STATE OF SOUTH CAROLINA	)	
	)	A RESOLUTION
GREENVILLE COUNTY	)	

A RESOLUTION DESIGNATING AND APPROVING TWO SPONSOR AFFILIATES IN SATISFACTION OF THE REQUIREMENTS OF TITLE 12, CHAPTER 44 OF THE SOUTH CAROLINA CODE, SO AS TO ALLOW THE SPONSOR AFFILIATES TO QUALIFY FOR BENEFITS PURSUANT TO A FEE-IN-LIEU OF *AD VALOREM* TAXES ARRANGEMENT WITH GREENVILLE COUNTY, SOUTH CAROLINA; AND OTHER MATTERS RELATED THERETO.

WHEREAS, Greenville County (the "County") is a political subdivision of the State of South Carolina and, as such, has all powers granted to counties by the Constitution and the general law of this State;

WHEREAS, the County, acting by and through its 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 (collectively, the "Fee in Lieu of Tax Act") (i) to enter into agreements with qualifying companies to encourage investment in projects constituting economic development property through which the economic development of the State of South Carolina will be promoted by inducing new and existing manufacturing and commercial enterprises to locate and remain in the State and thus utilize and employ manpower and other resources of the State; and (ii) to covenant with such industry to accept certain fee payments in lieu of *ad valorem* taxes ("FILOT") with respect to such investment;

WHEREAS, the County, acting by and through its County Council, entered into that certain Fee-in-lieu of Ad Valorem Taxes and Incentive Agreement effective September 3, 2013 (the "Original Fee Agreement"), between Greenville County, South Carolina ("County"), Drive Automotive Industries of America, Inc. ("Sponsor"), and Granite REIT America Inc. (formerly known as MI Developments (America) Inc.) ("Granite"), as Sponsor Affiliate, and that First Amendment to Fee Agreement effective November 3, 2015 (the "First Amendment," and together with the Original Fee Agreement, the "Amended Fee Agreement"), among Greenville County, Sponsor, Granite, and Decostar Industries, Inc. ("Decostar"), as an additional Sponsor Affiliate; and

WHEREAS, pursuant to the terms and conditions of the Amended Fee Agreement, South Carolina Becknell Investors 2007 LLC, a Delaware limited liability company ("Becknell"), and Proper Polymers – Greenville, LLC, a Michigan limited liability company ("Proper Polymers" and, together with Becknell, the "Additional Sponsor Affiliates")), have each executed Joinder Agreements, which agreements bind the Additional Sponsor Affiliates to the terms of the Amended Fee Agreement, as required by S.C. Code Ann. § 12-44-130(A).

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

- Section 1. **Approval of Sponsor Affiliates for Purposes of the Act.** The County hereby designates and specifically approves both Becknell and Proper Polymers as Sponsor Affiliates under the Amended Fee Agreement within the meaning of the Act.
- Section 2. **Authorization.** The County Council authorizes the Chairman of the County Council, or the Vice Chairman in the absence of the Chairman, the County Administrator, and the Clerk to County Council, for and on behalf of the County, to take whatever further actions reasonably necessary and prudent to effect the intent of this Resolution.

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Section 3. **Severability.** Should any part, provision, or term of this Resolution be deemed unconstitutional or otherwise unenforceable by any court of competent jurisdiction, such finding or determination shall not affect the rest and remainder of the Resolution or any part, provision or term thereof, all of which is hereby deemed separable.

Section 4. **Repealer Clause.** All orders, resolutions, or any parts of either, in conflict with this Resolution are, to the extent of that conflict, repealed. This Resolution is effective and remains in effect as of its adoption by the County Council.

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Resolved: February, 2016	
	GREENVILLE COUNTY, SOUTH CAROLINA
(SEAL)	Bob Taylor, Chairman Greenville County Council
ATTEST:	Joseph Kernell County Administrator
Teresa B. Kizer, Clerk to Council Greenville County Council	<b>y</b>

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