

**RESOLUTION NO. 22-117**

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS AMENDING RESOLUTION NO. 22-103 DETERMINING THE ADVISABILITY OF ISSUING INDUSTRIAL REVENUE BONDS FOR THE PURPOSE OF FINANCING THE ACQUISITION, RENOVATION AND EQUIPPING OF A COMMERCIAL FACILITY LOCATED IN THE CITY; AND AUTHORIZING EXECUTION OF RELATED DOCUMENTS.**

**WHEREAS**, the City of Wichita, Kansas (the "City") is a municipal corporation, duly created, organized and existing under the Constitution and laws of the State of Kansas (the "State"); and

**WHEREAS**, the City Council (the "Governing Body") of the City desires to promote, stimulate and develop the general economic welfare and prosperity of the City, and thereby to further promote, stimulate and develop the general economic welfare and prosperity of the State; and

**WHEREAS**, pursuant to the provisions of the Kansas Economic Development Revenue Bond Act, as amended and codified in K.S.A. 12-1740 *et seq.* (the "Act"), the City is authorized to issue revenue bonds for such purposes; and

**WHEREAS**, the Governing Body adopted Resolution No. 22-103 on April 12, 2022 expressing the intent to issue revenue bonds of the City, in one or more series, to provide funds to pay the costs of the acquisition, renovation and equipping of a commercial facility (the "Project") to be located in the environs of the City; and

**WHEREAS**, the Project will be leased by the City to Winfield Building, LLC (the "Tenant") and subleased to HiTone Master Tenant LLC (the "Subtenant"); and

**WHEREAS**, the Governing Body determines it to be advisable and in the interest and for the welfare of the City and its inhabitants that portions of Resolution No. 22-103 be amended and restated.

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

**Section 1.** Section 3 of Resolution No. 22-103 is hereby deleted and replaced in its entirety by the following:

**Section 3. Conditions to Issuance of Bonds.** The issuance of the Bonds is subject to: (a) the Tenant's and Subtenant's written acceptance of a Letter of Intent containing the City's conditions to the issuance of the Bonds (the "Letter of Intent") in accordance with the City of Wichita/Sedgwick County Economic Development Guidelines (the "Guidelines"); (b) the successful negotiation and sale of the Bonds to a purchaser or purchasers to be determined by the Tenant and Subtenant and acceptable to the City (the "Purchaser"), which sale shall be the responsibility of the Tenant and Subtenant and not the City; (c) the receipt of the approving legal opinion of Gilmore & Bell, P.C. ("Bond Counsel") in form acceptable to the City, the Tenant, the Subtenant and the

Purchaser; (d) the obtaining of all necessary governmental approvals to the issuance of the Bonds; and (e) the commitment to and payment by the Tenant, Subtenant or Purchaser of all expenses relating to the issuance of the Bonds, including, but not limited to: (i) expenses of the City and the City Attorney; (ii) any underwriting or placement fees and expenses; (iii) all legal fees and expenses of Bond Counsel; and (iv) all recording and filing fees, including fees of the Kansas Board of Tax Appeals.

**Section 2.** Section 5 of Resolution No. 22-103 is hereby deleted and replaced in its entirety by the following:

**Section 5. Reliance by Tenant and Subtenant; Limited Liability of City.** It is contemplated that in order to expedite acquisition of the Project and realization of the benefits to be derived thereby, the Tenant may incur temporary indebtedness or expend its own funds to pay costs of the Project prior to the issuance of the Bonds; provided that such expenditures incurred prior to the issuance of the Bonds are at the risk of the Tenant and Subtenant that the Bonds will actually be issued. Proceeds of Bonds may be used to reimburse the Tenant or Subtenant for such expenditures made prior to the date this Resolution is adopted. The Bonds herein authorized and all interest thereon shall be paid solely from the revenues to be received by the City from the Project and not from any other fund or source. The City shall not be obligated on such Bonds in any way, except as herein set out. In the event that the Bonds are not issued, the City shall have no liability to the Tenant or Subtenant.

**Section 3.** Section 6 of Resolution No. 22-103 is hereby deleted and replaced in its entirety by the following:

**Section 6. Execution and Delivery of Documents.** The Mayor is hereby authorized to execute the Letter of Intent, and the City Clerk is authorized to deliver executed copies of this Resolution and the Letter of Intent to the Tenant and Subtenant. After compliance with the provisions of the Letter of Intent by the Tenant and Subtenant has been demonstrated, the Mayor and City Clerk are authorized to execute a bond purchase agreement with the Purchaser, the Tenant and Subtenant for the sale of the Bonds in a form satisfactory to the City Attorney and Bond Counsel.

**Section 4. Ratification of Resolution No. 22-103.** Except as otherwise amended herein, the rest and remainder of Resolution No. 22-103 is hereby ratified and confirmed and shall remain in full force and effect.

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**ADOPTED** by the City Council of the City of Wichita, Kansas, on April 26, 2022.

(SEAL)

\_\_\_\_\_  
Brandon J. Whipple, Mayor

ATTEST:

\_\_\_\_\_  
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 April 26, 2022, as the same appears of record in my office.

DATED: April 26, 2022.

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

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**EXCERPT OF MINUTES OF A MEETING  
OF THE GOVERNING BODY OF  
THE CITY OF WICHITA, KANSAS  
HELD ON APRIL 26, 2022**

The City Council (the "Governing Body") of the City of Wichita, Kansas (the "City") 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:

[Mayor BRANDON WHIPPLE, Councilmembers BRANDON JOHNSON, BECKY TUTTLE, MIKE HOHEISEL, JEFF BLUBAUGH, BRYAN FRYE and MAGGIE BALLARD]

Absent: None.

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

\* \* \* \* \*

(Other Proceedings)

Thereupon, there was presented on the governing body's consent agenda a Resolution entitled:

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS AMENDING RESOLUTION NO. 22-103 DETERMINING THE ADVISABILITY OF ISSUING INDUSTRIAL REVENUE BONDS FOR THE PURPOSE OF FINANCING THE ACQUISITION, RENOVATION AND EQUIPPING OF A COMMERCIAL FACILITY LOCATED IN THE CITY; AND AUTHORIZING EXECUTION OF RELATED DOCUMENTS.**

Thereupon, Councilmember \_\_\_\_\_ moved that the consent agenda be passed. The motion was seconded by Councilmember \_\_\_\_\_. The motion that the consent agenda be passed, including the adoption of the Resolution, was carried by the vote of the Governing Body, the vote being as follows:

Aye: [BRANDON WHIPPLE, BRANDON JOHNSON, BECKY TUTTLE, MIKE HOHEISEL, JEFF BLUBAUGH, BRYAN FRYE, MAGGIE BALLARD]

Nay: NONE

Thereupon, the Resolution was then duly numbered Resolution No. 22-117, and was signed by the Mayor and attested by the Clerk.

(Other Proceedings)

\* \* \* \* \*

**CERTIFICATE**

I certify that the foregoing Excerpt of Minutes is a true and correct excerpt of the proceedings of the City Council 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]

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Karen Sublett, City Clerk