

RESOLUTION NO.: R-2012-066

COLUMBIA PUBLIC FACILITIES CORPORATION REFUNDING CERTIFICATES
OF PARTICIPATION EVIDENCING UNDIVIDED INTERESTS IN BASE FEE
PAYMENTS UNDER AN INSTALLMENT SALE AGREEMENT
(TOURISM DEVELOPMENT FEE PLEDGE), SERIES 2012

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AUTHORIZING THE CITY MANAGER TO ACCEPT A PROPOSAL TO PURCHASE THE COLUMBIA PUBLIC FACILITIES CORPORATION REFUNDING CERTIFICATES OF PARTICIPATION EVIDENCING UNDIVIDED INTERESTS IN BASE FEE PAYMENTS UNDER AN INSTALLMENT SALE AGREEMENT (TOURISM DEVELOPMENT FEE PLEDGE), SERIES 2012; AND OTHER MATTERS RELATING THERETO

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF COLUMBIA, SOUTH CAROLINA, IN COUNCIL ASSEMBLED, AS FOLLOWS:

WHEREAS, the City of Columbia, South Carolina (the "City"), is an *incorporated* municipality located in Richland and Lexington Counties, and as such has all powers granted to municipalities by the Constitution and general laws of the State of South Carolina; and

WHEREAS, pursuant to a Trust Agreement dated as of March 1, 2003 (the "Trust Agreement"), between Columbia Public Facilities Corporation, a South Carolina nonprofit corporation and instrumentality of the City (the "Corporation"), and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as Trustee, the Corporation issued its \$36,570,000 original principal amount Columbia Public Facilities Corporation Certificates of Participation Evidencing Undivided Interests in Base Fee Payments Under an Installment Sale Agreement (Tourism Development Fee Pledge), Series ~~2003~~ (the "2003 COPs"), which are currently outstanding in the principal amount of \$22,820,009 and maturing on June 1, in the years 2013 through 2022; and

WHEREAS, the City's Financial Advisor, Merchant Capital, L.L.C., has advised the City that, based on current market conditions, a substantial savings can be achieved by refunding all of the outstanding principal amount of the 2003 COPs; and

WHEREAS, the City (on behalf of the Corporation) has received or expects to receive proposals and/or term sheets from various banks offering to purchase Refunding Certificates of Participation to be issued by the Corporation pursuant to the Trust Agreement (the "2012 COPs"), the proceeds of which will be applied to the advance refunding of all of the outstanding principal amount of the 2003 COPs; and

WHEREAS, it is proposed that the City Council authorize the City Manager to accept the proposal to purchase the 2012 COPs which is in the best interest of the City.

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Section 1. Recitals and Authority for Resolution. It is hereby declared and found that the recitals of this Resolution set forth herein are in all respects true and correct. This Resolution is adopted pursuant to the provisions of Title 5, Chapter 7 of the South Carolina Code of Laws 1976 as amended, including specifically Section 5-7-260 thereof.

Section 2. Authorization to Accept Proposal. The City Manager is hereby authorized, empowered and directed to accept, upon the advice of Merchant Capital, L.L.C. and the City's legal counsel, the proposal submitted to the City to purchase the 2012 COPs, if the terms and conditions thereof are determined to be acceptable and in the best interest of the City. It being understood that the issuance of the 2012 COPs is subject to subsequent enactment of an ordinance by City Council and appropriate corporate action being taken by the Board of Directors of the Corporation, each providing therefor.

Section 3. Further Authorization. The City Manager, for and on behalf of the City, is fully empowered and authorized to take such further actions and to execute and deliver such additional documents as may be necessary to effect the transaction contemplated hereby, and the actions of the City Manager in executing and delivering any necessary documents, in such form as the City Manager shall approve, is hereby fully authorized.

Section 4. Effective Date of Resolution. This Resolution shall take effect and be in full force from and after its adoption.

Adopted by the City Council of the City of Columbia, South Carolina, this 26th day of June, 2012.

CITY OF COLUMBIA, SOUTH CAROLINA

Mayor



(SEAL)

ATTEST:


Clerk