

RESOLUTION NO. 20 - 09

A RESOLUTION BY THE CITY COUNCIL OF THE CITY OF COMMERCE, TEXAS CONSENTING TO ASSIGNMENT AND AMENDMENT OF THAT CERTAIN ECONOMIC DEVELOPMENT AGREEMENT DATED DECEMBER 29, 2015 (AS AMENDED, MODIFIED OR OTHERWISE SUPPLEMENTED) BETWEEN THE CITY OF COMMERCE, TEXAS, THE COMMERCE ECONOMIC DEVELOPMENT CORPORATION, AND KLZ STONE GROUP, INC., AND THAT CERTAIN TAX ABATEMENT AGREEMENT DATED FEBRUARY 3, 2016 BETWEEN THE CITY OF COMMERCE, TEXAS AND KLZ STONE GROUP, INC. (COLLECTIVELY, THE "ASSIGNED AGREEMENTS") SUBJECT TO REVIEW AND APPROVAL OF THE DUE DELIGENCE ITEMS TO BE PROVIDED BY ASSIGNOR AND/OR ASSIGNEE; SETTING FORTH OTHER PROVISIONS RELATED THERETO; AUTHORIZING THE MAYOR TO EXECUTE ANY AND ALL REQUISITE DOCUMENTS FOR SUCH ASSIGNMENT AND AMENDMENT; PROVIDING THAT THIS RESOLUTION SHALL TAKE EFFECT AND BE IN FORCE FROM AND AFTER ITS PASSAGE AND ADOPTION.

WHEREAS, the City of Commerce, Texas, the Commerce Economic Development Corp., and KLZ Stone Group, Inc. have entered into that certain Economic Development Agreement dated December 29, 2015 (as amended, modified or otherwise supplemented) and the City of Commerce, Texas and KLZ Stone Group, Inc. have entered into that certain Tax Abatement Agreement dated February 3, 2016 (collectively, the "Assigned Agreements"); and

WHEREAS, KLZ Stone Group, Inc. and Gramazini Participacoes E Investimentos Ltda and/or their assigns have entered into a Share Acquisition and Purchase Agreement dated December 9, 2019 (as amended, modified or otherwise supplemented), pursuant to which KLZ Stone Group, Inc., as Assignor, has agreed to assign to Gramazini Participacoes E Investimentos Ltda, and/or their assigns, as Assignee, and Assignee has agreed to assume the rights, title, interest and obligations of Assignor in, to and under the Assigned Agreements, excepting that Assignee requests modification of Paragraph 4.3.2. of the Economic Development Agreement whereby the mandate of 52 jobs is amended to provide 30 jobs; and

WHEREAS, the City of Commerce is willing to consent to such assignment and amendments subject to the terms and conditions of the Consent to Assignment and Amendment attached hereto as Exhibit "A," subject to the receipt and approval of the due diligence items to be provided by the Assignor and/or Assignee.

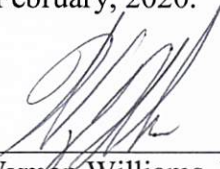
NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF COMMERCE, TEXAS THAT:

The City of Commerce, Texas, subject to the receipt and approval of the due diligence items to be provided by the Assignor and/or Assignee, consents to the assignment and amendments of that certain Economic Development Agreement dated December 29, 2015 (as amended, modified or otherwise supplemented) between the City of Commerce, Texas, the Commerce Economic Development Corp., and KLZ Stone Group, Inc. and that certain Tax Abatement Agreement dated February 3, 2016 between the City of Commerce, Texas and KLZ Stone Group, Inc. (collectively, the "Assigned Agreements") so that the employment requirement is reduced to 15 full time employees until March 30, 2020, unless extended at the agreement of the parties.

Further, the City Council authorizes the mayor to execute any and all requisite documents for such assignment and amendment, including but not limited to the Consent to Assignment and Amendment attached hereto.

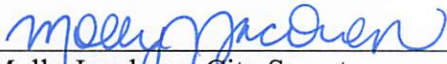
This Resolution shall take effect and be in force from and after its passage and adoption.

PASSED AND APPROVED on this the 18th day of February, 2020.



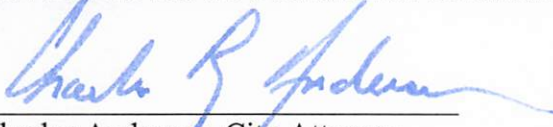
Wyman Williams, Mayor

ATTEST:



Molly Jacobsen, City Secretary

REVIEWED AS TO FORM AND LEGALITY:



Charles Anderson, City Attorney