

AN ORDINANCE

AUTHORIZING THE EXECUTION AND DELIVERY OF A FEE IN LIEU OF TAX AGREEMENT AND CERTAIN INSTRUMENTS RELATING THERETO BY AND BETWEEN CHARLESTON COUNTY AND GENPHAR, INC. WHEREBY CHARLESTON COUNTY WILL ENTER INTO A FEE-IN-LIEU OF TAXES ARRANGEMENT WITH GENPHAR, INC.; PROVIDING FOR PAYMENT BY GENPHAR, INC., OF CERTAIN FEES IN LIEU OF AD VALOREM TAXES AND OTHER MATTERS RELATING THERTO.

WHEREAS, Charleston County, South Carolina (the "County"), acting by and through its County Council (the "County Council") is authorized and empowered 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"), to designate real and tangible personal property as "economic development property" and to enter into an arrangement which provides for payment in lieu of taxes ("FILOT Payments") for a project qualifying under the FILOT Act; and

WHEREAS, Gephardt, Inc., a Delaware corporation (the "Company"), intends to acquire, construct, equip, and furnish a biopharmaceutical laboratory and production facility, all of which will constitute a project within the meaning of the FILOT Act (and are hereinafter collectively referred to herein as the "Project"); and

WHEREAS, the Project when completed will represent an anticipated investment (as defined in the FILOT Act) (the "Investment") by the Company of approximately \$28,500,000; and

WHEREAS, the Company has informed the County that within five years of the completion of the Project, the Company is anticipated to employ an additional approximately 133 full-time employees in addition to the Company's current 14 employees; and

WHEREAS, it is in the public interest, for the public benefit, and in furtherance of the public purposes of the FILOT Act that the County Council provide final approval for qualifying the Project under the FILOT Act.

WHEREAS, the County Council, in order to induce the location of the Project in Charleston County, has previously agreed in that certain Inducement Agreement with the Company to provide for a FILOT arrangement with respect to the Project.

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

Section 1. Evaluation of the Project. County Council have evaluated the Project on the following criteria based upon the advice and assistance of the South Carolina Department of Revenue and the Board of Economic Advisors:

- (a) the purposes to be accomplished by the Project are proper governmental and public purposes;
- (b) the anticipated dollar amount and nature of the investment to be made; and
- (c) the anticipated costs and benefits to the County.

Section 2. Findings by County Council. Based upon information provided by and representations of the Company, County Council's investigation of the Project, including the criteria described in Section 1 above, and the advice and assistance of the South Carolina Department of Revenue and the Board of Economic Advisors, as required, County Council hereby find that:

- (a) the Project constitutes a "project" as that term is defined in the FILOT Act;
- (b) the Project will serve the purposes of the FILOT Act;
- (c) the Investment by the Company in the Project will be approximately \$28,500,000, all to be invested within five (5) years from the end of the property tax year in which the Company and the County execute the Fee Agreement;
- (d) the Project will be located entirely within Charleston County;
- (e) the Project is anticipated to benefit the general public welfare of Charleston County by providing services, employment, recreation, or other public benefits not otherwise adequately provided locally;
- (f) the Project gives rise to neither a pecuniary liability of the County nor a charge against its general credit or taxing power;
- (g) the purposes to be accomplished by the Project are proper governmental and public purposes;
- (h) the inducement of the location of the Project is of paramount importance; and
- (i) the benefits of the Project to the public are greater than the cost to the public.

Section 3. Fee-in-Lieu of Taxes Arrangement. Pursuant to the authority of the

FILOT Act, the Project is designated as “economic development property” under the FILOT Act and there is hereby authorized a fee-in-lieu of taxes arrangement with the Company which will provide FILOT Payments to be made based upon a 6% assessment ratio with the millage rate to be fixed for the entire term of the fee-in-lieu of taxes arrangement at 199.4 mills, all as more fully set forth in the Fee Agreement between the County and the Company (the “Fee Agreement”).

Section 4. Execution of the Fee Agreement. The form, terms, and provisions of the Fee Agreement presented to this meeting and filed with the Clerk of the County Council be and hereby are approved, and all of the terms, provisions, and conditions thereof are hereby incorporated herein by reference as if such Fee Agreement were set out in this Ordinance in its entirety. The Chairman of the County Council and the Clerk of the County Council be and they are hereby authorized, empowered, and directed to execute, acknowledge, and deliver the Fee Agreement in the name and on behalf of the County, and thereupon to cause the Fee Agreement to be delivered to the Company. The Fee Agreement is to be in substantially the form now before this meeting and hereby approved, or with any changes therein as shall not materially adversely affect the rights of the County thereunder and as shall be approved by the County Attorney and the officials of the County executing the same, their execution thereof to constitute conclusive evidence of their approval of all changes therein from the form of Fee Agreement now before this meeting.

Section 5. Miscellaneous.

(a) The Chairman and all other appropriate officials of the County are hereby authorized to execute, deliver, and receive any other agreements and documents as may be required by the County in order to carry out, give effect to, and consummate the transactions authorized by this Ordinance.

(b) This Ordinance shall be construed and interpreted in accordance with the laws of the State of South Carolina.

(c) This Ordinance shall become effective immediately upon approval following third reading by the County Council.

(d) The provisions of this Ordinance 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.

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