

CITY OF COLUMBIA, SOUTH CAROLINA

SECOND SUPPLEMENTAL ORDINANCE NO. 2014-053

A SECOND SUPPLEMENTAL ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF CITY OF COLUMBIA, SOUTH CAROLINA, PARKING FACILITIES REFUNDING REVENUE BONDS, IN ONE OR MORE SERIES, IN THE PRINCIPAL AMOUNT OF NOT EXCEEDING \$23,500,000; DELEGATING THE AUTHORITY TO THE MAYOR, CITY MANAGER, CHIEF FINANCIAL OFFICER AND FINANCE DIRECTOR, OR ANY TWO OF THEM ACTING TOGETHER, TO DETERMINE CERTAIN MATTERS WITH RESPECT TO THE BONDS; PRESCRIBING THE FORM AND DETAILS OF SUCH BONDS; AND OTHER MATTERS RELATING THERETO.

ENACTED: October 21, 2014

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

Section 1. Definitions. The terms in this Section 1 and all words and terms defined in General Bond Ordinance No. 2005-119 (the "General Bond Ordinance") enacted by the City Council (the "Council") on November 2, 2005 (such General Bond Ordinance as from time to time amended or supplemented by Supplemental Ordinances being defined in the General Bond Ordinance as the "Ordinance") (except as herein otherwise expressly provided or unless the context otherwise requires), shall for all purposes of this Second Supplemental Ordinance have the respective meanings given to them in the Ordinance and in Section 1 hereof.

"Bonds of 2005" shall mean the Bonds of 2005A and the Bonds of 2005B.

"Bonds of 2005A" shall mean the City's \$39,895,000 Parking Facilities Revenue Bonds, Series 2005A, which are Outstanding as of the date of this Second Supplemental Ordinance in the amount of \$39,895,000.

"Bonds of 2005B" shall mean the City's \$5,390,000 Parking Facilities Revenue Bonds, Taxable Series 2005B, which are Outstanding as of the date of this Second Supplemental Ordinance in the amount of \$3,295,000.

"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 Registrar and the Paying Agent may rely exclusively upon written representations made and information given to the City, the Registrar and the Paying Agent, as the case may be, by the Depository or its Participants with respect to any New Bond held by the Depository or its Participants in which a beneficial ownership interest is claimed.

"Bonds to be Refunded" shall mean the Bonds of 2005 selected by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, pursuant to Section 11 hereof, to be refinanced with a Series of the New Bonds.

"Book-Entry Form" or "Book-Entry System" shall mean with respect to the New Bonds, a form or system, as applicable, under which (a) the ownership of beneficial interests in the New Bonds may be transferred only through a book-entry; and (b) physical New Bond certificates in fully registered form are registered only in the name of a Depository or its nominee as Holder, with the physical New 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 New Bonds, when subject to the Book-Entry System.

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

“Custodian” shall mean the bank, depository or trust company selected by the City as custodian of the Series Costs of Issuance Account.

“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 New Bonds, and to effect transfers of the New 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., in its capacity as Paying Agent for the Bonds of 2005.

“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.

“First Supplemental Ordinance” shall mean shall mean Ordinance No. 2005-118 enacted by the Council on November 9, 2005.

“General Bond Ordinance” shall mean Ordinance No. 2005-119 of the Council of the City enacted on November 9, 2005.

“Initial Bonds” shall mean the New Bonds initially issued in Book-Entry Form as provided in Section 4 hereof.

“Interest Payment Date” shall mean any February 1 and August 1 of each year, commencing February 1, 2015, or such other date as selected by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, pursuant to Section 11 hereof.

“Letter of Credit” shall mean, subject to Section 10 hereof, a letter of credit (if any) issued by a bank or other financial institution satisfactory to the City simultaneously with the issuance of the New Bonds, to satisfy all or a portion of the Series Reserve Fund Requirement (if any).

“New Bonds” shall mean the City of Columbia, South Carolina, Parking System Refunding Revenue Bonds, issuable in one or more series, in the aggregate principal amount of not exceeding \$23,500,000 authorized to be issued hereunder.

"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 Trust Company, N.A., as Paying Agent for the New Bonds.

"Principal Payment Date" shall have the meaning given to such term in Section 3(a) relating to the New Bonds.

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

"Series Costs of Issuance Account" shall mean one or more accounts established pursuant to Section 13 hereof into which a portion of the proceeds of a Series of the New Bonds will be deposited and from which such proceeds will be disbursed to pay the Costs of Issuance applicable to such Series of New Bonds. Pursuant to Section 13, each Series Costs of Issuance Account shall be further identified or designated to relate to the specific Series of the New Bonds issued hereunder.

"Series Debt Service Fund" shall mean one or more Funds established pursuant to Section 7 hereof to provide for the payment of the principal of and interest on the Series of the New Bonds related thereto. Pursuant to Section 7, each Series Debt Service Fund shall be further identified or designated to relate to the specific Series of the New Bonds issued hereunder.

"Series Debt Service Reserve Fund" shall mean one or more Funds, if any, established pursuant to Section 8 hereof (a) to insure the timely payment of the principal and interest on the New Bonds related thereto; and (b) to provide for the redemption of the Series of the New Bonds related thereto. Pursuant to Section 8, each Series Debt Service Reserve Fund shall be further identified or designated to relate to the specific Series of the New Bonds issued hereunder.

"Series Reserve Fund Requirement" shall mean the amount, if any, established pursuant to Section 8 hereof.

"Surety Bond" shall mean a debt service reserve fund policy (if any) issued by a bond insurer satisfactory to the City simultaneously with the issuance of the New Bonds, to satisfy all or a portion of the Series Reserve Fund Requirement (if any).

Section 2. Certain Findings and Determinations.

The City hereby finds and determines:

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

(b) The New Bonds constitute and are "Bonds" within the meaning of the quoted word as defined and used in the Ordinance.

(c) The Net Revenues pledged under the Ordinance are not presently encumbered by any lien and charge thereon or pledge thereof, other than (i) the lien and charge thereon and pledge thereof created by the Ordinance and the First Supplemental Ordinance for payment and security of the Bonds of 2005, and (ii) the lien and charge thereon and pledge thereof created by the Ordinance and this Second Supplemental Ordinance for payment and security of the New Bonds.

(d) There does not exist an Event of Default, 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.

(e) The period of usefulness of the Facilities is in excess of 40 years from the date hereof. The estimated cost of refunding the Bonds to be Refunded is approximately \$22,547,968.13.

(f) Section 3.4(B) of the General Bond Ordinance provides that Bonds may be issued at any time for the purpose of refunding (including by purchase) other Bonds, including amounts to pay principal, redemption premium and interest to the date of redemption (or purchase) of the refunded Bonds, funding a Debt Service Reserve Fund with respect thereto and paying Cost of Issuance related thereto; provided that (i) the aggregate Debt Service on all Bonds to be Outstanding after the issuance of the proposed Series of refunding Bonds shall not be greater than would have been the aggregate Debt Service of all Bonds not then refunded and the Bonds to be refunded; or (ii) the requirements of parts (A), (B), (C) and (E) of Section 3.3 of the General Bond Ordinance are met with respect to the refunding Bonds. Bonds issued upon compliance with Section 3.2 and Section 3.3 of the General Bond Ordinance shall be issued on a parity as to the Net Revenues of the System in all respects *inter sese*.

(g) Section 12.1 of the General Bond Ordinance provides that the obligations of the City under the Ordinance and the liens, pledges, charges, trusts, covenants and agreements of the City made or provided for therein shall be fully discharged and satisfied as to any Bond, and such Bond shall no longer be deemed to be Outstanding under the General Bond Ordinance when payment of the principal of, redemption premium, if any, and interest on such Bond shall have been provided for by irrevocably depositing with the Paying Agent in trust and irrevocably set aside exclusively for such payment, (A) moneys sufficient to make such payment, or (B) Government

Obligations 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 Paying Agent and Registrar.

(h) Subject to Section 8 hereof, if a Series Debt Service Reserve Fund is established hereunder with respect to a Series of the New Bonds, it shall secure only such Series of New Bonds, and the Series Reserve Fund Requirement (if any) will be satisfied through the deposit of cash into the Series Debt Service Reserve Fund, with the provision of a Letter of Credit or Surety Bond or any combination of the foregoing, in each case for the benefit of the holders of the New Bonds.

(i) The New Bonds are being issued to provide funds, together with other available amounts, for the purposes of (i) refunding the Bonds to be Refunded; (ii) funding the Series Debt Service Reserve Fund (if any) in an amount equal to the Series Reserve Fund Requirement (if any) through the deposit of cash, the provision of a Letter of Credit or Surety Bond or any combination thereof; and (iii) paying the Costs of Issuance of the New Bonds.

(j) It is necessary and in the best interest of the City to undertake the refunding of the Bonds to be Refunded and to issue the New Bonds in the principal amount of not exceeding \$23,500,000 in accordance with the Act, the General Bond Ordinance and this Second Supplemental Ordinance for the purposes set forth above.

Section 3. Authorization of New Bonds.

(a) There is hereby authorized to be issued one or more Series of Bonds designated "City of Columbia, South Carolina, Parking Facilities Refunding Revenue Bonds, Series (year) [including such further words, numbers or letters as may be necessary or desirable to identify individual series thereof or the taxable status thereof]" (collectively, the "New Bonds") in the aggregate principal amount of not exceeding \$23,500,000. The proceeds of the New Bonds shall be used for the purposes set forth in Section 2(i) hereof.

Unless otherwise determined by the City Manager pursuant to Section 11 hereof, the New Bonds shall mature on February 1 in each of the years (the "Principal Payment Date") and in the principal amounts, and bear interest at the rates per annum (calculated on the basis of a 360-day year of twelve 30-day months), as determined by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, pursuant to Section 11 hereof.

(b) Such of the New Bonds as the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, shall determine pursuant to Section 11 hereof shall be subject to mandatory redemption at a redemption price equal to the principal amount of the New Bonds to be redeemed, together with interest accrued from the date of redemption, in the years and in the amounts determined by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, pursuant to Section 11 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 Registrar for cancellation New Bonds of a particular Series 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 New Bonds of a particular Series 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 Registrar and not theretofore applied as a credit against any mandatory redemption obligation. Each New Bond of a particular Series so delivered or previously purchased or redeemed shall be credited by the Registrar, at one hundred percent (100%) of the principal amount thereof, to the obligation of the City on those mandatory redemption obligations in chronological order or such other order as directed in writing by the City to the Registrar, and the principal amount of the applicable Series of New Bonds to be redeemed by operation of the mandatory redemption requirement shall be accordingly reduced.

The Registrar, 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.

(c) The New Bonds shall originally be dated the date of their delivery, or such other date as the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, shall determine pursuant to Section 11 hereof, and shall be issued as fully registered New Bonds in the denominations of \$5,000 and integral multiples of \$5,000, or such other denomination as the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, shall determine pursuant to Section 11 hereof. The New Bonds shall be numbered and lettered in such a fashion as to maintain a proper record thereof.

(d) Principal of and redemption premium, if any, on the New Bonds shall be payable at the corporate trust office of the Paying Agent, in Jacksonville, Florida. Interest on the New Bonds shall be payable semiannually on February 1 and August 1 of each year commencing February 1, 2015, or as otherwise determined by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together (the "Interest Payment Dates"), 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 corporate trust office of the Registrar, in Jacksonville, Florida, as of the close of business on the Record Date, or, in the case of a Holder of \$1,000,000 or more in principal amount of New Bonds, by wire transfer to an account within the continental United States upon the timely receipt of a written request of such Holder.

(e) The New Bonds and the assignment provisions pertaining thereto 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, 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 Ordinance, including this Second Supplemental Ordinance.

(f) A copy of the approving opinion to be rendered on the New Bonds shall be attached to the back of each New Bonds, preceding the same a certificate shall appear, which shall be signed on behalf of the City by a manual or facsimile signature of the Clerk of the City. 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 respective approving opinions of McNair Law Firm, P.A., Columbia, South Carolina, and Johnson, Toal & Battiste, P.A., Columbia, South Carolina, the originals of which were manually executed, dated and issued as of the date of the delivery of and payment for the bonds, and copies of which are on file with the City.

CITY OF COLUMBIA, SOUTH CAROLINA

By: _____
Clerk

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

All or a portion of any Series of the New Bonds as the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, shall determine pursuant to Section 11 hereof, may be issued as Initial Bonds, in which event the remainder of this Section 4 shall apply to such Series of the New Bonds. 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 New 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 such Series of the New Bonds issued as such, or one bond for each of the maturities thereof, all 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 Second Supplemental Ordinance, including, without limitation, payments as aforesaid and receipt of notices. The Depository shall remit such

payments to the Beneficial Owners of the New 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 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 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 Paying Agent and the Registrar may treat the Depository (or its nominee) as the sole and exclusive owner of the New Bonds registered in its name for the purpose of: (1) payment of the principal of, interest or premium, if any, on the New Bonds; (2) giving any notice permitted or required to be given to Bondholders under the General Bond Ordinance or this Second Supplemental Ordinance; (3) registering the transfer of the New Bonds; (4) obtaining any consent or other action to be taken by Bondholders; and (5) for all other purposes whatsoever, and shall not be affected by any notice to the contrary. The City, 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 New 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 New Bonds or 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 New 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 New 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 New Bonds of the same series, 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 New 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 New 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 Participants the New Bonds in fully registered form, in authorized denominations; provided, however, that the discontinuation of the Book-Entry System of registration and transfer with respect to the New 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.

Section 5. Optional Redemption of New Bonds. Such of the New Bonds as may be determined by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, pursuant to Section 11 hereof shall be subject to redemption prior to maturity, at the option of the City, as a 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 New Bond, expressed as a percentage of principal amount of the New Bond to be redeemed, as shall be determined by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, pursuant to Section 11 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 New Bonds. The New 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 Net Revenues of the Facilities in accordance with the provisions of the Ordinance including this Second Supplemental Ordinance.

The New Bonds, and the interest thereon, 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 of the City other than such of the Net Revenues of the Facilities as are hereby pledged to the payment thereof.

No recourse shall be had for the payment of the New Bonds, or the interest thereon, or any part thereof, against the general fund of the City, nor shall the credit or taxing powers of the City be deemed to be pledged to the payment of the principal of and interest on the New Bonds. The full faith, credit and taxing powers of the State of South Carolina or of the City are not pledged to the payment of the principal of or the interest on the New Bonds, and the New Bonds shall never constitute an indebtedness of the City within the meaning of any State constitutional provision (other than Article X, Section 14, Paragraph 10, of the South Carolina constitutional provision authorizing obligations payable solely from special sources not involving revenues from any tax or license) or statutory limitation.

Section 7. Establishment of Series Debt Service Fund. In accordance with Section 6.5 of the General Bond Ordinance, the Series Debt Service Fund is hereby established and held by the City on the date of the original delivery of the New Bonds for the benefit of the Holders of the

New Bonds; provided, however, that upon the issuance of one or more Series of New Bonds, separate funds or accounts may be established for the payment of debt service on such Series of New Bonds, with such additional numbers or letters to identify its relevance, but each such separate fund or account will be considered the "Series Debt Service Fund" with respect to the related Series of New Bonds.

Section 8. Establishment of the Series Reserve Fund Requirement and Series Debt Service Reserve Fund. In accordance with Section 6.6 of the Ordinance, the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, may determine whether it is necessary or desirable to establish a Series Debt Service Reserve Fund for the benefit of the Holders of one or more Series of New Bonds (if any) and the amount of the applicable Series Reserve Fund Requirement, and, if so, such Series Debt Service Reserve Fund shall be established on the date of the original delivery of such Series of New Bonds and held by the City, all as provided in the Ordinance; provided, however, that (1) upon the issuance of one or more Series of New Bonds, separate funds or accounts may be established (if at all) for each Series of New Bonds, with such additional numbers or letters to identify its relevance, but each such separate fund or account will be considered the "Series Debt Service Reserve Fund" with respect to the related Series of New Bonds; and (2) in the event of any full or partial defeasance of a Series of New Bonds under Article X of the Ordinance, then the Series Reserve Fund Requirement established for such Series of New Bonds shall be recalculated based on the then Outstanding principal amount of such Series. If the Series Debt Service Reserve Fund is established, the Series Reserve Fund Requirement initially will be satisfied by the City by the deposit of cash into the Series Debt Service Reserve Fund, with the provision of a Letter of Credit or Surety Bond or any combination of the foregoing, in each case for the benefit of the Holders of the applicable Series of the New Bonds.

Section 9. Authorization to Effect Refunding; Redemption of the Bonds to be Refunded. The Mayor, the City Manager, the Finance Director and the Treasurer, or any two of them acting together, are hereby authorized and directed for and on behalf of the City to take such actions, including but not limited to the execution by the Mayor and the City Manager, or either of them acting alone, of the Escrow Agreement or other agreements, and give such directions as shall be necessary to carry out the provisions of this Second Supplemental Ordinance, including directions to the paying agent and/or registrar of the Bonds to be Refunded calling all or a portion of the Bonds to be Refunded for redemption on one or more dates. If executed, the Escrow Agreement shall be dated the date of delivery of the related Series of the New Bonds to the initial purchaser thereof, and substantially in the form approved by the Mayor and the City Manager, or either of them acting alone, upon the advice of counsel to the City. The execution thereof shall be evidence of the approval of any such form of agreement.

Upon delivery of the New Bonds, a portion of the principal proceeds thereof, together with amounts (if any) deposited in the Debt Service Fund with respect to the Bonds to be Refunded and other funds of the City, shall be used to refinance the Bonds to be Refunded or, if applicable, be deposited with the Escrow Agent and held by it under the Escrow Agreement and in the Escrow Fund. Subject to the terms of the Escrow Agreement, it shall be the duty of the Escrow Agent to keep such proceeds invested and reinvested to the extent that it shall be practical in

Government Obligations and to apply the principal and interest of the trust so established in the manner prescribed in such Escrow Agreement and the General Bond Ordinance.

The Mayor, the City Manager, the Finance Director and the Treasurer, or any two of them acting together, are hereby authorized to take such actions as may be necessary or desirable, upon the advice of counsel to the City, to secure the Government Obligations to be purchased under the Escrow Agreement, including but not limited to the preparation and dissemination of bid specifications and subscription documents and the execution of directions to purchase such Government Obligations.

Section 10. Designation of Registrar and Paying Agent. The Council hereby designates The Bank of New York Trust Company, N.A., as Registrar and as Paying Agent, respectively, for the New Bonds. The Registrar and Paying Agent shall signify their acceptance of their respective duties upon delivery of the New Bonds.

Section 11. Sale and Issuance of New Bonds.

(a) The Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, are hereby authorized and empowered to undertake any one or more of the following actions: (a) determine the original issue dates of each Series of the New Bonds; (b) determine the aggregate principal amount of the New Bonds, if less than authorized by this Second Supplemental Ordinance, and each Series thereof (including the portions thereof to be issued on a taxable or tax-exempt basis), and authorized denominations thereof; (c) determine the principal amount of each maturity of each Series of the New Bonds; (d) determine the Interest Payment Dates, including the initial Interest Payment Dates, and the Principal Payment Dates for each Series of the New Bonds; (e) determine the optional redemption dates and terms of redemption of each Series of the New Bonds; (f) determine the interest rates for each Series of the New Bonds; (g) determine the New Bonds to be subject to mandatory and optional redemption; (h) determine the redemption prices of the New Bonds subject to optional redemption; (i) determine whether the Series Debt Service Reserve Fund will be established and funded with regard to each Series of New Bonds and, if so, the amount of the applicable Series Reserve Fund Requirement; (j) determine whether each Series of the New Bonds will be sold directly by the City or on its behalf through a placement agent or underwriter; (k) whether such Series of the New Bonds will be issued as Initial Bonds; (l) determine any original issue discount or original issue premium at which each Series of the New Bonds will be sold, and whether any underwriter's discount or other fee will be paid to the placement agents (if any) of the New Bonds; and (m) agree to any other terms, provisions and matters necessary or advisable to effect the issuance of each Series of the New Bonds.

(b) Each Series of the New Bonds shall either be sold to one or more purchasers in a private offering or private placement transaction or in a public offering, and such sale may be conducted directly by the City or with the assistance of one or more placement agents or underwriters, as the case may be, all as selected by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, pursuant to Section 11(a) hereof). The Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, are hereby authorized to take all actions, including the

preparation and dissemination of requests for proposals (which may be in the form of the Request for Offers attached here as Exhibit B, together with such amendments and modifications as may be approved by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together) and the preparation, publication and/or distribution of information, offering documents (and to “deem final” preliminary versions of such offering documents 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) or private placement memoranda, together with such amendments and modifications as may be approved by the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, all relating to the City, each Series of the New Bonds and the Facilities and the Net Revenues, to solicit interest and receive offers from financial institutions and institutional investors to purchase one or more Series of the New Bonds in a private offering, and to accept such offer which is in the best interest of the City and execute such documents as may be necessary in connection therewith. If any Series of the New Bonds are offered through one or more placement agents or underwriters, the Mayor and the City Manager, or either of them acting alone, are hereby authorized and directed to negotiate, execute and deliver a placement agreement or bond purchase agreement relating to each Series of the New Bonds with such placement agents or underwriters (each, a “Bond Purchase Agreement”), together with such amendments and modifications to the Bond Purchase Agreement as the Mayor and the City Manager, or either of them acting alone, shall negotiate and approve, his execution and delivery of such amendments or modifications constituting conclusive evidence of approval of the matters therein contained. The City hereby authorizes the use and distribution of any of the preliminary or final offering documents and the Ordinance (including this Second Supplemental Ordinance) and the information contained herein and therein in connection with the public offering and sale of the New Bonds by the placement agents or underwriters.

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

(d) The Council hereby ratifies, confirms and approves the actions of the Mayor, the City Manager, the Chief Financial Officer and the Finance Director heretofore undertaken with regard to applications for bond insurance, Surety Bonds, Letters of Credit, other credit enhancements, and liquidity arrangements relating to the New Bonds from municipal bond insurance companies or other financial institutions and further authorizes and empowers the Mayor and the City Manager, or either of them acting alone, to enter into, execute and deliver on behalf of the City, such loan, insurance, reimbursement or guaranty agreements as shall be necessary and advisable, with advice of counsel, in connection with the transactions and other matters referred to herein; provided, however, that the representations and covenants contained in such agreements may be incorporated in this Second Supplemental Ordinance as if fully set forth herein

(e) The Council hereby authorizes the Mayor, the City Manager, the Chief Financial Officer and the Finance Director, or any two of them acting together, to: negotiate the terms of investment agreements, forward delivery agreements, repurchase agreements and other agreements in connection with the New Bonds, and to prepare and solicit bids for providers of such agreements and the Council hereby authorizes the Mayor and the City Manager, or either of them

acting alone, to execute, in the name and on behalf of the City, and deliver any of the above-described agreements and written confirmations or other documents related or contemplated thereby as may be necessary in connection therewith.

Section 12. Disposition of Proceeds of New Bonds. The proceeds derived from the sale of the New Bonds, net of any original issue discount or original issue premium or both, underwriters' discount or bank fees (if any), plus accrued interest, if any, on the New Bonds, shall be deposited with the City and used for the following purposes:

(a) An amount equal to the interest accrued, if any, upon the New Bonds from the date thereof to the date of delivery thereof and payment therefor shall be deposited in the Interest Account in the Series Debt Service Fund applicable to such Series, to be applied to the payment of the first installment of interest on the applicable New Bonds.

(b) There shall be paid over to the paying agent for the Bonds to be Refunded or the Escrow Agent (as applicable), an amount which the Mayor, the City Manager, the Finance Director and the Treasurer, or any two of them acting together, determine to be required, together with amounts (if any) transferred from the Debt Service Fund for the Bonds to be Refunded and other moneys of the City, to provide for the payment of principal of, redemption premium, if any, and interest on the Bonds to be Refunded upon the redemption thereof.

(c) If the Mayor, the City Manager, the Finance Director and the Treasurer, or any two of them acting together, determine that a Series Debt Service Reserve Fund shall be established for a Series of New Bonds and the Series Reserve Fund Requirement shall be funded with a portion of the proceeds of a Series of the New Bonds, there shall be deposited with the City for deposit into such Series Debt Service Reserve Fund an amount equal to the Series Reserve Fund Requirement.

(d) The remainder of the proceeds of any Series of the New Bonds shall be deposited into the Series Costs of Issuance Account established in Section 13 hereof to pay Costs of Issuance for such Series of New Bonds.

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

Section 13. Series Costs of Issuance Account. There is hereby created and established the Series Costs of Issuance Account, which fund shall be held by the Custodian; provided, however, that upon the issuance of one or more Series of New Bonds, separate funds or accounts may be established for such Series of New Bonds, with such additional numbers or letters to identify its relevance, but each such separate fund or account will be considered the "Series Costs of Issuance Account" with respect to the related Series of New Bonds. The Series Costs of Issuance Account established for a particular Series of New Bonds shall be accounted for as a single fund, 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 Costs of Issuance Account

shall be used and applied to pay Costs of Issuance incidental to the issuance and sale of the New Bonds.

Moneys held for the credit of the Series 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 Fund.

Withdrawals from the Series 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 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 related Series Debt Service Fund and shall be used only for the payment of the principal of and interest on the related Series of New Bonds or, in the alternative, to acquire Outstanding New Bonds at a price (exclusive of accrued interest) not exceeding the face amount thereof.

Section 14. Federal Tax Covenant. The City hereby covenants and agrees with the Holders of the New Bonds issued as tax-exempt obligations (the "Tax-Exempt Bonds") that it will not take any action which will, or fail to take any action which failure will, cause interest on the Tax-Exempt 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 Tax-Exempt Bonds and that no use of the proceeds of the Tax-Exempt Bonds shall be made which, if such use had been reasonably expected on the date of issue of the Tax-Exempt Bonds would have caused the Tax-Exempt Bonds to be "arbitrage bonds," as defined in the Code; and to that end the City hereby 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 Tax-Exempt 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 Mayor, City Manager, the Chief Financial Officer and the Finance Director of the City, or any two of them acting together, are hereby authorized to adopt written procedures to ensure the City's compliance with federal tax matters relating to the New Bonds.

Section 15. Continuing Disclosure.

(a) The City covenants, so long as and to the extent required pursuant to Section 11-1-85, Code of Laws of South Carolina 1976, as amended, to file with a central repository for availability in the secondary bond market when requested:

(i) an annual independent audit, within thirty (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 five percent (5%) of the Revenues of the City's tax base.

The only remedy for failure by the City to comply with the covenant of this paragraph (a) of 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 Ordinance or this Second Supplemental Ordinance. Notwithstanding anything to the contrary in the Ordinance, The Registrar and the Paying Agent 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 of the Code of Laws of South Carolina 1976, as amended, without the consent of the Registrar and the Paying Agent or the Registered Holders of any New Bond.

Section 16. Further Actions. The Mayor, the City Manager, the Chief Financial Officer, the Finance Director, the City Clerk 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 New Bonds pursuant to the Bond Purchase Agreement, to secure a Letter of Credit or purchase the Surety Bond (if any), including the execution and delivery of any commitments relating thereto, and to carry out the intentions of this Second Supplemental Ordinance.

Section 17. 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 Second Supplemental Ordinance.

Section 18. Notices. All notices, certificates or other communications hereunder or under the Ordinance shall be sufficiently given and shall be deemed given when mailed by registered or certified mail, postage prepaid, or given when dispatched by telegram addressed as provided in the General Bond Ordinance or as follows:

If to the City:

City of Columbia
Attention: City Manager
1737 Main Street
Columbia, South Carolina 29217-0147

If to the Registrar or the Paying Agent:

The Bank of New York Trust Company, N.A.
Attention: Corporate Trust Department
10161 Centurion Parkway
Jacksonville, Florida 32256

The City, the Registrar and the Paying 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.

Section 19. Repeal of Inconsistent Ordinances and Resolutions. All ordinances and resolutions of the City, and any part of any ordinance or resolution, inconsistent with this Second Supplemental Ordinance are hereby repealed to the extent of such inconsistency.

Section 20. Effective Date. This Second Supplemental Ordinance shall become effective upon its enactment.

Enacted by the City Council of the City of Columbia, South Carolina, this 21st day of October, 2014.

CITY OF COLUMBIA, SOUTH CAROLINA

By: 
Mayor

(SEAL)

ATTEST:


Clerk

Date of First Reading: May 6, 2014

Date of Second Reading: October 21, 2014

FORM OF NEW BOND

[Unless this certificate is presented by an authorized representative of The Depository Trust Company, New York, New York (“DTC”) to the City of Columbia, South Carolina or its agent for registration of transfer, exchange, or payment and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.]

UNITED STATES OF AMERICA
STATE OF SOUTH CAROLINA
CITY OF COLUMBIA
PARKING FACILITIES REFUNDING REVENUE BOND
SERIES _____

REGISTERED

No. R- _____

<u>Original Issue Date</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>CUSIP</u>
_____ 1, _____		<i>(As set forth in Schedule A)</i>	

REGISTERED HOLDER: CEDE & CO.

PRINCIPAL AMOUNT: \$ _____

The City of Columbia, South Carolina (the “City”), is justly indebted and, for value received, hereby promises to pay to the Registered Holder (named above), or registered assigns, but solely from the Net Revenues hereinafter mentioned and not otherwise, the Principal Amount shown above on the Maturity Date shown above (unless the within Bond shall be subject to prior redemption and shall have been duly called for previous redemption and payment of redemption price made or provided for), upon presentation and surrender of this Bond at the principal office of The Bank of New York Trust Company, N.A., as paying agent (the “Paying Agent”) in New York, New York, and to pay interest, but solely from the Net Revenues hereinafter mentioned and not otherwise, on such principal amount from the date hereof at the Interest Rate per annum shown above until this Bond matures or earlier prepayment thereof. Interest on this Bond is payable (calculated on the basis of a 360-day year of twelve 30-day months) semiannually on February 1

and August 1 of each year, commencing _____, _____, until this Bond matures, and shall be payable by wire transfer to the registered holder owning at least \$1,000,000 aggregate principal amount of the Bonds to an account within the continental United States or by check or draft mailed to the person in whose name this Bond is registered on the registration books of the City maintained by The Bank of New York Trust Company, N.A. (the "Registrar"), in New York, New York, at the close of business on the fifteenth (15th) day of the calendar month preceding each semiannual interest payment date. The principal, redemption premium, if any, and interest on this Bond are payable in any coin or currency of the United States of America which is, at the time of payment, legal tender for public and private debts; provided, however, that interest on this fully registered Bond shall be paid by wire transfer, check or draft as set forth above.

THIS BOND HAS BEEN ISSUED UNDER THE PROVISIONS OF TITLE 5, CHAPTER 29 AND TITLE 6, CHAPTER 17, CODE OF LAWS OF SOUTH CAROLINA, 1976, AS AMENDED, AND DOES NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY STATE CONSTITUTIONAL PROVISION (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. THIS BOND AND THE BONDS OF THE SERIES OF WHICH IT IS ONE SHALL NOT CONSTITUTE A DEBT OF THE CITY, NOR A CHARGE, LIEN OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE CITY OR ON ANY INCOME, RECEIPTS OR REVENUES THEREOF, OTHER THAN THE AFORESAID NET REVENUES OF THE SYSTEM (AS DEFINED HEREIN) PLEDGED THERETO. NO RECOURSE SHALL BE HAD FOR THE PAYMENT OF THIS BOND OR THE INTEREST THEREON AGAINST THE GENERAL FUND OF THE CITY AND NEITHER THE CREDIT NOR THE TAXING POWER OF THE CITY SHALL 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 THIS BOND.

This Bond shall not be entitled to any benefit under the Bond Ordinance (hereinafter defined), nor become valid or obligatory for any purpose, until the certificate of authentication hereon shall have been duly executed by the Registrar.

This Bond is one of an authorized series of Bonds (as defined in the Bond Ordinance) of the aggregate principal amount of _____ (\$ _____) of like date of original issue, tenor and effect, except as to number, date of maturity, principal amount, date of authentication, registered holder, redemption provisions and rate of interest, issued by the City for the purpose of defraying the costs of the acquisition and construction of certain off-street parking facilities. This Bond and the series of Bonds of which it is one are authorized to be issued and are issued under, pursuant to and in full compliance with the Constitution and statutes of the State of South Carolina, including particularly Article X, Section 14(10) of the South Carolina Constitution and Title 5, Chapter 29 and Title 6, Chapter 17 of the Code of Laws of South Carolina, 1976, as amended (collectively, the "Act"). This Bond and the series of Bonds of which it is one are also authorized to be issued and are issued under and pursuant to General Bond Ordinance No. 2005-119 (the "General Bond Ordinance") duly enacted by the City Council on November 9, 2005,

and Second Supplemental Ordinance No. 2014-053 (the “Second Supplemental Ordinance,” and together with the General Bond Ordinance, the “Bond Ordinance”) duly enacted by the City Council on _____, under the Act which Bond Ordinance has been duly codified and indexed as prescribed by law.

The Bond Ordinance contains provisions defining terms, including the properties comprising the Off-Street Parking Facilities and On-Street Parking Facilities of the City (as such terms are defined in the General Bond Ordinance and collectively defined therein as the “Facilities”); sets forth the revenues pledged for the payment of the principal of and interest on this Bond and the Bonds of other series which may hereafter be issued on a parity herewith under the Bond Ordinance; sets 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; sets forth the terms and conditions upon which and the extent to which the Bond Ordinance may be altered, modified and amended; sets 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 sets forth the terms and conditions upon which the pledge made in the Bond Ordinance 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 Bond Ordinance. Reference is hereby made to the Bond Ordinance to all of the provisions of which any holder of this Bond by the acceptance hereof thereby assents.

This Bond and the series of Bonds of which it is one and the interest thereon are special 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 Net Revenues (as defined in the General Bond Ordinance) derived by the City from the operation of the Facilities; such pledge and lien shall be on a parity with the Bonds of 2005 (as defined in the Second Supplemental Ordinance) which remain outstanding after the issuance of this Bond and the series of Bonds of which it is one and any Series of Bonds (as defined in the General Bond Ordinance) hereafter issued under the General Bond Ordinance payable from such Net Revenues on a parity and equally and ratably secured therewith.

This Bond and the series of Bonds of which it is one maturing on or prior to February 1, _____, shall not be subject to redemption prior to their stated maturities. This Bond and the series of Bonds of which it is one maturing on or after February 1, _____, shall be subject to redemption prior to maturity, at the option of the City, on and after February 1, _____, 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 redemption prices with respect to each Bond, expressed as a percentage of the principal amount to be redeemed, as set forth below, together, in each such case, with the interest accrued on such principal amount to the date fixed for redemption:

<u>Period During Which Redeemed (both dates inclusive)</u>	<u>Redemption Prices</u>
--	--------------------------

If less than all the Bonds of the series of which this Bond is one of any maturity are called for redemption, the Bonds of such maturity to be redeemed shall be selected by lot by the Registrar. In the event this Bond is redeemable, as aforesaid, and shall be called for redemption, notice of the redemption hereof, describing this Bond and specifying the redemption date and the premium payable upon such redemption, shall be given by the Registrar by first class mail, postage prepaid, to the registered owner thereof not less than thirty (30) days and not more than sixty (60) days prior to the redemption date at the last address appearing upon the registration books of the City. 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 hereof shall be duly made or provided for, interest hereon shall cease to accrue from and after the redemption date hereof.

[The Bonds of the series of which this Bond is one maturing in the year ____ shall be retired by sinking fund installments which shall be accumulated in the Debt Service Fund (as defined in the General Bond Ordinance) established for this Bond and the series of Bonds of which it is one in amounts sufficient to redeem on February 1 of each year, 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:

<u>Year</u>	<u>Principal Amount</u>
-------------	-------------------------

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 Registrar for cancellation 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 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 Registrar and not theretofore applied as a credit against any mandatory redemption obligation. Each Bond so delivered or previously purchased or redeemed shall be credited by the Registrar, at one hundred 100 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 order as directed in writing by the City to the Registrar, and the principal amount of the Bonds to be redeemed by operation of the mandatory redemption requirement shall be accordingly reduced.]

This Bond is transferable, as provided in the Bond Ordinance, only upon the books of the City kept for that purpose at the principal office of the Registrar by the registered owner in

person or by his duly authorized attorney upon surrender of this Bond together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his duly authorized attorney. Thereupon a new fully registered Bond or Bonds of the same aggregate principal amount, rate of interest and maturity shall be issued to the transferee in exchange therefor as provided in the Bond Ordinance. The City, the Registrar and the Paying Agent 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 premium, if any, hereof and interest due hereon and for all other purposes.

To the extent and in the manner permitted by the terms of the Bond Ordinance, the provisions of this Bond or of the Bond Ordinance, 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 of the series of which this Bond is one then outstanding under the Bond Ordinance (including the Bonds of the series of which this Bond is one); provided, that no such amendment or modification shall permit a change in the date of maturity of any installment of principal hereof or date of optional or mandatory redemption of any Bond or the date of payment of interest thereon or a reduction in the principal amount or redemption price thereof or rate of interest thereon without the consent of the holder of each such Bond affected thereby, or shall reduce the percentage of the principal amount of Bonds, the consent of the holders of which is required by the Bond Ordinance to effect such an amendment or modification.

Under the laws of the State of South Carolina, this Bond and the interest hereon are exempt from all State, county, municipal, school district, and all other taxes or assessments, except estate or other transfer taxes, direct or indirect, general or special, whether imposed for the purpose of general revenue or otherwise.

It is hereby certified, recited and declared that all acts, conditions and things required by the Constitution and statutes of the State of South Carolina to exist, to happen and to be performed precedent to and in the issuance of this Bond, do exist, have happened and have been performed in due time, form and manner as required by law; that the series of which this Bond is a part does not exceed any constitutional or statutory limitation of indebtedness; and that provision has been made for the payment of the principal of and interest on this Bond and the series of which it is a part, as provided in the Bond Ordinance.

IN WITNESS WHEREOF, the City of Columbia, South Carolina, has caused this Bond to be executed in its name by the manual/facsimile signature of the Mayor of the City and attested by the manual/facsimile signature of the Clerk of the City under the seal of the City impressed, imprinted or reproduced hereon.

CITY OF COLUMBIA, SOUTH CAROLINA

By: _____
Mayor

(SEAL)

ATTEST:

Clerk

(FORM OF REGISTRAR'S CERTIFICATE OF AUTHENTICATION)

This Bond is one of the Bonds described in the within-mentioned Bond Ordinance of City of Columbia, South Carolina.

_____,
Registrar

Dated: _____

By: _____
Authorized Officer

(FORM OF 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 holder as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

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

UNIF GIFT MIN ACT -

TEN ENT - as tenants by the entireties

(Cust) Custodian (Minor)

JT TEN - as joint tenants with right of survivorship and not as tenants in common

under Uniform Gifts to Minors Act _____
(State)

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

CERTIFICATE

IT IS HEREBY CERTIFIED that the following are true and correct copies of the respective approving opinions of McNair Law Firm, P.A., Columbia, South Carolina, and Johnson, Toal & Battiste, P.A., Columbia, South Carolina, the originals of which were manually executed, dated and issued as of the date of the delivery of and payment for the bonds, and copies of which are on file with the City.

CITY OF COLUMBIA, SOUTH CAROLINA

By: _____
Clerk

SCHEDULE A

\$ _____

City of Columbia, South Carolina
Parking Facilities Refunding Revenue Bonds,
Series _____

Maturity
(February 1)

Principal
Amount

Interest
Rate

CUSIP
Number

EXHIBIT B
FORM OF REQUEST FOR OFFERS

[City Letterhead]

To: Financial institutions interested in the purchase through private placement of a Parking Facilities Refunding Revenue Bond of the City of Columbia, SC ("City")

From: Teresa B. Wilson, City Manager

Re: Request for Offers
\$12,405,000*
City of Columbia, SC
Parking Facilities Refunding Revenue Bond, Series 2014 ("2014 Refunding Bond")

Date: October 22, 2014

Background. On December 1, 2005, the City issued \$39,895,000 original principal amount Parking Facilities Revenue Bonds, Series 2005A ("2005A Bonds") and \$5,380,000 original principal amount Parking Facilities Revenue Bonds, Taxable Series 2005B ("2005B Bonds," and together with the 2005A Bonds, "2005 Bonds"), pursuant to General Bond Ordinance No. 2005-119, enacted by the City Council of the City ("City Council"), on November 9, 2005 (the "General Bond Ordinance"), as supplemented. Of the original amount of 2005A Bonds, \$39,895,000 remains outstanding with annual principal installments payable each February 1 from 2017-2037. Of the original amount of 2005B Bonds, \$3,295,000 remains outstanding with annual principal installments payable each February 1 from 2015-2017.

Principal Maturity	Current 2005 Bonds Outstanding	
	2005A Bonds	2005B Bonds
2/1/2015	\$ -	\$ 1,065,000
2/1/2016	-	1,120,000
2/1/2017	70,000	1,110,000
2/1/2018	1,240,000	-
2/1/2019	1,295,000	-
2/1/2020	1,350,000	-
2/1/2021	1,405,000	-
2/1/2022	1,475,000	-
2/1/2023	1,550,000	-
2/1/2024	1,630,000	-
2/1/2025	1,710,000	-
2/1/2026	1,795,000	-
2/1/2027	1,880,000	-
2/1/2028	1,965,000	-
2/1/2029	2,055,000	-
2/1/2030	2,150,000	-
2/1/2031	2,250,000	-
2/1/2032	2,365,000	-
2/1/2033	2,480,000	-
2/1/2034	2,605,000	-
2/1/2035	2,735,000	-
2/1/2036	2,875,000	-
2/1/2037	3,015,000	-
	\$ 39,895,000	\$ 3,295,000

The 2005 Bonds are secured by a pledge of net revenues of the City's On-Street Parking Facilities and Off-Street Parking Facilities (as such terms are defined in Attachment C hereto; collectively, the "Facilities") and are presently rated A2 by Moody's Investors Service and BBB+ by Standard & Poor's.

* Preliminary and/or estimated, subject to change.

Defined Terms. Each capitalized term used, but not defined, in this Request for Offers, including its Attachments, has the meaning ascribed to that term in the General Bond Ordinance or Second Supplemental Ordinance No. 2014-053, enacted by City Council on October ____, 2014 (together with the General Bond Ordinance, the "Ordinance"), attached hereto as Attachments A and B, respectively.

Request for Offers. The City is interested in receiving fixed-rate private-placement offers from financial institutions for the refinancing of certain maturities of the 2005 Bonds. Proceeds of the private placement (i.e., the 2014 Refunding Bond), along with cash to be contributed by the City will be used to establish an escrow for the defeasance of certain maturities of the 2005 Bonds on their optional redemption date of February 1, 2015. Details of the 2014 Refunding Bond are as follows:

1. 2005 Bonds to be Refunded*: Approximately \$11,725,000 in 2005A Bonds maturing February 1, 2017-2025 and approximately \$605,000 in 2005B Bonds maturing February 1, 2015-2017.
2. Deadline for Receipt of Offers*: November 12, 2014
3. Dated and Delivery Date*: December 3, 2014
4. Par Amount*: \$12,405,000
5. Principal Payment Schedule**:

2/1/2018	\$1,005,000	2/1/2022	\$1,625,000
2/1/2019	1,515,000	2/1/2023	1,665,000
2/1/2020	1,550,000	2/1/2024	1,710,000
2/1/2021	1,585,000	2/1/2025	1,750,000
6. Average Life*: 6.926 years
7. Interest Payments: Each February 1 and August 1, beginning February 1, 2015
8. Security: Net revenues of the Facilities
9. Tax Status: Federal/South Carolina Tax Exempt
10. Prepayment: Unless otherwise specifically requested by a bidder and agreed to by the City, the 2014 Refunding Bond shall be subject to prepayment or redemption at the option of the City, in whole or in part at any time and from time to time, at the principal amount thereof and interest accrued on such principal amount to be redeemed to the date fixed for redemption, without payment of any premium or penalty.
11. Attachments:
 - (a) General Bond Ordinance
 - (b) Second Supplemental Bond Ordinance
 - (c) Security for the Bonds/Information Regarding the Facilities

* Preliminary and/or estimated, subject to change.

** Subsequent to acceptance of the winning offer, the City reserves the option to adjust the principal maturity schedule of the 2014 Refunding Bond to accomplish its desired savings structure. The City does not anticipate that such principal adjustments will materially impact the average life of the 2014 Refunding Bond.

12. Debt Service Reserve Fund: There will be no debt service reserve fund for the 2014 Refunding Bond.
13. Additional Debt: The City presently has no plans for the issuance of additional debt secured by net revenues of the Facilities.
14. Paying Agent/Registrar: The Bank of New York Mellon Trust Company, N.A.
15. City CAFRs: Comprehensive Annual Financial Reports of the City can be downloaded from: <http://www.columbiasc.net/financial-reporting/cafrs/> (which is not intended to be an active hyperlink nor incorporated by reference herein)

Due Date and Other Matters. Offers must be forwarded to the following parties no later than 2:00PM Eastern (local South Carolina time) on Wednesday, November 12, 2014:

- Merchant Capital, L.L.C., brent.robertston@merchantcapital.com
- McNair Law Firm, P.A., mseezen@mcnair.net and dmcleod@mcnair.net
- Johnson, Toal & Battiste, P.A., george@jtbp.com
-

Offers should indicate any fees which the successful purchaser expects the City to pay in connection with the financing, including but not limited to commitment, origination or underwriting fees, escrow fees and fees and expenses of its legal counsel, if any (and, if so represented, the identity of such legal counsel).

The successful purchaser of the 2014 Refunding Bond will be required to execute a letter, in form and content acceptable to Bond Counsel, to the City acknowledging, among other things, that (1) no official statement or other offering material has been furnished other than the Request for Offers; (2) the purchaser had an opportunity to make inquiries of, and receive answers from such officials, employees, agents and attorneys of the City; (3) the purchaser has knowledge and experience in financial and business matters and that it is capable of evaluating the merits and risks of its investment in the 2014 Refunding Bond and is financially able to bear the economic risk of its investment in the 2014 Refunding Bond; (4) the purchaser is acquiring the 2014 Refunding Bond as a vehicle for making a commercial loan and without a present view to the distribution or resale thereof (subject, nevertheless, to any requirement of law that the disposition of its property shall at all times be under its control) within the meaning of the Federal securities laws; and (5) the purchaser is acquiring the 2014 Refunding Bond solely for its own account and no other person now has any direct or indirect beneficial ownership or interest therein.

The successful purchaser will also be requested to covenant that it will not voluntarily dispose of all or any portion of the 2014 Refunding Bond unless it procures from each assignee thereof representations and covenants in form and content acceptable to Bond Counsel, substantially the same as those made by the purchaser.

The City will determine which offer is in its best interests using a variety of factors including the lowest cost of funds being offered (expressed as the true interest cost on the transaction), optional redemption provisions (if any), and any other criteria it deems relevant in its sole discretion. The winning bid will be awarded within 24 hours of receipt. Offers should be final and binding on the successful purchaser for no less than 30 days from deadline for receipt of offers, and may be terminable by the City in its sole discretion during such period without penalty; offers subject to further credit review and/or approval may be rejected. The City will not accept any

terms and conditions which would require modifications to the Ordinances. The City reserves sole discretion to waive any irregularities and/or reject all bids received.