

**EXCERPT OF MINUTES OF A MEETING  
OF THE GOVERNING BODY OF  
CITY OF OLATHE, KANSAS  
HELD ON APRIL 6, 2021**

The City Council (the "Governing Body") met in regular session at the usual meeting place in the City, at 7:00 p.m., the following members being present and participating, to-wit:

Present: \_\_\_\_\_.

Absent: \_\_\_\_\_.

The Mayor declared that a quorum was present and called the meeting to order.

\* \* \* \* \*

(Other Proceedings)

The matter of authorizing the sale of Water and Sewer System Improvement and Refunding Revenue Bonds, Series 2021, of the City, came on for consideration and was discussed.

Councilmember \_\_\_\_\_ presented and moved the adoption of a Resolution entitled:

**RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF WATER AND  
SEWER SYSTEM IMPROVEMENT AND REFUNDING REVENUE BONDS,  
SERIES 2021, OF THE CITY OF OLATHE, KANSAS.**

Councilmember \_\_\_\_\_ seconded the motion to adopt the Resolution. Thereupon, the Resolution was read and considered, and the question put to a roll call vote, the vote thereon was as follows:

Aye: \_\_\_\_\_.

Nay: \_\_\_\_\_.

The Mayor declared the Resolution duly adopted; the Clerk designating the same Resolution No. 21-\_\_\_\_\_.

\* \* \* \* \*

(Other Proceedings)

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**CERTIFICATE**

I hereby certify that the foregoing Excerpt of Minutes is a true and correct excerpt of the proceedings of the Governing Body of the City of Olathe, Kansas, held on the date stated therein, and that the official minutes of such proceedings are on file in my office.

(SEAL)

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City Clerk

**RESOLUTION NO. 21-1024**

**RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF WATER AND SEWER SYSTEM IMPROVEMENT AND REFUNDING REVENUE BONDS, SERIES 2021, OF THE CITY OF OLATHE, KANSAS.**

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**WHEREAS**, the City of Olathe, Kansas (the “Issuer”), owns and operates a water and sewer system (the “System”); and

**WHEREAS**, the Issuer is authorized under the provisions of K.S.A. 10-1201 *et seq.* (the “Act”) to issue and sell revenue bonds for the purpose of paying all or part of the cost of the acquisition, construction, reconstruction, alteration, repair, improvement, extension or enlargement of the System, provided that the principal of and interest on such revenue bonds shall be payable solely from the Net Revenues derived from the operation of the System; and

**WHEREAS**, the City Council of the Issuer (the “Governing Body”) has adopted Resolution Nos. 17-1093, 19-1013, 20-1025, and 21-1001 declaring its intention under the Act to acquire, construct, reconstruct, alter, repair, improve, extend or enlarge the System (collectively, the “Project”) and to issue System revenue bonds to finance a portion of the Project; notice of such intention was duly published one time in the official newspaper of the Issuer for each such resolution and no sufficient written protest thereto was filed with the Clerk within fifteen (15) days after each such publication date, all as set forth in the Act; and

**WHEREAS**, the Governing Body proposes to issue approximately \$11,395,000 of the revenue bonds so authorized to pay a portion of the costs of the Project, plus any costs of issuance and funding a debt service reserve fund; and

**WHEREAS**, due to the current interest rate environment, the Issuer has the opportunity to issue its refunding bonds in order to achieve an interest cost savings on all or a portion of the debt represented by the following described bonds (the “Refunded Bonds”):

<u>Description</u>	<u>Series</u>	<u>Dated Date</u>	<u>Years</u>	<u>Amount</u>
Taxable Water and Sewer System Revenue Bonds	2010C	December 28, 2010	2021-2036	\$26,255,000

**WHEREAS**, the Governing Body has selected the firm of Columbia Capital Management, LLC, Merriam, Kansas (“Financial Advisor”), as financial advisor for one or more series of System revenue bonds of the Issuer to be issued in order to provide funds to permanently finance the Project and refund the Refunded Bonds; and

**WHEREAS**, the Issuer desires to authorize the Financial Advisor to proceed with the offering for sale of said System revenue bonds; and

**WHEREAS**, one of the duties and responsibilities of the Issuer is to prepare and distribute a preliminary official statement relating to said System revenue bonds; and

**WHEREAS**, the Issuer desires to authorize the Financial Advisor and Gilmore & Bell, P.C., Kansas City, Missouri, the Issuer’s bond counsel (“Bond Counsel”), in conjunction with the Clerk and Director for Economy Focus Area of the Issuer, to proceed with the preparation and distribution of a

preliminary official statement and notice of bond sale and to authorize the distribution thereof and all other preliminary action necessary to sell System revenue bonds.

**BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF OLATHE, KANSAS, AS FOLLOWS:**

**Section 1.** There is hereby authorized to be offered for sale the Issuer's Water and Sewer System Improvement and Refunding Revenue Bonds, Series 2021 (the "Series 2021 Bonds") as described in the Notice of Bond Sale, which is to be prepared by Bond Counsel in conjunction with City officials and staff. All proposals for the purchase of the Series 2021 Bonds shall be delivered to the Governing Body at its meeting to be held on the sale date referenced in the Notice of Bond Sale, or at another date to be determined by City staff on consultation with the Financial Advisor and Bond Counsel, at which meeting the Governing Body shall review such bids and award the sale of the Series 2021 Bonds or reject all proposals.

**Section 2.** The Director for Economy Focus Area and the Clerk, in conjunction with the Financial Advisor and Bond Counsel, are hereby authorized to cause to be prepared a Preliminary Official Statement relating to the Series 2021 Bonds (the "Preliminary Official Statement"), and such officials and other representatives of the Issuer are hereby authorized to use such document in connection with the sale of the Series 2021 Bonds.

**Section 3.** The Clerk, in conjunction with the Financial Advisor and Bond Counsel, is hereby authorized and directed to give notice of said bond sale by distributing copies of the Notice of Bond Sale and Preliminary Official Statement to prospective purchasers of the Series 2021 Bonds. Proposals for the purchase of the Series 2021 Bonds shall be submitted upon the terms and conditions set forth in the Notice of Bond Sale and awarded or rejected in the manner set forth in the Notice of Bond Sale.

**Section 4.** For the purpose of enabling the purchaser of the Series 2021 Bonds (the "Purchaser") to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), the Mayor and Clerk or other appropriate officers of the Issuer are hereby authorized: (a) to approve the form of the Preliminary Official Statement, and to execute the "Certificate Deeming Preliminary Official Statement Final", in substantially the form attached hereto as *Exhibit A*, as approval of the Preliminary Official Statement, such official's signature thereon being conclusive evidence of such official's and the Issuer's approval thereof; (b) covenant to provide continuous secondary market disclosure by annually transmitting certain financial information and operating data and other information necessary to comply with the Rule to the Municipal Securities Rulemaking Board; and (c) take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary; to enable the Purchaser to comply with the requirement of the Rule.

**Section 5.** The Issuer agrees to provide to the Purchaser within seven business days of the date of the sale of Series 2021 Bonds or within sufficient time to accompany any confirmation that requests payment from any customer of the Purchaser, whichever is earlier, sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of the Rule and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

**Section 6.** The Director for Economy Focus Area, Clerk and the other officers and representatives of the Issuer, the Financial Advisor and Bond Counsel are hereby authorized and directed to take such other action as may be necessary to: (a) carry out the sale of the Series 2021 Bonds; (b) provide for notice of redemption of the Refunded Bonds; and (c) purchase or subscribe for the securities to be deposited in the escrow for the Refunded Bonds.

**Section 7.** This Resolution shall be in full force and effect from and after its adoption by the Governing Body

**ADOPTED** by the Governing Body on April 6, 2021.

(Seal)

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Mayor

ATTEST:

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Clerk

**EXHIBIT A**

**CERTIFICATE DEEMING  
PRELIMINARY OFFICIAL STATEMENT FINAL**

\_\_\_\_\_, 2021

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\_\_\_\_\_

Re: City of Olathe, Kansas, Water and Sewer System Improvement and Refunding Revenue Bonds, Series 2021

The undersigned Director for Economy Focus Area of the City of Olathe, Kansas (the “Issuer”), is authorized to deliver this Certificate to the addressee (the “Purchaser”) on behalf of the Issuer. The Issuer has previously caused to be delivered to the Purchaser copies of the Preliminary Official Statement (the “Preliminary Official Statement”) relating to the above-referenced bonds (the “Series 2021 Bonds”).

For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the “Rule”), the Issuer hereby deems the information regarding the Issuer contained in the Preliminary Official Statement to be final as of its date, except for the omission of such information as is permitted by the Rule, such as offering prices, interest rates, selling compensation, aggregate principal amount, principal per maturity, delivery dates, ratings, identity of the underwriters and other terms of the Series 2021 Bonds depending on such matters.

**CITY OF OLATHE, KANSAS**

By: \_\_\_\_\_  
Title: Director for Economy Focus Area