

## **Joinder Agreement**

Reference is hereby made to that Fee-in-lieu of Tax Agreement effective June 19, 2018 (the "Fee Agreement"), between Greenville County, South Carolina ("County") and International Vitamin Corporation ("Sponsor").

**1. Execution of Joinder to Fee Agreement.**

The undersigned Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("BOA") hereby joins as a party to the Fee Agreement as the owner of certain leased property (the "Leased Property") for the limited purpose of being designated as a Sponsor Affiliate by the Sponsor so that the Leased Property may qualify under the Act for the incentives offered pursuant to the Fee Agreement. The parties agree that BOA shall have no further liability or obligation under the Fee Agreement. The Sponsor represents and warrants to BOA that (i) in accordance with Section 5.13 of the Fee Agreement, BOA has been designated as a Sponsor Affiliate by the Sponsor for purposes of the Leased Property, and such designation has been consented to by the County pursuant to a Resolution adopted by the County on July \_\_\_\_, 2018; (ii) BOA qualifies or will qualify as a Sponsor Affiliate under the Fee Agreement and Section 12-44-30(A)(20) and Section 12-44-130 of the Act; and (iii) BOA shall have all of the rights of a Sponsor Affiliate as set forth in the Fee Agreement.

**2. Consent to Joinder to Amended Fee Agreement.**

Sponsor hereby gives its written consent to the addition of BOA as a Sponsor Affiliate under the Fee Agreement for the limited purpose set forth above as of the date set forth below.

**3. Approval of Sponsor Affiliate.**

The County, by that resolution adopted July \_\_\_\_, 2018, and its written consent hereto approves the designation of BOA as a Sponsor Affiliate under the Fee Agreement.

**4. Capitalized Terms.**

All capitalized terms used but not defined in this Joinder Agreement shall have the meanings set forth in the Fee Agreement.

**5. Governing Law.**

This Joinder Agreement shall be governed by and construed in accordance with the laws of the State of South Carolina, without regard to principles of choice of law.

**[SIGNATURES APPEAR ON FOLLOWING PAGES]**

IN WITNESS WHEREOF, the undersigned has executed this Joinder Agreement to be effective as of the date set forth below.

**BANC OF AMERICA LEASING & CAPITAL, LLC, as Sponsor Affiliate**

\_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Date

IN WITNESS WHEREOF, the undersigned provide written consent to the addition of the above-named entity becoming a Sponsor Affiliate under the Fee Agreement effective as of the date set forth above.

**INTERNATIONAL VITAMIN CORPORATION, as Sponsor**

\_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Date

IN WITNESS WHEREOF, the undersigned provide written consent to the addition of the above-named entity becoming a Sponsor Affiliate under the Fee Agreement effective as of the date set forth above.

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Date