

RESOLUTION NO. _____
GREENVILLE COUNTY, SOUTH CAROLINA

A RESOLUTION CONSENTING TO THE CONVERSION OF A FILOT LEASE AGREEMENT BETWEEN R.A. GREENVILLE BROOKFIELD ROAD LLC AND GREENVILLE COUNTY TO A FEE AGREEMENT AS PROVIDED IN TITLE 12, CHAPTER 44 OF THE CODE OF LAWS OF SOUTH CAROLINA 1976, AS AMENDED, AND OTHER MATTERS RELATING 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 of the Code of Laws of South Carolina 1976, as amended (the "Simplified FILOT Act"), to provide for payment of a fee in lieu of taxes pursuant to the Act through which 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 and remain in the State and thus utilize and employ the manpower, agricultural products and natural 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, pursuant to Title 4, Chapter 12 of the Code of Laws of South Carolina 1976, as amended (the "FILOT Lease Act"), the County Council authorized the execution by the County of a Revised and Restated Lease Agreement between the County 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 Register of Deeds Office, as assigned by Ahold to R.A. Greenville Brookfield Road LLC (the "Company") 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 (as amended and assigned, the (the "FILOT Lease Agreement"), for the purpose of inducing investment by the Company in certain land, improvements, machinery, equipment, furnishings, fixtures and other property located in the County (the "Project"), through the provision of a fee in lieu of tax benefits thereunder; and

WHEREAS, Section 12-44-170 of the FILOT Act provides that, with the County's consent, an entity with property subject to an existing fee in lieu of property taxes arrangement under the FILOT Lease Act may convert property from the prior arrangement to a fee in lieu of tax arrangement under the Simplified FILOT Act and, in such case, such property shall then automatically be considered economic development property as defined in Section 12-44-30(7) of the Simplified FILOT Act; and

WHEREAS, the Company has caused to be prepared and presented to this meeting the form of the proposed Fee Agreement by and between the County and the Company which includes (1) the continuation of fee payments required of the Company under the FILOT Lease Agreement, and (2) the appropriate provisions and terms to continue the provisions and limitations of the FILOT Lease Agreement; and

WHEREAS, it appears that the instrument above referred to, which is now before this meeting, is in appropriate form and is an appropriate instrument to be executed and delivered by the County for the purposes intended;

NOW, THEREFORE, BE IT RESOLVED by the County Council of Greenville County, South Carolina, as follows:

Section 1. The terms of the Fee Agreement presented to this meeting and filed with the Clerk to the County Council are hereby approved and all of the terms, provisions and conditions thereof are hereby incorporated herein by reference as if the Fee Agreement were set out in this Resolution in its entirety. The

Chairman of the County Council, the County Administrator and the Clerk to County Council are hereby authorized, empowered and directed to execute, acknowledge and deliver the Fee Agreement in the name and on behalf of the County, and thereupon to cause the Fee Agreement to be delivered to the Company. The Fee Agreement shall be in substantially the form now before this meeting and hereby approved, or with such minor changes therein as shall be approved by the officials of the County executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of Fee Agreement now before this meeting.

Section 2. If the Simplified FILOT Act is ever declared unconstitutional or otherwise found invalid by a court of competent jurisdiction, it is the intention of the County Council that pursuant to the terms of the Simplified FILOT Act as well as the terms of the FILOT Lease Act, the Company shall be afforded, at its expense, the maximum opportunity to convert the Fee Agreement back to a lease agreement pursuant to the FILOT Lease Act, pursuant to terms mutually agreeable to the parties, in order to preserve the benefits of the Company's fee in lieu of tax arrangements with the County.

Section 3. Pursuant to the terms of Section 12-44-170 of the Simplified FILOT Act, the County consents to the conversion of property from the FILOT Lease Agreement to the Fee Agreement. In this regard, the Chairman of the County Council, the County Administrator and the Clerk to County Council, in compliance with the terms of the FILOT Lease Agreement, are hereby authorized, empowered and directed to execute, acknowledge and deliver such documents, including all releases of leasehold interests and all deeds and bills of sale, along with any terminations of existing agreements, as are necessary to convey the property comprising the Project to the Company.

Section 4. The Chairman of County Council, the County Administrator and the Clerk to County Council, for and on behalf of the County, are hereby each authorized and directed to do any and all things necessary to effect the execution and delivery of the Fee Agreement and the performance of all obligations of the County thereunder.

Section 5. The provisions of this Resolution 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 orders, resolutions, ordinances and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed, and this Resolution shall take effect and be in full force from and after its passage and approval.

[Signatures on Next Page]

DONE, PASSED, APPROVED AND ADOPTED in a meeting duly assembled this 6th day of December, 2022.

GREENVILLE COUNTY, SOUTH CAROLINA

By: _____
Chairman of County Council

By: _____
County Administrator

ATTEST:

By: _____
Clerk to County Council

NPGVL1:2298218.2