

TRIPLETT WOOLF GARRETSON, LLC

ORDINANCE NO. 1939

OF THE

CITY OF ANDOVER, KANSAS

AUTHORIZING THE ISSUANCE OF

NOT TO EXCEED \$25,000,000
TAXABLE INDUSTRIAL REVENUE BONDS
SERIES 2024
(THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF WICHITA, KANSAS)

(Published at www.andoverks.com on November 30, 2024)

ORDINANCE NO. 1939

AN ORDINANCE AUTHORIZING THE CITY OF ANDOVER, KANSAS TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS, SERIES 2024 (THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF WICHITA, KANSAS) FOR THE PURPOSE OF PAYING THE COSTS OF PURCHASING, ACQUIRING, CONSTRUCTING, FURNISHING AND EQUIPPING CERTAIN IMPROVEMENTS TO THE DR. JIM FARHA ANDOVER YMCA AND WATERPARK FACILITY; AND AUTHORIZING OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the City of Andover, Kansas (the "Issuer") is authorized by K.S.A. 12-1740 *et seq.*, as amended (the "Act"), to acquire, construct, improve and equip facilities (as defined in the Act) for commercial, industrial and manufacturing purposes, to enter into leases and lease-purchase agreements with any person, firm or corporation for such facilities, and to issue revenue bonds for the purpose of paying the costs of such facilities;

WHEREAS, the governing body of the Issuer has determined that it is desirable in order to promote, stimulate and develop the general economic welfare and prosperity of the Issuer and the State of Kansas that the Issuer issue its Taxable Industrial Revenue Bonds, Series 2024 (The Young Men's Christian Association of Wichita, Kansas) in the aggregate principal amount not to exceed \$25,000,000 (the "Series 2024 Bonds"), for the purpose of paying the costs of purchasing, acquiring, constructing, furnishing and equipping certain improvements to the Dr. Jim Farha Andover YMCA and Waterpark Facility (the "Project") as more fully described in the Indenture and in the Lease authorized in this Ordinance, for lease to The Young Men's Christian Association of Wichita, Kansas, a Kansas not-for-profit corporation (the "Tenant").

WHEREAS, the governing body of the Issuer finds that it is necessary and desirable in connection with the issuance of the Series 2024 Bonds to execute and deliver the following documents (collectively, the "Bond Documents"):

- (i) a Trust Indenture, dated as of December 1, 2024 (the "Indenture"), with Security Bank of Kansas City, Kansas City, Kansas, as Trustee (the "Trustee"), prescribing the terms and conditions of issuing and securing the Series 2024 Bonds;
- (ii) a Site Lease Agreement, dated as of December 1, 2024 (the "Site Lease"), with the Tenant, under which the Tenant will lease the Real Property and any existing portions of the Project to the Issuer;
- (iii) a Lease Agreement, dated as of December 1, 2024 (the "Lease"), with the Tenant, under which the Issuer will acquire, construct and equip the Project and lease it to the Tenant in consideration of Basic Rent and other payments; and

(iv) a Bond Purchase Agreement, dated as of December 12, 2024 (the “Bond Purchase Agreement”), between the Issuer and Tenant providing for the sale of the Series 2024 Bonds by the Issuer to the Tenant, as purchaser (the “Purchaser”).

NOW, THEREFORE, BE IT ORDAINED BY THE GOVERNING BODY OF THE CITY OF ANDOVER, KANSAS:

Section 1. Definition of Terms. All terms and phrases not otherwise defined in this Ordinance will have the meanings set forth in the Indenture and the Lease.

Section 2. Authority to Cause the Project to Be Purchased and Constructed. The Issuer is authorized to cause the Project to be acquired, constructed and equipped in the manner described in the Indenture, the Site Lease and the Lease.

Section 3. Authorization of and Security for the Bonds. The Issuer is authorized and directed to issue the Series 2024 Bonds, to be designated “City of Andover Kansas, Taxable Industrial Revenue Bonds, Series 2024 (The Young Men’s Christian Association of Wichita, Kansas)” in the aggregate principal amount of not to exceed \$25,000,000, for the purpose of providing funds to pay the costs of the Project. The Series 2024 Bonds will be dated and bear interest, will mature and be payable at such times, will be in such forms, will be subject to redemption and payment prior to maturity, and will be issued according to the provisions, covenants and agreements in the Indenture. The Series 2024 Bonds will be special limited obligations of the Issuer payable solely from the Trust Estate under the Indenture, including revenues derived from the Lease of the Project. The Series 2024 Bonds will not be general obligations of the Issuer, nor constitute a pledge of the faith and credit of the Issuer and will not be payable in any manner by taxation.

Section 4. Authorization of Indenture. The Issuer is authorized to enter into the Indenture with the Trustee in the form approved in this Ordinance. The Issuer will pledge the Trust Estate described in the Indenture to the Trustee for the benefit of the owners of the Series 2024 Bonds on the terms and conditions in the Indenture.

Section 5. Lease of the Project. The Issuer is authorized to enter into the Site Lease pursuant to the Indenture and the Tenant will lease the Real Property and any existing portions of the Project to the Issuer, and the Issuer is authorized to enter into the Lease pursuant to which the Issuer will lease its interest in the Project to the Tenant. The form of the Site Lease and Lease are approved in this Ordinance.

Section 6. Authorization of Bond Purchase Agreement. The Issuer is authorized to sell the Series 2024 Bonds to the Purchaser, according to the terms and provisions of the Bond Purchase Agreement, in the form approved in this Ordinance.

Section 7. Execution of Bonds and Bond Documents. The Mayor of the Issuer is authorized and directed to execute the Series 2024 Bonds and deliver them to the Trustee for authentication on behalf of the Issuer in the manner provided by the Act and in the Indenture. The Mayor or member of the Issuer’s governing body authorized by law to exercise the powers and duties of the Mayor in the Mayor’s absence is further authorized and directed to execute and deliver the

Bond Documents on behalf of the Issuer in substantially the forms presented for review prior to final passage of this Ordinance, with such corrections or amendments as the Mayor or other person lawfully acting in the absence of the Mayor may approve, which approval shall be evidenced by his or her signature. The authorized signatory may sign and deliver all other documents, certificates or instruments as may be necessary or desirable to carry out the purposes and intent of this Ordinance and the Bond Documents. The City Clerk or the Deputy City Clerk of the Issuer is hereby authorized and directed to attest the execution of the Series 2024 Bonds, the Bond Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out the intent of this Ordinance under the Issuer's corporate seal.

Section 8. Pledge of the Project and Net Lease Rentals. The Issuer hereby pledges the Project and net rentals generated under the Lease to the payment of the Series 2024 Bonds in accordance with K.S.A. 12-1744. The lien created by the pledge will be discharged when all of the Series 2024 Bonds are paid or deemed to have been paid under the Indenture.

Section 9. Authority To Correct Errors, etc. The Mayor or member of the Issuer's governing body authorized to exercise the powers and duties of the Mayor in the Mayor's absence, the City Clerk and any Deputy City Clerk are hereby authorized and directed to make any alterations, changes or additions in the instruments herein approved, authorized and confirmed which may be necessary to correct errors or omissions therein or to conform the same to the other provisions of the instruments or to the provisions of this Ordinance.

Section 10. Further Authority. The officials, officers, agents and employees of the Issuer are authorized and directed to take whatever action and execute whatever other documents or certificates as may be necessary or desirable to carry out the provisions of this Ordinance and to carry out and perform the duties of the Issuer with respect to the Series 2024 Bonds and the Bond Documents.

Section 11. Effective Date. This Ordinance shall take effect after its final passage by the governing body of the Issuer and publication once in the Issuer's official newspaper.

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PASSED, ADOPTED AND APPROVED by the governing body of the City of Andover, Kansas on the 26th day of November, 2024.

CITY OF ANDOVER, KANSAS



ATTEST:

By



Ronnie Price, Mayor

By



Dana Engstrom, City Clerk

EXCERPT OF MINUTES

The governing body of the City of Andover, Kansas met in regular session, at the usual meeting place in the City on November 26, 2024 at 7:00 p.m., with Mayor Ronnie Price presiding, and the following members of the governing body present: Tim Berry, Philip Hamilton, Mike Warrington, Jodi Ocadiz, Paul Wemmer, and Michael Henry.

and the following members absent: None

Among other business, there came on for consideration and discussion the following:

AN ORDINANCE AUTHORIZING THE CITY OF ANDOVER, KANSAS TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS, SERIES 2024 (THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF WICHITA, KANSAS) FOR THE PURPOSE OF PAYING THE COSTS OF PURCHASING, ACQUIRING, CONSTRUCTING, FURNISHING AND EQUIPPING CERTAIN IMPROVEMENTS TO THE DR. JIM FARHA ANDOVER YMCA AND WATERPARK FACILITY; AND AUTHORIZING OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

After discussion, upon motion by Council President Henry, seconded by Council Member Ocadiz, each section of the Ordinance was passed by a majority of the members elect.

A majority of the members having voted in favor of the passage of said Ordinance, it was designated Ordinance No. 1939 and the City Clerk was instructed to publish the Ordinance at www.andoverks.gov, the official City newspaper, as required by law and provided therein.

CITY CLERK'S
CERTIFICATION OF EXCERPT OF MINUTES

I hereby certify that the foregoing is a true and correct Excerpt of Minutes of the November 26, 2024 meeting of the governing body of the City of Andover, Kansas.



Dana Engstrom, City Clerk