

WHEREAS, the Project involves an anticipated investment by the Company of at least \$10,500,000; and,

WHEREAS, the Project involves the possible creation of at least 50 new jobs in the County; and,

WHEREAS, the County, by proper corporate action committed to provide certain economic development incentives by proper resolution of the County Council setting forth the commitment to and the general terms of a fee agreement with the Company concerning the Project (the "Inducement Resolution"); and,

WHEREAS, in connection with the economic development incentives hereby authorized, the County and the Company are prepared to enter into a fee agreement as set forth in the Act (the "Fee Agreement") pursuant to which the property comprising the Project will be exempted from property tax and the Company shall make certain payments to the County in lieu of property taxes ("FILOT Payments"), as committed in the Inducement Resolution; and,

WHEREAS, the County has reviewed the Fee Agreement, the form of which is attached to this ordinance and incorporated herein, and determined that the same is appropriate in form and substance for execution by the County.

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

Section 1. Findings and Determinations. It is hereby declared that the facts set forth in the recitals to this Ordinance are true and correct in all respects. It further is found, determined, and declared by the County Council, as follows:

(a) the Project will constitute a "project" as defined in the Act, and the County's actions with respect to the Project will subserve the purposes of and conform to the Act;

(b) the Project is anticipated to benefit the general public welfare of Fairfield County by providing services, employment, recreation, or other public benefits not otherwise adequately provided locally;

(c) the Project gives rise to no pecuniary liability of the County or incorporated municipality or results in a charge against its general credit or taxing power;

(d) the purposes to be accomplished by the Project, including, without limitation, economic development, jobs creation, and expansion of the County's tax base, are proper governmental and public purposes and the benefits of the Project are greater than the costs;

(e) the County is expected to derive substantial direct economic benefits and numerous indirect benefits, such as indirect employment, indirect payroll income generated

through direct, indirect, and induced income, and indirect investment (all as determined under generally accepted economic impact methodology);

(f) the inducement of the Project within South Carolina by means of the economic development incentives authorized herein is of paramount importance;

(g) the Project will serve the purposes of the Act by promoting industrial development in the County and in the State of South Carolina; and

(h) the form of the Fee Agreement between the County and the Company (the "Fee Agreement"), presented to this meeting and filed with the Clerk of the County Council (the "Clerk"), contains all provisions required by the Act, ensures that it gives no rise to a pecuniary liability of the county or a charge against its general credit or taxing power, and otherwise fully complies with applicable law.

Section 2. Approval of Fee Agreement. The Fee Agreement is approved as follows:

(a) The form, terms, and provisions of the Fee Agreement presented to this meeting and filed with the Clerk of the County Council (the "Clerk") are approved and all of the terms, provisions, and conditions of the Fee Agreement 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 Fee Agreement in the name of the County. The Chairman and the Clerk are further authorized, empowered, and directed to cause the Fee Agreement to be delivered to the Company.

(b) The Fee Agreement 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 Fee Agreement. The County officials shall consult the County Attorney with respect to any changes to the Fee Agreement. The execution of the Fee Agreement by County officials shall constitute conclusive evidence that they have approved all changes to or revisions of the Fee Agreement now before this meeting.

(c) If under the Fee Agreement or the Act any future actions of the Company (including, without limitation, the supplementation of the Exhibits 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 County officials executing the Fee Agreement or their successors 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 3. Special Source Revenue Incentive. In connection with the execution of the Fee Agreement, the Company shall receive a credit equal to 25% of each of the Company's respective annual FILOT Payments pursuant to Section 12-44-70 of the Act to assist the Company with the costs of clearing, grading, and soil compaction of, and qualifying infrastructure for, the Project Property (the "Special Source Revenue Credit" or "SSRC").

Section 4. Transfer of Project Property. In connection with the execution of the Fee Agreement, the County shall transfer to the Company at no cost approximately 21 acres of land in the Park which is adjacent to the existing manufacturing facility and is located within the County for the Project.

Section 5. Waiver of Recapitulation Requirement. Pursuant to Section 12-44-55 (B) of the Act the County agrees to waive the recapitulation requirement in the Fee Agreement of the terms thereof and all the other items described in Section 12-44-55 of the Act.

Section 6. Execution of Document. The Chairman, the County Administrator, the Clerk, and the County Attorney are each authorized and directed to do all things necessary to effect the execution and delivery of the Fee Agreement and the County's performance of its obligations under the Fee Agreement.

Section 7. 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 8. Repeal of Conflicting Ordinances. All orders, resolutions, and other ordinances in conflict with this Ordinance are repealed to the extent of such conflict.

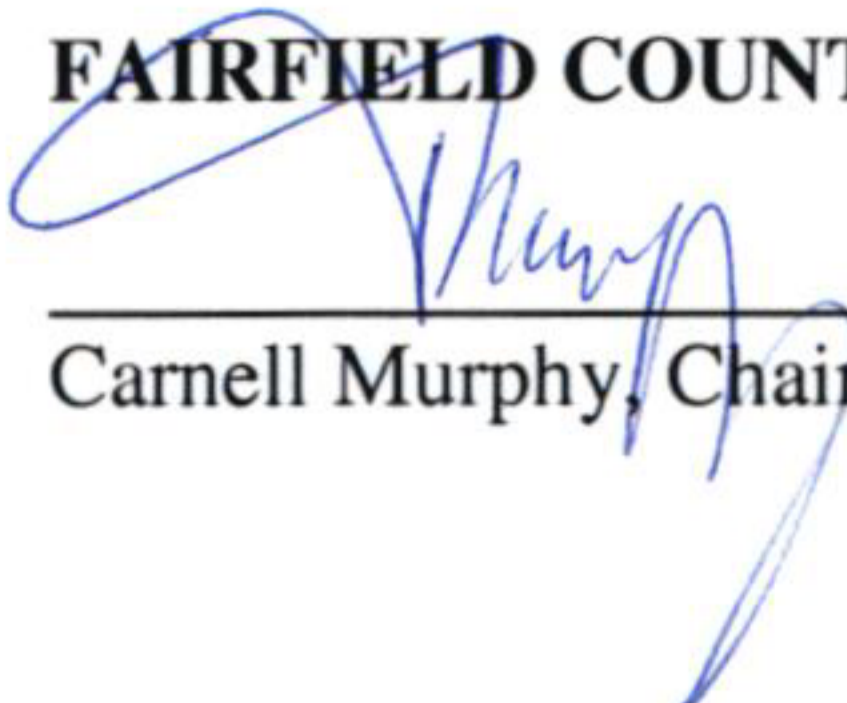
Section 9. Ordinance Modification. This Ordinance shall not be amended, rescinded or modified except with the prior written consent of the Company.

Section 10. Effective Date of Ordinance. This Ordinance shall take effect immediately upon third reading of the County Council and shall supersede any inconsistent ordinances.

First Reading:	<u>Nov. 22</u> , 2004	Second Reading:	<u>Dec. 13</u> , 2004
Public Hearing:	<u>Dec. 13</u> , 2004	Third Reading:	<u>Dec. 29</u> , 2004


AND IT IS SO ORDAINED, ENACTED AND ORDERED.

Dated this 29th day of December, 2004.

FAIRFIELD COUNTY COUNCIL


Carnell Murphy, Chairman

ATTEST


Shryll M. Brown, Clerk to Council

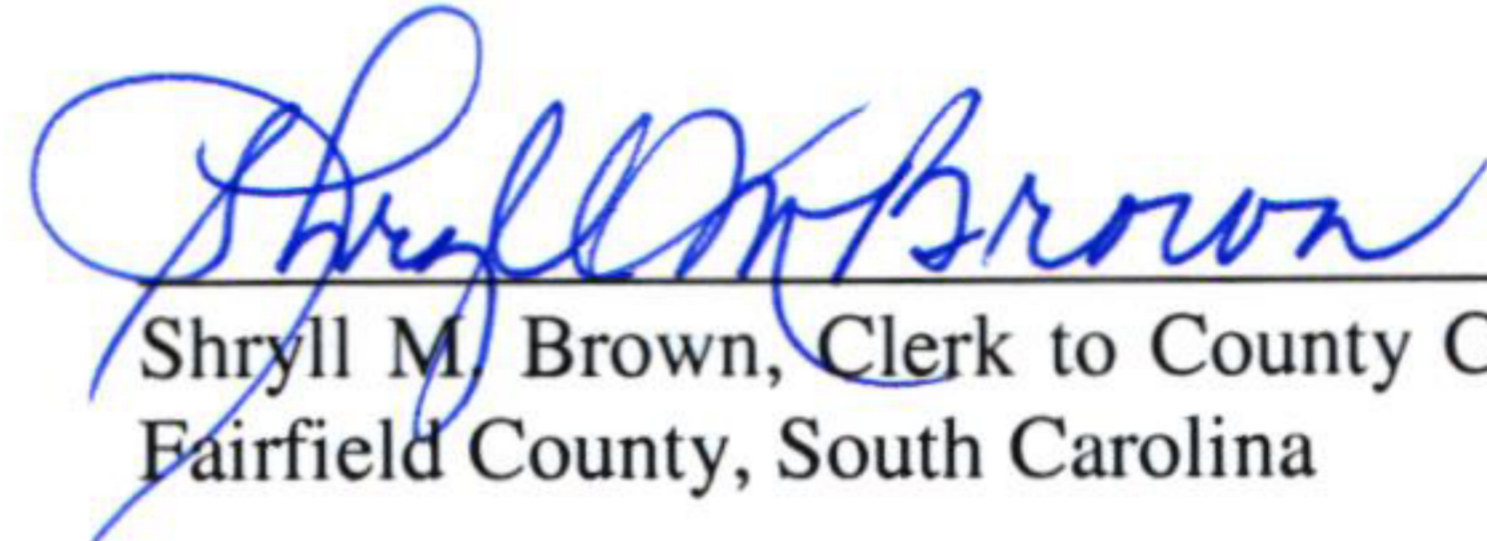
STATE OF SOUTH CAROLINA)
)
COUNTY OF FAIRFIELD)

CERTIFIED COPY OF ORDINANCE

I, the undersigned, hereby certify that I am the duly appointed and acting Clerk to County Council of Fairfield County, South Carolina (the "County"), and as such official I further certify that attached hereto is a true and correct copy of Ordinance 493 authorizing the execution and delivery of an Fee Agreement by and between the County and Lang Mekra North America, LLC, which Ordinance has been compared by me with the original thereof, and that such copy is a true, correct and complete copy thereof, and that such Ordinance has been duly adopted and has not been modified, amended or repealed and is in full force and effect on and as of the date hereof in the form attached hereto.

Witness my official signature and seal this 29th day of December, 2004.

[Seal]


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

A RESOLUTION
(FAIRFIELD COUNTY)

AUTHORIZING THE EXECUTION AND DELIVERY OF A FEE AGREEMENT BETWEEN FAIRFIELD COUNTY, SOUTH CAROLINA AND LANG MEKRA NORTH AMERICA, LLC, A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA, PURSUANT TO TITLE 12, CHAPTER 44, CODE OF LAWS OF SOUTH CAROLINA, 1976 (AS AMENDED), FOR A PROJECT INVOLVING AN INVESTMENT OF NOT LESS THAN \$10,500,000.

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"), and 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; is authorized and empowered under and pursuant to the provisions of Title 12, Chapter 44 of the Code, as amended (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, through which powers the industrial development of the State of South Carolina (the "State") will be promoted and trade developed 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; and,

WHEREAS, the County and Richland County have heretofore established a multi-county industrial park in accordance with the provisions of Title 4, Chapter 1, Section 170 of the Code (the "Park"); and,

WHEREAS, Lang Mekra North American, LLC, a limited liability company organized and existing under the laws of the State of South Carolina (the "Company"), desires to expand and modernize its commercial vehicle rear-view mirror system manufacturing facility located in the County (the "Project") and has requested the County to commit to the Project by passing an Inducement Resolution; and

WHEREAS, the Project involves an investment by the Company of at least \$10,500,000 and the creation of at least 50 new jobs; and

WHEREAS, the County has determined that (a) the Project is anticipated to benefit the general public welfare of the County by providing services, employment, recreation, or other public benefits not otherwise adequately provided locally; (b) the Project gives rise to no pecuniary liability of the County or incorporated municipality or a charge against its general credit or taxing

power; and, (c) the purposes to be accomplished by the Project, i.e., economic development, creation of jobs, and addition to the tax base of the County, are proper governmental and public purposes and the benefits of the Project are greater than the costs; and

WHEREAS, the County has determined on the basis of the information supplied to it by the Company that the Project would be a "project" as that term is defined in the Act and that the Project would subserve the purposes of the Act; and,

WHEREAS, the Company has requested that the County pass an inducement resolution that sets forth the commitment of the County to enter into a Fee Agreement as defined in the Act (the "Fee Agreement").

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

Section 1. Commitment to Enter into Fee Agreement. Pursuant to the authority given to the County Council by the Code and the Constitution, the County hereby commits to enter into a Fee Agreement between the County and the Company pertaining to the Project involving the expansion by the Company of its existing manufacturing facility in the Park which is located in the County. The Fee Agreement will provide for certain additional findings or determinations to be made by the County Council, and also provide for the disposal and/or replacement of property subject to a fee-in-lieu of tax in the Fee Agreement, committed to by this Resolution and to be authorized by an ordinance, on the terms of and subject to the conditions of Section 12-44-10 *et seq.* of the Act.

Section 2. Fee-In-Lieu of Tax Ordinance. The provisions, terms, and conditions of a Fee Agreement, under and pursuant to the Act by and between the County and the Company, committed to by this Resolution are subject to the enactment of an ordinance by the County Council which shall be consistent with the terms of this Resolution.

Section 3. Project within Park. The Project shall be located within the boundaries of the Park.

Section 4. Provisions in Fee Agreement. The Fee Agreement will be executed and delivered at such time and upon such mutually acceptable terms as the County and the Company shall agree; provided, however, that the County will use its best efforts to deliver and execute the Fee Agreement by December 31, 2004. The terms and provisions of the Fee Agreement by and between the County and the Company shall be substantially in the form generally used in connection with the Act as agreed upon by the County and the Company. Such Fee Agreement shall contain, in substance, the following provisions:

(a) In the performance of the agreements contained therein on the part of the County, any obligations the County may incur for the payment of money shall not create a pecuniary liability of the County nor create a general obligation on its part or by the State of South Carolina or any incorporated municipality, but shall be payable solely from the payments received under such Fee Agreement and, under certain circumstances, insurance proceeds and condemnation awards.

(b) A provision requiring the Company to make payments in lieu of paying taxes pursuant to Section 12-44-10 *et seq.* of the Act (“FILOT Payments”), and such payments shall continue for a period of twenty (20) years. The amount of such FILOT Payments shall be determined by using an assessment ratio of 6.0 percent, a millage rate of 283.2 mills (which millage rate shall remain applicable throughout the term of the Fee Agreement), and the fair market value of the property that is part of the Project (the ‘Project Property’) to be determined according to the Act (the “Fair Market Value”).

(c) That any property which is placed in service as a replacement for Project Property exempted from property tax under the Fee Agreement becomes itself Project Property exempted from property tax subject to the FILOT Payments to the furthest extent allowed under the Act.

(d) That any Project Property may be disposed or scrapped in accordance with the Act and that the FILOT Payments shall be reduced by the amount applicable to the disposed or scrapped property to the furthest extent allowed under the Act.

(e) That the Company will pay reasonable attorney's fees and costs incurred by the County with regard to this Resolution, an Inducement Agreement and Millage Rate Agreement, the Fee Agreement, and an ordinance authorizing the Fee Agreement.

(f) Contain the following additional obligations on the part of the Company:

(1) To develop, construct, and operate the Project;

(2) To make the payments required by the Act including, but not limited to, the FILOT Payments;

(3) To perform such further acts and adopt such further proceedings as may be required to faithfully implement its undertakings and consummate the proposed transaction;

(4) To apply for, and use its best efforts to obtain, all permits, licenses, authorizations and approvals required by all governmental authorities in connection with the acquisition, construction, operation and use of the Project; and

(5) To invest at least \$10,500,000 in the Project within five years after the property tax year during which the Fee Agreement is executed and create at least 50 new jobs at the Project.

(g) The Company shall receive a credit equal to 25% of each of the Company’s respective annual FILOT Payments pursuant to Section 12-44-70 of the Act to assist the Company with the costs of clearing, grading, and soil compaction of, and qualifying infrastructure for, the Project Property (the “Special Source Revenue Credit” or “SSRC”).

(h) That the County shall transfer to the Company at no cost approximately 21 acres of land (the "Project Property") in the Park which is adjacent to the existing manufacturing facility and is located within the County for the Project.

(i) That the County shall, to the extent permitted by law, waive all building and construction permit fees, and shall use its best efforts to assist the Company in securing all other state, county and local construction, environmental and other permits, approvals and consents which may be necessary or desirable in connection with the Project on a timely basis.

(j) That, as more fully set forth in the Fee Agreement, the Company shall reimburse the County for a portion of the County's direct cash outlay for the purchase of the Project Property if and to the extent that the Company fails to invest at least \$10,500,000 and create at least 50 new jobs.

Section 5. Procedural Requirements. Notwithstanding anything in this Resolution to the contrary, the execution and delivery by the County of a Fee Agreement, and the inclusion of the Project within the Park, are subject to the provisions of the Home Rule Act and the Code and Constitution regarding the procedural requirements for adopting all required ordinances and resolutions.

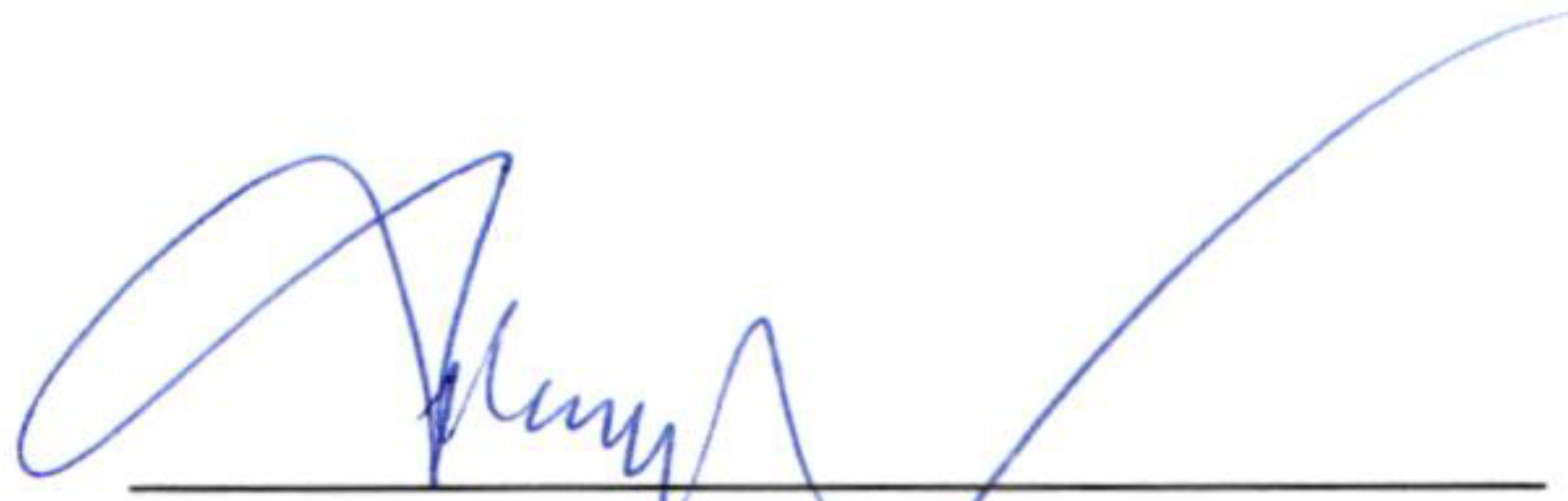
Section 6. Effectiveness of Resolution. All orders, resolutions, and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed. This resolution shall take effect and be in full force from and after its passage by the County Council.

Section 7. Official Action. It is the intention of the County Council that this Resolution 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 a Fee Agreement for the inducement of economic development projects.

Adopted in meeting duly assembled this 29th day of December 2004.

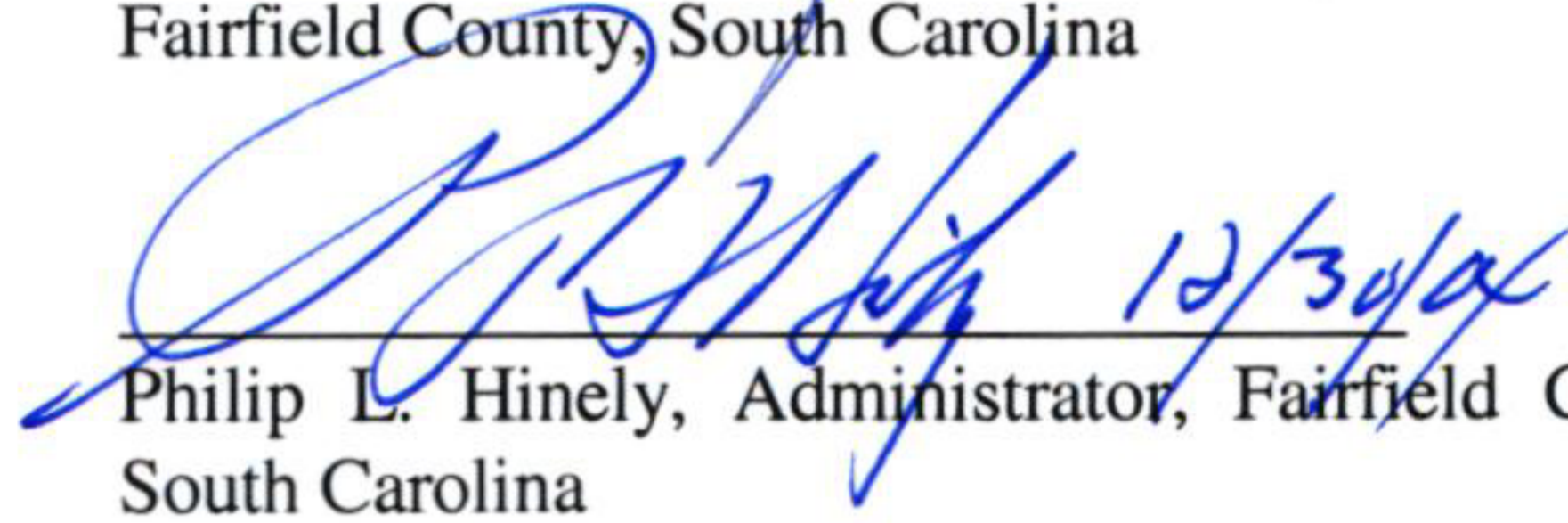
FAIRFIELD COUNTY, SOUTH CAROLINA

By:



Carnell Murphy, Chairman, County Council of
Fairfield County, South Carolina

By:



Philip L. Hinely, Administrator, Fairfield County,
South Carolina

(SEAL)

ATTEST:

By:



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