

## AN ORDINANCE

### PROVIDING FOR THE ASSUMPTION BY GREENVILLE COUNTY OF CERTAIN INDEBTEDNESS OF GREENVILLE COUNTY RECREATION DISTRICT; FOR THE EXECUTION AND DELIVERY OF ONE OR MORE ASSUMPTION AGREEMENTS; FOR THE DELIVERY OF SUBSTITUTE BONDS; AND OTHER MATTERS RELATED THERETO

**BE IT ORDAINED** by the County Council of Greenville County, South Carolina, in council duly assembled:

#### ARTICLE I

#### FINDINGS OF FACT

As an incident to the enactment of this Ordinance, the County Council of Greenville County, South Carolina (the "**Council**"), the governing body of Greenville County, South Carolina (the "**County**"), finds that the following facts are true and correct:

1. The County is a political subdivision of the State of South Carolina (the "**State**").
2. Greenville County Recreation District, South Carolina (the "**District**") was created pursuant to Act No. 1329 of the Acts and Joint Resolutions of the General Assembly of the State for the year 1968, as amended. The District is governed by the Greenville County Recreation Commission. The District has heretofore owned and operated a system (the "**System**") for the provision of recreation services and facilities to residents of the District. On June 11, 2013, the Commission adopted a resolution, pursuant to Section 6-11-2028 of the Code of Laws of South Carolina, 1976, as amended, dissolving the District and transferring all assets and liabilities to the County.
3. On June 18, 2013 the Council adopted a resolution accepting the transfer of all assets and liabilities of the District to the County to be effective on September 30, 2013.
4. The outstanding indebtedness of the District consists of general obligation bonds, revenue bonds, equipment lease financings and real estate lease financing as more particularly described below:
  - (a) General Obligation Bonds
    - (i) the outstanding principal amount of the \$1,800,000 original principal amount Greenville County Recreation District, South Carolina General Obligation Bond, Series 2003, dated August 21, 2003 (the "**2003 GO Bond**"); and
    - (ii) the outstanding principal amount of the \$649,188.12 original principal amount Greenville County Recreation District, South Carolina General Obligation Bond, Series 2005, dated October 25, 2005 (the "**2005 GO Bond**").
  - (b) Revenue Bonds
    - (i) the outstanding principal amount of the \$5,330,000 original principal amount Greenville County Recreation District, South Carolina Revenue Refunding Bond, Series 2011, dated October 20, 2011 (the "**2011 Revenue Bond**").

(c) Equipment Lease Financings

(i) the outstanding principal amount of the \$193,500 original principal amount Equipment Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated March 11, 2011 (the “**2011A Equipment Lease**”);

(ii) the outstanding principal amount of the \$1,148,555.58 original principal amount Equipment Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated October 20, 2011 (the “**2011B Equipment Lease**”); and

(iii) the outstanding principal amount of the \$926,750 original principal amount Equipment Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated March 14, 2013 (the “**2013 Equipment Lease**”).

(d) Real Estate Lease Financings

(i) the outstanding principal amount of the \$549,738.09 original principal amount Second Supplement to Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated October 20, 2011 (the “**2011A Real Estate Lease**”); and

(ii) the outstanding principal amount of the \$774,461.07 original principal amount First Supplement to Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated October 20, 2011 (the “**2011B Real Estate Lease**”); and

(iii) the outstanding principal amount of the \$163,043.02 original principal amount First Supplement to Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated October 20, 2011 (the “**2011C Real Estate Lease**” and together with the 2011A Equipment Lease, the 2011B Equipment Lease, the 2013 Equipment Lease, the 2011A Real Estate Lease and the 2011B Real Estate Lease, the “**Lease Obligations**”).

The foregoing are collectively referred to herein as the “**District Obligations.**” The principal balance outstanding on each of the District Obligations as of July 1, 2013 is \$549,000 as to the 2003 GO Bond, \$468,355.48 as to the 2005 GO Bond, \$4,685,000 as to the 2011 Revenue Bond, \$119,099.92 as to the 2011A Equipment Lease, \$646,518.66 as to the 2011B Equipment Lease, \$926,750 as to the 2013 Equipment Lease, \$427,909.19 as to the 2011A Real Estate Lease, \$651,514.98 as to the 2011B Real Estate Lease and \$118,050.59 as to the 2011C Real Estate Lease.

The District has represented that all payments are current under the District Obligations and that no default exists with respect to any of the District Obligations. The holders of the District Obligations have confirmed such representation.

5. After due investigation, the Council has determined to adopt this Ordinance in order to authorize the assumption by the County of the District Obligations, and to provide for the execution and delivery of substitute bonds of the County. In connection therewith:

(a) The County will upon transfer of the District's assets assume all obligations of the District and its governing body, including, but not limited to, the obligations imposed pursuant to the District Obligations. In connection therewith, the County shall enter into one or more assumption agreements with the District and with Branch Banking and Trust Company, Bank of America, N.A. and Wells Fargo Bank, N.A., the holders of the District Obligations, by which the County assumes such obligations.

(b) The County shall cause to be prepared, executed and delivered substitute bonds to the holders of the 2003 GO Bond, the 2005 GO Bond and the 2011 Revenue Bond.

(c) The County will accept the assignment by the District of the District's duties, rights and obligations under the District Obligations which are lease financings described under Section 4(c) and (d) of this Article I.

## ARTICLE II

### APPROVAL OF ASSUMPTION, EXECUTION AND DELIVERY OF SUBSTITUTE BONDS

1. The Chairman of the Council (or in his absence, the Vice Chairman) and the County Administrator are hereby authorized to execute an agreement among the County, the District (unless deemed unnecessary by counsel) and Branch Banking and Trust Company in form substantially similar to that appearing as *Exhibit A* attached hereto (the "**BB&T Assumption**"), together with such modifications and amendments as may be necessary, in the opinion of counsel to the County, to carry out the purposes of this Ordinance. The execution of the BB&T Assumption by the Chairman or Vice Chairman and the County Administrator shall constitute conclusive evidence of approval of all such modifications and amendments. Upon execution, the BB&T Assumption shall be delivered to Branch Banking and Trust Company for execution, if not previously executed. An original, signed BB&T Assumption shall be maintained in the office of the County Administrator.

2. The Chairman of the Council (or in his absence, the Vice Chairman) and the County Administrator are hereby authorized to execute an agreement among the County, the District (unless deemed unnecessary by counsel) and Wells Fargo Bank, N.A. in form substantially similar to that appearing as *Exhibit B* attached hereto (the "**WF Assumption**"), together with such modifications and amendments as may be necessary, in the opinion of counsel to the County, to carry out the purposes of this Ordinance. The execution of the WF Assumption by the Chairman or Vice Chairman and the County Administrator shall constitute conclusive evidence of approval of all such modifications and amendments. Upon execution, the WF Assumption shall be delivered to Wells Fargo Bank, N.A. for execution, if not previously executed. An original, signed WF Assumption shall be maintained in the office of the County Administrator.

3. The Chairman of the Council (or in his absence, the Vice Chairman) and the County Administrator are hereby authorized to execute an agreement among the County, the District (unless deemed unnecessary by counsel) and Bank of America, N.A. in form substantially similar to that appearing as *Exhibit C* attached hereto (the "**BoA Assumption**"), together with such modifications and amendments as may be necessary, in the opinion of counsel to the County, to carry out the purposes of this Ordinance. The execution of the BoA Assumption by the Chairman or Vice Chairman and the County Administrator shall constitute conclusive evidence of approval of all such modifications and amendments. Upon execution, the BoA Assumption shall be delivered to Bank of America, N.A. for execution, if not previously executed. An original, signed BoA Assumption shall be maintained in the office of the County Administrator.

4. The Chairman of the Council (or in his absence, the Vice Chairman) and the County Administrator are hereby authorized to execute and the Clerk to Council is hereby authorized to attest the same and deliver to Wells Fargo Bank, N.A. a substitute bond in form substantially similar to that as attached hereto as *Exhibit D* as to the 2005 GO Bond in the not exceeding amount of \$475,000.

5. The Chairman of the Council (or in his absence, the Vice Chairman) and the County Administrator are hereby authorized to execute and the Clerk to Council is hereby authorized to attest the same and deliver to Bank of America, N.A. a substitute bond in form substantially similar to that as attached hereto as *Exhibit E* as to the 2003 GO Bond in the not exceeding amount of \$555,000.

6. The Chairman of the Council (or in his absence, the Vice Chairman) and the County Administrator are hereby authorized to execute and the Clerk to Council is hereby authorized to attest the same and deliver to Branch Banking and Trust Company a substitute bond in form substantially similar to that as attached hereto as *Exhibit F* as to the 2011 Revenue Bond in the not exceeding amount of \$4,700,000. The 2011 Revenue Bond will be issued pursuant to Article X, Section 14 of the State Constitution and Title 6, Chapter 21, Code of Laws of South Carolina, 1976, as amended.

7. The BB&T Assumption, among other things, will be the legal mechanism for the County to assume all of the District's Lease Obligations in the aggregate principal amount of not exceeding \$2,905,000.

8. The Clerk to Council shall serve as Registrar of the bonds, and shall thereafter maintain books of registration for each bond. Unless contrary to a provision of this Ordinance, the County shall be bound by the terms, conditions and covenants set forth in the resolutions of the District authorizing the issuance of the District Obligations.

### ARTICLE III

#### AUTHORIZATION OF GENERAL OBLIGATION BONDS

1. The 2003 GO Bond and the 2005 GO Bond will be issued pursuant to Article X, Section 14 of the Constitution of the State of South Carolina, 1895, as amended (the "*State Constitution*"), and Title 4, Chapter 15, as supplemented by Section 11-27-40, Code of Laws of South Carolina, 1976, as amended.

2. Article X, Section 14 of the State Constitution provides that the counties of the State may issue bonded indebtedness in an amount not exceeding eight percent (8%) of the assessed value of all taxable property therein, and provides further that no bonded indebtedness incurred on or prior to November 30, 1977 shall be charged against such eight percent (8%) debt limitation. The Council is informed that assessed value of all taxable property located within the County for the tax year 2012, which is the last completed assessment thereof, is not less than the sum of \$1,907,007,770, exclusive of new industrial property exempt from taxation pursuant to Section 3(g) of Article X of the Constitution. Thus, the eight percent (8%) debt limit of the County is not less than \$152,560,621. At present, \$69,800,000 in general obligation debt is presently chargeable against this limit (including \$6,930,000 of Certificates of Participation issued after December 31, 1995). Thus at the present time, with respect to the 2003 GO Bond and the 2005 GO Bond, the Council may cause to be issued general obligation bonds in the principal amounts contemplated in **Article II** hereof based on such final 2012 assessed value.

3. 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 the Council. In accordance with this provision, a public hearing shall be conducted and due notice shall be provided and published in *The Greenville News* all as required by said Section 4-9-130.

4. Both the Principal Installment and interest on the 2003 GO Bond and the 2005 GO Bond shall be exempt from all State, county, municipal, school district, and all other taxes or assessments of the State, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise, except inheritance, estate, transfer and certain franchise taxes.

5. For the payment of the Principal Installment and interest on the 2003 GO Bond and the 2005 GO Bond as the same respectively mature 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 Auditor of the County, and collected by the Treasurer of the County, in the same manner as county taxes are levied and collected, a tax on all taxable property in said County, sufficient to pay the Principal Installment and interest on the 2003 Bond and the 2005 GO Bond as they respectively mature, and to create such sinking fund as may be necessary therefor.

6. The Auditor and Treasurer of the County shall be notified of the 2003 GO Bond and the 2005 GO Bond and directed to levy and collect, respectively, upon all taxable property in the County an annual tax sufficient to meet the payment of the Principal Installment and interest on the 2003 GO Bond and the 2005 GO Bond, as the same respectively mature, and to create such sinking fund as may be necessary therefor.

#### **ARTICLE IV**

##### **CERTAIN MATTERS PERTAINING TO THE INTERNAL REVENUE CODE**

1. The County will comply with all requirements of the Internal Revenue Code of 1986, as amended (the "*Code*"), in order to preserve the tax-exempt status of the District Obligations including without limitation, the requirement to file the information report pertaining to the District Obligations with the Internal Revenue Service.

2. The County hereby represents and covenants that it will not take any action which will, or fail to take any action which failure will, cause the interest payments made pursuant to the District Obligations to become includable in the gross income of the Holders thereof for federal income tax purposes pursuant to the provisions of the Code and regulations promulgated thereunder. Without limiting the generality of the foregoing, the County represents and covenants that:

(a) All property financed or refinanced by the net proceeds of the District Obligations 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 District Obligations or any facility financed or refinanced with the proceeds of the District Obligations to be used in any manner that would result in (a) 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 (b) 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 or nor will it enter into any contracts with any person for the use or management of any facility financed or refinanced with the proceeds of the District Obligations that do not conform to the guidelines set forth in Revenue Procedure 97-13, as amended.

(d) The County will not sell or lease the System or any property financed or refinanced by the District Obligations to any person unless it obtains the opinion of nationally recognized bond counsel that such lease or sale will not affect the tax exemption of the District Obligations.

(e) The District Obligations will not be federally guaranteed within the meaning of Section 149(b) of the Code. The County has not entered into any leases or sales or service contract with any federal government agency and will not enter into any such leases or contracts unless it obtains the opinion of nationally recognized bond counsel that such action will not affect the tax exemption of the District Obligations.

3. All of the District Obligations were designated as “qualified tax-exempt obligations” by the District upon their original issuance. None of the substitute bonds will be greater than \$10,000,000. Accordingly, each of the District Obligations is hereby deemed designated as a “qualified tax-exempt obligation” within the meaning of Section 265(b)(3)(B) of the Code.

## **ARTICLE V**

### **MISCELLANEOUS**

1. The Chairman of the Council (or in his absence, the Vice Chairman), the County Administrator, the Deputy County Administrator, the Finance Director, the County Attorney and the Clerk to County Council are hereby authorized to execute such other documents as are necessary, upon advice of counsel, to effectuate the transaction contemplated by this Ordinance.

2. This Ordinance shall become effective upon the third reading hereof and no further authorization is required to execute and deliver all documents and certificates required to effect the transaction contemplated by this Ordinance. This Ordinance shall be construed liberally to effect the intent of the Council..

**ENACTED** this \_\_\_\_ day of \_\_\_\_\_, 2013.

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman of County Council

\_\_\_\_\_  
County Administrator

ATTEST:

\_\_\_\_\_  
Clerk to County Council

First Reading: \_\_\_\_\_  
Second Reading: \_\_\_\_\_  
Third Reading: \_\_\_\_\_  
Public Hearing: \_\_\_\_\_

**EXHIBIT A**

STATE OF SOUTH CAROLINA     )   **ASSUMPTION OF INDEBTEDNESS AGREEMENT**  
  )   **(BRANCH BANKING AND TRUST COMPANY)**  
COUNTY OF GREENVILLE     )

This Assumption of Indebtedness Agreement entered into this \_\_\_\_ day of August, 2013, by and among Greenville County, South Carolina (the “*County*”), a body corporate and politic and a political subdivision of the State of South Carolina, Greenville County Recreation District, South Carolina (the “*District*”), a body corporate and politic and a political subdivision of the State of South Carolina, and Branch Banking and Trust Company, a North Carolina banking corporation (the “*Lender*”).

**ARTICLE I  
FINDINGS OF FACT**

1. The District was created pursuant to Act No. 1329 of the Acts and Joint Resolutions of the General Assembly of the State for the year 1968, as amended. The District is governed by the Greenville County Recreation Commission (the “*Commission*”). The District has heretofore owned and operated a system (the “*System*”) for the provision of recreation services and facilities to residents of the District. On June 11, 2013, the Commission adopted a resolution, pursuant to Section 6-11-2028 of the Code of Laws of South Carolina, 1976, as amended, dissolving the District and transferring all assets and liabilities to the County. On June 18, 2013, the County Council of the County adopted a Resolution accepting the transfer of the System and assuming the assets and liabilities of the District including all debts and obligations of the District.

2. Of the outstanding indebtedness of the District the following seven bonds and lease financings are held by the Lender:

(a)     Revenue Bonds

(i)     the outstanding principal amount of the \$5,330,000 original principal amount Greenville County Recreation District, South Carolina Revenue Refunding Bond, Series 2011, dated October 20, 2011 (the “*2011 Revenue Bond*”) issued pursuant to a resolution adopted by the Commission on October 11, 2011 (the “*2011 Revenue Bond Resolution*”).

(b)     Equipment Lease Financings

(i)     the outstanding principal amount of the \$193,500 original principal amount Equipment Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated March 11, 2011 (the “*2011A Equipment Lease*”) issued pursuant to a resolution adopted by the Commission on March 8, 2011 (the “*2011A Equipment Lease Resolution*”);

(ii)    the outstanding principal amount of the \$1,148,555.58 original principal amount Equipment Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated October 20, 2011 (the “*2011B Equipment Lease*”) issued pursuant to a resolution adopted by the Commission on October 11, 2011 (the “*2011B Equipment Lease Resolution*”); and



(iii) the outstanding principal amount of the \$926,750 original principal amount Equipment Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated March 14, 2013 (the “*2013 Equipment Lease*”) issued pursuant to a resolution adopted by the Commission on March 12, 2013 (the “*2013 Equipment Lease Resolution*”).

(c) Real Estate Lease Financings

(i) the outstanding principal amount of the \$549,738.09 original principal amount Second Supplement to Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated October 20, 2011 (the “*2011A Real Estate Lease*”) issued pursuant to a resolution adopted by the Commission on October 11, 2011 (the “*2011 Real Estate Lease Resolution*”); and

(ii) the outstanding principal amount of the \$774,461.07 original principal amount First Supplement to Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated October 20, 2011 (the “*2011B Real Estate Lease*”) issued pursuant to the 2011 Real Estate Lease Resolution; and

(iii) the outstanding principal amount of the \$163,043.02 original principal amount First Supplement to Lease Agreement between Greenville County Recreation District, South Carolina and Branch Banking and Trust Company, dated October 20, 2011 (the “*2011C Real Estate Lease*”) issued pursuant to the 2011 Real Estate Lease Resolution.

The above obligations are referred to herein collectively as the “*District Obligations.*” The above referenced resolutions are referred to herein collectively as the “*Obligation Resolutions.*”

**ARTICLE II  
ASSUMPTION OF INDEBTEDNESS**

1. In consideration of the transfer to it of all right title and interest in the System, the County does hereby assume the indebtedness represented by the outstanding principal amount of the District Obligations. The Lender hereby consents to the assumption by the County of the District Obligations. The County and the Lender agree that as of the date hereof, the outstanding principal amounts of the District Obligations are as follows:

<u>Indebtedness</u>	<u>Outstanding Principal Amount</u>
2011 Revenue Bond	\$4,685,000.00
2011A Equipment Lease	119,099.92
2011B Equipment Lease	646,518.66
2013 Equipment Lease	926,750.00
2011A Real Estate Lease	427,909.19
2011B Real Estate Lease	651,514.98
2011C Real Estate Lease	118,050.59

2. The County further assumes all duties and obligations established pursuant to the Obligation Resolutions, unless expressly modified by the Ordinance authorizing this Agreement, including, without limitation, the obligation to make timely payments of principal and interest on the

District Obligations and the obligation to properly maintain all funds established pursuant to the Obligation Resolutions.

3. All rights of the holders of the District Obligations shall continue in force and in effect, and are enforceable against the County in the manner and to the extent as provided in the Obligation Resolutions.

4. The County agrees that, of even date herewith, it will execute and deliver to the Lender a substitute bond with respect to the 2011 Revenue Bond, issued as the Greenville County, South Carolina Recreation System Revenue Bond, Series 2013.

5. The County agrees that, of even date herewith, it hereby assumes all of the obligations of the District under the various lease agreements (collectively, the "***Lease Agreements***") with respect to the (i) 2011A Equipment Lease, (ii) 2011B Equipment Lease, (iii) 2013 Equipment Lease, (iv) 2011A Real Estate Lease, (v) 2011B Real Estate Lease and (vi) 2011C Real Estate Lease. The County and the Lender agree that this Agreement satisfies and constitutes any required assignments that may be contemplated under the Lease Agreements and no further agreement is required to be executed in order to transfer the obligations and liabilities of the District (including the obligation to make the various lease payments) to the County.

6. The County and the Lender agree that the District is hereby released from any and all liability pertaining to the District Obligations and is discharged from all duties and obligations imposed pursuant thereto. The District hereby consents to such release and discharge.

THE TERMS OF THIS AGREEMENT ARE EFFECTIVE UPON THE EXECUTION HEREOF BY THE PARTIES AS INDICATED BY THEIR DULY AUTHORIZED SIGNATURES.

WITNESSETH:

**BRANCH BANKING AND TRUST COMPANY**

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Andrew G. Smith, Senior Vice President

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Chairman, Greenville County Council

\_\_\_\_\_  
County Administrator

ATTEST:

\_\_\_\_\_  
Clerk to County Council

**GREENVILLE COUNTY RECREATION  
DISTRICT, SOUTH CAROLINA**

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Chairman  
Greenville County Recreation Commission

ATTEST:

\_\_\_\_\_  
Secretary  
Greenville County Recreation Commission

**EXHIBIT B**

STATE OF SOUTH CAROLINA    )  **ASSUMPTION OF INDEBTEDNESS AGREEMENT**  
  )  **(WELLS FARGO BANK, N.A.)**  
COUNTY OF GREENVILLE    )

This Assumption of Indebtedness Agreement entered into this \_\_\_\_ day of August, 2013, by and among Greenville County, South Carolina (the "*County*"), a body corporate and politic and a political subdivision of the State of South Carolina, Greenville County Recreation District, South Carolina (the "*District*"), a body corporate and politic and a political subdivision of the State of South Carolina, and Wells Fargo Bank, N.A., a national banking association (the "*Lender*").

**ARTICLE I  
FINDINGS OF FACT**

1.       The District was created pursuant to Act No. 1329 of the Acts and Joint Resolutions of the General Assembly of the State for the year 1968, as amended. The District is governed by the Greenville County Recreation Commission (the "*Commission*"). The District has heretofore owned and operated a system (the "*System*") for the provision of recreation services and facilities to residents of the District. On June 11, 2013, the Commission adopted a resolution, pursuant to Section 6-11-2028 of the Code of Laws of South Carolina, 1976, as amended, dissolving the District and transferring all assets and liabilities to the County. On June 18, 2013, the County Council of the County adopted a Resolution accepting the transfer of the System and assuming the assets and liabilities of the District including all debts and obligations of the District.

2.       Of the outstanding indebtedness of the District the following bond is held by the Lender:
- (i)       the outstanding principal amount of the \$649,188.12 original principal amount Greenville County Recreation District, South Carolina General Obligation Bond, Series 2005, dated October 25, 2005 (the "*2005 GO Bond*") issued pursuant to a resolution adopted by the Commission on September 13, 2005 (the "*2005 GO Bond Resolution*").

**ARTICLE II  
ASSUMPTION OF INDEBTEDNESS**

1.       In consideration of the transfer to it of all right title and interest in the System, the County does hereby assume the indebtedness represented by the outstanding principal amount of the 2005 GO Bond. The Lender hereby consents to the assumption by the County of the 2005 GO Bond. The County and the Lender agree that as of the date hereof, the outstanding principal amounts of the 2005 GO Bond is \$468,355.48.

2.       The County further assumes all duties and obligations established pursuant to the 2005 GO Bond Resolution, unless expressly modified by the Ordinance authorizing this Agreement, including, without limitation, the obligation to make timely payments of principal and interest on the 2005 GO Bond and the obligation to properly maintain all funds established pursuant to the 2005 GO Bond Resolution.

3. All rights of the holders of the 2005 GO Bond shall continue in force and in effect, and are enforceable against the County in the manner and to the extent as provided in the 2005 GO Bond Resolution.

4. The County agrees that, of even date herewith, it will execute and deliver to the Lender a substitute bond with respect to the 2005 GO Bond, issued as the Greenville County, South Carolina General Obligation Bond, Series 2013D.

5. The County and the Lender agree that the District is hereby released from any and all liability pertaining to the 2005 GO Bond and is discharged from all duties and obligations imposed pursuant thereto. The District hereby consents to such release and discharge.

THE TERMS OF THIS AGREEMENT ARE EFFECTIVE UPON THE EXECUTION HEREOF  
BY THE PARTIES AS INDICATED BY THEIR DULY AUTHORIZED SIGNATURES.

**WELLS FARGO BANK, N.A.**

\_\_\_\_\_  
Andrew G. Smith, Senior Vice President

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman, Greenville County Council

\_\_\_\_\_  
County Administrator

ATTEST:

\_\_\_\_\_  
Clerk to County Council

**GREENVILLE COUNTY RECREATION  
DISTRICT, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman  
Greenville County Recreation Commission

ATTEST:

\_\_\_\_\_  
Secretary  
Greenville County Recreation Commission



3. All rights of the holders of the 2003 GO Bond shall continue in force and in effect, and are enforceable against the County in the manner and to the extent as provided in the 2003 GO Bond Resolution.

4. The County agrees that, of even date herewith, it will execute and deliver to the Lender a substitute bond with respect to the 2003 GO Bond, issued as the Greenville County, South Carolina General Obligation Bond, Series 2013C.

5. The County and the Lender agree that the District is hereby released from any and all liability pertaining to the 2003 GO Bond and is discharged from all duties and obligations imposed pursuant thereto. The District hereby consents to such release and discharge.



THE TERMS OF THIS AGREEMENT ARE EFFECTIVE UPON THE EXECUTION HEREOF  
BY THE PARTIES AS INDICATED BY THEIR DULY AUTHORIZED SIGNATURES.

**BANK OF AMERICA, N.A.**

\_\_\_\_\_  
Andrew G. Smith, Senior Vice President

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman, Greenville County Council

\_\_\_\_\_  
County Administrator

ATTEST:

\_\_\_\_\_  
Clerk to County Council

**GREENVILLE COUNTY RECREATION  
DISTRICT, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman  
Greenville County Recreation Commission

ATTEST:

\_\_\_\_\_  
Secretary  
Greenville County Recreation Commission

**EXHIBIT D**

**UNITED STATES OF AMERICA  
STATE OF SOUTH CAROLINA  
GREENVILLE COUNTY  
GENERAL OBLIGATION BOND  
SERIES 2013C**

No. R-1

\$468,355.48

<b>INTEREST RATE</b>	<b>MATURITY DATE</b>	<b>ORIGINAL ISSUE DATE</b>
<b>4.52%</b>	<b>August 15, 2025</b>	<b>August __, 2013</b>

Registered Holder: WELLS FARGO BANK, N.A.

Principal Amount: FOUR HUNDRED SIXTY-EIGHTY THOUSAND THREE HUNDRED FIFTY-FIVE DOLLARS AND 48/100

GREENVILLE COUNTY, SOUTH CAROLINA (the “*County*”) acknowledges itself indebted and for value received hereby promises to pay as hereinafter provided, to the Registered Holder (named above) or registered assigns, the Principal Amount set forth above on the Maturity Date stated above, subject to the principal maturity schedule set forth below, unless this Bond be subject to redemption and shall have been redeemed prior thereto as hereinafter provided, upon presentation and surrender of this Bond at the office of the County, and to pay interest on such Principal Amount at the annual Interest Rate stated above (calculated on the basis of a 360-day year of twelve 30-day months), until the obligation of the County with respect to the payment of such Principal Amount shall be discharged.

This Bond bears interest from the original issue date if no interest has yet been paid; otherwise from the last date to which interest has been paid and which date is on or prior to the date of this Bond’s authentication. This Bond is payable quarterly on February 15, May 15, August 15 and November 15 beginning on November 15, 2013 and ending on August 15, 2025 by way of equal amortized quarterly payments of principal and interest in the amount of \$12,500.00 and shall be payable by immediately available funds on the date due. The principal and interest on this Bond are payable in any coin or currency of the United States of America which is, at the time of payment, legal tender for public and private debts. Such payments shall be paid to the person in whose name this Bond is registered at the close of business on the fifteenth day of the month immediately preceding such payment date.

The principal of, redemption premium, if any, and interest on this Bond are payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debt.

The principal amount of this Bond shall be subject to redemption in whole or in part at any time prior to maturity at a redemption price equal to 101% of the principal amount of the Bond to be redeemed, together with accrued interest to the date fixed for redemption, upon 30 days written notice to the Holder. This Bond shall cease to bear interest, and this Bond shall no longer be considered as Outstanding under the Ordinance upon the date selected for redemption. If money sufficient to pay the redemption price and accrued interest has not been paid by the County to the Holder on the redemption date, however, this Bond shall continue to bear interest until paid at the same rate as it would have borne, had it not been called for redemption, until the same shall have been paid.

The Bond is issuable only as a single fully registered Bond in the principal amount of \$468,355.48.

This Bond is issued pursuant to and in accordance with the Constitution and statutes of the State of South Carolina (the “*State*”), including particularly the provisions of Title 4, Chapter 15, as supplemented by Section 11-27-40, of the Code of Laws of South Carolina 1976, as amended (the “*Enabling Act*”), and an Ordinance duly enacted on August \_\_, 2013 by the County Council of the County (the “*Ordinance*”) in connection with the acquisition of by the County of all of the assets and liabilities of Greenville County Recreation District, South Carolina (the “*District*”). This Bond is issued in substitution for the \$649,188.12 original principal amount Greenville County Recreation District, South Carolina General Obligation Bond, Series 2005, dated October 25, 2005, issued pursuant to a resolution adopted by the Greenville County Recreation Commission, the governing body of the District, on September 13, 2005 (the “*2005 Resolution*”). Pursuant to the Ordinance, the County has agreed to be bound by those terms, condition and covenants set forth in the 2005 Resolution except as modified by the Ordinance.

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 to County Council and in the office of the Clerk of Court of the County.

For the prompt payment hereof, both principal and interest, 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 imposed within the State, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise, except inheritance, estate, transfer and certain franchise taxes.

This Bond is transferable, as provided in the Ordinance, only upon the books of the County kept for that purpose at its office 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 County 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 like maturity, interest rate and redemption provisions and in a like aggregate 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 or on account of the principal or redemption price hereof and interest due hereon and for all other purposes.

For every 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 transfer.

It is hereby certified and recited that all conditions, acts and things required by the Constitution and Statutes of the State to exist, be performed or happen precedent to or in the issuance of the Bond in order to make the Bond the legal, valid and binding general obligation of the County in accordance with its terms, do exist, have been performed and have happened in regular and due form as required by law; and that the amount of the Bond, together with all other indebtedness of the County, does not exceed any limit prescribed by such Constitution or Statutes, and that provision has been made for the allocation, on an annual basis, of sufficient tax revenues to provide for the punctual payment of the principal of and interest on this Bond.

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

**IN WITNESS WHEREOF**, Greenville County, South Carolina has caused this Bond to be signed in its name by the Chairman of County Council and the County Administrator, and its corporate seal to be hereunto reproduced and attested to by the Clerk to the Greenville County Council.

(SEAL)

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman, County Council

\_\_\_\_\_  
County Administrator

Attest:

\_\_\_\_\_  
Clerk to County Council

**CERTIFICATE OF AUTHENTICATION**

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

**GREENVILLE COUNTY, SOUTH CAROLINA,**  
as Registrar

\_\_\_\_\_  
Clerk to County Council

Date: August \_\_, 2013

(FORM OF ASSIGNMENT)

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

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

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

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

NOTICE: Signature(s) must be guaranteed by an institution which is a participation in the Securities Transfer Agents Medallion Program (“STAMP”) or similar program enlargement.

\_\_\_\_\_  
Authorized Individual or Officer

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 any change whatever.

**EXHIBIT E**

**UNITED STATES OF AMERICA  
STATE OF SOUTH CAROLINA  
GREENVILLE COUNTY  
GENERAL OBLIGATION BOND  
SERIES 2013D**

No. R-1

\$549,000

**INTEREST RATE**                      **MATURITY DATE**                      **ORIGINAL ISSUE DATE**  
**4.06%**                                      **April 1, 2017**                                      **August \_\_, 2013**

Registered Holder:      BANK OF AMERICA, N.A.

Principal Amount:      FIVE HUNDRED FORTY-NINE THOUSAND DOLLARS

GREENVILLE COUNTY, SOUTH CAROLINA (the “*County*”) acknowledges itself indebted and for value received hereby promises to pay as hereinafter provided, to the Registered Holder (named above) or registered assigns, the Principal Amount set forth above on the Maturity Date stated above, subject to the principal maturity schedule set forth below, unless this Bond be subject to redemption and shall have been redeemed prior thereto as hereinafter provided, upon presentation and surrender of this Bond at the office of the County, and to pay interest on such Principal Amount at the annual Interest Rate stated above (calculated on the basis of a 360-day year of twelve 30-day months), until the obligation of the County with respect to the payment of such Principal Amount shall be discharged.

This Bond bears interest from the original issue date if no interest has yet been paid; otherwise from the last date to which interest has been paid and which date is on or prior to the date of this Bond’s authentication. Interest on this Bond is payable on April 1 and October 1 of each year beginning October 1, 2013. The interest so payable on any April 1 or October 1 shall be payable to the person in whose name this Bond is registered at the close of business on the 15th day of the March or on the 15th day of the September next preceding such April 1 or October 1.

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

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2014	\$164,000	2016	\$182,000
2015	173,000	2017	30,000

Such payments shall be paid to the person in whose name this Bond is registered at the close of business on the 15th day of the month immediately preceding such payment date. The principal of, redemption premium, if any, and interest on this Bond are payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debt.

The Bond shall be subject to redemption at any time, without penalty, at the option of the County, in whole or in part, but if in part, in such maturities as designated by the County within a maturity, at a redemption price of par, together with accrued interest to the date fixed for redemption, upon 30 days written notice to the Holder. This Bond shall cease to bear interest, and this Bond shall no longer be considered as Outstanding under the Ordinance upon the date selected for redemption. If money sufficient to pay the redemption price and accrued interest has not been paid by the County to the Holder on the

redemption date, however, this Bond shall continue to bear interest until paid at the same rate as it would have borne, had it not been called for redemption, until the same shall have been paid.

The Bond is issuable only as a single fully registered Bond in the principal amount of \$549,000.

This Bond is issued pursuant to and in accordance with the Constitution and statutes of the State of South Carolina (the "*State*"), including particularly the provisions of Title 4, Chapter 15, as supplemented by Section 11-27-40, of the Code of Laws of South Carolina 1976, as amended (the "*Enabling Act*"), and an Ordinance duly enacted on August \_\_, 2013 by the County Council of the County (the "*Ordinance*") in connection with the acquisition of by the County of all of the assets and liabilities of Greenville County Recreation District, South Carolina (the "*District*"). This Bond is issued in substitution for the \$1,800,000 original principal amount Greenville County Recreation District, South Carolina General Obligation Bond, Series 2003, dated August 21, 2003, issued pursuant to a resolution adopted by the Greenville County Recreation Commission, the governing body of the District, on July 29, 2003 (the "*2003 Resolution*"). Pursuant to the Ordinance, the County has agreed to be bound by those terms, condition and covenants set forth in the 2003 Resolution except as modified by the Ordinance.

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 to County Council and in the office of the Clerk of Court of the County.

For the prompt payment hereof, both principal and interest, 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 imposed within the State, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise, except inheritance, estate, transfer and certain franchise taxes.

This Bond is transferable, as provided in the Ordinance, only upon the books of the County kept for that purpose at its office 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 County 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 like maturity, interest rate and redemption provisions and in a like aggregate 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 or on account of the principal or redemption price hereof and interest due hereon and for all other purposes.

For every 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 transfer.

It is hereby certified and recited that all conditions, acts and things required by the Constitution and Statutes of the State to exist, be performed or happen precedent to or in the issuance of the Bond in order to make the Bond the legal, valid and binding general obligation of the County in accordance with its terms, do exist, have been performed and have happened in regular and due form as required by law; and that the amount of the Bond, together with all other indebtedness of the County, does not exceed any limit prescribed by such Constitution or Statutes, and that provision has been made for the allocation, on an annual basis, of sufficient tax revenues to provide for the punctual payment of the principal of and interest on this Bond.

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

**IN WITNESS WHEREOF**, Greenville County, South Carolina has caused this Bond to be signed in its name by the Chairman of County Council and the County Administrator, and its corporate seal to be hereunto reproduced and attested to by the Clerk to the Greenville County Council.

(SEAL)

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman, County Council

\_\_\_\_\_  
County Administrator

Attest:

\_\_\_\_\_  
Clerk to County Council

**CERTIFICATE OF AUTHENTICATION**

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

**GREENVILLE COUNTY, SOUTH CAROLINA,**  
as Registrar

\_\_\_\_\_  
Clerk to County Council

Date: August \_\_, 2013



(FORM OF ASSIGNMENT)

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

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

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

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

NOTICE: Signature(s) must be guaranteed by an institution which is a participation in the Securities Transfer Agents Medallion Program (“STAMP”) or similar program enlargement.

\_\_\_\_\_  
Authorized Individual or Officer

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 any change whatever.

**EXHIBIT F**

**UNITED STATES OF AMERICA  
STATE OF SOUTH CAROLINA  
GREENVILLE COUNTY  
RECREATION SYSTEM REVENUE BOND  
SERIES 2013**

No. R-1

\$4,685,000

**INTEREST RATE**                      **MATURITY DATE**                      **ORIGINAL ISSUE DATE**  
**3.02%**                                      **April 1, 2024**                                      **August \_\_, 2013**

REGISTERED HOLDER:              BRANCH BANKING AND TRUST COMPANY

PRINCIPAL SUM : FOUR MILLION SIX HUNDRED EIGHTY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS, that Greenville County, South Carolina (the “*County*”), a body politic and corporate and a political subdivision under the laws of the State of South Carolina (the “*State*”), is justly indebted, and, for value received, hereby promises to pay, but only from the Gross Revenues (as defined in the Resolution defined below) remaining after provision has been made for payment of costs of operation and maintenance of the System (defined below) pledged to the payment hereof, to the Registered Holder, or registered assigns, hereof on the Maturity Date set forth above subject to the mandatory sinking fund redemption schedule set forth below, the Principal Amount set forth above (unless this bond be subject to optional redemption and shall have been duly called for previous redemption and payment of the redemption price made or provided for), and to pay interest on the Principal Sum from the date hereof or from the April 1 or October 1 next preceding the date of authentication to which interest shall have been paid, unless the date of authentication is a April 1 or October 1 to which interest shall have been paid, in which case from that date, interest being payable to the maturity hereof on the first days of April and October of each year (those dates being hereinafter referred to as the Interest Payment Dates), commencing October 1, 2013, at the rate per annum specified above, until payment of the Principal Sum.

This Bond shall be subject to mandatory sinking fund redemption commencing April 1, 2014, and will be redeemed (to the extent not previously redeemed) at one hundred percent (100%) of the principal amount, plus interest accrued to the redemption date, on April 1 of each of the following years in the respective amounts for each year specified below:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2014	\$345,000	2020	\$440,000
2015	360,000	2021	455,000
2016	375,000	2022	475,000
2017	390,000	2023	495,000
2018	405,000	2024	520,000
2019	425,000		

The amount of the mandatory sinking fund redemptions prescribed above shall be reduced to the extent any portion of this Bond of the applicable maturity has been purchased by the County or redeemed by the County pursuant to the optional redemption provisions set forth below, in such manner as the County shall direct, or, absent such direction, on a pro rata basis.

The interest so payable and to be punctually paid or duly provided for on any Interest Payment Date will be paid to the person in whose name this bond is registered at the close of business on the fifteenth day (whether or not a business day) of the calendar month next preceding the Interest Payment Date (the "**Record Date**"), mailed to the Registered Holder hereof by U.S. Bank National Association (the "**Trustee**") at his address as it appears on the registration books (the "**Books of Registry**") of the Trustee or at any other address as is furnished in writing by the Registered Holder to the Trustee; provided that payment to any Registered Holder of \$1,000,000 or more of this Bond may be made by wire transfer to an account in the United States in accordance with written instructions filed with the Trustee at least five Business Days prior to such Record Date. The principal of and premium, if any, of this bond, when due, shall be payable upon presentation and surrender of this bond at the corporate trust office of the Trustee in the City of St. Paul, State of Minnesota. Both the principal of and interest on this bond are payable in any coin or currency of the United States of America which is, at the time of payment, legal tender for the payment of public and private debts.

THIS BOND HAS BEEN ISSUED UNDER THE PROVISIONS OF TITLE 6, CHAPTER 21 OF THE CODE OF LAWS OF SOUTH CAROLINA 1976, AS AMENDED (THE "**ENABLING STATUTE**"), AND DOES NOT CONSTITUTE AN INDEBTEDNESS OF THE COUNTY WITHIN ANY STATE CONSTITUTIONAL PROVISIONS (OTHER THAN ARTICLE X, SECTION 14, PARAGRAPH 10 OF THE SOUTH CAROLINA CONSTITUTION AUTHORIZING OBLIGATIONS PAYABLE SOLELY FROM SPECIAL SOURCES NOT INVOLVING REVENUES FROM ANY TAX OR LICENSE) OR STATUTORY LIMITATION AND SHALL NEVER CONSTITUTE NOR GIVE RISE TO A PECUNIARY LIABILITY OF THE COUNTY OR A CHARGE AGAINST ITS GENERAL CREDIT OR TAXING POWER. THE FULL FAITH, CREDIT, AND TAXING POWERS OF THE COUNTY ARE NOT PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THIS BOND.

This bond and the interest hereon are exempt from all State, county, municipal, school district, and all other taxes or assessments of the State, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise, except estate, transfer or certain franchise taxes.

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

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

This bond (the "**Series 2013 Bond**") is in the aggregate principal amount of Four Million Six Hundred Eighty-Five Thousand and 00/100 Dollars (\$4,685,000).

This Series 2013 Bond is issued pursuant to and under and in full compliance with the Constitution and Statutes of the State of South Carolina, including particularly Section 14, Paragraph 10 of Article X of the Constitution of the State of South Carolina, 1895, as amended; Title 6, Chapter 21, Code of Laws of South Carolina, 1976, as amended (the "**Enabling Act**"); and an Ordinance duly adopted by the County Council of Greenville County, South Carolina, the governing body of the County, (the "**Ordinance**") in connection with the acquisition of by the County of all of the assets and liabilities

of the Greenville County Recreation District, South Carolina (the “*District*”), which owned and operated a system (the “*System*”) for the provision of recreation services and facilities to residents of the District. This Bond is issued in substitution for the \$5,330,000 original principal amount Greenville County Recreation District, South Carolina Revenue Bond, Series 2011, dated October 20, 2011, issued pursuant to a Bond Resolution adopted by the Greenville County Recreation Commission (the “*Commission*”), the governing body of the District, on August 11, 2009 and a Series Resolution adopted by the Commission on October 11, 2011, (collectively, the “*Resolution*”). Pursuant to the Ordinance, the County has agreed to be bound by those terms, condition and covenants set forth in the Resolution except as modified by the Ordinance.

This Series 2013 Bond shall be subject to redemption prior to maturity, at the option of the Commission, as a whole (but not in part) at any time at the redemption price of 101% of the principal amount to be redeemed, together with the interest accrued on the principal amount to the date fixed for redemption.

In the event this Series 2013 Bond shall be called for redemption, notice of redemption shall be given by first-class mail, not less than thirty (30) days and not more than sixty (60) days prior to the redemption date, to the Registered Holder of the Series 2013 Bond to be redeemed at the address shown on the Books of Registry. Interest on the Series 2013 Bond shall cease to accrue from and after the redemption date specified in the notice, unless the County defaults in making due provisions for the payment of the redemption price thereof.

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

Neither the County nor the Trustee as Bond Registrar shall be required (a) to exchange or transfer the Series 2013 Bond (i) from the Record Date to the next succeeding Interest Payment Date or (ii) for a period of fifteen (15) days following the selection of the Series 2013 Bond to be redeemed or thereafter until after the first publication or mailing of any notice of redemption or (b) to transfer the Series 2013 Bond called for redemption.

The principal of, premium, if any, and interest on the Series 2013 Bond are payable solely from the Gross Revenues derived from the operation of the System after provision has been made for payment of costs of operation and maintenance of the System. The pledge of Gross Revenues remaining after provision has been made for payment of costs of operation and maintenance of the System made to secure

the payment of the Series 2013 Bond has priority over all other pledges of Gross Revenues remaining after provision has been made for payment of costs of operation and maintenance of the System except the lien in favor of bonds issued or to be issued on a parity with the Series 2013 Bond. Additional Bonds issued on a parity with the Series 2013 Bond are authorized under certain conditions pursuant to the Resolution.

No recourse shall be had for the payment of the principal of, premium, if any, and interest on the Series 2013 Bond against the several funds of the County, except in the manner and to the extent provided in the Resolution, nor shall the credit or taxing power of the County be deemed to be pledged to the payment of the Series 2013 Bond. The Series 2013 Bond shall not be a charge, lien, or encumbrance, legal or equitable, upon any property of the County or upon any income, receipts, or revenues of the County, other than the Gross Revenues remaining after provision has been made for payment of costs of operation and maintenance of the System that have been pledged to the payment thereof, and this bond is payable solely from the Gross Revenues remaining after provision has been made for payment of costs of operation and maintenance of the System pledged to the payment thereof and the County is not obligated to pay the same except from the Gross Revenues remaining after provision has been made for payment of costs of operation and maintenance of the System.

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

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

IN WITNESS WHEREOF, GREENVILLE COUNTY, SOUTH CAROLINA has caused this bond to be signed in its name by the Chairman of County Council and the County Administrator, sealed and attested by the Clerk to County Council.

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman of County Council

\_\_\_\_\_  
County Administrator

ATTEST:

\_\_\_\_\_  
Clerk to County Council

**CERTIFICATE OF AUTHENTICATION**

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

U.S. BANK NATIONAL ASSOCIATION,  
Bond Registrar

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Authorized Agent

Date of Authentication: August \_\_, 2013

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

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

UNIF GIFT MIN ACT - \_\_\_\_\_  
(Cust)

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

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

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

#### ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto \_\_\_\_\_ (Social Security No. or other Identifying Number of Assignee \_\_\_\_\_) the within Bond of Greenville County, South Carolina, and does hereby irrevocably constitute and appoint \_\_\_\_\_ to transfer the within Bond on the books kept for registration thereof with full power of substitution in the premises.

DATED: \_\_\_\_\_

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

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

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

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF GREENVILLE )

**CERTIFIED COPY OF ORDINANCE**

I, the undersigned, Clerk to County Council of Greenville County, South Carolina, **DO HEREBY CERTIFY:**

That the foregoing constitutes a true, correct and verbatim copy of an Ordinance which was given three readings on three separate days, with an interval of not less than seven days between the second and third readings. The original of this Ordinance is duly entered in the permanent records of minutes of meetings of the County Council, in my custody as such Clerk.

That each of said meetings was duly called, and all members of the County Council were notified of the same; that a quorum of the membership remained throughout the proceedings incident to the enactment of this Ordinance.

**IN WITNESS WHEREOF**, I have hereunto set my Hand this \_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Clerk to County Council  
Greenville County, South Carolina

First reading: \_\_\_\_\_  
Second reading: \_\_\_\_\_  
Third reading: \_\_\_\_\_  
Public hearing: \_\_\_\_\_