

ATCHISON COUNTY RESOLUTION NO.: 2012-1353

A RESOLUTION AUTHORIZING ATCHISON COUNTY TO ENTER INTO A LEASE AND SUB-LEASE AGREEMENT FOR THE PURPOSE OF FACILITATING THE TAX-EXEMPT FINANCING OF ENERGY-RELATED FACILITY UPGRADES FOR THE BENEFIT OF MAUR HILL-MOUNT ACADEMY; DESIGNATING THE LEASE AND SUB-LEASE AGREEMENT AS A QUALIFIED TAX EXEMPT OBLIGATION; AND AUTHORIZING AND PRESCRIBING OTHER MATTERS RELATED THERETO.

WHEREAS, Maur Hill-Mount Academy (the "Borrower") has determined that it is in its best interests to acquire certain energy-related facility upgrades for its campus facilities (the "Project") in furtherance of the Borrower's educational purposes;

WHEREAS, in order to access the tax-exempt market for the financing of the Project, the Borrower has requested that Atchison County, Kansas (the "County") enter into a Lease and Sub-Lease Agreement (the "Lease and Sub-Lease Agreement") with the Borrower, as obligor, and First Security Finance, Inc., an Arkansas corporation, as lessor, for the purpose of facilitating the financing of the Project on behalf of the Borrower;

WHEREAS, the County is authorized under the Constitution and laws of the State of Kansas (the "State"), including particularly the authority of its home rule powers conferred by K.S.A. 19-101 *et seq.*, as from time to time amended (the "Authorizing Legislation"), to enter into conduit financing agreements (including lease and sub-lease obligations) to facilitate the financing of projects to further the educational purposes of non-profit entities such as the Borrower;

WHEREAS, under the terms of the Lease and Sub-Lease Agreement, the Lease and Sub-Lease Agreement will be a special, limited obligation of the County payable solely from amounts payable by the Borrower under the Lease and Sub-Lease Agreement;

WHEREAS, the County finds that it is in the best interests of the County to facilitate the financing of the Project by entering into the Lease and Sub-Lease Agreement; and

WHEREAS, the County desires to designate the Lease and Sub-Lease Agreement as a "qualified tax exempt obligation" of the County for the purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended ("Code");.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COMMISSION OF THE COUNTY (THE "COMMISSION"), as follows:

Section 1. Under the authority of the Constitution and laws of the State, including particularly the Authorizing Legislation, there is hereby authorized the execution of the Lease and Sub-Lease Agreement with the Borrower, as borrower/obligor, and First

Security Finance, Inc., as lessor/lender, substantially in the same form as that which was presented to this meeting; provided, that, the principal amount financed pursuant to the Lease and Sub-Lease Agreement shall not exceed \$500,000 and the interest rate on the Lease and Sub-Lease Agreement shall not exceed 5.75% per annum.

Section 2. The County hereby represents that it reasonably expects that it will not issue more than \$10,000,000 of tax-exempt obligations (not counting private-activity bonds except for qualified 501(c)(3) bonds as defined in the Code) during the calendar year 2012. The County hereby designates Lease and Sub-Lease Agreement as a "qualified tax-exempt obligation" for the purposes of the Code.

Section 3. The Chairman of the Commission, for and on behalf of County, is hereby authorized and directed to do any and all things necessary to effect the execution and delivery of the Lease and Sub-Lease Agreement and the performance of all other acts of whatever nature necessary to effect and carry out the authority conferred by this Resolution. The Chairman of the Commission is hereby authorized and directed, for and on behalf of County, to execute all papers, documents, certificates and other instruments that may be required for the carrying out of such authority or to evidence the exercise thereof.

Section 4. The provisions of this Resolution are hereby declared to be severable and, if any such provision shall for any reason be held illegal or invalid, such holding shall not affect the validity of the remainder of this Resolution.

Section 5. All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 6. This Resolution shall take effect and be enforced from and after its adoption.

[Remainder of page intentionally blank]

CERTIFICATE

I, the undersigned, Clerk of Atchison County, Kansas, hereby certify that the foregoing is a true, correct and compared copy of a Resolution adopted by the governing body of Atchison County on the 20th day of June 2012. The Resolution appears in the official minutes of the meeting which are in my custody. At the time of the meeting the duly elected (or appointed), qualified and serving members of the governing body of Atchison County and their respective votes on the adoption of the Resolution were as follows:

Vote

Commission Member

(Aye, Nay, Abstain or Absent)

Jeffery Schuele, Chairman
Mike Bodenhausen
Thomas D. Wagner

Jeffery Schuele
Mike Bodenhausen
Thomas Wagner

I further certify that the meeting of the governing body of Atchison County was duly convened and held in all respects according to law; that to the extent required by law due and proper notice of the meeting was given to the members of the governing body of Atchison County and to the public; that the meeting was open to the public; that a legal quorum was present throughout the meeting; that all other requirements and proceedings under the law incident to the proper adoption and passage of the Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this Certificate.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 20th day of June, 2012.

Pauline M Lee

Pauline M. Lee

