

ORDINANCE NO. \_\_\_\_\_

**AN ORDINANCE AUTHORIZING AND APPROVING (1) THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO AN EXISTING FEE IN LIEU OF TAX AGREEMENT (THE “FEE AGREEMENT”) BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA AND A COMPANY IDENTIFIED FOR THE TIME BEING AS PROJECT MIRROR (AS SUCCESSOR IN INTEREST BY ASSIGNMENT TO PROJECT MIRROR PREDECESSOR COMPANY) TO PROVIDE FOR, UNDER CERTAIN CIRCUMSTANCES, (A) AN EXTENSION OF THE APPLICABLE INVESTMENT PERIOD SET FORTH IN THE FEE AGREEMENT, (B) AN EXTENSION OF THE APPLICABLE EXEMPTION PERIOD SET FORTH IN THE FEE AGREEMENT, AND (C) CERTAIN SPECIAL SOURCE REVENUE CREDITS, ALL IN CONNECTION WITH ADDITIONAL INVESTMENT IN CERTAIN MANUFACTURING AND RELATED FACILITIES IN THE COUNTY; (2) THE JOINDER OF ONE OR MORE SPONSOR AFFILIATES TO THE FEE AGREEMENT; AND (3) 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; and

**WHEREAS,** a company identified for the time being as Project Mirror (as successor in interest by assignment to Project Mirror Predecessor Company) (the “*Company*”) and the County are party to that certain Fee in Lieu of Tax Agreement dated as of January 22, 2019 (the “*FILOT Agreement*”), wherein the County agreed to provide certain incentives with respect to the Project (as defined in the FILOT Agreement) to constitute a facility in the County for the warehousing, distribution, assembly, and/or manufacture of \_\_\_\_\_ and related products; and

**WHEREAS,** the Company has committed to further invest, or cause further investment, in the Project and to create additional jobs, or cause the creation of additional jobs, at the Project in the County and, in consideration of such commitments and in accordance with Section 12-44-40(K) of the FILOT Act, the County has agreed to, among other things, enter into a First Amendment to Fee in Lieu of Tax Agreement with the Company (the “*First Amendment*”), whereby the County would provide therein for, under certain circumstances, (A) an extension of the allowable Investment Period (as defined in the FILOT Agreement), (B) an extension of the allowable Exemption Period (as defined in the FILOT Agreement), and (C) certain special source revenue credits to be claimed by any Credit Eligible Entity (as defined in the FILOT Agreement) against its payments of fees-in-lieu-of taxes with respect to the Project pursuant to Section 4-1-175 of the Multi-County Park Act; and

**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; and

**WHEREAS,** it appears that the document above referred to, 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; and

**WHEREAS**, pursuant to Section 5.13 of the FILOT Agreement and Section 12-44-130 of the FILOT Act, the Company is authorized to designate, from time to time, entities that may join with the Company and make investments with respect to the Project, provided such entities agree to be bound by the terms and provisions of the FILOT Agreement pursuant to a written joinder agreement with the County and the Company; and

**WHEREAS**, a company identified for the time being as Project Mirror Affiliate (the “*Affiliate*”) intends to join with the Company and make investments with respect to the Project and, pursuant to the FILOT Act and the FILOT Agreement, has, together with the Company, requested the County designate and specifically approve the Affiliate as a “sponsor affiliate” thereunder and within the meaning of Section 12-44-30(20) of the FILOT Act, and the County has agreed to provide such approval.

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

Section 1. The County hereby designates and specifically approves the Affiliate as a “sponsor affiliate” under the FILOT Agreement within the meaning of Section 12-44-30(20) of the FILOT Act. The joining of the Affiliate to the FILOT Agreement will be effective upon the execution and delivery of a written joinder agreement by and between the Affiliate, the County and the Company (the “*Joinder Agreement*”), pursuant to which the Affiliate agrees to be bound by the terms and provisions of the FILOT Agreement in accordance with the FILOT Agreement and 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 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. 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 and the Chairman of County Council, upon advice of counsel, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of 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 each of the First Amendment and the Joinder Agreement and the performance of all obligations of the County thereunder.

Section 4. 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 5. 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.

[End of Ordinance]

**ENACTED** in meeting duly assembled this \_\_ day of \_\_\_\_\_, 20\_\_.

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman of County Council

\_\_\_\_\_  
County Administrator

Attest:

\_\_\_\_\_  
Clerk to County Council

First Reading: December 7, 2021

Second Reading: \_\_\_\_\_, 20\_\_

Third Reading: \_\_\_\_\_, 20\_\_

Public Hearing: \_\_\_\_\_, 20\_\_

**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 December 7, 2021, \_\_\_\_\_, 20\_\_, and \_\_\_\_\_, 20\_\_, 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.

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Clerk to County Council,  
Greenville County, South Carolina

Dated: \_\_\_\_\_, 20\_\_