

**SOUTH CAROLINA JOBS-ECONOMIC DEVELOPMENT AUTHORITY,
EDUCATION FACILITIES REVENUE BOND
(TCTC FOUNDATION, LLC PROJECT)
SERIES 2016**

GOVERNOR'S CERTIFICATE OF FINAL APPROVAL

I, Nikki R. Haley, Governor of the State of South Carolina, for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, do hereby approve the issuance by the South Carolina Jobs-Economic Development Authority (the "Authority") of its Education Facilities Revenue Bond (TCTC Foundation, LLC Project) Series 2016 in an aggregate principal amount not to exceed \$33,000,000 ("Bond").

A public hearing was held jointly by the Authority and the governing body of Anderson County, South Carolina (the "County"), with respect to the project to be located within the jurisdiction of the County and to be financed with the proceeds of the Bond, at 6:30 p.m. on December 1, 2015, in County Council Chambers of the Historic Courthouse located at 101 South Main Street, Anderson, South Carolina 29624, after publication of the Notice of Public Hearing on November 19, 2015, November 20, 2015, November 21, 2015 and November 22, 2015, in the *Independent-Mail*.

A representative for my office, as indicated in the attached certificate, was in attendance at such public hearing. There were no written comments received nor persons in attendance at the public hearing to speak in opposition to the issuance of the Bond to (A) defray the cost of the (i) construction of a new Student Success Center to house a Learning Commons and associated group study space and computer labs, campus store, café, and a shipping and receiving facility, (ii) refurbishment and repurposing of Ruby Hicks Hall to become a "one-stop," student services center, and (iii) construction of a new central plant to provide cooling for campus buildings via an energy loop, all for use by Tri-County Technical College ("College") in Anderson County, South Carolina (collectively "2016 Projects"); (B) provide funds to (i) amend the structure of the Authority's outstanding Economic Development Revenue Bond (TCTC Foundation LLC Project) Series 2005 ("Series 2005 Bonds") issued in the original principal amount of \$8,000,000, or (ii) prepay Loan Payments, as defined in the Loan Agreement dated August 25, 2005, between the Authority and the Borrower, in order to provide funds necessary to refund and defease all or a portion of the Series 2005 Bonds, which were issued by the Authority and loaned to the Borrower to defray the costs of (x) acquiring certain real property, and (y) constructing and equipping an approximately 45,000 square foot classroom building thereon (collectively, "2005 Projects" and together with the 2016 Projects, "Projects"); (C) provide for capitalized interest related to the Bond; and (D) provide for certain fees and expenses to be incurred in connection with the issuance of the Bond.

The 2016 Projects will be located at 7900 US Highway 76, Pendleton, South Carolina 29670 and the 2005 Projects are located at 301 Pearman Dairy Road, Anderson, South Carolina 29625. The Projects are or will be owned by TCTC Foundation, LLC and are or will be operated by the College.

Nikki R. Haley, Governor
State of South Carolina

Effective as of January _____, 2016.

*(Signature Page to the
Governor's Certificate of Final Approval)*