

RESOLUTION NO. 06-634

A RESOLUTION AUTHORIZING THE CITY OF WICHITA, KANSAS, TO CONVEY CERTAIN REAL PROPERTY TO CHERRY CREEK VILLAGE PARTNERSHIP AND PRESCRIBING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH.

WHEREAS, the City of Wichita, Kansas (the "City") has previously issued its Industrial Revenue Bonds, Series IX, 1985 (the "Bonds"), in the aggregate original principal amount of \$500,000, for the purpose of providing funds to pay additional costs relating to project additions to be leased to Cherry Creek Village Partnership described in Schedule I hereto (the "Project Site"), and Series XI, 1985 (the "Bonds"), in the aggregate original principal amount of \$600,000, for the purpose of providing funds to pay additional costs relating to project additions to be leased Cherry Creek Village Partnership, and the construction and equipping thereon of a commercial project, including buildings and improvements (the "Project Facilities") (said Project Site and Project Facilities being hereinafter referred to together as the "Project"); and

WHEREAS, the Bonds were issued pursuant to Ordinance No. 39-264 and Ordinance No. 39-265, passed and approved by the governing body of the City on July 16, 1985 (the "Ordinances"); and

WHEREAS, in connection with the issuance of the Bonds, the City, as lessor, and Cherry Creek Village Partnership, as lessee, entered into a Lease Agreement dated as of September 1, 1979 (the "Lease"), as amended by the Supplemental Lease Agreement dated as of July 15, 1985 and amended by the Second Supplemental Lease Agreement dated as of July 15, 1985; (the "Leases"); and

WHEREAS, the Lease was subsequently assigned, on October 21, 1986, to Health Care Property Investors, Inc., a Maryland corporation (the "Tenant"); and

WHEREAS, all of the outstanding Bonds have been redeemed as of July 1, 2005, pursuant to terms of the Ordinance; and

WHEREAS, concurrently upon payment in full of all of the Bonds, the Tenant has requested that the City convey title to the Project to the Tenant following such payment and the payment of the sum of \$100, and all other payments required by the Leases; and

WHEREAS, the City desires to convey said Project to the Tenant upon satisfaction of the conditions specified herein.

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

Section 1. Approval of Conveyance. The conveyance by the City of the real property described in Schedule I attached hereto and incorporated herein by reference (with such technical changes in such description as may be necessary to correct or update it) is hereby

approved, upon the terms and conditions set forth herein.

Section 2. Authorization of Documents. The City hereby authorizes the Special Warranty Deed, attached hereto as Exhibit A, Termination of Lease Agreement, attached hereto as Exhibit B, and the Bill of Sale, attached hereto as Exhibit C, in substantially the forms presented to and reviewed by the governing body of the City at this meeting and attached to this Resolution (copies of which documents shall be filed in the records of the City), with such changes therein as shall be approved by the officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof.

Section 3. Execution of Documents. The Mayor is hereby authorized and directed to execute the Special Warranty Deed, the Bill of Sale and the Termination of Lease Agreement, and the City Clerk or Deputy City Clerk is hereby authorized and directed to attest to such documents, for and on behalf of the City.

Section 4. Delivery of Documents. Following the execution of the Special Warranty Deed, Termination of Lease Agreement, and the Bill of Sale, City staff are authorized and directed to deliver such instruments to the Tenant.

Section 5. Further Authority. The Mayor and City Clerk are hereby authorized and directed to execute and deliver such other documents and certificates as may be necessary to transfer the Project, terminate all interest of the City in the Project and carry out the intent of this Resolution.

ADOPTED by the governing body of the City of Wichita, Kansas, this 21 day of November , 2006.

CITY OF WICHITA, KANSAS

By _____
Carlos Mayans, Mayor

ATTEST:

Karen Sublett, City Clerk

(SEAL)

Approved as to Form:

Gary E. Rebenstorf, Director of Law

SCHEDULE 1

SCHEDULE I TO ORDINANCE NO. 39-265 OF THE CITY OF WICHITA, KANSAS, AND TO THE SECOND SUPPLEMENTAL LEASE DATED AS OF JULY 15, 1985, BY AND BETWEEN SAID CITY AND CHERRY CREEK VILLAGE.

PROPERTY SUBJECT TO LEASE

(a) The following described real estate located in the Sedgwick County, Kansas, to-wit:

Lots 1, 2 and 3 in Block 2, Cherry Creek Hills Addition, Wichita, Sedgwick County, Kansas.

Said real property constituting the "Land" as referred to in said Lease.

(b) All buildings, improvements, machinery and equipment now or hereafter constructed, located or installed on the Land pursuant to said Lease, Supplemental Lease and Second Supplemental Lease constituting the "Improvements" as referred to in said Lease, and more specifically described as follows:

- (i) The Existing Facility consists of the following: a 120-bed nursing home, an activity building and two apartment buildings which have a total of 94 units; and including the Series IX, 1985 Additions consisting of a new wing adding 10 beds to the nursing home.
- (ii) The Series XI, 1985 Additions to Cherry Creek Village will consist of an apartment building addition of 16 one-bedroom apartments.

the property described in paragraphs (a) and (b) of this Schedule I together constituting the "Facility" as referred to in said Lease and said Ordinance.