

RESOLUTION NO. 19-1051

A RESOLUTION OF THE CITY OF OLATHE, KANSAS DETERMINING THE ADVISABILITY OF ISSUING REVENUE BONDS TO PROVIDE FUNDS TO FINANCE, REFINANCE AND REIMBURSE THE COSTS OF FACILITIES FOR OLATHE MEDICAL CENTER, INC. AND ITS AFFILIATES

WHEREAS, the City of Olathe, Kansas (the “Issuer”) is authorized by K.S.A. 12-1740 to 12-1749d, inclusive, as amended (collectively, the “Act”), to issue revenue bonds, the proceeds of which shall be used for the purpose of paying all or part of the cost of purchasing, acquiring, constructing, reconstructing, improving, equipping, furnishing, repairing, enlarging or remodeling facilities for agricultural, commercial, hospital, industrial, natural resources, recreational development and manufacturing purposes, both within and outside the Issuer’s corporate limits; and

WHEREAS, the Issuer desires to promote, encourage and assist public purposes set forth in the Act; and

WHEREAS, the Issuer has been requested to issue its revenue bonds (the “Bonds”) for the purpose of financing, refinancing and reimbursing the costs of certain health care facilities (collectively, the “Project”) of Olathe Medical Center, Inc. (the “Corporation”) and its affiliates, including Olathe Health System, Inc., Olathe Health Physicians, Inc. and Miami County Medical Center, Inc., which facilities are or will be located within the corporate limits of the Issuer and the City of Gardner, Kansas; and

WHEREAS, it is hereby found and determined to be advisable and in the interest and for the welfare of the Issuer and its inhabitants that the Bonds be authorized and issued pursuant to the Act to provide funds for the purposes described herein;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF OLATHE, KANSAS:

Section 1. Public Purpose. The Governing Body of the Issuer hereby finds and determines that financing, refinancing and reimbursing the costs of the facilities described herein will promote, encourage and assist public purposes set forth in the Act.

Section 2. Intent to Issue Bonds. The Issuer is hereby authorized to issue the Bonds, in one or more series, subject to satisfaction of the conditions of issuance set forth herein.

Section 3. Conditions to Issuance of Bonds. The issuance of the Bonds is subject to: (i) the Issuer passing an ordinance or adopting a resolution authorizing the issuance of the Bonds; (ii) the successful negotiation of one or multiple bond trust indentures, lease agreements, bond purchase agreements or other legal documents necessary to accomplish the issuance of the Bonds, the terms of which shall be in compliance with the Act and mutually satisfactory to the Issuer and the Corporation; (iii) the successful negotiation and sale of the Bonds to an underwriter or purchaser of the Bonds (the “Purchaser”), which sale shall be the responsibility of the Corporation and not the Issuer; (iv) the receipt of the approving legal opinion of Gilmore & Bell, P.C. (“Bond Counsel”) in form acceptable to the Issuer, the Corporation and the Purchaser; (v) the obtaining of all necessary governmental approvals to the issuance of the Bonds; and (vi) the commitment by the Corporation to and payment of all expenses of the Issuer, any transaction fees and

expenses and all legal fees and expenses of Bond Counsel and the Issuer's counsel relating to the issuance of the Bonds by the Issuer and the purchase thereof by the Purchaser.

Section 4. Limited Liability of Issuer. The Bonds shall be limited obligations of the Issuer payable solely from the sources and in the manner as provided in the bond trust indenture, and shall be secured by a transfer, pledge and assignment of and a grant of a security interest in the trust estate as provided in the bond trust indenture. The Bonds and interest thereon shall not be deemed to constitute a debt or liability of the Issuer, the State of Kansas (the "State") 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 Issuer, the State or of any political subdivision thereof, but shall be payable solely from the funds provided for in the lease agreement and the bond trust indenture for the Bonds. The issuance of the Bonds shall not, directly, indirectly or contingently, obligate the Issuer, the State or any political subdivision thereof to levy any form of taxation therefor or to make any appropriation for their payment. No breach by the Issuer of any such pledge, mortgage, obligation or agreement may impose any liability, pecuniary or otherwise, upon the Issuer or any charge upon its general credit or against its taxing power.

Section 5. Further Authority. The Issuer shall, and the officials, agents and employees of the Issuer are hereby authorized and directed to, take such further action, and execute such other documents, certificates, notice and instruments, including, without limitation, any notices to or requests required under the Act, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the Issuer with respect to the Bonds.

ADOPTED by the Governing Body of the City of Olathe, Kansas on _____, 2019.

Michael E. Copeland
Mayor

[SEAL]

ATTEST:

Emily K. Vincent
City Clerk