

RESOLUTION NO. _____

A RESOLUTION OF THE COUNCIL OF THE CITY OF MESA, ARIZONA, APPROVING AND AUTHORIZING THE CITY MANAGER TO ENTER INTO A DEVELOPMENT AGREEMENT AND SUSTAINABLE WATER SERVICE AGREEMENT WITH REDALE LLC, REGARDING THE DEVELOPMENT OF IMPROVEMENTS ON APPROXIMATELY 396 ACRES OF PROPERTY GENERALLY LOCATED AT THE SOUTHEAST CORNER OF ELLIOT ROAD AND ELLSWORTH ROAD, AND TO AUTHORIZE THE RESULTING DATA CENTER PROJECT AS AN MLM CUSTOMER UNDER TITLE 8, CHAPTER 10 OF THE MESA CITY CODE.

WHEREAS, Redale LLC, a Delaware limited liability company (“Company”) desires to construct a multi-year large-scale data-center based development (“Project”) on property generally located at the southeast corner of Elliot Road and Ellsworth Road (“Property”); all of which is more fully described and depicted in the Development Agreement.

WHEREAS, the Project will enhance the economic welfare for the residents of the City by, among other things, (i) providing for planned and orderly development of the Project and the Property consistent with the City's General Plan and Zoning; (ii) increasing tax revenues to City arising from or relating to the improvements to be constructed on the Property; and (iii) otherwise advancing the redevelopment goals of City.

WHEREAS, City and Company desire to enter into the Development Agreement and Sustainable Water Service Agreement to authorize the Project as a large water customer (“MLM Customer”) and establish the water allowance and maximum water demands for the Property and the Project as well as provide for the associated transfer of long term storage credits to City.

WHEREAS, the City Council hereby determines and finds that the Project will improve and enhance the economic welfare of the inhabitants of the City of Mesa in accordance with A.R.S. § 9-500.11.

WHEREAS, the City Council hereby determines it is appropriate to enter into a Development Agreement, Sustainable Water Service Agreement, and other agreements as contemplated therein.

NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, AS FOLLOWS:

Section 1: The City Council approves the Development Agreement and Sustainable Water Service Agreement, and authorizes the future actions and execution of future documents and agreements as necessary to carry out the provisions of these agreements (all the foregoing, collectively, the “Project Documents”). The City Manager, or his designee, is authorized to execute the Project Documents and may agree to, and enter into, amendments and modifications to the Project Documents as necessary to carry out the intent of the Project Documents or that are necessary

to facilitate the development of the Project and do not materially alter the terms of the Project Documents.

Section 2: That the City Clerk is authorized and directed to attest to the signature of the City Manager, or his designee, on all such documents.

PASSED AND ADOPTED by the Council of the City of Mesa, Maricopa County, Arizona this 17th day of May, 2021.

APPROVED:

Mayor

ATTEST:

City Clerk