RESOLUTION NO. 07-24-25C

A RESOLUTION CONSENTING TO THE ASSIGNMENT OF A BASE LEASE, LEASE AGREEMENT AND OTHER BOND DOCUMENTS IN CONNECTION WITH THE CITY'S INDUSTRIAL REVENUE BONDS (COLDPOINT LOGISTICS REAL ESTATE, LLC FIRST EXPANSION PROJECT), SERIES 2017, AND AUTHORIZING EXECUTION OF RELATED DOCUMENTS

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

WHEREAS, the City issued its Industrial Revenue Bonds (Coldpoint Logistics Real Estate, LLC Project), Series 2017 (the "Bonds"), in the aggregate maximum principal amount of $23,800,000, pursuant to a Trust Indenture dated as of October 1, 2017 (as may be supplemented and amended, the "Indenture"), between the City and BOKF, N.A., as trustee (the "Trustee"), for the purpose of acquiring, purchasing, improving, equipping and constructing a commercial project described therein (the "Project"); and

WHEREAS, the Project was leased by Coldpoint Logistics Real Estate, LLC, a Kansas limited liability company ("Coldpoint"), to the City pursuant to a Base Lease Agreement dated as of October 1, 2017, as supplemented and amended by a First Supplemental Base Lease Agreement dated as of June 1, 2018 (together, the "Base Lease"), between Coldpoint and the City, and the Project was subleased by the City to Coldpoint pursuant to a Lease Agreement dated as of October 1, 2017, as supplemented and amended by a First Supplemental Lease Agreement dated as of June 1, 2018 (together, the "Lease Agreement"), between the City and Coldpoint; and

WHEREAS, pursuant to an Assignment and Assumption of IRB Documents dated November 1, 2024, Coldpoint, with the consent of the City, assigned its interest in the Base Lease, Lease Agreement, Indenture, the Performance Agreement dated as of October 1, 2017, as modified by a First Amendment to Performance Agreement dated as of June 1, 2018 (together, the "Performance Agreement"), between the City and Coldpoint, the Origination Fee Agreement dated as of October 1, 2017 (the "Origination Fee Agreement"), between the City and Coldpoint, the Bond Purchase Agreement dated October 20, 2017 (the "Bond Purchase Agreement"), among the City and Coldpoint, as purchaser and as the company, and all other documents executed in connection with the Bonds that are included in the transcript of proceedings for the Bonds (collectively, the "Other Bond Documents"), to Lineage CP, LLC (fka ColdPoint BidCo, LLC), a Delaware limited liability company (the "Assignor"); and

WHEREAS, Assignor is requesting the City's consent to the assignment of Assignor's interest under the Base Lease, Lease Agreement, Indenture, the Performance Agreement, the Origination Fee Agreement, the Bond Purchase Agreement, and the Other Bond Documents to Lineage Logistics MTC, LLC, a Maryland limited liability company (the "Assignee"); and

WHEREAS, pursuant to **Section 6.2** of the Base Lease and **Section 13.1** of the Lease Agreement, Assignor may assign the Base Lease and the Lease Agreement only with the written consent of the City; and

WHEREAS, the City desires to consent to the assignment of Assignor's interest under the Base Lease, Lease Agreement, Indenture, Performance Agreement, Origination Fee Agreement, the Bond Purchase Agreement and the Other Bond Documents to the Assignee and approve execution of any necessary and related documents.

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

Section 1. Consent to Assignment. The Governing Body of the City hereby consents to the assignment of the Base Lease, Lease Agreement, Indenture, Performance Agreement, Origination Fee Agreement, Bond Purchase Agreement and the Other Bond Documents by the Assignor to the Assignee. The foregoing consents are contingent upon the satisfaction of all other requirements for assignments expressly set forth in the Lease Agreement.

Section 2. Authorization and Execution of Consent to Assignment. The Governing Body hereby approves of the form of the Assignment and Assumption of IRB Documents (the "Assignment") in substantially the form attached to the item summary presented to and reviewed by the Governing Body of the City at this meeting (a copy of which document, upon execution thereof, shall be filed in the office of the City Clerk). The Mayor of the City is hereby authorized and directed to execute and deliver the consent to the Assignment for and on behalf of and as the act and deed of the City, in substantially the form presented to and reviewed by the Governing Body of the City. The City Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City, if required, to the Assignment.

Section 3. Authorization and Execution of Estoppel. The Governing Body hereby approves of the form of the Estoppel Certificate (the "Estoppel") in substantially the form attached to the item summary presented to and reviewed by the Governing Body of the City at this meeting (a copy of which document, upon execution thereof, shall be filed in the office of the City Clerk). The Mayor of the City is hereby authorized and directed to execute and deliver the Estoppel for and on behalf of and as the act and deed of the City, in substantially the form presented to and reviewed by the Governing Body of the City. The City Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City, if required, to the Estoppel.

Section 4. Further Authority. The Mayor is hereby authorized and directed to execute and deliver such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution (copies of said documents shall be filed in the records of the City) for and on behalf of and as the act and deed of the City. The City Clerk is hereby authorized and directed to attest to and affix the seal of the City to such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 5. Effective Date. This Resolution shall take effect and be in full force immediately after its adoption by the Governing Body of the City.

ADOPTED this 24th day of July, 2025.

CITY OF EDGERTON, KANSAS

By: /s/
Clay Longanecker, City Council President

[SEAL]

ATTEST:

/s/
Alex Firth, Interim City Clerk

Approved as to form:

/s/
Gilmore & Bell, P.C., Bond Counsel to City

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