



## MEMORANDUM

To: Jeffrey P. Molinari  
City Manager

From: Amy J. Risher  
Finance Director

Date: November 9, 2023

Subject: Consideration of financing proposals:  
Wastewater Treatment Plant Line of Credit

In 2021, the city issued a bond in the amount of \$7,000,000 for the expansion of the treatment plant and grant match to several other projects. On April 10, 2023, bids were publicly opened for the treatment plant which were above the anticipated contract amount. At that time, Michelle Knight reached out to EDA for additional funding. At the end of May, the city was awarded additional funding from EDA to supplement the original award.

EDA is a reimbursable grant which means the city will be paying several pay applications to the contractor before a reimbursement request can be sent to EDA. Currently, the bond account will have the capacity to pay the first two applications. Unfortunately, the reimbursement request can not be made until certain percentages of the project is complete.

The city will need a line of credit that will bridge the gap between the pay applications and the reimbursement requests to EDA. Draws will be made on the line of credit to pay three pay applications to the contractor. Once processed, a request will be sent to EDA for reimbursement to repay the line of credit. These steps will be taken until the project is completed.

Public Financial Management (PFM), the city's financial advisor, solicited many financial institutions. After in-depth conversations with each, PFM was able to obtain a term sheet.

| <u>Financial Institution</u> | <u>Term</u> | <u>Rate</u>   | <u>Fees</u> |
|------------------------------|-------------|---------------|-------------|
| South State Bank             | 2 years     | No bid        | NONE        |
| JP Morgan                    | 2 years     | No bid        | NONE        |
| Truist Commercial            | 5 years     | 4.95 Floating | NONE        |

City staff ask for council's favorable consideration to finance the line of credit with Truist Commercial Equity, Inc.

**EXHIBIT A  
FORM OF BOND**

[WITH THE CONSENT OF THE PURCHASER, AND NOTWITHSTANDING ANY CONTRARY PROVISION CONTAINED IN THE 2023 SERIES ORDINANCE, THIS SERIES 2023 BOND MAY BE SOLD OR TRANSFERRED ONLY TO PURCHASERS WHO EXECUTE AN INVESTMENT LETTER DELIVERED TO THE CITY, IN FORM SATISFACTORY TO THE CITY, CONTAINING CERTAIN REPRESENTATIONS, WARRANTIES AND COVENANTS AS TO THE SUITABILITY OF SUCH PURCHASERS TO PURCHASE AND HOLD THIS SERIES 2023 BOND. SUCH RESTRICTION SHALL BE COMPLIED WITH BY EACH TRANSFEREE OF THIS SERIES 2023 BOND.]

**CITY OF WALTERBORO  
STATE OF SOUTH CAROLINA  
WATERWORKS AND SEWER SYSTEM  
IMPROVEMENT REVENUE BONDS  
SERIES 2023**

No. R-1

\$ \_\_\_\_\_

**THE CITY OF WALTERBORO, SOUTH CAROLINA** (the “*City*”), acknowledges itself indebted and for value received hereby promises to pay, solely from the sources and as hereinafter provided, to \_\_\_\_\_, or registered assigns (the “*Purchaser*”), as purchaser of this Waterworks and Sewer System Improvement Revenue Bond, Series 2023 (this “*Series 2023 Bond*”), the principal amount of \_\_\_\_\_ DOLLARS AND 00/100 (\$ \_\_\_\_\_), at the corporate trust offices of The Bank of New York Mellon Trust Company, N.A. (the “*Trustee*”) in the manner provided below. This Series 2023 Bond shall be dated and bear interest from \_\_\_\_\_, the date of delivery hereof, and at the rate of \_\_\_\_\_ per centum (\_\_\_\_%) per annum (computed on the basis of a 360-day year consisting of twelve 30-day months). Interest on this Series 2023 Bond is initially payable on \_\_\_\_\_, and thereafter on each \_\_\_\_\_ 1 and \_\_\_\_\_ 1 of each year (each a “*Bond Payment Date*”) until \_\_\_\_\_, the final maturity date hereof (“*Final Maturity*”) in accordance with the schedule set forth at Appendix A attached hereto and which is incorporated herein by reference. The payments of principal, interest, or both, payable on a Bond Payment Date shall be payable to the person in whose name this Series 2023 Bond is registered at the close of business on the \_\_\_\_\_ 15 or \_\_\_\_\_ 15 immediately preceding such Bond Payment Date (each a “*Record Date*”). [The City and the Purchaser have mutually agreed to waive all requirements for presentation and surrender of this Series 2023 Bond in connection with the payment thereof except upon final payment (whether at maturity or by redemption, tender or otherwise) (the “*Final Payment*”). Upon the Final Payment of this Series 2023 Bond and absent some other indicia of satisfaction acceptable to the City and the Purchaser, the Purchaser will present and surrender this Series 2023 Bond to the Trustee and execute and deliver a certificate to the City and the Trustee certifying that (i) such payment represents the final payment due on this Series 2023 Bond and (ii) the City owes no further obligation to the Purchaser respecting this Series 2023 Bond; provided however that the Trustee assumes no liability

to any person in the event that the Holder should fail to return this Series 2023 Bond and any such liability shall be borne by the Holder and no obligation will be imposed upon the Trustee to seek the return of this Series 2023 Bond from the Holder.] This Series 2023 Bond shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been duly executed by the Trustee, as Registrar.

Both the principal of and interest on this Series 2023 Bond are payable by check or draft from the designated office of the Trustee to the person in whose name this Series 2023 Bond is registered on the Record Date at the address shown on the registration books. The principal of, redemption premium, if any, and interest on this Series 2023 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 debts.

This Series 2023 Bond is issued pursuant to and in accordance with the Constitution and statutes of the State of South Carolina (the “*State*”) including particularly Chapter 21, Title 6, Code of Laws of South Carolina 1976, as amended (the “*South Carolina Code*”), and by an ordinance entitled, “AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF WATERWORKS AND SEWER SYSTEM REVENUE BONDS OF THE CITY OF WALTERBORO, SOUTH CAROLINA, AND OTHER MATTERS RELATING THERETO” duly enacted by the City Council of the City, the governing body thereof (the “*City Council*”), on November 1, 2016 (the “*2016 Bond Ordinance*”), as amended by that first amendment to the 2016 Bond Ordinance, ordinance number 2023-\_\_, entitled “AN ORDINANCE AMENDING THAT CERTAIN AMENDED AND RESTATED BOND ORDINANCE ENTITLED ‘AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF WATERWORKS AND SEWER SYSTEM REVENUE BONDS OF THE CITY OF WALTERBORO, SOUTH CAROLINA, AND OTHER MATTERS RELATING THERETO’ ENACTED ON NOVEMBER 1, 2016; AND OTHER MATTERS RELATING THERETO” duly enacted by the City Council on December 5, 2023 (the “*2023 Amendment*,” and the 2016 Bond Ordinance as amended by the 2023 Amendment, the “*Bond Ordinance*”), and a series ordinance entitled, “A SERIES ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF WATERWORKS AND SEWER SYSTEM IMPROVEMENT REVENUE BONDS, TO BE DESIGNATED SERIES 2023, IN THE PRINCIPAL AMOUNT OF NOT EXCEEDING THIRTEEN MILLION FIVE HUNDRED THOUSAND DOLLARS (\$13,500,000), OR THE MAXIMUM CREDIT AMOUNT, AS APPLICABLE; AND OTHER MATTERS RELATING THERETO” (the “*2023 Series Ordinance*”) duly enacted by the City Council on December 5, 2023 (the Bond Ordinance and the 2023 Series Ordinance are hereinafter together referred to as the “*Ordinances*”).

The Series 2023 Bonds are issued for the principal purposes of obtaining funds to (a) defray the costs of the 2023 Project (as defined in the 2023 Series Ordinance), [(b) fund the 2023 Debt Service Reserve Fund,] and ([b/c]) pay the costs and expenses related to the issuance of the Series 2023 Bonds.

For the payment of the principal of and interest on this Series 2023 Bond issued pursuant to the Bond Ordinance, there are hereby irrevocably pledged the Gross Revenues. As permitted by the Enabling Act, the payment of the principal of and interest on this Series 2023 Bond shall be additionally secured by a statutory lien upon the System. Such pledge securing this Series

2023 Bond shall have priority over all other pledges except those made to secure any Bonds (as defined hereinbelow) as may be currently outstanding or issued from time to time in the future.

**THIS SERIES 2023 BOND SHALL NOT IN ANY EVENT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY PROVISION, LIMITATION OR RESTRICTION OF THE CONSTITUTION OR STATUTES OF THE STATE, OTHER THAN THOSE PROVISIONS AUTHORIZING INDEBTEDNESS PAYABLE SOLELY FROM A REVENUE-PRODUCING PROJECT NOT INVOLVING REVENUES FROM ANY TAX OR LICENSE; AND THE FAITH, CREDIT AND TAXING POWER OF THE CITY ARE EXPRESSLY NOT PLEDGED THEREFOR. THE CITY IS NOT OBLIGATED TO PAY THIS SERIES 2023 BOND, OR THE INTEREST HEREON, SAVE AND EXCEPT FROM THE GROSS REVENUES.**

The Bond Ordinance authorizes the issuance of additional bonds on a parity with the Series 2023 Bonds and all outstanding Parity Bonds (as defined in the 2023 Series Ordinance) which, when issued in accordance with the provisions of the Bond Ordinance, will rank equally and be on a parity herewith and therewith (“*Additional Bonds*” and together with this Series 2023 Bond and the Parity Bonds, collectively the “*Bonds*”).

The City has covenanted to continuously operate and maintain the System and fix and maintain such rates for the services and facilities furnished by the System as shall at all times be sufficient (1) to maintain the Debt Service Funds and thus provide for the punctual payment of the principal of and interest on all Bonds, (2) to maintain the Debt Service Reserve Funds, if any, in the manner prescribed in the applicable Series Ordinance, (3) to provide for the payment of Operation and Maintenance Expenses, (4) to build and maintain a reserve for depreciation of the System, for contingencies and for improvements, betterments and extensions to the System other than those necessary to maintain the same in good repair and working order, (5) to pay all amounts owing under a reimbursement agreement with any provider of a surety bond, insurance policy or letter of credit as contemplated under Section 7.04(D) of the Bond Ordinance, (6) to provide for the punctual payment of the principal of and interest on all Junior Lien Bonds that may from time to time hereafter be outstanding, and (7) to discharge all obligations imposed by the Enabling Act and by the Bond Ordinance and any applicable Series Ordinance.

The Bond Ordinance provides that, in addition to other remedies, upon a default in payment of principal of or interest on any Bond, the Trustee may, and upon the written request of the Holders of not less than fifty-one percent (51%) in aggregate principal amount of Bonds Outstanding shall, declare all Bonds Outstanding immediately due and payable.

This Series 2023 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 Series 2023 Bond is transferable, as provided in the Bond Ordinance, only upon the registration books of the City kept for that purpose and maintained by the Registrar, by the holder hereof in person or by his duly authorized attorney, upon (a) surrender of this Series 2023 Bond

and an assignment with a written instrument of transfer satisfactory to the Trustee or any other Registrar, as the case may be, duly executed by the Holder hereof or his duly authorized attorney and (b) payment of the charges, if any, prescribed in the Ordinances. Thereupon a new Series 2023 Bond of the then outstanding principal amount, then current maturity schedule and interest rate shall be issued to the transferee in exchange therefor as provided in the Bond Ordinance. The City, the Trustee and the Registrar may deem and treat the person in whose name this Series 2023 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 exchange or transfer of the Series 2023 Bonds, the City or the Trustee or Registrar, as the case may be, 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.

[INSERT REDEMPTION TERMS]

If this Series 2023 Bond is called for redemption, the Trustee will give notice to the Holder of this Series 2023 Bond in the name of the City, of the redemption of such Series 2023 Bonds, or portions thereof. Notice and redemption conditions shall otherwise comply with Section 4.13 of the Bond Ordinance.

Certain capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Ordinances. Certified copies of the Ordinances are on file in the office of the Trustee and in the offices of the Clerk of Court for Colleton County, South Carolina.

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 this Series 2023 Bond, exist, have been performed and have happened, that the amount of this Series 2023 Bond, together with all other indebtedness of the City, does not exceed any limit prescribed by such Constitution or statutes.

**IN WITNESS WHEREOF, THE CITY OF WALTERBORO, SOUTH CAROLINA,** has caused this Series 2023 Bond to be signed by the signature of the Mayor of the City, its corporate seal to be reproduced hereon and the same to be attested by the signature of the City Clerk.

**CITY OF WALTERBORO, SOUTH CAROLINA**

(SEAL)

By: \_\_\_\_\_  
Mayor

Attest:

\_\_\_\_\_  
City Clerk

**CERTIFICATE OF AUTHENTICATION**

This Series 2023 Bond is the Series 2023 Bond described in the within mentioned Ordinances.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., as Registrar

By: \_\_\_\_\_  
Authorized Officer

Date: \_\_\_\_\_, 2023

**(FORM OF ASSIGNMENT)**

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

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(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 Guaranty)

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

NOTICE: Signature(s) 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.

Signature(s) must be guaranteed by an institution which is a participant in the Securities Transfer Agents Medallion Program ("STAMP") or similar program enlargement.

Appendix A

Debt Service Schedule



**EXHIBIT B**  
**NOTICE OF PUBLIC HEARING**

NOTICE OF PUBLIC HEARING

The City Council of the City of Walterboro (the “City Council”), the governing body of the City of Walterboro, South Carolina (the “City”), will hold a public hearing on Tuesday, December 5, 2023 at 6:15 p.m. (or as soon thereafter as time permits) (the “Hearing”). The City Council is considering the enactment of “A SERIES ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF WATERWORKS AND SEWER SYSTEM IMPROVEMENT REVENUE BONDS OF THE CITY OF WALTERBORO, SOUTH CAROLINA IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT EXCEEDING THIRTEEN MILLION FIVE HUNDRED THOUSAND DOLLARS (\$13,500,000), OR THE MAXIMUM CREDIT AMOUNT, AS APPLICABLE; AND OTHER MATTERS RELATING THERETO,” the provisions of which shall authorize the issuance of the City’s not exceeding \$13,500,000 Waterworks and Sewer System Improvement Revenue Bonds, Series 2023.

The Hearing will occur during the City Council’s regularly scheduled meeting. Further information on the Hearing will be provided in the City’s agenda, which shall be publicly available no less than 24-hours in advance of the meeting on December 5, 2023. The Hearing shall otherwise be conducted in accordance with all other rules and procedures of the City Council. The Hearing shall be conducted publicly and both proponents and opponents of the proposed action shall be given full opportunity to be heard in person or by counsel.



City of Walterboro, South Carolina

Term Sheet

November 3, 2023

Truist Bank (the “Bank”), on behalf of itself and its designated affiliate (the “Lender”), is pleased to submit the following summary of terms and conditions for discussion purposes only. The term sheet is non-binding and does not represent a commitment to lend. The term sheet is intended only as an outline of certain material terms of the requested financing and does not purport to summarize all of the conditions, covenants, representations, warranties and other provisions that would be contained in any definitive documentation for the requested financing.

|                               |   |
|-------------------------------|---|
| Borrower:                     | City of Walterboro, South Carolina (the “Borrower”)   |
| Lender:                       | Truist Commercial Equity, Inc.  |
| Facility/Purpose/Description: | <p>Tax Exempt (Non-Bank Qualified) Waterworks and Sewer System Revenue Bond via a Variable Rate revolving line of credit (the “Line” or “Series 2023 Note”).</p> <p>Proceeds of the Series 2023 Note will be used to provide funds: (1) to defray or reimburse a portion of the costs of certain expansions, additions and improvements to Borrower’s water and sewer utility system, including construction of a wastewater treatment plant (the “Project”), and (2) to pay certain costs and expenses relating to the issuance of the Series 2023 Note.</p>   |
| Amount:                       | Up to \$13,500,000  |
| Funding:                      | <p>Drawn amounts available under the Line (each an “Advance”) may be borrowed from the date the Facility first becomes effective (“Closing Date”) until the Maturity Date (as defined below). The Line may be drawn down as needed, with draws limited to no more than four (4) per month with minimum draws of \$250,000 each after the initial draw.</p> <p>Initially, at no time shall the Note have an outstanding balance of more than \$8,300,000 without Lender consent, which if given, will then allow utilization of the full line amount of up to \$13,500,000 for the duration of the remaining term.</p> |
| Repayment:                    | Accrued interest shall be payable monthly on the 1st day of every month, and a final payment equal to the unpaid balance of principal plus accrued and unpaid interest and any other amounts owed, due and payable on the Maturity Date.  |
| Maturity Date:                | Five (5) years from the closing date of the Series 2023 Note  |
| Fees:                         | None  |

| Interest Rate:                                       | <table border="1" data-bbox="443 297 1433 477"> <thead> <tr> <th data-bbox="443 297 1007 365">Period</th> <th data-bbox="1007 297 1433 365">Interest Rate</th> </tr> </thead> <tbody> <tr> <td data-bbox="443 365 1007 477">Draw Period from Closing Date through Maturity Date.</td> <td data-bbox="1007 365 1433 477">79% of the sum of 1 Month Term SOFR plus 95 bps. Today's floating rate would be 4.95%</td> </tr> </tbody> </table> <p data-bbox="443 495 767 524">Accrual basis: Actual / 360</p> <p data-bbox="443 546 1549 1005">The interest rate for the Series 2023 Note will be subject to increase in the event of a Determination of Taxability (as defined herein). Upon the occurrence of a Determination of Taxability, the rate of interest payable on the Series 2023 Note shall be increased to equal the Taxable Rate (hereinafter defined), which rate shall apply both prospectively and retroactively, as applicable, to the accrual of interest on the principal balance outstanding at all times to which the Determination of Taxability relates. The additional interest resulting from any retroactive interest rate adjustment shall be immediately due and payable to the existing or any prior registered holder entitled thereto for the period or periods in question. The "Taxable Rate" means the rate of interest that would provide the Lender with an after-tax yield on the outstanding principal of the Series 2023 Note at least equal to the after-tax yield the Lender would have received if the Determination of Taxability had not occurred. All future accruals of interest at the Taxable Rate shall be due and payable on the interest payment dates set forth hereinabove.</p> <p data-bbox="443 1025 1549 1451">For purposes of the above paragraph, a "Determination of Taxability" shall be deemed to have occurred if a final decree or judgment of any federal court or a final action of the Internal Revenue Service is taken which determines that interest paid or payable on the Series 2023 Note is or was includable in the gross income of Lender for federal income tax purposes under the Internal Revenue Code of 1986, as amended, resulting from any action or inaction by the Borrower; provided, that for purposes hereof, (i) no such decree, judgment or action will be considered final for this purpose, however, unless the Borrower has been given written notice and, if it is so desired and is legally allowed, has been afforded the opportunity to contest the same, either directly or in the name of Lender and until conclusion of any appellate review, if sought, and (ii) a Determination of Taxability shall not be deemed to occur as a result of any actions beyond the immediate or actual control of the Issuer, including, but not limited to, any actions of the Lender or its assigns.</p> <p data-bbox="443 1471 1214 1500">In no event will One-Month Term SOFR ever be less than 0.00%.</p> <p data-bbox="443 1520 1549 1659">"Term SOFR" with respect to any day means the secured overnight financing rate published for such day by the Federal Reserve Bank of New York, as the administrator of the benchmark, (or a successor administrator) on the Federal Reserve Bank of New York's Website.</p> | Period | Interest Rate | Draw Period from Closing Date through Maturity Date. | 79% of the sum of 1 Month Term SOFR plus 95 bps. Today's floating rate would be 4.95% |
|--|--|--------|---------------|--|---|
| Period   | Interest Rate  |        |               |  |   |
| Draw Period from Closing Date through Maturity Date. | 79% of the sum of 1 Month Term SOFR plus 95 bps. Today's floating rate would be 4.95%  |        |               |  |   |
| Prepayment:  | The Lender will allow prepayment without any penalty at any time prior to the Maturity Date.   |        |               |  |   |
| Security:  | The Series 2023 Note, together with interest thereon, will be secured by and payable solely from the receipts and revenues derived from the operation of the System including all service fees (including connection, tap and impact fees, availability fees, and meter purchases) (collectively, the "Gross Revenues").   |        |               |  |   |

[-Private-]

|                                       |   |
|---------------------------------------|---|
|                                       | The pledge and lien securing the Bond will be on a parity in all respects with the pledge and lien securing the Parity Bonds and any additional Series of Bonds issued from time to time under the terms of and in conformance with the terms of the Bond Ordinance.  |
| Documentation:                        | All documentation shall appropriately structure the financing according to Federal and State statutes, subject to acceptable review by Lender and its counsel. The Series 2023 Note will not be presented for payment unless required by documentation.   |
| Covenants:                            | Usual and customary covenants, reporting requirements, representations and warranties and events of default, for transactions of this type, including, without limitation, the following financial covenants and reporting requirements: <ul style="list-style-type: none"> <li>• In accordance with the existing Bond Ordinance and any applicable Supplemental Agreements.</li> <li>• The Borrower shall submit to the Lender or post to EMMA, annual audited financial statements within 270 days of fiscal year end, together with any other information the Lender may reasonably request.</li> <li>• The Borrower shall submit to the Lender an Annual Budget within 30 days of adoption.</li> <li>• The Lender shall have acceleration rights.</li> </ul>  |
| Conditions Precedent and Other Terms: | <ol style="list-style-type: none"> <li>1. <u>Borrower's Counsel Opinion</u>: An opinion of Borrower's counsel covering matters customary to transactions such as this and in all respects acceptable to the Bank, the Lender and its counsel.</li> <li>2. <u>Bond Counsel Opinion</u>: An approving opinion of bond counsel related to the Series 2023 Note in form and substance satisfactory to the Lender, which shall include, without limitation, an opinion that the interest on the Series 2023 Note is excludable from gross income for Federal income tax purposes.</li> <li>3. <u>Other Items</u>: The Bank and the Lender shall have received such other documents, instruments, approvals or opinions as may be reasonably requested.</li> </ol>  |
| Lender's Legal Counsel                | The Lender's legal counsel will be Amy Johnson with Moore & Van Allen, PLLC. Estimated fees for the closing of the Series 2023 Note are \$6,000 and shall be paid by the Borrower, whether or not the Series 2023 Note described herein is closed.  |
| Governing Law & Jurisdiction:         | State of South Carolina   |
| Municipal Advisor Disclosure:         | The Bank is a regulated bank and makes direct purchase loans to Municipal Entities and Obligated Persons as defined under the Municipal Advisor Rule, and in this term sheet is solely providing information regarding the terms under which it would make such a purchase for its own account. The Bank is not recommending an action or providing any advice to the Borrower and is not acting as a municipal advisor or financial advisor. The Bank is not serving in a fiduciary capacity pursuant to Section 15B of the Securities Exchange Act of 1934 with respect to the information and material contained in this communication. The Bank is acting in its own interest. Before acting on the information or material contained herein, the Borrower should seek the advice of an IRMA and any other professional advisors which it deems appropriate for the Loan described herein, especially with respect to any legal, regulatory, tax or accounting treatment. |

[-Private-]

|                  |  |
|------------------|--|
| Patriot Act:     | Pursuant to the requirements of the Patriot Act, the Bank and its affiliates are required to obtain, verify and record information that identifies loan obligors, which information includes the name, address, tax identification number and other information regarding obligors that will allow Lender to identify obligors in accordance with the Patriot Act, and Lender is hereby so authorized. This notice is given in accordance with the requirements of the Patriot Act and is effective for the Bank and its affiliates. |
| Expiration Date: | This Term Sheet shall expire on December 10, 2023 unless a formal commitment letter has been issued prior to such date.  |



November 10, 2023

## Recommendation Memorandum

To: Jeff Molinari, City Manager  
Amy Risher, Finance Director

From: Jay Glover, Managing Director – PFM Financial Advisors LLC

Re: Recommendation Memo – Waterworks and Sewer System Improvement Revenue Bond, Series 2023

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PFM Financial Advisors LLC (“PFM”) was engaged by the City of Walterboro, South Carolina (the “City”) to serve as financial advisor for the City’s proposed issuance of a Waterworks and Sewer System Improvement Revenue Bond, Series 2023 (the “2023 Bond”) to obtain funds for expansions, additions, and improvements of the City’s wastewater system (the “Project”) in an amount not to exceed \$13,500,000. The City requires a financing structure that will allow the City to access \$25.7 million of grant funding with a City match of approximately \$12.82 million to fund the overall Project. Based on this it was determined that a direct placement revolving line of the credit (the “LOC”) would be an efficient and cost-effective financing structure.

At the City’s direction, PFM reached out to several local, regional, and national financial institutions to identify a qualified financial institution that could provide the City with the LOC at the lowest overall borrowing cost, pursuant to certain conditions as determined by the City. After an initial round of discussions, there were three (3) financial institutions that expressed a desire to pursue this opportunity (JP Morgan, SouthState and Truist). Over the course of several months, PFM, the City and Bond Counsel provided each financial institution with additional information related the City’s financial position, nature of the Project, and specifics of the EDA grant. At the conclusion of this process, Truist was the only financial institution that provided a formal term sheet for the City’s consideration.

Based on PFM’s review and discussions with the City staff and Bond Counsel, it was determined that the Truist term sheet provided a viable financing option that meet all the City needs. It provided for the LOC in the amount not to exceed \$13,500,000 that can be drawn down to pay for the cost of the Project and repaid with no penalty as grant reimbursements are received. Such amounts that are repaid can be borrowed again, thus providing the needed cash flow to complete the Project. The variable interest rate is based on 79% of 1 Month SOFR plus 95 basis points, which in today’s market equates to 4.95%. The LOC has a stated final maturity date of five (5) years, but the expectation is it will be paid off upon closeout of the Project in August 2025. The final repayment of the LOC will come from a long-term fixed rate bond in an approximate amount of \$10,000,000. A copy of Truist’s term sheet is included as **Exhibit A**.

Based on the rationale outlined in this memorandum, PFM recommends selecting Truist as the loan provider for the LOC. We anticipate bringing the Ordinance to the City Council for 2nd reading at the December 5, 2023 meeting. If you have any questions, please feel free to contact me at (407) 406-5760 or [gloverj@pfm.com](mailto:gloverj@pfm.com).



**Exhibit A**  
**Truist Term Sheet**



City of Walterboro, South Carolina

Term Sheet

November 3, 2023

Truist Bank (the "Bank"), on behalf of itself and its designated affiliate (the "Lender"), is pleased to submit the following summary of terms and conditions for discussion purposes only. The term sheet is non-binding and does not represent a commitment to lend. The term sheet is intended only as an outline of certain material terms of the requested financing and does not purport to summarize all of the conditions, covenants, representations, warranties and other provisions that would be contained in any definitive documentation for the requested financing.

|                               |   |
|-------------------------------|---|
| Borrower:                     | City of Walterboro, South Carolina (the "Borrower")   |
| Lender:                       | Truist Commercial Equity, Inc.  |
| Facility/Purpose/Description: | <p>Tax Exempt (Non-Bank Qualified) Waterworks and Sewer System Revenue Bond via a Variable Rate revolving line of credit (the "Line" or "Series 2023 Note").</p> <p>Proceeds of the Series 2023 Note will be used to provide funds: (1) to defray or reimburse a portion of the costs of certain expansions, additions and improvements to Borrower's water and sewer utility system, including construction of a wastewater treatment plant (the "Project"), and (2) to pay certain costs and expenses relating to the issuance of the Series 2023 Note.</p>   |
| Amount:                       | Up to \$13,500,000  |
| Funding:                      | <p>Drawn amounts available under the Line (each an "Advance") may be borrowed from the date the Facility first becomes effective ("Closing Date") until the Maturity Date (as defined below). The Line may be drawn down as needed, with draws limited to no more than four (4) per month with minimum draws of \$250,000 each after the initial draw.</p> <p>Initially, at no time shall the Note have an outstanding balance of more than \$8,300,000 without Lender consent, which if given, will then allow utilization of the full line amount of up to \$13,500,000 for the duration of the remaining term.</p> |
| Repayment:                    | Accrued interest shall be payable monthly on the 1st day of every month, and a final payment equal to the unpaid balance of principal plus accrued and unpaid interest and any other amounts owed, due and payable on the Maturity Date.  |
| Maturity Date:                | Five (5) years from the closing date of the Series 2023 Note  |
| Fees:                         | None  |



| <p><b>Interest Rate:</b></p>                         | <table border="1" data-bbox="459 336 1410 510"> <thead> <tr> <th data-bbox="459 336 1002 403">Period</th> <th data-bbox="1008 336 1410 403">Interest Rate</th> </tr> </thead> <tbody> <tr> <td data-bbox="459 412 1002 510">Draw Period from Closing Date through Maturity Date.</td> <td data-bbox="1008 412 1410 510">79% of the sum of 1 Month Term SOFR plus 95 bps. Today's floating rate would be 4.95%</td> </tr> </tbody> </table> <p>Accrual basis: Actual / 360</p> <p>The interest rate for the Series 2023 Note will be subject to increase in the event of a Determination of Taxability (as defined herein). Upon the occurrence of a Determination of Taxability, the rate of interest payable on the Series 2023 Note shall be increased to equal the Taxable Rate (hereinafter defined), which rate shall apply both prospectively and retroactively, as applicable, to the accrual of interest on the principal balance outstanding at all times to which the Determination of Taxability relates. The additional interest resulting from any retroactive interest rate adjustment shall be immediately due and payable to the existing or any prior registered holder entitled thereto for the period or periods in question. The "Taxable Rate" means the rate of interest that would provide the Lender with an after-tax yield on the outstanding principal of the Series 2023 Note at least equal to the after-tax yield the Lender would have received if the Determination of Taxability had not occurred. All future accruals of interest at the Taxable Rate shall be due and payable on the interest payment dates set forth hereinabove.</p> <p>For purposes of the above paragraph, a "Determination of Taxability" shall be deemed to have occurred if a final decree or judgment of any federal court or a final action of the Internal Revenue Service is taken which determines that interest paid or payable on the Series 2023 Note is or was includable in the gross income of Lender for federal income tax purposes under the Internal Revenue Code of 1986, as amended, resulting from any action or inaction by the Borrower; provided, that for purposes hereof, (i) no such decree, judgment or action will be considered final for this purpose, however, unless the Borrower has been given written notice and, if it is so desired and is legally allowed, has been afforded the opportunity to contest the same, either directly or in the name of Lender and until conclusion of any appellate review, if sought, and (ii) a Determination of Taxability shall not be deemed to occur as a result of any actions beyond the immediate or actual control of the Issuer, including, but not limited to, any actions of the Lender or its assigns.</p> <p>In no event will One-Month Term SOFR ever be less than 0.00%.</p> <p>"Term SOFR" with respect to any day means the secured overnight financing rate published for such day by the Federal Reserve Bank of New York, as the administrator of the benchmark, (or a successor administrator) on the Federal Reserve Bank of New York's Website.</p> | Period | Interest Rate | Draw Period from Closing Date through Maturity Date. | 79% of the sum of 1 Month Term SOFR plus 95 bps. Today's floating rate would be 4.95% |
|--|---|--------|---------------|--|---|
| Period   | Interest Rate   |        |               |  |   |
| Draw Period from Closing Date through Maturity Date. | 79% of the sum of 1 Month Term SOFR plus 95 bps. Today's floating rate would be 4.95%   |        |               |  |   |
| <p><b>Prepayment:</b></p>                            | <p>The Lender will allow prepayment without any penalty at any time prior to the Maturity Date.</p>   |        |               |  |   |
| <p><b>Security:</b></p>                              | <p>The Series 2023 Note, together with interest thereon, will be secured by and payable solely from the receipts and revenues derived from the operation of the System including all service fees (including connection, tap and impact fees, availability fees, and meter purchases) (collectively, the "Gross Revenues").</p>   |        |               |  |   |

[-Private-]

|                                       |   |
|---------------------------------------|---|
|                                       | The pledge and lien securing the Bond will be on a parity in all respects with the pledge and lien securing the Parity Bonds and any additional Series of Bonds issued from time to time under the terms of and in conformance with the terms of the Bond Ordinance.  |
| Documentation:                        | All documentation shall appropriately structure the financing according to Federal and State statutes, subject to acceptable review by Lender and its counsel. The Series 2023 Note will not be presented for payment unless required by documentation.   |
| Covenants:                            | Usual and customary covenants, reporting requirements, representations and warranties and events of default, for transactions of this type, including, without limitation, the following financial covenants and reporting requirements: <ul style="list-style-type: none"> <li>• In accordance with the existing Bond Ordinance and any applicable Supplemental Agreements.</li> <li>• The Borrower shall submit to the Lender or post to EMMA, annual audited financial statements within 270 days of fiscal year end, together with any other information the Lender may reasonably request.</li> <li>• The Borrower shall submit to the Lender an Annual Budget within 30 days of adoption.</li> <li>• The Lender shall have acceleration rights.</li> </ul>  |
| Conditions Precedent and Other Terms: | <ol style="list-style-type: none"> <li>1. <u>Borrower's Counsel Opinion</u>: An opinion of Borrower's counsel covering matters customary to transactions such as this and in all respects acceptable to the Bank, the Lender and its counsel.</li> <li>2. <u>Bond Counsel Opinion</u>: An approving opinion of bond counsel related to the Series 2023 Note in form and substance satisfactory to the Lender, which shall include, without limitation, an opinion that the interest on the Series 2023 Note is excludable from gross income for Federal income tax purposes.</li> <li>3. <u>Other Items</u>: The Bank and the Lender shall have received such other documents, instruments, approvals or opinions as may be reasonably requested.</li> </ol>  |
| Lender's Legal Counsel                | The Lender's legal counsel will be Amy Johnson with Moore & Van Allen, PLLC. Estimated fees for the closing of the Series 2023 Note are \$6,000 and shall be paid by the Borrower, whether or not the Series 2023 Note described herein is closed.  |
| Governing Law & Jurisdiction:         | State of South Carolina   |
| Municipal Advisor Disclosure:         | The Bank is a regulated bank and makes direct purchase loans to Municipal Entities and Obligated Persons as defined under the Municipal Advisor Rule, and in this term sheet is solely providing information regarding the terms under which it would make such a purchase for its own account. The Bank is not recommending an action or providing any advice to the Borrower and is not acting as a municipal advisor or financial advisor. The Bank is not serving in a fiduciary capacity pursuant to Section 15B of the Securities Exchange Act of 1934 with respect to the information and material contained in this communication. The Bank is acting in its own interest. Before acting on the information or material contained herein, the Borrower should seek the advice of an IRMA and any other professional advisors which it deems appropriate for the Loan described herein, especially with respect to any legal, regulatory, tax or accounting treatment. |

[-Private-]

|                  |  |
|------------------|--|
| Patriot Act:     | Pursuant to the requirements of the Patriot Act, the Bank and its affiliates are required to obtain, verify and record information that identifies loan obligors, which information includes the name, address, tax identification number and other information regarding obligors that will allow Lender to identify obligors in accordance with the Patriot Act, and Lender is hereby so authorized. This notice is given in accordance with the requirements of the Patriot Act and is effective for the Bank and its affiliates. |
| Expiration Date: | This Term Sheet shall expire on December 10, 2023 unless a formal commitment letter has been issued prior to such date.  |

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**ORDINANCE # 2023-18**

**A SERIES ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF WATERWORKS AND SEWER SYSTEM IMPROVEMENT REVENUE BONDS OF THE CITY OF WALTERBORO, SOUTH CAROLINA IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT EXCEEDING THIRTEEN MILLION FIVE HUNDRED THOUSAND DOLLARS (\$13,500,000) OR THE MAXIMUM CREDIT AMOUNT, AS APPLICABLE; AND OTHER MATTERS RELATING THERETO.**

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**2023 SERIES ORDINANCE**

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**Enacted December 5, 2023**

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EXHIBIT A – FORM OF BOND  
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NOW THEREFORE, BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF WALTERBORO, SOUTH CAROLINA, IN MEETING DULY ASSEMBLED, THAT:

## ARTICLE I

### FINDINGS OF FACT

#### Section 1.01 Findings.

Incident to the enactment of this series ordinance (this “**2023 Series Ordinance**”), and the issuance of the waterworks and sewer system revenue bonds provided for herein (the “**Series 2023 Bonds**”), the City Council of the City of Walterboro (the “**City Council**”), the governing body of the City of Walterboro, South Carolina (the “**City**”), finds that the facts set forth in this Article exist and the following statements are in all respects true and correct:

(A) The City Council has made general provision for the issuance from time to time of waterworks and sewer system revenue bonds (the “**Bonds**”) of the City by bond ordinance number 2016-09, entitled “AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF WATERWORKS AND SEWER SYSTEM REVENUE BONDS OF THE CITY OF WALTERBORO, SOUTH CAROLINA, AND OTHER MATTERS RELATING THERETO” enacted by the City Council on November 1, 2016 (the “**2016 Bond Ordinance**”), as amended by that first amendment to the 2016 Bond Ordinance entitled “AN ORDINANCE AMENDING THAT CERTAIN AMENDED AND RESTATED BOND ORDINANCE ENTITLED ‘AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF WATERWORKS AND SEWER SYSTEM REVENUE BONDS OF THE CITY OF WALTERBORO, SOUTH CAROLINA, AND OTHER MATTERS RELATING THERETO’ ENACTED ON NOVEMBER 1, 2016; AND OTHER MATTERS RELATING THERETO” enacted by the City Council on December 5, 2023 (the “**2023 Amendment**,” and together with the 2016 Bond Ordinance, the “**Bond Ordinance**”). Terms with initial capitals and not otherwise defined herein shall have the meanings ascribed thereto in the Bond Ordinance.

(B) It is provided in and by the Bond Ordinance that, upon enactment of a “Series Ordinance,” there may be issued one or more Series of Bonds for the purpose of, among other things: (1) obtaining funds for expansions, additions and improvements of the System, including the recoupment of funds already so expended; (2) providing funds for the payment of any bond anticipation notes; (3) refunding Bonds or certain other obligations; (4) providing funds for the payment of interest due on any Bonds; (5) funding a Debt Service Reserve Fund, if any, in an amount equal to the Reserve Requirement; and (6) paying the costs of issuance of Bonds, including any credit enhancement therefor.

(C) The City has the following Series of Bonds currently Outstanding (collectively, the “**Parity Bonds**”):

(1) the \$3,062,830 final principal amount Waterworks and Sewer System Improvement Revenue Bond, Series 2009 (State Water Pollution Control Revolving Fund, Loan Number S1-122-09-441-06), dated August 14, 2009;

(2) the \$1,480,000 final principal amount Waterworks and Sewer System Improvement Revenue Bond, Series 2017 (State Water Pollution Control Revolving Fund, Loan Number X1-181-16-441-08), dated January 31, 2017; and

(3) the \$7,000,000 original principal amount Waterworks and Sewer System Improvement Revenue Bond, Series 2021, dated March 11, 2021.

(D) Upon the basis of the authority provided in the Bond Ordinance, the City has determined to issue the Series 2023 Bonds: (1) to defray or reimburse a portion of the costs of certain expansions, additions and improvements to the City's water and sewer utility system, including construction of a wastewater treatment plant (the "**2023 Project**"); (2) to fund the 2023 Debt Service Reserve Fund (as defined herein), if any, in an amount equal to the 2023 Reserve Requirement (as defined herein); and (3) to pay the costs of issuance of the Series 2023 Bonds, including payment of any premium due on any Municipal Bond Insurance Policy.

(E) Upon the issuance of the Series 2023 Bonds, the Series 2023 Bonds, together with all additional Series of Bonds issued pursuant to the terms of the Bond Ordinance, shall be issued on a parity with the Parity Bonds.

(F) By reason of the foregoing, the City has determined to enact this 2023 Series Ordinance in accordance with the terms and provisions of the Bond Ordinance in order to issue the Series 2023 Bonds for the purposes described in Paragraph (D) above.

Section 1.02     Determinations Required by Section 4.01(B) of the Bond Ordinance.

(A) The City Council hereby specifies and determines that:

(1) the current period of usefulness of the System is as set forth in Article III hereof;

(2) the Date of Issue of the Series 2023 Bonds shall be the date that the Series 2023 Bonds are executed and delivered, or as otherwise determined by an Authorized Officer pursuant to Article V hereof;

(3) the maximum authorized principal amount of the Series 2023 Bonds is set forth at Section 4.01 hereof, and the exact principal amount of the Series 2023 Bonds shall be determined by an Authorized Officer at the closing of the Series 2023 Bonds pursuant to Article V hereof;

(4) the Bond Payment Dates, the Record Dates, and the dates and amounts of maturity of such Series 2023 Bonds, shall be determined by an Authorized Officer at the closing of such Series 2023 Bonds pursuant to Article V hereof, provided, however, no



such Series 2023 Bonds shall mature later than 30 years from the Date of Issue of the initial Series of Series 2023 Bonds;

(5) Series 2023 Bonds are necessary to provide funds to be used and expended for purposes set forth in Section 4.01(A) of the Bond Ordinance, as such purposes are particularly described at Section 4.02 hereof;

(6) the title and designation of the Series 2023 Bonds shall be as set forth at Section 4.01 hereof or as otherwise determined by an Authorized Officer pursuant to Article V hereof;

(7) Series 2023 Bonds shall be sold in accordance with Article VIII hereof in the manner determined by an Authorized Officer as authorized by Article V hereof;

(8) Series 2023 Bonds shall bear interest at rates as determined by an Authorized Officer through the sale procedures of Article VIII hereof, and the City, acting through an Authorized Officer, may enter into an interest rate swap or similar transaction with respect to the Series 2023 Bonds if such arrangement is determined and certified by the Financial Advisor (as defined herein) to be financially advantageous to the City;

(9) Series 2023 Bonds may be issued as either Serial Bonds or Term Bonds (with appropriate mandatory redemption provisions), but not as Capital Appreciation Bonds, as determined by an Authorized Officer pursuant to Article V hereof;

(10) the redemption prices and dates applicable to any Series of Series 2023 Bonds shall be as determined by an Authorized Officer at the closing of such Series 2023 Bonds pursuant to Article V hereof;

(11) The Bank of New York Mellon Trust Company, N.A. (the “*Trustee*”) shall serve as Trustee, Paying Agent, and Registrar for the Series 2023 Bonds;

(12) Series 2023 Bonds shall be in the form as provided at Section 4.09 hereof and Exhibit A hereto, with such revisions as may be approved by an Authorized Officer pursuant to Article V hereof upon the advice of Bond Counsel, the execution thereof being conclusive evidence of such approval;

(13) The initial maturity of each Series of Series 2023 Bonds shall be numbered R-1 thereafter shall be sequentially numbered “R-” thereafter and shall be issued in denominations of \$5,000 or any integral multiple thereof; provided, however, that Series 2023 Bonds sold to a Direct Placement Purchaser shall be issued as single, typewritten bonds in the denomination of the principal amount of such Series of Series 2023 Bonds;

(14) Series 2023 Bonds may be issued in book-entry form as permitted by Section 4.20 of the Bond Ordinance determined by an Authorized Officer at the closing of such Series 2023 Bonds pursuant to Article V hereof;

(15) The Reserve Requirement has been met, as may be applicable to the Parity Bonds; no 2023 Debt Service Reserve Fund is contemplated to be established in

connection with the Series 2023 Bonds, and thus no Series Reserve Requirement is anticipated to be established, however if the Authorized Officer determines that a Series Debt Service Reserve Fund shall assist the City in obtaining more advantageous terms, he may establish both a Series Debt Service Reserve Fund and establish a Series Reserve Requirement;

(16) the proceeds of Series 2023 Bonds shall be applied as set forth at Article VII hereof; and

(17) the 2023 Debt Service Fund is established pursuant to Section 4.06 hereof; the 2023 Project Fund and 2023 COI Account are established pursuant to Section 7.02 hereof.

[End of Article I]

## ARTICLE II

### DEFINITIONS AND CONSTRUCTION

#### Section 2.01    Definitions.

(A) Except as provided in subsection (B) below, all capitalized terms which are defined in Section 2.02 of the Bond Ordinance shall have the meanings given the same in this 2023 Series Ordinance.

(B) As used in this 2023 Series Ordinance, unless the context shall otherwise require, the following terms shall have the following respective meanings:

“**2023 COI Account**” shall mean that account created within the 2023 Project Fund pursuant to Section 7.02 hereof.

“**2023 Debt Service Fund**” shall mean the fund of that name established by this 2023 Series Ordinance pursuant to Section 7.03 of the Bond Ordinance.

“**2023 Debt Service Reserve Fund**” shall mean the fund of that name authorized to be established by this 2023 Series Ordinance pursuant to Section 7.04 of the Bond Ordinance.

“**2023 Project**” shall mean the project defined at Section 1.01(D) hereof.

“**2023 Project Fund**” shall mean the fund created at Section 7.02 hereof.

“**2023 Reserve Requirement**” if any, shall mean an amount determined by the Authorized Officer in compliance with the provisions and requirements of the Code.

“**2023 Series Ordinance**” shall mean this ordinance of the City Council.

“**Authorized Officer**” shall have the meaning ascribed thereto in the Bond Ordinance, but for purposes of making the determinations provided for under Article V of this 2023 Series Ordinance, the City Manager shall constitute the sole Authorized Officer.

“**Book-Entry System**” shall mean, with respect to the Series 2023 Bonds, if applicable, a form or system, as applicable, under which (i) the ownership of beneficial interests in the Series 2023 Bonds may be transferred only through a book-entry, and (ii) physical Series 2023 Bonds in fully registered form are registered only in the name of a Securities Depository or its Securities Depository Nominee. The book-entry maintained by the Securities Depository is the record that identifies the owners of participatory interests in the Series 2023 Bonds, when subject to the Book-Entry System.

“**Date of Issue**” shall mean, with respect to a Series of Series 2023 Bonds, the date determined under Article V in accordance with Section 4.03 hereof.

“**DTC**” means The Depository Trust Company, New York, New York.

“**Governmental Unit**” means a state or local governmental unit within the meaning of Section 141(b) of the Code.

“**Maximum Credit Amount**” means \$40,500,000.

“**Maximum Outstanding Credit Amount**” means \$13,500,000.

“**Nongovernmental Person**” means any Person other than a Governmental Unit.

“**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.

“**Revolving Credit Facility**” means the Series 2023 Bonds issued as a revolving credit facility whereupon the City may borrow, repay and reborrow funds up to the Maximum Credit Amount.

“**Securities Depository**” shall mean DTC, or another recognized securities depository selected by the City Council, which securities depository maintains a Book-Entry System in respect of the Series 2023 Bonds, and shall include any substitute for or successor to the securities depository initially acting as Securities Depository.

“**Securities Depository Nominee**” shall mean, as to any Securities Depository, such Securities Depository or the nominee of such Securities Depository in whose name there shall be registered on the registration books maintained by the Registrar the Series 2023 Bond certificates to be delivered to and immobilized at such Securities Depository during the continuation with such Securities Depository of participation in its Book-Entry System. Cede & Co. shall serve as the initial Securities Depository Nominee hereunder.

“**Serial Bonds**” shall mean any Series of the 2023 Bonds which are stated to mature in installments and for which there are no mandatory sinking fund provisions.

“**Series 2023 Bonds**” shall mean the one or more Series of Bonds authorized and designated by Section 4.01 of this 2023 Series Ordinance.

“**Taxable Bonds**” has the meaning given such term in Section 9.01(F) hereof.

“**Term Bonds**” shall mean any of the Series 2023 Bonds which are stated to mature in a single year and which are subject to mandatory sinking fund redemption prior to the stated maturity date.

“**Trustee**” shall mean The Bank of New York Mellon Trust Company, N.A., its successors and assigns.

Section 2.02 Authority for this 2023 Series Ordinance.

This 2023 Series Ordinance is enacted pursuant to the provisions of the Bond Ordinance.

[End of Article II]

**ARTICLE III**

**USEFUL LIFE**

Section 3.01    Determination of the Useful Life of the System.

The period of usefulness of the System is hereby determined to be not less than 40 years from the date of enactment of this 2023 Series Ordinance.

[End of Article III]

## ARTICLE IV

### AUTHORIZATION AND TERMS OF THE SERIES 2023 BONDS

#### Section 4.01     Principal Amount; Designation of Series 2023 Bonds.

(A) Pursuant to the provisions of the Bond Ordinance, one or more Series of Bonds of the City entitled to the benefits, protection, and security of the provisions of the Bond Ordinance is hereby authorized in the aggregate principal amount of not exceeding Thirteen Million Five Hundred Thousand Dollars (\$13,500,000) or the Maximum Credit Amount, as applicable; such Series of Bonds so authorized shall be designated as the “City of Walterboro, South Carolina, Waterworks and Sewer System Improvement Revenue Bond[s], Series 2023” (the “*Series 2023 Bonds*”) and shall bear a numeric or alphanumeric Series designation as may be necessary to distinguish them from the Bonds of every other Series, and shall designate the year in which the Series is issued. The Series 2023 Bonds may be sold as a single Series or from time to time as multiple Series bearing any such designation as appropriate. References herein to the Series 2023 Bonds shall include all Series of Bonds authorized by this 2023 Series Ordinance. As authorized by Section 9.01(F) hereof, any Series of the Series 2023 Bonds may be issued as Taxable Bonds, and in such event, it shall bear an appropriate designation so as to distinguish its tax status.

(B) Should the Series 2023 Bond not be issued in calendar year 2023, the designation for the Series 2023 Bond and all other references to “2023” recited herein shall be changed to appropriately reflect the year of such actual issuance. References herein to the Series 2023 Bond shall include all Series of Bonds.

#### Section 4.02     Purposes of the Series 2023 Bonds.

The Series 2023 Bonds are authorized for the principal purposes of:

- (1) Defraying all or a portion of the cost of the 2023 Project, including the recoument of costs previously paid or incurred in connection with the 2023 Project;
- (2) Funding the 2023 Debt Service Reserve Fund, if any, in an amount equal to the 2023 Reserve Requirement in a manner permitted by the Bond Ordinance; and
- (3) Paying certain costs and expenses relating to the issuance of the Series 2023 Bonds, including payment of any premium due on any Municipal Bond Insurance Policy or other credit enhancement.

#### Section 4.03     Date of Issue; Interest Rates; Maturity; Redemption.

(A) The Date of Issue of each Series of Series 2023 Bonds shall be the date of delivery thereof, subject to an alternative designation by the Authorized Officer. Series 2023 Bonds shall mature in such principal amounts and shall bear interest at such rates as may be determined by an Authorized Officer pursuant to Article V hereof provided that the final maturity of the Series 2023 Bonds shall not extend beyond 30 years from the Date of Issue of the initial Series of Series 2023 Bonds issued hereunder. Series 2023 Bonds shall mature as Serial Bonds or Term Bonds, with such mandatory sinking fund installments as are set forth in a schedule approved by the Authorized

Officer prior to or simultaneously with the issuance of such Series 2023 Bonds. Series 2023 Bonds may be issued as Partially Amortizing Bonds at the election of an Authorized Officer.

(B) Interest on any Series of Series 2023 Bonds shall be payable on such Bond Payment Dates as are determined by the Authorized Officer pursuant to Article V hereof. Such interest shall be calculated on the basis of either (i) a 360-day year consisting of twelve 30-day months, or (ii) on an actual/360 basis (meaning that interest is computed for the actual number of days elapsed on the basis of 360-day year), as determined by an Authorized Officer. Consistent with the terms of the Bond Ordinance, the Record Dates for the payment of interest on Series 2023 Bonds shall be the 15th day of the month prior to each Bond Payment Date.

(C) Series 2023 Bonds may be subject to redemption prior to maturity, upon such terms and conditions, and at such redemption prices, as may be established by an Authorized Officer pursuant to Article V hereof prior to or simultaneously with the issuance of the applicable Series of Series 2023 Bonds.

Section 4.04 Authentication; Payment of Series 2023 Bonds.

(A) The Series 2023 Bonds shall be authenticated by the Registrar on or before such date as they shall, in each case, be delivered. Each of the Series 2023 Bonds shall bear interest from its respective Date of Issue 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 authentication of such Series 2023 Bonds.

(B) The interest on the Series 2023 Bonds shall be paid by check or draft mailed from the office of the Trustee to the person in whose name each of the Series 2023 Bonds is registered at the close of business on the Record Date; provided, however, that any Holder of such Series 2023 Bonds in the aggregate principal amount of \$1,000,000 or more may request (in writing at least 20 days prior to the respective Bond Payment Date, delivered to the paying agent), that interest payments be made by wire transfer to such Holder at an account maintained by a financial institution located in the continental United States specified in such request.

(C) Presentment of the Series 2023 Bonds for payment shall not be required, except for the final payment of the principal and interest thereon (whether at maturity or by redemption, tender or otherwise) or upon such other condition or indicia of satisfaction as may be mutually agreed-upon by the City and the Holder of such Series 2023 Bonds.

Section 4.05     Denomination of the Series 2023 Bonds.

Series 2023 Bonds shall be issued either (i) in denominations of \$5,000 or any integral multiple thereof, or (ii) as single, typewritten bond or bonds in the aggregate principal amount of such Series of Series 2023 Bonds. Each Series 2023 Bond shall be numbered by the Trustee in such a fashion as to reflect the fact that it is one of the Series 2023 Bonds, and to identify the owner thereof on the books kept by the Registrar. The initial maturity of each Series of Series 2023 Bonds shall be numbered R-1, and thereafter sequentially “R-” numbered for identification.

Section 4.06     Establishment of 2023 Debt Service Fund.

In accordance with Section 7.03 of the Bond Ordinance, the 2023 Debt Service Fund is hereby directed to be established by the Trustee on the Date of Issue of the Series 2023 Bonds for the benefit of the Holders of the Series 2023 Bonds. In the event that more than one Series of Bonds is issued pursuant to the terms of this 2023 Series Ordinance, a separate Debt Service Fund shall be established for each such Series.

Section 4.07     2023 Debt Service Reserve Fund.

In accordance with Section 7.04 of the Bond Ordinance and the terms of this 2023 Series Ordinance, if the Authorized Officer determines that the 2023 Debt Service Reserve Fund is necessary and desirable, he shall direct the Trustee in writing to establish such 2023 Debt Service Reserve Fund. If established, the 2023 Debt Service Reserve Fund shall be maintained by the Trustee in accordance with the provisions of the Bond Ordinance in an amount equal to the 2023 Reserve Requirement, as may be determined in accordance with Article V hereof. The 2023 Debt Service Reserve Fund, if established, may be funded by cash or another method permitted by Section 7.04(D) of the Bond Ordinance, such method of funding to be determined by an Authorized Officer.

Section 4.08     Appointment of Trustee, Paying Agent, and Registrar.

The Bank of New York Mellon Trust Company, N.A. is hereby appointed as Trustee, Paying Agent, and Registrar under the Bond Ordinance and this 2023 Series Ordinance. The Trustee shall signify its acceptance of the duties of Trustee, Paying Agent and Registrar upon delivery of the Series 2023 Bonds. The City shall pay to the Trustee from time-to-time reasonable compensation based on the then-standard fee schedule of such parties for all services rendered under the Bond Ordinance and this 2023 Series Ordinance, and also all reasonable expenses, charges, counsel fees, costs and expenses, and other disbursements, including those of its attorneys, agents, and employees, incurred in and about the performance of their powers and duties under the Bond Ordinance and this 2023 Series Ordinance. As necessary to confirm the duties, roles and responsibilities of the Trustee for the Series 2023 Bonds, the Authorized Officer shall be authorized to execute and deliver all documentation reasonably requested by the Trustee.

The Series 2023 Bonds shall be presented for registration of transfers and exchanges, and notices and demands to or upon the Trustee and the City in respect of the Series 2023 Bonds may be served, at the corporate trust office of the Trustee.

The Trustee (or any affiliate thereof which holds the funds and accounts hereunder as depository on behalf of the Trustee) shall be a member of the Federal Deposit Insurance



Corporation (the “**FDIC**”) and shall remain such a member throughout the period during which it shall act as Trustee, Paying Agent, and Registrar. The Trustee, in its capacity as Trustee, Paying Agent, and Registrar, shall accept its appointment by a written instrument embodying its agreement to remain, or maintain an affiliate that serves as depository that is, a member of the FDIC. Unless the same be secured as trust funds in the manner provided by the applicable regulations of the Comptroller of the Currency of the United States of America, and unless otherwise provided for in the Bond Ordinance and in this 2023 Series Ordinance, all un-invested moneys in the custody of the Trustee (or such affiliate thereof) in excess of the amount of such deposit insured by the FDIC, shall be secured by Government Obligations at least equal to the sum on deposit and not insured by the FDIC.

#### Section 4.09     Form of Series 2023 Bond.

The Series 2023 Bonds, together with the certificate of authentication, certificate of assignment and/or statement of insurance, if any, are to be in substantially the form attached hereto as Exhibit A with such necessary and appropriate variations, omissions and insertions as permitted or required upon advice of Bond Counsel and as determined by an Authorized Officer, or as otherwise authorized by the Bond Ordinance or this 2023 Series Ordinance, including language necessary for any Series of Partially Amortizing Bonds or Revolving Credit Facility. The execution of the Series 2023 Bonds shall constitute conclusive evidence of the approval of any changes to the form of any Series 2023 Bond.

#### Section 4.10     Book-Entry System.

Pursuant to Section 4.20 of the Bond Ordinance, if any Series of Series 2023 Bonds are sold as a public offering, such Series 2023 Bonds may be held under a Book-Entry System of a securities depository as determined pursuant to Article V hereof.

(A)     Notwithstanding anything to the contrary herein, so long as the Series 2023 Bonds are being held under a Book-Entry System of a securities depository, transfers of beneficial ownership of the Series 2023 Bonds will be effected pursuant to rules and procedures established by such securities depository. If held under a Book-Entry System, the initial securities depository for the Series 2023 Bonds will be DTC. DTC and Cede & Co., and any-successor securities depositories and successor securities depository nominees, are hereinafter referred to as the “Securities Depository” and “Securities Depository Nominees” respectively.

(B)     As long as a Book-Entry System is in effect for the Series 2023 Bonds, the Securities Depository Nominee will be recognized as the Holder of the Series 2023 Bonds for the purposes of: (i) paying the Principal Installments, interest, and redemption price, if any, on such Series 2023 Bonds, (ii) selecting the portions of such Series 2023 Bonds to be redeemed, if Series 2023 Bonds are to be redeemed in part, (iii) giving any notice permitted or required to be given to Bondholders under this 2023 Series Ordinance, (iv) registering the transfer of Series 2023 Bonds, and (v) requesting any consent or other action to be taken by the Holders of such Series 2023 Bonds, and for all other purposes whatsoever, and the Issuer shall not be affected by any notice to the contrary.

(C)     The City shall not have any responsibility or obligation to any participant, any beneficial owner or any other person claiming a beneficial ownership in any Series 2023 Bonds which are registered to a Securities Depository Nominee under or through the Securities

Depository with respect to any action taken by the Securities Depository as Holder of such Series 2023 Bonds.

(D) The Paying Agent shall pay all Principal Installments, interest and redemption price, if any, on Series 2023 Bonds issued under a Book-Entry System, only to the Securities Depository or the Securities Depository Nominee, as the case may be, for such Series 2023 Bonds, and all such payments shall be valid and effectual to fully satisfy and discharge the obligations with respect to the Principal Installments of, interest on, and redemption price, if any, of such Series 2023 Bonds.

(E) In the event that the City determines that it is in the best interest of the City to discontinue the Book-Entry System of transfer for the Series 2023 Bonds, or that the interests of the beneficial owners of the Series 2023 Bonds may be adversely affected if the Book-Entry System is continued, then the City shall notify the Securities Depository of such determination. In such event, the Registrar shall authenticate, register and deliver physical certificates for the Series 2023 Bonds in exchange for the Series 2023 Bonds registered in the name of the Securities Depository Nominee. Prior to any transfer of the Series 2023 Bonds outside of the Book-Entry System (including, but not limited to, the initial transfer outside the Book-Entry System) the transferor shall provide or cause to be provided to the Trustee all information necessary to allow the Trustee to comply with any applicable tax reporting obligations, including without limitation any cost basis reporting obligations under Section 6045 of the Code, as amended. The Trustee shall conclusively rely on the information provided to it and shall have no responsibility to verify or ensure the accuracy of such information.

(F) In the event that the Securities Depository for the Series 2023 Bonds discontinues providing its services, the City shall either engage the services of another Securities Depository or arrange with a Registrar for the delivery of physical certificates in the manner described in subsection (E) above.

(G) In connection with any notice or other communication to be provided to the Holders of Series 2023 Bonds by the City or by the Registrar with respect to any consent or other action to be taken by the Holders of Series 2023 Bonds, the City or the Registrar, as the case may be, shall establish a record date for such consent or other action and give the Securities Depository Nominee notice of such record date not less than 15 days in advance of such record date to the extent possible.

(H) At the closing of any Series 2023 Bonds and the delivery of the same to the purchaser thereof through the facilities of DTC, the Registrar may maintain custody of Bond certificates on behalf of DTC in accordance with DTC's "FAST" closing procedures.

[End of Article IV]

## ARTICLE V

### CERTAIN DELEGATIONS AND AUTHORIZATIONS

#### Section 5.01    Certain Delegations.

The City Council hereby expressly delegates to an Authorized Officer the authority, with respect to the Series 2023 Bonds, to determine, in connection with any Series of Series 2023 Bonds issued hereunder:

- (1) whether to issue the Series 2023 Bonds as a single Series or from time to time in several Series;
- (2) the manner of sale of such Series 2023 Bonds in accordance with Article VIII hereof;
- (3) whether to create and distribute preliminary and final Official Statements in connection with the issuance of such Series 2023 Bonds;
- (4) the award, or selection of underwriter, of such Series 2023 Bonds in accordance with Article VIII hereof;
- (5) the final form of such Series 2023 Bonds, whether to modify the Series designation in accordance with Section 4.01 hereof, and the exact principal amount of such Series 2023 Bonds, not to exceed \$13,500,000, or not to exceed the Maximum Credit Amount for any Revolving Credit Facility, as applicable, in the aggregate together with any other Series of Series 2023 Bonds;
- (6) whether and the extent to which such Series of Series 2023 Bonds shall be issued as Serial Bonds or Term Bonds, and whether the same should be issued at Partially Amortizing Bonds;
- (7) the Date of Issue (if other than the date of delivery), Bond Payment Dates, rate or rates of interest obtained using the sale procedures of Article VIII hereof, maturity schedule, and the final maturity of each Series of Series 2023 Bonds, not to exceed 30 years from the Date of Issue of the initial Series of Series 2023 Bonds issued hereunder;
- (8) whether such Series 2023 Bonds shall be subject to optional or mandatory redemption prior to maturity, and if so, the redemption prices applicable thereto;
- (9) whether such Series 2023 Bonds shall be issued in book-entry form and held under a Book-Entry System as permitted by Section 4.20 of the Bond Ordinance and as further described in Section 4.10 hereof; in the event that the Series 2023 Bonds are not issued in book-entry form, the Series 2023 Bond shall be delivered physical certificates payable to the registered owner thereof.

- (10) whether to use bond insurance, and if so, to make appropriate arrangements to procure any Municipal Bond Insurance Policy;
- (11) whether to establish a 2023 Reserve Requirement for such Series 2023 Bonds and to establish a 2023 Debt Service Reserve Fund in accordance with Section 4.07 hereof;
- (12) whether such Series 2023 Bonds will be designated as “qualified tax-exempt obligations” pursuant to the Code;
- (13) whether such Series 2023 Bond (or any Series thereof) shall be issued on a taxable basis;
- (14) the form of any agreement relating to, and manner of provision of, any continuing financial and operating disclosures as described at Section 9.02 hereof;
- (15) whether to issue the Series 2023 Bonds as a Revolving Credit Facility under Section 7.03 hereof; and
- (16) such other matters regarding the Series 2023 Bonds as are necessary or appropriate.

[End of Article V]

## ARTICLE VI

### EXECUTION; NO RECOURSE

#### Section 6.01     Execution of the Series 2023 Bonds.

The Series 2023 Bonds shall be executed and attested by the Mayor and the Clerk, respectively, in accordance with the applicable provisions of the Bond Ordinance; however, in the absence of the Mayor or the Clerk for any reason, an Authorized Officer shall be authorized to either execute the Series 2023 Bonds or attest to the execution of the Series 2023 Bonds on behalf of the absent party; however, in no event shall the same Authorized Officer be permitted to both execute and attest to the Series 2023 Bonds. If acting on behalf of an absent person, such Authorized Officer shall be authorized to execute, sign, certify or attest any documentation otherwise required of the Mayor or Clerk respecting the issuance and delivery of the Series 2023 Bonds.

Facsimiles or electronic signatures by the Mayor, the Clerk or any Authorized Officer are expressly authorized and permitted with respect to the Series 2023 Bonds and all closing documents and certificates associated therewith.

#### Section 6.02     No Recourse on the Series 2023 Bonds.

All covenants, stipulations, promises, agreements and obligations of the City contained in the Bond Ordinance or in this 2023 Series Ordinance shall be deemed to be the covenants, stipulation, promises, agreements and obligations of the City and not those of any officer or employee of the City in his or her individual capacity, and no recourse shall be had for the payment of the principal or redemption price of or interest on the Series 2023 Bonds or for any claim based thereon or on the Bond Ordinance or on this 2023 Series Ordinance, either jointly or severally, against any officer or employee of the City or any person executing the Series 2023 Bonds.

[End of Article VI]

## ARTICLE VII

### APPLICATION OF BOND PROCEEDS

#### Section 7.01 Use and Disposition of Bond Proceeds.

Upon the delivery of any Series 2023 Bonds and receipt of the proceeds thereof, net of underwriter's discount or premium or any other fees of the lender, such funds shall be applied as follows:

- (1) if an Authorized Officer determines to fund the 2023 Debt Service Reserve Fund, the sum or instrument equal to the 2023 Reserve Requirement, whether in cash or through a funding instrument permitted under Section 7.04(D) of the Bond Ordinance, shall be deposited into, or applied to, the 2023 Debt Service Reserve Fund; and
- (2) all remaining funds shall be deposited in the 2023 Project Fund and used to defray the costs of the 2023 Project and the costs of issuance of the Series 2023 Bonds. Amounts representing the costs of issuance of the Series 2023 Bonds shall be kept in the 2023 COI Account within the 2023 Project Fund.

#### Section 7.02 Establishment of 2023 Project Fund and 2023 COI Account.

(A) There is hereby established, in accordance with Sections 4.01(B)(17) of the Bond Ordinance, the "2023 Project Fund," and the "2023 COI Account" within the 2023 Project Fund. There shall be paid into the 2023 Project Fund the sums prescribed by Section 7.01 hereof. The 2023 Project Fund shall be held and controlled by the Trustee, unless otherwise determined by the Authorized Officer at the closing of the Series 2023 Bond.

(B) Should the Trustee hold the 2023 Project Fund, requisitions for the payment of costs of issuance from the 2023 COI Account or funds to pay or reimburse costs of the 2023 Project from the 2023 Project Fund shall be made upon written request by an Authorized Officer to the Trustee. The Trustee shall be fully protected in releasing moneys from the 2023 COI Account and 2023 Project Fund based upon such written orders of the City.

(C) Should the City hold the 2023 Project Fund, or make other reasonable arrangements for the holding of the 2023 Project Fund, disbursements therefrom shall be made by or at the direction of an Authorized Officer.

(D) Subject to Section 15.13 of the Bond Ordinance, moneys in the 2023 Project Fund shall be invested and reinvested at the written direction of the City in Authorized Investments. Upon written notification from the City by any Authorized Officer that the payment of all costs of issuance for the Series 2023 Bonds have been paid, the remaining sums therein shall be transferred by the Trustee and applied to the 2023 Debt Service Fund. If there are any funds remaining in the 2023 Project Fund upon completion of the 2023 Project, such funds shall be transferred to the 2023 Debt Service Fund and used to pay principal of and interest on the Series 2023 Bonds as the same come due.

Section 7.03 Partially Amortizing Bonds or Revolving Credit Facilities.

The Authorized Officer may determine to issue a Series of Series 2023 Bonds as a Series of Partially Amortizing Bonds, including a Revolving Credit Facility, under the Bond Ordinance. Any such facility shall be issued on a draw-down basis whereby interest shall accrue on the amount of principal advanced from time to time by the purchaser of such Series 2023 Bonds (the "**Purchaser**"). Proceeds of such Series 2023 Bonds may be advanced from time to time by the Purchaser at or following closing promptly upon the delivery by the City to the Purchaser of an advance request (each, a "**Request for Advance**"). Each Request for Advance shall be executed in the name of the City by an Authorized Officer. Each such Request for Advance shall be delivered to the Purchaser in accordance with mutually satisfactory instructions. Upon the receipt of the proceeds of any advance, such funds shall be deposited in the 2023 Project Fund and shall be used for the purposes set forth at Section 7.01.

If issued as a Revolving Credit Facility, the City may borrow, repay and reborrow under the Series 2023 Bonds, at any time, up to an amount not exceeding the Maximum Credit Amount; however, at no time may the aggregate outstanding amount of the Revolving Credit Facility exceed the Maximum Outstanding Credit Amount. The Revolving Credit Facility shall be treated as issued on the Date of Issue. In the event that all Requests for Advance are not or cannot be completed within three years from the Date of Issue, the City, working with Bond Counsel, may determine the tax implications of any Requests for Advance that may be necessary after such three year period, and if necessary, shall make arrangements for the delivery of the following items to the Purchaser and the Trustee: (1) a new 8038-G tax certificate consistent with Section 9.01(A) hereof; (2) a certificate showing compliance with Sections 4.02(4), (5) and (10) of the Bond Ordinance; (3) a certificate showing compliance with Section 4.06(6) of the Bond Ordinance; (4) an opinion of Bond Counsel as to the Revolving Credit Facility and such future Request for Advance being compliant with the Bond Ordinance, this 2023 Series Ordinance and the terms of any agreement with the Purchaser respecting the Revolving Credit Facility; and (5) any other items reasonably requested by Bond Counsel or the Purchaser.

Respecting the Revolving Credit Facility, and for purposes of compliance with Sections 4.02(1), (2), (3), the Revolving Credit Facility shall be exclusively controlled by the provisions of this 2023 Series Ordinance and any agreement between the Purchaser and the City respecting the Revolving Credit Facility. Notwithstanding the authorization for the issuance of the Revolving Credit Facility and any reborrowings thereunder, no new physical Series 2023 Bonds shall be issued so long as the terms of the Series 2023 Bonds, as supplemented or modified from the version attached hereto as Exhibit A, reflect the full structure and terms of the Revolving Credit Facility.

[End of Article VII]

## ARTICLE VIII

### SALE OF BONDS

#### Section 8.01     Sale of Bonds.

The Series 2023 Bonds may be sold on a competitive basis as set forth at Section 8.02 hereof, or on a negotiated basis as set forth at Section 8.03 hereof, as determined by an Authorized Officer.

#### Section 8.02     Competitive Sale.

The Series 2023 Bonds may be sold at a date and time certain after public notice thereof. Bids may be received at such time and date and in such manner as determined by an Authorized Officer. Unless all bids are rejected, the award of the Series 2023 Bonds may be made by an Authorized Officer to the bidder offering the most advantageous terms to the City, with the basis of such award and the date and time certain for opening bids to be set forth in a request for proposals used in connection with the sale of the Series 2023 Bonds (the “*RFP*”).

Any Series of Series 2023 Bonds sold on a competitive sale basis may be sold pursuant to either of the following methods as determined by an Authorized Officer:

- (A) *Competitive Direct Placement.* Any Series 2023 Bonds may be sold to an institution or institutions as a single instrument as a means of making a commercial loan (a “*Direct Placement Purchaser*”). The City Council authorizes an Authorized Officer to distribute the RFP to prospective purchasers of Series 2023 Bonds and award such Series 2023 Bonds to a Direct Placement Purchaser on the basis of the terms and conditions contained therein. To the extent the RFP has been distributed, or the award to any Direct Placement Purchaser has been made, prior to the enactment of this 2023 Series Ordinance, all such actions are ratified, approved and confirmed. Such Series 2023 Bonds shall be issued as a single Bond (or separate single Bonds if the Series 2023 Bonds are sold in multiple Series), without CUSIP identification (unless otherwise agreed by the Direct Placement Purchaser and an Authorized Officer on behalf of the City), shall not be issued in book-entry-only form, and no official statement shall be prepared in connection with the sale of such Series 2023 Bonds. The Direct Placement Purchaser of any such Series 2023 Bonds shall execute an investor letter to the City acknowledging its purchase of such Bonds as a means of making a commercial loan.
  
- (B) *Competitive Public Offering.* Any Series 2023 Bonds may be sold in the public capital markets to an underwriter for the purpose of reselling such Series 2023 Bonds. In such case, the City Council hereby authorizes an Authorized Officer to prepare, or cause to be prepared, a preliminary official statement and distribute the preliminary official statement and the RFP (or official notice of sale) to prospective purchasers of Series 2023 Bonds. The City Council authorizes an Authorized Officer to designate the preliminary official statement as “final” for purposes of Rule 15c2-12 of the United States Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (“*Rule 15c2-12*”). The Authorized



Officer is further authorized to see to the completion of the final form of the official statement upon the sale of such Series 2023 Bonds so that it may be provided to the underwriter of such Series 2023 Bonds. The execution and delivery of the final official statement by an Authorized Officer shall constitute conclusive evidence of the City's approval thereof. In connection with any Competitive Public Offering, an Authorized Officer is authorized to perform all actions necessary to comply with Rule 15c2-12 and any other applicable securities laws.

Section 8.03     Negotiated Sale.

Any Series 2023 Bonds sold on a negotiated basis may be sold pursuant to either of the following methods as determined by an Authorized Officer.

- (A) *Negotiated Direct Placement.* Any Series 2023 Bonds may be sold to a Direct Placement Purchaser as a means of making a commercial loan pursuant to negotiation, with or without providing for distribution of an RFP. In such case, the City Council authorizes an Authorized Officer to obtain financing proposals from one or more prospective purchasers of Series 2023 Bonds and award the Series 2023 Bonds after negotiation with prospective purchaser. Such Series 2023 Bonds shall be issued as a single Series (or separate single Bonds if the Series 2023 Bonds are sold in multiple Series), without CUSIP identification (unless otherwise agreed by the Direct Placement Purchaser and an Authorized Officer on behalf of the City). The Direct Placement Purchaser of such Series 2023 Bonds shall execute an investor letter to the City acknowledging its purchase of the Series 2023 Bonds as a means of making a commercial loan. A Purchaser under Section 7.03 shall be considered a Direct Placement Purchaser for purposes of this Section 8.03(A).
- (B) *Negotiated Public Offering.* Any Series 2023 Bonds may be sold to an underwriter pursuant to the terms of a bond purchase agreement for resale in the public capital markets. The underwriter shall be selected by the Authorized Officer upon the advice of the Financial Advisor (as defined herein) and the bond purchase agreement shall be executed by an Authorized Officer upon advice of Bond Counsel and the Financial Advisor. The execution of the bond purchase agreement by such Authorized Officer shall constitute conclusive evidence of his or her approval thereof. In such case, the City Council hereby authorizes an Authorized Officer to prepare, or cause to be prepared, a preliminary official statement and authorize the distribution of the preliminary official statement by the underwriter. The City Council authorizes an Authorized Officer to designate the preliminary official statement as "final" for purposes of Rule 15c2-12. Such Authorized Officer is further authorized to see to the completion of the final form of the official statement upon the sale of such Series 2023 Bonds so that it may be provided to the underwriter. The execution and delivery of the final official statement by an Authorized Officer shall constitute conclusive evidence of the City's approval thereof. In connection with any Negotiated Public Offering, an Authorized Officer is authorized to perform all actions necessary to comply with Rule 15c2-12 and any other applicable securities laws.

[End of Article VIII]

## ARTICLE IX

### TAX AND DISCLOSURE COVENANTS

#### Section 9.01    Tax Covenants.

(A)    *General Tax Covenant.* The City will comply with all requirements of the Code in order to preserve the tax-exempt status of the Series 2023 Bonds, including without limitation, (i) the requirement to file Form 8038-G, *Information Return for Tax-Exempt Government Obligations*, with the Internal Revenue Service, and (ii) the requirement to rebate certain arbitrage earnings to the United States Government pursuant to Section 148(f) of the Code. In this connection, the City covenants to execute any and all agreements or other documentation as it may be advised by Bond Counsel will enable it to comply with this Section 9.01, including its certification on reasonable grounds that the Series 2023 Bonds are not “arbitrage bonds” within the meaning of Section 148 of the Code.

(B)    *Tax Representations.* The City hereby represents and covenants that it will not take any action which will, or fail to take any action which failure will, cause interest on the Series 2023 Bonds to become includable in the gross income of the Holders thereof for federal income tax purposes pursuant to the provisions of the Code and the United States Treasury Regulations (the “*Regulations*”). Without limiting the generality of the foregoing, the City represents and covenants that:

(1)    All property financed or refinanced with the proceeds of the Series 2023 Bonds will be owned by the City or another political subdivision of the State so long as the Series 2023 Bonds are Outstanding in accordance with the rules governing the ownership of property for federal income tax purposes.

(2)    The City shall not use, and will not permit any party to use, the proceeds of the Series 2023 Bonds, or any bonds refunded thereby, in any manner that would result in (i) 10% or more of such proceeds being considered as having been used directly or indirectly in any trade or business carried on by any Nongovernmental Person, (ii) 5% or more of such proceeds being considered as having been used directly or indirectly in any trade or business of any Nongovernmental Person that is either “unrelated” or “disproportionate” to the governmental use of the financed facility by the City or by any other Governmental Unit (as the terms “unrelated” and “disproportionate” are defined for purposes of Section 141(b)(3) of the Code) or (iii) 5% or more of such proceeds being considered as having been used directly or indirectly to make or finance loans to any Nongovernmental Person.

(3)    The City is not a party to, and will not enter into or permit any other party to enter into, any contract with any person involving the management of any facility financed or refinanced with the proceeds of the Series 2023 Bonds or by notes paid by the Series 2023 Bonds that does not conform to the guidelines set forth in Revenue Procedure 2017-13, or a successor revenue procedure, Code provision or Regulations.

(4)    The City will not sell, or permit any other party to sell, any property financed or refinanced with the Series 2023 Bonds to any person unless it obtains an

opinion of nationally recognized bond counsel that such sale will not affect the tax-exempt status of the Series 2023 Bonds.

(5) The Series 2023 Bonds will not be “federally guaranteed” within the meaning of Section 149(b) of the Code. The City shall not enter into, or permit any other party to enter into, any leases or sales or service contract with any federal government agency with respect to any facility financed or refinanced with the proceeds of the Series 2023 Bonds 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-exempt status of the Series 2023 Bonds.

(C) *Arbitrage Bonds, Rebate.* The City covenants that no use of the proceeds of the sale of the Series 2023 Bonds shall be made which, if such use had been reasonably expected on the Date of Issue of such Series 2023 Bonds would have caused the Series 2023 Bonds to be “arbitrage bonds” as defined in the Code, and to that end the City shall:

(1) comply with the applicable regulations of the Treasury Department previously promulgated under Section 103 of the Internal Revenue Code of 1954, as amended, and any regulations promulgated under the Code, so long as the Series 2023 Bonds are Outstanding;

(2) establish such funds, make such calculations and pay such amounts, in the manner and at the times required in order to comply with the requirements of the Code and Regulations relating to required rebate of certain amounts to the United States Government;

(3) make such reports of such information at the time and places required by the Code and Regulations; and

(4) take such other action as may be required to assure that the tax-exempt status of the Series 2023 Bonds will not be impaired.

(D) *Tax Certificate.* An Authorized Officer is hereby authorized and directed to execute, at or prior to delivery of any Series of Bonds, a certificate or certificates specifying actions taken or to be taken by the City, and the reasonable expectations of such officials, with respect to such Series of Bonds, the proceeds thereof, or the City.

(E) *Bank Qualified.* Series 2023 Bonds may be designated by an Authorized Officer pursuant to Article V hereof as “qualified tax-exempt obligations” in accordance with Section 265(b)(3)(B) of the Code.

(F) *Taxable Bonds.* Prior to or upon the issuance of any Series 2023 Bonds, an Authorized Officer may, pursuant to Article V hereof, in consultation with Bond Counsel, designate a Series of Series 2023 Bonds as taxable under the Code (“**Taxable Bonds**”). The election to issue a Series of Taxable Bonds shall be clearly indicated by including the phrase “Taxable Series,” or words to that effect, in the series designation of such Taxable Bonds. The above provisions of this Section 9.01 shall not be applicable to any Series of Taxable Bonds.

(G) *Reimbursement Declaration.* The City hereby declares its intention to reimburse itself for a portion of the costs of the 2023 Project with the proceeds of Series 2023 Bonds. To that end, the City Council determines and declares as follows:

- (1) no funds from any sources other than the Series 2023 Bond are or are reasonably expected to be reserved, allocated on a long-term basis or otherwise set aside by the City pursuant to the budget or financial policies of the City for the financing of the portion of the costs of acquisition, construction, and equipping of the 2023 Project to be funded with the Series 2023 Bond;
- (2) the City reasonably expects that some portion of the expenditures incurred for the 2023 Project and the issuance of the Series 2023 Bond will be paid prior to the issuance of the Series 2023 Bond;
- (3) the City intends and reasonably expects to reimburse itself for all such expenditures paid by it with respect to the 2023 Project prior to the issuance of the Series 2023 Bond from the proceeds of the Series 2023 Bond, and such intention is consistent with the budgetary and financial circumstances of the City;
- (4) all of the costs to be paid or reimbursed from the proceeds of the Series 2023 Bond will be for costs incurred in connection with the issuance of the Series 2023 Bond, or will, at the time of payment thereof, be properly chargeable to the capital account associated with the 2023 Project (or would be so chargeable with a proper election) under general federal income tax principles; and
- (5) this Ordinance shall constitute a declaration of official intent under United States Department of the Treasury Regulation Section 1.150-2.

Section 9.02      Disclosure Covenants.

(A) The City hereby covenants and agrees that it will comply with and carry out all of the provisions of any continuing disclosure certificate or agreement, executed by an Authorized Officer and dated the date of delivery of the Series 2023 Bonds, which will meet the requirements, as applicable, of Section 11-1-85 of the South Carolina Code, which may require, among other things, that the City file with a central repository, when requested:

- (1) a copy of its annual independent audit within 30 days of its receipt and acceptance, and
- (2) event-specific information, within 30 days of an event adversely affecting more than five percent of its revenues or five percent of its tax base.

The only remedy for failure by the City to comply with the covenants in this Section 9.02 shall be an action for specific performance of this covenant. The City specifically reserves the right to amend this covenant to reflect any change in Section 11-1-85 of the South Carolina Code, without the consent of any Bondholder.

(B) The City hereby covenants and agrees that it will comply with and carry out all of the provisions of any continuing disclosure certificate, executed by an Authorized Officer and dated the date of delivery of the Series 2023 Bonds, which will meet the requirements, as applicable, of Rule 15c2-12 (the “*Continuing Disclosure Undertaking*”). Notwithstanding any other provision of this 2023 Series Ordinance, failure of the City to comply with the Continuing

Disclosure Undertaking shall not be considered an event of default hereunder; however, any Bondholder may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City to comply with its obligations under this Section. The execution of the Continuing Disclosure Undertaking shall constitute conclusive evidence of the approval by the person executing the same of any and all modifications and amendments thereto. Additionally, an Authorized Officer is authorized to contract with a dissemination agent for certain dissemination services associated with the execution and delivery of the Continuing Disclosure Undertaking. In the event the Series 2023 Bonds are sold to a Direct Placement Purchaser, no Continuing Disclosure Undertaking shall be required.

(C) As requested by a Direct Placement Purchaser of the Series 2023 Bonds, the City may furnish, or agree or arrange to provide, financial information related to or affecting the System as the Direct Placement Purchaser may reasonably request or require, and as may be agreed upon between such Direct Placement Purchaser and the City. Upon reasonable notice, the City shall permit the any Holder of the Series 2023 Bonds, or its agents and representatives, to inspect during regular business hours the City's books and records relating to or affecting the System and to make extractions therefrom. Any such covenant or agreement shall be enforceable solely by an action for specific performance and shall not constitute a default hereunder or under any Series 2023 Bond.

[End of Article IX]

**ARTICLE X**  
**MISCELLANEOUS**

Section 10.01 Severability.

If any one or more of the covenants or agreements provided in this 2023 Series Ordinance on the part of the City or any fiduciary to be performed 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 2023 Series Ordinance.

Section 10.02 Further Action.

The City Council authorizes the Authorized Officers to execute and sign all other documents, certificates, and agreements necessary or convenient to effect the purchase and sale of the Series 2023 Bonds.

Section 10.03 Professional Services.

The City Council hereby authorizes, approves or ratifies, as applicable, the engagement of PFM Financial Advisors, LLC to act as Financial Advisor (the “*Financial Advisor*”) and Pope Flynn, LLC to act as Bond Counsel and Disclosure Counsel (if applicable) in connection with the issuance of the Series 2023 Bonds and authorizes (or ratifies, as applicable) an Authorized Officer to engage the services of such other professionals and institutions of a type and in a manner customary in connection with the issuance of municipal bonds, including, but not limited to, contractual arrangements with other professionals, rating agencies, verification agents, financial and trust institutions, printers and the suppliers of other goods and services in connection with the sale, execution and delivery of the Series 2023 Bonds, as is necessary and desirable.

Section 10.04 Table of Contents and Section Headings Not Controlling.

The Table of Contents and the headings of the several articles and sections of this 2023 Series Ordinance have been prepared for convenience of reference only and shall not control, affect the meaning of, or be taken as an interpretation of any provision of this 2023 Series Ordinance.

Section 10.05 Ordinance to Constitute Contract.

In consideration of the purchase and acceptance of Series 2023 Bonds by those who shall purchase and hold the same from time to time, the provisions of this 2023 Series Ordinance shall be deemed to be and shall constitute a contract between the City and the Holder from time to time of the Series 2023 Bonds, and such provisions are covenants and agreements with such Holder which the City hereby determines 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 City shall be for the benefit, protection and security of the Holder of the Series 2023 Bonds.

Section 10.06 Ratification of Prior Action.

All prior actions of Authorized Officers in furtherance of the purposes of this 2023 Series Ordinance (including, but not limited to, any negotiated sale of Series 2023 Bonds, the submission of the RFP and any the award of the Series 2023 Bonds to a Direct Placement Purchaser under Article VIII hereof) are hereby approved, ratified and confirmed.

Section 10.07 Review by City Attorney; Public Hearing.

(A) This 2023 Series Ordinance has been reviewed by the City Attorney as to legality and form.

(B) By the terms of the City's code of ordinances, a public hearing shall be held prior to the enactment of this 2023 Series Ordinance, which authorizes issuance of the Series 2023 Bonds. Notice of the public hearing(s) shall be in substantially the form set forth in Exhibit B attached hereto, and shall be published in a newspaper of general circulation in the City at least 15 days prior to such public hearing or as may otherwise permitted by Section 15-29-40 of the South Carolina Code.

[End of Article X]

**DONE AND ORDAINED IN MEETING DULY ASSEMBLED**, this 5<sup>th</sup> day of December 2023.

**CITY OF WALTERBORO,  
SOUTH CAROLINA**

(SEAL)

By: \_\_\_\_\_  
Mayor

Attest:

\_\_\_\_\_  
City Clerk

|                          |                   |
|--------------------------|-------------------|
| 1 <sup>st</sup> Reading: | November 14, 2023 |
| Public Hearing:          | December 5, 2023  |
| 2 <sup>nd</sup> Reading: | December 5, 2023  |



**RESOLUTION NO. 2023-R-05**

**WHEREAS**, on November 9, 2023, the Walterboro Municipal Election Commission certified the results listed below for the City General Election held November 7, 2023, to elect three (3) City Councilmembers each for a four (4) year term.

|              |                   |     |
|--------------|-------------------|-----|
| City Council | Tamika Allen      | 187 |
|              | *Judy Bridge      | 306 |
|              | *Ladson Fishburne | 276 |
|              | *Paul Siegel      | 305 |
|              | Write-In          | 23  |

\*And has declared **Judy Bridge**, **Ladson Fishburne**, and **Paul Siegel** elected to City Council.

**NOW THEREFORE, BE IT RESOLVED**, by the Mayor and the Council of Walterboro, South Carolina, in Council Assembled, that the results of the election as certified by the Municipal Election Commission are accepted, ratified, and confirmed.

**DONE**, this 14<sup>th</sup> day of November, 2023.

---

William T. Young, Jr.  
Mayor

ATTEST:

---

Adrienne Nettles  
City Clerk

OFFICIAL RESULTS  
MUNICIPAL ELECTION  
CITY OF WALTERBORO  
NOVEMBER 7, 2023  
COLLETON COUNTY, SOUTH CAROLINA

We, the Municipal Election Commission of the City of Walterboro, hereby certify the following official results for the municipal election held on November 7, 2023:


| City Council       | Votes |
|--------------------|-------|
| Tamika Allen       | 187   |
| Judy Bridge *      | 306   |
| Ladson Fishburne * | 276   |
| Paul Siegel *      | 305   |
| Write-In           | 23    |

- And has declared Paul Siegel, Ladson Fishburne, and Judy Bridge elected to City Council.

November 9, 2023

MUNICIPAL ELECTION COMMISSION

\_\_\_\_\_  
T. Payton Crosby, Chairman

  
\_\_\_\_\_  
Diane Downey

  
\_\_\_\_\_  
Monroe Rhodes, Jr.

The logo for the Pancreatic Cancer Action Network, featuring the text "PANCREATIC CANCER ACTION NETWORK" in white, uppercase letters on a dark blue square background.

PANCREATIC  
CANCER  
ACTION  
NETWORK

## **Pancreatic Cancer Proclamation**

**Declaring November 16 as World Pancreatic Cancer Day in the City of Walterboro.**

**WHEREAS** in 2023, an estimated 64,050 people will be diagnosed with pancreatic cancer in the United States and 50,550 will die from the disease and;

**WHEREAS** pancreatic cancer is one of the deadliest cancers, is currently the third leading cause of cancer death in the United States, and is projected to become the second leading cause around 2030 and;

**WHEREAS** pancreatic cancer is the only major cancer with a five-year relative survival rate at just 12 percent and;

**WHEREAS** when symptoms of pancreatic cancer present themselves, it is generally in later stages, and 88 percent of pancreatic cancer patients die within the first five years and;

**WHEREAS** approximately 900 deaths will occur in South Carolina in 2023 and;

**WHEREAS** pancreatic cancer is the seventh most common cause of cancer-related death across the world and;

**WHEREAS** there were an estimated 495,773 new pancreatic cancer cases diagnosed worldwide in 2020;

**WHEREAS** the good health and well-being of the residents of the City of Walterboro are enhanced as a direct result of increased awareness about the symptoms and risks of pancreatic cancer, and research into early detection, causes, and effective treatments;

**NOW, THEREFORE BE IT RESOLVED** that the Mayor and City Council of the City of Walterboro declare November 16 as World Pancreatic Cancer Day in the City of Walterboro.

---

William T. Young, Jr.,  
Mayor

ATTEST:

---

Adrienne Nettles  
City Clerk

**CITY OF WALTERBORO**  
**PARADE/PROCESSION PERMIT REQUEST**

(PLEASE PRINT INFORMATION REQUESTED)

Application Date: 11-6-2023

1. Person submitting application: Herman G. Bright  
Address: 538 St. Peters Road - Walterboro, SC 29488  
Telephone: 843-217-5000
  
2. Name of Organization: Walterboro Shrine Club of Arabian Temple #1  
Chairperson/President: Cornelius Shepherd  
Address: 111 Tomuco Lane, Summerville, SC 29483  
Telephone: 843-530-6798
  
3. Parade Chairman: Herman G. Bright  
Address: 538 St. Peters Road - Walterboro, SC 29488  
Telephone: 843-217-5000
  
4. Date/Time of Parade: 1-14-2024 . 2:30 PM
  
5. Parade Route requested (Attach Sketch) Attached
  
6. Number of Vehicles/Floats: 90 Number of Animals: 3 to 10 horses
  
7. Portion (width) of street parade will occupy: Full width
  
8. Additional Information (Upon Request): \_\_\_\_\_

Herman G. Bright  
Signature/Parade Chairman

Cornelius C. Shepherd  
Signature/Organization Chairperson

\_\_\_\_\_ Approval

\_\_\_\_\_ Disapproval

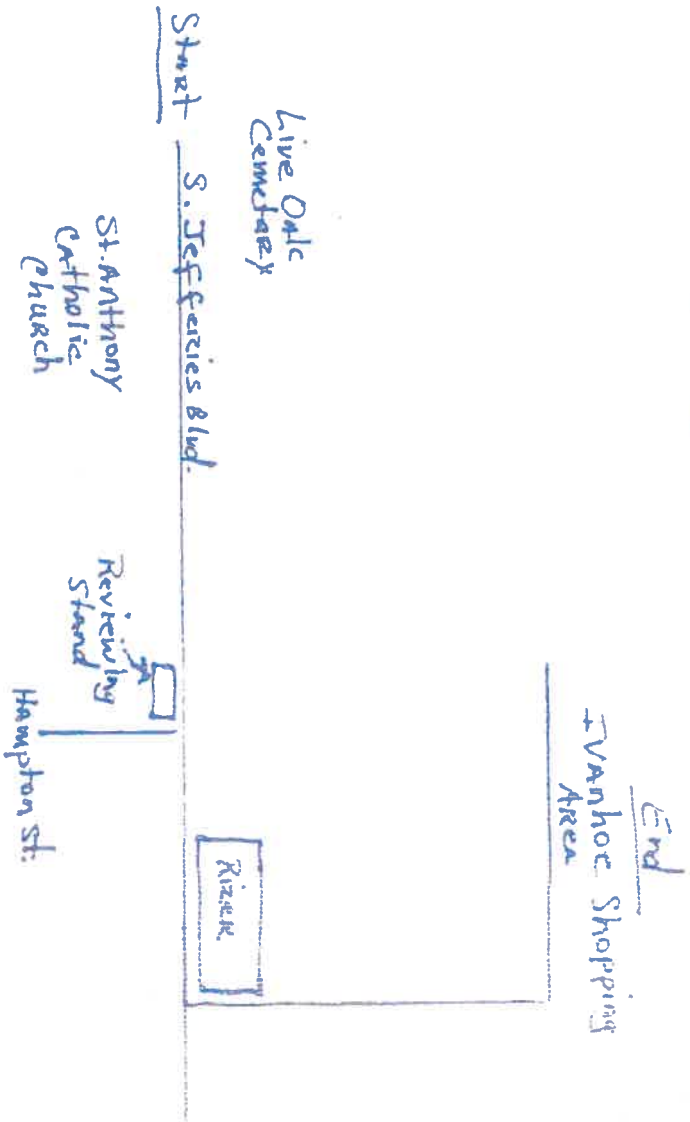
\_\_\_\_\_  
Chief of Police

\_\_\_\_\_  
City Manager

**NOTE :** >>> Call Police Department (843-782-1032) to confirm Parade/Procession Route three days prior to parade.

hgbrichte@gmail.com.

# Parade Route

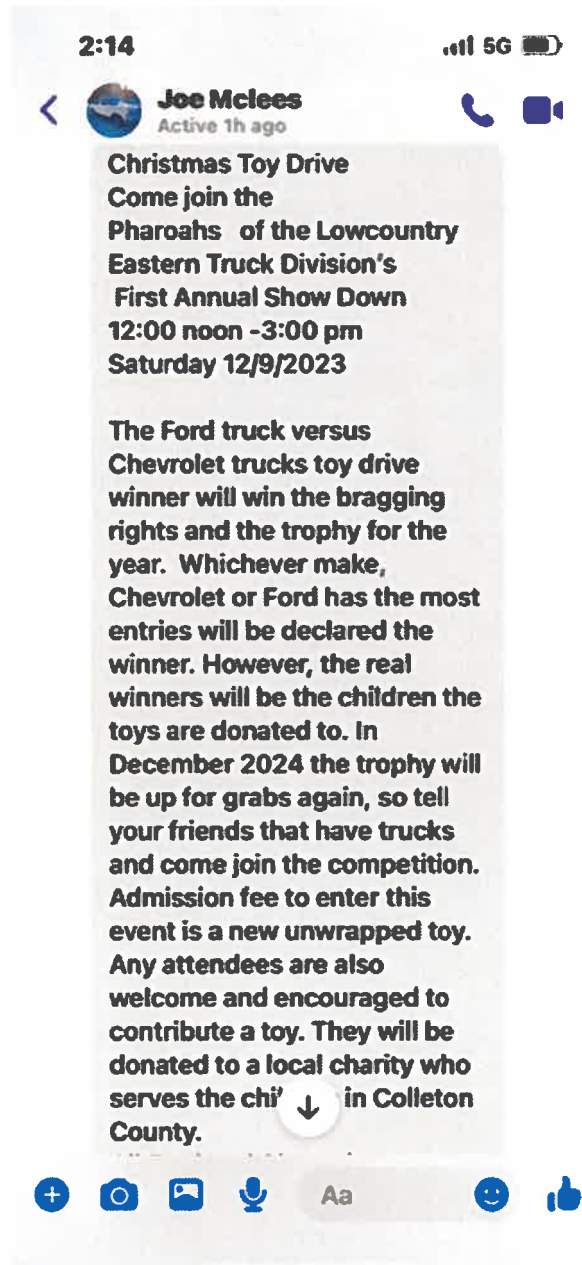


Dr. Martin Luther King Jr. Parade

## Adrienne Nettles

---

**From:** Joy <joymv@lowcountry.com>  
**Sent:** Monday, November 6, 2023 3:19 PM  
**To:** Adrienne Nettles  
**Subject:** Car Show / toy drive



CAUTION: This email originated from outside of the organization! Do not click links, open attachments or reply, unless you recognize the sender's email address and know the content is safe!

We would like to use the old Ford dealership parking lot if you would be so kind

Sent from my iPhone



Walterboro

City of Walterboro | 242 Hampton Street | Walterboro, SC 29488 | 843.782.1000

[www.walterborosc.org](http://www.walterborosc.org)

November 9, 2023

Walterboro City Council  
242 Hampton Street  
Walterboro, SC 29488

Re: Street Closures for the 2023 Christmas Parade  
Sunday, December 3, 2023

Dear Walterboro City Council,

The Walterboro Christmas Parade will be held on Sunday, December 3 at 6:30 pm. The parade route will begin on Hampton Street at the Colleton Civic Center, it will proceed east, turn right onto Jefferies Boulevard, turn right onto East Washington Street, then right onto Neyle Street, making another right on North Miller Street and ending back at the Colleton Civic Center on Hampton Street. The parade route is approximately one mile long. In addition, I am requesting that four parking spots be blocked off in front of the waterfall on Washington Street for announcing and judging the parade. After discussing with Chief Wade Marvin and his staff, I formally request Hampton Street, from Jefferies Boulevard to Lucas Street, be closed at 4:30 pm. I request that the rest of the parade route be closed at 5:30 pm.

Thank you for your favorable consideration of this request.

Sincerely,

A handwritten signature in blue ink, appearing to read "R. McLeod", is written over a light blue horizontal line.

Ryan R. McLeod  
Assistant City Manager





## *Accommodations Tax Advisory Committee*

To: Walterboro City Council  
Cc: Jeffrey P. Molinari, City Manager  
From: Accommodations Tax Advisory Committee  
Date: October 26, 2023  
Re: Approvals at the October 26, 2023 meeting

At its rescheduled called meeting held on October 26, 2023, the Accommodations Tax Advisory Committee approved the following requests:

| <u>Requests for 65% Tourism Fund</u>                         | <u>Requested</u> | <u>Approved</u> |
|--|------------------|-----------------|
| Community Innovation – Literary Tea w/Palmetto State Authors | \$17,000         | \$ 0            |
| Palmetto Cycling Coalition – Festivelo XXVI                  | \$29,900         | \$21,000        |
| SC Artisans Center – marketing and promotions                | \$35,000         | \$10,000        |

Should these requests be approved as submitted, the projected remaining balance for 2023-2024 will be approximately **\$279,696**. The remaining funds will be for consideration at the next scheduled meeting in February 2024. Therefore, the Accommodations Tax Advisory Committee respectfully requests City Council approve these items.



[ccrhck@gmail.com](mailto:ccrhck@gmail.com)



283 Coolers Dairy Road  
Walterboro, SC 29488



[www.CCRHCK.org](http://www.CCRHCK.org)



## CITY OF WALTERBORO ACCOMMODATIONS TAX FUNDING REQUEST

### I. BASIC INFORMATION

#### A. Project Name:

Literary Tea with Palmetto State Authors

#### B. Amount Requested from City of Walterboro A-tax Funds:

\$17,000

#### C. Total Cost of Project:

\$27,000

#### D. Applicant Information:

##### 1. Organization name with Federal ID number:

Employer Identification Number: 92-1965049

##### 2. Contact Name and Title of person submitting application:

Shiela Keaise, Executive Director

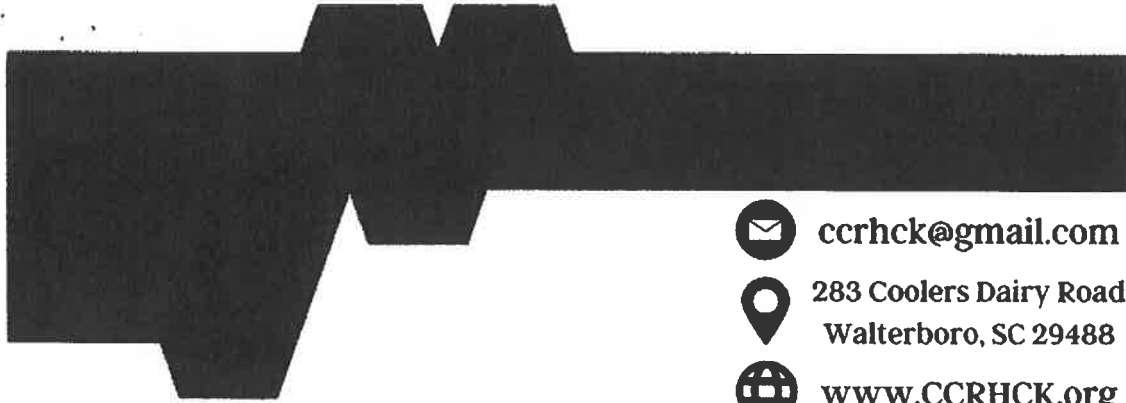
##### 3. Address:

283 Coolers Dairy Road, Walterboro, SC 29488

##### 4. Phone, Fax and E-mail:

843-217-1531 (phone)

Shielamartina2015@gmail.com (email)



[ccrhck@gmail.com](mailto:ccrhck@gmail.com)



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Walterboro, SC 29488



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## **CITY OF WALTERBORO ACCOMMODATIONS TAX FUNDING REQUEST**

**General Description (Include information about innovative ideas, community support, partnerships, and evidence of management capability):**

**Community Innovations (CI) is sponsoring the first Literary Tea with Palmetto State Authors in partnership with the Lowcountry African American Cultural Arts Festival (LAACAF), Columbia Writer's Guild, and Colleton, Dorchester, and Charleston School Districts. The Literary Tea's mission statement is to promote a better understanding among people of different cultures through the sharing of stories and poetry about the Importance of literacy from writers around the state of South Carolina.**

**Shiela Keaise, Executive Director, has 28 years of experience in nonprofit organizations and founded this program under the auspices of Community Innovations. Ms. Shiela co-chairs the Literary Tea with Palmetto State Authors with Letesha Smith, a Lexington County author. This Literary Tea is multifaceted in that we will invite at least 20 authors from around the Palmetto state to share a book talk and do a book signing at the event as well as offer a contest to writers from around the state. Authors will be asked to share their books and an inspirational story behind their literary journey. Hors d'oeuvres will be available to all who attend and no more than five door prizes given (two for authors and three for guests). Women are asked to wear hats and men dress in jackets. The first 20 authors to respond before Dec. 1 to our invitation will participate in this first annual Literary Tea.**

**Children (ages 7 – 12), teens (ages 13 – 17), and adults (ages 18 and older) will be invited to write a story or poem about the Importance of Literacy. The story or essay must be one page in length. The poem must be between seven to ten stanzas in length. Winners will receive scholarships toward their publishing dream: child winner will receive \$200, teen winner \$300, and adult winner \$500. The total cost for scholarships is \$1,000 to be given to the winners who will serve as guest entertainment for the Literary Tea. We will need to advertise the writing contest in surrounding cities and counties to reach school districts, Writer's Guilds, and colleges.**



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## **CITY OF WALTERBORO ACCOMMODATIONS TAX FUNDING REQUEST**

**We will need to do the following and give a stipend to the following which total \$3,000:**

- **Graphic Designer (\$500) to design professional flyers that will be published on social media and in newspapers.**
- **Program Coordinator (\$500) to plan, write, and direct the three months event that will culminate on February 17, 2024.**
- **Five Greeters (\$100 each X 5) to welcome the tourists, pass out programs, direct traffic, put together a program booklet, assist with cleanup, serve food and tea, and wherever is needed.**
- **Three School District & two Writer's Guild Liaisons (\$100 each X 5) to meet with schools and Guilds over 50 miles away to plan and implement the writing contest.**
- **Two Event Planners (\$250 each X 2) responsible for decorating the entire room; preparing the Kios in a separate room; coordinating the food; planning event details and aspects, including seating, dining and guests; and managing events and addressing potential problems that may arise with guests and tourists on February 17th a Tea to remember and want to return.**
- **Professional photographer (\$500) will be there to capture the experience in Walterboro. We will also use the photos to promote future events by sharing them with the general public on social media and our website. This will draw in future tourists.**



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[www.CCRHCK.org](http://www.CCRHCK.org)



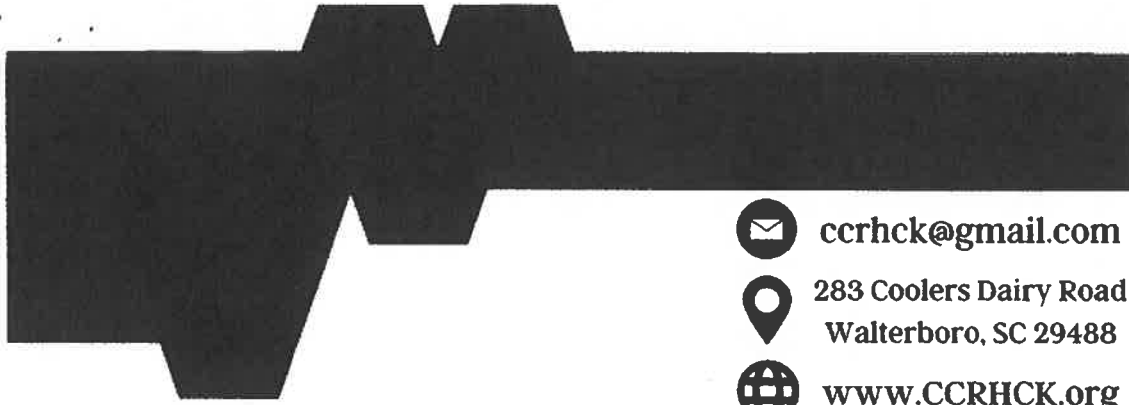
## **CITY OF WALTERBORO ACCOMMODATIONS TAX FUNDING REQUEST**

Additionally, children aged six and under will receive at least five books from the attending authors to start their home library, which equates to \$25 per child. The first ten authors to submit their registration will get the opportunity to participate in the book giveaway program. The goal is to give at least 20 visiting children at the Literary Tea a starter home library, which equates to \$500. This will help spread the importance of literacy in their communities wherever they reside. Tourists will receive books from our Palmetto State authors.

CI will use the Charleston Tea Plantation, which is now the Charleston Tea Garden as the tea supplier for the Literary Tea event. A Kiosk will be set up with tea samples and brochures of the Charleston Tea Garden in Wadmalaw Island, which is 51 miles from Walterboro in the heart of the lowcountry just a few miles south of the historic city of Charleston. We will also include brochures of Walterboro attractions.

### **Event merchandise (\$4,050):**

- The Charleston tea bags range from \$15 - \$20 per box. We will purchase 20 boxes of an assorted variety, which is estimated at \$450.
- Tea wares (\$2,000) are needed for this event for the 10 tables (8 persons per table) is \$25 per person which includes tea cups, tea kettles, condiments, and food for the tourists.
- Head table will include the Tablecloth (6 inches, 4-sided at \$250) and white round tablecloths (\$10 each X 10 tables=\$100). Large labels for each author's table will be (20 X \$5=\$100)
- Thirty-five participating authors, volunteers, and staff will receive a T-Shirt with our logo, which is valued at \$15 each. The estimated cost for the T-Shirts is \$525
- Five Door prizes during the event to include \$100 in creative prizes
- Venue to host the Literary Tea is \$500.



[ccrhck@gmail.com](mailto:ccrhck@gmail.com)



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Walterboro, SC 29488



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## **CITY OF WALTERBORO ACCOMMODATIONS TAX FUNDING REQUEST**

**Promotional costs (\$1,350) will include (1,000 each + taxes): bookmarks (\$200), silicone bracelets (\$400), pens (\$200), literacy stickers (\$250) and journals (\$300) to give away to tourists or visitors.**

**Printing costs (\$750) will include flyers(\$250), postcards. (\$200), and brochures (\$300). These flyers, postcards, and brochures for the event will be given out to attract future tourists and visitors of the Literary Tea. Some Walterboro attractions that will be advertised on the printed material include the South Carolina Artisan Center, the Tuskegee Airmen Memorial, the Walterboro Chamber of Commerce, the Farmers Market and Museum, the Colleton County CourtHouse, the Colleton County Memorial Library, and the Walterboro Wildlife Center.**

**Marketing and advertising (\$2,000) will include the following marketing budget for this once a year event:**

- **print and broadcast advertising (\$500)**
- **Press releases & Trophies for three Writing Contest winners (\$300)**
- **Postage costs (\$500)**
- **Website development (two-page spread and one year upkeep—\$500)**
- **public relations gas mileage (\$200)**

**The signage (\$550) needed to showcase our logo will include a banner (4 X 8 feet) (\$200) used to promote the Literary Tea and backdrop (\$350) that will allow tourists and visitors to take pictures. Inviting Decorations will also be included \$200.**

**Plus, Insurance (\$600 annual premium) and financial services for the event (\$150) to cover any unforeseen issues that may arise with tourists.**



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## CITY OF WALTERBORO ACCOMMODATIONS TAX FUNDING REQUEST

### **B. Benefit to Tourism**

Tourists will want to visit Walterboro, SC, again because of the many opportunities the Literary Tea will provide. Authors, guests, and tourists that attend this literary event can expect to receive some of the best tea in the lowcountry, a literary party favor, enjoy hors d'oeuvres, see local authors present and display their books, hear inspirational stories, meet literary role models, meet new writers, hear original poetry, and get a chance to win door prizes.

Just like serving food and tea can have a significant impact on the experience of a tourist in our program, so can providing photo options, a variety of tea choices, tea favors, author signings and booktalks, and scholarship opportunities. Here are three ways the activities at the Literary Tea can affect our prospective tourists:

- **Building Community:**

The quality of food and tea can directly affect the satisfaction of tourists. If they enjoy the food and drinks offered, they are more likely to have a positive experience and recommend our program to others. If they enjoy our program, they will want to come back next year and bring a friend or family member.

- **Health and safety:**

Providing safe and healthy food and beverage options is crucial for the well-being of our tourists. Our program variety will show Walterboro in a good light through our program's reputation of being creative and inclusive.

- **Cultural experience:**

Food and tea can be a way for tourists to experience the local culture. Offering traditional or unique dishes can enhance the cultural immersion of our program and make it a memorable experience for tourists. Not only will the Literary Tea showcase different cultures in books, we will provide opportunities for writers of all walks of life to compete in our writing contest.



 [ccrhck@gmail.com](mailto:ccrhck@gmail.com)

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## **CITY OF WALTERBORO ACCOMMODATIONS TAX FUNDING REQUEST**

### **C. Benefit to Community**

Community Innovations desires to promote “lifelong learning” and build literacy skills. Community members who struggle to read (often due to language barriers or illiteracy) will not be productive. Students who are illiterate are more likely to drop out of school, and adults who lack literacy skills are less likely to advance professionally or be productive citizens in the community.

This Literary Tea will bring literacy to the forefront of the community. Literacy is a powerful tool against poverty. Since women are the most powerful agents of change in their communities, it is imperative that women understand the power they have when they share the importance of reading with their children.

Literacy also builds self-esteem. The more able a person is to express themselves, the greater their confidence and their chance of living a happy, healthy life.

Finally, when citizens are literate, they're more able to follow local politics and be informed of the issues that matter to their communities. Ban Ki-moon, former UN Secretary-General said, "Illiteracy weakens communities and undermines democratic processes through marginalization and exclusion. These and other impacts can combine to destabilize societies" (Six Benefits of Literacy in the Fight Against Poverty).

**D. Tracking: Number of hotel/motel room nights projected to be added as a direct result of this project (Include brief explanation as to the calculation used for this estimate as well as description of how you plan to track this information)**

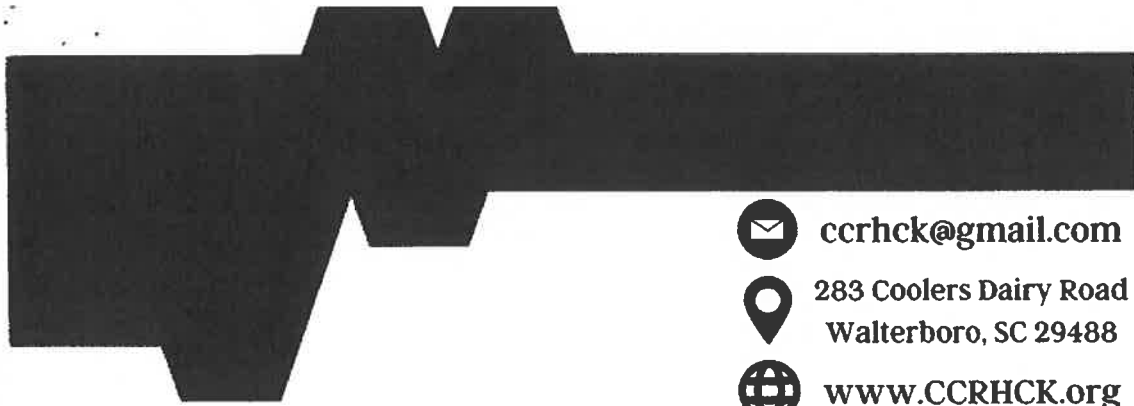
None will be needed

**E. Duration of Project (Start and End dates)**

December 1, 2023 - February 17, 2023

Contest being offered December 1, 2023 - January 25, 2024. Winners announced February 2024.





[ccrhck@gmail.com](mailto:ccrhck@gmail.com)



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Walterboro, SC 29488



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## **CITY OF WALTERBORO ACCOMMODATIONS TAX FUNDING REQUEST**

**F.List Permits (if any required)**

None will be needed

**G.Additional comments (optional)**

Community Innovations (CI) desires to provide innovative programs for children, teens, and adults by offering life changing experiences that promote growth and development.

### **IV. REQUIRED ATTACHMENTS**

**A. Letter from Secretary of State confirming non-profit status  
(Certificate on order. Proof of order attached)**

**B. Organization's latest financial statement  
Please find attached**

**C. List of applicant's board members, with full names and addresses  
Please find attached**

## **Festivelo XXVI 2023/Palmetto Cycling Coalition**

### **Accommodations Tax Funding Request 2023**

#### **I. Basic Information**

##### **A. Project Name:**

Walterboro Festivelo XXVI 2023: "A Festival of Cycling in the SC Lowcountry" (Twenty-Sixth annual)

**B. Amount requested from A-tax: \$29,900**

**C. Total Cost of Project: \$85,950**

##### **D. Applicant Information**

###### **1. Organization name with Federal ID number**

Velos of SC, dba FestiVELO

EIN 92-3317406

###### **2. Contact Name and Title of person submitting application**

Charles Fox of Festivelo, or Amy Johnson Ely of Palmetto Cycling Coalition

###### **3. Address**

4248 Dorchester Road, Charleston, SC 29405

###### **4. Phone, Fax and E-mail**

843-303-3334

[charles@festivelo.org](mailto:charles@festivelo.org) and [amy@pccsc.net](mailto:amy@pccsc.net)

#### **II. Narrative**

**Provide a detailed description of the project to be accomplished with A-tax funding to include at least the following mandatory components:**

**A. General Description (Include information about innovative ideas, community support, partnerships and evidence of management capability)**

Festivelo is recognized as one of the most unique bicycling festivals in the USA! Founded by Charles Fox and the Fox Family, Festivelo is a bicycle touring event with HQ at the Farmers Market & Museum in downtown Walterboro, S.C. The ride normally brings in 280-350 riders along with an additional 50-75 people who are non-riders and/or volunteers from 25-30 states and usually a few countries each year, for several days. 2023 will mark the 26th annual FestiVELO Ride, taking place November 8-12, 2023, out of Walterboro, SC.

Our annual four-day event offers a choice of morning rides in the Walterboro/Colleton County area, including a short, medium, and long ride (30, 65, and 100 mile options), fully supported with restrooms, food, and mechanics.

The food and festivities make Festivelo the best multi-day ride in South Carolina, because of the hot meals at the lunch stops (World O' Grits, etc.) and again at dinner (BBQ, etc.) each day when riders return to home base in Walterboro in the afternoons. This all inclusive registration and "add on's" include all the festivities one needs to celebrate a long ride with friends: themed dinners, drinks, live music, dancing, oysters, campfire, smores, wine and chocolate, etc.

For a few years now, Festivelo has been headquartered out of Walterboro, and this continues to be a great decision. The terrain is flat and the traffic is light, which makes Walterboro a good choice for people wanting to do a first Century (100 mile) ride, drawing people into a welcoming atmosphere to push their athletic abilities. The staff at the Farmer's Market & Museum continues to provide an excellent venue and support for food and facility needs.

Festivelo volunteers, facilitated by event leadership, constantly monitor the riders and course, and help is always not far away, with "Support and Gear", also known as SAG. Rest stops are located about every 15 miles, and each includes packaged snacks (Yahoo & Moon Pie, etc.), water, Gatorade, a restroom, and a bike pump. On Thursday, we lead a ride for those who have never broken the 100-mile mark, and a trophy is given to every 100 mile finisher, no matter their time. On Sunday, every rider who rides 100 miles all 4 days earns a Festivelo 100 Mile Iron Butt Trophy!

*The Walterboro location affords the opportunity to have a great ride early in the day and then visit Walterboro or surrounding cities in the afternoon and/or evening. Event organizers encourage everyone to stay in Walterboro and participate in the many different Festivelo events and visit the restaurants, antique shops, art center, wildlife sanctuary, and the other businesses.*

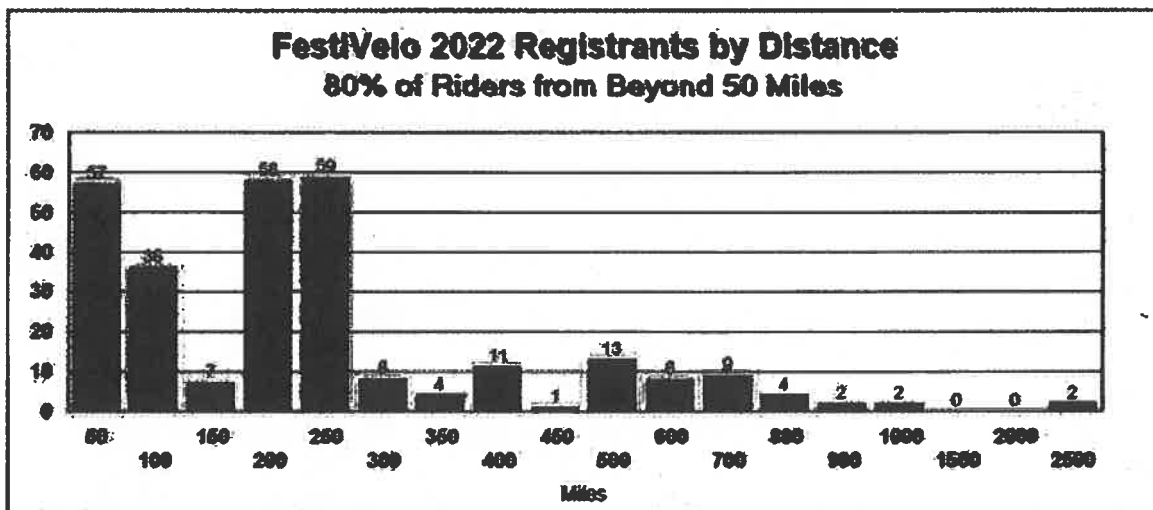
Festivelo is run by a core group of a handful of leaders, including many dozens of volunteers and a small number of modestly paid contract staff, called National Charity Event Management Service. That core group makes the ride happen every year, and they do the labor necessary to direct, setup, and promote the event each year. The expertise and partnerships of this group of leading ride managers is what sustains the ride into the future. The planning team has meetings throughout the year, via Zoom, to reconvene on a monthly basis. These meetings,

attended by 6-10 people each month, are in combination with more subcommittee meetings and emails throughout the year, which ultimately coordinates all the logistics necessary to plan, promote, and execute the ride. It is no small feat for this small group of modestly paid staffers to manage the entire operation. This small group is crucial to keeping Festivelo going every year, in addition to coordinating and motivating the much larger number of unpaid volunteers.

The use of the Racereach App is also absolutely crucial for managing the ride. Because the App is integrated with the website and registration system, the volunteer ride managers use it all the time to manage and keep track of ride logistics, volunteers, registrants, rest stops, rider locations and route viewing through location services. The App allows remote coordination through the phone, because it fully integrates 3 databases: Racereach registration, our website and routing, and Racereach volunteer management. Festivelo would be much more expensive to execute without the App. The App is utilized by the vast majority of all riders and volunteers, as it was downloaded by 432 people in 2021, and then again by 349 in 2022. The App was developed, is continuously updated and fully supported by David Cole.

**B. Benefit to Tourism**

Festivelo typically brings in over 400-500 people to Colleton County, from a total of 25-30 states and a few countries. Approximately 41% of registered riders were from outside of South Carolina in 2022, and approximately 80% of registered riders were from over 50 miles outside of Walterboro. In 2022, we estimate that approximately 754 hotel room nights were utilized by the participants along with filling the available B and B's, RV and camping locations.



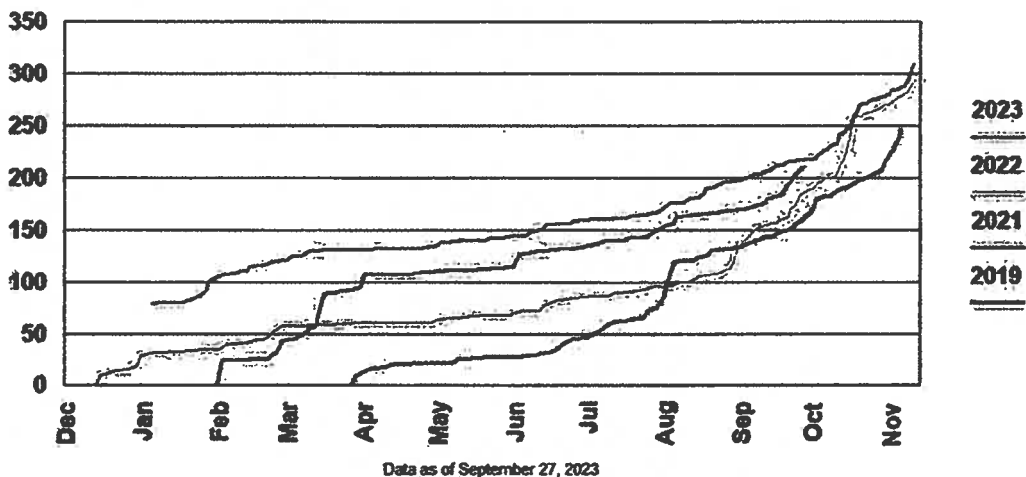
|  | Nights | Response | Total | Extrapolated |
|--|--------|----------|-------|--------------|
|  | 5      | 11       | 55    | 182          |
|  | 4      | 30       | 120   | 397          |
|  | 3      | 8        | 24    | 79           |
|  | 2      | 12       | 24    | 79           |
|  | 1      | 5        | 5     | 17           |
|  | 0      | 19       | 0     | 0            |
|  | 281    | 85       | 228   | 754          |
| <b>Note: 85 respondents stayed a total of 228 nights, which extrapolates to 754 nights total for the event</b> |        |          |       |              |

We program the Festivelo event from 5:30am until 9:30pm, so ride participants engage in the full experiences provided by the City of Walterboro. Very often, ride participants bring their family members along, since there are so many social opportunities programmed around the ride. Since the ride has normally had increasing rates of satisfaction every year, it is led by roughly the same crew of organizers.

Registrations as of late September 2023 are already surpassing those from the last 2 years, so we anticipate meeting our target goal, once again.

### Festivelo Registration by Month, 2019-2023

2023 Registrations running well ahead of prior years  
 Note: 2021 data skewed by deferred registrants from 2020



We know our participants visit the local restaurants, antique shops, art venues, and points of interest. In addition, Festivelo makes every effort to use local vendors in Walterboro/Colleton County. Walterboro is given international visibility, as well as additional press coverage in all forms of media. Many segments of the rides are filmed and photographed and shared with family, friends, and the international bicycling community. Festivelo rider demographics typically

are represented by a median age of 55 years and a higher than average median income with disposable income. As the population in the USA increases in median age, people are seeking events such as Festivelo to stay healthy and active with this low impact sport, in addition to using this event to connect with old and new friends. Our participants stay in the local hotels, eat in various restaurants, and shop in several of the retail outlets. Visitors are charmed by the quaint atmosphere and are encouraged to return.

Festivelo partnered with Hincapie to make our 2022 and 2023 jersey, in exchange for cross promotion of the Hincapie and Festivelo ride. IE, Festivelo postcards will go in their rider bags, and Hincapie postcards will go in Festivelo rider bags. The benefit here is a higher likelihood of recruiting registered riders from further outside the 50 mile radius of Walterboro.

Our 2023 Cycling Event Guide every year contains relevant information about items of interest within and around Walterboro, in addition to other content our target audience might enjoy. Our website displays information about hotels available near the ride HQ at the Farmer's Market & Museum, as well as information about Walterboro and a link to the 2023 Cycling Event Guide.

The annual marketing investment for this ride pays off, since in 2022, we obtained over 31 new riders who heard of us first on social media. These new riders will likely become repeat riders into future years ahead. Each time we use \$50 to boost a FB post, it raises the post views from an average of 550 to 8500.

### **C. Benefit to Community**

Festivelo impacts the local economy in many ways, including through hotels, restaurants, shops, and local purchase of supplies and food. The HQ is located in the city of Walterboro's downtown, in the Farmer's Market, additionally benefiting the local and often homegrown small pop-up businesses and downtown shops, with hundreds of riders drawn to the after-ride festivities. Additionally, the event provides a relaxed atmosphere for good natured fun and fitness, which offers only positive vibes from tourists visiting Walterboro.

And finally, event organizers are homegrown in SC and NC, with a heart for the lowcountry, so naturally cultural engagement is built into every SAG stop, giving tourists a chance to meet many others from Walterboro's various churches, etc., whose volunteers often host the SAG stops. The social settings of the SAG stops is one of many reasons ride participants come from all parts of the US to enjoy themselves, and that was specifically noted many times in the post ride survey.

### **D. Tracking: Number of hotel/motel room nights projected to be added as a direct result of this project (Include brief explanation as to the calculation used for this estimate as well as description of how you plan to track this information).**

In 2022, we estimate that approximately 754 hotel room nights were utilized by the participants along with filling the available RV and camping locations. Therefore, we project a conservative estimate of 700-1000 hotel rooms for 2023, based on data from the past 3 years. We've

extrapolated our 2022 estimate, based on 281 known riders, along with an additional 50-75 non-riders and volunteer organizers for 2-5 days/nights, and the majority stay 3-4 nights.

**E. Duration of Project (Start and End dates)**

The event will occur from Nov 8-12, 2023, but many volunteers show up Nov 5th. Up to 30 volunteer and staff ride organizers are in Walterboro for 5-7 days. The project is prepared in those initial days, by posting signs, parking routes, raising banners, setting up the venues for meals, music, SAG, and ride HQ, and preparing other managers and volunteers in a host of meetings.

**F. List Permits (if any required)**

Event organizers coordinate with the local sheriff, police, and fire department, and we intend to secure another Special Use Permit again for the camping location, as we did in 2022, which is for securing the church's grassy adjacent lot.

**G. Additional comments (optional)**

**III. Budget**

The budget of expenses is below. Our main source of revenue is from individual registrants, as they pay for a registration fee, that is all inclusive or pays for additional services, such as individual evening festivities (oysters), activities (chocolate obsession, wine night, etc.), or camping accommodations. Additionally, registrants purchase various types of merchandise.

| <b>2023 Accounting Category</b>          | <b>2023 Atax subcategories (with Atax request in bold &amp; red)</b>  | <b>2023 Budget</b> | <b>2023 Atax requested</b> |
|--|---|--------------------|----------------------------|
| <b>E-marketing &amp; print media</b>     | <b>FB ads: 2000. Postcards: 2000. Stickers: 300.</b>  | \$4,300            | <b>\$4,300</b>             |
| <b>bike route marking &amp; supplies</b> | Route marking paint: 400. Gas for route marking: 1000. Directional signs: 600. <b>Safety cones: 4700.</b>   | \$6,700            | <b>\$4,700</b>             |
| <b>Event Management</b>                  | <b>Ride with GPS account: 300. National Charity Event Management Service: 4000. Festivelo App, fully supported, and it integrates website, registration, volunteer information, and route and rider location services: 6500</b> | \$10,800           | <b>\$10,800</b>            |
| <b>entertainment</b>                     | DJ, speaker fees  | 700                |                            |
| <b>insurance</b>                         | event insurance   | 2500               |                            |

|                            |  |                 |                 |
|----------------------------|--|-----------------|-----------------|
| <b>other labor</b>         | Labor costs to Walterboro Museum staff for meals, & after ride snacks: 7500. Labor costs to Charleston staff for rest stop and lunch stands: 1000.   | 8500            |                 |
| <b>food</b>                | 3 meals, rest stops, snacks, food at evening festivities: 23000. Volunteer dinner: 350   | 23350           |                 |
| <b>marketing:</b>          | <b>cycling event guide: 5000</b>   | 5000            | <b>\$5,000</b>  |
| <b>motel</b>               | motel for select volunteers  | 2000            |                 |
| <b>campsite</b>            | Fencing for camping (green poles and orange fencing): 500. Power for campground to church: 400. Power infrastructure: 2000 Shower trailer cost of propane, cleaning, annual maintenance costs, and to transport each year: 2000. | 4900            |                 |
| <b>Museum rental</b>       | Walterboro Farmer's Market & Museum  | 1600            |                 |
| <b>Postage</b>             | Various mailings, for merchandise and other materials  | 1200            |                 |
| <b>supplies</b>            | event t-shirts & sweatshirts: 4000. jerseys: 4600. Other supplies: 200   | 8800            |                 |
| <b>telecommunic ations</b> | zoom: 200. google: 300.  | 500             |                 |
| <b>toilets</b>             | <b>Portapoddies and portalets: 2800</b>  | 2800            | <b>\$2,800</b>  |
| <b>website</b>             | <b>Ted Buckner's costs to keep website hosted (150), secure (150), and updated with information and pages that integrate with App and registration (2000)</b>  | 2300            | <b>\$2,300</b>  |
| <b>TOTALs</b>              |  | <b>\$85,950</b> | <b>\$29,900</b> |





**South Carolina Artisans Center**  
The Official Folk Art and Craft Center of South Carolina  
October 2, 2023

**I. Basic Information**

A. Project Name: SC Artisans Center - Marketing & Promotions

B. Requested Amount: \$35,000

C. Total Project Cost: \$35,000

D. Applicant Information:

1. EIN# 57-0983458

2. David Smalls, Executive Director

3. 318 Wichman Street

Walterboro, SC 29488

4. 843-549-0011

[info@scartisanscenter.com](mailto:info@scartisanscenter.com)

**II. Narrative**

The South Carolina Artisans Center is the largest single tourist attraction located in Walterboro. The South Carolina Artisans Center was officially designated the "Official Folk Art and Craft Center of South Carolina" by the governor in 2000. The Center was originally conceived as a rural economic tourism development project. It was determined early in the planning stages that this Center should have an economic impact upon the entire state and the project's planners proceeded to make this happen. The Center now showcases the work of over 250 artists from 35 out of the 46 counties across the state.

**A. General Project Description:**

We have discovered that we need to diversify our marketing and advertising outreach and do it in a comprehensive manner. We are requesting \$35,000 to fund this comprehensive plan which includes digital ads, television production, streaming ads, social media and Google ads to promote the South Carolina Artisans Center. Our objectives are to drive awareness and visibility, engage and educate day trippers, and drive quality web site traffic to increase conversion to sales. We are interested in conducting this project from **January - July 2024**. We will target the following regional and metro markets that have an artistic vibe to their communities and are within a short drive distance to the Center: Atlanta, GA, Asheville, NC, Bluffton/Hilton Head Island, Charleston, Columbia, Florence/Myrtle Beach, Greenville/Spartanburg, and Savannah, GA

**B. & C. Benefit to Tourism and/or Community:**

We have become a major **Tourist Destination** off I-95. Approximately 420,000 people have visited the Center over the past twenty nine (29) years. Over **95%** of the Center's customers have traveled from outside of Colleton County and over **85%** are visitors from another state. The majority of our customers have taken time from their traveling to stop in Walterboro, shop at the Center and enjoy our exhibits. They are also looking for other places in Walterboro to shop and dine. The City of Walterboro has made downtown a wonderful place to send our visitors.

The South Carolina Artisans Center is the only **Tourist Attraction/Retail Venue** in the downtown Walterboro area that is **open for business 6 days a week**. Because of these regularly scheduled hours of operation, the Center has been designated as an **“official stop”** for the **South Carolina National Heritage Corridor**. A **“stop”** is a Visitors Center that distributes literature about Walterboro, Colleton County, and the entire heritage corridor.

The South Carolina Artisans Center has consistently pursued all avenues of advertising and marketing including *Facebook and Instagram* pages and on our website [www.scartisanscenter.com](http://www.scartisanscenter.com) .

**D. Tracking:**

This marketing and advertising campaign will utilize paid social media, Google ads, and television/broadcast/cable, streaming ads in the before mentioned media markets. We estimate there will be 550,000 to 600,000 monthly impressions with contextual displays and 170,000 mobile app display ads per month with a net increase in Facebook followers. We will be provided monthly reports by the advertising agency to monitor the effectiveness of the campaign.

**E. Duration of this project**

This campaign will be conducted from **January - July 2024**.

**III. Budget**

|                            |  |                 |
|----------------------------|--|-----------------|
| <b>Revenue</b>             |  |                 |
| <b>ATAX</b>                |  | <b>\$35,000</b> |
| <b>Expenses</b>            |  |                 |
| Digital Ads                |  | 11,000          |
| Television/Broadcast/Cable |  |                 |
| Streaming                  |  | 10,000          |
| Google Ads                 |  | 4,000           |
| Social Media Ads           |  | 10,000          |
| <b>Total</b>               |  | <b>\$35,000</b> |

**IV. Required Attachments**  
*(Attached)*

**V. Billboard Information**

**VI. Prior Recipients Only**  
*(Attached)*