

RESOLUTION NO. 24-10

OF THE

GOVERNING BODY

OF THE

CITY OF ANDOVER, KANSAS

RELATING TO THE INTENT TO ISSUE

NOT TO EXCEED

\$13,000,000

MULTIFAMILY HOUSING REVENUE BONDS

(OPG HERITAGE WEST PARTNERS, LLC)

RESOLUTION NO. 24-10

A RESOLUTION INDICATING THE INTENT OF THE GOVERNING BODY OF THE CITY OF ANDOVER, KANSAS TO ISSUE CERTAIN MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED THIRTEEN MILLION DOLLARS (\$13,000,000) FOR THE PURPOSE OF (1) PURCHASING, ACQUIRING, CONSTRUCTING, FURNISHING AND EQUIPPING A COMMERCIAL FACILITY IN ANDOVER, KANSAS, AND (2) PAYING CERTAIN COSTS OF ISSUANCE THEREOF.

WHEREAS, the governing body of the City of Andover, Kansas (the "City") desires to promote, stimulate and develop the general economic welfare and prosperity of the City, and thereby to further promote, stimulate and develop the general economic welfare and prosperity of the State of Kansas; and

WHEREAS, pursuant to the provisions of K.S.A. 12-1740 *et seq.*, as amended (the "Act"), and all acts amendatory thereof or supplemental thereto, said City is authorized to issue revenue bonds of the City; and

WHEREAS, OPG Heritage West Partners, LLC, a Kansas limited liability company, or its affiliates (the "Tenant"), has requested the City to provide for the issuance of certain multifamily housing revenue bonds (herein the "Bonds"), in one or more series, pursuant to the Act to pay costs incurred in connection with (1) purchasing, acquiring, constructing, furnishing, and equipping a commercial facility consisting of an independent living community for residents where at least one member of each household is aged 55+ in Andover, Kansas (the "Project"), to be owned or leased by the City and leased to the Tenant and (2) paying certain costs of issuance of the Bonds; and

WHEREAS, the City does not intend this Resolution to include any agreement for ad valorem tax abatement for the Project.

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

SECTION 1. The City intends and is hereby authorized to finance the Project (as defined above) in an amount which will not exceed the cost of \$13,000,000, subject in all respects to the negotiation of satisfactory lease arrangements for the Project with the Tenant (as defined above).

SECTION 2. The City is hereby authorized to provide for the issuance of its Bonds (as defined above), from time to time, in one or more series in an aggregate principal amount of not to exceed Thirteen Million Dollars (\$13,000,000) for the purpose of (1) purchasing, acquiring, constructing, furnishing, and equipping the Project, and (2) paying certain costs of issuance of the Bonds, but subject to the limitations, conditions and requirements of the provisions of the Act and as hereafter set forth.

SECTION 3. The Bonds shall be issued in accordance with the provisions of an Ordinance of the City and a Trust Indenture, a Lease Agreement, and a Guaranty Agreement, or other documents deemed appropriate by the City, which documents shall, among other things, describe in reasonable detail the Project, and all of the terms of which documents shall be mutually satisfactory to the City and to the Tenant. The Bonds shall be issued subject to the approving opinion of Triplett Woolf Garretson, LLC, Bond Counsel, and shall be special limited obligations of the City payable solely from the revenues derived by the City pursuant to the Lease Agreement, or otherwise in connection with the Project. THE BONDS SHALL NOT BE GENERAL OBLIGATIONS OF, OR CONSTITUTE A PLEDGE OF THE FAITH AND CREDIT OF, THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISION AND THE BONDS SHALL NOT BE PAYABLE IN ANY MANNER FROM TAX REVENUES.

SECTION 4. It is contemplated that in order to expedite the process of purchasing, acquiring, constructing, furnishing, and equipping the Project and the realization of the benefits to be derived thereby, the Tenant may, in reliance upon this Resolution, but subject to mutually satisfactory documents as described in the preceding Section 3, incur any temporary indebtedness and expend its own funds in connection with the anticipated Project, prior to the ultimate issuance of said Bonds. The Bonds herein authorized and all interest thereon shall, in any event, be paid solely from the Trust Estate to be created pursuant to the Trust Indenture, as amended and supplemented, including the money and revenue received pursuant to the Lease, as amended and supplemented, of the Project to the Tenant and not from any other fund or source, and nothing contained herein shall obligate the City in any manner except as set out herein.

SECTION 5. The City does not intend this Resolution to include any agreement for ad valorem tax abatement for the Project.

SECTION 6. Any and all expenses incurred, and applicable fees charged, in connection with the issuance of the Bonds including administrative expenses, and legal fees, incurred by the City shall be paid from the proceeds of the Bonds or from the Tenant's funds. Nothing herein contained shall obligate the City in any manner in connection with the costs of the issuance of the Bonds.

SECTION 7. The Mayor and City Clerk are hereby authorized and directed to take all such other actions not inconsistent herewith as may be appropriate or desirable to accomplish the purposes contemplated by this Resolution, including but not limited to, (1) execution on behalf of the City of appropriate notices of proposed issuance of such Bonds with the Kansas Board of Tax Appeals pursuant to K.S.A. 12-1744a, (2) cooperation with the Tenant, and execution on behalf of the City of any related agreements or documents, in filing an application for a sales tax exemption certificate with the Kansas Department of Revenue with respect to Bond-financed property, and (3) any such actions previously taken are hereby ratified.

SECTION 8. This Resolution shall become effective upon its approval and passage by the governing body of the City, and unless otherwise revoked or extended shall expire on December 31, 2025.

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

[seal]



CITY OF ANDOVER, KANSAS

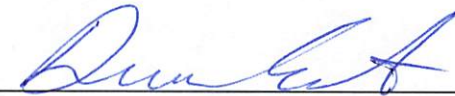
By



Ronnie Price, Mayor

ATTEST:

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 March 26, 2024, at 7:00 P.M., with Mayor Ronnie Price presiding, and the following members of the governing body present: Philip Hamilton, Mike Warrington, Jodi Ocadiz, Paul Wemmer, Homer Henry.

and the following members absent: Tim Berry

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

A RESOLUTION INDICATING THE INTENT OF THE GOVERNING BODY OF THE CITY OF ANDOVER, KANSAS TO ISSUE CERTAIN MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED THIRTEEN MILLION DOLLARS (\$13,000,000) FOR THE PURPOSE OF (1) PURCHASING, ACQUIRING, CONSTRUCTING, FURNISHING AND EQUIPPING A COMMERCIAL FACILITY IN ANDOVER, KANSAS, AND (2) PAYING CERTAIN COSTS OF ISSUANCE THEREOF.

Thereupon, the Resolution was considered and discussed, and on motion of Council President Henry, seconded by Council Member Warrington, the Resolution was adopted by vote of the majority of all members present.


Thereupon, the Resolution, having been adopted by a majority vote of the members of the governing body present, it was given No. 24-10, and was directed to be signed by the Mayor and attested by the City Clerk.

CITY CLERK'S
CERTIFICATION OF EXCERPT OF MINUTES

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

[seal]





Dana Engstrom, City Clerk