

RESOLUTION NO. 2017-1429

A RESOLUTION OF OFFICIAL INTENT OF ATCHISON COUNTY, KANSAS TO ISSUE THE COUNTY'S REVENUE BONDS TO PROVIDE FUNDS TO BE LOANED TO BENEDICTINE COLLEGE FOR THE PURPOSE OF REFUNDING CERTAIN BONDS OF BENEDICTINE COLLEGE.

WHEREAS, Atchison County, Kansas (the "County"), is authorized by K.S.A 19-101 *et seq.*, as from time to time amended (the "Act"), to exercise the powers of home rule to determine its local affairs and government including transacting all county business and performing all powers of local legislation and administration it deems appropriate, and pursuant to and in furtherance of the purposes of the Act; and

WHEREAS, Benedictine College (the "Institution"), a Kansas nonprofit corporation, has requested the County to assist the Institution in providing funds to (1) currently refund \$6,710,000 outstanding principal amount of the Kansas Independent College Finance Authority Educational Facilities Refunding Revenue Bonds (Benedictine College Project), Series 2010 (the "Series 2010 Refunded Bonds"), previously issued to finance, refinance and reimburse certain educational facilities of the Institution, and (2) advance refund \$7,645,000 outstanding principal amount of the County's Educational Facilities Revenue Bonds (Benedictine College Project), Series 2011 (the "Series 2011 Refunded Bonds," together with the Series 2010 Refunded Bonds, the "Refunded Bonds"), previously issued to finance, refinance and reimburse certain educational facilities of the Institution, and the Institution has requested that the County issue its revenue bonds and loan the proceeds thereof to the Institution for such purposes, all as permitted under the Act; and

WHEREAS, the County is authorized under the Act to issue its revenue bonds for the purposes aforesaid and the County has determined that the County's refunding of the Refunded Bonds in the manner provided in the Act and pursuant to the provisions of the loan agreements hereinafter described, will serve one or more of the public purposes set forth in the Act;

NOW THEREFORE, BE IT RESOLVED BY ATCHISON COUNTY, KANSAS, AS FOLLOWS:

Section 1. Declaration of Intent. The County hereby approves the Institution's request and determines and declares the intent of the County to issue pursuant to the Act its educational facilities revenue bonds on behalf of the Institution, (1) one tax-exempt series in a principal amount not to exceed \$6,710,000 to be

determined by subsequent resolution of the County, to provide funds to currently refund the Series 2010 Refunded Bonds, (2) one tax-exempt series in a principal amount not to exceed \$6,000,000 to be determined by subsequent resolution of the County, to provide funds to advance refund the Series 2011 Refunded Bonds and (3) one taxable series in a principal amount not to exceed \$1,000,000 to be determined by subsequent resolution of the County, to provide funds to advance refund the Series 2011 Refunded Bonds, (each numbered series referred to in this paragraph are collectively referred to herein as the "Bonds") in each case, said bonds to be limited and special revenue obligations payable solely out of payments, revenues and receipts derived by the County pursuant to loan agreements to be entered into by the County with the Institution.

Section 2. Terms and Provisions of the Bonds. Subject to the conditions of this Resolution, the County will (a) enter into a trust indenture for each series of Bonds with Commerce Bank, as corporate trustee, pursuant to which the County will issue its Bonds in one or more series as described in Section 1 of this Resolution, for the purpose of providing funds to currently refund the Series 2010 Refunded Bonds and advance refund the Series 2011 Refunded Bonds, with such maturities, interest rates, redemption terms, security provisions and other terms and provisions as may be determined by subsequent resolution of the County, (b) enter into loan agreements with the Institution which will provide for loans of the proceeds from the sales of the Bonds to the Institution to enable the Institution to currently refund the Series 2010 Refunded Bonds and/or advance refund the Series 2011 Refunded Bonds, such loans to be evidenced by promissory notes pursuant to which the Institution will make payments sufficient to pay the principal of and interest on the Bonds as the same become due and payable, and (c) to effect the foregoing, adopt such resolutions and authorize the execution and delivery of such security agreements and other instruments and the taking of such action as may be necessary or advisable for the authorization and issuance of the Bonds by the County and take or cause to be taken such other action as may be required to implement the aforesaid.

Section 3. Sale of the Bonds. The County shall sell the Bonds, but only on a firm underwriting basis, to UMB Bank, N.A., at such prices as the Institution and the County shall approve, such Bonds to be issued upon receipt of an unqualified approving opinion for each series of Bonds by Gilmore & Bell, P.C., Bond Counsel, in form and substance agreeable to the County, the Institution and UMB Bank, N.A., as the underwriter of the Bonds. The sale of the Bonds shall be the responsibility of the Institution.

Section 4. Public Hearing and Approval. The County will conduct a public hearing with respect to the issuance of the Bonds to refund the Refunded Bonds and will cause notice of such hearing to be published in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

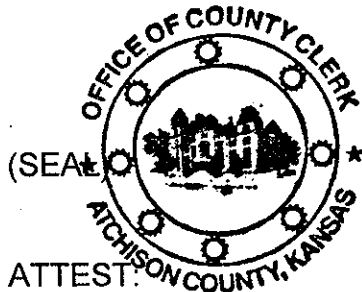
Section 5. Limited Obligations. The Bonds and the interest thereon shall be special, limited obligations of the County payable (except to the extent paid out of Bond proceeds or the income from the temporary investment thereof and under certain

circumstances from insurance proceeds and condemnation awards) solely out of the loan payments and other payments made by the Institution under the loan agreements and the Institution's promissory notes (except for fees and expenses payable to the County and the County's right to indemnification as set forth in the loan agreements). The Bonds and interest thereon shall not be deemed to constitute a debt or liability of the State of Kansas or of any political subdivision thereof within the meaning of any state constitutional provision or statutory limitation and shall not constitute a pledge of the full faith and credit of the State of Kansas or of any political subdivision thereof, but shall be payable solely from the funds provided for in the loan agreements and in the bond indentures. The issuance of the Bonds shall not, directly, indirectly or contingently, obligate the State of Kansas or any political subdivision thereof to levy any form of taxation therefor or to make any appropriation for their payment. The State of Kansas or any political subdivision thereof shall not in any event be liable for the payment of the principal of, redemption premium, if any, or interest on the Bonds or for the performance of any pledge, mortgage, obligation or agreement of any kind whatsoever which may be undertaken by the County. No breach by the County of any such pledge, mortgage, obligation or agreement may impose any liability, pecuniary or otherwise, upon the State of Kansas or any political subdivision thereof or any charge upon their general credit or against its taxing power.

Section 6. Further Authorization and Direction. The County hereby authorizes and directs Bond Counsel, the Underwriter and its counsel, the County's counsel, and other officers and representatives of the County, to prepare, for submission to and final action by the County, all appropriate legal and financing documents necessary to effect the authorization, issuance and sale of the Bonds and any other actions contemplated hereunder in connection with the issuance and sale thereof.

Section 7. Effective Date. This Resolution shall take effect and be in full force after its adoption by the County and publication once in the official newspaper of the County.

ADOPTED by Atchison County, Kansas, this 17th day of October, 2017.





Chairman of the County Commission



County Clerk