



# MAULDIN PUBLIC FACILITIES CORPORATION BOARD MEETING

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TUESDAY, JULY 13, 2021 | 3:00 PM

The Board will meet at 3:00 p.m. in Mauldin City Hall Council  
Chambers, 5 East Butler Road, Mauldin

The meeting will be available remotely through Zoom. Please visit the City's website at [https:// cityofmauldin.org/your-government/meeting-minutes-agendas/](https://cityofmauldin.org/your-government/meeting-minutes-agendas/) to access the meeting via audio and videoconferencing.

# MAULDIN PUBLIC FACILITIES CORPORATION

## AGENDA

July 13, 2021

3:00 p.m.

City Hall

5 East Butler Road, Mauldin, SC 29662

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Board of Directors: Dianna Gracely  
Rodney Neely  
Cristina Ortiz

1. **Call to Order**
2. **Resolution** – Naming of Officers
3. **Resolution** – Authorizing the issuance and sale of Installment Purchase Revenue Bonds and authorizing the execution and delivery of various documents related thereto
4. **Adjournment**

**RESOLUTION**

**A RESOLUTION APPOINTING THE OFFICERS OF THE MAULDIN PUBLIC FACILITIES CORPORATION.**

The undersigned, being all of the members of the Board of Directors (the “*Board*”) of the Mauldin Public Facilities Corporation, a South Carolina nonprofit corporation (the “*Corporation*”), do hereby adopt the following resolutions, waiving any applicable notice otherwise required by the South Carolina Nonprofit Act of 1994, the Articles of Incorporation of the Corporation, the Bylaws of the Corporation or otherwise:

**WHEREAS**, the Board of the Corporation, is responsible for the management of the business and affairs of the Corporation and desires to delegate that responsibility to the officers created in the Bylaws and appoint the officers of the Corporation; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Mauldin Public Facilities Corporation:

**Section 1. Naming of Officers.** The following persons are elected to the offices set opposite their names for the ensuing year and until their successors shall be elected and shall qualify:

- |       |   |                     |
|-------|---|---------------------|
| _____ | - | President           |
| _____ | - | Vice President      |
| _____ | - | Secretary/Treasurer |

**Section 2. Effective Date.** This Resolution shall be in full force and effect from and upon its adoption.

**ADOPTED AND APPROVED**, this 13<sup>th</sup> day of July, 2021.

**MAULDIN PUBLIC FACILITIES CORPORATION**

\_\_\_\_\_  
President, Board of Directors

ATTEST:

\_\_\_\_\_  
Secretary/Treasurer, Board of Directors

## RESOLUTION

**A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO THE ISSUANCE AND SALE BY MAULDIN PUBLIC FACILITIES CORPORATION (THE “CORPORATION”) OF ITS NOT EXCEEDING \$6,500,000 INSTALLMENT PURCHASE REVENUE BONDS, SERIES 2021 TO PROVIDE FOR FUNDING TO FINANCE THE COSTS OF ACQUIRING, CONSTRUCTING, EQUIPPING, AND INSTALLING VARIOUS MUNICIPAL FACILITIES FOR THE CITY OF MAULDIN, SOUTH CAROLINA (THE “CITY”); AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT BETWEEN THE CORPORATION AND U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE; AUTHORIZING THE EXECUTION AND DELIVERY OF A BASE LEASE AGREEMENT BY AND BETWEEN THE CITY AND THE CORPORATION; AUTHORIZING THE EXECUTION AND DELIVERY OF A MUNICIPAL FACILITIES PURCHASE AND OCCUPANCY AGREEMENT BY AND BETWEEN THE CITY AND THE CORPORATION; AND PROVIDING FOR ALL OTHER MATTERS RELATING TO THE FOREGOING.**

**WHEREAS**, Mauldin Public Facilities Corporation, a South Carolina nonprofit corporation (the “*Corporation*”) has been formed for the purpose of supporting certain activities of the City of Mauldin, South Carolina (the “*City*”); and

**WHEREAS**, it is proposed that the Corporation will acquire, construct, install, furnish and equip a fire station and a police substation (the “*Project Facilities*”), all to be owned by the City and which will be located on various parcels of real property owned by the City; and (2) provide funds to the City for the acquisition of fire trucks, fire apparatus and fire equipment, miscellaneous capital improvements and other costs related thereto (the “*Ancillary Facilities*”); and

**WHEREAS**, the Corporation will enter into a Base Lease Agreement (the “*Base Lease*”) pursuant to which it will lease from the City the real property on which the Project Facilities will be constructed (the “*Real Property*”), as more particularly described in Exhibit A attached to the Base Lease; and

**WHEREAS**, the Corporation will enter into a Municipal Facilities Purchase and Occupancy Agreement (the “*Facilities Agreement*”) with the City pursuant to which the Corporation will agree to make on the Real Property certain improvements constituting the Project Facilities and the City will be entitled to occupy and purchase the Project Facilities; and

**WHEREAS**, in order to provide funds for the payment of costs of the Project Facilities and the Ancillary Facilities, it is proposed that the Corporation arrange for the issuance of not exceeding \$6,500,000 Mauldin Public Facilities Corporation Installment Purchase Revenue Bonds, Series 2021 (the “*Bonds*”) under and by the terms of a Trust Agreement by and between the Corporation and U.S. Bank National Association, as trustee (collectively, the “*Trust Agreement*”); and

**WHEREAS**, the members of the Board of Directors (the “*Board*”) of the Corporation find it to be in furtherance of the public purposes of the Corporation that the Corporation approve and enter into certain documents to effect the issuance and sale of the Bonds; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Corporation, in meeting duly assembled:

## ARTICLE I

### AUTHORIZATION OF FINANCING DOCUMENTS

**SECTION 1.01. Base Lease, Facilities Agreement, and Trust Agreement.** The forms, terms and provisions of the Base Lease, the Facilities Agreement and the Trust Agreement presented to this meeting are hereby approved and all of the terms and provisions thereof are hereby incorporated herein by reference as if the Base Lease, the Facilities Agreement, and the Trust Agreement were set out in this Resolution in their entirety. The officers of the Corporation, acting jointly or individually, are hereby directed to execute, acknowledge, and deliver the Base Lease, the Facilities Agreement and the Trust Agreement. The Base Lease, the Facilities Agreement, and the Trust Agreement shall be in substantially the forms now before this meeting and hereby approved, or with such changes therein as may be deemed necessary by the persons executing the same, upon advice of counsel, to accomplish the purposes of the transaction contemplated therein and in this Resolution and as shall not be inconsistent with or contrary to such purposes. The execution of the Base Lease, the Facilities Agreement and the Trust Agreement shall constitute conclusive evidence of the persons executing the same of their approval of any and all such changes.

**SECTION 1.02. Use of Proceeds of the Bonds.** The proceeds of the Bonds, net of underwriter's discount, shall be applied, as provided in the Trust Agreement, to (i) provide the amounts necessary to pay the costs of (a) the Project Facilities and (b) the Base Lease Rent (as defined in the Base Lease), which will be used by the City to pay the costs of the Ancillary Facilities and (ii) pay costs of issuance of the Bonds. The Project Facilities and Ancillary Facilities are described generally in the Trust Agreement and the Facilities Agreement.

**SECTION 1.03. Plan of Finance.** One of the purposes of the Board in adopting this Resolution is to approve the execution and delivery of all documents required in connection therewith. It is further the intent of the Board that the Bonds may be issued in one or more series, at one time or in several separate series and in such event, the title of such Bonds may be revised to reflect the date of issuance and such other designation as may be appropriate to avoid confusion or mistake.

## ARTICLE II

### AUTHORIZATION AND SALE OF THE BONDS

**SECTION 2.01. Purchase Agreement.** The Corporation hereby approves the retention of an underwriter or underwriters and such other professionals as may be selected by the Administrator of the City in connection with the placement and sale of the Bonds. The Corporation hereby authorizes the officers of the Corporation, acting jointly or individually, upon advice of counsel to the Corporation, to execute and deliver the Bond Purchase Agreement (the "**Purchase Agreement**") among the Corporation, the City (if the City is a party) and the underwriter or underwriters related to the sale of the Bonds. The execution of the Purchase Agreement shall constitute conclusive evidence of the persons executing the same of their approval thereof and of the receipt of advice of counsel. It is understood and agreed that the terms and provisions of the Purchase Agreement will be completed upon the sale of the Bonds and the officers of the Corporation, acting jointly or individually, are authorized to accept and execute the Purchase Agreement.

**SECTION 2.02. Municipal Bond Insurance Policy and Debt Service Reserve Fund Surety.** The President, Vice-President or Secretary/Treasurer, or any one of them, is hereby authorized to execute and deliver upon advice of counsel an acceptance of a commitment of a municipal bond insurer as a condition to the issuance of its municipal bond insurance policy with respect to the Bonds and the

acceptance of a commitment for any debt service reserve fund surety in connection therewith. The President, Vice-President or Secretary/Treasurer, or any one of them, is hereby authorized to execute and deliver upon advice of counsel any agreements or certificates required under the terms of any such commitments.

**SECTION 2.03. Official Statement.** The Board hereby approves the use of the Preliminary Official Statement in connection with the offer and sale of the Bonds by an underwriter or underwriters, provided that prior to distribution of the Preliminary Official Statement, the Corporation shall receive the advice of counsel in connection therewith. After the acceptance of an offer to purchase the Bonds from the underwriter or underwriters, the distribution of the final Official Statement is hereby approved.

**SECTION 2.04. Execution and Delivery of the Bonds.** The President, the Vice-President or the Secretary/Treasurer, or any one of them or any combination of them, are hereby authorized to execute and deliver the Bonds to the underwriter or underwriters upon compliance with the terms and provisions of the Trust Agreement and the Purchase Agreement. The Bonds shall be in substantially the form provided in the Trust Agreement.

### **ARTICLE III**

#### **TRUSTEE, REGISTRAR AND PAYING AGENT**

**SECTION 3.01. Appointment.** The Corporation hereby appoints U.S. Bank National Association to act as trustee, registrar and paying agent of the Bonds pursuant to the terms and conditions of the Trust Agreement.

### **ARTICLE IV**

#### **GENERAL AUTHORIZATION**

**SECTION 4.01. General Authorization.** The President, the Vice-President, the Secretary/Treasurer and all other officers of the Corporation, acting alone or in any combination, are hereby authorized to take such actions as are required under the Purchase Agreement, the Trust Agreement, the Base Lease or the Facilities Agreement and other documents related hereto or thereto as may be required to comply with the terms thereof. Furthermore, any officer of the Corporation, acting alone or in any combination, is hereby authorized to execute and deliver such design and construction contracts on behalf of the Corporation as may be necessary as part of the acquisition and construction of the Project Facilities; provided, however, that such contracts have first been approved and authorized by the City.

**SECTION 4.02. 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 Board.

**ADOPTED this 13<sup>th</sup> day of July, 2021.**

**MAULDIN PUBLIC FACILITIES CORPORATION**

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President, Board of Directors

ATTEST:

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Secretary/Treasurer, Board of Directors

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF GREENVILLE )

**CERTIFICATE OF RESOLUTION**

I, the undersigned Secretary/Treasurer of the Board of Directors of **MAULDIN PUBLIC FACILITIES CORPORATION** (the "**Board**"), do hereby certify that attached hereto is a true, correct and verbatim copy of a Resolution adopted by the Board at its duly called meeting of July 13, 2021.

An original of said Resolution is in my custody as Secretary/Treasurer to the Board.

**WITNESS** my hand this 13<sup>th</sup> day of July, 2021.

**MAULDIN PUBLIC FACILITIES  
CORPORATION**

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Secretary/Treasurer, Board of Directors



