RESOLUTION NO. 06-09-22A

A RESOLUTION DETERMINING THE INTENT OF THE CITY OF EDGERTON, KANSAS, TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS IN THE APPROXIMATE AMOUNT OF $5,000,000 TO PAY THE COST OF IMPROVING AND EQUIPPING A COMMERCIAL FACILITY FOR THE BENEFIT OF COLDPOINT LOGISTICS REAL ESTATE, LLC.

WHEREAS, the City of Edgerton, Kansas (the "City"), desires to promote, stimulate and develop the general welfare and economic prosperity of the City and its inhabitants and to further promote, stimulate and develop the general welfare and economic prosperity of the state of Kansas; and

WHEREAS, the City is authorized and empowered under the provisions of K.S.A. 12-1740 to 12-1749d, inclusive (the "Act"), to issue industrial revenue bonds to pay the cost of certain facilities (as defined in the Act) for the purposes set forth in the Act and to lease or sublease such facilities to private persons or entities; and

WHEREAS, ColdPoint Logistics Real Estate, LLC, a Kansas limited liability company (the "Company"), has requested the City to issue its industrial revenue bonds in the approximate principal amount of $5,000,000 (the "Bonds"), for the purpose of improving and equipping a commercial facility, consisting of the addition of solar and other equipment and improvements to an existing cold-storage distribution facility located at 31301 W. 181st Street, Edgerton, Kansas (the "Project"), and to sublease the Project to the Company all pursuant to the Act; and

WHEREAS, it is found and determined to be advisable and in the interest and for the welfare of the City and its inhabitants that the City issue the Bonds pursuant to the Act, such Bonds to be payable solely out of rentals, revenues and receipts derived from the sublease of the Project by the City to the Company, or its successors or assigns, as lessee; and

WHEREAS, the City is not granting an exemption from ad valorem taxes for the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF EDGERTON, KANSAS, AS FOLLOWS:

Section 1. **Approval of Project**. The Governing Body of the City finds and determines that the acquisition, construction and equipping of the Project will promote, stimulate and develop the general welfare and economic prosperity of the City through the promotion and advancement of commercial development of the City and the issuance of the Bonds to pay such costs will be in furtherance of the public purposes set forth in the Act.

Section 2. **Intent to Issue Bonds**. The Governing Body of the City determines and declares the intent of the City to assist the Company in completing the Project through the issuance of the

Bonds pursuant to the Act.

Section 3. **Provision for the Bonds**. Subject to the conditions of this Resolution, the City will (i) issue its Bonds to pay the costs of acquiring, constructing, improving and equipping the Project, with such maturities, interest rates, redemption terms and other provisions as may be determined by ordinance of the City; (ii) provide for the sublease (with an option to purchase) of the Project to the Company; and (iii) to effect the foregoing, adopt such resolutions and ordinances and authorize the execution and delivery of such instruments and the taking of such action as may be necessary or advisable for the authorization and issuance of the Bonds by the City and take or cause to be taken such other action as may be required to implement this Resolution.

Section 4. **No Ad Valorem Tax Exemption.** No exemption from ad valorem taxes shall result from the issuance of the Bonds.

Section 5. **Conditions to Issuance**. The issuance of the Bonds and the execution and delivery of any documents related to the Bonds are subject to:

(i) obtaining any necessary governmental approvals;

(ii) agreement by the City, the Company and the purchaser of the Bonds upon (a) mutually acceptable terms for the Bonds and for the sale and delivery thereof, and (b) mutually acceptable terms and conditions of any documents related to the issuance of the Bonds and the Project, including, but not limited to, provisions relating to the security for the payment of the Bonds and provisions relating to the maintenance of the Project;

(iii) payment of all costs of issuance of the Bonds and all other costs and fees of the City; and

(iv) compliance with the Act relating to the issuance of industrial revenue bonds and ad valorem tax exemption.

Section 6. **Sale of the Bonds/Authority to Proceed.** The sale of the Bonds shall be the responsibility of the Company, but arrangements for the sale of the Bonds shall be subject to the City's approval. The Company is authorized to proceed with the acquisition and completion of the Project (provided all other City approvals and permits have been obtained) and to advance such funds as may be necessary to accomplish such purposes, and to the extent permitted by law, the City shall reimburse the Company for such expenditures out of the proceeds of the Bonds, when and if issued. Notwithstanding such authorization, the Company proceeds at its own risk and if for any reason, the Bonds are not issued, the City shall have no liability to the Company for any reason. The Act provides that the City may only issue the Bonds by adoption of an ordinance authorizing the Bonds and providing for the terms and details of the Bonds. The City has not yet adopted an ordinance. This Resolution only evidences the intent of the current Governing Body to issue Bonds for the Project. Nothing herein shall be construed as a guaranty by the City that the Bonds will be issued.

Section 7. **Assignment.** The Company may, without the consent of the City but with advance written notice to the City, assign all or a portion of its interest in this Resolution to any Affiliated

Entity or, with the prior written consent of the City, to another entity, provided such assignee intends to acquire, equip and construct the Project. For the purposes of this Resolution, "Affiliated Entity" means any entity or person directly or indirectly controlling or controlled by or under direct or indirect common control with the Company. "Control," when used with respect to a particular entity or person, means the possession, directly or indirectly, of the power to direct or cause the direction of management and policies of such entity whether through the ownership of voting stock, by contract or otherwise. The Company may assign all or a portion of its interest in this Resolution to any party that is not an Affiliated Entity only with the consent of the City.

Section 8. **Limited Obligations of the City.** The Bonds and the interest thereon shall be special, limited obligations of the City payable solely out of the rents, revenues and receipts of the City derived from the sublease of the Project to the Company. The Bonds shall not constitute a general obligation of the City, the State of Kansas or any other political subdivision thereof, shall not constitute a pledge of the full faith and credit of the City, the State of Kansas or any other political subdivision thereof and shall not be payable in any manner by taxation.

Section 9. Further Action. SA Legal Advisors LC, Bond Counsel for the City, and officers and employees of the City, are authorized to work with the purchaser of the Bonds, the Company, their respective counsel and others, to prepare for submission to and final action by the City all documents necessary to effect the authorization, issuance and sale of the Bonds and other actions contemplated hereunder.

Section 10. **Effective Date**. This Resolution shall take effect and be in full force immediately after its adoption by the Governing Body of the City.

ADOPTED June 9, 2022.

CITY OF EDGERTON, KANSAS

/s/
Donald Roberts, Mayor

[SEAL]

ATTEST:

/s/
Alexandria Clower, City Clerk