

RESOLUTION NO. 11-13-25A

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 (ELHC XXXII, LLC PROJECT), SERIES 2016

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 (ELHC XXXII, LLC Project), Series 2016 (the "Bonds"), in the aggregate maximum principal amount of \$38,250,000, pursuant to a Trust Indenture dated as of August 1, 2016 (the "Indenture"), between the City and UMB Bank, n.a., as trustee (the "Trustee"), for the purpose of acquiring, purchasing, improving, equipping and constructing a commercial project, consisting of an approximately 765,000 square foot warehouse and distribution facility, located at 31450 W. 196th Street, Edgerton, Kansas (the "Project"); and

WHEREAS, the Project was leased by ELHC XXXII, LLC, a Kansas limited liability company ("ELHC"), to the City pursuant to a Base Lease Agreement dated as of August 1, 2016, as supplemented and amended by a First Supplemental Base Lease Agreement dated as of May 1, 2017 (together, the "Base Lease"), between ELHC and the City, and the Project was subleased by the City to ELHC pursuant to a Lease Agreement dated as of August 1, 2016, as supplemented and amended by a First Supplemental Lease Agreement dated as of May 1, 2017 (together, the "Lease Agreement"), between the City and the Assignor; and

WHEREAS, pursuant to an Assignment and Assumption of IRB Documents dated May 15, 2017, ELHC, with the consent of the City, assigned its interest in the Base Lease, Lease Agreement, Indenture, the Performance Agreement dated as of August 1, 2016, as modified by a First Amendment to Performance Agreement dated as of May 1, 2017 (together, the "Performance Agreement"), between the City and ELHC, the Origination Fee Agreement dated as of August 1, 2016 (the "Origination Fee Agreement"), between the City and ELHC, the Bond Purchase Agreement dated August 1, 2016 (the "Bond Purchase Agreement"), among the City and ELHC, 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 IPXXXII 196 STREET LLC, a Delaware limited liability company (the "Assignor"); and

WHEREAS, the Assignor is now requesting the City's consent to the assignment of the 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 SPARROWHAWK LPKC 32 LLC, a Delaware limited liability company (the "Assignee"); and

WHEREAS, pursuant to **Section 6.2** of the Base Lease and **Section 13.1** of the Lease Agreement, the 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 the 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.

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 hereto as **Exhibit A** (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. 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.

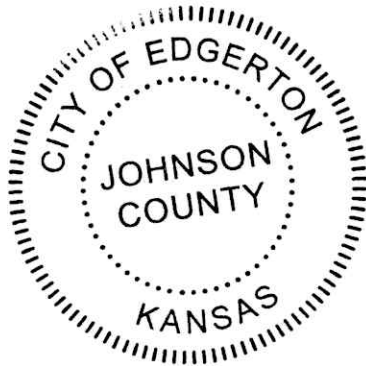
Section 3. Further Authority. The Mayor is hereby authorized and directed to execute and deliver such other documents, certificates, and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution (copies of said documents shall be filed in the records of the 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 4. Effective Date. This Resolution shall take effect and be in full force immediately after its adoption by the Governing Body of the City.

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ADOPTED this 13th day of November, 2025.

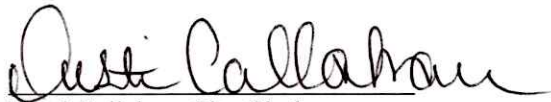
CITY OF EDGERTON, KANSAS



[SEAL]

ATTEST:

By: 
Donald Roberts, Mayor


Dusti Callahan, City Clerk

Approved as to form:



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

Assignment Resolution
ELHC XXXII, LLC Project

IT IS HEREBY CERTIFIED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and in the execution and delivery of the Indenture and the issuance of this Bond do exist, have happened and have been performed in due time, form and manner as required by the Constitution and laws of the State of Kansas.

IN WITNESS WHEREOF, the City of Edgerton, Kansas, has caused this Bond to be executed in its name by the manual or facsimile signature of its Mayor, attested by the manual or facsimile signature of its City Clerk and its corporate seal to be affixed hereto or imprinted hereon, and has caused this Bond to be dated as of May 15, 2010.



[SEAL]

ATTEST:

By: *Austin Callahan*
City Clerk

CITY OF EDGERTON, KANSAS

By: *[Signature]*
Mayor

CERTIFICATE OF AUTHENTICATION

This Bond is the Industrial Revenue Bond (ELHC XXXII, LLC Project) Series 2016, described in the Trust Indenture. The effective date of registration of this Bond is set forth below.

UMB BANK, n.a.

Date

By: _____
Name: _____
Title: _____