



**ARTICLE II**  
**CONSENT TO SALE OF THE REFUNDING BONDS; USE OF PROCEEDS**

**SECTION 2.01. *Official Statement.*** The County acknowledges and consents to the Corporation's use, preparation and distribution of a Preliminary Official Statement, which may include certain information and date relating to the County, in connection with the offer and sale of the Refunding Bonds. After the acceptance of an offer to purchase the Refunding Bonds, the County acknowledges and consents to the Corporation's preparation and distribution of a final Official Statement. The Chairman is authorized to deem "final" the Preliminary Official Statement, and any amendments or supplements thereto, for purposes of S.E.C. Rule 15c2-12. Council approves and consents to the execution and delivery by the Corporation and the Chairman, or either of them acting alone, of a final Official Statement.

**SECTION 2.02. *Refunding Bond Purchase.*** The County acknowledges that the Corporation may engage appropriate professionals to assist the Corporation in arranging for the placement, distribution and sale of the Refunding Bonds and consents to the Corporation's engagement of those professionals and the execution of such documents as may be necessary to effect the placement, distribution and sale of the Refunding Bonds.

**SECTION 2.03. *Use of Proceeds of the Bonds.*** The County acknowledges that the proceeds of the Refunding Bonds will be used to (i) refund or advance refund, all or a portion of the Bonds, (ii) provide for reserve funds to further secure the Refunding Bonds, which provision may be made by surety bond or other financial guaranty, (iii) paying the premium of any municipal bond insurance policy or surety reserve fund policy issued in connection with the Refunding Bonds, and (iv) paying costs of issuance of the Refunding Bonds. The County authorizes the Chairman and the County Administrator, or their designees, to work with the Corporation to determine and fix any details of the Refunding Bonds as may be necessary or desirable to effect the Refunding.

**ARTICLE III**  
**GENERAL AUTHORIZATION**

**SECTION 3.01. *General Authorization.*** The Chairman, the County Administrator and the Clerk, or their designees, are hereby authorized to execute and deliver whatever documents and take whatever actions as are necessary or desirable to effect the Refunding, and the transactions contemplated by this Resolution.

**SECTION 3.02. *Financing Terms and Professionals.*** The County consents to the retention by the Corporation of Parker Poe Adams & Bernstein LLP as bond counsel and [ ], in connection with the issuance and sale of the Refunding Bonds. The Chairman and the County Administrator, or their designees, are authorized to hire other professionals, including other financial professionals and legal counsel, as may be required to facilitate the issuance of the Refunding Bonds and the execution of the amended or restated Financing Documents.

**SECTION 3.03. *Effective Date.*** This Resolution shall take effect immediately and no further authorization is required to execute and deliver all documents and certificates required to effect the sale, issuance and delivery of the Bonds. This Resolution shall be construed liberally to effect the intent of the Council.

Adopted March 25, 2015



CLARENDON COUNTY, SOUTH CAROLINA

A handwritten signature in blue ink, appearing to read "Dwight L. Stewart, Jr.", written over a horizontal line.

Dwight L. Stewart, Jr., Chairman  
Clarendon County Council

(SEAL)  
ATTEST:

A handwritten signature in blue ink, appearing to read "Dorothy Levy", written over a horizontal line.

Dorothy Levy, Clerk to Council  
Clarendon County Council