

RESOLUTION NO. 14-087

OF THE

CITY OF WICHITA, KANSAS

RELATING TO:

CITY OF WICHITA, KANSAS

\$16,642,714.15  
INDUSTRIAL REVENUE BONDS  
SERIES II, 2013  
(DOUGLAS PLACE, LLC)  
(TAXABLE UNDER FEDERAL LAW)

RESOLUTION NO. 14-087

A RESOLUTION OF THE CITY OF WICHITA, KANSAS APPROVING THE SALE OF A CERTAIN PROJECT FINANCED WITH THE PROCEEDS OF REVENUE BONDS OF THE CITY; AUTHORIZING THE EXECUTION AND DELIVERY OF (1) A QUIT CLAIM DEED, (2) A BILL OF SALE, (3) A TERMINATION AND RELEASE OF LEASE, AND (4) A SATISFACTION, DISCHARGE AND RELEASE OF INDENTURE.

WHEREAS, the City of Wichita, Kansas is a municipal corporation and city of the first class organized under the laws of the State of Kansas (the "Issuer"); and

WHEREAS, the Issuer is authorized pursuant to K.S.A. 12-1740 *et seq.* to issue its revenue bonds for the purpose of paying all or any portion of the cost of purchasing, acquiring, constructing and equipping facilities for commercial purposes and to enter into leases with any person, firm or corporation for such facilities; and

WHEREAS, the Issuer has previously issued its Industrial Revenue Bonds, Series II, 2013 (Douglas Place, LLC) (Taxable Under Federal Law) (the "Bonds") in the aggregate principal amount of \$16,642,714.15, for the purpose of acquiring and constructing a commercial facility located in the City of Wichita, Kansas (the "Project"); and

WHEREAS, the Project is leased by the Issuer to Douglas Place, LLC, a Kansas limited liability company (the "Tenant"), pursuant to a certain Lease, dated as of April 1, 2013 (the "Lease"); and

WHEREAS, the Bonds are payable from the Trust Estate created pursuant to a certain Trust Indenture, dated as of April 1, 2013 (the "Indenture"), by and between the Issuer and Southwest National Bank, as Trustee (the "Trustee"), which Trust Estate includes a pledge of the Project and revenue received from the fees charged and Basic Rent received pursuant to the Lease; and

WHEREAS, Section 17.01 of the Lease provides for the purchase of the Project by the Tenant upon the proper exercise of the Tenant's option to purchase and the payment (pursuant to Section 17.02) to the Trustee of the full amount necessary and incidental to the retirement and defeasance of the Bonds, plus the payment to the Issuer of \$1,000; and

WHEREAS, the Bonds mature, and all accrued interest is due, on April 1, 2014, on which date the Tenant, as bondowner, shall submit the Bonds to the Trustee, on behalf of the Issuer, in satisfaction of all principal and interest due upon said Bonds, as permitted by Section 2.04 of the Indenture; and

WHEREAS, the Tenant has provided notice of its election to purchase the Project on or about April 1, 2014 (the "Closing Date"); and

WHEREAS, the Issuer finds it necessary to authorize the execution and delivery of (1) a Quit Claim Deed, (2) a Bill of Sale, (3) a Termination and Release of Lease, and (4) a Satisfaction, Release and Discharge of Indenture in connection with the exercise by the Tenant of its option to purchase the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS, AS FOLLOWS:

Section 1. Definition of Terms. All terms and phrases not otherwise defined herein shall have the respective meanings set forth in the Lease and Indenture.

Section 2. Sale of the Project. The Issuer is hereby authorized to convey the Project to the Tenant upon satisfaction of the conditions contained in the Lease, and upon receipt by the Issuer of the \$1,000 to which it is entitled pursuant to Section 17.02 of the Lease.

Section 3. Authorization of Quit Claim Deed. The Issuer is hereby authorized to execute and deliver its Quit Claim Deed (the "Quit Claim Deed") for the real property portions of the Project to the Tenant, upon satisfaction of the conditions contained in the Lease and set forth in Section 2 hereof, and in substantially the same form as the deed before the governing body on this date.

Section 4. Authorization of Bill of Sale. The Issuer is hereby authorized to execute and deliver its Bill of Sale ("Bill of Sale") for the Project to the Tenant, upon satisfaction of the conditions set forth in Section 2 hereof, and in substantially the same form as the Bill of Sale before the governing body on this date.

Section 5. Authorization of Termination and Release of Lease. The Issuer is hereby authorized to execute and deliver a Termination and Release of Lease (the "Lease Termination") by and between the Tenant, the Issuer and the Trustee, upon satisfaction of the conditions set forth in Section 2 hereof, and in substantially the same form as the Termination and Release of Lease before the governing body on this date.

Section 6. Authorization of Satisfaction, Release and Discharge of Indenture. The Issuer is hereby authorized to execute and deliver a Satisfaction, Release and Discharge of Indenture (the "Indenture Release") by and between the Issuer and the Trustee, upon satisfaction of the conditions set forth in Section 2 hereof, and in substantially the same form as the Satisfaction, Release and Discharge of Indenture before the governing body on this date.

Section 7. Execution of Documents. The Mayor or Vice-Mayor of the Issuer is hereby authorized and directed to execute the Quit Claim Deed, Bill of Sale, Lease Termination, and Indenture Release for and on behalf of and as the act and deed of the Issuer in substantially the forms as they are presented today with such minor corrections or amendments thereto as the Mayor or Vice-Mayor of the Issuer shall approve, which approval shall be evidenced by his or her execution thereof, and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the purposes and intent of this Resolution, including specifically any applicable UCC Termination Statements. The City Clerk or any Deputy City Clerk of the Issuer are

hereby authorized and directed to attest the execution of the Quit Claim Deed, Bill of Sale, Lease Termination, and Indenture Release, on behalf of the Issuer and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 8. Delivery of Documents. The Quit Claim Deed, Bill of Sale, Lease Termination, and Indenture Release shall be delivered by the Mayor, City Clerk or other appropriate staff member of the Issuer concurrently upon the satisfaction of the requirements set forth in Section 2 of this Resolution.

Section 9. Further Authority. The Issuer shall, and the officers, agents and employees of the Issuer are hereby authorized and directed to, take such action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the provisions of this Resolution and to carry out, comply with and perform the duties of the Issuer with respect to the Quit Claim Deed, Bill of Sale, Lease Termination, and Indenture Release, all as necessary to carry out and give effect to the transaction contemplated hereby and thereby.

Section 10. Effective Date. This Resolution shall take effect and be in full force from and after its adoption by the governing body of the Issuer.

*[Remainder of Page Intentionally Left Blank]*

PASSED, ADOPTED AND APPROVED by the governing body of the City of Wichita, Kansas this 18th day of March, 2014.

CITY OF WICHITA, KANSAS

[seal]

By \_\_\_\_\_  
Carl Brewer, Mayor

ATTEST:

By \_\_\_\_\_  
Karen Sublett, City Clerk

APPROVED AS TO FORM:

By \_\_\_\_\_  
Gary Rebenstorf, City Attorney