

[Summary Published in *The Gardner News* on April 15, 2020]

ORDINANCE NO. 2036

AN ORDINANCE AUTHORIZING BOND DOCUMENTS AND THE ISSUANCE OF THE CITY'S INDUSTRIAL REVENUE BONDS (ELHC VII, LLC PROJECT) SERIES 2020, FOR THE PURPOSE OF FINANCING AND PROVIDING TAX ABATEMENT FOR A WAREHOUSE AND DISTRIBUTION FACILITY.

WHEREAS, the City of Edgerton, Kansas (the "City"), is authorized pursuant to the provisions of K.S.A. 12-1740 to 12-1749d, inclusive, as amended (the "Act"), to acquire, purchase, construct, install and equip certain commercial and industrial facilities, and to issue industrial revenue bonds for the purpose of paying the cost of such facilities, and to lease such facilities to private persons, firms or corporations; and

WHEREAS, the governing body of the City has heretofore and does now find and determine that it is desirable in order to promote, stimulate and develop the general economic welfare and prosperity of the City and the State of Kansas that the City issue its Industrial Revenue Bonds (ELHC VII, LLC Project) Series 2020, in an aggregate maximum principal amount not to exceed \$45,000,000 (the "Bonds"), for the purpose of acquiring, constructing and equipping a commercial project, consisting of an approximately 952,000 sq. ft. warehouse and distribution facility, to be located at 30901 W. 185th Street, Edgerton, Kansas, including land, buildings, structures, improvements, fixtures, machinery and equipment (the "Project"), and that the City lease the Project to ELHC VII, LLC, a Kansas limited liability company (the "Company"); and

WHEREAS, the governing body of the City further finds and determines that it is necessary and desirable in connection with the issuance of the Bonds that the City enter into certain agreements, and that the City take certain other actions and approve the execution of certain other documents as herein provided;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF EDGERTON, KANSAS, AS FOLLOWS:

Section 1. Authorization for the Acquisition, Purchase, Construction, Installation and Equipping of the Project. The City is hereby authorized to provide for the acquisition, purchase, construction, installation, rehabilitation and equipping of the Project, all in the manner and as more particularly described in the Indenture and the Lease Agreement hereinafter authorized.

Section 2. Authorization of and Security for the Bonds. The City is hereby authorized to issue and sell the Bonds for the purpose of providing funds to pay the cost of acquiring, purchasing, constructing, installing and equipping the Project. The Bonds shall be issued and secured pursuant to the herein authorized Indenture and shall bear such date, shall mature at such time, shall be in such denominations, shall bear interest at such rates, shall be in such form, shall be subject to redemption and other terms and conditions, and shall be issued in such manner, subject to such provisions, covenants and agreements, as are set forth in the hereafter defined Indenture. The Bonds shall be payable solely out of the rents, revenues and receipts derived by the City from the Project, and the Project and the net earnings derived by the City from the Project shall be pledged and assigned to the hereafter defined Trustee as security for payment of the Bonds as provided in the Indenture.

Section 3. Authorization of Documents. The City is hereby authorized to enter into the following documents, in substantially the forms presented to and reviewed by the Council of the City (copies of which documents, upon execution thereof, shall be filed in the office of the City Clerk), with such changes

therein as shall be approved by the officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof:

(a) Trust Indenture dated the date set forth therein (the "Indenture"), between the City and BOKF, N.A., as trustee (the "Trustee"), pursuant to which the Bonds shall be issued and the City shall pledge the Project and assign the rents, revenues and receipts received pursuant to the hereafter defined Lease to the Trustee for the benefit of and security of the holder of the Bonds upon the terms and conditions as set forth in said form of Indenture;

(b) Base Lease Agreement dated the date set forth therein (the "Base Lease"), between the Company and the City, under which the City will lease the project site from the Company;

(c) Lease Agreement dated the date set forth therein (the "Lease Agreement"), between the City and the Company, under which the City will agree to use the proceeds derived from the sale of the Bonds for the purpose of acquiring, purchasing, constructing, installing and equipping the Project and to sublease the Project to the Company, and the Company will agree to make payments in amounts sufficient to provide for the payment of the principal of, redemption premium, if any, and interest on the Bonds as the same become due;

(d) Bond Purchase Agreement dated the date set forth therein (the "Bond Purchase Agreement"), among the City, the Company, as lessee, and the Company, as purchaser;

(e) Performance Agreement dated the date set forth therein (the "Performance Agreement"), between the City and the Company; and

(f) Origination Fee Agreement dated the date set forth therein (the "Origination Fee Agreement"), between the City and the Company.

Section 4. Execution of Bond and Documents. The Mayor of the City is hereby authorized and directed to execute the Bonds and to deliver the Bonds to the Trustee for authentication for and on behalf of and as the act and deed of the City in the manner provided in the Indenture. The Mayor of the City is hereby authorized and directed to execute the Indenture, the Base Lease, the Lease Agreement, the Bond Purchase Agreement, the Performance Agreement, the Origination Fee Agreement and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, for and on behalf of and as the act and deed of the City. The City Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City to the Bonds, the Indenture, the Base Lease, the Lease Agreement, the Bond Purchase Agreement, the Performance Agreement, the Origination Fee Agreement and such other documents, certificates and instruments as may be necessary.

Section 5. Further Authority. The City shall, and the officers, employees and agents of the City are hereby authorized and directed to, take such action, expend such funds and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance and to carry out, comply with and perform the duties of the City with respect to the Bonds, the Indenture, the Base Lease, the Lease Agreement, the Performance Agreement, the Bond Purchase Agreement and the Origination Fee Agreement.

Section 6. Effective Date. This Ordinance shall take effect and be in force from and after its passage, approval and publication in summary form in the official City newspaper.

PASSED by the Council of the City of Edgerton, Kansas, this 9th day of April, 2020.

[SEAL]



ATTEST:


Chris Clinton, City Clerk


Donald Roberts, Mayor

Approved as to form:


Scott W. Anderson, Bond Counsel

ELHC VII

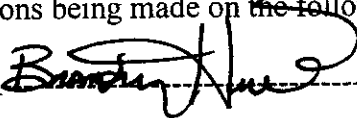
STATE OF KANSAS
JOHNSON COUNTY, SS

Brandon Humble, being first duly sworn, deposes and says: That he is the editor of **THE GARDNER NEWS** A weekly newspaper printed in the State of Kansas, and published in and of general circulation in Johnson County, Kansas and that said newspaper is a bi-weekly published at least weekly, 52 times a year; has been published continuously and uninterruptedly in said county and state for a period of more than five years prior to the first publication of said notice; and has been admitted at the post office in Gardner, Kansas in said county as second class matter.

That the attached notice is a true copy there of and was published in the regular and entire issue of said newspaper for 1 consecutive weeks(s),

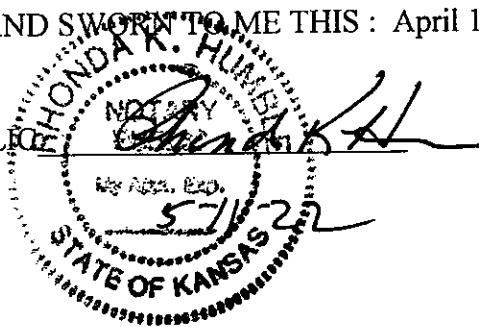
The first publication there of being made as aforesaid on April 15, 2020
Publications being made on the following:

EDITOR



SUBSCRIBED AND SWORN TO ME THIS : April 15, 2020,

NOTARY PUBLIC



MY COMMISSION EXPIRES _____

COST-----

ADDITIONAL COPIES-----

IN THE DISTRICT COURT OF JOHNSON, COUNTY KANSAS-----

The within Proof Of Publication approved

-----JUDGE

Public Notice

First published in *The Gardner News* Wednesday, April 15, 2020

ORDINANCE NO. 2036 SUMMARY

On April 9, 2020, the City of Edgerton, Kansas adopted Ordinance No. 2036 authorizing the issuance of Taxable Industrial Revenue Bonds (ELHC VII, LLC Project) Series 2020, in an aggregate maximum principal amount of not to exceed \$45,000,000, for the

purpose of providing funds to pay the cost of acquiring, constructing and equipping a commercial project, consisting of an approximately 952,000 sq. ft. warehouse and distribution facility to be located at 30901 W. 185th Street, Edgerton, Kansas, for the benefit of ELHC VII, LLC, a Kansas limited

liability company. A complete copy of this ordinance is available at www.edgertonks.org or at Edgerton City Hall, 404 E. Nelson, Edgerton, Kansas 66021. This summary is certified by Lee Hendricks, City Attorney for the City of Edgerton, Kansas.