

STATE OF SOUTH CAROLINA)
)
COUNTY OF YORK)

CERTIFIED COPY OF RESOLUTION ORDERING
BOND REFERENDUM

I, the undersigned, being the duly qualified Secretary of the Board of Trustees of Rock Hill School District No. 3 of York County, South Carolina (the "Board"), do hereby certify that attached hereto is a copy of a resolution entitled: "A RESOLUTION ORDERING A REFERENDUM IN ROCK HILL SCHOOL DISTRICT NO. 3 OF YORK COUNTY, SOUTH CAROLINA, TO SUBMIT THE QUESTION OF WHETHER ROCK HILL SCHOOL DISTRICT NO. 3 OF YORK COUNTY, SOUTH CAROLINA, SHALL ISSUE NOT EXCEEDING \$294,800,000 GENERAL OBLIGATION BONDS, AT ONE TIME OR FROM TIME TO TIME; PROVIDING FOR THE FORM OF BALLOT TO BE USED; PROVIDING FOR NOTICE OF THE REFERENDUM; AND PROVIDING FOR ALL OTHER THINGS NECESSARY TO SUBMIT THE AFORESAID QUESTION" (the "Resolution"), which Resolution was adopted by the Board at a meeting duly called and held on December 9, 2019, at which meeting a quorum was present and acting throughout, which Resolution has been compared by me with the original thereof as recorded in the minute book of the Board, and that such copy is a true, complete and correct copy thereof and that such Resolution has been duly adopted and has not been modified, amended or repealed and is in full force and effect on and as of the date hereof in the form attached hereto.

In witness whereof, I have hereunto set my hand this 9th day of December, 2019.



Secretary, Board of Trustees, Rock Hill School District
No. 3 of York County, South Carolina

(SEAL)

A RESOLUTION

ORDERING A REFERENDUM IN ROCK HILL SCHOOL DISTRICT NO. 3 OF YORK COUNTY, SOUTH CAROLINA, TO SUBMIT THE QUESTION OF WHETHER ROCK HILL SCHOOL DISTRICT NO. 3 OF YORK COUNTY, SOUTH CAROLINA, SHALL ISSUE NOT EXCEEDING \$294,800,000 GENERAL OBLIGATION BONDS, AT ONE TIME OR FROM TIME TO TIME; PROVIDING FOR THE FORM OF BALLOT TO BE USED; PROVIDING FOR NOTICE OF THE REFERENDUM; AND PROVIDING FOR ALL OTHER THINGS NECESSARY TO SUBMIT THE AFORESAID QUESTION.

BE IT RESOLVED BY THE BOARD OF TRUSTEES OF ROCK HILL SCHOOL DISTRICT NO. 3 OF YORK COUNTY, SOUTH CAROLINA, AS FOLLOWS:

SECTION 1. Findings. The Board of Trustees (the "Board"), as the governing body of Rock Hill School District No. 3 of York County, South Carolina (the "School District"), hereby finds and determines:

(a) The School District is a duly constituted body politic and political subdivision of the State of South Carolina (the "State").

(b) Article X, Section 15 of the Constitution of the State of South Carolina, 1895, as amended (the "Constitution"), provides that school districts of the State shall have the power to incur general obligation debt only in such manner and upon such terms and conditions as the General Assembly of the State shall prescribe by law.

(c) Article X, Section 15, subsection (5) of the Constitution provides that if general obligation debt is authorized by a majority vote of the qualified electors of the school district voting in a referendum authorized by law, there shall be no conditions or restrictions limiting the incurring of such indebtedness except: (i) those restrictions and limitations imposed in the authorization to incur such indebtedness; (ii) such general obligation debt shall be issued within five years of the date of such referendum; and (iii) general obligation debt may be incurred only for a purpose which is a public purpose and which is a corporate purpose of a school district and such debt shall mature within thirty years from the time such indebtedness shall be incurred.

(d) The provisions of Title 11, Chapter 27, Code of Laws of South Carolina 1976, as amended (the "S.C. Code"), empower the board of a school district order any such referendum as is required by Article X of the Constitution, to prescribe the notice thereof and to conduct or cause to be conducted such referendum in the manner prescribed by Title 59, Chapter 71, Article 1, Code of Laws of South Carolina, 1976, as amended (the "School Bond Act").

(e) There is a need to construct, improve, equip, renovate and repair school buildings or other school facilities, the costs of which must be defrayed with the proceeds of general obligation bonds of the School District. Under the School District's present constitutional debt limitation, the amount of bonds authorized to be issued is limited unless the question of issuing such bonds is submitted and approved by the qualified electors of the School District.

(f) It is in the best interest of the School District for the Board to order a referendum to be held in the School District to submit to the qualified electors of the School District the question of whether the School District shall be authorized to issue, at one time or from time to time, general obligation bonds of the School District in a principal amount of not exceeding \$294,800,000, the proceeds of which shall be used as set forth in Section 1(e) above.

SECTION 2. Order to Hold Referendum. Pursuant to the aforesaid provisions of the Constitution and laws of the State, there is hereby ordered a referendum to be held in the School District on March 31, 2020 (the "Referendum"), at which time there shall be submitted to all persons qualified to vote under the Constitution and laws of the State the question set forth in Section 4 hereof.

SECTION 3. Voting Precincts and Polling Places. The voting precincts or any portion thereof in the School District for the Referendum shall be those designated by Section 7-7-320 of the S.C. Code. The polling places in each of such precincts shall be designated by the Board of Voter Registration and Elections of York County (the "Elections Board").

The polls shall be opened at seven o'clock in the forenoon and closed at seven o'clock in the afternoon on the date fixed for the Referendum and shall be held open during said hours without intermission or adjournment.

SECTION 4. Form of Ballot. The Elections Board is requested to provide an electronic voting system in such numbers as it considers necessary in good working order and of sufficient capacity for use in the Referendum and to cause there to be prepared for each voting place a number of paper ballots not to exceed ten percent (10%) of registered qualified voters in each voting precinct in the School District. The Referendum shall be conducted in accordance with the provisions of the S.C. Code governing voting machines. Such voting machines shall be delivered to the Elections Board for distribution to the Managers of Election at the several polling places.

(FORM OF BALLOT)

OFFICIAL BALLOT, REFERENDUM
\$294,800,000 GENERAL OBLIGATION BONDS
ROCK HILL SCHOOL DISTRICT NO. 3 OF YORK COUNTY,
SOUTH CAROLINA
MARCH 31, 2020

Shall the Board of Trustees of Rock Hill School District No. 3 of York County, South Carolina (the "School District"), be empowered to issue, at one time or from time to time, general obligation bonds of the School District, in a principal amount of not exceeding \$294,800,000, the proceeds of which shall be used to construct, improve, equip, renovate and repair school buildings or other facilities within the School District or the acquisition of land whereon to construct or establish such facilities as follows:

- Projects Related to Safety, Security and Costs Savings –

Continuation of district-wide upgrades to campus security including video surveillance, access control, alarm and warning systems, security fencing, public address, intercom, emergency radio and other communications upgrades; improve access for first responders; renovate, upgrade or replace infrastructure relating to water, sewer and stormwater systems; energy efficiency retrofits to reduce annual costs; installation of alternative or renewable energy systems; and other upgrades required to be made in compliance with local, state or federal codes or regulations; replace and upgrade

facilities services, custodial, grounds and transportation shop equipment; replacement of support vehicles and school buses

- Projects Related to Renovation, Modernization or Replacement of Existing Facilities and Equipment or Construction and Equipping of New Facilities -

Major maintenance, modernization, renovation, renewal, improvement, expansion, addition to or replacement of existing facilities; constructing and equipping of new facilities where appropriate; improvements to technology infrastructure; improvements to school grounds and campuses; renovations and modernizations in support of school choice programs; and upgrade of furnishings, fixtures and equipment.

- Projects Related to Arts, Athletics and Wellness -

Replacements and improvements to playgrounds at elementary schools; additions and renovations to physical education rooms/gyms, art and music rooms at elementary schools; additions and renovations to band, orchestra, chorus rooms and drama spaces for middle schools and high schools; renovation and improvements of or replacement of athletics facilities at high schools and middle schools; improvements or additions to or replacement of high school auditoriums; and renovations and improvements or replacement of district stadiums.

If the voter wishes to vote in favor of the question, select "Yes, in favor of the question"; if the voter wishes to vote against the question, "No, Opposed to the question."

Yes, In Favor of the question

No, Opposed to the question

OFFICIAL BALLOT, REFERENDUM
\$294,800,000 GENERAL OBLIGATION BONDS
ROCK HILL SCHOOL DISTRICT NO. 3 OF YORK COUNTY,
SOUTH CAROLINA
MARCH 31, 2020

No. _____

Precinct _____

Initials of Issuing Officer

SECTION 5. Qualification of Voters. Every person offering to vote must be at least eighteen (18) years of age and must be duly registered on the books of registration for York County, South Carolina (the "County") as an elector in the precinct in which he or she resides and offers to vote on or before the date on which said books of registration are closed for the Referendum, and must present such documents and/or forms of identification as required by State law.

Any registered elector who has moved his or her place of residence after the date on which said books of registration are closed for the Referendum, but before the date of the Referendum, shall be entitled to vote failsafe, providing they qualify to vote in the Referendum at the York County Voter Registration Office on election day.

Absentee ballots for the Referendum shall be available at the York County Voter Registration Office. The books of registration shall be closed thirty (30) days before the Referendum.

SECTION 6. Notice of Referendum. The Board hereby authorizes the publication of a Notice of Referendum to be published in a newspaper of general circulation in the County, in compliance with Section 7-13-35 of the S.C. Code. Such notice must be published not later than sixty (60) days before the date of the Referendum and again not later than two weeks after the first notice. A Notice of Referendum, substantially in the form attached hereto as Exhibit A, shall be published in a newspaper of general circulation in the County at least once not less than fifteen (15) days prior to the occasion set for the holding of the Referendum in compliance with the School Bond Act.

The Elections Board is authorized to change any of the locations of polling places for the Referendum as deemed necessary or advisable. Appropriate changes are authorized to be made in the Notice of Referendum.

SECTION 7. Elections Board. A certified copy of this Resolution shall be filed with the Elections Board and the Elections Board is hereby requested as follows:

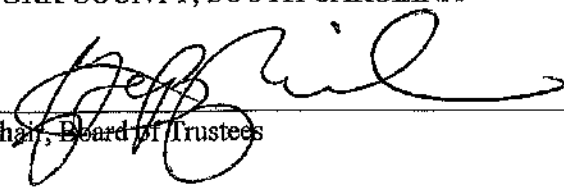
- (a) To join in the action of the School District in providing for the Notice of Referendum required by Section 7-13-35 of the S.C. Code;
- (b) To prescribe the form of ballot to be used in the Referendum;
- (c) To arrange for polling places in each precinct or any part of a precinct within the School District;
- (d) To appoint Managers of Election;
- (e) To provide voting machines for the Referendum;
- (f) To conduct the Referendum, receive the returns thereof, canvass such returns, declare the results thereof, and certify such results to the Board; and
- (g) To take other steps and prepare such other means as shall be necessary or required by law in order to properly conduct the Referendum.

SECTION 8. Miscellaneous. The Board hereby authorizes the Chairman and Secretary of the Board and the Superintendent of the School District to execute such documents and instruments as may be necessary with regard to the Referendum. The Board hereby retains Burr & Forman LLP d/b/a Burr Forman McNair, as Bond Counsel, and Compass Municipal Advisors, LLC, as Financial Advisor, in connection with the Referendum and, if approved, in connection with the issuance of the general obligation bonds. The Superintendent is authorized to execute such contracts, documents or engagement letters as may be necessary and appropriate to effectuate said engagements.

SECTION 9. Effective Date of Resolution. This Resolution shall take effect and be in full force from and after its adoption.

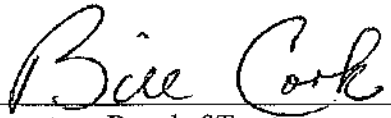
Adopted this 9th day of December, 2019.

ROCK HILL SCHOOL DISTRICT NO. 3 OF
YORK COUNTY, SOUTH CAROLINA



Chair, Board of Trustees
(SEAL)

ATTEST:



Secretary, Board of Trustees

(FORM OF NOTICE OF REFERENDUM)

NOTICE OF REFERENDUM
\$294,800,000 GENERAL OBLIGATION BONDS
ROCK HILL SCHOOL DISTRICT NO. 3 OF YORK COUNTY,
SOUTH CAROLINA

NOTICE IS HEREBY GIVEN that a referendum will be held in Rock Hill School District No. 3 of York County, South Carolina (the "School District"), on March 31, 2020, for the purpose of submitting to all persons qualified to vote in the School District, under the Constitution and laws of the State of South Carolina, the following question:

Shall the Board of Trustees of Rock Hill School District No. 3 of York County, South Carolina (the "School District"), be empowered to issue, at one time or from time to time, general obligation bonds of the School District, in a principal amount of not exceeding \$294,800,000, the proceeds of which shall be used to construct, improve, equip, renovate and repair school buildings or other facilities within the School District or the acquisition of land whereon to construct or establish such facilities as follows:

- Projects Related to Safety, Security and Costs Savings –

Continuation of district-wide upgrades to campus security including video surveillance, access control, alarm and warning systems, security fencing, public address, intercom, emergency radio and other communications upgrades; improve access for first responders; renovate, upgrade or replace infrastructure relating to water, sewer and stormwater systems; energy efficiency retrofits to reduce annual costs; installation of alternative or renewable energy systems; and other upgrades required to be made in compliance with local, state or federal codes or regulations; replace and upgrade facilities services, custodial, grounds and transportation shop equipment; replacement of support vehicles and school buses

- Projects Related to Renovation, Modernization or Replacement of Existing Facilities and Equipment or Construction and Equipping of New Facilities -

Major maintenance, modernization, renovation, improvement, expansion, addition to or replacement of existing facilities; constructing and equipping of new facilities where appropriate; improvements to technology infrastructure; improvements to school grounds and campuses; renovations and modernizations in support of school choice programs; and upgrade of furnishings, fixtures and equipment.

- Projects Related to Arts, Athletics and Wellness –

Replacements and improvements to playgrounds at elementary schools; additions and renovations to physical education rooms/gyms, art and music rooms at elementary schools; additions and renovations to band, orchestra, chorus rooms and drama spaces for middle schools and high schools; renovation and improvements of or replacement of athletics facilities at high schools and middle schools; improvements or additions to or

replacement of high school auditoriums; and renovations and improvements or replacement of district stadiums.

If the voter wishes to vote in favor of the question, select "Yes, in favor of the question"; if the voter wishes to vote against the question, "No, Opposed to the question."

Yes, In Favor of the question

No, Opposed to the question

Such question is being submitted pursuant to Article X, Section 15 of the Constitution of the State of South Carolina, 1895, as amended, Title 11, Chapter 27, Code of Laws of the State of South Carolina 1976, as amended, and Title 59, Chapter 71, Article I, Code of Laws of South Carolina, 1976, as amended. If a majority of the qualified electors of the School District voting in the Referendum approve the issuance of not exceeding \$294,800,000 General Obligation Bonds (the "Bonds"), the Bonds may be issued by the School District either at one time or from time to time, but no Bonds shall be issued later than five years from the date of the Referendum. The proceeds of the Bonds will be used to finance the costs of constructing, improving, equipping, renovating and repairing school building or other school facilities within the School District.

The precincts or portions thereof within the School District and locations of the several polling places for such Referendum are as follows:

TO BE PROVIDED

The polls shall be opened from 7:00 a.m. until 7:00 p.m. at the polling places designated above and shall be open during these hours without intermission or adjournment. Appropriate voting machines will be provided at the polling places for the casting of ballots on the aforesaid question. Managers of Election will be appointed by the Board of Voter Registration and Elections of York County (the "Elections Board"). The Managers of Election shall see that each person offering to vote takes the oath that he or she is qualified to vote at this Referendum according to the Constitution of this State and that he or she has not voted previously in this Referendum.

Every person offering to vote (a) must be at least 18 years of age on the date of the Referendum; (b) must reside in the School District; (c) must be duly registered on the books of registration for York County as an elector in the precinct in which he or she resides and offers to vote on or before the date on which the books of registration are closed for the Referendum, such date being _____, 2020; and (d) must present such documents and/or forms of identification as required by State law.

Voters who are blind, who are otherwise physically handicapped, or who are unable to read or write are entitled to assistance in casting their ballot. This assistance may be given by anyone the voter chooses except his or her employer, an agent of his or her employer, or an officer or agent of his or her union. The Managers of Election must be notified if assistance is needed. Voters who are unable to enter their polling place due to physical handicap or age may vote in the vehicle in which they drove, or were driven to the polls. When notified, the Managers of Election will help voters effectuate this curbside voting provision. Registered voters may be eligible to vote by absentee ballot.

The process of examining the return-address envelopes containing absentee ballots will begin at 9:00 a.m. on the date of the Referendum in the office of the Board of Voter Registration and Elections of York County, South Carolina. Persons wishing more information concerning absentee balloting should contact the office of the Elections Board at _____.

The York County Board of Canvassers shall hold a hearing on ballots challenged in the Referendum on _____, _____, at _____ a.m., at _____.

Board of Trustees of Rock Hill School District
No. 3 of York County, South Carolina

Board of Voter Registration and Elections of
York County