

RESOLUTION NO. 26-1003

A RESOLUTION (1) CONSENTING TO THE DELIVERY OF ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENTS AND RELATED BOND DOCUMENTS IN CONNECTION WITH THE CITY'S (A) \$28,000,000 AGGREGATE PRINCIPAL AMOUNT OF TAXABLE INDUSTRIAL REVENUE BONDS (BPG OLATHE 1 LLC PROJECT), SERIES 2022 AND (B) \$13,575,000 AGGREGATE PRINCIPAL AMOUNT OF TAXABLE INDUSTRIAL REVENUE BONDS (BPG OLATHE 1 LLC PROJECT), SERIES 2023; (2) ASSIGNING BLUESCOPE PROPERTIES GROUP LLC'S AND BPG OLATHE 1 LLC'S INTERESTS IN RESOLUTION NOS. 21-1067 AND 24-1031; AND (3) AMENDING A PORTION OF RESOLUTION NO. 21-1067.

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 previously adopted Resolution No. 21-1067 on November 16, 2021 (the "Master Resolution") expressing the City's intent to issue up to \$76,980,000 in one or more series of industrial revenue bonds for the benefit of BlueScope Properties Group LLC, predecessor in interest to BPG Olathe 1 LLC, a Delaware limited liability company (together, the "Assignor"); and

WHEREAS, the City has issued its Taxable Industrial Revenue Bonds (BPG Olathe 1 LLC Project), Series 2022, in the aggregate maximum principal amount of \$28,000,000 (the "Series 2022 Bonds"), pursuant to a Trust Indenture dated as of February 1, 2022, and by and between the City and BOKF, N.A., as the trustee (the "Trustee"), for the purpose of acquiring real property and acquiring, constructing, installing and equipping approximately 236,160 square foot facility, known as Building A, including land, buildings, structures, improvements, fixtures, machinery and equipment generally located at the northeast corner of Lone Elm Road and 159th Street in Olathe, Kansas (the "Series 2022 Project"); and

WHEREAS, the City base leased the Series 2022 Project from the Assignor pursuant to the Base Lease Agreement dated as of February 1, 2022 (the "Series 2022 Base Lease Agreement,") between the Assignor and the City, and simultaneously leased the Series 2022 Project to the Assignor pursuant to the Lease Agreement dated as of February 1, 2022 (the "Series 2022 Lease Agreement"), by and between the City and the Assignor; and

WHEREAS, the City has issued its Taxable Industrial Revenue Bonds (BPG Olathe 1 LLC Project), Series 2023, in the aggregate maximum principal amount of \$13,575,000 (the "Series 2023 Bonds", together with the Series 2022 Bonds, the "Bonds"), pursuant to a Trust Indenture dated as of December 1, 2023, and by and between the City and the Trustee, for the purpose of acquiring real property and acquiring, constructing, installing and equipping an approximately 140,490 square foot facility, known as Building C, including land, buildings, structures, improvements, fixtures, machinery and equipment generally located at the northeast corner of Lone Elm Road and 159th Street in Olathe, Kansas (the "Series 2023 Project," and together with the Series 2022 Project, the "Project"); and

WHEREAS, the City base leased the Series 2023 Project from the Assignor pursuant to the Base Lease Agreement dated as of December 1, 2023 (the "Series 2023 Base Lease Agreement," and together with the Series 2022 Base Lease Agreement, the "Base Lease Agreement")) between the Assignor and the City, and simultaneously leased the Series 2023 Project to the Assignor pursuant to the Lease Agreement dated as December 1, 2023 (the "Series 2023 Lease Agreement," and together with the Series 2022 Lease Agreement, the "Lease Agreement"), by and between the City and the Assignor; and

WHEREAS, the City and the Assignor entered into the Performance Agreements relating to the Series 2022 Project and the Series 2023 Project dated as of February 1, 2022 and December 1, 2023, respectively (together, 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 respective issuance of the Bonds; and

WHEREAS, the Assignor is selling all of its right, title and interest in the Project and the land under the Master Resolution to GPCC Investors, LLC, a Kansas limited liability company; MCC Associates Juban SPE, LLC, a Kansas limited liability company; TPRF VI Great Plains Investor, LLC, a Delaware limited liability company; and their affiliates and assigns (collectively, “Assignee”) and assigning its interest in the Master Resolution in its entirety, the Bonds, the Base Lease Agreement, the Lease Agreement, the Performance Agreement, and the Other Bond Documents to Assignee pursuant to two Assignment and Assumption of Lease Agreements and Related Bond Documents among Assignor, Assignee, and the City (together, 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; and

WHEREAS, the City previously adopted Resolution No. 24-1031 on July 16, 2024 (the “Building B Resolution of Intent”) expressing the City’s intent to issue up to \$16,250,000 of its industrial revenue bonds for the benefit of the Assignor for the purpose of acquiring real property and acquiring, constructing, installing and equipping an approximately 149,500 square foot facility, known as Building B, including land, buildings, structures, improvements, fixtures, machinery and equipment generally located at the northeast corner of I-35 and 159th Street in the City of Olathe, Kansas; and

WHEREAS, pursuant to the request of the Assignor, the City desires to consent to the assignment of the Assignor’s interest in the Master Resolution and Building B Resolution of Intent to the Assignee; and

WHEREAS, the City desires to amend a portion the Master Resolution as set forth in this Resolution.

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 documents 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. Assignment of Master Resolution and Building B Resolution of Intent. The governing body of the City hereby consents to the assignment of Assignor's interest in the Master Resolution and Building B Resolution of Intent to Assignee, such assignment to be contingent on Assignee purchasing from Assignor the underlying property that is the subject of the Master Resolution and Building B Resolution of Intent.

Section 4. Amendment of Master Resolution. Section 3 of the Master Resolution is hereby amended, as follows:

Section 3. Ad Valorem Tax Abatement. Subject to the conditions in Section 4 and compliance with the Act, in consideration of the Company's decision to acquire, construct and equip the Projects, the City hereby agrees to take all appropriate action to request the Kansas Board of Tax Appeals to approve an ad valorem property tax abatement (not including special assessments and taxes that may not be abated by the City under Kansas law) for all property (including real property and building improvements) financed with the proceeds of each series of Bonds.

In consideration of the City's agreement to request such abatement, the Company will agree to make payments in lieu of tax for each Project constructed after January 6, 2026, as follows:

<u>Year¹</u>	<u>Approximate Percentage of Payments in Lieu²</u>
1	20%
2	20%
3	20%
4	20%
5	20%
6	20%
7	20%
8	20%
9	20%
10	20%

¹Year refers to the first full calendar year following the issuance of the applicable series of Bonds.

²Excludes the school district's capital outlay levy that cannot be abated under state law.

provided, however, any agreed upon valuation for determining the amount of such payment in lieu of tax and any property for which the City shall determine the payment in lieu of tax shall be in excess of that shown above, shall be set forth in the performance-based tax agreement executed by the City and the Company. Each Project financed with the Bonds shall be entitled to a 10-year tax abatement, with the first year of the abatement being the year beginning on the January 1 following the year the series of Bonds associated with such Project are issued. The foregoing percentages are subject to adjustment in accordance with the performance-based tax agreement for each Project. For the avoidance of doubt, this amendment of the payments in lieu of taxes does not apply to any existing performance agreements executed prior to January 6, 2026.

Section 5. 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.

ADOPTED by the Governing Body of the City of Olathe, Kansas, this 6th day of January, 2026.

CITY OF OLATHE, KANSAS

By:_____

John Bacon, Mayor

[SEAL]

ATTEST:

Brenda Swearingian, City Clerk