

**ORGANIZATIONAL MINUTES OF THE
BOARD OF DIRECTORS OF
PUBLIC FACILITIES CORPORATION FOR THE CITY OF ROCK HILL**

An organizational meeting of the Board of Directors (the “Directors”) of PUBLIC FACILITIES CORPORATION FOR THE CITY OF ROCK HILL, a South Carolina nonprofit corporation (the “Corporation”), in accordance with Section 33-31-820 of the Code of Laws of South Carolina 1976, as amended, at which a quorum was present, was held on January 24, 2023 and the following resolutions were adopted, such resolutions to be effective as of January 9, 2023, being the date of incorporation of the Corporation:

Adoption of Articles of Incorporation

RESOLVED: That the Articles of Incorporation of the Corporation, which were received and filed in the Office of the Secretary of State of the State of South Carolina on January 9, 2023, which have been presented to and reviewed by the Directors of the Corporation, shall be, and hereby are, approved, and a copy thereof shall be inserted in the minute book of the Corporation.

Approval of Waiver of Sole Incorporator

RESOLVED: That the Waiver of Sole Incorporator, which has been presented to, and reviewed by, the Directors of the Corporation, shall be, and hereby is, accepted and approved and such waiver shall be inserted in the minute book of the Corporation.

Approval of Bylaws

RESOLVED: That the Bylaws of the Corporation for the regulation of the business and affairs of the Corporation, which have been presented to and reviewed by the Directors of the Corporation shall be, and hereby are, adopted, approved and ratified as the Bylaws of the Corporation and such Bylaws shall be inserted in the minute book of the Corporation.

Waiver of Notice of Meeting

RESOLVED: That the Directors of the Corporation hereby waive notice of this organizational meeting of the Board of Directors, as such notice may be required by the South Carolina Nonprofit Corporation Act of 1994.

Election of Officers

RESOLVED: That each of the following persons shall be, and hereby is, elected to serve as an officer of the Corporation, to hold the following office or offices effective as of January 9, 2023, and until the next Annual Meeting of the Board of Directors, until his or her earlier resignation or removal or until his or her successor is chosen and shall qualify:

President: David B. Vehaun
Vice President: Steven Gibson
Secretary/Treasurer: Anne P. Harty

Adoption of Fiscal Year

RESOLVED: That the Fiscal Year of the Corporation shall begin on July 1 of each year and end on June 30 of each year.

Authorization for Opening Bank Account

RESOLVED: That the Treasurer of the Corporation and any other appropriate officer of the Corporation be, and each hereby are, authorized to open an account or accounts at such financial institution or institutions as necessary in the name of, and on behalf of, the Corporation for the deposit of funds belonging to the Corporation.

Authorization for Obtaining Insurance

RESOLVED: That the appropriate officers of the Corporation be, and each hereby are, authorized to obtain any insurance coverage as necessary for the Corporation or its officers, directors, employees (if any), property, and activities. Such insurance coverage may include, but is not necessarily limited to, officers' and directors' insurance coverage.

Ratification of Acts

RESOLVED: That the acts of the sole incorporator of the Corporation and all officers and Directors of the Corporation prior to the date hereof are hereby approved, ratified and authorized as fully as if they had been performed with prior approval and authorization. Such acts shall include the entry on behalf of the Corporation into oral and written agreements for the provision of items, services or equipment necessary or desirable for the proper operation of the business of the Corporation; provided such agreements are on terms approximating those available at the time of entry therein in the open market for comparable items, services or equipment.

Further Authorization for Organization

RESOLVED: That the appropriate officers of the Corporation (or any of them) shall be, and hereby are, authorized, empowered and directed to take all necessary or appropriate action, including the expenditure of funds, in order to fully and expeditiously complete the organization of the Corporation.

Tax-Exempt Entity

RESOLVED: That the officers of the Corporation (or any of them) shall be, and hereby are, authorized and empowered to take all steps necessary to seek a determination letter or other ruling from the Internal Revenue Service that the Corporation is a tax-exempt entity should such officers deem the receipt of such letter or ruling necessary or advisable in their sole discretion.

I certify that these Resolutions of the Corporation were duly made by the members of the Board of Directors of the Corporation at a meeting of the Board of Directors held on January 24, 2023.

Anne P. Harty, Secretary/Treasurer

WAIVER OF SOLE INCORPORATOR

I, Anne P. Harty, the sole incorporator named in the Articles of Incorporation of PUBLIC FACILITIES CORPORATION FOR THE CITY OF ROCK HILL (the "Corporation"), which Articles of Incorporation were received and filed in the Office of the Secretary of State of South Carolina on January 9, 2023, hereby waive all right, title and interest in and to any property of the Corporation, and any right in the management thereof incidental to my being the sole incorporator of the Corporation, this waiver to be effective as of January 9, 2023.

Date: January 24, 2023

Anne P. Harty, Sole Incorporator

**WRITTEN CONSENT IN LIEU OF THE ORGANIZATIONAL
MEETING OF THE INCORPORATOR OF
PUBLIC FACILITIES CORPORATION FOR THE CITY OF ROCK HILL**

In lieu of the organizational meeting of the incorporator of PUBLIC FACILITIES CORPORATION FOR THE CITY OF ROCK HILL, a South Carolina nonprofit corporation (the “Corporation”), the undersigned, being the sole incorporator (“Incorporator”) of the Corporation, in accordance with Sections 33-31-205 and 33-31-206, Code of Laws of South Carolina 1976, as amended, agrees to the following resolution, to be effective as of January 9, 2023:

Adoption of Bylaws

RESOLVED: that the Bylaws of the Corporation for the regulation of the business and affairs of the Corporation shall be, and hereby are, adopted and approved as the Bylaws of the Corporation and such Bylaws shall be inserted in the minute book of the Corporation.

Election of Board of Directors

RESOLVED: that, to the extent required by Section 33-31-205 of the Code of Laws of South Carolina 1976, as amended, the following individuals are appointed to serve on the Board of Directors of the Corporation:

Director:	David B. Vehaun	(City Manager, City of Rock Hill, South Carolina)
Director:	Steven Gibson	(Assistant City Manager, City of Rock Hill, South Carolina)
Director:	Anne P. Harty	(Chief Financial Officer, City of Rock Hill, South Carolina)

Each of the foregoing identified individuals are appointed to serve on the Corporation’s Board of Directors in anticipation of the adoption of, and in accordance with the procedures set forth in, the Bylaws adopted by hereby.

The undersigned, by signing this consent, waives notice of the time, place and purpose of the organizational meeting of the Incorporator and agrees to the transaction of the business of the organizational meeting by written consent in lieu of such organizational meeting.

Approved:

Anne P. Harty, Incorporator

Dated: January 24, 2023