

[Tenant's Letterhead]

October __, 2020

City of Wichita, Kansas
City Hall
455 N. Main, 13th Floor
Wichita, Kansas 67202

Emprise Bank
257 N. Broadway
Wichita, Kansas 67201
Attn: Corporate Trust Department

Re: City of Wichita, Kansas
Industrial Revenue Bonds, Series I, 2012
(C & C Development, L.L.C.)
(Taxable Under Federal Law)

Ladies and Gentlemen:

This is to advise that C & C Development, L.L.C. hereby elects to exercise the option to purchase a portion of unimproved land included within the legal description of the Project financed with the above-referenced bonds, as described in *Section 17.6* of the Lease between the City of Wichita, Kansas, as Issuer, and C & C Development, L.L.C., a Kansas limited liability company, as Tenant, as authorized by Ordinance No. 49-415 of the Issuer. Closing is proposed to be on November 12, 2020.

Very truly yours,

C & C DEVELOPMENT, L.L.C.

By: _____
Name: Chris Lette
Title: Managing Member

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

The governing body met in regular session at the usual meeting place in the City Council on November 10, 2020, at 9:00 a.m., the following members being present and participating, to wit:

Absent:

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

* * * * *

(Other Proceedings)

Thereupon, there was presented a Resolution entitled:

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF WICHITA,
KANSAS AUTHORIZING THE SALE AND CONVEYANCE OF CERTAIN
PROPERTY TO C & C DEVELOPMENT, L.L.C.**

Thereupon, Councilmember _____ moved that said Resolution be adopted. The motion was seconded by Councilmember _____. Said Resolution was duly read and considered, and upon being put, the motion for the adoption of said Resolution was carried by the vote of the governing body, the vote being as follows:

Aye: _____.

Nay: _____.

Thereupon, the Mayor declared said Resolution duly adopted and the Resolution was then duly numbered Resolution No. 20-367 and was signed by the Mayor and attested by the Clerk.

* * * * *

(Other Proceedings)

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On motion duly made, seconded and carried, the meeting hereupon adjourned.

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]

Clerk

RESOLUTION NO. 20-367

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF
WICHITA, KANSAS AUTHORIZING THE SALE AND
CONVEYANCE OF CERTAIN PROPERTY TO C & C
DEVELOPMENT, L.L.C.**

WHEREAS, pursuant to Ordinance No. 49-415 and the Trust Indenture dated as of December 19, 2012, the City of Wichita, Kansas (the "Issuer") has previously issued its Industrial Revenue Bonds, Series I, 2012 (C & C Development, L.L.C.) (Taxable Under Federal Law) in the original aggregate principal amount of \$3,125,000 (the "Bonds") to finance the cost of acquiring, purchasing, constructing and equipping a certain facility to be used for manufacturing purposes (the "Project"), such Project having been leased to C & C Development, L.L.C., a Kansas limited liability company (the "Tenant") pursuant to a Lease dated as of December 19, 2012 between the City and the Tenant (the "Lease"); and

WHEREAS, the Tenant desires to exercise its option to purchase a portion of unimproved land included within the legal description of the Project under *Section 17.6* of the Lease and is not in default under the Lease; and

WHEREAS, the Tenant has provided the City written notice of its intent to exercise its option to purchase a portion of unimproved land included within the legal description of the Project;

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 special warranty deed, a bill of sale and a partial release of lease, in substantially the forms submitted to the Governing Body concurrently with the adoption of this Resolution. The Clerk is directed to deliver the executed special warranty deed, a bill of sale and a partial release of lease 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 by the governing body of the City of Wichita, Kansas on November 10, 2020.

CITY OF WICHITA, KANSAS

Mayor

[SEAL]

Attest:

By: _____
Clerk

THIS CONVEYANCE IS FOR THE PURPOSE OF RELEASING SECURITY FOR A DEBT OR OTHER OBLIGATION AND IS EXEMPT FROM THE REQUIREMENTS OF A SALES VALIDATION QUESTIONNAIRE PURSUANT TO K.S.A. 79-1437e(2).

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made as of November 10, 2020 between the City of Wichita, Kansas, a municipal corporation, as Grantor, and C & C Development, L.L.C., a Kansas limited liability company, as Grantee;

WITNESSETH, that said Grantor, in furtherance of the terms of a certain Lease dated as of December 19, 2012 between Grantor and Grantee, and as authorized by a Resolution duly adopted by the governing body of the Grantor, and by these presents does hereby convey to Grantee, its successors and assigns, all the following described real estate in Sedgwick County, Kansas:

Beginning at the Northeast corner of Lot 1, Block 1, May Field First Addition, Wichita, Sedgwick County, Kansas; thence S 0°50'08" E on the east line of said plat, a distance of 350.58 feet; thence S88°41'43"W, parallel with the south line of said plat, a distance of 443.34 feet; thence N0°57'13"W, parallel with the west line of said plat, a distance of 349.76 feet to the north line of said plat; thence N88°35'23"E, on the north line of said plat, a distance of 444.07 feet to the point of beginning, except that part dedicated for street in Doc#/Flm-Pg: 28829898

for the sum of \$100.00 and other valuable consideration;

TO HAVE AND TO HOLD, the premises described, with all and singular the rights, privileges, appurtenances and immunities thereto belonging or in any way appertaining, to Grantee and to its successors and assigns forever; and Grantor hereby covenants that the premises are free and clear of all encumbrances whatsoever, except (a) the restriction that no existing building nor any building which is constructed or placed upon the land, either temporarily or permanently, shall be used for the purpose of housing any multigame, casino-style gambling on the premises, (b) those to which the title was subject on the date of 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 from Grantor referred to above, (c) taxes and assessments, general and special, if any, and (d) the rights, titles and interests of any party having condemned or attempting to condemn title to, or the use for a limited period of, all or any part of the premises conveyed; and that it will warrant and defend the title to the premises to Grantee and Grantee's successors and assigns forever against the lawful claims and demands of anyone claiming by, through or under it.

IN WITNESS WHEREOF, Grantor has executed this deed and affixed its corporate seal on the day and year first above written.

[SEAL]

ATTEST:

CITY OF WICHITA, KANSAS
a municipal corporation

Karen Sublett, Clerk

Brandon J. Whipple, Mayor

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

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

[SEAL]

Notary Public

My appointment expires:

BILL OF SALE

In furtherance of the terms of a certain Lease dated as of December 19, 2012 between the City of Wichita, Kansas, as Assignor, and C & C Development, L.L.C., a Kansas limited liability company, as Assignee, and for valuable consideration, Assignor hereby transfers, assigns and conveys to Assignee, all personal property purchased with the proceeds of the City of Wichita, Kansas, Industrial Revenue Bonds, Series I, 2012 (C & C Development, L.L.C.) (Taxable Under Federal Law).

[SEAL]

ATTEST:

CITY OF WICHITA, KANSAS
a municipal corporation

Karen Sublett, Clerk

Brandon J. Whipple, Mayor

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

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

[SEAL]

Notary Public

My appointment expires:

PARTIAL RELEASE OF LEASE

WHEREAS, the City of Wichita, Kansas (the "Issuer") has heretofore entered into a Lease dated as of December 19, 2012 (the "Lease") between the Issuer and C & C Development, L.L.C., a Kansas limited liability company (the "Tenant"), notice of which is recorded at DOC.#/FLM-PG: 29340916 in the office of the Sedgwick County Register of Deeds; and

WHEREAS, the Issuer assigned its interest in the Lease to Emprise Bank, Wichita, Kansas, acting as Trustee for the Issuer and others for purpose of enforcement of the Tenant's covenants under the Lease; and

WHEREAS, the Tenant has exercised its option to purchase a portion of unimproved land included within the legal description in the Lease (the "Project") from the Issuer; and

THEREFORE, the property described in the attached Schedule I is hereby released from any claim of the Issuer and the Trustee under the Lease as of November 10, 2020.

CITY OF WICHITA, KANSAS

By: _____
Brandon J. Whipple, Mayor

[SEAL]

ATTEST:

By : _____
Karen Sublett, Clerk

ACKNOWLEDGMENT

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

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

[SEAL]

By: _____
Notary Public

My appointment expires: _____

Emprise Bank
Wichita, Kansas

By: _____
Name:
Title:

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

This instrument was acknowledged before me this ___ day of _____, 2020 by _____ as _____ and trust officer of the Emprise Bank, Wichita, Kansas, a state banking association or corporation.

[SEAL]

Notary Public

My appointment expires: _____
Date

SCHEDULE I

PROPERTY SUBJECT TO LEASE

The following property acquired by the City of Wichita, Kansas (the "Issuer") in connection with the issuance by the City of its Industrial Revenue Bonds, Series I, 2012 (C & C Development, L.L.C.) (Taxable Under Federal Law) (the "2012 Bonds"):

- (a) The following described real estate in Sedgwick County, Kansas:

Beginning at the Northeast corner of Lot 1, Block 1, May Field First Addition, Wichita, Sedgwick County, Kansas; thence S 0°50'08" E on the east line of said plat, a distance of 350.58 feet; thence S88°41'43"W, parallel with the south line of said plat, a distance of 443.34 feet; thence N0°57'13"W, parallel with the west line of said plat, a distance of 349.76 feet to the north line of said plat; thence N88°35'23"E, on the north line of said plat, a distance of 444.07 feet to the point of beginning, except that part dedicated for street in Doc#/Flm-Pg: 28829898

said real property constituting the "Land" as referred to in the Indenture and the Lease entered into by the Issuer concurrently with the issuance of the 2012 Bonds (the "Indenture" and the "Lease"), subject to the encumbrances listed as exceptions in Schedule B of that certain commitment for title insurance no. 2055530 issued by First American Title Insurance Company of Kansas and any restriction or encumbrance impacting or affecting the current or future use of property in connection with the operation of a gambling facility which consists of multi-game casino-style gambling ("Permitted Encumbrances").

(b) All buildings, building additions, improvements, machinery and equipment now or in the future constructed, located or installed on the Land, all or any portion of the costs of which were paid from the proceeds of the Issuer's 2012 Bonds, and which constitute Improvements as defined in the Indenture, together with any substitutions or replacements therefor, the property described in paragraphs (a) and (b) of this Schedule I together constituting the "Project" as referred to in the Indenture and the Lease.