

**RESOLUTION OF GREENVILLE COUNTY COUNCIL CONSENTING TO A TRANSFER BY GFS MULTI-UNIT, LLC N/K/A GFS CHAIN ALLIANCE, LLC AND GREENVILLE 2006, LLC TO SUN COMMODITIES, INC., OR AN AFFILIATE THEREOF, OF CERTAIN INTERESTS IN AND TO A JUNE 5, 2007 FILOT AGREEMENT WITH GREENVILLE COUNTY.**

WHEREAS, Greenville County (the "County"), acting by and through the County Council (the "Council") and pursuant to Title 12, Chapter 44 (the "Act"), Title 4, Chapter 29 and Title 4, Chapter 1, South Carolina Code, 1976, as amended, entered into Fee-in-Lieu of Tax Agreement, dated June 5, 2007 ("Fee Agreement") with GFS Multi-Unit, LLC N/K/A GHS Chain Alliance, LLC as Sponsor and Greenville 2006, LLC as Sponsor Affiliate (collectively the "Companies"), concerning certain investments in land, building and equipment by the Companies in the County (the "Project");

WHEREAS, the Companies plan to transfer the Project and their interests therein to a new entity, which will be either Sun Commodities, Inc. or an affiliate formed in whole or in part or at the request of Sun Commodities, Inc., (the "Transferee");

WHEREAS, the Transferee plans to operate a facility at the current site of the Project for the distribution of agricultural produce throughout the southeastern United States;

WHEREAS, Section 14.1 of the Fee Agreement and Section 12-44-120 (D) of the Act both permit and provide for the transfer of the Companies' interests in the Fee Agreement and the continuation of the benefits under the Fee Agreement to a transferee following such transfer;

WHEREAS, although Section 14.1 of the Fee Agreement provides advance consent by the County for certain assignments, to the extent allowed by the Act, the Companies have, in an abundance of caution, requested that County Council officially confirm consent to this transfer by formal action; and finally,

WHEREAS, the County desires to encourage the Transferee to continue to operate at the site of the Project and thereby create new jobs and investment in the County.

**NOW, THEREFORE, BE IT RESOLVED THAT:**

The County hereby approves and consents to the transfer from the Companies to the Transferee of all of the Companies' rights and obligations in the Fee Agreement upon such terms and conditions as the Companies and the Transferee may agree, so long as the Transferee fully complies with the terms and provisions of the Fee Agreement and assumes any and all responsibilities and obligations of the Companies thereunder.

The County acknowledges that the Companies complied with the \$10 million minimum investment threshold set forth in Section 2.2(f) of the Fee Agreement prior to the expiration of the Investment Period by investing over \$14 million in the Project. County therefore consents to the modification of Section 4.5 of the Fee Agreement, dealing with reductions in payments of taxes upon removal, condemnation or casualty as to Project property, to provide for maintenance of a \$7 million total fair market value of the Project property, rather than \$10 million, subsequent to the Investment Period.

County further acknowledges and agrees that Transferee is not, unless otherwise provided in writing, assuming any rights or responsibilities of the Companies under any agreement other than the Fee Agreement.

APPROVED AND ADOPTED in a meeting this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

By: \_\_\_\_\_  
Bob Taylor, Chairman, County Council  
Greenville County, South Carolina

By: \_\_\_\_\_  
Joseph M. Kernell, County Administrator of  
Greenville County, South Carolina

[SEAL]

Attest:

By: \_\_\_\_\_  
Theresa B. Kizer, Clerk to County Council  
Greenville County, South Carolina