

TRIPLETT, WOOLF & GARRETSON, LLC

ORDINANCE NO. 1517

OF THE

CITY OF ANDOVER, KANSAS

RELATING TO:

\$4,590,000

CITY OF ANDOVER, KANSAS
TAXABLE INDUSTRIAL REVENUE BONDS
SERIES 2007
(HOTEL AT THE RIVER, LLC)

(Published in *The Augusta Daily Gazette*, September 1, 2012)

ORDINANCE NO. 1517

AN ORDINANCE OF THE CITY OF ANDOVER, KANSAS, AUTHORIZING THE EXECUTION AND DELIVERY OF, AND CONSENTING TO, A SECOND AMENDMENT OF A CERTAIN TRUST INDENTURE BY AND BETWEEN THE CITY OF ANDOVER, KANSAS, AS ISSUER, AND SECURITY BANK OF KANSAS CITY, KANSAS CITY, KANSAS, A STATE BANKING CORPORATION, AS TRUSTEE.

WHEREAS, the City of Andover, Kansas (the "Issuer") has previously authorized and issued its industrial revenue bonds designated "City of Andover, Kansas, Taxable Industrial Revenue Bonds, Series 2007 (Hotel at the River, LLC)" in the aggregate principal amount of \$4,590,000 (the "Bonds") pursuant to a certain Trust Indenture, dated as of December 1, 2007 (the "2007 Indenture"), by and between the Issuer and Security Bank of Kansas City, a state banking corporation organized and existing and authorized to accept and execute trusts of the character therein described under the laws of the State of Kansas with its office located in Kansas City, Kansas, as Trustee (the "Trustee"), for the purpose of paying the cost of purchasing, acquiring, constructing, furnishing and equipping a hotel located in the City of Andover, Kansas (the "Project"); and

WHEREAS, the Issuer has acquired title to all of the Project and is leasing the Project to Hotel at the River, LLC, a Kansas limited liability company duly qualified to do business in the State of Kansas (the "Tenant"), pursuant to the Lease Agreement, dated as of December 1, 2007 (the "Lease"), between the Issuer and Tenant; and

WHEREAS, the Issuer and Trustee, with the consent of the Tenant and 100% of the Owners of the Bonds, have previously executed and delivered a First Amendment to Trust Indenture, dated as of August 1, 2009 (the "First Amendment") which amended the 2007 Indenture in order to reduce the interest on the Bonds and issue replacement bonds therefor; and

WHEREAS, the Issuer, Tenant and 100% of the Owners of the Bonds desire and consent to further amend the 2007 Indenture, as previously amended by the First Amendment, in order to reduce the interest on the Bonds and issue replacement bonds therefor according to the terms provided in a Second Amendment to Trust Indenture, dated as of September 1, 2012 (the "Second Amendment"), by and between the Issuer and Trustee; and

WHEREAS, all acts and things necessary (including compliance with Sections 1102 and 1103 of the Indenture) have been done, performed or otherwise waived, and the Second Amendment has in all respects been duly authorized.

NOW, THEREFORE, BE IT ORDAINED BY THE GOVERNING BODY OF THE CITY OF ANDOVER, KANSAS, AS FOLLOWS:

Section 1. Definition of Terms. All terms and phrases not otherwise defined herein shall have the respective meanings set forth in the Second Amendment hereinafter authorized.

Section 2. Authorization of Second Amendment to Trust Indenture. The Issuer is hereby authorized to execute and deliver the Second Amendment, under which the interest rate on the Bonds shall be modified effective September 1, 2012 upon the terms and conditions set forth in the Second Amendment, as presented and now before the governing body of the Issuer.

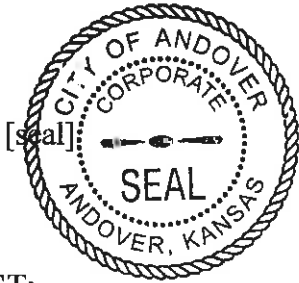
Section 3. Execution of the Second Amendment. The Mayor or President of Council of the City of Andover, Kansas is hereby authorized and directed to execute and deliver the Second Amendment for and on behalf of and as the act and deed of the Issuer in substantially the form as it is presented today with such minor corrections or amendments thereto as the Mayor or President of Council of the Issuer shall approve, which approval shall be evidenced by his execution thereof, and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the purposes and intent of this Ordinance. The City Clerk or any Deputy City Clerk of the City of Andover, Kansas are hereby authorized and directed to attest the execution of the Second Amendment on behalf of the Issuer and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

Section 4. Further Authority. The Mayor of the Issuer is hereby authorized and directed to execute any replacement Bond certificates necessitated by the Second Amendment and to deliver the same to the Trustee for authorization for and on behalf of the Issuer. The City Clerk is hereby authorized and directed to attest the execution of such Bonds. In addition, the Issuer shall, and the officers, agents and employees of the Issuer are hereby authorized and directed to, take such action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the provisions of this Ordinance and to carry out, comply with and perform the duties of the Issuer with respect to the Second Amendment, all as necessary to carry out and give effect to the transaction contemplated hereby and thereby.

Section 5. Effective Date. This Ordinance shall take effect and be in full force from and after its adoption by the governing body of the Issuer, and publication once in the official newspaper of the Issuer.

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PASSED, ADOPTED AND APPROVED by the Governing Body of the City of Andover, Kansas this 28th day of August, 2012.



CITY OF ANDOVER, KANSAS

By [Signature]
Ben Lawrence, Mayor

ATTEST:

By [Signature]
Susan C. Renner, City Clerk

I hereby certify that the foregoing is the original ordinance; that said ordinance was passed on the 28 day of August, 2012; that the record of the final vote on its passage is found on page 7 of the minutes from August 28, 2012; that it was published in the Augusta Daily Gazette on the 1 day of September, 2012.

City Clerk [Signature]

EXCERPT OF MINUTES

The governing body of the City of Andover, Kansas, met in regular session at the usual meeting place in the City on August 28, 2012, at 7:00 p.m., with Mayor Ben Lawrence presiding, and the following members of the governing body present: Byron Stout IV, Sheri Geisler, Troy Tabor, Caroline Hale, and Kris Estes.

and the following members absent: Clark Nelson

Thereupon, there was presented to the governing body an Ordinance entitled:

AN ORDINANCE OF THE CITY OF ANDOVER, KANSAS, AUTHORIZING THE EXECUTION AND DELIVERY OF, AND CONSENTING TO, A SECOND AMENDMENT OF A CERTAIN TRUST INDENTURE BY AND BETWEEN THE CITY OF ANDOVER, KANSAS, AS ISSUER, AND SECURITY BANK OF KANSAS CITY, A STATE BANKING CORPORATION, KANSAS CITY, KANSAS, AS TRUSTEE.

Thereupon, the Ordinance was considered and discussed, and upon the motion of Council Member Byron Stout, seconded by Council Member Caroline Hale, the Ordinance was adopted by a majority vote of the governing body, it was given No. 1517 and was directed to be signed by the Mayor and attested by the City Clerk; and the City Clerk was directed to publish the Ordinance one time in the City's official newspaper as required by law and as provided therein.

CITY CLERK'S
CERTIFICATION OF EXCERPT OF MINUTES

I hereby certify that the foregoing is a true and correct Excerpt of Minutes of the August 28, 2012 meeting of the governing body of the City of Andover, Kansas.



A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Susan C. Renner, City Clerk