Amount stated above.

This Bond is issued in the principal amount of \_\_\_\_\_ Dollars (\$ \_\_\_\_\_) for purposes authorized by and pursuant to and in accordance with the Constitution and Statutes of the State of South Carolina, including particularly the provisions of Section 4-19-50, Code of Laws of South Carolina, 1976, as amended, and an Ordinance duly adopted by the County Council of Darlington County (the "Ordinance").

The principal and interest on this Bond shall be paid by way of \_\_\_\_ ( ) annual payments of principal and interest (the "Bond Payment") due and payable on June 1 of each of the years 2026 through 20\_\_\_, inclusive (the "Bond Payment Dates") as follows:

*[insert maturity schedule]*

This Bond shall bear interest at the rate of \_\_\_\_\_ per centum ( \_\_\_%) per annum calculated on the basis of a 360-day year consisting of twelve 30-day months, from \_\_\_\_\_, 2026 and shall be paid by way of the Bond Payments to the person in whose name this Bond is registered at the close of business on the fifteenth day of the month next preceding each Bond Payment date. The Bond Payments shall be payable by check or draft mailed at the times provided herein from the County to the person in whose name this Bond is registered at the address shown on the registration books. The Bond Payments are payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

Certain capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Ordinance. Certified copies of the Ordinance are on file in the office of the Clerk of Court of Darlington County and in the office of the County Council of Darlington County.

This Bond is initially payable from a tax levied on all taxable property within the County. For the prompt payment of the Bond Payments as the same shall become due, the full faith, credit and taxing power of the County are irrevocably pledged.

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

The Bond is issued in the form of one (1) fully registered Bond and is transferable, as provided in the Ordinance, only upon the registration books of the County kept for that purpose at the offices of the County by the registered Holder in person or by his duly authorized attorney upon, (i) surrender of this Bond together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered holder or his duly authorized attorney, and (ii) payment of the charges, if any, prescribed in the Ordinance. Thereupon a new fully registered Bond of interest rate and like principal amount shall be issued to the transferee in exchange therefor as provided in the Ordinance. The County may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of the Bond Payment due hereon and for all other purposes.

For every exchange or transfer of the Bond, the County may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer.

It is hereby certified and recited that all acts, conditions and things required to exist, happen and to be performed precedent to and in the adoption of the Ordinance and in the issuance of the Bond in order to make the legal, valid and binding general obligation of the County in accordance with its terms, do exist, have been done, have happened and have been performed in regular and due form as required by law; and that the issuance of the Bond does not exceed or violate any constitutional, statutory or other limitation upon the amount of indebtedness prescribed by law.

*[Signatures appear on the following page]*

IN WITNESS WHEREOF, DARLINGTON COUNTY, SOUTH CAROLINA, has caused this bond to be signed by the manual signature of the Chairman of County Council of Darlington County, South Carolina, attested by the manual signature of the Clerk to County Council of Darlington County, South Carolina, and the seal of the County impressed hereon.

DARLINGTON COUNTY, SOUTH CAROLINA

(SEAL)

\_\_\_\_\_  
Chairman, County Council of Darlington County

Attest:

\_\_\_\_\_  
Clerk, County Council of Darlington County

**CERTIFICATE OF AUTHENTICATION**

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

DARLINGTON COUNTY, SOUTH  
CAROLINA, as Registrar

\_\_\_\_\_  
Clerk, County Council of Darlington County

Date of Authentication: \_\_\_\_\_, 2026

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

TEN COM - as tenants in common

UNIF GIFT MIN ACT -

TEN ENT - as tenants by the entireties

\_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)

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

under Uniform Gifts to Minors Act \_\_\_\_\_  
(state)

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

**(FORM OF ASSIGNMENT)**

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

\_\_\_\_\_

(Name and Address of Transferee)

\_\_\_\_\_ the within  
bond and does hereby irrevocably constitute and appoint  
\_\_\_\_\_ attorney to transfer the within bond on the books  
kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature Guaranteed

\_\_\_\_\_  
(Authorized Officer)

(Signature must be guaranteed by a participant in the Securities Transfer Agent Medallion Program (STAMP))

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

**OFFICIAL NOTICE OF SALE**

**\$ \_\_\_\_\_  
GENERAL OBLIGATION BOND, SERIES 2026  
DARLINGTON COUNTY, SOUTH CAROLINA**

*Time and Place of Sale:* NOTICE IS HEREBY GIVEN that sealed proposals, addressed to the undersigned, will be received by County Council of Darlington County, the governing body of Darlington County, South Carolina (the "County"), until \_\_\_\_\_ (local time) on

\_\_\_\_\_, \_\_\_\_\_, 2026

at which time said proposals will be publicly opened in the **Office of the County Administrator, 1 Public Square, Room 210, Darlington, South Carolina 29532**, for the purchase of \$ \_\_\_\_\_ **GENERAL OBLIGATION BOND, SERIES 2026, OF DARLINGTON COUNTY, SOUTH CAROLINA** (the "Bond").

*Details of the Bond:* The Bond will be issued in the form of a single, fully registered bond. The Bond will be dated the date of its delivery; will bear interest from its dated date; and will be payable by way of three (3) annual installments of principal and interest, each due on June 1, commencing June 1, 2026, until the Bond be paid in full. An estimated principal maturity schedule is provided in the table below. The County reserves the right to modify the principal maturity schedule to achieve its desired debt service structure.

<u>June 1 of Year</u>	<u>Principal Amount</u>
2026	\$ _____
2027	_____
2028	_____

*Redemption Provisions:* The Bond shall not be subject to redemption prior to its maturity.

*Bid Requirements:* Bidders shall specify a single, fixed rate of interest for the Bond. The fixed rate must be held firm until the delivery date of the Bond. A bid for less than the entire amount of the Bond, or a bid at a price less than par, will not be considered. Any premium offered must be paid as part of the purchase price of the Bond at the delivery thereof. The County shall not accept any proposal that includes future interest rate adjustments relating to the bidder's increased costs, taxes, changes in capital adequacy, capital requirements, change in state or federal law, etc. A proposal which requires an increase in the applicable interest rate in the event of a determination of taxability of interest on the Bond owing to acts or omissions of the County may be accepted by the County in its sole discretion, but only if the proposal and the Bond state the interest rate which would thereby become applicable upon the occurrence of such event.

Proposals should be delivered by email to \_\_\_\_\_, but no proposal shall be considered which is not actually received by the County at the place, date and time appointed. The County shall not be responsible for any failure, misdirection or error in the means of transmission selected by any bidder. No agent or employee of the County will undertake to receive proposals by means of oral communication.

The County is not liable for any costs incurred in the preparation, delivery, acceptance or rejection of any bid, including, without limitation, the providing of a bid security deposit.

*Award:* Unless all the bids are rejected, the County shall award the Bond to the bidder offering the lowest net interest cost among the bids with the optional redemption feature described above, or, in the County's sole discretion, among the bids submitted with a no redemption / make whole feature. Net interest cost shall be determined by computing the total dollar interest cost from the date of the Bond to maturity and deducting therefrom the amount of the premium offered, if any, over and above the principal amount and adding thereto any fees or costs required to be paid by the County. The County reserves the right to reject any and all bids or to waive irregularities in any bid. In the event of tie bids, the bid submitted first will be considered the low bid. Any proposal containing terms in addition to the terms set forth in this Official Notice of Sale or varying any such term will be rejected. Bids will be accepted or rejected no later than 12 o'clock noon (Eastern Daylight Time) on the first business day following the date of the sale.

*Security:* The Bond shall constitute a binding general obligation of the County and the full faith, credit, resources and taxing power of the County are irrevocably pledged for the payment of the Bond. There shall be levied and collected annually in the same manner as all 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 Bond as it matures and to create such sinking fund as may be necessary therefor.

*Purpose:* The Bond is issued for the purpose of providing funds for the acquisition, construction, furnishing, and equipping of repairs, renovations and expansions with respect to various County facilities as well as the equipping thereof, the purchase of real property, both developed and undeveloped, for economic purposes, and defraying the cost and expenses of issuance of the Bond.

*Legal Opinion:* The Purchaser will be furnished with the Bond and an opinion on its validity by Haynsworth Sinkler Boyd, P.A., Attorneys at Law, Florence, South Carolina, bond counsel, and with the usual closing proofs, which will include (a) a certificate that there is no litigation threatened or pending to restrain the issuance or sale of said Bond, and (b) certificates establishing that the Bond is not an "arbitrage" bond, within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, and the applicable regulations issued thereunder as in effect on the occasion of the delivery of the Bond.

The Purchaser will also be furnished with the opinion of Haynsworth Sinkler Boyd, P.A. to the effect that the Bond is a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

*Delivery:* The Bond will be delivered at the expense of the County on or about \_\_\_\_\_, 2026, against payment in federal or other immediately available funds.

*Continuing Disclosure:* In accordance with Section 11-1-85 of the Code of Laws of South Carolina, 1976, as amended, the County has covenanted in the Bond Ordinance authorizing the issuance of the Bond to file with a central repository for availability in the secondary bond market when requested an annual independent audit, within thirty (30) days of the County's receipt of the audit; and event-specific information within thirty (30) days of an event adversely affecting more than five percent (5%) of the County's revenue or tax base. The only remedy for failure by the County to comply with this covenant shall be an action for specific performance. Moreover, the County has specifically reserved the right to amend the covenant to reflect any change in Section 11-1-85 without the consent of the bondholder.

*Additional Information:* Persons seeking information should communicate with Sherman Dibble, County Finance Director at (843) \_\_\_\_\_; the County's Municipal Advisor, First Tryon Advisors, Charlotte, North Carolina, David Cheatwood at (704) 926-2447; or the County's Bond Counsel, Haynsworth Sinkler Boyd, P.A., Florence, South Carolina, Benjamin T. Zeigler at (843) 669-6002.

*Loan Treatment:* By submitting a bid in response to this RFP, each bidder acknowledges and represents to the County and its Municipal Advisor that (1) no official statement or other offering material will be furnished other than this RFP; (2) the bidder has knowledge and experience in financial and business matters and that it is capable of evaluating the merits and risks of making the commercial loan to be evidenced by the Bond and is financially able to bear the economic risk of holding the Bond; (3) no CUSIP number will be obtained for the Bond; and (4) the bidder intends to acquire the Bond solely for its own account as a vehicle for making a commercial loan and with no present intention to distribute or resale the Bond or any portion thereof.

County Administrator  
Darlington County, South Carolina

**STATE OF SOUTH CAROLINA**

**COUNTY OF DARLINGTON**

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

That the foregoing constitutes a true, correct and verbatim copy of an Ordinance adopted by the County Council on March 2, 2026. The Ordinance was read at three public meetings of the County Council on three separate days, December 1, 2025, January 6, 2026, and March 2, 2026. An interval of at least seven days occurred between each reading of the Ordinance. At each such meeting, a quorum of the County Council was present and remained present throughout the meeting.

The meetings held on December 1, 2025, January 6, 2026, and March 2, 2026 were regular meetings of the County Council, for which notice had been previously given pursuant to and in conformity with Chapter 4, Title 30 of the Code of Laws of South Carolina 1976, as amended (the “Freedom of Information Act”).

The original of the Ordinance is duly entered in the permanent records of County Council, in my custody as Clerk.

The Ordinance is now of full force and effect, and has not been modified, amended or repealed.

IN WITNESS WHEREOF, I have hereunto set my Hand and the Seal of Darlington County, South Carolina, this 2nd day of March, 2026.

(Seal)

  
Clerk to Darlington County Council,  
Darlington County, South Carolina

# Darlington County Recording Page



Darlington Clerk of Court / ROD  
Scott B. Suggs  
Darlington County Courthouse  
110 N. Main St.  
Darlington, SC 29532  
(843) 398-4330

OrdinanceNo : **2026-03**



Doc ID - 004155820026

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At (Recorded Time) : **4:17:49 PM**

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Type of Transaction: **Ordinance**

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