

RESOLUTION NO. _____
GREENVILLE COUNTY, SOUTH CAROLINA

A RESOLUTION AUTHORIZING A THREE YEAR EXTENSION OF
THE PROJECT PERIOD UNDER THAT CERTAIN FEE IN LIEU OF
TAX AGREEMENT AMONG GREENVILLE COUNTY, SOUTH
CAROLINA, PROTERRA INC AND LICAR, LLC

WHEREAS, Greenville County, South Carolina (the "County"), acting by and through its County Council (the "County Council") and pursuant to the provisions of the Code of Laws of South Carolina, 1976, as amended (the "Code"), and specifically Title 12, Chapter 44 of the Code (the "FILOT Act") and pursuant to an Ordinance duly enacted (the "Ordinance"), did heretofore enter into a Fee in Lieu of Tax Agreement (the "FILOT Agreement"), dated as of December 1, 2010, with Proterra Inc., a Delaware corporation ("Proterra"), Proterra GV1, LLC, a South Carolina limited liability company ("GV1") and LICAR, LLC, a South Carolina limited liability company ("LICAR"), pursuant to which Proterra, GV1 and LICAR agreed to make, and the County agreed to accept, negotiated fee in lieu of tax ("FILOT") payments with respect to certain capital facilities located within the County as more particularly described in the FILOT Agreement (the "Project"); and

WHEREAS, GV1 has previously been dissolved and is no longer in existence; and

WHEREAS, Proterra and LICAR are each referred to hereinafter individually and collectively as the "Company"; and

WHEREAS, Proterra is considering making additional investment in the Project; and

WHEREAS, in accordance with the requirement of Section 12-44-30(13) of the FILOT Act, Proterra has applied to the County seeking a three year extension of the Project Period (as such term is defined in the FILOT Agreement); and

WHEREAS, in order to induce Proterra to increase its investment within the County, in accordance with Section 12-44-30(13) of the FILOT Act, the County desires to extend the period for completion of the Project by an additional three years through December 31, 2020, which extension is intended to amount to the maximum extension of such period permitted by law.

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

Section 1. In accordance with Section 12-44-30(13) of the FILOT Act, the County hereby approves an extension of the Project Period for additional three (3) years through December 31, 2020. Accordingly, the Threshold Date (as defined in the FILOT Agreement) is extended for an additional three years through December 31, 2020. The extension hereby granted shall automatically be effective upon the date this Resolution is passed, adopted and/or approved without the need for any additional documentation.

Section 2. The County Administrator, the Clerk to the County Council and any other proper officer of the County, for and on behalf of the County, be and each of them are hereby authorized and directed to execute and deliver any and all documents and instruments, and to do and to cause to be done any and all acts and things, as may be necessary or proper for carrying out the transactions contemplated by this Resolution.

Section 3. The provisions of this Resolution are hereby declared to be separable and, if any section, phrase or provision 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 4. Except as modified by this Resolution, the existing ordinance of the County approving the FILOT Agreement shall remain in full force and effect. All other orders, resolutions and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall take effect and be in full force from and after its passage and approval.

DONE, PASSED, APPROVED AND ADOPTED in a meeting duly assembled this ____ day of _____, 2017.

GREENVILLE COUNTY, SOUTH CAROLINA

By: _____
Chairman of County Council
Greenville County, South Carolina

By: _____
Joseph M. Kernell, County Administrator
Greenville County, South Carolina

ATTEST:

By: _____
Theresa B. Kizer, Clerk to County Council
Greenville County, South Carolina