

RESOLUTION NO. _____

A RESOLUTION AUTHORIZING THE EXTENSION OF THE TERM OF THE FEE IN LIEU OF TAX AGREEMENT BY AND BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA, ORTEC, INC. AND L-SQUARE COMPANY DATED AS OF SEPTEMBER 1, 2013 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 of the Code of Laws of South Carolina 1976, as amended through the date hereof (the “Code”) and Sections 4-1-170, 4-1-172, and 4-1-175 of the Code and Article VIII, Section 13(D) of the South Carolina Constitution: (a) to enter into agreements with certain investors to construct, operate, maintain, and improve certain industrial and commercial properties through which the economic 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; (b) to covenant with such investors to accept certain payments in lieu of *ad valorem* taxes with respect to the foregoing; and (c) to maintain, create or expand, in conjunction with one or more other counties, a multi-county industrial park in order to afford certain enhanced income tax credits to such investors; and

WHEREAS, the County entered into a Fee in Lieu of Tax Agreement dated as of September 1, 2013 with Ortec, Inc., a South Carolina corporation (the “Tenant”), and L-Square Company, a general partnership (L-Square Company, together with the Tenant, the “Companies”) (the “FILOT Agreement”); and

WHEREAS, the Tenant is considering expanding its chemical manufacturing operations within the County and anticipates making additional investment in the County in connection with such expansion; and

WHEREAS, Section 4.01 of the FILOT Agreement currently provides for a “Term” commencing on the date of the FILOT Agreement and ending at midnight on December 31 of the year which is the nineteenth (19th) year following the first year in which each of the Project Increments (as defined in the FILOT Agreement) is placed in service (*i.e.*, a twenty (20) year period that would end on December 31, 2033), subject to the provisos set forth in such Section 4.01; and

WHEREAS, Section 5.02(a) of the FILOT Agreement currently provides that each annual payment in lieu of taxes shall be equal to the Project Increment Payment (as defined in the FILOT Agreement) with respect to each Project Increment for each of twenty (20) consecutive years, commencing with the year following the year in which the respective Project Increments are placed in service; and

WHEREAS, in order to induce the Tenant to expand its operations in the County and make additional investment in the County, the County has determined that it is in the best interests of the County to extend the term of the FILOT Agreement by: (a) replacing the reference to

“nineteenth (19th) year” in Section 4.01 of the FILOT Agreement with “twenty-ninth (29th) year”, and (b) replacing the reference to “twenty (20) consecutive years” in Section 5.02(a) of the FILOT Agreement with “thirty (30) consecutive years” (together, the “Extension”); and

WHEREAS, Section 12-44-30(21) of the Code authorizes the County Council to approve the Extension by a resolution of the County Council upon a finding of substantial public benefit.

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

Section 1. Finding of Substantial Public Benefit. The County Council hereby finds that Extension will provide a substantial public benefit to the County, as the Extension will induce the Tenant to expand its chemical manufacturing operations within the County and make additional investment in the County in connection therewith.

Section 2. Approval of the Extension. The Extension is hereby authorized and approved by the County and, to the extent necessary, the FILOT Agreement shall be deemed amended and modified by this Resolution as may be necessary or appropriate to give effect to the Extension.

Section 3. Further Documentation. The County’s duly authorized representatives shall take such action as may be necessary or appropriate to effectuate the action herewith taken. The Chairman of County Council and the County Administrator are hereby authorized, empowered and directed, in the name and on behalf of the County, to execute such documents, agreements, affidavits and certificates (including any estoppel certificates), and the Clerk to County Council is hereby authorized, empowered and directed to attest the same, and to deliver such other documents, agreements, affidavits, and certificates to the Companies as may be necessary in order to consummate the Extension authorized and approved pursuant to this Resolution. The Companies are hereafter entitled to rely on this Resolution and the Extension.

Section 4. Miscellaneous.

- (a) This Resolution shall be construed and interpreted in accordance with the laws of the State;
- (b) This Resolution shall become effective immediately upon approval by the County Council;
- (c) The provisions of this Resolution are hereby declared to be severable and if any section, phrase or provision shall for any reason be declared by a court of competent jurisdiction to be invalid or unenforceable, that declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereunder; and
- (d) All resolutions and parts thereof in conflict herewith are, to the extent of the conflict, hereby repealed.

[signature page follows]

ADOPTED this __ day of _____, 2023.

GREENVILLE COUNTY, SOUTH CAROLINA

(SEAL)

Chairman of County Council

County Administrator

ATTEST:

Clerk to County Council