STATE OF SOUTH CAROLINA)RESOLUTION))OF SCHOOL DISTRICT NO. 5)OF SPARTANBURG))OF SPARTANBURG COUNTY, SOUTH CAROLINA

AFFIRMING THE AUTHORITY OF THE BOARD OF TRUSTEES OF THE R.D. ANDERSON APPLIED TECHNOLOGY CENTER TO EXERCISE ALL POWERS GIVEN UNDER TITLE 59, CHAPTER 53 CODE OF LAWS OF SOUTH CAROLINA AND THE AFFILIATION AGREEMENT TO OPERATE AND IMPROVE THE R.D. ANDERSON APPLIED TECHNOLOGY CENTER; APPOINTING MEMBERS TO THE BOARD OF DIRECTORS OF THE R.D. ANDERSON FACILITIES CORPORATION; AUTHORIZING A TUITION PAYMENT AGREEMENT; AND OTHER RELATED MATTERS.

THE BOARD OF TRUSTEES OF SCHOOL DISTRICT NO. 5 OF SPARTANBURG COUNTY, SOUTH CAROLINA, RESOLVES:

Section 1. Findings and Determinations Regarding R.D. Anderson Applied Technology Center.

(a) Spartanburg County School District No. 5 ("*School District No. 5*"), together with Spartanburg County School District No. 4 ("*School District No. 4*") and Spartanburg County School District No. 6 ("*School District No. 6*," together with School District No. 5 and School District No. 4, the "*School Districts*"), formed the R.D. Anderson Applied Technology Center ("*Center*"), pursuant to Title 59, Chapter 53 Code of Laws of South Carolina 1976, as amended ("*Act*"), and an Affiliation of the Spartanburg County School Districts Number 4, 5, and 6 for the Purpose of Planning, Constructing and Operating a Vocational School dated January 4, 1967, among the School Districts.

(b) The School Districts jointly own the real property and physical assets on which the Center is located ("*Real Property*").

(c) Pursuant to the Act, the School Districts created a Board of Trustees to govern the operation, maintenance and improvement of the Center ("*Center Board*").

(d) Pursuant to the Act, the School Districts empowered the Center Board to operate, govern, supervise, manage, control, direct, acquire, construct, maintain, improve and extend the facilities of the Center and the School Districts specifically delegated the control and management of the Center's funds and property to the Center Board.

(e) The Center Board created the R.D. Anderson Facilities Corporation ("*Corporation*") for purposes of financing improvements to and expansion of the Center. The Corporation undertook a financing in 2013 to finance the expansion of the Center ("*2013 Financing*"). The 2013 Financing has been fully repaid.

(f) The Center Board is now contemplating additional improvements and expansions to the Center to commence in 2025 ("2025 Project"). It is anticipated the Corporation will undertake the financing of the 2025 Project through the issuance of taxable or tax-exempt bonds in the expected amount of \$25 million ("2025 Financing"). The 2025 Financing will be repaid pursuant to one or more agreements between the Corporation and the Center. The Center's source of payment to the Corporation will be tuition

payments made to the Center by each of the School Districts. Accordingly, the Center Board will request that each of the School Districts enter into a tuition payment agreement with the Center to ensure receipt of tuition payments sufficient to operate the Center and make certain payments to the Corporation in connection with the 2025 Financing.

(g) Neither the obligations of the School Districts under their respective tuition payment agreements or any obligation of the Center Board to the Corporation in connection with the 2025 Financing shall, in any respect, constitute debt of the School Districts.

Section 2. Appointment of Members to R.D. Anderson Facilities Corporation Board of Directors.

(a) The Board of Directors of the Corporation is made up of nine members, two of which are appointed by School District No. 5 from the members of the Board of Trustees of School District No. 5 ("*School Board*").

(b) The Chair of the School Board ("Chair") is hereby authorized to appoint two (2) members of the School Board ("*Appointed Directors*") to serve on the Board of Directors of the Corporation ("*Corporation Board*"). The Appointed Directors shall serve until the next annual meeting of the Corporation Board at which time, the Appointed Director's term of service on the Corporation Board shall terminate and the current Chair shall make one or more additional appointments.

Section 3. Lease of Real Property. The Center Board's powers under the Act include the authority to make and execute any lease of the Real Property for the purpose of the 2025 Financing and the Center Board is hereby authorized to execute any lease of the Real Property for such purpose.

Section 4. Tuition Payment Agreement. The Chair and Superintendent, with the advice of staff and legal counsel, are hereby authorized to negotiate, execute and deliver a tuition payment agreement to be entered into between the Center and School District No. 5 to support School District No. 5's pro-rata share of the Center's payment obligations to the Corporation in connection with the 2025 Financing.

Section 5. Severability. All orders, resolutions and any parts in conflict with this Resolution are, to the extent of that conflict, repealed.

Section 6. Resolution Binding. This Resolution is binding on the School Board, and, to the extent permitted by law, its successors.

[Signature Page Follows]

Adopted this _____ day of January, 2025.

BOARD OF TRUSTEES, SCHOOL DISTRICT NO. 5 OF SPARTANBURG COUNTY, SOUTH CAROLINA

Chairman

[SEAL]

ATTEST:

Secretary