RESOLUTION No. _____

APPROVING, CONSENTING TO, AND RATIFYING THE ASSIGNMENT TO, AND ASSUMPTION BY, 1172 BRACKEN ROAD, LLC OF THAT CERTAIN FEE IN LIEU OF TAX AGREEMENT BY AND BETWEEN GREENVILLE COUNTY, SOUTH CAROLINA AND UPSTATE TRADE CENTER PROPERTY OWNER LP

WHEREAS, Greenville County, South Carolina (the "County"), acting by and through its County Council (the "Council"), is authorized by the Code of Laws of South Carolina, 1976, as amended (the "Code"), particularly Title 12, Chapter 44 (the "FILOT Act"): (i) to enter into a fee agreement with companies meeting the requirements of the FILOT Act, which identifies certain property of such companies as economic development property, to induce such companies to locate in the State of South Carolina (the "State") and to encourage companies now located in the State to expand their investments and thus make use of and employ workers and other resources of the State; and (ii) to covenant with such companies to accept certain fees in lieu of ad valorem tax payments with respect to projects in the County; and

WHEREAS, The County, acting by and through Council, pursuant to the provisions of the Code and specifically the FILOT Act, previously entered into that certain Fee in Lieu of Tax Agreement dated January 16, 2024 (the "Fee Agreement") between the County and Upstate Trade Center Property Owner LP, a Delaware limited partnership ("UTC"), a true and correct copy thereof is attached as **Exhibit A** hereto, relating to certain investments in economic development property in the County, pursuant to which, amongst other things, UTC committed to invest, in the aggregate, at least $23,000,000 in the County ("Project"), and agreed to make, and the County agreed to accept, fee in lieu of tax payments with respect to property eligible for such an arrangement ("Economic Development Property"); and

WHEREAS, On or before December 31, 2026 ("Closing Date"), UTC desires to transfer to 1172 Bracken Road LLC, a Delaware limited liability company ("Bracken Road"), all of UTC's right, title, and interest in and to the Project, including without limitation the Real Property (as defined in the Fee Agreement) and any property that has become or is eligible to become Economic Development Property under the FILOT Act (collectively the "Transferred Property"); and

WHEREAS, On or before the Closing Date, the UTC desires to assign and convey all of its' right, title, and interest in, to, and under the Fee Agreement with respect to the Transferred Property to Bracken Road effective as of the Closing Date, on the contingency that the Transferred Property is successfully conveyed by UTC to Bracken Road on or before the Closing Date (the "Assignment"); pursuant to that certain assignment agreement entered into between UTC and Bracken Road as of December 1, 2026, and attached hereto as **Exhibit B** ("Assignment Agreement"); and

WHEREAS, UTC and Bracken Road have requested that the County approve, consent to, and ratify the Assignment in accordance with section 5.09 of the Fee Agreement and Section 12-44-120 of the South Carolina Code of Laws, 1976, as amended.

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

Section I. **Definitions.** For purposes of this Resolution, the term "Affiliate(s)" shall mean, with respect to any entity, an entity that is controlled by, owned directly or indirectly and in whole or in part by, or under common control with, such entity.

Section 2. **County Approval, Consent, and Ratification.** Contingent on the transfer of the Transferred Property from UTC to Bracken Road occurring by no later than December 31, 2026, the County hereby approves, consents to, and ratifies the Assignment and acknowledges UTC has assigned the Fee Agreement to Bracken Road (or to one or more of its Affiliates), as it relates to the Transferred Property, and Bracken Road (or one or more of its Affiliates) has assumed those relevant terms, covenants, conditions and agreements of the Fee Agreement from UTC, as such relate to the Transferred Property, and Bracken Road (or one or more of its Affiliates) has assumed UTC's obligations under the Fee Agreement as it relates to the Transferred Property, all as more particularly described in the Assignment Agreement attached hereto as **Exhibit B**, which is incorporated herein by reference as if it was fully set forth herein.

Section 3. **Further Documentation.** The Council and the County's duly authorized representatives shall take such action as may be necessary to effectuate the action herewith taken and the Assignment. The Chair of County Council is hereby authorized and directed, in the name and on behalf of the County, to execute such other documents, agreements, affidavits and certificates (including any estoppel certificates), and the Clerk of County Council and County Administrator are each hereby authorized to attest the same, and to deliver such other documents, agreements, affidavits, and certificates to Bracken Road (or to one or more of its Affiliates), in order to consummate the transactions contemplated by this Resolution.

Section 4. **Miscellaneous.**

(a) The Chair of County Council and all other appropriate officials of the County are hereby authorized to execute, deliver and receive any other agreements and documents as may be required by the County in order to carry out, give effect to and consummate the transactions authorized by this Resolution;

(b) This Resolution shall be construed and interpreted in accordance with the laws of the State of South Carolina;

(c) This Resolution shall become effective immediately upon approval by the Council following reading before Council;

(d) The provisions of this Resolution are hereby declared to be severable and if any section, phrase or provision shall for any reason be declared by a court of competent jurisdiction to be invalid or unenforceable, that declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereunder; and

(e) All ordinances, resolutions and parts thereof in conflict herewith are, to the extent of the conflict, hereby repealed.

DONE IN REGULAR MEETING THIS 1st DAY OF DECEMBER, 2026.

GREENVILLE COUNTY, SOUTH CAROLINA

(SEAL)

By:_____
Name: Benton Blout
Title Chair, Greenville County Council

By:_____
Name: Joseph M. Kernell
Title Greenville County Administrator

ATTEST:

By: _____
Name: _____
Title: Clerk to Council, Greenville County Council

Exhibit A

Copy of Fee Agreement

[to be attached]

Exhibit B

Agreement as to Assignment and Assumption of Fee In Lieu of Tax Agreement

[to be attached]