

ORDINANCE NO. _____

AN ORDINANCE AUTHORIZING THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO A FEE IN LIEU OF TAX AGREEMENT BY AND BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA AND CYTEC CARBON FIBERS LLC; THE ADDITION OF SPONSOR AFFILIATES UNDER THAT AGREEMENT; 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 Title 12, Chapter 44 (the “*FILOT Act*”), Title 4, Chapter 1 (the “*Multi-County Park Act*”), and Title 4, Chapter 29, of the Code of Laws of South Carolina 1976, as amended, to enter into agreements with industry whereby the industry would pay fees-in-lieu-of taxes with respect to qualified projects; to provide infrastructure credits against payment in lieu of taxes for reimbursement in respect of investment in certain infrastructure enhancing the economic development of the County; through all such 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;

WHEREAS, pursuant to the FILOT Act, and in order to induce investment in the County, the County did previously enter into a Fee Agreement dated September 20, 2011 (the “*Fee Agreement*”) with Cytec Carbon Fibers LLC, a Delaware limited liability company (the “*Company*”), with respect to 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 of the Company’s existing facilities in the County (collectively, the “*Project*”);

WHEREAS, the Company has achieved the job requirement set forth in Section 5.5 of the Fee Agreement and is currently considering additional investments that would result in the Company achieving the Section 5.5 investment requirement so as to qualify for certain enhanced benefits thereunder;

WHEREAS, the County Council wishes to encourage and support the Company to continue and expand its investments and operations in the County by ensuring that the Company realizes the benefits intended to be provided under Section 5.5 of the Fee Agreement;

WHEREAS, in this connection, the County previously extended the Investment Period (as defined in the Fee Agreement) by three (3) years by Resolution adopted on December 4, 2018, and has agreed to enter into a First Amendment (the “*First Amendment*”) to the Fee Agreement;

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

WHEREAS, it appears that the First Amendment, 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;

WHEREAS, Section 8.4 of the Fee Agreement provides that the Company may, with the consent

of County Council, designate one or more Sponsor Affiliates (as defined in the Fee Agreement) to join with the Company in making investments in the Project, where such Sponsor Affiliates agree to be bound by the terms and provisions of the Fee Agreement;

WHEREAS, the Company and two affiliated companies, Solvay Specialty Polymers USA, L.L.C. and Cytec Engineered Materials Inc. (the “Affiliates”), desire that the Affiliates become Sponsor Affiliates pursuant to Section 8.4 of the Fee Agreement;

WHEREAS, the Affiliates are willing to execute a Joinder Agreement in substantially the form attached to the Fee Agreement as Exhibit D, by which Joinder Agreement the Affiliates will agree to become Sponsor Affiliates and be bound by the terms and provisions of the Fee Agreement;

WHEREAS, the County Council desires to provide such consent in order to encourage the Company and the Affiliates to maintain the Company’s operations in the County and to make additional investments in the County in the future; and

WHEREAS, the Fee Agreement provides, in the definition of “Site” in Section 1.01 and Exhibit B (Description of Sites) thereof, that the Company may add additional land to the Project, so that such land and investments located thereon can qualify for the benefits of the Fee Agreement, and the Company has decided to add a parcel of land located at 7139 Augusta Road, Piedmont, Tax Map Number 0400010100201 (the “Parcel”) to the Project, and the County wishes to acknowledge that such addition is being made by the Company.

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

Section 1. Based on information supplied by the Company, it is hereby found, determined and declared by the County Council that the First Amendment will subserve the purposes and in all respects conform to the provisions and requirements of the FILOT Act.

Section 2. The form, terms and provisions of the First Amendment presented to this meeting are hereby approved and all of the terms and provisions thereof are hereby incorporated herein by reference as if the First Amendment was set out in this Ordinance in its entirety. The Chairman of County Council and/or the County Administrator are hereby authorized, empowered and directed to execute, acknowledge and deliver the First Amendment in the name of and on behalf of the County, and the Clerk to County Council is hereby authorized and directed to attest the same, and thereupon to cause the First Amendment to be delivered to the Company and cause a copy of the same to be delivered to the Greenville County Auditor, Assessor and Treasurer. The First Amendment 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 County Administrator, upon advice of counsel, his execution thereof to constitute conclusive evidence of his approval of any and all changes or revisions therein from the form of the First Amendment now before this meeting.

Section 3. The Chairman of 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 First Amendment and the performance of all obligations of the County thereunder.

Section 4. Pursuant to the authority provided under the FILOT Act, the County Council hereby consents, pursuant to Section 8.4 of the Fee Agreement, to the addition of the Affiliates as Sponsor Affiliates, and County Council hereby acknowledges that the Company is exercising its rights under the Section 1.01 definition of “Sites” and Exhibit B (Description of Sites) of the Fee Agreement to add the Parcel to the Project, so that the Parcel and investments located thereon can qualify for the

benefits of the Fee Agreement. County Council authorizes the Chairman of County Council, the County Administrator, and the Clerk to County Council to execute a Joinder Agreement in substantially the form attached to the Fee Agreement as Exhibit D in order to indicate the County's consent to the addition of the Affiliates as Sponsor Affiliates under the Fee Agreement, and to execute such other documents and to take such other actions as may be necessary or appropriate in connection with the consent and recognition provided pursuant to this Section 4.

Section 5. 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 6. 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.

ENACTED in meeting duly assembled this __ day of _____, 2019.

GREENVILLE COUNTY, SOUTH CAROLINA

Chairman of County Council

County Administrator

Attest:

Clerk to County Council

First Reading: _____, 2019
Second Reading: _____, 2019
Third Reading: _____, 2019
Public Hearing: _____, 2019

STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

I, the undersigned Clerk to County Council of Greenville County, South Carolina, do hereby certify that attached hereto is a true, accurate and complete copy of an ordinance which was given reading, and received unanimous approval, by the County Council at its meetings of _____, 2019, _____, 2019, and _____, 2019, 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.

Clerk to County Council,
Greenville County, South Carolina

Dated: _____, 2019