

RESOLUTION NO. 7252

RESOLUTION APPROVING AN OMNIBUS AMENDMENT OF BOND DOCUMENTS FOR THE CITY OF LAWRENCE, KANSAS TAXABLE INDUSTRIAL REVENUE BONDS AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the City of Lawrence, Kansas (the “Issuer”) is a municipal corporation and political subdivision duly organized and validly as a city of the first class; and

WHEREAS, the Issuer is authorized by K.S.A. 12-1740 to 12-1749d, inclusive, as amended (collectively, the “Act”), to issue revenue bonds, the proceeds of which shall be used for the purpose of paying all or part of the cost of purchasing, acquiring, constructing, reconstructing, improving, equipping, furnishing, repairing, enlarging or remodeling facilities for agricultural, commercial, hospital, industrial, natural resources, recreational development and manufacturing purposes; and

WHEREAS, pursuant to the Act, the Issuer issued its Taxable Industrial Revenue Bonds (HERE Kansas, LLC Project), Series 2014 (the “Bonds”), in an aggregate principal amount not to exceed \$76,000,000, for the purpose of (a) acquiring, constructing and equipping a commercial mixed-use project at 1101 Indiana Street (the “Project”) for HERE Kansas, LLC, a Delaware limited liability company (the “Corporation”), and (b) paying certain costs of issuance, all as further described in the hereinafter referred to Bond Indenture and Lease Agreement; and

WHEREAS, the Bonds were issued under a Bond Trust Indenture dated as of December 1, 2014 (the “Bond Indenture”), by and between the Issuer and Security Bank of Kansas City, as Bond Trustee (the “Bond Trustee”); and

WHEREAS, the Corporation leased the Project to the Issuer pursuant to the Base Lease Agreement dated as of December 1, 2014 (the “Base Lease”) between the Corporation and the Issuer; and

WHEREAS, simultaneously with the execution and delivery of the Bond Indenture, the Issuer entered into a Lease Agreement dated as of December 1, 2014 (the “Lease Agreement”), by and between the Issuer, as lessor, and the Corporation, as lessee; and

WHEREAS, the Issuer and the Corporation entered into a Bond Purchase Agreement dated December 18, 2014 (the “Bond Purchase Agreement”); and

WHEREAS, the Corporation has requested that the Issuer extend the term of the Bonds and the other bond documents to December 31, 2018 in order to complete the Project.

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

Section 1. Authorization and Approval of Documents. The following documents are hereby approved in substantially the forms presented to and reviewed by the Issuer (copies of which documents, upon execution thereof, shall be filed in the office of the City Clerk), and the Issuer is hereby authorized to execute and deliver each of such documents (the “Issuer Documents”) with such changes therein (including the dated date thereof) as shall be approved by the officials of the Issuer executing such documents, such officials’ signatures thereon being conclusive evidence of their approval and the Issuer’s approval thereof:

- (a) Omnibus Amendment of Bond Documents;
- (b) Bond R-2;

Section 2. Execution of Bonds and Documents. The Mayor of the Issuer is hereby authorized and directed to execute the Bonds by manual or facsimile signature and to deliver the Bonds to the Bond Trustee for authentication for and on behalf of and as the act and deed of the Issuer in the manner provided in the Bond Indenture. The Mayor of the Issuer is hereby authorized and directed to execute and deliver the Issuer Documents for and on behalf of and as the act and deed of the Issuer. The City Clerk of the Issuer is hereby authorized and directed to attest, by manual or facsimile signature, to the Bonds, the Issuer Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 3. Further Authority. The Issuer shall, and the officials, agents and employees of the Issuer are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, including, without limitation, any credit enhancement and security documents, arbitrage certificate, redemption notices, closing certificates and tax forms, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the Issuer with respect to the Bonds and the Issuer Documents.

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 by the Governing Body on May 15, 2018.

SIGNED by the Mayor on May ____, 2018.

Stuart Boley, Mayor

(SEAL)

Sherri Riedemann, City Clerk

APPROVED AS TO FORM:

Toni R. Wheeler, City Attorney