STATE OF SOUTH CAROLINA)	
)	A RESOLUTION
GREENVILLE COUNTY)	

A RESOLUTION DESIGNATING AND APPROVING BANC OF AMERICA LEASING & CAPITAL, LLC, AS A SPONSOR AFFILIATE IN SATISFACTION OF THE REQUIREMENTS OF TITLE 12, CHAPTER 44 OF THE SOUTH CAROLINA CODE, SO AS TO ALLOW THE SPONSOR AFFILIATE TO QUALIFY FOR BENEFITS PURSUANT TO A FEE-IN-LIEU OF *AD VALOREM* TAXES ARRANGEMENT BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA AND INTERNATIONAL VITAMIN CORPORATION; 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 "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 with respect to such investment;

WHEREAS, the County, acting by and through its County Council, entered into that certain Fee-in-lieu of Tax Agreement effective June 19, 2018 (the "Fee Agreement"), between Greenville County, South Carolina ("County") and International Vitamin Corporation ("Sponsor"); and

WHEREAS, Banc of America Leasing & Capital, LLC a Delaware limited liability company ("BOA") intends participate in the investment in the Sponsor's Project (as defined in the Fee Agreement); the Sponsor desires that BOA be designated and approved as a "Sponsor Affiliate" to the Fee Agreement so as to qualify for benefits under the Fee Agreement pursuant to Section 30(20) of the Act; and BOA will enter a Joinder Agreement, in a form substantially similar to that in **Exhibit A**, which agreement binds the Sponsor Affiliate to the terms of the Fee Agreement, as required by Section 130(A) of the Act.

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

Section 1. **Approval of Sponsor Affiliate for Purposes of the Act.** The County hereby designates and specifically approves BOA as a Sponsor Affiliate under the 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.

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.

Resolved: July, 2018		
	GREENVILLE COUNTY, SOUTH CAROLIN	ſΑ
	Butch Kirven, Chairman Greenville County Council	
	Joseph Kernell County Administrator	
(SEAL)		
ATTEST:		
Regina McCaskill, Clerk to Council Greenville County Council		

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