The City of Stillwater OKLAHOMA

STILLWATER ECONOMIC DEVELOPMENT AUTHORITY AGENDA
June 6, 2022
723 S Lewis Street
Room 1122B
Stillwater, OK 74074

5:30 P.M. or immediately following the City Council meeting

Chair Will Joyce, Vice Chair Alane Zannotti, & Trustees Amy Dzialowski, Christie Hawkins, & Kevin Clark

1. Call Meeting to Order

2. Consent Docket

Items listed on the consent docket are routine administrative matters that may be approved without discussion. The Trustees will take action on these items collectively with a single vote. The requested Trustees action is indicated for each item listed. Should a Trustee elect to discuss, amend, revise, or table any item listed on the consent docket, the item will be moved to the section of the agenda titled "Items Removed from the Consent Docket" for consideration and possible action. Additionally, a Trustee or the General Manager may simply ask the Chair to remove an item from the consent docket prior to action by the Trustees and no action will be taken on the removed item at this meeting.

a.	Approve regular meeting minutes of May 16, 2022		

3. Public Comment

*Stillwater City Code, Section 2-53(a) & (b), provides that taxpayers or residents of the city, or their authorized legal representatives, may address the Trustees at a regularly scheduled meeting on **any item of business listed on the meeting agenda** provided they have submitted a written request prior to the meeting either online at [Request to speak form] or via the form found in the lobby outside Council chambers prior to meetings.*

4. Items Removed from Consent

Items removed from the consent docket are placed on this section of the agenda for discussion, revision, amendment and/or tabling prior to action by the Trustees. The Trustees may take action, including a vote or series of votes, on items removed to this section of the agenda after the requested discussion, revision or amendment.

5. Resolutions

The Trustees will hear a staff presentation, discuss and take action, including a vote or series of votes, on each resolution listed, as presented, or as amended or revised by the Trustees.

a.	RESOLUTION NO. SEDA-2022-2: A RESOLUTION APPROVING A REDEVELOPMENT AGREEMENT, COVENANT AGREEMENT, AND ESCROW AGREEMENT (ASSISTANCE IN DEVELOPMENT FINANCING DISBURSEMENT AGREEMENT), BETWEEN THE	Melissa Reames

	STILLWATER ECONOMIC DEVELOPMENT AUTHORITY, AND USA RARE EARTH MAGNETS, LLC, AND USA RARE EARTH REAL ESTATE, LLC	
b.	RESOLUTION NO. SEDA-2022-1: A RESOLUTION AUTHORIZING THE BORROWING OF FUNDS IN AN AGGREGATE PRINCICPAL AMOUNT NOT TO EXCEED $7,000,000.00; AUTHORIZING THE ISSUANCE OF TAX APPORTIONMENT OBLIGATIONS; WAIVING COMPETITIVE BIDDING ON THE ISSUANCE OF THE NOTES ISSUED IN CONNECTION WITH THE TAX APPORTIONMENT OBLIGATIONS; AUTHORIZING ASSISTANCE IN DEVELOPMENT FINANCING; APPROVING AND AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN OF THE STILLWATER ECONOMIC DEVELOPMENT AUTHORITY TO APPROVE, FINALIZE, EXECUTE, MODIFY AND/OR DELIVER THE NECESSARY OR APPROPRIATE TRANSACTIONAL DOCUMENTS; ALL AUTHORIZATIONS HEREUNDER BEING IN ACCORDANCE WITH AUTHORIZATIONS OF THE CITY COUNCIL	Melissa Reames

6. Reports from Officers and Boards

Announcements and remarks of general interest may be made by Trustees, the General Manager, or the General Counsel. Items of City business that may require discussion or action including a vote or series of votes are listed below.

   a. Miscellaneous items from the General Counsel
   b. Miscellaneous items from the General Manager
   c. Miscellaneous items from the Trustees
      i. Discussion about scheduling items for future meetings.

7. Questions and Inquiries

8. Adjourn

On 06.03.22 at 8:00, a true and correct copy of this agenda was posted on the kiosk outside City Hall, 723 S Lewis Street, Stillwater, OK.

pbmus

The City of Stillwater encourages participation from all citizens. If participation at any public meeting is not possible due to a disability, please notify the City Manager's office at least 48 hours prior to the meeting by calling 405.742.8209.

- Meetings are televised on AT&T U-verse channel 99 and Suddenlink channel 14.
- Find meeting agendas and minutes online at Agendas and Minutes
- Official minutes are archived in the City Clerk's office.
- Go to eNotifications for email notices when an agenda is posted. Select each elected or appointed board or committee for which you would like to receive notices.

IN ACCORDANCE WITH THE OKLAHOMA OPEN MEETING LAW, THE AGENDA WAS POSTED MAY 13, 2022 AT 4:58 P.M. AT THE MUNICIPAL BUILDING, 723 SOUTH LEWIS, STILLWATER, OKLAHOMA

MINUTES
STILLWATER ECONOMIC DEVELOPMENT AUTHORITY
REGULAR MEETING
COUNCIL HEARING ROOM
723 S. LEWIS
MAY 16, 2022

PRESENT: **CHAIR WILLIAM H. JOYCE, VICE CHAIR ALANE ZANNOTTI AND COUNCILOR KEVIN CLARK**
ABSENT: **TRUSTEES AMY DZIALOWSKI AND CHRISTIE HAWKINS**

1. CALL MEETING TO ORDER

Chair Joyce called the meeting to order at 6:19 p.m.

2. CONSENT DOCKET

a. Approve regular meeting minutes of April 4, 2022, special meeting minutes of April 15, 2022 and executive session minutes of April 15, 2022

MOTION BY TRUSTEE CLARK, SECOND BY VICE CHAIR ZANNOTTI TO APPROVE THE CONSENT DOCKET AS PRESENTED.

ROLL CALL VOTE: JOYCE-YEA, ZANNOTTI-YEA, CLARK-YEA.
NAY-NONE. MOTION CARRIED WITH THREE YEA VOTES.

3. PUBLIC COMMENT ON AGENDA ITEMS NOT SCHEDULED FOR PUBLIC HEARING

There were no requests to speak on agenda items not scheduled for public hearing.

4. ITEMS REMOVED FROM CONSENT DOCKET

None.

5. GENERAL ORDERS

a. Consider recommendation from the TIF #3 Implementation Committee regarding a small business enhancement funding request from Cali Crissup dba Social 174 Stilly and authorize staff and special counsel to enter into a small business enhancement agreement with Social 174 Stilly

Deputy City Manager Melissa Reames introduced Cali Crissup with Social 174 Stilly. Ms. Crissup gave the history on how her business developed, the kind of products she will offer and answered the Trustees questions.

Ms. Reames reported that on May 2, 2022, the TIF Committee reviewed the application submitted by Cali Crissup dba Social 174 Stilly under the small business enhancement financing category of the TIF3 project. Ms. Crissup is requesting up to one half of approved expenditure costs not to exceed $9,975.16 in reimbursement funding from TIF3 for the façade improvements at 607 S. Main Street. The committee reviewed the application and found that it met the criteria outlined in the implementation guide for assistance and voted 5-0 to recommend this proposal to the SEDA Trustees for consideration.

MOTION BY VICE CHAIR ZANNOTTI, SECOND BY TRUSTEE CLARK TO APPROVE CALI CRISSUP DBA SOCIAL 174 STILLY SMALL BUSINESS ENHANCEMENT FUNDING REQUEST AND AUTHORIZE STAFF AND SPECIAL COUNSEL TO SIGN THE RELATED DOCUMENTS.

ROLL CALL VOTE: JOYCE-YEA, ZANNOTTI-YEA, CLARK-YEA.
NAY-NONE. MOTION CARRIED WITH THREE YEA VOTES.

b. Consider recommendation from the TIF #3 Implementation Committee regarding the proposed redevelopment agreement with Gaia Holdings, LLC and authorize the general manager and special counsel to negotiate, finalize and execute the terms of the redevelopment agreement for the project consistent with the term sheet

Deputy City Manager Melissa Reames stated this next project qualifies as a significant development according to the objectives in the project plan. She introduced Alberto Gallardo and Dr. Estefanny Davalos Elizondo with Gaia Holdings, LLC. Mr. Gallardo presented their project, development plans, programs that will be offered and answered the Trustees questions.

Ms. Reames reported that the TIF Implementation Committee agreed that this is a wonderful project and would bring life to an underserved part of Stillwater. She gave an overview of the financials for this redevelopment project. The TIF Committee's recommendation is to award $462,740 in arrears to this project; however, Mr. Gallardo is requesting funds upfront. Ms. Reames stated that all funds for this TIF have been awarded and one of those awards is to Everyman. Everyman has still not entered into a redevelopment agreement, so if circumstances change for that project, funds could be freed up. Ms. Reames suggested to start with entering into a redevelopment agreement from the TIF Committee's recommendation and as things progress staff can come back to the Trustees with an amended redevelopment agreement in the future.

MOTION BY CHAIR JOYCE, SECOND BY TRUSTEE CLARK TO DIRECT STAFF TO ENTER INTO A REDEVELOPMENT AGREEMENT WITH GAIA HOLDING, LLC AND AUTHORIZE THE GENERAL MANAGER AND LEGAL COUNSEL TO NEGOTIATE, FINALIZE AND EXECUTE THE TERMS OF THE REDEVELOPMENT AGREEMENT IN AN AMOUNT NOT TO EXCEED $462,740 PAID IN ARREARS FOR THE PROJECT CONSISTENT WITH THE TERM SHEET.

ROLL CALL VOTE: JOYCE-YEA, ZANNOTTI-YEA, CLARK-YEA.
NAY-NONE. MOTION CARRIED WITH THREE YEA VOTES.

6. RESOLUTIONS

a. Resolution No. SEDA-2022-3: A resolution of the Stillwater Economic Development Authority adopting an operating budget for the Fiscal Year 2022-2023

Mayor Joyce stated this is the same budget that was presented at the public hearing on May 2, 2022.

MOTION BY TRUSTEE CLARK, SECOND BY VICE CHAIR ZANNOTTI TO ADOPT RESOLUTION NO. SEDA-2022-3.

ROLL CALL VOTE: JOYCE-YEA, ZANNOTTI-YEA, CLARK-YEA.
NAY-NONE. MOTION CARRIED WITH THREE YEA VOTES.

7. REPORTS FROM OFFICERS & BOARDS

a. Miscellaneous items from General Counsel: No report.
b. Miscellaneous items from General Manager: No report.
c. Miscellaneous items from Trustees: No report.
   i) Discussion about scheduling items for future meetings

8. QUESTIONS & INQUIRIES

None.

9. ADJOURN

MOTION BY TRUSTEE CLARK, SECOND BY VICE CHAIR ZANNOTTI TO ADJOURN THE MAY 16, 2022 REGULAR MEETING OF THE STILLWATER ECONOMIC DEVELOPMENT AUTHORITY.

ROLL CALL VOTE: JOYCE-YEA, ZANNOTTI-YEA, CLARK-YEA.
NAY-NONE. MOTION CARRIED WITH THREE YEA VOTES.

The regular meeting of the Stillwater Economic Development Authority adjourned at 6:58 p.m.

WILLIAM H. JOYCE, CHAIR **STILLWATER ECONOMIC DEVELOPMENT AUTHORITY**	**TERESA KADAVY, SECRETARY** **STILLWATER ECONOMIC DEVELOPMENT AUTHORITY**

RESOLUTION NO. SEDA-2022-2

A RESOLUTION APPROVING A REDEVELOPMENT AGREEMENT, COVENANT AGREEMENT, AND ESCROW AGREEMENT (ASSISTANCE IN DEVELOPMENT FINANCING DISBURSEMENT AGREEMENT), BETWEEN THE STILLWATER ECONOMIC DEVELOPMENT AUTHORITY, AND USA RARE EARTH MAGNETS, LLC, AND USA RARE EARTH REAL ESTATE, LLC

WHEREAS, the City of Stillwater ("City") and the Stillwater Economic Redevelopment Authority, a public trust having as its beneficiary the City of Stillwater (the "Authority"), have an interest in promoting economic development by creating non-retail development opportunities within the City of Stillwater as a method of retaining and expanding employment in the area, attracting major investment, enhancing the tax base, stimulating economic growth, improving the community's quality of life, and otherwise strengthening the community; and

WHEREAS, USA Rare Earth Magnets, LLC, a Delaware limited liability company, and USA Rare Earth Real Estate, LLC, an Oklahoma limited liability company (collectively, "Redeveloper") propose a non-retail development which is the type of project envisioned by the 2022 Amended Project Plan (hereafter defined), and which will generate substantial capital investment and create desirable new employment opportunities within the City; and

WHEREAS, in order to attract non-retail development with high quality employment, and recognizing the significant costs associated with the proposed non-retail development, the City and the Authority wish to support the Redeveloper's proposal by providing economic development incentives reimbursable by a portion of the new real and business personal property taxes generated by the ad valorem taxes in an increment district, subject to the conditions and terms described in this Agreement; and

WHEREAS, as authorized by the Oklahoma Local Development Act, Title 62, Oklahoma Statutes, Section 850, et seq., as amended ("Local Development Act"), the City Council of the City of Stillwater has adopted the 2022 Amended Stillwater (Re)Investment Plan (A Stillwater Downtown/Campus Link Project Plan) (hereinafter the "2022 Amended Project Plan") to establish a new increment district and create a budget of estimated project costs to support the development, improvement and expansion of non-retail business enterprise with high quality employment opportunities; and

WHEREAS, the Redevelopment will help to expand employment, bring new residents to the area, and stimulate additional private development in the area and will be financed from a combination of public and private sources, including apportionment of sales tax increments and ad valorem tax increments from the increment district created under the 2022 Amended Project Plan; and

WHEREAS, Special Counsel for Economic Development and City staff have prepared a Redevelopment Agreement, pursuant to which Redeveloper will be obligated to: (a) make an estimated investment of approximately $140 million, comprised of $9.9 million in building and land acquisition costs, $17 million in immediate building improvement construction costs, and $113 million in additional building improvements and new equipment purchases, to develop and operate the first U.S. based rare earth metal, strip casting and neo-magnet production facility, and add new full-time employees in the City of Stillwater as set forth in the Redevelopment Agreement (collectively, the "Redevelopment"), on certain real property located at 100 W. Airport Road, Stillwater, Payne County, Oklahoma ("Property"); (b) submit to the Authority evidence of financing of the costs of the Redevelopment and evidence that the total development costs is no less than $140 million; (c) submit to the Authority schematic design drawings, design development and construction documents for review and approval; (d) provide an executed copy of the construction contract(s) for the Redevelopment; (e) commence and complete each phase of the Redevelopment on or before certain deadlines; (f) cause the Redevelopment to be continuously and fully operated for the duration of the increment district to be activated by City Council for the Redevelopment pursuant to the 2022 Amended Project Plan; (g) execute a Covenant Agreement securing a minimum payment of taxes (or payment in lieu of taxes), to ensure repayment of certain portion of the upfront assistance in development financing provided in support of the Redevelopment; and (h) execute an escrow agreement (assistance in development financing disbursement agreement) pursuant to which the Authority will periodically disburse the upfront assistance in development financing; and

WHEREAS, in consideration of the anticipated substantial benefit to the City as a result of the Redevelopment and recognizing the significant costs involved with the Redevelopment, the Authority will provide assistance in development financing to support the Redevelopment, as follows:

<u>Periodic Assistance in Development Financing</u>: an amount equal to ninety percent (90%) of the tax increment generated by the ad valorem taxes assessed against the Property and paid by the Redeveloper for a period not to exceed twenty (20) years, or until such date the authorized 2022 Amended Project Plan budget costs are paid, whichever is sooner, commencing the first fiscal year following completion of Phase I of the Redevelopment. The remaining balance of incremental revenues generated by the Redevelopment shall be used by the Authority to provide financial support to the Stillwater Public Schools and to pay authorized project costs set forth in the 2022 Amended Project Plan, other than assistance in development financing. Downward adjustments shall be made to the benefits payable to Redeveloper in the event Redeveloper does not meet the net new total annual payroll targets established in the Redevelopment Agreement.

<u>Upfront Assistance in Development Financing:</u> $7.0 million in upfront development financing assistance ("Development Capital Assistance") for the provision of real property improvements purchased and installed for the operation of the Redevelopment, which will be funded in accordance with the terms and conditions of an Escrow Agreement (Assistance in Development Financing Disbursement Agreement) executed by Redeveloper and the Authority. The Covenant Agreement will secure repayment to the Authority the full amount of the Development Capital Assistance, plus actual interest and costs incurred by the Authority.

WHEREAS, the Board of Trustees of the Stillwater Economic Development Authority deems it appropriate to approve the terms and conditions of the Redevelopment

Agreement, and find that such approval is in the best interests of the City, and the health, safety, and welfare of the City and its residents.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Stillwater Economic Development Authority, as follows:

1. The Redevelopment Agreement by and between the Stillwater Economic Development Authority, a public trust, USA Rare Earth Magnets, LLC, a Delaware limited liability company, and USA Rare Earth Real Estate, LLC, an Oklahoma limited liability company, is hereby authorized, approved, and ratified.

2. The Chairman and officers of the Authority and Special Counsel for Economic Development are authorized and directed to negotiate, finalize and execute the Redevelopment Agreement, to make corrections and adjustments thereto as may be appropriate and advised by Special Counsel for Economic Development, and to prepare, finalize, approve, and execute all supporting documents and instruments that are necessary and appropriate to implement and carry out the terms of the Redevelopment Agreement, to take implementing actions, and to perform the agreements and obligations contained in Redevelopment Agreement.

3. The Chairman and officers of the Authority and Special Counsel for Economic Development are authorized and directed to negotiate, finalize and record the Covenant Agreement, to make corrections and adjustments thereto as may be appropriate and advised by Special Counsel for Economic Development, and to prepare, finalize, approve, and execute documents that are necessary and appropriate to implement and carry out the terms of the Covenant Agreement.

4. The Chairman and officers of the Authority and Special Counsel for Economic Development are authorized and directed to negotiate, finalize and execute the Escrow Agreement (Assistance in Development Financing Disbursement Agreement), to make corrections and adjustments thereto as may be appropriate and advised by Special Counsel for Economic Development, and to prepare, finalize, approve, and execute documents that are necessary and appropriate to implement and carry out the terms of the Escrow Agreement (Assistance in Development Financing Disbursement Agreement).

5. The Chairman and officers of the Authority and Special Counsel for Economic Development are authorized and directed to prepare supporting documents, to take implementing actions, and to perform the agreements and obligations contained in Redevelopment Agreement, the Covenant Agreement, and the Escrow Agreement (Assistance in Development Financing Disbursement Agreement).

PASSED AND APPROVED this ______ day of ________________, 2022 by the Board of Trustees.

____
WILLIAM H. JOYCE, CHAIR

ATTEST:

____
Secretary

(SEAL)

APPROVED AS TO FORM AND LEGALITY:

____
Dan Batchelor, Special Counsel for
Economic Development

RESOLUTION NO. SEDA-2022-1

A RESOLUTION AUTHORIZING THE BORROWING OF FUNDS IN AN AGGREGATE PRINCICPAL AMOUNT NOT TO EXCEED $7,000,000.00; AUTHORIZING THE ISSUANCE OF TAX APPORTIONMENT OBLIGATIONS; WAIVING COMPETITIVE BIDDING ON THE ISSUANCE OF THE NOTES ISSUED IN CONNECTION WITH THE TAX APPORTIONMENT OBLIGATIONS; AUTHORIZING ASSISTANCE IN DEVELOPMENT FINANCING; APPROVING AND AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN OF THE STILLWATER ECONOMIC DEVELOPMENT AUTHORITY TO APPROVE, FINALIZE, EXECUTE, MODIFY AND/OR DELIVER THE NECESSARY OR APPROPRIATE TRANSACTIONAL DOCUMENTS; ALL AUTHORIZATIONS HEREUNDER BEING IN ACCORDANCE WITH AUTHORIZATIONS OF THE CITY COUNCIL

WHEREAS, on June 18, 2018, the City Council of Stillwater, Oklahoma ("City Council") adopted Ordinance No. 3407 approving the Stillwater (Re)Investment Plan (A Stillwater Downtown/Campus Link Project Plan) ("Project Plan") in accordance with the Oklahoma Local Development Act, 62 O.S. §850, et seq. ("Act"), and establishing Increment District No. 3, City of Stillwater ("Increment District No. 3"); and

WHEREAS, Ordinance No. 3407 was amended on November 5, 2018 by the City Council's adoption of Ordinance No. 3424, approving a minor amendment to the Project Plan, and was again amended on October 7, 2019 by the City Council's approval of a minor amendment and adoption of Ordinance No. 3440; and

WHEREAS, as a result of the potential to further achieve the purposes for which the original Project Plan and Increment District No. 3 were created and established, and to support the development, improvement, and/or expansion of non-retail business enterprise with high quality employment opportunities ("Project"), the City has approved, with the adoption of Ordinance No. 3494 on May 16, 2022, the 2022 Amended Stillwater (Re)Investment Plan (A Stillwater Downtown/Campus Link Project Plan) ("2022 Amended Project Plan") in accordance with the Act; and

WHEREAS, implementation of the 2022 Amended Project Plan will support the achievement of the economic development objectives of the City of Stillwater to serve as a catalyst to achieve its key development objectives, stimulate private investment, attract major investment, retain and expand employment, enhance the tax base thereby making possible investment that would be difficult or impossible without the project and the apportionment of tax increments from within the Increment Districts authorized pursuant to the 2022 Amended Project Plan; and

WHEREAS, City Council has directed the continuing apportionment of tax increments from the Increment Districts authorized pursuant to the 2022 Amended Project Plan to implement the 2022 Amended Project Plan; and

WHEREAS, the Stillwater Economic Development Authority, a public trust created for the use and benefit of the City of Stillwater, Oklahoma, pursuant to the provisions of 60 O.S. §176, *et seq.*, as amended and supplemented, and other applicable statutes of the State of Oklahoma, is authorized and directed to assist in the financing and implementation of the 2022 Amended Project Plan.

BE IT RESOLVED by the Trustees of the Stillwater Economic Development Authority:

Section 1. **Authorization to Borrow Funds and Provide Assistance in Development Financing**. Subject to the express approval of three-fifths (3/5) of the membership of the City Council of the City of Stillwater ("City Council"), pursuant to 60 O.S. §176(F), as amended, the Stillwater Economic Development Authority, a public trust organized and existing under the laws of the State of Oklahoma ("Authority"), the beneficiary of which is the City of Stillwater (the "City"), is hereby authorized and directed to borrow funds in an aggregate principal amount not to exceed $7,000,000.00 ("Loan"). To evidence the Authority's obligations to repay the Loan, the Authority hereby authorizes the issuance of one or more Tax Apportionment Notes ("Notes"), which may be paid in part by apportioned tax increments and by other revenues of the Authority, in an amount not to exceed $7,000,000.00, plus interest thereon, payment in full of which shall be made on or before the termination of the Increment District created pursuant to the 2022 Amended Project Plan and as authorized pursuant to the additional budgetary authorizations under the 2022 Amended Project Plan. In addition, the Authority requests annual City appropriations in sufficient amounts to cover each annual fiscal year's payment obligation, as security for the Loan.

The purpose of the borrowing is for the Authority to provide assistance in development financing in accordance with the terms and conditions of the Redevelopment Agreement, Covenant Agreement, and Escrow Agreement executed by the Authority, USA Rare Earth Magnets, LLC, a Delaware limited liability company, and USA Rare Earth Real Estate, LLC, an Oklahoma limited liability company, in furtherance of achieving the objectives of the 2022 Amended Project Plan, and pursuant to the authorizations and directions of the 2022 Amended Project Plan and the City Council.

Section 2. **Authorization by Beneficiary**. The authorizations to incur indebtedness, to issue tax apportionment obligations in a principal amount not to exceed $7,000,000.00, and to disburse loan proceeds as assistance in development financing, as set forth in this Resolution, is made in accordance with 60 O.S. §176, *et seq*., as amended, and is subject to the express approval of three-fifths of the membership of the City Council, pursuant to 60 O.S. §176(F), as amended.

Section 3. **Waiver of Competitive Bidding**. By a majority vote of not less than three-fourths (3/4) of the Board of Trustees, in accordance with 60 O.S. §176(G), as amended, competitive bidding on the sale of the Tax Apportionment Obligations is hereby expressly waived, and is subject to the express approval of three-fourths of the membership of the City Council, pursuant to 60 O.S. §176(G), as amended.

Section 4. **Approval of Documents**. The Chairman of the Authority (the "Chairman") is hereby authorized to approve, finalize, execute, modify and/or deliver the same, on behalf of the Authority, the following documents as are necessary for the Loans, issuance of the Notes, and disbursement of the assistance in development financing, and such documents shall be conclusively deemed approved by the Authority upon such execution and delivery, to wit:

a) All necessary or appropriate transactional documents as are necessary to consummate the Loans, issue the Notes, and disburse assistance in development financing, including but not limited to the documents, approvals, and information required to satisfy conditions precedent or other obligations under the Redevelopment Agreement, Covenant Agreement, and Escrow Agreement executed by the Authority, USA Rare Earth Magnets, LLC, a Delaware limited liability company, and USA Rare Earth Real Estate, LLC, an Oklahoma limited liability company, as well as note purchase agreements, financing agreements, pledge agreements, mortgage agreements, and other documents regarding the terms and conditions of the issuance of the Notes including, but not limited to, principal amount, maturity, interest rates, and other provisions, provided that such shall be consistent with and limited by other provisions of this Resolution.

b) Any and all other documents and certifications as necessary to consummate the issuance of the Notes and the transactions contemplated herein including, but not limited to (i) certifications, assurances and agreements on behalf of the Authority and (ii) such pledge agreements, subordination agreements, and other financing documents as may be necessary with respect to the issuance of the Notes or other outstanding indebtedness, if any.

Section 5. **Additional Authorizations**. Upon execution and delivery of documents contemplated by this Resolution, the Chairman is authorized and directed, on behalf of and in the name of the Authority, to (a) deliver the Notes in accordance with the terms of the Notes and related agreements; (b) direct disbursement of the proceeds received from the Notes for the payment of assistance in development financing; (c) approve, finalize, execute, modify, record, file and deliver all tax and security documents, certifications, and other documents necessary to consummate issuance of the Notes; (d) execute contracts and documents in furtherance of the Notes; and (e) engage note counsel and financial advisers to the extent necessary and desirable, and to enter into contracts with same. As used in this Resolution, "Chairman" shall mean the Chairman of the Authority, or, in the event of the disability, absence or unavailability of the Chairman, the Vice Chairman of the Authority.

PASSED, APPROVED, AND ADOPTED the ______day of June, 2022.

____
WILLIAM H. JOYCE, CHAIRMAN

ATTEST:

(SEAL)

____
Teresa Kadavy, Secretary

Approved as to form and legality.

____
Dan Batchelor, Special Counsel
for Economic Development

I, Teresa Kadavy, Secretary to the Trustees of the Stillwater Economic Development Authority, certify that the foregoing Resolution No. SEDA-2022-1 was properly adopted at a regular meeting of the Trustees of the Stillwater Economic Development Authority, held on the _____day of June, 2022, in the Stillwater Municipal Building, 723 S. Lewis, Stillwater, Oklahoma, that a quorum was present at all times throughout said meeting, and that at least four of the five Trustees voted in favor of said Resolution, in accordance with 60 O.S. §176.

____
Secretary

(SEAL)