

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

**A RESOLUTION APPROVING AND CONSENTING TO THE TRANSFER AND ASSIGNMENT BY BROOKFIELD 100, LLC TO, AND ASSUMPTION BY, GSP74, LLC OF A CERTAIN EXISTING FEE IN LIEU OF TAX AGREEMENT TO WHICH THE COUNTY IS A PARTY AND OTHER MATTERS RELATING THERETO.**

**WHEREAS**, Greenville County, South Carolina (the “County”), acting by and through its County Council (the “Council”), pursuant to the provisions of the Code of Laws of South Carolina 1976, as amended (the “Code”), particularly Title 12, Chapter 44 of the Code (the “Negotiated FILOT Act”); Title 4, Chapter 1 of the Code (the “Multi-County Park Act”) or, as to Section 4-1-175 thereof, the “Special Source Act”) (collectively, the “Act”) and Ordinance No. 5121 duly enacted by Council on September 3, 2019 (the “FILOT Ordinance”), entered into a Fee-in-Lieu-of-Tax Agreement, dated as of September 3, 2019 (the “Fee Agreement”), pursuant to which Brookfield 100, LLC (the “Assignor”) agreed to make, and the County agreed to accept, negotiated fee in lieu of tax payments (“FILOT”) with respect to certain eligible property (“FILOT Property”) comprising a multi-tenant commercial/industrial facility located within the County (the “Project”); and

**WHEREAS**, the Assignor has entered into a Purchase and Sale Agreement for GSP74, LLC (the “Assignee”) to acquire the FILOT Property owned by the Assignee and in conjunction with the conveyance of the FILOT Property, the Assignor desires to assign and the Assignee desires to assume all of the Assignor’s interest in the FILOT Ordinance, the Fee Agreement and the FILOT Property; and

**WHEREAS**, in accordance with Section 5.09 of the Fee Agreement and the Transfer Provisions defined therein, the Assignor and the Assignee have requested the County’s consent to the assignment by the Assignor and the assumption by the Assignee of the FILOT Ordinance, the Fee Agreement and the FILOT Property

**WHEREAS**, upon the acquisition of the FILOT Property, the Assignee will assume all of the rights and obligations of the Assignor under the Fee Agreement and has agreed to be liable for all fees in lieu of taxes and other payments due thereunder.

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

Section 1. The County hereby approves and consents to (i) the assignment of all of Assignor’s right, title and interest in and to the FILOT Ordinance, the Fee Agreement and the FILOT Property and (ii) the assumption by the Assignee of any and all obligations associated with the FILOT Ordinance, the Fee Agreement and the FILOT Property. Following the assignment and assumption referenced in subsections (i) and (ii) of the previous sentence, the Assignor shall be fully released and discharged from any and all of its obligations under the FILOT Ordinance and Fee Agreement except as to those obligations arising directly from the Assignor’s actions or inactions which occurred prior to the Effective Date of the Assignment.

Section 2. Upon the acquisition of the FILOT Property by the Assignee, the County approves the designation of the Assignee as a sponsor under the Fee Agreement with all the rights and obligations of the Assignee under the Fee Agreement.

Section 3. The provisions of this Resolution are hereby declared to be separable and if any section, phase, 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, phases, and provisions hereunder.

Section 4. The Chairman of the County Council and/or the County Administrator are hereby authorized, empowered and directed to execute the Consent and Agreement to Assignment as an addendum to the FILOT Assignment and Assumption Agreement attached hereto, with such changes as do not adversely impact the County and as are recommended by counsel for the County, in the name of and on behalf of the County, and the Clerk to County Council is hereby authorized and directed to attest the same; and the Chairman of the County Council and/or the County Administrator are hereby further authorized and directed to deliver said executed Consent and Agreement to Assignment to the Assignee. The Chairman of the County Council and/or the County Administrator are hereby further authorized and directed to execute and deliver any other documents as may be necessary or desirable to assist in the assignment of the FILOT Ordinance, the Fee Agreement and the FILOT Property, all as consistent with this Resolution.

Section 5. All orders, resolutions and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed. This resolution shall take effect and be in full force from and after its passage by the County Council.

Section 6. The authorization of the execution and delivery of the Consent and Agreement to Assignment and the other documents or obligations of the County required by the Fee Agreement is subject to the compliance by the County Council with the provisions of the Home Rule Act regarding the procedural requirements for adopting ordinances and resolutions.

*[remainder of page intentionally left blank]*

Done in meeting duly assembled on \_\_\_\_\_, 2020.

**GREENVILLE COUNTY, SOUTH CAROLINA**

\_\_\_\_\_  
Chairman of County Council

\_\_\_\_\_  
County Administrator

Attest:

\_\_\_\_\_  
Clerk to County Council