

STATE OF SOUTH CAROLINA)
)
DARLINGTON COUNTY)

RESOLUTION NO. 679

APPROVING DOGWOOD CREEK LAND HOLDINGS, LLC AS A SPONSOR AFFILIATE FOR THE FEE AGREEMENT BETWEEN DARLINGTON COUNTY, SOUTH CAROLINA, AND DARLINGTON SOLAR SC, LLC, DATED AS OF OCTOBER 5, 2015; AND OTHER RELATED MATTERS.

WHEREAS, Darlington County, South Carolina ("County"), and Darlington Solar SC, LLC (the "Company") previously entered into a Fee Agreement dated as of October 5, 2015 ("Fee Agreement"); and

WHEREAS, Dogwood Creek Land Holdings, LLC: (a) is affiliated with the Company; and (b) has participated, or intend to participate, in the investment in the Project subject to the Fee Agreement (the "Project"), and therefore may qualify as Sponsor Affiliates pursuant to Title 12, Chapter 44, Code of laws of South Carolina 1976, as amended (collectively, "Act"), and particularly Section 12-44-130 thereof, and the Fee Agreement; and

WHEREAS, the Company desires to cause Dogwood Creek Land Holdings, LLC to qualify as a Sponsor Affiliate under the Act and the Fee Agreement, such that, to the extent permitted by law, investment by it in the Project for the year ending December 31, 2015, and going forward within the investment period as provided in the Fee Agreement, shall qualify under the Fee Agreement and the Act, and the County is agreeable to that;

NOW, THEREFORE, BE IT RESOLVED by the County Council of Darlington County:

Section 1. The County approves Dogwood Creek Land Holdings as a Sponsor Affiliate as contemplated under the Act and the Fee Agreement such that, to the extent permitted by the Act, investment by it in the Project for the year ending December 31, 2015, and going forward within the investment period as provided in the Fee Agreement, shall qualify as that of a Sponsor Affiliate under the Fee Agreement and the Act.

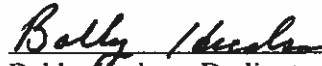
Section 2. The Council authorizes the County Administrator, other County staff, and the County Attorney, along with any designees and agents who any of these officials deem necessary and proper, in the name of and on behalf of the County (each an "Authorized Individual"), to take such actions as they deem reasonably necessary and prudent to effect the intent of this Resolution.

Section 3. Should any part, provision, or term of this Resolution be deemed unconstitutional or otherwise unenforceable by any court of competent jurisdiction, such finding or determination shall not affect the rest and remainder of the Resolution or any part, provision, or term thereof, all of which is hereby deemed separable.

Section 4. All orders, resolutions, or any parts of either, in conflict with this Resolution are, to the extent of that conflict, repealed. This Resolution is effective and remains in effect as of its adoption by the County Council.

Resolved this 6th day of November, 2017.

DARLINGTON COUNTY, SOUTH CAROLINA



Bobby Hudson, Darlington County Council
Chairman

(SEAL)
ATTEST:



J. Janet Bishop, Clerk to Council
Darlington County Council