

RESOLUTION NO. SUA-2021-8

A RESOLUTION AUTHORIZING THE ISSUANCE OF A LOAN TO THE STILLWATER ECONOMIC DEVELOPMENT AUTHORITY IN THE AMOUNT OF \$6,000,000.00; AUTHORIZING AN ADVANCE OF \$250,000.00 TO LAKEVIEW LANDING, LLC IN ASSISTANCE IN DEVELOPMENT FINANCING FOR PRE-DEVELOPMENT COSTS; APPROVING AND AUTHORIZING THE CHAIR OR VICE CHAIR OF THE 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

BE IT RESOLVED by the Chair and Trustees of the Stillwater Utilities Authority:

Section 1. Authorization of Loan to Stillwater Economic Development Authority. In accordance with the authorizations of the City Council of the City of Stillwater (“City Council”), the Stillwater Utilities Authority, a public trust organized and existing under the laws of the State of Oklahoma (“SUA”), the beneficiary of which is the City of Stillwater (the “City”), is authorized and directed to loan to the Stillwater Economic Development Authority, a public trust (“SEDA”), in the principal amount of \$6,000,000.00 (“Loan”), in exchange for a tax apportionment note executed by SEDA, providing for SEDA’s obligation to repay the Loan, plus interest thereon, within twenty-five (25) years, but in any event on or before the termination of Increment District No. 4, City of Stillwater (“Master Note”).

The purpose of the Loan is for SEDA to provide assistance in development financing to Lakeview Landing, LLC (“Redeveloper”) which is undertaking the redevelopment of the Boomer Lake Station Power Plant, a de-commissioned and obsolete steam turbine power plant, to create a new entertainment district destination area for the City, consisting of infill development with commercial, retail, residential, office, and recreational components, creating an entertainment venue and gathering space, within the boundaries Increment District No. 4, City of Stillwater (collectively, the “Redevelopment”), in accordance with the terms and conditions of the Redevelopment Agreement dated April 19, 2021 executed between the Redeveloper and SEDA (“Redevelopment Agreement”).

Section 2. Authorization of Advance for Pre-Development Costs. The SUA hereby authorizes SEDA to fund an advance to the Redeveloper up to \$250,000.00 (“Initial Advance”), which shall constitute the first draw under the Master Note, for the Redeveloper’s payment of pre-development costs necessary to finalize Design Development Documents, prepare Construction Documents, and satisfy other conditions precedent set forth in Section 2.3 of the Redevelopment Agreement, in return for the Redeveloper’s execution of a Promissory Note, pursuant to which Redeveloper shall be obligated, in the event of a default: (a) to deliver, or cause to be delivered, to SEDA, all Design Development Documents and Construction Documents for the Phase 1 Commercial Redevelopment; or (b) to pay SEDA in full the Initial Advance plus interest thereon.

The Initial Advance, or a portion thereof, may be disbursed by SEDA to the Redeveloper upon execution of agreements with respect to pre-development activities necessary to complete the Design Development Documents and Construction Documents for the Phase 1 Commercial Redevelopment, including the construction contract between the Redeveloper and its General Contractor, the contract between the Redeveloper and its Architect, an Assignment of the Design Development Documents and Construction Documents for the Phase 1 Commercial Redevelopment, the written consent and approval of the General Contractor and Architect to the Assignment, and the Promissory Note, all in form and substance satisfactory to SEDA. 95% of the Initial Advance may be disbursed for costs directly related to the Phase I Commercial Development, and 5% of the Initial Advance may be disbursed for townhome design development renderings for zoning and presales, which is essential to the Phase 1 Commercial Development.

Further disbursement of the Loan proceeds shall be made upon satisfaction of the conditions precedent and other obligations under the Redevelopment Agreement, and as directed by and in accordance with the authorizations of the City Council.

Section 3. Authorization by Beneficiary. The authorization to make the Loan in exchange for SEDA's issuance of tax apportionment obligations in the principal amount of \$6,000,000.00, and to authorize disbursement of the Loan proceeds as assistance in development financing, including the Initial Advance, as set forth in this Resolution was made in accordance with 60 O.S. §176(A) by the express approval of two-thirds of the membership of the City Council, through the approval of Resolution CC-2021-21 of the City Council on June 7, 2021.

Section 4. Approval of Documents. The Chair of the SUA (the "Chair") is hereby authorized to approve, finalize, execute, modify and/or deliver the same, on behalf of the SUA, the following documents as are necessary for the Loan, including the Initial Advance, and such documents shall be conclusively deemed approved by the SUA upon such execution and delivery, to wit:

- a) All necessary or appropriate transactional documents as are necessary to consummate the Loan, including the Initial Advance, including but not limited to the documents, approvals, and information required to satisfy any other obligations under the Redevelopment Agreement, draw schedules, notices, financing agreement, pledge agreement, mortgage agreement, and documents regarding the terms and conditions of the Master Note including, but not limited to, principal amount, maturity, interest rates, parity provisions and redemption provisions, provided that such shall be consistent with and limited by other provisions of this Resolution.
- b) Closing orders or other documents which shall direct the disbursement of the Loan to SEDA, including the Initial Advance.

Section 5. Additional Authorizations. Upon execution and delivery of documents contemplated by this Resolution, the Chair is authorized and directed, on behalf of and in the name of the SUA, to direct disbursement of the Loan to SEDA, including the Initial Advance, as authorized by SEDA or direction of the Chair. As used in this Resolution, "Chair" shall mean the Chair of the SUA or, in the event of the disability, absence or unavailability of the Chair, the Vice Chair of the SUA.

PASSED, APPROVED, AND ADOPTED the 7th day of June, 2021.

WILLIAM H. JOYCE, Chair

ATTEST:

(SEAL)

Teresa Kadavy, Secretary

Approved as to form and legality this ____ of June, 2021.

John E. Dorman, City Attorney

I, _____, Secretary to the Trustees of the Stillwater Utilities Authority, certify that the foregoing Resolution No. SUA-2021-8 was properly adopted at a regular meeting of the Trustees of the Stillwater Utilities Authority, held on the 7th day of June, 2021, 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)