

STATE OF SOUTH CAROLINA)

) **ORDINANCE NO. 25-23**

COUNTY OF DARLINGTON)

AN ORDINANCE AUTHORIZING THE FIRST AMENDMENT OF THAT CERTAIN FEE-IN-LIEU OF AD VALOREM TAXES AGREEMENT BY AND BETWEEN DARLINGTON COUNTY, SOUTH CAROLINA AND THROWBACK SOLAR, LLC, RELATING TO, WITHOUT LIMITATION, THE INCLUSION OF CERTAIN ADDITIONAL PARCELS OF REAL PROPERTY AS PART OF THE PROJECT FOR THE LIMITED PURPOSE OF INSTALLING SUBSTATION, SWITCHYARD, AND ASSOCIATED ELECTRIC WIRING NECESSARY FOR GRID CONNECTVITY AND NOT FOR THE INSTALLATION OF ANY ADDITIONAL SOLAR PANELS; AUTHORIZING THE EXPANSION OF THE BOUNDARIES OF A MULTI-COUNTY INDUSTRIAL OR BUSINESS PARK TO INCLUDE CERTAIN ADDITIONAL PARCELS OF REAL PROPERTY IN CONNECTION WITH THE PROJECT, AND OTHER RELATED MATTERS.

WHEREAS, Darlington County, South Carolina (the “County”), acting by and through its County Council (the “County Council”) is authorized by Title 12 and Chapter 44 of the Code of Laws of South Carolina 1976, as amended (collectively “Act”), and Article VIII, Section 13 of the South Carolina Constitution (i) to enter into agreements with qualifying companies to encourage investment in projects constituting economic development property through which the economic development of the State of South Carolina (the “State”) will be promoted by inducing new and existing manufacturing and commercial enterprises to locate and remain in the State and thus utilize and employ manpower and other resources of the State; (ii) to covenant with such industry to accept certain fee payments in lieu of *ad valorem* taxes (“FILOT”) with respect to such investment (“FILOT Payments”); (iii) under Section 4-1-170 of the Code of Laws of South Carolina 1976, as amended (“MCIP Act”), to create multi-county industrial parks with one or more contiguous counties and include certain properties therein, and, in its discretion, include within the boundaries of these parks the property of qualifying industries, and under the authority provided in the MCIP Act, the County has created previously a multi-county park with Florence County, South Carolina (“Park”) through that “Agreement Governing the Darlington-Florence Industrial Park” dated April 21, 2016 (the “Park Agreement”); (iv) to provide credits to qualifying companies to offset qualifying infrastructure related expenditures pursuant to Sections 4-1-175, 4-29-68 and 12-44-70 of the Code of Laws of South Carolina 1976, as amended (“Infrastructure Credit Act”); and

WHEREAS, pursuant to Ordinance #24-17 adopted by the County Council on November 4, 2024, the County entered into a fee-in-lieu of *ad valorem* taxes agreement with Throwback Solar, LLC (the “Company”) (the “Fee Agreement”), whereby the County provided therein for a payment of a fee-in-lieu-of *ad valorem* taxes with respect to its planned development of a utility scale solar facility in the County (“Project”), and provided for certain infrastructure credits to be claimed by the Company against certain payments of fees-in-lieu-of taxes with respect to the Project pursuant to the Infrastructure Credit Act; and

WHEREAS, the Company requests and the County desires to make a certain amendment to the Fee Agreement to reflect the inclusion of approximately 135 additional acres of real property (as further described on **Exhibit A**) (“2025 Project Property”) under the Fee Agreement (as well as placement of the 2025 Project Property into the Park); and

WHEREAS, pursuant to the MCIP Act and the Park Agreement, the County desires to authorize the inclusion of the 2025 Project Property within the Project and into the Park and ensure that the Project (as so expanded to include the 2025 Project Property) remains within the Park or, if applicable, within any other multi-county park created under the MCIP Act for no less than the term of the Fee Agreement, as amended; and

WHEREAS, the County Council has caused to be prepared and presented to this meeting the form of an amendment to the Fee Agreement, attached hereto as **Exhibit B** (the “First Amendment”), which is reflective of the amendments to the Fee Agreement requested by the Company and which the County proposes to authorize, approve, execute and deliver to the Company; and

WHEREAS, it appears that the First Amendment above referred to, which is now before this meeting, is in appropriate form and is an appropriate instrument to be authorized, approved executed and delivered by the County for the purposes intended.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNTY COUNCIL OF DARLINGTON COUNTY, SOUTH CAROLINA, IN MEETING DULY ASSEMBLED:

Section 1. Statutory Findings and Determinations. The County hereby finds and determines that the terms of the First Amendment would directly and substantially benefit the general public welfare of the County by inducing the Company to make further investment in the County, thereby providing for the increase of the ad valorem tax base of the County, and service, employment or other public benefits not otherwise provided locally; that the terms of the First Amendment gives rise to no pecuniary liability of the County or incorporated municipality or a charge against the general credit or taxing power of either; that the purposes to be accomplished by the terms of the First Amendment, i.e., economic development, and addition to the tax base of the County, are proper governmental and public purposes; and the inducement of continued utilization of the Project which is located in the County and State are of paramount importance and the benefits of the terms of the First Amendment will be greater than the costs.

Section 2. Approval of First Amendment. The First Amendment is approved as follows:

(a) The form, terms, and provisions of the First Amendment presented to this meeting and filed with the Clerk to County Council (the “Clerk”) are approved and all of the terms, provisions, and conditions of the First Amendment are incorporated by reference. The Chairman of the County Council (the “Chairman”) and the Clerk are authorized, empowered, and directed to execute, acknowledge, and deliver the First Amendment in the name of the County. The Chairman and the Clerk are further authorized, empowered, and directed to cause the First Amendment to be delivered to the Company.

(b) The First Amendment to be executed on behalf of the County shall be in substantially the form now before the County Council and shall include only changes that are

approved by the County officials executing the First Amendment. The County officials shall first consult counsel to the County (the "County Attorney") with respect to any changes to the First Amendment. The execution of the First Amendment by the County officials shall constitute conclusive evidence that they have approved all changes to or revisions of the First Amendment now before this meeting.

(c) If under the First Amendment or the Act any future actions of the Company (including, without limitation, the supplementation of the exhibits thereto and/or any assignments of the Project) require the approval of the County, such approval can be given on behalf of the County by the Chairman or the Darlington County Administrator (the "County Administrator") upon affirmative resolution of the County Council to the extent permitted by law. The County officials shall first consult the County Attorney with respect to such approval. The execution of a written approval by County officials shall constitute conclusive evidence that the County has approved the respective actions of the Company.

Section 3. Execution of First Amendment. The Chairman, the County Administrator, and the Clerk are each authorized and directed to do all things reasonably necessary to effect the execution and delivery of the First Amendment and the County's performance of its obligations under the First Amendment.

Section 4. Amendment to Multi-County Park. The County hereby agrees to amend the Agreement Governing the Darlington-Florence Industrial Park dated April 21, 2016 to include the 2025 Project Property. The County Council hereby approves the Amendment to Agreement Governing the Darlington-Florence Industrial Park to Include Project Rob II Properties (the "MCIP Amendment") attached hereto as Exhibit C. The Chairman and the Clerk are authorized, empowered, and directed to execute, acknowledge, and deliver the MCIP Amendment in the name of the County. The Chairman and the Clerk are further authorized, empowered, and directed to cause the MCIP Amendment to be delivered to the Company and to Florence County. The MCIP Amendment to be executed on behalf of the County shall be in substantially the form now before the County Council and shall include only changes that are approved by the County officials executing the MCIP Amendment. The County officials shall first consult counsel to the County Attorney with respect to any changes to the MCIP Amendment. The execution of the MCIP Amendment by the County officials shall constitute conclusive evidence that they have approved all changes to or revisions of the MCIP Amendment now before this meeting.


Section 5. Severability. The provisions of this Ordinance are declared to be separable. If any section, phrase, or provision shall be declared by a court of competent jurisdiction to be invalid or unenforceable for any reason, the remaining sections, phrases, and provisions of the Ordinance shall remain valid.

Section 6. Repeal of Conflicting Ordinances. All orders, resolutions, and other ordinances in conflict with this Ordinance are repealed to the extent of such conflict.

[signature page to follow]


This Ordinance takes effect and is in full force only after the County Council has approved this Ordinance following three readings and a public hearing.

DARLINGTON COUNTY, SOUTH CAROLINA

By: 
Bobby Hudson, Chairman
Darlington County Council

(SEAL)

Attest this 1 day of December, 2025


J. Janet Bishop
Clerk to Council, Darlington County Council

First Reading: October 6, 2025

Second Reading: November 3, 2025

Public Hearing: November 3, 2025

Third Reading: December 1, 2025

EXHIBIT A

LEGAL DESCRIPTION OF PROJECT PROPERTY

2024 Project Property

All or a portion of that parcel of real property, with improvements thereon, located in Darlington County, South Carolina, identified by tax map numbers:

1. 031-00-01-001; and
2. 032-00-01-002;

2025 Project Property

All or a portion of that parcel of real property, with improvements thereon, located in Darlington County, South Carolina, identified by tax map numbers:

1. 032-00-01-025;
2. 032-00-01-043; and
3. 032-00-01-053;

EXHIBIT B

FIRST AMENDMENT

FIRST AMENDMENT
FEE-IN-LIEU OF *AD VALOREM* TAXES AGREEMENT
ORIGINALLY DATED AS OF JANUARY 1, 2025
BY AND BETWEEN
THROWBACK SOLAR, LLC
AND
DARLINGTON COUNTY, SOUTH CAROLINA

[•]

FIRST AMENDMENT TO FEE AGREEMENT

THIS FIRST AMENDMENT TO FEE-IN-LIEU OF *AD VALOREM* TAXES AGREEMENT (this “*First Amendment*”) is made and entered into as of [●], by and between DARLINGTON COUNTY, SOUTH CAROLINA (the “*County*”), a body politic and corporate and a political subdivision of the State of South Carolina, acting by and through its County Council (the “*County Council*”) as governing body of the County, and Throwback Solar, LLC as (“*Sponsor*”), along with any affiliated or related entities, assigns, and sponsor affiliates (together with Sponsor, the “*Company*”, and, together with the County, the “*Parties*”, each a “*Party*”).

WITNESSETH:

WHEREAS, Darlington County, South Carolina (the “*County*”), acting by and through its County Council (the “*County Council*”) is authorized by Title 12 and Chapter 44 of the Code of Laws of South Carolina 1976, as amended (collectively “*Act*”), and Article VIII, Section 13 of the South Carolina Constitution (i) to enter into agreements with qualifying companies to encourage investment in projects constituting economic development property through which the economic development of the State of South Carolina (the “*State*”) will be promoted by inducing new and existing manufacturing and commercial enterprises to locate and remain in the State and thus utilize and employ manpower and other resources of the State; (ii) to covenant with such industry to accept certain fee payments in lieu of *ad valorem* taxes (“*FILOT*”) with respect to such investment (“*FILOT Payments*”); (iii) under Section 4-1-170 of the Code of Laws of South Carolina 1976, as amended (“*MCIP Act*”), to create multi-county industrial parks with one or more contiguous counties and include certain properties therein, and, in its discretion, include within the boundaries of these parks the property of qualifying industries, and under the authority provided in the *MCIP Act*, the County has created previously a multi-county park with Florence County, South Carolina (“*Park*”) through that “*Agreement Governing the Darlington-Florence Industrial Park*” dated April 21, 2016 (the “*Park Agreement*”); (iv) to provide credits to qualifying companies to offset qualifying infrastructure related expenditures pursuant to Sections 4-1-175, 4-29-68 and 12-44-70 of the Code of Laws of South Carolina 1976, as amended (“*Infrastructure Credit Act*”); and

WHEREAS, pursuant to Ordinance #24-17 adopted by the County Council on November 4, 2024, the County entered into a fee-in-lieu of *ad valorem* taxes agreement with Throwback Solar, LLC (the “*Company*”) (the “*Fee Agreement*”), whereby the County provided therein for a payment of a fee-in-lieu-of *ad valorem* taxes with respect to its planned development of a utility scale solar facility in the County (“*Project*”), and provided for certain infrastructure credits to be claimed by the Company against certain payments of fees-in-lieu-of taxes with respect to the Project pursuant to the *Infrastructure Credit Act*; and

WHEREAS, the Company and the County agreed to make an amendment to the Fee Agreement to reflect the inclusion of approximately 135 additional acres of project real property (as further described on **Exhibit A**) (the “*2025 Project Property*”) under the Fee Agreement (as well as placement of the 2025 Project Property in the Park); and

WHEREAS, in exchange for the inclusion of the 2025 Project Property in the Fee Agreement, the Company represents and warrants that it will only place the substation, switchyard and associated electric wiring necessary for connecting the project to the utility grid and shall not place any solar generating equipment (i.e. solar panels, racking equipment, etc.) on the 2025 Project Property throughout the Term of the Fee Agreement.

WHEREAS, pursuant to the MCIP Act and the MCIP Agreement, the County desires to locate the 2025 Project Property into the Project and the Park and ensure that the Project (as so expanded to include the 2025 Project Property) remains in the Park or in any other multi-county park created under the MCIP Act for no less than the term of the Fee Agreement, as amended; and

WHEREAS, Section 12-44-30(13) of the Act permits the County, in its sole discretion, to amend the Fee Agreement as requested by the Company and Section 4.6 of the Fee Agreement permits the Fee Agreement to be amended provided that such amendment is in writing and signed by each of the parties to the Fee Agreement; and

WHEREAS, the County Council finds that executing the First Amendment as requested by the Company is in the best interest of the County and its citizens since it will induce the Company to continue the Project; and

WHEREAS, pursuant to an Ordinance adopted on December 1, 2025, the County Council authorized the County to execute and deliver this First Amendment to the Company.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the respective representations and agreements herein contained and other value, the parties hereto agree to amend the Fee Agreement as follows:

1. Section 1.2 is hereby amended to add a definition as follows:

“2025 Project Property” means all or a portion of that parcel of real property, with improvements thereon, located in the County, identified by tax map numbers (1) 032-00-01-025; (2) 032-00-01-043; and (3) 032-00-01-053.

2. Section 4.18 shall be amended to add subsection (c), to read as follows:

(c) The installation of any solar generating equipment (i.e., solar panels, racking equipment, etc.) on the 2025 Project Property.

3. Exhibit A is revised to include the 2025 Project Property.

[Signatures appear on following pages]

IN WITNESS WHEREOF, the County, acting by and through the County Council, has caused this Fee Agreement to be executed in its name and on its behalf by the Chair of County Council and the County Administrator and to be attested by the Clerk to County Council as of the day first above written.

DARLINGTON COUNTY, SOUTH CAROLINA



Bobby Hudson, Chairman
Darlington County Council

(SEAL)

ATTEST:



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

IN WITNESS WHEREOF, by and through its authorized officials, the Sponsor has caused this Fee Agreement to be executed by its duly authorized officer, all as of the day first above written.

THROWBACK SOLAR, LLC



BY **Mark Mirabito**

ITS **Authorized Signatory**

EXHIBIT A

LEGAL DESCRIPTION OF PROJECT PROPERTY

2024 Project Property

All or a portion of that parcel of real property, with improvements thereon, located in Darlington County, South Carolina, identified by tax map numbers:

1. 031-00-01-001; and
2. 032-00-01-002;

2025 Project Property

All or a portion of that parcel of real property, with improvements thereon, located in Darlington County, South Carolina, identified by tax map numbers:

1. 032-00-01-025;
2. 032-00-01-043; and
3. 032-00-01-053;

EXHIBIT C

MCIP AMENDMENT

STATE OF SOUTH CAROLINA)
COUNTY OF DARLINGTON)
COUNTY OF FLORENCE)
) AMENDMENT TO AGREEMENT
) GOVERNING THE DARLINGTON-
) FLORENCE INDUSTRIAL PARK TO
) INCLUDE PROJECT ROB II
) PROPERTIES

This Amendment to Agreement Governing the Darlington-Florence Industrial Park (the “*Amendment*”) is made and entered into by and between Darlington County, South Carolina (“*Darlington County*”) and Florence County, South Carolina (“*Florence County*”), each a body politic and corporate and political subdivision of the State of South Carolina (collectively the “*Counties*”), and is to be effective as of the 1st day of December, 2025.

WITNESSETH:

WHEREAS, Darlington County, acting by and through its County Council, and Florence County, acting by and through its County Council, are authorized pursuant to Article VIII, Section 13(D) of the Constitution of the State of South Carolina and Title 4, Chapter 1 of the Code of Laws of the State of South Carolina 1976, as amended, and specifically Section 4-1-170 thereof (collectively, the “*Park Act*”), to develop jointly an industrial or business park with other counties within the geographical boundaries of one or more member counties; and

WHEREAS, pursuant to the Park Act, Darlington County and Florence County entered into that certain Agreement Governing the Darlington-Florence Industrial Park dated as of April 21, 2016 (as amended, modified, and supplemented, collectively, the “*Park Agreement*”), whereby Darlington County and Florence County agreed to develop a joint county industrial or business park eligible to include property located in either Darlington County or Florence County (the “*Park*”); and

WHEREAS, Section 1.01 of the Park Agreement establishes the procedure for enlargement of the boundaries of the Park to include additional property; and

WHEREAS, Darlington County and Florence County, having determined that an enlargement of the boundaries of the Park to include therein certain property described in greater detail in Schedule 1 attached hereto (the “*Project Rob II Properties*”), would promote economic development and thus provide additional employment and investment opportunities within said Counties, have agreed to enter into this Amendment of the Agreement Governing the Darlington-Florence Industrial Park to enlarge the boundaries of the Park by including therein the Properties that are located in Darlington County; and

WHEREAS, each of Darlington County and Florence County has authorized the execution and delivery of this Amendment by Darlington County Ordinance No. 25-23 and Florence County Resolution No. 19-2025/26.

NOW THEREFORE, in consideration of the mutual agreement, representations and benefits contained in this Amendment and for other good and valuable consideration, the adequacy of which is hereby acknowledged, the parties hereby agree as follows:

1. Exhibit A-1 to the Park Agreement, which describes the boundaries of the Park property located in Darlington County, is hereby amended to include the Project Rob II Properties, consisting of the parcels which are described on Schedule 1 hereto and made a part hereof by reference.

2. Except as expressly amended or modified herein, the remaining terms and conditions of the Park Agreement shall remain in full force and effect.

3. In the event that any clause or provisions of this Amendment shall be held to be invalid by any court of competent jurisdiction, the invalidity of such clause or provision shall not affect any of the remaining provisions hereof.

4. This Amendment may be executed in multiple counterparts, each of which shall be an original but all of which shall constitute but one and the same instrument.

[Signature page follows.]

In WITNESS WHEREOF, the duly authorized and appointed officers of Darlington County, South Carolina and Florence County, South Carolina have set their hand and seals hereto to be effective as of the above written date.

DARLINGTON COUNTY, SOUTH CAROLINA

By: Bobby Hudson
Bobby Hudson, Chairman
Darlington County Council

(SEAL)

ATTEST:

J. Janet Bishop
J. Janet Bishop, Clerk to Council
Darlington County Council

FLORENCE COUNTY, SOUTH CAROLINA

By: _____
Chairman
Florence County Council

(SEAL)

ATTEST:

Hope Jones, Clerk to Council
Florence County Council

In WITNESS WHEREOF, the duly authorized and appointed officers of Darlington County, South Carolina and Florence County, South Carolina have set their hand and seals hereto to be effective as of the above written date.

DARLINGTON COUNTY, SOUTH CAROLINA

By: Bobby Hudson
Bobby Hudson, Chairman
Darlington County Council

(SEAL)
ATTEST:

Janet Bishop
J. Janet Bishop, Clerk to Council
Darlington County Council

FLORENCE COUNTY, SOUTH CAROLINA

By: [Signature]
Chairman
Florence County Council

(SEAL)
ATTEST:

Hope Jones
Hope Jones, Clerk to Council
Florence County Council

SCHEDULE 1

DESCRIPTION OF PROJECT ROB II PROPERTIES

All or a portion of that parcel of real property, with improvements thereon, located in Darlington County, South Carolina, identified by tax map numbers:

1. 032-00-01-025;
2. 032-00-01-043; and
3. 032-00-01-053;

Darlington County Recording Page



Darlington Clerk of Court / ROD
Scott B. Suggs
Darlington County Courthouse
110 N. Main St.
Darlington, SC 29532
(843) 398-4330

OrdinanceNo : **2026-02**



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