

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

**A RESOLUTION AUTHORIZING THE ADDITION OF A SPONSOR AFFILIATE UNDER THE 2018 FEE IN LIEU OF TAX AGREEMENT, AS AMENDED, BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA, AND INTERNATIONAL VITAMIN CORPORATION; AND MATTERS RELATING THERETO.**

**WHEREAS**, Greenville County, South Carolina ("County"), acting by and through its County Council ("County Council") pursuant to Title 4, Chapter 12, Code of Laws of South Carolina, 1976, as amended ("FILOT Act"), entered into a Fee in Lieu of Tax Agreement with International Vitamin Corporation ("IVC") dated June 19, 2018, ("Fee Agreement"); and

**WHEREAS**, the Fee Agreement was amended pursuant to Resolution No. 1956, adopted by the County Council on December 5, 2023, to extend the Investment Period (as defined in the Fee Agreement); and

**WHEREAS**, Section 5.13 of the Fee Agreement provides that IVC may designate one or more Sponsor Affiliates (as defined in the Fee Agreement) to join with IVC in making investments in the Project (as defined in the Fee Agreement), where such Sponsor Affiliate agrees to be bound by the terms and provisions of the Fee Agreement; and

**WHEREAS**, IVC and an affiliated company, MISCKY Industrial 24 II, LLC, (the "Affiliate"), desire that the Affiliate become a Sponsor Affiliate pursuant to Section 5.13 of the Fee Agreement; and

**WHEREAS**, the Affiliate will execute a Joinder Agreement in substantially the same form attached hereto as Exhibit A, by which the Affiliate will agree to be bound by the terms and provisions of the Fee Agreement and be entitled to the benefits provided under the Fee Agreement; and

**WHEREAS**, the County Council desires to provide such consent in order to encourage IVC and the Affiliate to maintain IVC's operations in the County and to make additional investments in the County in the future.

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

SECTION 1. Pursuant to the authority provided under the FILOT Act, the County Council hereby consents, pursuant to Section 5.13 of the Fee Agreement, to the addition of the Affiliate as a Sponsor Affiliate. County Council authorizes the Chairman of County Council, the County Administrator, and the Clerk to County Council to execute a Joinder Agreement in substantially the same form attached as Exhibit A in order to indicate the County's consent to the addition of the Affiliate as a Sponsor Affiliate under the Fee Agreement, and to execute such other documents and to take such other actions as may be necessary or appropriate in connection with the consent provided pursuant to this Resolution.

SECTION 2. 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 County Council.

*[Signature Page to Follow]*

**DONE IN MEETING DULY ASSEMBLED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 2024.**

GREENVILLE COUNTY, SOUTH CAROLINA

(SEAL)

By: \_\_\_\_\_  
Chairman of County Council

By: \_\_\_\_\_  
County Administrator

**ATTEST:**

\_\_\_\_\_  
Clerk to County Council of  
Greenville County, South Carolina

*[Signature Page to Resolution]*

**EXHIBIT A**  
**JOINDER AGREEMENT**