

AN ORDINANCE

TO ADD AN UNCODIFIED ORDINANCE TO THE CODE OF THE CITY OF ROCK HILL TO AMEND THE ORIGINAL ORDINANCE ADOPTED ON MAY 9, 2016, AND AMENDED ON FEBRUARY 27, 2017, JANUARY 8, 2018, OCTOBER 8, 2018 AND APRIL 26, 2021 TO RE-CERTIFY THE BLEACHERY SITE AS A TEXTILE MILL SITE UNDER THE SOUTH CAROLINA TEXTILES COMMUNITIES REVITALIZATION ACT

WHEREAS, the City Council adopted that certain Ordinance (#2016-23) to certify The Bleachery as a “textile mill site” on or about May 9, 2016 (“Ordinance #2016-23”), and those certain Ordinances (#2017-12, #2018-01, #2018-58 and #2021-34) to re-certify The Bleachery as a “textile mill site” on or about February 27, 2017, January 8, 2018, October 8, 2018 and April 26, 2021, respectively (collectively, the “Amended Ordinance” and together with Ordinance #2016-23, the “Original Ordinance”), under the South Carolina Textiles Communities Revitalization Act (Chapter 65 of Title 12 of the South Carolina Code) (the “Textile Mill Statute”); and

WHEREAS, the Original Ordinance related to the abandoned textile manufacturing facility located in the City of Rock Hill, York County, South Carolina, formerly known as the Rock Hill Printing and Finishing Company (the “Bleachery”) and more particularly listed as tax parcel 598-11-01-001 and depicted on the map attached as Exhibit A to Ordinance #2016-23 (the “Property”); and

WHEREAS, Sora-Sidewalk Rock Hill, LLC, a South Carolina limited liability company, successor by merger to Sora-Sidewalk Rock Hill, LLC, a Delaware limited liability company (“Developer”), is the “Developer” of the Property under the Original Ordinance; and

WHEREAS, the Property has qualified and is anticipated to qualify for tax credits pursuant to the Textile Mill Statute and in accordance with SC Revenue Ruling #25-1 issued on or about February 10, 2025, by the South Carolina Department of Revenue (“Revenue Ruling # 25-1”); and

WHEREAS, the City of Rock Hill intends to utilize various limited liability company affiliates owned 98% - 99% by the City or its affiliated nonprofit entities (collectively referred to as “City Affiliates”) and Developer has utilized and shall in the future utilize various limited liability company affiliates owned and/or controlled by Developer or its affiliates (collectively referred to as “Developer Affiliates”) as well as unaffiliated developers (collectively referred to as “Unaffiliated Developers” and together with Developer and the Developer Affiliates, the “Developer Entities” and each, a “Developer Entity”) to develop various phases of the Property (collectively referred to as “Phases”) in accordance with the Textile Mill Statute; and

WHEREAS, the Textile Mill Statute specifically applies to sites located within a distressed area of a county, where a “textile mill site” encompasses the textile mill structure, together with all land and improvements which were used directly for textile manufacturing operations or ancillary uses, or were located on the same parcel or a contiguous parcel within one thousand feet of any textile mill structure or ancillary uses (as more fully defined in Section 12-65-20(4)(b) of the Textile Mill Statute, the “Distressed Location Provision”); and

WHEREAS, the Developer has requested an amendment to the Original Ordinance pursuant to Section 12-65-60 of the Textile Mill Statute to re-certify a portion of the Bleachery and to amend the list of Developer Entities and City Affiliates set forth on Schedule A to the Amended Ordinance by deleting the same and replacing it with Schedule A attached hereto and made a part hereof; and

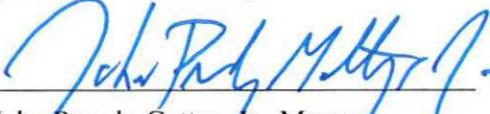
WHEREAS, the City Council has, after careful investigation and due deliberation, determined that the redevelopment of the Bleachery has and will continue to be beneficial to the City of Rock Hill, and the City agrees to provide the binding ordinance set forth herein in regard to the Developer Entities, the City Affiliates and the Property, amending and restating Schedule A to the Amended Ordinance.

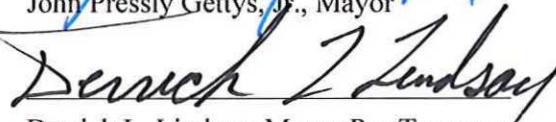
NOW THEREFORE, BE IT ORDAINED by the Rock Hill City Council as follows:

1. That all recitals hereof are true and correct and a part of this Ordinance.
2. That Schedule A attached to the Original Ordinance is hereby deleted and replaced with Schedule A attached hereto and made a part hereof.
3. Upon information and belief that the Property is a facility that was initially used for textile manufacturing, dying or finishing operations and for ancillary uses to those operations (i.e., a “textile mill”) as more particularly defined in Section 12-65-20(3) of the Textile Mill Statute.
4. Upon information and belief that, as of the date of Ordinance #2016-23, at least eighty percent of the textile mill has been closed continuously to business or otherwise nonoperational as a textile mill since 2002, and, therefore, the Property was “abandoned” as defined in Section 12-65-20(1) of the Textile Mill Statute. Parcel B reflected on the subdivision plat attached hereto as Schedule B and made a part hereof by this reference, York County PIN 5981101013 (“Parcel B”), located at 397 Technology Center Way, is “abandoned” for purposes of the Textile Mill Statute and Revenue Ruling #25-1.
5. Upon information and belief that Parcel B is located within a distressed area of York County as designated by the Catawba Regional Council of Governments based upon and as detailed in its letter dated March 20, 2025 which is attached hereto as Schedule C and made a part hereof, and based on Parcel B’s location, Parcel B is deemed to be a site located within a distressed area of York County.
6. Upon information and belief that, as depicted on Exhibit A attached to Ordinance #2016-23, the Property continues to constitute a “textile mill site” in conformance with the Textile Mill Statute, and Parcel B depicted on Schedule B attached hereto constitutes a “textile mill site” in conformance with the Textile Mill Statute and, specifically, with a geographic area consistent with the Distressed Location Provision of the Textile Mill Statute set forth in Section 12-65-20(4)(b).
7. That, upon information and belief, the Developer Entity acquiring Parcel B from the City is acquiring an “abandoned textile mill site” with a geographic location consistent with the Distressed Location Provision and shall be deemed the developer and taxpayer eligible for the tax credits under the Textile Mill Statute and Revenue Ruling #25-1.
8. That the Original Ordinance and this Ordinance may be relied upon by each of the Developer Entities and City Affiliates, as applicable to each Phase.
9. That this Ordinance is intended to comply with the certification requirements set forth in Section 12-65-60 to the Textile Mill Statute.
10. This Ordinance shall take effect upon the second reading approval.

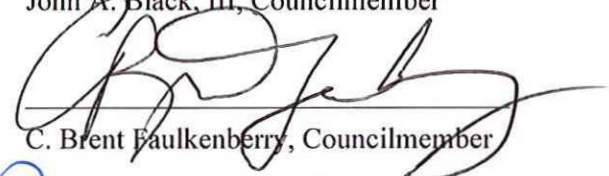
DONE AND RATIFIED in Council assembled on this the 12th day of MAY, 2025.

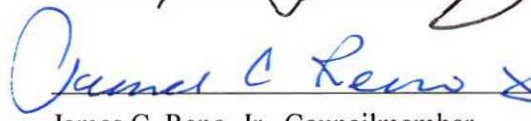
[CONFIRM NAMES]


John Pressly Gettys, Jr., Mayor

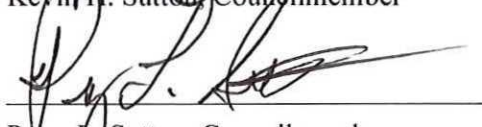

Derrick L. Lindsay, Mayor Pro Tempore


John A. Black, III, Councilmember

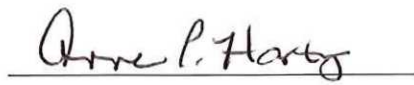

C. Brent Faulkenberry, Councilmember


James C. Reno, Jr., Councilmember


Kevin H. Sutton, Councilmember


Perry L. Sutton, Councilmember

ATTEST:


Anne P. Harty
Municipal Clerk

Schedule A

List of Current Developer Affiliates

Lowenstein Partners, LLC
Lowenstein Manager, LLC
UC Infrastructure 1, LLC
UC Athletic, LLC
Besuke, LLC
KEP Investments, LLC
Mavady, LLC
Grand Knowledge, LLC
Pariott, LLC
Sidewalk Rock Hill, LLC
Sidewalk Partners, LLC
Sora Rock Hill, LLC
Lowenstein Development, LLC
UC Infrastructure 2, LLC

UC Infrastructure 3, LLC
UC Infrastructure 4, LLC
The Weave Manager, LLC
UC Apartments Manager, LLC
UC Parking Manager, LLC
University Center QOF 1 LLC
ACJ O-Zone, LLC
UC Hospitality, LLC
UC Hospitality Manager, LLC

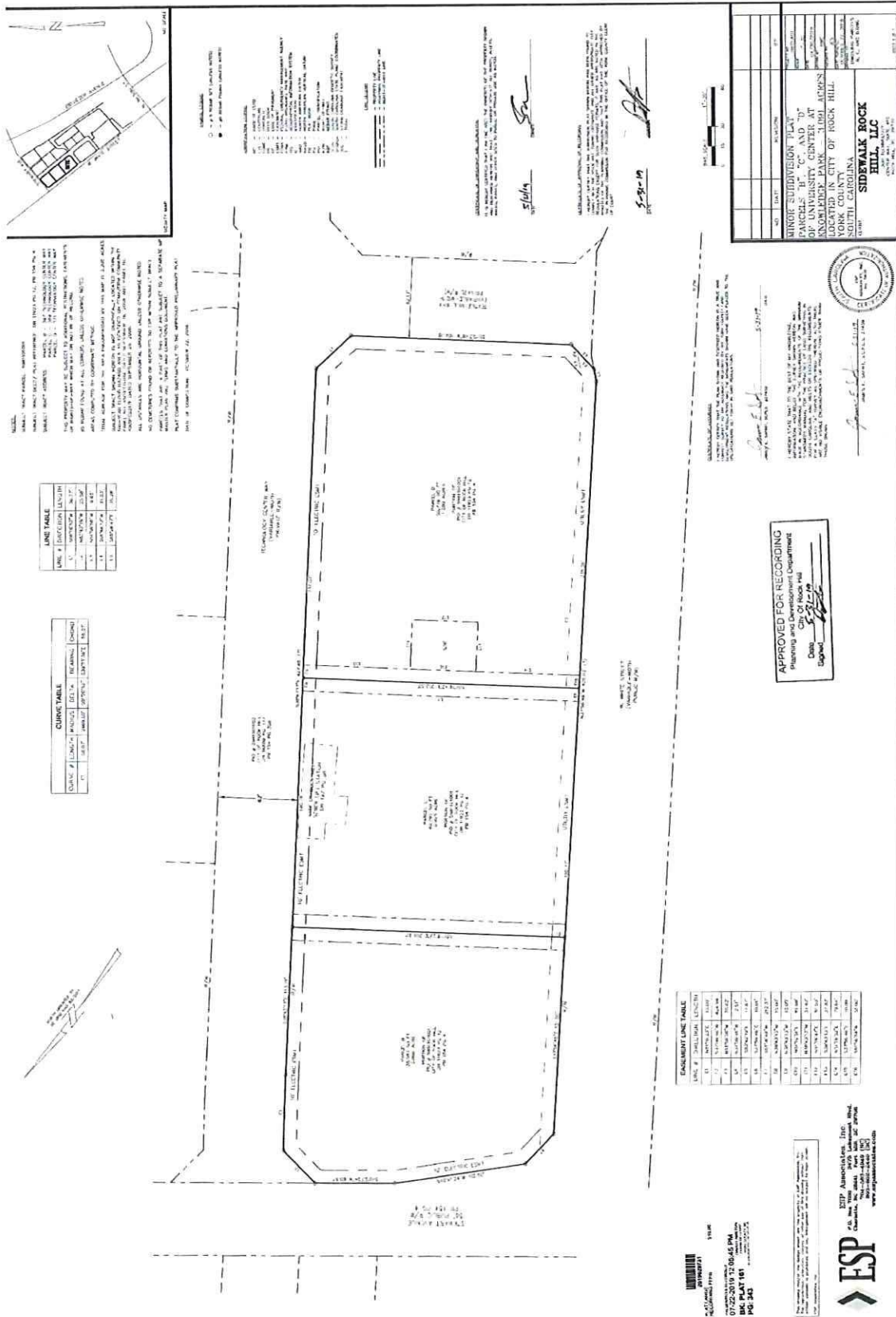
List of Current Unaffiliated Developers

Rock Hill Lodging, LLC
Sand Lodging, Inc.
Powerplant, LLC
Powerplant Manager, LLC
TMS Development LLC
Rock Hill Powerplant Master Tenant, LLC
Rock Hill Hotel QOF, LLC

List of Current City Affiliates

University Center Facilities Corporation
University Center Facilities Corporation II
Rock Hill Public Infrastructure, LLC
Rock Hill Arena, LLC
University Center Facilities Corporation III
University Center Facilities Corporation IV
Rock Hill Public Infrastructure 2, LLC
Rock Hill Hotel, LLC
Rock Hill Public Infrastructure 3, LLC
Rock Hill Public Infrastructure 4, LLC
The Weave QOZB, LLC
UC Apartments QOZB, LLC
UC Parking Deck C, LLC

00178286.3



Schedule C

COG Distressed Site Designation



March 20, 2025

The Tuttle Company
Attn: Skip Tuttle
300 Technology Center Way, Suite 410
Rock Hill, SC 29730

VIA EMAIL

Dear Mr. Tuttle:

Per your request, we have determined that the property addressed as 200 Stewart Avenue and 397 Technology Center Way, Rock Hill, South Carolina (York County tax map number 5981101013) is in a distressed area of the region, as designated by the Board of Directors of the Catawba Regional Council of Governments (COG).

As you are aware, amendments to the South Carolina Abandoned Buildings Revitalization Act and the Textile Communities Revitalization Act provide the opportunity for state tax credits for certain activities pertaining to a property that is located in a distressed area, as designated by the applicable Council of Governments. The Catawba Regional COG Board of Directors adopted criteria for establishing distressed areas in the Catawba Region in February 2019, and reaffirmed the criteria based on updated census boundaries and data in November 2023. We are also providing a map to you with designated areas of distress along with the location of the site (based upon the tax map number you provided) superimposed on this map.

The Catawba Regional Council of Governments makes no assertion or determination regarding the eligibility of the property for any type or amount of state or federal tax credits or other financing; this letter only confirms that the site is in a designated area of distress as determined by the Catawba Regional COG.

If we may provide further assistance to you, please do not hesitate to let me know.

Sincerely,

A handwritten signature in cursive script, appearing to read "Randy Imler".

Randy Imler
Executive Director

Attachment

cc: Stephen Allen, Marty Little, Tyler Lewis

(4)(v) "Textile mill site" means the textile mill together with the land and any other improvements on it which were used directly for textile manufacturing operations or ancillary uses. However, the area of the site is limited to the land located within the boundaries where the textile manufacturing, drying, or finishing facility structure is located and does not include land located outside the boundaries of the structure or devoted to ancillary uses. (b) Notwithstanding the provisions of item (4)(v), with respect to (i) any site acquired by a taxpayer before January 1, 2008, (ii) a site located on the Catawba River near Interstate 77, or (iii) a site located, on the date the notice of intent to rehabilitate is filed, is located in a distressed area of a county in this State, as designated by the applicable jurisdictional authority, "textile mill site" means the textile mill structure together with all land and improvements which were used directly for textile manufacturing operations or ancillary uses, or were located on the same parcel or a contiguous parcel with a one thousand feet of any textile mill structure or ancillary uses. For purposes of this subitem, "contiguous parcel" means any separate tax parcel sharing a common boundary with an adjacent parcel or separated only by private or public roads and railroad rights-of-way.

- Criteria:**

- Census Tracts designated Opportunity Zones by the Governor
- Census Tracts eligible for New Markets Tax Credits
- Census Tracts designated by EDA as Distressed due to Income
- Census Tracts designated by EDA as Distressed due to Unemployment

Legend

- ★ Subject Site
- Qualifying Tracts
- Former Textile Sites (as identified in Catawba
Regional's 2012 Textile Mill Redevelopment
Guide)

