

**MEMORANDUM OF UNDERSTANDING FOR MICRON COMMUNITY
INVESTMENT FRAMEWORK
IN CENTRAL NEW YORK**

I. INTRODUCTION

THIS MEMORANDUM OF UNDERSTANDING ("MOU") dated as of October 27, 2022 is by and between the New York State Urban Development Corporation doing business as Empire State Development ("ESD") and Micron Technology, Inc., together with its New York subsidiary ("Micron") (ESD and Micron being collectively referred to herein as the "Parties").

The Parties agree that robust community investment commitment is vital to the success of the Micron semiconductor memory fabrication facilities to be built in Clay, New York (the "Fab Complex"). This framework, hereinafter referred to as the Community Investment Framework ("CIF"), takes into account the shared values Micron and ESD have identified as priorities for ensuring inclusive growth and benefits to the greater Central New York region. The purpose of this MOU is to memorialize discussions and understandings between the Parties for the CIF, which the Parties anticipate will be incorporated into an approved "Green CHIPS Community Plan" upon formal adoption of the regulations governing the ESD Green CHIPS program.

II. SCOPE AND RESPONSIBILITIES

The Parties intend to continue working together in the spirit of cooperation to agree on final terms for the establishment of a Green CHIPS Community Plan based on the provisions set forth in this CIF. The final Green CHIPS Community Plan will be structured pursuant to ESD's adopted Green CHIPS program regulations. Consistent with the Green CHIPS program regulations, the parties expect that progress regarding the commitments set forth in the Green CHIPS Community Plan will be subject to regular public reporting.

A. Commitment to Establishing a Green CHIPS Community Investment Fund

1. Micron and ESD intend to partner together and with other state, local and national partners on the establishment of a \$500 Million Green CHIPS Community Investment Fund to be funded and distributed over 20 years. Micron would provide at least \$250 million to the Fund, with NYS contributing \$100 million and the remaining funding being raised from local, statewide and national partners.
2. Except as set forth under Section II.A.3 below, each entity will have sole authority to administer and disperse the money it provides the Fund, but agrees to engage with one another and with the Community Advisory Committee as defined in Exhibit A hereto. The Fund is intended to support four categories of spending: Workforce Development and Expansion, Education, Community Assets and Organizations, and Affordable Housing.
3. Funding from the Green CHIPS Community Investment Fund will not be used for research and development activities. The Parties intend that all Fund dispersals to higher education institutions will be intended to expand the workforce pipeline.

B. Commitments to Diverse Business Contracting and Utilization

1. Micron will use good faith efforts to achieve 30% of eligible construction spend from eligible categories with companies owned by socially and economically disadvantaged individuals (SEDI), with priority given to NYS Certified Minority/Women Owned Business Enterprises (“M/WBEs”) and Service-Disabled Veteran Owned Businesses (“SDVBOs”). For the Parties purposes as set forth herein (with such definition eligible to be expanded by the Parties by mutual agreement), a company will be considered a SEDI company if it is 51% owned, operated, and controlled by one or more individuals of underrepresented groups, including the following underrepresented populations: Women Owned Business, Minority Owned Business, Rural Businesses, Person(s) with Disability Owned Business, LGBT+ Owned Business, Veteran Owned Business and Service-Disabled Veteran Owned Business, Small Business Administration 8(a) program or Historically Underutilized Business Zone, and as may be defined by U.S. Department of Commerce for purposes of CHIPS. Eligible categories include contracts to be agreed by parties for the direct construction of a wafer fabrication facility and associated buildings. Eligible categories will not include procurement of specialized semiconductor equipment that is built into a wafer fabrication facility, such as instrumentation and controls, as well as abatement, water, chemical, and gas equipment, or construction costs related thereto. Eligible categories also will not include permits, government fees and similar matters.
2. Micron will use good faith efforts to achieve 20% of its eligible annual operating spend with diverse suppliers (defined as SEDI entities, with priority given to NYS Certified M/WBEs and SDVOBs). Eligible annual operating spend includes, but is not limited to, contingent labor, landscaping, janitorial services, cafeteria services, general maintenance, office supplies, HR services, marketing services, other professional services, local logistics, fleet management, tool installation labor, and insurance and bank fees.
3. Micron will invest in regional supplier diversity contracting and programming to support and develop SEDI contractors, with priority given to NYS Certified M/WBEs and SDVOBs.
4. Micron will require applicable Tier 1 and Tier 2 suppliers to establish goals for percentage of spend with diverse suppliers and will require those partners to submit to Micron annual reporting spend with diverse suppliers. Tier 1 suppliers shall refer to companies that will be directly contracted to provide goods and services to Micron. Tier 2 suppliers shall refer to companies that are directly contracted to provide goods and services to Micron’s direct suppliers.

C. Commitments to Providing Employment Opportunities for Diverse and Disadvantaged Populations

1. Micron will work with state and local partners and construction contractors and subcontractors to establish a target percentage of the construction workforce to be from disadvantaged populations. Micron will encourage contractors to conduct focused recruiting and pipeline development activities to strive, in good faith, to meet the target, and Micron will require contractors to report their results.
2. Micron will encourage construction contractors and subcontractors to use Syracuse Build as a first source model to identify candidates for hiring from disadvantaged populations.
3. Micron will establish a target percentage of permanent hires for facility operations to be made from targeted census tracts and historically disadvantaged populations as mutually defined by Micron and state and local partners. Micron will conduct focused recruiting and

pipeline development activities (such as with the Syracuse STEAM School, Syracuse Central School District, and/or BOCES) to strive, using good faith efforts, to meet the target. The final target percentage will be documented in Micron's Green CHIPS Community Plan with ESD.

4. Micron will establish an intern program, currently expected to make up three to five percent of the Fab Complex's headcount, which will ramp up over time. Micron will set a target percentage of intern positions to be filled by individuals from historically disadvantaged populations and will conduct good faith, focused recruiting activities to strive to meet the target. The final target percentage will be documented in Micron's Green CHIPS Community Plan with ESD.
5. Micron will commit to using measures and programming to increase construction and work participation by underrepresented populations to expand the construction ecosystem and remove barriers to SEDI (Socially and Economically Disadvantaged Individuals/entities) participation.

D. Commitments to Education and Workforce Pipeline Development

1. Micron and ESD will partner with and invest in New York higher educational institutions to develop curriculum and facilities for training on the knowledge and skills needed for semiconductor manufacturing, research and development, and other critical disciplines, and Micron will commit to hiring from among the graduates of such programs.
2. Micron will invest \$10 million over 10 years in the Syracuse STEAM School and other STEM-related K-12 programs in the region, as part of its commitment to the Green CHIPS Community Investment Fund. The company will discuss with state and local partners, in good faith, a level of participation by company leaders and other team members in collaborating on curriculum development and learning experiences.

E. Commitments to Workforce Support Programs

1. Micron will subsidize the building and maintenance of a childcare facility on-site or adjacent to the site for team members to use, and if consistent with its practices at other sites, Micron will consider subsidizing other childcare facility operating costs.
2. Micron will provide team member incentives for use of public transit.
3. Micron will install a public bus stop on the Fab Complex site. The company will collaborate with the regional transit authority to extend public transit to the Fab Complex site.

F. Commitments to Community Engagement

1. Micron will work with local partners, including the Community Advisory Committee, to facilitate the solicitation of projects to be funded by a Green CHIPS Community Investment Fund. The Committee will work with Micron to support ongoing community engagement, help to recommend community investment grants to be made from Micron's contribution to the Green CHIPS Community Investment Fund, and support implementation and monitoring of the overall CIF and subsequent Green CHIPS Community Plan between Micron and ESD.
2. Micron will locate a senior corporate executive in New York to oversee the White Pine site.

3. Micron will invest \$10 million in venture funding in partnership with the regional tech ecosystem, as part of its commitment to the Green CHIPS Community Investment Fund. Micron will ensure Micron Ventures office coverage in and will participate in upstate New York tech ecosystem programming.
4. Micron will actively support smart growth in the region through steering suppliers to existing business parks and areas with existing infrastructure, where possible. Micron will expressly encourage these activities in supplier RFPs.
5. Micron will pursue opportunities to collaborate on research and development initiatives, such as with NY CREATES, SUNY and other New York institutions of higher education, other New York semiconductor companies, and a potential National Semiconductor Technology Center.
6. Micron is committed to volunteering and giving in the communities where it operates. The company provides two days paid volunteer time per year for each team member, and volunteer opportunities may include serving in community-based organizations.

III. ADDITIONAL TERMS AND CONDITIONS

- A. **Confidentiality:** Unless otherwise mutually agreed upon, the Parties agree to subject this MOU to confidentiality and coordinate with respect to any related publicity. However, the Parties shall be deemed not to be in violation of this Section III(D) if required to disclose information or documents pursuant to statute, regulation or court order, including the New York State Freedom of Information Law.
- B. **Governing Law:** This MOU shall be governed by and constructed in accordance with the law of the State of New York without giving effect to its conflicts of law principles or rules
- C. The provisions of this document and statements made in related correspondence, draft documentation, and discussions (including but not limited to e-mail correspondence) shall not constitute an offer, acceptance, final proposal, or agreement. Nothing contained herein shall impose upon either of the Parties any duty to negotiate, and either of the Parties may terminate discussions at any time for any reason or no reason without notice or any obligation or liability to the other Parties. In the event that this MOU is signed, the provisions it contemplates shall only become effective to the extent and in the form that subsequent legally binding agreements, if any, (the "Definitive Agreements") are approved, including but not limited to a final Green CHIPS Community Plan. The Parties agree that this document does not contain all of the terms and conditions of any arrangement contemplated between the Parties, which terms and conditions shall only be as set forth in any Definitive Agreements the Parties might reach. Notwithstanding the foregoing, Parties agree that Section III is binding.

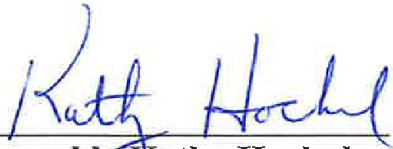
IV. SIGNATURES

The signatories below represent that they have the authority to make the commitments set forth in this MOU on behalf of their respective organizations. The MOU may be signed in one or more counterparts, each of which shall be deemed to be an original and all of which when taken together shall constitute the same MOU. Any signed copy of the MOU made by photocopy, facsimile, or pdf adobe format shall be considered an original.

IN WITNESS WHEREOF, the Parties hereto have executed this document as of the 27th day of October, Two-thousand and twenty-two.

THE STATE OF NEW YORK

By:


The Honorable Kathy Hochul
Governor of the State of New York
27th Day of October, Two-Thousand and
Twenty-two

MICRON TECHNOLOGY, INC.

By:



Sanjay Mehrotra
Chief Executive Officer
Micron Technology, Inc.
27th Day of October, Two-Thousand and
Twenty-two

Exhibit A: Central NY Community Advisory Committee Overview

Purpose and Formation: Establish the framework for a Community Advisory Committee (the “Committee”), as referenced in the Green CHIPS program regulations, that coordinates with Empire State Development (“ESD”), Micron Technology, Inc. and its New York subsidiary (collectively “Micron”, together with ESD the “Parties”), and local stakeholders to facilitate ongoing community engagement to Micron and ESD for the purpose of identifying and recommending ideas for investment in the Central NY community, as well as provide implementation support to Micron’s Community Investment Framework and subsequent Green CHIPS Community Plan once approved by ESD.

Committee Makeup: The Committee shall include a diverse group of stakeholders from the Syracuse, Clay and Central New York Community, and will include community members, representatives of local government, community-based organizations, philanthropic organizations, educational institutions, faith-based organizations, tribal organizations, veterans’ organizations, and the business community. The makeup of the Committee will seek to best provide perspective on the targeted areas of investment and community impact under Micron’s Green CHIPS Community Plan and in the federal CHIPS program: workforce development and diversity in the labor force, expanding opportunity for historically disadvantaged individuals, education, affordable housing, and community assets and organizations. The members will represent diversity in race and ethnicity, household income, social and professional backgrounds, gender, and associated life experiences.

The Parties anticipate that shortly after an initial public announcement and signing of this MOU in October 2022, ESD will coordinate with Micron and local partners to identify prospective Committee members. ESD, in consultation with Micron and local partners, will determine the initial makeup of the Committee, appoint all members, and will seek to convene the Committee in early 2023 to begin engagement on ideas for future funding uses. ESD will collaborate with Micron and local partners on any future changes to the organization or structure of the Committee, as well as prospective changes to Committee membership

The Committee shall initially consist of 11 members appointed from the community and five (5) ex officio members representing Micron and State and local governments. Those ex officio members will include an ESD representative, Onondaga County representative, City of Syracuse representative, Town of Clay representative, and Micron representative. ESD will appoint two Co-Chairs from the 11-person Committee anticipated on a three-year term/cycle.

It is expected that turnover of the Committee membership may occur given the duration of the project development. ESD may conduct regular review of Committee membership every three years in consultation with the Committee Co-Chairs and Micron, and would collaborate with local government partners to determine and approve changes.

Role and Responsibility of the Committee: The Committee will provide guidance to Micron, ESD, and any other contributors to the Fund on community priorities and prospective areas for investment in line with the MOU between Micron and ESD. All final decision-making authority for use of funding will be made by the funder, through ongoing engagement with the Committee the funders will gain ideas and insight on meeting the commitments identified in the CIF and Green CHIPS Community Plan. The Committee will serve as a valuable source of information for Micron, ESD, and future partners, and allow the entities to make informed decisions on use of the investments each provided through the Fund to make tangible impacts in the Central New York Community. The Committee may undertake other activities beyond this scope at Micron’s request.

Exhibit A: Central NY Community Advisory Committee Overview

Committee Meetings: The Committee will establish a regular cadence of meetings in consultation with Micron and ESD. The Committee shall conduct at least two public meetings per year, as practical. All ex officio members of the Committee have the right to be present at all Committee meetings. Committee meetings will be used to discuss prospective ideas for the funders to consider under the Green CHIPS Community Investment Fund, and identify any challenges with funding goals that the Committee could help mitigate.

ESD has, in its sole authority as the provider of Green CHIPS incentives, the ability to engage with the Committee to discuss its overall progress. ESD will bring any concerns for discussion at a future Committee meeting.

All meeting agendas shall be provided to Committee members in draft form, in advance of finalization of the said agendas. No agenda shall include items or topics that exceed the Committee's scope and mandate.

Reporting: ESD and Micron will receive regular minutes of Committee meetings from the Co-Chairs. ESD will have the ability to publish regular updates of Committee activity as part of an overall implementation update on Green CHIPS with the intent of communicating progress and impact in the Central NY community. Any ESD reports will be discussed in advance with the Committee, Micron, and local government partners.