

**AGENDA UPDATE
ECONOMIC DEVELOPMENT & FINANCE
STANDING COMMITTEE MEETING
MONDAY, SEPTEMBER 14, 2015**

III. COMMITTEE AGENDA

ADDITIONAL INFORMATION

ITEM NO. 2 – 150254....RESOLUTION: UG MEDICAL CLINIC FINANCING

Synopsis: Submitted is the resolution authorizing funding for the UG Medical Clinic to be financed with Public Building Commission Revenue Bonds, submitted by Debbie Jonscher, Finance.

ADDITIONAL INFORMATION

ITEM NO. 3 – 150259...RESOLUTION: SALE OF ADVACNED AUTO PARTS

Synopsis: Submitted are Exhibits A, B and C relative to the transfer of Advanced Auto Parts within Wyandotte Plaza, submitted by George Brajkovic, Economic Development Director.

UPDATED INFORMATION

ITEM NO.4 -150252...RESOLUTION: MAINSTREET SKILLED NURSING FACILITY

Synopsis: Submitted are updated Assignment and Assumption of IRB Leases and Performance Agreement, submitted by Marlon Goff, Economic Development.

**EXCERPT OF MINUTES OF A MEETING
OF THE UNIFIED GOVERNMENT OF
WYANDOTTE COUNTY/KANSAS CITY, KANSAS
HELD ON SEPTEMBER __, 2015**

The Commission (the "Commission") of the Unified Government of Wyandotte County/Kansas City, Kansas (the "Unified Government"), met in regular session at the Commission Meeting Room at 7:00 P.M. The Mayor/CEO presided and the following members of the Commission were present:

The following members were absent: _____

* * * * *

(other matters)

* * * * *

Thereupon, Commissioner _____ moved, seconded by Commissioner _____, that the Commission adopt the following resolution:

A RESOLUTION AUTHORIZING THE ACQUISITION OF REAL ESTATE LOCATED AT 800 ANN AVENUE, AND THE CONSTRUCTING, RECONSTRUCTING, EQUIPPING AND FURNISHING OF A BUILDING LOCATED AT SUCH SITE, ALL FOR THE PURPOSE OF ESTABLISHING A MEDICAL CLINIC TO SERVE EMPLOYEES OF THE UNIFIED GOVERNMENT OF WYANDOTTE COUNTY/KANSAS CITY, KANSAS; AND REQUESTING THE PUBLIC BUILDING COMMISSION OF THE UNIFIED GOVERNMENT OF WYANDOTTE COUNTY/KANSAS CITY, KANSAS TO ISSUE REVENUE BONDS FOR THE PURPOSE OF PAYING A PORTION OF THE COSTS THEREOF.

The motion was approved and the Resolution was adopted by the following roll call vote:

Aye: _____

Nay: _____

Thereupon, the Resolution having been adopted by a majority vote of the members of the Commission, was given No. _____, was directed to be signed by the Mayor/CEO and attested by the Unified Government Clerk; and the Unified Government Clerk was further directed to cause a copy of the Resolution to be delivered to the Secretary of the Public Building Commission of the Unified Government of Wyandotte County/Kansas City, Kansas.

CERTIFICATE

I hereby certify that the foregoing Excerpt of Minutes is a true and correct excerpt of the proceedings of the Unified Government of Wyandotte County/Kansas City, Kansas, held on the date stated therein, and that the official minutes of such proceedings are on file in my office.

(Seal)

Unified Government Clerk

RESOLUTION NO. R-___-15

A RESOLUTION AUTHORIZING THE ACQUISITION OF REAL ESTATE LOCATED AT 800 ANN AVENUE, AND THE CONSTRUCTING, RECONSTRUCTING, EQUIPPING AND FURNISHING OF A BUILDING LOCATED AT SUCH SITE, ALL FOR THE PURPOSE OF ESTABLISHING A MEDICAL CLINIC TO SERVE EMPLOYEES OF THE UNIFIED GOVERNMENT OF WYANDOTTE COUNTY/KANSAS CITY, KANSAS; AND REQUESTING THE PUBLIC BUILDING COMMISSION OF THE UNIFIED GOVERNMENT OF WYANDOTTE COUNTY/KANSAS CITY, KANSAS TO ISSUE REVENUE BONDS FOR THE PURPOSE OF PAYING A PORTION OF THE COSTS THEREOF.

WHEREAS, the Unified Government of Wyandotte County/Kansas City, Kansas, acting as a county (the "Unified Government" or the "County") hereby deems it advisable to acquire certain real property and the improvements thereon, located at 800 Ann Avenue, Kansas City, Kansas, and to construct, reconstruct, equip and furnish such real property, all for the purpose of establishing a medical clinic to serve employees of the Unified Government of Wyandotte County/Kansas City, Kansas (the "Project"); and

WHEREAS, the Unified Government under the authority of K.S.A. 12-1757 *et seq.*, as amended by Charter Ordinance No. CO-1-98 and Charter Resolution No. CO-1-98 of the County (jointly the "Act"), has previously created the Public Building Commission of the Unified Government of Wyandotte County/Kansas City, Kansas, a municipal corporation of the State of Kansas (the "PBC"); and

WHEREAS, the PBC has the power and authority under the Act to issue revenue bonds to provide funds for the purpose of paying all or a portion of the costs of the Project; and

WHEREAS, the Unified Government deems it advisable to request that the PBC provide for the financing of the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE UNIFIED GOVERNMENT OF WYANDOTTE COUNTY/KANSAS CITY, KANSAS:

SECTION 1. Authorization of Project. It is hereby deemed and declared to be necessary to authorize the various components of the Project with the estimated total costs of \$1,830,000.

SECTION 2. Financing of Project. In order to pay the costs of the Project, it is necessary and desirable for the PBC to issue revenue bonds in one or more series in an aggregate principal amount not to exceed \$1,830,000 plus the cost of any related reserves and financing costs (the "PBC Bonds"). It is hereby requested that the PBC issue the PBC Bonds, in accordance with the provisions of the Act and all other laws of the State of Kansas supplemental thereto or amendatory thereof.

SECTION 3. Leases. The Unified Government hereby declares an intent to enter into a lease or lease-purchase agreement with the PBC pursuant to the Act to provide for the source of repayments of the PBC Bonds and other related expenses of the PBC.

SECTION 4. Reimbursement. The Unified Government hereby declares an intent to be reimbursed for expenditures for the Project made on or after the date which is 60 days before the date of this Resolution, from the proceeds of the PBC Bonds described herein, pursuant to Treasury Regulation 1.150-2.

SECTION 5. Effective Date. This resolution shall be effective from and after its adoption.

ADOPTED AND APPROVED by the Commissioners of the Unified Government of Wyandotte County/Kansas City, Kansas, on September __, 2015.

**UNIFIED GOVERNMENT OF
WYANDOTTE COUNTY/KANSAS CITY,
KANSAS**

(Seal)

Mayor/CEO

ATTEST:

Unified Government Clerk

APPROVED AS TO FORM:

Chief Counsel

(Published in the Wyandotte Echo on _____, 2015 and _____, 2015)

RESOLUTION NO. _____

A RESOLUTION DECLARING IT NECESSARY FOR THE PUBLIC BUILDING COMMISSION OF THE UNIFIED GOVERNMENT OF WYANDOTTE COUNTY/KANSAS CITY, KANSAS TO ACQUIRE REAL ESTATE LOCATED AT 800 ANN AVENUE, AND CONSTRUCT, RECONSTRUCT, EQUIP AND FURNISH A BUILDING LOCATED AT SUCH SITE; ISSUE REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$1,830,000 PLUS ANY RELATED RESERVES AND FINANCING COSTS FOR THE PURPOSE OF PAYING ALL OR A PORTION OF THE COSTS THEREOF; AUTHORIZING THE OFFER FOR SALE OF PUBLIC BUILDING COMMISSION REVENUE BONDS, SERIES 2015-B (800 ANN AVENUE PROJECT); AND PROVIDING FOR THE GIVING OF NOTICE OF SAID INTENTION.

WHEREAS, pursuant to K.S.A. 12-1757 *et seq.* as amended by Charter Ordinance No. CO-1-98 and Charter Resolution No. CR-1-98 (the "Act") of Unified Government of Wyandotte County/Kansas City, Kansas, acting as a county (the "Unified Government"), the Public Building Commission of the Unified Government of Wyandotte County/Kansas City, Kansas, a municipal corporation of the state of Kansas (the "PBC" or "Issuer") has previously been created by action duly taken by the Commission (the "Commission") of the Unified Government, has the authority to issue revenue bonds to provide funds for the purpose of acquiring, erecting, equipping, repairing, maintaining and operating buildings and other facilities; and

WHEREAS, the Unified Government Commission has adopted Resolution No. R-____-15: (a) declaring an intent to acquire certain real property and the improvements thereon, located at 800 Ann Avenue, Kansas City, Kansas, and to construct, reconstruct, equip and furnish such real property, all for the purpose of establishing a medical clinic to serve employees of the Unified Government of Wyandotte County/Kansas City, Kansas (the "Project") at an estimated cost of \$1,830,000, (b) requesting that the PBC issue revenue bonds in one or more series in an aggregate principal amount not to exceed \$1,830,000 plus any related reserves and financing costs, to provide for the financing of the Project and related reserves and financing costs, and (c) declaring an intent to enter into a lease or lease-purchase agreement with the PBC pursuant to the Act to provide for the source of repayments of the PBC revenue bonds and other expenses; and

WHEREAS, the PBC has the power and authority under the Act to issue revenue bonds to provide funds for the purpose of paying all or a portion of the costs of the Project and related reserves and financing costs; and

WHEREAS, the PBC desires to issue its revenue bonds in an amount of not to exceed \$1,830,000 plus any related reserves and financing costs, to finance a portion of the costs of the Project, subject to the notice and protest described below.

BE IT RESOLVED BY THE PUBLIC BUILDING COMMISSION OF THE UNIFIED GOVERNMENT OF WYANDOTTE COUNTY/KANSAS CITY, KANSAS, AS FOLLOWS:

Section 1. It is hereby deemed and declared to be necessary, based on a request of the Commission, to acquire, construct, reconstruct, furnish, equip and finance the Project.

Section 2. In order to pay all or a portion of the costs of the Project and related reserves and financing costs, it is necessary and desirable for the PBC to issue revenue bonds in one or more series in an

aggregate amount not to exceed \$1,830,000 plus any related reserves and financing costs, to be issued in accordance with the provisions of the Act and all other laws of the State of Kansas supplemental thereto or amendatory thereof. Said bonds shall be revenue bonds of the PBC payable solely and only from the rentals received by the PBC from a lease or lease-purchase agreement entered into with the Unified Government pursuant to the Act. Said bonds may be issued to reimburse expenditures made by the Unified Government or the PBC pursuant to Treasury Regulation §1.150-2.

Section 3. Subject to expiration of the protest period described below, the PBC is hereby authorized to offer for sale its Public Building Commission Revenue Bonds (800 Ann Avenue Project), Series 2015-B (the "Series 2015-B Bonds"). The Series 2015-B Bonds may be sold through a private placement or offered at competitive public sale pursuant to a Notice of Bond Sale to be prepared by Bond Counsel and reviewed and approved by the President and the Chief Financial Officer (the "Notice of Bond Sale").

Section 4. If necessary, the Chief Financial Officer of the Unified Government or his authorized representative (the "CFO"), in conjunction with Springsted Incorporated, Saint Paul, Minnesota ("Financial Advisor") and Gilmore & Bell, P.C. ("Bond Counsel"), is hereby authorized to cause to be prepared a Preliminary Official Statement (the "Preliminary Official Statement") relating to the sale of the Series 2015-B Bonds. The President or his duly authorized representative and the CFO are each hereby authorized to approve the form of said Preliminary Official Statement, and to use such document in connection with the public sale of the Series 2015-B Bonds, and to execute the "Certificate Deeming Preliminary Official Statement Final", such officials' signatures thereon being conclusive evidence of such officials' and the PBC's approval thereof. The PBC hereby consents to the use and public distribution of the Preliminary Official Statement in connection with the offering for sale of the Series 2015-B Bonds.

Section 5. If the bonds are to be sold through a competitive public sale, the CFO, the Financial Advisor and Bond Counsel, are further authorized and directed to give notice of said bond sale, to distribute copies of the Notice of Bond Sale and Preliminary Official Statement to prospective purchasers of the Series 2015-B Bonds and to receive bids for the purchase of the Series 2015-B Bonds upon the terms and conditions set forth in said Notice of Bond Sale, and to deliver all bids so received to the PBC and the Unified Government, at meetings to be held on such date, and at such meetings the PBC and the Unified Government shall review such bids and the PBC, upon recommendation of the Unified Government, shall award the sale of the Series 2015-B Bonds, or reject all bids.

Section 6. If necessary, the PBC agrees to provide to the Purchaser within seven business days of the date of the sale of Series 2015-B Bonds or within sufficient time to accompany any confirmation that requests payment from any customer of the Purchaser, whichever is earlier, sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 7. The President and other officers and representatives of the PBC, the CFO, the Financial Advisor and Bond Counsel are hereby authorized and directed to take such other action as may be necessary to carry out the sale of the Series 2015-B Bonds.

Section 8. Before issuing the Bonds, this Resolution shall be published once a week for two (2) consecutive weeks in the official newspaper of the Unified Government, and if within thirty (30) days after the last date of publication of this Resolution a petition in opposition to the same, signed by not less than five (5%) percent of the electors of Wyandotte County, is filed with the Unified Government Clerk, the PBC shall submit the question of the issuance of the Bonds to the voters of Wyandotte County at an election

called for such purpose or at the next general election. If no sufficient protest is filed with the Unified Government Clerk within the period of time hereinbefore stated, then the PBC shall proceed to issue the Bonds.

Section 9. This Resolution shall be in full force and effect from and after its adoption.

ADOPTED by the Public Building Commission of the Unified Government of Wyandotte County/Kansas City, Kansas on September __, 2015.

**PUBLIC BUILDING COMMISSION OF THE
UNIFIED GOVERNMENT OF WYANDOTTE
COUNTY/KANSAS CITY, KANSAS**

(Seal)

President

ATTEST:

Secretary

CERTIFICATE DEEMING
PRELIMINARY OFFICIAL STATEMENT FINAL

_____, 20____

To:

Re: Public Building Commission of the Unified Government of Wyandotte County/Kansas City, Kansas Revenue Bonds (800 Ann Avenue Project), Series 2015-B

Ladies and Gentlemen:

The undersigned, President of the Public Building Commission of the Unified Government of Wyandotte County/Kansas City, Kansas (the "PBC") and the Chief Financial Officer of the Unified Government of Wyandotte County/Kansas City, Kansas (the "Unified Government"), are authorized to deliver this Certificate to the addressee (the "Purchaser") on behalf of the PBC and the Unified Government. The PBC has heretofore caused to be delivered to the Purchaser copies of the Preliminary Official Statement (the "Preliminary Official Statement"), relating to the above-referenced bonds (the "Series 2015-B Bonds").

For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the "Rule"), the PBC and the Unified Government hereby deem the information regarding the PBC and the Unified Government, respectively, contained in the Preliminary Official Statement to be final as of its date, except for the omission of such information as is permitted by the Rule, such as offering prices, interest rates, aggregate principal amount, principal per maturity, selling compensation, delivery dates, ratings, identity of the underwriters and other terms of the Series 2015-B Bonds depending on such matters.

**PUBLIC BUILDING COMMISSION OF
THE UNIFIED GOVERNMENT OF
WYANDOTTE COUNTY/KANSAS CITY,
KANSAS**

**UNIFIED GOVERNMENT OF
WYANDOTTE COUNTY/KANSAS CITY,
KANSAS**

President

Chief Financial Officer

RESOLUTION NO. _____

WHEREAS, the Unified Government of Wyandotte County/Kansas City, Kansas (“Unified Government”) and Legacy Wyandotte, LLC (“Developer”) previously entered into the Wyandotte Plaza Redevelopment Agreement dated July 27, 2012, as amended by the First Amendment to Wyandotte Plaza Redevelopment Agreement dated November 21, 2013 (collectively, “Redevelopment Agreement”) concerning redevelopment of certain real property generally located on the northeast corner of 78th Street and State Avenue in Kansas City, Kansas 66112 (“Project Site”).

WHEREAS, Section 7.9 of the Redevelopment Agreement provides for assignment of the Developer’s obligations, covenants, and agreements under the Redevelopment Agreement to third parties, subject to the consent of the Unified Government.

WHEREAS, Developer desires to transfer and sell a portion of the Project Site to Hammar, Inc. (“Transferee”), which portion is more specifically described in Exhibit A attached hereto (“Transferee Property”), and in accordance with this sale, Developer desires to assign certain obligations, covenants, and agreements in the Redevelopment Agreement to Transferee in accordance with Section 7.9 of the Redevelopment Agreement.

WHEREAS, the Unified Government consents to the sale of the Transferee Property to Transferee subject to the terms and conditions of the Transferee Acknowledgement and Assumption Agreement (Wyandotte Plaza).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE UNIFIED GOVERNMENT:

That the County Administrator of the Unified Government is hereby authorized and directed to execute in the name of the Unified Government as the voluntary act of the Unified Government the Transferee Acknowledgement and Assumption Agreement (Wyandotte Plaza) by and between Developer and the Unified Government, and all other documents and agreements contemplated by this document in substantially the form presented to and reviewed by the Board of Commissioners on September 24, 2015, with such changes therein as shall be approved by the officers of the Unified Government executing these documents, such officers’ signature thereon being conclusive evidence thereof.

**ADOPTED BY THE BOARD OF COMMISSIONERS OF THE UNIFIED
GOVERNMENT THIS 24TH DAY OF SEPTEMBER 2015.**

Unified Government Clerk

Approved as to Form:

Unified Government Counsel

**ASSIGNMENT AND ASSUMPTION OF BASE LEASE, LEASE,
AND PERFORMANCE AGREEMENT**

THIS ASSIGNMENT AND ASSUMPTION OF BASE LEASE, LEASE, AND PERFORMANCE AGREEMENT (the "Assignment and Assumption") is made as of the ___ day of _____, 2015, by and between MS KANSAS CITY, LLC, an Indiana limited liability company ("Assignor"), and HEALTH CARE REIT, INC., a Delaware corporation ("Assignee"), whose mailing address is 4500 Dorr Street, Toledo, OH 43615-4040.

WHEREAS, the demised premises is commonly known as The Healthcare Resort of Kansas City, 8900 Parallel Parkway, Kansas City, KS 66112 (the "Property") and is described as set forth in "Exhibit A" attached hereto; and

WHEREAS, that certain Base Lease Agreement (the "Base Lease"), dated June 1, 2014, by and between the Assignor, as lessor, and the Unified Government of Wyandotte County/Kansas City, Kansas (the "Unified Government"), as lessee, relating to \$15,000,000 (Aggregate Maximum Principal Amount) Unified Government of Wyandotte County/Kansas City, Kansas Taxable Industrial Revenue Bonds (MS Kansas City, LLC Project) Series 2014 (the "Bonds"), granted the Unified Government a leasehold interest in the Property, as evidenced by that certain Memorandum of Base Lease Agreement dated June 1, 2014, filed for record July 14, 2014 and recorded as Document No. 2014R-08811 in the office of the Register of Deeds of Wyandotte County, Kansas (the "Base Lease Memorandum"); and

WHEREAS, that certain Lease Agreement (the "Lease"), dated June 1, 2014, by and between the Unified Government, as lessor, and the Assignor, as lessee, relating to the Bonds, granted the Assignor a sub-leasehold interest in the Property, as evidenced by that certain Memorandum of Lease Agreement dated June 1, 2014, filed for record July 14, 2014 and recorded as Document No. 2014R-08812 in the office of the Register of Deeds of Wyandotte County, Kansas (the "Lease Memorandum"); and

WHEREAS, that certain Performance Agreement (the "Performance Agreement"), dated June 1, 2014, by and between the Unified Government and Assignor provided for certain rights and obligations of the Unified Government and Assignor relating to the Bonds; and

WHEREAS, Assignor has conveyed fee simple title to the Property to Assignee pursuant to the Purchase and Sale Agreement (Existing Project Development Agreement) dated _____, 20__ (the "Purchase Agreement"), and now wishes to assign all of its interests in and obligations under the Base Lease, Lease, and Performance Agreement (the "Rights and Obligations") to Assignee, and Assignee wishes to assume the Rights and Obligations.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Assignment. Assignor hereby sells, assigns, transfers and conveys to Assignee all of the Rights and Obligations.

2. Assumption of Obligations. Assignee, by its execution hereof, hereby assumes all of the Rights and Obligations, and agrees to perform and observe all obligations that are a part thereof.

3. Indemnity.

(a) Without limiting any indemnity or other obligation of Assignor under the Purchase Agreement, and except to the extent that Assignee is able to recover costs or otherwise be indemnified by a third-party warranty or guarantee, or is compensated through valid and collectible insurance policies (net of any reasonable costs incurred by Assignee, including but not limited to, insurance deductibles), Assignor shall indemnify, defend and hold Assignee harmless from and against any and all injuries, damages, losses, claims, liabilities, causes of action, expenses or costs (including reasonable attorneys' fees) relating to or accruing or occurring under the Rights and Obligations before the date hereof, including, without limitation, by reason of any default or breach by Assignor under the Rights and Obligations before the date hereof that remains uncured as of the date hereof.

(b) Without limiting any indemnity or other obligation of Assignee under the Purchase Agreement, Assignee shall indemnify, defend, and hold Assignor harmless from and against any and all injuries, damages, losses, claims, liabilities, causes of action, expenses, or costs (including reasonable attorneys' fees) relating to or accruing or occurring under the Rights and Obligations on or after the date hereof, including, without limitation, by reason of any default or breach by Assignee under the Rights and Obligations on or after the date hereof.

5. Release. The Unified Government hereby releases Assignor from any obligations that are part of the Rights and Obligations, as of the date hereof.

6. Notice. All notices, requests and other communications to Assignor under the Base Lease, Lease, and Performance Agreement shall hereafter be to Assignee at the following addresses:

To the Assignee at:

HEALTH CARE REIT, INC.
4500 Dorr Street
Toledo, OH 43615-4040

7. Counterparts. This Assignment and Assumption may be executed in any number of counterparts each of which shall be deemed an original, but all of which together shall constitute the same instrument.

8. Applicable Law. This Assignment and Assumption of Lease shall be governed by and construed in accordance with the laws of the State in which the Property is located without reference to the principles of conflicts of law.

9. Successors and Assigns. This Assignment and Assumption shall bind and inure to the benefit of the parties hereto, their heirs, successors and assigns.

10. Recording. The parties hereto agree that this Assignment and Assumption shall be recorded against the Property in the office of the Register of Deeds of Wyandotte County, Kansas.

11. Recitals Incorporated. The above Recitals are hereby incorporated into this Assignment and Assumption in full and form an integral part hereof.

[NO FURTHER TEXT ON THIS PAGE; SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties hereto have executed this Assignment and Assumption of Lease to be effective as of the day and year first above written.

ASSIGNOR:

MS KANSAS CITY, LLC,
an Indiana limited liability company

By: Mainstreet Asset Management, Inc.,
an Indiana corporation
Its: Manager

By: _____
Name: _____
Title: _____

ASSIGNEE:

HEALTH CARE REIT, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

STATE OF INDIANA)
) SS.
COUNTY OF HAMILTON)

BE IT REMEMBERED, that on this ___ day of _____, 2015, before me the undersigned, a Notary Public in and for the County and State aforesaid, came _____, the _____ of Mainstreet Asset Management, Inc., an Indiana corporation, the Manager of MS Kansas City, LLC, a limited liability company, organized and existing under the laws of the State of Indiana, who is personally known to me to be such officer, and who is personally known to me to be the same person who executed, as such officer, the within instrument on behalf of said company, and such officer duly acknowledged the execution of the same to be the act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

[SEAL]

Notary Public

My commission expires _____.

STATE OF _____)

) ss.

COUNTY OF _____)

BE IT REMEMBERED, That on this ___ day of _____, 2015, before me, the undersigned, a Notary Public in and for said County and State, came _____ of Health Care REIT, Inc., a Delaware corporation, who is personally known to me to be the _____ of such corporation, and who is personally known to me to be the same person who executed, as such _____, the within instrument on behalf of said corporation, and such person duly acknowledged the execution of the same to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

Notary Public

My appointment expires:

Exhibit A

LEGAL DESCRIPTION

A leasehold interest in:

All of Lot 1, MAINSTREET SENIOR LIVING KCK, a subdivision of land in Kansas City, Wyandotte County, Kansas, according to the plat recorded November 14, 2013 as 2013R-17164 in Plat Book 44, Page 43.

CONSENT TO ASSIGNMENT

I, the undersigned, a duly authorized representative of The Unified Government of Wyandotte County/Kansas City, Kansas, the Landlord of the Lease referred to in this Assignment, hereby consent to the Assignment and Assumption entered into between MS Kansas City, LLC to Health Care REIT, Inc. dated _____, 2015, including, without limitation, Section 6 (Release of Assignor) thereof.

Dated: _____, 2015

LANDLORD:

The Unified Government of Wyandotte County/
Kansas City, Kansas

By: _____
Name: Mark R. Holland
Title: Mayor

STATE OF KANSAS)
) ss.
COUNTY OF WYANDOTTE)

BE IT REMEMBERED, That on this ___ day of _____, 2015, before me, the undersigned, a Notary Public in and for said County and State, came Mark R. Holland of The Unified Government of Wyandotte County/Kansas City, Kansas (the "UG"), who is personally known to me to be the Mayor of the UG, and who is personally known to me to be the same person who executed the within instrument on behalf of said UG acknowledged the execution of the same to be the act and deed of the UG.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

Notary Public

My appointment expires: