

**COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY  
INDUCEMENT RESOLUTION**

**Regarding the  
Ramland Holdings Project**

WHEREAS, the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 925-1 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York) (the "Act") authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of its inhabitants, and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, an application dated July 31, 2014, has been submitted to the Agency by or on behalf of Ramland Holdings LLC (together with the applicant and other project sponsor or any related legal entity, if different, the "Company") requesting assistance in financing a proposed project in the Town Orangetown, New York, located at 1 Ramland Road, Orangeburg, New York (the "Premises"), consisting of the redevelopment and renovation of an existing 232,000 square foot building and the acquisition and installation of machinery and equipment related thereto, all to be used as a colocation data center and administrative offices, as more fully described in the application and supplemental materials all at an initial cost of approximately \$30,400,000.00 (the "Project"); and

WHEREAS, the Company has requested that additional benefits be made available to future tenants of the Premises who will be leasing space in the Premises from the Company, for exemption of sales and use taxes for equipment and machinery to be purchased by such tenants and which is necessary for such tenants to operate data centers at the Premises, and

WHEREAS, the Agency has indicated a willingness to consider providing such benefits for sales and use tax exemptions to such future tenants, provided such tenants apply to the Agency and the Agency determines each tenant qualifies for the requested benefits under the Act; and

WHEREAS, in its application, the Company has represented that the Project is expected to maintain or increase employment in the State and in the Town of Orangetown, County of Rockland, State of New York, and has made additional factual representations concerning itself and the Project upon which the Agency is relying in adopting this resolution; and

WHEREAS, in its application for assistance, the Company has made further representations with respect to the qualification of the Project as a commercial project under the Agency's guidelines, and the Company has represented and the Agency has determined that such qualification is supported by the information presented in the application; and

WHEREAS, the Agency intends to induce the Company to proceed with the development of the Project pending completion of arrangements by the Company and the Agency for the financing for the Project as a "straight lease" transaction.

NOW, THEREFORE, the County of Rockland Industrial Development Agency hereby resolves as follows:

Section 1. Qualification of Project.

The Agency hereby determines that the undertaking and completion of the Project and the financing thereof by the Agency is authorized by the Act and will be in furtherance of the policy of the State of New York as set forth therein.

Section 2. Commercial Project Determinations.

The Agency hereby further specifically determines, in accordance with its guidelines for commercial projects and based on the representations and information presented by the Company in the application, that:

1. The Project will generate a direct economic impact on the County of a positive nature.
2. The Project will involve the renovation and reuse of an existing facility.
3. The Project will allow the Premises to continue to generate ratables for the County and the other taxing jurisdictions.
4. The Project will lead to the generation of employment in the County.

Section 3. SEQRA.

The Agency further determines that the Project involves the re-use of an existing facility and is a Type II action.

Section 4. Authorization to Proceed.

The Company is authorized to undertake and complete the Project and to finance the same through equity or third party loans. Any action heretofore taken by the Company in initiating the Project is hereby ratified, confirmed and approved.

Section 5. Assistance of Company.

The members, representatives, and agents of the Agency are hereby authorized and

directed to take all actions deemed appropriate to assist the Company in commencing and carrying out the Project to include the providing of an exemption from sales and use taxes on amounts expended as costs for the renovation, construction and equipping of the facility.

Section 6. Reimbursement of Costs of Expenses.

Any expenses incurred by the Agency with respect to the Project and the financing thereof, including attorney's fees and disbursements, shall be reimbursed by the Applicant. 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, including attorney's fees and disbursements, incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project and the financing thereof.

Section 7. No Recourse or Personal Liability.

No provision of this resolution or any other related document shall constitute or give rise to a charge upon the general credit of the Agency or impose upon the Agency a pecuniary liability except as may be payable from the limited sources set forth above. No recourse shall be had for the payment of or performance of any obligation in connection therewith against any employee, officer, member, representative or agent of the Agency, nor is or shall any such person become personally liable for any such payment or performance.

Section 8. Effect of Resolution.

In adopting this resolution, notwithstanding any other provision hereof, the Agency assumes no responsibility for obtaining or assisting the Company in obtaining financing for the Project. This resolution is not a contract between the Agency and the Company and it shall not be construed as such.

Section 9. Tenants of the Premises

It is contemplated that the Premises will be occupied by several tenants each of which will be purchasing and installing servers, computer equipment and machinery to allow each tenant to operate a data center in the leased space. The Company has estimated that the purchases by such tenant may amount initially to as much as \$346,000,000.00 for server cabinets and other equipment and an additional \$248,000,000.00 for upgrading and additional purchases of equipment over the next ten years. The Agency will consider the granting of additional sales and use tax exemptions to such future tenants of the Premises subject to such tenants applying to the Agency for such benefits and the Agency determining that each such tenant qualifies for the requested benefits under the Act.

Section 10. Representations

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 financial assistance will be sufficient to pay the cost of constructing, 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 11. Compliance by Applicant

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 providing any financial assistance.

Section 12. Conditions

The undertakings of the Agency set forth herein are 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, (c) receipt of all approvals required by the County Executive, (d) to the extent applicable, execution by the Applicant of a "payment in lieu of taxes" agreement, with the Agency and each applicable taxing jurisdiction, and (e) provision of full environmental indemnities by an entity satisfactory to the Agency and in form and substance acceptable to the Agency and its counsel.

Section 13. Delivery of Resolution.

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 14. Expiration Date of Resolution.

This resolution may be deemed by the Agency to have expired at any time after twelve months from the date hereof.

Section 15. Effective Date.

The resolution shall take effect immediately upon approval by the County Executive of the County of Rockland and its acceptance by the Company.

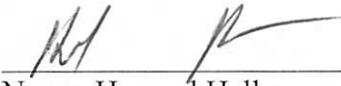
Adopted: August 28, 2014

VOTE:

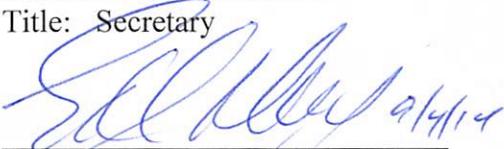
3 AYE      0 NAY      1 Recused

CERTIFIED to be a true and correct copy of the resolution adopted on August 28, 2014 by the Members of the County of Rockland Industrial Development Agency.

COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY

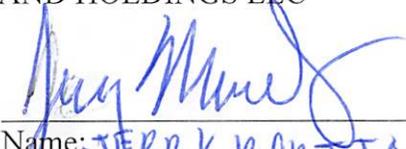
By:   
Name: Howard Hellman  
Title: Secretary

Approved: August 4, 2014

 8/4/14  
Edwin J. Day  
County Executive of the  
County of Rockland

Accepted: August \_\_\_\_, 2014

RAMLAND HOLDINGS LLC

By:   
Name: JERRY MARTIN  
Title: MANAGING PARTNER