

James I. Warren III
Member

November 17, 2022

Greenville County, South Carolina
301 University Ridge, Suite 2400
Greenville, South Carolina 29601
Attn: Mr. Joseph Kernell, County Administrator
Mr. Mark Tollison, County Attorney

Re: Notice of Election of R.A. Greenville Brookfield Road LLC to convert a
FILOT Agreement to a Fee Agreement

Dear Joe and Mark:

I am writing on behalf of R.A. Greenville Brookfield Road LLC (“RA Brookfield”), which is the FILOT lessee in that certain Revised and Restated Lease Agreement between Greenville County, South Carolina and Ahold Information Services, Inc. (“Ahold”) dated as of December 1, 1998, revised as of December 1, 2000, recorded in Book 1941, Page 892 in the Greenville County Registrar of Deeds Office (the “FILOT Agreement”) assigned by Ahold to RA Brookfield via Assignment of Interests of Ahold Information Services, Inc. dated February 12, 2001, recorded in Book 1944, Page 1258 in the Greenville County Register of Deeds Office. A copy of the FILOT Agreement is enclosed.

Please accept this letter as written notice that RA Brookfield exercises its right to convert the FILOT Agreement to a Fee Agreement pursuant to Section 11.3 of the FILOT Agreement in accordance with the terms set forth therein and in accordance with Section 12-44-170 of Title 4, Chapter 12 of the Code of Laws of South Carolina, 1976, as amended. Please note that the conversion of the FILOT Agreement to a Fee Agreement and the attendant conveyance of title to the property subject to the FILOT Agreement from Greenville County to RA Brookfield is contingent on several matters, including RA Greenville simultaneously closing on a refinancing transaction involving the real property. Thus, RA Greenville’s notice to you of such conversion election may be withdrawn prior to the closing of the refinance transaction and consummation of the conversion of the FILOT Agreement to a Fee Agreement. In furtherance of the contemplated conversion, I have enclosed a proposed resolution for the County Council’s consideration. I have also enclosed a draft of the Fee Agreement which has the same material terms as the FILOT Agreement. I will send drafts of the necessary conveyance and termination documents to Mark as we get closer to closing. RA Brookfield is currently targeting closing for early December of this year.

Austin

Charleston

Charlotte

Columbia

Greensboro

Greenville

Bluffton / Hilton Head

Myrtle Beach

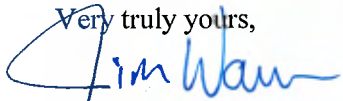
Raleigh

November 17, 2022

Page 2

Thanks in advance for your cooperation and assistance in helping us complete this conversion in a timely manner.

Very truly yours,



James I. Warren III

Attorney for R.A. Greenville Brookfield Road LLC

Enclosures

cc: Mr. Charles Kremer (via email)
Mr. Andrew Loft (via email)
Mr. Mark Tollison, Esq. (via email)
Mr. Russel Pollock, Esq. (via email)
Jeremy Cook, Esq. (via email)
Julie Medich, Esq. (via email)