Gilmore & Bell, P.C.
10/03/2016

RESOLUTION NO. 16-412

A RESOLUTION OF THE CITY OF WICHITA, KANSAS, AUTHORIZING THE CITY TO CONVEY TITLE TO CERTAIN PROPERTY RELATING TO THE CITY'S TAXABLE REVENUE BONDS, SERIES IX, 2004 AND SERIES VIII, 2005 (THE COLEMAN COMPANY, INC.); AUTHORIZING EXECUTION OF A BILL OF SALE AND ALL SUCH OTHER DOCUMENTS NECESSARY TO CONVEY TITLE TO SUCH PROPERTY TO THE COLEMAN COMPANY, INC.

WHEREAS, the City of Wichita, Kansas (the "Issuer"), has heretofore determined that it is desirable in order to promote, stimulate and develop the general economic welfare and prosperity of the Issuer and its environs to issue its taxable industrial revenue bonds for the purpose of purchasing, acquiring, constructing and equipping improvements and additions to existing facilities located in the City of Wichita, Kansas and the City of Maize, Kansas (collectively, the "Project"); and

WHEREAS, the Issuer previously issued its Taxable Industrial Revenue Bonds, Series IX, 2004 (The Coleman Company, Inc.) (the "2004 Bonds") and its Taxable Industrial Revenue Bonds, Series VIII, 2005 (The Coleman Company, Inc.) (the "2005 Bonds"), pursuant to a Trust Indenture dated as of December 1, 1993, as amended and supplemented, including by the Tenth Supplemental Trust Indenture dated as of December 1, 2004 and the Eleventh Supplemental Trust Indenture dated as of December 1, 2005 (as supplemented and amended, the "Indenture"), all by and between the Issuer and The Bank of New York Mellon Trust Company, N.A., St. Louis, Missouri, as trustee (the "Trustee"), for the purpose of purchasing, acquiring, constructing and equipping a portion of the Project, as more fully described in the Indenture; and

WHEREAS, the proceeds of the 2004 Bonds were used for the purpose of acquiring, purchasing, constructing and equipping certain improvements and additions to an existing manufacturing facility (the "2004 Additions"), and

WHEREAS, the proceeds of the 2005 Bonds were used for the purpose of acquiring, purchasing, constructing and equipping certain improvements and additions to an existing manufacturing facility (the "2005 Additions"), and

WHEREAS, the 2004 Additions and the 2005 Additions comprise a portion of the Project; and

WHEREAS, the Issuer has leased the Project to The Coleman Company, Inc. a Delaware corporation (the "Tenant"), pursuant to the terms of a Lease dated as of December 1, 1993, as amended and supplemented, including by the Tenth Supplemental Lease dated as of December 1, 2004 and the Eleventh Supplemental Lease dated as of December 1, 2005(as amended and supplemented, the "Lease"), all by and between the Issuer and the Tenant; and

WHEREAS, capitalized terms used and not otherwise defined herein shall have the meanings given to them in the Indenture and Lease; and

WHEREAS, Article XVI of the 1993 Lease and Article VIII of the Tenth Supplemental Lease provide that the Tenant may exercise its option to purchase the 2004 Additions at any time upon compliance

with the provisions in the Lease including receipt by the Issuer of notice of the Tenant's intent to exercise such option; and

WHEREAS, Article XVI of the 1993 Lease and Article VIII of the Eleventh Supplemental Lease provide that the Tenant may exercise its option to purchase the 2005 Additions at any time upon compliance with the provisions in the Lease including receipt by the Issuer of notice of the Tenant's intent to exercise such option; and

WHEREAS, the Issuer has received notice of the Tenant's intent to exercise its option to purchase the 2004 Additions and the 2005 Additions and the Issuer wishes to expedite that process; and

WHEREAS, the Issuer has received certification from the Trustee that the 2004 Bonds and 2005 Bonds have been paid in full and are no longer outstanding under the Indenture; and

WHEREAS, the Issuer has received a check from the Tenant in the amount of $2,000 for payment of the purchase option price.

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

Section 1. The Mayor and City Clerk are authorized and directed to execute a Bill of Sale, a Release of Tenth Supplemental Lease and Eleventh Supplemental Lease, and a Cancellation, Discharge and Release of Tenth Supplemental Indenture and Eleventh Supplemental Indenture (collectively, the "Release Documents"), in substantially the forms submitted to the City Council concurrently with the adoption of this Resolution. The City Clerk is directed to deliver the executed Release Documents to the Tenant.

Section 2. The Mayor and City Clerk are hereby further authorized and directed to sign such other instruments and certificates as shall be necessary and desirable in connection with this Resolution, and are hereby further authorized to take such further actions as may be necessary to accomplish the purposes of this Resolution.

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ADOPTED AND APPROVED by the governing body of the City of Wichita, Kansas this 25th day of October, 2016.

CITY OF WICHITA, KANSAS

(Seal)

By_____
Jeff Longwell, Mayor

Attest:

By_____
Karen Sublett, City Clerk

APPROVED AS TO FORM:

_____
Jennifer Magaña, Director of Law and
City Attorney

CERTIFICATE

I hereby certify that the above and foregoing is a true and correct copy of the Resolution adopted by the City Council of the City of Wichita, Kansas on October 25, 2016, as the same appears of record in my office.

DATED: October 25, 2016.

_____
Karen Sublett, City Clerk

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