

RESOLUTION NO. 9367

A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF TOPEKA, KANSAS DETERMINING THE ADVISABILITY OF ISSUING HEALTH CARE FACILITIES REVENUE BONDS (BREWSTER PLACE), IN ONE OR MORE SERIES, TO PROVIDE FUNDS FOR THE PURPOSE OF FINANCING OR REFINANCING IMPROVEMENTS TO HEALTH CARE AND RETIREMENT FACILITIES OWNED AND OPERATED BY THE CONGREGATIONAL HOME; AND AUTHORIZING EXECUTION OF CERTAIN RELATED DOCUMENTS

WHEREAS, the City of Topeka, Kansas (the “City”) desires to promote, stimulate and develop the general economic welfare and prosperity of the City, and thereby to further promote, stimulate and develop the general economic welfare and prosperity of the State of Kansas; and

WHEREAS, pursuant to the provisions of the Kansas Economic Development Revenue Bond Act, as amended and codified in K.S.A. 12-1740 *et seq.* (the “Act”), the City is authorized to issue revenue bonds for such purposes, and has heretofore issued its (a) Housing and Health Care Improvement Refunding Revenue Bond, Series 2015 (Brewster Place Project) in the original principal amount of \$8,190,000 (the “Series 2015 Bond”); (b) Housing and Health Care Improvement and Refunding Revenue Bonds, Series 2017 (Brewster Place Project) in the original principal amount of \$31,155,000 (including all subseries, the “Series 2017 Bonds”); and (c) various other debt of the Corporation, the proceeds of which were used to finance or refinance the acquisition, construction, equipping and furnishing of improvements to health care and retirement facilities (the “Facility”) owned by The Congregational Home, a Kansas nonprofit corporation (the “Corporation”); and

WHEREAS, pursuant to the Act and K.S.A. 10-116a, the City is authorized to issue bonds to (i) refinance the debt represented by the Series 2015 Bond, the Series 2017 Bonds (collectively, the “Refunded Bonds”) and (ii) finance certain improvements to the Facility, and the Corporation has requested that the City issue revenue bonds for such purposes; and

WHEREAS, it is hereby found and determined to be advisable and in the interest and for the welfare of the City and its inhabitants that revenue bonds of the City be authorized and issued pursuant to the Act to provide funds to finance certain improvements to the Facility and refund the Refunded Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF TOPEKA, KANSAS:

Section 1. Public Purpose. The City Council (the “Governing Body”) of the City hereby finds and determines that the refinancing of the debt represented by the Refunded Bonds and financing certain improvements to the Facility will promote, stimulate and develop the general economic welfare and prosperity of the City, and thereby further promote, stimulate and develop the general economic welfare and prosperity of the State of Kansas.

Section 2. Authorization to Call Refunded Bonds for Redemption; Intent to Issue Bonds. The City is hereby authorized to call the Refunded Bonds for redemption and to issue its revenue bonds pursuant to the Act, in one or more series, in the aggregate principal amount not to exceed \$55,000,000 (the “Bonds”) to pay the costs thereof and finance certain improvements to the Facility, subject to satisfaction of the conditions of issuance set forth herein.

Section 3. Conditions to Issuance of Bonds. The issuance of the Bonds is subject to: (a) the passage of an ordinance authorizing the issuance of the Bonds; (b) the successful negotiation of a Bond Trust

Indenture, Lease Agreement, Bond Purchase Agreement or other legal documents necessary to accomplish the issuance of the Bonds, if deemed advisable by the parties, the terms of which shall be in compliance with the Act and mutually satisfactory to the City and the Corporation; (c) the successful negotiation and sale of the Bonds to B.C. Ziegler and Company, as underwriter (the "Underwriter"), which sale shall be the responsibility of the Corporation and not the City; (d) the receipt of the approving legal opinion of Gilmore & Bell, P.C. ("Bond Counsel") in form acceptable to the City, the Corporation and the Underwriter; (e) the obtaining of all necessary governmental approvals to the issuance of the Bonds; and (f) the commitment to and payment by the Corporation or Underwriter of all expenses relating to the issuance of the Bonds, including, but not limited to: (i) any underwriting or placement fees and expenses; (ii) all legal fees and expenses of Bond Counsel; and (iii) all recording and filing fees, including fees of the Kansas Board of Tax Appeals.

Section 4. Reliance by Corporation; Limited Liability of City. The Bonds herein authorized and all interest thereon shall be paid solely from the revenues to be received by the City from the Facility and not from any other fund or source. The City shall not be obligated on such Bonds in any way, except as herein set out. In the event that the Bonds are not issued, the City shall have no liability to the Corporation.

Section 5. Execution and Delivery of Bond Purchase Agreement. At such time as the Corporation has demonstrated compliance with the provisions of this Resolution, the Mayor and City Clerk are authorized to execute a bond purchase agreement with the Underwriter and the Corporation for the sale of the Bonds in a form satisfactory to the City Attorney and Bond Counsel.

Section 6. Further Action. The City Clerk is hereby authorized to deliver an executed copy of this Resolution to the Corporation. The Mayor, City Manager, City Clerk and other officials and employees of the City, including the City Attorney and Bond Counsel, are hereby further authorized and directed to take such other actions as may be appropriate or desirable to accomplish the purposes of this Resolution, including, but not limited to: (a) execution on behalf of the City of the information statement regarding the proposed issuance of the Bonds to be filed with the State Board of Tax Appeals pursuant to the Act; (b) providing for timely notice of redemption of the Refunded Bonds; and (c) cooperate with the Corporation to maintain any *ad valorem* property tax exemption for the Facility and related facilities which is consistent with the Corporation's charitable purposes, and execute such documents in connection therewith as are approved by the City Attorney.

Section 7. Effective Date. This resolution shall become effective upon adoption by the Governing Body.

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ADOPTED by the Governing Body of the City of Topeka, Kansas on November 15, 2022.

[SEAL]

Mayor

Attest:

City Clerk

CERTIFICATE

I hereby certify that the above and foregoing is a true and correct copy of the Resolution of the City adopted by the Governing Body on November 15, 2022, as the same appears of record in my office.

DATED: November 15, 2022.

City Clerk