

**RESOLUTION NO. \_\_\_\_\_**

**A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A THIRD AMENDMENT TO A 2006 FEE AGREEMENT BETWEEN GREENVILLE COUNTY, MILLIKEN & COMPANY AND MILMER, INC., A WHOLLY-OWNED SUBSIDIARY OF MILLIKEN & COMPANY**

**WHEREAS**, Greenville County, South Carolina (hereinafter referred to as the “County”), acting by and through its County Council (the “County Council”), is empowered under and pursuant to the provisions of Title 12, Chapter 44 of the Code of Laws of South Carolina 1976, as amended (the “Act”), to enter into fee agreements with industries in connection with the acquisition, enlargement or improvement of industrial enterprises within the State of South Carolina (the “State”); and

**WHEREAS**, under the terms of the Act, the County may enter into an arrangement which provides for a fee in lieu of taxes for a qualifying project as provided in Section 12-44-20 of the Act; and

**WHEREAS**, Milliken & Company (“Milliken”) and Milmer, Inc. (“Milmer”) (Milmer and Milliken are sometimes referred to hereinafter individually or collectively as the “Company”) have determined that they desire to expand and improve certain of their existing facilities and capabilities by the acquisition, installation and construction of textile and chemical manufacturing machinery and improvements (the “Project”); and

**WHEREAS**, the County and the Company entered into a Fee Agreement as of December 1, 2006 (the “Original Fee Agreement”), the County and the Company entered into a First Amendment to Fee Agreement as of March 18, 2008 (the “First Amendment”), and the County and the Company entered into a Second Amendment to Fee Agreement as of November 15, 2011 (the “Second Amendment”); and

**WHEREAS**, the Original Fee Agreement as amended by the First Amendment and the Second Amendment is hereinafter referred to as the Fee Agreement; and

**WHEREAS**, in accordance with Section 12-44-40(J) of the Act, the Company has applied to the County requesting that the Fee Agreement be amended to extend the Project Period for three (3) additional years and to adjust the timetable for completing the minimum investment; and

**WHEREAS**, the County is amenable to amending the Fee Agreement as requested by the Company.

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

Section 1. It is hereby found, determined and declared on the basis of the information supplied to it by the Company as follows:

a. The Project and the requested extension is anticipated to benefit substantially the general welfare of the County by providing services, employment, recreation or other public benefits not otherwise adequately provided locally.

b. The Project and the requested extension give rise to no pecuniary liability of the County or any incorporated municipality or a charge against the general credit or taxing power of either.

c. The purposes to be accomplished by the Project and the requested extension are proper governmental and public purposes, and the benefits of the Project to the public will be greater than the costs.

Section 2. The County hereby approves the Company's request to amend the Fee Agreement to extend the Project Period for three (3) additional years (until December 31, 2016). The Minimum Investment for the period January 1, 2007 through December 31, 2011 is \$2,500,000, such that the Company must invest at least \$2,500,000 in the Project during the first five (5) years of the Project Period. Additionally, the total Minimum Investment for the entire 10-year Project Period is \$10,000,000.

Section 3. The forms, terms and provisions of a Third Amendment to Fee Agreement, a copy of which is attached hereto as Exhibit A, presented to this meeting and filed with the Clerk to County Council are hereby approved and all of the terms, provisions and conditions thereof are hereby incorporated herein by reference as if the same were set out in this Resolution in their entirety. The Chairman of County Council (or in the absence of the Chairman, for any reason, the Vice Chairman or acting Chairman), the County Administrator of the County and the Clerk to County Council (or in the absence of the Clerk, for any reason, the acting Clerk) are hereby authorized, empowered and directed to execute, acknowledge and deliver the Third Amendment to Fee Agreement in the name and on behalf of the County, and thereupon to cause the same to be delivered to the Company. The Third Amendment to Fee Agreement is to be in substantially the form now before this meeting and hereby approved, or with such changes therein as may be required or deemed appropriate by the officials of the County executing the same, with the advice of counsel, in order to accomplish the purposes of the transactions authorized by this Resolution, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of the Third Amendment to Fee Agreement now before this meeting. The above-referenced officials of the County are authorized to execute and deliver such other closing and related instruments, documents, certificates and other papers as are necessary to affect the delivery of the Third Amendment to Fee Agreement as are customary in arrangements of this type.

Section 4. The above-referenced officials of the County are authorized to execute and deliver such other closing and related instruments, documents, certificates and other papers as are necessary to affect the delivery of the Third Amendment to Fee Agreement as are customary in arrangements of this type.

Section 5. The provisions of this Resolution are hereby declared to be separable and if

any section, phrase or provision 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 hereof.

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.

[SIGNATURES BEGIN ON NEXT PAGE]

Passed and approved on the \_\_\_\_ day of \_\_\_\_\_, 2013.

**COUNTY COUNCIL OF GREENVILLE  
COUNTY, SOUTH CAROLINA**

By: \_\_\_\_\_  
Chairman, Greenville County Council

By: \_\_\_\_\_  
Administrator of Greenville County

**(SEAL)  
ATTEST:**

\_\_\_\_\_  
Clerk of Greenville County Council

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**Certification**

I, the undersigned Clerk of Greenville County Council, South Carolina, do hereby certify this resolution is a true, accurate and complete copy of an resolution which was approved, by the County Council at its meeting of \_\_\_\_\_, 2013, at which meeting a quorum of members of County Council were present and voted, and an original of which resolution is filed in the permanent records of the County Council.

\_\_\_\_\_  
Clerk of Greenville County Council

Dated: \_\_\_\_\_, 2013