

AGENDA ITEM FOR ADMINISTRATIVE MEETING () Discussion only
(X) Action

FROM (DEPT/ DIVISION): County Counsel

SUBJECT: Agreement Amendment

<p>Background:</p> <p>The zone sponsors for the enterprise zones in the City of Umatilla have been requested to amend one of the most recent agreements for a long term enterprise zone abatement. The requested change is to specify the date of the base year. The date establishes the base to determine if the employment and other program requirements are being met by the developer. In this instance the date is when the developer began employment for the project. The changes are before the Board for approval.</p>	<p>Requested Action:</p> <p>Approve amendments to Long-Term Rural Enterprise Zone Tax Abatement Agreement</p>
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ATTACHMENTS:

*****For Internal Use Only*****

Checkoffs:

- () Dept. Heard (copy)
- () Human Resources (copy)
- () Fiscal
- (X) Legal (copy)
- () (Other - List:)

To be notified of Meeting:

Needed at Meeting:

Scheduled for meeting on: March 12, 2025

Action taken:

Follow-up:

FIRST AMENDMENT TO AGREEMENT FOR LONG-TERM RURAL ENTERPRISE ZONE TAX ABATEMENT

This First Amendment to Agreement for Long-Term Rural Enterprise Zone Tax Abatement (the "First Amendment") is made and entered into as of March 5, 2025 (the "Effective Date") by and among the GREATER UMATILLA ENTERPRISE ZONE BOARD, representing the sponsor entities UMATILLA COUNTY, OREGON ("Umatilla County"), the CITY OF UMATILLA, OREGON (the "City of Umatilla"), and SABEY DATA CENTER PROPERTIES LLC (the "Company," and together with Umatilla County and the City of Umatilla, the "Parties").

RECITALS

This First Amendment is made with reference to the following facts and circumstances:

A. The Parties entered into that certain Agreement for Long-Term Rural Enterprise Zone Tax Abatement, dated as of August, 15, 2023 (the "Agreement").

B. Section V.A of the Agreement describes the "Statutory and Administrative Requirements" of the Company for purposes of the Agreement.

C. The parties wish to amend, pursuant to Section IX.C of the Agreement, Section V.A. of the Agreement to establish and define the base year of the project which are aligned with the intent of the Parties at the time the Agreement was executed.

TERMS AND CONDITIONS

Now therefore, in consideration of the mutual covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree that the above recitals are made a part of this Amendment and otherwise do hereby agree as follows:

1. Capitalized Terms. All capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Agreement.

2. Statutory and Administrative Requirements. Section V.A. of the Agreement is amended to add the following Subsection V.A.1 as follows:

V.A.1. Definition of Base Year. For purposes of this Agreement, the base year is the date of certification of this Long-Term Rural Enterprise Zone agreement by Business Oregon on behalf of the State of Oregon, which date is September 8, 2024.

3. Miscellaneous. As expressly amended and modified by this First Amendment, the terms and provisions of the Agreement are hereby ratified and affirmed in their entirety. This First Amendment may be amended only by an agreement in writing, signed by each of the Parties. This First Amendment shall be governed by and construed in accordance with the laws of Oregon, and without regard to any principles of conflict of laws. This First Amendment may be signed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument. Any such counterpart may be executed by facsimile or electronic transmission. This First Amendment constitutes the entire agreement of the Parties with respect to this amendment of the Agreement, and all prior

or contemporaneous agreements or communications between the parties on the provisions amended by this First Amendment are superseded in entirety by this First Amendment.

[remainder of page left blank intentionally]

IN WITNESS WHEREOF, Umatilla County, the City of Umatilla, and the Company, by their respective duly authorized representatives, have executed this First Amendment on the date shown below.

UMATILLA COUNTY

Dated this ____ day of _____, 2025

Daniel N. Dorran, Commissioner

John Shafer, Commissioner

Cindy Timmons, Commissioner

CITY OF UMATILLA

Dated this ____ day of _____, 2025

David Stockdale, City Manager and Enterprise Zone Manager

Attest:

Nanci Sandoval, City Recorder

Sabey Data Center Properties LLC

Dated this ____ day of _____, 2025
