

STATE OF SOUTH CAROLINA )  
COUNTY OF GREENVILLE )

RESOLUTION NO. 2024-\_\_\_\_\_

**A RESOLUTION APPROVING, RATIFYING AND CONSENTING TO THE TRANSFER AND ASSIGNMENT BY GENTHERM (SOUTH CAROLINA) CORPORATION (F/K/A ALFMEIER CORPORATION) AND GENTHERM AUTOMOTIVE, LLC (F/K/A ALFMEIER FRIEDRICHS & RATH LLC) TO, AND ASSUMPTION BY, CIRCLE K HOLDINGS, LLC OF A CERTAIN EXISTING FILOT 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. 4840 duly enacted by Council on October 16, 2016 (the “FILOT Ordinance”), entered into a Fee in Lieu of Tax Agreement, dated as of October 1, 2016 (the “FILOT Agreement”), with GENTHERM (SOUTH CAROLINA) CORPORATION (F/K/A ALFMEIER CORPORATION) and GENTHERM AUTOMOTIVE, LLC (F/K/A ALFMEIER FRIEDRICHS & RATH LLC) (collectively, the “Assignor”) pursuant to which 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”) constituting an expansion of existing facilities in the County for automotive and related products (collectively, the “Project”); and

**WHEREAS**, the FILOT Property has been acquired by Assignee, and the Assignor has assigned to the Assignee all of its interests in the FILOT Ordinance and the FILOT Agreement; and

**WHEREAS**, the Assignee will assume all of the rights and obligations of Assignor under the FILOT Ordinance and the FILOT 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 ratifies, approves and consents to (i) the assignment of all of Assignor’s right, title and interest in and to the FILOT Ordinance, the FILOT Agreement and the FILOT Property and (ii) the assumption by Assignee on and after the assignment of any and all obligations associated with the FILOT Ordinance, the FILOT Agreement and the FILOT Property from and after the date of such assignment. Following the assignment and assumption referenced in subsections (i) and (ii) of the previous sentence, Assignor shall be fully released and discharged from any and all of their respective obligations under the FILOT Ordinance and FILOT Agreement except as those obligations arise directly from Assignor’s actions or inactions which occurred prior to the Effective Date of the Assignment.

**Section 2.** The Chairman of the County Council and the County Administrator are hereby authorized and directed to execute the Consent as an addendum to the Assignment and Assumption of Fee in Lieu of Tax 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. The County Administrator is 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 FILOT Agreement and the FILOT Property, all as consistent with this Resolution.

**Section 3.** 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 4.** The authorization of the execution and delivery of the Consent and the other documents or obligations of the County required by the FILOT 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 \_\_\_\_\_, 2024.

(SEAL)

**GREENVILLE COUNTY, SOUTH CAROLINA**

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

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

ATTEST:

By: \_\_\_\_\_  
Clerk to County Council