

RESOLUTION NO. _____

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT BY AND BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA AND A PROJECT IDENTIFIED FOR THE TIME BEING AS PROJECT ORANGE, WHEREBY, UNDER CERTAIN CONDITIONS, GREENVILLE COUNTY WILL EXECUTE A FEE IN LIEU OF TAX AND INCENTIVE AGREEMENT WITH RESPECT TO A PROJECT IN THE COUNTY WHEREBY THE PROJECT WOULD BE SUBJECT TO PAYMENT OF CERTAIN FEES IN LIEU OF TAXES, AND WHEREBY THE COMPANY WILL BE PROVIDED CERTAIN SPECIAL SOURCE REVENUE CREDITS AGAINST FEE PAYMENTS IN REIMBURSEMENT FOR THE MAKING OF CERTAIN QUALIFIED EXPENDITURES; AND PROVIDING FOR RELATED MATTERS.

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 Title 12, Chapter 44 (the "*FILOT Act*"), Title 4, Chapter 1 (the "*Multi-County Park Act*"), Code of Laws of South Carolina 1976, as amended (the "*Code*") (collectively, the "*Act*") and by Article VIII, Section 13(D) of the South Carolina Constitution, to enter into agreements with industry, to offer certain privileges, benefits and incentives as inducements for economic development within the County; to acquire, or cause to be acquired, properties as may be defined as "projects" in the Act and to enter agreements with the business or industry to facilitate the construction, operation, maintenance and improvement of such projects; to enter into or allow financing agreements with respect to such projects; and to accept any grants for such projects through which powers the industrial and business development of the State of South Carolina (the "*State*") will be promoted, whereby the business or industry would pay fees-in-lieu-of taxes ("*FILOT*") with respect to qualified investment in projects; to provide special source revenue credits ("*Special Source Credits*") against payment in lieu of taxes for reimbursement in respect of expenditures in certain qualifying property, including improved or unimproved real estate and personal property, including machinery and equipment, used in the operation of a manufacturing facility or commercial enterprise (collectively, "*Special Source Property*"); to create, in conjunction with one or more other counties, a multi-county industrial or business park in order to afford certain enhanced income tax credits to such investors and to facilitate the grant of Special Source Revenue Credits (each, a "*Multi-County Park*") through all such powers, the industrial development of 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 the County by providing services, employment, recreation or other public benefits not otherwise provided locally; and

WHEREAS, a company identified for the time being as Project Orange (the "*Company*") has requested that the County assist in the acquisition, construction and installation of land, buildings, improvements, fixtures, machinery, equipment, furnishings and other real and/or tangible personal property to constitute an expansion to its manufacturing facilities in the County (collectively, the "*Project*"), which will result in expected investment by the Company in the Project of at least \$11,300,000 and the expected creation of approximately 19 new, full-time jobs in connection therewith, by December 31 of the fifth year after the first year which any portion of the Project is first placed in service; and

WHEREAS, the Company has requested that the County enter into a Fee in Lieu of Tax and Incentive Agreement (the "*FILOT Agreement*") with the Company, thereby providing for, amongst other things, certain FILOT and Special Source Credit incentives with respect to the Project, all as more fully

set forth in the Inducement Agreement (as hereinbelow defined) attached hereto and made a part hereof; 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 FILOT Act and that the Project would serve the purposes of the FILOT Act; and

WHEREAS, pursuant to the authority of Section 4-1-170 of the Multi-County Park Act and Article VIII, Section 13(D) of the South Carolina Constitution, the County intends to cause the site on which the Project is or will be located, to the extent not already therein located, to be located in a Multi-County Park established by the County pursuant to qualifying agreement with one or more adjoining South Carolina counties (the “*Park Agreement*”); and

WHEREAS, the County has determined and found, on the basis of representations of the Company, that the Project is anticipated to benefit the general public welfare of the County by providing services, employment, recreation or other public benefits not otherwise provided locally; that the Project will give rise to no pecuniary liability of the County or any incorporated municipality or a charge against the general credit or taxing power of either; that 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; that the inducement of the location of the Project within the County and State is of paramount importance; and that the benefits of the Project will be greater than the costs; and the County has agreed to effect the delivery of an Inducement Agreement on the terms and conditions hereinafter set forth; and

WHEREAS, the County wishes to induce the Company to undertake the Project by offering such FILOT and Multi-County Park benefits, as well as the benefits of certain Special Source Credits, as set forth or referenced herein and in the Inducement Agreement, all of which shall be further described and documented in the FILOT Agreement.

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

Section 1. (a) Pursuant to the authority given to County Council by the South Carolina Constitution, the FILOT Act, and the Multi-County Park Act, and subject to the enactment of required legislative authorizations by the County Council, and for the purpose of providing economic development incentives for the Project through the payment by the Company of FILOT payments with respect to the Project pursuant to Section 12-44-40 of the FILOT Act, and for the purpose of providing for the provision of Special Source Credits against FILOT payments made by the Company with respect to the Project, as reimbursement to the Company for a portion of its investment in Special Source Property within the meaning and purposes of Section 4-29-68 of the Code, there is hereby authorized to be executed an Inducement Agreement between the County and the Company pertaining to the Project, the form of which is now before the County Council (the “*Inducement Agreement*”) so as to establish, among other things, that the County and the Company will be parties to the FILOT Agreement.

(b) The County Council will use its best efforts to take all reasonable acts to ensure that the Project will continuously be included within the boundaries of a Multi-County Park, if not already so included, on terms which allow the Company to seek from the State any additional jobs creation tax credits for the Project afforded by the laws of the State for a project located within a Multi-County Park and on terms, and for a duration, which facilitate the County’s provision, and the Company’s receipt, of the Special Source Credits referenced herein and in the Inducement Agreement, as shall be further described in the FILOT Agreement.

Section 2. The provisions, terms and conditions of the FILOT Agreement shall be prescribed and authorized by subsequent ordinance(s) of the County Council, which, to the extent not prohibited by law, shall be consistent with the terms of this Resolution.

Section 3. All orders, resolutions and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed. This resolution shall take effect and be in full force from and after its passage by the County Council.

Section 4. The authorization of the execution and delivery of the documents related to the Inducement Agreement and FILOT Agreement and all other related documents or obligations of the County is subject to the compliance by the County Council with the provisions of the Home Rule Act regarding the procedural requirements for adopting ordinances and resolutions.

Section 5. It is the intention of the County Council that this resolution shall constitute an inducement resolution with respect to the Project, within the meaning of the FILOT Act.

DONE in meeting duly assembled this ___ day of _____, 20__.

GREENVILLE COUNTY, SOUTH CAROLINA

Chairman of County Council

County Administrator

Attest:

Clerk to County Council