

RESOLUTION NO. []-2017

**A RESOLUTION AUTHORIZING THE EXECUTION OF A
MEMORANDUM OF UNDERSTANDING AMONG SEDGWICK
COUNTY, KANSAS, THE CITY OF WICHITA, KANSAS, AND SPIRIT
AEROSYSTEMS, INC. RELATING TO PROJECT ECLIPSE.**

WHEREAS, Sedgwick County, Kansas (the "County") is a political subdivision, duly created, organized and existing under the Constitution and laws of the State of Kansas; and

WHEREAS, the County, the City of Wichita, Kansas (the "City") and Spirit AeroSystems, Inc., a Delaware corporation (the "Company") have negotiated the terms of a Memorandum of Understanding, dated as of December 13, 2017 (the "Memorandum of Understanding") regarding the construction, financing and operation of a proposed new structure (the "FACILITY"), which has been heretofore described as "PROJECT ECLIPSE" (the "PROJECT").); and

WHEREAS, the Facility will be located adjacent to the Company's manufacturing and headquarters complex at 3801 South Oliver within the County and utilized in the Company's manufacturing facilities; and

WHEREAS, the Board of County Commissioners (the "Board") hereby further finds and determines that it is necessary and advisable and in the interest of the public health, safety and welfare, including economic development, of the County, to authorize the execution of the Memorandum and related documents.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF SEDGWICK COUNTY, KANSAS, AS FOLLOWS:

Section 1. Economic Development. The Board hereby finds and determines that the Project and the resultant additional employment and capital injection will stimulate and foster economic development in the County in order to enhance and provide for the general and economic development and welfare of the County and its citizens and thereby further promote, stimulate and develop the general economic welfare and prosperity of the State of Kansas.

Section 2. Memorandum. The Memorandum of Understanding is hereby approved in substantially the form presented to the Chairman. The Chairman or Chair Pro Tem of the County is hereby authorized and directed to execute the Memorandum of Understanding 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 alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve and as are approved as to form by the County Counselor, and the execution or taking of such actions shall be conclusive evidence of such necessity or advisability. The County Clerk or any Deputy County Clerk is hereby authorized to attest to and affix the seal of the County to Memorandum of Understanding and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 3. Further Authority. The County shall, and the officers, employees and agents of the County, including Gilmore & Bell, P.C., the County's bond counsel, are hereby authorized

and directed to, take such action, expend such funds and execute such other documents, certificates and instruments, 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 County with respect to the Memorandum of Understanding.

Section 4. Effective Date. This Resolution shall take effect and be in force from and after its adoption by the Board.

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ADOPTED AND APPROVED by the Board of County Commissioners of Sedgwick County,
Kansas, on December 13, 2017.
Commissioners present and voting were:

DAVID M. UNRUH _____
MICHAEL B. O'DONNELL, II _____
DAVID T. DENNIS _____
RICHARD RANZAU _____
JAMES M. HOWELL _____

**BOARD OF COUNTY COMMISSIONERS
OF SEDGWICK COUNTY, KANSAS**

(Seal)

DAVID M. UNRUH, Chairman
Commissioner, First District

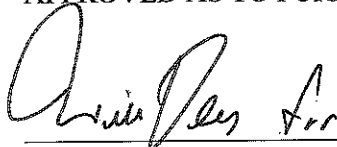
ATTEST:

MICHAEL B. O'DONNELL, II, Chair Pro Tem
Commissioner, Second District

KELLY B. ARNOLD, County Clerk

DAVID T. DENNIS
Commissioner, Third District

APPROVED AS TO FORM:



ERIC R. YOST
County Counselor

RICHARD RANZAU
Commissioner, Fourth District

JAMES M. HOWELL
Commissioner, Fifth District

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CERTIFICATE

I hereby certify that the above and foregoing is a true and correct copy of Resolution No. []-2017 of Sedgwick County, Kansas adopted by the Board on December 13, 2017, as the same appears of record in my office.

DATED: December 13, 2017.

KELLY B. ARNOLD, County Clerk