
**FIRST AMENDED PLAN OF CONSOLIDATION
OF SEWER COLLECTION SYSTEMS
of
BEREA PUBLIC SERVICE DISTRICT;
GANTT FIRE, SEWER AND POLICE DISTRICT;
MARIETTA WATER, FIRE, SANITATION, AND SEWER DISTRICT;
PARKER SEWER AND FIRE SUB-DISTRICT;
TAYLORS FIRE AND SEWER DISTRICT;
and
WADE HAMPTON FIRE AND SEWER DISTRICT
into
METROPOLITAN SEWER DISTRICT**

Adopted by the County Council of Greenville County: December 15, 2020

Consented to by the Metropolitan Sewer Subdistrict Commission: December 8, 2020

Amended May __, 2021

Dated: May __, 2021

Effective Date: July 1, 2021

This First Amended Plan of Consolidation, dated the [__] day of [__], 2021, amending that certain Plan of Consolidation, dated the 15th day of December, 2020, in acknowledgement of the transfer of the sewer collection systems of the Enlargement Districts, Berea, Gantt, Marietta, and Wade Hampton, to Metro and the expansion of the boundaries of Metro to overlap the boundaries of the Enlargement Districts, sets forth the plan for the consolidation of Parker Sewer and Fire Sub-District and Taylors Fire and Sewer District; (subject to the removal of any Consolidated District from the Consolidation, as discussed in Section XI of this First Amended Consolidation Plan) into Metro and the enlargement of the Metro Boundaries to overlap those of the Enlargement Districts, which is to be reconstituted as described herein. Each term with initial capitals used herein and not otherwise defined has the meaning given to such term in the Index of Defined Terms attached hereto at **Appendix A**.

This First Amended Consolidation Plan has been approved by County Council and the Metro Commission as a working document to provide guidance and direction to the elected and appointed officials, administration, and staff of the County, Metro, the Consolidated Districts, and the Enlargement Districts, as well as notice to the general public, creditors, and other persons affected by the Consolidation or the Enlargement regarding the process and outcomes of the Consolidation and the Enlargement and mutual expectations of the County and Metro in connection therewith. This First Amended Consolidation Plan is not intended to bind the governing body of any entity affected by the Consolidation or the Enlargement to take any action which may be required in order for the Consolidation or Enlargement to be effective, nor is this First Amended Consolidation Plan intended to comprehensively cover each and every action or undertaking that may be required therefor. The County Council and the Metro Commission have each committed themselves to working in good faith to diligently carry out the provisions of this First Amended Consolidation Plan.

I. Basis for County Action to Consolidate Special Purpose Districts

A. The County Council, the governing body of Greenville County, is empowered pursuant to the SPD Boundary Laws, “to enlarge, diminish or consolidate any existing special purpose district located within such county . . .” S.C. Code Ann. § 6-11-420.

B. The County Council may “on its own motion” take action authorized by the SPD Boundary Laws to enlarge, diminish or consolidate any special purpose district lying within the County. S.C. Code Ann. § 6-11-430. The validity of the SPD Boundary Laws and the exercise of these powers by county councils has been affirmed by the Supreme Court of South Carolina. *See, Berry v. Weeks*, 279 S.C. 543, 547 (1983); *Spartanburg Sanitary Sewer Dist. v. City of Spartanburg*, 283 S.C. 67, 81 (1984) (“[T]hrough this general law, counties now have the authority to enlarge, diminish or consolidate any special purpose districts within the county.”).

C. Upon consolidation, the governing body of the consolidated special purpose district “shall succeed to any and all powers enjoyed by any of the preexisting districts so consolidated. All districts modified pursuant to [the SPD Boundary Laws] shall assume all properties and liabilities of the antecedent district.” S.C. Code Ann. § 6-11-620.

D. The powers of the County Council under the SPD Boundary Laws are subject to certain limitations under the statutes and case law of the State:

(1) “A consolidated or enlarged special purpose district which results from action taken pursuant to [the SPD Boundary Laws] may not provide a governmental service to an area within its boundaries to which it has not previously provided such service if an overlapping political subdivision is authorized to provide that same service in the area and the area is situated within the boundaries of such overlapping political subdivision without the express authorization of the governing body of such overlapping political subdivision. The governing body of the county shall expressly provide by ordinance that the consolidated or enlarged special purpose district shall not provide a governmental service to an area within its boundaries within which an overlapping political subdivision is authorized to provide that same service.” S.C. Code Ann. § 6-11-435.

(2) “There cannot be at the same time, within the same territory, two distinct municipal corporations, exercising the same powers, jurisdiction, and privileges.” *Wagener v. Smith*, 221 S.C. 438, 445 (1952) (emphasis added).

E. In accordance with the authorities referenced above, County Council may, on its own initiative or upon the petition of the affected special purpose districts, take action to consolidate special purpose districts within the County, provided, that County Council’s action does not cause the resulting special purpose district to overlap other political subdivisions providing the same services provided by the resulting special purpose district. In the event of any such an overlap, County Council must ensure that adequate provision has been made to prevent the political subdivisions from providing the same services in any overlapping area.

F. Pursuant to the SPD Boundary Laws, by resolution adopted on November 3, 2020, the County Council ordered that a public hearing be held for the purpose of making a determination as to whether and to what extent the Consolidated Districts should be consolidated into Metro. Notice of the public hearing was published in a newspaper of general circulation in the County once a week for three successive weeks, on November 6, 2020, November 13, 2020, and November 20, 2020, and the public hearing was held on November 23, 2020. The public hearing was conducted publicly and both proponents and opponents of the Consolidation were given the full opportunity to be heard.

G. Subsequent to the holding of the public hearing, pursuant to the Consolidation Ordinance, dated December 15, 2020, the County Council approved the Consolidation and this First Amended Consolidation Plan. Pursuant to the Consolidation Ordinance, notice of the action of the County Council shall thereafter be published once a week for two successive weeks, on December 26, 2020, and January 2, 2021, in a newspaper of general circulation within the County. The Consolidation Ordinance sets forth findings of the County Council concerning the reasons for the Consolidation.

H. Pursuant to the Approval Resolution, dated December 8, 2020, the Metro Commission approved this First Amended Consolidation Plan.

I. Subsequent to the approval of the Consolidation, Metro and the Enlargement Districts have negotiated Transfers of Sewer Collection Service and have executed agreements setting forth the terms and provisions for the Transfer of Sewer Collection Service from each of the Enlargement Districts to Metro.

J. The County has received joint petitions from Metro and each of the Enlargement Districts, respectively, each requesting that the County Council take proper action to (i) expand the Metropolitan Boundaries to overlap the District Boundaries; (ii) amend the Consolidation Ordinance to withdraw the District therefrom; (iii) amend the Fire Service Area Ordinance to repeal the establishment of the Berea Fire Service Area, Gantt Fire Service Area, and Wade Hampton Fire Service Area; and (iv) make appropriate amendments to the Plan of Consolidation.

K. Pursuant to the SPD Boundary Laws, by resolution adopted on [___], 2021, the County Council ordered that a public hearing be held for the purpose of making a determination as to whether and to what extent the provisions of the Consolidation Ordinance shall be repealed to withdraw the Enlargement Districts from the Consolidation and whether and to what extent the boundaries of Metro shall be enlarged to overlap those of the Enlargement Districts. Notice of the public hearing was published in a newspaper of general circulation in the County once a week for three successive weeks, on [___], 2021, [___], 2021, and [___], 2021, and the public hearing was held on [___], 2021. The public hearing was conducted publicly and both proponents and opponents of the Repeal and Enlargement were given the full opportunity to be heard.

L. Subsequent to the holding of the public hearing, pursuant to the Enlargement Ordinance, dated [___], 2021, the County Council approved the Repeal and Enlargement and this First Amended Consolidation Plan. Pursuant to the Enlargement Ordinance, notice of the action of the County Council shall thereafter be published once a week for two successive weeks, on [___], 2021, and [___], 2021, in a newspaper of general circulation within the County.

II. Effective Date; Effect of Consolidation on the Affected Districts; Effect of Transfers

A. Effective Date. Pursuant to the Enlargement Ordinance, the Consolidation and the Enlargement shall be effective as of the Effective Date: July 1, 2021.

B. Delay of Effective Date. Pursuant to the Enlargement Ordinance, by resolution duly adopted, the County Council may delay the Effective Date to the extent necessary for the completion or accomplishment of any portion of this First Amended Consolidation Plan, any Transfer Agreement, or other act, process, approval, or other undertaking that is a legal prerequisite to the effectiveness of the Consolidation or the Enlargement.

C. Effect of Consolidation. On the Effective Date, the Consolidated Districts shall be consolidated into Metro, such that Metro shall be reconstituted as further set forth in the Consolidation Ordinance, as amended by the Enlargement Ordinance. By operation of law, on

the Effective Date Metro shall succeed to the geographic boundaries; powers; interests in real and personal property, financial assets, and other assets; debts and other liabilities; and any other right, interest, or obligation of the Consolidated Districts, as is more specifically set forth herein. As of the Effective Date, the corporate existence of the Consolidated Districts shall cease.

D. Effect of Enlargement and Transfer of Sewer Collection Service. On the Effective Date, the boundaries of Metro shall be expanded to overlap those of the Enlargement Districts and, pursuant to the Transfer Agreements, the Enlargement Districts shall convey their sewer collection systems to Metro, which shall thereafter provide Sewer Collection Service therein. As of the Effective Date and thereafter, the Enlargement Districts shall continue in their existence as special purpose districts to provide Fire Service within their respective boundaries.

E. Name. Upon consolidation, Metro shall continue to operate under the legal name “Metropolitan Sewer Subdistrict” and continue to employ the trade name “MetroConnects.”

F. Governance.

(1) Upon consolidation, Metro shall continue to be governed by the Metro Commission, as reconstituted pursuant to the Enlargement Ordinance.

(2) Upon consolidation and the cessation of the corporate existence of the Consolidated Districts, the governing bodies thereof shall cease to exist by operation of law and cease to possess any corporate powers.

G. Boundaries. The original boundaries of each of the special purpose districts affected by the Consolidation and the Enlargement are shown on the map attached to this First Amended Consolidation Plan at **Appendix B**. The Consolidated District Boundaries, the Enlargement District Boundaries, and the Metro Boundaries within Greenville County are shown on a map attached to this First Amended Consolidation Plan as **Appendix C**. The boundaries of Metro within Greenville County, as reconstituted upon Consolidation and the Enlargement, shall consist of the Reconstituted Metro Boundaries, which shall consist of the combined Consolidated District Boundaries, the Enlargement District Boundaries, and the Metro Boundaries, as shown on the map attached to this First Amended Consolidation Plan at **Appendix D**.

III. Current Powers and Boundaries of the Affected Districts and Entities

To ensure that the Consolidation and Enlargement is carried out in compliance with State law regarding the exercise of and taxation in connection with overlapping powers of political subdivisions, the County Council has undertaken to determine, to the best of its ability, the existing active and dormant powers of the Consolidated Districts, the Enlargement Districts, Metro, and other affected or overlapping political subdivisions, as follows:

A. Berea Public Service District. Berea was created by Act No. 848 of 1954 (as amended, the “*Berea Legislation*”). Berea is authorized to exercise its powers within its current boundaries which are shown on the map attached to this First Amended Consolidation Plan at

Appendix B (the “*Berea Boundaries*”). Under the Berea Legislation, Berea exercises the powers to provide Sewer Collection Service and Fire Protection Service within the Berea Boundaries. Berea possesses but does not exercise the power to provide Sanitation Service, which is provided throughout most of the Berea Boundaries by the Greater Greenville Sanitation District (the “*Greenville Sanitation District*”). While Berea was initially authorized to provide water distribution and related services, that power was eliminated by a subsequent amendment to the Berea Legislation. The power of Berea to provide Sewer Disposal Service was extinguished by Act No. 745 which transferred this power to ReWa.

B. Gantt Fire, Sewer and Police District. Gantt was created by Act No. 855 of 1954 (as amended, the “*Gantt Legislation*”). Gantt is authorized to exercise its powers within its current boundaries which are shown on the map attached to this First Amended Consolidation Plan at **Appendix B** (the “*Gantt Boundaries*”). Under the Gantt Legislation, Gantt exercises the powers to provide Sewer Collection Service and Fire Protection Service. Gantt possesses but does not exercise the powers to provide Sanitation Service, which is provided throughout portions of the Gantt Boundaries by Greenville Sanitation District, and Police Protection Service, which is provided throughout the Gantt Boundaries by the Sheriff’s Office. Gantt was initially empowered to provide water distribution and related services, although that power was eliminated by a subsequent amendment to the Gantt Legislation. The power of Gantt to provide Sewer Disposal Service was extinguished by Act No. 745 which transferred this power to ReWa.

C. Marietta Water, Fire, Sanitation, and Sewer District. Marietta was created by Act No. 989 of 1952 (as amended, the “*Marietta Legislation*”). Marietta is authorized to exercise its powers within its current boundaries, which are shown on the map attached to this First Amended Consolidation Plan at **Appendix B** (the “*Marietta Boundaries*”). Under the Marietta Legislation, Marietta exercises the powers to provide Water Service and Sewer Service. Marietta possesses but does not exercise the power to provide Fire Service, which is provided throughout the Marietta Boundaries by Slater-Marietta Fire District, and the power to provide Sanitation Service, which is not currently provided within the Marietta Boundaries.

D. Parker Sewer and Fire Sub-District. Parker was created by Act No. 1087 of 1934 (as amended, the “*Parker Legislation*”). Parker is authorized to exercise its powers within its current boundaries which are shown on the map attached to this First Amended Consolidation Plan at **Appendix B** (the “*Parker Boundaries*”). Under the Parker Legislation, Parker exercises the powers to provide Sewer Collection Service and Fire Service. While Parker was initially empowered to provide Water Service, that power was eliminated by a subsequent amendment to the Parker Legislation.

E. Taylor’s Fire and Sewer District. Taylor’s was created by Act No. 1099 of 1958 (as amended, the “*Taylor’s Legislation*”). Taylor’s is authorized to exercise its powers within its current boundaries which are shown on the map attached to this First Amended Consolidation Plan at **Appendix B** (the “*Taylor’s Boundaries*”). Under the Taylor’s Legislation, Taylor’s exercises the powers to provide Sewer Collection Service and Fire Service. Taylor’s possesses but does not exercise the powers to provide Sanitation Service, which is provided by the Greenville

Sanitation District within most of the Taylors Boundaries, and Police Protection Service, which is provided throughout the Taylors Boundaries by the Sheriff's Office. While Taylors was initially empowered to provide Water Service this power was eliminated by a subsequent amendment to the Taylors Legislation. The power of Taylors to provide Sewer Disposal Service was extinguished by Act No. 745 which transferred this power to ReWa.

F. Wade Hampton Fire and Sewer District. Wade Hampton was created by Act No. 854 of 1954 (as amended, the "**Wade Hampton Legislation**"). Wade Hampton is authorized to exercise its powers within its current boundaries which are shown on the map attached to this First Amended Consolidation Plan at **Appendix B** (the "**Wade Hampton Boundaries**"). Under the Wade Hampton Legislation, Wade Hampton exercises the powers to provide Sewer Collection Service and Fire Service. Wade Hampton possesses but does not exercise the power to provide Sanitation Service, which is provided throughout most of the Wade Hampton Boundaries by the Greenville Sanitation District; Street Lighting Service, which, to the extent available, is made available within the Wade Hampton Boundaries by the County or individual communities; and Police Protection Service, which is made available within the Wade Hampton Boundaries by the Sheriff's Office. While the Wade Hampton Legislation initially empowered Wade Hampton to provide Water Service, this power was eliminated by a subsequent amendment to the Wade Hampton Legislation. The power of Wade Hampton to provide Sewer Disposal Service was extinguished by Act No. 745, which transferred this power to ReWa.

G. Metropolitan Sewer Subdistrict. Metro was created by Act No. 687 of 1969 (as amended, the "**Metro Legislation**"). Metro is authorized to exercise its powers within the Metro Boundaries which are shown on a map attached to this First Amended Consolidation Plan at **Appendix B**. Under the Metro Legislation, Metro is empowered and exercises the power to provide Sewer Collection Service and is expressly prohibited from providing Sewer Disposal Service.

IV. Powers of Metro Upon Consolidation and Enlargement; Powers of Enlargement Districts

A. Powers of Metro. Upon the Effective Date, Metro shall continue to possess those powers given to it under the Metro Legislation and the Constitution and general laws of the State, and shall additionally succeed to any and all powers possessed by the Consolidated Districts as of the Effective Date; provided, however, that Metro is precluded from exercising some such powers under provisions of the SPD Boundary Laws, other State statutes, and case law. Pursuant to the Consolidated Ordinance, as amended by the Enlargement Ordinance, and the Approval Resolution, it is the intention of the County and Metro is that Metro shall ultimately provide Sewer Collection Service within the Reconstituted Metro Boundaries, and Metro has acknowledged and is in agreement with that intent.

B. Overlapping Providers of Governmental Services. The Reconstituted Metro Boundaries overlap the boundaries and service areas of other political subdivisions, consisting of special purpose districts, municipalities, and the County (including County-created fire service

areas), providing Fire Service, Sanitation Service, Water Service, Street Lighting Service, and Police Protection Service. Pursuant to the Enlargement Ordinance, and in accordance with Section 6-11-435(B) of the SPD Boundary Laws, Metro shall not provide these services within the Reconstituted Metro Boundaries. Pursuant to the Approval Resolution, Metro has expressly acknowledged that, in order to comply with Section 6-11-435(B) of the SPD Boundary Laws, the holding of the Supreme Court in *Wagner v. Smith*, 221 S.C. 438, 445 (1952), and standards of good governance, the Consolidation and the Enlargement are premised upon Metro ultimately providing only Sewer Collection Service. In compliance with the authority recited in this subsection, pursuant to the Approval Resolution, Metro has acknowledged that it has no intention of providing Fire Service, Sanitation Service, Street Lighting Service, Police Protection Service, or Water Service.

C. Powers of Enlargement Districts. By and through the Transfer Agreements, the Enlargement Districts have agreed that upon the Effective Date, Metro shall provide Sewer Collection Service within the boundaries thereof. Upon the Effective Date, the Enlargement Districts shall continue to possess those powers given to them under the respective legislative acts establishing such Enlargement Districts and, in particular, shall continue to provide Fire Service within the respective boundaries thereof.

V. Fire Service Within the Consolidated Districts Upon Consolidation

A. Fire Service Areas. The County has enacted the Fire Service Area Ordinance establishing the Fire Service Areas within the respective boundaries for Fire Service of each of the Fire/Sewer Districts which, pursuant to the First Amended Fire Service Area Ordinance, consist only of Parker and Taylors. The boundaries of the Fire Service Areas are coterminous with the respective boundaries of the Fire/Sewer Districts and shall provide Fire Service therein in lieu of Metro. The establishment of the Fire Service Areas is to be effective as of the Effective Date.

B. Governance. Pursuant to the Fire Service Area Ordinance, the County Council has determined that each Fire Service Area shall be governed by a Board of Fire Control, which shall consist of five members. The members of each respective Board shall initially be appointed by the County Council and, upon the expiration of their respective initial terms, the seats on the respective Boards are to thereafter be filled by an election conducted within the Fire Service Area.

C. Funding Fire Protection Service. It is the intent of the County to fund the operation and maintenance of Fire Service within the Fire Service Areas through the levy and collection of *ad valorem* taxes on all taxable property within each Fire Service Area, respectively. The County is authorized to issue general obligation bonds of the County, payable from an *ad valorem* tax levied within each respective Fire Service Area, in order to establish, maintain, and operate a fire protection system therein and to purchase the necessary fire-fighting equipment and to construct, acquire, and build the necessary fire stations and acquire sites for the stations therein.

D. Agreement by Metro. Pursuant to Section 4-19-10(b) of the Fire Service Area Act, the County may not designate an area of the County where it may furnish Fire Service if Fire Service is then being furnished by some other political subdivision. As discussed in Section IV(A) of this First Amended Consolidation Plan, as of the Effective Date, Metro shall have succeeded to the powers of the Fire/Sewer Districts to provide Fire Service within their boundaries; however, Metro, desiring not to become a provider of Fire Service, to the extent required under Section 4-19-19(b) of the Fire Service Area Act, has agreed that the County shall provide Fire Service within the boundaries of the Fire Service Areas and shall bear the cost of providing such Fire Service through the joint exercise of such powers with Metro.

VI. Other Fire Service Providers Unaffected

It is the express intent of the County Council that all providers of Fire Service located wholly or in part within the County, including the Enlargement Districts, other than the Fire/Sewer Districts be unaffected by the Consolidation, and no provision of the Consolidation Ordinance, as amended by the Enlargement Ordinance, the Fire Service Area Ordinance, the Consolidation Plan, or this First Amended Consolidation Plan is to be construed as having any impact whatsoever on the boundaries, powers, or continued existence of any political subdivision providing Fire Service within the County other than the Fire/Sewer Districts.

VII. Water Service Within Marietta Upon the Transfer of its Sewer Collection System

By and through the Transfer Agreements, the Marietta has agreed that upon the Effective Date, Metro shall provide Sewer Collection Service within the boundaries thereof. Upon the Effective Date, Marietta shall continue to possess those powers given to them under the Marietta Legislation and, in particular, shall continue to provide Water Service within the boundaries thereof.

VIII. Disposition of Property, Assets, and Receivables of Consolidated Districts and Enlargement Districts

A. Ownership of Assets upon Consolidation. Pursuant to Section 6-11-620 of the SPD Boundary Laws, upon the Effective Date, by operation of law, Metro shall become the successor in interest to all property and assets of the Consolidated Districts, including, without limitation, all Tangible Assets and all Financial Assets of the Consolidated Districts.

B. Disposition of Tangible Assets After Consolidation. Metro and the County intend that the Tangible Assets of the Consolidated Districts be equitably divided between Metro and the County based upon the predominant use of each Tangible Asset. On the Effective Date, or as soon thereafter as is practicable, Metro shall convey real property to the County by quitclaim deed and tangible personal property by bill of sale.

C. Disposition of Financial Assets. Metro and the County intend that the Financial Assets of the Consolidated Districts be divided by agreement between Metro and the County, with any Financial Asset that is to be retained by Metro to be applied to satisfy any outstanding

Sewer Service-related Financings of the Consolidated Districts, defray costs of Sewer Service-related capital needs within the Consolidated District Boundaries, or fund an adequate reserve for Metro, and any Financial Asset that is to be transferred or paid over to the County be applied, for the benefit of the Fire Service Area, to satisfy any outstanding Fire Service-related Financings of the Consolidated Districts, defray costs of Fire Service-related capital needs within the Fire Service Areas, or fund an adequate reserve for the Fire Service Area.

D. Collected and Receivable Taxes and Fees of the Consolidated Districts. Pursuant to the Enlargement Ordinance, the County Treasurer has been directed to apply all Collected and Receivable Taxes and Fees of the Consolidated Districts as follows:

(1) To divide all Collected and Receivable Taxes and Fees levied for operation and maintenance purposes between Metro and the County, (i) on the basis of the purpose for which any such Taxes and Fees were levied or imposed, if any, with any Collected or Receivable Taxes and Fees levied or imposed for Sewer Collection Service to the paid to Metro and any Taxes and Fees levied or imposed for Fire Service within any of the Consolidated Districts to be retained by the County for the benefit of the applicable Fire Service Area, and (ii) with respect to any Taxes and Fees that were not levied or imposed to fund a specific service, on the basis of the level at which the applicable Fire/Sewer District has previously funded such services in its most recently adopted budget;

(2) To apply all Collected Taxes and Fees levied for the purpose of paying general obligation debt service of any Fire/Sewer District to the amounts necessary to redeem, defease, or otherwise satisfy the series of Bonds for which such Collected Taxes and Fees were levied and imposed, whether such series of Bonds is satisfied by Metro or the County on behalf of the respective Fire Service Area; and

(3) To apply all Receivable Taxes and Fees levied for the purpose of paying general obligation debt service of the Consolidated Districts to Metro or the County, for the benefit of the respective Fire Service Area, based upon the entity that satisfied such series of general obligation bonds in reimbursement therefor.

E. Property, Assets, and Receivables of the Enlargement Districts. The disposition of the Tangible Assets, Financial Assets, and Collected and Receivable Taxes and Fees of the Enlargement Districts are to be governed by the Transfer Agreements by and between Metro and the applicable Transferring District.

F. Audit of Financial Records of Consolidated Districts. It is the intention of Metro to retain the services of an independent auditor to undertake an audit of the financial records of the Consolidated Districts upon the completion of the Consolidation in order to provide full financial transparency to the public and the County. Upon completion, Metro will make the results of the audit publicly available.

IX. Liabilities and Debt of the Consolidated Districts

A. Satisfaction of Liabilities. Pursuant to Section 6-11-620 of the SPD Boundary Laws and, as of the Effective Date, Metro shall assume all liabilities of the Consolidated Districts; provided, however, that all of the rights of the creditors and all liens on any Tangible or Financial Asset of the Consolidated Districts shall be preserved unimpaired, limited in lien to the Tangible or Financial Asset affected by such lien. As of the Effective Date, all current bills, charges, and liabilities of the Consolidated Districts shall be first satisfied from the available funds of each such Consolidated District. Any remaining liabilities, other than Financings, shall be satisfied by either Metro or the County on the basis of the service with which the applicable liability is associated, whether Sewer Collection Service or Fire Service, or, with respect to any liability not associated with any particular service, on the basis of an equitable percentage agreed upon by the County and Metro prior to the Effective Date.

B. Satisfaction of Outstanding Financings. It is the intent of Metro and the County that all Financings of the Consolidated Districts be paid, discharged, defeased, or otherwise satisfied on or before the Effective Date. It is the intent of Metro to satisfy any Financings that were incurred in connection with Sewer Collection Service and the County to satisfy any Financings that were incurred in connection with Fire Service. With respect to any Financing incurred in connection with both Sewer Collection Service and Fire Service, Metro and the County intend divide the costs necessary to satisfy such Financing on the basis of an equitable percentage agreed upon by the County and Metro prior to the Effective Date.

X. Employees

A. Sewer Collection Service Employees. It is the intention of Metro to offer employment to the current employees of the Consolidated Districts whose primary duties are associated with Sewer Collection Services. While this statement may not be construed as an offer of employment and Metro must decide, on a case by case basis, whether to hire any employee, Metro's intentions are based upon its need for the knowledge and experience of these employees and the manpower that they will provide.

B. Fire Service Employees. It is the intention of the County to offer employment to the current employees of the Fire/Sewer Districts whose primary duties are associated with Fire Service, including fire fighters While this statement may not be construed as an offer of employment and the County must decide, on a case by case basis, whether to hire any employee, the County's intentions are based upon its need for the knowledge and experience of these employees and the manpower that they will provide.

XI. Option of Consolidated Districts to Transfer Sewer System

A. Transfer of Sewer Collection Service. The County Council remains willing to consider giving the Consolidated Districts the option of maintaining their current corporate existence for the purpose of providing Fire Service through the Transfer of Sewer Collection Service to Metro, provided that any such Consolidated District choosing to do so shall, prior to July 1, 2021, (1) pursuant to Section 6-11-435(B) of the SPD Boundary Laws, consent to the

enlargement of the boundaries of Metro to overlap the boundaries of such Consolidated District and for Metro to serve as the provider of Sewer Collection Service within the boundaries thereof; (2) agree to convey their sewer collection system and sewer-related assets of such Consolidated District to Metro; (3) agree to cooperate with the County and Metro in good faith to do all things necessary to effect the transfer of Sewer Collection Service within their boundaries to Metro.

B. Amendment of Consolidation Authorizations. In the event that any Consolidated District agrees to a Transfer of Sewer Collection Service to Metro, County Council's present intent is to consider an ordinance pursuant to the SPD Boundary Laws effecting (1) the enlargement of Metro's boundaries to overlap the affected Consolidated District, (2) the amendment of the Enlargement Ordinance to remove the applicable Consolidated District from the Consolidation, and (3) the amendment of this First Amended Consolidation Plan accordingly.

C. Financings. With respect to any Consolidated District agreeing to accept the Transfer of Sewer Collection Service, Metro's present intent is to pay such Consolidated District the amount necessary to discharge, defease, or otherwise satisfy any Financings, or portions of Financings, that were incurred by the affected Consolidated District for the purpose of providing Sewer Collection Service.

XII. Miscellaneous

A. Notice to Impacted Entities and Officials. A copy of this First Amended Consolidation Plan shall be provided to the Consolidated Districts, the County Treasurer, and the County Auditor of Greenville County.

B. Notice to Public. A copy of this First Amended Consolidation Plan shall be kept on file with the Clerk to County Council and be made available upon request during normal business hours.

C. Implementation. By action of the County Council and the Metro Commission, the officials of the County and Metro are directed to immediately take such action as is necessary to implement the Consolidation and the Enlargement in accordance with the provisions of the Enlargement Ordinance and this First Amended Consolidation Plan, including, to the extent necessary or convenient, to execute and deliver such certificates, instruments, applications, and other documents required to carry out the Consolidation and the Enlargement.

D. Cooperation of Consolidated Districts. As set forth in the Enlargement Ordinance, the implementation of the Consolidation by the Consolidated Districts, in accordance with the provisions of the SPD Boundary Laws and this First Amended Consolidation Plan, is not subject to any consent or agreement by the Consolidated Districts and does not involve the exercise of discretion on the part of the governing bodies, officials, or staff thereof, and should be understood as a law promulgated by County Council pursuant to the authority conferred upon it by the General Assembly of the State by and through the SPD Boundary Laws. Any actions required of the governing bodies, officials, and staff of the Consolidated Districts pursuant to the

Enlargement Ordinance that are necessary in order to implement the Consolidation by the Effective Date are considered by the County Council to be absolute, certain, ministerial, and imperative duties arising from the enactment of this Enlargement Ordinance and the approval by the County Council of the Consolidation and the First Amended Consolidation Plan. To the extent that the governing body, officials, or staff of any Consolidated District fails to timely take any action required under the Enlargement Ordinance or this First Amended Consolidation Plan, the County Attorney of the County (the “*County Attorney*”) is hereby authorized to take such action as is necessary to enforce the rights of the County Council and the duties hereby by any available remedy, including particularly by writ of mandamus. The County Attorney is further authorized to seek such records from the Consolidated District as are necessary or convenient to effect the Consolidation through the filing of requests under the South Carolina Freedom of Information Act.

E. Recording. If deemed necessary, a copy of this First Amended Consolidation Plan may be recorded in the office of the Register of Deeds of the County and in such other indexes and records as may be necessary in order to provide notice to interested parties of the conveyance of real and personal property and the assumption of debts and liabilities occurring as a consequence of the Consolidation and described herein, and in such event this First Amended Consolidation Plan may be placed in recordable form.

F. Severability.

(1) While substantial and important public policy goals will be realized through a simultaneous nonconsensual Consolidation, the County is mindful that such action may face court challenges and desires to have the Consolidation implemented to the maximum extent possible. Pursuant to the Enlargement Ordinance and the Approval Resolution, it is the intention of the County Council and the Metro Commission that, solely for the purposes of severability, the Consolidation of each of the Consolidated Districts and the Enlargement of the Metro Boundaries to overlap each of the Enlargement Districts, as set forth in the articles of the Enlargement Ordinance, be treated as separate and discreet consolidations or enlargements, as applicable, under the provisions of the SPD Boundary Laws, and the provisions of this First Amended Consolidation Plan shall be construed as applying separately and distinctly to the consolidation of each Consolidated District into Metro and the enlargement of the Metro Boundaries to overlap each respective Enlargement District, as applicable. To the extent that the consolidation of any one or more of the Consolidated Districts or the enlargement of the Metro Boundaries to overlap any one or more of the Enlargement Districts is enjoined or held to be invalid by a court of competent jurisdiction following any appellate review, the provisions of this First Amended Consolidation Plan impacting such consolidation or enlargement shall be severable from the remaining provisions of this First Amended Consolidation Plan and any such injunction or determination of invalidity shall not impair the implementation or validity of the Consolidation as to any Consolidated District or the Enlargement as to any Enlargement District that is not such subject of such injunction or determination of invalidity.

(2) Pursuant to the Enlargement Ordinance and the Approval Resolution, it is the intention of the County Council and the Metro Commission that the individual provisions of this First Amended Consolidation Plan be severable. To the extent that the enforcement or carrying out of any one or more provisions of this First Amended Consolidation Plan are enjoined or held by a court of competent jurisdiction to be invalid, such provision is severable from the remaining provisions of this First Amended Consolidation Plan and the remaining provisions hereof are to be construed, to the greatest extent possible, to allow for the Consolidation or the Enlargement to be carried out.

G. Amendment. Pursuant to the Enlargement Ordinance, the County Administrator of the County (the “*County Administrator*”) is authorized, with the advice of the County Attorney, to agree to such amendments to the First Amended Consolidation Plan as are, in the discretion of the County Administrator, necessary to effect the Consolidation and the Enlargement and which are not detrimental to the County. In the event that the provisions of the Enlargement Ordinance are amended for any reason, including to remove any Consolidated District from the Consolidation, the provisions of this First Amended Consolidation Plan shall be additionally amended accordingly and the County Administrator, with the advice of the County Attorney, has been authorized to give final approval to any such amendment to this First Amended Consolidation Plan. The provisions of this First Amended Consolidation Plan may be superseded by agreements between the County, Metro, and any other affected entity.

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APPENDIX A

Index of Defined Terms

“**Act No. 745**” means Act No. 745 of the Acts and Joint Resolutions of the General Assembly of South Carolina for the year 1967, transferring the power to provide Sewage Treatment Service from certain of the Consolidated Districts to ReWa.

“**Approval Resolution**” means that resolution of the Metro Commission, dated December 8, 2020, approving and consenting to the Consolidation and the First Amended Consolidation Plan.

“**Berea**” means the Berea Public Service District, South Carolina.

“**Board**” means the respective Board of Fire Control of each of the Fire Service Areas, which shall provide for the administration of the applicable Fire Service Area pursuant to Section 4-19-20(4) of the S.C. Code.

“**Collected Taxes and Fees**” means those *ad valorem* property taxes and fees and charges levied or imposed by any of the Consolidated Districts and in the possession of the County Treasurer as of the Effective Date.

“**Consolidated District Boundaries**” means the combined boundaries of the Consolidated Districts, as shown on the map attached to this First Amended Consolidation Plan at **Appendix B**.

“**Consolidated Districts**” means the Parker and Taylors, subject to the removal of one or more thereof from the Consolidation as discussed in Section XI of this First Amended Consolidation Plan.

“**Consolidation**” means the consolidation of the Consolidated Districts into Metro such that Metro shall be reconstituted in accordance with the provisions of the Enlargement Ordinance and this First Amended Consolidation Plan.

“**Consolidation Ordinance**” means that ordinance of the County Council, dated December 15, 2020, approving the Consolidation, as it may be amended by subsequent ordinance of the County Council from time to time.

“**Consolidation Plan**” means that certain Plan of Consolidation, dated December 15, 2020, as approved by the County Council and consented to by the Metro Commission.

“**County Council**” means the County Council of Greenville County.

“**County Treasurer**” means the County Treasurer of Greenville County.

“Effective Date” means July 1, 2021, the date upon which the Consolidation and the Enlargement shall be effective, or such other date as may be approved by resolution of the County Council in accordance with the terms of the Enlargement Ordinance.

“Enlargement” means the enlargement of the Metro Boundaries to overlap the boundaries of each of the Enlargement Districts.

“Enlargement Districts” means Berea, Gantt, Marietta, and Wade Hampton.

“Enlargement District Boundaries” means the boundaries of Berea, Gantt, Marietta, and Wade Hampton.

“First Amended Consolidation Plan” means this First Amended Plan of Consolidation, dated [___], 2021, amending the Plan of Consolidation, as it may be amended or supplemented in accordance with the terms thereof from time to time.

“Financial Assets” means all financial assets of the Consolidated Districts of any kind, including, without limitation, all accounts, receivables, cash, securities, investments, customer deposits, funds, or financial assets of any type whatsoever.

“Financings” means all (1) general obligation bonds and revenue bonds of the Consolidated Districts issued under Article X, Section 14 of the State Constitution, and (2) contracts that contemplate payments in more than one year in exchange for the use of an asset such as a lease-purchase or installment-purchase arrangement of the Consolidated Districts.

“Fire Service Area” means any of the Fire Service Areas established pursuant to the Fire Service Area Ordinance to be known respectively as the Parker Fire Service Area and Taylors Fire Service Area.

“Fire Service” means the power to establish, operate, and maintain a system of fire protection, or any similarly described power to provide for fire protection service possessed by any Consolidated District or any other political subdivision of the County.

“Fire/Sewer Districts” means Parker and Taylors.

“Fire Service Area Act” means the provisions of Title 4, Chapter 19 of the S.C. Code.

“Fire Service Area Ordinance” means that ordinance of the County Council, dated December 15, 2020, providing for the creation of the Fire Service Area, as it may be amended by subsequent ordinance of the County Council from time to time.

“First Amended Consolidation” means the amendment to the Consolidation to withdraw Berea, Gantt, Marietta, and Wade Hampton therefrom.

“**First Amended Fire Service Area Ordinance**” means that ordinance of the County Council, dated [__], 2021, repealing those provisions establishing the Berea Fire Service Area, Gantt Fire Service Area, and Wade Hampton Fire Service Area.

“**Gantt**” means the Gantt Fire, Sewer and Police District, South Carolina.

“**Greenville County**” or the “**County**” means Greenville County, South Carolina.

“**Greenville Sanitation District**” means the Greater Greenville Sanitation District, South Carolina.

“**Greenville Water**” means the Greenville Water System, the Commission of Public Works for the City of Greenville, South Carolina.

“**Marietta**” means the Marietta Water, Fire, Sanitation, and Sewer District, South Carolina.

“**Metro**” means the Metropolitan Sewer Subdistrict, South Carolina.

“**Metro Boundaries**” means the pre-Consolidation boundaries of Metro as shown on the map attached to the First Amended Consolidation Plan at **Appendix B**.

“**Metro Commission**” means the Metropolitan Sewer Subdistrict Commission, the governing body of Metro, and subsequent to the Consolidation, as reconstituted pursuant to the Consolidation Ordinance.

“**Parker**” means the Parker Sewer and Fire Sub-District, South Carolina.

“**Police Protection Service**” means the power to provide police protection service or any similarly-described power to provide police protection possessed by any Consolidated District, the County, or any other political subdivision in the County

“**Receivable Taxes and Fees**” means those *ad valorem* property taxes and fees and charges levied or imposed by the Consolidated Districts which are receivable as of the Effective Date.

“**Reconstituted Metro Boundaries**” means the boundaries and service area of Metro upon the Effective Date of the Consolidation, which shall consist of the combined Consolidated District Boundaries and the Metro Boundaries.

“**Enlargement Ordinance**” means that ordinance of the County Council, dated [__], 2021, repealing those provisions of the Consolidation Ordinance consolidating the Enlargement Districts into Metro and enlarging the Metro Boundaries to overlap the boundaries of the Enlargement Districts.

“**ReWa**” means Renewable Water Resources, South Carolina, formerly known as “Greenville County Sewer Authority,” the “Greater Greenville Sanitation District,” and “Western Carolina Regional Sewer Authority.”

“**S.C. Code**” means the Code of Laws of South Carolina 1976, as amended.

“**Sanitation Service**” means the power to establish, operate and maintain a system for the collection and disposal of garbage, or any similarly described power to provide for the collection and disposal of garbage possessed by any Consolidated District.

“**Sewer Collection Service**” means the power to acquire, build, construct, and maintain a system for the collection of sewage and to transmit such sewage to trunk lines and sewage treatment and disposal facilities, or any similarly-described power to provide for the collection and transmission of sewage possessed by Metro or any Consolidated District.

“**Sewer Disposal Service**” means the power to establish, extend, enlarge and maintain, conduct and operate sewer systems, sewer lines, sewer mains, and sewer plants, or any similarly-described power to provide for the transmission of sewage collected by other entities and the treatment and disposal or discharge thereof possessed by any Consolidated District or any other political subdivision in the County.

“**Sheriff’s Office**” means the Greenville County Sheriff’s Office.

“**SPD Boundary Laws**” means the provisions of Title 6, Chapter 11, Article 3 of the S.C. Code.

“**State**” means the State of South Carolina.

“**Tangible Assets**” means all tangible personal property of the Consolidated Districts, including, without limitation, (1) all real property, real property improvements, easements, licenses, rights of way, and any other interest in real property of any type whatsoever; (2) all equipment, rolling stock, and other tangible personal property of any type whatsoever; (3) all documents, records of customer accounts, electronic records, and other documentation and records of any type whatsoever.

“**Taylors**” means the Taylors Fire and Sewer District, South Carolina.

“**Transfer of Sewer Collection Service**” means the transfer of Sewer Collection Services from one or more of the Consolidated Districts to Metro as discussed in Section XI of the First Amended Consolidation Plan.

“**Wade Hampton**” means the Wade Hampton Fire and Sewer District, South Carolina.

“**Water Service**” means the power to construct, establish, enlarge, maintain, conduct and operate a water system or plant and to furnish an adequate supply of water, or any similarly-

described power to provide water service possessed by any Consolidated District or any other political subdivision of the County.

APPENDIX B

**Pre-Consolidation Boundaries of
Metro, the Enlargement Districts, and the Consolidated Districts**

*[See Exhibit B of the Consolidation Ordinance to which this First Amended Consolidation Plan
is attached]*

APPENDIX C

Consolidated District Boundaries and Enlargement District Boundaries

[See Exhibit C of the Consolidation Ordinance to which this First Amended Consolidation Plan is attached]

APPENDIX D

Reconstituted Metro Boundaries

[See Exhibit D of the Consolidation Ordinance to which this First Amended Consolidation Plan is attached]