

[Sunflower Property Partners' Letterhead]

_____, 2022

City of Bel Aire, Kansas
7651 E. Central Park Avenue
Bel Aire, KS 67226

KS StateBank
3020 N. Cypress, Suite 100
Wichita, KS 67226

Re: City of Bel Aire, Kansas
Taxable Industrial Revenue Bonds, Series 2016
(Sunflower Property Partners LLC and Midwest Sunflower LLC)

Ladies and Gentlemen:

This is to advise that Sunflower Property Partners LLC hereby elects to exercise the option to purchase the Projects as described in Section 17.1 of the Leases between the City of Bel Aire, Kansas, as Issuer, and Sunflower Property Partners LLC, a Kansas limited liability company, as Tenant and as successor Tenant to Midwest Sunflower LLC, as authorized by Ordinance No. 607 and 608 of the Issuer. Closing is proposed to be on April __, 2022.

Very truly yours,

SUNFLOWER PROPERTY PARTNERS LLC

By: _____
Name:
Title:

**EXCERPT OF MINUTES OF A MEETING
OF THE GOVERNING BODY OF
THE CITY OF BEL AIRE, KANSAS
HELD ON APRIL 5, 2022**

The governing body met in regular session at the usual meeting place in the City Council on April 5, 2022, at 7:00 p.m., the following members being present and participating, to wit:

Absent:

The Council President declared that a quorum was present and called the meeting to order.

* * * * *

(Other Proceedings)

Thereupon, there was presented a Resolution entitled:

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF BEL AIRE,
KANSAS AUTHORIZING THE SALE AND CONVEYANCE OF CERTAIN
PROPERTY TO SUNFLOWER PROPERTY PARTNERS LLC**

Thereupon, Councilmember _____ moved that said Resolution be adopted. The motion was seconded by Councilmember _____. Said Resolution was duly read and considered, and upon being put, the motion for the adoption of said Resolution was carried by the vote of the governing body, the vote being as follows:

Aye: _____.

Nay: _____.

Thereupon, the Council President declared said Resolution duly adopted and the Resolution was then duly numbered Resolution No. _____ and was signed by the Council President and attested by the Clerk.

* * * * *

(Other Proceedings)

[BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK]

On motion duly made, seconded and carried, the meeting hereupon adjourned.

CERTIFICATE

I hereby certify that the foregoing Excerpt of Minutes is a true and correct excerpt of the proceedings of the governing body of the City of Bel Aire, Kansas held on the date stated therein, and that the official minutes of such proceedings are on file in my office.

[SEAL]

Clerk

RESOLUTION NO. ____

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF
BEL AIRE, KANSAS AUTHORIZING THE SALE AND
CONVEYANCE OF CERTAIN PROPERTY TO SUNFLOWER
PROPERTY PARTNERS LLC**

WHEREAS, pursuant to Ordinance No. 607 and a Bond Agreement dated December 22, 2016, the City of Bel Aire, Kansas (the "Issuer") has previously issued its Taxable Industrial Revenue Bonds, Series 2016 (Sunflower Property Partners LLC) in the original principal amount not to exceed \$1,500,000 (the "Sunflower Bonds") to finance the cost of acquiring, constructing and equipping a facility to be used for commercial purposes (the "Sunflower Project"), such Sunflower Project having been leased to Sunflower Property Partners LLC, a Kansas limited liability company (the "Tenant") pursuant to a Lease dated as of December 22, 2016 between the Issuer and the Tenant (the "Sunflower Lease"); and

WHEREAS, pursuant to Ordinance No. 608 and a Bond Agreement dated December 28, 2016, the Taxable Industrial Revenue Bonds, Series 2016 (Midwest Sunflower LLC) in the original principal amount not to exceed \$1,000,000 (the "Midwest Bonds") to finance the cost of acquiring, constructing and equipping a facility to be used for commercial purposes (the "Midwest Project"), such Midwest Project having been leased initially to Midwest Sunflower LLC, and subsequently assigned to Sunflower Property Partners LLC, a Kansas limited liability company pursuant to a Lease dated as of December 28, 2016 between the Issuer and the Tenant, as successor to Midwest Sunflower LLC (the "Midwest Lease"); and

WHEREAS, the Tenant desires to exercise its options to purchase the Sunflower Project and the Midwest Project (collectively, the "Project") under Section 17.1 of the Sunflower Lease and the Midwest Lease (collectively, the "Lease"), and Tenant is not in default under the Lease; and

WHEREAS, the Tenant had made all the payments of Basic Rent and Additional Rent pursuant to the Lease and all principal and interest on the Bonds has been paid or payment has been provided for; and

WHEREAS, KS StateBank, as fiscal and paying agent for the Bonds, has certified that none of the Sunflower Bonds or the Midwest Bonds (collectively, the "Bonds") remain outstanding; and

WHEREAS, the Tenant has provided the City written notice of its intent to exercise its option to purchase the Project;

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF BEL AIRE, KANSAS:

Section 1. The Council President and Clerk are authorized and directed to execute a special warranty deed, a bill of sale and a Release of Lease, in substantially the forms submitted to the Governing Body concurrently with the adoption of this Resolution. The Clerk is directed to deliver the executed special warranty deed, a bill of sale and a release of lease to the Tenant.

Section 2. The Council President and Clerk are hereby further authorized and directed to sign such other instruments and certificates as shall be necessary and desirable in connection with this Resolution, and are hereby further authorized to take such further actions as may be necessary to accomplish the purposes of this Resolution.

Section 3. This Resolution shall take effect and be in full force immediately after its adoption by the Issuer.

ADOPTED by the governing body of the City of Bel Aire, Kansas on April 5, 2022.

CITY OF BEL AIRE, KANSAS

Council President

[SEAL]

Attest:

By: _____
Clerk

THIS CONVEYANCE IS FOR THE PURPOSE OF RELEASING SECURITY FOR A DEBT OR OTHER OBLIGATION AND IS EXEMPT FROM THE REQUIREMENTS OF A SALES VALIDATION QUESTIONNAIRE PURSUANT TO K.S.A. 79-1437e(2).

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made April __, 2022 between the City of Bel Aire, Kansas, a municipal corporation, as Grantor, and Sunflower Property Partners LLC, a Kansas limited liability company, as Grantee;

WITNESSETH, that said Grantor, in furtherance of the terms of certain Leases dated as of December 22, 2016 and December 28, 2016 between Grantor and Grantee, and as authorized by a Resolution duly adopted by the governing body of the Grantor, and by these presents does hereby convey to Grantee, its successors and assigns, all the following described real estate in Sedgwick County, Kansas:

Lot 5, Block A, Sunflower Commerce Park, an Addition to the City of Bel Aire,
Sedgwick County, Kansas,

for the sum of \$100.00 and other valuable consideration;

TO HAVE AND TO HOLD, the premises described, with all and singular the rights, privileges, appurtenances and immunities thereto belonging or in any way appertaining, to Grantee and to its successors and assigns forever; and Grantor hereby covenants that the premises are free and clear of all encumbrances whatsoever, except (a) those to which the title was subject on the date of conveyance to Grantor, or to which title became subject with Grantee's written consent, or which resulted from any failure of Grantee to perform any of its covenants or obligations under the Lease from Grantor referred to above, (b) taxes and assessments, general and special, if any, and (c) the rights, titles and interests of any party having condemned or attempting to condemn title to, or the use for a limited period of, all or any part of the premises conveyed; and that it will warrant and defend the title to the premises to Grantee and Grantee's successors and assigns forever against the lawful claims and demands of anyone claiming by, through or under it.

IN WITNESS WHEREOF, Grantor has executed this deed and affixed its corporate seal on the day and year first above written.

[SEAL]

ATTEST:

CITY OF BEL AIRE, KANSAS
a municipal corporation

Melissa Krehbiel, Clerk

Justin Smith, Council President

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me this ____ day of April, 2022 by Justin Smith, Council President, and Melissa Krehbiel, Clerk, respectively, of the City of Bel Aire, Kansas, on behalf of said City.

[SEAL]

Notary Public

My appointment expires:

BILL OF SALE

In furtherance of the terms of certain Leases dated as of December 22, 2016 and December 28, 2016 between the City of Bel Aire, Kansas, as Assignor, and Sunflower Property Partners LLC, a Kansas limited liability company, as Assignee, and for valuable consideration, Assignor hereby transfers, assigns and conveys to Assignee, all personal property purchased with the proceeds of the City of Bel Aire, Kansas, Taxable Industrial Revenue Bonds, Series 2016 (Sunflower Property Partners LLC) and Taxable Industrial Revenue Bonds, Series 2016 (Midwest Sunflower LLC).

[SEAL]

ATTEST:

CITY OF BEL AIRE, KANSAS
a municipal corporation

Melissa Krehbiel, Clerk

Justin Smith, Council President

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me this ____ day of April, 2022 by Justin Smith, Council President, and Melissa Krehbiel, Clerk, respectively, of the City of Bel Aire, Kansas, on behalf of said City.

[SEAL]

Notary Public

My appointment expires:

RELEASE OF LEASES

WHEREAS, the City of Bel Aire, Kansas (the "Issuer") entered into a Lease dated as of December 22, 2016 (the "Sunflower Lease") between the Issuer and Sunflower Property Partners LLC, a Kansas limited liability company (the "Tenant"); and

WHEREAS, the Issuer has heretofore entered into a Lease dated as of December 28, 2016 (the "Midwest Lease") between the Issuer and the Tenant, as successor to Midwest Sunflower LLC; and

WHEREAS, notice of the Sunflower Lease is recorded at Doc. #/Flm-Pg 29665116 in the office of the Sedgwick County Register of Deeds, and notice of the Midwest Lease is recorded at Doc. #/Flm-Pg 29666916 in the office of the Sedgwick County Register of Deeds; and

WHEREAS, the Issuer assigned its interest in each Lease to KS StateBank, acting as fiscal and paying agent for the Issuer and others for purpose of enforcement of the Tenant's covenants under each Lease, and the assignments are recorded at Doc. #/Flm-Pg 29665117 for the Sunflower Lease and Doc. #/Flm-Pg 29666917 for the Midwest Lease; and

WHEREAS, the Tenant has exercised its option to purchase the facilities described in the Sunflower Lease and Midwest Lease (collectively, the "Project") from the Issuer; and

WHEREAS, all of the Tenant's obligations to the Issuer under the Lease have been satisfied;

THEREFORE, the property described in the attached Schedule I is hereby released from any claim of the Issuer and the KS StateBank under the Lease as of April __, 2022.

CITY OF BEL AIRE, KANSAS

By: _____
Justin Smith, Council President

[SEAL]

ATTEST:

By : _____
Melissa Krehbiel, Clerk

ACKNOWLEDGMENT

STATE OF KANSAS)
) SS:
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me this ____ day of April, 2022 by Justin Smith, Council President, and Melissa Krehbiel, Clerk, respectively, of the City of Bel Aire, Kansas, on behalf of said City.

[SEAL]

By: _____
Notary Public

My appointment expires:

By: _____
Name: _____
Title: _____

My appointment expires: _____
Date

SCHEDULE I

PROPERTY SUBJECT TO LEASE

(a) The following described real estate located in Sedgwick County, Kansas, to wit:

Lot 5, Block A, Sunflower Commerce Park, an Addition to the City of Bel Aire,
Sedgwick County, Kansas,

said real property constituting the "Land" as referred to in said Lease.

(b) All buildings, improvements, machinery and equipment now or hereafter constructed, located or installed on the Land pursuant to said Lease, constituting the "Improvements" as referred to in said Lease, together with any substitutions or replacements therefor any "Project Additions" as referred to in said Lease, the property described in paragraphs (a) and (b) of this Schedule I together constituting the "Project" as referred to in said Lease.

KS STATEBANK'S CERTIFICATION

Re: City of Bel Aire, Kansas
Taxable Industrial Revenue Bonds, Series 2016
(Sunflower Property Partners LLC)
and
Taxable Industrial Revenue Bonds, Series 2016
(Midwest Sunflower LLC)
(collectively, the "Bonds")

The undersigned, on behalf of KS StateBank, as fiscal and paying agent, with respect to the referenced Bonds, hereby certifies that as of the date hereof, no Bonds remain outstanding under the Bond Agreements, dated December 22, 2016 and December 28, 2016 authorizing and securing the Bonds, and all fees and expenses of KS StateBank in connection with such Bonds have been paid in full.

Dated: _____, 2022

KS STATEBANK

By: _____
Name:
Title: