

RESOLUTION NO. 662

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF ROSE HILL, KANSAS AUTHORIZING THE CITY TO CONSENT TO THE ASSIGNMENT OF CERTAIN DOCUMENTS IN CONNECTION WITH TAXABLE INDUSTRIAL REVENUE BONDS, SERIES 2022 (DYNAMIC N/C PROJECT) OF THE CITY OF ROSE HILL, KANSAS**

**WHEREAS**, the City of Rose Hill, Kansas (the “City”) has issued its Taxable Industrial Revenue Bonds, Series 2022 (Dynamic N/C Project) in the aggregate principal amount of \$12,104,313.73 (the “Bonds”) pursuant to a Trust Indenture dated December 28, 2022 (the “Indenture”), by and between the City and UMB Bank, n.a., as trustee (the “Trustee”), to finance the costs of the acquisition and construction of a certain manufacturing facility (the “Improvements”); and

**WHEREAS**, pursuant to a Site Lease dated December 28, 2022, between FIP Master Funding VIII, LLC, a Delaware limited liability company (“Assignor”) and the City (the “Site Lease”), Assignor leased the Improvements and the real property on which the Improvements were constructed and installed (the “Site”) to the City; and

**WHEREAS**, the City leased the Project (as defined in the Site Lease) to Assignor pursuant to a Project Lease dated December 28, 2022, between the City and Assignor (the “Project Lease”); and

**WHEREAS**, the City, the Trustee, and Assignor entered into various other documents relating to the Bonds (collectively, the “Other Bond Documents”), a complete set of which are contained in the Transcript of proceedings relating to the issuance of the Bonds; and

**WHEREAS**, Assignor is selling all of its right, title, and interest in the Site and the Project to FIP Master Funding XIII, LLC, a Delaware limited liability company (“Assignee”); and

**WHEREAS**, Assignor has proposed to assign its interest in the Bonds, the Indenture, the Site Lease, the Project Lease, and the Other Bond Documents, to Assignee pursuant to an Assignment and Assumption of Bonds, Leases and Related Bond Documents among Assignor, Assignee, and the City (the “Assignment and Assumption Agreement”); and

**WHEREAS**, pursuant to *Section 9.2* of the Project Lease, the City is required to consent to the transfer of Assignor’ interest in the Project Lease; and

**WHEREAS**, the City desires to authorize the execution and delivery of the Assignment and Assumption Agreement and to consent to the assignment provided for therein;

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY:**

**Section 1. Approval of Assignment and Assumption Agreement.** The Governing Body of the City hereby approves the Assignment and Assumption Agreement in substantially the form presented to the Governing Body on this date, and consents to the assignment provided for therein. Notwithstanding such consent to said assignment, the City expressly reserves to itself and its assignees all rights and privileges accruing to it under the terms of the Project Lease. The Mayor is hereby authorized and directed to execute and deliver such document with such changes therein as shall be approved by the officials of the City

executing such documents, such officials' signatures thereon being conclusive evidence of their approval and the City's approval thereof.

**Section 2. 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 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 the aforementioned document 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. Effective Date.** This Resolution shall take effect and be in full force immediately after its adoption by the governing body of the City.

[BALANCE OF PAGE INTENTIONALLY BLANK]

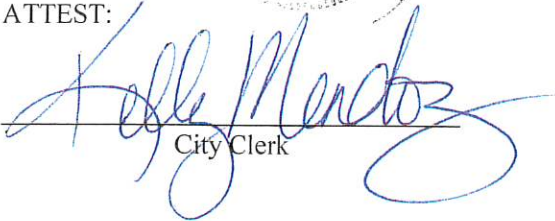
ADOPTED by the City Council of the City of Rose Hill, Kansas, on January 3, 2023.

[SEAL]



  
\_\_\_\_\_  
Mayor

ATTEST:

  
\_\_\_\_\_  
City Clerk