

**EDGERTON CITY COUNCIL
MEETING AGENDA
CITY HALL, 404 EAST NELSON STREET
June 22, 2017**

Call to Order

1. **Roll Call** ___ Roberts ___ Longanecker ___ Crooks ___ Brown ___ Crist ___ Conus
2. **Welcome**
3. **Pledge of Allegiance**

Consent Agenda *(Consent Agenda items will be acted upon by one motion unless a Council member requests an item be removed for discussion and separate action)*

4. Agenda Approval
5. Approve Minutes from June 8, 2017 City Council Meeting

Regular Agenda

6. **Public Comments.** Persons who wish to address the City Council regarding items not on the agenda and that are under the jurisdiction of the City Council may do so when called upon by the Mayor. Comments on personnel matters and matters pending before court or other outside tribunals are not permitted. Please notify the City Clerk before the meeting if you wish to speak. Speakers are limited to three (3) minutes. Any presentation is for informational purposes only. No action will be taken.
7. **Declaration.** At this time Council members may declare any conflict or communication they have had that might influence their ability to impartially consider today's issues.

Business Requiring Action

8. **CONSIDER RESOLUTION NO. 06-22-17A APPROVING THE MAYORAL APPOINTMENTS FOR THE CITY TREASURER, CITY PROSECUTOR, MUNICIPAL JUDGE, AND CITY ATTORNEY FOR THE CITY OF EDGERTON, KANSAS**

Motion: _____ Second: _____ Vote: _____

9. **CONSIDER ORDINANCE NO. 1055 AMENDING CITY OF EDGERTON, KANSAS ORDINANCE NO. 1022 REGARDING THE RATE OF COMPENSATION FOR THE CITY ATTORNEY**

Motion: _____ Second: _____ Vote: _____

10. **CONSIDER ORDINANCE NO. 1056 AUTHORIZING THE CITY OF EDGERTON, KANSAS, TO ISSUE INDUSTRIAL REVENUE BONDS (MIDWEST GATEWAY VENTURES, LLC PROJECT) SERIES 2017A, IN AN AGGREGATE MAXIMUM PRINCIPAL AMOUNT NOT TO EXCEED \$25,300,000, FOR THE PURPOSE OF FINANCING A WAREHOUSE AND DISTRIBUTION FACILITY; AUTHORIZING THE CITY TO ENTER INTO A TRUST INDENTURE WITH SECURITY BANK OF KANSAS CITY, AS TRUSTEE; AUTHORIZING THE CITY TO ENTER INTO A BASE LEASE AND LEASE AGREEMENT WITH MIDWEST GATEWAY VENTURE, LLC; AND AUTHORIZING AND APPROVING THE EXECUTION OF ADDITIONAL DOCUMENTS**

AND THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

Motion: _____ Second: _____ Vote: _____

- 11. CONSIDER ORDINANCE NO. 1057 AUTHORIZING THE CITY OF EDGERTON, KANSAS, TO ISSUE INDUSTRIAL REVENUE BONDS (MIDWEST GATEWAY VENTURES, LLC PROJECT) SERIES 2017B, IN AN AGGREGATE MAXIMUM PRINCIPAL AMOUNT NOT TO EXCEED \$18,300,000, FOR THE PURPOSE OF FINANCING A WAREHOUSE AND DISTRIBUTION FACILITY; AUTHORIZING THE CITY TO ENTER INTO A TRUST INDENTURE WITH SECURITY BANK OF KANSAS CITY, AS TRUSTEE; AUTHORIZING THE CITY TO ENTER INTO A BASE LEASE AND LEASE AGREEMENT WITH MIDWEST GATEWAY VENTURE, LLC; AND AUTHORIZING AND APPROVING THE EXECUTION OF ADDITIONAL DOCUMENTS AND THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS**

Motion: _____ Second: _____ Vote: _____

- 12. CONSIDER RESOLUTION NO. 06-22-17B AUTHORIZING THE CITY TO EXECUTE AND DELIVER A SECOND AMENDMENT TO MASTER TRUST INDENTURE**

Motion: _____ Second: _____ Vote: _____

- 13. Report by the City Administrator**

- 14. Report by the Mayor**

- 15. Future Meeting/Event Reminders:**

- July 3rd 6:00 PM – Community Picnic and Fireworks Show
- July 4th City Offices CLOSED
- July 11th 6:00 PM – Planning Commission Work Session
- July 11th 7:00 PM – Planning Commission
- July 13th 7:00 PM – City Council Meeting
- July 19th Noon – Senior Lunch
- July 27th 7:00 PM – City Council Meeting

- 16. Adjourn** Motion: _____ Second: _____ Vote: _____

City of Edgerton, Kansas
Minutes of City Council Regular Session
June 8, 2017

A Regular Session of the City Council was held in the Edgerton City Hall, 404 E. Nelson Edgerton, Kansas on June 8, 2017. The meeting convened at 7:00 p.m. with Mayor Roberts presiding.

1. ROLL CALL

Clay Longanecker	present
Darius Crist	present
Jody Brown	present
Ron Conus	present
Cindy Crooks	present

With a quorum present, the meeting commenced.

Staff in attendance:

- City Administrator Beth Linn
- Assistant City Administrator Scott Peterson
- Community Development Director Kenneth Cook
- City Attorney Patrick Reavey
- Public Works Superintendent Trey Whitaker
- Utility Superintendent Mike Mabrey
- Finance Director Karen Kindle

2. WELCOME

3. PLEDGE OF ALLEGIANCE

CONSENT AGENDA

- 4. Agenda Approval was considered
- 5. Minutes from May 25, 2017 City Council Meeting were considered

Motion by Crooks, seconded by Longanecker, to approve the Consent Agenda.

Motion was approved, 5-0

6. PUBLIC COMMENTS

There were no public comments.

7. DECLARATION

None

8. Proclamation in Recognition of the 50th Anniversary of United Community Services was considered.

Mayor Roberts read the highlights of the Proclamation in Recognition of the 50th Anniversary of United Community Services. The representative from United Community Services told Mayor and council "Thanks for what the City of Edgerton does for the United Community Services."

9. Presentation from United Community Services regarding 2018 Budget request for Human Service Fund was considered.

Beth Linn, City Administrator, introduced Julie Brewer with United Community Services regarding the 2018 budget request. The United Community Services is asking for an \$1800.00 donation for the budget year of 2018. According to Julie Brewer there were Three Hundred and twenty people that received assistance in Edgerton in 2016 and utilized at least thirteen different programs.

Motion by Conus, seconded by Longanecker, to approve the donation of \$1800.00 to United Community Services.

Motion was approved, 5-0.

10. Presentation from Gardner Edgerton Chamber of Commerce regarding 2018 Budget was considered.

Jason Camis, President & CEO of the Gardner Edgerton Chamber was present to request 2018 funding for the Chamber. The City Council approved an agreement with the Chamber for 2017 for \$5000.00. The request for 2018 is the same as 2017. This amount includes \$2000.00 as the City's membership, \$2000.00 for the production of a Gardner Edgerton Area Guide, and \$1000.00 for production of a Gardner Edgerton Map.

Motion by Crooks, seconded by Longanecker, to approve the request for Gardner Edgerton Chamber.

Motion was approved, 5-0.

11. Presentation from ElevateEdgerton! Regarding 2018 Budget was considered.

Steve Hale, President for ElevateEdgerton! was present to provide an update to City Council regarding EE! including the request for allocation of funding for 2018. ElevateEdgerton! is a new organization this year making their first request for the upcoming budget. Mr. Hale presented a great power point presentation describing the many projects that are coming to Edgerton.

Motion by Longanecker, seconded by Crist, to approve \$50,000.00 request for ElevateEdgerton!.

Motion was approved, 5-0.

12. Presentation by Johnson County Fire District No. 1 regarding New Fee Structure for New Developments (excluding R-1, R-2) was considered.

Johnson County Fire District No. 1 representatives; Chief Rob Kirk, Assistant Chief Dennis Meyers, Division Chief of Prevention Jerry Holly and other representatives presented a power point to explain some of the events fire district one does for the communities they serve. And to explain the new fee structure for new development they would like to implement. The new structure fee would not include the single family residential district or the multifamily residential (R-1, R-2). Johnson County Fire District would bill for all fees, as discussed the money would be payable to the City of Edgerton and the City would pay the Fire District. City Attorney suggested that an interlocal agreement be in place to describe the fee schedules and who collects and disperses the fees. After questions and concerns, it was decided to bring this item back to a future meeting.

BUSINESS REQUIRING ACTION

16. REPORT BY THE CITY ADMINISTRATOR

The 3rd of July event signup sheet is circulating the council, please sign up to help. In the event of a rain out the entire event will be cancelled. The city will work on setting up something for the fall.

Motion by Crooks, seconded by Brown, to approve the easements that have been signed by the Oswald's for the West 8th Street Sidewalk Project.

Motion was approved, 5-0.

Motion by Crooks, seconded by Longanecker, to approve a supplemental agreement for the Traffic Signal at 191st and Waverly, per city attorney review.

Motion was approved, 5-0.

17. REPORT BY THE MAYOR

Reminder to all Council Members to respond to city information as soon as possible.

FUTURE MEETING/EVENT REMINDERS

18. FUTURE MEETING/ EVENT REMINDERS

- June 13th 6:00 pm- Planning Commission Work Session
- June 13th 7:00 pm- Planning Commission
- June 16th and 17th – Edgerton Frontier Days
- June 21st Noon – Senior Lunch
- June 22nd 7:00 pm – City Council Meeting
- July 3rd 6:00 pm – Community Picnic and Fireworks Show

EXECUTIVE SESSION

Mayor Roberts called an executive session for ten minutes to include Beth Linn, City Administrator and Patrick Reavey, City Attorney, pursuant to K.S.A. 75-4319 (b) (1) for personnel matters of nonelected personnel.

Motion by Crooks, seconded by Crist, to recess into executive session for ten minutes.

Motion was approved, 5-0.

Meeting recessed at 8:18 pm.

Motion by Crooks, seconded by Longanecker, to reconvene into regular session with no action taken.

Motion was approved, 5-0.

Meeting reconvened at 8:28 pm.

19. ADJOURN MOTION: 1st Brown 2nd Crist Vote 5-0

The meeting adjourned at 8:30 pm.

Janeice L. Rawles
City Clerk

Approved by the Governing Body on

AGENDA ITEM INFORMATION FORM

Agenda Item: Consider Resolution No. 06-22-17A Approving the Mayoral Appointments for the City Treasurer, City Prosecutor, Municipal Judge, and City Attorney for the City Of Edgerton, Kansas

Department: Administration

Background/Description of Item: Chapter 1, Article 3, Section 301 of the Edgerton City Code states that at the first regular meeting in May of each year the mayor, by and with the consent of the council, shall appoint a city treasurer, and may appoint a city attorney, municipal judge and such other officers as may be deemed necessary for the best interest of the city.

Draft Resolution 06-22-17A includes appointment for City Treasurer, City Prosecutor, Municipal Judge, and City Attorney as listed below. City Attorney has not yet reviewed the draft resolution but will provide any comments/changes during council meeting.

City Treasurer: Irene Eastwood

City Prosecutor: Gerald Merrill

Municipal Judge: Karen Torline

City Attorney: Lee Hendricks

Enclosure: Draft Resolution 06-22-17A

Related Ordinance(s) or Statute(s): Edgerton City Code Chapter 1, Article 3, Section 301

Recommendation: Approve Resolution No. 06-22-17A Approving the Mayoral Appointments for the City Treasurer, City Prosecutor, Municipal Judge, and City Attorney for the City Of Edgerton, Kansas

Funding Source: N/A

Prepared by: Beth Linn, City Administrator

Date: June 19, 2017

RESOLUTION NO. 06-22-17A

A RESOLUTION APPROVING THE MAYORAL APPOINTMENTS FOR THE CITY TREASURER, CITY PROSECUTOR, MUNICIPAL JUDGE, AND CITY ATTORNEY FOR THE CITY OF EDGERTON, KANSAS

WHEREAS, City Code requires the Mayor to appoint certain public officials;

WHEREAS, the appointments are named below meet all qualifications set forth by City Code;

WHEREAS, the Mayor hereby appoints, subject to the approval of the City Council, the individuals named below to fill the public appointments for the City of Edgerton, Kansas until such time as their appointments shall expire one year from the date of approval.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EDGERTON, KANSAS:

SECTION ONE: The City Council hereby approves the following Mayoral appointments to serve the City of Edgerton:

Irene Eastwood to serve as City Treasurer;
Gerald Merrill to serve as City Prosecutor;
Karen Torline to serve as Municipal Judge; and
Lee Hendricks to serve as City Attorney

SECTION TWO: EFFECTIVE DATE

This Resolution shall take effect and be in full force immediately after its adoption by the Governing Body.

ADOPTED BY THE CITY COUNCIL AND APPROVED BY THE MAYOR OF THE CITY OF EDGERTON, KANSAS ON THE 22nd DAY OF JUNE, 2017.

CITY OF EDGERTON, KANSAS

By: _____
Donald Roberts, Mayor

ATTEST:

Janeice Rawles, City Clerk

APPROVED AS TO FORM:

Lee W. Hendricks, City Attorney

AGENDA ITEM INFORMATION FORM

Agenda Item: Consider Ordinance No. 1055 Amending City Of Edgerton, Kansas Ordinance No. 1022 Regarding the Rate of Compensation for the City Attorney

Department: Administration

Background/Description of Item: Chapter 1, Article 3, Section 319 of the Edgerton City Code establishes that the compensation and salaries for officers and employees of the City shall be set by ordinance. Said salaries and compensations are revisited annually, most recently completed in July 2016.

Ordinance No. 1022 (included in the packet for reference) sets compensation for the City Attorney at \$800 per calendar month for council meeting attendance/preparation with all other services at \$150 per hour. This method was difficult for staff to track, particularly in distinguishing normal council meeting items versus other work load and especially long-term capital projects.

Therefore, staff in consultation with Mayor Roberts (as City Attorney is a mayoral appointment) would recommend converting to a simple hourly rate for compensation. This greatly simplifies the financial tracking necessary and allows for more direct tracking for city attorney expenses related to normal city operations versus capital projects or other special projects.

Staffs concurs with recommended \$175.00 per hour included in the draft ordinance. This hourly rate is within allocated funds for both 2017 and 2018 budgets.

City Attorney prepared the attached draft ordinance for consideration.

Enclosure: Draft Ordinance No. 1055
 Ordinance No. 1022

Related Ordinance(s) or Statute(s): Edgerton City Code Chapter 1, Article 3, Section 319

Recommendation: Approve Ordinance No. 1055 Amending City Of Edgerton, Kansas Ordinance No. 1022 Regarding The Rate Of Compensation For The City Attorney

Funding Source: N/A

Prepared by: Beth Linn, City Administrator
Date: June 19, 2017

ORDINANCE NO. 1055

AN ORDINANCE AMENDING CITY OF EDGERTON, KANSAS ORDINANCE NO. 1022 REGARDING THE RATE OF COMPENSATION FOR THE CITY ATTORNEY

WHEREAS, Section 1-319 of the Code of the City of Edgerton, Kansas establishes that the compensation and salaries of officers and employees of the City shall be determined by ordinance; and

WHEREAS, said salaries and compensations structures are revisited annually by the City Council; and

WHEREAS, pursuant to Ordinance No. 1022, adopted and approved by the City of Edgerton on July 28, 2016, the City established its annual salary and compensation schedules for the current period; and

WHEREAS, the City Council has determined that it is necessary to amend the compensation structure for the City Attorney prior to revisiting City salaries and compensation structures in the calendar year 2017 and as such seeks to amend that specific provision of Ordinance No. 1022.

BE IT ORDAINED BY THE GOVERNING BODY OF THE CITY OF EDGERTON, KANSAS:

SECTION 1. Section Two of City of Edgerton Ordinance 1022 which references City Attorney compensation is hereby amended to read as follows:

City Attorney	\$175.00 per hour
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SECTION 2. REPEAL OF CONFLICTING ORDINANCES. All ordinances or parts or Sections of Ordinances in conflict herewith are hereby repealed.

SECTION 3. EFFECTIVE DATE. This Ordinance shall take effect and be in force from and after its publication in the official City Newspaper.

PASSED by the council and approved by the Mayor on this 22nd day of June 2017.

DONALD ROBERTS, Mayor

ATTEST:

JANEICE RAWLES, City Clerk

APPROVED AS TO FORM:

LEE W. HENDRICKS, City Attorney

ORDINANCE NO. 1022

AN ORDINANCE PROVIDING FOR THE RANGE OF SALARIES AND COMPENSATION OF VARIOUS CITY OFFICERS AND EMPLOYEES OF THE CITY OF EDGERTON, KANSAS, EFFECTIVE UPON PUBLICATION AND REPEALING ALL ORDINANCES IN CONFLICT THEREWITH

BE IT ORDAINED BY THE GOVERNING BODY OF THE CITY OF EDGERTON, KANSAS:

SECTION ONE: In accordance with the provisions of the Personnel Rules and Regulations of the City of Edgerton, Kansas, and Section 1-319 of Article 3 of Chapter I of the Code of the City of Edgerton, Kansas, the following appointed officers and employees of the City of Edgerton, Kansas shall have the following annual pay ranges:

**City of Edgerton, Kansas
Base Salary Structure**

<u>Range</u>	<u>Job Title</u>	<u>Minimum</u>	<u>Maximum</u>
1	Seasonal Laborer School Crossing Guard Summer Youth Activity Coordinator	\$15,080	\$29,120
2	No Longer Used	\$26,301	\$31,561
3	Maintenance Technician I Account Clerk Municipal Court Clerk Administrative Assistant	\$29,120	\$42,634
4	Maintenance Technician II Code Enforcement Officer	\$39,000	\$49,890
5	Foreman City Clerk Parks and Recreation Coordinator	\$46,593	\$60,171
6	Public Works Superintendent Utility Superintendent Building Inspector	\$51,252	\$70,000
7	CIP Project Manager	\$56,377	\$75,000
8	Community Development Director Finance Director	\$79,896	\$93,986

The normal work week for all full-time employees will be a forty-hour work week. The City of Edgerton will pay compensation at one and one-half times the normal hourly rate for all hours actually worked in

excess of forty hours per week for all employees who are non-exempt from the provisions of the Fair Labor Standards Act.

SECTION TWO: The following officers and employees of the City of Edgerton, Kansas shall receive the compensation as hereinafter provided:

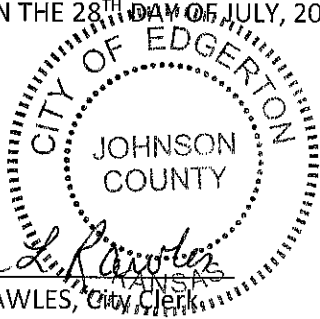
Position	Compensation
City Treasurer	\$180.25 per calendar month
City Attorney	\$800.00 per calendar month. Duties include: attendance at City Council meetings, preparation of ordinary ordinances, advise, conference and phone calls, and all other services on contract basis of \$150 per hour.
Municipal Judge	\$500 per docket attended
Prosecuting Attorney	\$110 per hour
Court Appointed Attorney	\$75.00 per hour for in-court time and out-of-court preparation time

SECTION THREE: The City Administrator shall set the individual employee's salary and compensation which shall fall within the salary and compensation ranges established by this Ordinance.

SECTION FOUR: All other ordinances in conflict are hereby repealed upon the adoption of this Ordinance.

SECTION FIVE: This Ordinance shall take effect after it is published once in the City's official newspaper and be in force from and after its passage, approval and publication as provided by law.

ADOPTED BY THE GOVERNING BODY AND APPROVED BY THE MAYOR OF EDGERTON, KANSAS ON THE 28TH DAY OF JULY, 2016.

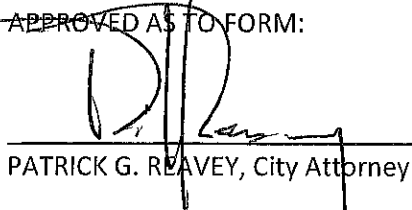


ATTEST:


JENEICE RAWLES, City Clerk


DONALD ROBERTS, Mayor

APPROVED AS TO FORM:


PATRICK G. REAVEY, City Attorney

CITY OF EDGERTON, KANSAS

COUNCIL AGENDA ITEM

Council Meeting Date:	June 22, 2017
Agenda Item:	Ordinance Authorizing Bonds and Bond Documents
Subject:	Industrial Revenue Bonds and Property Tax Abatement for Midwest Gateway Venture, LLC Project, Series 2017A

Summary:

The City received an application for property tax abatement from Midwest Gateway Venture, LLC for a 305,000 sq. ft. spec warehouse and distribution facility (the "Project") to be located at 32180 W. 191st Street in Edgerton, Kansas. In order for the City to issue industrial revenue bonds and grant property tax abatement, the City must first hold a public hearing, consider the cost-benefit report and then approve a Resolution of Intent.

The City considered the application on February 23, 2017 and adopted Resolution No. 02-23-17A (the "Resolution of Intent") expressing the intent of the City to issue its industrial revenue bonds for the Project. Prior to adopting the Resolution of Intent, the City held a public hearing on the Project and considered the cost-benefit report.

Ordinance:

The Ordinance authorizes the City to issue up to \$25,300,000 of industrial revenue bonds for the Project. This bond issue is commonly referred to as a "buy your own bonds bond issue." Midwest Gateway Venture will be both the lessee on the Project and the owner of the bonds. When the bonds are issued, Midwest Gateway Venture will lease the project site to the City as is required by state law in order to issue industrial revenue bonds. The City will then sublease the project back to Midwest Gateway Venture. Midwest Gateway Venture will be obligated to repurchase the project at the conclusion of the tax abatement period.

The bonds will be limited obligations of the City. This means that the City has to make payments on the bonds to Midwest Gateway Venture as the owner of the bonds only to the extent the City receives payments from Midwest Gateway Venture pursuant to the lease. If lease payments from Midwest Gateway Venture are insufficient to cover scheduled debt service on the bonds, the City is not obligated to make up any shortfall from any other funds of the City. The bonds are not a general obligation of the City and do not count against the City's debt limit.

The Ordinance authorizes the City to enter into the following documents:

- (a) Trust Indenture which contains the terms governing the Bonds and contains the form of the Bonds;
- (b) Base Lease Agreement whereby the City leases the project site from Midwest Gateway Venture;
- (c) Lease Agreement whereby the City will lease the project to Midwest Gateway Venture for the term of the tax abatement;
- (d) Bond Purchase Agreement whereby Midwest Gateway Venture agrees to acquire the Bonds;
- (e) Performance Agreement whereby Midwest Gateway Venture agrees to make certain payments-in-lieu of tax payments; and
- (f) Origination Fee Agreement whereby Midwest Gateway Venture agrees to pay the origination fee to the City over time.

[Summary Published in *The Gardner News* on June 28, 2017]

ORDINANCE NO. 1056

AN ORDINANCE AUTHORIZING THE CITY OF EDGERTON, KANSAS, TO ISSUE INDUSTRIAL REVENUE BONDS (MIDWEST GATEWAY VENTURES, LLC PROJECT) SERIES 2017A, IN AN AGGREGATE MAXIMUM PRINCIPAL AMOUNT NOT TO EXCEED \$25,300,000, FOR THE PURPOSE OF FINANCING A WAREHOUSE AND DISTRIBUTION FACILITY; AUTHORIZING THE CITY TO ENTER INTO A TRUST INDENTURE WITH SECURITY BANK OF KANSAS CITY, AS TRUSTEE; AUTHORIZING THE CITY TO ENTER INTO A BASE LEASE AND LEASE AGREEMENT WITH MIDWEST GATEWAY VENTURE, LLC; AND AUTHORIZING AND APPROVING THE EXECUTION OF ADDITIONAL DOCUMENTS AND THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, the City of Edgerton, Kansas (the “City”), is authorized pursuant to the provisions of K.S.A. 12-1740 to 12-1749d, inclusive, as amended (the “Act”), to acquire, purchase, construct, install and equip certain commercial and industrial facilities, and to issue industrial revenue bonds for the purpose of paying the cost of such facilities, and to lease such facilities to private persons, firms or corporations; and

WHEREAS, the governing body of the City has heretofore and does now find and determine that it is desirable in order to promote, stimulate and develop the general economic welfare and prosperity of the City and the State of Kansas that the City issue its Industrial Revenue Bonds (Midwest Gateway Venture, LLC Project) Series 2017A, in an aggregate maximum principal amount not to exceed \$25,300,000 (the “Bonds”), for the purpose of acquiring, constructing and equipping a commercial project, consisting of an approximately 305,000 sq. ft. warehouse and distribution facility, to be located at 32180 W. 191st Street, Edgerton, Kansas, including land, buildings, structures, improvements, fixtures, machinery and equipment (the “Project”), and that the City lease the Project to Midwest Gateway Venture, LLC, a Delaware limited liability company (the “Company”); and

WHEREAS, the governing body of the City further finds and determines that it is necessary and desirable in connection with the issuance of the Bonds that the City enter into certain agreements, and that the City take certain other actions and approve the execution of certain other documents as herein provided;

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

Section 1. Authorization for the Acquisition, Purchase, Construction, Installation and Equipping of the Project. The City is hereby authorized to provide for the acquisition, purchase, construction, installation, rehabilitation and equipping of the Project, all in the manner and as more particularly described in the Indenture and the Lease Agreement hereinafter authorized.

Section 2. Authorization of and Security for the Bonds. The City is hereby authorized to issue and sell the Bonds for the purpose of providing funds to pay the cost of acquiring, purchasing, constructing, installing and equipping the Project. The Bonds shall be issued and secured pursuant to the herein authorized Indenture and shall bear such date, shall mature at such time, shall be in such denominations, shall bear interest at such rates, shall be in such form, shall be subject to redemption and other terms and conditions, and shall be issued in such manner, subject to such provisions, covenants and agreements, as are

set forth in the hereafter defined Indenture. The Bonds shall be payable solely out of the rents, revenues and receipts derived by the City from the Project, and the Project and the net earnings derived by the City from the Project shall be pledged and assigned to the hereafter defined Trustee as security for payment of the Bonds as provided in the Indenture.

Section 3. Authorization of Documents. The City is hereby authorized to enter into the following documents, in substantially the forms presented to and reviewed by the Council of the City (copies of which documents, upon execution thereof, shall be filed in the office of the City Clerk), with such changes therein as shall be approved by the officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof:

(a) Trust Indenture dated the date set forth therein (the "Indenture"), between the City and Security Bank of Kansas City, as trustee (the "Trustee"), pursuant to which the Bonds shall be issued and the City shall pledge the Project and assign the rents, revenues and receipts received pursuant to the hereafter defined Lease to the Trustee for the benefit of and security of the holder of the Bonds upon the terms and conditions as set forth in said form of Indenture;

(b) Base Lease Agreement dated the date set forth therein (the "Base Lease"), between the Company and the City, under which the City will lease the project site from the Company;

(c) Lease Agreement dated the date set forth therein (the "Lease Agreement"), between the City and the Company, under which the City will agree to use the proceeds derived from the sale of the Bonds for the purpose of acquiring, purchasing, constructing, installing and equipping the Project and to sublease the Project to the Company, and the Company will agree to make payments in amounts sufficient to provide for the payment of the principal of, redemption premium, if any, and interest on the Bonds as the same become due;

(d) Bond Purchase Agreement dated the date set forth therein (the "Bond Purchase Agreement"), among the City, the Company, as lessee, and the Company, as purchaser;

(e) Performance Agreement dated the date set forth therein (the "Performance Agreement"), between the City and the Company; and

(f) Origination Fee Agreement dated the date set forth therein (the "Origination Fee Agreement"), between the City and the Company.

Section 4. Execution of Bond and Documents. The Mayor of the City is hereby authorized and directed to execute the Bonds and to deliver the Bonds to the Trustee for authentication for and on behalf of and as the act and deed of the City in the manner provided in the Indenture. The Mayor of the City is hereby authorized and directed to execute the Indenture, the Base Lease, the Lease Agreement, the Bond Purchase Agreement, the Performance Agreement, the Origination Fee Agreement and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, for and on behalf of and as the act and deed of the City. The City Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City to the Bonds, the Indenture, the Base Lease, the Lease Agreement, the Bond Purchase Agreement, the Performance Agreement, the Origination Fee Agreement and such other documents, certificates and instruments as may be necessary.

Section 5. Further Authority. The City shall, and the officers, employees and agents of the City are hereby authorized and directed to, take such action, expend such funds 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 City with respect to the

Bonds, the Indenture, the Base Lease, the Lease Agreement, the Performance Agreement, the Bond Purchase Agreement and the Origination Fee Agreement.

Section 6. Effective Date. This Ordinance shall take effect and be in force from and after its passage, approval and publication in summary form in the official City newspaper.

PASSED by the Council of the City of Edgerton, Kansas, this 22nd day of June, 2017.

Donald Roberts, Mayor

[SEAL]

ATTEST:

Janeice Rawles, City Clerk

Approved as to form:

Scott W. Anderson, Bond Counsel

CITY OF EDGERTON, KANSAS

COUNCIL AGENDA ITEM

Council Meeting Date:	June 22, 2017
Agenda Item:	Ordinance Authorizing Bonds and Bond Documents
Subject:	Industrial Revenue Bonds and Property Tax Abatement for Midwest Gateway Venture, LLC Project, Series 2017B

Summary:

The City received an application for property tax abatement from Midwest Gateway Venture, LLC for a 185,000 sq. ft. spec warehouse and distribution facility (the "Project") to be located at 32180 W. 191st Street in Edgerton, Kansas. In order for the City to issue industrial revenue bonds and grant property tax abatement, the City must first hold a public hearing, consider the cost-benefit report and then approve a Resolution of Intent.

The City considered the application on February 23, 2017 and adopted Resolution No. 02-23-17B (the "Resolution of Intent") expressing the intent of the City to issue its industrial revenue bonds for the Project. Prior to adopting the Resolution of Intent, the City held a public hearing on the Project and considered the cost-benefit report.

Ordinance:

The Ordinance authorizes the City to issue up to \$18,300,000 of industrial revenue bonds for the Project. This bond issue is commonly referred to as a "buy your own bonds bond issue." Midwest Gateway Venture will be both the lessee on the Project and the owner of the bonds. When the bonds are issued, Midwest Gateway Venture will lease the project site to the City as is required by state law in order to issue industrial revenue bonds. The City will then sublease the project back to Midwest Gateway Venture. Midwest Gateway Venture will be obligated to repurchase the project at the conclusion of the tax abatement period.

The bonds will be limited obligations of the City. This means that the City has to make payments on the bonds to Midwest Gateway Venture as the owner of the bonds only to the extent the City receives payments from Midwest Gateway Venture pursuant to the lease. If lease payments from Midwest Gateway Venture are insufficient to cover scheduled debt service on the bonds, the City is not obligated to make up any shortfall from any other funds of the City. The bonds are not a general obligation of the City and do not count against the City's debt limit.

The Ordinance authorizes the City to enter into the following documents:

- (a) Trust Indenture which contains the terms governing the Bonds and contains the form of the Bonds;
- (b) Base Lease Agreement whereby the City leases the project site from Midwest Gateway Venture;
- (c) Lease Agreement whereby the City will lease the project to Midwest Gateway Venture for the term of the tax abatement;
- (d) Bond Purchase Agreement whereby Midwest Gateway Venture agrees to acquire the Bonds;
- (e) Performance Agreement whereby Midwest Gateway Venture agrees to make certain payments-in-lieu of tax payments; and
- (f) Origination Fee Agreement whereby Midwest Gateway Venture agrees to pay the origination fee to the City over time.

[Summary Published in *The Gardner News* on June 28, 2017]

ORDINANCE NO. 1057

AN ORDINANCE AUTHORIZING THE CITY OF EDGERTON, KANSAS, TO ISSUE INDUSTRIAL REVENUE BONDS (MIDWEST GATEWAY VENTURES, LLC PROJECT) SERIES 2017B, IN AN AGGREGATE MAXIMUM PRINCIPAL AMOUNT NOT TO EXCEED \$18,300,000, FOR THE PURPOSE OF FINANCING A WAREHOUSE AND DISTRIBUTION FACILITY; AUTHORIZING THE CITY TO ENTER INTO A TRUST INDENTURE WITH SECURITY BANK OF KANSAS CITY, AS TRUSTEE; AUTHORIZING THE CITY TO ENTER INTO A BASE LEASE AND LEASE AGREEMENT WITH MIDWEST GATEWAY VENTURE, LLC; AND AUTHORIZING AND APPROVING THE EXECUTION OF ADDITIONAL DOCUMENTS AND THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, the City of Edgerton, Kansas (the “City”), is authorized pursuant to the provisions of K.S.A. 12-1740 to 12-1749d, inclusive, as amended (the “Act”), to acquire, purchase, construct, install and equip certain commercial and industrial facilities, and to issue industrial revenue bonds for the purpose of paying the cost of such facilities, and to lease such facilities to private persons, firms or corporations; and

WHEREAS, the governing body of the City has heretofore and does now find and determine that it is desirable in order to promote, stimulate and develop the general economic welfare and prosperity of the City and the State of Kansas that the City issue its Industrial Revenue Bonds (Midwest Gateway Venture, LLC Project) Series 2017B, in an aggregate maximum principal amount not to exceed \$18,300,000 (the “Bonds”), for the purpose of acquiring, constructing and equipping a commercial project, consisting of an approximately 185,000 sq. ft. warehouse and distribution facility, to be located at 32180 W. 191st Street, Edgerton, Kansas, including land, buildings, structures, improvements, fixtures, machinery and equipment (the “Project”), and that the City lease the Project to Midwest Gateway Venture, LLC, a Delaware limited liability company (the “Company”); and

WHEREAS, the governing body of the City further finds and determines that it is necessary and desirable in connection with the issuance of the Bonds that the City enter into certain agreements, and that the City take certain other actions and approve the execution of certain other documents as herein provided;

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

Section 1. Authorization for the Acquisition, Purchase, Construction, Installation and Equipping of the Project. The City is hereby authorized to provide for the acquisition, purchase, construction, installation, rehabilitation and equipping of the Project, all in the manner and as more particularly described in the Indenture and the Lease Agreement hereinafter authorized.

Section 2. Authorization of and Security for the Bonds. The City is hereby authorized to issue and sell the Bonds for the purpose of providing funds to pay the cost of acquiring, purchasing, constructing, installing and equipping the Project. The Bonds shall be issued and secured pursuant to the herein authorized Indenture and shall bear such date, shall mature at such time, shall be in such denominations, shall bear interest at such rates, shall be in such form, shall be subject to redemption and other terms and conditions, and shall be issued in such manner, subject to such provisions, covenants and agreements, as are

set forth in the hereafter defined Indenture. The Bonds shall be payable solely out of the rents, revenues and receipts derived by the City from the Project, and the Project and the net earnings derived by the City from the Project shall be pledged and assigned to the hereafter defined Trustee as security for payment of the Bonds as provided in the Indenture.

Section 3. Authorization of Documents. The City is hereby authorized to enter into the following documents, in substantially the forms presented to and reviewed by the Council of the City (copies of which documents, upon execution thereof, shall be filed in the office of the City Clerk), with such changes therein as shall be approved by the officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof:

(a) Trust Indenture dated the date set forth therein (the "Indenture"), between the City and Security Bank of Kansas City, as trustee (the "Trustee"), pursuant to which the Bonds shall be issued and the City shall pledge the Project and assign the rents, revenues and receipts received pursuant to the hereafter defined Lease to the Trustee for the benefit of and security of the holder of the Bonds upon the terms and conditions as set forth in said form of Indenture;

(b) Base Lease Agreement dated the date set forth therein (the "Base Lease"), between the Company and the City, under which the City will lease the project site from the Company;

(c) Lease Agreement dated the date set forth therein (the "Lease Agreement"), between the City and the Company, under which the City will agree to use the proceeds derived from the sale of the Bonds for the purpose of acquiring, purchasing, constructing, installing and equipping the Project and to sublease the Project to the Company, and the Company will agree to make payments in amounts sufficient to provide for the payment of the principal of, redemption premium, if any, and interest on the Bonds as the same become due;

(d) Bond Purchase Agreement dated the date set forth therein (the "Bond Purchase Agreement"), among the City, the Company, as lessee, and the Company, as purchaser;

(e) Performance Agreement dated the date set forth therein (the "Performance Agreement"), between the City and the Company; and

(f) Origination Fee Agreement dated the date set forth therein (the "Origination Fee Agreement"), between the City and the Company.

Section 4. Execution of Bond and Documents. The Mayor of the City is hereby authorized and directed to execute the Bonds and to deliver the Bonds to the Trustee for authentication for and on behalf of and as the act and deed of the City in the manner provided in the Indenture. The Mayor of the City is hereby authorized and directed to execute the Indenture, the Base Lease, the Lease Agreement, the Bond Purchase Agreement, the Performance Agreement, the Origination Fee Agreement and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, for and on behalf of and as the act and deed of the City. The City Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City to the Bonds, the Indenture, the Base Lease, the Lease Agreement, the Bond Purchase Agreement, the Performance Agreement, the Origination Fee Agreement and such other documents, certificates and instruments as may be necessary.

Section 5. Further Authority. The City shall, and the officers, employees and agents of the City are hereby authorized and directed to, take such action, expend such funds 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 City with respect to the

Bonds, the Indenture, the Base Lease, the Lease Agreement, the Performance Agreement, the Bond Purchase Agreement and the Origination Fee Agreement.

Section 6. Effective Date. This Ordinance shall take effect and be in force from and after its passage, approval and publication in summary form in the official City newspaper.

PASSED by the Council of the City of Edgerton, Kansas, this 22nd day of June, 2017.

Donald Roberts, Mayor

[SEAL]

ATTEST:

Janeice Rawles, City Clerk

Approved as to form:

Scott W. Anderson, Bond Counsel

CITY OF EDGERTON, KANSAS

COUNCIL AGENDA ITEM

Council Meeting Date: June 22, 2017
Agenda Item: Second Amendment to Master Trust Indenture
Subject: Logistics Park Home Rule Revenue Bonds

Summary:

The City previously entered into a Master Trust Indenture with Commerce Bank to provide for the administration and distribution of funds being held in the Public Infrastructure Fund pursuant to the Amended and Restated Public Infrastructure Financing Plan for the intermodal and logistics park. The Master Indenture creates various funds and accounts and directs the trustee how to spend money in those funds and accounts.

The City previously entered into an Economic Development Grant Agreement with Amazon. The City and the trustee entered into a First Amendment to Master Trust Indenture at that time to create an account under the Master Indenture for funds to be used to make payments to Amazon.

The City recently authorized an Economic Development Grant Agreement with Spectrum for ELHC 33. Just like the Amazon grant, the Master Indenture now needs to be amended to create an account for funds to be used to make payments to Spectrum.

The Second Amendment to Master Trust Indenture authorizes the creation of a Spectrum Grant Distribution Fund. Revenues received under the Financing Plan will now be used to also make payments to Spectrum. All grant payments will come from revenues from the Public Infrastructure Fund being held by the trustee. If there are not sufficient revenues, grant payments will not be made and, under no circumstance, will general funds of the City be used to make grant payments.

RESOLUTION NO. 06-22-17B

A RESOLUTION AUTHORIZING THE CITY TO EXECUTE AND DELIVER A SECOND AMENDMENT TO MASTER TRUST INDENTURE

WHEREAS, the City of Edgerton, Kansas (the “City”) has previously entered into a Master Trust Indenture dated as of December 1, 2015, as supplemented and amended by the First Amendment to Master Trust Indenture dated as of April 1, 2016 (together, “Original Indenture”) with Commerce Bank, as trustee (the “Trustee”), for the purpose of administering revenues collected by the City pursuant to the Amended and Restated Public Infrastructure Financing Plan dated July 15, 2015 (the “Financing Plan”), among the City, Edgerton Land Holding Company, LLC, a Kansas limited liability company (“ELHC”), and BNSF Railway Company, a Delaware corporation; and

WHEREAS, the City has previously issued its Home Rule Revenue Bonds (Logistics Park Infrastructure Projects), Series 2015A, in the aggregate principal amount not to exceed \$10,155,000 (the “Bonds”), pursuant to the Original Indenture for the purpose of providing funds to pay the costs of acquiring and completing certain public infrastructure improvements described in the Financing Plan; and

WHEREAS, all of the Bonds were purchased and are currently owned by ELHC; and

WHEREAS, the City and the Trustee, with the consent of ELHC, desire to amend the Original Indenture by entering into a Second Amendment to Master Trust Indenture dated as of July 1, 2017 (the “Second Amendment”), between the City and the Trustee, to create an additional fund and modify the flow of revenues in the Original Indenture; and

WHEREAS, ELHC desires to consent to the Second Amendment;

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

Section 1. Approval of Second Amendment. The form of the Second Amendment, which is attached hereto as **Exhibit A**, is hereby approved.

Section 2. Execution of Second Amendment. The Mayor of the City is hereby authorized to enter into the Second Amendment, in substantially the form attached to this Resolution but with such changes as may be approved by the Mayor, the Mayor’s signature thereon being conclusive evidence of his approval thereof. The City Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City to the Second Amendment.

Section 3. Further Authority. The City shall, and the officers, employees and agents of the City are hereby authorized and directed to, take such action, expend such funds and execute such other

documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution and to carry out, comply with and perform the duties of the City with respect to the Second Amendment.

Section 4. Effective Date. This Resolution shall take effect and be in full force immediately after its adoption by the City Council.

ADOPTED this 22nd day of June, 2017.

CITY OF EDGERTON, KANSAS

(Seal)

Donald Roberts, Mayor

ATTEST:

Janeice Rawles, City Clerk

Approved as to form:

Scott W. Anderson, Bond Counsel

EXHIBIT A
FORM OF SECOND AMENDMENT

**SECOND AMENDMENT TO
MASTER TRUST INDENTURE**

Dated as of July 1, 2017

Between

CITY OF EDGERTON, KANSAS

And

**COMMERCE BANK,
as Trustee**

**\$100,000,000 (Maximum Aggregate Principal Amount)
CITY OF EDGERTON, KANSAS
HOME RULE REVENUE BONDS
(LOGISTICS PARK INFRASTRUCTURE PROJECTS)**

**SECOND AMENDMENT TO
MASTER TRUST INDENTURE**

TABLE OF CONTENTS

	<u>Page</u>
Parties	1
Recitals	1

ARTICLE I

DEFINITIONS

Section 101.	Definitions	1
--------------	-------------------	---

ARTICLE II

AMENDMENTS TO MASTER TRUST INDENTURE

Section 201.	Creation of Spectrum Distribution Fund	1
Section 202.	Application of Funds in the Spectrum Distribution Fund. Error! Bookmark not defined.	
Section 203.	Disbursements from Revenue Fund.....	Error! Bookmark not defined.

ARTICLE III

MISCELLANEOUS PROVISIONS

Section 301.	Provisions of Original Indenture Not Otherwise Modified	5
Section 302.	Consent of Bondowners.....	5
Section 303.	Execution in Counterparts	5
Section 304.	Governing Law	6
	Signatures	S-1

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SECOND AMENDMENT TO MASTER TRUST INDENTURE

This **SECOND AMENDMENT TO MASTER TRUST INDENTURE** dated as of July 1, 2017 (the **“Second Amendment”**), is entered into between the **CITY OF EDGERTON, KANSAS** (the **“City”**), a Kansas municipal corporation, and **COMMERCE BANK**, a trust and banking corporation organized and existing under the laws of the State of Missouri and qualified under the laws of the State of Missouri to accept and administer the trusts hereby created and having a corporate trust office in Kansas City, Missouri, as corporate trustee (the **“Trustee”**).

RECITALS

1. The City and the Trustee are parties to that certain Master Trust Indenture dated as of December 1, 2015 (the **“Master Indenture”**), as supplemented and amended by the First Amendment to Master Trust Indenture dated as of April 1, 2016 (the **“First Amendment,”** and together with the Master Indenture, **“Original Indenture”**).

2. The City and the Trustee desire to amend the Original Indenture to create additional accounts and amend the flow of Revenues in the Original Indenture.

3. **Section 1002** of the Original Indenture permits the City and the Trustee to enter into Supplemental Indentures to amend the Original Indenture with the consent of the Owners of not less than a majority in principal amount of Bonds and Notes then Outstanding affected by such Supplemental Indenture.

4. Edgerton Land Holding Company, LLC (**“ELHC”**), as the Owner of 100% of the Outstanding Bonds, desires to consent to this Second Amendment. No Notes are currently Outstanding.

5. This Second Amendment constitutes a Supplemental Indenture under the Original Indenture.

NOW, THEREFORE, the City covenants and agrees with the Trustee as follows:

ARTICLE I

DEFINITIONS

Section 101. Definitions. Words and terms which are not otherwise defined herein shall have the same meanings ascribed to them in the Original Indenture. In addition, the following words and terms used in this First Amendment shall have the following meanings:

“First Amendment” means the First Amendment to Master Trust Indenture dated as of April 1, 2016, between the City and the Trustee.

“Indenture” means the Original Indenture, as amended and supplemented by this First Amendment, and as from time to time further amended and supplemented by Supplemental Indentures in accordance with the provisions of the Original Indenture.

“**Original Indenture**” means the Master Trust Indenture dated as of December 1, 2015, between the City and the Trustee, as supplemented and amended by the First Amendment.

“**Second Amendment**” means this Second Amendment to Master Trust Indenture dated as of July 1, 2017, between the City and the Trustee.

“**Spectrum**” means Spectrum Brands, Inc., a Delaware corporation (“Spectrum Brands”).

“**Spectrum Agreement**” means the Economic Development Grant Agreement dated June __, 2017, between the City and Spectrum.

“**Spectrum Distribution Fund**” means the Spectrum Distribution Fund established in **Section 201** of this First Amendment.

ARTICLE II

AMENDMENTS TO ORIGINAL INDENTURE

Section 201. Creation of Spectrum Distribution Fund. The Spectrum Distribution Fund is hereby established as a Fund under the Original Indenture. The Spectrum Distribution Fund shall be held by the Trustee in trust and shall constitute part of the Trust Estate and be subject to the lien, terms and provisions of the Indenture and shall not be commingled with any other funds and accounts of the Trustee except as provided under **Section 602** of the Original Indenture for investment purposes.

Section 202. Application of Funds in the Spectrum Distribution Fund.

(a) Funds on deposit in the Spectrum Distribution Fund shall be used solely to pay amounts due to Spectrum under the Spectrum Agreement at the times, and in the manner, specified by this **Section 202**.

(b) The City agrees to deliver written notice to the Trustee at such time that the Facility becomes Operational (each as defined in the Spectrum Agreement) (such notice referred to herein as the “Operational Notice”). The City agrees to deliver written notice to the Trustee at such time that the Spectrum Agreement is terminated (the “Termination Notice”).

(c) The Trustee shall transfer the following amounts on deposit in the Spectrum Distribution Fund to Spectrum (or such lesser amount if a lesser amount is then on deposit in the Spectrum Distribution Fund) on the following dates (or, if any such date is not a Business Day, the next succeeding Business Day) (each, a “Payment Date”), and, if sufficient funds are not available in the Spectrum Distribution Fund on such date, within five Business Days of such funds becoming available in the Spectrum Distribution Fund, until the amount set forth below has been paid:

April 1, 2019	\$50,000	April 1, 2024	\$50,000
November 1, 2019	\$50,000	November 1, 2024	\$50,000
April 1, 2020	\$50,000	April 1, 2025	\$50,000
November 1, 2020	\$50,000	November 1, 2025	\$50,000
April 1, 2021	\$50,000	April 1, 2026	\$50,000
November 1, 2021	\$50,000	November 1, 2026	\$50,000
April 1, 2022	\$100,000	April 1, 2027	\$50,000
November 1, 2022	\$100,000	November 1, 2027	\$50,000
April 1, 2023	\$100,000	April 1, 2028	\$50,000
November 1, 2023	\$100,000	November 1, 2028	\$50,000

(d) All payments to Spectrum shall be made by check and delivered via overnight courier service to the following address:

Spectrum Brands, Inc.
Attention: Assistant General Counsel
3001 Deming Way
Middleton, Wisconsin 53562

(e) Notwithstanding anything to the contrary in this **Section 202**, the Trustee shall not transfer any of the amounts in **Section 202(c)** to Spectrum until such time that the Trustee has received the Operational Notice. Any amounts due pursuant to Section 202(c) prior to the Trustee receiving the Operational Notice shall be paid within 10 Business Days of the date the Trustee receives the Operational Notice. Notwithstanding anything to the contrary in this **Section 202**, the Trustee shall not transfer any of the amounts in **Section 202(c)** to Spectrum after such time that the Trustee has received the Termination Notice

(f) Any funds that remain in the Spectrum Distribution Fund after the first to occur of (1) the receipt by the Trustee of a Termination Notice, or (2) the final payment set forth in **Section 202(c)** has been made to Spectrum, shall be transferred to the General Account of the Revenue Fund.

Section 203. Disbursements From Revenue Fund. Section 514 of the Original Indenture is amended by deleting said provision and replacing it with the following:

Section 514. Disbursements from Revenue Fund.

(a) No later than the first Business Day of each month, the Trustee shall withdraw from the Revenue Fund and credit to the following Funds and Accounts the amounts set forth below in the following order:

(1) From the General Account of the Revenue Fund, to the Trustee and other applicable payees, all amounts necessary to pay actual ongoing expenses such as Trustee fees, remarketing fees, auction fees and similar ongoing bond-related expenses when due.

(2) Upon receipt of a City's Certificate stating that rebate is owed on any Tax-exempt Bonds, first from the General Account of the Revenue Fund and then from the Origination Fee Account of the Revenue Fund, funds required to be deposited in such Series Rebate Account to pay

rebate on such Series of Bonds until such certified amount has been deposited in the applicable Series Rebate Account.

(3) From the Origination Fee Account of the Revenue Fund to the Priority Indebtedness Fund, the amount, if any, required so that the balance in the Priority Indebtedness Fund shall equal the Priority Indebtedness Annual Debt Service.

(4) From the General Account of the Revenue Fund to the Priority Indebtedness Fund, the amount, if any, required so that the balance in the Priority Indebtedness Fund shall equal the Priority Indebtedness Annual Debt Service.

(5) From the Origination Fee Account of the Revenue Fund to the Priority Indebtedness Reserve Fund, the amount, if any, required so that the balance in the Priority Indebtedness Reserve Fund shall equal the Priority Indebtedness MADS.

(6) From the General Account of the Revenue Fund to the Priority Indebtedness Reserve Fund, the amount, if any, required so that the balance in the Priority Indebtedness Reserve Fund shall equal the Priority Indebtedness MADS.

(7) Commencing on June 1 of each year and ending when the Administrative Payment Amount has been transferred for such year, from the General Account of the Revenue Fund to the City Maintenance and Administrative Fund, an amount equal to the Administrative Payment Amount.

(8) Commencing January 1, 2018, first from the General Account of the Revenue Fund and then from the Origination Fee Account of the Revenue Fund, pro rata to the Amazon Distribution Fund and the Spectrum Distribution Fund, an amount equal to (A) the cumulative amount of all unpaid payments previously due to Amazon pursuant to **Section 202(c)** of the First Amendment or Spectrum pursuant to **Section 202(c)** of this Second Amendment, plus (B) the amount due to Amazon and Spectrum on any Payment Date that falls within 175 days of the date of calculation; provided, however, the amount on deposit in the Amazon Distribution Fund shall never exceed the sum of all amounts due to Amazon on the next Payment Date and the amount on deposit in the Spectrum Distribution Fund shall never exceed the sum of all amounts due to Spectrum on the next Payment Date;

(9) First from the Origination Fee Account of the Revenue Fund and then from the General Account of the Revenue Fund, to the Grade Separation Construction Fund, an amount equal to the Grade Separation Project Amount until such time that the cumulative amount of all transfers pursuant to this subparagraph (8) totals the Grade Separation Project Amount.

(10) First from the Origination Fee Account of the Revenue Fund and then from the General Account of the Revenue Fund, the sum of (i) the cumulative total of all ELHC Advanced Funds, less (ii) the cumulative total of all amounts repaid to ELHC pursuant to this subparagraph (10), shall be paid to ELHC.

(11) First from the Origination Fee Account of the Revenue Fund and then from the General Account of the Revenue Fund, to the Debt Service Fund, for credit to each Series Debt Service Account, on a parity with the transfer to each other Series Debt Service Account, the amount, if any, required so that the balance in said Account shall equal the Required Interest with respect to the related Series of Bonds; provided that, if the amount on deposit in the Revenue Fund is insufficient to make the deposits required by this subsection, such amount shall be deposited into each Series Debt Service Account on a pro rata basis based on the amount of each such required deposit.

(12) First from the Origination Fee Account of the Revenue Fund and then from the General Account of the Revenue Fund, to the Debt Service Fund, for credit to each Series Debt Service Account, on a parity with the transfer to each other Series Debt Service Account, the amount, if any, required so that the balance in said Account shall equal the Required Principal with respect to the related Series of Bonds; provided that, if the amount on deposit in the Revenue Fund is insufficient to make the deposits required by this subsection, such amount shall be deposited into each Series Debt Service Account on a pro rata basis based on the amount of each such required deposit.

(13) First from the Origination Fee Account of the Revenue Fund and then from the General Account of the Revenue Fund, to the Developer Debt Fund, the amount, if any, required so that the balance in said Account shall equal the principal and interest due on all Notes; provided that, if the amount on deposit in the Revenue Fund is insufficient to pay principal and interest due on all Notes, such amount shall be deposited with respect to each Note first to pay interest and then to pay principal in such order as is provided in **Section 510**.

(13) All moneys remaining in the Revenue Fund after making the transfers described in clauses (1) through (11) above shall be transferred to the City Distribution Fund.

(b) In the event that other amounts are pledged to the repayment of the Bonds pursuant to a Supplemental Indenture, such amounts shall be applied as provided in such Supplemental Indenture.

ARTICLE III

MISCELLANEOUS PROVISIONS

Section 301. Provisions of Original Indenture Not Otherwise Modified. Except as expressly modified or amended hereby, the Original Indenture shall remain in full force and effect. To the extent of any conflict between the terms of the Original Indenture and this Second Amendment, the terms of this Second Amendment shall control.

Section 302. Consent of Bondholders. Pursuant to **Section 1002** of the Original Indenture, ELHC, as the Owner of 100% of the Outstanding Bonds, consents to this Second Amendment by executing the consent attached hereto.

Section 303. Execution in Counterparts. This Second Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

Section 304. Governing Law. This Second Amendment shall be governed by and construed in accordance with the laws of the State of Kansas.

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IN WITNESS WHEREOF, the City and the Trustee have caused this Second Amendment to Master Trust Indenture to be duly executed by their duly authorized representatives, as of the day and year first above written.

CITY OF EDGERTON, KANSAS

[SEAL]

By: _____
Donald Roberts
Mayor

ATTEST:

Janeice Rawles
City Clerk

COMMERCE BANK, as Trustee

By: _____
William E. Ekey
Senior Vice President

ATTEST:

By: _____
Jessica Haeefe
Assistant Secretary

**CONSENT OF EDGERTON LAND HOLDING COMPANY, LLC TO
SECOND AMENDMENT TO MASTER TRUST INDENTURE**

Edgerton Land Holding Company, LLC, a Kansas limited liability company, as the Owner of 100% of the Outstanding Bonds issued pursuant to the Master Trust Indenture dated as of December 1, 2015, as supplemented and amended by the First Amendment to Master Trust Indenture dated as of April 1, 2016, (together, "Original Indenture"), between the City of Edgerton, Kansas (the "City") and Commerce Bank, as trustee (the "Trustee"), pursuant to **Section 1002** of the Original Indenture, consents to the execution and delivery of the Second Amendment to Master Trust Indenture dated as of July 1, 2017, between the City and the Trustee, by the City and the Trustee.

All capitalized terms used herein but not defined shall have the meaning given to such terms in the Original Indenture.

EDGERTON LAND HOLDING COMPANY, LLC
a Kansas limited liability company

By: NorthPoint Development, LLC
a Missouri limited liability company
Its: Manager

By _____
Nathaniel Hagedorn, Manager