

RESOLUTION NO. 17-____

WHEREAS, the City desires to enter into a Project Development Agreement (the "Project Development Agreement") by and among the City, Madison County, Alabama, The Industrial Development Board of the City of Huntsville (the "IDB"), and Blue Origin Alabama, LLC ("Blue Origin") in connection with the location and construction of a new manufacturing facility for the production of Blue Origin rocket engines for the aerospace industry (the "Facility"); and

WHEREAS, the Facility will be located within Cummings Research Park on certain real property of the City aggregating approximately 46.1 acres, as more particularly described on Exhibit B to the Project Development Agreement (the "Facility Site"); and

WHEREAS, pursuant to the Project Development Agreement, upon satisfaction of certain conditions the City will cause the Facility Site to be conveyed to Blue Origin, or to the IDB for use by Blue Origin, pursuant to a statutory warranty deed or such other arrangement as shall be determined by the parties to the Project Development Agreement, and the City will commit to certain other undertakings respecting development of the Facility including, among others, payment of \$500,000 to reimburse Blue Origin for capital costs incurred by Blue Origin in undertaking the project, all as more particularly described in the Project Development Agreement; and

WHEREAS, as security for the performance by Blue Origin of certain of its obligations under the Project Development Agreement, Blue Origin shall execute and deliver to the IDB a Mortgage and Security Agreement, the form of which is attached as Exhibit G to the Project Development Agreement (the "Mortgage").

NOW THEREFORE BE IT RESOLVED by the City Council of the City of Huntsville, Alabama, that the Mayor be, and he is hereby authorized to execute the Project Development Agreement on behalf of the City, in substantially the form attached hereto and identified as "Project Development Agreement", containing such changes, modifications or clarifications as the Mayor shall deem necessary, desirable or appropriate, together with the signature of the President or President Pro Tem of the City Council, an executed copy of said documents being permanently kept on file in the Office of the City Clerk-Treasurer of the City of Huntsville, Alabama; and

BE IT FURTHER RESOLVED that the Council does hereby authorize and approve the sale and conveyance of the Facility Site as herein described and as described in the Project Development Agreement, and that the Mayor be, and he is hereby authorized to execute such deeds, conveyance agreements and similar instruments, and other documents and agreements as shall be necessary, desirable or appropriate to cause

the Facility Site to be conveyed as herein described and as described in the Project Development Agreement and, further, that the Council hereby approves the Mortgage and consents to the delivery of the Mortgage to the IDB as more particularly described in the Project Development Agreement; and

BE IT FURTHER RESOLVED that the Mayor is hereby authorized and directed, along with the City-Clerk Treasurer, to take all actions as may be necessary, including the negotiation and execution of all additional agreements, notices, certificates, or other documents, in furtherance of the intent of the Project Development Agreement and the other transactions, documents, agreements and instruments herein authorized; and

BE IT FURTHER RESOLVED that the Mayor is authorized to engage Samuel H. Givhan, Attorney at Law, and the law firm of Wilmer & Lee, P.A., to handle the closing of the conveyance of the Facility Site; and

BE IT FURTHER RESOLVED that the Council hereby determines that the expenditure of public funds for the purposes specified within the Project Development Agreement and the other agreements herein described will serve a valid and sufficient public purpose, notwithstanding any incidental benefit accruing to any private entity or entities.

ADOPTED this the 13th day of July, 2017

President of the City Council of
the City of Huntsville, Alabama

APPROVED this the 13th day of July, 2017

Mayor of the City of
Huntsville, Alabama