

RESOLUTION NO. 795

A RESOLUTION APPROVING THE ADDITION OF UNIVERSAL INDUSTRIAL GASES, LLC AS A SPONSOR AFFILIATE TO AN EXISTING FEE AGREEMENT BY AND BETWEEN DARLINGTON COUNTY, SOUTH CAROLINA AND NUCOR CORPORATION; AND OTHER RELATED MATTERS.

WHEREAS, Darlington 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 fee in lieu of ad valorem tax payments with respect to a project; and

WHEREAS, Nucor Corporation, a Delaware corporation (the "Existing Party") and the County are party to that certain Fee Agreement dated as of July 1, 2019, as amended, as such agreement relates to property owned by Existing Party in the County (the "Fee Agreement"); wherein, in relevant part, the Existing Party agreed to expand certain facilities and other property in the County located on the real property more particularly described in the Fee Agreement (such property collectively, the "Project"); and

WHEREAS, Universal Industrial Gases, LLC, a Delaware limited liability company and wholly owned subsidiary of Existing Party ("UIG"), is considering an investment of approximately one hundred million dollars (\$100,000,000.00) in the County consisting of real and/or personal property; and

WHEREAS, Existing Party and UIG desire for UIG's investment to be located on the real property owned by Existing Party and constituting the Project; and

WHEREAS, the Existing Party and UIG have requested that the County approve the joinder of UIG as party to the Fee Agreement as a sponsor affiliate, as such term is defined in the FILOT Act and is referred to as a "Sponsor" under the Fee Agreement; and

WHEREAS, as required by the Act, UIG will: (i) deliver to the County a joinder agreement, in substantially the form attached as Exhibit A (the "Joinder"), pursuant to which UIG will commit to be bound by the Fee Agreement; and (ii) notify the South Carolina Department of Revenue of the addition of UIG as a Sponsor to the Fee Agreement; and

WHEREAS, based on the information provided by UIG, the Council has made a finding of substantial public benefit to be derived from approving the addition and joining of UIG as a Sponsor to the Fee Agreement.

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

Section 1. The Council having made a finding, based on information provided by UIG, that the Project has brought and, due in part to such Joinder, will continue to bring benefits to the County as set forth in Section 3 of this Resolution, hereby approves the addition of UIG as a Sponsor and agrees that it may join as party to the Fee Agreement.

Section 2. The Chair of County Council and County Clerk are each hereby authorized and directed to do all things that may be reasonably requested by Existing Party or UIG to effect the joining of UIG as party to the Fee Agreement, including the execution of the Joinder.

Section 3. The County hereby finds, based on information provided by the Sponsor, that: (i) the Project has benefited and will continue to benefit the general public welfare of the County by providing service, employment, recreation or other public benefits not otherwise provided locally; (ii) the Project gives rise to no pecuniary liability of the County or any incorporated municipality and gives rise to no charge against the general credit or taxing power of either; (iii) the purposes to be accomplished by the Project are proper governmental and public purposes; and (iv) the benefits of the Project to the public are greater than the costs to the public.

Section 4.

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

(b) This Resolution shall become effective immediately upon approval by the County Council; and

(c) 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


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

[Signature Page to Follow]

ADOPTED this 3 day of March, 2025.

DARLINGTON COUNTY, SOUTH CAROLINA

[SEAL]



Bobby Hudson
Chairman, County Council

ATTEST:



J. Janet Bishop
Clerk to County Council

Exhibit A
Form of Joinder
[attached]

JOINDER AGREEMENT

This JOINDER AGREEMENT is entered into as of March 3, 2025, by and among Nucor Corporation, a Delaware corporation ("Company"), Universal Industrial Gases, LLC, a Delaware limited liability company ("Sponsor") and Darlington County, South Carolina (the "County").

Reference is made to that certain Fee Agreement dated as of July 1, 2019, as amended, which, with respect to the Property (as defined below) is currently in effect between Company and the County (the "Fee Agreement"). Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Fee Agreement.

WHEREAS, Company and Sponsor desire that Sponsor be joined as party to the Fee Agreement in order for certain contemplated investment by Sponsor on real property owned by Company (the "Property") to be eligible for the benefits provided under the Fee Agreement; and

WHEREAS, the County, by resolution of County Council dated as of the date hereof (the "Resolution"), has authorized the addition of Sponsor as party to the Fee Agreement, in accordance with the requirements of Title 12, Chapter 44 of the Code of Laws of South Carolina, 1976, as amended (the "FILOT Act").

NOW, THEREFORE, for good and valuable consideration, the parties hereto agree as follows:

1. Joinder to Fee Agreement.

Sponsor hereby (a) joins as a party to and agrees to be bound by and subject to all of the terms and conditions of the Fee Agreement; (b) shall receive the benefits as provided under the Fee Agreement with respect to qualifying property placed in service at the Property by Sponsor during the Investment Period; (c) acknowledges and agrees that the 10-year Infrastructure Credit provided for in Section 4.1(c) of the Fee Agreement will be allocated solely to the Company; and (d) acknowledges and agrees that it qualifies as a sponsor affiliate pursuant to Section 12-44-30(20) and Section 12-44-130 of the FILOT Act and is referred to as a Sponsor under the Fee Agreement; and

2. Representations of Sponsor. Sponsor represents and warrants to the County as follows:

- a. Sponsor is a limited liability company in good standing under the laws of the State of Delaware, is authorized to transact business in the State of South Carolina, has the power to enter into this Joinder Agreement and has duly authorized the execution and delivery of this Joinder Agreement.
- b. Sponsor's execution and delivery of this Joinder Agreement and its compliance with the provisions of this Joinder Agreement do not result in a default (subject to any waiver or cure periods) under any agreement or instrument to which Sponsor is now a party or by which it is bound.

- c. The execution and delivery of this Joinder Agreement and the availability of incentives under the Fee Agreement have been influential in inducing Sponsor to investment in the County.
3. Request of Sponsor. Company hereby requests and consents to the addition of Sponsor as party to the Fee Agreement.
 4. Consent of County. The County, by the approval of the Resolution, has approved and consented to the addition of Sponsor as party to the Fee Agreement.
 5. Governing Law. This Joinder Agreement is governed by and construed in accordance with the laws of the State of South Carolina, without regard to principles of choice of law.
 6. Counterparts. This Joinder Agreement may be executed in two or more counterparts and by electronic or other means, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument and shall become binding when such counterparts have been signed by each of the parties and delivered to the other parties.
 7. Notices. The following persons shall receive notices to the Companies under the Fee Agreement:

Universal Industrial Gases, LLC
Attention: Scott Pape or General Manager
3001 Emrick Blvd, Suite 320
Bethlehem, PA 18020

with a copy (which shall not constitute notice) to:

Moore & Van Allen PLLC
Attention: Beth Buckner and Billy Moore
100 N. Tryon Street, Suite 4700
Charlotte, NC 28202

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have executed this Joinder Agreement as of the date first written above.

NUCOR CORPORATION

By: _____
Name: Jason Freidenberger
Title: Vice President

UNIVERSAL INDUSTRIAL GASES, LLC

By: _____
Name: Scott Pape
Title: President

**DARLINGTON COUNTY, SOUTH
CAROLINA**

By: Bobby Hudson
Name: Bobby Hudson
Title: Chair of County Council

ATTEST:



J. Janet Bishop
Clerk to Darlington County Council