

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	Civil Action No.: 2026-CP-46-_____
COUNTY OF YORK	)	
	)	
Silfab Solar, Inc., Silfab Solar Cells SC Inc.,	)	
Silfab Solar PV SC Inc., and Silfab Inc.,	)	
	)	
Plaintiffs,	)	SUMMONS
	)	
vs.	)	
	)	
York County,	)	
	)	
Defendant.	)	
_____	)	

TO THE ABOVE-NAMED DEFENDANT:

YOU ARE HEREBY SUMMONED and required to respond to the Complaint in this action, a copy of which is herewith served upon you, and to serve a copy of your response to said Complaint on the firm of Moore & Van Allen PLLC, 78 Wentworth Street, Charleston, South Carolina, 29401, within thirty (30) days after the service hereof, exclusive of the day of service. If you fail to respond to the Complaint within the time prescribed, the Plaintiffs in this action will apply to the Court for default judgment against you and for an award of the relief demanded in this Complaint.

s/ E. Brandon Gaskins
 E. Brandon Gaskins (SC Bar No. 73274)
 Moore & Van Allen PLLC
 78 Wentworth Street
 P.O. Box 22828
 Charleston, SC 29413-2828
 Telephone: (843) 579-7000
brandongaskins@mvalaw.com

October 16, 2026
 Charleston, South Carolina

Attorney for Plaintiffs
Silfab Solar, Inc., Silfab Solar Cells SC Inc.,
Silfab Solar PV SC Inc., and Silfab Inc.

STATE OF SOUTH CAROLINA	)	IN THE COURT OF COMMON PLEAS
	)	Civil Action No.: 2026-CP-46-_____
COUNTY OF YORK	)	
	)	
Silfab Solar, Inc., Silfab Solar Cells SC Inc.,	)	
Silfab Solar PV SC Inc., and Silfab Inc.,	)	
	)	
Plaintiffs,	)	COMPLAINT
	)	(Non-Jury)
vs.	)	
	)	
York County,	)	
	)	
Defendant.	)	
_____	)	

Plaintiffs Silfab Solar, Inc., Silfab Solar Cells SC Inc., Silfab Solar PV SC Inc., and Silfab Inc. (collectively, “Silfab”) complain against Defendant York County (the “County”) and allege as follows:

NATURE OF THE ACTION

1. This is an action under the Uniform Declaratory Judgments Act, S.C. Code Ann. §§ 15-53-10 to -140, to declare Silfab’s right to continue operating its fully permitted solar cell and solar module manufacturing facility at 7149 Logistics Lane near Fort Mill, South Carolina. Silfab located that facility in York County at the County’s invitation and inducement, in reliance on the County’s written confirmation that its use is permitted by right in the Light Industrial (LI) zoning district, the County Council’s enactment of an inducement ordinance and approval of a fee in lieu of tax (FILOT) agreement for a project expressly described as the manufacture of solar cells and solar modules, the County’s approval of Silfab’s civil construction plan, the County’s issuance of construction permits, and the County’s issuance of a certificate of occupancy.

2. After Silfab had obtained zoning verification, been induced by County Council to locate at the site, and applied for zoning compliance and civil construction approval, opponents of

the project used the County's zoning interpretation procedure, to obtain a generic order of the York County Board of Zoning Appeals (BZA) concerning solar panel manufacturing in the LI district. Opponents and certain officials now contend that this interpretation applies retroactively to Silfab and obligates the County to halt Silfab's operations or revoke its permits. Silfab seeks declarations that (a) a zoning interpretation operates prospectively only and cannot be applied retroactively to Silfab, consistent with the plain language of the Zoning Code and the time-of-application rule recognized in *Pure Oil Div. of Union Oil Co. of California v. City of Columbia*, 254 S.C. 28, 173 S.E.2d 140 (1970); (b) the County ratified the determination that solar cell and panel manufacturing is a permitted use in the LI district when County Council enacted the inducement ordinance and approved the FILOT agreement; (c) the County is estopped from taking a contrary position, regardless of the outcome of the pending BZA appeal; and (d) Silfab holds vested rights under the common law and the South Carolina Vested Rights Act, S.C. Code Ann. §§ 6-29-1510 et seq., arising no later than the County's approval of Silfab's civil construction plan on April 24, 2024.

PARTIES

3. Plaintiff Silfab Solar, Inc. is a Canadian corporation that transacts business in the State of South Carolina.

4. Plaintiff Silfab Solar Cells SC Inc. is a corporation duly organized and in good standing under the laws of the State of South Carolina.

5. Plaintiff Silfab Solar PV SC Inc. is a corporation duly organized and in good standing under the laws of the State of South Carolina.

6. Plaintiff Silfab Inc. is a corporation duly organized and in good standing under the laws of the State of Delaware and is registered to do business in the State of South Carolina.

7. Silfab manufactures and assembles solar cells and solar panels (modules) at a manufacturing facility located at 7149 Logistics Lane near Fort Mill in York County, South Carolina, 29715, Tax Map No. 7190000201 (the “Property”).

8. Defendant York County is a body politic and corporate and a political subdivision of the State of South Carolina existing under Article VIII of the South Carolina Constitution and Title 4 of the South Carolina Code of Laws. The County acts through York County Council as its governing body and administers the York County Zoning Code, York County Code of Ordinances, Chapter 155 (“Zoning Code”), through its Planning and Development Services Department and Zoning Administrator.

JURISDICTION AND VENUE

9. This Court has jurisdiction over the parties and the subject matter pursuant to S.C. Const. art. V, § 11, and S.C. Code Ann. §§ 15-53-20 and 15-53-30. Under Section 15-53-30, any person “whose rights, status or other legal relations are affected by a statute, municipal ordinance, contract or franchise may have determined any question of construction or validity arising under the instrument, statute, ordinance, contract or franchise and obtain a declaration of rights, status or other legal relations thereunder.” Silfab’s rights are directly affected by the Zoning Code, the County’s inducement ordinance, and the FILOT agreement.

10. Venue is proper in this Court under Title 15, Chapter 7 of the South Carolina Code of Laws because the County is located in York County, the Property is located in York County, and the acts and omissions giving rise to this action occurred in York County.

THE ZONING CODE’S INTERPRETATION PROVISIONS

11. County Council adopted the Zoning Code under the South Carolina Local Government Comprehensive Planning Enabling Act of 1994, S.C. Code Ann. §§ 6-29-310 to -

1640 (the “Enabling Act”). The Enabling Act does not require a county to adopt a zoning interpretation procedure; where a county elects to do so, the scope and effect of any resulting interpretation is governed by the plain language of the ordinance, subject to any constraints imposed by the Enabling Act.

12. The Zoning Code authorizes the Zoning Administrator to issue written zoning code interpretations. Section 155.1090 of the Zoning Code states that an interpretation “is intended to clarify ambiguities in the Zoning Code and to resolve any ambiguities in future amendments.” Section 155.1091 authorizes the Zoning Administrator only to “interpret a possible ambiguous standard in this Chapter, to clarify a standard in this Chapter, to clarify conditions of approval pursuant to this Chapter, or to clarify standards approved for Special Districts.”

13. The Zoning Code provides that “[a] Zoning Code interpretation will become effective upon execution by the Zoning Administrator,” § 155.1095(A), and that an interpretation “does not authorize development. Any development that occurs after the Zoning Code interpretation has been issued is subject to all applicable requirements of this Chapter, as revised by the interpretation.” § 155.1095(B).

14. The BZA, when hearing an appeal of an administrative decision, “has all the powers of the officer from whom the appeal is taken,” § 155.984(C), and no more. The Zoning Code likewise provides that the BZA’s “[a]pproval of an appeal does not authorize development. Any development that occurs after the decision on the appeal is subject to all applicable requirements of this Chapter, as amended by the [BZA’s] decision, if applicable.” § 155.988.

15. Nothing in the Zoning Code provides that zoning interpretations have, or are intended to have, retroactive effect on uses, approvals, or permits that predate the interpretation. Just as a zoning interpretation does not authorize development, a zoning interpretation should not

be applied to prohibit development, especially development that is already in progress. Only County Council may amend the Zoning Code. See S.C. Code Ann. §§ 6-29-720(A), 6-29-760(A); Zoning Code §§ 155.1105 to 155.1113. Text amendments adopted by County Council are themselves prospective: “Any development that occurs after the text amendment is adopted is subject to all applicable requirements of this Chapter, as revised by the text amendment.” § 155.1112(B).

FACTUAL ALLEGATIONS

A. The County Repeatedly Confirmed that Solar Cell and Panel Manufacturing Is Permitted in the LI District.

16. The Property was zoned LI in 1992. The Property is located in a multi-county industrial park developed by York and Chester Counties under S.C. Code Ann. § 4-1-170.

17. According to the County’s own published account, in August 2021, York County Economic Development asked the County’s Planning staff whether solar panel manufacturing was allowed in the LI district under both the then-existing zoning code and the updated code under development, and Planning confirmed that both versions allowed it as “Electronic Products Manufacturing” or “Computer and Electronic Product Manufacturing.”

18. In December 2022, Silfab, then identified as “Project Mountie,” approached the County regarding the zoning of the Property and provided information describing its proposed use: highly automated manufacturing of photovoltaic cells and modules. On December 21, 2022, the County’s Planning and Development Services Director, Jonathan Buono, confirmed in writing that “[o]ur zoning staff affirms the electrical equipment, appliance, and component manufacturing use, which is a permitted use in LI by right.”

19. On December 27, 2022, the County issued a formal zoning verification letter for the Property (the “Zoning Verification”), which stated that “Electrical Equipment, Appliance, And

Component Manufacturing” is a permitted use in the LI district and that “[t]he use as described in your request (manufacturing of photovoltaic cells and PV modules) is considered electrical equipment, applicant [sic], and component manufacturing and is therefore principally permitted,” subject to civil site plan review.

20. In January 2023, Silfab and its representatives met and corresponded with County Development Services staff regarding the site plan review called for by the Zoning Verification, expressly identifying Silfab’s proposed use as “a Solar (PV) Cell and Panel manufacturing facility.” In March 2023, in reliance on the County’s confirmations, Silfab finalized its lease of the Property.

B. County Council Induced Silfab to Locate on the Property and Ratified All Prior Actions.

21. In February 2023, County Council authorized an application for state economic development incentives for Silfab. County Council then considered an ordinance authorizing the execution and delivery of a Fee in Lieu of Tax and Incentive Agreement between the County and Silfab (the “Inducement Ordinance”), giving it first reading in early 2023, holding a public hearing and second reading on August 21, 2023, and enacting it on third reading on September 18, 2023.

22. The Inducement Ordinance recites that it was enacted “in order to induce the Companies to locate the Project in the County,” approves and incorporates the FILOT agreement “as if the Fee Agreement was set out in this Ordinance in its entirety,” directs County officials “to do any and all things necessary to effect the execution and delivery of the Fee Agreement and the performance of all obligations of the County thereunder,” and provides that “[a]ll ordinances, resolutions, and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed.”

23. On September 18, 2023, the County and Silfab executed the Fee in Lieu of Tax and Incentive Agreement (the “FILOT Agreement”). The FILOT Agreement identifies the Project’s location as 7149 Logistics Lane, Tax Map No. 7190000201, defines the “Land” by reference to the legal description of the Property, and reflects the County’s acknowledgment of Silfab’s representation that it “intends to operate the Project for the purpose of manufacturing solar cells, solar modules, and related activities.”

24. The FILOT Agreement provides that County Council, by the Inducement Ordinance, “approved the form, terms and conditions of this Agreement and ratified all prior actions taken with respect to the Project.” Those prior actions necessarily included the Zoning Verification and the County’s December 2022 confirmation that solar cell and module manufacturing is a permitted use by right in the LI district.

25. In the FILOT Agreement, the County further represented that it “has duly authorized the execution and delivery of this Agreement . . . and has obtained all consents from third parties and taken all actions necessary or that the law requires to fulfill its obligations hereunder;” acknowledged that its execution and delivery of the agreement “has been instrumental in inducing” Silfab to locate the Project in the County; and declared its intention “to offer the Companies . . . the strongest inducement possible . . . to locate the Project in the County.”

26. The FILOT Agreement imposes upon Silfab certain obligations, including the obligation to meet certain investment requirements and “to cause the completion of the Project . . . as soon as practicable.”

27. The FILOT Agreement provides that “[a]ll covenants, stipulations, promises, agreements and obligations of the County contained herein shall be deemed to be covenants, stipulations, promises, agreements and obligations of the County and shall be binding upon any

member of the Council or any elected official, officer, agent, servant or employee of the County” in their official capacities.

28. The FILOT Agreement also provides that, in the event that any other issue is unclear under the FILOT Agreement, “the County hereby expresses its intention that the interpretation of this Agreement shall be in a manner that provides for the broadest inclusion of property under the terms of this Agreement and the maximum incentive permissible under the Negotiated FILOT Act and the MCIP Act,” thereby expressing the parties intent that it should be construed broadly to ensure that Silfab received the maximum benefits available under the Agreement.

C. Silfab Applied for and Obtained Zoning Compliance, Permits, and a Certificate of Occupancy.

29. Under the Zoning Code, zoning compliance is confirmed by the County at two stages: (1) civil site plan approval, which confirms that the proposed use and site plans comply with the Zoning Code and is required before building or land development permits may issue; and (2) final zoning compliance approval, which confirms the project was built according to the approved plan. Zoning Code §§ 155.1120, 155.1123.

30. On October 2, 2023, Silfab submitted a comprehensive application for civil construction approval, which included a request for zoning compliance under Section 155.1122(B)(2) of the Zoning Code and was submitted more than four months before any zoning interpretation was requested.

31. On April 24, 2024, the County approved Silfab’s civil construction plan for an upfit of the existing building “to include a clean room for the manufacturing of solar panels,” three ancillary buildings “to support the manufacturing process,” and bulk gas storage (the “Civil Plan Approval”). The County’s zoning reviewer approved the plan, which identified the zoning district

as LI and the proposed use as “Industrial – Manufacturing.” The Civil Plan Approval constituted the first step of zoning compliance approval. *See* Zoning Code § 155.1123(B).

32. Following the Civil Plan Approval, and in furtherance of the Inducement Ordinance and the FILOT Agreement, the County issued land development, building, and other construction permits to Silfab in the ordinary course, including on June 15, 2023, May 14, 2024, August 29, 2024, and April 21, 2025. The County inspected and approved Silfab’s work under those permits throughout construction. Silfab also obtained an air construction permit (March 1, 2024), stormwater and land disturbance permit coverage (May 14, 2024), and a wastewater pretreatment construction permit (May 24, 2024) from state regulators.

33. On October 7, 2025, the County issued Silfab a temporary certificate of occupancy permitting partial manufacturing operations. In February 2026, the County’s zoning staff gave Silfab final zoning compliance approval, *see* Zoning Code § 155.1125(C), and on February 13, 2026, the County issued Silfab a full certificate of occupancy. Silfab is fully permitted and has obtained all necessary approvals to operate its full production processes.

34. In reliance on the County’s confirmations, legislative inducement, contractual commitments, approvals, and permits, Silfab has invested hundreds of millions of dollars in the Property and its facility and has hired and trained a workforce to operate it.

D. The Later Zoning Interpretation Request and the BZA Decision.

35. On or about February 1, 2024—more than thirteen months after the Zoning Verification, more than four months after the FILOT Agreement, and four months after Silfab’s Application—a Fort Mill resident submitted a zoning interpretation request directed at Silfab’s development (the “Interpretation Request”). On February 16, 2024, the Zoning Administrator

declined to issue an interpretation because she did not find the cited code provisions ambiguous, while explaining that solar panel manufacturing is a permitted use in the LI district.

36. On March 14, 2024, the requester appealed to the BZA. The BZA heard the appeal on May 9, 2024, which was after the Civil Plan Approval. At the outset of the hearing, the BZA Chair stated that the matter “only regards whether or not one particular activity can occur in a light industrial zone. It has no specific reference to any particular location, any particular project. It is a generic representation of the -- of that particular type of manufacturing in that particular zoning district. That is all.”

37. On May 30, 2024, the BZA issued a written order (the “BZA Decision”) concluding that the Zoning Administrator erred in determining that solar panel manufacturing is a use under “Computer and Electronic Products Manufacturing” and that solar panel manufacturing is not a listed use in the LI district. The BZA Decision did not mention Silfab, its project, or the Property, and made no ruling on whether solar panel manufacturing constitutes “Electrical Equipment, Appliance, and Component Manufacturing,” which was the classification on which the Zoning Verification rested.

38. On June 25, 2024, the County issued a public statement (the “Management Statement”) declaring that “[t]he decision by the BZA on May 9th did not apply to Silfab;” the Zoning Verification “gave Silfab the legal right to develop the property for its intended purpose;” “developments can’t be jeopardized by later requests for zoning interpretations from opponents of those projects;” and that “[t]he BZA decision on May 9th applies only to future projects in the light industrial district.”

39. The Management Statement further confirmed the County’s official position on each matter now in dispute. It explained that the Zoning Verification was issued “18 months ago

in December of 2022” and “confirmed for Silfab that solar panel manufacturing is allowed in the light industrial zoning district”; that “for any business choosing to locate in York County, verifying zoning is the very first step taken before a major development can begin”; and that “[o]nce such a letter is issued, it can only be appealed within 30 days.” It quoted Zoning Code § 155.1095 as the basis for its conclusion that the BZA decision applies only to future projects, emphasizing that an interpretation governs only “[a]ny development that occurs after the Zoning Code interpretation has been issued.” It stated that “Silfab has received the necessary permits to construct its facility.” And it recounted that, before the BZA heard the appeal, Silfab submitted its civil construction plan and associated stormwater permit and “received conditional site plan approval from the County.”

40. Silfab and its landlord appealed the BZA Decision to this Court to preserve future opportunities for growth and investment at the site and to resolve the confusion it created, not because the BZA Decision applies to Silfab’s existing approvals. This Court affirmed the BZA Decision on July 21, 2026, and denied reconsideration on August 27, 2026, without addressing whether the BZA Decision applies to Silfab or the effect of zoning interpretations on prior approvals. Silfab’s appeal is pending before the Court of Appeals, and the BZA Decision is stayed. *See* Zoning Code § 155.982(C); Rule 241, SCACR (the “BZA Appeal”).

E. An Actual and Justiciable Controversy Exists.

41. Project opponents have filed at least six proceedings concerning Silfab, its landlord, or the County, including actions and original-jurisdiction petitions seeking to compel the County to issue stop-work orders, revoke Silfab’s permits, or treat the BZA Decision as a self-executing injunction against Silfab.

42. York County Council has authorized the filing of a declaratory judgment action to resolve various questions regarding Silfab's existing operations. In addition, certain members of County Council have indicated their intentions to force Silfab to stop or curtail its operations.

43. The questions presented in this complaint are not before the Court of Appeals in the BZA Appeal or before any other tribunal in the other litigation, and they are ripe for determination. A declaratory judgment will resolve the uncertainty and controversy giving rise to this proceeding. S.C. Code Ann. § 15-53-60.

FOR A FIRST CAUSE OF ACTION
(Declaratory Judgment – Zoning Interpretations Operate Prospectively Only and Cannot Be Applied Retroactively to Silfab)

44. Silfab incorporates the allegations of Paragraphs 1 through 43 as if fully set forth herein.

45. By its plain terms, a zoning code interpretation is limited to clarifying ambiguities in the Zoning Code “and to resolve any ambiguities in future amendments,” § 155.1090; becomes effective only “upon execution,” § 155.1095(A); and governs only “development that occurs after the Zoning Code interpretation has been issued,” § 155.1095(B). A BZA decision on appeal is equally limited: it reaches only “development that occurs after the decision on the appeal,” § 155.988, and the BZA has no greater power than the Zoning Administrator, § 155.984(C). The County itself has construed these provisions the same way, relying on § 155.1095 in the Management Statement to declare that the BZA decision “applies only to future projects in the light industrial district” and “did not apply to Silfab.”

46. A zoning interpretation is not a legislative amendment of the Zoning Code, which only County Council may adopt, S.C. Code Ann. §§ 6-29-720, -760; Zoning Code §§ 155.1105 to

155.1113, and even legislative text amendments apply only to development occurring after adoption, § 155.1112(B).

47. Under South Carolina law, a landowner's right to a permit or approval is determined by the zoning law in effect at the time of the application, unless, at the time the application is filed, a change in the law prohibiting the use is pending. *Pure Oil Div. of Union Oil Co. of Cal. v. City of Columbia*, 254 S.C. 28, 173 S.E.2d 140 (1970). Under this time-of-application rule, a later-initiated change cannot be applied to defeat an application properly filed under existing law.

48. When Silfab received the Zoning Verification (December 27, 2022), when County Council enacted the Inducement Ordinance and the County executed the FILOT Agreement (September 18, 2023), and when Silfab filed its Application (October 2, 2023), no zoning interpretation request, BZA proceeding, or text amendment concerning solar manufacturing in the LI district had been filed, initiated, or was pending. Under the law then in effect, as consistently applied by the County, Silfab's use was permitted by right. The Interpretation Request was not filed until February 2024, and the BZA Decision was not issued until May 30, 2024, which was after the Civil Plan Approval.

49. Silfab is therefore entitled to a declaration that: (a) zoning code interpretations issued under the Zoning Code, and any BZA decision on appeal from such an interpretation, operate prospectively only, are limited to clarifying ambiguities in the Zoning Code, and do not amend the Zoning Code; and (b) the BZA Decision, as affirmed or as may be modified on appeal, cannot be applied retroactively to Silfab, the Property, the Zoning Verification, the Civil Plan Approval, or any permit, approval, or certificate of occupancy issued to Silfab, under the plain language of the Zoning Code and the time-of-application rule of *Pure Oil*; and (c) the County is cannot rely on the BZA Decision, as affirmed or as may be modified on appeal, as the basis of any

enforcement action against Silfab, including the issuance of stop-work orders or the revocation of Silfab's permits, approvals, or certificate of occupancy.

FOR A SECOND CAUSE OF ACTION
(Declaratory Judgment – Ratification Through the Inducement Ordinance and FILOT Agreement)

50. Silfab incorporates the allegations of Paragraphs 1 through 49 as if fully set forth herein.

51. County Council is the governing body of the County and holds the County's legislative authority, including the exclusive authority to adopt and amend the Zoning Code. A governing body may ratify, adopt, and make its own the prior acts of its officers and staff taken with respect to a matter within its authority.

52. With full knowledge of the Project, its location on the Property, and its use for the manufacture of solar cells and solar modules—following public hearings at which Silfab's representatives addressed County Council—County Council enacted the Inducement Ordinance, which approved and incorporated the FILOT Agreement and, through it, “ratified all prior actions taken with respect to the Project.”

53. The prior actions taken with respect to the Project included the County's December 21, 2022 confirmation that Silfab's use is “a permitted use in LI by right” and the Zoning Verification's determination that the “manufacturing of photovoltaic cells and PV modules” is “principally permitted” on the Property. By ratifying those actions, County Council adopted as the County's own legislative act the determination that solar cell and panel manufacturing is a permitted use in the LI district and on the Property.

54. The Inducement Ordinance further provides that all ordinances, resolutions, and parts thereof in conflict with it are repealed to the extent of the conflict. To the extent any provision

of the Zoning Code could be read to prohibit the Project's use on the Property, that provision is, as to the Project, in conflict with the later-enacted and more specific Inducement Ordinance, which controls.

55. The BZA, as an administrative body with no greater power than the Zoning Administrator, lacks authority to override, nullify, or reinterpret a legislative act of County Council. Any zoning interpretation that contradicts County Council's official action is without effect as to the Project.

56. Silfab is therefore entitled to a declaration that County Council, through its enactment of the Inducement Ordinance and approval of the FILOT Agreement, ratified the County's determination that solar cell and solar panel manufacturing is a permitted use in the LI zoning district and on the Property; that this ratification is a binding legislative act of the County as to the Project; and that neither the BZA Decision nor any other zoning interpretation may override, nullify, or alter that ratified determination as to Silfab.

FOR A THIRD CAUSE OF ACTION
(Declaratory Judgment – Equitable Estoppel)

57. Silfab incorporates the allegations of Paragraphs 1 through 56 as if fully set forth herein.

58. A governmental entity may be equitably estopped where its affirmative conduct, including acts of authorized officials and its governing body, induces a party, lacking knowledge and the means of knowledge of the truth, to rely in good faith to its detriment and to change its position prejudicially.

59. A governmental body is not immune from the doctrine of equitable estoppel where its officers or agents act within the proper scope of their authority. *See Landing Dev. Corp.*, 285 S.C. 216, 329 S.E.2d 423 (1985); *Charleston Cnty. v. Nat'l Advert. Co.*, 292 S.C. 416, 357 S.E.2d

9 (1987). Although estoppel may not be used to prevent a government from the proper exercise of its police power or to compel an act the law forbids, it applies where, as here, officials acting within their delegated authority make determinations the law commits to them and a party relies on those determinations to its detriment. Indeed, controlling law dictates that it is “unconscionable” for a local government to repudiate former interpretations of the zoning code where those interpretations have been relied upon by a property owner. *Landing Dev. Corp.*, 285 S.C. at 221, 329 S.C. at 426.

60. Each representation on which Silfab relied was made by an official or body acting within the scope of its authority. The Zoning Code commits to the Zoning Administrator and Planning and Development Services staff the authority to determine whether a use is permitted, to issue zoning verifications, and to grant civil site plan and zoning compliance approval; it commits to the County’s building officials the authority to issue building permits and certificates of occupancy; and County Council, the County’s governing body, enacted the Inducement Ordinance and approved the FILOT Agreement, ratifying all prior actions taken with respect to the Project. None of these acts was *ultra vires*, and none authorized a use that the Zoning Code, as interpreted and applied by the County at the time, prohibited.

61. The County, through its staff, officers, and governing body, repeatedly and affirmatively represented that Silfab’s use is permitted in the LI district and on the Property, including through: (a) Planning staff’s 2021 confirmation that solar panel manufacturing is allowed in the LI district; (b) the Planning and Development Services Director’s December 21, 2022 written affirmation that the use is “a permitted use in LI by right”; (c) the December 27, 2022 Zoning Verification; (d) County Council’s authorization of state incentives, enactment of the Inducement Ordinance, and approval of the FILOT Agreement for a project expressly described as manufacturing solar cells and solar modules on the Property, with ratification of all prior actions;

(e) the Zoning Administrator's February 16, 2024 response confirming the use is permitted; (f) the April 24, 2024 Civil Plan Approval, including zoning review and approval; (g) the issuance of land development, building, and construction permits; (h) the June 25, 2024 Management Statement that the BZA Decision does not apply to Silfab; (i) final zoning compliance approval; and (j) the temporary and final certificates of occupancy.

62. Silfab relied on these representations in good faith, without knowledge of any contrary position by the County. At the time Silfab leased the Property, entered into the FILOT Agreement, and filed its Application, no interpretation request or BZA proceeding was pending, and the County's position was uniform. Silfab had no means of knowing that a later interpretation request would be used to challenge its use.

63. In reliance on the County's representations, Silfab changed its position to its substantial detriment by leasing the Property, committing to and making investments of hundreds of millions of dollars, agreeing to a multi-year lease of its site, designing and constructing its facility, obtaining state permits, and hiring a workforce. Silfab would suffer severe and irreparable prejudice if the County were permitted to take a contrary position.

64. Applying estoppel here would not impair the County's police power. The BZA Decision addressed only a generic classification question, and the County has publicly declared that it applies only to future projects. Nor would estoppel compel the County to do anything the law forbids. When the County made its original representations and approved the FILOT Agreement, no interpretation request, BZA proceeding, or text amendment was pending, and the County's officials and governing body uniformly determined that the use was permitted. Unlike a permit issued in plain contravention of an unambiguous ordinance, the County's determinations here were made by the officials charged with interpreting and applying the Zoning Code and were

later ratified by County Council. Even after the BZA ruled, County management reaffirmed in the Management Statement that the Zoning Verification “gave Silfab the legal right to develop the property for its intended purpose,” that such developments “can’t be jeopardized by later requests for zoning interpretations from opponents of those projects,” and that “Silfab has received the necessary permits to construct its facility,” and Silfab continued to rely on those assurances in completing construction. Estoppel would simply hold the County to the representations, legislative acts, and contractual commitments on which it induced Silfab to locate in York County.

65. Silfab is therefore entitled to a declaration that, regardless of the outcome of the BZA Appeal, the County is equitably estopped from asserting that Silfab’s solar cell and panel manufacturing use is not permitted on the Property or in the LI district, and from revoking, suspending, or refusing to honor Silfab’s Zoning Verification, Civil Plan Approval, zoning compliance approvals, permits, or certificate of occupancy, or otherwise taking enforcement action against Silfab’s use based on the BZA Decision or any later zoning interpretation.

FOR A FOURTH CAUSE OF ACTION
(Declaratory Judgment – Vested Rights Under the Common Law and the Vested Rights Act)

66. Silfab incorporates the allegations of Paragraphs 1 through 65 as if fully set forth herein.

67. The South Carolina Vested Rights Act, S.C. Code Ann. §§ 6-29-1510 to -1560 (the “Vested Rights Act”), provides that a vested right to proceed with development is established upon the approval of a site specific development plan, and that a vested right so established may not be impaired by subsequent zoning changes except as the Act allows. *See* S.C. Code Ann. §§ 6-29-1530, -1540.

68. The Civil Plan Approval issued April 24, 2024, approved a site specific development plan for the Property describing the type and intensity of use—an upfit of the existing building to include a clean room for the manufacturing of solar panels, three ancillary buildings supporting the manufacturing process, and bulk gas storage—and included the County’s zoning review and approval as the first step of zoning compliance. The Civil Plan Approval was granted before the BZA heard or decided the appeal of the Zoning Interpretation.

69. Silfab timely commenced and diligently pursued development under the Civil Plan Approval, obtained the required land development and building permits, completed construction, received final zoning compliance approval, and obtained a certificate of occupancy. Silfab’s statutory vested right attached upon the Civil Plan Approval and has been fully exercised through completion of the development and establishment of the use.

70. Independently, under South Carolina common law, a landowner acquires a vested right to proceed with and maintain a use where, in good-faith reliance on a validly issued governmental approval or permit, the landowner makes substantial expenditures or incurs substantial obligations. *See, e.g., Pure Oil*, 254 S.C. 28, 173 S.E.2d 140; *Sherman v. Reavis*, 273 S.C. 542, 257 S.E.2d 735 (1979).

71. In good-faith reliance on the Zoning Verification, the Inducement Ordinance and FILOT Agreement, the Civil Plan Approval, and the permits that followed, Silfab made substantial expenditures and incurred substantial obligations totaling hundreds of millions of dollars, constructed its facility, and established its use. Silfab’s common-law vested rights attached no later than the Civil Plan Approval and were reinforced by every subsequent permit and approval. The County has acknowledged as much, stating in the Management Statement that the Zoning Verification “gave Silfab the legal right to develop the property for its intended purpose” and that

Silfab had received conditional site plan approval and “the necessary permits to construct its facility.”

72. Silfab is therefore entitled to a declaration that it holds vested rights, under the common law and the Vested Rights Act, arising no later than the April 24, 2024 Civil Plan Approval, to develop, maintain, and operate its solar cell and solar panel manufacturing facility on the Property as approved and permitted, and that those vested rights may not be impaired, revoked, or defeated by the BZA Decision, any subsequent zoning interpretation, or any subsequent change in the Zoning Code or its interpretation.

PRAYER FOR RELIEF

WHEREFORE, Silfab respectfully prays that the Court enter judgment declaring the rights, status, and legal relations of the parties as set forth above; award Silfab its costs; and grant such other and further relief as the Court deems just and proper.

Respectfully submitted,

s/ E. Brandon Gaskins

E. Brandon Gaskins (SC Bar No. 73274)

Moore & Van Allen PLLC

78 Wentworth Street

P.O. Box 22828

Charleston, SC 29413-2828

Telephone: (843) 579-7000

brandongaskins@mvalaw.com

Attorney for Plaintiffs

Silfab Solar, Inc., Silfab Solar Cells SC Inc.,

Silfab Solar PV SC Inc., and Silfab Inc.

October 16, 2026

Charleston, South Carolina