

STATE OF SOUTH CAROLINA  
COUNTY COUNCIL FOR GREENVILLE COUNTY  
ORDINANCE NO.

AUTHORIZING THE AMENDMENT OF THAT CERTAIN FEE IN LIEU OF *AD VALOREM* TAXES AGREEMENT BY AND AMONG GREENVILLE COUNTY, SOUTH CAROLINA, AND DRIVE AUTOMOTIVE INDUSTRIES OF AMERICA, INC., AS SPONSOR, AND MID REALTY HOLDINGS, L.L.C., AS SPONSOR AFFILIATE, TO EXTEND THE TERM OF SAID AGREEMENT; AND OTHER MATTERS RELATED THERETO.

WHEREAS, Greenville County, South Carolina (“County”), acting by and through its County Council (“County Council”) as authorized and empowered under and pursuant to the provisions of Title 12, Chapter 44, Code of Laws of South Carolina, 1976, as amended (“Act”), entered into a Fee-in-Lieu of Ad Valorem Taxes Agreement dated as of January 1, 2004 (“Fee Agreement”) with Drive Automotive Industries of America, Inc. as Sponsor (“Drive”) and MID Realty Holdings L.L.C., as Sponsor Affiliate (“MID,” together with Drive, the “Company”), which converted and replaced a Lease Agreement dated as of December 1, 1994, as subsequently modified, amended and restated, among the County and the Company;

WHEREAS, the County is authorized by Section 12-44-30(21) of the Act to extend the term of a fee agreement for a period of up to ten years if a sponsor requests an extension prior to the termination date of the fee agreement and the County finds that an extension would provide a substantial public benefit;

WHEREAS, the Company has requested a extension of the term of the Fee Agreement for a period of ten years;

WHEREAS, the Fee Agreement has not terminated, and because of the substantial job creation and investment, by the Company in the County pursuant to the Fee Agreement and the potential for additional investment by the Company in the County, the extension of the Fee Agreement would provide a substantial public benefit; and

WHEREAS, the County now desires to amend the Fee Agreement to extend the term of the Fee Agreement by ten years.

NOW THEREFORE, BE IT ORDAINED, by the County Council as follows:

**Section 1. *Statutory Findings.*** The County finds that: (i) the Company has requested an extension of the term of the Fee Agreement prior to the termination date; and (ii) the extension of the term of the Fee Agreement will provide a substantial public benefit because of the substantial investment by the Company in the County and the potential for additional investment in the future.

**Section 2. *Authorization to Execute and Deliver Amendment to Fee Agreement.*** The Chairman of County Council and the County Administrator are authorized and directed to execute an Amendment to the Fee Agreement authorizing the extension of the term of the Fee Agreement (“Amendment”), which is in substantially final form as attached as Exhibit A, in the name of and on behalf of the County, subject to any revisions as are not materially adverse to the County as may be approved by the Chairman and the Administrator on receipt of advice from counsel to the

County, and the Clerk to Council is hereby authorized and directed to attest the Amendment; and the Chairman is hereby further authorized and directed to deliver the Amendment to the Company.

**Section 3. *Severability.*** If any portion of this Ordinance is deemed unlawful, unconstitutional or otherwise invalid, the validity and binding effect of the remaining portions shall not be affected thereby.

**Section 4. *General Repealer.*** All ordinances, resolutions, and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed.

This Ordinance takes effect and is in full force only after the County Council has approved it following three readings and a public hearing.

GREENVILLE COUNTY, SOUTH CAROLINA

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H.G. (Butch) Kirven, Chair  
Greenville County Council

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Joseph Kernell  
Greenville County Administrator

(SEAL)  
ATTEST:

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Theresa Kizer, Clerk to Council  
Greenville County Council

READINGS:

First Reading:	October 2, 2012
Second Reading:	October 16, 2012
Third Reading:	November 6, 2012
Public Hearing:	November 6, 2012

**EXHIBIT A**

**Form of  
Amendment to Fee Agreement**