

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE) TERMINATION OF FEE AGREEMENT

THIS TERMINATION OF FEE AGREEMENT (the “Agreement”), effective as of the 31st day of December, 2019 (the “Effective Date”), by and between GREENVILLE COUNTY, SOUTH CAROLINA, a body politic and corporate and a political subdivision of the State of South Carolina (the “County”) and NATIONAL COUNCIL OF EXAMINERS FOR ENGINEERING AND SURVEYING, a nonprofit entity duly organized and existing under the laws of the State of South Carolina (“NCEES”).

RECITALS:

WHEREAS, pursuant to the authorization granted under Title 12, Chapter 44 (the “Act”) of the Code of Laws of South Carolina, 1976, as amended (the “Code”) and pursuant to 4-1-175 of the Code, Greenville County, South Carolina (the “County”), CH2M Hill, Inc. and HP Greenville, LLC (together, the “Original Sponsors”) entered into that certain Fee in Lieu of Tax Agreement dated October 1, 2016 (the “Fee Agreement”), which provided for certain incentives in order to induce the establishment of a facility used for the purpose of an office project in the County; and

WHEREAS, the Original Sponsors assigned the Fee Agreement to ET III Greenville, LLC, a Missouri limited liability company (“ET III”), pursuant to that certain Assignment Agreement between the Original Sponsors and ET III dated December 20, 2016, which assignment was ratified by the County pursuant to County Resolution No. 1631 dated November 7, 2017; and

WHEREAS, ET III assigned the Fee Agreement to National Council of Examiners for Engineering and Surveying, a South Carolina nonprofit entity (“NCEES”), pursuant to that certain Assignment and Assumption Agreement between ET III and NCEES dated May 10, 2019, which assignment was ratified by the County by resolution on August 20, 2019; and

WHEREAS, current filings with the South Carolina Department of Revenue indicate that the Original Sponsors met and exceeded the investment requirement of \$11,000,000, fulfilling the incentive commitment for the term of the Fee Agreement; and

WHEREAS, the County and NCEES now desire to terminate the Fee Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agree as follows:

1. The Fee Agreement is hereby terminated and neither party hereto shall have any further obligation to the other party under the Fee Agreement as of the Effective Date.
2. Each party hereto, on behalf of itself and each of its successors, assigns, heirs, beneficiaries and agents (the "Releasing Parties"), releases and forever discharges the other party and its successors, heirs, beneficiaries, affiliates, officers, shareholders, directors, employees, agents, successors, and assigns (the "Released Parties") from any and all claims, demands, proceedings, causes of action, court and administrative orders, obligations, contracts, agreements, debts, and liabilities, both at law and in equity, which any of the Releasing Parties now has, has ever had, or may hereafter have against the Released Parties on account of or arising out of any matter, cause, or event occurring in connection with the Fee Agreement.

3. This Agreement constitutes the whole and entire agreement of the parties with respect to the termination of the Fee Agreement. This Agreement supersedes and replaces all prior written and oral agreements by and among the parties with respect to the subject matter of this Agreement.

4. This Agreement may be amended only in writing if signed by all parties hereto and may be executed in counterparts and transmitted by facsimile, a copy of which will constitute an original and all of which together will constitute one and the same Agreement.

5. This Agreement shall be governed by the laws of the State of South Carolina, without regard to any conflicts of law principles that would refer the governance of this Agreement to the laws of another jurisdiction.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the Effective Date.

**NATIONAL COUNCIL OF EXAMINERS FOR
ENGINEERING AND SURVEYING**

Signature: _____

Name: _____

Title: _____

GREENVILLE COUNTY, SOUTH CAROLINA

Signature: _____

Name: Dan Tripp

Title: County Council Chairman

Signature: _____

Name: Joseph M. Kernell

Title: County Administrator