

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. There are two requested changes: (1) 1) remove any ambiguity by defining Capitalized Terms to mean as ascribed in the agreement (as opposed to perhaps some other definition in the ether), and 2) update language to confirm compliance with ORS 285C.409 (exemption period starts once they receive their Certificate of Occupancy) and ORS 285C.412(5) (they will hire no less than 10 employees with wages at or above 150% of the county’s median) and OAR Chapter 123 Division 690 (eligibility requirements, facility criteria, and contingencies). 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: February 19, 2025

Action taken:

Follow-up:

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

This Second Amendment to Agreement for Long-Term Rural Enterprise Zone Tax Abatement (the "Second Amendment") is made and entered into as of [REDACTED], (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 Amazon Data Services, Inc. (the "Company," and together with Umatilla County and the City of Umatilla, the "Parties").

RECITALS

This Second 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 October 18, 2022 (the "Agreement").

B. The Parties entered into the First Amendment to the Agreement on April 3, 2023 (the "First Amendment").

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

D. The parties wish to amend, pursuant to Section IX.C of the Agreement, Section V.A. of the Agreement to reflect recent changes to 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 was amended by the First Amendment. This Second Amendment also amends Section V.A. so it reads in its entirety as follows:

Statutory and Administrative Requirements. The Company agrees to comply with the requirements of ORS 285C.409 and 285C.412(5) as well as those provided in OAR Chapter 123, Division 690.

3. Miscellaneous. As expressly amended and modified by this Second Amendment, the terms and provisions of the Agreement are hereby ratified and affirmed in their entirety. This Second Amendment may be amended only by an agreement in writing, signed by each of the Parties. This Second 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 Second 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 Second 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 Second Amendment are superseded in entirety by this Second 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 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

Amazon Data Services, Inc.

Dated this ____ day of _____, 2025
