



SECTION 3. The County Administrator and the Chairman of County Council are each authorized to execute and deliver the Amendment presented to the County Council, together with such changes as shall not have a material adverse effect on the County, in order to evidence the County's consent to the conversion and to substitute the Limited Liability Company in the place of the Company in the Transaction Documents.

SECTION 4. The County Administrator and the Clerk to County Council, for and on behalf of the County, are hereby each authorized and directed to do any and all things necessary or appropriate in connection with this Resolution to effect the consent of the County to the Amendment.

SECTION 5. This Resolution shall take effect and be in full force from and after its passage by the County Council.

DONE in a meeting duly assembled this \_\_ day of \_\_\_\_\_, 2016.

NEWBERRY COUNTY,  
SOUTH CAROLINA

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Chairman, County Council

ATTEST:

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Clerk to Council



4. This Amendment is governed by and construed in accordance with the laws of the State of South Carolina.
5. A determination that any provision, or part of a provision, of this Amendment is unenforceable or invalid does not affect the enforceability or validity of any other provision, and any determination that the application of any provision or part of a provision of this Amendment to any person or circumstance is illegal or unenforceable does not affect the enforceability or validity of that provision or part of a provision as it may apply to any other person or circumstance.
6. This Amendment may be executed in two or more counterparts, and by original signature or electronic means, each of which is deemed to be an original, but all of which together constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be duly executed on the date first above written.

NEWBERRY COUNTY,  
SOUTH CAROLINA

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Chairman, County Council

ATTEST:

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Clerk to County Council

PIONEER FROZEN FOODS SOUTH  
CAROLINA, LLC

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_