

A RESOLUTION

AUTHORIZING VARIOUS AGREEMENTS RELATED TO THE REFUNDING OF CERTIFICATES OF PARTICIPATION OF THE GREENVILLE COUNTY TOURISM PUBLIC FACILITIES CORPORATION; AND MATTERS RELATED THERETO.

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GREENVILLE COUNTY TOURISM PUBLIC FACILITIES CORPORATION, AS FOLLOWS:

Section 1. Findings and Determinations. The Board of Directors (the “**Board**”) of the Greenville County Tourism Public Facilities Corporation (the “**Corporation**”), hereby finds and determines:

(a) The Corporation is a South Carolina nonprofit corporation organized to operate exclusively for the benefit of, to perform the functions of, and to carry out the purposes of holding title, owning, leasing, constructing, acquiring and operating land, buildings and equipment, and facilities functionally related thereto and to perform any other lawful purpose related to the furtherance of the governmental powers of Greenville County, South Carolina (the “**County**”).

(b) In furtherance of the authority enumerated above the Corporation previously issued its (i) \$24,815,000 Hospitality Tax Refunding Certificates of Participation, Series 2014 (the “**Series 2014 Certificates**”) and (ii) \$8,635,000 Hospitality Tax Refunding Certificates of Participation, Series 2016 (the “**Series 2016 Certificates**”) and together with the Series 2014 Certificates, the “**Certificates**”) for various tourism-related projects of the County.

(c) In connection with the issuance of the Series 2014 Certificates, the Corporation entered into a First Amendment to Debt Service Forward Delivery Agreement dated as of July 8, 2014 (the “**First Amendment**”) with Citigroup Financial Products Inc. and U.S. Bank National Association, which amended the Debt Service Forward Delivery Agreement dated as of March 31, 2008 (the “**Original Agreement**”) and together with the First Amendment, the “**Agreement**”).

(d) The County has now determined to issue its \$26,160,000 Taxable Hospitality Tax Revenue Refunding Bonds, Series 2021A (the “**Series 2021A Bonds**”) in order to advance refund and defease the Certificates.

(e) Related to the above, the Corporation intends to enter into various agreements in order to effectuate the advance refunding and defeasance of the Certificates, including any amendments or assignments of the Agreement and/or terminations of the various documents related to the Certificates.

Section 2. Various Agreements. The officers of the Corporation, acting jointly or individually, are each hereby authorized and directed to negotiate, execute and deliver such agreements, amendments to or terminations of existing agreements, assignment of existing agreements, including amending or assigning the Agreement, or any combination of the foregoing as may be necessary in connection with the advance refunding and defeasance of the Certificates in such final forms as they may approve, with the advice of the Corporation’s attorney, such execution being conclusive evidence of such approval.

Section 3. Authorization. The officers of the Corporation, for and on behalf of the Corporation, are fully empowered and authorized, acting jointly or individually, to take such further action and to execute and deliver such additional agreements, documents and certificates as may be necessary or as may be reasonably requested by the County to effect the advance refunding and defeasance of the Certificates, including amending or assigning the Agreement, all in accordance with the terms and

conditions herein set forth, and the transactions contemplated hereby and thereby, and the actions of such officers in executing and delivering any of such agreements, documents or certificates, in such form as the officer executing such instrument shall approve (with the advice of the Corporation's attorney), is hereby fully authorized. The consummation of all transactions contemplated by this Resolution is hereby approved.

Section 4. Severability. The provisions of this Resolution are hereby declared to be severable and if any section, phrase or provisions shall for any reason be declared by a court of competent jurisdiction to be invalid or unenforceable, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereunder.

Section 5. Effective Date. This Resolution shall be in full force and effect from and upon its adoption and no further authorization by the Corporation is required to execute and deliver all agreements, documents and certificates required to effect the transactions contemplated herein. This Resolution shall be construed liberally to effect the intent of the Corporation.

ADOPTED AND APPROVED in meeting duly assembled, this 20th day of October, 2021.

**GREENVILLE COUNTY TOURISM
PUBLIC FACILITIES CORPORATION**

President, Board of Directors

ATTEST:

Secretary, Board of Directors

