

ORDINANCE NO. _____

AN ORDINANCE AUTHORIZING AND APPROVING (1) THE EXECUTION AND DELIVERY OF A SECOND AMENDMENT TO AN EXISTING FEE IN LIEU OF TAX AND INCENTIVE AGREEMENT (THE “FEE AGREEMENT”) BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA (THE “COUNTY”) AND A COMPANY IDENTIFIED FOR THE TIME BEING AS PROJECT CONSTELLATION, TO PROVIDE FOR, UNDER CERTAIN CIRCUMSTANCES, CERTAIN ADDITIONAL SPECIAL SOURCE REVENUE CREDITS IN CONNECTION WITH ADDITIONAL INVESTMENT IN CERTAIN MANUFACTURING AND RELATED FACILITIES IN THE COUNTY; AND (2) 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 Constellation (the “*Company*”), and the County are party to that certain Fee in Lieu of Tax and Incentive Agreement dated as of _____, _____, as amended by that certain First Amendment to Fee in Lieu of Tax and Incentive Agreement dated _____, _____ (as amended, the “*FILOT Agreement*”), wherein the County agreed to provide certain incentives with respect to the Expansion Project (as defined in the FILOT Agreement) to constitute a facility in the County for manufacturing and related activities; and

WHEREAS, the Company has committed to further invest, or cause further investment, in the Expansion Project and, in consideration of such commitment and in accordance with Section 12-44-40(K) of the FILOT Act, the County has agreed to, among other things, enter into a Second Amendment to Fee in Lieu of Tax and Incentive Agreement with the Company (the “*Second Amendment*”), whereby the County would provide therein for, under certain circumstances, certain additional 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 Expansion 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 Second 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.

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

Section 1. The form, terms and provisions of the Second 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 Second 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 Second 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 Second Amendment to be delivered to the Company. The Second 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 Second Amendment now before this meeting.

Section 2. 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 the Second Amendment and the performance of all obligations of the County thereunder.

Section 3. 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 4. 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:
Second Reading:
Third Reading:
Public Hearing:

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 _____, _____, and _____, 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.

Clerk to County Council,
Greenville County, South Carolina

Dated: _____, 20__