

## ORDINANCE

AN ORDINANCE AUTHORIZING, PURSUANT TO CHAPTER 44 OF TITLE 12, SOUTH CAROLINA CODE OF LAWS, 1976, AS AMENDED, THE EXECUTION AND DELIVERY OF AN ENHANCED INVESTMENT FEE AGREEMENT BY AND BETWEEN CHARLESTON COUNTY, SOUTH CAROLINA AND THE BOEING COMPANY; AND MATTERS RELATING THERETO.

WHEREAS, Charleston County (the "County"), a public body corporate and politic under the laws of the State of South Carolina has, by an Inducement Resolution adopted on November 17, 2009 (the "Resolution"), taken official action to identify the Project (as defined below) for purposes of the applicable fee-in-lieu of taxes statute and otherwise;

WHEREAS, the County desires to enter into a Fee Agreement with The Boeing Company, a Delaware corporation authorized to transact business in South Carolina (the "Company"), which shall provide for payments of fees-in-lieu of taxes for a project qualifying under the Enhanced Investment Fee provisions of Title 12, Chapter 44 of the Code of Laws of South Carolina 1976, as amended (the "Act");

WHEREAS, the County and the Company desire to enter into a Fee Agreement as defined in the Act concerning the Company's investment in certain real property and certain machinery, equipment and other personal property for the purpose of assembling or manufacturing aircraft and/or parts thereof and all activities relating thereto (which properties constitute a project under the Act and are referred to hereinafter as the "Project"). The Project is expected to provide significant economic benefits to the County and surrounding areas. In order to induce the Company to locate the Project in the County, the County hereby agrees to charge a fee-in-lieu of taxes with respect to the Project and otherwise make available to the Company the benefits intended by the Act;

WHEREAS, Charleston County Council (the "County Council") has caused to be prepared and presented to this meeting the form of the Fee Agreement by and between the County and the Company, which the County proposes to execute and deliver;

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

NOW, THEREFORE, BE IT ORDAINED by the County Council in meeting duly assembled as follows:

**Section 1.** Pursuant to the Act and particularly Section 12-44-40(H) and (I) thereof, and based on information supplied to the County by the Company, the County Council has made and hereby makes the following findings:

(a) The Project constitutes a “project” as said term is referred to and defined in Section 12-44-30 of the Act;

(b) It is anticipated that the Project will benefit the general public welfare of the County by providing services, employment and other public benefits not otherwise adequately provided locally;

(c) The purposes to be accomplished by the Project are proper governmental and public purposes;

(d) The benefits of the Project to the public are greater than the costs to the public;

(e) Neither the Project nor any documents or agreements entered into by the County in connection therewith will give rise to any pecuniary liability of the County or incorporated municipality or to any charge against their general credit or taxing power; and

(f) Having evaluated the purposes to be accomplished by the Project as proper governmental and public purposes, the anticipated dollar amount and nature of the investment to be made, and the anticipated costs and benefits to the County, the County has determined that the Project, based on factual representations to the County by the Company, will be properly classified as economic development property.

**Section 2.** In order to promote industry, develop trade and utilize the workers, agricultural products and natural resources of the State, the form, terms and provisions of the Fee Agreement which is before this meeting and filed with the County Administrator is hereby approved and all of the terms, provisions and conditions thereof are hereby incorporated herein by reference as if the Fee Agreement was set out in this Ordinance in its entirety. The Chair of the County Council is hereby authorized, empowered and directed to execute, acknowledge and deliver the Fee Agreement to the Company. The Fee Agreement is to be in substantially the form now before this meeting and hereby approved, or with such changes therein as shall be not be materially adverse to the County or the Company and as shall be approved by the officials of the County executing the same, upon advice of counsel, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of Fee Agreement now before this meeting.

**Section 3.** The Chair of County Council and the County Administrator, for and on behalf of the County, are hereby each authorized and directed to do any and all things necessary to effect the execution and delivery of the Fee Agreement and the performance of all obligations of the County under and pursuant to the Fee Agreement.

**Section 4.** The consummation of all transactions contemplated by the Fee Agreement is hereby approved.

**Section 5.** This Ordinance shall be construed and interpreted in accordance with the laws of the State of South Carolina.

**Section 6.** The provisions of this Ordinance are hereby declared to be separable and if any section, phrase or provision 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 7.** All orders, resolutions, ordinances and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Ordinance shall take effect and be in full force from and after its passage and approval.

DONE, RATIFIED, AND ADOPTED this \_\_\_ day of \_\_\_\_\_, 2009.

CHARLESTON COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Chairman, County Council of  
Charleston County, South Carolina

ATTEST:

\_\_\_\_\_  
Clerk of County Council  
Charleston County, South Carolina