

KARIS CRITICAL STEWARDSHIP PLEDGE

Throughout the design and planning phase, Karis Critical Member, LLC, ("Karis") has incorporated best practices and undertaken several site-specific stewardship initiatives to ensure that the proposed Data Center operates in accordance with the environmental values and expectations of the company, its future tenants, the City of Naperville, and the State of Illinois. These initiatives represent tens of millions of dollars of investment in best-in-class design and operating technologies to ensure that the Data Center operates sustainably and efficiently for decades to come.

Karis presents this Stewardship Pledge, to be incorporated as an essential component of the conditional use for the proposed Data Center, as a representation of its voluntary commitments to the community. Karis makes the following pledges:

Responsible Operations:

- *Ownership & Operations.* Karis intends to obtain zoning approvals, acquire the underlying 40 acre parcel, finance, and ultimately develop the proposed 36 MW Data Center as more specifically detailed in the development plans submitted to the City of Naperville (the "Data Center"). Karis will partner with an experienced third-party operator who will be responsible for the day-to-day operations. Karis' third-party operations agreement will incorporate this Stewardship Pledge, ensuring that the operations team is readily aware of the commitments contained herein.
- *Prohibition on Crypto-Mining Operations.* The Data Center is intended to support the growing needs of today's cloud-connected society. To this end, the Data Center shall not house speculative and resource-intensive cryptocurrency mining operations.

Renewably Powered:

- *Enrollment in Green Energy Certificate Program (RECs).* Karis is required to purchase 100% of its electricity from the City of Naperville. As a good corporate citizen and steward of the environment, Karis will enroll in the City's Green Energy Certificate Program to purchase renewable energy certificates (RECs) and certify that 100% of its MWh IT Load energy usage (24-36MW) is matched to renewable energy generation placed on the grid. The RECs shall be purchased through the City of Naperville and the City shall retire the RECs on utilization.
 - o Commitments for the procurements of RECs shall occur decennially between the City and the Data Center, and be subject to reasonable modification by the parties based on changes to the City's sourcing of generation, market conditions, and technological advancements.
 - o Initially, the 10-year commitment will be to buy RECs from wind and solar projects constructed in Illinois or the broader M-RETS region within the last three-year period.

Local Investment:

- *Utility Infrastructure Improvements.* The City has confirmed that sufficient electrical load is available at the Indian Hill Substation to power the Data Center. Karis will fund 100% of the expense for necessary improvements to the Indian Hill Substation and for the extension of electrical feeds from the Indian Hill Substation to the Data Center.
- *Total Karis Investment.* Karis will make a minimum investment of Two Hundred and Fifty Million Dollars in the Data Center. Karis' investment is exclusive of tenant IT infrastructure which will represent additional investment of hundreds of millions of dollars.
- *No Local Subsidy.* Karis will not seek any subsidy or rebate from the City of Naperville regarding the development of the Data Center.

Environmentally Conscious Design & Operations:

- *Battery Backup.* The Data Center will rely on containerized battery systems to provide bridging power between the time of a power outage and back-up generators coming on-line. Each 2MWh containerized battery system will be housed in a 1-hour fire rated room. Karis has coordinated with the Naperville Fire Department regarding the proposed battery storage and has committed to meeting standards of the 2024 International Fire Code (City is currently operating on 2018 IFC) for all battery storage systems.
- *Backup Generators.* The Data Center will rely on twenty-four diesel generators to provide emergency power in the event of an electrical outage. Karis commits that the generators will be used solely for emergency purposes- i.e. they will not be utilized for peak shaving.
- *Generator Standards.* Karis commits to using diesel generators that meet U.S. EPA Tier 4 emission standards. The generators shall be part of a containerized system that provides sound attention and integral fuel containment.
- *Water Usage.* Karis commits to using an air-cooled, closed-loop chiller system that minimizes the use of potable water. Karis reasonably anticipates that the Data Center will use less water than the office building that previously occupied the property.
- *Sound Attenuation.* Karis commits to operating in compliance with applicable City of Naperville noise regulations. Essential infrastructure for the Data Center shall be programmed, constructed, and operated with sound attention consistent with the assumptions set forth in the Noise Impact Assessment submitted to the City of Naperville.
- *Dark-Sky Compliance.* Karis commits that all exterior lighting for the Data Center shall be dark sky compliant.
- *Prohibit Use of Coal Tar Sealants.* Karis commits that no coal tar sealants shall be utilized on privately owned drive-aisles or parking lots associated with the operation of the Data Center.
- *Electronic Waste Recycling Program.* Karis commits to the establishment of an electronic waste recycling program for the Data Center.
- *Electrical Usage.* Karis commits to capping leasable IT load of the Data Center to 36MW.

Oversight & Accountability:

- *Annual Property Stewardship Report.* For the first five years of commercial operations, Karis shall file a Property Stewardship Report detailing key operations of the campus, including the delivery of services from the city's electric and water utilities, statistics regarding reliability and operations of on-site backup generation, a property tax and fiscal impact summary, aggregate statistics for any requests for emergency services, and other operational information. The report shall detail any complaints or findings of violations that occurred during the calendar year, as well as the mitigation steps taken by the campus in response to these incidents. At the city's request, the obligation to submit the report can be renewed annually after the initial five-year period has elapsed.
- *Emergency Response and Safety Plan.* The campus shall establish and update, as necessary, an Emergency Response and Safety Plan that coordinates the potential responses of the City of Naperville, the Naperville Police Department, and the Naperville Fire Department to the property.
- *Point of Contact.* The Data Center operations team shall establish a primary and secondary point of contact for the City of Naperville (the "Emergency Contacts"). The Emergency Contacts shall be responsible for twenty-four seven communications with the City of Naperville.