

STATE OF SOUTH CAROLINA
COUNTY COUNCIL FOR FAIRFIELD COUNTY
ORDINANCE NO. 603

AN ORDINANCE AUTHORIZING THE ADDITION OF LANG-MEKRA NORTH AMERICA PROPERTIES, LLC AS A SPONSOR AFFILIATE TO THE EXISTING FEE IN LIEU OF PROPERTY TAX ARRANGEMENT BETWEEN LANG-MEKRA NORTH AMERICA, LLC ("COMPANY") AND FAIRFIELD COUNTY, SOUTH CAROLINA ("COUNTY"); AUTHORIZING AND PROVIDING THE PRIOR CONSENT AND APPROVAL OF THE COUNTY TO THE TRANSFER OF ECONOMIC DEVELOPMENT PROPERTY FROM THE COMPANY TO LANG-MEKRA NORTH AMERICA PROPERTIES, LLC; AND OTHER RELATED MATTERS.

WHEREAS, Fairfield 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 the South Carolina Constitution (the "Constitution"), the Code of Laws of South Carolina, 1976, as amended (the "Code"), and the case law of the courts of the State of South Carolina, to offer and provide certain privileges, benefits, and incentives to prospective industries as inducements for economic development within the County; and

WHEREAS, the County is authorized and empowered under and pursuant to the provisions of Title 12, Chapter 44 of the Code (the "Act") to enter into certain agreements with any industry that constructs, operates, maintains, and improves certain properties (which constitute "projects" as defined in the Act and to accept any grants for such projects); and

WHEREAS, through employment of the powers granted by the Act, the County will promote the economic and industrial development of the State of South Carolina (the "State") and develop its trade by inducing manufacturing and commercial enterprises to locate and remain in the State and thus use and employ the manpower, agricultural products, and natural resources of the State and benefit the general public welfare of the County by providing services, employment, recreation, or other public benefits not otherwise adequately provided locally that provide for the exemption of such project from property taxes and provide for the payment of a fee in lieu of property taxes (a "fee agreement" as defined in the Act); and

WHEREAS, Lang Mekra North America, LLC, a limited liability company organized under the laws of the State of South Carolina (the "Company"), operates a commercial vehicle rear-view mirror system manufacturing facility located in the County (as defined in the Fee Agreement, as that term is defined below, the "Project"); and

WHEREAS, the County and the Company entered into that certain Inducement Agreement and Millage Rate Agreement, dated as of December 30, 2004 (the "Inducement Agreement") and that certain Fee Agreement, dated as of December 29, 2004 (the "Fee Agreement") by which there was created a fee-in-lieu-of-tax arrangement with respect to certain real and personal property owned by Company and located at the Project; and

WHEREAS, the Fee Agreement was amended by that First Amendment to Fee Agreement dated December 31, 2009, to, among other things, add Lang-Mekra North America Holdings, Inc.; Moller-Lang Automotive, LLC; MollerTech, LLC; and MollerTech Holdings, Inc. as sponsor affiliates under the Fee Agreement (as amended, the "Amended Fee Agreement" and, together with the Inducement Agreement, the "Agreements"); and

WHEREAS, in connection with certain financing the Company is currently undertaking, the Company desires to add Lang-Mekra North America Properties, LLC, a South Carolina limited liability company and an affiliate of the Company (the "LLC"), as an additional "sponsor affiliate" under the Fee Agreement and to transfer all or a portion of the Project, and the related economic development property, from the Company to the LLC; and

WHEREAS, the County and the Company now desire to amend the Fee Agreement to add the LLC as an additional "sponsor affiliate" under the Fee Agreement (the "Addition") and to authorize and consent to the transfer of all or a portion of the Project, and the related economic development property, from the Company to the LLC (the "Consent"); and

WHEREAS, all capitalized terms not specifically defined herein, shall have the meaning as defined in the Fee Agreement, and if not defined therein shall have the meaning as defined in the Act; and

WHEREAS, based on information that the Company provided, the County has determined that the Addition and the Consent would directly and substantially benefit the general public welfare of the County by inducing the Company to make further investments in the County, thereby providing for the creation of jobs and employment in the County, the increase of the ad valorem tax base of the County, and service, employment or other public benefits not otherwise provided locally; and that the Addition and the Consent give rise to no pecuniary liability of the County or incorporated municipality or a charge against the general credit or taxing power of either; and

WHEREAS, the purposes to be accomplished by the Addition and the Consent, i.e., economic development, creation of jobs, 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 Project will be greater than the costs; and

WHEREAS, the Company has caused to be prepared and presented to this meeting the form of the Second Amendment of Inducement Agreement and Millage Rate Agreement and Fee Agreement (the "Amendment") by and between the County and the Company memorializing the Addition and the Consent; and

WHEREAS, the County desires to authorize the Addition and the Consent, and it appears that the Amendment now before this meeting is an appropriate instrument to be executed and delivered by the County for the purposes intended.

NOW, THEREFORE, BE IT RESOLVED by the County Council of Fairfield County, South Carolina as follows:

Section 1. Contingent on the Company executing an Indemnity Covenant and paying the County's expenses associated with the transactions described in this Ordinance, the County hereby approves the Addition of the LLC as an additional "sponsor affiliate" under the Fee Agreement as set forth in the Amendment. Further, the County approves and consents to the transfer of all or a portion of the Project, and the related economic development property, from the Company to the LLC.

Section 2. The Amendment is approved as follows: The form, terms, and provisions of the 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 Agreements are incorporated by reference. The 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 Chairman. The Chairman shall consult with the County Attorney with respect to any changes to the Amendment. The execution of the Amendment by the Chairman and the Clerk shall constitute conclusive evidence that all changes to or revisions of the Amendment now before this meeting have been approved.

Section 3. If under the Agreements any future actions of the Company (including, without limitation, the assignment of all or part of the Project or the assignment of any or all interest in the Fee Agreement) require the approval of the County, such approval can be given on behalf of the County by the Chairman or his successor in office upon affirmative resolution of the County Council. The County officials shall 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 4. The Chairman and the Clerk are each hereby authorized, empowered and directed to do all things necessary to effect the execution, acknowledgement and delivery of the Amendment and the County's performance of its obligations thereunder.

Section 5. It is the intention of the County Council that this Ordinance shall constitute an official action on the part of the County within the meaning of any statute or other legislative enactment relating to the provision of incentives including, without limitation, the approval of the Addition and the Consent, for the inducement of economic development projects.

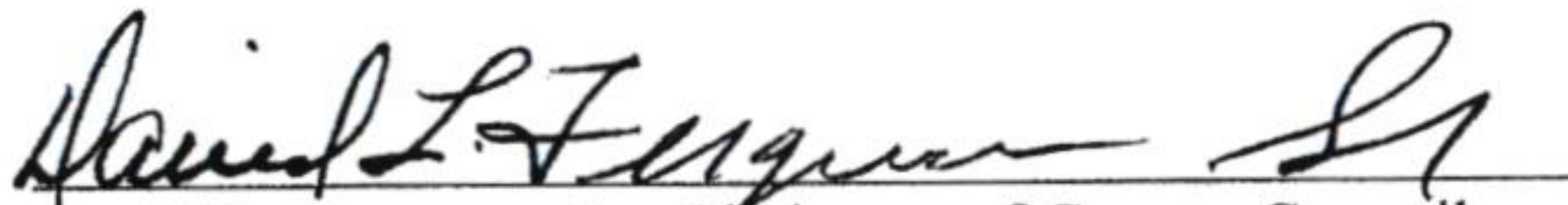
Section 6. The provisions of this Ordinance are declared to be separable. If any section, phrase, or provision shall be declared by a court of competent jurisdiction to be invalid or unenforceable for any reason, the remaining sections, phrases, and provisions of the Ordinance shall remain valid.

Section 7. Any ordinance, resolution, or other order of County Council, the terms of which are in conflict with this Ordinance, is, only to the extent of that conflict, repealed.

Section 8. This Ordinance is effective after third reading and a public hearing.


Ordained this 27th day of February, 2012 by Fairfield County Council, in a meeting duly assembled.

FAIRFIELD COUNTY, SOUTH CAROLINA


David L. Ferguson Sr., Chairman of County Council
Fairfield County, South Carolina

(SEAL)

ATTEST


Shryll M. Brown, Clerk to County Council
Fairfield County, South Carolina

READINGS:

First Reading: January 9, 2012
Second Reading: February 13, 2012
Public Hearing: February 13, 2012
Third Reading: February 27, 2012