

RESOLUTION NO. 52-2018

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF DERBY, KANSAS, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF A FIRST AMENDMENT OF DEVELOPMENT AGREEMENT RELATING TO THE DERBY STAR BOND PROJECT DISTRICT AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION WITH SAID AGREEMENT.**

**WHEREAS**, City of Derby, Kansas (the "City") is a municipal corporation duly organized and validly existing under the laws of the State of Kansas (the "State"); and

**WHEREAS**, Ordinance No. 2280, passed by the City Council of the City (the "Governing Body") on July 26, 2016 and published August 3, 2016, authorized the execution of a Development Agreement, dated July 26, 2016, between the City and Derby Destination Development, LLC, a Kansas limited liability company, as Developer (the "Developer") relating to the Derby STAR Bond Project District (the "Development Agreement"); and

**WHEREAS**, the Developer has requested that the Governing Body consider the execution of a First Amendment of Development Agreement (the "First Amendment") relating to modification to certain requirements and responsibilities of the Developer and reallocation of funds within the Project Budget originally set forth in *Exhibit G* to the Development Agreement; and

**WHEREAS**, the Kansas Secretary of Commerce has approved the reallocation of the Project Budget as set forth in the First Amendment; and

**WHEREAS**, the Governing Body hereby finds and determines that it is necessary and advisable to authorize the execution of the First Amendment and to take certain actions and execute certain other documents as therein provided.

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

**Section 1. Approval of First Amendment.** The First Amendment is hereby approved in substantially the form presented to the Governing Body at this meeting, a copy of which shall be filed in the records of the City Clerk.

**Section 2. Execution of First Amendment and Other Documents.** The Mayor is hereby authorized and directed to execute the First Amendment and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution, with such changes therein as shall be approved by the City Attorney and the officer or officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval and the City's ratification or approval thereof. The City Clerk is hereby authorized to attest to the signature of the Mayor and affix the seal of the City to said documents.

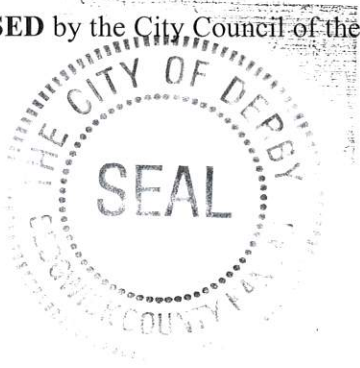
**Section 3. Further Authority.** The Mayor, City Manager, Finance Director, City Clerk and other officials and employees of the City, including Gilmore & Bell, P.C., Bond Counsel, are hereby further authorized and directed to take such other actions and execute such other documents, deeds, agreements,

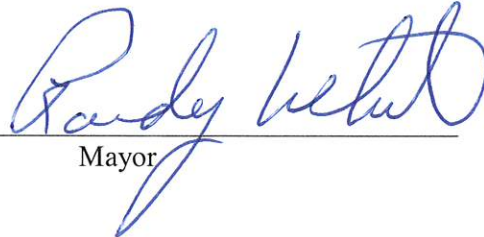
certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution and the transactions contemplated in the First Amendment.

**Section 4. Effective Date.** This Resolution shall take effect and be in full force after its adoption by the Governing Body.

**PASSED** by the City Council of the City of Derby, Kansas on October 9, 2018 and signed by the Mayor.

(SEAL)



  
\_\_\_\_\_  
Mayor

ATTEST:

  
\_\_\_\_\_  
City Clerk

**CERTIFICATE**

I hereby certify that the above and foregoing is a true and correct copy of the foregoing resolution of the City of Derby, Kansas, adopted by the City Council on October 9, 2018, as the same appears of record in my office.

DATED: October 9, 2018.

  
\_\_\_\_\_  
City Clerk

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