

STATE OF WEST VIRGINIA
EXECUTIVE DEPARTMENT
CHARLESTON
EXECUTIVE ORDER NO. 18-21
BY THE GOVERNOR

WHEREAS, the Legislature of the State of West Virginia (the “State”) adopted House Concurrent Resolution No. 68 (the “Resolution”) on the 6th day of April, 2021, in conjunction with the “Safe Roads Amendment of 1996” (Constitutional Amendment passed November 1996), chapter seventeen, article twenty-six (the “Bond Act”) of the Code of West Virginia, One Thousand Nine Hundred Thirty-One, as amended (the “Code”), and chapter thirteen, article two-g of the Code (the “Refunding Act,” and together with the Bond Act, the “Act”), all relating to authorizing the governor (the “Governor”) to incur indebtedness during the fiscal year ending June 30, 2021 or the fiscal year ending June 30, 2022, not to exceed twenty-two million dollars (\$22,000,000) to provide funds to currently refund all outstanding State of West Virginia General Obligation State Road Refunding Bonds, Series 2010 A, dated July 22, 2010, and issued in the aggregate principal amount of \$35,135,000 (the “Bonds to be Refunded”); and

WHEREAS, pursuant to the Resolution, it is necessary and desirable for the State to issue its General Obligation State Road Refunding Bonds, Series 2021 B (the “Bonds”); and

WHEREAS, Executive Order 15-21 entered by me, as Governor, on May 7, 2021 (the “Initial Order”) provided that the Bonds would be sold to the lowest true interest cost bidder pursuant to a competitive bid scheduled to be opened on May 18, 2021 (the “Sale Date”); and

WHEREAS, a Notice of Sale with respect to the Bonds (the “Notice of Sale”) was published in The Bond Buyer on May 14, 2021, which provided for one bidding group for the Bonds; and

WHEREAS, the State has received 5 qualifying bids for the purchase of the Bonds; and

WHEREAS, upon the advice of Public Resources Advisory Group, the State’s financial advisor (the “Financial Advisor”), it has been determined that the lowest true interest cost bidder for the purchase of the Bonds is Morgan Stanley & Co, LLC (the “Successful Bidder”); and

WHEREAS, this Order is being entered for the purposes of approving and confirming the sale of the Bonds to the Successful Bidder and providing for the terms of the Bonds, all as described in the Initial Order; and

WHEREAS, the proceeds of the sale of the Bonds to the Successful Bidder (plus any original issue premium and less any original issue discount) shall be deposited into an irrevocable escrow deposit trust fund (the “Escrow Fund”) created and established pursuant to an agreement (the “Escrow Agreement”) between the State and United Bank, Charleston, West Virginia, as Escrow Agent (“Escrow Agent”) and shall be used to purchase direct non-callable obligations of the United States of America or obligations the principal and interest of which are guaranteed by the United States of America, and to be applied to pay the interest coming due on and the principal of or redemption price of the Bonds to be Refunded; and

WHEREAS, certain action is required of me, as Governor, in order for the Bonds to be issued and sold.

NOW, THEREFORE, I, JIM JUSTICE, GOVERNOR, pursuant to and by the authority vested in me as the Chief Executive Officer of this State, do hereby **FIND, DETERMINE** and **ORDER** that:

Section 1. Incorporation. The provisions of the Initial Order are incorporated and made a part of this Order as though set forth in full herein, and are hereby ratified and confirmed.

Section 2. Issuance of the Bonds. The issuance of the Bonds on behalf of the State in the aggregate principal amount of \$14,085,000 and dated June 3, 2021 is hereby authorized and approved. The respective interest rates per annum and the maturity schedule and provisions for payment or redemption for the Bonds are set forth in Exhibit A hereto and incorporated herein by reference. The Bonds shall finally mature on June 1, 2023. The form of the Bonds, attached as Exhibit B hereto is hereby approved, subject to appropriate insertions and variations as are approved by me, as Governor; the Bonds shall be executed by the manual or facsimile signature of the Treasurer and attested by the manual or facsimile signature of the Auditor, and the great seal

of the State of West Virginia shall be impressed or imprinted thereon; and the Bonds shall be delivered to the Co-Registrar, for registration, authentication and delivery as provided herein.

Section 3. Sale of the Bonds. Based upon the analysis of the Financial Advisor, the Successful Bidder is hereby declared the lowest bidder for the Bonds. The Bonds shall be sold to the Successful Bidder (or at Successful Bidder's direction, a syndicate led by the Successful Bidder) at a true interest cost (as defined in the Notice of Sale) of 0.182406%. For the purchase of the Bonds, the Successful Bidder shall wire to the State \$14,944,670.40 (par amount plus original issue premium of \$859,670.40). At closing, the State will wire the Successful Bidder's original purchaser's discount in the amount of \$8,547.49 from the Safe Roads Bond Debt Service Fund.

Section 4. Official Statement. The final Official Statement of the State with respect to the Bonds, to be dated the date of sale of the Bonds, in substantially the form attached hereto as Exhibit C together with any amendments or supplements thereto as I shall approve in consultation with the Financial Advisor, Bond Counsel, Disclosure Counsel and other advisors to the State (as so amended and supplemented, the "Official Statement"), in connection with the sale of the Bonds, is hereby confirmed and approved. As Governor, I shall execute and deliver an appropriate number of copies of such Official Statement to the Successful Bidder for distribution to prospective purchasers thereof and other interested persons.

Section 5. Effective Date. This Order shall take effect on the date hereof.

IN WITNESS WHEREOF, We have hereunto set our hands and caused the Great Seal of the State of West Virginia to be affixed.

DONE at the Capitol in the City of Charleston, State of West Virginia, this Eighteenth day of May, in the year of our Lord, Two Thousand Twenty-One in the One Hundred Fifty-Eighth year of the State.



James E. Justice
GOVERNOR

By the Governor

Mac Warner
SECRETARY OF STATE

EXHIBIT A

\$14,085,000

**State of West Virginia General Obligation State Road Refunding Bonds
Series 2021 B**

Principal Amounts, Interest Rates and Prices
Optional and Mandatory Redemption

<u>Maturity Date</u>	<u>Amount (\$)</u>	<u>Rate</u>	<u>Yield</u>	<u>Price</u>
12/01/2021	3,435,000	5.000%	0.090%	102.426
06/01/2022	3,435,000	5.000%	0.110%	104.858
12/01/2022	3,610,000	5.000%	0.120%	107.284
06/01/2023	3,605,000	5.000%	0.170%	109.612

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Owner as it appears on the registration books of the State maintained by United Bank, Charleston, West Virginia, as co-registrar (the “Co-Registrar”), or, at the option of any Registered Owner of at least \$1,000,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment to the Paying Agent, in Charleston, West Virginia.

This Bond is one of a series of bonds of the State designated as “General Obligation State Road Refunding Bonds, Series 2021 B” (the “Bonds”), issued by the State in the aggregate principal amount of Fourteen Million Eighty-Five Thousand Dollars (\$14,085,000.00). The Bonds are in fully registered form, without coupons, and are issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly, the “Safe Roads Amendment of 1996” of the West Virginia Constitution (the “Amendment”), Chapter 17, Article 26 of the West Virginia Code of 1931, as amended (the “Bond Act”), House Concurrent Resolution 68 duly adopted by the Legislature of the State of West Virginia (the “Legislature”) on April 6, 2021 (the “Resolution”), an Executive Order entered by the Governor of the State on May 7, 2021 (the “Initial Order”), and an Executive Order entered by the Governor of the State on May 18, 2021 (the “Subsequent Order”, and together with the Initial Order, the “Executive Order”). The terms and provisions of the Amendment, the Bond Act, the Resolution and the Executive Order are hereby incorporated by reference as if set forth fully herein. The Bonds are issued on parity with the State’s \$133,710,000 General Obligation State Road Refunding Bonds, Series 2015 A, issued April 28, 2015, and any bonds subsequently issued payable from the Safe Roads Bond Debt Service Fund.

This Bond may be transferred or exchanged by the Registered Owner hereof upon surrender of this Bond to the Paying Agent at its office in Charleston, West Virginia, accompanied by a written instrument or instruments of transfer in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the Registered Owner of this Bond or his attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of this Bond in the registration books and the Co-Registrar shall authenticate and deliver in the name of the transferee or transferees a new fully registered bond or bonds of authorized denominations of the same maturity and form for the aggregate denominations of the same maturity and form for the aggregate amount which the transferee is entitled to receive at the earliest practicable time. The State and the Paying Agent may deem and treat the registered owner hereof as the absolute owner thereof (whether or not this Bond shall be overdue) for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and the State and the Paying Agent shall not be affected by any notice to the contrary. All payments made to the Registered Owner of a Bond, as herein provided, shall be valid and effectual to satisfy in full and discharge the liability of the State upon the Bond as paid.

This Bond, together with all other general obligation state road bonds previously, concurrently or hereafter issued, is a general obligation of the State of West Virginia and is payable equally, ratably and without priority or distinction as between all such bonds. Additionally, this Bond is secured by the pledge set forth in the Bond Act. Pursuant to the Bond Act, the Bonds and the interest thereon shall be exempt from taxation by the State, or any county, district or municipality thereof.

Optional Redemption Provisions

The Bonds are not subject to optional redemption.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the laws of the State of West Virginia to exist, to have happened or to have been performed, precedent to or in connection with the issuance of this Bond or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; that the amount of this Bond, together with all other obligations of said State, does not exceed any limit prescribed by the Constitution or statutes of the State of West Virginia; that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of the State of West Virginia; that the full faith and credit and resources of the State have been irrevocably pledged within the limitations prescribed by the Constitution and statutes of the State to secure the payment of the principal of

and interest on this Bond; that an annual State tax shall be collected in an amount sufficient to pay as they may accrue the principal of and interest on this Bond; and that such tax shall be levied in any year only to the extent that the moneys transferred to the debt service fund created pursuant to the Bond Act which are irrevocably set aside and appropriated for and applied to the payment of the principal of and interest on any general obligation State road bonds are insufficient therefor.

The State and the Paying Agent shall not be required to issue or transfer any Bonds during a period beginning with the close of business on the Record Date next preceding any Interest Payment Date and ending at the close of business on such Interest Payment Date. Both the principal of and interest on this Bond shall be payable in the lawful money of the United States of America and this Bond and the interest hereon shall be exempt from taxation by the State of West Virginia, or by any county, district or municipality thereof. The State has caused CUSIP numbers to be printed on the Bonds, and has directed the Paying Agent to use such numbers in notices, if any, as a convenience to bondholders. No representation is made as to the accuracy of such numbers either as printed on the Bonds or as contained in any notice.

This Bond shall not be entitled to any benefit under the Amendment, Bond Act, Resolution or the Executive Order, nor shall it be valid, obligatory or enforceable for any purpose until this Bond shall have been authenticated by an authorized officer of United Bank as Co-Registrar.

IN WITNESS WHEREOF, THE STATE OF WEST VIRGINIA has caused this Bond to be duly signed in its name and on its behalf by the TREASURER of the STATE OF WEST VIRGINIA and countersigned by the AUDITOR of the STATE OF WEST VIRGINIA and has caused the great seal of the State of West Virginia to be hereto affixed in the manner provided in the Executive Order, all as of the Bond Date.

STATE OF WEST VIRGINIA

Treasurer

Auditor

GREAT SEAL OF THE
STATE OF WEST VIRGINIA

REGISTRAR'S CERTIFICATE OF
AUTHENTICATION AND REGISTRATION

This Bond is one of the Bonds of the Series designated therein, described in the within-mentioned Executive Order and has been duly registered in the name of the Registered Owner set forth above, as of the date set forth below.

Date of Authentication: _____, 2021

UNITED BANK,
as Co-Registrar

By _____
Its Authorized Officer

ASSIGNMENT

Social Security or Other Identifying Number of Assignee _____

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

_____ the within Bond and does hereby irrevocably constitute and
appoint _____

_____ to transfer the said Bond on the books kept for registration
thereof with full power of substitution in the premises.

Dated: _____, _____.

SIGNATURE GUARANTEED:

(Bank, Trust Company or Firm)

(Authorized Officer)

NOTICE: The Assignor's signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

EXHIBIT C

**OFFICIAL STATEMENT
(See Tab 8 of Transcript)**