

COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY

INDUCEMENT RESOLUTION

Regarding the Inducement of the  
DataBank Holdings, LTD Project

WHEREAS, DataBank Holdings, LTD (the "Applicant") has submitted an Application for Financial Assistance (the "Application") to the County of Rockland Industrial Development Agency (the "Agency") for financial assistance with respect to the acquisition, construction and equipping of an enterprise-class data, cloud, and interconnection services center to help its customers effectively manage risk, improve their technology performance and allow them to focus on their core business objectives, to be located at 2000 Corporate Drive, Orangeburg, in the Town of Orangetown, Rockland County, New York (the "Premises"); and

WHEREAS, the Applicant will take ownership of the Premises which currently includes an existing data center which will be demolished, and the proposed Project includes the construction of a new state-of-the-art data center campus to serve enterprise, cloud and content providers from the greater New York metro area and other regions, and their IT infrastructure requirements that are specific to delivering content close to Tri-State end users, to enable the installation of cutting-edge mechanical, electrical and plumbing ("MEP") equipment; and

WHEREAS, the Application for Financial Assistance sets forth certain information with respect to the Applicant, including that Agency financial assistance is needed for the Applicant to move forward with the Project in Rockland County and New York State; and

WHEREAS, the Applicant estimates in its application that approximately 10 full-time equivalent jobs will be created as a result of the Project and approximately 130 construction jobs will be created for the duration of the construction period; and

WHEREAS, in order to facilitate the financing of the Project, the Applicant requests Agency financial assistance in connection with the Project in the form of: (i) sales tax exemptions in the amount of \$7,769,647 with respect to the \$92,771,900 cost of construction materials and MEP for the Project; and (ii) payment in lieu of tax benefits in amounts to be determined by the respective taxing jurisdictions;

NOW, THEREFORE, THE COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY HEREBY RESOLVES AS FOLLOWS:

Section 1. The Agency hereby determines that the Project is a commercial project as set forth in the New York State Industrial Development Agency Act (the "Act") and that the acquisition, constructing, installing and equipping of the Project will promote and be in furtherance of the policies of the State set forth in the Act and that the Project is an authorized project under the Act.

Section 2. The Agency hereby authorizes the Applicant to proceed with the Project as set forth herein.

Section 3. Subject to agreement among the Agency and the Applicant as to terms in all agreements to be entered into with respect to the Project and satisfaction of the conditions set forth herein and in the Act, the Agency will undertake to use reasonable efforts to provide financial assistance to the Project in amounts requested by the Applicant in the Application for Financial Assistance.

Section 4. The Chairman, Vice Chairman, Secretary, Assistant Secretary and any other Member of the Agency and the Executive Director of the Agency and other appropriate officials of the Agency and its agents and employees are hereby authorized and directed to take reasonable steps to cooperate with the Applicant in obtaining the financial assistance set forth herein.

Section 5. Any such action heretofore taken by the Applicant in initiating the acquisition, constructing, installing and equipping of the Project is hereby ratified, confirmed and approved.

Section 6. Any expenses incurred by the Agency with respect to the Project shall be paid by the Applicant, whether or not the Project achieves completion or receives financial assistance. By acceptance hereof, the Applicant agrees to pay such expenses and further agrees to indemnify the Agency, its members, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project.

Section 7. The commitment of the Agency expressed herein will expire two (2) years from the date of adoption of this Resolution.

Section 8. No person other than the Applicant, its subsidiaries or affiliates, and the residential tenants, shall occupy the Project unless and until approved by the Agency.

Section 9. The Agency has made and makes no representation or warranty whatsoever, either express or implied, with respect to the merchantability, condition, environmental status, fitness, design, operation or workmanship of any part of the Project, its fitness for any particular purpose, the quality or capacity of the materials in the Project, or the suitability of the Project for the Applicant's purposes or needs or the extent to which proceeds derived from the sale of the bonds will be sufficient to pay the cost of acquiring, constructing, renovating, equipping and furnishing of the Project. The Applicant, by executing the acceptance hereof, represents that it is satisfied that the Project is suitable and fit for its purposes. The Agency shall not be liable in any manner whatsoever to anyone for any loss, damage or expense of any kind or nature caused, directly or indirectly, by the Project property or the use or maintenance thereof or the failure of operation thereof, or the repair, service or adjustment thereof, or by any delay or failure to provide any such maintenance, repairs, service or adjustment, or by any interruption of service or loss of use thereof or for any loss of business

howsoever caused, and the Applicant, by executing the acceptance hereof, hereby indemnifies and holds the Agency harmless from any such loss, damage or expense.

Section 10. Any commitment of the Agency set forth herein is expressly conditioned upon full compliance of the Applicant and the Project with all applicable laws, rules and regulations, and the Applicant shall be required to provide satisfactory evidence of the same to the Agency prior to the execution of any lease agreement or the providing of any financial assistance.

Section 11. The law firm of Hawkins Delafield & Wood LLP shall act as counsel for the Agency with respect to the financial assistance for the Project.

Section 12. The undertaking by the Agency set forth in Section 3 hereof is subject to and conditioned upon (a) full compliance with federal, state and local regulatory and environmental procedures and requirements, including the State Environmental Quality Review Act, (b) publication of notice and holding of a public hearing with respect to the Project and the proposed financial assistance as required by the Act, followed by approval by the County Executive, (c) with respect to the payment in lieu of taxes agreement only, and not the sales tax exemptions, execution by the Applicant of a "payment in lieu of taxes" agreement with the Agency or each applicable taxing jurisdiction and approval of such agreement by each affected taxing jurisdiction, (d) submission of an environmental report satisfactory to the Agency and satisfaction of all requirements of SEQRA, and (e) completion of documentation satisfactory to the Agency and its counsel.

Section 13. As of the date hereof the environmental assessment pursuant to the State Environmental Quality Review Act ("SEQRA") has not been completed for the Project and this resolution shall not constitute a final action of the Agency for purposes of SEQRA. All of the determinations, approvals and authorizations made in this resolution are subject to and contingent upon there being a lead agency performing environmental review required pursuant to SEQRA and making such findings as are required under SEQRA as a condition of final governmental action.

Section 14. The Secretary of the Agency or his designee is hereby authorized and directed to deliver a certified copy of this Resolution to the County Executive of the County of Rockland for review in accordance with the Act.

Section 15. This Resolution shall be effective immediately upon approval of the County Executive of the County of Rockland and acceptance by the Applicant.

ADOPTED: August 31, 2021

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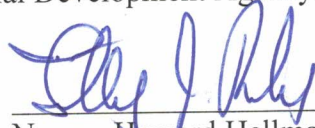
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CERTIFIED to be a true and correct copy of the resolution adopted on August 31, 2021 by the Members of the County of Rockland Industrial Development Agency.

Date: August 31, 2021



Name: Howard Hellman  
Title: Secretary


Approved: 9/3, 2021



Edwin J. Day  
County Executive of the  
County of Rockland

Accepted: 9/21, 2021

DataBank Holdings, LTD

By 

Name: Kevin S. O'Leary  
Title: President + CEO

COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY

AUTHORIZING RESOLUTION

Regarding the Authorization of a Straight Lease Transaction  
DataBank Holdings LTD Data Center

WHEREAS, the County of Rockland Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency’s enabling legislation, respectively constituting Article 18A and Section 925-1 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York), as amended (the “Act”), to provide financial assistance for purposes of promoting economic development within the County of Rockland; and

WHEREAS, DataBank Holdings LTD (“DataBank”) has submitted an Application for Financial Assistance dated August 26, 2021 (the “Application”) to the Agency for financial assistance with respect to the acquisition, construction and equipping of an enterprise-class data, cloud, and interconnection services center (the “Project”) to help its customers effectively manage risk, improve their technology performance and allow them to focus on their core business objectives, to be located at 2000 Corporate Drive, Orangeburg, in the Town of Orangetown, Rockland County, New York (the “Premises”); and

WHEREAS, DataBank will take ownership of the Premises which currently includes an existing data center which will be demolished, and the proposed Project includes the construction of a new state-of-the-art data center campus to serve enterprise, cloud and content providers from the greater New York metro area and other regions, and their IT infrastructure requirements that are specific to delivering content close to Tri-State end users, to enable the installation of cutting-edge mechanical, electrical and plumbing (“MEP”) equipment; and

WHEREAS, the Application for Financial Assistance sets forth certain information with respect to DataBank, including that Agency financial assistance is needed for DataBank to move forward with the Project in Rockland County and New York State; and

WHEREAS, DataBank estimates in its application that approximately 10 full-time equivalent jobs will be created as a result of the Project and approximately 130 construction jobs will be created for the duration of the construction period; and

WHEREAS, the Agency proposes to provide financial assistance to DataBank in developing the Project by entering into a straight-lease transaction (as such term is defined in the Act); and

WHEREAS, in order to provide financial assistance to DataBank for the Project, the Agency intends to enter a lease/leaseback arrangement with respect to the Premises, the improvements and the equipment, to enter into a payment in lieu of taxes agreement, and to issue a sales tax letter (the lease/leaseback arrangement, payment in lieu of taxes agreement and sales tax letter together being the “Project Documents”); and

WHEREAS, based on DataBank's Application the Agency has made certain findings and determinations in its inducement resolution regarding the Project adopted on August 31, 2021, which by this reference are adopted and confirmed as though made on the date hereof; and

WHEREAS, on September 10, 2021, the Agency published in *The Journal News* a notice of a public hearing for the Project to be held on September 21, 2021, which public hearing was duly held at the Town of Orangetown Town Hall; and

WHEREAS, the Agency has reviewed the Application in accordance with its Uniform Project Evaluation Criteria; and

WHEREAS, the Agency has notified the affected taxing jurisdictions of the proposed project as required by the Act and the Uniform Tax Exemption Policy;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based on the Application and the information submitted to the Agency in an environmental assessment form prepared by DataBank and submitted to the Agency in connection with the Application, as well as the familiarity of the members of the Agency with the proposed project site and the nature of the project, the Agency determines that (i) the proposed project will replace an existing data storage facility with a new modern data storage facility, and will therefore not materially alter nature of the use of the site; (ii) there are similar data, cloud, and interconnection services center facilities in the area, making the project's use consistent with the general usage of sites nearby; (iii) there are existing utilities that are expected to be adequate to serve the proposed project, (iv) the project operations will be such that it is expected to generate limited additional traffic, noise or similar environmental stressors due to operation of the proposed project. Based on the foregoing the Agency determines that the actions of the Agency in granting financial assistance for the proposed project will have no significant adverse environmental impacts or effects. The foregoing findings and determination are consistent with those for similar projects in the area.

Section 2. The Agency hereby determines that the Project is an eligible commercial project under the Act.

Section 3. The Agency hereby approves financial assistance for the Project Agency financial assistance in connection with the Project in the form of: (i) sales tax exemptions in the amount of \$7,769,647 with respect to the \$92,771,900 cost of construction materials and MEP for the Project; and (ii) payment in lieu of tax benefits in amounts to be determined by the respective taxing jurisdictions. The Agency shall appoint DataBank as the Agency's agent for purposes of acquiring and installing the Project.

Section 4. The substance and form of the Project Documents, substantially in the forms of the Agency's typical straight lease documents, payment in lieu of taxes agreements and sales tax agreements (such forms being the Agency's "Project Agreement") are hereby approved, with such changes as may be approved by an Authorized Representative of the

Agency. Any Authorized Representative of the Agency is hereby authorized to execute, acknowledge and deliver the Project Documents in final form with such changes as may be approved by the executing party. The execution of any such agreement by the duly authorized executing party shall constitute conclusive evidence of any approval by this Section. The Secretary of the Agency is hereby authorized to affix the seal of the Agency on any of the foregoing agreements and attest the same.

Section 5. Any Authorized Representative of the Agency is hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for in connection with the execution of all Project Documents and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary, or in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this resolution and to cause compliance by the Agency with the terms, covenants and provisions of the Project Documents.

Section 6. The Chairman and the Executive Director of the Agency (as used in this resolution, the "Authorized Representatives") are each hereby authorized and directed to execute and deliver all Project Documents with respect to property comprising the Project in such form as deemed reasonable or necessary.

Section 7. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution and the Project Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution and the Project Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 8. No covenant, stipulation, obligation or agreement contained in this resolution or the Project Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the County of Rockland in his or her individual capacity and neither the members of the Agency nor any officer shall be subject to any personal liability or accountability by reason of the execution thereof.

Section 9. The law firm of Hawkins Delafield & Wood LLP is hereby appointed counsel to the Agency for this Straight Lease transaction.


Section 10. The Chairman of the Agency or his designee is hereby authorized and directed to deliver a certified copy of this resolution to the County Executive of the County of Rockland for review in accordance with the Act. This resolution shall take effect immediately upon approval by the County Executive of the County of Rockland as provided by the Act.

ADOPTED: September 23, 2021

VOTES: 4 AYE 0 NAY \_\_\_\_\_ RECUSED



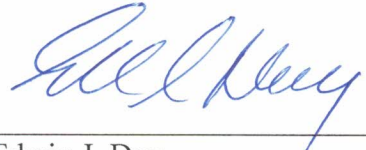
CERTIFIED to be a true and correct copy of the resolution adopted on September 23, 2021 by the Members of the County of Rockland Industrial Development Agency.

By:   
Name: Howard Hellman  
Title: Secretary

STATUTORY APPROVAL

I, Edwin J. Day, the elected County Executive of the County of Rockland and serving a term as County Executive of the County of Rockland, hereby approve the foregoing resolution adopted by the County of Rockland Industrial Development Agency pursuant to and for all purposes of Chapter 925-1 of the New York General Municipal Law.

Date: , 2021

By:   
Edwin J. Day  
County Executive of the  
County of Rockland