

STATE OF SOUTH CAROLINA)
)
COUNTY OF DARLINGTON)

RESOLUTION NO. 682

A RESOLUTION AUTHORIZING THE APPROVAL OF DARLINGTON POLYMER PROCESSING LLC AS A SPONSOR AFFILIATE UNDER THE FEE IN LIEU OF TAX AGREEMENT BETWEEN DARLINGTON COUNTY, SOUTH CAROLINA AND POLYQUEST, INC. DATED AS OF NOVEMBER 1, 2010 AND AMENDED AS OF JULY 5, 2011 AND DECEMBER 1, 2014; THE INCLUSION OF INVESTMENTS BY THE SPONSOR AFFILIATE UNDER THE FEE AGREEMENT; AND OTHER MATTERS RELATED THERETO.

WHEREAS, DARLINGTON COUNTY, SOUTH CAROLINA (the "County"), acting by and through its County Council (the "County Council"), entered into a Fee in Lieu of Tax Agreement with **POLYQUEST, INC.** (the "Company") dated as of November 1, 2010 providing for a fee in lieu of tax arrangement under and pursuant to the provisions of Title 12, Chapter 44 of the Code of Laws of South Carolina 1976, as amended (the "FILOT Act"); and

WHEREAS, the County and the Company entered into an amendment to the Fee Agreement on July 5, 2011, and a Second Amendment to Fee Agreement dated December 1, 2014 (as amended, the "Fee Agreement"); and

WHEREAS, the Company anticipates that a portion of the investments contemplated by the Fee Agreement will be made by Darlington Polymer Processing LLC (the "Sponsor Affiliate"), and that such change relates to a change in the entities making the investments but does not alter the scope of the project as described in the Fee Agreement; and

WHEREAS, the FILOT Act provides that the investments of the Sponsor Affiliate are eligible for inclusion as a part of the "Project" and "Economic Development Property" as the FILOT Act defines such terms, provided that the minimum investment requirements and any other applicable provisions of the FILOT Act are satisfied with respect to such entities; and

WHEREAS, the Company has requested that the County approve the Sponsor Affiliate as a "Sponsor Affiliate" under the Fee Agreement such that the investments of the Sponsor Affiliate are part of the "Project" and "Economic Development Property," as the Fee Agreement defines such terms; and

WHEREAS, the Company has further requested that the County approve the inclusion of the investments of the Sponsor Affiliate as the investments of the Company as described in the Fee Agreement; and

WHEREAS, the County Council has considered these requests and has agreed to provide such approvals, which are consistent with the underlying intent of the Fee Agreement to promote the economic development of the County; and

WHEREAS, the County Council has caused to be prepared and presented to this meeting this resolution, which the County Council concludes is an appropriate resolution to be executed and delivered or approved by the County for the purposes intended.

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

Section 1. The County Council hereby approves the Sponsor Affiliate as a "Sponsor Affiliate" under the Fee Agreement such that the investments of the Sponsor Affiliate are part of the "Project" and "Economic Development Property," as the Fee Agreement defines such terms.

Section 2. The County Council hereby approves the inclusion of the investments of the Sponsor Affiliate as the investments of the Company as described in the Fee Agreement.

Section 3. The Third Amendment to Fee Agreement attached hereto as Exhibit A (the "Third Amendment") is hereby approved, together with such changes as are not materially adverse to the County, and the County Administrator and Clerk to Council, for and on behalf of the County, are hereby authorized and directed to do any and all things necessary to effect the execution and delivery of this resolution, the Third Amendment, and any further documentation necessary to effectuate the intentions of the County Council as reflected in this resolution.

Section 4. The provisions of this resolution are hereby declared to be separable and if any section, phrase or provisions 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 5. All ordinances, 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 the County Council.

BE IT RESOLVED this 2nd day of January, 2018.

DARLINGTON COUNTY, SOUTH CAROLINA

(SEAL)


By: Bobby Hudson
Bobby Hudson, Chairman
Darlington County Council

Attest:

By: J. Janet Bishop
J. Janet Bishop, Clerk to Council
Darlington County, South Carolina

STATE OF SOUTH CAROLINA)
)
COUNTY OF DARLINGTON)

I, the undersigned Clerk to County Council of Darlington County, South Carolina, do hereby certify that attached hereto is a true, accurate and complete copy of a resolution which was approved by the County Council at its meeting on January 2, 2018, at which meeting a quorum of members of County Council were present and voted, and an original of which resolution is filed in the permanent records of the County Council.


J. JaNat Bishop, Clerk to Council
Darlington County, South Carolina

Dated: January 2, 2018

EXHIBIT A

THIRD AMENDMENT TO FEE AGREEMENT

DARLINGTON COUNTY, SOUTH CAROLINA

(SEAL)

By: Bobby Hudson
Bobby Hudson, Chairman
Darlington County Council

Attest:

By: J. Janet Bishop
J. Janet Bishop, Clerk to Council
Darlington County, South Carolina

POLYQUEST, INC.

Signature: _____
Name: _____
Title: _____

QUEST HOLDINGS, LLC

Signature: _____
Name: _____
Title: _____

DARLINGTON POLYMER PROCESSING LLC

Signature: _____
Name: _____
Title: _____