

CITY OF MYRTLE BEACH
COUNTY OF HORRY
STATE OF SOUTH CAROLINA

A SUPPLEMENTAL ORDINANCE
PROVIDING FOR THE ISSUANCE AND
SALE OF CITY OF MYRTLE BEACH,
SOUTH CAROLINA, TAX INCREMENT
REVENUE BONDS (MYRTLE BEACH AIR
FORCE BASE REDEVELOPMENT PROJECT
AREA), SERIES 2018, IN THE
AGGREGATE PRINCIPAL AMOUNT OF
NOT EXCEEDING \$15,000,000;
PRESCRIBING THE FORM AND DETAILS

IT IS HEREBY ORDAINED BY THE CITY COUNCIL OF THE CITY OF MYRTLE BEACH,
SOUTH CAROLINA, IN MEETING DULY ASSEMBLED:

ARTICLE I

DEFINITIONS AND AUTHORITY

Section 1.01. Definitions.

(a) Except as provided in subsection (b) below, all terms which are defined in Section 1.1 of the hereinafter defined Bond Ordinance shall have the same meanings in this Ordinance (the "2018 Supplemental Ordinance") as such terms are prescribed to have in the Bond Ordinance.

(b) As used in this 2018 Supplemental Ordinance, unless the context shall otherwise require, the following terms shall have the following respective meanings:

"2018 Construction Fund" means the fund so established and designated pursuant to Section 4.03 hereof.

"2018 Debt Service Reserve Fund" means, if established, the fund designated pursuant to Section 4.01(b) hereof.

"2018 Redevelopment Projects" means public infrastructure improvements comprising (i) the addition of a third level to the DeVille Street parking structure, (ii) P1 and P2 parking structure modifications and improvements, (iii) construction of public restroom facilities at Valor Park, (iv) replacement of equipment and expansion of the Howard Street playground, (v) roads, sidewalks, drainage, water, sanitary sewer, landscaping and irrigation on the XYZ parcel; (vi) public safety projects to include renovation of the Police Annex, including expansion of current investigative and training activities, replacement of indoor shooting range facilities, and office space for additional forces needed in the former base area, and the installation of surveillance cameras and related information technology infrastructure for public streets and parking areas; and (vii) such other Redevelopment

1 Projects that may be financed with the proceeds of Bonds under the Enabling Act as may be
2 determined by the City.

3 **“2018 Reserve Fund Requirement”** means the amount, if any, determined by the
4 City Manager pursuant to the authorization of Section 5.01 hereof.

5 **“Authority”** shall mean the Myrtle Beach Air Force Base Redevelopment Authority, also
6 known as the Myrtle Beach Airbase (Facilities) Redevelopment Authority.

7 **“Beneficial Owner”** shall mean any purchaser who acquires beneficial ownership
8 interest in a Series 2018 Bond held by the Depository. In determining any Beneficial Owner,
9 the City, the Registrar and the Paying Agent may rely exclusively upon written
10 representations made and information given to the City, the Registrar and the Paying Agent,
11 as the case may be, by the Depository or its Participants with respect to any Series 2018
12 Bond held by the Depository or its Participants in which a beneficial ownership interest is
13 claimed.

14 **“Bond Ordinance”** shall have the meaning given that term in Section 1.02 hereof.

15 **“Book-Entry Form”** or **“Book-Entry System”** shall mean with respect to the Series
16 2018 Bonds, a form or system, as applicable, under which (a) the ownership of beneficial
17 interests in the Series 2018 Bonds may be transferred only through a book-entry and (b)
18 physical bond certificates in fully-registered form are registered only in the name of the
19 Depository or its nominees as holder, with the physical bond certificates “immobilized” in
20 the custody of the Depository or its agent. The book-entry maintained by the Depository is
21 the record that identifies the owners of participatory interests in the Series 2018 Bonds,
22 when subject to the Book-Entry System.

23 **“City Manager”** shall mean the City Manager of the City, or in his absence, the Chief
24 Financial Officer of the City or any duly appointed Assistant City Manager.

25 **“Continuing Disclosure Agreement”** shall mean the Disclosure Dissemination Agent
26 Agreement between the City and Digital Assurance Certification, L.L.C., as amended from time
27 to time in accordance with the provisions thereof, providing for the delivery and dissemination of
28 certain information with respect to the City and the Series 2018 Bonds.

29
30 **“Date of Issue”** shall have the meaning given such term in Section 2.03(a) hereof.

31
32 **“Depository”** shall mean any securities depository that is a “clearing corporation” within
33 the meaning of the New York Uniform Commercial Code and a “clearing agency” registered
34 pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, operating and
35 maintaining, with its Participants or otherwise, a Book-Entry System to record ownership of
36 beneficial interests in the Series 2018 Bonds, and to effect transfers of Series 2018 Bonds, in
37 Book-Entry Form, and includes and means initially The Depository Trust Company (a limited
38 purpose trust company), New York, New York.

39
40 **“Enabling Act”** shall mean Title 31, Chapter 12, Code of Laws of South Carolina 1976
41 (being the Federal Defense Facilities Redevelopment Law), as amended from time to time.

1
2 **“Interest Payment Date”** shall mean, with respect to the Series 2018 Bonds, April 1 and
3 October 1 of each year commencing April 1, 2019.

4
5 **“Ordinance”** shall mean the Bond Ordinance as supplemented by the 2018 Supplemental
6 Ordinance.

7
8 **“Participant”** shall mean any bank, brokerage house or other financial institution for
9 which, from time to time, the Depository effects book-entry transfers and pledges of securities
10 deposited with the Depository.

11
12 **“Paying Agent”** shall mean the Trustee, as Paying Agent for the Series 2018 Bonds.

13 **“Principal Payment Date”** shall mean, with respect to the Series 2018 Bonds,
14 October 1 of each year commencing on October 1 of the year determined by the City
15 Manager pursuant to Section 5.01 hereof.

16 **“Purchase Contract”** shall mean the Purchase Contract between the City and
17 Underwriter providing for the sale and purchase of the Series 2018 Bonds.

18 **“Record Date”** shall ~~have the meaning given such term in Section 2.04(b)~~
19 ~~hereof.~~ mean, with respect to the Series 2018 Bonds, the fifteenth day (whether or not a Business
20 Day) of the calendar month immediately preceding each Interest Payment Date on the Series
21 2018 Bonds.

22 **“Redevelopment Plan”** shall mean the Redevelopment and Financing Plan dated
23 October 7, 1998 prepared by Seamon, Whiteside & Associates, Inc. and Communitas, LLC, as
24 amended and supplemented by the Redevelopment and Financing Plan for the Former Myrtle
25 Beach Air Force Base dated June 27, 2005, constituting a “redevelopment plan” under the
26 Enabling Act, as approved by resolutions of the Authority adopted October 7, 1998 and June
27 27, 2005, respectively, and as concurred in by the City by Ordinance No. 2005-87 enacted on
28 December 13, 2005, as amended by the Amendment to Redevelopment Plan, as approved by
29 resolution of the Authority adopted May 5, 2010 and as concurred in by the City by Ordinance
30 No. 2010-68 enacted October 26, 2010, the 2015 Amendment to Redevelopment Plan, as
31 approved by resolution of the Authority adopted September 1, 2015 and as concurred in by
32 the City by Ordinance No. 2018-049 enacted August 14, 2018, and by the 2018 Amendment to
33 Redevelopment Plan, as approved by resolution of the Authority adopted June 19, 2018 and
34 as concurred in by the City by Ordinance No. 2018-049 enacted August 14, 2018, as the same
35 may be amended or supplemented from time to time.

36 **“Registrar”** shall mean the Trustee, as Registrar for the Series 2018 Bonds.

37 **“Series 2018 Bonds”** shall mean the Bonds of the City of the Series authorized by
38 this 2018 Supplemental Ordinance and, subject to Section 2.01 hereof, designated “City of
39 Myrtle Beach, South Carolina Tax Increment Revenue Bonds (Myrtle Beach Air Force Base
40 Redevelopment Project Area), Series 2018.”

1 principal or redemption price of or interest on the Series 2018 Bonds or for any claim based
2 thereon or on the Bond Ordinance or in this 2018 Supplemental Ordinance, either jointly or
3 severally, against any officer or employee of the City or any person executing the Series 2018
4 Bonds.

5 **ARTICLE IV**

6 **ACCOUNTS, FUNDS AND APPLICATION OF**
7 **PROCEEDS; TAX COVENANTS; AND CONTINUING DISCLOSURE**
8

9 **Section 4.01. Establishment of Funds and Accounts.**

10 (a) There is hereby established, pursuant to Section 8.2 of the Bond Ordinance,
11 with respect to the Series 2018 Bonds, an Interest Account, a Principal Account and, if any
12 Series 2018 Bonds are Term Bonds, a Bond Redemption Account, within the Special Tax
13 Allocation Fund for the purposes set forth in said Section 8.2.

14 (b) If so determined by the City Manager pursuant to Section 5.01 hereof, there
15 shall be established, with respect to the Series 2018 Bonds, a special fund of the City to be
16 designated as "City of Myrtle Beach - 2018 Debt Service Reserve Fund for Tax Increment
17 Revenue Bonds" (the "2018 Debt Service Reserve Fund") to be held by the Trustee. If so
18 established, the 2018 Debt Service Reserve Fund shall be funded in the amount of the 2018
19 Reserve Fund Requirement at the time of issuance of the Series 2018 Bonds. If so
20 determined by the City Manager pursuant to Section 5.01 hereof, the 2018 Reserve Fund
21 Requirement may be satisfied through the purchase of the Reserve Policy.

22 **Section 4.02. Use and Disposition of Bond Proceeds.** Upon the delivery of the Series
23 2018 Bonds, the net proceeds thereof ~~shall be~~ after the funding of the 2018 Debt Service
24 Reserve Fund to the extent required pursuant to Section 4.02 hereof, shall be disposed of as
25 determined and directed in writing by a City Representative, shall be deposited with the
26 Custodian at the written direction of the City Manager into the 2018 Construction Fund
27 established in Section 4.03 hereof, to be used and applied as provided in that Section.

1 (a) establish such funds, make such calculations and pay such amounts, in the
2 manner and at the times required in order to comply with the requirements of the Code,
3 relating to required rebates of certain amounts to the United States;

4 (b) make such reports of such information at the times and places required by the
5 Code; and

6 (c) take such other action as may be required in order that the Series 2018 Bonds
7 and the use of the proceeds thereof comply with the provisions of the Code.

8 **Section 4.05. Continuing Disclosure.** Pursuant to Section 11-1-85 of the Code of
9 Laws of South Carolina 1976, as amended ("Section 11-1-85"), the City hereby covenants and
10 agrees that it will file with a nationally recognized municipal securities information
11 depository for availability in the secondary market when requested, an annual independent
12 audit within 30 days of receipt of the audit and event-specific information within 30 days of
13 an event adversely affecting more than five percent of its revenue base. The only remedy
14 for failure by the City to comply with the covenant of this paragraph shall be an action for
15 specific performance of this covenant. The City specifically reserves the right to amend or
16 delete this covenant to reflect any change in Section 11-1-85, without the consent of any
17 Bondholder. Notwithstanding any other provisions of this 2018 Supplemental Ordinance,
18 failure of the City to comply with the provisions of this paragraph shall not be considered an
19 Event of Default, and no liability for damages shall attach therefor.

20 Notwithstanding any other provision of this 2018 Supplemental Ordinance, failure of
21 the City to comply with the Continuing Disclosure Agreement shall not be considered an
22 Event of Default; however, the Trustee may (and, at the request of any "participating
23 underwriter" (as defined in Rule 15c2-12 of the Securities and Exchange Commission under
24 the Securities Exchange Act of 1934, as amended, and upon receipt of satisfactory
25 indemnification for its fees, costs and expenses) or the Holders of at least 25 percent
26 aggregate principal amount of Outstanding Series 2018 Bonds and upon receipt of satisfactory
27 indemnification for its fees, costs and expenses, shall) or any Holder of Series 2018 Bonds
28 may take such actions as may be necessary and appropriate, including seeking specific
29 performance by court order, to cause the City to comply with its obligations hereunder and
30 under the Continuing Disclosure Agreement.

31 **ARTICLE V**

32 **PURCHASE CONTRACT; CONTINUING DISCLOSURE AGREEMENT;** 33 **OTHER INSTRUMENTS**

34 **Section 5.01. Sale of Series 2018 Bonds; Authorization of Purchase Contract and**
35 **Continuing Disclosure Agreement.** The City Manager is hereby authorized and empowered to
36 determine the aggregate principal amount of the Series 2018 Bonds, the principal amount of
37 each maturity of the Series 2018 Bonds, the interest rates for the Series 2018 Bonds, the
38 Series 2018 [Bonds to be Serial Bonds or Term Bonds, the Series 2018](#) Bonds to be subject to
39 mandatory and optional redemption, the redemption prices of the Series 2018 Bonds subject
40 to optional redemption, whether to establish the 2018 Debt Service Reserve Fund, the 2018
41 Reserve Fund Requirement and whether to satisfy the 2018 Reserve Fund Requirement

1 through the purchase of the Reserve Policy, and the price at which the Series 2018 Bonds will
2 be sold and the amount of Underwriter's discount in such sale. The Purchase Contract (in the
3 form presented at this meeting) and the Continuing Disclosure Agreement in substantially the
4 form attached hereto as Exhibit "C", with such changes as the City Manager shall approve
5 (his execution to be conclusive evidence of such approval) are hereby approved, and the City
6 Manager is hereby authorized to execute and deliver the Purchase Contract and the
7 Continuing Disclosure Agreement on behalf of the City.

8 **Section 5.02. Approval of Preliminary Official Statement; Authorization of Official**
9 **Statement.** The City hereby ratifies and approves the form, distribution and use, of athe
10 Preliminary Official Statement of the City relating to the Series 2018 Bonds, ~~in the form~~ filed
11 with the minutes of the meeting of Council at which this 2018 Supplemental Ordinance is
12 enacted, ~~with such changes, additions and modifications as~~ The Council approves and
13 ratifies the designation by the City Manager ~~may approve. The Council authorizes the City~~
14 ~~Manager to designate~~ of the Preliminary Official Statement, ~~with such changes, additions and~~
15 ~~modifications to the form presented at this meeting as he shall approve,~~ as "final" as of its
16 date for purposes of Rule 15c2-12 of the Securities Exchange Commission. The Council
17 hereby authorizes the preparation and distribution of the Official Statement with respect to
18 the Series 2018 Bonds, substantially in the form of the Preliminary Official Statement, with
19 such modifications as the City Manager approves. The final Official Statement shall be
20 approved on behalf of the City by the City Manager, such approval to be evidenced by the
21 City Manager's execution of the Official Statement, which execution is hereby authorized.

22 **Section 5.03. Information Report.** The City Manager or such officer of the City as he
23 designates is hereby authorized to execute, deliver and file such information reports with
24 respect to the Series 2018 Bonds, on Form 8038-G or such other form as may be prescribed
25 by the United States Department of Treasury, as shall be required or desirable in order to
26 comply with Section 149(e) of the Code.

27 **Section 5.04. Other Instruments and Actions.** In order to secure the Series 2018
28 Bonds and in order to effect the issuance and delivery of the Series 2018 Bonds and to give
29 full effect to the intent and meaning of this 2018 Supplemental Ordinance and the
30 agreements and actions herein authorized, the Mayor and the City Manager and the Clerk are
31 hereby authorized to execute and deliver such certificates, showings, instruments and
32 agreements and to take such further action as the Mayor and City Manager, respectively,
33 shall deem necessary or desirable.

34 **ARTICLE VI**

35 **MISCELLANEOUS**

36 **Section 6.01. Severability.** If any one or more of the covenants or agreements
37 provided in this 2018 Supplemental Ordinance on the part of the City or the Trustee to be
38 performed should be contrary to law, then such covenant or covenants or agreement or
39 agreements shall be deemed severable from the remaining covenants and agreements, and
40 shall in no way affect the validity of the other provisions of this 2018 Supplemental
41 Ordinance.

Section 6.02. Section Headings Not Controlling. The Headings of the several Articles and Sections of this 2018 Supplemental Ordinance have been prepared for convenience of reference only and shall not control, affect the meaning of, or be taken as an interpretation of any provision of this 2018 Supplemental Ordinance.

Section 6.03. Effectiveness of Ordinance; Codification. This 2018 Supplemental Ordinance shall be in full force and effect from and after its enactment as provided by law. This 2018 Supplemental Ordinance shall be forthwith indexed by title and a summary thereof codified in the Code of City Ordinances in the manner required by law and shall be indexed under the general heading “Bond Issue - Not Exceeding \$15,000,000 Tax Increment Revenue Bonds (Myrtle Beach Air Force Base Redevelopment Project Area), Series 2018,” and shall be made available for public inspection at the office of the Clerk of the City.

This Ordinance shall become effective upon enactment.

(SEAL)

Mayor, City of Myrtle Beach, South
Carolina

ATTEST:

Clerk, City Council of the City of
Myrtle Beach, South Carolina

First Reading: November 13, 2018

Second Reading: December 11, 2018

1 and October 1 of each year (each, an "Interest Payment Date"), until this bond matures or is
2 earlier paid, and shall be payable by check or draft drawn upon the Paying Agent mailed to the
3 person in whose name this bond is registered on the registration books of the City maintained by
4 the Registrar, presently U.S. Bank National Association (the "Registrar"), in Columbia, South
5 Carolina, at the close of business on the fifteenth (15th) day (whether or not a Business Day (as
6 defined in the hereinafter defined Ordinance)) of the calendar month next preceding each
7 Interest Payment Date, or by wire transfer to the Registered Holder of \$1,000,000 or more in
8 principal amount of Bonds of the Series of which this bond is one upon request to an account
9 within the continental United States as provided in the hereinafter defined Ordinances. The
10 principal and interest on this bond are payable in lawful money of the United States of America.

11
12 This bond shall not be entitled to any benefit under the Ordinance, nor become valid or
13 obligatory for any purpose, until the certificate of authentication hereon shall have been duly
14 executed by the Registrar.

15
16 This bond is one of an authorized Series of Bonds of like tenor and effect, except as to
17 date of original issue, numeration, Registered Holder, date of maturity, redemption provisions,
18 and rate of interest, aggregating _____ Dollars (\$_____) in principal amount
19 designated "Tax Increment Revenue Bonds (Myrtle Beach Air Force Base Redevelopment Project
20 Area), Series 2018" (the "Series 2018 Bonds"), issued pursuant to and in accordance with the
21 Constitution and laws of the State of South Carolina, including Article X, Section 14, of the
22 Constitution of the State of South Carolina, 1895, as amended; Title 31, Chapter 12, Code of Laws
23 of South Carolina 1976, as amended (the "Act"), Ordinance No. 2016-66 duly enacted by the City
24 Council of the City of Myrtle Beach, South Carolina ("City Council") on September 13, 2016 (the
25 "Bond Ordinance") and Ordinance No. 2018-065 duly enacted on December 11,
26 2018 (the "Supplemental Ordinance") (the Bond Ordinance and the Supplemental Ordinance are
27 hereinafter collectively referred to as the "Ordinances"). Capitalized terms not otherwise
28 defined herein shall have the meanings set forth in the Ordinances.

29
30 The Series 2018 Bonds are being issued for the purpose of (i) defraying the cost of the
31 2018 Redevelopment Projects, [(ii) funding the 2018 Debt Service Reserve Fund,] and [(ii)][iii]
32 paying the Costs of Issuance of the Series 2018 Bonds.

33
34 The Series 2018 Bonds and the interest thereon are special obligations of the City payable
35 solely from, and secured by a pledge of certain funds in and to be deposited in the Special Tax
36 Allocation Fund created pursuant to the Ordinances.

37
38 THE FULL FAITH, CREDIT AND TAXING POWERS OF THE CITY ARE NOT PLEDGED FOR THE
39 PAYMENT OF THIS BOND AND THE INTEREST HEREON.

40
41 Additional Bonds (as defined in the Ordinances) on a parity with the Series of Bonds of
42 which this bond is one may hereafter be issued under terms and conditions set forth in the
43 Ordinances. Such Additional Bonds shall be equally and ratably secured with the pledge of the
44 funds in and to be deposited to the Special Tax Allocation Fund with the Series 2018 Bonds.

45
46 The Ordinances contain provisions defining terms; sets forth the moneys, funds and
47 revenues pledged for the payment of the principal of and interest on the Series of Bonds of which

1 CERTIFICATE

2
3 A copy of the final approving legal opinion to be rendered shall be attached to the back of
4 each Series 2018 Bond and preceding the same a certificate shall appear, which shall be signed
5 on behalf of the City with a facsimile signature of the Clerk of the City. Said certificate shall be
6 in substantially the following form:

7
8 IT IS HEREBY CERTIFIED that the following is a true and correct
9 copy of the final legal opinion (except for date and letterhead) of
10 Pope Flynn, LLC, ~~Columbia~~Charleston, South Carolina, approving
11 the issue of bonds of which the within bond is one, the original of
12 which opinion was manually executed, dated and issued as of the
13 date of delivery of and payment for the bonds, and a copy of which
14 is on file with the City Council of the City of Myrtle Beach, South
15 Carolina.

16
17 CITY OF MYRTLE BEACH, SOUTH CAROLINA

18
19
20 By: _____ (Exhibit)
21 Clerk
22
23
24
25
26

EXHIBIT B

[FORM OF REQUISITION]

Request No: _____

Date: _____

To: _____, as Custodian

Re: \$_____ City of Myrtle Beach, South Carolina Tax Increment Revenue Bonds (Myrtle Beach Air Force Base Redevelopment Project Area), Series 2018

You are hereby requested and directed as Custodian (as such term is defined in Ordinance No. 2016-66 and Ordinance No. 2018-~~065~~ (the "Ordinances") enacted by the City Council of the City of Myrtle Beach, South Carolina (the "City"), on September 13, 2016 and ~~December 11~~, 2018, respectively, to pay, pursuant to the Ordinances, to the following payees the following amounts in payment or reimbursement for the following Redevelopment Project Costs of the 2018 Redevelopment Projects (as such terms are defined in the Ordinances):

(1) The amount to be paid: _____;

(2) The nature and purpose of the obligation for which such payment is requested: _____; and

(3) The person, firm or corporation to whom such obligation is owed or to whom a reimbursable advance has been made: _____.

IN WITNESS WHEREOF, the undersigned does hereunto set forth his hand this ____ day of _____, _____.

CITY OF MYRTLE BEACH, SOUTH CAROLINA

By: _____

Title: _____

FORM OF DISCLOSURE DISSEMINATION AGENT AGREEMENT

This Disclosure Dissemination Agent Agreement (the "Disclosure Agreement"), dated as of _____, ~~2018~~201, is executed and delivered by the City of Myrtle Beach, South Carolina (the "Issuer") and Digital Assurance Certification, L.L.C., as exclusive Disclosure Dissemination Agent (the "Disclosure Dissemination Agent" or "DAC") for the benefit of the Holders (hereinafter defined) of the Bonds (hereinafter defined) and in order to assist the Issuer in processing certain continuing disclosure with respect to the Bonds in accordance with Rule 15c2-12 of the United States Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time (the "Rule").

The services provided under this Disclosure Agreement solely relate to the execution of instructions received from the Issuer through use of the DAC system and do not constitute "advice" within the meaning of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act"). DAC will not provide any advice or recommendation to the Issuer or anyone on the Issuer's behalf regarding the "issuance of municipal securities" or any "municipal financial product" as defined in the Act and nothing in this Disclosure Agreement shall be interpreted to the contrary. DAC is not a "Municipal Advisor" as such term is defined in Section 15B of the Securities Exchange Act of 1934, as amended, and related rules.

SECTION 1. Definitions. Capitalized terms not otherwise defined in this Disclosure Agreement shall have the meaning assigned in the Rule or, to the extent not in conflict with the Rule, in the Official Statement (hereinafter defined). The capitalized terms shall have the following meanings:

"Annual Filing Date" means the date, set in Sections 2(a) and 2(f), by which the Annual Report is to be filed with the MSRB.

"Annual Financial Information" means annual financial information as such term is used in paragraph (b)(5)(i) of the Rule and specified in Section 3(a) of this Disclosure Agreement.

"Annual Report" means an Annual Report containing Annual Financial Information described in and consistent with Section 3 of this Disclosure Agreement.

"Audited Financial Statements" means the financial statements (if any) of the Issuer for the prior fiscal year, certified by an independent auditor as prepared in accordance with generally accepted accounting principles or otherwise, as such term is used in paragraph (b)(5)(i) of the Rule and specified in Section 3(b) of this Disclosure Agreement.

"Bonds" means the bonds as listed on the attached Exhibit A, with the 9-digit CUSIP numbers relating thereto.

"Certification" means a written certification of compliance signed by the Disclosure Representative stating that the Annual Report, Audited Financial Statements, Notice Event notice, Failure to File Event notice, Voluntary Event Disclosure or Voluntary

document incorporated by reference is a final official statement, it must be available from the MSRB. The Issuer will clearly identify each such document so incorporated by reference.

~~Any~~If the Annual Financial Information ~~containing~~contains modified operating data or financial information different from the Annual Financial Information agreed to in the continuing disclosure undertaking related to the Bonds, the Issuer is required to explain, in narrative form, the reasons for the modification and the impact of the change in the type of operating data or financial information being provided.

SECTION 4. Reporting of Notice Events.

(a) The occurrence of any of the following events with respect to the Bonds constitutes a Notice Event:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. Modifications to rights of Bond holders, if material;
8. Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the Obligated Person;

Note to subsection (a)(12) of this Section 4: For the purposes of the event described in subsection (a)(12) of this Section 4, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or

SECTION 5. CUSIP Numbers. The Issuer will provide the Dissemination Agent with the CUSIP numbers for (i) new bonds at such time as they are issued or become subject to the Rule and (ii) any Bonds to which new CUSIP numbers are assigned in substitution for the CUSIP numbers previously assigned to such Bonds.

SECTION 6. Additional Disclosure Obligations. The Issuer acknowledges and understands that other state and federal laws, including but not limited to the Securities Act of 1933 and Rule 10b-5 promulgated under the Securities Exchange Act of 1934, may apply to the Issuer, and that the duties and responsibilities of the Disclosure Dissemination Agent under this Disclosure Agreement do not extend to providing legal advice regarding such laws. The Issuer acknowledges and understands that the duties of the Disclosure Dissemination Agent relate exclusively to execution of the mechanical tasks of disseminating information as described in this Disclosure Agreement.

SECTION 7. Voluntary Filing.

(a) The Issuer may instruct the Disclosure Dissemination Agent to file a Voluntary Event Disclosure with the MSRB from time to time pursuant to a Certification of the Disclosure Representative. Such Certification shall identify the Voluntary Event Disclosure (which shall be any of the categories set forth in Section 2(e)(vi) of this Disclosure Agreement), include the text of the disclosure that the Issuer desires to make, contain the written authorization of the Issuer for the Disclosure Dissemination Agent to disseminate such information, and identify the date the Issuer desires for the Disclosure Dissemination Agent to disseminate the information. If the Disclosure Dissemination Agent has been instructed by the Issuer as prescribed in this Section 7(a) to file a Voluntary Event Disclosure, the Disclosure Dissemination Agent shall promptly file such Voluntary Event Disclosure with the MSRB in accordance with Section 2(e)(vi) hereof. This notice ~~will~~ may be filed with a cover sheet completed by the Disclosure Dissemination Agent in the form set forth in Exhibit C-2.

(b) The Issuer may instruct the Disclosure Dissemination Agent to file a Voluntary Financial Disclosure with the MSRB from time to time pursuant to a Certification of the Disclosure Representative. Such Certification shall identify the Voluntary Financial Disclosure (which shall be any of the categories set forth in Section 2(e)(vii) of this Disclosure Agreement), include the text of the disclosure that the Issuer desires to make, contain the written authorization of the Issuer for the Disclosure Dissemination Agent to disseminate such information, and identify the date the Issuer desires for the Disclosure Dissemination Agent to disseminate the information. If the Disclosure Dissemination Agent has been instructed by the Issuer as prescribed in this Section 7(b) to file a Voluntary Financial Disclosure, the Disclosure Dissemination Agent shall promptly file such Voluntary Financial Disclosure with the MSRB in accordance with Section 2(e)(vii) hereof. This notice may be filed with a cover sheet completed by the Disclosure Dissemination Agent in the form set forth in Exhibit C-3.

(c) The parties hereto acknowledge that the Issuer is not obligated pursuant to the terms of this Disclosure Agreement to file any Voluntary Event Disclosure pursuant to Section 7(a) hereof or any Voluntary Financial Disclosure pursuant to Section 7(b) hereof.

(d) Nothing in this Disclosure Agreement shall be deemed to prevent the Issuer from disseminating any other information through the Disclosure Dissemination Agent using the means of dissemination set forth in this Disclosure Agreement or including any other information in any Annual Report, Audited Financial Statements, Notice Event notice, Failure

EXHIBIT A

NAME AND CUSIP NUMBERS OF BONDS

Name of Issuer	City of Myrtle Beach, South Carolina
Obligated Person(s)	City of Myrtle Beach, South Carolina
Name of Bond Issue:	Tax Increment Revenue Bonds (Myrtle Beach Air Force Base Redevelopment Project Area), Series 2018

Date of Issuance: _____, ~~2018~~2019

Date of Official Statement _____, 2018

CUSIP Number: _____ CUSIP Number: _____

CUSIP Number: _____ CUSIP Number: _____

CUSIP Number: _____ CUSIP Number: _____

CUSIP Number: _____ CUSIP Number: _____

EXHIBIT B
NOTICE TO MSRB OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer	City of Myrtle Beach, South Carolina
Obligated Person(s)	City of Myrtle Beach, South Carolina
Name of Bond Issue:	Tax Increment Revenue Bonds (Myrtle Beach Air Force Base Redevelopment Project Area), Series 2018
Date of Issuance:	_____, 2018 <u>2019</u>
Date of Disclosure Agreement:	_____, 2018 <u>201</u>
CUSIP Number:	_____

NOTICE IS HEREBY GIVEN that the Issuer has not provided an Annual Report with respect to the above-named Bonds as required by the Disclosure Agreement between the Issuer and Digital Assurance Certification, L.L.C., as Disclosure Dissemination Agent. The Issuer has notified the Disclosure Dissemination Agent that it anticipates that the Annual Report will be filed by _____.

Dated: _____

Digital Assurance Certification, L.L.C., as
Disclosure Dissemination Agent, on behalf of
the Issuer

cc: Obligated Person
Issuer