

**RESOLUTION NO. 2021-10**

**ADOPTED MARCH 15, 2021**

**AUTHORIZING THE ISSUANCE**

**OF**

**\$4,650,000**  
**GENERAL OBLIGATION HOSPITAL REFUNDING BONDS**  
**SERIES 2021**

**DATED AS OF MARCH 31, 2021**

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**RESOLUTION NO. 2021-10**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION HOSPITAL REFUNDING BONDS, SERIES 2021, FOR THE PURPOSE OF REFUNDING THE COUNTY'S GENERAL OBLIGATION HOSPITAL REFUNDING BONDS, SERIES 2010-A; AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.**

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**WHEREAS**, Seward County, Kansas (the "County") has established the Southwest Medical Center (the "Medical Center"), which is located in the City of Liberal, Seward County, Kansas, pursuant to K.S.A. 19-4601 *et seq.*, as amended (the "Act") for the benefit of the inhabitants of the County and its environs; and

**WHEREAS**, pursuant to the Act, the Board of Trustees (the "Trustees") of the Medical Center is charged with the management and control of the Medical Center; and

**WHEREAS**, the County has heretofore issued several series of general obligation bonds on behalf of the Trustees, including the following described outstanding issues:

<u>Description of Indebtedness</u>	<u>Dated Date</u>	<u>Final Maturity</u>	<u>Original Principal Amount</u>	<u>Amount Outstanding</u>
G.O. Hospital Refunding and Improvement Bonds, Series 2010-A (the "Series 2010-A Bonds")	05/01/10	08/01/40	\$17,670,000	\$5,250,000
G.O. Hospital Refunding Bonds, Series 2016 (the "Series 2016 Bonds")	03/30/16	08/01/40	9,480,000	9,125,000

**WHEREAS**, the Medical Center has pledged its gross revenues to the repayment of the Series 2010-A Bonds and Series 2016 Bonds and has made timely payment of all debt service requirements on such bonds; and

**WHEREAS**, K.S.A. 10-427 *et seq.* and the Act authorizes the Board of County Commissioners (the "Board") of the County to issue general obligation refunding bonds to refund all or a portion of the outstanding Series 2010-A Bonds; and

**WHEREAS**, in order to achieve interest cost savings and to provide an orderly plan of finance for the County, the Board has determined it desirable and in the best interest of the County and the Medical Center to refund through early redemption the Series 2010-A Bonds maturing in the years 2021 to 2040, inclusive, in the aggregate principal amount of \$5,250,000 (the "Refunded Bonds") and to provide an orderly plan of finance for the County, it has become desirable and in the best interest of the County and the Medical Center to refund the Refunded Bonds; and

**WHEREAS**, it is hereby found and determined that it is necessary and advisable and will promote the general health and welfare of the County and its inhabitants at this time to authorize proceeding with the issuance and delivery of \$4,650,000 principal amount of its General Obligation Hospital Refunding Bonds, Series 2021 (the "Series 2021 Bonds"), the proceeds of which will be used refund the Refunded Bonds and pay costs associated with the issuance of the Series 2021 Bonds; and

**WHEREAS**, the hereinafter defined Bond Indenture provides that upon the satisfaction of certain conditions, the County may issue Additional Bonds which stand on a parity and equality with the

Series 2010-A Bonds and the Series 2016 Bonds with respect to the payment of principal and interest, and prior to or simultaneously with the issuance of the Series 2021 Bonds, such terms and conditions will be satisfied; and

**WHEREAS**, the Board further finds and determines that it is necessary and desirable in connection with the issuance of the Series 2021 Bonds that the County execute and deliver certain documents and that the County take certain other actions as herein provided.

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

**Section 1. Definitions.** All terms not otherwise defined herein shall have the meaning ascribed thereto in the hereinafter defined Bond Indenture.

**Section 2. Authorization of the Series 2021 Bonds.** The County is hereby authorized to issue the Series 2021 Bonds in order to obtain funds to be used for the purposes aforesaid. The Series 2021 Bonds shall be issued under and secured by and shall have the terms and provisions set forth in the Bond Indenture and shall be issued on a parity with the outstanding Series 2016 Bonds.

**Section 3. General Obligations.** The Series 2021 Bonds shall be general obligations of the County payable from the sources and in the manner as provided in the Bond Indenture, and shall be secured by a transfer, pledge and assignment of and a grant of a security interest in the Trust Estate, specifically including the Gross Revenues of the Medical Center, to Security Bank of Kansas City, as successor bond trustee to UMB Bank, N.A. (the "Bond Trustee") and in favor of the owners of the Series 2021 Bonds, as provided in the Bond Indenture, and if not so paid, from ad valorem taxes which may be levied without limitation as to rate or amount upon all the taxable tangible property, real and personal, within the territorial limits of the County. The full faith, credit and resources of the County are hereby irrevocably pledged for the prompt payment of the principal of and interest on the Series 2021 Bonds as the same become due.

The Board shall, to the extent necessary, annually make provision for the payment of principal of, premium, if any, and interest on the Series 2021 Bonds as the same become due by levying and collecting the necessary taxes upon all of the taxable tangible property within the County in the manner provided by law. Said taxes above referred to shall be extended upon the tax rolls in each of the several years, respectively, and shall be levied and collected at the same time and in the same manner as the general ad valorem taxes of the County are levied and collected, and shall be used solely for the payment of the principal of and interest on the Series 2021 Bonds as and when the same become due.

**Section 4. Authorization and Approval of Documents.** The following documents are hereby approved in substantially the forms presented to and reviewed by the County at this meeting (copies of which documents shall be filed in the records of the County), and the County is hereby authorized to execute and deliver each of such documents (collectively the "County Documents") 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 and the County's approval thereof:

(a) Third Supplemental Bond Trust Indenture among the County, the Trustees and the Bond Trustee, supplementing and amending the Bond Trust Indenture dated as of November 1, 2001 among the County, the Trustees and the Bond Trustee, as supplemented and amended by the First Supplemental Bond Trust Indenture, dated as of May 1, 2010, and the Second Supplemental Bond Trust Indenture, dated as of March 30, 2016 (collectively herein referred to as the "Bond Indenture"), with such Third Supplemental Bond Trust Indenture providing for the issuance of the Series 2021 Bonds and setting forth the terms and provisions applicable to the Series 2021 Bonds, including a pledge and assignment by the County of the

Trust Estate to the Bond Trustee for the benefit and security of the owners of the Series 2021 Bonds upon the terms and conditions as set forth in the Bond Indenture.

(b) Tax Compliance Agreement among the County, the Trustees and the Bond Trustee, pursuant to which the requirements relating to the federal tax status of the Series 2021 Bonds are set forth.

(c) Continuing Disclosure Agreement among the Bond Trustee, as Dissemination Agent, the County and the Trustees.

**Section 5. Execution of Series 2021 Bonds and County Documents.** The Chairman or the Vice Chairman of the Board is hereby authorized and directed to execute the Series 2021 Bonds by manual, electronic or facsimile signature and to deliver the Series 2021 Bonds to the Bond Trustee for authentication for and on behalf of and as the act and deed of the County in the manner provided in the Bond Indenture. The Chairman or the Vice Chairman of the Board is hereby authorized and directed to execute and deliver the County Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution, for and on behalf of and as the act and deed of the County, with such changes therein as shall be approved by the Chairman or Vice Chairman, such officer's signature thereon being conclusive evidence of his or her approval thereof. The Clerk or Deputy Clerk of the County is hereby authorized and directed to attest to the Series 2021 Bonds by manual, electronic or facsimile signature, to the County Documents and to such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

**Section 6. Preliminary and Final Official Statement.** The Preliminary Official Statement, dated March 4, 2021, is hereby ratified and approved, and the final Official Statement is hereby authorized and approved by supplementing, amending and completing the Preliminary Official Statement, with such changes and additions thereto as are necessary to conform to and describe the transaction. The Chairman or Vice Chairman is hereby authorized to execute the final Official Statement as so supplemented, amended and completed, and the use and public distribution of the Official Statement by Stifel, Nicolaus & Company, Incorporated (the "Underwriter"), in connection with the reoffering of the Series 2021 Bonds is hereby authorized. The proper officials of the County are hereby authorized to execute and deliver a certificate pertaining to such Official Statement as prescribed therein, dated as of the date of payment for and delivery of the Series 2021 Bonds.

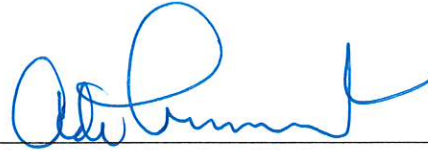
The County agrees to provide to the Underwriter within seven business days of the date of the sale of Series 2021 Bonds sufficient copies of the final Official Statement to enable the Underwriter to comply with the requirements of the SEC Rule and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

**Section 7. Further Authority.** The County shall, and the officers, agents and employees of the County are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, including, without limitation, any security documents, federal tax certificate, closing certificates, redemption notices, and tax forms, 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 County with respect to the Series 2021 Bonds and the County Documents.

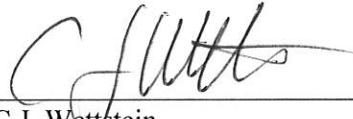
**Section 8. Effective Date.** This Resolution shall take effect and be in full force immediately after its adoption by the Board.

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**ADOPTED AND APPROVED** by the Board of County Commissioners of Seward County, Kansas,  
on March 15, 2021.



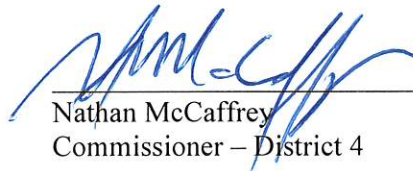
Ada J. Linenbrocker, Chairman  
Commissioner – District 2



C.J. Wettstein  
Commissioner – District 1



Randy Malin  
Commissioner – District 3



Nathan McCaffrey  
Commissioner – District 4



Steven A. Helm  
Commissioner – District 5

(SEAL)

ATTEST:



Stacia D. Long, County Clerk