

AN ORDER AUTHORIZING MONTGOMERY COUNTY, MISSOURI, TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS (AMAZON DATA SERVICES, INC. PROJECT), SERIES 2025, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$35,000,000,000, FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COSTS OF ACQUIRING AND INSTALLING AN INDUSTRIAL DEVELOPMENT PROJECT IN THE COUNTY; APPROVING A PLAN FOR THE PROJECT; AND AUTHORIZING THE COUNTY TO ENTER INTO CERTAIN AGREEMENTS AND TAKE CERTAIN OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, Montgomery County, Missouri, a third-class county and political subdivision of the State of Missouri (the "County"), is authorized and empowered pursuant to the provisions of Article VI, Section 27(b) of the Missouri Constitution and Sections 100.010 through 100.200, inclusive, of the Revised Statutes of Missouri (collectively, the "Act"), to purchase, construct, extend, equip and improve certain projects (as defined in the Act), to issue industrial development revenue bonds for the purpose of providing funds to pay the costs of such projects and to lease or otherwise dispose of such projects to private persons or corporations for manufacturing, commercial, research and development, office industry, warehousing and industrial development purposes upon such terms and conditions as the County deems advisable; and

WHEREAS, Amazon Data Services, Inc., a Delaware corporation (the "Company"), has requested that the County issue its Taxable Industrial Revenue Bonds (Amazon Data Services, Inc. Project), Series 2025, in the maximum principal amount of \$35,000,000,000 (the "Bonds"), for the purpose of acquiring and installing certain personal property (the "Project") at the Company's new data center to be located on approximately 890 acres of land in the central portion of the County; and

WHEREAS, the Act requires the County to prepare a plan in connection with any industrial development project undertaken pursuant to the Act; and

WHEREAS, a Plan for an Industrial Development Project and Cost/Benefit Analysis (the "Plan") has been prepared in the form of **Exhibit A**; and

WHEREAS, notice of the County's consideration of the Plan has been given to the affected taxing jurisdictions in the manner required by the Act, and the County Commission has fairly and duly considered all comments submitted to the County Commission regarding the proposed Plan; and

WHEREAS, on December 18, 2025, the County Commission passed a resolution approving the Plan; and

WHEREAS, the County Commission hereby finds and determines that it is desirable for the improvement of the economic welfare and development of the County and within the public purposes of the Act that the County: (1) ratify and confirm approval of the Plan pursuant to the Act; (2) issue the Bonds to finance the costs of acquiring and installing the Project; and (3) enter into certain agreements and documents with the Company relating to the Bonds; and

WHEREAS, the County Commission further finds and determines that it is necessary and desirable in connection with the implementation of the Plan and the issuance of the Bonds that the County enter into certain documents and take certain other actions as herein provided;

NOW, THEREFORE, BE IT ORDERED BY THE COUNTY COMMISSION OF MONTGOMERY COUNTY, MISSOURI, AS FOLLOWS:

Section 1. Approval of the Plan. The County Commission hereby ratifies and confirms its approval of the Plan attached as **Exhibit A**.

Section 2. Authorization for the Project. The County is hereby authorized to provide for the acquisition and installation of the Project in the manner and as more particularly described in the Indenture and the Lease, both hereinafter authorized.

Section 3. Authorization of the Bonds. The County is hereby authorized to issue and sell the Bonds as described in the recitals hereto for the purpose of providing funds to pay the costs of acquiring and installing the Project. The Bonds shall be issued and secured pursuant to the Indenture and shall have such terms, provisions, covenants and agreements as are set forth in the Indenture.

Section 4. Limitation on Liability. The Bonds and the interest thereon shall be limited obligations of the County, payable solely out of certain payments, revenues and receipts derived by the County from the Lease. Such payments, revenues and receipts shall be pledged and assigned to the bond trustee named in the Indenture (the "Trustee") as security for the payment of the Bonds as provided therein. The Bonds and the interest thereon shall not constitute general obligations of the County, the State of Missouri (the "State") or any political subdivision thereof, and neither the County nor the State shall be liable thereon. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction and are not payable in any manner by taxation.

Section 5. Authorization of Documents. The County is hereby authorized to enter into the following documents (collectively, the "County Documents"), in substantially the forms presented to and approved by the County Commission and attached to this Order, with such changes therein as shall be approved by the officials of the County executing the County Documents, such officials' signatures thereon being conclusive evidence of their approval thereof:

(a) Trust Indenture (the "Indenture") between the County and the Trustee, in substantially the form attached as **Exhibit B**, pursuant to which the Bonds will be issued.

(b) Lease Agreement (the "Lease") between the County and the Company, in substantially the form attached as **Exhibit C**, pursuant to which the County will lease the Project to the Company.

(c) Bond Purchase Agreement between the County and the Company, in substantially the form attached as **Exhibit D**, pursuant to which the Company will purchase the Bonds.

(d) Performance Agreement between the County and the Company, in substantially the form attached as **Exhibit E**, pursuant to which the Company will make certain payments in lieu of taxes.

Section 6. Execution of Documents. The Presiding Commissioner is hereby authorized to execute the Bonds and to deliver the Bonds to the Trustee for authentication, for and on behalf of and as the act and deed of the County, in the manner provided in the Indenture. The Presiding Commissioner is hereby authorized to execute the County Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order, for and on behalf of and as the act and deed of the County. The County Clerk is hereby authorized to attest to and affix the seal of the County to the Bonds and the County Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order.

Section 7. Further Authority. The County shall, and the officials, agents and employees of the County are hereby authorized to, take such further action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order and to carry out, comply with and perform the duties of the County with respect to the Bonds and the County Documents. The Presiding Commissioner is hereby authorized, through the term of the Lease, to execute all documents on behalf of the County (including documents pertaining to the transfer of property or the financing or refinancing of the Project) as may be required to carry out and comply with the intent of this Order and the County Documents, including but not limited to an agreement relating to the construction of public infrastructure improvements and an agreement to fund costs that may be incurred by the County in connection with the Project. The Presiding Commissioner is further authorized, on behalf of the County, to grant such consents, estoppels and waivers relating to the Bonds and/or any of the County Documents as may be requested during the term thereof; provided, such consents, estoppels and/or waivers shall not increase the principal amount of the Bonds, increase the term of the Lease or the tax exemption as provided for therein, waive an event of default or materially change the nature of the transaction unless approved by the County Commission. The County Clerk is authorized to attest to and affix the seal of the County to any document authorized by this Section.

Section 8. Savings. Except as expressly set forth herein, nothing contained in this Order shall in any manner be deemed or construed to alter, modify, supersede, supplant or otherwise nullify any other order of the County or the requirements thereof whether or not relating to or in any manner connected with the subject matter hereof.

Section 9. Severability. If any term, condition or provision of this Order is, to any extent, held to be invalid or unenforceable, the remainder hereof shall be valid in all other respects and continue to be effective and each and every remaining provision hereof shall be valid and shall be enforced to the fullest extent permitted by law, it being the intent of the County Commission that it would have enacted this Order without the invalid or unenforceable provision. If a subsequent change in applicable law results in the provision which had been held invalid no longer being held invalid, said provision shall thereupon return to full force and effect without further action by the County and shall thereafter be binding.


Section 10. Incorporation of Recitals. The County Commission hereby finds and determines those matters set forth in the recitals hereto as fully and completely as if set out in full in this Section.

Section 11. Incorporation of Exhibits. Exhibits A through E are hereby incorporated into and made a part of this Order.

Section 12. Effective Date. This Order shall take effect and be in full force immediately after its passage by the County Commission.

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PASSED by the County Commission of Montgomery County, Missouri, this 29th day of December, 2025.



Ryan D. Poston, Presiding Commissioner



Dave Teeter, First District Commissioner



Doug Lensing, Second District Commissioner


[SEAL]

ATTEST



Carole Weeks, County Clerk

EXHIBIT A

PLAN FOR AN INDUSTRIAL DEVELOPMENT PROJECT

[On file in the office of the County Clerk]