

ORDINANCE NO. ____

AUTHORIZING VARIOUS AGREEMENTS FOR THE UNIVERSITY RIDGE REDEVELOPMENT PROJECT (THE “PROJECT”), FORMERLY KNOWN AS PROJECT WINDOW; AUTHORIZING THE CREATION OF A PUBLIC FACILITIES CORPORATION; APPROVING THE TRANSFER OF PROPERTIES LOCATED IN AND AROUND THE PROJECT; AUTHORIZING THE EXECUTION OF DEEDS AND OTHER DOCUMENTS, AGREEMENTS AND MATTERS RELATED THERETO.

BE IT ORDAINED BY THE COUNTY COUNCIL OF GREENVILLE COUNTY, SOUTH CAROLINA, AS FOLLOWS:

Section 1. Findings and Determinations. The County Council (the “*County Council*”) of Greenville County, South Carolina (the “*County*”) hereby finds and determines:

(a) The County, a body corporate and politic and a political subdivision of the State of South Carolina (the “*State*”), owns certain real property (the “*Property*”) comprising approximately 37.4 acres. The Property is currently used, in part, for the County’s administrative offices. The County has determined that the Property’s current use no longer adequately serves the needs of the County services and that opportunities exist to improve County functions while maximizing the potential use of the Property.

(b) The County previously published a request for proposal seeking, among other things, proposals for the redevelopment of the Property with a mixed use development, including a new County government administrative office facility (the “*Project*”).

(c) A selection committee of the County selected RocaPoint University Ridge, LLC, its affiliates, successors or assigns, (the “*Developer*”) from among the groups who submitted proposals and directed representatives of the County to negotiate the terms by which the Project would be developed.

(d) In connection with the Project, the County will convey a portion of the Property to the University Ridge Public Facilities Corporation (the “*Corporation*”). The Corporation will be duly created and organized under the laws of the State as a nonprofit corporation, to operate exclusively for the benefit of, to perform the functions of, and to carry out the purposes of owning, leasing, financing, constructing, acquiring, developing and operating land, buildings and equipment, and facilities functionally related thereto and to perform any other lawful purpose related to the furtherance of the governmental powers of the County.

(e) Related to the above, the County intends to enter into various agreements with the Corporation and/or the Developer for (i) for the redevelopment of the Project and (ii) for the acquisition, construction, furnishing and equipping of a new County government administrative office facility and related parking infrastructure (all such agreements to be referred to herein as the “*Agreements*”).

Section 2. Project Agreements. The Chairman of County Council and the County Administrator are each hereby authorized and directed to negotiate, execute and deliver the Agreements in such final forms as they may approve, with the advice of the County Attorney, such execution being conclusive evidence of such approval; and the Clerk to the County Council is hereby authorized and directed to attest the same, and thereupon to cause the Agreements to be delivered to the various parties thereto. The Agreements are hereby approved.

Section 3. Authorizing the Creation of the Corporation.

(a) The Corporation shall be organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of (i) holding title, owning, leasing, financing, constructing, acquiring, developing and operating land, buildings and equipment, and facilities functionally related thereto and (ii) performing any other lawful purpose related to the furtherance of the governmental powers of the County that is not inconsistent with the Corporation's nonprofit status.

(b) The Corporation shall be organized and shall operate exclusively for the aforesaid purposes, and in connection therewith its scope of activities shall include the following:

(i) To accept, buy, sell, own, hold, lease, develop, operate, mortgage, insure, pledge, assign, transfer or otherwise receive or dispose of real and personal property.

(ii) To engage in any and all lawful activities necessary or incident to the foregoing purposes, except as limited herein.

(iii) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the South Carolina Nonprofit Corporation Act of 1994. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 33-31-302 of the Code of Laws of South Carolina 1976, as amended, (or the corresponding provision of any subsequent law).

Notwithstanding the foregoing, the funds or assets of the Corporation shall not be distributed or otherwise made available to any organization or entity other than the State or the County unless such funds or assets are transferred or exchanged in return for goods or services acceptable to the Corporation.

(c) In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to the County or the State.

(d) The following are hereby appointed as ex-officio members of the Board of the Corporation for terms commencing on the date of adoption of this Resolution and expiring as established in the By-Laws of the Corporation:

- (i) Chairman of County Council
- (ii) Chairman of the Finance Committee of County Council
- (iii) County Administrator

(e) The County Council hereby designates the Corporation a governmental organization pursuant to Section 115 of the Internal Revenue Code of 1986, as amended (the "**Code**"). Rental income to the Corporation is excludable under Section 115 of the Code because the Corporation exercises an essential governmental function, and the Corporation will not be required to file an annual federal information return (Form 990) because it is an "affiliate of a governmental unit" within the meaning of Rev. Proc. 95-48, 1995-2 C.B. 418, as amended.

(f) The County Council hereby directs the County Administrator or his designee to have Article of Incorporation and any other necessary documents filed with the South Carolina Secretary of State's Office in order to cause the incorporation of the Corporation.

Section 4. Transfer of Property. The Chairman of County Council and the County Administrator are hereby authorized to execute, for and on behalf of the County, one or more deeds (collectively, the “*Deed*”) between the County, as grantor, and the Corporation, as grantee, for the purpose of conveying the County’s interest in all or a portion of the Property described on the attached *Exhibit A*.

Section 5. Authorization. The Chairman of County Council, the County Administrator, the Deputy County Administrator, the Clerk to Council and the County Attorney, for and on behalf of the County, are fully empowered and authorized, acting jointly or individually, to take such further action and to execute and deliver such additional agreements, documents and certificates as may be necessary or as may be reasonably requested by the Corporation or the Developer to effect the implementation of (i) the development of the Project; (ii) the acquisition, construction, furnishing and equipping of a new County government administrative office facility and related parking infrastructure; (iii) the creation of the Corporation; or (iv) the transfer the real property described in *Exhibit A* all in accordance with the terms and conditions herein set forth, and the transactions contemplated hereby and thereby, and the action of such officers in executing and delivering any of such agreements, documents or certificates, in such form as the Chairman of County Council and the County Administrator shall approve (with the advice of the County Attorney), is hereby fully authorized. The consummation of all transactions contemplated by this Ordinance is hereby approved. The Council hereby approves the Project and ratifies the actions of the selection committee in choosing the Developer as the developer of the Project.

Section 6. Severability. The provisions of this Ordinance are hereby declared to be severable 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 7. Repeal of Conflicting Ordinance. All ordinances, resolutions, orders and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Ordinance shall take effect and be in full force from and after its passage and approval.

DONE in meeting duly assembled, this ____ day of _____, 2018.

GREENVILLE COUNTY, SOUTH CAROLINA

Chairman, County Council

County Administrator

Attest:

Clerk to County Council

First reading: April 17, 2018
Second reading: _____
Third reading: _____

Public hearing: _____

EXHIBIT A

PROPERTY DESCRIPTION

Property identified by the following Tax Map Numbers:

- 0069000300300 (28 acres +/-) (301 University Ridge, County Square)
- 0069000300301 (0.7 acres +/-) (corner of University Ridge and Church Street)
- 0069000300303 (0.19 acre +/-) (the Cobb Tire building, owned by Greenville County)
- 0091010100100 (2.77 acres +/-) (the 300 Building and parking lot)
- 0091010200100 (3.05 acres +/-) (200 University Ridge, Health Department)
- 0091010700100 (0.575 acres +/-) (parking lot behind Health Department)
- 0091010700200 (0.504 acres +/-) (parking lot behind Health Department)

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

CERTIFICATE OF ORDINANCE

I, the undersigned, Clerk to County Council (the "*Council*") of Greenville County, South Carolina,
DO HEREBY CERTIFY:

That the foregoing constitutes a true, correct and verbatim copy of an Ordinance which was given three readings on three separate days, with an interval of not less than seven days between the second and third readings. The original of this Ordinance is duly entered in the permanent records of minutes of meetings of the Council, in my custody as such Clerk.

That each of said meetings was duly called, and all members of the Council were notified of the same; that a quorum of the membership remained throughout the proceedings incident to the enactment of this Ordinance.

IN WITNESS WHEREOF, I have hereunto set my Hand this ____ day of _____, 2018.

GREENVILLE COUNTY, SOUTH CAROLINA

Clerk to County Council

First reading: _____
Second reading: _____
Third reading: _____

Public Hearing: _____