

RESOLUTION NO. 658

A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF ROSE HILL, KANSAS AUTHORIZING THE REDEMPTION AND PAYMENT OF ITS TAXABLE INDUSTRIAL REVENUE BONDS, SERIES 2016, (DYNAMIC N/C, LLC) AND THE SALE AND CONVEYANCE OF CERTAIN PROPERTY TO DYNAMIC N/C, LLC

WHEREAS, pursuant to Ordinance No. 649 and the Bond Agreement dated as of August 25, 2016, the City of Rose Hill, Kansas (the "Issuer") has previously issued its Taxable Industrial Revenue Bonds, Series 2016 (Dynamic N/C, LLC) in the original aggregate principal amount of \$4,500,000 (the "Bonds") to finance the cost of acquiring a facility to be used for manufacturing purposes (the "Project") and leased to Dynamic N/C, LLC, a Kansas limited liability company (the "Tenant"), pursuant to a Lease dated as of August 25, 2016 between the City and the Tenant (the "Lease"); and

WHEREAS, the Tenant desires to provide for the payment or cancellation of all outstanding Bonds, the redemption premium and interest thereon accruing to the redemption date of December 6, 2022, or such later date upon the closing of the Sale referenced below (the "Redemption Date"), by delivering to Equity Bank, as fiscal and paying agent (the "Paying Agent") the Bonds for cancellation; and

WHEREAS, the Tenant has provided the Paying Agent written notice to redeem all outstanding Bonds on the Redemption Date; and

WHEREAS, the Bonds will be delivered to Paying Agent to accomplish the redemption of the Bonds on the Redemption Date; and

WHEREAS, the Tenant desires to exercise its option to purchase the Project under *Section 17.1* of the Lease and is not in default under the Lease; and

WHEREAS, the Tenant has provided the Issuer written notice of its intent to exercise its option to purchase the Project on the Redemption Date; and

WHEREAS, the redemption and option to purchase are subject to and contingent upon the Tenant closing on the sale of the Project to FIP Master Funding VIII, LLC (the "Sale");

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF ROSE HILL, KANSAS:

Section 1. The Mayor and Clerk are authorized and directed to execute and deliver a bill of sale and a termination and release of the Bond Agreement and leases, in substantially the forms submitted to the Governing Body concurrently with the adoption of this Resolution. The Clerk is directed to deliver the executed bill of sale and a termination and release of the Bond Agreement and leases to the Paying Agent for delivery to the Tenant upon deposit of sufficient funds to pay the purchase option price as specified in the Lease and the closing of the Sale, and provide for the redemption of the outstanding Bonds on the Redemption Date.

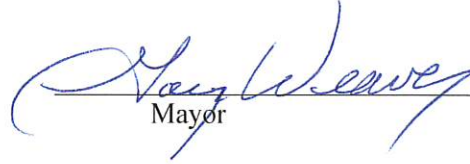
Section 2. The Mayor and Clerk are hereby further authorized and directed to sign such other instruments and certificates as shall be necessary and desirable in connection with this Resolution, and are hereby further authorized to take such further actions as may be necessary to accomplish the purposes of this Resolution.

Section 3. The Paying Agent is hereby directed to take all action necessary to accomplish the purpose of this Resolution including providing for notice of redemption of the outstanding Bonds in accordance with the requirements of the Bond Agreement dated August 25, 2016 authorizing and securing the Bonds.

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ADOPTED by the governing body of the City of Rose Hill, Kansas on December 5, 2022.

CITY OF ROSE HILL, KANSAS



Mayor



[SEAL]

Attest:

By: _____


Clerk