
AGENCY: Executive Director

SUBJECT: Ceiling Allocation Requests—Jobs-Economic Development Authority

The Jobs-Economic Development Authority requests state ceiling volume cap allocation for the following project:

- a. Issuing Authority: Jobs-Economic Development Authority
 Amount of Issue: N/E \$17,500,000 South Carolina Jobs-Economic
 Development Authority Solid Waste Revenue
 Bonds (Bio Carbon Fuels, LLC Project)
 Allocation Needed: \$17,500,000 of 2025 ceiling allocation to be used
 Name of Project: Bio Carbon Fuels, LLC Project
 Employment Impact: approximately 15 people within 12 months and 20 people
 within 24 months
 Project Description: to (i) finance a portion of the costs to plan, design,
 construct, and equip a solid waste facility to process post-
 consumer milk cartons and other consumer waste into
 fiberboard and other construction materials to be located in
 Greenville County South Carolina, including capitalizing
 interest on the Bonds and funding of required reserves, if
 any, and (ii) pay certain costs of issuance of the Bonds
 (collectively, (i) and (ii) is the Undertaking).
 Bond Counsel: William M. Musser, Pope Flynn, LLC

AUTHORITY ACTION REQUESTED:

Approve JEDA's request for the Authority to allocate \$17,500,000 in ceiling allocation for the Bio Carbon Fuels, LLC project.

ATTACHMENTS:

Agenda item worksheet and attachment



Pope Flynn, LLC
170 Meeting Street, Suite 510
Post Office Box 70 (29402)
Charleston, SC 29401

MAIN 843.790.9570
FAX 803.354.4899
www.popeflynn.com

September 8, 2025

Mr. Delbert H. Singleton, Jr.
Assistant Executive Director and Authority Secretary
South Carolina State Fiscal Accountability Authority
1200 Senate Street, Suite 600
Columbia, South Carolina 29201

Re: Not Exceeding \$17,500,000 South Carolina Jobs-Economic Development Authority Solid Waste Revenue Bonds (Bio Carbon Fuels, LLC Project)

Dear Delbert:

On behalf of Bio Carbon Fuels, LLC, in connection with the authorization of the above-referenced bonds (the "Bonds"), and in anticipation of the South Carolina State Fiscal Accountability Authority (the "Authority") meeting scheduled for October 14, 2025, we respectfully enclose the following for consideration by the Authority:

1. A Bond Transmittal Form, to include South Carolina Jobs-Economic Development Authority's ("JEDA") petition to the Authority, JEDA's Inducement Resolution adopted June 18, 2025, and the South Carolina Coordinating Council for Economic Development's Resolution adopted July 10, 2025; and
2. A Private Participant Disclosure-Legal Entity Form with cover sheet.

Please let us know should you require anything further or if you have any questions regarding the enclosed.

Best regards,

A handwritten signature in blue ink, appearing to read 'W. M. Musser', with a long, sweeping horizontal line extending to the right.

William M. Musser

cc: Jesse Smith, Executive Director

BOND TRANSMITTAL FORM

TO: Delbert H. Singleton, Jr., Authority Secretary
State Fiscal Accountability Authority
600 Wade Hampton Building (29201)
P.O. Box 12444
Columbia, SC 29211

DATE: 9/8/2025

Submitted for SFAA Meeting on:
10/14/2025

FROM: Pope Flynn, LLC

171 Church St., Suite 212
Charleston, SC 29401
(843) 790-8350

RE: N/E \$17,500,000 South Carolina Jobs-Economic Development Authority Solid Waste Revenue Bonds (Bio Carbon Fuels, LLC Project)

Project Name: Bio Carbon Fuels, LLC

Documents enclosed (executed original and two copies of each):

(ALL documents required for state law approval; A and C only for ceiling allocation only; must check K or L)

- A. ☒ Petition
- B. ☐ Resolution or Ordinance
- C. ☒ Inducement Resolution or comparable preliminary approval
- D. ☐ Department of Health and Environmental Control Certificate *if required*
- E. ☐ State Fiscal Accountability Authority Resolution and Public Notice *(original)*
Plus _____ copies for certification and return to bond counsel
- F. ☐ Draft bond counsel opinion letter
- G. ☐ Signed SFAA Reliance letter
- H. ☐ DPH Certificate of Need (C.O.N.)
- I. ☐ Debt Questionnaire
- J. ☐ Processing Fee

Amount: \$Click or tap here to enter text. **Check No:** Click or tap here to enter text.

Payor: Click or tap here to enter text.

- K. ☐ No Private Participant will be known at the time the Authority considers this agenda item.
- L. ☒ This agenda item is accompanied by the applicable Private Party Disclosure form for each private participant

Bond Counsel: William M. Musser
Typed Name of Bond Counsel

By: 

Signature

A RESOLUTION OF THE SOUTH CAROLINA COORDINATING COUNCIL FOR ECONOMIC DEVELOPMENT APPROVING THE ISSUANCE BY THE SOUTH CAROLINA JOBS-ECONOMIC DEVELOPMENT AUTHORITY OF NOT EXCEEDING \$17,500,000 AGGREGATE PRINCIPAL AMOUNT SOLID WASTE DISPOSAL REVENUE BONDS (BIO CARBON FUELS, LLC) IN ONE OR MORE SERIES, PURSUANT TO THE PROVISIONS OF SECTION 41-43-110 OF THE CODE OF LAWS OF SOUTH CAROLINA 1976, AS AMENDED.

WHEREAS, the South Carolina Jobs-Economic Development Authority (the "Authority") has heretofore under and pursuant to the provisions of Section 41-43-110 of the Code of Laws of South Carolina 1976, as amended (the "Act"), requested approval by the South Carolina Coordinating Council for Economic Development of the issuance by the Authority pursuant to the Act of its Solid Waste Disposal Revenue Bonds, in one or more series, in the aggregate principal amount of not exceeding \$17,500,000 (the "Bonds") through private or public sale, as the Authority may determine to be most advantageous; and

WHEREAS, the Authority represents to the South Carolina Coordinating Council for Economic Development that the Bonds will be sold in a manner acceptable to the Authority.

NOW, THEREFORE, BE IT RESOLVED, by the South Carolina Coordinating Council for Economic Development (the "Coordinating Council"), as follows:

Section 1. It is hereby found, determined and declared by the Coordinating Council that: the Petition filed by the Authority contains all matters required by law and the rules of the Coordinating Council to be set forth therein, and that in consequence thereof the jurisdiction of the Coordinating Council has been properly invoked under and pursuant to Section 41-43-110 of the Act.

Section 2. In consequence of the foregoing, the proposal of the Authority to issue the Bonds, in one or more series, through public or private sale be and the same is hereby in all respects approved.

Section 3. This Resolution shall take effect immediately.

Dated: July 10, 2025

COORDINATING COUNCIL FOR
ECONOMIC DEVELOPMENT



Chris Huffman, Director of Business
Incentives & Community Development

**SOUTH CAROLINA JOBS-ECONOMIC
DEVELOPMENT AUTHORITY**

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT BY AND BETWEEN THE SOUTH CAROLINA JOBS-ECONOMIC DEVELOPMENT AUTHORITY AND BIO CARBON FUELS, LLC, WHEREBY UNDER CERTAIN CONDITIONS THE SOUTH CAROLINA JOBS-ECONOMIC DEVELOPMENT AUTHORITY WILL ISSUE NOT EXCEEDING \$17,500,000 AGGREGATE PRINCIPAL AMOUNT OF ITS REVENUE BONDS, IN ONE OR MORE SERIES, PURSUANT TO THE PROVISIONS OF TITLE 41, CHAPTER 43, CODE OF LAWS OF SOUTH CAROLINA 1976, AS AMENDED, AND AUTHORIZING APPLICATION TO THE SOUTH CAROLINA COORDINATING COUNCIL FOR ECONOMIC DEVELOPMENT FOR APPROVAL OF THE ISSUANCE OF SUCH BONDS AND TO THE STATE FISCAL ACCOUNTABILITY AUTHORITY FOR VOLUME ALLOCATION FOR THE BENEFIT OF THE BONDS.

WHEREAS, the South Carolina Jobs-Economic Development Authority (the "Authority"), acting by and through its Board of Directors, is authorized and empowered under and pursuant to the provisions of Title 41, Chapter 43 of the Code of Laws of South Carolina 1976, as amended (the "Act"), to utilize any of its program funds to establish loan programs for the purpose of reducing the cost of capital to business enterprises which meet the eligibility requirements of Section 41-43-150 of the Act and for other purposes described in Section 41-43-160 of the Act and thus provide maximum opportunities for the creation and retention of jobs and improvement of the standard of living of the citizens of the State of South Carolina (the "State") in the promotion and advancement of industrial, commercial, agricultural, and recreational development in the State; and

WHEREAS, the Authority is further authorized by Section 41-43-110 of the Act to issue revenue bonds, as defined in the Act to include notes, and refunding bonds or notes, payable by the Authority solely from a revenue producing source and secured by a pledge of said revenues; and

WHEREAS, Bio Carbon Fuels, LLC, a California limited liability company, including one or more of its related or affiliated entities (collectively, the "Borrower"), has applied to the Authority to issue not exceeding \$17,500,000 aggregate principal amount of its Solid Waste Revenue Bonds in one or more series (the "Bonds") to (i) finance a portion of the costs to plan, design, construct, and equip a solid waste facility to process post-consumer milk cartons and other consumer waste into fiberboard and other construction materials (the "Project") to be located in Greenville County, South Carolina (the "County"), including capitalizing interest on the Bonds and funding of required reserves, if any, and (ii) pay certain costs of issuance of the Bonds (collectively, (i) and (ii) is the "Undertaking"); and

WHEREAS, it is in the public interest, for the public benefit and in furtherance of the public purposes of the Authority that its Board of Directors provide preliminary approval of the issuance of the Bonds for the aforesaid purposes; and

WHEREAS, it is deemed advisable by the Authority to file with the South Carolina Coordinating Council for Economic Development (the "Coordinating Council"), in compliance with Section 41-43-110 of the Act, the Petition of the Authority requesting approval by the Coordinating Council for the issuance of the Bonds through a private or public sale pursuant to the Act; and

WHEREAS, it is deemed advisable by the Authority to file with the State Fiscal Accountability Authority ("SFAA"), in compliance with Section 1-11-530 of the Code of Laws of South Carolina 1976, as amended, a petition of the Authority requesting not exceeding \$17,500,000 of the State ceiling be allocated by the SFAA to the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority (the "Board") as follows:

Section 1. It is hereby found, determined, and declared as follows:

(a) The Borrower is a responsible party and the Project is to be located in the County.

(b) The Project will constitute an integral part of a "business enterprise," as said term is referred to in Section 41-43-160 of the Act, and the issuance of the Bonds in the aggregate principal amount of not exceeding \$17,500,000 to defray the cost of the Project will serve the purposes and in all respects conform to the provisions and requirements of the Act.

(c) It is anticipated that the Project will result in the creation of permanent employment for approximately 15 people within 12 months and 20 people within 24 months after completion of the Project, with a resulting alleviation of unemployment and a substantial increase in payrolls and other public benefits incident to the conduct of such activity not otherwise provided locally. The number of jobs and other public benefit resulting from the assistance authorized herein bears a reasonable relationship to the principal amount of the Bonds.

(d) The principal amount of the Bonds bears a reasonable relationship to the amount of private funds committed to the Undertaking.

(e) The size and scope of the Project is such that a definite benefit to the economy of the State, and the County in particular, has been and is reasonably expected to result therefrom.

Section 2. Subject to such approval by the Coordinating Council, and such other approvals as may be required by law, the Board preliminarily approves the issuance and sale of the Bonds, in one or more series, in the aggregate principal amount of not exceeding \$17,500,000 for the purpose of providing financing to the Borrower to defray the costs of the Undertaking.

Section 3. The issuance and sale of the Bonds shall be upon such terms and conditions as may be mutually agreed upon by the Authority, the Borrower and the purchaser of the Bonds, and shall be subject to completion of proceedings for issuance, sale and delivery of the Bonds satisfactory to the Authority. The provisions, terms, and conditions of the agreements to be entered into in connection with the issuance of the Bonds by the Authority, and the form, details, rate or rates of interest, maturity, and redemption provisions, if any, of the Bonds, other details of any trust indenture or loan agreement relating to the Bonds, and findings required by the Act shall be prescribed by subsequent resolution of the Authority and shall be reasonable and proper (taking into account such

factors as the type of program involved, the principal amount of the Bonds, and the number and type of jobs involved), and the public interest shall be adequately protected by the terms thereof.

Section 4. The Executive Director of the Authority is hereby authorized and directed to execute the Inducement Agreement in the form attached hereto as Exhibit A (with such changes as shall have been approved by counsel to the Authority), in the name and on behalf of the Authority and is hereby further authorized and directed to deliver said executed Inducement Agreement to the Borrower.

Section 5. It is the intention of the Authority that this resolution shall constitute an official action on the part of the Authority within the meaning of the applicable regulations of the Department of Treasury of the United States of America relating to the issuance of tax-exempt revenue bonds.

Section 6. The Bonds shall never constitute an indebtedness of the Authority or the State within the meaning of any state constitutional provision or statutory limitation and shall never constitute nor give rise to a pecuniary liability of the Authority or the State or a charge against the general credit of the Authority or the State or the taxing powers of the State.

Section 7. There shall be and is hereby authorized and directed the submission on behalf of the Authority of (i) a Petition (the "Coordinating Council Petition") in the form attached hereto as Exhibit B (with such changes as shall have been approved by counsel to the Authority), requesting approval by the Coordinating Council (pursuant to the provisions of Section 41-43-110 of the Act) of the issuance of the Bonds through public or private sale, and (ii) a Petition (together with the Coordinating Council Petition, the "Petitions") in the form attached hereto as Exhibit C (with such changes as shall have been approved by counsel to the Authority) requesting the SFAA allocate not exceeding \$17,500,000 of the State ceiling under Section 146 of the Internal Revenue Code of 1986, as amended, to the Bonds.

Section 8. The Executive Director of the Authority shall be and is hereby authorized and directed to execute the Petitions in the name and on behalf of the Authority, and the Executive Director of the Authority shall be and is hereby authorized and directed to submit executed copies of this resolution to the Coordinating Council and the SFAA.

Section 9. All orders and resolutions 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.

Passed and approved: June 18, 2025.

SOUTH CAROLINA JOBS-ECONOMIC
DEVELOPMENT AUTHORITY



Jesse A. Smith, Executive Director

INDUCEMENT AGREEMENT

THIS INDUCEMENT AGREEMENT made and entered into by and between South Carolina Jobs-Economic Development Authority, a public body corporate and politic and an agency of the State of South Carolina (the "Authority"), and Bio Carbon Fuels, LLC, a California limited liability company, and its related or affiliated entities (collectively, the "Borrower").

W I T N E S S E T H

ARTICLE I
RECITATION OF FACTS

As a means of setting forth the matters of mutual inducement which have resulted in the making and entering into of this Agreement, the following statements of fact are herewith recited:

Section 1.01. The Authority, acting by and through its Board of Directors, is authorized and empowered under and pursuant to the provisions of Title 41, Chapter 43 of the Code of Laws of South Carolina 1976, as amended (the "Act"), to utilize any of its program funds to establish loan programs for the purpose of reducing the cost of capital to business enterprises which meet the eligibility requirements of Section 41-43-150 of the Act and for other purposes described in Section 41-43-160 of the Act in order to promote and develop the business and economic welfare of the State of South Carolina (the "State") and thus provide maximum opportunities for the creation and retention of jobs and improvement of the standard of living of the citizens of the State and in the promotion and advancement of industrial, commercial, agricultural, and recreational development in the State.

Section 1.02. The Authority is further authorized by Section 41-43-110 of the Act to issue revenue bonds payable by the Authority solely from a revenue producing source and secured by a pledge of said revenues in order to provide funds for any program authorized by the Act.

Section 1.03. The Borrower has applied to the Authority to issue not exceeding \$17,500,000 aggregate principal amount of its Solid Waste Revenue Bonds in one or more series (the "Bonds") to (i) finance all or a portion of the construction of a solid waste facility to process post-consumer milk cartons and other consumer waste into fiberboard and other construction materials (the "Project") to be located in Greenville County, South Carolina (the "County"), including capitalizing interest on the Bonds and funding of required reserves, if any, and (ii) pay certain costs of issuance of the Bonds (collectively, (i) and (ii) is the "Undertaking"); and

Section 1.04. (a) The Borrower is a responsible party and the Project is to be located in the County.

(b) It is anticipated that the Project will result in the creation of permanent employment for approximately 15 people within 12 months and 20 people within 24 months after completion of the Project, with a resulting alleviation of unemployment and a substantial increase in payrolls and other public benefits incident to the conduct of such activity not otherwise provided locally; and the number of jobs and other public benefit resulting from the assistance authorized herein bears a reasonable relationship to the principal amount of the Bonds.

(c) The Project will constitute an integral part of a “business enterprise,” as said term is referred to in Section 41-43-160 of the Act, and the issuance of the Bonds in the aggregate principal amount of not exceeding \$17,500,000 to defray the cost of the Undertaking will serve the purposes and in all respects conform to the provisions and requirements of the Act.

(d) The principal amount of the Bonds bears a reasonable relationship to the amount of private funds committed to the Undertaking.

(e) The size and scope of the Project is such that a definite benefit to the economy of the State, and the County in particular, has been and is reasonably expected to result therefrom.

Section 1.06. The Authority has given due consideration to all the proposals and requests of the Borrower and has agreed to endeavor to effect the issuance of the Bonds at the time and on the terms and conditions hereafter set forth.

ARTICLE II UNDERTAKING ON THE PART OF THE AUTHORITY

The Authority agrees as follows:

Section 2.01. The Authority will, subject to such approval by the South Carolina Coordinating Council for Economic Development (“Coordinating Council”), and subject to the limitations set forth herein, authorize the issuance of the Bonds, at such time as the Borrower may request the Authority to do so.

Section 2.02. The Authority will permit the Borrower to arrange for the sale of the Bonds to defray the costs of the Project as aforesaid, and if successful marketing arrangements can be made, it will adopt such proceedings and enter into such agreements as are necessary for the issuance and securing of the Bonds.

Section 2.03. The proceeds of any sale of the Bonds may be applied to the payment of the cost of the Bonds, as determined under the Act, including, without limitation, the expenses incurred in connection with the issuance and sale of the Bonds, the repayment of any funds, advances or loans incurred by the Borrower for such purposes, the funding of requested reserves, and the provision of funds for capitalized interest.

Section 2.04. Prior to issuing the Bonds, the Authority may enter into a loan agreement with the Borrower and a trust indenture or other security agreement with the trustee (to be requested by the Borrower and approved by the Authority and the State Treasurer) or with the purchasers of the Bonds, pursuant to which the Bonds will be secured and issued. Such documents shall be substantially in the forms used in connection with the issuance of other South Carolina revenue bonds and shall constitute a lien on the revenues derived by the Authority from the Borrower with respect to the Project to secure the payment of the Bonds. Provisions, terms and conditions of the agreements to be entered into in connection with the issuance of the Bonds by the Authority, and the form, details, rate or rates of interest, maturity and redemption provisions, if any, of the Bonds, and other details of any loan agreement, trust indenture or other security agreement relating to the Bonds, shall be prescribed by subsequent resolution of the Authority and shall be reasonable and proper, taking into account such facts as type of program involved, the principal amount of the Bonds and the

number and type of jobs involved, and the public interest shall be adequately protected by the terms thereof.

Section 2.05. The Authority will perform such other acts and adopt such further proceedings as may be required faithfully to implement its undertaking and to consummate the proposed financing.

Section 2.06. The undertakings of the Authority hereunder are contingent upon the Authority continuing to evaluate the Project as desirable and beneficial to the public interest after considering all additional circumstances of which the Authority may hereafter become aware and upon the Borrower providing the Authority with such further evidence as may be satisfactory to the Authority as to compliance with all applicable statutes and regulations.

ARTICLE III UNDERTAKINGS ON THE PART OF THE BORROWER

Section 3.01. The Borrower agrees that the Authority will have no obligation to find a purchaser of the Bonds and acknowledges that the Authority's approval of this Agreement is preliminary and is conditioned upon the Authority continuing to evaluate the Project as desirable and beneficial to the public interest after considering all additional circumstances of which the Authority may hereafter become aware.

Section 3.02. The Borrower further agrees, if the issuance of the Bonds proceeds as contemplated, as follows:

- (a) to acquire the Project;
- (b) to enter into a loan agreement with the Authority, under the terms of which the Borrower will obligate itself to pay to the Authority sums sufficient to pay the principal of and interest and premium, if any, on the Bonds, as and when the same become due and payable;
- (c) to the extent permitted by law, to hold the Authority and the Coordinating Council harmless from all pecuniary liability and to reimburse them for all expenses to which they might be put in the fulfillment of their obligations under this Agreement;
- (d) to perform such further acts and adopt such further proceedings as may be required faithfully to implement its undertakings and to consummate the proposed financing.

ARTICLE IV GENERAL PROVISIONS

Section 4.01. All commitments of the Authority under Article II hereof are subject to all of the provisions of the Act and regulations of the Authority pursuant thereto and the condition that nothing contained in this Agreement shall constitute nor give rise to a pecuniary liability of the Authority or a charge against its general credit.

Section 4.02. All commitments of the Authority and the Borrower hereunder with respect to the Undertaking are subject to the condition that the Authority and the Borrower do agree on

mutually acceptable terms and conditions of all documents, the execution and delivery of which are contemplated by the provisions hereof.

Section 4.03. The parties understand that the Borrower or the Authority may choose not to finance the Project as herein provided, in which event this Agreement shall become void.

Section 4.04. It is the intention of the parties hereto that this Agreement shall constitute an official action on the part of the Authority within the meaning of the applicable regulations of the Department of Treasury of the United States of America relating to the issuance of tax-exempt revenue bonds.

WITNESS WHEREOF, the parties hereto, each after due authorization, have executed this Agreement on the respective dates indicated below.

SOUTH CAROLINA JOBS-ECONOMIC
DEVELOPMENT AUTHORITY

By: Jesse Smith
Jesse A. Smith, Executive Director

BIO CARBON FUELS, LLC

By: Steve Racoon
Its: CEO

Dated: June 18, 2025

Inducement Agreement by and between South Carolina Jobs-Economic
Development Authority and Bio Carbon Fuels, LLC
[Signature Page]

STATE OF SOUTH CAROLINA	)	
	)	
RICHLAND COUNTY	)	
	)	
TO THE SOUTH CAROLINA	)	PETITION OF SOUTH CAROLINA
	)	JOBS-ECONOMIC DEVELOPMENT
COORDINATING COUNCIL	)	AUTHORITY
	)	
FOR ECONOMIC DEVELOPMENT	)	

This Petition of the South Carolina Jobs-Economic Development Authority (the "Authority"), pursuant to Title 41, Chapter 43 of the Code of Laws of South Carolina 1976, as amended (the "Act"), and specifically Section 41-43-110 thereof, respectfully shows:

1. The Act, among other things, empowers the Authority: (i) to utilize any of its program funds to establish loan programs to be utilized to acquire, by construction or purchase, land and buildings or other improvements thereon, machinery, equipment, office furnishings or other depreciable assets, or for research and design costs, legal and accounting fees, or other expenses in connection with the acquisition or construction thereof and thus provide maximum opportunities for the creation and retention of jobs and improvement of the standard of living of the citizens of the State of South Carolina ("State") and act in conjunction with other persons and organizations, public or private, in the promotion and advancement of industrial, commercial, agricultural, and recreational development in the State; and (ii) subject to the approval of the South Carolina Coordinating Council for Economic Development (the "Coordinating Council") of the issuance of its bonds through public or private sale pursuant to Section 41-43-110 of the Act, to issue revenue bonds in order to provide funds for any program authorized by the Act, and to secure the payment of such bonds, all as provided in the Act.

2. The Authority has agreed to assist Bio Carbon Fuels, LLC, a California limited liability company, and its related or affiliated entities (collectively, the "Borrower"), by issuing not exceeding \$17,500,000 aggregate principal amount of its Solid Waste Revenue Bonds in one or more series (the "Bonds") to (i) finance all or a portion of the costs to plan, design, construct, and equip solid waste facility to process post-consumer milk cartons and other consumer waste into fiberboard and other construction materials (the "Project") to be located in Greenville County, South Carolina (the "County"), including capitalizing interest on the Bonds and funding of required reserves, if any, and (ii) pay certain costs of issuance of the Bonds (collectively, (i) and (ii) is the "Undertaking").

3. The Authority has been advised by the Borrower that the estimated cost of the Undertaking (including costs of issuance of the Bonds and any required reserves) will be approximately \$17,500,000 or less and the Borrower has requested the Authority to execute and deliver the Bonds in one or more series, in the aggregate principal amount of not exceeding \$17,500,000 to defray a portion of such costs.

4. The Bonds will be sold to, or placed or underwritten by, a financial institution acceptable to the Authority pursuant to a negotiated private sale or sales, which may include a public or private reoffering thereafter.

5. The Authority hereby finds that:

(a) The Borrower is a responsible party and the Project will be located in the County.

(b) It is anticipated that the Project will result in the creation of permanent employment for approximately 15 people within 12 months and 20 people within 24 months after completion of the Project, with a resulting alleviation of unemployment and a substantial increase in payrolls and other public benefits incident to the conduct of such activity not otherwise provided locally; and the number of jobs and other public benefit resulting from the assistance authorized herein bears a reasonable relationship to the principal amount of the Bonds.

(c) The Project will constitute an integral part of a "business enterprise," as said term is referred to in Section 41-43-160 of the Act, and the issuance of the Bonds in the aggregate principal amount of not exceeding \$17,500,000 to finance the Undertaking will serve the purposes and in all respects conform to the provisions and requirements of the Act.

(d) The size and scope of the Project is such that a definite benefit to the economy of the State, and the County in particular, has been and is reasonably expected to result therefrom.

(e) The principal amount of the Bonds bears a reasonable relationship to the amount of funds of the Borrower committed to the Project.

6. Prior to issuance of the Bonds, the Authority will, as part of its proceedings:

(a) Hold a public hearing in accordance with the requirements of the Act in connection with the issuance of the Bonds;

(b) Make findings that the terms of the agreements to be entered into in connection with the Undertaking are reasonable and proper as to the adequacy of protection for the public interest provided by such terms;

(c) Negotiate the terms of such agreements to the extent necessary to conclude that neither the financing of the Undertaking, the Bonds proposed to be issued by the Authority to defray the cost of the Undertaking, nor any documents or agreements entered into by the Authority in connection therewith will constitute or give rise to a pecuniary liability of the Authority or the State or a charge against the general credit or taxing power of either, and only program funds (as defined in the Act) will be made available to finance the Undertaking;

(d) Undertake such review as is necessary to conclude that the Borrower is an organization with established credit and is a responsible party; and

(e) Undertake such review as is necessary to conclude that the issuance of the Bonds by the Authority in the final principal amount requested by the Borrower will be required to defray the cost of financing the Undertaking, and such principal amount bears a reasonable relationship to the amount of private funds also committed to the Undertaking.

Upon the basis of the foregoing, the Authority respectfully prays that the Coordinating Council (i) accept the filing of this Petition and the documents submitted herewith, (ii) make such review as it deems advisable, and (iii) approve the issuance of the Bonds by the Authority through a public or private sale pursuant to the Act to defray the costs of financing the Undertaking (including changes in any details of said financing as finally consummated which do not materially affect the undertaking of the Authority).



Respectfully submitted,

SOUTH CAROLINA JOBS-ECONOMIC
DEVELOPMENT AUTHORITY

By: Jesse Smith
Jesse A. Smith, Executive Director

STATE OF SOUTH CAROLINA	)	
	)	
RICHLAND COUNTY	)	
	)	
TO THE STATE FISCAL	)	PETITION OF SOUTH CAROLINA
	)	JOB-ECONOMIC DEVELOPMENT
ACCOUNTABILITY AUTHORITY	)	AUTHORITY
	)	
OF SOUTH CAROLINA	)	

This Petition of the South Carolina Jobs-Economic Development Authority (the "Authority"), pursuant to Section 1-11-530 of the Code of Laws of South Carolina 1976, as amended ("Code Section 1-11-530"), respectfully shows:

1. Code Section 1-11-530, among other matters, authorizes the State Fiscal Accountability Authority ("SFAA") to allocate the State of South Carolina's ("State") ceiling under Section 146 of the Internal Revenue Code of 1986, as amended, on the issuance of private activity bonds in response to authorized requests from issuing authorities.

2. Each State ceiling allocation made by the SFAA (unless eligible and approved for carry-forward election) is valid only for the calendar year in which the State ceiling allocation is made.

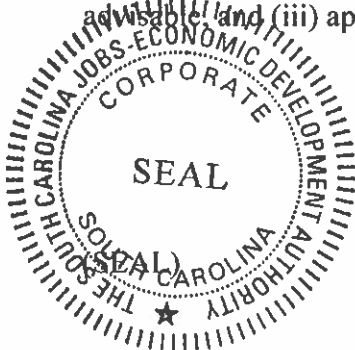
3. The Authority has agreed to assist Bio Carbon Fuels, LLC, a California limited liability company, and its related or affiliated entities (collectively, the "Borrower") by issuing not exceeding \$17,500,000 aggregate principal amount of its Solid Waste Revenue Bonds in one or more series (the "Bonds") to (i) finance all or a portion of the construction of a solid waste facility to process post-consumer milk cartons and other consumer waste into fiberboard and other construction materials (the "Project") to be located in Greenville County, South Carolina (the "County"), including capitalizing interest on the Bonds and funding of required reserves, if any, and (ii) pay certain costs of issuance of the Bonds (collectively, (i) and (ii) is the "Undertaking"). The South Carolina Coordinating Council for Economic Development approved the sale of the Bonds at its meeting on July 10, 2025, pursuant to Section 41-43-110 of the Code of Laws of South Carolina 1976, as amended.

4. The Project is expected to be a solid waste disposal facility as described under Section 142 of the Internal Revenue Code of 1986, as amended.

5. The Bonds to be issued for the Project would require an allocation of not exceeding \$17,500,000 of the State ceiling under Section 146 of the Internal Revenue Code of 1986, as amended. The Bonds constitute all of the private activity bond financing contemplated for the Project as of the date of this Petition.

6. The Borrower and the Authority believe the Bonds will be marketed through a negotiated offering by the end of the calendar year based on information available as of the date of this Petition.

Upon the basis of the foregoing, the Authority respectfully prays that the SFAA (i) accept the filing of this Petition and the documents submitted herewith, (ii) make such review as it deems advisable, and (iii) approve a State ceiling allocation for the Bonds of \$17,500,000.



Dated: June 18, 2025

Respectfully submitted,

SOUTH CAROLINA JOBS-ECONOMIC
DEVELOPMENT AUTHORITY

By: Jesse Smith
Jesse A. Smith, Executive Director



Henry McMaster
Governor

SOUTH CAROLINA
DEPARTMENT OF COMMERCE

Harry M. Lightsey III
Secretary

September 4, 2025

Mr. Grant Gillespie
Executive Director
State Fiscal Accountability Authority
1200 Senate Street
Columbia, SC 29201

Dear Mr. Gillespie:

On behalf of the South Carolina Department of Commerce ("Commerce") and in accordance with Act 202 and the 2025 South Carolina State Ceiling Allocation Plan (the "2025 Allocation Plan"), please accept this definitive recommendation that the State Fiscal Accountability Authority (the "Authority") grant the petition by Bio Carbon Fuels (the "Company") for state ceiling allocation in the amount of \$17,500,000 to facilitate the proposed issuance of solid waste disposal revenue bonds (the "Bonds") by the South Carolina Jobs-Economic Development Authority ("JEDA") for the benefit of the Company's manufacturing facility located in Greenville County, South Carolina. (the "Project"). On September 4, 2025, the South Carolina Coordinating Council for Economic Development (the "Coordinating Council") voted in a public meeting to support this recommendation.

Founded in 2014, the Company is a developer of environmental projects with an emphasis on recycling all forms of waste into useful products. The Company is proposing to plan, design, construct, and equip a solid waste facility in Greenville, South Carolina which will process post-consumer waste into fiberboard and other construction materials. The Company intends to make a capital investment of approximately \$35,000,000 and create 15-20 new jobs. The Company has not sought, nor been approved for, any discretionary state economic development or tax incentives.

JEDA's board approved an Inducement Resolution for the issuance of the Bonds and authorized submission of a petition to the Authority at its June 18, 2025, meeting, and the Coordinating Council approved the issuance of the Bonds on July 10, 2025.

As required by Act 202 and the 2025 Allocation Plan, Commerce has evaluated and scored the Company's authorized request for allocation in accordance with competitive criteria designed to achieve the highest value and greatest public benefit. These competitive criteria, Commerce's Summary of Procedures for Evaluating Requests, and the Company's actual score are attached hereto as ***Exhibit A***.

Accordingly, as Secretary of Commerce and as Chair of the Coordinating Council, I am recommending that the Authority grant the petition for state ceiling submitted by JEDA to benefit the Company.

Sincerely,

A handwritten signature in blue ink, appearing to read "Harry M. Lightsey III".

Harry M. Lightsey III

Cc: Jesse A. Smith, Executive Director, Jobs Economic Development Authority
Ray Jones, Esquire

EXHIBIT A

Scoring Criteria for Bond Applicants

County Designation

Tier 4	3
Tier 3	2
Tier 2	1
Tier 1	1

Existing Jobs

> 500	2
100-500	1
0-99	0

New Jobs

>300	5
150-300	4
50-149	3
25-49	2
<25	1

Existing Investment

>\$300,000,000	3
\$100,000,001- \$300,000,000	2
\$70,000,000-\$100,000,000	1
<\$70,000,000	0

New Investment

>\$20,000,000	4
\$10,000,001-\$20,000,000	3
\$5,000,000-\$10,000,000	2
<\$5,000,000	1

Avg. Salary

>150% of per capita income	2
100%-150% of per capita income	1
<100% of per capita income	0

Financing

Financing in Place	5
Financing not sufficient to sustain project	0

Cost Benefit

Positive State Benefit by \$10 Million and more	4
Positive State Benefit by less than \$10 Million	2
Negative	-30

the formula would be:

$$((\text{County Designation} \times (\text{New Jobs} + \text{New Investment})) \\ + \text{Existing jobs} + \text{Existing Investment} + \text{Average Salary} + \\ \text{Financing} + \text{Cost Benefit})$$

Criteria for Bond Applicants

Company#1

Company Name	Bio Carbon Fuels, LLC
County Designation	Greenville
County Tier	Tier 1
Project Type	Manufacturing
New Jobs	15
New Investment	35,000,000
Existing Jobs	New Company
Existing Investment	New Company
Company Average Hourly Salary	Unknown
County Average Hourly Salary	30.43
% of Average Hourly Salary	Unknown
Financing	In place
Cost Benefit Analyst	>\$10 Million

County Designation Score 1 Multiplier

New Jobs Score 1

New Investment Score 0

County Designation Score * New Investment 1

Existing Jobs Score 0

Existing Investment Score 0

Salary Score 0

Financing Score 5

CBA Score 4

Total Score 10

((County Designation X (New Jobs + New Investment)) +Existing jobs + Existing Investment + Average Salary + Financing+ Cost Benefit Analyst