

EXHIBIT A
RESOLUTION IN SUPPORT OF INSTALLMENT PURCHASE REVENUE BOND FINANCING

[ATTACHED ON FOLLOWING 5 PAGES]

STATE OF SOUTH CAROLINA)
) **A RESOLUTION OF**
) **FAIRFIELD COUNTY, SOUTH CAROLINA**
COUNTY OF FAIRFIELD)

**TO PROVIDE AUTHORIZATION FOR AN INSTALLMENT
PURCHASE PLAN OF FINANCE FOR CERTAIN CAPITAL
PROJECTS IN THE COUNTY; AND OTHER RELATED
MATTERS.**

WHEREAS, it is the intent of the County Council ("Council") of Fairfield County, South Carolina ("County"), that a South Carolina nonprofit corporation ("Corporation") will be formed solely for the purpose of supporting the governmental mission and certain activities of the County;

WHEREAS, the County and the Corporation will agree that the Corporation will undertake (i) to renovate, or expand, and equip certain existing facilities ("Existing Facilities") and (ii) to acquire, design, construct and equip certain new facilities ("New Facilities") (collectively, (i) and (ii) are the "2013 Projects") to be used by the County, on real property owned, or to be acquired, by the County ("2013 Real Property," with the 2013 Projects, collectively, "2013 Facilities");

WHEREAS, to provide funds for the payment of (i) the costs of the 2013 Projects and (ii) the costs of the acquisition, or renovation, design, construction, and equipment, by the County of certain facilities which will not be located on the 2013 Real Property and thus, not subject to the Base Lease or the Purchase and Use Agreement (defined below) ("Ancillary Projects"), the Corporation will arrange for the issuance of taxable or tax-exempt Installment Purchase Revenue Bonds (Fairfield County, South Carolina) in one or more series (collectively, "Bonds") under and by the terms of a Trust Agreement ("Trust Agreement") by and between the Corporation and a trustee ("Trustee");

WHEREAS, certain facilities improved by the proceeds of the Bonds will also be conveyed to the Corporation as a portion of the 2013 Projects and the land upon which the same is situated leased to the Corporation as a portion of the 2013 Real Property;

WHEREAS, the County is informed that the principal of and interest on the Bonds as the same becomes due may be insured by a municipal bond insurance policy and any reserve fund requirement for the payment of the principal of and interest on the Bonds as the same becomes due may be provided by a reserve surety;

WHEREAS, to effect the financing of the 2013 Projects and the Ancillary Projects, the County is being requested to enter a Base Lease and Conveyance Agreement ("Base Lease") with the Corporation, pursuant to which it will lease to the Corporation the 2013 Real Property and convey to the Corporation the Existing Facilities, as the Corporation may modify or supplement, attached to the Base Lease, and the Corporation will enter an Installment Purchase and Use Agreement ("Purchase and Use Agreement") with the County pursuant to which the Corporation will agree to make certain improvements and renovations on the 2013 Real Property in the form of the 2013 Projects, as well as those improvements and renovations comprising the Ancillary Projects, and, further, pursuant to which the County will purchase from the Corporation the 2013 Facilities and will be entitled to occupy the 2013 Projects pending completion of the payment therefor; and

WHEREAS, it is proposed that the members of the Board of Directors of the Corporation will adopt a resolution approving the Base Lease, the Purchase and Use Agreement, the Trust Agreement and the issuance and sale of the Bonds, pursuant the provisions of the Constitution and laws of the State of South Carolina.

NOW, THEREFORE, BE IT RESOLVED by the Council, as the governing body of the County, in meeting duly assembled:

**ARTICLE I
AUTHORIZATION OF AND CONSENT TO
FINANCING DOCUMENTS**

SECTION 1.01. Base Lease and Purchase and Use Agreement. The forms, terms and provisions of the Base Lease and the Purchase and Use Agreement presented to this meeting are hereby approved and all of the terms and provisions thereof are hereby incorporated herein by reference as if the Base Lease and the Purchase and Use Agreement were set out in this Resolution in their entirety. The County Council Chairman ("Chair") and the Clerk to Council or County Administrator (collectively, "Clerk"), or any of them acting alone, are hereby authorized, empowered and directed to execute, acknowledge and deliver the Base Lease and the Purchase and Use Agreement to the Corporation. The Base Lease and the Purchase and Use Agreement are to be in substantially the forms now before this meeting and hereby approved, with such changes therein as may be deemed necessary by the persons executing the same, upon advice of counsel, to accomplish the purposes of the transaction contemplated therein and in this Resolution and as shall not be inconsistent with or contrary to such purposes. The execution of the Base Lease and the Purchase and Use Agreement shall constitute conclusive evidence of the persons executing the same of their approval of any and all such changes.

SECTION 1.02. Consent to Trust Agreement. The Council hereby consents to and approves the Trust Agreement in the form now before this meeting, with such changes as may be hereafter made as shall be in furtherance of the transactions contemplated therein and in this Resolution and as shall not be inconsistent with or contrary to the matters contemplated herein. The Council hereby further consents to the execution and delivery of the Trust Agreement by the parties thereto. In the event it is determined to be necessary to execute and deliver an assignment in a document separate from the Trust Agreement, the Council hereby consents to and approves the execution and delivery of such an assignment by the Corporation.

SECTION 1.03. Consent to and Approval of Corporation, its Directors, and the Bonds. The Council hereby consents to the creation of the Corporation and the undertaking by the Corporation respecting the 2013 Facilities and the issuance of the Bonds, including the form of the Bonds and whether to issue bonds as provided by any state or federal economic recovery or "stimulus" laws. The Council acknowledges that the initial Directors of the Corporation are anticipated to be no more than five members. The Council hereby consents to and approves the issuance, sale, execution and delivery of the Bonds in one or more series of taxable or tax-exempt obligations, in an amount or amounts to be set pursuant to a resolution to be adopted by the Board of Directors of the Corporation to provide for the payment of the costs of the 2013 Facilities, the Ancillary Projects and the costs of issuance and all expenses in connection therewith. The Council also agrees to accept the 2013 Facilities at such time as the Bonds are retired.

SECTION 1.04. Use of Proceeds of the Bonds. The proceeds of the Bonds, net of original issue discount and premium and underwriter's discount as provided in the Bond Purchase Agreement (defined below), as described in Section 2.01 herein, shall be applied, as provided in the Trust Agreement, to (i) provide the amounts necessary to pay the costs of the 2013 Facilities (including capitalized interest with respect thereto) and the Ancillary Projects, (ii) provide for reserve funds to further secure the Bonds, which provision may be made by surety bond or other financial guaranty, (iii) pay the premium of any municipal bond insurance policy issued in connection with the Bonds, and (iv) pay costs of issuance of the Bonds. The 2013 Projects and the Ancillary Projects are described generally in Exhibit A hereto, with the final determination as to which projects shall be 2013 Projects and which shall be Ancillary Projects to be made by the Chair and the County Administrator, with advice and counsel from bond counsel.

**ARTICLE II
CONSENT TO SALE OF THE BONDS**

SECTION 2.01. Bond Purchase Agreement. The County shall approve the retention by the Corporation of an underwriter ("Underwriter") to arrange for the placement, distribution and sale of the Bonds, and also approves the retention of the Underwriter to serve as a "loan arranger" for the Bonds. If the County is a signatory to a Bond Purchase Agreement authorized by this Resolution, then the form of the Bond Purchase Agreement shall be presented to County Administrator for approval.

SECTION 2.02. Official Statement. The Council hereby approves the use by the Corporation of a Preliminary Official Statement in connection with the offer and sale of the Bonds by the Underwriter, provided that prior to distribution of the Preliminary Official Statement, the Chair shall receive the advice of counsel in connection therewith. After the acceptance of an offer to purchase the Bonds from the Underwriter, the Council hereby approves the preparation, use and distribution by the Corporation of a final Official Statement, including any amendments or supplements thereto as may be required. The County Administrator is authorized to deem "final" the Preliminary Official Statement, and any amendments or supplements thereto, for purposes of S.E.C. Rule 15c2-12. The execution and delivery of a final Official Statement by the Corporation and the Chair, or either of them acting alone, is hereby approved.

**ARTICLE III
GENERAL AUTHORIZATION**

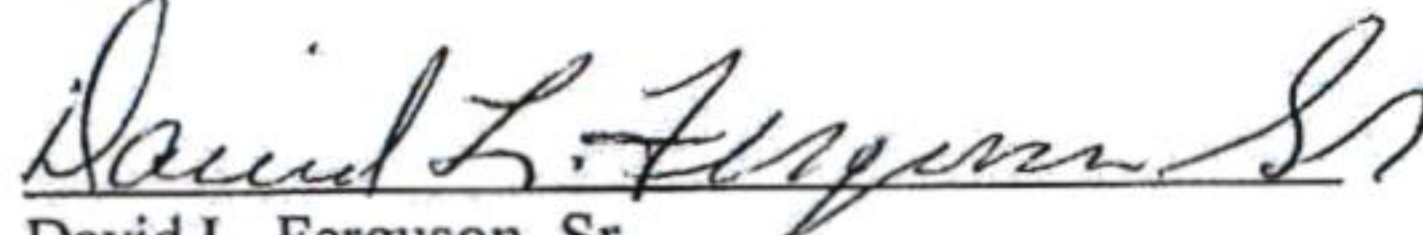
SECTION 3.01. General Authorization. The Chair and the Clerk, and the other officials of the County are hereby authorized to execute and deliver whatever documents and take whatever actions as are required under the Bond Purchase Agreement as are required to comply with the terms thereof or otherwise to effect the intent of this Resolution. The County Administrator is hereby authorized to modify or supplement the projects and estimated costs as described in the attached Exhibit A.

SECTION 3.02. Financing Terms and Professionals. The County Administrator, with the advice and counsel of the Underwriter and Bond Counsel, is hereby authorized to select a bond insurance company to issue a municipal bond insurance policy with respect to the Bonds, and, as necessary, hire other financial professionals and legal counsel as may be required to facilitate the issuance of the Bonds.

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

Resolved: March 25, 2013.

FAIRFIELD COUNTY, SOUTH CAROLINA


David L. Ferguson, Sr.
Chairman of County Council

(SEAL)
ATTEST:


Shryll M. Brown
Clerk to County Council

EXHIBIT A
DESCRIPTION OF PROJECTS
(AS MAY BE AMENDED ACCORDING TO SECTION 3.01 OF THE RESOLUTION)

2013 Projects (with approximate associated cost)

Phase II of Fairfield Commerce Center	\$6,000,000
Phase I Water & Sewer from Peach Road to Exit 41	\$3,500,000
Phase I Regional Park for each county district (7 total)	\$3,500,000
Courthouse improvements	\$1,900,000
Administration Building/Sheriff's Office improvements	\$1,700,000
911 and related communications upgrades	\$1,000,000
Fire station upgrades for each county district (7 total)	\$700,000

Ancillary Projects

Walter Brown II Clearing and Building	\$3,000,000
---------------------------------------	-------------