

EXHIBIT 1

THIRD AMENDMENT TO REAL ESTATE LICENSE AGREEMENT BETWEEN CITY OF DULUTH AND UNITED STATES STEEL CORPORATION

This THIRD AMENDMENT TO REAL ESTATE LICENSE AGREEMENT (this “Third Amendment”) is entered into by and between the CITY OF DULUTH, a municipal corporation and political subdivision under the laws of the State of Minnesota (“Licensor”) and UNITED STATES STEEL CORPORATION, a Delaware Corporation (“Licensee”). Licensor and Licensee are referred to in this Third Amendment collectively as the “Parties.”

WHEREAS, the Parties entered into a Real Estate License Agreement dated September 1, 2020 (City Contract No. 23969) (the “License Agreement”); a First Amendment to Real Estate License Agreement dated September 22, 2022 (City Contract No. 23969-01) (the “First Amendment”); and a Second Amendment to Real Estate License Agreement dated August 9, 2023 (City Contract No. 23969-02 (the “Second Amendment”) relating to Licensee’s use of certain real property owned by Licensor and located in St. Louis County, Minnesota. The License Agreement, as amended by the First Amendment and the Second Amendment, is referred to in this Third Amendment as the “Agreement.”

WHEREAS, the Parties desire to further amend the Agreement as set forth in this Third Amendment to: (i) modify the real property subject to the Agreement, and (ii) extend the term of the Agreement.

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

1. Exhibit A of the Agreement is amended and completely replaced with the attached Exhibit A.

2. Section 2 of the Agreement is deleted and completely replaced with the following Section 2:

2. **Term and Termination.** *Licensee’s right to use the Premises shall begin at 12:01 AM on September 1, 2020, and shall terminate on the earlier of: (a) 11:59 PM on October 31, 2026, or (b) the date upon which Licensor grants an easement to Licensee over all or part of the Premises. Licensor may terminate this Agreement at any time upon Licensee’s uncured default under the Letter of Intent for Development Agreement (the “**Letter**”) as signed and accepted by the parties.*

3. Except as specifically amended pursuant to this Third Amendment, the Agreement remains in full force and effect. In the event of a conflict between the provisions of this Third Amendment and the provisions of the Agreement, the provisions of this Third Amendment shall

govern. Capitalized terms used but not defined in this Third Amendment shall have the same meanings ascribed to them as in the Agreement.

IN WITNESS WHEREOF, the Parties have executed this Third Amendment as of the date attested by the City Clerk below.

LICENSOR
City of Duluth

LICENSEE
United States Steel Corporation

By: _____
Mayor

By: _____

Printed Name: _____

ATTEST:

Title: _____

City Clerk

Dated: _____

Dated: _____

COUNTERSIGNED:

City Auditor

APPROVED AS TO FORM:

City Attorney

ACCESS AGREEMENT

Exhibit A

