

RESOLUTION NO. 671

A RESOLUTION AUTHORIZING THE GOVERNING BODY OF THE CITY OF ROSE HILL, KANSAS TO CONSENT TO THE SUBORDINATION OF THE CITY'S TAXABLE INDUSTRIAL REVENUE BONDS, SERIES 2022 (DYNAMIC N/C PROJECT) TO A CREDIT AGREEMENT, MORTGAGE AND RELATED DOCUMENTS; AND TO AUTHORIZE THE EXECUTION AND DELIVERY OF ANY OTHER DOCUMENTS TO EFFECT THE ACTIONS AUTHORIZED IN THIS RESOLUTION.

WHEREAS, the governing body of the City of Rose Hill, Kansas (the "Issuer") has previously issued its Taxable Industrial Revenue Bonds, Series 2022 (Dynamic N/C Project) (the "Bonds") and has entered into a Site Lease dated as of December 28, 2022 (the "Lease") with FIP Master Funding XIII, LLC, a Delaware limited liability company, as assignee of FIP Master Funding VIII, LLC, a Delaware limited liability company (the "Tenant"), in connection with the issuance of the Bonds and to provide funds for the acquisition of a commercial manufacturing facility located in the City of Rose Hill, Kansas (the "Project");

WHEREAS, the Tenant owns all of the outstanding Bonds and has requested that the Issuer subordinate its interests in the Lease to a Revolving Credit Agreement, dated as of December 14, 2020, as amended (collectively, the "Credit Agreement"), and a Fee and Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing to be dated September 18th, 2023 (the "Mortgage"), to Citibank, N.A., as Collateral Agent on behalf of the Noteholders (as defined in the Credit Agreement) (the "Lender");

WHEREAS, the Lender requires the Issuer and Tenant's interests under the Lease, and Tenant's right, title and interest in and to the improvements constructed on the real property described therein to be subordinated to the Credit Agreement, the Mortgage and other related loan documents pursuant to a Consent and Subordination, Non-Disturbance and Attornment Agreement, dated September 18th, 2023; and

WHEREAS, the Issuer desires to consent to the execution of all documents relating to the purposes set forth herein;

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

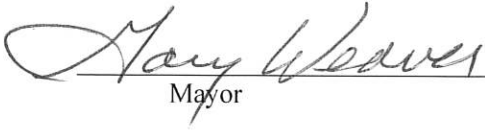
Section 1. The Issuer hereby consents to the Consent, Subordination Agreement between the Lender, the Trustee, the Tenant and the Issuer. The Issuer's consent is effective immediately upon adoption of this resolution.

Section 2. Notwithstanding such consent to said assignments, the Issuer expressly reserves to itself and its assignees all rights and privileges accruing to it under the terms of the Lease, the Indenture, and all documents related thereto.

Section 3. The Mayor and the City Clerk are hereby authorized and directed to execute for and on behalf of, and as the act and deed of the Issuer, the Consent and Subordination, Non-Disturbance and Attornment Agreement, and any other documents necessary to effect the actions authorized in this Resolution, all substantially as described herein in forms prepared and approved by the Issuer's bond counsel. Gilmore & Bell, P.C.

Section 4. This resolution shall take effect and be in full force immediately after its adoption by the governing body of the Issuer and signature by the Mayor.

SIGNED by the Mayor and attested by the City Clerk of the City of Rose Hill, Kansas this 18th day of September, 2023.

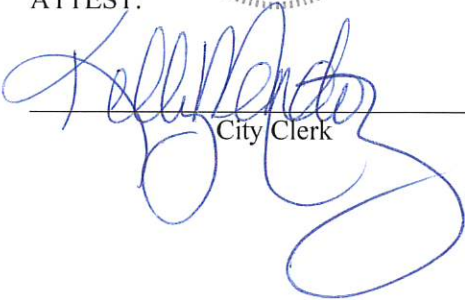


Mayor

[SEAL]



ATTEST:



City Clerk