

**RESOLUTION NO. 18-07**

**A RESOLUTION AMENDING RESOLUTION NO. 17-22 OF THE CITY OF MCPHERSON, KANSAS TO AUTHORIZE AND APPROVE THE EXTENSION OF MATURITY OF THE CITY'S GENERAL OBLIGATION TEMPORARY NOTES, SERIES A, 2017; AND MAKING CERTAIN RELATED MODIFICATIONS, COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH.**

**WHEREAS**, the City of McPherson, Kansas (the "Issuer") is a municipal corporation, duly created, organized and existing under the Constitution and laws of the State; and

**WHEREAS**, the Issuer is authorized to incur indebtedness and to issue and sell general obligation bonds of the Issuer to evidence such indebtedness for the purpose of constructing the following described public improvements (the "Improvements"):

<b><u>Project Description</u></b>	<b><u>Ord./Res. No.</u></b>	<b><u>Authority (K.S.A.)</u></b>	<b><u>Amount</u></b>
Barnstormers West Field Subdivision, Barnstormers Field First Addition & Benefit Area – Street, Sidewalk, Storm Sewer and Sanitary Sewer	Res. 17-14	12-6a01 <i>et seq.</i>	\$ 4,368,999.20
Premier Subdivision – Street, Storm Sewer, and Sanitary Sewer	Res. 17-18	12-6a01 <i>et seq.</i>	940,751.96
Hartup and Grand – Sanitary Sewer	Res. 17-20	12-6a01 <i>et seq.</i>	135,853.00
Storm Sewer Improvements	Ord. 3242	12-631r <i>et seq.</i>	<u>7,136,054.00</u>
<b>Total:</b>			<b><u>\$12,581,658.16</u></b>

**WHEREAS**, the Issuer has heretofore issued \$2,600,000 principal amount of General Obligation Temporary Notes, Series A, 2017, dated December 1, 2017 (the "Series 2017 Notes") pursuant to Resolution No. 17-22 (the "Note Resolution") to finance a portion of the costs of the Improvements; and

**WHEREAS**, permanent financing for the Improvements and all aspects of the Improvements will not be completed prior to December 1, 2018, the maturity date of the Series 2017 Notes, and it is necessary for the Issuer to provide for the extension of maturity of the Series 2017 Notes and modification to the interest rate and payment dates related thereto; and

**WHEREAS**, the Note Resolution provides that the same may be amended from time to time, by subsequent resolution of the Issuer, provided the purchaser of the Series 2017 Notes (the "Purchaser") consents to such amendments; and

**WHEREAS**, the governing body of the Issuer hereby finds and determines that it is necessary for the Issuer to extend the maturity, revise the interest rate, and provide for an interim interest payment on the Series 2017 Notes; and

**WHEREAS**, the Purchaser has consented to such modifications as evidenced by *Exhibit A* attached hereto.

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF MCPHERSON, KANSAS, AS FOLLOWS:**

**Section 1. Amendments to the Note Resolution.**

(a) The following definition in *Section 101* of the Note Resolution is hereby amended to read as follows:

“**Interest Payment Date(s)**” means: (a) September 4, 2018, and (b) the Stated Maturity of the Note.

(b) *Section 202* of the Note Resolution is hereby amended to read as follows:

**Section 202. Description of Notes.** The Notes shall consist of fully registered notes in Authorized Denominations, and shall be numbered in such manner as the Note Registrar shall determine. All of the Notes shall be dated as of the Dated Date, shall become due in the amounts on the Stated Maturity as follows, subject to redemption and payment prior to the Stated Maturity as provided in *Article III* hereof:

<u>Stated Maturity</u>	<u>Principal Amount</u>
October 1, 2019	\$2,600,000

The Notes shall bear interest at the rates per annum as follows:

<u>For the Period</u>	<u>Interest Rate</u>
From the Dated Date to the initial Interest Payment Date	1.18%
From the initial Interest Payment Date to the Stated Maturity	2.10%

The Notes shall bear interest at the above specified rates (computed on the basis of a 360-day year of twelve 30-day months) from the later of the Dated Date or the most recent Interest Payment Date to which interest has been paid on the Interest Payment Dates in the manner set forth in *Section 204* hereof.

Each of the Notes, as originally issued or issued upon transfer, exchange or substitution, shall be printed in accordance with the format required by the Attorney General of the State and shall be substantially in the form attached hereto as *EXHIBIT A* or as may be required by the Attorney General pursuant to the Notice of Systems of Registration for Kansas Municipal Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas Bond Registration Law, K.S.A. 10-620 *et seq.*

(c) *Section 204* of the Note Resolution is hereby amended to read as follows:

**Section 204. Method and Place of Payment of the Notes.** The principal of, or Redemption Price, if any, and interest on the Notes shall be payable in any coin or currency which, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.

The principal or Redemption Price of each Note shall be paid at Maturity to the Person in whose name such Note is registered on the Note Register at the Maturity thereof, upon presentation and surrender of such Note at the principal office of the Paying Agent. The interest payable on each Note on any Interest Payment Date shall be paid to the Owner of such Note as shown on the Note Register at the close of business on the

Record Date for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner shown on the Note Register or at such other address as is furnished to the Paying Agent in writing by such Owner; or (b) in the case of an interest payment to any Owner of \$500,000 or more in aggregate principal amount of Notes, by electronic transfer to such Owner upon written notice given to the Note Registrar by such Owner, not less than 15 days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank, ABA routing number and account number to which such Owner wishes to have such transfer directed.

Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with respect to any Note shall cease to be payable to the Owner of such Note on the relevant Record Date and shall be payable to the Owner in whose name such Note is registered at the close of business on the Special Record Date for the payment of such Defaulted Interest, which Special Record Date shall be fixed as hereinafter specified in this paragraph. The Issuer shall notify the Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Note and the date of the proposed payment (which date shall be at least 45 days after receipt of such notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall promptly notify the Issuer of such Special Record Date and, in the name and at the expense of the Issuer, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, by first class mail, postage prepaid, to each Owner of a Note entitled to such notice at the address of such Owner as it appears on the Note Register not less than 10 days prior to such Special Record Date.

The Paying Agent shall keep a record of payment of principal and Redemption Price of and interest on all Notes and at least annually shall forward a copy or summary of such records to the Issuer.

**Section 2. Ratification.** The rest and remainder of the Note Resolution is hereby ratified and confirmed.

**Section 3. Further Authority.** The officers and officials of the Issuer, including the Mayor, City Administrator, City Treasurer/Finance Director, and City Clerk, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

**Section 4. Governing Law.** This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State.

**Section 5. Effective Date.** This Resolution shall take effect and be in full force from and after its adoption by the governing body of the Issuer.

[BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK]

**ADOPTED** by the governing body of the Issuer on August 13, 2018.

(SEAL)

---

Thomas A. Brown, Mayor

ATTEST:

---

Tamra K. Seely, City Clerk

**CERTIFICATE**

I hereby certify that the above and foregoing is a true and correct copy of the Resolution adopted by the governing body on August 13, 2018 as the same appears of record in my office.

DATED: August 13, 2018.

---

Tamra K. Seely, City Clerk

**EXHIBIT A**

**CONSENT OF PURCHASER**

**\$2,600,000  
CITY OF MCPHERSON, KANSAS  
GENERAL OBLIGATION TEMPORARY NOTES  
SERIES A, 2017  
DATED DECEMBER 1, 2017**

The undersigned, as representative of Peoples Bank and Trust Company, McPherson, Kansas (the "Purchaser") as original purchaser of the above-described notes (the "Series 2017 Notes"), being issued by the City of McPherson, Kansas (the "Issuer") pursuant to Resolution No. 17-22 (the "Note Resolution"), certifies as follows:

**1. Purchaser of Series 2017 Notes.** The Purchaser acknowledges that it is the sole owner of the Series 2017 Notes.

**2. Consent to Note Resolution Amendments.** The Purchaser hereby consents that the Issuer may adopt a resolution amending the Note Resolution to reflect that: (a) the Stated Maturity of the Series 2017 Notes shall be extended to October 1, 2019, from the original December 1, 2018; (b) the Series 2017 Notes shall have an interest payment on September 4, 2018, and subsequently on the revised Stated Maturity of the Series 2017 Notes; and (c) the Series 2017 Notes shall bear interest at the rate of 1.18% until the first interest payment date on September 4, 2018, and thereafter at a rate of 2.10% until the Stated Maturity of the Series 2017 Notes.

This consent may be relied upon by the Issuer and by Gilmore & Bell, P.C., the Issuer's Bond Counsel.

Dated: August \_\_\_\_, 2018

**PEOPLES BANK AND TRUST COMPANY  
MCPHERSON, KANSAS**

By: \_\_\_\_\_  
Title: \_\_\_\_\_