

BOARD OF COUNTY COMMISSIONERS
SARPY COUNTY, NEBRASKA
RESOLUTION

WHEREAS, the Constitution of the State of Nebraska, in § 2 of Article XIII, authorizes the Legislature to allow a County to issue revenue bonds for the purpose of acquiring, owning, developing, and leasing real and personal property suitable for use by manufacturing or industrial enterprises; and

WHEREAS, the Legislature of the State of Nebraska, in Neb. Rev. Stat. § 13-1101, *et seq.*, (Reissue 2007) has authorized the County to issue revenue bonds for the purpose of defraying the cost of acquiring, improving, or financing any project or projects; and

WHEREAS, HONEYWELL INTERNATIONAL INC., f/k/a ALLIED CHEMICAL CORPORATION, a Delaware corporation ("Honeywell"), in connection with the issuance by the COUNTY OF SARPY, NEBRASKA ("Sarpy County") of One Million Dollars (\$1,000,000.00) of Industrial Development Revenue Bonds ("IDR Bonds") to finance the construction of an addition to a manufacturing and industrial building at Honeywell's manufacturing facility at LaPlatte, Nebraska located on the real estate legally described on Exhibit A annexed hereto and by this reference incorporated herein ("Project Site") and the acquisition of certain machinery and equipment by Honeywell, conveyed, by Bill of Sale dated July 1, 1977 and recorded July 20, 1977 in the Miscellaneous Records of Sarpy County at Book 50, Page 615, the machinery, equipment and facilities described therein (the "Project Equipment") to Sarpy County; and

WHEREAS, Sarpy County, pursuant to an Industrial Development Lease Agreement ("Lease") dated July 1, 1977 and recorded in the Miscellaneous Records of Sarpy County on July 20, 1977 at Book 50, Page 617, leased the Project Equipment and the Project Site (collectively, the "Project") to Honeywell; and

WHEREAS, the Lease provides that upon payment in full of the IDR Bonds, the Lease terminates and Honeywell has the option and right to purchase the Project for the price of One Dollar (\$1.00); and

WHEREAS, by Sublease Agreement and Assignment of Option to Purchase Project (Industrial Development Facilities) ("Sublease") dated October 13, 1983 and recorded May 31, 1984 in the Miscellaneous Records of Sarpy County at Book 57, Page 363, Honeywell subleased and assigned its right and option to purchase the Project to Arcadian Corporation, a New York corporation, and by Assignment of Sublease dated April 27, 1992 and recorded April 28, 1992 as Instrument No. 92-08063 in the records of Sarpy County, Arcadian Corporation assigned its rights in, to and under the Sublease to PCS Nitrogen Fertilizer, L.P., f/k/a Arcadian Fertilizer, L.P., a Delaware limited partnership ("PCS"); and

WHEREAS, PCS has exercised the option and Sarpy County is obligated to convey the Project to PCS; and

WHEREAS, Sarpy County has been informed that the IDR Bonds have been paid in full and, pursuant to the terms of the Sublease, PCS is entitled to have the Project conveyed to it.

WHEREAS, Honeywell, in connection with the issuance by the County of Sarpy, Nebraska of Three Million Four Hundred Fifty Thousand Dollars (\$3,450,000.00) of Pollution Control Revenue Bonds ("PCR Bonds") to finance the acquisition, construction and equipping of certain pollution control facilities by Honeywell, conveyed, by Bill of Sale dated July 1, 1977 and recorded July 20, 1977 in the Miscellaneous Records of Sarpy County at Book 50, Page 616, the machinery, equipment and facilities described therein (the "Project Equipment") to Sarpy County; and

WHEREAS, Sarpy County, pursuant to a Lease Agreement (Pollution Control Facilities) dated July 1, 1977 ("Prior Lease") and recorded in the Miscellaneous Records of Sarpy County on July 20, 1977 at Book 50, Page 616, leased the Project Equipment and the real estate legally described therein and on Exhibit A annexed hereto and by this reference incorporated herein (collectively, the "Project") to Honeywell; and

WHEREAS, in connection with the refinancing of the Project and the refunding of the outstanding principal balance of the PCR Bonds, Honeywell (then known as AlliedSignal Inc.) and Sarpy County entered into a certain Lease Agreement ("Lease") dated June 1, 1995 and recorded July

10, 1995 as Instrument No. 95-10601 of the Records of Sarpy County, which Lease restated and superseded the Prior Lease and pursuant to which Sarpy County continued to lease the Project to Honeywell; and

WHEREAS, the Lease provides that upon payment or prepayment in full of the PCR Bonds, Honeywell has the obligation to purchase the Project for the price of Ten Dollars (\$10.00), and Sarpy County is obligated to convey the Project to Honeywell by quitclaim deed, and upon delivery of such quitclaim deed and payment of the Ten Dollar (\$10.00) purchase price, the Lease automatically terminates; and

WHEREAS, when the obligations of Honeywell have been fully performed, Honeywell is entitled to the conveyance of the Project to it from Sarpy County.

NOW, THEREFORE, BE IT RESOLVED THAT pursuant to the aforementioned findings, Sarpy County hereby authorizes the Chair of the Sarpy County Board and the Sarpy County Clerk to convey the Project to Honeywell and PCS as described herein upon the receipt of satisfactory evidence that the IDR Bonds and PCR Bonds described herein have been paid and the necessary obligations of the parties have been met, subject to approval by the County Attorney.

BE IT FURTHER RESOLVED that the Chair, Clerk and County Attorney are further authorized to execute such documents and take such further action as may be necessary to complete the transactions described herein.

DATED this 3rd day of March, 2009.

Moved by Pat Thomas, seconded by Rich Jansen, that the above Resolution be adopted. Carried.

YEAS:

Rich Jansen

Pat Thomas

Tom Richard

Tom Richard

Tom Jones

NAYS:

none

ABSENT:

none

ABSTAIN:

none

ATTEST:

Debra J. Houghtaling
County Clerk



Approved as to form:

Rich Jansen
Deputy County Attorney