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**TO: Ms. Swati Patel, Chief of
Staff-Office of the Governor**

Phone:

Fax 803-734-5167

phone:

CC:

From: VERNON BEATTY

Phone: 864-542-6177

Fax 864-598-6105

phone:

REMARKS:



Urgent



For your review



Reply ASAP



Please comment

ATTN: Ms. Patel:

We would appreciate your assistance in asking the Governor to review the attached documents. Critical information is attached.

Thank you
Vernon D. Beatty
Property Manager



PIEDMONT COMMUNITY ACTION, INC.

www.pcasp.org

PO Box 5374 • 300 S. Daniel Morgan Ave, Ste. A
Spartanburg, South Carolina 29306

MR. VERNON BEATTY
Board Chairperson

DR. Willie Ross
Executive Director/CEO

December 14, 2015

The Honorable Nikki R. Haley
Governor of South Carolina
South Carolina State House, First Floor
1205 Pendleton Street
Columbia, SC 29201

RE: Piedmont Community Actions & OEO

Dear Governor Haley:

My name is Vernon Beatty-(youngest sibling of Justice Donald W. Beatty), and I serve as the Chairman of the Board of Piedmont Community Actions. Governor Haley, I'm not sure if you are aware of the Office Economic Opportunity-(OEO's) intent to terminate the CSBG/LIHEAP that serves Spartanburg and Cherokee Counties. We currently are awaiting the decision of the Administrative Judge in our appeal of the termination. Attached is a letter that was recently sent to Mr. James Miller-Director of OEO asking for reconsideration before the ruling of the Administrative Hearing Judge. Mr. Miller had announced to the S.C. Community Actions Partnership-Executive Directors at one of their meetings that OEO was moving it's LIHEAP from Piedmont Community Actions-(PCA) initially because PCA had nearly one million dollars unexpended for FY-2014. PCA was unable to expend all of its LIHEAP funding due to the agency being placed on reimbursement status by OEO for well over a year. PCA understands that it cannot appeal the LIHEAP termination as this is within OEO's. Authority to do so.

Governor Haley we are asking if you would facilitate a discussion of reconsideration of termination of the OEO funded programs at PCA. The loss of 2.1 million funding for the LIHEAP in Spartanburg and Cherokee Counties would be devastating for our clients and employees.

We would be available to meet with you and others at your earliest convenience. However, our understanding is that the hearing officer Mr. Parkin Hunter is scheduled to rule prior to Christmas.

Thank you so much for your consideration.

Sincerely,



Vernon D. Beatty
Board Chairman

ENCLOSURES



PIEDMONT COMMUNITY ACTION, INC.

www.pcasp.org

PO Box 5374 • 300 S. Daniel Morgan Ave. Ste. A
Spartanburg, South Carolina 29306

MR. VERNON BEATTY
Board Chairperson

DR. Willie Ross
Executive Director/CEO

December 10, 2015

Via Electronic Mail

Mr. James E Miller, Director of Economic Opportunity
Office of Executive Policy and Programs
The S.C. Department of Administration
1205 Pendleton Street, Suite 357
Columbia, South Carolina 29201

RE: PIEDMONT COMMUNITY ACTIONS CORRECTIVE ACTION PLAN & DOE

Dear Mr. Miller:

The Piedmont Community Actions, Inc. (PCA) Board of Directors respectfully requests an update on the status on the Corrective Action Plan (CAP) that we submitted to you on November 24, 2015. As you know in partnership with the South Carolina Community Action Partnership (SCCAP) Directors' Peer to Peer Committee we developed this CAP. We are disappointed to learn that even though the Department of Energy crisis involving the Weatherization Program (WAP) is concluding positively; PCA is still in danger of losing our CSBG/LIHEAP Programs. We had thought that WAP concluding would result in a more positive outcome for PCA and OEO. This was also the impression that SCCAP had hoped for as well.

In a letter dated November 6, from the Department of Energy to you there was a deadline of December 7, 2015 to have the WAP disallowance concluded. Did you all ask for an extension? Have you determined what further equipment/materials that can be credited off of the disallowed costs owed by PCA?

We received an email from Representative Derham Cole- Chair of the Spartanburg County Legislative Delegation indicating that your decision to move forward with terminating our programs and relocating LIHEAP is due to continued lack of confidence in PCA'S internal controls. In addition we understand there continues to be, a lack of confidence by OEO in the management of PCA. Please provide the PCA Board of Directors with specific written concerns. We cannot act on generalize statements and it would be unfair to expect us to do so. There are legal implications to consider if terminating an employee without cause. We understand that SC is an "At will state", however with federal dollars come additional requirements and restrictions. The Board of Directors of Piedmont Community Actions has autonomy and elects its officers annually as per our bylaws. We are also aware that our efforts to keep our agency whole,

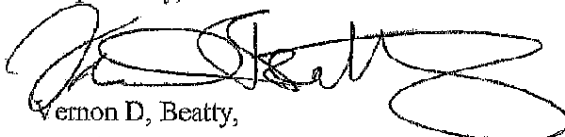
maintain the funding of all programs at PCA for the benefit of our clients and employees is being misunderstood by you. Our clients and employees would expect this Board and agency to do whatever it could legally and ethically to maintain necessary funding, programming as it affects their quality of life. By no means are our actions to seek assistance from our elected officials intended to be disrespectful to you, OEO, or any other state entity. Our efforts in the spirit of cooperation are to produce an outcome that will not continue to be punitive for our clients, PCA and our employees. No Community Actions Agency in South Carolina could have provided over one million dollars in funding up front to operate CSBG/LIHEAP that was needed to maintain appropriate service levels to our clients.. On reimbursement status PCA has provided over \$400,000.00 non-federal funds to serve clients. We believe strongly that PCA should not be penalized for not meeting the CSBG/LIHEAP quotas as funding was not available.

We voluntarily relinquished the WAP and have submitted a comprehensive corrective action plan that it was thought by (PCA, SCCAP and HHS), would remove PCA from reimbursement status and in good standing with OEO. We ask that you reconsider your decision to relocate the LIHEAP from PCA as announced to the SCCAP and allow the corrective plan submitted on November 24 to be implemented. We strongly believe along with SCCAP that the implementation of the CAP submitted on November 24 should eliminate the continuance of termination of our programs through the Administrative Judge process. We further understand currently that it is your intent to move forward with the termination of the CSBG/LIHEAP pending the ruling of the Administrative Judge. However it is understood that we can and will appeal an unfavorable ruling to the appropriate Federal Agency for CSBG. Again this is not to be disrespectful to you, OEO or any other state entity but to preserve our agency. The quality of life of our clients and employees are depending on us to settle this crisis amicable.

We are open to meet with you and others to finalize our efforts to move forward positively and eliminate this crisis that has consumed us all for nearly two and half years.

Please let us remove any personality differences and renew our positive efforts to uplift the clients that we serve. Mr. Miller you have the authority to lead a positive outcome; whereas PCA is made whole and OEO renews a partnership that can and will be a shining example for all.

Respectfully,



Vernon D. Beatty,
Board Chairman

Cc: PCA Board of Directors

Dr. William Ross

Attorney Leah Moody

SC CAP Directors' Peer to Peer Committee

Spartanburg Legislative Delegation



PIEDMONT COMMUNITY ACTIONS, INC.

www.pcasp.org

P.O. Box 5374 • 300 South Daniel Morgan Avenue Ste. A
Spartanburg, SC 29304

VERNON BEATTY
Board Chairperson

DR. WILLIE ROSS, JR.
Executive Director/CEO

November 24, 2015

Via Electronic Mail

Mr. James E. Miller, Director of Economic Opportunity
Office of Executive Policy and Programs
The S.C. Department of Administration
1205 Pendleton Street, Suite 357
Columbia, South Carolina 29201

RE: Piedmont Community Action Corrective Action Plan

Dear Mr. Miller:

The Piedmont Community Action, Inc. (PCA) Board of Directors respectfully submits the attached Corrective Action Plan for your approval. We would like to thank you and the South Carolina Community Action Partnership (SCCAP) Directors' Peer to Peer Committee for the assistance given to the Board in the development of the Plan. We trust that we have adequately addressed all of the concerns to the correspondence from OEO dated September 23, 2015 rejecting PCA's previously submitted corrective action plan.

On November 17, 2015 the PCA Board of Directors received correspondence from the Department of Energy that determined the final disallowed costs from the Weatherization Program. The uncertainty of potential questioned and disallowed costs is now resolved and we should be able to move forward by implementing the corrective action measures as proposed within this corrective action plan.

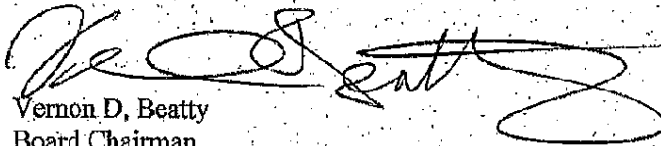
Although this matter has been very difficult for PCA and our community, we thank you and the entire OEO staff for your efforts in helping to resolve the many issues that had to be addressed. We are excited that correspondence from DOE brings finality to OEO's concerns about potentially irresolvable disallowed costs, thus removing a major barrier that resulted in our CSBG and LIHEAP programs being placed on cost reimbursement status. We eagerly await for these programs to be placed back onto fund advancement status which will allow PCA to restore full services to all of the eligible citizens in our service area. With the reinstatement of fund advancement, the CSBG and LIHEAP program staff members will be able to meet the program benchmarks established in the State Plan.

Should you have any questions, require any additional information, or wish to further discuss any issues relative to this matter, please contact Board Chairman, Vernon D. Beatty at 864 598-6105 or Willie Ross, Executive Director, at 864 327-4546.



(864) 585-8183 • Gaffney (864) 489-4686 • Greer (864) 877-0226
FAX (864) 515-9397

Sincerely,

A handwritten signature in black ink, appearing to read "Vernon D. Beatty", with a large, stylized flourish at the end.

Vernon D. Beatty
Board Chairman

A handwritten signature in black ink, appearing to read "Willie Ross", with a stylized flourish at the end.

Willie Ross
Executive Director/CEO

Copy: PCA Board of Directors
Attorney Leah Moody
SC CAP Directors' Peer to Peer Committee

Attachments

Piedmont Community Action, Inc. Corrective Action Plan

The Piedmont Community Action, Inc. (PCA) Board of Directors (Board) respectfully submits this corrective action plan to the Office of Economic Opportunity (OEO) for resolution of ongoing concerns regarding PCA's Weatherization Assistance Program (WAP), Community Services Block Grant Program (CSBG), and Low-Income Home Energy Assistance Program (LIHEAP). In consultation with the South Carolina Community Action Partnership (SCCAP) Directors' Peer to Peer Committee, and previous consultations with the OEO, we trust this corrective action plan meets your full approval.

Please note that this plan provides a response to the correspondence from OEO, dated September 23, 2015, rejecting PCA's previously submitted corrective action plan, please find each item addressed below.

1. Management:

- a. The Board is established according to the tripartite principles of the Office of Community Services and the requirements of the Office of Head Start. As with all funding sources, the Board is committed to ensuring full compliance with all program and eligibility requirements. The Board receives continuous training and updates, to include OEO's sponsored annual Board Training Retreats, regarding its legal and fiduciary responsibilities under the grants. Additionally, the Board conducts an annual retreat which includes the Board's self-assessment, a review of the Agency's progress towards goals of the strategic plan, and program performance. This policing method keeps the Board current and in compliance with our oversight requirements. The Board welcomes additional training and technical assistance from the OEO to ensure the Board is proficient in its oversight and administration of the Board.

Although the September 23, 2015 document, previously referenced, provides that OEO does not have any confidence in the current management of PCA, the correspondence does not provide any specific allegations or other information to serve as the basis of the lack of confidence. This conclusory statement, without further information, makes it difficult for this Board to further address this concern. Nevertheless, this Board certifies it holds the Agency's management and Board leadership to the highest standards and will continue to verify compliance with all funding source requirements. The Board submits that accurate and complete information will be received from PCA's management, and that PCA's management will fully cooperate with OEO without arbitrary and excessive delays. Additionally, the annual evaluation of the Agency's Executive Director and the CSBG/LIHEAP program managers provides the Board an opportunity to evaluate the performance of the Agency's leadership.

Lastly, to ensure the Board is made aware, in a timely manner, of any concerns OEO has been unsuccessful in resolving with PCA's leadership, the Board respectfully requests immediate notification of any concerns to be addressed to the full Board via

electronic mail. Upon receipt of said concerns, this Board will call a meeting of the Board within five (5) business days of receipt, to address the concern as quickly as possible. Please see attached PCA Board of Directors List, including email addresses for all Board members.

- b. In the January 2015 *Review of Execution & Monitoring of Grants at the Piedmont Community Action, Inc. Report*, the South Carolina Inspector General noted, after a thorough and lengthy monitoring of PCA, that "PCA's other two grants, [LIHEAP] and [CSBG] representing 66% of OEO administered grants, had recently been monitored with determinations of relatively *minor noncompliance*". Additionally, Bertie McKie, Executive Administrator, testified, in the Contested Case Hearing to terminate PCAs grants that PCA's CSBG and LIHEAP programs were operating in accordance with the standards. No evidence or suggestion has been provided to this Board to question PCAs ability to appropriately administer the CSBG and/or LIHEAP grants.

Without any suggestion of serious or material non-compliance in the administering of the CSBG and/or LIHEAP grants, this Board has no basis to agree to a termination clause for the CSBG and/or LIHEAP programs. Furthermore, the CSBG Act clearly defines how deficient programs are to be terminated. While this Board is committed to ensuring PCAs programs are compliant with all funding source requirements, should the OEO determine PCAs grants should be terminated, the Board respectfully requests that OEO follow the federal statutes in terminating PCAs grants, as it would with all other sub grantees.

In the spirit of cooperation, the Board welcomes the opportunity to further discuss the requirement of a termination clause. Specifically, the Board questions the basis for the clause, the value it adds to moving forward and the termination date of the clause after reasonable assurances that PCA can continue to implement the grant requirements without major concerns or findings.

- c. As requested by OEO, and previously agreed by PCA, PCA is willing to relinquish the WAP FY 2014 grant. In furtherance of this agreement, on August 20, 2015 the Board voted, during a special called Board meeting, "PCA Board will immediately, voluntarily relinquish the WAP PY 2014 grant". Please find attached our proposed WAP FY 2014 Relinquishment Agreement and a copy of the July 29, 2015 Board Minutes. In the interim, this Board remains concerned that the citizens of Spartanburg and Cherokee counties are not being served under a current WAP program. This Board remains committed to take action in the best interest of its citizens to restore full services as soon as possible.

2. Board Membership/Forms/Terms of Service:

- a. The Board is committed to ensuring its tripartite board fully meets the requirements of 42 U.S.C. §9910(a) (2). 1/3 of the members of PCA's Board are elected public officials, holding office on the date of selection, or their representatives.

The Spartanburg County Council public sector representatives are:

- | | |
|-------------------------|-------------------------------------|
| 1. Mr. Vernon D. Beatty | Councilman David Britt's designee |
| 2. Ms. Sharon Porter | Council Lady Jane Hall's designee |
| 3. Mr. Jerome Rice | Councilman Michael Brown's designee |

The Cherokee County designee is Dr. Dorse Cleveland who will serve as the Public Official Designee of County Councilman Rufus Foster.

Board Membership Forms (Appendix J) have been completed, and submitted to OEO, of all members which reflect their terms of service and meet all of the requirements of the CSBG Act, Cherokee County Council, Spartanburg County Council Boards and Commissions, and the Piedmont Board of Directors By-Laws and Constitution. These forms have been sent to Ms. Sandra Grant, Ms. Kelly Sumpter and Mr. James Miller. For your convenience, please find attached a copy of the Board Composition Forms for all current Board members, and an updated Board Roster.

As an aside, please note the September 23, 2015 letter from OEO cuts off on page 1, last paragraph at "Council, Spartanburg County Administrator and the County Attorney does not resolve this". Page 2 begins with paragraph (b). Please notify this Board as soon as possible if this response fails to address any additional concern listed on page 1, last paragraph.

- b. On September 29, 2015, PCA hired Angela Geter as its Director of Finance. Ms. Geter is a 1998 graduate of Troy State University in Montgomery, Alabama where she received a Bachelor of Science Degree in Accounting. She had a MBA in Business from Gardner-Webb University in Boiling Springs, North Carolina. She has completed post graduate work in Finance at Gardner-Webb University. Most recently, Ms. Geter served as the Director of Finance and Operations for the Arts Partnership of Greater Spartanburg. Please see Ms. Geter's attached resume. In addition to an assessment by PCA's Executive Director, the Board considered Ms. Geter's viability for this position and approved her hire.

As a result of hiring a competent, fiscal services department director, we submit the Finance Committee will resume acceptable OEO and Head Start oversight, as appropriate.

- c. The Personnel Committee of the Board was intricate in identifying a qualified, competent fiscal department director. The finance department director has been hired

and the Agency has requested training and technical assistance from the OEO fiscal department for the finance department. Please reference the attached letter to Ms. Petula Hendley, Senior Program Manager for OEO.

- d. The Board commits to holding special Board meetings to resolve the immediate needs of PCA, as appropriate and authorized by the Board Bylaws. Section 3 of the Board Bylaws states, "Special meetings of the Board may be called by the Chairperson of the Board or upon request of any ten (10) members of the Board pursuant to the notice requirement of this Article". Additionally, the Board Bylaws authorize the Executive Committee of the Board to act on behalf of the Board on emergency matters, to later be ratified and approved by the full Board". Section 1 of Article IV of the Board Bylaws state, "The Executive Committee - - This five (5) member committee will consist of the four officers of the Board and a member at large appointed by the Board Chairperson. This committee is authorized to conduct regular Agency business between meetings of the full Board".
- e. As you are aware, Mr. Scott Jones, former Board member, brought fiscal expertise and advice to the Board. Unfortunately, Mr. Jones' schedule and other priorities caused him to be appropriately excused from a number of Board meetings. While PCA was sympathetic to Mr. Jones' schedule, PCA was losing the benefit of having Mr. Jones' expertise and advice on the Board. As previously provided to OEO, on September 29, 2015, Mr. Jackie Gambles, Wells Fargo Bank Manager, was approved to join the Board. Mr. Gambles commits his expertise, advice, and time to the benefit of PCA.

The standing board committees of membership, personnel, planning and finance have been reconstituted to include and involve board members with expertise in each area and will meet as often as is needed to provide the necessary oversight to ensure program compliance. Please see the attached Board Committee List.

The Board, as a whole or in Committees, welcomes additional training and technical assistance from the OEO to strengthen its oversight and monitoring of the Agency.

3. WAP PY 2014

On November 17, 2015, PCA received correspondence from the Department of Energy (DOE), dated November 6, 2015, addressed to James Miller, OEO Director. The Board is pleased the DOE has determined a final disallowed cost amount of \$118,938.38. The uncertainty of potential questioned and disallowed costs are now resolved, and the Board is prepared to provide payment of the disallowed costs. In light of the new development in which the DOE has determined and approved the highest amount of disallowed costs at \$118,938.38 which should result in a refund to PCA, the Board feels that the new corrective plan does not need to address the issues raised in the September 23, 2015 letter from OEO relative to PCA's ability to pay any large sum of disallowed costs. We trust that OEO will reach this same conclusion, but if not please contact PCA and we will address each identified area.

CSBG/LIHEAP

- a. The subjective analysis of the PCA finance department and the CSBG/LIHEAP programmatic department and their inability to manage the CSBG and LIHEAP grants have been addressed in the Board's Corrective Action Plan. The Finance Committee, along with the other standing board committees have agreed to meet as needed, but at least monthly to review all financial transactions and reports to ensure that they are being completed accurately and in a timely manner. The consulting firm of BLN Financials has been hired to train the finance staff and provide additional assistance and oversight of financial issues. A new finance director has been hired. The director has a Bachelor's degree in Accounting and a Master's degree in Business. She has completed the requirements for CPA certification and has experience working in a non-profit setting. Technical training and assistance have been requested from the OEO fiscal staff for the finance department staff members. Additional technical training and assistance has been provided for staff members of CSBG and LIHEAP.
- b. This is a subjective analysis of the fiscal management of PCA while these ingredients do represent an effective and efficient fiscal department; specific deficiencies are not given in OEO's rejection of the board's plan.
- c. The Board feels that the procedures on the usage of the mechanical stamp are adequate and consistent with the practices of many other non-profits and CAP agencies. Specifically, *the Piedmont Financial Policy and Procedures* require two signatures from the Executive Director, Board Chairman or Board Treasurer for all checks. The stamp may be used only in the event that one of the signatories is not available during an emergency. As part of the internal controls, the stamp is kept in a locked cabinet in the finance office. A log is maintained with the date and approval given for the use of the stamp. Checks for operations and accounts payable are generated on Wednesday of each week and the two required signatures are gotten by the Executive Director. Once the required signatures are obtained, the checks are then given to the Director of Finance who reviews them and makes copies. Then they are forwarded to accounts payable to mail to the vendors. A complete listing of all check written is provided to the Board of Directors at each Board meeting as a component of the financial reporting. In the proposed plan, the finance committee would review the checks before the Board meeting, thus adding an additional level of oversight. Also, the committee could not find any evidence of the misuse of the stamp. The necessary and prudent internal controls are in place.
- d. The Board considers the payment between PCA and Mr. Daniel Smith for his services a matter between the two parties. However, Mr. Smith agreed to provide a statement outlining the services and assistance he is providing to Piedmont in a pro bono status as stated in the Board's proposed plan. Please refer to the letter from Mr. Smith dated November 18, 2015. The Board has also put into place the financial services and finance staff training which will be provided BLN Financial Consulting Services.

- e. The 2014 LIHEAP and CSBG 2014 Final FSR reports have been completed and submitted to OEO. Requested changes to the reports have been made. The PCA finance staff has made a request to Ms. Petula Hendley, OEO Senior Finance Manager, to temporarily reopen DBA so that any needed changes can be made into that system as well. The Board asks for any further comments or assistances available to ensure that these measures resolve the issues with the final closeout reporting.

Staffing Inadequacies

- a. The positions in question are indirect/administration and do not need the approval of OEO. The new positions listed in the plan were approved by the Piedmont Board of Directors on March 17, 2014 in the reorganization of the administrative unit to ensure adequate program oversight and accountability. These positions are not attached to any OEO program budgets and do not receive direct funding from CSBG or LIHEAP and do not require OEO approval. Additionally, the positions do not require any budget revisions/amendment request or Work Plan Revision/Amendment Request.

Program Services

- a. As cited earlier, a new finance director has been hired and should address OEO's concern in the area of financial management. Program clients' services are dependent upon the availability of adequate funding to provide timely and efficient services. While Piedmont has made a concerted effort to provide more than \$478,000 of non-federal funding for client services, it is not possible to provide the highest level of services to the community as we deal with restricted and limited amounts of funding. Therefore, the Board respectfully request that the cost reimbursement status imposed on the Agency because of the potentially high disallowed cost from the Weatherization Program be lifted in light of the fact that the issue with DOE and the disallowed costs has been resolved.

TERMINATION AGREEMENT AND RELEASE

This termination Agreement and Release ("Agreement") is entered into as of this ____ day of _____, 2015, by Piedmont Community Actions, Inc. (hereinafter referred to as "PCA") and the Office of the Governor, Office of Economic Opportunity (hereinafter referred to as "OEO").

WITNESSETH

WHEREAS, PCA entered into a Grant Agreement with OEO for providing Weatherization Assistance Program services to Cherokee and Spartanburg Counties in the State of South Carolina; and

WHEREAS, the said Grant Agreement became effective April 1, 2014; and

WHEREAS, on or about August 20, 2015, the PCA Board of Directors, in a daily called meeting, reflected the minutes, voted to voluntarily relinquish the Weatherization PY 2014 grant agreement, as requested by OEO. A copy of the minutes is attached to this Voluntarily Relinquishment as Attachment A.

NOW, THEREFORE, the parties mutually agree upon the termination of the grant in whole so that WAP service's can be provided as quickly as possible to PCA's serve area, Cherokee and Spartanburg counties:

1. Termination of the Grant
 - A. The termination of the Grant Agreement will become effective immediately upon the execution of this document.
 - B. OEO will immediately begin securing another eligible agency to WAP services to Cherokee and Spartanburg counties.
 - C. PCA will turn over to OEO any and all unused inventory of weatherization materials and any and all equipment purchased with WAP Grant and WAP-ARRA Grant funds, and/or listed on the Annual Equipment, Furniture & Fixtures Budget form within 14 days of signing this agreement unless a mutually agreed upon date and time can be reached by both parties.
 - D. Once the total disallowed cost is determined and approved by US DOE, PCA will close-out the Grant and provide all relevant reports to OEO within 30 days.
 - E. Once the grant has been closed-out, PCA will make prompt payment to OEO for any balance of unobligated funds and /or any disallowed costs.
2. Warranties
 - A. That the parties hereto have been fully informed and have full knowledge of the terms, conditions, and effects of this Agreement.
 - B. That no promise, representation, or inducement has been offered or made except as herein set forth, and that this Agreement is executed without reliance upon a statement or representation by or on behalf of any other.
3. No Liability Admitted

That this Agreement is a compromise and is intended merely to terminate the controversy between the parties and to avoid any litigation between them; it is not and is not to be construed to be an admission of liability on the part of any party to this Agreement.

4. Miscellaneous Provisions

a. Additional Instruments

That the parties will execute and deliver such other and further instruments as may be necessary to implement fully the terms of this Agreement.

b. Binding Effect

That this Agreement shall endure to the benefit of and be binding upon the heirs, executors, administrators, estate, successors, assigns, and grantees of the parties hereto.

c. Governing Law

This Agreement shall be construed and interpreted in accordance with the laws of the State of South Carolina.

d. Invalid Provisions

That if, after the date hereof, any provision of this Agreement is held to be invalid or unenforceable under present or future laws, such provision shall be fully severable.

e. Entire Agreement

This Agreement constitutes the entire agreement among the parties pertaining to the subject matter contained herein.

f. Amendment

This Agreement shall not be modified or amended except by an instrument in writing signed by all of the parties.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of the date above written.

South Carolina Governor's Office of
Economic Opportunity (OEO)

By: _____

Title: OEO Director

Witness: _____

Date: _____

Piedmont Community Action, Inc.

By: Thillie Rose

Title: Executive Director/CEO