

(Published in *The Legal Record* on April 17, 2018)

ORDINANCE NO. 989

AN ORDINANCE AUTHORIZING A THIRD AMENDMENT OF BASE LEASE AGREEMENT AND LEASE AGREEMENT AND THIRD SUPPLEMENTAL BOND TRUST INDENTURE IN CONNECTION WITH THE CITY OF WESTWOOD, KANSAS OF NOT TO EXCEED \$9,000,000 AGGREGATE PRINCIPAL AMOUNT OF TAXABLE INDUSTRIAL REVENUE BONDS (WOODSIDE VILLAGE NORTH PROJECT), SERIES 2014.

WHEREAS, the City of Westwood, Kansas (the “Issuer”) is a municipal corporation and political subdivision duly organized and validly as a city of the third class; and

WHEREAS, the Issuer is authorized by K.S.A. 12-1740 to 12-1749d, inclusive, as amended (collectively, the “Act”), to issue revenue bonds, the proceeds of which shall be used for the purpose of paying all or part of the cost of purchasing, acquiring, constructing, reconstructing, improving, equipping, furnishing, repairing, enlarging or remodeling facilities for agricultural, commercial, hospital, industrial, natural resources, recreational development and manufacturing purposes; and

WHEREAS, pursuant to the Act, the Issuer issued its Taxable Industrial Revenue Bonds (Woodside Village North Project), Series 2014 (the “Bonds”), in an aggregate principal amount not to exceed \$9,000,000, for the purpose of (a) constructing, renovating, furnishing and equipping a commercial facility project for Woodside Redevelopment, LLC and Woodside Village North, LLC, each a Kansas limited liability company (the “Company”), and (b) paying certain costs of issuance, all as further described in the hereinafter referred to Bond Indenture and Lease Agreement; and

WHEREAS, the Bonds were issued under a Bond Trust Indenture dated as of the date set forth therein, as amended (collectively, the “Bond Indenture”), by and between the Issuer and UMB Bank, N.A., as Bond Trustee (the “Bond Trustee”); and

WHEREAS, the Company leased the Project to the Issuer pursuant to the Base Lease Agreement of even date with the Bond Indenture, as amended (collectively, the “Base Lease”) between the Company and the Issuer; and

WHEREAS, simultaneously with the execution and delivery of the Bond Indenture, the Issuer entered into a Lease Agreement dated as of the date set forth therein, as amended (collectively, the “Lease Agreement”); and

WHEREAS, the Issuer further finds and determines that it is necessary and desirable in connection with the issuance of the Bonds that the Issuer execute and deliver certain documents and that the Issuer take certain other actions as herein provided;

WHEREAS, the Company, the City, the Bond Trustee and the Bondowner desire to extend the maturity of the Bonds to February 1, 2019 and extend the term of the Base Lease and the Lease Agreement to February 1, 2019.

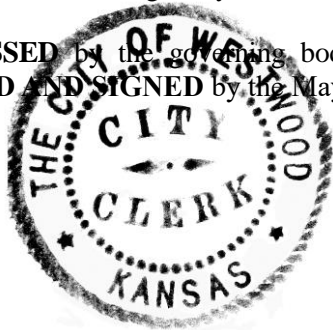
NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF WESTWOOD, KANSAS, AS FOLLOWS:

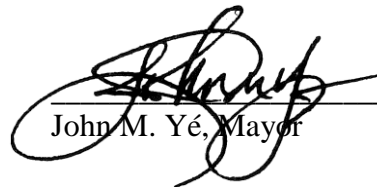
Section 1. Authorization of the Third Amendment. The Third Amendment of Base Lease Agreement and Lease Agreement and Third Supplemental Bond Trust Indenture among the Company, the Issuer, the Bond Trustee and the sole Bondowner is hereby approved in substantially the form presented to and reviewed by the Issuer and the Issuer is hereby authorized to execute and deliver each of such documents (the "Issuer Documents") with such changes therein (including the dated date thereof) as shall be approved by the officials of the Issuer executing such document, such officials' signatures thereon being conclusive evidence of their approval and the Issuer's approval thereof:

Section 2. Further Authority. The Issuer shall, and the officials, agents and employees of the Issuer are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, and to carry out, comply with and perform the duties of the Issuer with respect to the Bonds and the Issuer Documents.


Section 3. Effective Date. This Ordinance shall take effect and be in full force immediately after its adoption by the Governing Body of the Issuer and publication in the official newspaper of the Issuer.

PASSED by the governing body of the City of Westwood, Kansas on April 12, 2018 and APPROVED AND SIGNED by the Mayor.




John M. Yé, Mayor

ATTEST:


Frederick L. Sherman, City Clerk

APPROVED AS TO FORM:


Ryan B. Denk, City Attorney