



RESOLUTION 06-2026 OF THE VILLAGE OF ASHVILLE



A RESOLUTION APPROVING A DEVELOPMENT AND SUPPLY AGREEMENT TERM SUMMARY WITH EDGECONNEX AND DECLARING AN EMERGENCY

WHEREAS, EdgeConneX intends to obtain permits through the Village of Ashville to construct and operate two data center buildings with ancillary buildings and infrastructure on certain property within the Village (currently Pickaway County Parcel Number D1300350000100 consisting of approximately 195.368 acres); and

WHEREAS, EdgeConneX, through an affiliate, also intends to develop and obtain permits through the Ohio Power Siting Board for authority to construct and operate a natural gas behind-the-meter power generating facility at the property; and

WHEREAS, the Village of Ashville and EdgeConneX want to memorialize a framework and timeline, for disclosure of Energy Center parameters, studies, and EdgeConnex's paid support to the Village, the Township, and the School District, through a Term Summary; and

WHEREAS, using this Term Summary, the Village of Ashville and EdgeConneX will negotiate and agree to a Development and Supply Agreement that must be approved by Council for the Village of Ashville; and

WHEREAS, Council for the Village of Ashville now wants to kick off this project by approving the Term Summary.

NOW, **THEREFORE, BE IT RESOLVED** by the Council of the Village of Ashville, County of Pickaway, State of Ohio:

SECTION ONE

Council for the Village of Ashville hereby approves the Development and Supply Agreement Term Summary attached hereto as Exhibit A.

SECTION TWO

It is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this resolution were adopted in an open meeting of Council and all deliberations of Council and any of the decision-making bodies of the Village of Ashville which resulted in such formal actions were taken in meetings open to the public in compliance with all legal requirements of the State of Ohio.

SECTION THREE

All prior legislation, or any parts thereof, which is/are inconsistent with this Resolution is/are hereby repealed as to the inconsistent parts thereof.

SECTION FOUR

Council declares this to be an emergency measure immediately necessary for the preservation of the public peace, health, and safety of this municipality and for the further reason that Council needs to accept these terms as soon as possible so that this project is not unnecessarily delayed. Wherefore, provided this Resolution receives the required affirmative votes of Council, this Resolution shall take effect and be in force immediately upon passage by Council.

Upon roll call on the adoption of the legislation, the vote was as follow:

Council Member	Yes	No	Council Member	Yes	No	Council Member	Yes	No	Council Member	Yes	No	Council Member	Yes	No
Jef Martin	<input type="checkbox"/>	<input type="checkbox"/>	Jesse Burke	<input type="checkbox"/>	<input type="checkbox"/>	Darryle Glick	<input type="checkbox"/>	<input type="checkbox"/>	R. David Rainey	<input type="checkbox"/>	<input type="checkbox"/>	Jeremy Scoby	<input type="checkbox"/>	<input type="checkbox"/>
												Ron Teeters	<input type="checkbox"/>	<input type="checkbox"/>

Offered by: _____

Seconded to the Motion Offered by: _____

ADOPTED THIS THE ____ DAY OF _____ 2026
EFFECTIVE THIS THE ____ DAY OF _____ 2026

ATTEST:

April D. Grube, Clerk-Fiscal Officer

APPROVED:

Roger Clark, Mayor

Approved as to form this 27th day of February 2026:


Brian M. Zets, Village Solicitor

DEVELOPMENT AND SUPPLY AGREEMENT - TERM SUMMARY
THE VILLAGE OF ASHVILLE, OHIO AND EDGECONNEX, INC.
FEBRUARY 26, 2026

Parties to the Development and Supply Agreement (the “DSA”):

- Village of Ashville (“**Village**”)
- EdgeConneX, Inc. and its affiliates (“**Company**” and together with the Village, the “**Parties**”)

Project Description:

- The Company intends to obtain permits through the Village for authority to construct and operate two data center buildings (the “**Data Center**”) with ancillary buildings and infrastructure on certain property within the Village (currently Pickaway County Parcel Number D1300350000100 consisting of approximately 195.368 acres). The Company, through an affiliate, also intends to develop and obtain permits through the Ohio Power Siting Board (“**OPSB**”) for authority to construct and operate a natural gas behind-the-meter power generating facility at the property (the “**Energy Center**” and collectively with the Data Center, the “**Project**”).

DSA Purpose:

- To memorialize a framework for disclosure of Energy Center parameters, studies and Company paid support.
- To facilitate a meeting of minds with respect to the Village’s and the Company’s expectations for the development of the Project, including cooperation on (1) utilities and infrastructure; (2) community benefits and opportunities; and (3) permitting and processing governance in accordance with applicable law.
- To memorialize the Company’s offer of up to \$102,000,000 in support to the Village, Harrison Township (“**Township**”) and Teays Valley Local School District (“**Teays Valley**”), plus new community authority (“**NCA**”) charges.
- To identify the possibility of an additional \$74,000,000 to the Village, Township, and Teays Valley as compensation for future mutually agreed upon incentives if the Village elects, in its sole discretion, to revisit annexation of property to the north of the Project in the Township.

Anticipated Timeline:

<u>DATE</u>	<u>ACTIVITY</u>
March 2, 2026	Village Council to consider suspension of three readings and approval of this term sheet
March 5, 2026	Company provides \$50,000 of funding to offset Village expenses for professional assistance
March 3-March 12, 2026	Village, School District and Company to negotiate DSA
March 2-9, 2026	Energy Center pre-application letter for OPSB
March 16, 2026	Village first reading of DSA
March 16-23, 2026	Company submits building permit to Village
Now – March 23, 2026	School district socializes proposed Project with school board and seeks approval of proposed school board resolution on March 23 rd
March 23-April 3, 2026	Two public information meetings (at least 21 days after pre-application letter)

<u>DATE</u>	<u>ACTIVITY</u>
Mid-March – Mid-April, 2026	Village reviews data center building permit and Company
April 6-April 24, 2026	Company replies to any Village questions about the building permit
April 6, 2024	Village second reading of DSA and approval
April 20, 2026	If necessary, Village third reading of DSA and emergency approval
April 1-30, 2026	<p>Submission of the “Application” to OPSB, with a copy to the Village, which will generally include those matters required by the OPSB, such as:</p> <ul style="list-style-type: none"> • Purpose and scope • Project summary and applicant information • Project description and schedule in detail • Project area selection and site design • Electric grid interconnection information • Economic impact and public interaction • Air, water, solid waste and aviation regulations • Health and safety, land use and ecological information <p>And the following reports or exhibits (the “Reports”):</p> <ul style="list-style-type: none"> • Aviation report • Geotechnical report • Preliminary emergency action plan • Noise study • AM/FM study • Television study • Radar systems study • Microwave study • Ecological resources study • Wetland and waterways report • USFWS and ODNR correspondence • Cultural resources study • Viewshed report
No later than May 7, 2026	Execution of DSA
No later than May 8, 2026	Data Center building permit issued (subject to the submission being consistent with applicable law)
Approximately May 11-15, 2026	Commence construction on the Data Center
Approximately May 15 - June 15, 2026-	OPSB – Letter of Completeness expected
June 15, 2026	Village resolution of support for the Energy Facility
July, 2026	OPSB staff report
Approximately October 2026	OPSB decision

Summary Terms:**1. Binding Term Sheet Provisions**

- a. Company must provide the Village copies of its Reports filed with the OPSB (subject to appropriate redactions if applicable).
- b. Company to (i) fund \$50,000, up to an amount not to exceed \$100,000 to support Village engaging professional advisors for the Project, (ii) pay the Village's engineering review costs for the construction and dedication of utilities and infrastructure, and (iii) pay the Village's legal costs associated with negotiation of the DSA.
- c. Village Council acknowledges and agrees that the data center moratorium does not apply to the Data Center, and Village Council agrees to, to the extent required, the data center moratorium dated approximately December 22, 2025 by the Village is suspended with respect to this Project, and the existing zoning permit issued December 24, 2025 (ZR2025-66) is sufficient for the development of the Data Center by the Company.
- d. The Village will use its best efforts to cooperate with the Company to approve any Company required permits as soon as practicable, including but not limited to the building permit, so long as the building permit application comports with the Village building permit requirements.

2. Utilities and Infrastructure**a. Power**

- i. Company will provide the Village courtesy copies of preliminary documents for the Energy Center layout that will be publicly filed with the OPSB, and the Company will seek to facilitate a meeting among OPSB staff, Energy Center representatives and the Village to discuss those documents.
- ii. If the Energy Center connects to the electric grid, the Energy Center and Village will cooperate in good faith to evaluate connecting to the Village's municipal power utility (including considering and/or negotiating terms of a power/utility agreement and related infrastructure).
- iii. If the Energy Center connects to the grid through the Village's municipal power utility, the Company will provide the Village, at no cost, a right-of-way at a mutually agreed location sufficient for the Village to install a substation and metering infrastructure.

b. Water and EPA Directed Infrastructure (up to \$35MM infrastructure)

- i. Initial phase of Project supported by existing Village infrastructure, with the Village providing [50,000] GPD to the Project by [May 31, 2027].
- ii. Company to extend [12"] water main to the property, with Company responsible for design, permitting and construction costs.
- iii. Within 30 days of the later of (a) receipt of a final (non-appealable) permit for the Energy Center from the OPSB and (b) final (non-appealable) building permits for the Data Center, and the Village receipt of a bid acceptable to the Company, which acceptance shall not be unreasonably denied, delayed or withheld, Company to deposit the bid amount, up to \$35,000,000, into escrow for EPA-mandated infrastructure improvements, including water, sewer, and road improvements (the "**Improvements**").

- iv. The Village shall make available [50,000] GPD of water at a cost no higher than the lowest cost available to any other user, with no additional contributions by the Project beyond usage rates (subject to agreed caps/monitoring and emergency priority).

c. Wastewater

- i. For initial phase of Project, Company to connect private line to Village sewer main at 0 SR 752 (exact tie point to be determined).
- ii. Village represents that [50,000]GPD of wastewater capacity is available to the Company for the Project by no later than [May 31, 2027].
- iii. Company to pay its fair share, as a percentage based on its allocated capacity, of new capital projects necessitated by the Project.
 - 1. If the Company provides notice that its wastewater needs are expected to increase, it will work with the Village to pay for its share of the improvements through custom wastewater rates and/or capital expense payments.
- iv. Company and Village to cooperate on discharge constituents and best solutions for wastewater.
- v. Village agrees not to object to any on-site water, wastewater, and environmental impact strategies so long as they do not harm the Village's systems.

3. Community Benefits and Opportunities

a. Support for the Teays Valley, the Township and the NCA

- i. Provided the Teays Valley board passes a resolution of support for the Energy Center acceptable to the Company by March 31, 2026, then following the later of (a) receipt of a final (non-appealable) permit for the Energy Center from the OSPB and (b) final certificates of occupancy for the Data Center, the Company will contribute \$64,000,000 to the Teays Valley to support its capital improvements.
- ii. At the same time as described in § 1(b)(iii) above, the Company will contribute up to \$3,000,000 to the Township Fire Department for training and equipment.
- iii. The Company will consent to adding the Property to an NCA with a maximum real property charge of 10 mills.

b. Potential Future Opportunities (Additional Support Following Annexation and Re-Zoning of the Annexation Property)

- i. The Village is not obligated to proceed with any annexation approvals.
- ii. If the Village annexes and re-zones (acceptable to the Company) of approximately 485.957 acres in Township (the Pence and Black properties, D1200020018800, D1200020018900, D1200020019000, D1200020019100, and D1200020018711 (the “**Annexation Property**”) by no later than [June 30, 2027], then as compensation for a 15-year, [75%] CRA Agreement approved by Village, the Company will: (a) contribute \$10,000,000 to the Township, (b) contribute up to \$14,000,000 to the Village for a new water plant and up to \$18,000,000 to the Village for wastewater treatment plant expansion, which will serve the community and provide additional capacity for the Annexation Property; and (c) contribute

up to \$32,000,000 to Teays Valley, due within 90 days after final (non-appealable) approval and execution of the CRA Agreement.

4. Permitting and Processing

a. Village Approvals and Cooperation

- i. The Village will suspend readings and approve this term sheet by no later than March 2, 2026.
- ii. The Village will approve/execute the DSA by no later than May 7, 2026.
- iii. The Village will issue a resolution supporting the Energy Center and will file the resolution with the OPSB within 30 days after the Company files its application for the Energy Center with the OPSB.
- iv. The Village agrees to use its best efforts and take all actions reasonably required to enable the Company to secure the benefits of State of Ohio incentives (such as the data center sales tax exemption under Section 122.175 of the Ohio Revised Code).

b. Confirming Applicable Rules

- i. Village will confirm that no existing Village laws or regulations will impede the Project.
- ii. Village will confirm that future changes in Village laws or regulations cannot restrict the Project (as allowable today) (except Village-wide protection of public health and safety).

c. Non-discrimination protection for Project

- i. Taxes, fees (including permit and connection fees), special assessments and any exemptions from the foregoing will not be used to discriminate against the Project or the Company.

d. Following the Village's processes

- i. The DSA will identify the required Data Center approvals and timelines.
- ii. The DSA will confirm that the Village will meet those timelines and the Parties will cooperate to expedite reviews.
- iii. Village and Company will cooperate on removal (or placing) of easements, lot re-configuration, and other governmental approvals.

e. Confidentiality and Security

- i. Village will acknowledge that the Company has certain security protocols for site access by the Village / utility providers, etc.
- ii. Village and Company will establish a process to keep confidential / trade secret information protected.
- iii. Village acknowledges that water and wastewater are 24/7 requirements for the Project.
- iv. The Village will keep the Company informed of water outages and will work with the Company to timely resolve any unforeseen outage.

f. Rights and Remedies

- i. Company and Village agree that an uncured breach of the DSA by the Company will allow the Village to terminate the DSA.
- ii. Village and Company agree that an uncured breach by the Village will allow the Company to seek a mandamus action and to offset any claims against the Village arising from the breach by the Village.

Anticipated Exhibits/Appendices to DSA:

- A. Depiction and Description of the Project Site
- B. Data Center Approvals (memorializing those Village approvals needed)
- C. ROW description
- D. Village Resolution of support for Energy Center
- E. Teays Valley School Board Resolution of support for Energy Center