

**RESOLUTION NO. 26-\_\_\_\_\_**

**RESOLUTION AMENDING RESOLUTION 21-1056 PREVIOUSLY ADOPTED BY THE GOVERNING BODY OF THE CITY OF OLATHE, KANSAS, DETERMINING ITS INTENT TO ISSUE ITS INDUSTRIAL REVENUE BONDS IN ONE OR MORE SERIES TO FINANCE THE COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING MULTIPLE FACILITIES FOR THE BENEFIT OF 175 COMMERCE CENTER LAND, LLC, AND ITS SUCCESSORS AND ASSIGNS (MASTER RESOLUTION – NORTHEAST CORNER OF 175<sup>TH</sup> STREET AND HEDGE LANE)**

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**WHEREAS**, the City of Olathe, Kansas (the “City”), desires to promote, stimulate and develop the general welfare and economic prosperity of the City and its inhabitants and thereby to further promote, stimulate and develop the general welfare and economic prosperity of the State of Kansas; and

**WHEREAS**, the City is authorized and empowered under the provisions of K.S.A. 12-1740 to 12-1749d, inclusive (the “Act”), to issue industrial revenue bonds to pay the cost of certain facilities (as defined in the Act) for the purposes set forth in the Act, and to lease such facilities to private persons, firms or corporations; and

**WHEREAS**, the City adopted Resolution No. 21-1056 on August 3, 2021 (the “Original Resolution of Intent”) determining the intent of the governing body to issue its industrial revenue bonds (the “Bonds”) in the aggregate amount not to exceed \$160,901,096, to finance the costs of acquiring land and acquiring, constructing and equipping one or more facilities and related infrastructure generally located at the northeast corner of 175th Street and Hedge Lane (the “Project”) for the benefit of BTM Land, LLC, or permitted successors and assigns (collectively, the “Assignor”); and

**WHEREAS**, Section 12 of the Original Resolution of Intent permits the Assignor, with the prior written consent of the City, to assign its interest in the Original Resolution of Intent to another entity, thereby conferring on such entity the benefits of the Original Resolution of Intent and the proceedings related thereto; and

**WHEREAS**, the governing body desires to assign the Original Resolution of Intent to 175 Commerce Center Land, LLC, a Delaware limited liability company (the “Assignee”).

**WHEREAS**, the governing body, at the request of the Assignee, desires to amend the Original Resolution of Intent to increase the percentage of property tax abatement for the Project to be financed with the Bonds.

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF OLATHE, KANSAS, AS FOLLOWS:**

**Section 1. Intent to Increase the Authorized Amount of Bonds.** The governing body of the City hereby determines and declares the intent of the City to acquire, construct, and equip the Project out of the proceeds of the Bonds of the City in the principal amount of not to exceed \$203,200,000 to be issued pursuant to the Act. All references to the authorized amount of Bonds in the Original Resolution of Intent are hereby amended to refer to \$203,200,000.

**Section 2. Amendment.** Section 3 of the Original Resolution of Intent is hereby amended to read as follows:

**Section 3. Ad Valorem Tax Abatement.** Subject to the conditions contained herein and compliance with the Act, in consideration of the Company’s decision to acquire, construct and equip the Project, the City hereby agrees to take all appropriate action to request the Kansas Board of Tax Appeals to approve a 100% 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, building improvements, machinery and equipment) financed with the proceeds of the Bonds.

In consideration of the City’s agreement to request such 100% abatement, the Company will agree to make payments in lieu of tax as follows:

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

<sup>1</sup>Year refers to the first full calendar year following the issuance of the Bonds.

<sup>2</sup>Excludes 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. The 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 Bonds are issued. The foregoing percentages are subject to adjustment in accordance with the performance-based tax abatement agreement for the Project.

**Section 3. Assignment of Resolution of Intent.** The governing body of the City hereby consents to the assignment by the Assignor of all of Assignor’s interest in the Original Resolution of Intent (as amended) to the Assignee. Upon adoption of this Resolution, the Assignee will be entitled to the benefits of the Original Resolution of Intent (as amended) to the same extent and on the same terms as the Assignor.

**Section 4. Effectiveness of Resolution of Intent.** Except as amended herein, all other provisions of the Original Resolution of Intent are hereby ratified and shall remain in full force and effect.

**Section 5. Further Action.** Counsel to the City and Gilmore & Bell, P.C., Bond Counsel for the City, together with the officers and employees of the City, are hereby authorized to work with the purchaser of the Bonds, the Company, their respective counsel and others, to prepare for submission to and final action by the City all documents necessary to effect the authorization, issuance and sale of the Bonds and other actions contemplated hereunder.

**Section 6. Effective Date.** This Resolution shall take effect and be in full force immediately after its adoption by the governing body of the City.

**ADOPTED** on June 16, 2026.

By: \_\_\_\_\_  
John Bacon, Mayor

[SEAL]

ATTEST:

By: \_\_\_\_\_  
Brenda Swearingian, City Clerk