CITY OF SPARTANBURG

SOUTH CAROLINA

CITY COUNCIL AGENDA

City Council Meeting
City Council Chambers
145 West Broad Street
Spartanburg, SC 29306
Monday, August 12, 2019

I. Moment of Silence

II. Pledge of Allegiance

III. Approval of the Minutes of the July 22, 2019 City Council Meeting

IV. Approval of the Agenda of the August 12, 2019 City Council Meeting

V. Public Comment

*****Citizen Appearance forms are available at the door and should be submitted to the City Clerk

VI. Recognition of Retiree MPO/Police Patrol James Gardiner, Jr.
Presentation: Mayor White

VII. Resolutions

A. Relating to the Declaration of Intent by the City of Spartanburg, South Carolina, to Reimburse Certain Expenditures Made Prior to the Issuance of Federal Tax-Exempt Bonds
Presenter: Dennis Locke, Finance Director

B. Approving Donation of Property at 353 Forest Avenue (Tax Map Parcel Number 7-17-05-104.00) by Duke Energy of the Carolinas, LLC to the City of Spartanburg
Presenter: Mitch Kennedy, Assistant City Manager

VIII. Ordinance

A. Providing for the Issuance and Sale of City of Spartanburg, South Carolina Special Obligation Bonds (Hospitality Fee Pledge), in the Principal Amount of Not Exceeding $15,000,000; Authorizing the City Manager to Determine Certain Matters with Respect to the Bonds; Prescribing the Form and Details of Such Bonds; and Other Matters Relating Thereto (First Reading)
Presenter: Dennis Locke, Finance Director

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As required by the Americans with Disabilities Act, the City of Spartanburg will provide interpretive services for the City Council Meetings. Requests must be made to the Communications & Marketing Office (596-2020) 24 hours in advance of the meeting. This is a Public Meeting and notice of the meeting was posted with the Media 24 hours in advance according to the Freedom of Information Act.

IX. City Comprehensive /Master Plan Process Overview, Barry Nocks, Ph.D., FAICP
Presenter: Natalia Rosario, Planner III

X. Boards and Commissions Interview Recommendations
Presenter: Councilmember Brown, Chair of Committee

XI. City Council Updates

XII. Executive Session

A. Executive Session Pursuant to Section 30-4-70 (a) (5) of the South Carolina Code to Discuss Matters Relating to Real Estate

Council may take action on matters discussed in Executive Session after exiting Executive Session.

XIII. Adjournment

** Non-Agenda Items*
City Code Sec. 2-57. Citizen Appearance. Any citizen of the City of Spartanburg may speak at a regular meeting on any matter pertaining to City Services and operations germane to items within the purview and authority of City Council, except personnel matters, by signing a Citizen's Appearance form prior to the meeting stating the subject and purpose for speaking. No item considered by Council within the past twelve (12) months may be added as an agenda item other than by decision of City Council. The forms may be obtained from the Clerk and maintained by the same. Each person who gives notice may speak at the designated time and will be limited to a two (2) minute presentation.

**Agenda Items*
City Code Sec. 2-56. Addressing Council, Comments or Remarks to Council on Agenda Items Not Requiring Public Hearing. On agenda items not requiring a Public Hearing, please provide to the City Clerk prior to the opening of the meeting, your desire to speak on an agenda item. Remarks shall be limited to five (5) minutes and total remarks on any agenda item shall not exceed twenty (20) minutes.

III.

City Council Meeting
City Council Chambers
145 West Broad Street
Spartanburg, SC 29306
Monday, July 22, 2019

(These minutes are subject to approval at the August 12, 2019 City Council meeting.)

City Council met this date with the following Councilmembers present: Mayor White, Mayor pro tem Alan Jenkins, Councilmembers Erica Brown, Jerome Rice, Ruth Littlejohn, Sterling Anderson and Jamie Fulmer. City Manager Chris Story and City Attorney Robert Coler were also in attendance. Notice of the meeting was posted with the Media 24 hours in advance according to the Freedom of Information Act. All City Council meetings are recorded for a complete transcript.

I. Moment of Silence - observed

II. Pledge of Allegiance - recited

III. Approval of the Minutes of the July 8, 2019 City Council Meeting –
Councilmember Brown *made a motion to approve the minutes as received. Councilmember Littlejohn seconded the motion, which carried unanimously 7 to 0.*

IV. Approval of the Agenda of the July 22, 2019 City Council Meeting –
Mayor pro tem Jenkins *made a motion to approve the agenda as received. Councilmember Rice seconded the motion, which carried unanimously 7 to 0.*

V. Public Comment
*****Citizen Appearance forms are available at the door and should be submitted to the City Clerk

1. Edward Overstreet, Franklin Avenue, Spartanburg, SC spoke regarding his concerns with 5G;
2. Stevie Fincher, 390 Stillwater Dr., Boiling Springs, SC, spoke regarding her concerns with 5G.

VI. Presentation – Spartanburg's Innovative and Achieving Youth Leadership (SAIYL)
Presenter: Kim Moultrie, Parks and Recreation Director
Ms. Moultrie *introduced the item to Council as follows:*
'The Spartanburg Academy for Innovative Youth Leadership (SAIYL) is designed to offer high school students the opportunity to learn essential leadership skills, understand the workings of local and state government and become purposefully engaged in community service. The six week program seeks the following goals.

- To understand local government organizations and their specific duties;

- To gain knowledge of the relationships among local, county, and state government associations.
- To instill and foster positive attitudes regarding community service and community giving; to continue to work with our community partners as well as forge new partnerships.
- To explore opportunities for personal career tracks; specifically and generally
- To focus on different aspects of leadership and teambuilding.
- To expose youth to critical life skills issues and issues in general that affect the community of Spartanburg and South Carolina as a whole.
- To understand the value of leisure activities in a balanced lifestyle
-

SAIYL participants would like to share some experiences from Summer 2019 and their plans to move forward as Rec Mentees with Parks and Recreation."

SAIYL representatives gave Council an overview of the activities, and educational opportunities and experiences the group gained from the experience.

Council *received the report as information.*

VII. Resolutions

A. **To Approve the Purchase of 450 Wofford Street (7-12-09-099.00), 459 Wofford Street and Clinton Street (7-12-09-175.00), Spartanburg, SC (Hereinafter Called the "Property")**
Presenter: Chris Story, City Manager
Mr. Story presented the item to Council as follows:
"We currently have an agreement with JM Smith Corporation which allows the City to purchase three parcels Parcel # 7-12-09-099.00 (450 Wofford Street), Parcel # 7-12-09-175.00 (459 Wofford Street), and Parcel # 7-12-09-108.00, (Clinton Street)] for $4.3 million.
The attached resolution authorizes the City Manager to execute this transaction. We recommend your approval and welcome any questions you may have."
After discussion, Councilmember Rice *made a motion to approve the resolution as presented. Mayor pro tem Jenkins seconded the motion which carried 6 to 1. Councilmember Anderson voted against the motion.*

B. To Certify the Former Piedmont Bonded Warehouse and Compress Company as a Textile Mill Site Under the South Carolina Textiles Communities Revitalization Act
Presenter: Robert Coler, City Attorney
Mr. Coler presented the item to Council as follows:
"Project 307 2018, LLC, approached city staff with their desire to redevelop the abandoned textile storage and processing facility located at 277 W. Main Street. This location was formerly known as Piedmont Bonded Warehouse and

Compress. The developer is anticipating to qualify for state income tax credits pursuant to the South Carolina Textiles Communities Revitalization Act. The developer is requesting certification for the building as an abandoned textile mill site pursuant to Section 12-65-60 of the Revitalization Act from the City.
ACTION REQUESTED: City Council approval of a resolution that will designate this property as a certified abandoned textile mill site."
Councilmember Brown made a motion to approve the resolution as presented. ***Councilmember Littlejohn*** *seconded the motion, which carried unanimously 7 to 0.*

VIII. Consent Agenda

A. Authorizing the City Manager to Execute an Agreement for the Transfer of Vacant Lots on Lawrence Johnson Sr. Lane in the Forest Park Neighborhood Located at Block Map Sheet 7-16-11, Parcel 035.16; Block Map Sheet 7-16-11, Parcel 035.17; Block Map Sheet 7-16-11, Parcel 056.00; Block Map Sheet 7-16-11, Parcel 053.00; and Block Map Sheet 7-16-11, Parcel 052.00 (Second Reading)
Presenter: Martin Livingston, Neighborhood Services Director
Mayor pro tem Jenkins *made a motion to approve the consent agenda on second reading. Councilmember Brown seconded the motion, which carried unanimously 7 to 0.*

IX. Award of Bid for 2019 Annual Street Resurfacing

Presenter: Tim Carter, Engineering Administrator
Mr. Carter presented the item to Council as follows:
"Staff received bids for the 2019 Street Resurfacing Project on July 9, 2019. This project consists of approximately 9,849 tons of surface Type C Asphalt, 1,250 square yards of full depth patching, and 43,000 square yards milling.
The following bids were submitted:

F&R Asphalt Inc. (Easley, SC)	$ 927,295.68
Venesky Asphalt Paving & Grading, LLC (Easley, SC)	$ 1,002,356.46
King Asphalt Inc. (Liberty, SC)	$ 1,012,308.01
Bird Paving (Inman, SC)	$ 1,023,142.78
Rogers Group, Inc. (Greer, SC)	$ 1,246,675.37

Staff has reviewed the bids received and the qualifications for each of these contractors and determined that F&R Asphalt Inc. is the responsive low bidder. No bids were submitted from MWBE certified contractors."
ACTION REQUESTED: Allow staff to accept the bid from F&R Asphalt Inc. and authorize the City Manager to enter into a contract with F&R Asphalt Inc. for the completion of the project.
BUDGET AND FINANCE DATA:
$ 544,000.00 County Transportation Committee Funds (CTC)
$ 383,295.00 from the Spartanburg County Road Fee Funds"

Councilmember Brown *made a motion to approve the award of bid as requested to F & R Asphalt Inc. in the amount of $ 927,295.68. Councilmember Rice seconded the motion, which carried unanimously 7 to 0.*

X. Presentation of Information Regarding "5G" Small Cell Wireless Technology
Presenter: Robert Coler, City Attorney

Mr. Coler presented Council with additional information requested at the July 8 City Council meeting. He reviewed current research, and scenarios of what type devices and locations cell service providers could request and/or would place within the city limits. He emphasized the importance of Council having an ordinance in place before applications were presented to allow the city some regulation of the process.
Council *received the report as information.*

XI. City Council Updates - *Each Councilmember gave updates on their activities since the previous council meeting.*

XII. Executive Session

A. Executive Session Pursuant to Section 30-4-70 (a) (5) of the South Carolina Code to Discuss Matters Relating to an Economic Development Project

Council may take action on matters discussed in Executive Session after exiting Executive Session.

Council *reconvened to regular session at 7:15 p.m. Mayor White stated that discussion was held with no decisions made.*

XIII. Adjournment – ***Mayor pro tem Jenkins*** *made a motion to adjourn the meeting. Councilmember Brown seconded the motion, which carried unanimously 7 to 0. The meeting adjourned at 7:24 p.m.*

Connie S. McIntyre

Connie S. McIntyre, City Clerk

VII. A

REQUEST FOR CITY COUNCIL ACTION

TO: Chris Story, City Manager

FROM: Dennis R. Locke, Finance Director

SUBJECT: Reimbursement Resolution

DATE: August 7, 2019

BACKGROUND: Recently Council approved the purchase of property for a future Fire Department Facility. We anticipate the City will seek tax exempt financing to cover the cost of the purchase and improvements to this property. IRS regulations require we have a reimbursement resolution in place to reimburse the City's reserve funds for the cost of eligible expenses incurred prior to the permanent financing.

ACTION REQUESTED: Approve Resolution allowing City to reimburse itself from bond proceeds for the purchase of property and other expenses related to the new facility.

BUDGET AND FINANCIAL DATA:

City advanced $4,300,000 from reserves to acquire property at 440 Wofford St.

RESOLUTION

To APPROVE THE PURCHASE OF 450 WOFFORD STREET (7-12-09-099.00), 459 WOFFORD STREET AND CLINTON STREET (7-12-09-175.00), SPARTANBURG COUNTY, SC (HEREINAFTER CALLED THE "PROPERTY")

WHEREAS, the City of Spartanburg (the "City") is committed, for the benefit of each of its residents and visitors, to providing its Fire Department with the highest quality resources, equipment and facilities; and

WHEREAS, Spartanburg Fire Department's current headquarters, located at City Hall, are insufficient in size and layout to accommodate their growing operational needs; and

WHEREAS, as part of the comprehensive plan to merge City Hall with a soon to be built joint County/City Administrative building and relocate Spartanburg Fire Department's and Spartanburg Police Department's headquarters, City Staff has identified the above noted Property as an economical and financially responsible solution to relocate Spartanburg Fire Department's headquarters; and

WHEREAS, the purchase price of the Property is $4,300,000.00 (herein after "Purchase Price"); and

WHEREAS, the Purchase Price of $4.3 million plus the estimated cost to upfit the building on the Property ($4.3 million) is considerably less than the estimated cost ($12 million plus land acquisition costs) to build a new Fire Facility; and

WHEREAS, the upfitted building on the Property will also provide City with additional space for the needs of other City departments, including but not limited to, the Informational Technology Department, the Community Services Department, and the Spartanburg Police Department.

NOW, THEREFORE, BE IT RESOLVED By the Mayor and Members of Council of the City of Spartanburg, in Council assembled:

Section 1. City Council authorizes payment of $4,300,000.00 for the purchase of the Property.

Section 2. The City Manager is authorized to proceed with the purchase of the Property in accordance with this Resolution.

Section 3. This Resolution shall become effective immediately upon its enactment.

DONE AND RATIFIED this _____ day of _____, 2019.

_____
Junie L. White, Mayor

ATTEST:

_____
Connie S. McIntyre, City Clerk

APPROVED AS TO FORM:

_____
Robert P. Coler, City Attorney

VII. B

REQUEST FOR CITY COUNCIL ACTION

TO: **Chris Story, City Manager**

FROM: **Mitch Kennedy, Assistant City Manager**

SUBJECT: **Donation of Property at 353 Forest Avenue, Spartanburg**

DATE: **August 12, 2019**

BACKGROUND: Duke Energy of The Carolinas, LLC (Duke), is the owner of the property located at 353 Forest Avenue and is interested in donating this property to the City of Spartanburg for the benefit of a play area adjacent to the Mary Black Foundation Rail Trail. The City has worked closely with Partners for Active Living to redevelopment the site. Duke has approved all redevelopment activities to this point. The City will cover the cost of title searches and closing cost.

ACTION REQUESTED: Approval of the Resolution accepting the donation of the property from Duke Energy of The Carolinas, LLC to the City of Spartanburg for a play area adjacent to the Mary Black Foundation Rail Trail.

BUDGET AND FINANCIAL DATA: N/A

A RESOLUTION

APPROVING DONATION OF PROPERTY AT 353 FOREST AVENUE (TAX MAP PARCEL NUMBER 7-17-05-104.00) BY DUKE ENERGY OF THE CAROLINAS, LLC TO THE CITY OF SPARTANBURG

WHEREAS, the City of Spartanburg continues its interest in providing enrichment activities to children and their families; and

WHEREAS, the Owner of the property, Duke Energy of the Carolinas, LLC, has agreed to donate the property located at 353 Forest Avenue, Tax Map Parcel Number 7-17-05-104.00; and

WHEREAS, they City has determined that it is in the public interest to accept the donation of Tax Map Parcel Number 7-17-05-104.00, to allow for a play area to be installed along the side of the Rail Trail.

NOW, THEREFORE, BE IT RESOLVED By the Mayor and Members of the City Council of the City of Spartanburg, in Council duly assembled:

Section 1. To accept the donation of the property described herein.

Section 2. Duke Energy of the Carolinas, LLC, shall execute and deliver a deed, in a form approved by the City Attorney, to the City conveying the Property described herein.

Section 3. This Resolution shall become effective upon the date of enactment.

DONE AND RATIFIED this _____ day of _____, 2019.

_____
MAYOR

ATTEST:

_____
CITY CLERK

APPROVED AS TO FORM:

_____
CITY ATTORNEY

VIII. A

REQUEST FOR CITY COUNCIL ACTION

TO: Chris Story, City Manager

FROM: Dennis R. Locke, Finance Director

SUBJECT: Permanent Financing – Dr. TK Gregg Community Center

DATE: August 7, 2019

BACKGROUND: On September 10, 2018 council approved an ordinance authorizing the issuance of the City's $12,500,000 Special Obligation Bond (Hospitality Fee Pledge – Junior Lien), Taxable Series 2018 (the "Series 2018 Junior Bond") for the purpose of providing interim construction financing for the Dr. TK Gregg Community Center (the "Project"). Since it was intended to serve as interim financing, the Series 2018 Junior Bond was issued on October 4, 2018 as a short term obligation, maturing on October 4, 2019.

Staff is now requesting that Council authorize the issuance and sale of the City's Special Obligation Bonds (Hospitality Fee Pledge), Series 2019, in the principal amount of not exceeding $15,000,000 (the "Series 2019 Bond"), for the purposes of refunding the Series 2018 Junior Bond, defraying a portion of the costs of the Project, and paying costs of issuance of the Series 2019 Bond. Staff is still in the process of finalizing all the costs associated with the Project which will be defrayed with a portion of the proceeds of the Series 2019 Bond in order to determine the final principal amount of the Series 2019 Bond. The Series 2019 Bond will be payable solely from, and secured by a pledge of, the City's hospitality tax collections.

The Series 2019 Bond will be issued as part of an overall plan of finance for the Project, which includes the utilization of New Markets Tax Credits to ultimately offset a portion of the cost of the Project.

ACTION REQUESTED: Approval of the Fourth Supplemental Ordinance authorizing the issuance of the Series 2019 Bond.

BUDGET AND FINANCIAL DATA:

CITY OF SPARTANBURG, SOUTH CAROLINA

FOURTH SUPPLEMENTAL ORDINANCE NO. _____

PROVIDING FOR THE ISSUANCE AND SALE OF CITY OF SPARTANBURG, SOUTH CAROLINA, SPECIAL OBLIGATION BONDS (HOSPITALITY FEE PLEDGE), IN THE PRINCIPAL AMOUNT OF NOT EXCEEDING $15,000,000; AUTHORIZING THE CITY MANAGER TO DETERMINE CERTAIN MATTERS WITH RESPECT TO THE BONDS; PRESCRIBING THE FORM AND DETAILS OF SUCH BONDS; AND OTHER MATTERS RELATING THERETO.

Enacted: August 26, 2019

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SPARTANBURG, SOUTH CAROLINA, IN COUNCIL ASSEMBLED:

Section 1. Definitions.

The terms in this Section 1 and all words and terms defined in the General Bond Ordinance No. 12-604.4-10.25.10 (the "General Bond Ordinance") enacted by the City Council (the "Council") of the City of Spartanburg, South Carolina (the "City") on October 25, 2010 (such General Bond Ordinance as from time to time amended or supplemented by Supplemental Ordinances being defined herein as the "Ordinance") (except as herein otherwise expressly provided or unless the context otherwise requires) shall for all purposes of this Fourth Supplemental Ordinance have the respective meanings given to them in the General Bond Ordinance and in Section 1 hereof.

"2019 Project" shall mean the design, acquisition, construction, development and financing, or any one or more of the foregoing, of the Tourism Facility, together with any related infrastructure, improvements and equipment.

"Beneficial Owner" shall mean any purchaser who acquires beneficial ownership interest in any Initial Bond held by the Depository. In determining any Beneficial Owner, the City, the Trustee, the Registrar and the Paying Agent may rely exclusively upon written representations made and information given to the City, the Trustee, the Registrar and the Paying Agent, as the case may be, by the Depository or its Participants with respect to any Series 2019 Bonds held by the Depository or its Participants in which a beneficial ownership interest is claimed.

"Book-Entry Form" or "Book-Entry System" shall mean with respect to the Series 2019 Bonds, a form or system, as applicable, under which; (a) the ownership of beneficial interests in the Series 2019 Bonds may be transferred only through a book-entry; and (b) physical bond certificates in fully registered form are registered only in the name of a Depository or its nominee as Holder, with the physical bond certificates "immobilized" in the custody of the Depository. The book-entry maintained by the Depository is the record that identifies the owners of participatory interests in the Series 2019 Bonds, when subject to the Book-Entry System.

"Bond of 2014" shall mean the City's $8,250,000 original principal amount Special Obligation Refunding Bond (Hospitality Fee Pledge), Series 2014, dated April 1, 2014 and outstanding as of the date hereof in the principal amount of $4,730,000.

"Bond of 2016A" shall mean the City's $4,005,000 original principal amount Special Obligation Refunding and Improvement Bond (Hospitality Fee Pledge), Series 2016A, dated May 19, 2016 and outstanding as of the date hereof in the principal amount of $3,185,000.

"Bond of 2016B" shall mean the City's $6,130,000 original principal amount Special Obligation Bond (Hospitality Fee Pledge), Taxable Series 2016B, dated May 19, 2016 and outstanding as of the date hereof in the principal amount of $4,385,000.

"Bond to be Refunded" shall mean the $12,500,000 original principal amount City of Spartanburg, South Carolina, Special Obligation Bond (Hospitality Fee Pledge – Junior Lien), Taxable Series 2018, dated October 4, 2018, outstanding as of the date hereof in the principal amount of $12,500,000, and which matures on October 4, 2019.

"Bonds of 2016" shall mean, collectively, the Bond of 2016A and the Bond of 2016B.

"Code" shall mean the Internal Revenue Code of 1986, as amended.

"Continuing Disclosure Certificate" shall have the meaning given that term in Section 15 hereof.

"Credit Facility" shall mean one or more instruments, if any, provided by a Credit Facility Issuer, which may include a bond insurance policy, letter of credit, contract, agreement or similar credit facility.

"Credit Facility Agreement" shall mean the agreement or agreements, if any, among the City, the Credit Facility Issuer, and any other necessary party relating to a Credit Facility.

"Credit Facility Issuer" shall mean, if a Credit Facility is in effect, the institution or, if more than one institution, the institutions issuing the Credit Facility.

"Custodian" shall mean one or more banks, financial institutions or other entities selected by the City, pursuant to Section 9 hereof, as custodian of the Series 2019 Construction Fund or the Series 2019 Costs of Issuance Fund.

"Depository" shall mean any securities depository that is a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended, operating and maintaining, with its Participants or otherwise, a Book-Entry System to record ownership of beneficial interests in the Series 2019 Bonds, and to effect transfers of the Series 2019 Bonds, in Book-Entry Form, and includes and means initially The Depository Trust Company (a limited-purpose trust company), New York, New York.

"Escrow Agent" shall mean The Bank of New York Mellon Trust Company, N.A., as the paying agent for the Bond to be Refunded.

"Escrow Agreement" shall mean the Escrow Agreement dated the date of its execution between the City and the Escrow Agent.

"Escrow Fund" shall mean the fund of that name created pursuant to the Escrow Agreement.

"Fourth Supplemental Ordinance" shall mean this Fourth Supplemental Ordinance No. ___ enacted by the Council on the date hereof, authorizing the issuance of the Series 2019 Bonds.

"General Bond Ordinance" shall mean General Bond Ordinance No. 12-604.4-10.25.10 duly enacted by the Council on October 25, 2010, as amended by the Second Supplemental Ordinance, authorizing and providing for the issuance of Special Obligation Bonds (Hospitality Fee Pledge) by the City from time to time.

"Initial Bonds" shall mean the Series 2019 Bonds initially issued in Book-Entry Form as provided in Section 4 hereof.

"Insurer Default" shall mean there shall occur or exist a default in the payment by the Credit Facility Issuer or Reserve Fund Instrument Provider of principal of or any interest on the Series 2019 Bonds when required to be made by the Credit Facility or Reserve Fund Instrument relating thereto, as the case may be.

"Interest Payment Date" shall mean any April 1 and October 1 of each year, commencing April 1, 2020, or such other dates and commencement date as determined by the City Manager pursuant to Section 10(a) hereof.

"Junior Bond Ordinance" shall mean Ordinance No.12-604.4-9.10.18, enacted by the Council on September 10, 2018, which authorized the issuance of the Bond to be Refunded.

"Parity Bonds" shall mean, collectively, the then outstanding Bond of 2014 and Bonds of 2016.

"Participant" shall mean any bank, brokerage house or other financial institution for which, from time to time, the Depository effects book-entry transfers and pledges of securities deposited with the Depository.

"Paying Agent" shall mean The Bank of New York Mellon Trust Company, N.A., as Paying Agent for the Series 2019 Bonds.

"Permitted Investments" shall mean, with respect to the Series 2019 Debt Service Reserve Fund, if any, and only in the event a Credit Facility is in place for the Series 2019 Bonds, and only for the time during which such Credit Facility is in effect and no Insurer Default has occurred and is continuing, only such Permitted Investments, as defined in the General Bond Ordinance, as also qualify pursuant to the terms and conditions set forth in the Credit Facility Agreement relating thereto.

"Placement Agent" shall mean Stifel, Nicolaus & Company, Incorporated.

"Principal Payment Date" shall mean April 1, or such other date as determined by the City Manager, in each of the years as determined by the City Manager pursuant to Section 10(a) hereof.

"Purchase Contract" shall have the meaning given that term in Section 10(b) hereof.

"Refunding" shall mean the refunding, or payment at maturity, of the Bond to be Refunded.

"Registrar" shall mean The Bank of New York Mellon Trust Company, N.A., as Registrar for the Series 2019 Bonds.

"Reserve Fund Instrument" shall mean any surety bond, insurance policy, letter of credit or other instrument, if any, provided to meet, in whole or in part, the Series 2019 Reserve Fund Requirement, if any.

"Reserve Fund Instrument Agreement" shall mean the agreement or agreements, if any, among the City, the Reserve Fund Instrument Provider, and any other necessary party, relating to a Reserve Fund Instrument, if any.

"Reserve Fund Instrument Provider" shall mean, if a Reserve Fund Instrument is in effect, the institution providing the Reserve Fund Instrument.

"Second Supplemental Ordinance" shall mean Second Supplemental Ordinance No. 12-604.4-3.17.14 enacted by the Council on March 17, 2014, which authorized the issuance of the Bond of 2014.

"Series 2019 Bonds" shall mean the City of Spartanburg, South Carolina, Special Obligation Bonds (Hospitality Fee Pledge), Series 2019 (with such further descriptive terms as may be necessary or useful) in the principal amount of not exceeding $15,000,000, authorized to be issued hereunder.

"Series 2019 Construction Fund" shall mean the fund, if any, authorized to be established pursuant to Section 13 hereof.

"Series 2019 Costs of Issuance Account" shall mean the account, if any, established pursuant to Section 13 hereof.

"Series 2019 Debt Service Fund" shall mean the Fund established pursuant to Section 7 hereof to provide for the payment of the principal of and interest on the Series 2019 Bonds.

"Series 2019 Debt Service Reserve Fund" shall mean the Fund, if any, authorized to be established pursuant to Section 8 and Section 10(a) hereof (a) to insure the timely payment of the principal of and interest on the Series 2019 Bonds; and (b) to provide for the redemption of the Series 2019 Bonds.

"Series 2019 Reserve Fund Requirement" shall mean the amount, if any, established pursuant to Section 8 and Section 10(a) hereof, with respect to the Series 2019 Bonds.

"Term Bond" shall mean any Series 2019 Bond subject to retirement or redemption from moneys credited to the Bond Redemption Account of the Series 2019 Debt Service Fund as sinking fund installments.

"Third Supplemental Ordinance" shall mean Third Supplemental Ordinance No. 12-604.4-4.25.16 enacted by the Council on April 25, 2016, which authorized the issuance of the Bonds of 2016.

"Tourism Facility" shall mean the approximately 42,000 square foot indoor/outdoor tourism-related recreational facility to be known as the "Dr. T.K. Gregg Center" which is anticipated to include, without limitation, meeting space, a gymnasium, a fitness room, multipurpose space, a natatorium, athletic fields, walking paths and playground space.

"Trustee" shall mean The Bank of New York Mellon Trust Company, N.A., as Trustee for the Bonds.

"Underwriter" shall mean Stifel, Nicolaus & Company, Incorporated.

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Section 2. Certain Findings and Determinations.

The City hereby finds and determines:

(a) The Bond Act, the Hospitality Fee Act, and the General Bond Ordinance authorize the City to issue Bonds to finance or aid in the financing of Tourism-Related Projects, and to refund any Bonds, Junior Bonds or other obligations issued to finance or to aid in financing the acquisition, construction, improvement, enlargement or repair of Tourism-Related Projects, including the Bond to be Refunded.

(b) This Fourth Supplemental Ordinance supplements the General Bond Ordinance, constitutes and is a "Supplemental Ordinance" within the meaning of such quoted term as defined and used in the General Bond Ordinance, and is enacted under and pursuant to the General Bond Ordinance.

(c) The Series 2019 Bonds constitute and are "Bonds" within the meaning of the quoted word as defined and used in the General Bond Ordinance.

(d) Upon the occurrence of the Refunding and the issuance of the Series 2019 Bonds, the Hospitality Fees pledged under the General Bond Ordinance will not be encumbered by any lien and charge thereon or pledge thereof, other than: (i) the pledge thereof created by the General Bond Ordinance and the Second Supplemental Ordinance for the payment and security of the Bond of 2014; (ii) the pledge thereof created by the General Bond Ordinance and the Third Supplemental Ordinance for the payment and security of the Bonds of 2016; and (iii) the pledge thereof created by the General Bond Ordinance and this Fourth Supplemental Ordinance for the payment and security of the Series 2019 Bonds. The Series 2019 Bonds, upon their issuance, will be payable on a parity with the Parity Bonds and any other Bonds hereafter issued under the General Bond Ordinance, and will be secured equally and ratably by the lien, pledge, provisions and covenants of the General Bond Ordinance and entitled to the benefits thereof.

(e) There does not exist an Event of Default (as defined in the General Bond Ordinance), nor does there exist any condition which, after the passage of time or the giving of notice, or both, would constitute such Event of Default.

(f) The City proposes to issue the Series 2019 Bonds, for any one or more of the following purposes: (1) effecting the Refunding; (2) defraying a portion of the Costs of Acquisition and Construction of the 2019 Project; (3) if a Series 2019 Debt Service Reserve Fund is established for the Series 2019 Bonds, funding all or a portion of the Series 2019 Reserve Fund Requirement applicable thereto through the deposit of cash, the purchase of a Reserve Fund Instrument, or any combination thereof; and (4) paying the Costs of Issuance of the Series 2019 Bonds, including, if applicable, premiums due on any Credit Facility or Reserve Fund Instrument. The estimated cost of the 2019 Project to be defrayed with the proceeds of the Series 2019 Bonds, including, without limitation, Costs of Acquisition and Construction, Costs of Issuance and any deposit therefrom into the Series 2019 Debt Service Reserve Fund to be made hereunder, does not exceed $15,000,000.

(g) The Bond to be Refunded is subject to redemption in whole at par, together with accrued interest, to the date of redemption at any time on and after June 4, 2019.

(h) The proceeds of the Bond to be Refunded were deposited in the 2018 Junior Lien Construction Fund (as defined in the Junior Bond Ordinance) and have been used by the City to commence the 2019 Project. All or a portion of the remaining proceeds of the Bond to be Refunded on deposit in the 2018 Junior Lien Construction Fund, together with a portion of the proceeds of the Series 2019 Bonds to be deposited into the Series 2019 Construction Fund hereunder, if any (collectively, the "2019 Project Funds"),

will be utilized to complete the 2019 Project. In order to effect the 2019 Project, and in order to facilitate the financing, development and construction of the 2019 Project (including through the utilization of a financing plan that incorporates New Markets Tax Credits under Section 45D of the Code), all or a portion of the 2019 Project Funds may be loaned, granted or otherwise transferred to one or more entities (including, but not limited to, one or more non-profit corporations created by or related to the City (collectively, the "City Entities")), and all or a portion of the Tourism Facility may be owned by one or more City Entities and leased to the City.

(i) The 2019 Project will advance proper public and corporate purposes of the City, and will benefit the City as a whole. A vibrant tourism industry fosters and enhances the economic growth and well-being of a community and its residents. Tourism has been and continues to be a growing industry for the City. The City has and continues to have success in increasing tourism through the operation and management of sports and recreational tourism-related facilities such as the CC Woodson Community Center located in the City, which hosted a meeting conducted by the Office of the White House in 2016 in which there were 350 participants, many of whom traveled to the City from various locations across the United States to attend. The City's Parks and Recreation Department's mission is, in part, to provide a wholesome program of leisure, recreational, tourism and cultural opportunities and facilities to enhance the quality of life for City residents and visitors, and it frequently hosts events for user groups from throughout the upstate region and the State. The Tourism Facility furthers that mission, and provides another venue from which to host such events in the City.

The Tourism Facility will attract tourists, including persons who do not reside in, but rather enter temporarily, for reasons of recreation or leisure, the corporate limits of the City. The Tourism Facility will be designed to host multiple types of sporting and recreational events, and will include training rooms, locker rooms and concession facilities to support activities conducted therein. It is anticipated that the Tourism Facility will host both weekend and weekday events attracting visitors from outside the City. For example, the natatorium is expected to host, as the home site for the Spartanburg High School Swim Team, regular meets in which teams from across the State will participate. As the City's tourism industry grows and expands, the City must make provision to increase municipal services and facilities in order to accommodate the needs of tourists and to attract additional tourism, and the City must make provision to increase municipal services and facilities in order to accommodate the needs of tourists and to attract additional tourism. Tourists enjoy and utilize the special benefits which the City provides.

Accordingly, the City hereby determines that the issuance of the Series 2019 Bonds and the use of a portion of the proceeds thereof to defray the Costs of Acquisition of the 2019 Project will serve a public purpose because, among other things:

(i) The ultimate goals and benefits to the public intended by the 2019 Project are multiple, including, but not limited to: the promotion of tourism to the City and the facilitation of tourism-related activities through the provision of tourism-related recreational facilities within the meaning of the Hospitality Tax Act, the provision of facilities and opportunities for recreational activities to City residents and tourists from outside the City, the enhancement of the economic development of the City, the creation of jobs, the eradication of blight within an area of the City known as the "Northside Community", and benefits, both tangible and intangible, that will result from all of the foregoing.

(ii) The public will be the primary beneficiary of the 2019 Project. While certain benefits of the 2019 Project may accrue to private individuals or entities, such benefits will be incidental to the above-referenced public purposes. The City will either have ownership or control of the Tourism Facility (either directly, or through a related non-profit corporation and as a lessee

thereof under a New Markets Tax Credit financing structure) and, thereby, ensure that the Tourism Facility will be used as a facility constituting a tourist destination within the meaning of the Hospitality Tax Act.

(iii) The benefits represented by the 2019 Project are not speculative. The events to be hosted at the Tourism Facility and the tourists they attract, and the regular use of the Tourism Facility by tourists, will have a substantial economic impact on the City. The Tourism Facility is a necessary tourism-related building and tourism-related recreational facility within the meaning of the Hospitality Tax Act which will enhance the City's reputation as a destination for sports and recreation tourism. The City's past success in attracting tourists to its recreational facilities, as demonstrated by the CC Woodson Community Center, evidences that the City's expectation that the development of the 2019 Project will attract tourists and benefit the public is not speculative.

(iv) The public interest of the City will be served to a substantial degree by the 2019 Project, which will enable the City to continue to attract sports and recreational tourists to the City, as well as provide a venue for enhanced recreational opportunities for City residents, all within an area of the City that has been targeted for redevelopment to attract private investment.

(j) The Council has been advised and recognizes that Hospitality Fees and the proceeds of the financing authorized by this Ordinance must be used exclusively for capital projects used to attract and support tourists within the meaning of the Hospitality Tax Act, e.g., the 2019 Project. The Council has given due consideration to the 2019 Project, and the Council hereby further finds and determines that the 2019 Project constitutes a capital project used to attract and support tourists to the City, and the Tourism Facility will constitute a tourism-related building and tourism-related recreational facility within the meaning of the Hospitality Tax Act, and a Tourism-Related Project within the meaning of the General Bond Ordinance. The 2019 Project will promote and enable additional tourism to the City. The 2019 Project will allow the City to market and attract tourists to attend and participate in events held at the in the Tourism Facility. Further, area businesses will benefit from the influx of attendees, participants and their families coming to the City to attend and participate in events held at the Tourism Facility and otherwise utilize the Tourism Facility.

(k) Section 3.1 of the General Bond Ordinance provides that Bonds may be issued in accordance with the terms, conditions and limitations set forth therein in such amounts and from time to time as the City may deem to be necessary or advisable for any corporate purpose of the City and Tourism-Related Projects for which Bonds may be issued under the General Bond Ordinance, the Bond Act and the Hospitality Tax Act and upon compliance with certain conditions. Bonds issued upon compliance with Section 3.2 and Section 3.3 or Section 3.4 of the General Bond Ordinance shall be issued on a parity with respect to the pledge of and lien upon the Hospitality Fees *inter sese*. Section 3.3 of the General Bond Ordinance provides that Bonds may be issued from time to time for such purposes as may be permitted by the Bond Act and Hospitality Act upon compliance with Section 3.2 of the General Bond Ordinance and parts (A) – (E) of Section 3.3 of the General Bond Ordinance for the purpose of paying all or part of the Costs of Acquisition and Construction of a Tourism-Related Project, or to refund Junior Bonds. On or prior to the date of delivery of the Series 2019 Bonds, the City shall comply with the provisions of Sections 3.3 of the General Bond Ordinance, as applicable.

(l) Section 17 of the Junior Bond Ordinance incorporates the provisions of the General Bond Ordinance with respect to, among other things, the defeasance of the Bond to be Refunded. Article XII of the General Bond Ordinance provides that the obligations of the City under the General Bond Ordinance and the liens, pledges, charges, trusts, covenants and agreement of the City therein made or provided for shall be fully discharged and satisfied as to the Bond to be Refunded, and the Bond to be Refunded shall no longer be deemed to be Outstanding (as defined in the General Bond Ordinance) when payment of the principal of,

redemption premium, if any, and interest on the Bond to be Refunded shall have been provided for by irrevocably depositing with the Trustee in trust and irrevocably setting aside exclusively for such payment (i) moneys sufficient to make such payment, or (ii) Government Obligations (as defined in the General Bond Ordinance) maturing as to principal and interest in such amounts and at such times as will ensure the availability of sufficient moneys to make such payment, and all necessary and proper fees, compensation and expenses of the Trustee, Paying Agent and the Registrar together with either (a) a verification report, satisfactory to the Trustee, to the effect that such securities and/or cash, together with earnings thereon, will be sufficient to pay interest and principal (and applicable premium, if any) on the Bond to be Refunded to redemption or maturity or (b) an opinion of Counsel, satisfactory to the Trustee, to the effect that all conditions precedent to the defeasance of the Bond to be Refunded have been satisfied; provided however, that no such verification report or opinion shall be required in the event of a gross defeasance (where the cash deposited alone is sufficient to pay the debt service on the Bond to be Refunded or a current refunding (where the Bond to be Refunded is to be redeemed within ninety (90) days of the funding of the escrow).

(m) It is necessary and in the best interest of the City to undertake the Refunding, to undertake the 2019 Project, and to issue the Series 2019 Bonds in the principal amount of not exceeding $15,000,000 in accordance with the Bond Act, the Hospitality Fee Act, the General Bond Ordinance and this Fourth Supplemental Ordinance for any of the purposes set forth above. The use of the proceeds of the Series 2019 Bonds to assist with the 2019 Project is proper and will serve numerous, valid public purposes of the City.

Section 3. Authorization of Series 2019 Bonds.

(a) There is hereby authorized to be issued a Series of Bonds designated "City of Spartanburg, South Carolina, Special Obligation Bonds (Hospitality Fee Pledge), Series 2019 [or year in which issued]" (the "Series 2019 Bonds"), including such further words, numbers or letters as may be necessary or desirable to identify individual series thereof, the purposes thereof or the tax status thereof, in the aggregate principal amount of not exceeding $15,000,000. The proceeds of the Series 2019 Bonds shall be used for any of the purposes set forth in Section 2(f) hereof.

Unless otherwise determined by the City Manager pursuant to Section 10(a) hereof, the Series 2019 Bonds shall mature on April 1 in each of the years (the "Principal Payment Dates") and in the principal amounts, and bear interest at the rates per annum (calculated on the basis of a 360-day year comprised of twelve 30-day months), as determined by the City Manager pursuant to Section 10(a) hereof.

(b) Such of the Series 2019 Bonds as the City Manager shall determine pursuant to Section 10(a) hereof shall be subject to mandatory redemption at a redemption price equal to the principal amount of the Series 2019 Bonds to be redeemed, together with interest accrued from the date of redemption, in the years and in the amounts determined by the City Manager pursuant to Section 10(a) hereof.

At its option, to be exercised on or before the sixtieth (60th) day prior to any mandatory redemption date, the City may: (i) deliver to the Trustee for cancellation Series 2019 Bonds which are subject to mandatory redemption in any aggregate principal amount desired; or (ii) receive a credit in respect of its mandatory redemption obligation for any such Series 2019 Bonds which, prior to such date, have been purchased or redeemed (otherwise than through the operation of the mandatory redemption requirement) by the City and cancelled by the Trustee and not theretofore applied as a credit against any mandatory redemption obligation. Each Series 2019 Bond so delivered or previously purchased or redeemed shall be credited by the Trustee, at one hundred percent (100%) of the principal amount thereof, to the obligation of the City on those respective mandatory redemption obligations in chronological order or such other manner as directed in writing by the City to the Trustee, and the principal amount of the

Series 2019 Bonds to be redeemed by operation of the mandatory redemption requirement shall be accordingly reduced.

(c) The Trustee, without further authorization or direction from the City, shall give notice of all mandatory redemptions within the time periods and in the manner specified in Article V of the General Bond Ordinance.

(d) The Series 2019 Bonds shall originally be dated the date of delivery of the Series 2019 Bonds, or such other date as the City Manager shall determine pursuant to Section 10(a) hereof, and shall be issued as fully registered Bonds in denominations of $5,000 and integral multiples thereof, or in such other denominations determined by the City Manager pursuant to Section 10(a) hereof. The Series 2019 Bonds shall be numbered and lettered in such a fashion as to maintain a proper record thereof.

(e) Principal of and redemption premium, if any, on the Series 2019 Bonds shall be payable at the designated corporate trust office of the Paying Agent. Interest on the Series 2019 Bonds shall be payable on each Interest Payment Date, in each case to the Holders as of the immediately preceding Record Date, such interest to be paid by the Paying Agent by check or draft mailed to each Holder at the address as it appears on the Books of Registry maintained at the designated corporate trust office of the Paying Agent, and in the case of a Holder of $1,000,000 or more in principal amount of Series 2019 Bonds, by wire transfer to an account within the continental United States upon the timely receipt of a written request of such Holder. Payment of the principal of and interest on such Series 2019 Bonds may be payable to the Holder thereof without presentation and surrender of such Series 2019 Bonds; provided, the Paying Agent assumes no liability to any person in the event the Holder should fail to return the Series 2019 Bonds to the Paying Agent after final payment, and no obligation will be imposed upon the Paying Agent to seek the return of the Series 2019 Bonds from the Holders thereof.

(f) The Series 2019 Bonds shall be in substantially the form set forth in Exhibit A hereto, with such necessary or appropriate variations, omissions and insertions as are incidental to the series, numbers, denominations, maturities, dates, interest rate or rates, redemption provisions, the purpose of issuance and other details thereof or as are otherwise permitted or required by law or by the General Bond Ordinance, including this Fourth Supplemental Ordinance. The Series 2019 Bonds shall be executed in the name and on behalf of the City by the manual or facsimile signatures of the Mayor or the Mayor Pro-Tempore and the City Clerk.

(g) A copy of the approving opinion to be rendered on the Series 2019 Bonds shall be printed on the back of such Series 2019 Bonds. Preceding the same, a certificate shall appear, which shall be signed on behalf of the City by a facsimile signature of the City Clerk. Such certificate shall be in the form substantially as follows:

> IT IS HEREBY CERTIFIED that the following is a true and correct copy of the approving opinion of Burr & Forman LLP, Greenville, South Carolina, the original of which was manually executed, dated and issued as of the date of the delivery of and payment for the bonds, and a copy of which is on file with the City.
>
> THE CITY OF SPARTANBURG, SOUTH CAROLINA
>
> By:_____
> City Clerk

(h) In the event a Credit Facility is purchased with respect to the Series 2019 Bonds, a "statement of insurance" or similar provision may be attached to such Series 2019 Bonds in the form provided in the applicable Credit Facility Agreement.

Section 4. Book-Entry System; Recording and Transfer of Ownership of the Series 2019 Bonds.

If requested by the Holder, the Initial Bonds will be eligible securities for the purposes of the Book-Entry System of transfer maintained by the Depository, and transfers of beneficial ownership of the Initial Bonds shall be made only through the Depository and its Participants in accordance with rules specified by the Depository. Such beneficial ownership must be of $5,000 principal amount of Initial Bonds of the same Series and maturity or any integral multiple of $5,000.

The Initial Bonds will be issued in fully-registered form, as a single bond representing the entire principal amount of the Series 2019 Bonds or one Series 2019 Bond for each of the maturities of the Series 2019 Bonds, in the name of Cede & Co., as the nominee of the Depository. When any principal of, premium, if any, or interest on the Initial Bonds becomes due, the City shall transmit or cause the Paying Agent to transmit to the Depository an amount equal to such installment of principal, premium, if any, and interest. Such payments will be made to Cede & Co. or other nominee of the Depository as long as it is owner of record on the applicable Record Date. Cede & Co. or other nominee of the Depository shall be considered to be the owner of the Initial Bonds so registered for all purposes of this Fourth Supplemental Ordinance, including, without limitation, payments as aforesaid and receipt of notices. The Depository shall remit such payments to the Beneficial Owners of the Series 2019 Bonds or their nominees in accordance with its rules and regulations.

Notices of redemption of the Initial Bonds or any portion thereof shall be sent to the Depository in accordance with the provisions of the General Bond Ordinance.

The Depository is expected to maintain records of the positions of Participants in the Initial Bonds, and the Participants and persons acting through Participants are expected to maintain records of the Beneficial Owners in the Initial Bonds. The City, the Trustee, the Registrar and the Paying Agent make no assurances that the Depository and its Participants will act in accordance with such rules or expectations on a timely basis, and the City, the Trustee, the Registrar and the Paying Agent shall have no responsibility for any such maintenance of records or transfer of payments by the Depository to its Participants, or by the Participants or persons acting through Participants to the Beneficial Owners.

The City, the Trustee, the Paying Agent and the Registrar may treat the Depository (or its nominee) as the sole and exclusive owner of the Series 2019 Bonds registered in its name for the purpose of payment of the principal of, interest or premium, if any, on the Series 2019 Bonds, giving any notice permitted or required to be given to Bondholders under the General Bond Ordinance or this Fourth Supplemental Ordinance, registering the transfer of the Series 2019 Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever, and shall not be affected by any notice to the contrary. The City, the Trustee, the Paying Agent and the Registrar shall not have any responsibility or obligation to any Participant, any person claiming a beneficial ownership interest in the Series 2019 Bonds under or through the Depository or any Participant, or any other person which is not shown on the Books of Registry of the City maintained by the Registrar as being a Bondholder, with respect to: the accuracy of any records maintained by the Depository or any Participant or the maintenance of any records; the payment by the Depository or any Participant of any amount in respect of the principal of, interest or premium, if any, on the Series 2019 Bonds; the sending of any transaction statements; the delivery or timeliness of delivery by the Depository or any Participant of any notice which is permitted or required to be given to Bondholders

thereunder; the selection of Bondholders to receive payments upon any partial redemption of the Series 2019 Bonds; or any consent given or other actions taken by the Depository as a Bondholder.

If (a) the Depository determines not to continue to act as securities depository for the Series 2019 Bonds, and gives reasonable notice to the Registrar or the City, or (b) the City has advised the Depository of the City's determination that the Depository is incapable of discharging its duties, then the City shall attempt to retain another qualified securities depository to replace the Depository. Upon receipt by the City or the Registrar of the Initial Bonds together with an assignment duly executed by the Depository, the City shall execute and deliver to the successor depository, the Series 2019 Bonds of the same principal amount, interest rate and maturity. If the City is unable to retain a qualified successor to the Depository, or the City has determined that it is in its best interest not to continue the Book-Entry System of transfer or that interests of the Beneficial Owners of the Series 2019 Bonds might be adversely affected if the Book-Entry System of transfer is continued (the City undertakes no obligation to make any investigation to determine the occurrence of any events that would permit it to make any such determination), and has made provision to so notify Beneficial Owners of the Series 2019 Bonds by mailing an appropriate notice to the Depository, upon receipt by the City of the Initial Bonds together with an assignment duly executed by the Depository, the City shall execute, authenticate and deliver to the Depository the Series 2019 Bonds in fully-registered form, in authorized denomination; provided, however, that the discontinuation of the Book-Entry System of registration and transfer with respect to the Series 2019 Bonds or the replacement of the Depository or any successor depository shall be subject to the applicable rules and procedures of the Depository or such successor depository on file or otherwise approved by the Securities and Exchange Commission. Prior to any transfer of the Series 2019 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 Internal Revenue Code Section 6045, 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.

Section 5. Optional Redemption of Series 2019 Bonds. Such of the Series 2019 Bonds, as well as particular Bonds within a maturity, as may be determined by the City Manager, pursuant to Section 10(a) hereof, shall be subject to redemption prior to maturity, at the option of the City, in whole or in part at any time in such order of their maturities as the City shall determine and by lot within a maturity, at the respective redemption prices with respect to each Series 2019 Bond, expressed as a percentage of principal amount of the Series 2019 Bonds to be redeemed together with redemption premium, if any, as shall be determined by the City Manager, pursuant to Section 10(a) hereof, together, in each such case, with the interest accrued on such principal amount to the date fixed for redemption.

Section 6. Payment of the Series 2019 Bonds. The Series 2019 Bonds, together with the interest thereon, shall be payable, in such coin or currency of the United States of America which at the time of such payment is legal tender for public and private debts, solely from the Hospitality Fees of the City in accordance with the provisions of the General Bond Ordinance and this Fourth Supplemental Ordinance. The Series 2019 Bonds shall be secured by a pledge of Hospitality Fees on a parity with (1) the pledge of Hospitality Fees securing the payment of the Parity Bonds and (2) the pledge of Hospitality Fees securing the payment of other Bonds hereafter issued in compliance with the provisions of the General Bond Ordinance.

The Series 2019 Bonds do not constitute an indebtedness of the City within any State constitutional provisions (other than Article X, Section 14, Paragraph 10 of the South Carolina Constitution authorizing obligations payable solely from special sources not involving revenues from any tax or license) or statutory limitation. The Series 2019 Bonds shall not be a debt of the City, nor a charge, lien or encumbrance, legal or equitable, upon any property of the City or upon any income, receipts or

revenues thereof, other than the aforesaid Hospitality Fees of the City. No recourse shall be had for the payment of the Series 2019 Bonds or the interest thereon against the general fund of the City, nor shall the credit or taxing power of the City be deemed to be pledged thereto. The full faith, credit and taxing powers of the City are not pledged to the payment of the principal of or interest on the Series 2019 Bonds.

Section 7. Establishment of Series 2019 Debt Service Fund. In accordance with Section 6.6 of the General Bond Ordinance, the Series 2019 Debt Service Fund is hereby directed to be established by the Trustee on the date of the original delivery of the Series 2019 Bonds for the benefit of the Holders of the Series 2019 Bonds. In accordance with Section 6.6(a), (b) and (c) of the General Bond Ordinance, there is hereby directed to be established within the Series 2019 Debt Service Fund an Interest Account, a Principal Account and, if applicable, a Bond Redemption Account for the payment of interest, principal and sinking fund installment requirements of Term Bonds, respectively, on the Series 2019 Bonds as the same become due and payable.

Section 8. Establishment of the Series 2019 Reserve Fund Requirement and Series 2019 Debt Service Reserve Fund. In accordance with Section 6.7 of the General Bond Ordinance, and pursuant to the authority granted in Section 10(a) hereof, the City Manager may determine whether it is necessary or desirable to establish a Series 2019 Debt Service Reserve Fund for the Series 2019 Bonds, the amount and timing of funding of the Series 2019 Reserve Fund Requirement, and, if so, such Series 2019 Debt Service Reserve Fund shall be established on the date of the original delivery of the Series 2019 Bonds and held by the Trustee, all as provided in the General Bond Ordinance; provided, however that in the event of any full or partial defeasance or redemption of the Series 2019 Bonds, then the Series 2019 Reserve Fund Requirement may be recalculated based on the then Outstanding principal amount of the Series 2019 Bonds. If a Series 2019 Debt Service Reserve Fund is established, the method of satisfying the Series 2019 Reserve Fund Requirement will be determined by the City Manager pursuant to Section 10(a) hereof. The Series 2019 Reserve Fund Requirement shall be deemed permanently satisfied to the extent of the original policy amount of any Reserve Fund Instrument deposited with the Trustee notwithstanding any downgrade or withdrawal of ratings of the Reserve Fund Instrument Provider.

Section 9. Designation of Trustee, Registrar, Paying Agent and Custodian. Pursuant to the General Bond Ordinance, the Trustee is The Bank of New York Mellon Trust Company, N.A. The Council hereby designates The Bank of New York Mellon Trust Company, N.A. as Trustee, Registrar and Paying Agent for the Series 2019 Bonds. The City Manager or the Finance Director of the City are authorized to designate the Custodian of the Series 2019 Construction Fund and the Series 2019 Costs of Issuance Account. The City Manager or the Finance Director of the City may, at any time, remove the initial Custodian of the Series 2019 Construction Fund or the Series 2019 Costs of Issuance Account and replace such initial Custodian with one or more alternate Custodians. The Trustee, Registrar, Paying Agent and Custodian shall signify their acceptances of their respective duties upon delivery of the Series 2019 Bonds.

Section 10. Determination of Certain Matters Relating to the Issuance of Series 2019 Bonds; Official Statement; Undertaking of 2019 Project.

(a) The City Manager is hereby authorized and empowered to undertake any one or more of the following actions:

(i) determine the original issue date of the Series 2019 Bonds;

(ii) determine the aggregate principal amount and authorized denominations of the Series 2019 Bonds, if less than authorized by this Fourth Supplemental Ordinance;

(iii) determine the principal amount and Principal Payment Dates of each maturity of the Series 2019 Bonds;

(iv) determine the Interest Payment Dates, including the initial Interest Payment Dates, for the Series 2019 Bonds;

(v) determine the optional and mandatory redemption dates and terms of redemption of the Series 2019 Bonds;

(vi) determine the date and time of sale of the Series 2019 Bonds and the interest rates for the Series 2019 Bonds;

(vii) determine the Series 2019 Bonds to be subject to mandatory and optional redemption;

(viii) determine the redemption prices of the Series 2019 Bonds subject to optional redemption;

(ix) determine any original issue discount or original issue premium at which the Series 2019 Bonds will be sold, or whether any Underwriter's discount or other fee will be paid to the purchasers of the Series 2019 Bonds;

(x) determine whether the Series 2019 Debt Service Reserve Fund will be established and funded and, if so, the amount of the Series 2019 Reserve Fund Requirement and the manner and timing of which the Series 2019 Reserve Fund Requirement will be satisfied (including, but not limited to, determine whether to purchase a Reserve Fund Instrument);

(xi) determine the date of redemption of the Bond to the Refunded and the manner in which the Refunding will be accomplished;

(xii) determine whether a Credit Facility will be purchased with respect to the Series 2019 Bonds;

(xiii) determine the manner in which the Series 2019 Bonds will be offered for sale (i.e., as a private-placement or as a public-offering);

(xiv) if the Series 2019 Bonds are not sold to the Underwriter, engage the Placement Agent to assist with the placement of the Series 2019 Bonds with a bank or other financial institution, approve the form of a Request for Proposals under which the Series 2019 Bond will be offered for sale, determine the date and time for receipt of bids under such Request for Proposals, and approve the sale of the Series 2019 Bonds to the bidder providing the most advantageous proposal therefor, as determined by the Mayor or City Manager, in accordance with the terms of such Request for Proposals;

(xv) determine whether the Series 2019 Bonds shall be issued on a federal tax-exempt or taxable basis; and

(xvi) agree to any other terms, provisions and matters necessary or advisable to effect the issuance of the Series 2019 Bonds.

(b) The City Manager is hereby authorized and empowered to enter into, on behalf of the City, a Purchase Contract with the Underwriter for the purchase of the Series 2019 Bonds, to be dated the date of its execution. Upon the submission of such Purchase Contract by the Underwriter, the City Manager shall further determine that the Purchase Contract is fair and reasonable and in the best interest of the City; that the Series 2019 Bonds shall be sold to the Underwriter upon the terms and conditions set forth in such Purchase Contract and upon the basis of the representations therein set forth, and that all conditions precedent to or concurrent with the acceptance of the Purchase Contract have been met. The City Manager is authorized and directed to execute such Purchase Contract, and deliver such executed Purchase Contract to the Underwriter, the execution and delivery thereof constituting conclusive evidence of the City Manager's approval of the matters contained therein.

(c) The Council hereby authorizes and empowers the City Manager to approve a Preliminary Official Statement relating to the Series 2019 Bonds. The Mayor or the City Manager is hereby authorized to "deem final" the Preliminary Official Statement for purposes of complying with the requirements set forth in Rule 15c2-12 of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended.

The Council hereby authorizes a final Official Statement of the City to be dated of even date with the execution and delivery of the Purchase Contract relating to the Series 2019 Bonds substantially in the form of the Preliminary Official Statement, with such modifications as the City Manager may approve; the City Manager is hereby authorized and directed to execute copies of the final Official Statement and deliver the same to the Underwriter, which execution and delivery shall be conclusive evidence of the approval of any such modifications; and the City hereby authorizes the use of the Preliminary Official Statement, the final Official Statement, the General Bond Ordinance, this Fourth Supplemental Ordinance, and the information contained herein and therein in connection with the public offering and sale of the Series 2019 Bonds by the Underwriter.

(d) A copy of this Fourth Supplemental Ordinance shall be filed with the minutes of the meeting at which this Fourth Supplemental Ordinance was enacted.

(e) The Council hereby authorizes and directs all of the officers and employees of the City to carry out or cause to be carried out all obligations of the City hereunder and to perform such other actions as they shall consider necessary or advisable in connection with the issuance, sale and delivery of the Series 2019 Bonds.

(f) The Council authorizes the City Manager to negotiate the terms of, and execute, in the name and on behalf of the City, and deliver investment agreements, forward delivery agreements, repurchase agreements, guaranteed investment contracts, Credit Facility Agreements, Reserve Fund Instrument Agreements, letters of credit, surety bonds, and any other agreements (including agreements relating to any credit enhancement) in connection with the Series 2019 Bonds, to prepare and solicit bids for providers of such agreements and to execute, in the name and on behalf of the City, written confirmations of any such agreements and other documents as may be necessary in connection therewith. Such authority granted to the Mayor or the City Manager herein includes the solicitation and purchase of Government Obligations to be held in the Escrow Fund in order to defease the Bond to be Refunded.

(g) The City hereby authorizes and directs all of the officers and employees of the City to carry out all obligations of the City and perform such other actions as necessary or advisable in order to accomplish the 2019 Project.

Section 11. Authorization to Effect Refunding; Redemption of the Bond to be Refunded.

Upon delivery of the Series 2019 Bonds, a portion of the proceeds thereof, together with amounts, if any, on deposit in the debt service fund for the Bond to be Refunded, and any other legally available funds, may be paid directly to the holder of the Bond to be Refunded, or may be deposited with the Escrow Agent and held by it under the Escrow Agreement in the Escrow Fund. Subject to the terms of the Escrow Agreement, it shall be the duty of the Escrow Agent to apply the funds in the Escrow Fund in the manner prescribed in the Escrow Agreement.

The City Manager is hereby authorized and directed to execute such agreements and give such directions as shall be necessary to carry out the Refunding including, if necessary, the execution and delivery of the Escrow Agreement. The Escrow Agreement shall be dated the date of delivery of the Series 2019 Bonds and shall be in such form as the City Manager approves. The execution thereof shall be evidence of the approval.

The City Manager is authorized to direct the Registrar to call the Bond to be Refunded for redemption on such date as he may determine. If an Escrow Agreement is executed in connection with the Refunding, the Escrow Agent is directed to pay the principal of and interest on the Bond to be Refunded, when due and upon the redemption or payment thereof, from the moneys and obligations deposited in the Escrow Fund. All moneys and obligations deposited with the Escrow Agent pursuant to the Escrow Agreement and the income therefrom shall be held, invested and applied in accordance with the provisions of this Fourth Supplemental Ordinance and the Escrow Agreement.

Section 12. Disposition of Proceeds of Series 2019 Bonds and Certain Other Moneys. The proceeds derived from the sale of the Series 2019 Bonds, plus any original issue premium and net of any original issue discount or any Underwriter's discount shall be deposited with (or at the order of) the City, the Trustee, the Escrow Agent or the Custodian, as applicable, and used for any of the following purposes:

(a) A portion of the proceeds thereof may be deposited in the Series 2019 Construction Fund established in Section 13 hereof to be used for and applied to the payment of Costs of Acquisition and Construction of the 2019 Project. A portion of the proceeds deposited in the Series 2019 Construction Fund may also be used to pay all or a portion of the Costs of Issuance of the Series 2019 Bonds. In the event that the Series 2019 Construction Fund is not established, a portion of the proceeds of the Series 2019 Bonds shall be deposited into the Series 2019 Costs of Issuance Account established in Section 13 hereof to pay Costs of Issuance for the Series 2019 Bonds.

(b) Either (i) there shall be paid over to the Escrow Agent for deposit into the Escrow Fund established by the Escrow Agreement, or (ii) there shall be paid directly to the holder of the Bond to be Refunded, an amount determined by the City Manager required, together with amounts (if any) transferred from the debt service fund for the Bond to be Refunded and other moneys of the City, to provide for the Refunding.

(c) If the City Manager determines that a Series 2019 Debt Service Reserve Fund shall be established for the Series 2019 Bonds and the Series 2019 Reserve Fund Requirement shall be funded with a portion of the proceeds of the Series 2019 Bonds, there shall be deposited with the Trustee for deposit into such Series 2019 Debt Service Reserve Fund an amount which, together with other available funds, equals the Series 2019 Reserve Fund Requirement.

(d) If the City Manager determines that a Credit Facility or Reserve Fund Instrument shall be acquired in connection with the Series 2019 Bonds, a portion of the proceeds may be paid directly to the Credit Facility Issuer or Reserve Fund Instrument Provider, respectively.

The respective amounts specified in this Section 12 shall be determined by the City upon delivery of the Series 2019 Bonds.

Section 13. Series 2019 Construction Fund and Series 2019 Costs of Issuance Account. There is hereby authorized, but not required, to be established the Series 2019 Construction Fund to be held by the Custodian. The Series 2019 Construction Fund may be accounted for as a single fund or as multiple funds, however the moneys on deposit therein may be held by one or more banks or other financial institutions designated by the City. The moneys on deposit in the Series 2019 Construction Fund shall be used and applied to the payment of the Costs of Acquisition and Construction of 2019 Project, and to pay Costs of Issuance. In order to pay the Costs of Acquisition and Construction of the 2019 Project, the City may directly pay for such costs, or may direct that funds in the Series 2019 Construction Fund be loaned, granted or otherwise transferred to the City Entities as part of a financing plan for the development of the 2019 Project that utilizes New Markets Tax Credits under Section 45D of the Code. To the extent necessary, Section 13 of the Junior Bond Ordinance is hereby amended to provide that any funds in the 2018 Junior Lien Construction Fund may be loaned, granted or otherwise transferred to the City Entities as part of a financing plan for the development of the 2019 Project that utilizes New Markets Tax Credits under Section 45D of the Code.

Moneys held for the credit of the Series 2019 Construction Fund shall be invested, at the written direction of the City, to the fullest extent practicable and reasonable, in Permitted Investments, maturing at such times and in such amounts as shall be required to provide moneys to make the payments required to be made from the Series 2019 Construction Fund. Withdrawals from the Series 2019 Construction Fund may be made in the manner withdrawals from other funds of the City are made.

If, after the payment in full of all Costs of Acquisition and Construction of the 2019 Project and Costs of Issuance, any moneys remain in the Series 2019 Construction Fund, such excess shall, pursuant to written instructions of the City, be paid by the City to the Trustee, which shall deposit such moneys into a subaccount to be created only for the benefit of the Holders of the Series 2019 Bonds in the Series 2019 Debt Service Fund which shall be applied to pay the principal of or the interest on, or both, the Series 2019 Bonds.

In making any payment from the Series 2019 Construction Fund, the Custodian may rely on such directions, requisitions and certifications delivered to it by the City pursuant to this Section, and the Custodian shall not have any liability with respect to the proper application of funds held in the Series 2019 Construction Fund by the City in making such payments in accordance with such directions, requisitions and certifications from the City.

There is hereby authorized, but not required, to be created and established a Series 2019 Costs of Issuance Account which, if established, shall be held by a Custodian. The moneys on deposit in the Series 2019 Costs of Issuance Account shall be used and applied to pay Costs of Issuance incidental to the issuance and sale of the Series 2019 Bonds.

Moneys held for the credit of the Series 2019 Costs of Issuance Account shall be invested to the fullest extent practicable and reasonable, in Permitted Investments, maturing at such times and in such amounts as shall be required to provide moneys to make the payments required to be made from such account. Withdrawals from the Series 2019 Costs of Issuance Account shall be made in the manner withdrawals from other funds of the City are made.

If any moneys remain in the Series 2019 Costs of Issuance Account after the payment in full (or after adequate provision has been made therefor) of all Costs of Issuance, such excess shall be paid into the Series 2019 Debt Service Fund and shall be used only for the payment of the principal of or the interest on, or both, the Series 2019 Bonds.

Section 14. Federal Tax Covenant; Written Procedures. To the extent that the City Manager determines that the Series 2019 Bonds shall be issued on a federal tax-exempt basis, the City hereby covenants and agrees with the Holders of the Series 2019 Bonds that it will not take any action which will, or fail to take any action which failure will, cause interest on the Series 2019 Bonds to become includable in the gross income of the Bondholders thereof for federal income tax purposes pursuant to the provisions of the Code and regulations promulgated thereunder in effect on the date of original issuance of the Series 2019 Bonds and that no use of the proceeds of the Series 2019 Bonds shall be made which, if such use had been reasonably expected on the date of issue of the Series 2019 Bonds would have caused the Series 2019 Bonds to be "arbitrage bonds," as defined in the Code; and to that end the City shall:

(a) comply with the applicable provisions of Section 103 and Sections 141 through 150 of the Code and any regulations promulgated thereunder so long as the Series 2019 Bonds are Outstanding;

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

(c) make such reports of such information at the times and places required by the Code.

The City Manager and the Finance Director of the City are hereby authorized to adopt written procedures to ensure the City's compliance with federal tax matters relating to the Series 2019 Bonds.

Section 15. Continuing Disclosure. So long as and to the extent required pursuant to Section 11-1-85 of the Code of Laws of South Carolina 1976, as amended ("Section 11-1-85"), the City covenants that it will file with a central repository for availability in the secondary bond market when requested:

(i) An annual independent audit, within 30 days of the City's receipt of the audit; and

(ii) Event-specific information within 30 days of an event adversely affecting more than 5% percent of Hospitality Fees or the City's tax base.

The only remedy for failure by the City to comply with the covenant of this Section 15 shall be an action for specific performance of this covenant; and failure to comply shall not constitute a default or an "Event of Default" under the General Bond Ordinance or this Fourth Supplemental Ordinance. The Trustee shall have no responsibility to monitor the City's compliance with this covenant. The City specifically reserves the right to amend or delete this covenant in order to reflect any change in Section 11-1-85, without the consent of the Trustee or any Holder of any Series 2019 Bonds.

To the extent that Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934 applies to the Series 2019 Bonds, the Finance Director of the City is hereby authorized and directed to execute and deliver a Continuing Disclosure Certificate related to the Series 2019 Bonds as required by applicable law, in substantially the form attached hereto as Exhibit B, with such modifications as the Finance Director approves, the execution and delivery of the Continuing Disclosure Certificate constituting conclusive evidence of approval of the matters therein contained. The City hereby covenants and agrees that it will comply with and carry out all of the provisions of such Continuing

Disclosure Certificate. Notwithstanding any other provisions of this Fourth Supplemental Ordinance, failure of the City to comply with the Continuing Disclosure Certificate shall not be considered an Event of Default, and no liability for damages shall attach therefor. The sole remedy for such failure to comply shall be that any Bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this paragraph. The City Manager and the Finance Director of the City are authorized to adopt written procedures relating to compliance with continuing disclosure obligations in connection with the Series 2019 Bonds.

Section 16. 2019 Project; Further Actions. The undertaking of the 2019 Project is hereby approved. The City Manager, in consultation with the City Attorney, is hereby authorized and directed to execute and deliver any agreements (including, but not limited to, construction contracts, grant agreements, conveyance agreements, deeds, licenses, development agreements, construction management agreements and leases) as may be necessary or advisable in order to undertake, continue or facilitate the construction, development and financing of the 2019 Project by the City or any of the City Entities. The Mayor, the City Manager, the City Clerk, the Finance Director and the City Attorney are hereby authorized and directed to take any and all such further actions as shall be deemed necessary or desirable in order to effectuate issuance of the Series 2019 Bonds, the Refunding, and the development and construction of the 2019 Project.

In order to pay the Costs of Acquisition and Construction of the 2019 Project, the City may directly pay for such costs, or may direct that funds in the Series 2019 Construction Fund be granted, loaned or otherwise transferred to the City Entities as part of a financing plan for the development of the 2019 Project that utilizes New Markets Tax Credits under Section 45D of the Code. Further, in order to effect the financing plan for the development of the 2019 Project: (a) remaining funds on deposit in the 2018 Junior Lien Construction Fund may be granted, loaned or otherwise transferred to the City Entities, (b) the Tourism Facility (including, but not limited to, the real property on which the Tourism Facility is located, and the equipment, improvements and construction in-process located thereon or related thereto) may be granted, transferred, conveyed or sold to any of the City Entities and (c) the proceeds derived by the City from any sale or transfer of the Tourism Facility may be loaned or granted by the City to such other parties (including City Entities) as may be necessary or useful in order to facilitate the financing plan for the development of the 2019 Project..

Section 17. Credit Facility. In the event that the City Manager determines pursuant to the authorization set forth in Section 10(a) that the City shall purchase a Credit Facility with respect to the Series 2019 Bonds, the City Manager is hereby authorized to approve the form of any Credit Facility Agreement and the City Manager is hereby authorized and directed to execute the Credit Facility Agreement and deliver the Credit Facility Agreement to the Credit Facility Issuer, the City Manager's execution and delivery thereof constituting conclusive evidence of his approval of the matters contained therein.

Section 18. Reserve Fund Instrument. In the event that the City Manager determines pursuant to the authorization set forth in Section 10(a) that the City shall purchase a Reserve Fund Instrument with respect to the Series 2019 Bonds, the City Manager is hereby authorized to approve the form of any Reserve Fund Instrument Agreement and the City Manager is hereby authorized and directed to execute the Reserve Fund Instrument Agreement and deliver the Reserve Fund Instrument Agreement to the Reserve Fund Instrument Provider, the City Manager's execution and delivery thereof constituting conclusive evidence of his approval of the matters contained therein.

Section 19. Headings. The headings and titles of the several sections hereof shall be solely for convenience of reference and shall not affect the meaning, construction, interpretation or effect of this Fourth Supplemental Ordinance.

Section 20. Notices. All notices, certificates or other communications hereunder or under the General Bond Ordinance shall be sufficiently given and shall be deemed given when mailed by registered mail, postage prepaid, or given when dispatched by telegram addressed as follows:

If to the City:

City of Spartanburg
Attn: City Manager
145 West Broad Street
Spartanburg, South Carolina 29306

If to the Paying Agent, the Registrar, the Trustee or the Escrow Agent:

The Bank of New York Mellon Trust Company, N.A.
Attn: Corporate Trust
10161 Centurion Parkway North
Jacksonville, Florida 32256

The City, the Paying Agent, the Registrar, the Trustee and the Escrow Agent may, by notice given to the other parties, designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent.

Each of the Registrar, the Paying Agent, the Escrow Agent and the Trustee shall have the right to accept and act upon directions given pursuant to this Fourth Supplemental Ordinance delivered using Electronic Means (defined below); provided, however, that the Registrar, the Paying Agent, the Escrow Agent and the Trustee, as applicable, have received an incumbency certificate listing persons designated to give such instructions or directions and containing specimen signatures of such designated persons (each an "Authorized Officer"), which incumbency certificate shall be amended whenever a person is to be added or deleted from the listing. If the City elects to give the Registrar, the Paying Agent, the Escrow Agent or the Trustee directions using Electronic Means and the Registrar, the Paying Agent, the Escrow Agent or the Trustee in its discretion elects to act upon such directions, the Registrar's, the Paying Agent's, the Escrow Agent’s or the Trustee's understanding of such directions shall be deemed controlling. The City understands and agrees that the Registrar, the Paying Agent, the Escrow Agent and the Trustee cannot determine the identity of the actual sender of such directions and that the Registrar, the Paying Agent, the Escrow Agent and the Trustee shall conclusively presume that directions that purport to have been sent by an Authorized Officer listed on the incumbency certificate provided to the Trustee have been sent by such Authorized Officer. The City shall be responsible for ensuring that only Authorized Officers transmit such directions to the Registrar, the Paying Agent, the Escrow Agent and the Trustee, as applicable, and that all Authorized Officers treat applicable user and authorization codes, passwords and/or authentication keys as confidential and with extreme care. Neither the Registrar, the Paying Agent, the Escrow Agent nor the Trustee shall be liable for any losses, costs or expenses arising directly or indirectly from their reliance upon and compliance with such directions notwithstanding such directions conflict or are inconsistent with a subsequent written direction. The City agrees: (i) to assume all risks arising out of the use of Electronic Means to submit directions, including without limitation the risk of the Registrar, the Paying Agent, the Escrow Agent or the Trustee acting on unauthorized directions, and the risk of interception and misuse by third parties; (ii) that it is fully informed of the protections and risks associated with the various methods of transmitting such directions and that there may be more secure methods of transmitting directions; (iii) that the security procedures (if any) to be followed in connection with its transmission of directions provide to it a commercially reasonable degree of protection in light of its particular needs and circumstances; and (iv) to notify the Registrar, the Paying Agent, the Escrow Agent and the Trustee immediately upon learning of any

compromise or unauthorized use of the security procedures. "Electronic Means" shall mean the following communications methods: e-mail, facsimile transmission, secure electronic transmission containing applicable authorization codes, passwords and/or authentication keys, or another method or system specified by either the Registrar, the Paying Agent, the Escrow Agent or the Trustee, as the case may be, as available for use in connection with its respective services hereunder.

Section 21. Repeal of Inconsistent Ordinances and Resolutions. All ordinances and resolutions of the City, and any part of any ordinance or resolution, inconsistent with this Fourth Supplemental Ordinance are hereby repealed to the extent of such inconsistency.

Section 22. Severability. If any sections, phrase, sentence or portion of this Fourth Supplemental Ordinance is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such portion shall be deemed a separate, distinct and independent provision, and such holding shall not attest the validity of the remaining portions thereof.

Section 23. Effective Date. This Fourth Supplemental Ordinance shall be effective upon its enactment by the City Council for the City of Spartanburg, South Carolina.

[Signature page follows]

Enacted by the City Council of the City of Spartanburg, South Carolina, this 26th day of August, 2019.

CITY OF SPARTANBURG, SOUTH CAROLINA

(SEAL)

_____
Mayor

ATTEST:

_____
Clerk

First Reading: August 12, 2019

Second Reading: August 26, 2019

This Ordinance has been reviewed by me and is hereby approved as to form and legality.

_____
City Attorney, City of Spartanburg, South Carolina

EXHIBIT A

FORM OF SERIES 2019 BOND

[DTC Legend]

THE CITY OF SPARTANBURG, SOUTH CAROLINA
SPECIAL OBLIGATION BONDS
(HOSPITALITY FEE PLEDGE), [TAXABLE] SERIES 2019

No. R-___

Interest Rate	Maturity Date	Issue Date	CUSIP

Registered Holder:

Principal Amount:

THE CITY OF SPARTANBURG, SOUTH CAROLINA (the "City") a public body corporate and politic and a political subdivision of the State of South Carolina (the "State"), created and existing by virtue of the laws of the State, acknowledges itself indebted and for value received hereby promises to pay, solely as hereinafter provided, to the Registered Owner named above or registered assigns, the Principal Amount set forth above on the Maturity Date stated above, unless this Bond be subject to redemption and shall have been redeemed prior thereto as hereinafter provided, upon presentation and surrender hereof at the corporate trust office of The Bank of New York Mellon Trust Company, Jacksonville, Florida, as trustee (the "Trustee"), and to pay interest on such Principal Amount at the annual Interest Rate stated above (calculated on the basis of a 360-day year of twelve (12) 30-day months), until the obligation of the City with respect to the payment of such Principal Amount shall be discharged. Interest on this Bond shall be payable in semiannual installments on April 1 and October 1 of each year beginning April 1, 2020 (each, an "Interest Payment Date"), until maturity or earlier redemption. All payments shall be paid to the person in whose name this Bond is registered at the close of business on the fifteenth day of the calendar month (each, a "Record Date") preceding each Interest Payment Date or Principal Payment Date (as defined in the hereinafter defined Ordinances). The payments shall be payable by check or draft mailed at the times provided herein to the person in whose name this Bond is registered at the address shown on the registration books of the City held by The Bank of New York Mellon Trust Company, N.A., as registrar (the "Registrar"), or, in the case of a Registered Holder of $1,000,000 or more in principal amount of this Bond, by wire transfer to on account within the continental United States upon the timely receipt of a written request of such Registered Holder. The payments 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 BOND HAS BEEN ISSUED UNDER THE PROCEDURES OF TITLE 6, CHAPTER 17, AND THE PROVISIONS OF TITLE 6, CHAPTER 1, ARTICLE 7, CODE OF LAWS OF SOUTH CAROLINA, 1976, AS AMENDED (COLLECTIVELY, THE "ACT"); THE BONDS DO NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY STATE CONSTITUTIONAL PROVISION (EXCEPT ARTICLE X, SECTION 14(10) OF THE STATE CONSTITUTION AUTHORIZING INDEBTEDNESS PAYABLE SOLELY FROM A SOURCE OF REVENUE DERIVED OTHER THAN A TAX OR LICENSE) OR STATUTORY LIMITATION. THE CITY IS NOT OBLIGATED TO PAY ANY OF THE BONDS OR THE INTEREST THEREON EXCEPT FROM HOSPITALITY FEES (AS DEFINED IN THE ORDINANCES). THE BONDS ARE NOT GENERAL OBLIGATIONS OF THE CITY, THE STATE, OR ANY POLITICAL SUBDIVISION THEREOF AND NEITHER THE FULL FAITH AND CREDIT NOR THE GENERAL CREDIT NOR TAXING POWERS OF THE CITY, THE STATE OR ANY POLITICAL SUBDIVISION THEREOF HAS BEEN PLEDGED THERETO.

This Bond shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been duly executed by the Registrar. Certain capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Ordinances.

This Bond is one of an issue of bonds of the City in the aggregate principal amount of _____ Million Dollars ($_____) (the "Bonds") of like tenor, except as to number, rate of interest, date of maturity and redemption provides, issued pursuant to and in accordance with the Constitution and statutes of the State, including particularly the Act, General Bond Ordinance No. 12-604.4-10.25.10 duly enacted by the City Council of the City (the "Council") on October 25, 2010, as amended by Second Supplemental Ordinance No. 12-604.4-3.17.14 duly enacted by the Council on March 17, 2014 (the "General Bond Ordinance"), and Fourth Supplemental Ordinance No. _____ duly enacted by the Council on August 26, 2019 (the "Fourth Supplemental Ordinance") (the General Bond Ordinance and the Fourth Supplemental Ordinance are herein collectively referred to as the "Ordinances").

The Ordinances contain provisions defining terms, set forth the revenues pledged for the payment of the principal of and interest on this Bond and the Bonds of other series herewith which may hereafter be issued on a parity herewith under the Ordinances; set forth the nature, extent and manner of enforcement of the security of this Bond and of such pledge, and the rights and remedies of the Holder hereof with respect thereto; set forth the terms and conditions upon which and the extent to which the Ordinances may be altered, modified and amended; set forth the terms and conditions upon which this Bond is issued upon which other bonds may be hereinafter issued payable as to principal, premium, if any, and interest on a parity with this Bond and equally and ratably secured herewith; sets forth the rights, duties and obligations of the City thereunder; and set forth the terms and conditions upon which the pledge made in the Ordinances for the security of this Bond and upon which the covenants, agreements and other obligations of the City made therein may be discharged at or prior to the maturity or redemption of this Bond with provisions for the payment thereof in the manner set forth in the Ordinances. Reference is hereby made to the Ordinances to all of the provisions of which any holder of this Bond by the acceptance hereof thereby assents. The provisions of the Act and the Ordinances shall be a contract with the holder of this Bond.

This Bond and the series of Bonds of which it is one and the interest thereon are limited obligations of the City and are secured by and payable solely from, and secured equally and ratably by a pledge of and lien upon, the Hospitality Fees imposed and collected by the City, which pledge ranks on a parity with the pledge thereof securing the payment of the Parity Bonds.

The General Bond Ordinance authorizes the issuance of additional bonds on a parity with the Bonds of this issue which, when issued in accordance with the provisions of the General Bond Ordinance, will rank equally and be on a parity herewith.

This Bond and the series of which it is one which mature on and after April 1, 20__, shall be subject to redemption prior to their stated maturities at the option of the City on or after April 1, 20__, in whole or in part at any time in such order of their maturities as the City shall determine and by lot within a maturity, at a redemption price equal to 100% of the principal amount of the Bonds to be redeemed together with the interest accrued on such principal amount to the date fixed for redemption.

If less than all the Bonds of any maturity are called for redemption, the Bonds of such maturity to be redeemed shall be selected at random by the Trustee. In the event any of the Bonds or portions thereof are called for redemption, the Trustee shall give notice, in the name of the City, of redemption of Bonds by first-class mail, postage prepaid, to the Holder thereof as shown on the Books of Registry of the City not less than thirty (30) days and not more than sixty (60) days prior to the date fixed for the redemption thereof. If this Bond be redeemable and shall have been duly called for redemption and notice of the redemption hereof mailed as aforesaid, and if on or before the date fixed for such redemption, payment thereof shall be duly made or provided for, interest hereon shall cease or accrue from and after the redemption date hereof.

The Bonds maturing in the year ___ shall be retired by sinking fund installments which shall be accumulated in the Debt Service Fund in amounts sufficient to redeem on April 1 of each year shown below, at a redemption price equal to the principal amount of the Bond or Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, the principal amount of such Bonds specified for each of the years shown below:

Year	Principal Amount

*Maturity Redemption.

The Bonds maturing in the year ____ shall be retired by sinking fund installments which shall be accumulated in the Debt Service Fund in amounts sufficient to redeem on April 1 of each year shown below, at a redemption price equal to the principal amount of the Bond or Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, the principal amount of such Bonds specified for each of the years shown below:

Year	Principal Amount

*Maturity Redemption.

The amount of the sinking fund payments prescribed above shall be reduced in such order as the City shall determine (in minimum increments of $5,000) to the extent the Bonds of the applicable maturity have been purchased or redeemed pursuant to the operation of the optional redemption provisions under the Bond Ordinances.

This Bond is transferable, as provided in the Ordinances, 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 Bond and an assignment with a written instrument of transfer satisfactory to the Registrar, 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 Series 2019 Bond of the same aggregate principal amount, maturity and interest rate shall be issued to the transferee in exchange therefor as provided in the Ordinances. The City, the Trustee and the Registrar may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or redemption price hereof and interest due hereon and for all other purposes.

For every exchange or transfer of this Bond, 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.

To the extent and in the manner permitted by the terms of the Bond Ordinances, the provisions of this Bond or of the Bond Ordinances, or any ordinance amendatory thereof or supplemental thereto, may be amended or modified by the City with the written consent of the holders of at least sixty-six and two-thirds percent (66-2/3%) in principal amount of the Bonds then outstanding under the Bond Ordinances; provided that, without the consent of the Holder of each Bond affected thereby, no such amendment or modification shall (a) extend the time of payment of principal of or interest hereof or reduce the principal amount hereof or the rate of interest hereon or the premium payable upon the redemption hereof, or (b) give to any Bond or Bonds any preference over any other Bond or Bonds, or (c) authorize the creation of any pledge prior to or, except as provided in the General Bond Ordinance for the issuance of Series of Bonds, on a parity with the pledge afforded by the General Bond Ordinance, or (d) reduce the percentage in principal amount of Bonds required to asset to or authorize any such modification to the General Bond Ordinance.

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

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 Bond, exist, have been performed and have happened, that the amount of this 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 SPARTANBURG, SOUTH CAROLINA, has caused this Bond to be signed this ___ day of _____, 2019, with the manual/facsimile signature of the Mayor [Pro-Tempore] of the City, attested by the manual/facsimile signature of the City Clerk of the City, and the seal of the City impressed, imprinted or reproduced hereon.

CITY OF SPARTANBURG, SOUTH CAROLINA

_____
Mayor

(SEAL)

ATTEST:

_____
City Clerk

FORM OF CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds of the issue described in the within mentioned Ordinance.

The Bank of New York Mellon Trust
Company, N.A., as Trustee

By: _____
Its: _____

Date:_____

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

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

UNIF GIFT MIN ACT –
_____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors Act _____
(state)

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

ASSIGNMENT

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

_____

(Name and Address of Transferee)

_____

the within Bond and does hereby irrevocably constitute and appoint _____ _____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

_____ _____

Signature Guaranteed (Authorized Officer)

_____ _____

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

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

FORM OF CERTIFICATE

IT IS HEREBY CERTIFIED that the following is a true and correct copy of the approving opinion of Burr & Forman LLP, Greenville, South Carolina, the original of which was manually executed, dated and issued as of the date of the delivery of and payment for the bonds, and a copy of which is on file with the City.

THE CITY OF SPARTANBURG, SOUTH CAROLINA

By:_____

City Clerk

EXHIBIT B

FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the City of Spartanburg, South Carolina (the "City"), a municipal corporation organized and existing under the laws of the State of South Carolina (the "State"), in connection with the issuance of the $_____ original principal amount City of Spartanburg, South Carolina, Special Obligation Bonds (Hospitality Fee Pledge), [Taxable] Series 2019, (the "Bonds"), issued pursuant to General Bond Ordinance No. 12-604.4-10.25.10 of the City enacted on October 25, 1010, as amended by Second Supplemental Ordinance No. 12-604.4-3.17.14 of the City enacted on March 17, 2014, and Fourth Supplemental Ordinance No. 12-604.4-_____ of the City enacted on August 26, 2019 (collectively, the "Ordinance"). The City covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the beneficial owners and in order to assist the Participating Underwriter (defined below) in complying with the Rule (defined below).

SECTION 2. Definitions. The following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Bonds" shall mean the $_____ Special Obligation Bonds (Hospitality Fee Pledge) [Taxable] Series 2019, issued by the City of Spartanburg, South Carolina, dated _____ ___, 2019.

"Dissemination Agent" shall mean the City or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

"Financial Obligation" is defined by the Rule as and for purposes of this Disclosure Certificate shall mean: (1) a debt obligation, (2) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation, or (3) a guarantee of either of the foregoing; provided, however, that a "Financial Obligation" shall not include municipal securities as to which a final official statement has been provided to the Municipal Securities Rulemaking Board consistent with the Rule.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"National Repository" shall mean for purposes of the Rule, the Electronic Municipal Market Access (EMMA) system created by the Municipal Securities Rulemaking Board.

"Participating Underwriter" shall mean Stifel, Nicolaus & Company, Incorporated, and any other original underwriter of the Bonds required to comply with the Rule in connection with offering of the Bonds.

"Repository" shall mean each National Repository and each State Depository, if any.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State Depository" shall mean any public or private repository or entity designated by the State of South Carolina as a state information depository for the purpose of the Rule. As of the date of this Certificate, there is no State Depository.

SECTION 3. Provision of Annual Reports.

(a) The City shall provide, or shall cause the Dissemination Agent to provide, not later than February 1 of each year, commencing in 2020, to each Repository an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. Not later than fifteen (15) business days prior to such date the City shall provide the Annual Report to the Dissemination Agent, if other than the City; provided, that if the audited financial statements required pursuant to Section 4 hereof to be included in the Annual Report are not available for inclusion in the Annual Report as of such date, unaudited financial statements of the City may be included in such Annual Report in lieu thereof, and the City shall replace such unaudited financial statements with audited financial statements within fifteen (15) days after such audited financial statements become available for distribution. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the City may be submitted separately from the balance of the Annual Report.

(b) If the City is unable to provide to the Repositories an Annual Report by the date required in subsection (a), the City shall send a notice to the National Repositories, the Municipal Securities Rulemaking Board and State Depository, if any, in substantially the form attached hereto as Exhibit A.

(c) The Dissemination Agent shall:

(1) determine each year prior to the date for providing the Annual Report the name and address of each National Repository and each State Depository, if any; and

(2) if the Dissemination Agent is other than the City, file a report with the City certifying whether the Annual Report has been provided pursuant to this Disclosure Certificate, and, if provided, stating the date it was provided, and listing all the Repositories to which it was provided.

SECTION 4. Content of Annual Reports. The City's Annual Report shall contain or incorporate by reference the most recent audited financial statements, which shall be prepared in conformity with generally accepted accounting principles (or, if not in such conformity, to be accompanied by a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information) applicable to governmental entities such as the City, and shall, in addition, contain or incorporate by reference the following:

[(a) Financial data for each fiscal year which shall consist of the financial data generally consistent with the information contained in the tables in the Official Statement under the caption "Hospitality Fees."]

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues with respect to which the City is an "obligated person" (as defined by the Rule), which have been filed with the Repository or the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the Repository. The City shall clearly identify each such other document so incorporated by reference. The City may discharge its undertaking described above by transmitting the documents referred to above to any entity and by any method authorized by the Securities and Exchange Commission.

SECTION 5. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, the City shall give, or cause to be given, notice of the occurrence of any of the following events (the "Listed Events"):

(1) Principal and interest payment delinquencies;
(2) Non-payment related defaults;
(3) Unscheduled draws on debt service reserves reflecting financial difficulties;
(4) Unscheduled draws on credit enhancements reflecting financial difficulties;
(5) Substitution of credit or liquidity providers, or their failure to perform;
(6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
(7) Modifications to rights of security holders;
(8) Bond calls;
(9) Tender offers;
(10) Defeasances;
(11) Release, substitution, or sale of property securing repayment of the securities;
(12) Rating changes;
(13) Bankruptcy, insolvency, receivership or similar event of the City;
(14) The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms;
(15) Appointment of a successor or additional trustee or the change of name of a trustee;
(16) Incurrence of a Financial Obligation of the City; or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect security holders;
(17) Default, event of acceleration, termination event, modifications of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

(b) Upon the occurrence of a Listed Event described in subsections (a)(2), (7), (8), (11), (14), (15) of (16) above, the City shall as soon as possible determine if such event would be material under applicable federal securities laws. If the City determines that knowledge of the occurrence of such event would be material under applicable federal securities laws, the City shall promptly, and no later than 10 business days after the occurrence of the event, file a notice of such occurrence with the Repository.

(c) Upon the occurrence of a Listed Event described in subsections (a)(1), (3), (4), (5), (6), (9), (10), (12), (13) or (17) above, the City shall promptly, and no later than 10 business days after the occurrence of the event, file a notice of such occurrence with the Repository.

(d) Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(8), (9), and (10) above need not be given under this subsection earlier than the notice (if any) of the underlying event is given to owners of affected Bonds. For the purposes of the event identified in (a)(13) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

SECTION 6. Termination of Reporting Obligation. The City's obligations under this Disclosure Certificate shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds.

SECTION 7. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The initial Dissemination Agent shall be the City.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend this Disclosure Certificate and any provision of this Disclosure Certificate may be waived, if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws acceptable to the City, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

SECTION 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the City chooses to include any information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is specifically required by this Disclosure Certificate, the City shall have no obligation under this Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of the City, or the Dissemination Agent to comply with any provision of this Disclosure Certificate, any beneficial owner may take such actions as may be necessary and appropriate, including seeking injunctive relief or specific performance by court order, to cause the City, or the Dissemination Agent, as the case may be, to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default under the General Bond Ordinance, and the sole remedy under this Disclosure Certificate in the event of any failure of the City, or the Dissemination Agent to comply with this Disclosure Certificate shall be an action to compel

performance.

SECTION 11. Duties, Immunities and Liabilities of the Dissemination Agent. The provisions of this Section 11 shall apply if the City is not the Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and to the extent permitted by applicable law and other public policy considerations, the City agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which they may incur arising out of or in the exercise or performance of their powers and duties hereunder, including the costs and expenses (including attorneys' fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the City under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

SECTION 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriters, and Holders from time to time of the Bonds, and shall create no rights in any other person or entity.

[Execution page follows]

CITY OF SPARTANBURG,
SOUTH CAROLINA

By:_____
Finance Director

Dated: _____

[Execution page]

EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of City: City of Spartanburg, South Carolina

Name of Bond Issue: $_____ Special Obligation Bonds (Hospitality Fee Pledge), [Taxable] Series 2019, of the City of Spartanburg, South Carolina

Date of Issuance: _____ ___, 2019

NOTICE IS HEREBY GIVEN that the City of Spartanburg, South Carolina (the "City") has not provided an Annual Report with respect to the above-named Bonds as required by Sections 3 and 4 of the Continuing Disclosure Certificate executed and delivered by the City as Dissemination Agent. The City has notified us in writing that the Annual Report will be filed by _____.

Dated: _____

CITY OF SPARTANBURG, SOUTH CAROLINA

IX.

REQUEST FOR COUNCIL ACTION

TO: **Chris Story, City Manager**

FROM: **Natalia Rosario, Planner III.**

SUBJECT: **City Comprehensive/Master Plan Process Overview, Barry Nocks, Ph.D., FAICP**

DATE: **August 12, 2019**

SUMMARY:

As staff looks forward to the beginning of the City of Spartanburg's first Comprehensive Planning Process since 1999, this fall (2019), that will govern our path for the next 20 years, we endeavor to provide as much information to City Council regarding the comprehensive planning process as possible. This includes, but is not limited to, the formulation of comprehensive plans, the importance of public participation, what a good comprehensive plan can do, and what it cannot do, as well as short reviews of the various topics as related to the future of the City that will be a part of the plan. These include racial equity, housing, economics, health and wellness, parks and recreation, public facilities, infrastructure, traffic, and other matters that will determine the livability of Spartanburg into the next 20 years.

The first of this series is an overview of Comprehensive Planning; what well thought out, thoroughly vetted, primarily influenced by data, public participation, and best planning practices can do for a community. Presenting will be Barry Nocks, Ph.D. and Fellow of the American Institute of Certified Planners, Professor Emeritus of the Clemson University Master of City and Regional Planning program.

BIO

Barry Nocks has 40 years of experience as a practicing planner, educator, administrator, consultant and citizen planner. He is professor emeritus in the Graduate Program in City & Regional Planning at Clemson University, having previously served as professor, Director of the MCRP program, Associate Dean for Research & Outreach of the College of Architecture, Arts and Humanities and director of the Center for Community Growth and Change during his 35 years at Clemson.

He also serves as a Fellow of the College of the American Institute of Certified Planners, member of the American Institute of Certified Planners certification exam committee, member of the Planning Accreditation Board site visitor pool, process consultant for the City of Greenville's Comprehensive Plan, and Founding Board Member of Ten at the Top. Previously, he served as Chair of the Planning Accreditation Board, the organization that accredits professional planning programs in the US as well as the Board of the Association of Collegiate Schools of Planning.

In Greenville, he has served on the City Planning Commission (2001-9), is currently chair of the Urban Panel of the City's Design Review Board and has been active in regional efforts in the Upstate since 2006, currently serving on the TATT Board of Directors. He directed the master plan for the Reedy River Corridor, which was adopted in 2002. He has also been engaged as a consultant and volunteer with a variety of public and private organizations in the Carolinas and throughout the country including: the National Rural Development Partnership, SC APA, SC Planning Continuing Education Advisory Committee, SC Planning Academy and the SC ULI Leaders Institute.

Dr. Nocks has served as a planning consultant for a variety of public and private organizations in the Carolinas and throughout the country including: the National Rural Development Partnership, SC APA, SC Planning Academy and the SC ULI Leaders Institute. He has developed facility need studies, completed strategic plans, assisted in local planning process, and conducted a number of professional training sessions. In addition, he has presented papers a numerous national and regional conferences regarding health planning, planning process, public participation and strategic planning.

BUDGET AND FINANCE DATA: N/A