

RESOLUTION NO. 2023- 1514

A RESOLUTION AUTHORIZING ATCHISON COUNTY, KANSAS, TO AMEND AND SUPPLEMENT A BOND TRUST INDENTURE, DATED AS OF MARCH 15, 2007, BETWEEN THE COUNTY AND EXCHANGE BANK & TRUST (FORMERLY, EXCHANGE NATIONAL BANK & TRUST CO.), AND A SECOND SUPPLEMENTAL BOND TRUST INDENTURE, DATED AS OF NOVEMBER 10, 2016, BETWEEN THE COUNTY AND EXCHANGE BANK & TRUST (FORMERLY, EXCHANGE NATIONAL BANK & TRUST CO.).

WHEREAS, Atchison County, Kansas (the "County") is a political subdivision, duly created, organized and existing under the Constitution and the laws of the State; and

WHEREAS, the County is authorized under K.S.A. 12-187 *et seq.*, as amended (the "Act"), to submit to the electors of the County the question of imposing a Countywide retailers' sales tax and to issue and sell sales tax revenue bonds of the County to evidence such indebtedness for the purpose of financing the construction and maintenance of sports and recreational facilities in the County, with said sales tax to expire when funds have been collected to pay all costs incurred with the financing such improvements; and

WHEREAS, pursuant to the Act and Resolution No. 1268 adopted by the Board of County Commissioners (the "Board") of the County, a special question election was held on August 1, 2006, on the question of whether to: (i) impose a one-fourth percent (0.25%) retailers' sales tax (the "Sales Tax") for the purpose of financing the cost of constructing and maintenance of sports and recreational facilities in the County and making all other necessary improvements appurtenant thereto (the "Project"), collection of such Sales Tax to commence on January 1, 2007 and expire upon the payment of all costs incurred in the financing of such construction of the Project (including the retirement of any bonds issued and payable from such sales tax); and (ii) issue sales tax revenue bonds to pay the costs of the Project and related reserves and financing costs; and it was found and determined that more than a majority of the qualified electors of the County voting on the question had voted in favor of the question; and

WHEREAS, the collection of the Sales Tax commenced on January 1, 2007; and

WHEREAS, the County has heretofore issued its: (1) Sales Tax Revenue Bonds, Series 2007-A (the "Series 2007 Bonds"), in order to provide funds to finance the Project and related reserves and financing costs, pursuant to a resolution of the County and the Bond Trust Indenture, dated as of March 15, 2007 (the "Original Indenture"), between the County and Exchange Bank & Trust (formerly Exchange National Bank & Trust Co. (the "Trustee"); (2) Sales Tax Refunding Revenue Bonds, Series 2012 (the "Series 2012 Bonds"), in order to provide funds to refund the Series 2007 Bonds, pursuant to a resolution of the County and the Supplemental Bond Trust Indenture No. 1, dated as of May 1, 2012, between the County and the Trustee (the "First Supplemental Indenture"); and (3) Sales Tax Refunding Revenue Bonds, Series 2016-A (the "Series 2016 Bonds"), in order to provide funds to refund the Series 2012 Bonds, pursuant to a resolution of the County and the Second Supplemental Bond Trust Indenture, dated as of November 10, 2016, between the County and the Trustee (the "Second Supplemental Indenture"); and

WHEREAS, *Section 1202* of the Original Indenture provides, among other things, that the County and the Trustee may enter into one or more Supplemental Indentures for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of the Indenture or of modifying in any manner the rights of the owners of the Bonds under the Indenture, with the consent of each owner of the Bonds then Outstanding affected by such Supplemental Indenture.

WHEREAS, the County and the Trustee desire to enter into a Third Supplemental Indenture in order to amend and supplement certain sections of the Original Indenture and the Second Supplemental Indenture; and

WHEREAS, Capital One Public Funding, LLC, Melville, New York (the "Purchaser"), the owner of 100% of the Bonds Outstanding under the Indenture, is willing to consent to such Third Supplemental Indenture.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ATCHISON COUNTY, KANSAS, AS FOLLOWS:

Section 1. The Chairwoman and County Clerk are authorized and directed to execute and deliver the Third Supplemental Indenture, in substantially the form presented and reviewed by the County at this meeting (copies of which shall be filed with the records of the County), with such changes therein as shall be approved by the officers of the County executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof.

Section 2. The Chairwoman, County Clerk, County Counselor, and the other officers and representatives of the County, the Financial Advisor, the Purchaser and Bond Counsel are hereby authorized and directed to take such other action as may be necessary to carry out the intent of this Resolution.

The transactions described in this Resolution may be conducted, and documents related to the Third Supplemental Indenture may be sent, received, executed, and stored, by electronic means or transmissions. Copies, telecopies, electronic files and other reproductions of original executed documents (or documents executed by electronic means or transmissions) shall be deemed to be authentic and valid counterparts of such documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

Section 3. This Resolution shall be in full force and effect from and after its adoption by the Board.

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ADOPTED by the Board of County Commissioners on January 17, 2023.

(Seal)



ATTEST:

Casey Quinn
Chairwoman and Commissioner

[Signature]
Commissioner

Michelle Phillips
County Clerk

[Signature]
Commissioner

CERTIFICATE

I hereby certify that the above and foregoing is a true and correct copy of Resolution No. 2023-1514 of Atchison County, Kansas adopted by the Board of County Commissioners on January 17, 2023, as the same appears of record in my office.

DATED: January 17, 2023.

Michelle Phillips
County Clerk