

SUPPLEMENTAL SERIES 2024 BOND RESOLUTION

WHEREAS, Augusta, Georgia (the “Consolidated Government”), acting by and through its governing body, the Augusta-Richmond County Commission (the “Governing Body”) adopted its Series 2024 Bond Resolution on December 5, 2023 (the “Original Bond Resolution”) authorizing the issuance of its Water and Sewerage [Refunding] [and] [Improvement] Revenue Bonds, Series 2024 (the “Series 2024 Bonds”) for the purpose of financing the Series 2024 Project (as defined in the Original Bond Resolution), refunding all or a portion of the outstanding Series 2012 Bonds (as defined in the Original Bond Resolution, and referred to therein as the “Refunded Bonds”) if market conditions present the opportunity to achieve debt service savings, funding any required debt service reserve account, with cash or through payment of a premium for a Reserve Account Credit Facility (as defined in the Original Bond Resolution), and paying costs of issuance of the Series 2024 Bonds; and

WHEREAS, capitalized terms used in this Supplemental Series 2024 Bond Resolution (“this Supplemental Bond Resolution”), but not defined herein, shall have the meanings assigned to them in the Original Bond Resolution; and

WHEREAS, the Original Bond Resolution provides that the Series 2024 Bonds (1) may be issued in one or more series in an aggregate principal amount not to exceed \$220,000,000 (of which not to exceed \$85 million is authorized to be applied to the financing of the Series 2024 Project and not to exceed \$135 million is authorized to be applied to the refunding of the Refunded Bonds), which amounts are to be specified in a Supplemental Resolution, (2) shall bear interest at the rates per annum to be specified in a Supplemental Resolution to be adopted by the Governing Body (but which shall not in any event exceed a maximum per rate of interest of 6.00%), computed on the basis of a 360-day year consisting of twelve 30-day months, payable on each April 1 and October 1 of each year commencing on the April 1 or October 1 specified in a Supplemental Resolution and shall mature on October 1 in the years (with a final maturity not in excess of 40 years from the date of issuance and delivery of the Series 2024 Bonds, but no later than October 1, 2064), and mature in the principal amounts to be specified in a Supplemental Resolution to be adopted by the Governing Body (provided the principal of and interest in any Fiscal Year shall not in any event exceed a maximum of \$40 million), unless earlier called for redemption, (3) that mature on October 1 of the years to be specified in a Supplemental Resolution to be adopted by the Governing Body shall be Term Bonds, and (4) will be subject to optional and mandatory redemption prior to maturity as specified in a Supplemental Resolution to be adopted by the Governing Body (collectively, the “Parameters”); and

WHEREAS, the Original Bond Resolution further provides that (1) the Series 2024 Bonds are authorized to be sold by competitive sale, (2) a Notice of Sale and a Preliminary Official Statement be prepared and distributed to all securities dealers deemed to have an interest in purchasing all, but not a part of, the Series 2024 Bonds, and (3) once the bids are received for the sale of the Series 2024 Bonds pursuant to such Notice of Sale, the Mayor is authorized to accept the bid with the lowest total interest cost and the Governing Body will adopt a Supplemental Resolution ratifying the acceptance of the winning bid for the Series 2024 Bonds,

and setting forth, among other things, the final interest rates on, maturities, redemption provisions and principal amount of the Series 2024 Bonds, which interest rates and principal amounts shall be within the Parameters set forth in the Original Bond Resolution; and

WHEREAS, pursuant to an Official Notice of Sale with respect to the Series 2024 Bonds, dated June __, 2024 (the “2024 Notice of Sale”), circulated by the Consolidated Government, providing for receipt by the Consolidated Government of electronic bids submitted via PARITY for the purchase of the Series 2024 Bonds on June __, 2024, the Consolidated Government has received electronic bids submitted via PARITY for the purchase of the Series 2024 Bonds; and

WHEREAS, the 2024 Notice of Sale provided that the Series 2024 Bonds would be sold to the responsible bidder whose bid complies with the terms of the 2024 Notice of Sale and specifies interest rates and prices that would result in the lowest true interest cost to the Consolidated Government for the Series 2024 Bonds, and the bids were as follows:

Bidder

True Interest Cost Bid

; and

WHEREAS, the bid of the responsible bidder resulting in the lowest true interest cost to the Consolidated Government and within the parameters set forth in the Original Bond Resolution was submitted by _____ (the “Purchaser”), and a copy of such bid is attached to this Supplemental Bond Resolution as Exhibit A and incorporated herein by reference; and

WHEREAS, after due consideration it is deemed advisable and in the best interest of the Consolidated Government that the Series 2024 Bonds be sold to the Purchaser, the Purchaser having in all respects complied with the terms of the 2024 Notice of Sale; and

[Next 3 paragraphs included if refunding is economically beneficial]**WHEREAS**, the Financial Advisor has recommended, and the Consolidated Government concurs, that the Refunded Bonds shall consist of the Series 2012 Bonds maturing October 1, _____ through October 1, _____ and currently outstanding in the aggregate principal amount of \$ _____, and that such refunding of the Refunded Bonds should be accomplished by making due and legal provision for the redemption of the Refunded Bonds through payment of the principal and interest due on the Refunded Bonds on September __, 2024 (the “Redemption Date”); and

WHEREAS, the Original Bond Resolution provided for the creation of the 2012 Defeasance Account into which proceeds of the Series 2024 Bonds would be deposited and used to redeem the Refunded Bonds, if the refunding occurred; and

WHEREAS, the Financial Advisor has advised that it is economically beneficial to the Consolidated Government for the proceeds of the Series 2024 Bonds allocable to the refunding of the Refunded Bonds not be deposited into the 2012 Defeasance Account but instead be deposited, together with other available moneys, simultaneously with the issuance and delivery of the Series 2024 Bonds with U.S. Bank Trust Company, National Association (the “Escrow Agent”) and used to pay the cost of acquiring certain direct obligations of the United States of America (the “Direct Obligations”) and to provide an initial cash balance, which cash and Direct Obligations will be deposited in trust with the Escrow Agent under an Escrow Deposit Agreement, dated as of June 1, 2024 (the “Escrow Agreement”), among the Consolidated Government, the Escrow Agent and U.S. Bank Trust Company, National Association, as paying agent for the Refunded Bonds, and the cash and principal of and interest on the Direct Obligations will provide funds in the amounts required to refund all the Refunded Bonds as aforesaid, and will be used for that purpose, as hereinafter provided; and]

[**Alternative paragraph if no refunding: WHEREAS**, the Financial Advisor has recommended, that based on market conditions producing inadequate debt service savings, that none of the Series 2012 Bonds be refunded: and]

WHEREAS, the Governing Body also proposes to ratify the use and distribution of a Preliminary Official Statement, dated as of June __, 2024 (the “Preliminary Official Statement”) and authorize the execution, use and distribution of an Official Statement, dated the date hereof (the “Official Statement”) relating to the Series 2024 Bonds; and

WHEREAS, it is also proposed that the Governing Body approve the execution and delivery of a Paying Agent and Bond Registrar Agreement, dated as of June 1, 2024 (the “Series 2024 Paying Agent and Bond Registrar Agreement”), between the Consolidated Government and U.S. Bank Trust Company, National Association, as bond registrar and paying agent with respect to the Series 2024 Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Augusta-Richmond County Commission, and it is hereby resolved by authority of the same, as follows:

Section 1. Terms of the Series 2024 Bonds. The Series 2024 Bonds shall be designated “Augusta, Georgia Water and Sewerage [Refunding] [and] [Improvement] Revenue Bonds, Series 2024,” issued in a single series in the original aggregate principal amount of \$ _____, of which \$ _____ shall be applied to the Costs of the Series 2024 Project and \$ _____ shall be applied to the refunding of such Series 2012 Bonds described in the preambles of this Supplemental Resolution. The Series 2024 Bonds (a) shall mature on October 1 in in the years and amounts set forth on Exhibit B hereto, unless earlier called for redemption, (b) shall bear interest at the rates per annum set forth on Exhibit B hereto, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on October 1, 2024, and semiannually thereafter on April 1 and October 1 of each year, and (c) shall be subject to

optional and mandatory redemption as set forth on Exhibit B hereto, which Exhibit B by this reference thereto is incorporated herein and hereby approved. Such terms of the Series 2024 Bonds are within the Parameters.

Section 2. Acceptance of Bid. The bid submitted by the Purchaser to purchase the Series 2024 Bonds, attached hereto as Exhibit A, is hereby accepted, and all other bids so received are hereby rejected, and the actions of the Mayor, for and on behalf of the Consolidated Government, are hereby ratified and approved relating to his earlier notification to all bidders of the acceptance and rejection of such bids by the Consolidated Government. The purchase price for the Series 2024 Bonds is equal to \$_____ (\$_____ plus net premium of \$_____ and less Purchasers' discount of \$_____). The Series 2024 Bonds shall, in due course, be delivered to the Purchaser against payment for the Series 2024 Bonds in accordance with the 2024 Notice of Sale and the Purchaser's bid accepted by the Consolidated Government.

Section 3. Authorization of Offering Documents. The use and distribution of the 2024 Notice of Sale and the Preliminary Official Statement is hereby ratified. The distribution, execution and delivery of the Official Statement are hereby authorized, ratified, confirmed and approved. The Official Statement shall be executed by the Mayor of the Consolidated Government. The Official Statement shall be in substantially the form as the Preliminary Official Statement presented at this meeting, subject to such changes, insertions or omissions as may be approved by the person executing the same, and the execution of the Official Statement shall be conclusive evidence of any such approval. The 2024 Notice of Sale, Preliminary Official Statement and the Official Statement are by this reference thereto spread upon the minutes.

Section 4. Authorization of the Escrow Agreement; Amendment of Original Bond Resolution with respect to the 2012 Defeasance Account. (a) The execution, delivery and performance of the Escrow Agreement are hereby authorized. The Escrow Agreement shall be executed by the Mayor of the Consolidated Government, and the Clerk of Commission may attest the same and the seal of the Consolidated Government may be impressed on the Escrow Agreement. The Escrow Agreement shall be in substantially the form which has been filed with the Consolidated Government, with such changes, insertions or omissions as may be approved by the persons executing the same, and the execution of the Escrow Agreement shall be conclusive evidence of such approval. The Escrow Agreement is by this reference thereto spread upon the minutes.

(b) The Original Bond Resolution is hereby amended to delete the definition of "2012 Defeasance Account" and references to the 2012 Defeasance Account in Sections 4.5 and 4.6 of the Original Bond Resolution and the forms of the provision of payment notice and redemption notice attached thereto shall be deemed to be references to the escrow account held under the Escrow Agreement.

Section 5. Application of the Proceeds of the Series 2024 Bonds. From the proceeds derived from the sale of the Series 2024 Bonds (\$_____), the following

payments shall be made, simultaneously with the issuance and delivery of the Series 2024 Bonds, to the extent and in the matter set forth herein and in the Original Bond Resolution:

- (a) The sum of \$_____ (or such other amount as shall be necessary) together with sinking fund accruals allocable to the Refunded Bonds and other available funds, shall be deposited into the escrow fund created under the Escrow Agreement and used to acquire Direct Obligations consisting of State and Local Government Series securities and establish an initial cash balance to be held under the terms of the Escrow Agreement and applied to the redemption of the Refunded Bonds by paying the principal of and interest due thereon on the Redemption Date;
- (b) \$_____, or such other amount as shall be necessary, shall be deposited to the Debt Service Reserve Account; and
- (c) The balance of the proceeds of the Series 2024 Bonds (\$_____ or such other remaining balance) shall be deposited to the Series 2024 Capital Improvement Account and used to pay the Costs of the Series 2024 Project, including the costs of issuance of the Series 2024 Bonds.

The release of any funds from the Debt Service Reserve Account in connection with the refunding of the Refunded Bonds or otherwise shall be applied to the refunding of the Refunded Bonds and as otherwise permitted under the Prior Resolution and the Original Bond Resolution. Notwithstanding the foregoing, if the Mayor of the Consolidated Government shall determine that a different application of funds is required to carry out the intent of the Original Bond Resolution, as supplemented by this Supplemental Bond Resolution, a different application of funds may be provided for in the authentication order to be delivered at the time of issuance of the Series 2024 Bonds.

Section 6. Authorization of Series 2024 Paying Agent and Bond Registrar Agreement and Depository Agreement. The execution, delivery and performance of the Series 2024 Paying Agent and Bond Registrar Agreement and, if required, the Depository Agreement, relating to the Series 2024 Capital Improvement Account (the “Depository Agreement”) are hereby authorized. The Series 2024 Paying Agent and Bond Registrar Agreement and Depository Agreement shall be executed by the Mayor of the Consolidated Government, and the Clerk of the Commission may attest the same. The seal of the Consolidated Government may be impressed on the Series 2024 Paying Agent and Bond Registrar Agreement and the Depository Agreement. The Series 2024 Paying Agent and Bond Registrar Agreement and the Depository Agreement shall be in substantially the form which has been filed with the Consolidated Government, subject to such changes, insertions or omissions as may be approved by the person executing the same, and the execution of the Series 2024 Paying Agent and Bond Registrar Agreement and the Depository Agreement shall be conclusive evidence of any such approval. The Series 2024 Paying Agent and Bond Registrar Agreement and Depository Agreement by this reference thereto are spread upon the minutes. The Consolidated Government hereby designates U.S. Bank Trust Company, National Association as depository of the Series 2024 Capital Improvement Account.

Section 7. Ratification of Original Bond Resolution. The Consolidated Government hereby confirms, ratifies, restates and reaffirms its representations, warranties, covenants and agreements and all of the terms, conditions and provisions of the Original Bond Resolution, as supplemented and amended by this Supplemental Bond Resolution. Except as expressly amended, modified or supplemented by this Supplemental Bond Resolution, the provisions of the Original Bond Resolution are to be read as part of this Supplemental Bond Resolution as though copied verbatim herein, and provisions of this Supplemental Bond Resolution shall be read as additions to and not as substitutes for or modifications of (except as specifically provided herein) the Original Bond Resolution.

Section 8. General Authority; Ratification of Prior Acts. Any officer of the Consolidated Government is hereby authorized to execute and deliver all other documents and certificates necessary to affect the transactions contemplated by this Supplemental Resolution and to make covenants on behalf of the Consolidated Government. All actions heretofore taken by the Governing Body and the officers and agents of the Consolidated Government directed toward the issuance and sale of the Series 2024 Bonds be and the same are hereby ratified, approved and confirmed.

Section 9. Repealing Clause. All resolutions or parts of resolutions of the Consolidated Government in conflict with this Supplemental Bond Resolution are, to the extent of such conflict, hereby repealed.

Section 10. Bond Resolution Constitutes a Contract. This Supplemental Resolution supplements and amends a contract with the Bondholders binding the Consolidated Government, and therefore it is proper and appropriate for the Mayor to execute the same on behalf of the Consolidated Government and for the Clerk of Commission to attest the same.

Section 11. Execution and Attestation of Documents. The Mayor Pro Tem may take any action, or execute any document, agreement or other writing, which the Mayor is authorized to execute and deliver pursuant to this Supplemental Resolution. An Assistant or Deputy Clerk of Commission may attest any execution of any document, agreement or writing by the Mayor or Mayor Pro Tem, in the same manner as the Clerk of Commission would be authorized to attest any such execution.

Section 12. Effective Date. This Supplemental Bond Resolution shall be effective immediately upon its adoption.

PASSED, ADOPTED, SIGNED, APPROVED AND EFFECTIVE this ____ day of June
2024.

AUGUSTA, GEORGIA

(SEAL)

By: _____
Mayor

Attest:

By: _____
Clerk of Commission

EXHIBIT A

WINNING BID

(Attached)

EXHIBIT B

TERMS OF SERIES 2024 BONDS

<u>October 1</u> <u>of the Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>
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Optional Redemption

The Series 2024 Bonds maturing on or after October 1, ____ are subject to redemption prior to their respective maturities at the option of the Consolidated Government, in whole or in part and in any order of maturities selected by the Consolidated Government (less than all such Series 2024 Bonds of a single maturity to be selected by lot in a manner as the Consolidated Government may determine), on any date on or after October 1, ____, from any moneys available therefor at a redemption price equal to the principal amount of the Series 2024 Bonds to be redeemed, plus accrued interest to the redemption date.

Mandatory Redemption

The Series 2024 Bonds maturing on October 1, ____ are subject to mandatory sinking fund redemption prior to their maturity on October 1 in the years and amounts set forth below, at a redemption price of par, plus accrued interest (the October 1, ____ amount to be paid rather than redeemed):

Year

Amount

At its option, to be exercised on or before the 45th day next preceding any mandatory sinking fund redemption date, the Consolidated Government may (a) receive a credit with respect to its scheduled mandatory redemption obligation for any Series 2024 Bonds subject to scheduled mandatory redemption which are delivered to the Paying Agent for cancellation and not theretofore applied as a credit against a scheduled mandatory redemption obligation or (b) receive a credit with respect to its scheduled mandatory redemption obligation for any Series 2024 Bonds which prior to said date have been redeemed (otherwise than through scheduled mandatory redemption) and canceled by the Paying Agent and not theretofore applied as a credit against said scheduled mandatory redemption obligation. Each Series 2024 Bond so delivered or previously redeemed shall be credited by the Paying Agent, at the principal amount thereof, to the obligation of the Consolidated Government on such scheduled mandatory redemption date and the principal amount of the Series 2024 Bonds to be redeemed by operation of such scheduled mandatory redemption on such date shall be accordingly reduced.

CLERK'S CERTIFICATE

The undersigned Clerk of Commission of Augusta, Georgia DOES HEREBY CERTIFY that the foregoing pages constitute a true and correct copy of the Supplemental Series 2024 Bond Resolution adopted by the Augusta-Richmond County Commission (the "Commission") on June ___, 2024 at a meeting that was duly called and assembled and that was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution appears in the Minute Book of the Commission, which Minute Book is in my custody and control.

I do hereby certify that the Mayor, _____, and the following members of the Commission were present at such meeting:

and that the following members were absent:

and that such resolution was duly adopted by a vote of:

Aye ___ Nay ___

WITNESS my hand and the official seal of Augusta, Georgia, this _____ day of June, 2024.

(SEAL)

Clerk of Commission