

**EXCERPT OF MINUTES OF A MEETING
OF THE GOVERNING BODY OF
THE CITY OF WICHITA, KANSAS
HELD ON NOVEMBER 10, 2020**

The governing body of the City of Wichita, Kansas met in regular session at the usual meeting place in the City at 9:30 a.m., the following members being present and participating, to wit:

The Mayor declared that a quorum was present and called the meeting to order.

* * * * *

(Other Proceedings)

There was presented on the City Council's Consent Agenda a Resolution entitled:

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF WICHITA,
KANSAS AUTHORIZING THE SALE AND CONVEYANCE OF CERTAIN
PROPERTY TO THE COLEMAN COMPANY, INC.**

Councilmember _____ moved that the Consent Agenda be adopted. The motion was seconded by Councilmember _____. The motion that the consent agenda be passed, including adoption of said Resolution, was carried by the vote of the governing body as follows:

Aye:

Nay:

Thereupon, the Resolution was then duly numbered Resolution No. 20-366 and was signed by the Mayor and attested by the Clerk.

* * * * *

(Other Proceedings)

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CERTIFICATE

I hereby certify that the foregoing Excerpt of Minutes is a true and correct excerpt of the proceedings of the governing body of the City of Wichita, Kansas held on the date stated therein, and that the official minutes of such proceedings are on file in my office.

[SEAL]

Karen Sublett, City Clerk

RESOLUTION NO. 20-366

A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS AUTHORIZING THE SALE AND CONVEYANCE OF CERTAIN 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 (collectively, the “Project”); and

WHEREAS, the Issuer previously issued its Taxable Industrial Revenue Bonds, Series IV, 2009 (The Coleman Company, Inc.) (the “2009 Bonds”) pursuant to a Trust Indenture dated as of December 1, 1993, as amended and supplemented, including by the Fifteenth Supplemental Trust Indenture dated as of December 1, 2009 (as supplemented and amended, the “Indenture”), all by and between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), for the purpose of purchasing, acquiring, constructing and equipping a portion of the Project (the “2009 Additions”), as more fully described in the Indenture; 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 Fifteenth Supplemental Lease dated as of December 1, 2009 (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 Fifteenth Supplemental Lease provide that the Tenant may exercise its option to purchase the 2009 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 2009 Additions and the Issuer wishes to expedite that process; and

WHEREAS, the Issuer has received certification from the Trustee that the 2009 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 \$1,000 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 Clerk are authorized and directed to execute a Bill of Sale, a Release of Fifteenth Supplemental Lease and a Cancellation, Discharge and Release of Fifteenth Supplemental Trust

Indenture, in substantially the forms submitted to the Governing Body concurrently with the adoption of this Resolution. The Clerk is directed to deliver the executed Bill of Sale, Release of Fifteenth Supplemental Lease and Cancellation, Discharge and Release of Fifteenth Supplemental Trust Indenture to the Tenant.

Section 2. The Mayor and 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 on November 10, 2020.

CITY OF WICHITA, KANSAS

(Seal)

By: _____
Brandon J. Whipple, 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 November 10, 2020, as the same appears of record in my office.

DATED: November 10, 2020.

Karen Sublett, City Clerk

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BILL OF SALE

In furtherance of the terms of a certain Lease dated as of December 1, 1993, as supplemented and amended, including the Fifteenth Supplemental Lease dated as of December 1, 2009 (as supplemented and amended, the "Lease") between the City of Wichita, Kansas, as lessor (the "Grantor"), and The Coleman Company, Inc., a Delaware corporation, as lessee (the "Grantee"), and for valuable consideration, Grantor hereby transfers, assigns and conveys to Grantee, all interest in the property purchased with the proceeds of the City of Wichita, Kansas, Taxable Industrial Revenue Bonds, Series IV, 2009 (The Coleman Company, Inc.).

Grantor hereby covenants with Grantee that its interest such property is free from all liens and encumbrances except (i) those to which the title was subject on the date of Grantee's conveyance to Grantor, or to which title became subject with Grantee's written consent, or which resulted from any failure of Grantee to perform any of its covenants or obligations under the Lease; (ii) taxes and assessments, general and special, if any; (iii) Permitted Encumbrances (as such term is defined in the Lease); and (iv) the rights, titles and interest of any party having condemned or who is attempting to condemn title to, or the use for a limited period of any part of such property; and that it will warrant and defend the same against the lawful claims and demand of all persons claiming through Grantor.

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Executed by authority of the governing body of the City of Wichita, Kansas, for delivery on or after November 10, 2020.

CITY OF WICHITA, KANSAS

(Seal)

By: _____
Brandon J. Whipple, Mayor

Attest:

By: _____
Karen Sublett, City Clerk

ACKNOWLEDGMENT

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me this _____ day of November, 2020 by Brandon J. Whipple, Mayor, and Karen Sublett, City Clerk, respectively, of the City of Wichita, Kansas, on behalf of said City.

[SEAL]

By: _____
Notary Public

My appointment expires: _____

RELEASE OF FIFTEENTH SUPPLEMENTAL LEASE

WHEREAS, the City of Wichita, Kansas (the “Issuer”) has heretofore entered into a Fifteenth Supplemental Lease dated as of December 1, 2009 (the “Fifteenth Supplemental Lease”), supplementing and amending a Lease dated as of December 1, 1993 (the “Original Lease,” and as supplemented and amended in accordance with the provisions thereof, the “Lease”), all between the Issuer and The Coleman Company, Inc., a Delaware corporation (the “Tenant”); and

WHEREAS, the Issuer assigned its interest in the Fifteenth Supplemental Lease to The Bank of New York Mellon Trust Company, N.A., acting as Trustee for the Issuer (the “Trustee”) and others for purpose of enforcement of the Tenant's covenants under the Lease; and

WHEREAS, the Tenant has exercised its option to purchase the facility described in the Fifteenth Supplemental Lease from the Issuer (the “2009 Additions”); and

WHEREAS, all of the Tenant's obligations to the Issuer under the Fifteenth Supplemental Lease have been satisfied; provided, however, that the indemnities provided in *Sections 7.2* and *13.1* of the Original Lease shall survive this release as to the 2009 Additions.

THEREFORE, the property described in the attached **Schedule I** is hereby released from any claim of the Issuer and the Trustee under the Fifteenth Supplemental Lease is hereby terminated.

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Executed by authority of the governing body of the City of Wichita, Kansas, for delivery on or after November 10, 2020.

CITY OF WICHITA, KANSAS

(Seal)

By: _____
Brandon J. Whipple, Mayor

Attest:

By: _____
Karen Sublett, City Clerk

ACKNOWLEDGMENT

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me this _____ day of November, 2020 by Brandon J. Whipple, Mayor, and Karen Sublett, City Clerk, respectively, of the City of Wichita, Kansas, on behalf of said City.

[SEAL]

By: _____
Notary Public

My appointment expires: _____

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as Trustee**

[SEAL]

By: _____
Name: Alvin Courts
Title: Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

This instrument was acknowledged before me this ____ day of November, 2020 by Alvin Courts as Vice President of the The Bank of New York Mellon Trust Company, N.A., a national banking association.

[SEAL]

By: _____
Notary Public

My appointment expires: _____

SCHEDULE I

PROPERTY SUBJECT TO LEASE

TRUSTEE'S CERTIFICATION

Re: City of Wichita, Kansas
Taxable Industrial Revenue Bonds, Series IV, 2009
(The Coleman Company, Inc.) (the "Bonds")

Based on the attached acknowledgement from The Coleman Company, Inc., as owner of 100% of the referenced Series IV, 2009 Bonds, that all payments on the Series IV, 2009 Bonds have been made and received, the undersigned, on behalf of The Bank of New York Mellon Trust Company, N.A., as Trustee with respect to the Series IV, 2009 Bonds, hereby certifies that as of the date hereof, no Series IV, 2009 Bonds remain outstanding under the Trust Indenture dated December 1, 1993, as supplemented and amended, authorizing and securing the Series IV, 2009 Bonds, and all fees and expenses of the The Bank of New York Mellon Trust Company, N.A. in connection with such Series IV, 2009 Bonds have been paid in full.

Dated: _____, 2020

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as Trustee**

[SEAL]

By: _____
Name: Alvin Courts
Title: Vice President

BONDHOLDER RECEIPT

Re: City of Wichita, Kansas
Taxable Industrial Revenue Bonds, Series IV, 2009
(The Coleman Company, Inc.)

The undersigned, a duly authorized representative of The Coleman Company, Inc., as owner of 100% of the referenced Series IV, 2009 Bonds, hereby certifies that all payments on the Series IV, 2009 Bonds have been made and received in accordance with the Fifteenth Supplemental Indenture dated December 1, 2009 and the outstanding balance as of the date hereof is \$0.00.

Dated: _____, 2020

THE COLEMAN COMPANY, INC.
as Bondholder

By: _____
Name: Marlyn Ash-Potter
Title: VP, Corporate Controller

**CANCELLATION, DISCHARGE AND RELEASE
OF THE FIFTEENTH SUPPLEMENTAL TRUST INDENTURE**

THIS CANCELLATION, DISCHARGE AND RELEASE OF THE FIFTEENTH SUPPLEMENTAL TRUST INDENTURE, by and between **THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**, a national banking association duly organized and existing under the laws of the United States, with its office located in the City of Chicago, Illinois (the "Trustee") and the **CITY OF WICHITA, KANSAS**, a municipal corporation organized under the laws of the State of Kansas (the "Issuer").

WITNESSETH:

WHEREAS, the Issuer has heretofore entered into a certain Fifteenth Supplemental Trust Indenture dated as of December 1, 2009 (the "Fifteenth Supplemental Indenture"), by and between the Issuer and the Trustee, for the purpose of securing by the pledge of the Trust Estate (as defined therein) the payment of the principal of, premium, if any, and interest on the Issuer's Taxable Industrial Revenue Bonds, Series IV, 2009 (The Coleman Company, Inc.) (the "2009 Bonds") which were issued for the purpose of acquiring, purchasing, constructing and equipping certain improvements and additions to an existing manufacturing facility (the "2009 Additions"), which 2009 Additions were leased to The Coleman Company, Inc., a Delaware corporation; and

WHEREAS, said Fifteenth Supplemental Indenture supplements a certain Trust Indenture dated as of December 1, 1993, as amended and supplemented in accordance with its terms (as amended and supplemented, the "Indenture"), by and between the Issuer and the Trustee; and

WHEREAS, in accordance with the provisions of the Indenture, no 2009 Bonds remain outstanding; and

WHEREAS, it is necessary to provide for the release of the Trust Estate with respect to the 2009 Bonds and the termination of the Fifteenth Supplemental Indenture.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and in consideration of other good and valuable consideration, the parties hereto agree that the Fifteenth Supplemental Indenture and the pledge of the Trust Estate thereunder are hereby canceled, discharged and released.

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IN WITNESS WHEREOF, the parties hereto have executed this Cancellation, Discharge and Release of Fifteenth Supplemental Trust Indenture for delivery or after November 10, 2020.

CITY OF WICHITA, KANSAS

By _____
Mayor

[SEAL]

ATTEST:

City Clerk

IN WITNESS WHEREOF, the parties hereto have executed this Cancellation, Discharge and Release of Fifteenth Supplemental Trust Indenture for delivery or after November 10, 2020.

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,**
as Trustee

By: _____
Name: Alvin Courts
Title: Vice President

[SEAL]