

**ORDINANCE NO. \_\_\_\_\_**

**AUTHORIZING THE EXECUTION AND DELIVERY OF A FEE AGREEMENT BY AND BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA AND KIMURA, INC. (FORMERLY REFERRED TO UNDER THE CODE NAME PROJECT CHERRY BLOSSOM) WITH RESPECT TO CERTAIN ECONOMIC DEVELOPMENT PROPERTY, WHEREBY SUCH PROPERTY WILL BE SUBJECT TO CERTAIN PAYMENTS IN LIEU OF TAXES; AND OTHER MATTERS RELATED THERETO.**

**WHEREAS, GREENVILLE COUNTY, SOUTH CAROLINA** (the “County”), acting by and through its County Council (the “County Council”), is authorized and empowered under and pursuant to the provisions of Chapter 44 of Title 12, Code of Laws of South Carolina 1976, as amended (collectively, the “Act”), to provide incentives in order to cause properties (which properties constitute “economic development property” as defined in the Act) to be acquired and to enter into agreements with any industry whereby the industry would pay fees-in-lieu-of taxes with respect to such properties; through which powers the industrial development of the State of South Carolina (the “State”) will be promoted and trade developed by inducing manufacturing and commercial enterprises to locate or remain in the State and thus utilize and employ the manpower, products and resources of the State and benefit the general public welfare of the County by providing services, employment, recreation or other public benefits not otherwise provided locally; and

**WHEREAS,** pursuant to the Act, and in order to induce certain investment in the County, the County did previously adopt Inducement Resolution No. 1480 on October 1, 2013 (the “Inducement Resolution”) relating to a company known as Kimura, Inc. (formerly referred to under the code name Project Cherry Blossom) (the “Company”) with respect to the acquisition by construction, purchase and/or lease of certain land, buildings, other improvements on the land, machinery, apparati, equipment, office facilities and furnishings to be installed therein for the purpose of operating a manufacturing and distribution facility in the County (the “Project”), all as more fully set forth in the Inducement Resolution; and

**WHEREAS,** the County has determined on the basis of the information supplied to it by the Company that the Project would be a “project” and “economic development property” as such terms are defined in the Act and that the Project would serve the purposes of the Act; and

**WHEREAS,** pursuant to the Inducement Resolution, the County has agreed to enter into a Fee Agreement with the Company (the “Fee Agreement”), whereby the County would provide therein for a payment of fee in lieu of taxes by the Company with respect to the Project; and

**WHEREAS,** the County Council has caused to be prepared and presented to this meeting the form of the Fee Agreement which the County proposes to execute and deliver; and

**WHEREAS,** it appears that the document above referred to, which is now before this meeting, is in appropriate form and is an appropriate instrument to be executed and delivered or approved by the County for the purposes intended.

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

Section 1. It is hereby found, determined and declared by the County Council on the basis of the information supplied to it by the Company, as follows:

(a) The Project will constitute a “project” and “economic development property” as said terms are referred to and defined in the Act, and the County’s actions herein will subserve the purposes and in all respects conform to the provisions and requirements of the Act.

(b) The terms and provisions of the Inducement Resolution are incorporated herein and made a part hereof.

(c) The Project is anticipated to benefit the general public welfare of the County by providing services, employment or other public benefits not otherwise adequately provided locally.

(d) The Project gives rise to no pecuniary liability of the County or any incorporated municipality or a charge against the general credit or taxing power of either.

(e) The purposes to be accomplished by the Project, i.e., economic development, creation of jobs and addition to the tax base of the County, are proper governmental and public purposes and the benefits of the Project are greater than the costs.

Section 2. The form, terms and provisions of a Fee Agreement, presented to this meeting and filed with the Clerk to County Council, are hereby approved and all of the terms, provisions and conditions thereof are hereby incorporated herein by reference as if the same were set out in this Ordinance in their entirety. The Chairman (or in his absence for any reason, the Vice Chairman) of the County Council and the County Administrator are hereby authorized, empowered and directed to execute, acknowledge and deliver the Fee Agreement in the name of and on behalf of the County, and thereupon to cause the Fee Agreement to be delivered to the Company and cause a copy of the Fee Agreement to be delivered to the Greenville County Auditor and Assessor. The Fee Agreement is to be in substantially the form now before this meeting and hereby approved, or with such minor changes therein as shall be approved by the officials of the County executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of Fee Agreement now before this meeting.

Section 3. The Chairman of the County Council, the County Administrator and the Clerk to County Council, for and on behalf of the County, are hereby authorized and directed to do any and all things necessary to effect the execution and delivery of the Fee Agreement and the performance of all obligations of the County under and pursuant to the Fee Agreement.

Section 4. The provisions of this Ordinance are hereby declared to be separable and if any section, phrase or provisions shall for any reason be declared by a court of competent jurisdiction to be invalid or unenforceable, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereunder.

Section 5. All ordinances, resolutions, and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed. This Ordinance shall take effect and be in full force from and after its passage by the County Council.

Passed and approved and enacted on a duly assembled meeting on the \_\_\_\_ day of \_\_\_\_\_, 2013.

**COUNTY COUNCIL OF GREENVILLE  
COUNTY, SOUTH CAROLINA**

By: \_\_\_\_\_  
Chairman, Greenville County Council

By: \_\_\_\_\_  
Greenville County Administrator

**(SEAL)  
ATTEST:**

\_\_\_\_\_  
Clerk of Greenville County Council

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**Certification**

I, the undersigned Clerk of Greenville County Council, South Carolina, do hereby certify this ordinance is a true, accurate and complete copy of an ordinance which was given reading, and was approved, by the County Council at its meetings of \_\_\_\_\_, 2013, \_\_\_\_\_, 2013 and \_\_\_\_\_, 2013, at which meetings a quorum of members of County Council were present and voted, and an original of which ordinance is filed in the permanent records of the County Council. A public hearing with respect to this ordinance was duly advertised and the public meeting was held by the County Council on \_\_\_\_\_, 2013.

\_\_\_\_\_  
Clerk of Greenville County Council

Dated: \_\_\_\_\_, 2013