

**STATE OF SOUTH CAROLINA**

**ORDINANCE NUMBER 15-01**

**COUNTY OF DORCHESTER**

AN ORDINANCE AUTHORIZING (1) THE EXECUTION AND DELIVERY OF A SECOND AMENDMENT TO THE FEE AGREEMENT BY AND BETWEEN DORCHESTER COUNTY, SOUTH CAROLINA (THE "COUNTY") AND KNIGHT'S CONCRETE PRODUCTS, INC. DATED AS OF DECEMBER 19, 2003, AS AMENDED, TO PROVIDE FOR A REDUCTION TO THE MINIMUM INVESTMENT REQUIREMENT SET FORTH THEREIN; AND (2) OTHER MATTERS RELATING THERETO.

**WHEREAS**, Dorchester County, South Carolina ( the "County"), acting by and through its County Council (the "Council"), is authorized and empowered under and pursuant to the provisions of the Code of Laws of South Carolina 1976, as amended (the "Code"), particularly Title 12, Chapter 44 thereof (the "Act") and Title 4, Chapter 1 of the Code (the "Multi-County Park Act" or, as to Section 4-1-175 thereof, the "Special Source Act") and by Article VIII, Section 13(D) of the South Carolina Constitution: (i) to enter into a fee agreement with companies meeting the requirements of the 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 manpower and other resources of the State; (ii) to covenant with such investors to accept certain payments-in-lieu-of-taxes with respect to a project; (iii) to provide to such investors special source revenue credits against their payments-in-lieu-of-taxes ("Special Source Revenue Credits") to reimburse such investors for expenditures in connection with infrastructure serving the County or improved or unimproved real estate and personal property, including machinery and equipment, used in the operation of a manufacturing or commercial enterprise, all in order to enhance the economic development of the County; and (iv) to create, in conjunction with one or more other counties, a multi-county industrial or business park ("Multi-County Industrial Park"), in part, in order to facilitate the grant of Special Source Revenue Credits; and

**WHEREAS**, the County, pursuant to the Act, the Multi-County Park Act, and the Special Source Act, and Ordinance No. 03-08 duly enacted by the Council on November 17, 2003, previously entered into that certain Fee Agreement with Knight's Concrete Products, Inc., a corporation organized and existing under the laws of the State of South Carolina (the "Company"), dated as of December 19, 2003 (the "Original Fee Agreement"), and pursuant to Ordinance No. 13-01 duly enacted by the Council on March 4, 2013, previously entered into that certain First Amendment to the Original Fee Agreement (the "First Amendment" and, together with the Original Fee Agreement, as amended by the First Amendment, collectively referred to herein as the "Fee Agreement"), pursuant to which, amongst other things, the Company has agreed to make, and the County has agreed to accept, certain payments-in-lieu-of-taxes with respect to certain facilities located within the County (as defined in the Fee Agreement, the "Project") and the County has agreed to provide the Company and the Project with the benefits of certain Special Source Revenue Credits and to include the Project in a Multi-County Park; and

**WHEREAS**, as of the effective date of the Original Fee Agreement, and as reflected by the Original Fee Agreement, Sections 12-44-30(14) and 12-44-140(C) of the Act previously required (i) a minimum investment in the Project of at least \$5,000,000 during the Investment Period; and (ii) that such minimum level of investment in the Project be maintained during the term of the payments-in-lieu-of-taxes arrangement set forth in the Original Fee Agreement: and

**WHEREAS**, the Company did invest, or cause to be invested, at least \$5,000,000 in the Project during the Investment Period; and

**WHEREAS**, since the effective date of the Original Fee Agreement, Section 12-44-30(14) of the Act, and by correlation, Section 12-44-140(C) of the Act, have been amended to reduce the above-referenced minimum investment requirement from \$5,000,000 to \$2,500,000; and

**WHEREAS**, in consideration of the continued employment by the Company within the County, the support of the County's tax base, and other benefits to the County stemming from the Project, the County has determined to provide for a reduction of the minimum investment requirement applicable to the Project under the Fee Agreement from \$5,000,000 to \$2,500,000 as set forth herein and in a Second Amendment to Fee Agreement by and between the County and the Company (the "Second Amendment"), the form of which is presented to this meeting, and which Second Amendment is to be dated as of February 2, 2015 or such other date as the parties may agree; and

**WHEREAS**, it appears that the Second Amendment now before this meeting is in appropriate form and is an appropriate instrument to be executed and delivered by the County for the purposes intended.

**NOW, THEREFORE, BE IT ORDAINED** by the Council in meeting duly assembled as follows:

**Section 1.** The form, terms and provisions of the Second Amendment presented to this meeting and filed with the Clerk to the Council, including, without limitation, the provisions regarding the reduction of the minimum investment requirement applicable to the Project set forth therein, are hereby approved and all of the terms, provisions and conditions of the Second Amendment are hereby incorporated herein by reference as if the Second Amendment was set out in this Ordinance in its entirety. The Chairman of the Council is hereby authorized, empowered, and directed to execute the Second Amendment in the name and on behalf of the County; the Clerk to the Council is hereby authorized and directed to attest the same; and the Chairman of the Council is further authorized, empowered, and directed to deliver the Second Amendment to the Company.

**Section 2.** The Second Amendment is to be in substantially the form now before this meeting and hereby approved, or with such changes therein as shall be not be materially adverse to the County or the Company and as shall be approved by the officials of the County executing the same, upon advice of legal counsel, their execution thereof to constitute conclusive evidence

of their approval of any and all changes or revisions therein from the form of Second Amendment now before this meeting.

**Section 3.** The Chairman of County Council and the County Administrator, for and on behalf of the County, are hereby each authorized and directed to do any and all things necessary to effect the execution and delivery of the Second Amendment, and the performance of all obligations of the County under and pursuant to the Second Amendment, and to carry out the transactions contemplated thereby and by this Ordinance.

**Section 4.** The consummation of all transactions contemplated by the Second Amendment is hereby approved.

**Section 5.** This Ordinance shall be construed and interpreted in accordance with the laws of the State of South Carolina.

**Section 6.** The provisions of this Ordinance are hereby declared to be separable and if any section, phrase or provision shall for any reason be declared by a court of competent jurisdiction to be invalid or unenforceable, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereunder.

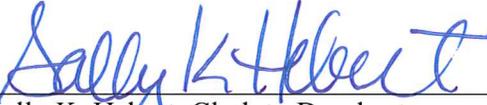
**Section 7.** All orders, resolutions, ordinances and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Ordinance shall take effect and be in full force from and after its passage and approval.

**DONE, RATIFIED AND ENACTED** this 2<sup>nd</sup> day of February, 2015.

**DORCHESTER COUNTY, SOUTH CAROLINA**

  
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C. David Chinnis, Chairman, Dorchester County  
Council

ATTEST:

By:   
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Sally K. Hebert, Clerk to Dorchester  
County Council

First Reading: January 5, 2015  
Second Reading: January 20, 2015  
Public Hearing: February 2, 2015  
Third Reading: February 2, 2015