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**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH AUGUSTA PUBLIC FACILITIES CORPORATION WITH RESPECT TO THE CONFIRMATION OF THE DESIGNATED DIRECTOR, ACCEPTANCE OF RESIGNATION OF AN ELECTED DIRECTOR, AND ELECTION OR RE-ELECTION OF OFFICERS OF THE CORPORATION AND CERTAIN OTHER MATTERS RELATING TO THE FOREGOING.**

**Adoption Date: July 20, 2020**

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WHEREAS, the North Augusta Public Facilities Corporation, a South Carolina nonprofit corporation (the "*Corporation*"), was organized for certain purposes more fully set forth in the Articles of Incorporation and Bylaws of the Corporation, including, without limitation, to acquire or lease real and/or personal property and develop, finance, refinance, design, construct, acquire, install, equip, renovate and operate certain public facilities to be used by the City of North Augusta, South Carolina (the "*City*") and such other projects located in and for the benefit of the City as may be permitted by applicable law; and

WHEREAS, pursuant to the Bylaws of the Corporation, the Board of Directors of the Corporation (the "*Board*") "shall hold regular meetings at such times and places as may be fixed by the Board" to perform such business of the Corporation and/or the Board as may be deemed necessary or required; and

WHEREAS, the Bylaws provide further that the Board shall consist of one (1) Designated Director and four (4) Elected Directors, with the Mayor of the City serving, *ex officio*, as a Designated Director so long as the person holds such designated office, that the number of Directors shall not be less than three (3), and that each Elected Director shall hold office from the date of such Director's election and qualification until such Director's successor shall have been duly elected and qualified, or until such Director's earlier removal, resignation, death, or incapacity.

WHEREAS, the Bylaws provide further that the term of office for each Elected Director is three (3) years and an Elected Director may be elected for successive terms; and

WHEREAS, the current Designated Director is Robert Pettit, Mayor of the City, and the current Elected Directors are Michael W. Pope, Dianne G. L'Heureux and Stephen E. Johnston, each of whom was elected on July 8, 2019 to a three (3) year term ending in 2022 (Elected Director Dale G. Slack having resigned as of June 28, 2020 after serving one year of a three year term); and

WHEREAS, the Bylaws provide further that the officers of the Corporation shall be a President, a Secretary and a Treasurer, who shall be elected for a one (1) year term by a majority of the Directors; provided that if an officer's term expires, he shall continue to serve until his successor is elected and qualified; and

WHEREAS, the current officers of the Corporation are Michael W. Pope, President, Cammie B. Hayes, Treasurer and Sharon Lamar, Secretary; and

NOW, THEREFORE, BE IT RESOLVED as follows:

**ARTICLE I**

**CONFIRMATION OF DESIGNATED DIRECTOR, ACCEPTANCE OF RESIGNATION OF AN ELECTED DIRECTOR AND ELECTION OR RE-ELECTION OF OFFICERS**

**SECTION 1.01 *Confirmation of Designated Director.*** The Board hereby confirms that Robert Pettit, Mayor of the City on the date hereof, shall continue his service, *ex officio*, as

Designated Director of the Corporation for so long as he holds such office, as provided in the Bylaws.

**SECTION 1.02 *Acceptance of Resignation of Elected Director.*** The Board hereby accepts the resignation of Elected Director Dale G. Slack, which resignation was submitted to the President by Mr. Slack pursuant to a letter dated June 27, 2020 providing that such resignation was effective on June 28, 2020. Currently, the Board has no definitive plan to elect a replacement for Mr. Slack, but will consider such replacement in due course and take action, if and when warranted, in accordance with the Corporation's Bylaws.

**SECTION 1.03 *Election of Officers of the Corporation.*** The following persons are elected as officers of the Corporation for a term of one (1) year from the date hereof:

President: Michael W. Pope  
Treasurer: Cammie B. Hayes  
Secretary: Sharon Lamar

## ARTICLE II

### GENERAL AUTHORIZATION

**SECTION 2.01. *General Authorization.*** The President, the Treasurer and the Secretary of the Corporation are hereby authorized to execute and deliver such documents and take such actions as they deem necessary or desirable or may be required under the Bylaws of the Corporation to effectuate the transactions described in the foregoing resolution and the Secretary is hereby authorized and directed to file this resolution in the Minute Book of the Corporation, together with the minutes of the meeting at which this resolution was adopted.

**SECTION 2.02. *Effective Date.*** This resolution shall take effect immediately upon adoption. This resolution shall be construed liberally to effect the intent of the Board.

ADOPTED this 20th day of July, 2020.

**NORTH AUGUSTA PUBLIC FACILITIES  
CORPORATION**

(SEAL)

  
Secretary

