



ADDENDUM TO THE CITY OF MIDWEST
SPECIAL ECONOMIC DEVELOPMENT AUTHORITY AGENDA

City Hall - Midwest City Council Chambers, 100 N. Midwest Boulevard

March 28, 2023 – 6:04 PM

B. CONSENT AGENDA Continued.

3. Discussion, consideration and possible action to amend and/or approve an amendment to that certain “Development Assistance Agreement,” by and between the Midwest City Economic Development Authority, Centrillum Proteins LLC, and MTG Property Holdings, LLC, dated August 8, 2022, and authorizing and directing the execution of the Third Amendment. (Economic Development – R. Coleman)

4. Discussion, consideration and possible action to amend and/or approve an amendment to that certain “Agreement for the Purchase and Sale of Real Estate,” by and between the Midwest City Economic Development Authority and MTG Property Holdings, LLC, dated May 24, 2022, and authorizing and directing the execution of the Third Amendment. (Economic Development – R. Coleman)

MEMORANDUM

To: Honorable Chairman and Trustees

From: Tim Lyon, General Manager/Administrator

Date: March 28, 2022

Subject: Discussion, consideration and possible action to amend and/or approve an amendment to that certain “Development Assistance Agreement,” by and between the Midwest City Economic Development Authority, Centrillum Proteins LLC, and MTG Property Holdings, LLC, dated August 8, 2022, and authorizing and directing the execution of the Third Amendment. (Economic Development – R. Coleman)

The Development Assistance Agreement, which was approved on July 26th and executed by both parties on August 8th, 2022 states:

SECTION 3.05 Construction Documents; City and Other Governmental Permits. Upon the later of September 23, 2022 and thirty (30) days after approval of rezoning of the Project Site in accordance with Section 6.5 of the Real Estate Agreement, MTG shall, at its own expense, submit to the City building plans and other required documents for the issuance of building permits for the Project for its review pursuant to the Code (the “Construction Documents”), review and consider all such permits and approvals as may be required by law.

City Council on September 27, 2022, approved the Planned Unit Development zoning amendment (PC-2123) required for the project as Item D.1; therefore, formal building plans were due on October 27, 2022. However, Centrillum requested an amendment for the extension to file plans since its architectural and engineering teams had not completed their work. On October 25, 2022, the EDA approved extending the deadline to file plans to December 30, 2022.

MTG initially contracted with Primus Builders, Woodstock, GA, for architectural design and build of the Centrillum Proteins plant and with MKEC, Engineering, Oklahoma City for civil plans and the site design. Both companies were running behind and did not have everything in order by the described deadline. As result, on June 10, 2023 a second extension was granted to MTG to extend the deadline to March 30, 2023. In the meantime, Jimmy Harrison, CEO of Centrillum Proteins, chose to forego Primus’ services and to use the ESI Group, Hartland, WI, for the design/build.

Mr. Harrison, Doug Klassen of MKEC Engineering, and representatives from the ESI Group joined City Staff in a cursory plan review meeting on Wednesday, February 8, 2023. It was understood soil

disturbance plans would be available by late March with the intent of having a full set of building and engineering plans available by late April or early May.

However, the project lender has requested additional archaeological information before final approval for financing. Mr. Harrison then contacted our offices on March 25th and is now requesting a June 6, 2023 deadline for submitting building plans.

We have no other suitors for this property and do not oppose Mr Harrison's request.

This change does not affect any other parts of the Agreement.

Please contact Economic Development Director Robert Coleman (405/739-1218) with any question.

Respectfully,

A handwritten signature in black ink, appearing to read "Tim Lyon", is written over a horizontal line.

Tim Lyon, General Manager/Administrator

Attachment: Third Amendment to the Development Assistance Agreement

(See previous item for Mr. Harrison's request)

CENTRILLIUM PROJECT

THIRD AMENDMENT TO

ECONOMIC DEVELOPMENT ASSISTANCE AGREEMENT

By and Among The

MIDWEST CITY ECONOMIC DEVELOPMENT AUTHORITY,

CENTRILLIUM PROTEINS, LLC

And

MTG PROPERTY HOLDINGS, LLC

Dated as of March [____], 2023

CENTRILLIUM PROJECT

THIRD AMENDMENT TO
ECONOMIC DEVELOPMENT ASSISTANCE AGREEMENT

THIS THIRD AMENDMENT TO ECONOMIC DEVELOPMENT ASSISTANCE AGREEMENT, dated as of March [____], 2023 (hereinafter, this “Third Amendment”), is made and entered into by and among the Midwest City Economic Development Authority, an Oklahoma public trust (hereinafter, the “Authority”), Centrillium Proteins, LLC, an Oklahoma limited liability company (hereinafter, “Centrillium”) and MTG Property Holdings, LLC, a Delaware limited liability company (hereinafter, “MTG” and together with Centrillium, the “Companies”).

WITNESSETH:

WHEREAS, the parties hereto have previously entered into that certain “Economic Development Assistance Agreement”, dated as of August 8, 2022 (hereinafter, the “Development Assistance Agreement”), subsequently amended on October 25, 2022 and again on January 10, 2023, providing for development financing assistance to be made available by the Authority to the Companies in connection with the Companies’ plans to develop, construct and equip an advanced no-kill meat processing plant at 7210 NE 36th ST in Midwest City, Oklahoma, and to operate such facilities to serve its customers;

WHEREAS, Section 5.06 of the Development Assistance Agreement provides that the Development Assistance Agreement may not be amended or modified in any way, except by an instrument in writing executed by the parties thereto; and

WHEREAS, the parties wish to amend the Financing Assistance Agreement to extend a deadline date contained in the Financing Assistance Agreement as set forth in this First Amendment.

NOW, IN CONSIDERATION OF the mutual covenants and agreements contained herein, the parties hereby agree as follows:

SECTION 1. Section 3.05 of the Development Assistance Agreement, captioned “Construction Documents: City and Other Government Permits” is hereby amended to read in its entirety, as follows:

“SECTION 3.05 Construction Documents; City and Other Governmental Permits. On or before June 6, 2023, in accordance with Section 6.5 of the Real Estate Agreement, MTG shall, at its own expense, submit to the City building plans and other required documents for the issuance of building permits for the Project for its review pursuant to the Code (the “Construction Documents”). Thereafter, if MTG desires to make any substantial or significant changes in the Construction Documents, MTG shall submit the proposed changes to the City for its approval. MTG and its agents shall communicate and consult as frequently with the City as is necessary to ensure that any modifications to the

Construction Documents can receive prompt and speedy consideration by the City. If any material revisions or corrections of Construction Documents shall be required by the City or any other government official, agency, department or bureau having jurisdiction or any lending institution involved in financing, MTG and the Authority shall cooperate in efforts to develop a mutually acceptable alternative. Upon approval of the Construction Documents, MTG shall, at its own expense, proceed to secure or cause to be secured any and all permits and approvals which may be required by the City and any other governmental agency having jurisdiction as to such construction, development or work. The Authority shall cooperate with and provide all usual assistance to MTG in securing these permits, and approvals, and shall diligently process, review and consider all such permits and approvals as may be required by law.”

SECTION 2. In the event of any conflict between the terms of this Third Amendment and the terms of the Development Assistance Agreement, the terms of this Third Amendment shall control. Except as otherwise specifically amended herein, the Development Assistance Agreement shall remain in full force and effect and all of the other terms and provisions of the Development Assistance Agreement are hereby confirmed, ratified and approved.

SECTION 3. This Third Amendment may be executed in counterparts, each of which shall be an original and all of which, collectively, shall constitute one and the same instrument. It shall not be necessary for the signature of more than one party to appear on any single counterpart. Each counterpart shall be deemed to be an original of this First Amendment, and all counterparts together shall constitute one agreement. The exchange of executed counterparts or of executed signature pages by email or other electronic transmission shall constitute effective execution and delivery of this First Amendment, and such counterparts may be used in lieu of the original for all purposes.

[Signatures on the following page.]

IN WITNESS WHEREOF, Centrillum, MTG and the Authority have caused this
Third Amendment to be duly executed this ____ day of March, 2023.

MIDWEST CITY ECONOMIC DEVELOPMENT AUTHORITY

Chairman

(SEAL)
ATTEST:

Secretary

MTG PROPERTY HOLDINGS, LLC

David F. Grohne, Manager

CENTRILLIUM PROTEINS, LLC

James Harrison, Chief Executive Officer

MEMORANDUM

To: Honorable Chairman and Trustees

From: Tim Lyon, General Manager/Administrator

Date: March 28, 2023

Subject: Discussion, consideration and possible action to amend and/or approve an amendment to that certain "Agreement for the Purchase and Sale of Real Estate," by and between the Midwest City Economic Development Authority and MTG Property Holdings, LLC, dated May 24, 2022, and authorizing and directing the execution of the Third Amendment. (Economic Development – R. Coleman)

The Agreement for the Purchase and Sale of Real Estate, which was approved on May 24th, 2022 and executed by both parties shortly thereafter states:

SECTION 6.5 Permitting. Upon the latter of one-hundred twenty (120) days of the Effective Date or thirty (30) days after rezoning approval, Buyer shall submit building plans and other required documents for the issuance of building permits for Buyer's proposed development ("Building Permit").

City Council on September 27, 2022, approved the Planned Unit Development zoning amendment (PC-2123) required for the project as Item D.1; therefore, formal building plans were due on October 27, 2022. However, Centrillum requested an amendment for the extension to file plans since its architectural and engineering teams had not completed their work. On October 25, 2022, the EDA approved extending the deadline to file plans to December 30, 2022.

MTG initially contracted with Primus Builders, Woodstock, GA, for architectural design and build of the Centrillum Proteins plant and with MKEC, Engineering, Oklahoma City for civil plans and the site design. Both companies were running behind and did not have everything in order by the described deadline. As result, on June 10, 2023 a second extension was granted to MTG to extend the deadline to March 30, 2023. In the meantime, Jimmy Harrison, CEO of Centrillum Proteins, chose to forego Primus' services and to use the ESI Group, Hartland, WI, for the design/build.

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However, the project lender has requested additional archeological information before final approval for financing. Mr. Harrison then contacted our offices on March 25th and is now requesting a June 6, 2023 deadline for submitting building plans.

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This change does not affect any other parts of the Agreement.

Please contact Economic Development Director Robert Coleman (405/739-1218) with any question.

Respectfully,

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Tim Lyon, General Manager/Administrator

Attachment: Third Amendment to the Agreement for the Purchase and Sale of Real Estate
E-mail exchange between parties

CENTRILLIUM PROJECT

THIRD AMENDMENT TO
AGREEMENT FOR PURCHASE AND SALE
OF REAL ESTATE

By and Between The

MIDWEST CITY ECONOMIC DEVELOPMENT AUTHORITY,

And

MTG PROPERTY HOLDINGS, LLC

Dated as of March 28, 2023

CENTRILLIUM PROJECT

THIRD AMENDMENT TO THE
AGREEMENT FOR PURCHASE AND SALE OF REAL ESTATE

THIS THIRD AMENDMENT TO THE AGREEMENT FOR PURCHASE AND SALE OF REAL ESTATE, (hereinafter, the “Third Amendment”), is made and entered into by and between the Midwest City Economic Development Authority, an Oklahoma public trust (hereinafter, the “Seller”) and MTG Property Holdings, LLC, a Delaware limited liability company (hereinafter, the “Buyer”).

WITNESSETH:

WHEREAS, the parties entered into that certain Agreement for Purchase and Sale of Real Estate, dated May 24, 2022 (hereinafter, the “Purchase Agreement”), as amended pursuant to a First Amendment to the Agreement for Purchase and Sale of Real Estate executed on October 25, 2022 and a Second Amendment executed January 20, 2023, providing for the sale of approximately 24.03 acres located in the Northwest Quarter of Section Twelve (12), Township Twelve North (T12N), Range Two West (R02W) of the Indian Meridian, Oklahoma County, OK by Seller to Buyer.

WHEREAS, the parties wish to further amend the Purchase Agreement in accordance with the terms set forth herein.

NOW, IN CONSIDERATION OF the mutual covenants and agreements contained herein, Seller and Buyer hereby amend the Purchase Agreement as follows:

1. The parties agree that Paragraph 6.5 of the Purchase Agreement shall be amended so that the Buyer shall now have until June 6, 2023, to submit building plans and other required documents for the issuance of building permits for the Buyer’s proposed development.

2. Otherwise, all terms of the original Purchase Agreement remain the same where not inconsistent herewith.

3. Facsimile and electronic signatures are binding.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have caused this Third Amendment to be duly executed this ____ day of March, 2023.

MIDWEST CITY ECONOMIC
DEVELOPMENT AUTHORITY

By: _____

Name: _____

Title: _____

MTG PROPERTY HOLDINGS, LLC

By: _____
David F. Grohne, Manager

From: Jimmy Harrison <jharrison@cproteins.com>
To: Robert Coleman <RColeman@midwestcityok.org>
Date: 3/27/2023 12:39 PM
Subject: FW: Environmental Delay

CAUTION: This email originated from outside your organization. Exercise caution when opening attachments or clicking links, especially from unknown senders.

Robert please see below. I tried to send it separately but got a message it was kicked back. Apologies if this came through twice.

From: Mike Schwartz <mschwartz@esigroupusa.com>
Sent: Monday, March 27, 2023 12:18 PM
To: Jimmy Harrison <jharrison@cproteins.com>
Subject: RE: Environmental Delay

Jimmy,

The submittal dates are:

Land Disturbance Submittal: 4/17/23
Building Permit Submittal: 6/5/23

Let me know if you need anything else.

Thanks,

Mike Schwartz
950 Walnut Ridge Drive
Hartland, WI 53029

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From: Jimmy Harrison <jharrison@cproteins.com<mailto:jharrison@cproteins.com>>
Sent: Monday, March 27, 2023 10:42 AM
To: Mike Schwartz <mschwartz@esigroupusa.com<mailto:mschwartz@esigroupusa.com>>
Subject: Fwd: Environmental Delay

Mike do you know about when we plan to submit the full plans to city?
Jimmy Harrison
(602) 770-5168

Begin forwarded message:
From: Robert Coleman <RColeman@midwestcityok.org<mailto:RColeman@midwestcityok.org>>
Date: March 27, 2023 at 10:31:50 AM CDT
To: Jimmy Harrison <jharrison@cproteins.com<mailto:jharrison@cproteins.com>>
Subject: Re: Environmental Delay
Jimmy,

Do you have any ideas as to the date building plans are scheduled to be submitted?

Robert

Jimmy Harrison <jharrison@cproteins.com<mailto:jharrison@cproteins.com>> 3/27/2023 10:30 AM>>>

CAUTION: This email originated from outside your organization. Exercise caution when opening attachments or clicking links, especially from unknown senders.

Good Morning Robert, I wanted to follow up on our conversation earlier. As part of my financing through the USDA we had to complete a NEPA review. On the last public notice day the Osage tribe submitted a request for further historical review. This process will take an additional 12 weeks. They were given the green light a week ago, so the 12 weeks will push our break ground date from mid May out to mid June. We are working diligently to get everything else buttoned up and submitted. Please let me know if there are any questions. Thank you for your help Robert.

Jimmy

Harrison