

**RESOLUTION NO. 2023-01**

A RESOLUTION OF THE TOPEKA DEVELOPMENT CORPORATION ADOPTING BYLAWS OF THE CORPORATION; DESIGNATING AUTHORIZED REPRESENTATIVES OF THE CORPORATION; AUTHORIZING THE PURCHASE OF AN EXISTING HOTEL; APPROVING CERTAIN CORPORATE MATTERS; AND APPROVING AND AUTHORIZING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the Topeka Development Corporation (the “Corporation”) is a not-for-profit corporation and an instrumentality of the City of Topeka, Kansas (the “City”), duly organized and validly existing pursuant to the provisions of K.S.A. 17-6001 et seq., as amended (the “Act”); and

WHEREAS, bylaws (the “Bylaws”) of the Corporation have been presented to the Board of Directors of the Corporation (the “Board”) for adoption, and the Board has determined that it is necessary and prudent to adopt such Bylaws; and

WHEREAS, pursuant to the Bylaws, the Board is authorized to appoint executive staff for the Corporation and to carry out corporate matters, and the Board has determined that it is necessary and prudent to appoint the City Manager as the Executive Director of the Corporation, to appoint the City Clerk as the Assistant Secretary of the Corporation and to appoint the City Chief Financial Officer as the Assistant Treasurer of the Corporation, to designate authorized representatives of the Corporation and to authorize the carrying out of corporate matters of the Corporation; and

WHEREAS, the Corporation has been organized and at all times shall be operated exclusively for the benefit of the City, and in particular to aid, assist and foster the planning, designing, development, supervision, acquisition, construction, furnishing, equipping, management, operation and improvement of a convention center hotel in the City of Topeka and to engage in such activities as may be necessary or advisable in connection therewith; and

WHEREAS, the City previously entered into an Agreement for Sale and Purchase of Property, as amended (the “Purchase Agreement”), with respect to the property commonly known as Hotel Topeka at City Center located at 1717 Southwest Topeka Boulevard, Topeka, Kansas (the “Hotel”); and

WHEREAS, the City and the Corporation wish for the Corporation to take title to the Hotel and acquire the Hotel on behalf of the City upon the City’s payment of the purchase price set forth in the Purchase Agreement; and

WHEREAS, in furtherance of the foregoing, the Board does hereby find and determine that it is necessary and advisable to act for the benefit of the City, that the acquisition of the Hotel is a public purpose, and that it is in the public interest to authorize the acquisition of the Hotel; and

WHEREAS, the Board further hereby finds and determines that it is necessary and desirable in connection with the acquisition of the Hotel that the Corporation approve certain

agreements, that the Corporation authorize the execution of such documents upon the terms and conditions provided herein and that the Corporation take certain other actions as herein provided;

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TOPEKA DEVELOPMENT CORPORATION AS FOLLOWS:

**Section 1. Approval of Bylaws.** The Board hereby approves the Bylaws of the Corporation substantially in the form presented to the Board, with such changes therein as shall be approved by the President of the Corporation, the certification thereof being conclusive evidence of such officer's approval thereof.

**Section 2. Appointment of Executive Director, Assistant Secretary and Assistant Treasurer.** The City Manager is hereby appointed as the Executive Director of the Corporation, the City Clerk is hereby appointed as the Assistant Secretary of the Corporation, and the City Chief Financial Officer and the City Deputy Director of Administrative and Financial Services are hereby appointed as the Assistant Treasurers of the Corporation. The Executive Director is authorized to engage any and all City staff members as the Executive Director may determine is necessary and prudent to assist in the performance of the Executive Director's duties.

**Section 3. Designation of Authorized Representatives of the Corporation.** The officers of the Board and the Executive Director are hereby designated as authorized representatives of the Corporation (the "Authorized Representatives").

**Section 4. Approval of Purchase of Hotel.** The Corporation hereby approves the purchase of the Hotel on behalf of the City.

**Section 5. Authorization of Corporate Matters.** The Authorized Representatives, and any of them, provided there is a counter signature by a second Authorized Representative and one of the two signatures is either the President or the Executive Director, are hereby authorized to undertake and carry out all necessary and appropriate corporate activities and functions on behalf of the Corporation, including but not limited to the following:

- (a) Execute agreements and other documents on behalf of the Corporation;
- (b) Designate any bank or financial institution to establish depository accounts of the funds of the Corporation and to deal with any such bank or financial institution in connection with all financial matters of the Corporation;
- (c) Arrange for insurance for any and all property of the Corporation;
- (d) Engage employees, agents, contractors and representatives to provide services to the Corporation;
- (e) Enter into contracts for the operation, maintenance and management of the Hotel;
- (f) Make decisions and expend money for the operation, maintenance and management of the Hotel including but limited to operating and capital expenses; and

(g) Do such other acts and things, make such other agreements and execute and deliver such contracts as the Corporation may deem to be appropriate in connection with any of the foregoing.

**Section 6. Authorization of Documents.** The Corporation is hereby authorized to enter into each of the following agreements (whether captioned as indicated below or otherwise) (collectively, the “Corporation Documents”) (copies of such documents shall be filed in the records of the Corporation), in such form and with such changes therein as shall be approved by the Executive Director and the officers of the Corporation executing such documents, such officers’ signatures thereon being conclusive evidence of their approval thereof and the same are hereby approved in all respects:

- (a) Bill of Sale relating to the acquisition of the Hotel;
- (b) Such other documents as are necessary and appropriate to complete the acquisition of the Hotel by the Corporation; and
- (c) Hotel Management Agreement with TOKS Associates LLC or other manager named therein.

**Section 7. Execution of Corporation Documents.** The Corporation is hereby authorized to enter into, and any of the President, Secretary, Executive Director, Assistant Secretary and Assistant Treasurers are hereby authorized and directed to execute, attest and deliver, the Corporation Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution, including but not limited to any closing documents for the purchase of the Hotel and any contracts and agreements relating to the operations, maintenance and management of the Hotel, for and on behalf of and as the act and deed of the Corporation.

**Section 8. Further Authority.** The Corporation and the officers, agents and employees of the Corporation, the Executive Director, the Assistant Secretary and the Assistant Treasurers are hereby authorized and directed to take such further action 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 Corporation with respect to the Corporation Documents and are hereby authorized to make such additions or changes not materially inconsistent with this Resolution as they may consider to be necessary or desirable to complete, carry out or comply with the intent of this Resolution. All actions of the officers, directors, employees and agents of the Corporation in conformity with the purpose and intent of this Resolution, whether heretofore or hereafter taken, shall be and are hereby ratified, confirmed and approved.

**Section 9. Separability.** The provisions of this Resolution are hereby declared to be separable, and if any action, phrase or provision is for any reason declared to be invalid, such declaration does not affect the validity of the remainder of the sections, phrases and provisions.

**Section 10. Effective Date.** This Resolution will take effect and be in full force from and after its adoption.

THIS RESOLUTION IS HEREBY ADOPTED by the Board of Directors of the Topeka Development Corporation, this 19th day of October, 2023.

TOPEKA DEVELOPMENT  
CORPORATION

By: \_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Assistant Secretary