

RESOLUTION NO. 19-1073

A RESOLUTION CONSENTING TO THE DELIVERY OF AN ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENTS AND PERFORMANCE AGREEMENT IN CONNECTION WITH THE CITY'S \$16,524,000 AGGREGATE PRINCIPAL AMOUNT OF TAXABLE INDUSTRIAL REVENUE BONDS (OPUS BUILDING II PROJECT), SERIES 2018.

WHEREAS, the City of Olathe, Kansas (the "City") is a duly organized and existing municipal corporation under the laws of the State of Kansas; and

WHEREAS, the City has issued its Taxable Industrial Revenue Bonds (Opus Building II Project), Series 2018, in the aggregate maximum principal amount of \$16,524,000 (the "Bonds"), pursuant to a Bond Trust Indenture dated as of December 1, 2018, by and between the City and Security Bank of Kansas City, as trustee (the "Trustee"), for the purpose of acquiring real property, and acquiring, constructing, installing and equipping an approximately 229,156 square foot distribution warehouse facility, including land, buildings, structures, improvements, fixtures, machinery and equipment, located in the City (the "Project"); and

WHEREAS, the City base leased the Project from Opus Development Company, L.L.C., a Delaware corporation ("Assignor") pursuant to a Base Lease Agreement dated as of December 1, 2018 (the "Base Lease Agreement") between Assignor and the City, and simultaneously leased the Project to Assignor pursuant to a Lease Agreement dated as of December 1, 2018 (the "Lease Agreement"), by and between the City and Assignor; and

WHEREAS, the City and Assignor entered into a Performance Agreement dated as of December 1, 2018 (the "Performance Agreement"); 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 Project to STAG Industrial Holdings, LLC, a Delaware limited liability company, or its affiliate (collectively, "Buyer") and assigning its interest in the Bonds, the Base Lease Agreement, the Lease Agreement, the Performance Agreement, and the Other Bond Documents to Buyer pursuant to an Assignment and Assumption of Lease Agreements and Performance Agreement between Assignor and Buyer (the "Assignment and Assumption Agreement"); 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 OF OLATHE, KANSAS, AS FOLLOWS:

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 and reviewed by the City at this meeting (copies of which shall be filed in the records of the City), and unconditionally consents to the assignment provided for therein. The Mayor (or, in the Mayor's absence, the

acting Mayor) is hereby authorized 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 the Assignment and Assumption Agreement in substantially the same form as presented to the Governing Body on this date, and 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 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 and effect from and after its adoption by the Governing Body of the City.

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ADOPTED by the Governing Body of the City of Olathe, Kansas, this 3rd day of December, 2019.

CITY OF OLATHE, KANSAS

By: _____
Mayor

[SEAL]

ATTEST:

City Clerk