

**RESOLUTION NO. 2019-08**

**A RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF GENERAL OBLIGATION TEMPORARY NOTES, SERIES 2019, OF THE CITY OF WASHINGTON, KANSAS.**

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**WHEREAS**, the City of Washington, Kansas (the “Issuer”), has previously authorized certain internal improvements described as follows (the “Improvements”):

<u>Project Description</u>	<u>Res. No.</u>	<u>Authority (K.S.A.)</u>	<u>Estimated Cost</u>
Public water supply system improvements	2019-02	K.S.A. 65-163d <i>et seq.</i>	\$8,283,000

**WHEREAS**, the Issuer is authorized by law to issue general obligation bonds to pay a portion of the costs of the Improvements; and

**WHEREAS**, it is necessary for the Issuer to provide cash funds (from time to time) to meet its obligations incurred in constructing the Improvements prior to the completion thereof and the issuance of the Issuer's general obligation bonds, and it is desirable and in the interest of the Issuer that such funds be raised by the issuance of temporary notes of the Issue; and

**WHEREAS**, none of such temporary notes previously authorized have been issued and the Issuer proposes to issue its temporary notes to pay a portion of the costs of the Improvements; and

**WHEREAS**, the Governing Body of the Issuer (the “Governing Body”) hereby selects the firm of Raymond James & Associates, Inc., Kansas City, Missouri (the “Purchaser”), as underwriter for one or more series of temporary notes of the Issuer in order to provide funds to temporarily finance the Improvements; and

**WHEREAS**, the Issuer desires to authorize the Purchaser to proceed with the offering for sale of the temporary notes and related activities; and

**WHEREAS**, one of the duties and responsibilities of the Issuer is to prepare and distribute a preliminary official statement relating to the temporary notes; and

**WHEREAS**, the Issuer desires to authorize the Gilmore & Bell, P.C., Wichita, Kansas, the Issuer's bond counsel (“Bond Counsel”), in conjunction with the Clerk and the Purchaser, to proceed with the preparation and distribution of a preliminary official statement and all other preliminary action necessary to sell the temporary notes.

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF WASHINGTON, KANSAS, AS FOLLOWS:**

**Section 1.** The Purchaser is hereby authorized to proceed with the offering for sale of the Issuer's General Obligation Temporary Notes, Series 2019 (the “Notes”) in accordance with the presentation made by the Purchaser this date. The offering for sale of the Notes shall be accomplished in consultation with the Clerk and Bond Counsel.

The confirmation of the sale of the Notes shall be subject to the execution of a note purchase agreement between the Purchaser and the Issuer (the "Note Purchase Agreement") in a form approved by Bond Counsel and the Issuer's legal counsel, the adoption of a resolution by the Governing Body authorizing the issuance of the Notes and the execution of various documents necessary to deliver the Notes.

**Section 2.** The Preliminary Official Statement, dated May 6, 2019 (the "Preliminary Official Statement"), is hereby approved in substantially the form presented to the Governing Body this date, with such changes or additions as the Mayor and Clerk deem necessary and appropriate. The Issuer hereby consents to the use and public distribution by the Purchaser of the Preliminary Official Statement in connection with the sale of the Notes.

**Section 3.** For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), the Mayor and Clerk 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 4.** The Issuer agrees to provide to the Purchaser within seven business days of the date of the Note Purchase Agreement 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 5.** The Mayor, Clerk, and the other officers and representatives of the Issuer, and Bond Counsel are hereby authorized and directed to take such other action as may be necessary to carry out the sale of the Notes.

**Section 6.** This Resolution shall be in full force and effect from and after its adoption.

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ADOPTED by the Governing Body on May 6, 2019.



ATTEST:

*Denise M. Powell*

Denise M. Powell, City Clerk

*Ryan W. Kern*

Ryan W. Kern, Mayor

**EXHIBIT A**

**CERTIFICATE DEEMING  
PRELIMINARY OFFICIAL STATEMENT FINAL**

To: Raymond James & Associates, Inc.  
Kansas City, Missouri

Re: \$6,150,000 City of Washington, Kansas, General Obligation Temporary Notes, Series  
2019

The undersigned are the duly acting Mayor and Clerk of the City of Washington, Kansas (the "Issuer"), and are authorized to deliver this Certificate to the purchaser (the "Purchaser") of the above-referenced notes (the "Notes") 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 Notes.

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 Notes depending on such matters.

**CITY OF WASHINGTON, KANSAS**

By: Ryan W. Kern  
Title: Ryan W. Kern, Mayor

By: Denise M. Powell  
Title: Denise M. Powell, City Clerk