STATE OF SOUTH CAROLINA)
)
GREENVILLE COUNTY)

RESOLUTION No. _____

TO PROVIDE A CERTIFICATION PURSUANT TO THE SOUTH CAROLINA TEXTILE COMMUNITIES REVITALIZATION ACT (S.C. CODE SECTION 12-65-10 ET SEQ.) FOR CERTAIN PROPERTY LOCATED NEAR WEST BLUE RIDGE DRIVE AND OLD BUNCOMBE ROAD, FORMERLY PART OF THE UNION BLEACHERY, IN GREENVILLE, SOUTH CAROLINA.

WHEREAS, Cone Mills Acquisition Group, LLC, a Delaware limited liability company, together with certain related and affiliated entities (the "Developer"), is actively redeveloping various parcels of land totaling approximately 240 acres which constitute a part of the abandoned textile mill facility located in the County of Greenville, State of South Carolina ("County"), formerly known as The Union Bleachery (the "Property"); and

WHEREAS, as part of the redevelopment by Developer, the Property is anticipated to qualify for state income tax credits pursuant to the South Carolina Textiles Communities Revitalization Act (Chapter 65 of Title 12 of the South Carolina Code) (the "Textile Mill Statute"); and

WHEREAS, the Textile Mill Statute provides that it is necessary to encourage private investment and restore and enhance the tax base of the taxing districts in the areas by the redevelopment of these abandoned textile mill sites; and

WHEREAS, Section 12-65-30 of the Textile Mill Statute provides that a taxpayer who rehabilitates an abandoned textile mill site and files a notice of intent to rehabilitate ("Notice of Intent to Rehabilitate") with the South Carolina Department of Revenue is eligible either for a credit against certain income taxes, license fees or premium taxes, or a credit against local property taxes ("Textile Mill Credits"); and

WHEREAS, the Textile Mill Statute contains a detailed definition of the specific property that will qualify as a "textile mill site" and provides for inclusion of land and improvements which were used directly for textile manufacturing operations or ancillary uses, or were located on the same parcel or a contiguous parcel within one thousand feet of any textile mill structure or ancillary uses, provided the Property is located in a distressed area of the County as designated by the applicable Council of Governments (as defined in the Textile Mill Statute); and

WHEREAS, Section 12-65-60 of the Textile Mill Statute permits a taxpayer to request certification of a particular property as a textile mill site by the County in which the property is located and further permits a taxpayer to rely on such a certification if the taxpayer includes a copy of the certification with its relevant initial tax return claiming the Textile Mill Credits; and

WHEREAS, on February 1, 2022, Greenville County Council enacted Resolution No. 1846, which certified the Property as a textile mill site pursuant to Section 12-65-60 of the Textile Mill Statute; and

WHEREAS, on June 16, 2026, the County enacted Resolution No. 2043 which certified a portion of the Property transferred from the Developer to OTT Owner One, LLC, a Delaware limited liability company ("OTT Owner One") as a textile mill site pursuant to Section 12-65-60 of the Textile Mill Statute, thereby ensuring the benefits of the Textile Mill Credits continue to apply to the portion of the Property that was transferred from the Developer to OTT Owner One; and

WHEREAS, the Developer desires to transfer certain additional to-be-determined portions of the Property to the entities listed in **Exhibit A** hereto (the "Co-Developers"); and

WHEREAS, the Co-Developers plan to file one or more Notices of Intent to Rehabilitate, relating to the redevelopment of the Property, with the South Carolina Department of Revenue pursuant to the Textile Mill Statute and to earn certain Textile Mill Credits to be used against certain income, license fees or premium taxes; and

WHEREAS, Developer and Co-Developers have collectively requested a certification of the Property as a textile mill site pursuant to Section 12-65-60 of the Textile Mill Statute from the Greenville County Council; and

WHEREAS, Developer and Co-Developers have advised the County that the Property has not previously received any Textile Mill Credits and thus the redevelopment of the Property remains eligible for earning Textile Mill Credits; and

WHEREAS, the Appalachian Council of Government has certified the Property as being located in a distressed area (**Exhibit B**) consistent with Section 12-65-20(4)(b)(iii) of the Act; and

WHEREAS, the Greenville County Council has, after careful investigation and due deliberation, determined that the redevelopment of the Property will be beneficial to the County, and the County agrees to provide the certification as set forth herein in compliance with Section 12-65-60 of the Textile Mill Statute.

NOW THEREFORE, BE IT RESOLVED by the Greenville County Council:

1. All recitals set forth above are incorporated by reference in this Resolution.

2. Developer and Co-Developers have submitted to the County a request for certification of the Property as an abandoned textile mill site pursuant to Section 12-65-60 of the Textile Mill Statute (the "Request for Certification").

3. The County has reviewed the Request for Certification, conferred with the Developer and the Co-Developers, and conducted a review of its records concerning the Property.

4. The Property was a facility that was used for textile manufacturing, dying or finishing operations and for ancillary uses to those operations as more particularly defined in Section 12-65-20(3) of the Textile Mill Statute.

5. At least eighty percent of the Textile Mill structures on the Property were closed continuously to business or otherwise nonoperational as a Textile Mill since 2003, which is more than twelve (12) consecutive months and therefore, the Property is "abandoned" as defined in Section 12-65-20(1) of the Textile Mill Statute.

6. The geographic area of the Property constitutes a textile mill site consistent with Section 12-65-20(4) of the Textile Mill Statute.

7. In accordance with Section 12-65-30(D) of the Textile Mill Statute, (i) the Property has not previously received tax credits under the Textile Mill Statute and (ii) none of the Developer, the Co-Developers, or any affiliate of Developer or the Co-Developers owned the Property when it was operational and immediately prior to its abandonment.

8. That this Resolution is intended to comply with the certification requirements set forth in Section 12-65-60 of the Textile Mill Statute.

9 This Resolution provides no property tax relief whatsoever, and the County approves this resolution with the understanding Developer and the Co-Developers will take any credits against State income taxes; further the County expresses no opinion regarding the availability of same to Developer and the Co-Developers beyond the certification contained herein.

BE IT FURTHER RESOLVED THAT this Resolution shall take effect upon its adoption.

DONE IN REGULAR MEETING THIS SEVENTEENTH DAY OF NOVEMBER, 2026.

_____
Benton Blount, Chairman
Greenville County Council

ATTEST:

_____
Regina McCaskill
Clerk to Council

_____
Joseph M. Kernell
County Administrator

EXHIBIT A

LIST OF CO-DEVELOPERS

Name of Affiliate	State of Organization	Entity Type
OTT OWNER TWO, LLC	Delaware	LLC
OTT OWNER THREE, LLC	Delaware	LLC
OTT OWNER FOUR, LLC	Delaware	LLC
OTT OWNER FIVE, LLC	Delaware	LLC
OTT OWNER SIX, LLC	Delaware	LLC
OTT OWNER SEVEN, LLC	Delaware	LLC
OTT OWNER EIGHT, LLC	Delaware	LLC
OTT OWNER NINE, LLC	Delaware	LLC
OTT OWNER TEN, LLC	Delaware	LLC
OTT OWNER ELEVEN, LLC	Delaware	LLC
OTT OWNER TWELVE, LLC	Delaware	LLC
OTT OWNER THIRTEEN, LLC	Delaware	LLC
OTT OWNER FOURTEEN, LLC	Delaware	LLC
OTT OWNER FIFTEEN, LLC	Delaware	LLC
OTT OWNER SIXTEEN, LLC	Delaware	LLC
OTT OWNER SEVENTEEN, LLC	Delaware	LLC
OTT OWNER EIGHTEEN, LLC	Delaware	LLC
OTT OWNER NINETEEN, LLC	Delaware	LLC
OTT OWNER TWENTY, LLC	Delaware	LLC

EXHIBIT B

LETTER FROM APPALACHIAN COUNCIL OF GOVERNMENTS