

Lancaster County Council Administration Committee

Thursday, August 11, 2016

County Council Conference Room

Council Administration Building

101 N. Main Street

Lancaster, SC 29720

1. **Call to Order – Committee Chair Brian Carnes** 4:30 p.m.
2. **Approval of the agenda** *[deletions and additions of non-substantive matters]*
3. **Minutes of the July 14, 2016 meeting – pgs. 2-5**
4. **Citizens Comments**
5. **Discussion / Action Items**
 - a. Sun City Carolina Lakes Bond refund and approval of underwriter Resolution and Ordinance.
Veronica Thompson - pgs. 6-14
 - b. Haile Gold Mine. *John Weaver – pgs. 15-76*
 1. Ordinance to transfer the Fee Agreement and a Fourth Amendment to the Fee Agreement
 2. Ordinance approving a Fourth Amendment to the Agreement for the Joint Industrial and Business Park
 - c. LCI-Lineberger. *John Weaver – pgs. 77-81*
 1. Resolution authorizing the amendment to the fee agreement.
 2. Amendment to the fee agreement.
 - d. Next steps in the County's budgeting strategy. *Kimberly Hill – pgs. 82-96*
6. **Executive Session**
 - Discussions incident to a proposed contractual arrangement SC Code §30-4-70(2)

Upon returning to open session, action may be taken on the items discussed during executive session

7. **Adjournment**

Anyone requiring special services to attend this meeting should contact 285-1565 at least 24 hours in advance of this meeting. Lancaster County Council Administration Committee agendas are posted at the Lancaster County Administration Building and are available on the Website: www.mylancastersc.org



MINUTES OF THE LANCASTER COUNTY COUNCIL ADMINISTRATION
COMMITTEE
COUNTY ADMINISTRATION BUILDING
COUNCIL CONFERENCE ROOM
101 N. MAIN STREET, LANCASTER

Members of the Lancaster County Council Administration Committee

Brian Carnes, Committee Chairman – District 7
Bob Bundy, Council Member – District 3
Charlene McGriff, Council Member – District 2

Thursday, July 14, 2016

The Committee Members present were Brian Carnes, Bob Bundy and Charlene McGriff. Also present was Steve Willis, John Weaver, Veronica Thompson, Kimberly Hill, and Debbie Hardin other spectators. A quorum of the Lancaster County Council Administration Committee was present for the meeting.

The following press was notified of the meeting by e-mail or by fax in accordance with the Freedom of Information Act: Lancaster News, Kershaw News Era, The Rock Hill Herald, Fort Mill Times, Cable News 2, Channel 9 and the local Government Channel. The agenda was also posted in the lobby of the County Administration Building the required length of time and on the county website.

Call to Order

Chairman Brian Carnes called the meeting to order at 4:30 p.m.

Approval of Amended Agenda

Charlene McGriff moved to approve the agenda. Passed 3-0.

Minutes of the May 12, 2016 and June 15, 2016 meetings

Brian Carnes noted a few typographical errors in the minutes.

Charlene McGriff moved to approve the minutes as amended of the May 12, 2016 and June 15, 2016 meetings. Passed 3-0.

Citizen Comments

Waylon Wilson 15117 Legend Oaks Court, spoke regarding the Sun City Bond agenda item.

Phyllis Sklar, spoke regarding the storm water ordinance and distributed the attached schedule A.

Jerry Holt, 3207 Kendall Trace, Indian Land, spoke regarding the storm water management plan.

Discussion/Action

Ordinances regarding Red Ventures Fee Agreement and Multi-County Park Agreements.

Attorney Mike Ey, spoke to the Committee regarding the Red Ventures Fee Agreement and Multi-County Park Agreements. He discussed the revised versions of the Fee Agreement and the Master Multi-County Park Agreements attached as schedule B. He also distributed maps of the property to show the 2005 Multi-County Park (outlined in green) and the additional 2016 Multi-County Park (outlined in red).

Charlene McGriff moved to bring to Council with a positive recommendation. Passed 3-0.

Sun City Carolina Lakes Bond refund and approval of underwriter Resolution and Ordinance.

John Weaver explained that in 2006 there were \$20 million in bonds issued. The Resolution provides for the engagement of an underwriting service to market the funding of bonds to be issued by the County. The Ordinance provides for a refinance of not to exceed \$16.5 million. Mr. Weaver further noted that the preset outstanding principal amount is \$14,120,000.

The Committee questioned the financial advantage to the refinance if we are borrowing more than we owe.

Mr. Weaver stated that we will have an answers to the feasibility prior to the Ordinance Reading. Veronica Thompson stated that the Financial Advisor could attend the next meeting to give information.

Motion was made by Bob Bundy to move forward to Council contingent upon receiving more information from the research. Passed 3-0.

Ordinance regarding storm water.

John Weaver reported that ordinances will be coming to Council regarding the establishment of the utility and establishment of the fee. He noted that he does not have enough information to complete the ordinances.

Steve Willis explained that the ordinances need to come to Council for 1st Reading on July 18th so that the Auditor can have the information to collect on the 2016 tax bill. Mr. Willis further explained to carry out the plan would affect the 2016-2017 and 2017-2018 budgets and that is why we must collect in 2016.

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Mr. Willis explained that the South Carolina Department of Environment Control has determined the storm water area and it is up to the county to carry out this utility.

No motions were made from the Committee regarding a recommendation as this item is already placed on the Council's agenda for the regular July 18, 2016 meeting.

A proposed Resolution amending the Motor Vehicle Policy to allow an unmarked vehicle for economic development purposes.

Charlene McGriff moved to forward to full Council with a positive recommendation. Passed 3-0.

Monthly Finance Report presentation changes.

Veronica Thompson spoke regarding improving the presentation method of the Monthly Finance Report by including the report as a miscellaneous report on Council's agenda. She and Kimberly Hill are recommending that a detailed discussion occur at the Administration Committee meeting quarterly.

Charlene McGriff requested that they continue to do the monthly reports to Council and the quarterly detailed report to full Council so that there would be no disconnect regarding budget matters with all Council members.

Ms. Hill will review the process and bring back to the Committee with further information at the next meeting.

Assistance to Fire Firefighters grants – Rich Hill and McDonald Green.

Darren Player stated that this Assistance to Firefighters grants for Rich Hill and McDonald Green have the recommendation of the Fire Commission. The McDonald Green grant is regional covering itself, Bell Town and Gooch's for the purchase of 800 MHz radios consistent with the purchases to be made by Lancaster County in the new Radio System Project. The Rich Hill Fire department grant was for the purchase of a breathing air compressor system. Both grants require a 5% grant match as follows:

McDonald Green -- grant match \$5,524 (Total grant \$116,005 with a Federal share of \$110,481).

Rich Hill -- grant match \$1,190 (Total grant \$24,996 with a Federal share of \$23,806).

Charlene McGriff moved to forward to Council with a positive recommendation. Passed 3-0.

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Adjournment

Charlene McGriff moved to adjourn the meeting. Seconded by Bob Bundy. Passed 3-0.

Respectfully Submitted:

Approved by Committee Chair

Debbie C. Hardin
Clerk to Council

Brian Carnes, Committee Chair

Agenda Item Summary

Ordinance # / Resolution#:

Contact Person / Sponsor: Veronica C. Thompson, County CFO

Department: Financial Management Division

Date Requested to be on Agenda: Admin Committee 8/11/2016

Issue for Consideration:

Potential Sun City Carolina Lakes Assessment District Bond Refunding

Points to Consider:

Information was included on the July 18th agenda to discuss refunding the Sun City bonds. There were some concerns on whether the refunding is feasible and what savings would be offered to the residents. There were also questions about the process and the size of the refunding bond issue.

Funding and Liability Factors:

The County's Municipal Advisor, Brian Nurick, will be discussing the various options and funding factors.

Council Options:

Recommend or not recommend to full Council for approval.

Recommendation:

None.

STATE OF SOUTH CAROLINA
COUNTY OF LANCASTER

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RESOLUTION NO.0925-R2016

A RESOLUTION

WHEREAS, on March 2, 2006, Lancaster County, South Carolina (the "County") issued its \$20,000,000 Lancaster County, South Carolina, Sun City Carolina Lakes Improvement District Assessment Revenue Bonds, Series 2006 (the "2006 Bonds"); and

WHEREAS, County Council has been informed that due to current market conditions, the 2006 Bonds are a good candidate for refunding; and

WHEREAS, the County Administrator has been informed by the County's Financial Advisor and Bond Counsel that in order to refund the 2006 Bonds, it will be necessary to engage the services of an underwriting firm to market and purchase the refunding bonds to be issued by the County in order to refund all of a portion of the 2006 Bonds; and

WHEREAS, on behalf of the County, Brian Nurick with Compass Municipal Advisors, LLC, the County's Financial Advisor, conducted a request for qualifications process for underwriting services. As a result thereof, he and the County's Bond Counsel recommended to the County Administrator and Finance Director that Stifel be engaged to provide the necessary underwriting services.

NOW, THEREFORE, BE IT RESOLVED by the Council of Lancaster County, South Carolina:

1. The engagement of Stifel to provide underwriting services as described above is hereby approved.
2. The County Administrator is authorized to execute any and all documents to effectuate such engagement.
3. This Resolution takes effect upon its adoption.

Adopted this ____ day of _____, 2016.

LANCASTER COUNTY, SOUTH CAROLINA

[SEAL]

Bob Bundy, Chair, County Council

Steve Harper, Secretary, County Council

Attest:

Debbie C. Hardin, Clerk to Council

STATE OF SOUTH CAROLINA)
)
COUNTY OF LANCASTER) ORDINANCE NO. 2016-1404

AN ORDINANCE

TO AUTHORIZE AND PROVIDE FOR THE ISSUANCE AND SALE OF NOT TO EXCEED \$15,000,000* PRINCIPAL AMOUNT SUN CITY IMPROVEMENT DISTRICT ASSESSMENT REFUNDING REVENUE BONDS, SERIES 2016A, OR SUCH OTHER APPROPRIATE SERIES DESIGNATION; TO LIMIT THE PAYMENT OF THE BONDS SOLELY TO THE ASSESSMENTS IMPOSED WITHIN THE SUN CITY IMPROVEMENT DISTRICT; TO PROVIDE FOR THE EXECUTION OF A SECOND SUPPLEMENTAL INDENTURE; TO MAKE OTHER COVENANTS AND AGREEMENTS IN CONNECTION WITH THE FOREGOING; AND TO PROVIDE FOR OTHER MATTERS RELATING THERETO

Be it ordained by the Council of Lancaster County, South Carolina:

Section 1. Definitions.

The terms defined in this Section for all purposes of this ordinance shall have the respective meanings as set forth in this Section. Any capitalized terms not defined herein shall have the meaning given such term in the Master Indenture and supplements thereto as defined herein. The term:

“Act” means the County Public Works Improvement Act, codified as Chapter 35 of Title 4 of the Code of Laws of South Carolina 1976, as amended and the Revenue Bond Act for Utilities, codified as Chapter 21 of Title 6 of the Code of Laws of South Carolina 1976, as amended.

“Administrative Expenses” means the reasonable and necessary expenses, directly or indirectly, incurred by the County with respect to the Improvement District, the Second Supplemental Indenture including but not limited to costs of imposing and collecting Assessments (including the commissions, fees, expenses and any other charges of the Assessment Consultant, Assessor, Auditor and Treasurer (as such terms are defined in the Master Indenture) and the County’s finance department personnel), and costs, fees and expenses of consultants, appraisers, engineers, legal counsel or the Trustee, Registrar or Paying Agent (as such term is defined in the Master Trust Indenture).

“Assessment” or “Assessments” means an assessment or assessments imposed under the Act.

“Bond Area” means the parcels identified in the Assessment Roll, which are and will be subject to the Assessment.

“Code” means the Internal Revenue Code of 1986, as amended, and applicable Treasury Regulations thereunder.

“Continuing Disclosure Agreement” shall mean a Continuing Disclosure Agreement, by and between the County and Municap, Inc., as dissemination agent, in connection with the Series 2016A Bonds.

“Contract of Purchase” means the Contract of Purchase between the Underwriter and the County.

“Council” means the Lancaster County Council.

*Preliminary, subject to change.

“County” means Lancaster County, South Carolina. “First Supplemental Indenture” means the First Supplemental Indenture dated as of March 1, 2006, between the County and the Trustee, and pursuant to which the Series 2006 Bonds were issued.

“Improvement District” means the Sun City Improvement District created by the Council under the Act pursuant to the Improvement District Ordinance.

“Improvement District Ordinance” means Ordinance No. 677 enacted by County Council on October 3, 2005, wherein the Improvement District was created and the Assessments are authorized to be imposed and collected, as may be amended from time to time.

“Improvement Plan” means the Sun City Improvement approved by the Council pursuant to the Improvement District Ordinance.

“Master Indenture” means the Master Trust Indenture dated as of March 1, 2006, as heretofore amended and supplemented by the First Supplemental Trust Indenture dated as of March 1, 2006, and the Second Supplemental Trust Indenture to be dated such date as may be determined by the County Administrator, each between the County and the Trustee.

“Second Supplemental Indenture” means the Second Supplemental Indenture to be dated as determined by the County Administrator between the County and the Trustee, and pursuant to which the Series 2016A Bonds will be issued.

“Series 2006 Bonds” means the \$20,000,000 original principal amount Lancaster County, South Carolina, Sun City Improvement District Assessment Revenue Bonds, Series 2006, which are presently outstanding in the principal amount of \$14,120,000.

“Series 2016A Bonds” means the not to exceed \$15,000,000* principal amount Sun City Improvement District Assessment Refunding Revenue Bonds, Series 2016A, to be issued to refund such portion of the outstanding Series 2006 Bonds and to be dated such date as may be determined by the County Administrator with advice from the County’s Bond Counsel and Financial Advisor.

“Underwriter” means Stifel, as underwriter for the Series 2016A Bonds.

Section 2. Findings and Determinations.

The Council hereby finds and determines:

(a) Pursuant to Section 4-9-10, Code of Laws of South Carolina 1976, as amended (the “S.C. Code”), the Council/Administrator form of government was selected and the Council constitutes the governing body of the County.

(b) Article X, Section 14 of the Constitution of the State of South Carolina 1896, as amended (the “Constitution”) provides in part that the County may incur indebtedness payable solely from a revenue-producing project or from a special source, which source does not involve revenues from any tax or license.

(c) Pursuant to the Act, the County is authorized to acquire, own, construct, establish, enlarge, improve, expand, operate, maintain and repair, and sell, lease, and otherwise dispose of an improvement and to finance and refinance the acquisition, construction, establishment, enlargement, improvement, expansion, operation, maintenance and repair, in whole or in part, by the imposition of assessments through the issuance

of special district bonds of the county, general obligation bonds of the county, or revenue bonds of the county, from general revenues from any source not restricted from that use by law, or by a combination of the funding sources.

(d) Pursuant to the Act, the County has adopted the Improvement District Ordinance wherein Assessments are authorized to be imposed and collected within the Improvement District.

(e) Pursuant to the Act, the County has heretofore issued the Series 2006 Bonds, and the County now desires to issue the Series 2016A Bonds for the purpose of (1) refunding such portion of the outstanding Series 2006 Bonds, as may be determined by the County Administrator (the "Refunded 2006 Bonds"), (2) funding a debt service reserve fund (if any) established for the Series 2016A Bonds, in such amount as may be determined by the County Administrator, and (3) paying certain costs of issuance related to the Series 2016A Bonds, including premiums for bond insurance policies or surety bonds, if any.

(f) In connection with the foregoing, it is proposed that the County issue the Series 2016A Bonds pursuant to the Second Supplemental Indenture and execute the Second Supplemental Indenture, such that the revenues generated from the imposition and collection of the Assessments will secure the payment of the Series 2016A Bonds and Administrative Expenses. The County will additionally assign its interest in certain funds created pursuant to the Second Supplemental Indenture to the Trustee for the benefit of the owners of the Series 2016A Bonds.

(g) There has been filed with the Clerk to Council a form of the Second Supplemental Indenture, Contract of Purchase, Preliminary Limited Offering Memorandum and Continuing Disclosure Agreement. The Council finds, however, that certain changes in said documents may be needed prior to the completion of this transaction such that it will be in the best interest of the County to delegate to the County Administrator and the County Attorney, or any one of them, the legal authority to determine those matters including the authority to approve the final form of the documents necessary to effectuate the issuance of the Series 2016A Bonds.

Section 3. **Approval of Transaction.**

The Council does hereby approve (a) the issuance of the Series 2016A Bonds pursuant to the Second Supplemental Indenture, and the use of the proceeds of the issuance of the Series 2016A Bonds for the purposes described in Section 2(e) above; and (b) the pledge and application of the revenues generated from the imposition and collection of the Assessments and other funds created pursuant to the Second Supplemental Indenture for the benefit of the owners of the Series 2016 Bonds for payment of the Series 2016A Bonds and Administrative Expenses.

Section 4. **Approval of Second Supplemental Indenture and Delegation of Authority.**

The form, terms and provisions of the Second Supplemental Indenture, a copy of which is attached hereto as Exhibit A and filed with the Clerk to Council, be and hereby are approved. The Chairman of the Council is hereby authorized, empowered and directed to execute, acknowledge and deliver, and the Clerk to Council is hereby authorized, empowered and directed to attest the Second Supplemental Indenture, with such changes or revisions as are permitted hereby, in the name of and on behalf of the County. The County Administrator, with advice from the County Attorney and the County's Bond Counsel, is hereby delegated the authority to approve such changes in the form, terms and provisions of the Second Supplemental Indenture as may be necessary or advisable in connection with the transactions contemplated hereby and thereby. The Chairman's execution and delivery of the Second Supplemental Indenture shall constitute conclusive evidence of approval of any and all changes or revisions therein from the form of the Second Supplemental Indenture

attached hereto as Exhibit A. Any amendments to the Second Supplemental Indenture shall be executed in the same manner.

Section 5. Continuation of Revenue Fund.

There is hereby continued an enterprise fund in the County's budget and accounting system for the purpose of accounting for all Assessments levied and collected with respect to the Improvement District. All Assessments levied and collected shall be deposited into such enterprise fund and as such shall be disbursed according to the provisions of the Second Supplemental Indenture.

Section 6. Approval of Contract of Purchase and Delegation of Authority.

The form, terms and provisions of the Contract of Purchase, a copy of which is attached hereto as Exhibit B and filed with the Clerk to Council, be and hereby is approved. The County Administrator is hereby authorized, empowered and directed to execute, acknowledge and deliver the Contract of Purchase, with such changes or revisions as are permitted hereby, in the name of and on behalf of the County. The County Administrator, with advice from the County Attorney and the County's Bond Counsel, is hereby authorized to approve such changes in the form, terms and provisions of the Contract of Purchase as may be necessary or advisable in connection with the transactions contemplated hereby and thereby. The County Administrator's execution and delivery of the Contract of Purchase shall constitute conclusive evidence of approval of any and all changes or revisions therein from the form of the Contract of Purchase attached hereto as Exhibit B. Any amendments to the Contract of Purchase shall be executed in the same manner.

Section 7. Approval of Preliminary Limited Offering Memorandum and Delegation of Authority.

The distribution of the Preliminary Limited Offering Memorandum in substantially the form attached hereto as Exhibit C (the "Preliminary LOM") and filed with the Clerk to Council, be and hereby is approved for distribution by the Underwriter and the Final Limited Offering Memorandum in substantially the form of the Preliminary LOM (the "Final LOM") is hereby approved for distribution by the Underwriter. The County Administrator, with advice from the County Attorney and the County's Bond Counsel, is hereby delegated the authority to approve such changes in the form, terms and provisions of and to execute and deliver the Preliminary LOM as may be appropriate for the transactions contemplated hereby and thereby, to take such actions necessary to "deem final" the Preliminary LOM for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, and to approve such changes in the form, terms and provisions of and to execute and deliver the Final LOM as may be appropriate for the transactions contemplated hereby and thereby. The Chairman's execution of the Final LOM shall constitute conclusive evidence of approval of any and all changes or revisions therein from the form of the Preliminary LOM attached hereto as Exhibit C.

Section 8. Approval of Continuing Disclosure Agreement and Delegation of Authority.

(a) The form, terms and provisions of the Continuing Disclosure Agreement, a copy of which is attached hereto as Exhibit D and filed with the Clerk to Council, be and hereby is approved. The County Administrator is hereby authorized, empowered and directed to execute, acknowledge and deliver the Continuing Disclosure Agreement, with such changes or revisions as are permitted hereby, in the name of and on behalf of the County. The County Administrator, with advice from the County Attorney and the County's Bond Counsel, is hereby delegated the authority to approve such changes in the form, terms and provisions of the Continuing Disclosure Agreement as may be necessary or advisable in connection with the transactions contemplated hereby and thereby. The Chairman's execution and the delivery of the Continuing Disclosure Agreement shall constitute conclusive evidence of approval of any and all changes or revisions

therein from the form of the Continuing Disclosure Agreement attached hereto as Exhibit D. Any amendments to the Continuing Disclosure Agreement shall be executed in the same manner.

(b) So long as and to the extent required pursuant to Section 11-1-85 of the Code of Laws of South Carolina 1976, as amended ("Section 11-1-85"), the County covenants that it will file with a central repository (if any) for availability in the secondary bond market when requested:

(i) An annual independent audit, within 30 days of the County's receipt of the audit;
and

(ii) Event-specific information within 30 days of an event adversely affecting more than 5% percent of the revenues generated from the imposition of Assessment A-1 or the County's tax base.

(c) The only remedy for failure by the County to comply with the covenant of this Section 8 shall be an action for specific performance of this covenant; and failure to comply shall not constitute a default or an "Event of Default" under this ordinance or the Second Supplemental Indenture. The Trustee shall have no responsibility to monitor the County's compliance with this covenant. The County specifically reserves the right to amend or delete this covenant in order to reflect any change in Section 11-1-85, without the consent of the Trustee or any Holder of any Series 2016A Bonds.

Section 9. Trustee, Registrar and Paying Agent.

The County hereby delegates to the County Administrator the authority to designate the Trustee, Registrar and Paying Agent under the terms and conditions provided in the Master Indenture and the Second Supplemental Indenture.

Section 10. Arbitrage Covenant.

The County hereby covenants and agrees with the Holders of the Series 2016A Bonds issued, and the Holders of the Series 2006 Bonds reissued, as tax-exempt obligations (the "Tax-Exempt Bonds") that it will not take any action which will, or fail to take any action which failure will, cause interest on the Tax-Exempt Bonds to become includable in the gross income of such Holders thereof for federal income tax purposes pursuant to the provisions of the Code and regulations promulgated thereunder in effect on the date of original issuance of the Tax-Exempt Bonds and that no use of the proceeds of the Tax-Exempt Bonds shall be made which, if such use had been reasonably expected on the date of issue of the Tax-Exempt Bonds would have caused the Tax-Exempt Bonds to be "arbitrage bonds," as defined in the Code; and to that end the County hereby shall:

(a) comply with the applicable provisions of Section 103 and Sections 141 through 150 of the Code and any regulations promulgated thereunder so long as the Tax-Exempt Bonds are Outstanding;

(b) establish such funds, make such calculations and pay such amounts, if necessary, in the manner and at the times required in order to comply with the requirements of the Code relating to required rebate of certain amounts to the United States; and

(c) make such reports of such information at the times and places required by the Code.

The County Administrator are hereby authorized to execute a Federal Tax Certificate. Pursuant to Ordinance No. 2015-1335 duly enacted by the Council on February 23, 2015, the County adopted Written Procedures related to Tax-Exempt Debt.

Section 11. **Authority to Act.**

The Council Chair, Council Secretary, Clerk to Council, County Administrator, County Attorney, County Finance Director and all other appropriate officials of the County are authorized and directed to do any and all things necessary by the County and to execute the documents authorized herein or any other documents to effect the purposes of this ordinance.

Section 12. **Engagement of Professionals.** The County Council hereby retains McNair Law Firm, P.A., as Bond Counsel and Compass Municipal Advisors, LLC, as Financial Advisor, and AMTEC Tax-Exempt Compliance, as Verification Agent, in connection with the issuance of the Series 2016A Bonds. The County Administrator is authorized to execute such contracts, documents or engagement letters as may be necessary and appropriate to effectuate these engagements.

Section 13. **Severability.**

If any section, subsection or clause of this ordinance is held to be unconstitutional or otherwise invalid, the validity of the remaining sections, subsections and clauses shall not be affected.

Section 14. **Controlling Provisions.**

To the extent this ordinance contains provisions that conflict with provisions contained elsewhere in the Lancaster County Code or other County ordinances, resolutions or orders, the provisions contained in this ordinance supersede all other provisions and this ordinance is controlling.

Section 15. **Effective Date.**

This ordinance is effective upon third reading.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

AND IT IS SO ORDAINED, this ____ day of _____, 2016.

LANCASTER COUNTY, SOUTH CAROLINA

Bob Bundy, Chair, County Council

Steve Harper, Secretary, County Council

ATTEST:

Debbie C. Hardin, Clerk to Council

First Reading:
Second Reading:
Public Hearing:
Third Reading:

LANCASTER COUNTY
ORDINANCE NO. _____

AN ORDINANCE (1) APPROVING AND RATIFYING (A) THE PRIOR TRANSFER BY HAILE GOLD MINE INC. (THE "COMPANY") TO OCEANAGOLD EXPLORATION (CAROLINA) INC. ("OCEANAGOLD") OF THE COMPANY'S RIGHT, TITLE, AND INTEREST IN PROPERTY LOCATED IN THE COUNTY AND SUBJECT TO THAT CERTAIN FEE AGREEMENT DATED AS OF DECEMBER 1, 2008 BY AND BETWEEN THE COMPANY AND LANCASTER COUNTY (THE "COUNTY") (AS AMENDED, THE "FEE AGREEMENT") AND (B) THE ASSIGNMENT OF ALL OF THE COMPANY'S RIGHTS, INTERESTS, AND OBLIGATIONS UNDER THE FEE AGREEMENT WITH RESPECT TO SUCH PROPERTY; (2) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT AS TO PARTIAL ASSIGNMENT AND ASSUMPTION OF FEE AGREEMENT (OCEANAGOLD) IN CONNECTION WITH SUCH TRANSFER AND ASSIGNMENT; (3) APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A FOURTH AMENDMENT TO THE FEE AGREEMENT BY AND AMONG THE COUNTY, THE COMPANY, AND OCEANAGOLD SO AS TO (A) ADD PROPERTY TO BE COVERED BY THE FEE AGREEMENT; (B) CORRECT A SCRIVENER'S ERROR IN THE LEGAL DESCRIPTION FOR A CERTAIN PROPERTY PRESENTLY SUBJECT TO THE FEE AGREEMENT; AND (C) CORRECT SCRIVENER'S ERRORS IN THE TAX MAP NUMBER IDENTIFIERS FOR MULTIPLE CERTAIN PROPERTIES PRESENTLY SUBJECT TO THE FEE AGREEMENT; AND (4) AUTHORIZING OTHER MATTERS RELATING THERETO.

WHEREAS, pursuant to Title 12, Chapter 44 of the Code of Laws of South Carolina 1976, as amended (the "Act"), Lancaster County, South Carolina (the "County"), acting by and through its County Council (the "Council"), and Haile Gold Mine Inc., a corporation organized and existing under the laws of the State of South Carolina (the "Company") previously entered into a Fee Agreement dated as of December 1, 2008 (the "Original Fee Agreement"), as amended by that certain Amendment to Fee in Lieu of Tax Agreement dated as of December 7, 2009 (the "First Amendment"), that certain Second Amendment to Fee in Lieu of Tax Agreement dated as of November 30, 2010 (the "Second Amendment"), and that certain Third Amendment to Fee Agreement dated as of December 9, 2013 (the "Third Amendment") (the Original Fee Agreement, as amended by the First Amendment, the Second Amendment, and the Third Amendment, referred to herein as the "Fee Agreement"), pursuant to which, amongst other things, the Company agreed to make, and the County agreed to accept, negotiated fee in lieu of tax ("FILOT") payments with respect to certain eligible property (the "Project") then or

thereafter located within the County on certain land described in Exhibit A to the Fee Agreement (the "Project Site"); and

WHEREAS, pursuant to that certain Title to Real Estate Limited Warranty Deed dated March 30, 2015, and recorded April 2, 2015 in the Office of the Register of Deeds for the County (the "County ROD") in Book 861 at Page 304 (the "Transfer Documentation"), effective as of March 30, 2015 (the "Effective Transfer Date"), the Company granted to Romarco Minerals SC Inc., a corporation then organized and existing under the laws of the State of Delaware, all of the Company's right, title, and interest in and to nine (9) parcels of the Project Site comprising a portion of the Project, which parcels are identified in Schedule 1 of the Partial Assignment and Assumption Agreement (as defined below), together with any real and/or personal property comprising a portion of the Project located thereon, (collectively, the "Transferred FILOT Property," and such transactions referred to herein as the "Transfer"); and

WHEREAS, pursuant to that certain Certificate of Amendment of Certificate of Incorporation filed April 28, 2015 in the Office of the Delaware Secretary of State, and as evidenced by that certain Affidavit (Change of Corporate Name) dated April 30, 2015 and recorded May 6, 2015 in the County ROD in Book 873 at page 294, Romarco Minerals SC Inc. changed its name to Romarco Exploration Inc.; and

WHEREAS, pursuant to that certain Certificate of Amendment of Certificate of Incorporation filed October 9, 2015 in the Office of the Delaware Secretary of State, and as evidenced by that certain Affidavit (Change of Corporate Name) dated October 9, 2015 and recorded October 16, 2015 in the County ROD in Book 920 at page 181, Romarco Exploration Inc. changed its name to OceanaGold Exploration (Carolina) Inc., now a corporation organized and existing under the laws of the State of Delaware ("OceanaGold"); and

WHEREAS, the Company desires to assign, transfer, convey, and set over to OceanaGold, all of the Company's right, title, and interest in, to, and under the Fee Agreement with respect to the Transferred FILOT Property, and OceanaGold desires to hereby assume all of the Company's duties, obligations, and liabilities under the Fee Agreement with respect to the Transferred FILOT Property, all effective as of the Effective Transfer Date (the "Partial Assignment and Assumption"), and all as set forth in greater detail in the Agreement as to Partial Assignment and Assumption of Fee Agreement (OceanaGold) by and among the County, the Company, and OceanaGold (the "Partial Assignment and Assumption Agreement"), the form of which is presented to this meeting, which Partial Assignment and Assumption Agreement is to be dated as of _____, 2016, or such other date as the parties thereto agree; and

WHEREAS, the Company previously acquired additional property to be used in connection with the Project (the "Additional Property"); and

WHEREAS, pursuant to the First Amendment, the County and the Company agreed to include additional property to be covered by the Original Fee Agreement, including, but not limited to, certain property identified as the Blackwell Tract 1 in Schedule I attached to the First Amendment; and

WHEREAS, pursuant to the Second Amendment, the County and the Company agreed to include additional property to be covered by the Original Fee Agreement, as amended by the First Amendment, including, but not limited to, certain properties identified as the Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, and Clyburn Tract in Schedule I attached to the Second Amendment; and

WHEREAS, pursuant to the Third Amendment, the County and the Company ratified the prior inclusion within the Original Fee Agreement, as amended by the First Amendment and the Second Amendment, by Resolution No. 772 adopted December 12, 2011, of certain property then identified as the 0135-11-004.01 Town of Kershaw tract in Schedule 1 attached to the Third Amendment; and

WHEREAS, the Company and OceanaGold have requested, and the County has determined, to (i) include the Additional Property under the Fee Agreement, (ii) correct a scrivener's error in the legal description in the Clyburn Tract contained in the Fee Agreement, and (iii) correct scrivener's errors in the tax map number identifiers of the Blackwell Tract 1, Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, Clyburn Tract, and the land heretofore identified as the 0135-11-004.01 Town of Kershaw tract contained in the Fee Agreement, and the County, the Company, and OceanaGold have agreed to the specific terms and conditions of such modifications as set forth herein and in the Fourth Amendment to Fee Agreement by and among the County, the Company, and OceanaGold (the "Fourth Amendment"), the form of which is presented to this meeting, which Fourth Amendment is to be dated as of _____, 2016, or such other date as the parties thereto may agree; and; and

WHEREAS, it appears that each of the Partial Assignment and Assumption Agreement and the Fourth Amendment now before this meeting are in an appropriate form and are appropriate instruments to be executed and delivered by the County for the purposes intended.

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

Section 1. The County hereby ratifies and approves the Transfer and Partial Assignment and Assumption as of the Transfer Effective Date, as set forth in greater detail in the Partial Assignment and Assumption Agreement and acknowledges that, to the extent required by the Act, this Ordinance is an official ratification of the Transfer and the Partial Assignment and Assumption for purposes of Section 12-44-120(D) of the Act.

Section 2. The form, provisions, terms, and conditions of the Partial Assignment and Assumption Agreement (Exhibit A) presented to this meeting and filed with the Clerk to the Council are hereby approved, and all of the provisions, terms, and conditions thereof are hereby incorporated herein by reference as if the Partial Assignment and Assumption Agreement were set out in this Ordinance in its entirety. The Chairman of the Council is hereby authorized, empowered, and directed to execute the Partial Assignment and Assumption Agreement in the name and on behalf of the County; the Clerk to the Council is hereby authorized and directed to attest the same; and the Chairman of the Council is further authorized, empowered, and directed to deliver the Partial Assignment and Assumption Agreement to the Company and OceanaGold.

Section 3. The County hereby approves an amendment to the Fee Agreement to (i) include the Additional Property under the Fee Agreement, (ii) correct a scrivener's error in the legal description at the Clyburn Tract, and (iii) correct scrivener's errors in the tax map number identifiers of the Blackwell Tract 1, Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, Clyburn Tract, and the land heretofore identified as the 0135-11-004.01 Town of Kershaw tract, all as set forth in greater detail in the Fourth Amendment.

Section 4. The form, provisions, terms, and conditions of the Fourth Amendment (Exhibit B) presented to this meeting and filed with the Clerk to the Council are hereby approved, and all of the provisions, terms, and conditions thereof are hereby incorporated herein by reference as if the Fourth Amendment were set out in this Ordinance in its entirety. The Chairman of the Council is hereby authorized, empowered, and directed to execute the Fourth Amendment in the name and on behalf of the County; the Clerk to the Council is hereby authorized and directed to attest the same; and the Chairman of the Council is further authorized, empowered, and directed to deliver the Fourth Amendment to the Company and OceanaGold.

Section 5. Each of the Partial Assignment and Assumption Agreement and the Fourth Amendment are to be in substantially the form now before this meeting and hereby approved, or with such changes therein as shall not materially adversely affect the rights of the County thereunder and as shall be approved by the official or officials of the County executing the same, upon the 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 such documents now before this meeting.

Section 6. The Chairman of the Council, the Secretary of the Council, and the Clerk to the Council, for and on behalf of the County, are hereby each authorized, empowered, and directed to do any and all things necessary or proper to effect the performance of all obligations of the County under and pursuant to the Partial Assignment and Assumption Agreement and the Fourth Amendment.

Section 7. The provisions of this Ordinance are 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, then the declaration shall not affect the validity of the remainder of the sections, phrases, and provisions of this Ordinance.

Section 8. All orders, resolutions, ordinances and parts thereof in conflict herewith are, to the extent of such conflict, only, hereby repealed and this Ordinance shall take effect and be in full force upon adoption by the Council.

Section 9. This Ordinance shall take effect and be in full force upon third reading by the Council.

[End of Ordinance]

AND IT IS SO ORDAINED, this ____ day of _____, 2016.

LANCASTER COUNTY, SOUTH CAROLINA

Bob Bundy, Chair, County Council,

Steve Harper, Secretary, County Council

ATTEST:

Clerk to Council

First Reading: _____, 2016

Second Reading: _____, 2016

Public Hearing: _____, 2016

Third Reading: _____, 2016

Approved as to form:

County Attorney

EXHIBIT A

PARTIAL ASSIGNMENT AND ASSUMPTION AGREEMENT

SEE ATTACHED

EXHIBIT B
FOURTH AMENDMENT TO FEE AGREEMENT

SEE ATTACHED

[illegible]

This **AGREEMENT AS TO PARTIAL ASSIGNMENT AND ASSUMPTION OF FEE AGREEMENT (OCEANAGOLD)** (the “Agreement”) is dated [_____, 2016] by and among **LANCASTER COUNTY, SOUTH CAROLINA**, a political subdivision and body corporate of the State of South Carolina (the “County”), **HAILE GOLD MINE INC.**, a corporation organized and existing under the laws of Delaware and authorized to do business in the State of South Carolina (the “Company”), and **OCEANAGOLD EXPLORATION (CAROLINA) INC.**, a corporation organized and existing under the laws of Delaware and authorized to do business in the State of South Carolina (“OceanaGold”).

WITNESSETH:

WHEREAS, the County, acting by and through its County Council (the “Council”), pursuant to the provisions of the Code of Laws of South Carolina 1976, as amended (the “Code”), and specifically Title 12, Chapter 44 of the Code (the “Act”) and the Company did previously enter into that certain Fee Agreement dated as of December 1, 2008 (the “Original Fee Agreement”), as amended by that certain Amendment to Fee in Lieu of Tax Agreement certain amendment dated as of December 7, 2009, that certain Second Amendment to Fee in Lieu of Tax Agreement dated as of November 30, 2010, and that certain Third Amendment to Fee Agreement dated as of December 9, 2013 (the Original Fee Agreement, as amended by all such amendments, referred to herein as the “Fee Agreement”), pursuant to which, amongst other things, the Company agreed to make, and the County agreed to accept, negotiated fee in lieu of tax (“FILOT”) payments with respect to certain eligible property (“Project FILOT Property”) then or thereafter located within the County on certain land described in Exhibit A to the Fee Agreement (the “Project Site”); and

WHEREAS, pursuant to that certain Title to Real Estate Limited Warranty Deed dated March 30, 2015, and recorded April 2, 2015 in the Office of the Register of Deeds for the County (the “County ROD”) in Book 861 at Page 304 (the “Transfer Documentation”), effective as of March 30, 2015 (the “Effective Transfer Date”), the Company granted to Romarco Minerals SC Inc., a corporation then organized and existing under the laws of the State of Delaware, all of the Company’s right, title, and interest in and to nine (9) parcels of the Project Site comprising a portion of Project FILOT Property, which parcels are identified in Schedule 1, together with any real and/or personal property comprising a portion of the Project FILOT Property located thereon, (collectively, the “Transferred FILOT Property,” and such transaction referred to herein as the “Transfer”); and

WHEREAS, pursuant to that certain Certificate of Amendment of Certificate of Incorporation filed April 28, 2015 in the Office of the Delaware Secretary of State, and as evidenced by that certain Affidavit (Change of Corporate Name) dated April 30, 2015 and recorded May 6, 2015 in the County ROD in Book 873 at page 294, Romarco Minerals SC Inc. changed its name to Romarco Exploration Inc.; and

WHEREAS, pursuant to that certain Certificate of Amendment of Certificate of Incorporation filed October 9, 2015 in the Office of the Delaware Secretary of State, and as evidenced by that certain Affidavit (Change of Corporate Name) dated October 9, 2015 and recorded October 16, 2015 in the County ROD in Book 920 at page 181, Romarco Exploration Inc. changed its name to OceanaGold Exploration (Carolina) Inc., which, as stated above, is referred to herein as OceanaGold; and

WHEREAS, the Company desires to hereby assign, transfer, convey, and set over to OceanaGold, all of the Company's right, title, and interest in, to, and under the Fee Agreement with respect to the Transferred FILOT Property, and OceanaGold desires to hereby assume all of the Company's duties, obligations, and liabilities under the Fee Agreement with respect to the Transferred FILOT Property, all effective as of the Effective Transfer Date (the "Partial Assignment and Assumption"), and all as set forth in greater detail in the Agreement; and

WHEREAS, pursuant to an Ordinance duly enacted by the Council on [_____, 2016] (the "Ordinance"), in accordance with Section 12-44-120 of the Act, the County approved and ratified the Transfer and the Partial Assignment and Assumption as of the Effective Transfer Date, and as further evidence of such approval and ratification, desires to enter into, execute, and deliver this Agreement.

NOW, THEREFORE, for and in consideration of the premises and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby covenant and agree as follows:

Section 1. Assignment. The Company does hereby assign, transfer, convey, and set over to OceanaGold, its successors and assigns, all of the Company's right, title and interest in, to, and under the Fee Agreement with respect to the Transferred FILOT Property accruing on or after 12:00 a.m. on the Effective Transfer Date including, but not limited to, all rights to: (i) make future investment in property eligible for FILOT payments on the portion of the Project Site comprising all or a portion of the Transferred FILOT Property; and (ii) make FILOT payments with respect to the Transferred FILOT Property and any such future additional investment referenced in (i) above, all in accordance with the terms and provisions of the Fee Agreement.

Section 2. Assumption. OceanaGold does hereby assume and agrees to perform in full, all of the Company's duties, obligations, and liabilities under the Fee Agreement with respect to the Transferred FILOT Property accruing on or after 12:00 a.m. on the Effective Transfer Date, including, without limitation, all obligations to make FILOT payments with respect to the Transferred FILOT Property.

Section 3. Confirmation of Approval and Acknowledgement of the County. The County hereby confirms its prior approval and ratification of the Transfer and the Partial Assignment and Assumption as set forth in the Ordinance, to be effective as of the Effective Transfer Date. The County acknowledges that no Event of Default (as defined in the Fee Agreement) existed as of the Effective Transfer Date or exists as of the date hereof, nor does any circumstance exist as of the date hereof which, with notice or lapse of time or both, would constitute such an event of default under the Fee Agreement.

Section 4. Notice to OceanaGold. The parties agree that the address to be utilized with respect to OceanaGold under Section 6.1 of the Fee Agreement shall hereafter be as follows:

OceanaGold Exploration (Carolina) Inc.
7001 Snowy Owl Road
P.O. Box 128
Kershaw, SC 29067
Attention: [_____]
Facsimile: [###-###-####]

Section 5. Successors and Assigns. The terms and provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

Section 6. Severability. In the event that any clause or provisions of this Agreement shall be held to be invalid by any court of competent jurisdiction, the invalidity of such clause or provision shall not affect any of the remaining provisions hereof.

Section 7. Applicable Law. This Agreement shall be governed by and construed in accordance with the law of the State of South Carolina.

Section 8. Amendment. No provision of this Agreement may be amended, modified, supplemented, changed, waived, discharged, or terminated unless all of the parties hereto consent thereto in writing.

Section 9. Multiple Counterparts. This Agreement may be executed in multiple counterparts, each of which shall be an original but all of which shall constitute but one and the same instrument.

[SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, LANCASTER COUNTY, SOUTH CAROLINA, HAILE GOLD MINE INC., and OCEANAGOLD EXPLORATION (CAROLINA) INC. each pursuant to due authority, have duly executed this Agreement as to Partial Assignment and Assumption of Fee Agreement (OceanaGold), all as of the date first above written.

LANCASTER COUNTY, SOUTH CAROLINA

Bob Bundy, Chair, County Council

Steve Harper, Secretary, County Council

ATTEST:

Debbie C. Hardin, Clerk to County Council

HAILE GOLD MINE INC.

Signature: _____

Name: _____

Title: _____

**OCEANAGOLD EXPLORATION
(CAROLINA) INC.**

Signature: _____

Name: _____

Title: _____

SCHEDULE 1

Blackwell Tract 2:

ALL that certain piece, parcel or lot of land, containing 39.07 acres, being and situate about (2) miles Northeast of the Town of Kershaw, in Flat Creek Township, Lancaster County, South Carolina, and being more particularly shown and described on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated August 12, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on August 25, 2009, in Plat Book 2009, at Page 398. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0141-00-013.00

Stroud (Charles) Tract:

ALL that certain piece, parcel or tract of land, containing 0.75 acres, located in Flat Creek Township, approximately 7.5 miles northeast of Kershaw, SC, in Lancaster County, South Carolina, and being more particularly shown and described on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated September 22, 2010, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on September 29, 2010, in Plat Book 2010, at Page 430. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0118-00-060.00

Furr Tract:

ALL that certain piece, parcel or lot of land, containing 57.06 acres in Flat Creek Township, Lancaster County, South Carolina, approximately 1.5 miles north of Kershaw, and being more particularly shown and described on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated September 28, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on October 2, 2009, in Plat Book 2009, at Page 466. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0141-00-014.00

Mahaffey Tract:

ALL that certain piece, parcel or lot of land, situate, lying and being in Flat Creek Township, Lancaster County, South Carolina, and designated as Lot Number 5, in Block A as shown on a Plat of survey made by Fred J. Hager, Surveyor, dated June 13th, 1968; and being more particularly shown and described as 0.17 acre on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated September 28, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on October 29, 2009, in Plat Book 2009, at Page 505. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0141H-0A-024.00

Hegler Tract:

ALL that certain piece, parcel or lot of land, containing forty-seven (47) acres in Flat Creek Township, Lancaster County, South Carolina, being shown as Tract 19 on a Plat by Clark and Mobley, dated November 10, 1926, recorded in Plat Book 2, at Page 18, in the Office of the Register of Deeds for Lancaster County, SC; and being more particularly shown and described as 46.64 acres on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated October 22, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on December 17, 2009, in Plat Book 2009, at Page 591. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0141-00-012.00

Salmon Tract:

ALL that certain piece, parcel or lot of land, located on the eastern boundary of Fork Hill Highway; approximately one and one half (1.5) miles north of Kershaw, being shown, described and designated as Tract No. 1, containing 2.74 acres, and Tract No. 2 containing 44.44 acres in Flat Creek Township, Lancaster County, South Carolina, being further shown on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated February 19, 2010, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on May 7, 2010, in Plat Book 2010, at Page 200. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0141-00-011.00

Gardner Fee Tracts:

ALL that certain piece, parcel or lot of land, containing 15.28 acres, and located approximately 10 miles NE of Kershaw, SC, in Lancaster County, South Carolina, and being more particularly shown and described on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated December 30, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on December 30, 2009, in Plat Book 2009, at Page 638. Reference to said plat is made for a more complete and accurate description.

ALSO: ALL that certain piece, parcel or lot of land, containing 11.11 acres, and located approximately 10 miles NE of Kershaw, SC, in Lancaster County, South Carolina, and being more particularly shown and described on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated December 30, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on December 30, 2009, in Plat Book 2009, at Page 639. Reference to said plat is made for a more complete and accurate description.

TMS Nos.: 0116-00-008.01 and 0116-00-013.00

Wright Tract:

ALL those certain pieces, parcels or tracts of land, located approximately 10 miles northeast of Kershaw, SC, in Lancaster County, South Carolina, being shown and described and designated as Tract No. 1 containing 14.79 acres and Tract 2 containing 23.41 acres on plat of survey entitled "Boundary Survey for Henry D. Anderson, Jr.", dated August 15, 1998, made by Eddie R. Johnson, P.L.S. and recorded as Plat No. 2004-8 in the Office of the Register of Deeds for Lancaster County, South Carolina; and also being described as Tract No.1, containing 13.54 acres and Tract 2, containing 21.81 acres on a Survey prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated February 22, 2010, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina on February 25, 2010, in Plat Book 2010, at Page 71. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0116-00-009.00

Hinson Tract 1:

ALL that certain piece, parcel or tract of land, with improvement thereon, lying, being and situate near Midway Community, Lancaster County, South Carolina, containing 26.5 acres, and being more particularly shown by the Plat of Paul Clark, R.L.S., dated April, 1975, and recorded as Plat Number 3338 on January 20, 1978, in the Office of the Clerk of Court for Lancaster County; and also being shown as Tract 2, containing 22.17 acres as shown on a Survey prepared for Haile Gold Mine Inc. by Holland Surveyors, LLC, dated December 28, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2009, at Page 637. Reference to said plat is made for a more complete and accurate description.

LESS AND EXCEPT: All that certain piece, parcel or tract of land, with improvements thereon, containing five (5.0) acres, more or less, lying, being and situate near Midway Community, Lancaster County, South Carolina, and being more particularly shown on a Plat prepared for Margaret P. and James R. Hinson, Jr., by Kenneth A. Johnson, R.L.S., dated December 30, 1998, and recorded in the Office of the Clerk of Court for Lancaster County in Plat Book 9900, Page 0.002; and being further shown and delineated as Tract 2A on a plat prepared for Haile Gold Mine, Inc., by Holland Surveyors, LLC, dated December 28, 2009, and recorded in the Office of the Clerk of Court for Lancaster County in Plat Book 2009, at Page 637. Reference to said plat is made for a more complete and accurate description.

ALSO: All that certain piece, parcel or tract of land, with improvements thereon, lying, being and situate near Midway Community, Lancaster County, State of South Carolina, shown as Tract 2, containing 78.80 acres, and being more particularly shown on the Plat of Paul Clark, R.L.S., dated April, 1975, and recorded as Plat Number #3338 on January 20, 1978, in the Office of the Clerk of Court for Lancaster County; and also described as Tract 1, containing 79.96 acres on a Survey prepared for Haile Gold Mine Inc. by Holland Surveyors, LLC, dated December 28, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2009, at page 637. Reference to said plat is made for a more complete and accurate description

ALSO: All that certain piece, parcel or tract of land, designated as Tract 1A, containing 4.06 acres, located in Lancaster County, South Carolina, and being more particularly shown and described on a Survey prepared for Haile Gold Mine Inc., by Holland Surveyors, LLC, dated December 28, 2009, and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2009, at Page 637. Reference to said plat is made for a more complete and accurate description.

TMS Nos.:0118-00-062.00 and 0118-00-062.01

FOURTH AMENDMENT TO FEE AGREEMENT

This **FOURTH AMENDMENT TO FEE AGREEMENT** (the "Fourth Amendment") is dated as of [_____, 2016] by and among **LANCASTER COUNTY, SOUTH CAROLINA**, a political subdivision and body corporate of the State of South Carolina (the "County"), **HAILE GOLD MINE INC.**, a corporation organized and existing under the laws of Delaware and authorized to do business in the State of South Carolina (the "Company"), and **OCEANAGOLD EXPLORATION (CAROLINA) INC.**, a corporation organized and existing under the laws of Delaware and authorized to do business in the State of South Carolina ("OceanaGold").

WITNESSETH:

WHEREAS, pursuant to Title 12, Chapter 44 of the Code of Laws of South Carolina 1976, as amended (the "Act"), the County and the Company previously entered into a Fee Agreement dated as of December 1, 2008 (the "Original Fee Agreement"), as amended by that certain Amendment to Fee in Lieu of Tax Agreement dated as of December 7, 2009 (the "First Amendment"), that certain Second Amendment to Fee in Lieu of Tax Agreement dated as of November 30, 2010 (the "Second Amendment"), and that certain Third Amendment to Fee Agreement dated as of December 9, 2013 (the "Third Amendment") (the Original Fee Agreement, as amended by the First Amendment, the Second Amendment, and the Third Amendment referred to herein as the "Fee Agreement"), for the purpose of, among other things, providing a fee in lieu of tax incentive to the Company in connection with the "Project," as defined in the Fee Agreement; and

WHEREAS, the Company previously acquired additional property to be used in connection with the Project (the "Additional Property"); and

WHEREAS, pursuant to the First Amendment, the County and the Company agreed to include additional property to be covered by the Original Fee Agreement, including, but not limited to, certain property identified as the Blackwell Tract 1 in Schedule I attached to the First Amendment; and

WHEREAS, pursuant to the Second Amendment, the County and the Company agreed to include additional property to be covered by the Original Fee Agreement, as amended by the First Amendment, including, but not limited to, certain properties identified as the Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, and Clyburn Tract in Schedule I attached to the Second Amendment; and

WHEREAS, pursuant to the Third Amendment, the County and the Company ratified the prior inclusion within the Original Fee Agreement, as amended by the First Amendment and the Second Amendment, by Resolution No. 772 adopted December 12, 2011, of certain property then identified as the 0135-11-004.01 Town of Kershaw tract in Schedule 1 attached to the Third Amendment; and

WHEREAS, pursuant to Ordinance No. [_____] enacted on [_____, 2016] (the "Ordinance"), the County Council of Lancaster County (the "Council") approved this Fourth Amendment to (i) include the Additional Property under the Fee Agreement, (ii) correct a scrivener's error in the legal description in the Clyburn Tract, and (iii) correct scrivener's errors

in the tax map number identifiers of the Blackwell Tract 1, Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, Clyburn Tract, and the land heretofore identified as the 0135-11-004.01 Town of Kershaw tract; and

WHEREAS, the County, the Company, and OceanaGold now desire to so amend the Fee Agreement; and

WHEREAS, the Ordinance authorized, empowered, and directed the Chair of the Council to execute this Fourth Amendment, in the name of and on behalf of the County, with the Clerk to the Council attesting the same, and, upon such execution and attestation, to deliver this Fourth Amendment to each of the Company and OceanaGold; and

WHEREAS, the Ordinance further authorized, empowered, and directed the Chair of the Council, the Secretary of the Council, and the Clerk to the Council to do any and all things necessary to effect this Fourth Amendment as provided in the Ordinance.

NOW, THEREFORE, in consideration of the above and other lawful consideration duly paid and received, the parties agree that the Fee Agreement is amended as follows:

1. Exhibit A to the Fee Agreement is amended so as to include the Additional Property listed in Schedule 1 attached to this Fourth Amendment.

2. Exhibit A to the Fee Agreement is amended so as to correct scrivener's errors in the legal description of the Clyburn Tract ("recorded in the Office of the Register of Deeds for Richland County" should be "recorded in the Office of the Register of Deeds for Lancaster County"), as annotated in Schedule 2 attached to this Fourth Amendment.

3. Exhibit A to the Fee Agreement is amended so as to correct scrivener's errors in the tax map number identifiers of the Blackwell Tract 1 (TMS Nos. 0118-00-019.01; 0117-00-002.00 and 0117-00-001.00 should be TMS No. 0117-00-001.00), of the Mahaffey Tract (TMS No. 141H-A-24.00 should be TMS No. 0141H-0A-024.00), of the McClimen Tract (TMS No. 0136-00-036.00-13 should be TMS No. 0136-00-036.00), of the Craft Tract (TMS No. 140-28.01 should be TMS No. 0140-00-028.01) of the Clyburn Tract (TMS No. 0119-00-062 should be TMS No. 0119-00-062.00), of the Wright Tract (TMS No. 0116-00-009 should be TMS No. 0116-00-009.00), and of the land identified as 0135-11-004.01 Town of Kershaw (TMS No. 0135-11-004.01 should be TMS No. 0135-00-004.03), as identified in Schedule 2 attached to this Fourth Amendment.

4. Except as specifically provided in this Fourth Amendment, the Fee Agreement shall remain unchanged and in full force and effect.

[SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, LANCASTER COUNTY, SOUTH CAROLINA, HAILE GOLD MINE INC., and OCEANAGOLD EXPLORATION (CAROLINA) INC. each pursuant to due authority, have duly executed this Amendment, all as of the date first above written.

LANCASTER COUNTY, SOUTH CAROLINA

Bob Bundy, Chair, County Council

Steve Harper, Secretary, County Council

ATTEST:

Debbie C. Hardin, Clerk to County Council

HAILE GOLD MINE INC.

Signature: _____

Name: _____

Title: _____

**OCEANAGOLD EXPLORATION
(CAROLINA) INC.**

Signature: _____

Name: _____

Title: _____

FOURTH AMENDMENT TO FEE AGREEMENT

SCHEDULE 1

Ronnie Roberts Tract (Home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 4.34 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated October 4, 2010 and recorded October 15, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 449. Reference to said plat is made for a more complete and accurate description.

TOGETHER WITH that that certain piece, parcel or tract of land located in Lancaster County, South Carolina, Flat Creek Township and being more particularly described as following: Beginning at a point on the southern side of Road S-29-188, 600 feet west of intersection of said Road ss-29-188 and another State Highway, running thence from the beginning point westerly with the edge of said road S-29-188, 90 feet to the intersection of said Road S-29-188 and a dirt road; thence with edge o said dirt road in a southerly direction 90 feet to a point: continuing thence 90 feet to a point, thence 90 feet to the point of Beginning; and being a plot or lot of land 90 feet x 90 feet out of a tract of 10.2 acres conveyed by George A. Robert to Clyde Woodrow Roberts by deed dated January 24, 1950, recorded in said Office in Book G-4, at page500. Property now or formerly belonging to Fred E. Culman is situate at a slight angle across said Road S-29-188 from the 90 foot x 90 foot lot of land described herein.

TMS Nos.: 0140-00-010.00 and 0140-00-011.01

Former Mobile Homes Tract:

All those certain pieces, parcels or tracts of land, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lots 1, 2, 3, 7, 10, 11 and 12 of Ray Acres Subdivision as shown on plat entitled "Survey of Ray Acres Subdivision" by Earl W. Horton, dated February 5, 2007 and recorded in Book 2007, page 184 and having such metes, bounds, courses and distances as shown on said plat;

ALSO:

All those certain pieces, parcels or tracts of land situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lots C, F, G, H, I, J, K, L and M of Snowy Owl Subdivision, as shown on plat recorded in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

TOGETHER WITH the easements as shown on plat recorded in Book 2004, page 480.

Portion of TMS No.: 0136-00-036.00

AND:

All that certain piece, parcel or tract of land, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot H, containing 1.50 acres of Snowy Owl Subdivision, as shown on plat recorded in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

Portion of TMS No.: 0136-00-036.00

AND:

All that certain piece parcel or lot with improvements thereon, if any, lying being and situate in Lancaster County, South Carolina, being more particularly described as Lot G, containing 1.50 acres more or less as shown on plat drawn by Jeff N. Hilliard, PLS dated March 11, 2004 and recorded September 8, 2004 as Plat No. 2004480 in the Office of the Register of Deeds for Lancaster County, South Carolina. Reference to said plat is craved for a more minute description.

Portion of TMS No.: 0136-00-036.00

AND:

All that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in Flat Creek Township, County of Lancaster, State of South Carolina, being shown and designated as Lot 6, containing 1.05 acres, more or less as shown on plat of survey made by Earl W. Horton, dated February 5, 2007 and recorded as Plat No. 2007-184 in the Office of the Register of Deeds for Lancaster County and having such metes, bounds, courses and distances as shown on said plat.

Portion of TMS No.: 0136-00-036.00

AND:

All those certain pieces, parcels or tracts of land, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot 4 of Ray Acres Subdivision as shown on plat entitled "Survey of Ray Acres Subdivision" by Earl W. Horton, dated February 5, 2007 and recorded in Book 2007, page 184 and having such metes, bounds, courses and distances as shown on said plat;

ALSO:

All those certain pieces, parcels or tracts of land, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lots E, N, O and P of Snowy Owl Subdivision, as shown on plat recorded in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

TOGETHER WITH the easements as shown on plate recorded in Book 2004, page 480.

Portion of TMS No.: 0136-00-036.00

AND:

All those certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot 8 of Ray Acres Subdivision as shown on plat entitled "Survey of Ray Acres Subdivision" by Earl W. Horton, dated February 5, 2007 and recorded in Book 2007, page 184 and having such metes, bounds, courses and distances as shown on said plat;

Portion of TMS No.: 0136-00-036.00

AND:

All those certain pieces, parcels or tracts of land, together with the improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Tracts A and B of Snowy Owl Subdivision, as shown on plat recorded September 8, 2004, in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

Portion of TMS No.: 0136-00-036.00

AND:

All that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot 9 of Ray Acres Subdivision as shown on plat entitled "Survey of Ray Acres Subdivision" by Earl W. Horton, dated February 5, 2007 and recorded in Book 2007, page 184 and having such metes, bounds, courses and distances as shown on said plat;

AND: All that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot D of Snowy Owl Subdivision, as shown on plat recorded in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

TOGETHER WITH the easements as shown on plat recorded in Book 2004, page 480.

Portion of TMS No.: 0136-00-036.00

LESS AND EXCEPT: All that certain piece, parcel or lot of land together with all improvements located thereon lying being and situate in the County of Lancaster, State of South Carolina, being shown, described and designated as Lot No. 5 containing 1.05 acres more or less on a plat of survey entitled, "Survey of Ray Acres Subdivision" drawn by Earl W. Horton, PLS, dated February 5, 2007 and recorded March 9, 2007 in Plat Book 2007, at page 184 in the Office of the Register of Deeds for Lancaster County, South Carolina; and being further shown and delineated on a plat entitled Property Survey prepared for Haile Gold Mine, Inc., by Holland Surveyors, LLC, dated June 11, 2010 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 259 and having such, metes, bounds, courses and distances as shown on said plat.

Being the same property conveyed to Marie McClimen by deed of Tony G. Ray, dated March 12, 2009 and recorded March 16, 2009 in the Office of the Register of Deeds for Lancaster County in Record Book 508, page 167.

This conveyance includes a 1982 TRIN Doublewide Mobile Home, Serial Number: THINCSTA248243DL2U.

Portion of TMS No.: 0136-00-036.00

Kevin Bartell Tract (with Home):

ALL that certain piece, parcel or lot of land, containing 0.86 acres, with improvements thereon, situate, lying and being about five (5) miles Northeast of the Town of Kershaw, in Lancaster County, SC, and more particularly being bounded and described as follows: On the NORTH by Snowy Owl Road; On the EAST by property of J. W. and Betty F. Bartell; and, On the SOUTHWEST by property of J. W. and Betty F. Bartell. The above described property is more particularly shown and described on a plat prepared for Kevin Dwayne Bartell and Wendy H. Bartell by Kenneth A. Johnson, RLS, dated December 5, 1995, and recorded as Plat #16176, in the Office of the Clerk of Court for Lancaster County. Reference to said plat is made for a more accurate description.

AND all that certain piece, parcel or lot of land, containing 0.46 acres, with improvements thereon, if any, situate, lying and being about five (5) miles Northeast of the Town of Kershaw, in Flat Creek Township, Lancaster County, South Carolina, being in the shape of a triangle, and with frontage on Snowy Owl Road, and more particularly being bounded and described as follows: On the Southwest by other property of Jacob Wayne Bartell and Betty Bartell; on the Southeast by other property of Jacob Wayne Bartell and Betty Bartell; and on the Northeast by other property of Kevin D. and Wendy H. Bartell. The above described property is more particularly shown and described as Lot B on a plat prepared for Kevin Dwayne and Wendy H. Bartell by Kenneth A. Johnson, R.L.S., dated May 9, 1996 and recorded February 1, 2002 as Plat Number 2002-43 in the Office of the Clerk of Court for Lancaster County, South Carolina. Reference to said Plat is made for a more accurate description.

TMS No.: 0136-00-015.01

James Gordon Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 22.16 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated October 4, 2010 and recorded October 14, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 443. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-036.05

Jerry Poston Tract (with home):

ALL that certain piece, parcel, or lot of land, together with improvements thereon, if any, containing 1.00 acre, lying, being and situated about four miles NORTHEAST of the Town of Kershaw, Lancaster County, South Carolina, and more particularly being bounded and described as follows: On the SOUTH by a county dirt road leading to U.S. Highway #601; on the NORTH and EAST by other property of Blackwell; and, On the WEST by property of Clyburn. The above described property is more particularly shown and described on a Plat prepared for Ward and Azilee Poston by Kenneth A. Johnson, RLS, dated June 21, 1990 and recorded as Plat #10961, in the Office of the Clerk of Court for Lancaster County, South Carolina. Reference to said Plat is made for a more accurate description.

TMS No.: 0136-00-033.04

Wayne Bartell Tract (with home):

ALL that certain piece, parcel or tract of land, situate, lying and being in Lancaster County, South Carolina, containing two acres, more or less, the same being cut off of a larger tract of 70 acres and being triangular in shape and bounded as follows, to wit: on the North by public Road; on the South by Bartell; on the East by Minor Catoe; and on the West coming to a point.

TMS No.: 0136-00-015.00

Lowell Fisher Tract (with home):

ALL that certain piece, parcel or tract of land consisting of 6.00 acres, lying, being and being situate almost four miles northeast of the Town of Kershaw, Flat Creek Township, Lancaster County, South Carolina and being more particularly bounded and described as follows, to wit: Northeast by Highway S-2-219; Southeast by property of Ronny E. Hinson; Southwest by property of Champion International; and Northwest by Tract NO. 2 as shown on said plat. The described property is shown as Tract NO. 3 on Plat of Yancy McManus Estate, dated June 18, 1982, prepared by Kenneth A. Johnson, R.L.S. and recorded June 23, 1987 in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #5602. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-031.04

Jerry Scott Tract (with home):

ALL that certain piece, parcel or tract of land, together with the improvements thereon, consisting of 0.36 acres, more or less, situate, lying and being about five (5) miles Northeast of the Town of Kershaw, Lancaster County, South Carolina, and more particularly shown as Tract NO. 1 on a Plat of the Scott Estate, prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded as Plat Number 13202 in the Office of the Clerk of Court for Lancaster County, South Carolina. Reference to said plat is made for a more accurate description.

TMS No.: 0136-00-014.00

Mark Sullivan / Culvern Tract:

ALL that certain pieces, parcels or tracts of land located in Lancaster County, South Carolina, containing Parcel 1 - 202.60 acres and Parcel 2 – 57.71 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated October 29, 2010 and recorded November 10, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 510. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-039.00

Catoe Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as .76 acre on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 21, 2011 and recorded December 5, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 582. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-006.00

Hudson Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 3.62 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 5, 2010 and recorded November 17, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 525. Reference to said plat is made for a more complete and accurate description.

TMS Nos.: 0119-00-003.00 and 0119-00-005.00

Jerry Scott Tract 2:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 10.26 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated December 13, 2010 and recorded December 21, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 614. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-014.06

Robin Autry Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 3.19 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 4, 2010 and recorded November 17, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 527. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0119-00-004.00

Patricia Faulkenberry Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 10.78 acres and more particularly shown as Tract #2 on a Plat of the Scott Estate prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #13202. Reference to said plat is made for a more complete and accurate description.

AND all that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.00 acres, and being described and bounded as follows: Fronting East on Old Savannah Road, now a tarred and gravel road, a distance of 210 feet, and running back West of uniform width, for a distance of 420 feet; bounded on the North, South and West by other lands of Ernest Scott; and East by Old Savannah Road (which is not a tarred and gravel road).

TMS Nos.: 0136-00-012.00 and 0136-00-014.07

Branham Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.41 acres on a plat entitled "Property of Terri P. Branham" and prepared by Kenneth A. Johnson, RLS dated January 3, 1983 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #5825. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-014.04

Jimmy Montgomery Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 15.64 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 15 2010 and recorded November 23, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 548. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-009.01

Phillip Robinson Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.02 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 20, 2011 and recorded December 5, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 583. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-005.00

Harold Scott Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 15.03 acres and more particularly shown as Parcel 5 on a plat of the Scott Estate prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #13202. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-014.01

Stacy Scott Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 4.43 acres and more particularly shown as Parcel 4-A on a plat of the Scott Estate prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #13202. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-014.02

Wayne Bartell Tract 1:

ALL that certain pieces, parcels or tracts of land located in Lancaster County, South Carolina, containing Tract 1 – 4.18 acres and Tract 2 - 5.03 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 17, 2010 and recorded November 23, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 550. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-031.00

Wayne Bartell Tract 2:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 53.70 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 17, 2010 and recorded November 23, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 551. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-032.00

Monnie Roberts Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing .93 acre on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 19, 2011 and recorded December 5, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 581. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-033.05

Susan Rollings Tract (with home):

ALL those certain pieces, parcels or tracts of land, containing 10.90 acres and 2.00 acres, situate, lying and being about five (5) miles Northeast of the Town of Kershaw, Lancaster County, South Carolina, and more particularly being shown as Parcels 3-A and 3-B on a plat of the Scott Estate, prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded as Plat #13202 in the Office of the Clerk of Court for Lancaster County. Reference to said plat is made for a more accurate description.

TMS Nos.: 0136-00-014.03 and 0136-00-014.05

Patricia Lugo Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 5.0 acres according to Plat of Property of Rebecca Y. Craig, prepared by J.C. Crumpler dated June 11, 1998 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #98-0558. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-035.01

Russell Hypes Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 22.99 acres being more particularly shown and described on plat of survey entitled "Plat of Survey for Thomas Van Popering, LLC" prepared by Jack Smith Surveying dated September 26, 2005 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #2005-524. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-010.00

Bobby Stroud Tract (with home):

ALL those certain pieces, parcels or tracts of land, together with the improvements thereon, if any, situate, lying and being in Flat Creek Township, in the County of Lancaster, State of South Carolina, being shown and designated as Tract 1 (containing 23.31 acres), Tract 2 (containing 1.64 acres) and Tract 3 (containing 22.24 acres) on a plat of survey entitled "Property Survey" prepared for Haile Gold Mine by Holland Surveyors, LLC, dated January 27, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Plat Book 2010 at page 526 and having such metes, bounds, courses and distances as shown on said plat.

TMS No.: 0140-00-003.00

Calvary Presbyterian Church Tract:

ALL that certain piece, parcel or tract of land containing 132.43 acres, more or less, situate, lying and being about four (4) miles northeast of the Town of Kershaw, in Lancaster County, south Carolina, and more particularly being bounded and described as follows: on the east by U.S. Highway 601; and by property of Emily C. Robinson and Rebecca Y. Craig; on the north and northwest by property of Juanita Faulkner; and on the south by property of the S.C. Department of Corrections. The above described property is more particularly shown and described on a plat prepared for Blackwell Limited, Inc. by Huel C. Bailey, Surveyor, dated March 18, 1999, and recorded as Plat #99-443, Office of the Clerk of Court for Lancaster County, South Carolina. Reference to said plat is made for a more accurate description.

TMS No.: 0135-00-003.00

Kenneth Cauthen Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 1.65 acres shown on a survey prepared for Kenneth B. Cauthen and Janice C. Cauthen prepared by Kenneth A. Johnson, RLS, dated December 10, 1992 and recorded December 29, 1992 in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #13172. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-003.00

Warren Knight Tract (with home):

ALL that certain piece, parcel or tract of land, together with improvements thereon, if any (but excluding any mobile home located thereon), situate, lying and being in Flat Creek Township, in the County of Lancaster, State of South Carolina and being shown and designated as 9.99 acres on a plat entitled "Property Survey" prepared for Haile Gold Mine Inc. by Holland Surveyors, LLC, date November 15, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Plat Book 2010, at page 549, and having such metes, bounds, courses and distances as shown on said plat.

TMS No.: 0136-00-009.02

Ronny Hinson Tract (with home):

ALL that certain piece, parcel or tract of land, with improvements thereon, lying, being and situate in Flat Creek Township, Lancaster County, South Carolina, approximately five (5) miles Northeast of the Town of Kershaw, containing 2.8 acres, and being triangular in shape, and being bounded as follows, to wit: On the South by Estate lands of Fred E. Culvern; on the East by State Highway NO. 29 219 leading to Haile Gold Mine Baptist Church, and on the West by lands of Lula McManus, and being further shown on as 2.79 acres, on a survey prepared for Ronny E. Hinson by Huel C. Bailey Surveying, dated April 7, 1998 and recorded in the Office of the Register of Deeds for Lancaster County as Plat Document #98 0318 and having such metes, bounds, courses and distances as shown on said plat.

TMS No.: 0136-00-029.00

Michael Williams Tract (with home):

ALL that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in Flat Creek Township, in the County of Lancaster, State of South Carolina, and being more particularly shown and delineated as 17.51 acres on a plat entitled "Property Survey" prepared for Haile Gold Mine Inc. by Holland Surveyors, LLC, dated December 2, 2010 and recorded in the Office of the Register of Deeds for Lancaster County on December 21, 2010 in Plat Book 2010, at Page 609; and having such metes, bounds, courses and distances as shown on said plat.

TMS No.: 0136-00-033.07

Ricky Poston Tract (with home):

ALL that certain piece, parcel or tract of land consisting of 0.97 acre, more or less, and located in Lancaster County, South Carolina and having the following description: Said lot commencing at a point 416 feet south from the property line of Jack Catoe and fronting on Highway 601 for a distance of 155 feet and extending back in uniform width to a depth of 281 feet. Said property being bounded now or formerly as follows: North by property of Frack Blackwell, East by Highway 601, West by property of Frank Blackwell and on the South by property of Frank Blackwell.

TMS No.: 0136-00-035.00

Kaye Catoe Tract (with home):

ALL that certain piece, parcel or lot of land containing 3.04 acres, more or less, with improvements thereon, if any situate, lying and being about four (4) miles Northeast of Kershaw, in Lancaster County, State of South Carolina, and more particularly shown on a plat prepared for Kaye S. Catoe by Kenneth A. Johnson, R.L.S., dated November 7, 2003 and recorded November 17, 2003 in the Office of the Register of Deeds for Lancaster county in Book 2003, Page 639. Said property being bounded as follows: SOUTH by Snowy Owl Road; NORTH by property of Michael A. Williams a/k/a Mike Williams and Lisa H. Williams; EAST by property of Michael A. Williams a/k/a/ Mike Williams and Lisa H. Williams; WEST by property now or formerly of Richardson, Clyburn and Crawford; and a portion of the lot on the SOUTHWEST now or formerly of Ward Poston.

TMS No.: 0136-00-033.11

Willie J Hilton Tract:

ALL that certain piece, parcel or lot of land, consisting of 0.76 acres, more or less, together with the improvements thereon, if any, lying, being and situate in Flat Creek Township, Lancaster County, South Carolina, as set out and shown on a plat of survey made by Paul Clark, L.S. dated February 19, 1962, and recorded in the Lancaster County Clerk of Court's office in Plat Book 12 at Page 159. For a more particular description reference is craved to said plat. Being bound on the North by Queen H. Hinson; East by W.J. Hilton; South by Melvin Catoe; and West by Highway NO. 601.

TMS No.: 0136-00-007.00

Paulette Hendrix Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 60.66 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated October 4, 2010 and recorded October 14, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 444. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-036.01

Justine Hilton Tract (with home):

ALL that certain piece, parcel or tract of land, with improvements thereon, if any, situate, lying and being approximately 4.3 miles northeast of Town of Kershaw in the County of Lancaster, State of South Carolina, containing 12.73 acres, as shown and delineated on a plat prepared by Holland Surveyors, LLC for Haile Gold Mine, Inc., dated March 25, 2011, and recorded March 30, 2011 in the Office of the Register of Deeds for Lancaster County in Plat Book 2011, at page 166; and having the metes and bounds, courses and distances as shown on said Plat. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-009.00

Danny Blackwell Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing .93 acre shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated February 16, 2011 and recorded February 24, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 100. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-033.00

Pamela Walters Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 1.41 acres, more or less, being designated as Tracts Numbers 1 and 2 as shown on a plat of survey prepared by Paul Clark and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 12, at page 159. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-008.00

Phillip Hinson Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 10.59 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 10 2010 and recorded November 23, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 529. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-016.00

Terry Robinson Tract (with home):

ALL that certain piece, parcel or tract of land, together with improvements thereon, if any, lying, being and situate in Flat Creek Township, Lancaster County, South Carolina, containing 9.35 acres, more or less, located on the North side of South Carolina Highway S-29-188, fronting South on said Highway for a distance of 425 feet, and being the identical property shown on plat of survey made by Paul Clark as found recorded in the Office of the Clerk of Court for Lancaster County in Book Z-5, at Page 697, reference to which plat is made for a more minute description.

TMS No.: 0140-00-007.00

William Hayes Tract (with home):

ALL that certain piece, parcel or tract containing 0.97 acre, more or less, of land located in Lancaster County, South Carolina and more bounded and described as follows: On the North by a county dirt road leading to Highway #601 for a distance of 151.98 feet; on the East by property of Danny R. Blackwell for a distance of 286.91 feet; on the South by property of Danny R. Blackwell for a distance of 151.98 feet; and on the West by property of Lineberger for a distance of 286.91 feet and further shown on a plat prepared for William D. Hayes, Sr. and Lisa K. Hayes by Kenneth A. Johnson, RLS dated November 12, 1993 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #14167. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-033.06

Billy Poston Tract (with home):

ALL that certain piece, parcel or tract of land, with improvements thereon, if any, lying being and situate in Lancaster County, South Carolina, containing 6.35 acres, more or less, and being more particularly bounded and described as follows, to wit: North by a road leading to Highway #601; East by property of Frank Blackwell, formerly of Love; South by property of Frank Blackwell, formerly of Love; and, West by property of Billie Joanna C. Crawford and Melinda Clyburn Richardson, formerly of Clyburn. The above described property is the same as shown on a Plat prepared by Will Clark, Surveyor, for John Love, being a part of the lands of Mrs. Ester Love which is recorded as Plat Number 6004 in the Office of the Clerk of Court for Lancaster County.

TMS No.: 0136-00-034.00

Kevan Thompson Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 3.66 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated January 13, 2011 and recorded January 25, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 48. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-015.01

Jane Thompson Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 3.67 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated January 13, 2011 and recorded January 25, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 48. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-015.02

Richard Thompson Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 3.66 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated January 13, 2011 and recorded January 25, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 48. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-015.00

Gene Loveland Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.17 acres shown a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated September 21, 2010 and recorded September 29, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 428. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-001.01

Eugene Rogers Tract (with home):

ALL that certain piece, parcel or lot of land, containing 1.00 acre, situate, lying and being about 2.5 miles Northeast of the Town of Kershaw, in Lancaster County, South Carolina, and ore particularly being bounded and described as follows: On the NORTHWEST by U.S. Highway 601; On the SOUTHWEST by property now or formerly of George B. and June L. Small; and, On the NORTHEAST and SOUTHEAST by other property of Bobby B. Gregory. The above described property is more particularly shown and described on a plat prepared for Bobby B. Gregory by Kenneth A. Johnson, RLS, dated December 7, 2004, and recorded in Plat Book 2004

at Page 696, Office of the Register of Mesne Conveyances for Lancaster County. Reference to said plat is made for a more accurate description.

TMS No.: 0135-00-016.03

Gerald Townsend Tract (with home):

ALL those certain pieces, parcels or tracts of land located in Lancaster County, South Carolina, containing 22.79 acres (10.83 acres and 11.96 acres) shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated February 24, 2011 and recorded March 8, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 123. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-006.00

William & Michael Catoe Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 57.29 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated April 21, 2011 and recorded April 27, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 235. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-002.00

Mary Bartell Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.03 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated April 29, 2011 and recorded May 5, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 250. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-022.00

Mary Bartell Tract 2:

ALL that certain pieces, parcels or tracts of land located in Lancaster County, South Carolina, containing 21.81 acres (Tract 1 – 18.51 acres and Tract 2 – 3.30 acres) shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated December 15, 2010 and recorded December 21, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 613. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-031.02

William & Marcene Fields Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 24.32 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated January 7, 2011 and recorded February 24, 2012 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2012, at page 64. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-008.00

American Timberland II, LLC Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 63.71 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated May 11, 2011 and recorded April 13, 2012 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2012, at page 143. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-011.00

Teresa McDonald Tract:

ALL that certain piece, parcel or lot of land, with improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, containing 15 acres and being shown on a Plat prepared for Teresa Murphy McDonald and James William Dulin by Earl W. Horton, PLS, dated November 21, 2006, and recorded February 23, 2007, in Plat Book 2007, at page 132, in the Office of the Register of Deeds for Lancaster County. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-036.03

Richard Hilton Tract:

ALL that certain piece, parcel or tract of land, with improvements thereon, situate, lying and being located on the northwest side of US Hwy. 601 (Gold Mine Highway) Count of Lancaster, State of South Carolina, and being described as Parcel B, containing 4.338 acres, and being more specifically shown and delineated on Plat of Boundary Survey prepared for Richard F. Hilton, prepared by Enfinger & Associates dated May 28, 2005 and recorded June 8, 2005 in the Office of the Register of Deeds for Lancaster County, South Carolina, in Book 2005, at Page 315.

ALSO being the same property shown and delineated as 4.34 acres on that certain Property Survey prepared for Haile Gold Mine, Inc. prepared by Carl A. Holland, Jr., SC Registered Land Surveyor No. 8368, Holland Surveyors, LLC dated September 21, 2010 and recorded August 12, 2015 in the Office of the Register of Deeds for Lancaster County, South Carolina in Book 2015, at Page 577; property survey is specifically incorporated herein by reference and reference to said property craved for the particulars as to metes, courses, distances, size, shape, dimensions, measurements, bounds and boundaries.

TMS No.: 0136-00-001.00

FOURTH AMENDMENT TO FEE AGREEMENT

SCHEDULE 2

Blackwell Tract 1:

All that certain piece, parcel or lot of land, situate, lying and being approximately 4 miles southwest of Jefferson, in Flatcreek Township, County of Lancaster, State of South Carolina, and being shown and designated as 512.03 acres +/- on a plat prepared for Haile Gold Mine Inc. by Holland Surveyors, LLC, dated August 13, 2009, which plat is recorded in the Office of the Clerk of Court for Lancaster County in Book 2009 at page 400. Said property having such metes, bounds, courses and distances as shown on said plat, which is incorporated herein by reference.

TMS No.: 0117-00-001.00 (corrected)

Mahaffey Tract:

All that certain piece, parcel or lot of land, situate, lying and being in Flat Creek Township, County of Lancaster, State of South Carolina, and designated as Lot Number 5 in Block A as shown on a plat of survey made by Fred J. Hager, Surveyor, dated June 13th, 1968 and being bounded as follows, to wit: North by an unnamed street; and Lot Number 4 as shown on said plat; on the East by property now or formerly of Kershaw-Lancaster Enterprises Corporation; South by section reserved by Kershaw-Lancaster Enterprises Corporation it being 50 feet in width and on the West by an unnamed Street. Also being shown and designated as 0.17 acres on a plate prepared for Haile Gold Mine, Inc., dated September 28, 2009 and recorded in the Office of the Register of Deeds for Lancaster County in Book 2009 at page 505; and having such metes, bounds, courses, and distances as shown on said plat.

TMS No.: 0141H-0A-024.00 (corrected)

Wright Tract:

All those certain pieces, parcels or tracts of land, lying, being and situate in Lancaster County, South Carolina, located approximately three (3) miles southwest of Jefferson, fronting on the north and south sides of S.C. Highway 265, being shown, described and designated as Tract No. 1 containing 14.79 acres and Tract No. 2 containing 23.41 acres on plat of survey entitled "Boundary Survey for Henry D. Anderson, Jr.", dated August 15, 1998 made by Eddie R. Johnson, P.L.S. and recorded as Plat No. 2004-8 in the Register of Deeds Office, Lancaster County, South Carolina, which plat is incorporated herein and by reference made a part hereof,. Said property being further shown and delineated as Tracts 1 and 2 on a plate prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated February 22, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Plat Book 2010 at page 71 and having such metes, bounds courses and distances shown on said plat.

Being the same property conveyed to J. Carl Wright and Shelby D. Wright by Mary Angela Caston Campbell, dated January 8, 2004 and recorded in the Office of the Register of Deeds for Lancaster County in Book 222, page 249.

TMS No.: 0116-00-009.00 (corrected)

McClimen Tract:

All that certain piece, parcel or lot of land together with all improvements located thereon lying being and situate in the County of Lancaster, State of South Carolina, being shown, described and designated as Lot No. 5 containing 1.05 acres more or less on a plat of survey entitled, "Survey of Ray Acres Subdivision" drawn by Earl W. Horton, PLS, dated February 5, 2007 and recorded March 9, 2007 in Plat Book 2007, at page 184 in the Office of the Register of Deeds for Lancaster County, South Carolina; and being further shown and delineated on a plat entitled Property Survey prepared for Haile Gold Mine, Inc., by Holland Surveyors, LLC, dated June 11, 2010 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 259 and having such, metes, bounds, courses and distances as shown on said plat.

Being the same property conveyed to Marie McClimen by deed of Tony G. Ray, dated March 12, 2009 and recorded March 16, 2009 in the Office of the Register of Deeds for Lancaster County in Record Book 508, page 167.

This conveyance includes a 1982 TRIN Doublewide Mobile Home, Serial Number: THINCSTA248243DL2U.

TMS No.: 0136-00-036.00 (corrected)

Craft Tract:

All that certain piece, parcel or tract of land, together with improvements thereon, situate, lying and being located in Flat Creek Township, Lancaster County, South Carolina, and Kershaw County, South Carolina, and being shown as 59.05 acres on a plat entitled Property Survey prepared for Haile Gold Mine Inc., by Holland Surveyors, LLC, dated April 5, 2010 and recorded in the Office of the Register of Deeds for Lancaster County (the "Lancaster County ROD") in Plat Book 2010 at page 410, and having such metes, bounds, courses and distances as shown on said plat.

With regard to 30 acres situate, lying and being located in Lancaster County: Such property being the same property conveyed to the Grantor by deed of distribution dated December 4, 2009, and recorded December 11, 2009, in the Lancaster County ROD in Deed Book 543 at page 318.

TMS No.: 0140-00-028.01 (corrected)

With regard to 29.05 acres situate, lying and being located in Kershaw County: Such property being the same conveyed to the Grantor by deed of distribution dated December 7, 2009, and recorded December 11, 2009, in the Office of the Register of Deeds for Kershaw County in Deed Book 2610 at page 223.

TMS No.: 011-00-00-009

Clyburn Tract:

All that certain piece, parcel or lot of land situate, lying and being approximately 5.5 miles Northeast of Kershaw, South Carolina in Flatcreek Township, Lancaster County, South Carolina, containing 752.31 acres, more or less, as shown on survey entitled "Property Survey" prepared for Haile Gold Mine, Inc., by Holland Surveyors, LLC, dated August 5, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Plat Book 2010, page 425; and having such metes, bounds, courses, and distances as shown on said plat.

Being the same property conveyed to Melinda Lou Clyburn Richardson and Billie Joanna Clyburn Crawford by deed of William U. Clyburn and Sara Brewer Clyburn, dated July 10, 1973 and recorded in the Office of the Register of Deeds for Lancaster County in Book C-6,, page 2722; Book C-6, page 2725; Book C-6, page 2727; Book C-6, page 2729 and Book C-6, page 2731.

TMS No.: 0119-00-006-00

AND

All that certain piece, parcel or tract of land lying, being and situate in Lancaster County, South Carolina, located approximately 4.5 miles northeast of Kershaw County, South Carolina, fronting on Ernest Scott Road (S-29-219), containing 54.70 acres, and being more particularly shown and described on plat of survey entitled "BOUNDARY SURVEY FOR JULIAN D. CRAIG" made by Kenneth A. Jonson, RLC, dated November 27, 2002 and recorded as Plat No. 2003-44 in the Register of Deeds Office for Lancaster County, South Carolina, which plat is by reference made a part hereof.

TMS No.: 0119-00-062.00 (corrected)

Town of Kershaw Tract:

All that certain piece, parcel or tract of land, situate, lying and being on the northerly side of Tom Gregory Road, approximately 3.5 miles Northeast of Kershaw, Lancaster County, South Carolina, and more particularly shown and designated as 9.12 acres on a Property Survey prepared for Haile Gold Mine Inc., by Holland Surveyors, LLC, dated August 19, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Book 2010 at page 582; and having such metes, bounds, courses and distances as shown on said plat which is hereby incorporated by reference.

TMS No.: 0135-00-004.03 (corrected)

**LANCASTER COUNTY
ORDINANCE NO. _____**

AN ORDINANCE (1) APPROVING A FOURTH AMENDMENT TO THE AGREEMENT FOR THE DEVELOPMENT OF A JOINT INDUSTRIAL AND BUSINESS PARK DATED AS OF DECEMBER 1, 2008 (THE "PARK AGREEMENT"), BY AND BETWEEN LANCASTER COUNTY AND CHESTER COUNTY SO AS TO (A) ADD CERTAIN HAILE GOLD MINE INC. PROPERTY TO BE COVERED BY THE PARK AGREEMENT; (B) CORRECT A SCRIVENER'S ERROR IN THE LEGAL DESCRIPTION FOR A CERTAIN PROPERTY PRESENTLY SUBJECT TO THE PARK AGREEMENT; AND (C) CORRECT SCRIVENER'S ERRORS IN THE TAX MAP NUMBER IDENTIFIERS FOR MULTIPLE CERTAIN PRESENTLY SUBJECT TO THE PARK AGREEMENT; AND (2) AUTHORIZING OTHER MATTERS RELATING THERETO.

WHEREAS, pursuant to Article VIII, Section 13(D) of the South Carolina Constitution, Lancaster County, South Carolina ("Lancaster County") and Chester County, South Carolina ("Chester County") (collectively, the "Counties") entered into that certain Agreement for the Development of a Joint Industrial and Business Park (the "Park") dated as of December 1, 2008 (the "Original Park Agreement"), as amended by that certain First Amendment to the Agreement for the Development of a Joint County Industrial and Business Park dated as of December 7, 2009 (the "First Amendment"), that certain Second Amendment to the Agreement for the Development of a Joint County Industrial and Business Park dated as of November 30, 2010 (the "Second Amendment"), and that certain Third Amendment to the Agreement for the Development of a Joint County Industrial and Business Park dated as of December 9, 2013 (the "Third Amendment") (the Original Park Agreement, as amended by the First Amendment, the Second Amendment, and the Third Amendment referred to herein as the "Park Agreement"), which included within the Park certain property of Haile Gold Mine, Inc. (the "Company") or otherwise, all to be used in connection with the Company's anticipated investments in Lancaster County (the "Project"); and

WHEREAS, pursuant to the First Amendment, the Counties agreed to include additional property in the Original Park Agreement, including, but not limited to certain property identified as the Blackwell Tract 1 in Schedule I attached to the First Amendment; and

WHEREAS, pursuant to the Second Amendment, the Counties agreed to include additional property in the Original Park Agreement, as amended by the First Amendment, including, but not limited to, certain properties identified as the Mahaffey Tract, McClimen Tract, Craft Tract, Clyburn Tract, and Wright Tract in Schedule I attached to the Second Amendment; and

WHEREAS, pursuant to the Third Amendment, the Counties agreed to include additional property in the Original Park Agreement, as amended by the First Amendment and the Second Amendment, including, but not limited to, certain property identified as 0135-11-004.01 Town of Kershaw in Schedule 1 attached to the Third Amendment; and

WHEREAS, the Company has previously acquired additional property to be used in connection with the Project (the "Additional Property"); and

WHEREAS, pursuant to the Park Agreement, the boundaries of the Park may be enlarged pursuant to ordinances of the respective County Councils of Chester County and Lancaster County; and

WHEREAS, the Counties now desire to amend the Park Agreement to (i) include the Additional Property under the Park Agreement, (ii) correct a scrivener's error in the legal description in the Clyburn Tract, and (iii) correct scrivener's errors in the tax map number identifiers of the Blackwell Tract 1, Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, Clyburn Tract, and the land heretofore identified as the 0135-11-004.01 Town of Kershaw tract, all as set forth in greater detail in the Fourth Amendment to the Agreement for the Development of a Joint Industrial and Business Park by and between the Counties (the "Fourth Amendment"), the form of which is presented to this meeting, which Fourth Amendment is to be dated as of _____, 2016, or such other date as the parties thereto agree; and

WHEREAS, it appears that the Fourth Amendment now before this meeting is in an appropriate form and is an appropriate instrument to be executed and delivered by Lancaster County for the purposes intended; and

NOW, THEREFORE, BE IT ORDAINED, by the County Council of Lancaster County ("County Council"):

Section 1. The County hereby approves an amendment to the Park Agreement to (i) include the Additional Property under the Park Agreement, (ii) correct a scrivener's error in the legal description of the Clyburn Tract, and (iii) correct scrivener's errors in the tax map number identifiers of the Blackwell Tract 1, Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, Clyburn Tract, and the land heretofore identified as the 0135-11-004.01 Town of Kershaw tract, all as set forth in greater detail in the Fourth Amendment.

Section 2. The form, provisions, terms, and conditions of the Fourth Amendment (Exhibit A) presented to this meeting and filed with the Clerk to the County Council are hereby approved, and all of the provisions, terms, and conditions thereof are hereby incorporated herein by reference as if the Fourth Amendment were set out in this Ordinance in its entirety. The Chair of the County Council is hereby authorized, empowered, and directed to execute the Fourth Amendment in the name and on behalf of the County; the Clerk to the County Council is hereby authorized and directed to attest the same; and the Chair of the County Council is further authorized, empowered, and directed to deliver the Fourth Amendment to Chester County.

Section 3. The Fourth Amendment is to be in substantially the form now before this meeting and hereby approved, or with such changes therein as shall not materially adversely

affect the rights of the County thereunder and as shall be approved by the official or officials of the County executing the same, upon the 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 such documents now before this meeting.

Section 4. The Chair of the County Council, the Secretary of the County Council, and the Clerk to the County Council, for and on behalf of the County, are hereby each authorized, empowered, and directed to do any and all things necessary or proper to effect the performance of all obligations of the County under and pursuant to the Fourth Amendment.

Section 5. The provisions of this Ordinance are 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, then the declaration shall not affect the validity of the remainder of the sections, phrases, and provisions of this Ordinance.

Section 6. To the extent this Ordinance contains provisions that conflict with provisions contained elsewhere in the Lancaster County Code or in any orders, resolutions, ordinances, and parts thereof, the provisions contained in this Ordinance supersede all other provisions, only to the extent of such conflict, and this Ordinance is controlling.

Section 7. This Ordinance shall take effect and be in full force upon third reading by the County Council.

[End of Ordinance]

AND IT IS SO ORDAINED, this __ day of _____, 2016.

LANCASTER COUNTY, SOUTH CAROLINA

Bob Bundy, Chair, County Council,

Steve Harper, Secretary, County Council

ATTEST:

Clerk to Council

First Reading: _____, 2016
Second Reading: _____, 2016
Public Hearing: _____, 2016
Third Reading: _____, 2016

Approved as to form:

County Attorney

EXHIBIT A
FOURTH AMENDMENT

SEE ATTACHED

STATE OF SOUTH CAROLINA)
)
)
COUNTY OF LANCASTER)
COUNTY OF CHESTER)

**FOURTH AMENDMENT TO THE
AGREEMENT FOR THE DEVELOPMENT
OF A JOINT INDUSTRIAL
AND BUSINESS PARK**

This Fourth Amendment to the Agreement for the Development of a Joint Industrial and Business Park by and between Lancaster County and Chester County dated as of _____, (1) adds certain property presently owned by Haile Gold Mine Inc. (the “Company”) to the Park Agreement; (2) corrects a scrivener’s error in the legal description for a certain property presently subject to the Park Agreement; (3) corrects scrivener’s errors in the tax map number identifiers of multiple certain properties; and (4) provides for other matters related thereto.

More specific information on the properties may be found in the body of this Fourth Amendment and in the Exhibits hereto.

Pursuant to Article VIII, Section 13(D) of the South Carolina Constitution, Lancaster County, South Carolina (“Lancaster County”) and Chester County, South Carolina (“Chester County”) (collectively, the “Counties”) entered into that certain Agreement for the Development of a Joint Industrial and Business Park (the “Park”) dated as of December 1, 2008 (the “Original Park Agreement”), as amended by that certain First Amendment to the Agreement for the Development of a Joint County Industrial and Business Park dated as of December 7, 2009 (the “First Amendment”), that certain Second Amendment to the Agreement for the Development of a Joint County Industrial and Business Park dated as of November 30, 2010 (the “Second Amendment”), and that certain Third Amendment to the Agreement for the Development of a Joint County Industrial and Business Park dated as of December 9, 2013 (the “Third Amendment”) (the Original Park Agreement, as amended by the First Amendment, the Second Amendment, and the Third Amendment referred to herein as the “Park Agreement”), which included within the Park certain property of Haile Gold Mine, Inc. (the “Company”) or otherwise, all to be used in connection with the Company’s anticipated investments in Lancaster County (the “Project”).

Pursuant to the First Amendment, the Counties agreed to include additional property in the Original Park Agreement, including, but not limited to certain property identified as the Blackwell Tract 1 in Schedule I attached to the First Amendment.

Pursuant to the Second Amendment, the Counties agreed to include additional property in the Original Park Agreement, as amended by the First Amendment, including, but not limited to, certain properties identified as the Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, and Clyburn Tract in Schedule I attached to the Second Amendment.

Pursuant to the Third Amendment, the Counties agreed to include additional property in the Original Park Agreement, as amended by the First Amendment and the Second Amendment, including, but not limited to, certain property identified as 0135-11-004.01 Town of Kershaw in Schedule 1 attached to the Third Amendment.

The Company has previously acquired additional property to be used in connection with the Project (the “Additional Property”).

Pursuant to the Park Agreement, the boundaries of the Park may be enlarged pursuant to ordinances of the respective County Councils of Chester County and Lancaster County

Pursuant to Ordinance No. _____ enacted by the Lancaster County Council on _____, 2016, and Ordinance No. _____ enacted by the Chester County Council on _____, 2016, (collectively, the "County Ordinances") the Counties approved this Fourth Amendment to amend the Park Agreement to (i) include the Additional Property under the Park Agreement, (ii) correct a scrivener's error in the legal description in the Clyburn Tract, and (iii) correct scrivener's errors in the tax map number identifiers of the Blackwell Tract 1, Mahaffey Tract, Wright Tract, McClimen Tract, Craft Tract, Clyburn Tract, and the land heretofore identified as the 0135-11-004.01 Town of Kershaw tract, all as set forth herein.

This **FOURTH AMENDMENT** to the Park Agreement is made and entered into as of the _____ day of _____, 2016, by and between Lancaster County and Chester County.

By authority of the County Ordinances, for value received, Lancaster County and Chester County agree that Exhibit A – Lancaster County Properties to the Park Agreement is hereby amended to (1) add the Additional Property, as listed in Schedule I, attached to this Fourth Amendment, which are located in Lancaster County; (2) correct a scrivener's error in the legal description of the Clyburn Tract ("recorded in the Office of the Register of Deeds for Richland County" should be "recorded in the Office of the Register of Deeds for Lancaster County") as annotated in Schedule II, attached to this Fourth Amendment; and (3) corrects scrivener's errors in the tax map number identifiers of the Blackwell Tract 1 (TMS Nos. 0118-00-019.01; 0117-00-002.00 and 0117-00-001.00 should be TMS No. 0117-00-001.00), the Mahaffey Tract (TMS No. 141H-A-24.00 should be TMS No. 0141H-0A-024.00), the Wright Tract (TMS No. 0116-00-009 should be TMS No. 0116-00-009.00), the McClimen Tract (TMS No. 0136-00-036.00-13 should be TMS No. 0136-00-036.00), the Craft Tract (TMS No. 140-28.01 should be TMS No. 0140-00-028.01), the Clyburn Tract (TMS No. 0119-00-062 should be TMS No. 0119-00-062.00), and the land heretofore identified as 0135-11-004.01 Town of Kershaw (TMS No. 0135-11-004.01 should be TMS No. 0135-00-004.03), all as annotated in Schedule II, attached to this Fourth Amendment.

All other terms and provisions of the Park Agreement shall remain in full force and effect.

WITNESS our hands and seals, effective as of the day first above written.

LANCASTER COUNTY, SOUTH CAROLINA

Bob Bundy, Chair, County Council

(SEAL)

ATTEST:

Steve Harper, Secretary, County Council

Debbie C. Hardin, Clerk to County Council

CHESTER COUNTY, SOUTH CAROLINA

K. Shane Stuart, Chair, County Council

ATTEST:

Archie Lucas, Interim Clerk to County Council

FOURTH AMENDMENT TO THE PARK AGREEMENT

SCHEDULE I

Ronnie Roberts Tract (Home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 4.34 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated October 4, 2010 and recorded October 15, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 449. Reference to said plat is made for a more complete and accurate description.

TOGETHER WITH that that certain piece, parcel or tract of land located in Lancaster County, South Carolina, Flat Creek Township and being more particularly described as following: Beginning at a point on the southern side of Road S-29-188, 600 feet west of intersection of said Road ss-29-188 and another State Highway, running thence from the beginning point westerly with the edge of said road S-29-188, 90 feet to the intersection of said Road S-29-188 and a dirt road; thence with edge o said dirt road in a southerly direction 90 feet to a point: continuing thence 90 feet to a point, thence 90 feet to the point of Beginning; and being a plot or lot of land 90 feet x 90 feet out of a tract of 10.2 acres conveyed by George A. Robert to Clyde Woodrow Roberts by deed dated January 24, 1950, recorded in said Office in Book G-4, at page500. Property now or formerly belonging to Fred E. Culman is situate at a slight angle across said Road S-29-188 from the 90 foot x 90 foot lot of land described herein.

TMS Nos.: 0140-00-010.00 and 0140-00-011.01

Former Mobile Homes Tract:

All those certain pieces, parcels or tracts of land, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lots 1, 2, 3, 7, 10, 11 and 12 of Ray Acres Subdivision as shown on plat entitled "Survey of Ray Acres Subdivision" by Earl W. Horton, dated February 5, 2007 and recorded in Book 2007, page 184 and having such metes, bounds, courses and distances as shown on said plat;

ALSO:

All those certain pieces, parcels or tracts of land situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lots C, F, G, H, I, J, K, L and M of Snowy Owl Subdivision, as shown on plat recorded in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

TOGETHER WITH the easements as shown on plat recorded in Book 2004, page 480.

Portion of TMS No.: 0136-00-036.00

AND:

All that certain piece, parcel or tract of land, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot H, containing 1.50 acres of Snowy Owl Subdivision, as shown on plat recorded in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

Portion of TMS No.: 0136-00-036.00

AND:

All that certain piece parcel or lot with improvements thereon, if any, lying being and situate in Lancaster County, South Carolina, being more particularly described as Lot G, containing 1.50 acres more or less as shown on plat drawn by Jeff N. Hilliard, PLS dated March 11, 2004 and recorded September 8, 2004 as Plat No. 2004480 in the Office of the Register of Deeds for Lancaster County, South Carolina. Reference to said plat is craved for a more minute description.

Portion of TMS No.: 0136-00-036.00

AND:

All that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in Flat Creek Township, County of Lancaster, State of South Carolina, being shown and designated as Lot 6, containing 1.05 acres, more or less as shown on plat of survey made by Earl W. Horton, dated February 5, 2007 and recorded as Plat No. 2007-184 in the Office of the Register of Deeds for Lancaster County and having such metes, bounds, courses and distances as shown on said plat.

Portion of TMS No.: 0136-00-036.00

AND:

All those certain pieces, parcels or tracts of land, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot 4 of Ray Acres Subdivision as shown on plat entitled "Survey of Ray Acres Subdivision" by Earl W. Horton, dated February 5, 2007 and recorded in Book 2007, page 184 and having such metes, bounds, courses and distances as shown on said plat;

ALSO:

All those certain pieces, parcels or tracts of land, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lots E, N, O and P of Snowy Owl Subdivision, as shown on plat recorded in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

TOGETHER WITH the easements as shown on plate recorded in Book 2004, page 480.

Portion of TMS No.: 0136-00-036.00

AND:

All those certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot 8 of Ray Acres Subdivision as shown on plat entitled "Survey of Ray Acres Subdivision" by Earl W. Horton, dated February 5, 2007 and recorded in Book 2007, page 184 and having such metes, bounds, courses and distances as shown on said plat;

Portion of TMS No.: 0136-00-036.00

AND:

All those certain pieces, parcels or tracts of land, together with the improvements thereon, situate, lying

and being in the County of Lancaster, State of South Carolina, being shown and designated as Tracts A and B of Snowy Owl Subdivision, as shown on plat recorded September 8, 2004, in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

Portion of TMS No.: 0136-00-036.00

AND:

All that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot 9 of Ray Acres Subdivision as shown on plat entitled "Survey of Ray Acres Subdivision" by Earl W. Horton, dated February 5, 2007 and recorded in Book 2007, page 184 and having such metes, bounds, courses and distances as shown on said plat;

AND: All that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, being shown and designated as Lot D of Snowy Owl Subdivision, as shown on plat recorded in Book 2004, page 480 and having such metes, bounds, courses and distances as shown on said plat.

TOGETHER WITH the easements as shown on plat recorded in Book 2004, page 480.

Portion of TMS No.: 0136-00-036.00

LESS AND EXCEPT: All that certain piece, parcel or lot of land together with all improvements located thereon lying being and situate in the County of Lancaster, State of South Carolina, being shown, described and designated as Lot No. 5 containing 1.05 acres more or less on a plat of survey entitled, "Survey of Ray Acres Subdivision" drawn by Earl W. Horton, PLS, dated February 5, 2007 and recorded March 9, 2007 in Plat Book 2007, at page 184 in the Office of the Register of Deeds for Lancaster County, South Carolina; and being further shown and delineated on a plat entitled Property Survey prepared for Haile Gold Mine, Inc., by Holland Surveyors, LLC, dated June 11, 2010 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 259 and having such, metes, bounds, courses and distances as shown on said plat.

Being the same property conveyed to Marie McClimen by deed of Tony G. Ray, dated March 12, 2009 and recorded March 16, 2009 in the Office of the Register of Deeds for Lancaster County in Record Book 508, page 167.

This conveyance includes a 1982 TRIN Doublewide Mobile Home, Serial Number: THINCSTA248243DL2U.

Portion of TMS No.: 0136-00-036.00

Kevin Bartell Tract (with Home):

ALL that certain piece, parcel or lot of land, containing 0.86 acres, with improvements thereon, situate, lying and being about five (5) miles Northeast of the Town of Kershaw, in Lancaster County, SC, and more particularly being bounded and described as follows: On the NORTH by Snowy Owl Road; On the EAST by property of J. W. and Betty F. Bartell; and, On the SOUTHWEST by property of J. W. and Betty F. Bartell. The above described property is more particularly shown and described on a plat prepared for Kevin Dwayne Bartell and Wendy H. Bartell by Kenneth A. Johnson, RLS, dated December 5, 1995, and recorded as Plat #16176, in the Office of the Clerk of Court for Lancaster County. Reference to said plat is made for a more accurate description.

AND all that certain piece, parcel or lot of land, containing 0.46 acres, with improvements thereon, if any, situate, lying and being about five (5) miles Northeast of the Town of Kershaw, in Flat Creek Township, Lancaster County, South Carolina, being in the shape of a triangle, and with frontage on Snowy Owl Road, and more particularly being bounded and described as follows: On the Southwest by other property of Jacob Wayne Bartell and Betty Bartell; on the Southeast by other property of Jacob Wayne Bartell and Betty Bartell; and on the Northeast by other property of Kevin D. and Wendy H. Bartell. The above described property is more particularly shown and described as Lot B on a plat prepared for Kevin Dwayne and Wendy H. Bartell by Kenneth A. Johnson, R.L.S., dated May 9, 1996 and recorded February 1, 2002 as Plat Number 2002-43 in the Office of the Clerk of Court for Lancaster County, South Carolina. Reference to said Plat is made for a more accurate description.

TMS No.: 0136-00-015.01

James Gordon Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 22.16 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated October 4, 2010 and recorded October 14, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 443. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-036.05

Jerry Poston Tract (with home):

ALL that certain piece, parcel, or lot of land, together with improvements thereon, if any, containing 1.00 acre, lying, being and situated about four miles NORTHEAST of the Town of Kershaw, Lancaster County, South Carolina, and more particularly being bounded and described as follows: On the SOUTH by a county dirt road leading to U.S. Highway #601; on the NORTH and EAST by other property of Blackwell; and, On the WEST by property of Clyburn. The above described property is more particularly shown and described on a Plat prepared for Ward and Azilee Poston by Kenneth A. Johnson, RLS, dated June 21, 1990 and recorded as Plat #10961, in the Office of the Clerk of Court for Lancaster County, South Carolina. Reference to said Plat is made for a more accurate description.

TMS No.: 0136-00-033.04

Wayne Bartell Tract (with home):

ALL that certain piece, parcel or tract of land, situate, lying and being in Lancaster County, South Carolina, containing two acres, more or less, the same being cut off of a larger tract of 70 acres and being triangular in shape and bounded as follows, to wit: on the North by public Road; on the South by Bartell; on the East by Minor Catoe; and on the West coming to a point.

TMS No.: 0136-00-015.00

Lowell Fisher Tract (with home):

ALL that certain piece, parcel or tract of land consisting of 6.00 acres, lying, being and being situate almost four miles northeast of the Town of Kershaw, Flat Creek Township, Lancaster County, South Carolina and being more particularly bounded and described as follows, to wit: Northeast by Highway S-2-219; Southeast by property of Ronny E. Hinson; Southwest by property of Champion International; and Northwest by Tract NO. 2 as shown on said plat. The described property is shown as Tract NO. 3 on Plat of Yancy McManus Estate, dated June 18, 1982, prepared by Kenneth A. Johnson, R.L.S. and recorded

June 23, 1987 in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #5602. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-031.04

Jerry Scott Tract (with home):

ALL that certain piece, parcel or tract of land, together with the improvements thereon, consisting of 0.36 acres, more or less, situate, lying and being about five (5) miles Northeast of the Town of Kershaw, Lancaster County, South Carolina, and more particularly shown as Tract NO. 1 on a Plat of the Scott Estate, prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded as Plat Number 13202 in the Office of the Clerk of Court for Lancaster County, South Carolina. Reference to said plat is made for a more accurate description.

TMS No.: 0136-00-014.00

Mark Sullivan / Culvern Tract:

ALL that certain pieces, parcels or tracts of land located in Lancaster County, South Carolina, containing Parcel 1 - 202.60 acres and Parcel 2 - 57.71 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated October 29, 2010 and recorded November 10, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 510. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-039.00

Catoe Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as .76 acre on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 21, 2011 and recorded December 5, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 582. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-006.00

Hudson Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 3.62 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 5, 2010 and recorded November 17, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 525. Reference to said plat is made for a more complete and accurate description.

TMS Nos.: 0119-00-003.00 and 0119-00-005.00

Jerry Scott Tract 2:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 10.26 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated December 13, 2010 and recorded December 21, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 614. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-014.06

Robin Autry Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, shown and designated as 3.19 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 4, 2010 and recorded November 17, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 527. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0119-00-004.00

Patricia Faulkenberry Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 10.78 acres and more particularly shown as Tract #2 on a Plat of the Scott Estate prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #13202. Reference to said plat is made for a more complete and accurate description.

AND all that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.00 acres, and being described and bounded as follows: Fronting East on Old Savannah Road, now a tarred and gravel road, a distance of 210 feet, and running back West of uniform width, for a distance of 420 feet; bounded on the North, South and West by other lands of Ernest Scott; and East by Old Savannah Road (which is not a tarred and gravel road).

TMS Nos.: 0136-00-012.00 and 0136-00-014.07

Branham Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.41 acres on a plat entitled "Property of Terri P. Branham" and prepared by Kenneth A. Johnson, RLS dated January 3, 1983 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #5825. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-014.04

Jimmy Montgomery Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 15.64 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 15 2010 and recorded November 23, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 548. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-009.01

Phillip Robinson Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.02 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 20, 2011 and recorded December 5, 2011 in the Office of the Register of Deeds for Lancaster

County, South Carolina in Plat Book 2011, at page 583. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-005.00

Harold Scott Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 15.03 acres and more particularly shown as Parcel 5 on a plat of the Scott Estate prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #13202. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-014.01

Stacy Scott Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 4.43 acres and more particularly shown as Parcel 4-A on a plat of the Scott Estate prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #13202. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-014.02

Wayne Bartell Tract 1:

ALL that certain pieces, parcels or tracts of land located in Lancaster County, South Carolina, containing Tract 1 – 4.18 acres and Tract 2 - 5.03 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 17, 2010 and recorded November 23, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 550. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-031.00

Wayne Bartell Tract 2:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 53.70 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 17, 2010 and recorded November 23, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 551. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-032.00

Monnie Roberts Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing .93 acre on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 19, 2011 and recorded December 5, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 581. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-033.05

Susan Rollings Tract (with home):

ALL those certain pieces, parcels or tracts of land, containing 10.90 acres and 2.00 acres, situate, lying and being about five (5) miles Northeast of the Town of Kershaw, Lancaster County, South Carolina, and more particularly being shown as Parcels 3-A and 3-B on a plat of the Scott Estate, prepared by Kenneth A. Johnson, RLS, dated June 16, 1992 and recorded as Plat #13202 in the Office of the Clerk of Court for Lancaster County. Reference to said plat is made for a more accurate description.

TMS Nos.: 0136-00-014.03 and 0136-00-014.05

Patricia Lugo Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 5.0 acres according to Plat of Property of Rebecca Y. Craig, prepared by J.C. Crumpler dated June 11, 1998 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #98-0558. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-035.01

Russell Hypes Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 22.99 acres being more particularly shown and described on plat of survey entitled "Plat of Survey for Thomas Van Popering, LLC" prepared by Jack Smith Surveying dated September 26, 2005 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #2005-524. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-010.00

Bobby Stroud Tract (with home):

ALL those certain pieces, parcels or tracts of land, together with the improvements thereon, if any, situate, lying and being in Flat Creek Township, in the County of Lancaster, State of South Carolina, being shown and designated as Tract 1 (containing 23.31 acres), Tract 2 (containing 1.64 acres) and Tract 3 (containing 22.24 acres) on a plat of survey entitled "Property Survey" prepared for Haile Gold Mine by Holland Surveyors, LLC, dated January 27, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Plat Book 2010 at page 526 and having such metes, bounds, courses and distances as shown on said plat.

TMS No.: 0140-00-003.00

Calvary Presbyterian Church Tract:

ALL that certain piece, parcel or tract of land containing 132.43 acres, more or less, situate, lying and being about four (4) miles northeast of the Town of Kershaw, in Lancaster County, south Carolina, and more particularly being bounded and described as follows: on the east by U.S. Highway 601; and by property of Emily C. Robinson and Rebecca Y. Craig; on the north and northwest by property of Juanita Faulkner; and on the south by property of the S.C. Department of Corrections. The above described property is more particularly shown and described on a plat prepared for Blackwell Limited, Inc. by Huel C. Bailey, Surveyor, dated March 18, 1999, and recorded as Plat #99-443, Office of the Clerk of Court for Lancaster County, South Carolina. Reference to said plat is made for a more accurate description.

TMS No.: 0135-00-003.00

Kenneth Cauthen Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 1.65 acres shown on a survey prepared for Kenneth B. Cauthen and Janice C. Cauthen prepared by Kenneth A. Johnson, RLS, dated December 10, 1992 and recorded December 29, 1992 in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #13172. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-003.00

Warren Knight Tract (with home):

ALL that certain piece, parcel or tract of land, together with improvements thereon, if any (but excluding any mobile home located thereon), situate, lying and being in Flat Creek Township, in the County of Lancaster, State of South Carolina and being shown and designated as 9.99 acres on a plat entitled "Property Survey" prepared for Haile Gold Mine Inc. by Holland Surveyors, LLC, date November 15, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Plat Book 2010, at page 549, and having such metes, bounds, courses and distances as shown on said plat.

TMS No.: 0136-00-009.02

Ronny Hinson Tract (with home):

ALL that certain piece, parcel or tract of land, with improvements thereon, lying, being and situate in Flat Creek Township, Lancaster County, South Carolina, approximately five (5) miles Northeast of the Town of Kershaw, containing 2.8 acres, and being triangular in shape, and being bounded as follows, to wit: On the South by Estate lands of Fred E. Culvern; on the East by State Highway NO. 29 219 leading to Haile Gold Mine Baptist Church, and on the West by lands of Lula McManus, and being further shown on as 2.79 acres, on a survey prepared for Ronny E. Hinson by Huel C. Bailey Surveying, dated April 7, 1998 and recorded in the Office of the Register of Deeds for Lancaster County as Plat Document #98 0318 and having such metes, bounds, courses and distances as shown on said plat.

TMS No.: 0136-00-029.00

Michael Williams Tract (with home):

ALL that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being in Flat Creek Township, in the County of Lancaster, State of South Carolina, and being more particularly shown and delineated as 17.51 acres on a plat entitled "Property Survey" prepared for Haile Gold Mine Inc. by Holland Surveyors, LLC, dated December 2, 2010 and recorded in the Office of the Register of Deeds for Lancaster County on December 21, 2010 in Plat Book 2010, at Page 609; and having such metes, bounds, courses and distances as shown on said plat.

TMS No.: 0136-00-033.07

Ricky Poston Tract (with home):

ALL that certain piece, parcel or tract of land consisting of 0.97 acre, more or less, and located in Lancaster County, South Carolina and having the following description: Said lot commencing at a point 416 feet south from the property line of Jack Catoe and fronting on Highway 601 for a distance of 155

feet and extending back in uniform width to a depth of 281 feet. Said property being bounded now or formerly as follows: North by property of Frack Blackwell, East by Highway 601, West by property of Frank Blackwell and on the South by property of Frank Blackwell.

TMS No.: 0136-00-035.00

Kaye Catoe Tract (with home):

ALL that certain piece, parcel or lot of land containing 3.04 acres, more or less, with improvements thereon, if any situate, lying and being about four (4) miles Northeast of Kershaw, in Lancaster County, State of South Carolina, and more particularly shown on a plat prepared for Kaye S. Catoe by Kenneth A. Johnson, R.L.S., dated November 7, 2003 and recorded November 17, 2003 in the Office of the Register of Deeds for Lancaster county in Book 2003, Page 639. Said property being bounded as follows: SOUTH by Snowy Owl Road; NORTH by property of Michael A. Williams a/k/a Mike Williams and Lisa H. Williams; EAST by property of Michael A. Williams a/k/a/ Mike Williams and Lisa H. Williams; WEST by property now or formerly of Richardson, Clyburn and Crawford; and a portion of the lot on the SOUTHWEST now or formerly of Ward Poston.

TMS No.: 0136-00-033.11

Willie J Hilton Tract:

ALL that certain piece, parcel or lot of land, consisting of 0.76 acres, more or less, together with the improvements thereon, if any, lying, being and situate in Flat Creek Township, Lancaster County, South Carolina, as set out and shown on a plat of survey made by Paul Clark, L.S. dated February 19, 1962, and recorded in the Lancaster County Clerk of Court's office in Plat Book 12 at Page 159. For a more particular description reference is craved to said plat. Being bound on the North by Queen H. Hinson; East by W.J. Hilton; South by Melvin Catoe; and West by Highway NO. 601.

TMS No.: 0136-00-007.00

Paulette Hendrix Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 60.66 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated October 4, 2010 and recorded October 14, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 444. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-036.01

Justine Hilton Tract (with home):

ALL that certain piece, parcel or tract of land, with improvements thereon, if any, situate, lying and being approximately 4.3 miles northeast of Town of Kershaw in the County of Lancaster, State of South Carolina, containing 12.73 acres, as shown and delineated on a plat prepared by Holland Surveyors, LLC for Haile Gold Mine, Inc., dated March 25, 2011, and recorded March 30, 2011 in the Office of the Register of Deeds for Lancaster County in Plat Book 2011, at page 166; and having the metes and bounds, courses and distances as shown on said Plat. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-009.00

Danny Blackwell Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing .93 acre shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated February 16, 2011 and recorded February 24, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 100. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-033.00

Pamela Walters Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 1.41 acres, more or less, being designated as Tracts Numbers 1 and 2 as shown on a plat of survey prepared by Paul Clark and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 12, at page 159. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-008.00

Phillip Hinson Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 10.59 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated November 10 2010 and recorded November 23, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 529. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-016.00

Terry Robinson Tract (with home):

ALL that certain piece, parcel or tract of land, together with improvements thereon, if any, lying, being and situate in Flat Creek Township, Lancaster County, South Carolina, containing 9.35 acres, more or less, located on the North side of South Carolina Highway S-29-188, fronting South on said Highway for a distance of 425 feet, and being the identical property shown on plat of survey made by Paul Clark as found recorded in the Office of the Clerk of Court for Lancaster County in Book Z-5, at Page 697, reference to which plat is made for a more minute description.

TMS No.: 0140-00-007.00

William Hayes Tract (with home):

ALL that certain piece, parcel or tract containing 0.97 acre, more or less, of land located in Lancaster County, South Carolina and more bounded and described as follows: On the North by a county dirt road leading to Highway #601 for a distance of 151.98 feet; on the East by property of Danny R. Blackwell for a distance of 286.91 feet; on the South by property of Danny R. Blackwell for a distance of 151.98 feet; and on the West by property of Lineberger for a distance of 286.91 feet and further shown on a plat prepared for William D. Hayes, Sr. and Lisa K. Hayes by Kenneth A. Johnson, RLS dated November 12, 1993 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina as Plat #14167. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-033.06

Billy Poston Tract (with home):

ALL that certain piece, parcel or tract of land, with improvements thereon, if any, lying being and situate in Lancaster County, South Carolina, containing 6.35 acres, more or less, and being more particularly bounded and described as follows, to wit: North by a road leading to Highway #601; East by property of Frank Blackwell, formerly of Love; South by property of Frank Blackwell, formerly of Love; and, West by property of Billie Joanna C. Crawford and Melinda Clyburn Richardson, formerly of Clyburn. The above described property is the same as shown on a Plat prepared by Will Clark, Surveyor, for John Love, being a part of the lands of Mrs. Ester Love which is recorded as Plat Number 6004 in the Office of the Clerk of Court for Lancaster County.

TMS No.: 0136-00-034.00

Kevan Thompson Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 3.66 acres on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated January 13, 2011 and recorded January 25, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 48. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-015.01

Jane Thompson Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 3.67 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated January 13, 2011 and recorded January 25, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 48. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-015.02

Richard Thompson Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 3.66 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated January 13, 2011 and recorded January 25, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 48. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-015.00

Gene Loveland Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.17 acres shown a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated September 21, 2010 and recorded September 29, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 428. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-001.01

Eugene Rogers Tract (with home):

ALL that certain piece, parcel or lot of land, containing 1.00 acre, situate, lying and being about 2.5 miles Northeast of the Town of Kershaw, in Lancaster County, South Carolina, and ore particularly being bounded and described as follows: On the NORTHWEST by U.S. Highway 601; On the SOUTHWEST by property now or formerly of George B. and June L. Small; and, On the NORTHEAST and SOUTHEAST by other property of Bobby B. Gregory. The above described property is more particularly shown and described on a plat prepared for Bobby B. Gregory by Kenneth A. Johnson, RLS, dated December 7, 2004, and recorded in Plat Book 2004 at Page 696, Office of the Register of Mesne Conveyances for Lancaster County. Reference to said plat is made for a more accurate description.

TMS No.: 0135-00-016.03

Gerald Townsend Tract (with home):

ALL those certain pieces, parcels or tracts of land located in Lancaster County, South Carolina, containing 22.79 acres (10.83 acres and 11.96 acres) shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated February 24, 2011 and recorded March 8, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 123. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-006.00

William & Michael Catoe Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 57.29 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated April 21, 2011 and recorded April 27, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 235. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-002.00

Mary Bartell Tract (with home):

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 2.03 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated April 29, 2011 and recorded May 5, 2011 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2011, at page 250. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-022.00

Mary Bartell Tract 2:

ALL that certain pieces, parcels or tracts of land located in Lancaster County, South Carolina, containing 21.81 acres (Tract 1 – 18.51 acres and Tract 2 – 3.30 acres) shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated December 15, 2010 and recorded December 21, 2010 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 613. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-031.02

William & Marcene Fields Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 24.32 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated January 7, 2011 and recorded February 24, 2012 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2012, at page 64. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0140-00-008.00

American Timberland II, LLC Tract:

ALL that certain piece, parcel or tract of land located in Lancaster County, South Carolina, containing 63.71 acres shown on a plat prepared for Haile Gold Mine, Inc., prepared by Holland Surveyors, LLC dated May 11, 2011 and recorded April 13, 2012 in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2012, at page 143. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-011.00

Teresa McDonald Tract:

ALL that certain piece, parcel or lot of land, with improvements thereon, situate, lying and being in the County of Lancaster, State of South Carolina, containing 15 acres and being shown on a Plat prepared for Teresa Murphy McDonald and James William Dulin by Earl W. Horton, PLS, dated November 21, 2006, and recorded February 23, 2007, in Plat Book 2007, at page 132, in the Office of the Register of Deeds for Lancaster County. Reference to said plat is made for a more complete and accurate description.

TMS No.: 0136-00-036.03

Richard Hilton Tract:

ALL that certain piece, parcel or tract of land, with improvements thereon, situate, lying and being located on the northwest side of US Hwy. 601 (Gold Mine Highway) Count of Lancaster, State of South Carolina, and being described as Parcel B, containing 4.338 acres, and being more specifically shown and delineated on Plat of Boundary Survey prepared for Richard F. Hilton, prepared by Enfinger & Associates dated May 28, 2005 and recorded June 8, 2005 in the Office of the Register of Deeds for Lancaster County, South Carolina, in Book 2005, at Page 315.

ALSO being the same property shown and delineated as 4.34 acres on that certain Property Survey prepared for Haile Gold Mine, Inc. prepared by Carl A. Holland, Jr., SC Registered Land Surveyor No. 8368, Holland Surveyors, LLC dated September 21, 2010 and recorded August 12, 2015 in the Office of the Register of Deeds for Lancaster County, South Carolina in Book 2015, at Page 577; property survey is specifically incorporated herein by reference and reference to said property craved for the particulars as to metes, courses, distances, size, shape, dimensions, measurements, bounds and boundaries.

TMS No.: 0136-00-001.00

FOURTH AMENDMENT TO THE PARK AGREEMENT

SCHEDULE II

Blackwell Tract 1:

All that certain piece, parcel or lot of land, situate, lying and being approximately 4 miles southwest of Jefferson, in Flatcreek Township, County of Lancaster, State of South Carolina, and being shown and designated as 512.03 acres +/- on a plat prepared for Haile Gold Mine Inc. by Holland Surveyors, LLC, dated August 13, 2009, which plat is recorded in the Office of the Clerk of Court for Lancaster County in Book 2009 at page 400. Said property having such metes, bounds, courses and distances as shown on said plat, which is incorporated herein by reference.

TMS No.: 0117-00-001.00 (corrected)

Mahaffey Tract:

All that certain piece, parcel or lot of land, situate, lying and being in Flat Creek Township, County of Lancaster, State of South Carolina, and designated as Lot Number 5 in Block A as shown on a plat of survey made by Fred J. Hager, Surveyor, dated June 13th, 1968 and being bounded as follows, to wit: North by an unnamed street; and Lot Number 4 as shown on said plat; on the East by property now or formerly of Kershaw-Lancaster Enterprises Corporation; South by section reserved by Kershaw-Lancaster Enterprises Corporation it being 50 feet in width and on the West by an unnamed Street. Also being shown and designated as 0.17 acres on a plate prepared for Haile Gold Mine, Inc., dated September 28, 2009 and recorded in the Office of the Register of Deeds for Lancaster County in Book 2009 at page 505; and having such metes, bounds, courses, and distances as shown on said plat.

TMS No.: 0141H-0A-024.00 (corrected)

Wright Tract:

All those certain pieces, parcels or tracts of land, lying, being and situate in Lancaster County, South Carolina, located approximately three (3) miles southwest of Jefferson, fronting on the north and south sides of S.C. Highway 265, being shown, described and designated as Tract No. 1 containing 14.79 acres and Tract No. 2 containing 23.41 acres on plat of survey entitled "Boundary Survey for Henry D. Anderson, Jr.", dated August 15, 1998 made by Eddie R. Johnson, P.L.S. and recorded as Plat No. 2004-8 in the Register of Deeds Office, Lancaster County, South Carolina, which plat is incorporated herein and by reference made a part hereof,. Said property being further shown and delineated as Tracts 1 and 2 on a plate prepared for Haile Gold Mine, Inc. by Holland Surveyors, LLC, dated February 22, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Plat Book 2010 at page 71 and having such metes, bounds courses and distances shown on said plat.

Being the same property conveyed to J. Carl Wright and Shelby D. Wright by Mary Angela Caston Campbell, dated January 8, 2004 and recorded in the Office of the Register of Deeds for Lancaster County in Book 222, page 249.

TMS No.: 0116-00-009.00 (corrected)

McClimen Tract:

All that certain piece, parcel or lot of land together with all improvements located thereon lying being and

situate in the County of Lancaster, State of South Carolina, being shown, described and designated as Lot No. 5 containing 1.05 acres more or less on a plat of survey entitled, "Survey of Ray Acres Subdivision" drawn by Earl W. Horton, PLS, dated February 5, 2007 and recorded March 9, 2007 in Plat Book 2007, at page 184 in the Office of the Register of Deeds for Lancaster County, South Carolina; and being further shown and delineated on a plat entitled Property Survey prepared for Haile Gold Mine, Inc., by Holland Surveyors, LLC, dated June 11, 2010 and recorded in the Office of the Register of Deeds for Lancaster County, South Carolina in Plat Book 2010, at page 259 and having such, metes, bounds, courses and distances as shown on said plat.

Being the same property conveyed to Marie McClimen by deed of Tony G. Ray, dated March 12, 2009 and recorded March 16, 2009 in the Office of the Register of Deeds for Lancaster County in Record Book 508, page 167.

This conveyance includes a 1982 TRIN Doublewide Mobile Home, Serial Number: THINCSTA248243DL2U.

TMS No.: 0136-00-036.00 (corrected)

Craft Tract:

All that certain piece, parcel or tract of land, together with improvements thereon, situate, lying and being located in Flat Creek Township, Lancaster County, South Carolina, and Kershaw County, South Carolina, and being shown as 59.05 acres on a plat entitled Property Survey prepared for Haile Gold Mine Inc., by Holland Surveyors, LLC, dated April 5, 2010 and recorded in the Office of the Register of Deeds for Lancaster County (the "Lancaster County ROD") in Plat Book 2010 at page 410, and having such metes, bounds, courses and distances as shown on said plat.

With regard to 30 acres situate, lying and being located in Lancaster County: Such property being the same property conveyed to the Grantor by deed of distribution dated December 4, 2009, and recorded December 11, 2009, in the Lancaster County ROD in Deed Book 543 at page 318.

TMS No.: 0140-00-028.01 (corrected)

With regard to 29.05 acres situate, lying and being located in Kershaw County: Such property being the same conveyed to the Grantor by deed of distribution dated December 7, 2009, and recorded December 11, 2009, in the Office of the Register of Deeds for Kershaw County in Deed Book 2610 at page 223.

TMS No.: 011-00-00-009

Clyburn Tract:

All that certain piece, parcel or lot of land situate, lying and being approximately 5.5 miles Northeast of Kershaw, South Carolina in Flatcreek Township, Lancaster County, South Carolina, containing 752.31 acres, more or less, as shown on survey entitled "Property Survey" prepared for Haile Gold Mine, Inc., by Holland Surveyors, LLC, dated August 5, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Plat Book 2010, page 425; and having such metes, bounds, courses, and distances as shown on said plat.

Being the same property conveyed to Melinda Lou Clyburn Richardson and Billie Joanna Clyburn Crawford by deed of William U. Clyburn and Sara Brewer Clyburn, dated July 10, 1973 and recorded in the Office of the Register of Deeds for Lancaster County in Book C-6,, page 2722; Book C-6, page 2725; Book C-6, page 2727; Book C-6, page 2729 and Book C-6, page 2731.

TMS No.: 0119-00-006-00

AND

All that certain piece, parcel or tract of land lying, being and situate in Lancaster County, South Carolina, located approximately 4.5 miles northeast of Kershaw County, South Carolina, fronting on Ernest Scott Road (S-29-219), containing 54.70 acres, and being more particularly shown and described on plat of survey entitled "BOUNDARY SURVEY FOR JULIAN D. CRAIG" made by Kenneth A. Jonson, RLC, dated November 27, 2002 and recorded as Plat No. 2003-44 in the Register of Deeds Office for Lancaster County, South Carolina, which plat is by reference made a part hereof.

TMS No.: 0119-00-062.00 (corrected)

Town of Kershaw Tract:

All that certain piece, parcel or tract of land, situate, lying and being on the northerly side of Tom Gregory Road, approximately 3.5 miles Northeast of Kershaw, Lancaster County, South Carolina, and more particularly shown and designated as 9.12 acres on a Property Survey prepared for Haile Gold Mine Inc., by Holland Surveyors, LLC, dated August 19, 2010 and recorded in the Office of the Register of Deeds for Lancaster County in Book 2010 at page 582; and having such metes, bounds, courses and distances as shown on said plat which is hereby incorporated by reference.

TMS No.: 0135-00-004.03 (corrected)

STATE OF SOUTH CAROLINA)
)
COUNTY OF LANCASTER) RESOLUTION NO. _____

A RESOLUTION AUTHORIZING AN AMENDMENT TO THE FEE AGREEMENT BETWEEN LANCASTER COUNTY, SOUTH CAROLINA AND LCI-LINEBERGER CONSTRUCTION, INC. TO PROVIDE FOR THE ADDITION OF A SPONSOR AFFILIATE TO SUCH AGREEMENT.

WHEREAS, LCI-Lineberger Construction, Inc. (the "Company") and Lancaster County, South Carolina (the "County") previously entered into a fee in lieu of tax agreement dated December 14, 2015 (the "Fee Agreement") pursuant to Title 12, Chapter 44 of the Code of Laws of South Carolina, 1976, as amended (the "Act") in order to provide for the payment of a fee in lieu of taxes with respect to that certain project described therein (the "Project"); and

WHEREAS, Section 12-44-40(K)(1) of the Act provides that, upon the agreement of the parties to a fee in lieu of tax agreement, such an agreement may be amended to provide for the addition of a "Sponsor Affiliate," which the Act defines to mean an entity that joins with or is an affiliate of a party to a fee in lieu of tax agreement and participates in the financing of a project; and

WHEREAS, the Sponsor Affiliate has joined with and is an affiliate of the Company and is participating in the financing of the Project; and

WHEREAS, the Company wishes to add the Sponsor Affiliate to the Fee Agreement so as to qualify all of its investments for fee in lieu of tax treatment as provided by the Fee Agreement; and

WHEREAS, the Company has caused an Amendment to the Fee Agreement (the "Amendment") to be prepared and presented to the County Council, and the County Council has determined that the Amendment is an appropriate instrument to be approved and executed for the purposes stated above.

NOW, THEREFORE, BE IT RESOLVED by the County Council in meeting duly assembled, that:

1. The County Council hereby approves of the amendment to the Fee Agreement to provide for the addition of the Sponsor Affiliate such that all of its investments qualify for fee in lieu of tax treatment as provided by the Fee Agreement, all subject to the requirements and limitations as set forth in the Act.
2. The Amendment that has been prepared and presented to the County Council is hereby approved, and the Chairman of County Council and Clerk to County Council, for and on behalf of the County, are hereby authorized and directed to execute and deliver the Amendment to the Company, together with any modifications thereto that are not materially adverse to the County. The Chairman of County Council and Clerk to County Council are further authorized

and directed to do any and all things necessary to effectuate the Amendment and the performance of all obligations of the County under and pursuant to the Fee Agreement and the Amendment.

3. The provisions of this Resolution 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.

4. All orders, resolutions, ordinances, and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed, and this Resolution shall take effect and be in full force from and after its passage and approval.

BE IT RESOLVED this _____ day of _____, 2016.

LANCASTER COUNTY, SOUTH CAROLINA

Signature: _____

Name: _____

Title: _____

ATTEST:

Signature: _____

Name: _____

Title: Clerk to County Council

STATE OF SOUTH CAROLINA)
) AMENDMENT TO FEE AGREEMENT
COUNTY OF LANCASTER)

THIS AMENDMENT TO THE FEE AGREEMENT BETWEEN LANCASTER COUNTY, SOUTH CAROLINA AND LCI-LINEBERGER CONSTRUCTION, INC. ("Amendment"), is made this ____ day of _____, 2016, by and between LCI-LINEBERGER CONSTRUCTION, INC., a South Carolina corporation (the "Company"), KCH REAL ESTATE LLC, a South Carolina limited liability company (the "Sponsor Affiliate"), and Lancaster County, South Carolina (the "County").

WHEREAS, the Company and the County previously entered into a fee in lieu of tax agreement dated December 14, 2015 (the "Fee Agreement") pursuant to Title 12, Chapter 44 of the Code of Laws of South Carolina, 1976, as amended (the "Act") in order to provide for the payment of a fee in lieu of taxes with respect to that certain project described therein (the "Project"); and

WHEREAS, Section 12-44-40(K)(1) of the Act provides that, upon the agreement of the parties to a fee in lieu of tax agreement, such an agreement may be amended to provide for the addition of a "Sponsor Affiliate," which the Act defines to mean an entity that joins with or is an affiliate of a party to a fee in lieu of tax agreement and participates in the financing of a project; and

WHEREAS, the Sponsor Affiliate has joined with and is an affiliate of the Company and is participating in the financing of the Project; and

WHEREAS, the Company wishes to add the Sponsor Affiliate to the Fee Agreement so as to qualify all of its investments for fee in lieu of tax treatment as provided by the Fee Agreement; and

WHEREAS, the County Council of the County has authorized the addition of the Sponsor Affiliate as a Sponsor Affiliate to the Fee Agreement through the adoption of a resolution dated _____, 2009; and

WHEREAS, the County desires to express its consent to this Amendment and hereby agrees to amend the Fee Agreement to reflect the addition of the Sponsor Affiliate as a party to the Fee Agreement.

NOW, THEREFORE, FOR VALUE RECEIVED, THE PARTIES AGREE AS FOLLOWS:

1. The Fee Agreement is hereby amended to provide for the addition of the Sponsor Affiliate as a party thereto such that all of its investments qualify for fee in lieu of tax treatment as provided by the Fee Agreement, all subject to the requirements and limitations as set forth in the Act.

2. By execution hereof, the Sponsor Affiliate hereby becomes a Sponsor Affiliate (as the Act defines such term) to the Fee Agreement and shall be entitled to the benefits and assumes all of the obligations as a Sponsor Affiliate of the Project. The Fee Agreement is amended to reflect the addition of the Sponsor Affiliate as a Sponsor Affiliate.

3. The Sponsor Affiliate's notice address shall be as follows:

KCH Real Estate LLC
Attn: Kim Lineberger
P.O. Box 1239
Lancaster, SC 29721

4. Except as amended hereby, the Fee Agreement otherwise remains in full force and effect.

IN WITNESS WHEREOF, the Company, the Sponsor Affiliate, and the County have caused this Amendment to be executed respectively by the duly authorized officers of the Company and the Sponsor Affiliate and a duly authorized representative of the County as of the date first written above.

COMPANY:
LCI-LINEBERGER CONSTRUCTION, INC.

Signature: _____
Name: _____
Title: _____

SPONSOR AFFILIATE:
KCH REAL ESTATE LLC

Signature: _____
Name: _____
Title: _____

(Signature Page Continues Below)

COUNTY:
LANCASTER COUNTY, SOUTH CAROLINA

Signature: _____
Name: _____
Title: _____

ATTEST:

Signature: _____
Name: _____
Title: Clerk to County Council

Agenda Item Summary

Ordinance # / Resolution#:

Contact Person / Sponsor: Kimberly Hill

Department: Finance

Date Requested to be on Agenda: August 11, 2016

Issue for Consideration:

Next steps in the County's budgeting strategy

Points to Consider:

The budget process has been improving over the last several years, but there is more we can do to make better, more educated decisions using data.

I have reviewed best practices and observed our current processes. Based off of the information gathered, I have combined the two to come up with a feasible and achievable 5 year plan. This plan is meant to elevate how we are currently budgeting and will require work on Council's part, departments' part, and on Finance's part.

The background information as well as the steps of this plan are outlined in the PowerPoint provided.

Funding and Liability Factors:

There will be no immediate funding requirements. There will be some funding needed in later years.

Council Options:

Whether or not to move forward with this plan.

Recommendation:

None.



BUDGETING

WHERE DO WE WANT TO GO?





OBJECTIVES

- Define where we are
- Identify best practices
 - Overview
 - Cycle
- Identify areas of strength and improvement
- Recommend next steps

CURRENT PROCESS

Development

- Departments develop budget requests based off of their identified needs
- Departments meet with Division Directors and Budget Analyst to discuss

Review

- Committees review initial requests

Development (continued)

- Departments develop budget requests based off of Committee feedback

Finalization

- Recommended Budget goes to Workshop for full Council review
- Changes are made based off workshop discussion
- Three readings & public hearing

Committee Development

- Administrator presents Recommended Budget Draft to Administration Committee
- Committee members discuss and make recommendations
- Revisions are made

Review & Development

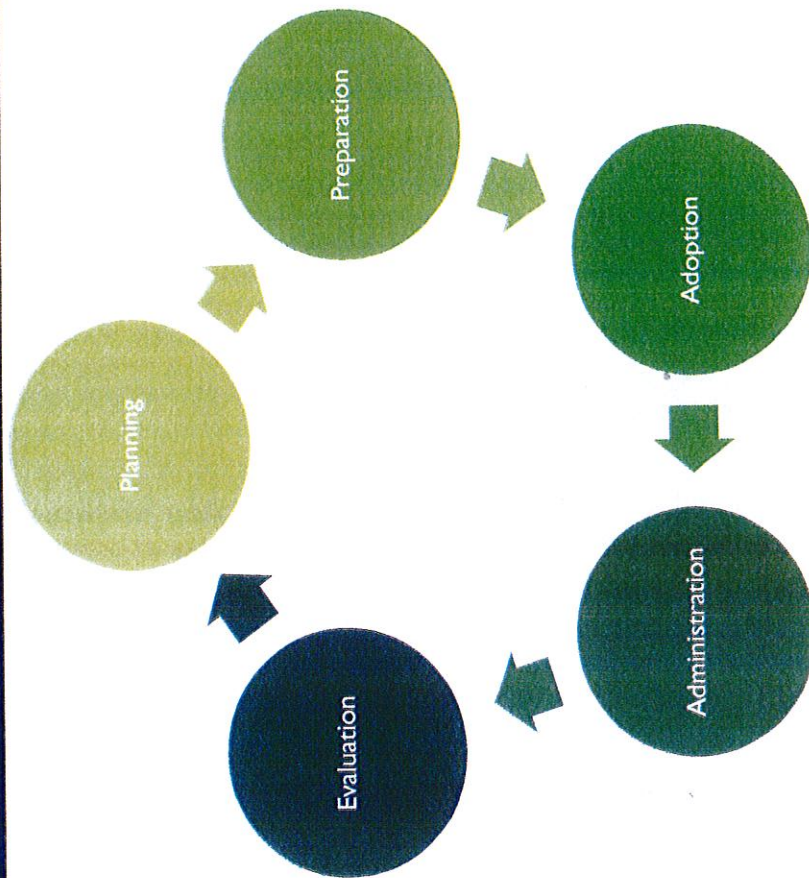
- Budget Analyst enters and reviews requests
- Initial revenue projections developed
- Administrator reviews requests and develops draft recommendations



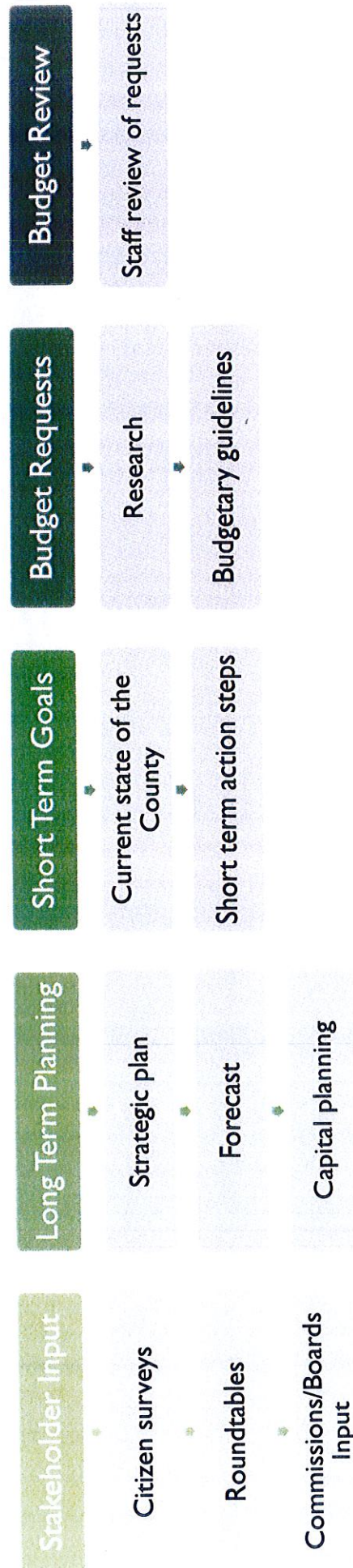
BEST PRACTICES

- **Budgeting should be the link between planning and results**
- Incorporate a long-term perspective
- Links the budget to broad organizational goals
- Focuses budget decisions on results and outcomes
 - Return and ask, did we get where we wanted to go?
 - Make adjustments to achieve goals
- Promotes communication with stakeholders
- Provides incentives to government management and employees

BEST PRACTICES: THE BUDGET CYCLE



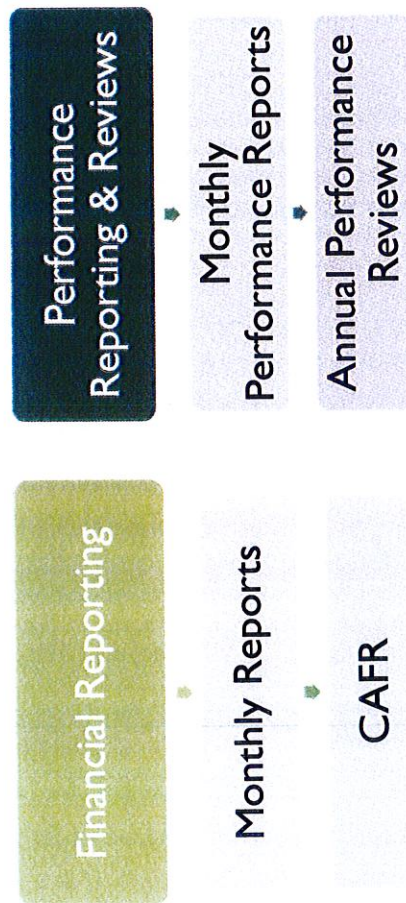
PLANNING & PREPARATION



ADOPTION & ADMINISTRATION



EVALUATION





AREAS OF SUCCESS

- Planning
 - CIP is being finalized
 - Strategic Plan updated
- Preparation
 - Budget request process has become smoother
 - Budget Calendar
 - Short term trend analysis being used
- Budget Review
 - Committee involvement on the front-end and full Council Workshop on the back-end



AREAS OF IMPROVEMENT

- Planning
 - Strategic planning
 - Long-term Financial Planning
- Preparation
 - Citizen input
 - Priority setting
 - Staff involvement and understanding
- Evaluation
 - The missing link
 - Objective evaluation
 - Methods being used
 - Data Sources
 - Results reporting and recommendations for improvement

NEXT STEPS: 5 YEAR PLAN

FY2016-2017: The Kickoff

- Governing body should set priorities early on in the process
 - Budget Workshop with Full Council at the start
- Budget Analyst will offer trainings on the budget process
 - Particularly important for new staff
- Begin having departments report performance measures by fiscal year, not calendar year
- Have departments report quarterly performance data to the Budget Analyst

FY2017-2018: Strategic Planning

- Organization-wide strategic plan either revamped or redeveloped
 - Citizen Survey to assist in development
- Departments create 5 year business plans aligning to the finalized strategic plan

NEXT STEPS: 5 YEAR PLAN

FY2018-2019: Performance Measure Development (may need another analyst or staff member to help)

- Continue development of the 5 year plans
- Review current performance measures for accuracy and effectiveness
- Work with departments to develop measures that tie back to their 5 year plans
 - Review data sources, methodology, analysis
 - Training will be necessary, possibly a consultant

FY2019-2020: Performance Measure Development & Reporting

- Work with departments to develop measures that tie back to their 5 year plans (continued)
- Develop new format for performance reporting to Council

FY2020-2021: Full Implementation

- Use full year of performance data to make data-driven decisions in the budgeting process
- Make Adjustments as necessary



SUMMARY

- The approach to budgeting will impact results
- Best practice is performance budgeting
- The budget should be considered a policy document; a “final page” to the strategic plan
- Deliverables: a revamped budget process that will allow for data driven decisions

