

RESOLUTION NO. 06-14-18A

**RESOLUTION CONSENTING TO THE ASSIGNMENT OF A RESOLUTION OF
INTENT FROM WELLSVILLE FARMS, LLC TO KUBOTA NORTH AMERICA
CORPORATION, OR ITS SUCCESSORS IN INTEREST**

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 thereby 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 such facilities to private persons, firms or corporations; and

WHEREAS, the City adopted Resolution No. 05-10-18G on May 10, 2018 (the "Resolution of Intent") determining the intent of the City to issue its industrial revenue bonds in the maximum aggregate principal amount of 100,000,000 (the "Bonds"), to finance the costs of acquiring, constructing, improving and equipping two approximately 1,000,000 sq. ft. warehouse, office, manufacturing and distribution facilities (the "Project") for the benefit of Wellsville Farms, LLC, a Missouri limited liability company ("Wellsville Farms"); and

WHEREAS, the Resolution of Intent permits Wellsville Farms, with the consent of the City, to assign its interest in the Resolution of Intent to another entity, thereby conferring on such entity the benefits of the Resolution of Intent and the proceedings related thereto; and

WHEREAS, Wellsville Farms desires to assign its interest in the Resolution of Intent to Kubota North America Corporation, a Delaware corporation (the "Company"), for the purposes of permitting the Company to acquire, construct and equip the Project; and

WHEREAS, the City desires to consent to the assignment of the Resolution of Intent to the Company.

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

Section 1. Assignment of Resolution of Intent. The Governing Body of the City hereby consents to the assignment by Wellsville Farms of its interest in the Resolution of Intent to the Company for the purposes of completing the Project. The City agrees that the Company will now be entitled to the benefits of the Resolution of Intent to the same extent and on the same terms as Wellsville Farms with respect to the Project.

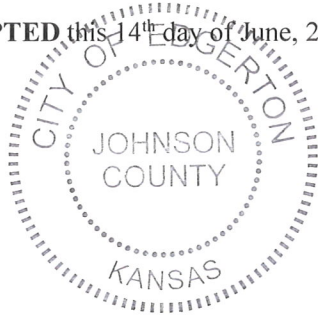
Section 2. Authorization to Proceed. The Company is authorized to proceed with the acquiring, constructing and equipping of the Project, and to advance such funds as may be necessary to accomplish such purposes, and, to the extent permitted by law, the City will reimburse the Company for all expenditures paid or incurred therefor out of the proceeds of the Bonds.

Section 3. Benefit of Resolution. This Resolution will inure to the benefit of the City and the Company. The Company may, with the prior written consent of the City, assign its interest in this

Resolution and the Resolution of Intent to another entity, and such assignee will be entitled to the benefits of this Resolution, the Resolution of Intent and the proceedings related hereto.

Section 4. 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 14th day of June, 2018.



[SEAL]

ATTEST:


Rachel James, City Clerk

CITY OF EDGERTON, KANSAS

By: 
Donald Roberts, Mayor

Approved as to form:


Scott W. Anderson, Bond Counsel