



Welcome to your City Commission Meeting – Please turn off or silence all cell phones during the meeting

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Call to Order – Pledge of Allegiance Followed by Silent Meditation

1. **Mayor’s Award** – Pauline C. Graeber

2. **Proclamations:**

(pg. 3)

- a. National Drinking Water Week May 2-8
- b. Small Business Week May 2-8
- c. National Travel & Tourism Week May 2-8
- d. Arbor Day April 30

OLD BUSINESS:

Consideration of Previous Meeting Minutes:

3. Minutes from April 13, 2021 Regular Meeting

Action: Motion (pg. 7)

NEW BUSINESS:

Public Comment: *(i.e. Items not listed on the agenda or receipt of petitions- Public comment is limited to 2-3 minutes and no action will be taken by the Commission on public comment items - Please state your name and address)*

General Items:

4. 2021 General Obligation Bonds and Temporary Notes Proceedings

(pg. 13)

- a. Present Results of Bond and Notes Sale
- b. Accept Proposals for Temporary Notes Sale, Series A2021 **Action:** Motion
- c. Adopt Resolution B-2281 Issuance of A2021 Temporary Notes **Action:** Motion
- d. Accept Proposals for the General Obligation Bonds, Series 2021-A **Action:** Motion
- e. Adopt Resolution B-2282 Issuance of 2021-A General Obligation Bonds **Action:** Motion
- f. Accept Proposal for General Obligation Refunding Bonds, Series 2021-B **Action:** Motion
- g. Adopt Resolution B-2283 Issuance of 2021-B General Obligation Refunding Bonds **Action:** Motion
- h. Second Consideration Ordinance 8160 General Obligation Bonds, Series 2021-A **Action:** Roll Call Vote
- i. Second Consideration Ordinance 8161 General Obligation Refunding Bonds, Series 2021-B **Action:** Roll Call Vote

5. Adoption of Comprehensive Plan **Action:** Motion (pg. 100)

6. Mayor’s Appointments **Action:** Motion (pg. 101)

Bids, Contracts and Agreements:

7. Consider Sole Source Bid for 2021 Pressure Pavement Program **Action:** Motion (pg.102)

8. Consider Amendment No 4 to Design Contract with Water Resource Solutions for 16th Terrace & Thornton Phase 2 & 3 Stormwater Project **Action:** Motion (pg. 109)

9. Consider Bid - Water Pollution Control Repair Mast Assembly Trickling Filter #1 **Action:** Motion (pg. 112)

Consent Agenda:

Claims for April 10, 2021, through April 23, 2021, in the amount of \$609,452.88; Net amount for Payroll #8 effective April 23, 2021 in the amount of \$335,397.36 (Includes Police & Fire Pension in the amount of \$8,804.19)

Action: Motion

Other:

Adjournment

Action: Motion

City of Leavenworth, Kansas



Proclamation

- WHEREAS,** *water is our most valuable and important natural resource; playing a vital role in our daily lives; and the water produced by the Leavenworth Water Department is the most reliable and best-tasting water in all of Leavenworth County; and*
- WHEREAS,** *a safe, reliable water supply is critical to the success of our community – it creates jobs, attracts industry and investment, and provides for the health and welfare of citizens in ways ranging from disease prevention to fire suppression and the quality of life we enjoy; and*
- WHEREAS,** *we often take water supply for granted until it is threatened, either by drought, water main breaks, or some other event; any measure of a successful society – low mortality rates, economic growth and diversity, productivity, and public safety – are in some way related to access to safe water; and*
- WHEREAS,** *we are all stewards of the water supply and infrastructure upon which future generations depend; and*
- WHEREAS,** *each citizen of the City of Leavenworth is called upon to help protect our source waters from pollution, to practice responsible water conservation, to get involved in local water issues; and*

NOW, THEREFORE, *I, Nancy D. Bauder, Mayor of the City of Leavenworth, Kansas hereby proclaim May 2-8, 2021 as:*

National Drinking Water Week

and I urge all citizens to recognize the vital role water plays in our daily lives and to value the importance and fragility of our water resources.

IN WITNESS WHEREOF, *I set my hand and have affixed the Great Seal of the City of Leavenworth, Kansas this twenty-seventh day of April in the year of two-thousand and twenty-one.*

Nancy D. Bauder, Mayor

ATTEST:

Carla K. Williamson, CMC, City Clerk

City of Leavenworth, Kansas



Proclamation

- WHEREAS,** *from the storefront shops that anchor Main Street to the high-tech startups that keep America on the cutting edge, small businesses are the backbone of our economy and the cornerstones of our nation's promise; and*
- WHEREAS,** *small business owners and Main Street businesses have energy and a passion for what they do; and*
- WHEREAS,** *when we support small business, jobs are created, and local communities preserve their unique culture; and*
- WHEREAS,** *because this country's 28 million small businesses create nearly two out of three jobs in our economy, we cannot resolve ourselves to create jobs and spur economic growth in America without discussing ways to support our entrepreneurs; and*
- WHEREAS,** *the President of the United States has proclaimed National Small Business Week every year since 1963 to highlight the programs and services available to entrepreneurs through the U.S. Small Business Administration and other government agencies; and*
- WHEREAS,** *the City of Leavenworth, Kansas supports and joins in this national effort to help America's small businesses do what they do best – grow their business, create jobs, and ensure that our communities remain as vibrant tomorrow as they are today; and*
- WHEREAS,** *the Leavenworth Main Street Program has been in existence since 1995, personally supporting and growing downtown small businesses and entrepreneurs within the community and specifically within the 28 blocks of the First City of Kansas.*

NOW, THEREFORE, *I, Nancy D. Bauder, Mayor of the City of Leavenworth, Kansas hereby proclaim May 2-8, 2021 to be:*

National Small Business Week

and urge all citizens to acknowledge and celebrate the achievements made by small business both locally and nationally and encourage all citizens to Live Local.

IN WITNESS WHEREOF, *I set my hand and have affixed the Great Seal of the City of Leavenworth, Kansas this twenty-seventh day of April in the year of two-thousand and twenty-one.*

Nancy D. Bauder, Mayor

ATTEST:

Carla K. Williamson, CMC, City Clerk

City of Leavenworth, Kansas



Proclamation

- WHEREAS,** *travel to and within Kansas provides a significant economic benefit for the state with 36.5 million visitors to Kansas in 2019 spending \$7.3 billion dollar; and*
- WHEREAS,** *tourism was the 9th largest employer in Kansas in 2019, supporting a total of 97,234 indirect and induced jobs and 70,744 direct jobs in the travel industry itself; and*
- WHEREAS,** *tourism-supported tax revenues in 2019 included \$671 million in state and local tax revenues, which equates to \$600 in tax revenue per household in Kansas; and*
- WHEREAS,** *meetings, events, and incentive travel are core business functions that help companies strengthen business performance; educate employees and customers and reward business accomplishments and accounts for more than 37 percent of trips; and*
- WHEREAS,** *leisure travel, which accounts for more than 63 percent of all trips taken in Kansas, spurs countless benefits to travelers' health and wellness, creativity, cultural awareness, education, happiness, productivity and relationships; and*
- WHEREAS,** *the City of Leavenworth realized approximately \$7.4 million from overnight visitor expenditures in 2019 per the Smith Travel Research Report, validating the unique significance of the National travel industry in the lives of the citizens of Leavenworth, Kansas.*

NOW, THEREFORE, *I, Nancy D. Bauder, Mayor of the City of Leavenworth, Kansas hereby proclaim May 2-8, 2021 to be:*

National Travel & Tourism Week

and call upon the people of Leavenworth to observe this coming week, as sanctioned by the U.S. Congress, with appropriate ceremonies and activities.

IN WITNESS WHEREOF, *I set my hand and have affixed the Great Seal of the City of Leavenworth, Kansas this twenty-seventh day of April in the year of two-thousand and twenty-one.*

Nancy D. Bauder, Mayor

ATTEST:

Carla K. Williamson, CMC, City Clerk

City of Leavenworth, Kansas



Proclamation

WHEREAS, *in 1872, J. Sterling Morton proposed to the Nebraska Board of Agriculture that a special day be set aside for the planting of trees; and*

WHEREAS, *this holiday, called Arbor Day, was first observed with the planting of more than a million trees in Nebraska; and*

WHEREAS, *Arbor Day is now observed throughout the nation and the world; and*

WHEREAS, *trees can reduce the erosion of our precious topsoil by wind and water, cut heating and cooling costs, moderate the temperature, clean the air, produce life-giving oxygen, and provide habitat for wildlife; and*

WHEREAS, *trees are a renewable resource giving us paper, wood for our homes, fuel for our fires and countless other wood products; and*

WHEREAS, *trees in the City of Leavenworth, Kansas increase property values, enhance the economic vitality of business areas, and beautify our community.*

NOW, THEREFORE, *I, Nancy D. Bauder, Mayor of the City of Leavenworth, Kansas hereby proclaim April 30, 2021 to be:*

Arbor Day

and I urge all citizens to celebrate Arbor Day, to support efforts to protect our trees and woodlands, to plant trees to gladden the heart and promote the well-being of this and future generations.

IN WITNESS WHEREOF, *I set my hand and have affixed the Great Seal of the City of Leavenworth, Kansas this twenty-seventh day of April in the year of two-thousand and twenty-one.*

Nancy D. Bauder, Mayor

ATTEST:

Carla K. Williamson, CMC, City Clerk



CALL TO ORDER - The Governing Body met for a regular meeting and the following commission members were present in the commission chambers: Mayor Nancy D. Bauder, Mayor Pro-Tem Camalla Leonhard, Commissioners Myron J. (Mike) Griswold, Mark Preisinger and Jermaine Wilson.

Others present in the commission chambers: City Manager Paul Kramer, Assistant City Manager Taylour Tedder, Planning and Community Development Director Julie Hurley, Public Works Director Brian Faust, Public Works Project Manager Michael Stephan, Police Chief Patrick Kitchens and City Clerk Carla K. Williamson.

Members participating via teleconference: City Attorney David E. Waters, Finance Director Ruby Maline and Community Development Coordinator Mary Dwyer.

Mayor Bauder asked everyone to stand for the pledge of allegiance followed by silent meditation.

Proclamations:

- **Barbershop Harmony Month April 2021** – Bill Krondak was present to accept the proclamation.
- **National Library Week – April 4-10, 2021** – Matt Nojonen, Leavenworth Public Library Director was present to accept the proclamation.
- **National Child Abuse Prevention Month – April 2021** Stephanie Canal was present to accept the proclamation.
- **Fair Housing Month – April 2021** Pat Tooley, Housing Section 8 Manager was present to accept the proclamation.
- **National Public Safety Telecommunicator’s Week - April 11-17, 2021** Police Chief Patrick Kitchens was present to accept the proclamation.

OLD BUSINESS:

Consideration of Previous Meeting Minutes:

Commissioner Leonhard moved to approve the minutes from the March 23, 2021 regular meeting. Commissioner Wilson seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

Item Tabled on March 23, 2021:

Review 504 Miami Street Unsafe and Dangerous Structure - Planning and Community Development Director Julie Hurley reviewed the progress on the repairs of the property. The item was tabled at the March 23, 2021 meeting after staff learned that the property owner, Ramon Muhammad had passed away. Staff has been in contact with Mr. Muhammad’s sister, Tausha Morris. Ms. Morris indicated an intent to proceed with the planned repairs to the house; however, she must first obtain ownership of the property which she is working through the legal process of doing so while the estate goes through probate.

Ms. Morris asked for additional time to acquire the property before completing additional repairs. Staff recommends giving about two months allowing the process of title transfer reviewing at the June 8th meeting.

Commissioner Preisinger moved to review at June 8th meeting. Commissioner Wilson seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

NEW BUSINESS:

Public Comment: *(emails received by the public for public comment on non-agenda items will be read at this time limited to 2-3 minutes) No emails were received.*

Phil Urban

- Taken by surprise recently when a business that rents from him had a banner up
- Received a letter that the banners need to come down
- Notified the renters that they had to get a permit
- It was determined that the property is zoned residential and a temporary permit could not be allowed
- Mr. Urban spoke to Ms. Hurley that the Planning Commission would be looking at across the board zoning
- Mr. Urban provided a map of the area as they are currently zoned; all property around him are zoned business only his is still residential
- Asking the commission to request the Planning Commission put this on the clean up list and change to commercial
- Would like to be informed when the Planning Commission looks at this

Louis Klemp (1816 Pine Ridge Drive)

- To talk about the First City of the Territory and of the State
- Fort Leavenworth has been here since 1827
- Will meet with State, Feds, other Cities and museums about the history of Leavenworth
- Referenced comments by Michael Urban (citizen of Leavenworth)
- Federal Penitentiary will be closing and hopefully a part will become a museum
- Fort Leavenworth Museum is difficult to visit on Post
- Would appreciate if someone in the city hopes this is a good idea
- Spoke about Steamboat Arabia

General Items:

Consider Removal of Special Assessment 306 Kickapoo 2018 Demolition - Planning and Community Development Director Julie Hurley presented for consideration the removal of the Special Assessment in the amount of \$6,725.00 and refile the demolition costs as a lien against the property. The owner signed a Demolition Agreement and Voluntary Deed Restriction and Lien Statement in 2018 agreeing that the City would have the structure demolished and costs would be assessed against the property as a lien filed with the Register of Deeds. The cost were included with the 2019 Demolition Ordinance assessing costs as Special Assessment to the 2019 property tax statements in error.

Commissioner Wilson moved to remove the special assessment on 306 Kickapoo in the amount of \$6,724.00 and refile as a lien. Commissioner Leonhard seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

Mayor's Appointment:

Mayor Bauder moved to reappoint to the Leavenworth Preservation Commission; Ken Bower and Richard Jackson to terms ending April 15, 2024. Commissioner Preisinger seconded the motion and the motion was unanimously approved. The Mayor declared the motion carried 5-0.

Resolutions:

Resolution B-2279 Community Development Block Grant (CDBG) Annual Action Plan – Community Development Coordinator Mary Dwyer presented Resolution B-2279 authorizing the adoption of the CDBG Annual Action Plan 2021-2022. The plan was reviewed at the April 12, 2021 Community Development Advisory Board and recommends approval and adoption by the City Commission.

Commissioner Leonhard moved to adopt Resolution B-2279 for the CDBG 2021-2022 Annual Action Plan. Commissioner Preisinger seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

Resolution B-2280 Resolution of Support Greenamyre Rentals Low Income Housing Tax Credits – City Manager Paul Kramer presented for consideration a resolution of support for Low Income Housing Tax Credits. Jeremy Greenamyre of Greenamyre Rentals approached the City about providing local support for an application to the State of Kansas for a residential development at 2604 S. Second Avenue. The development would be limited to those 55 years old or older. Mr. Greenamyre was in attendance and reviewed the project.

Commissioner Leonhard moved to approve Resolution B-2280 in support of the Greenamyre Rentals for application for Low Income Housing Tax Credits for the Kansas Housing Resources Corporation. Commissioner Griswold seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

Bids, Contracts and Agreements:

Consider Purchase of 600 Cherokee Street – City Manager Paul Kramer presented for consideration the purchase of 600 Cherokee Street from Blue Star Properties LLC in the amount of \$205,500.00. The properties is the former Club Venom building. The property has been vacant for more than a decade and unfortunately requires a significant cost investment to rehabilitate the building. That cost along with the asking price has deterred investors. In recent years the City has taken actions to purchase dilapidated structures in an effort to remove blight and in certain cases to expedite redevelopment. If approved by the Commission and after closing the City would issue a Request for Proposals (RFP) for the purchase and rehabilitation of the property with the goal of returning the building to private use.

Commissioner Griswold moved to approve the purchase of 600 Cherokee Street from Blue Star Properties LLC in the amount of \$205,500.00 and authorize the Mayor to execute all documents related to the

purchase. Commissioner Preisinger seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

Consider Bid for 16th Terrace & Thornton Stormwater Improvements, Phase 2 & 3 – Public Works Director Brian Faust along with Public Works Project Manager Michael Stephan presented for consideration and approval the single bid received from Lexeco Inc. in the amount of \$694,656.60. The Engineer’s Estimate on the project was \$631,529.00. Staff feels that the bid is reasonable and there would be no benefit gained by rejecting and rebidding the project at a later date. Greg Kaaz of Lexeco addressed the Commission and discussed the challenges of the project regarding access to the area.

Commissioner Leonhard moved to award the 2021 16th Terrace & Thornton Stormwater Improvements, Phase 2 & 3 between 16th Terrace and 16th Street to Vilas Street in the amount of \$694,656.60. Commissioner Preisinger seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

Consider Bids for 2021 Pavement Management (Granite Seal Program) – Public Works Director Brian Faust along with Public Works Project Manager Michael Stephan presented for approval the low bid from Harbour Construction for the base bid only in the amount of \$143,810.68. Bids were opened on April 7, 2021 and were as follows:

Company	City	Base Bid	Alternate Bid	Total Bid
Harbour Construction	Kansas City KS	\$143,810.68	\$20,208.17	\$164,018.85
MidAmerica Road Builders	Platte City MO	\$144,337.44	\$19,048.59	\$163,386.03
Vance Brothers Inc.	Kansas City MO	\$184,857.41	\$32,373.48	\$217,230.89
Engineer's Estimate (Base only)		\$158,116.64		

Commissioner Preisinger moved to accept the 2021 Pavement Management-Granite Seal Program to Harbour Construction, Kansas City Kansas for the base bid only in the amount of \$143,810.68. Commissioner Leonhard seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

Consider Change Order No 1 with Linaweaver Construction for the 4th & Olive Alley Community Development Block Sanitary Sewer Project - Public Works Director Brian Faust along with Public Works Project Manager Michael Stephan presented for consideration Change Order No 1 with Linaweaver Construction in the amount not to exceed \$21,409.00 for a new contract total not to exceed \$182,169.00. During the construction, changes were needed to address several items identified in the field that included: increased length of service line and one additional service connection; removal and replacement of an existing chain link fence over the revised service line location; tree removal over the revised line location; modifying one manhole to address the elevation of the main and concrete invert. Commissioner Preisinger moved to approve Contract Change Order No. 1 in the amount of \$21,409.00. Commissioner Griswold seconded the motion and the motion was unanimously approved. Mayor Bauder declared the motion carried 5-0.

First Consideration Ordinances:

First Consideration Ordinance General Obligation Bonds Series 2021-A – City Clerk Carla Williamson presented for consensus to place on first consideration an ordinance authorizing the issuance of \$9,635,000.00 aggregate principal amount of General Obligation Bonds Series 2021-A. The bond and note sale will be on Tuesday, April 27, 2021 and results will be presented to the Commission with final numbers and request for approval of the ordinance on second consideration. The bonds will provide financing for:

- Redeeming outstanding A2018 Temporary Notes to provide permanent financing for the New Lawrence Road Project
- Redeeming outstanding A2019 Temporary Notes to provide permanent financing for the Thornton Street/10th Avenue Project
- Redeeming outstanding A2020 Temporary Notes to provide permanent financing for the 2020 Pavement Management Program
- Issuance of bonds for financing Public Safety Equipment (fire truck)

There was a consensus from the Commission to place on first consideration.

First Consideration Ordinance General Obligation Refunding Bonds Series 2021-B - City Clerk Carla Williamson presented for consensus to place on first consideration an ordinance authorizing the issuance of \$3,310,000.00 aggregate principal amount of General Obligation Refunding Bonds Series 2021-B. The bond and note sale will be on Tuesday, April 27, 2021 and results will be presented to the Commission with final numbers and request for approval of the ordinance on second consideration. General Obligation Refunding Bonds Series 2021-B will be issued to refund Series 2013-A and 2016-A Bonds. Refunding is a way to redeem and pay off bonds with a higher interest rate and issue new bonds. The City's financial advisor has estimated, based on current rate trend, that the refunding will save the City approximately \$126,000.00 over the life of the bonds.

There was a consensus from the Commission to place on first consideration.

Consent Agenda:

Commissioner Wilson moved to approve claims for March 20, 2021, through April 9, 2021, in the amount of \$2,201,221.13; Net amount for Payroll #6 effective March 26, 2021 in the amount of \$347,477.93 (Includes Police & Fire Pension in the amount of \$8,804.19) and Payroll #7 Effective April 9, 2021 in the amount of \$323,852.44 (No Police & Fire Pension). Commissioner Leonhard seconded the motion and the motion was unanimously approved. The Mayor declared the motion carried 5-0.

Other:

Commissioner Griswold:

- Reviewed current COVID-19 numbers to include VA and Fort Leavenworth vaccinations
- Read a statement about Capital Police Officer William Evans who was killed in the line of duty

Commissioner Preisinger:

- Discussed Spring Cleanup and the amount of trash that was picked up
- Kudos to Mayor Bauder on efforts on Public Transportation coming to fruition

Mayor Bauder:

- Breaks her heart with the events in Minneapolis

Commissioner Leonhard:

- Helped with Spring Cleanup
- Over 700 participants in Spring Cleanup

Adjournment:

Commissioner Griswold moved to adjourn the meeting. Commissioner Preisinger seconded the motion and the motion was unanimously approved and the meeting was adjourned.

Time Meeting Adjourned 8:31 p.m.

Minutes taken by City Clerk Carla K. Williamson, CMC

**POLICY REPORT
 BOND AND NOTES PROCEEDINGS
 TEMPORARY NOTES, SERIES A2021
 GENERAL OBLIGATION BONDS SERIES 2021-A
 GENERAL OBLIGATION REFUNDING BONDS SERIES 2021-B
 RESOLUTION B-2281, RESOLUTION B-2282, RESOLUTION B-2283
 ORDINANCE 8160 AND ORDINANCE 8161**

April 27, 2021

Prepared by:


 Carla K. Williamson, CMC
 City Clerk

Reviewed by:


 for Paul Kramer
 City Manager

ISSUE:

The issue before the City Commission is to consider proceedings for the Temporary Notes, Series A2021, General Obligation Bonds, Series 2021-A and General Obligation Refunding, Series 2021-B. The bond and note sale will be on Tuesday, April 27, 2021. All Resolutions and Ordinances attached are drafts and will be finalized after the bond and note sale on Tuesday, April 27, 2021. The results and final documents will be presented to the City Commission at the meeting on the evening of April 27, 2021.

General Obligation Bonds Series 2021-A: sold and issued in the approximate principal amount of \$9,635,000.00 for the purpose of:

2021-A General Improvement Bonds

New Lawrence Road	Permanently finance outstanding A2018 Notes	\$395,000.00
Main Trafficway Project (Thornton Street & 10th Ave)	Permanently finance remaining portion of the outstanding A2019 Notes	\$6,055,000.00
Additional Funding Thornton/10th Ave		\$270,000.00
2020 General Improvements	Redeeming A2020 Notes	\$1,415,000.00
Public Safety Equipment (fire truck)	New bonds	<u>\$1,400,000.00</u>
		\$9,535,000.00
Estimated Issuance cost and fees		<u>\$100,000.00</u>
		\$9,635,000.00

General Obligation Refunding Bonds, Series 2021-B: sold and issued in the approximate principal amount of \$3,310,000 for the purpose of:

2021-B General Obligation Refunding Bonds

Refunding of Series 2013-A Bonds	\$900,000.00
Refunding of Series 2016-A Bonds	\$2,345,000.00
Estimated Issuance costs	<u>\$65,000.00</u>
	\$3,310,000.00

Temporary Notes, Series A2020 sold and issued in the principal amount of \$1,400,000 to temporarily finance the 2021 General Improvements (Pavement Management Project) until after the project is complete.

ACTION REQUIRED:

- | | |
|---|-------------------------------|
| A. Accept Proposals for Temporary Notes, Series A2021 | ACTION: Motion |
| B. Adopt Resolution B-2281 Issuance of Temporary Notes, Series A2021 | ACTION: Motion |
| C. Accept Proposals for the General Obligation Bonds, Series 2021-A | ACTION: Motion |
| D. Adopt Resolution B-2282 Issuance of General Obligation Refunding Bonds, Series 2021-A | ACTION: Motion |
| E. Accept Proposals for General Obligation Refunding Bonds, Series 2021-B | ACTION: Motion |
| F. Adopt Resolution B-2283 Issuance of 2021-B General Obligation Refunding Bonds, Series 2021-B | ACTION: Motion |
| G. Second Consideration Ordinance 8160 General Obligation Bonds, Series 2021-A | ACTION: Roll Call Vote |
| H. Second Consideration Ordinance 8161 General Obligation Refunding Bonds, Series 2021-B | ACTION: Roll Call Vote |

ATTACHMENTS:

- Draft Resolutions B-2281, B-2282 and B-2283
- Draft Ordinances 8160 and 8161

RESOLUTION NO. B-2281**A RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF TEMPORARY NOTES, SERIES A2021, OF THE CITY OF LEAVENWORTH, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$1,400,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COSTS OF CERTAIN IMPROVEMENT PROJECTS IN THE CITY.**

WHEREAS, the governing body of the **City of Leavenworth, Leavenworth County, Kansas**, (the “City”) has in accordance with the requirements of law and Resolution No. B-2276 of the City adopted February 9, 2021, heretofore authorized the construction of certain general improvements together with all things necessary and incidental thereto in the City the maximum estimated amount of \$2,038,938.00 (the “Improvements”) under the authority of Charter Ordinance No. 56 of the City; and

WHEREAS, the City has no funds to finance the costs incurred by the City in providing the Improvements until Bonds are issued by the City for such purposes; and

WHEREAS, it is necessary for the City to provide funds to meet the City’s obligations incurred in connection with the Improvements prior to the completion of the Improvements and it is desirable and in the interest of the City that such funds be raised by the issuance of temporary notes of the City, said notes to be issued by the City pursuant to the provisions of K.S.A. 10-123, as amended.

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF LEAVENWORTH, KANSAS, that for the purpose of providing funds to pay the costs of making the Improvements until Bonds can be issued therefore, the governing body of the City be, and it is hereby, authorized to issue its Temporary Notes, Series A2021, in the aggregate principal amount of One Million Four Hundred Thousand Dollars (\$1,400,000) (the “Notes”). The Notes will consist of fully registered notes in the denomination of \$5,000 or any integral multiple thereof. The Notes shall initially be registered in the name of Cede & Co., as nominee of the Depository Trust Company, New York, New York, (along with its successors and assigns, the “Securities Depository”) to which payments of principal on the Notes will be made by the Treasurer of the State of Kansas, Topeka, Kansas, (the “Note Registrar” and “Paying Agent”) in lawful money of the United States of America upon presentation of the Notes for payment and cancellation. Individual purchases of Notes will be made in book-entry form only. Purchasers will not receive certificates representing their interest in Notes purchased. It is anticipated that during the term of the Notes, the Securities Depository will make book-entry transfers among those financial institutions (the “Participants”) for whom it effects book entry transfers and pledges of securities deposited with it from time to time and receive and transmit payment of principal of and interest on the Notes to the Participants until and unless the Note Registrar authenticates and delivers Replacement Notes to the beneficial owners as described in subsection (b). The Notes shall be dated May 12, 2021, shall become due on December 1, 2022, and shall bear interest at the rate of _____ percent (_____%) per annum (computed on the basis of a 360-day year of twelve 30-day months). Interest on the Notes shall be payable at the maturity of the Notes on December 1, 2022, or at redemption prior to maturity, (the “Interest Payment Date”) to the Registered Owner thereof appearing on the books of the Note Registrar as of the 15th day of the month next preceding such Interest Payment Date (the “Record Date”).

(b) (1) If the City determines (A) that the Securities Depository is unable to properly discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any Notes being issued to any registered owner of any of the Notes (“Registered Owner”) other than Cede & Co. is no longer in the best interests of the beneficial owners of the Notes, or (2) if the Note Registrar receives written notice from Participants having interests in not less than 50% of the Notes as are outstanding and unpaid, as shown on the records of the Securities Depository (and certified to such effect by the Securities Depository), that the continuation of a book-entry system to the exclusion of any Notes being issued to any Registered Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the Notes, then the Note Registrar shall notify the Registered Owners of such determination or such notice and of the availability of certificates to beneficial owners requesting the same, and the Note Registrar shall register in the name of and authenticate and deliver replacement Notes to the beneficial owners or their nominees in principal amounts representing the interest of each, making such adjustment as it may find necessary or appropriate as to accrued interest; provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the City may after consultation with the Note Registrar select a successor securities depository in accordance with subsection (c) hereof to effect book-entry transfers. In such event, all references to the Securities Depository herein shall relate to the period of time when the Securities Depository has possession of at least one Note. Upon the issuance of any replacement Notes (“Replacement Notes”), all references herein to obligations imposed upon or to be performed by the Securities Depository shall be deemed to be imposed upon and performed by the Note Registrar, to the extent applicable with respect to such Replacement Notes. If the Securities Depository resigns and the City is unable to locate a qualified successor of the Securities Depository in accordance with subsection (c) hereof, then the Note Registrar shall authenticate and cause delivery of Replacement Notes to the beneficial owners thereof, as provided herein. The Note registrar may rely on information from the Securities Depository and its Participants as to the names of the beneficial owners of the Notes. The cost of printing, registration, authentication and delivery of Replacement Notes shall be paid for by the City.

(c) In the event the Securities Depository resigns, is unable to properly discharge its responsibilities, or is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a successor Securities Depository provided the Note Registrar receives written evidence satisfactory to it with respect to the ability of the successor Securities Depository to discharge its responsibilities. Any such successor Securities Depository shall be a securities depository which is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or other applicable statute or regulation that operates a securities depository upon reasonable and customary terms. The Note Registrar upon its receipt of any of the Notes for cancellation shall cause the delivery of such Notes to the successor Securities Depository in appropriate denominations and form as provided herein.

(d) The execution and delivery of the Representation Letter to the Depository Trust Company, New York, New York, by the Mayor in the form attached hereto as Exhibit A with such changes, omissions, insertions and revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the Representation Letter by the Mayor shall be conclusive evidence of such approval. The Representation Letter shall set forth certain matters with respect to, among other things, notices, consents and approvals by the owners (both the Registered Owner and beneficial owners) of the Notes and payments of the principal of and interest on the Notes. The principal amount of the Notes shall not exceed the lesser of the amount of Bonds to be issued to permanently finance the costs of making the Improvements or the estimate of the

cost of making the Improvements as prepared by the project engineer and approved by the governing body of the City.

BE IT FURTHER RESOLVED that the City may call the Notes for redemption and payment prior to maturity in whole or in part, (selection of the Notes to be redeemed to be determined by the City) at any time on or after June 1, 2022, at the redemption price (the “Redemption Price”) of 100% (expressed as a percentage of the principal amount), plus accrued interest thereon to the date of such redemption (the “Redemption Date”).

Notes shall be redeemed only in the principal amount of \$5,000 or any integral multiple thereof. When less than all of the Notes are to be redeemed and paid prior to their stated maturity, such Notes shall be redeemed in such manner as the City shall determine. Notes of less than a full stated maturity shall be selected by the Note Registrar in \$5,000 units of principal amount in such equitable manner as the Note Registrar may determine. In the case of a partial redemption of Notes by lot when Notes of denominations greater than \$5,000 are then outstanding, then for all purposes in connection with such redemption each \$5,000 of face value shall be treated as though it were a separate Note of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value represented by any Note is selected for redemption, then upon notice of intention to redeem such \$5,000 unit or units, the Registered Owner or the Registered Owner’s duly authorized agent shall forthwith present and surrender such Note to the Note Registrar: (1) for payment of the Redemption Price and interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption, and (2) for exchange without charge to the Registered Owner thereof, for a new Note or Notes of the aggregate principal amount of the unredeemed portion of the principal amount of such Note. If the Registered Owner of any such Note fails to present such Note to the Paying Agent for payment and exchange as aforesaid, such Note shall, nevertheless, become due and payable on the redemption date to the extent of the \$5,000 unit or units of face value called for redemption (and to that extent only).

Unless waived by any Registered Owner of Notes to be redeemed, if the City shall call any Notes for redemption and payment prior to the stated maturity thereof, the City shall give written notice of its intention to call and pay said Notes to the Note Registrar, and the Underwriter. In addition, the City shall in accordance with the requirements of K.S.A. 10-129, as amended, cause the Note Registrar to give written notice of redemption to the Registered Owners of said Notes. Each of said written notices shall be deposited in the United States first class mail not less than 30 days prior to the Redemption Date.

All official notices of redemption shall be dated and shall contain the following information: (a) the Redemption Date; (b) the Redemption Price; (c) if less than all outstanding Notes are to be redeemed, the identification (and, in the case of partial redemption of any Notes, the respective principal amounts) of the Notes to be redeemed; (d) a statement that on the Redemption Date the Redemption Price will become due and payable upon each such Note or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the Redemption Date; and (e) the place where such Notes are to be surrendered for payment of the Redemption Price, which shall be the principal office of the Paying Agent. The failure of any Registered Owner to receive notice given as heretofore provided or an immaterial defect therein shall not invalidate any redemption.

Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of money sufficient to pay the Redemption Price of all the Notes or portions of Notes that are to be redeemed on such Redemption Date. Official notice of redemption having been given as aforesaid, the Notes or portions of Notes to be redeemed shall become due and payable on the Redemption Date, at the Redemption Price therein specified, and from and after the Redemption

Date (unless the Issuer defaults in the payment of the Redemption Price) such Notes or portion of Notes shall cease to bear interest.

In addition to the foregoing notice, the Paying Agent is also directed to comply with any mandatory or voluntary standards then in effect for processing redemptions of municipal securities established by the State or the Securities and Exchange Commission. Failure to comply with such standards shall not affect or invalidate the redemption of any Note.

BE IT FURTHER RESOLVED that the Notes shall contain recitals and be in the form as prescribed by law. The Notes shall in addition to all other requirements be subject to the terms and conditions of the agreement entitled “Agreement Between Issuer and Agent” by and between the City and the Treasurer of the State of Kansas.

BE IT FURTHER RESOLVED that the Notes shall be executed by the facsimile or manual signature of the Mayor and City Clerk or Deputy City Clerk and the seal of the City shall be printed or affixed thereon and, after such execution and the registration of the Notes by the City Clerk and the State Treasurer, Topeka, Kansas, hereby designated as both the City’s Note Registrar and Paying Agent in connection with the Notes, they shall be countersigned by the City Clerk or Deputy City Clerk and delivered to the purchaser thereof upon receipt of the purchase price thereof, said purchase price to be not less than the principal amount thereof plus accrued interest. The proceeds of the Notes shall be placed in the City Treasury and applied solely to pay the costs of the Improvements and the costs of issuing the Notes.

BE IT FURTHER RESOLVED that the Notes shall be issued and sold to, _____, _____, _____, in accordance with both the Note Bid Form (the “Note Bid Form”) between such purchaser and the City, the execution of which Note Bid Form is hereby authorized, and the terms and conditions of this Resolution.

BE IT FURTHER RESOLVED that the City covenants and agrees that no part of the proceeds of the Notes or other proceeds shall be used, at any time, directly or indirectly in a manner which if such use had been reasonably anticipated on the date of the issuance of the Notes would have caused the Notes to be or become “Arbitrage Bonds” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, and the Regulations of the Treasury Department thereunder proposed or in effect at the time of such use applicable to obligations issued on the date of issuance of the Notes.

BE IT FURTHER RESOLVED that the Notes are NOT designated as “qualified tax-exempt obligations” for the purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

BE IT FURTHER RESOLVED that the City hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate attached to the Final Certificate of the City included in the transcript of proceedings regarding the Notes. Notwithstanding any other provision of this Resolution, failure of the City to comply with the Continuing Disclosure Certificate shall not be considered an event of default of the City’s obligations either under this Resolution or in connection with the Notes; provided, however, any owner of the Notes may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Section.

BE IT FURTHER RESOLVED that the form of the Preliminary Official Statement and the Official Statement, both of which will be dated as of the date set forth thereon, all in the form presented at the meeting at which this Resolution is adopted, are hereby approved, ratified and

confirmed, and the execution, circulation and distribution thereof are thereby approved, ratified and confirmed for and on behalf of the City in substantially the form presented at this meeting.

BE IT FURTHER RESOLVED that the authorization of the Improvements is hereby ratified and affirmed.

BE IT FURTHER RESOLVED that this Resolution shall take effect and be in force from and after its passage and approval.

IT IS SO RESOLVED.

PASSED and approved this 27th day of April, 2021.

CITY OF LEAVENWORTH, KANSAS

{Seal}

Nancy D. Bauder, Mayor

ATTEST:

Carla Williamson, CMC, City Clerk

EXHIBIT A

(BLANKET ISSUER LETTER OF REPRESENTATION)

The Depository Trust Company

A subsidiary of the Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

(To be completed by Issuer and Co-Issuer(s), if applicable)

CITY OF LEAVENWORTH, KANSAS

(Name of Issuer and Co-Issuer(s), if applicable)

April 13, 2021

(Date)

The Depository Trust Company
18301 Bermuda Green Drive
Tampa, FL 33647
Attention: Underwriting Department

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request to be made eligible for deposit by The Depository Trust Company ("DTC").

Issuer is: **(Note: Issuer shall represent one and cross out the other.)**

~~Incorporated in~~ formed under the laws of the State of Kansas

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Very truly yours,

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

City of Leavenworth, Kansas

(Issuer)

By: 

(Authorized Officer's Signature)

Nancy D. Bauder, Mayor

(Print Name)

100 North 5th Street

(Street Address)

Leavenworth, Kansas 66048

(City)

(State)

(Country)

(Zip Code)

913-684-0335

(Phone Number)

cwilliamson@firstcity.org

(E-mail)

DTCC

Address)

BLOR 06-2013

**SAMPLE OFFERING DOCUMENT LANGUAGE
DESCRIBING BOOK-ENTRY-ONLY ISSUANCE**

(Prepared by DTC--bracketed material may be applicable only to certain issues)

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the securities (the "Securities"). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue, and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.]

2. DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

SCHEDULE A
(To Blanket Issuer Letter of Representations)

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.]

[6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.]

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

[9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.]

10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

11. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

BLOR 06-2013

RESOLUTION

OF

CITY OF LEAVENWORTH, KANSAS

PASSED

APRIL 27, 2021



\$9,635,000
GENERAL OBLIGATION BONDS
SERIES 2021-A

RESOLUTION

TABLE OF CONTENTS

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms.....	<u>Page</u> 1
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ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds.....	6
Section 202. Description of the Bonds.....	7
Section 203. Designation of Paying Agent and Bond Registrar.....	7
Section 204. Method and Place of Payment of the Bonds.....	8
Section 205. Registration, Transfer and Exchange of Bonds.....	9
Section 206. Execution, Registration, Authentication and Delivery of Bonds.....	9
Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.....	10
Section 208. Cancellation and Destruction of Bonds upon Payment.....	10
Section 209. Preliminary and Final Official Statement.....	11
Section 210. Sale of the Bonds.....	11
Section 211. Book-Entry Bonds; Securities Depository.....	11

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional Redemption by the City.....	12
Section 302. Selection of Bonds to be Redeemed.....	13
Section 303. Notice and Effect of Call for Redemption.....	14

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds.....	15
Section 402. Levy and Collection of Annual Tax.....	15

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS

DEPOSIT AND APPLICATION OF MONEYS

Section 501. Establishment of Funds and Account.....	15
Section 502. Disposition of Bond Proceeds and Funds of the City.....	16
Section 503. Withdrawals from the Project Account.....	16
Section 504. Surplus in the Project Account.....	16
Section 505. Application of Moneys in Principal and Interest Account.....	16
Section 506. Application of Moneys in Rebate Fund.....	17

Section 507. Deposits and Investment of Moneys.....	17
Section 508. Nonpresentment of Bonds.....	18

ARTICLE VI

DEFAULT AND REMEDIES

Section 601. Remedies.....	18
Section 602. Limitation on Rights of Owners.....	18
Section 603. Remedies Cumulative.....	18

ARTICLE VII

DEFEASANCE

Section 701. Defeasance.....	19
------------------------------	----

ARTICLE VIII

TAX COVENANTS

Section 801. General Covenants.....	20
Section 802. Rebate Covenants.....	20
Section 803. Survival of Covenants.....	20
Section 804. Qualified Tax-exempt Obligations.....	20

ARTICLE IX

CONTINUING DISCLOSURE REQUIREMENTS

Section 901. Disclosure Requirements.....	20
Section 902. Failure to Comply with Continuing Disclosure Requirements.....	20

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1001. Annual Audit.....	21
Section 1002. Amendments.....	21
Section 1003. Notices, Consents and Other Instruments by Owners.....	22
Section 1004. Further Authority.....	22
Section 1005. Severability.....	23
Section 1006. Governing Law.....	23
Section 1007. Effective Date.....	23
Passage.....	24
Signatures and Seal.....	24

Exhibit A: Form of Bond
Exhibit B: Letter of Representations

RESOLUTION NO. B-2282

A RESOLUTION AUTHORIZING THE ISSUANCE AND DELIVERY OF \$9,635,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, SERIES 2021-A, OF THE CITY OF LEAVENWORTH, KANSAS, FOR THE PURPOSE OF PROVIDING FUNDS TO PERMANENTLY FINANCE CERTAIN GENERAL IMPROVEMENTS, MAIN TRAFFICWAY IMPROVEMENTS AND THE PURCHASE AND ACQUISITION OF CERTAIN PUBLIC SAFETY EQUIPMENT, TOGETHER WITH ALL THINGS NECESSARY AND INCIDENTAL THERETO; AND PRESCRIBING THE FORM AND DETAILS OF SAID BONDS, ALL PURSUANT TO CHARTER ORDINANCE NO. 56 OF THE CITY, HOME RULE ORDINANCE NO. 7942 OF THE CITY, K.S.A. 12-685 ET SEQ., AND ARTICLE 1 OF CHAPTER 10 OF THE KANSAS STATUTES ANNOTATED, ALL AS AMENDED.

WHEREAS, the Governing Body of the **City of Leavenworth, Kansas**, (the "City") has by its Ordinance No. 8160 passed and approved April 27, 2021, (the "Ordinance") authorized the issuance of its General Obligation Bonds, Series 2021-A, in the aggregate principal amount of \$9,635,000 (the "Bonds") under the authority of Charter Ordinance No. 56 of the City, Home Rule Ordinance No. 7942 of the City, K.S.A. 12-685 et seq., and Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended, for the purpose of providing funds to (1) permanently finance a portion of the cost of constructing certain improvements to New Lawrence Road, including redeeming and paying the remaining outstanding Series A2018 Notes in the principal amount of \$390,000 together with accrued interest payable thereon on May 13, 2021; (2) permanently finance the costs of constructing certain improvements to Thornton Street and 10th Avenue, including redeeming and paying a portion of the Series A2019 Notes in the principal amount of \$6,040,000 together with accrued interest payable thereon on May 13, 2021; (3) permanently finance the costs of constructing the City's 2020 general improvements, including redeeming and paying the Series A2020 Notes in the principal amount of \$1,400,000 together with accrued interest payable thereon on June 1, 2021; (4) finance the purchase and acquisition of certain public safety equipment; and (5) paying the cost of issuing the Bonds; and

WHEREAS, in accordance with the City's notice of the sale of the Bonds published in accordance with the requirements of law the Bonds have been sold to and purchased by _____, _____, _____; and

WHEREAS, in accordance with the terms and conditions of the Ordinance, the City hereby intends to both prescribe the form and details of the Bonds and authorize certain other documents and actions in connection with the issuance of the Bonds.

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms. In addition to words and terms identified elsewhere herein, the following words and terms as used in this Resolution shall have the following meanings:

"Act" means collectively K.S.A. 10-101 to 10-125, inclusive; Charter Ordinance No. 56 of the City; Home Rule Ordinance No. 7942 of the City; and K.S.A. 12-685 et seq., all as amended.

"Arbitrage Instructions" means the Arbitrage Instructions included in Article IV of the City's Federal Tax Certificate dated as of the date of issuance and delivery of the Bonds, as the same may be amended or supplemented in accordance with the provisions thereof.

"Bond and Interest Fund" means the Bond and Interest Fund of the City for its general obligation bonds.

"Bond Counsel" means the firm of Nichols and Wolfe Chartered, or any other attorney or firm of attorneys with a nationally recognized standing in the field of municipal bond financing as selected by the City.

"Bond Payment Date" means any date on which principal of or interest on any Bond is payable.

"Bond Register" means the books for the registration, transfer and exchange of Bonds kept at the office of the Bond Registrar.

"Bond Registrar" means the Treasurer of the State of Kansas, Topeka, Kansas, and its successors and assigns.

"Bonds" means the General Obligation Bonds, Series 2021-A, authorized and issued by the City pursuant to the Ordinance.

"Business Day" means a day other than a Saturday, Sunday or holiday on which the Paying Agent is scheduled in the normal course of its operations to be open to the public for conduct of its operations.

"Cede & Co." means Cede & Co., as nominee name of The Depository Trust Company, New York, New York.

"City" means the City of Leavenworth, Kansas, the issuer of the Bonds.

"Clerk" means the duly appointed and/or elected Clerk of the City or, in the Clerk's absence, the duly appointed Deputy Clerk or Acting Clerk of the City.

"Code" means the Internal Revenue Code of 1986, as amended.

"Costs of Issuance" means all costs of issuing the Bonds, including all publication, printing, signing and mailing expenses in connection therewith, registration fees, financial advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses incurred in connection with compliance with the Code and with the Disclosure Certificate, all expenses, if any, incurred in connection with receiving ratings on the Bonds.

"Dated Date" means May 12, 2021.

"Defaulted Interest" means interest on any Bond which is payable but not paid on any Interest Payment Date.

"Defeasance Obligations" means any of the following obligations:

(a) United States Government Obligations that are not subject to redemption in advance of their maturity dates; or

(b) obligations of any state or political subdivision of any state, the interest on which is excluded from gross income for federal income tax purposes and which meet the following conditions:

(1) the obligations are (i) not subject to redemption prior to maturity or (ii) the trustee for such obligations has been given irrevocable instructions concerning their calling and redemption and the City of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

(2) the obligations are secured by cash or United States Government Obligations that may be applied only to principal of, premium, if any, and interest payments on such obligations;

(3) such cash and the principal of and interest on such United States Government Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the obligations;

(4) such cash and United States Government Obligations serving as security for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust; and

(5) such cash and United States Government Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent.

"Disclosure Certificate" means the Continuing Disclosure Certificate attached to the City's Final Certificate as Exhibit D and included in the transcript of proceedings pertaining to the issuance of the Bonds.

"EMMA" means the Electronic Municipal Market Access (EMMA) System, the web-based platform of the Municipal Securities rulemaking Board.

"Event of Default" means each of the following occurrences or events:

(a) Payment of the principal or the Redemption Price of any of the Bonds shall not be made when the same shall become due and payable, either at Stated Maturity or by proceedings for redemption or otherwise; or

(b) Payment of any installment of interest on any of the Bonds shall not be made when the same shall become due; or

(c) The City shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on the part of the City to be performed (other than relating to Rule 15c2-12 as defined in the Disclosure Certificate), and such default shall continue for thirty (30) days after written notice specifying such default and requiring same to be remedied shall have been given to the City by the Owner of any of the Bonds then Outstanding.

"Federal Tax Certificate" means the certificate so named and included in the transcript of proceedings pertaining to the issuance of the Bonds describing the investment and use of the proceeds of the Bonds.

"Fiscal Year" means the twelve month period ending on December 31.

"Funds and Accounts" means funds and accounts created or referred to in **Section 501** hereof.

"Improvements" mean construction of certain general improvements, main trafficway improvements and the purchase and acquisition of certain public safety equipment in accordance with the legal authority as described in the recitals to this Resolution.

"Interest Payment Date(s)" means the Stated Maturity of an installment of interest on any Bond which shall be March 1 and September 1 of each year, commencing March 1, 2022.

"Maturity" when used with respect to any Bond means the date on which the principal of such Bond becomes due and payable as therein and herein provided, whether at the Stated Maturity thereof or call for redemption or otherwise.

"Mayor" means the duly appointed and/or elected Mayor of the City or, in the Mayor's absence, the duly appointed Deputy Mayor or Acting Mayor of the City.

"Ordinance" means Ordinance No. 8160 passed and approved April 27, 2021, and published as required by law, pursuant to which the issuance of the Bonds has been authorized.

"Outstanding" means, when used with reference to the Bonds, as of a particular date of determination, all Bonds theretofore authenticated and delivered, except the following Bonds:

(a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent for cancellation;

(b) Bonds deemed to be paid in accordance with the provisions of **Section 701** hereof; and

(c) Bonds in exchange for or in lieu of which other Bonds have been authenticated and delivered hereunder.

"Owner" when used with respect to any Bond means the Person in whose name such Bond is registered on the Bond Register.

"Participants" means those financial institutions for whom the Securities Depository effects book-entry transfers and pledges of securities deposited with the Securities Depository, as such listing of Participants exists at the time of such reference.

"Paying Agent" means the State Treasurer, and any successors and assigns.

"Permitted Investments" means: (a) investments authorized by K.S.A. 12-1675 and amendments thereto; (b) the municipal investment pool established pursuant to K.S.A. 12-1677a, and amendments thereto; (c) direct obligations of the United States Government or any agency thereof; (d) the City's temporary notes issued pursuant to K.S.A. 10-123 and amendments thereto; (e) interest-bearing time deposits in commercial banks located in the county or counties in which the City is located; (f) obligations of the federal national mortgage association, federal home loan banks or the federal home loan mortgage corporation; (g) repurchase agreements for securities described in (c) or (f); (h) investment agreements with or other obligations of a financial institution the obligations of which at the time of investment are rated in either of the three highest rating categories by Moody's, Inc. or Standard & Poor's; (i) investments in shares or units of a money market fund or trust the portfolio of which is comprised entirely of securities described in (c) or (f); (j) receipts evidencing ownership interests in securities or portions thereof described in (c) or (f); (k) municipal bonds or other obligations issued by any municipality of the

State as defined in K.S.A. 10-1101 which are general obligations of the municipality issuing the same; or (l) bonds of any municipality of the States as defined in K.S.A. 10-1101 which have been refunded in advance of their maturity and are fully secured as to payment of principal and interest thereon by deposit in trust, under escrow agreement with a bank, of securities described in (c) or (f). No Permitted Investment shall include any derivative investment instrument whose market price is derived from the fluctuating value of an underlying asset, index, currency, futures contract, including futures, options and collateralized mortgage obligations.

"Person" means any natural person, corporation, partnership, joint venture, association, firm, joint-stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof or other public body.

"Principal and Interest Account" means the Principal and Interest Account for the City of Leavenworth, Kansas, General Obligation Bonds, Series 2021-A, created herein within the City's Bond and Interest Fund.

"Project Account" means the Project Account in the treasury of the City, created herein.

"Purchase Price" means the par value of the Bonds plus accrued interest to the date of delivery.

"Purchaser" means _____, _____, _____, the original purchaser of the Bonds.

"Rebate Fund" means the Rebate Fund for the City of Leavenworth, Kansas, General Obligation Bonds, Series 2021-A, created herein.

"Record Dates" for the interest payable on any Interest Payment Date means the fifteenth day (whether or not a Business Day) of each month preceding such Interest Payment Date.

"Redemption Date" when used with respect to any Bond to be redeemed means the date fixed for the redemption of such Bond pursuant to the terms of this Resolution.

"Redemption Price" when used with respect to any Bond to be redeemed means the price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including the applicable redemption premium, if any, but excluding installments of interest whose Stated Maturity is on or before the Redemption Date.

"Replacement Bonds" means Bonds issued to the beneficial owners of the Bonds in accordance with **Section 211** hereof.

"Representation Letter" means the Blanket Issuer Letter of Representations from the City to the Securities Depository with respect to the Bonds, substantially in the form attached to this Resolution as Exhibit B.

"Resolution" means this resolution relating to the Bonds.

"Securities Depository" means, initially, The Depository Trust Company, New York, New York, and its successors and assigns.

"Special Record Date" means the date fixed by the Paying Agent pursuant to **Section 204** hereof for the payment of Defaulted Interest.

"Series A2018 Note Resolution" means Resolution No. B-2201 of the City adopted on June 12, 2018, authorizing the issuance of the Series A2018 Notes.

"Series A2018 Notes" means the City's Temporary Notes, Series A2018, dated June 28, 2018, maturing on June 1, 2022, in the principal amount of \$390,000, all being paid and redeemed on May 13, 2021, from proceeds of the Bonds.

"Series A2019 Note Resolution" means Resolution No. B-2224 of the City adopted on June 11, 2019, authorizing the issuance of the Series A2019 Notes.

"Series A2019 Notes" means the City's Temporary Notes, Series A2019, dated June 27, 2019, maturing on December 1, 2022, in the principal amount of \$6,040,000 being paid and redeemed on May 13, 2021, from proceeds of the Bonds.

"Series A2020 Note Resolution" means Resolution No. B-2252 of the City adopted on June 9, 2020, authorizing the issuance of the Series A2020 Notes.

"Series A2020 Notes" means the City's Temporary Notes, Series A2020, dated June 25, 2020, maturing on December 1, 2021, in the principal amount of \$1,400,000 being paid and redeemed on June 1, 2021, from proceeds of the Bonds.

"State" means the State of Kansas.

"State Treasurer" means the duly elected Treasurer or, in the Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas.

"Stated Maturity" when used with respect to any Bond or any installment of interest thereon means the date specified in such Bond and this Resolution as the fixed date on which the principal of such Bond or such installment of interest is due and payable.

["Term Bonds" means the Bonds scheduled to mature in the year 20__.]

"Treasurer" means the duly appointed and/or elected Treasurer of the City or, in the Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the City.

"United States Government Obligations" means bonds, notes, certificates of indebtedness, treasury bills or other securities consisting of direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States of America, including evidences of a direct ownership interest in the future interest or principal payment on obligations issued by the United States of America (including the interest component of obligations of the Resolution Funding Corporation).

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds. There shall be issued and hereby are authorized and directed to be issued the General Obligation Bonds, Series 2021-A, of the City in the aggregate principal amount of \$9,635,000 for the purpose of providing funds to (1) permanently finance a portion of the costs of constructing certain improvements to New Lawrence Road, including redeeming and paying the remaining outstanding Series A2018 Notes in the principal amount of \$390,000 together with accrued interest payable thereon on May 13,

2021; (2) permanently finance the costs of constructing certain improvements to Thornton Street and 10th Avenue, including redeeming and paying a portion of the Series A2019 Notes in the principal amount of \$6,040,000 together with accrued interest payable thereon on May 13, 2021; (3) permanently finance the costs of constructing the City's 2020 general improvements, including redeeming and paying the Series A2020 Notes in the principal amount of \$1,400,000 together with accrued interest payable thereon on June 1, 2021; (4) finance the purchase the acquisition of certain public safety equipment; and (5) pay the cost of issuing the Bonds.

Section 202. Description of the Bonds. The Bonds shall consist of fully registered bonds in the denominations of \$5,000 or any integral multiple thereof and shall be numbered in such manner as the Bond Registrar shall determine. All of the Bonds shall be dated May 12, 2021, shall become due in the amounts on the Stated Maturities (subject to redemption and payment prior to their Stated Maturities as provided in Article III hereof), and shall bear interest at the rates per annum as follows:

SERIAL BONDS

<u>MATURITY</u> <u>(SEPTEMBER 1)</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>INTEREST</u> <u>RATE</u>
2022	\$670,000	____%
2023	715,000	____
2024	720,000	____
2025	725,000	____
2026	730,000	____
2027	740,000	____
2028	745,000	____
2029	750,000	____
2030	770,000	____
2031	775,000	____
2032	445,000	____
2033	450,000	____
2034	460,000	____
2035	465,000	____
2036	475,000	____

The Bonds shall bear interest at the above specified rates (computed on the basis of a 360-day year of twelve 30-day months) from the later of the Dated Date or the most recent Interest Payment Date to which interest has been paid, payable on the Interest Payment Dates in the manner set forth in **Section 204** hereof.

Each of the Bonds, as originally issued or issued upon transfer, exchange or substitution, shall be typed or printed in accordance with the format required by the Attorney General of the State and shall be substantially in the form attached hereto as Exhibit A or as may be required by the Attorney General pursuant to the Notice of Systems of Registration for Kansas Municipal Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas Bond Registration Law, K.S.A. 10-620 et seq.

Section 203. Designation of Paying Agent and Bond Registrar. The State Treasurer, Topeka, Kansas, is hereby designated as the Paying Agent for the payment of the principal of and interest on the Bonds and Bond Registrar with respect to the registration, transfer and exchange of Bonds. The Mayor and Clerk of the City are hereby authorized and empowered to execute on behalf of the City an agreement with the Bond Registrar and Paying Agent for the Bonds.

The City will at all times maintain a Paying Agent and Bond Registrar meeting the qualifications herein described for the performance of the duties hereunder. The City reserves the right to appoint a successor Paying Agent or Bond Registrar by (1) filing with the Paying Agent or Bond Registrar then performing such function a certified copy of the proceedings giving notice of the termination of such Paying Agent or Bond Registrar and appointing a successor, and (2) causing notice of appointment of the successor Paying Agent and Bond Registrar to be given by first class mail to each Owner. No resignation or removal of the Paying Agent or Bond Registrar shall become effective until a successor has been appointed and has accepted the duties of Paying Agent or Bond Registrar.

Every Paying Agent or Bond Registrar appointed hereunder shall at all times meet the requirements of K.S.A. 10-501 et seq. and K.S.A. 10-620 et seq., respectively.

Section 204. Method and Place of Payment of the Bonds. The principal or Redemption Price of and interest on the Bonds shall be payable in any coin or currency which, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.

The principal or Redemption Price of each Bond shall be paid at Maturity to the Person in whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presentation and surrender of such Bond at the principal corporate trust office of the Paying Agent.

The interest payable on each Bond on any Interest Payment Date shall be paid to the Owner of such Bond as shown on the Bond Register at the close of business on the Record Date for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank (which shall be in the continental United States) ABA routing number and account number to which such Owner wishes to have such transfer directed.

Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record Date and shall be payable to the Owner in whose name such Bond is registered at the close of business on the Special Record Date for the payment of such Defaulted Interest, which Special Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond and the date of the proposed payment (which date shall be at least 30 days after receipt of such notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall promptly notify the City of such Special Record Date and, in the name and at the expense of the City, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond entitled to such notice at the address of such Owner as it appears on the Bond Register not less than 10 days prior to such Special Record Date.

The Paying Agent shall keep a record of payment of principal and Redemption Price of and interest on all Bonds and at least annually shall forward a copy or summary of such records to the City.

Section 205. Registration, Transfer and Exchange of Bonds. The City covenants that, as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the office of the Bond Registrar as herein provided. Each Bond when issued shall be registered in the name of the Owner thereof on the Bond Register.

Bonds may be transferred and exchanged only on the Bond Register as provided in this Section. Upon surrender of any Bond at the principal corporate trust office of the Bond Registrar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds in any authorized denomination of the same Stated Maturity and in the same aggregate principal amount as the Bond that was presented for transfer or exchange.

Bonds presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly authorized agent.

In all cases in which the privilege of transferring or exchanging Bonds is exercised, the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The City shall pay the fees and expenses of the Bond Registrar for the registration, transfer and exchange of Bonds provided for by this Resolution and the cost of printing a reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred in the secondary market, other than fees of the Bond Registrar, are the responsibility of the Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient to pay any governmental charge required to be paid as a result of such failure. In compliance with Section 3406 of the Code, such amount may be deducted by the Paying Agent from amounts otherwise payable to such Owner hereunder or under the Bonds.

The City and the Bond Registrar shall not be required (a) to register the transfer or exchange of any Bond that has been called for redemption after notice of such redemption has been mailed by the Paying Agent pursuant to **Section 303** hereof and during the period of 15 days next preceding the date of mailing of such notice of redemption; or (b) to register the transfer or exchange of any Bond during a period beginning at the opening of business on the day after receiving written notice from the City of its intent to pay Defaulted Interest and ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to **Section 204** hereof.

The City and the Paying Agent may deem and treat the Person in whose name any Bond is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is overdue or not, for the purpose of receiving payment of, or on account of, the principal or Redemption Price of and interest on said Bond and for all other purposes. All payments so made to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the Paying Agent shall be affected by any notice to the contrary.

At reasonable times and under reasonable regulations established by the Bond Registrar, the Bond Register may be inspected and copied by the Owners of 10% or more in principal amount of the Bonds then Outstanding or any designated representative of such Owners whose authority is evidenced to the satisfaction of the Bond Registrar.

Section 206. Execution, Registration, Authentication and Delivery of Bonds. Each of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially delivered, shall be executed for and on behalf of the City by the manual or facsimile signature of

the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the City shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds to be registered in the office of the Clerk, which registration shall be evidenced by the manual or facsimile signature of the Clerk with the seal of the City affixed thereto or imprinted thereon. The Bonds shall also be registered in the office of the State Treasurer, which registration shall be evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall nevertheless be valid and sufficient for all purposes, as if such person had remained in office until delivery. Any Bond may be signed by such persons who at the actual time of the execution of such Bond are the proper officers to sign such Bond although at the date of such Bond such persons may not have been such officers.

The Bonds shall have endorsed thereon a certificate of authentication substantially in the form attached hereto as Exhibit A hereof, which shall be manually executed by an authorized officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or employee sign the certificate of authentication on all of the Bonds that may be issued hereunder at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be valid or obligatory for any purpose unless and until such certificate of authentication has been duly executed by the Bond Registrar. Such executed certificate of authentication upon any Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the Purchaser upon instructions of the City or its representative.

Section 207. Mutilated, Lost, Stolen or Destroyed Bonds. If (a) any mutilated Bond is surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond Registrar such security or indemnity as may be required by each of them, then, in the absence of notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.

If any such mutilated, destroyed, lost or stolen Bond has become or is about to become due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.

Upon the issuance of any new Bond under this Section, the City may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith.

Every new Bond issued pursuant to this Section shall constitute a replacement of the prior obligation of the City, and shall be entitled to all the benefits of this Resolution equally and ratably with all other Outstanding Bonds.

Section 208. Cancellation and Destruction of Bonds Upon Payment. All Bonds that have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment, redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate in duplicate describing the Bonds so cancelled and destroyed and shall file an executed counterpart of such certificate with the City.

Section 209. Preliminary and Final Official Statement. The Preliminary Official Statement dated April 14, 2021, is hereby ratified and approved. 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 City hereby deems the information regarding the City contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the City are hereby authorized, if requested, to provide the Purchaser a letter or certification to such effect and to 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 such Rule.

The final Official Statement is hereby authorized to be prepared 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 Mayor is hereby authorized to execute the final Official Statement as so supplemented, amended and completed, and the use and public distribution of the final Official Statement by the Purchaser in connection with the reoffering of the Bonds is hereby authorized. The proper officials of the City 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 Bonds.

The City agrees to provide to the Purchaser within seven business days of the date of the sale of Bonds sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 210. Sale of the Bonds. The sale of the Bonds to the Purchaser is hereby ratified and confirmed. Delivery of the Bonds shall be made to the Purchaser as soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.

Section 211. Book-Entry Bonds; Securities Depository.

(a) The Bonds shall initially be registered to Cede & Co., the nominee for the Securities Depository, and no beneficial owner will receive certificates representing their respective interests in the Bonds, except in the event the Bond Registrar issues Replacement Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds, the Securities Depository will make book-entry transfers among its Participants and receive and transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the beneficial owners as described in subsection (b).

(b) (1) If the City determines (A) that the Securities Depository is unable to properly discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the records of the Securities Depository (and certified to such effect by the Securities Depository), that the continuation of a book-entry system to the exclusion of any Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and of the availability of certificates to Owners requesting the same, and the Bond Registrar shall register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or their nominees in principal amounts representing the interest of each, making such adjustments

as it may find necessary or appropriate as to accrued interest and previous calls for redemption; provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the City, with the consent of the Bond Registrar, may select a successor securities depository in accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all references to the Securities Depository herein shall relate to the period of time when the Securities Depository has possession of at least one Bond. Upon the issuance of Replacement Bonds, all references herein to obligations imposed upon or to be performed by the Securities Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to the extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns and the City, the Bond Registrar or Owners are unable to locate a qualified successor of the Securities Depository in accordance with **Section 211(c)** hereof, then the Bond Registrar shall authenticate and cause delivery of Replacement Bonds to Owners, as provided herein. The Bond Registrar may rely on information from the Securities Depository and its Participants as to the names of the beneficial owners of the Bonds. The cost of printing, registration, authentication and delivery of Replacement Bonds shall be paid for by the City.

(c) In the event the Securities Depository resigns, is unable to properly discharge its responsibilities, or is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a successor Securities Depository provided the Bond Registrar and the City receive written evidence with respect to the ability of the successor Securities Depository to discharge its responsibilities. Any such successor Securities Depository shall be a securities depository which is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or other applicable statute or regulation that operates a securities depository upon reasonable and customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall cause the delivery of Bonds to the successor Securities Depository in appropriate denominations and form as provided herein.

(d) The execution and delivery of the Representation Letter to DTC by the Mayor of the City in the form attached hereto as Exhibit B with such changes, omissions, insertions and revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the Representation Letter by the Mayor shall be conclusive evidence of such approval. The Representation Letter shall set forth certain matters with respect to, among other things, notices, consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder as it has with respect to its actions under this Resolution.

ARTICLE III

REDEMPTION OF BONDS

Section 301. (a) Optional Redemption by City. At the option of the City, the Bonds or portions thereof either maturing or subject to optional redemption and payment on September 1, 2030, and thereafter may be called for redemption and payment prior to their Stated Maturity on September 1, 2029, and thereafter as a whole or in part at any time (selection of maturities and the amount of Bonds of each maturity to be redeemed to be determined by the City), at the Redemption Price of 100% (expressed as a percentage of the principal amount), plus accrued interest thereon to the Redemption Date.

[(b) Mandatory Redemption. The Term Bonds shall be subject to mandatory redemption and payment prior to Stated Maturity pursuant to the mandatory redemption requirements of this Section at a Redemption Price equal to 100% of the principal amount thereof plus accrued interest to the Redemption Date. The taxes levied in Article IV hereof which are to be deposited into the Principal and Interest Account shall be sufficient to redeem,

and the City shall redeem on September 1 in the years, the principal amounts of such Term Bonds as follows:

<u>Principal Amount</u>	<u>Year</u>
\$ _____	20__
_____	20__

(leaving \$_____ to mature September 1, 20__)

At its option, to be exercised on or before the 45th day next preceding any mandatory Redemption Date, the City may: (1) deliver to the Paying Agent for cancellation Term Bonds subject to mandatory redemption on said mandatory Redemption Date, in any aggregate principal amount desired; or (2) furnish the Paying Agent funds, together with appropriate instructions, for the purpose of purchasing any Term Bonds subject to mandatory redemption on said mandatory Redemption Date from any Owner thereof whereupon the Paying Agent shall expend such funds for such purpose to such extent as may be practical; or (3) receive a credit with respect to the mandatory redemption obligation of the City under this Section for any Term Bonds subject to mandatory redemption on said mandatory Redemption Date which, prior to such date, have been redeemed (other than through the operation of the mandatory redemption requirements of this subsection (b)) and cancelled by the Paying Agent and not theretofore applied as a credit against any redemption obligation under this subsection (b). Each Term Bond so delivered or previously purchased or redeemed shall be credited at 100% of the principal amount thereof on the obligation of the City to redeem Term Bonds of the same Stated Maturity on such mandatory Redemption Date, and any excess of such amount shall be credited on future mandatory redemption obligations for Term Bonds of the same Stated Maturity in chronological order, and the principal amount of Term Bonds to be redeemed by operation of the requirements of this Section shall be accordingly reduced. If the City intends to exercise any option granted by the provisions of clauses (1), (2) or (3) above, the City will, on or before the 45th day next preceding each mandatory Redemption Date, furnish the Paying Agent a written certificate indicating to what extent the provisions of said clauses (1), (2) and (3) are to be complied with, with respect to such mandatory redemption payment.]

Section 302. Selection of Bonds to be Redeemed. Bonds shall be redeemed only in the principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such equitable manner as the Bond Registrar may determine.

In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value represented by any Bond is selected for redemption, then upon notice of intention to redeem such \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and surrender such Bond to the Bond Registrar: (1) for payment of the Redemption Price and interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption, and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent only).

Section 303. Notice and Effect of Call for Redemption. In the event the City desires to call the Bonds for optional redemption prior to maturity, written notice of such intent shall be provided to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and shall give notice of such redemption as herein provided upon receipt by it of the City's written notice. If the Bonds are refunded more than 90 days in advance of such Redemption Date, any escrow agreement entered into by the City in connection with such refunding shall provide that such written instructions to the Paying Agent shall be given by the escrow agent on behalf of the City not more than 90 days prior to the Redemption Date. The Paying Agent may in its discretion waive such notice period so long as the notice requirements set forth in **Section 303** are met.

Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give written notice of the redemption of said Bonds on a specified date, the same being described by maturity, said notice to be mailed by United States first class mail addressed to the Owners of said Bonds to be redeemed and to the Original Purchaser of the Bonds, each of said notices to be mailed not less than 30 days prior to the date fixed for redemption. The City and Bond Registrar shall also give such additional notice as may be required by Kansas law or regulations of the Securities and Exchange Commission in effect as of the date of such notice.

All official notices of redemption shall be dated and shall contain the following information:

- (a) the Redemption Date;
- (b) the Redemption Price;
- (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be redeemed;
- (d) a statement that on the Redemption Date the Redemption Price will become due and payable upon each such Bond or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the Redemption Date; and
- (e) the place where such Bonds are to be surrendered for payment of the Redemption Price, which shall be the principal office of the Paying Agent.

The failure of any Owner to receive notice given as heretofore provided or an immaterial defect therein shall not invalidate any redemption.

Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be redeemed on such Redemption Date.

Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption Price therein specified, and from and after the Redemption Date (unless the City defaults in the payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption Price shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have

been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as provided herein and shall not be reissued.

The Paying Agent is also directed to comply with any mandatory or voluntary standards then in effect for processing redemptions of municipal securities established by the State or the Securities Exchange Commission. Failure to comply with such standards shall not affect or invalidate the redemption of any Bond.

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds. The Bonds shall be general obligations of the City payable as to both principal and interest 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 City. The full faith, credit and resources of the City are hereby irrevocably pledged for the prompt payment of the principal of and interest on the Bonds as the same become due.

Section 402. Levy and Collection of Annual Tax. The governing body of the City shall annually make provision for the payment of principal of, premium, if any, and interest on the Bonds as the same become due by levying and collecting the necessary taxes upon all of the taxable tangible property within the City in the manner provided by law.

The taxes referred to above 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 other ad valorem taxes of the City are levied and collected. The proceeds derived from said taxes shall be deposited in the Principal and Interest Account, shall be kept separate and apart from all other funds of the City and shall be used solely for the payment of the principal of, premium, if any, and interest on the Bonds as and when the same become due, taking into account the fees and expenses of the Bond Registrar and Paying Agent.

If at any time said taxes are not collected in time to pay the principal of or interest on the Bonds when due, the Treasurer is hereby authorized and directed to pay said principal or interest out of the general funds of the City and to reimburse said general funds for money so expended when said taxes are collected.

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS DEPOSIT AND APPLICATION OF MONEYS

Section 501. Establishment of Funds and Accounts. Simultaneously with the issuance of the Bonds, there shall be created within the treasury of the City the following funds and accounts:

(a) In the treasury of the City, the "Project Account";

(b) In the City's Bond and Interest Fund, the "Principal and Interest Account for the City of Leavenworth, Kansas, General Obligation Bonds, Series 2021-A (the "Principal and Interest Account"); and

(c) Rebate Fund for the City of Leavenworth, Kansas, General Obligation Bonds, Series 2021-A (the "Rebate Fund").

The Funds and Accounts established herein shall be administered in accordance with the provisions of this Resolution so long as the Bonds are Outstanding.

Section 502. Disposition of Bond Proceeds and Funds of the City. The proceeds of the Bonds, upon issuance and delivery thereof, and other required funds shall be deposited as follows:

(a) Proceeds of the Bonds in the amount of \$_____, upon issuance and delivery thereof, shall be deposited in the Project Account to pay costs of issuance which does not include underwriters discount in the amount of \$_____;

(b) Proceeds of the Bonds in the amount of \$_____, upon issuance and delivery thereof, shall be deposited in the Project Account to pay costs of purchasing and acquiring certain public safety equipment;

(c) Proceeds of the Bonds in the amount of \$_____, upon issuance and delivery thereof, together with other legally available funds of the City in the amount of \$_____, shall be deposited with the Treasurer of the State of Kansas for the redemption and payment of a portion of the Series A2018 Notes on May 13, 2021;

(d) Proceeds of the Bonds in the amount of \$_____, upon issuance and delivery thereof, shall be deposited with the Treasurer of the State of Kansas for the redemption and payment of a portion of the Series A2019 Notes on May 13, 2021; and

(e) Proceeds of the Bonds in the amount of \$_____, upon issuance and delivery thereof, together with other legally available funds of the City in the amount of \$_____, shall be deposited with the Treasurer of the State of Kansas for the redemption and payment of the Series A2020 Notes on June 1, 2021.

Section 503. Withdrawals from the Project Account. The Treasurer shall make withdrawals from the Project Account solely for the purpose of paying the costs of purchasing and acquiring the public safety equipment and paying the costs of issuing the bonds. Such withdrawals shall be made only on due authorization by the governing body of the City.

Section 504. Surplus in the Project Account. All moneys remaining in the Project Account after the payment of purchasing and acquiring the public safety equipment and the Costs of Issuance, as determined by the governing body of the City, shall be transferred immediately to the Principal and Interest Account and applied to the next installment of principal due on the series of Bond from which surplus moneys remain.

Section 505. Application of Moneys in Principal and Interest Account. All amounts paid and credited to the Principal and Interest Account shall be expended and used by the City for the sole purpose of paying the principal or Redemption Price of and interest on the Bonds as and when the same become due and the usual and customary fees and expenses of the Bond Registrar and Paying Agent. The Treasurer is authorized and directed to withdraw from the Principal and Interest Account sums sufficient to pay both principal or Redemption Price of and interest on the Bonds and the fees and expenses of the Bond Registrar and Paying Agent as and when the same become due, and to forward such sums to the Paying Agent in a manner which ensures that the Paying Agent will receive immediately available funds in such amounts on or before the Business Day immediately preceding the dates when such principal, interest and fees of the Bond Registrar and Paying Agent will become due. If, through the lapse of time or

otherwise, the Owners of Bonds are no longer entitled to enforce payment of the Bonds or the interest thereon, the Paying Agent shall return said funds to the City. All moneys deposited with the Paying Agent shall be deemed to be deposited in accordance with and subject to all of the provisions contained in this Resolution and shall be held in trust by the Paying Agent for the benefit of the Owners of the Bonds and entitled to payment from such moneys.

Any moneys or investments remaining in the Principal and Interest Account after the retirement of the indebtedness for which the Bonds were issued shall be transferred and paid into the Bond and Interest Fund of the City.

Section 506. Application of Moneys in the Rebate Fund.

(a) There shall be deposited in the Rebate Fund such amounts as are required to be deposited therein pursuant to the Arbitrage Instructions. All money at any time deposited in the Rebate Fund shall be held in trust, to the extent required to pay rebatable arbitrage to the United States of America, and neither the City nor the Owner of any Bonds shall have any rights in or claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be governed by this Section and the Arbitrage Instructions.

(b) The City shall periodically determine the rebatable arbitrage, if any, under Section 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make payments to the United States of America at the times and in the amounts determined under the Arbitrage Instructions. Any moneys remaining in the Rebate Fund after redemption and payment of all of the Bonds and payment and satisfaction of any rebatable arbitrage, or provision made therefor, shall be deposited into the Bond and Interest Fund of the City.

(c) Notwithstanding any other provision of this Resolution, including in particular Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and to comply with all other requirements of this Section and the Arbitrage Instructions shall survive the defeasance or payment in full of the Bonds.

(d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond Counsel, such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

Section 507. Deposits and Investment of Moneys. Moneys in each of the Funds and Accounts shall be deposited in accordance with the requirements of K.S.A. 10-131, as amended. All such deposits shall be continuously and adequately secured by the financial institutions holding such deposits as provided by the laws of the State. All moneys held in the Funds and Accounts shall be kept separate and apart from all other funds of the City so that there shall be no commingling of such funds with any other funds of the City.

Moneys held in the funds and accounts herein created or established in conjunction with the issuance of the Bonds may be invested by the City in Permitted Investments or in other investments allowed by Kansas law in such amounts and maturing at such times as shall reasonably provide for moneys to be available when required in said accounts or funds; provided, however, that no such investment shall be made for a period extending longer than to the date when the moneys invested may be needed for the purpose for which such fund or account was created. All interest on any Permitted Investment held in any fund or account (except amounts required to be deposited in the Rebate Fund in accordance with the Arbitrage Instructions) shall accrue to and become a part of such fund or account; provided, however, that interest earned on investments of moneys held in the Project Account may, at the direction of the governing body of the City, be paid and credited to the Principal and Interest Account and used to pay interest on the Bonds. In determining the amount held in any fund or account under the

provisions of the Resolution, Permitted Investments shall be valued at their par value or at their then redemption value, whichever is lower.

Section 508. Nonpresentment of Bonds. If any Bond is not presented for payment when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have been made available to the Paying Agent all liability of the City to the Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Resolution or on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years after such principal or interest has become due and payable, such funds shall be paid to the City; and all liability of the Paying Agent to the owner thereof for the payment of such Bond shall forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent under this Section to pay any such funds to the City shall be subject to any provisions of law applicable to the Paying Agent or to such funds providing other requirements for disposition of unclaimed property.

ARTICLE VI

DEFAULT AND REMEDIES

Section 601. Remedies. The provisions of the Resolution, including the covenants and agreements herein contained, shall constitute a contract between the City and the Owners of the Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the equal benefit and protection of all Owners of Bonds similarly situated:

(a) by mandamus or other suit, action or proceedings at law or in equity to enforce the rights of such Owner or Owners against the City and its officers, agents and employees, and to require and compel duties and obligations required by the provisions of the Resolution or by the Constitution and laws of the State;

(b) by suit, action or other proceedings in equity or at law to require the City, its officers, agents and employees to account as if they were the trustees of an express trust; and

(c) by suit, action or other proceedings in equity or at law to enjoin any acts or things which may be unlawful or in violation of the rights of the Owners of the Bonds.

Section 602. Limitation on Rights of Owners. The covenants and agreements of the City contained herein and in the Bonds shall be for the equal benefit, protection, and security of the Owners of any or all of the Bonds, all of which Bonds shall be equal rank and without preference or priority of one Bond over any other Bond in the application of the funds herein pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as to rate of interest, date of maturity and right of prior redemption as provided in this Resolution. No one or more Owners secured hereby shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security granted and provided for herein, or to enforce any right hereunder, except in the manner herein provided, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Outstanding Bonds.

Section 603. Remedies Cumulative. No remedy conferred herein upon the Owners is intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in addition to every other remedy and may be exercised without exhausting and without regard to any other remedy conferred herein. No waiver of any default or breach of duty or contract by the

Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced and exercised from time to time and as often as may be deemed expedient. If action or proceedings taken by any Owner on account of any default or to enforce any right or exercise any remedy has been discontinued or abandoned for any reason, or shall have been determined adversely to such Owner, then, and in every such case, the City and the Owners of the Bonds shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action or other proceedings had been brought or taken.

ARTICLE VII

DEFEASANCE

Section 701. Defeasance. When any or all of the Bonds or scheduled interest payments thereon have been paid and discharged, then the requirements contained in this Resolution and the pledge of the City's faith and credit hereunder and all other rights granted hereby shall terminate with respect to the Bonds or scheduled interest payments thereon so paid and discharged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and discharged within the meaning of this Resolution if there has been deposited with the Paying Agent, or other commercial bank or trust company located in the State and having full trust powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest payments thereon, in trust for and irrevocably appropriated thereto, moneys and/or Defeasance Obligations which, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the Stated Maturity or Redemption Date, or if default in such payment has occurred on such date, then to the date of the tender of such payments; provided, however, that if any such Bonds are to be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and (2) either notice of such redemption has been given, or the City has given irrevocable instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the Bond Registrar to give such notice of redemption in compliance with **Section 303** of this Resolution. Any money and Defeasance Obligations that at any time shall be deposited with the Paying Agent or other commercial bank or trust company by or on behalf of the City, for the purpose of paying and discharging any of the Bonds, shall be and are hereby assigned, transferred and set over to the Paying Agent or other bank or trust company in trust for the respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably appropriated to the payment and discharge thereof. All money and Defeasance Obligations deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited in accordance with and subject to all of the provisions of this Resolution.

ARTICLE VIII

TAX COVENANTS

Section 801. General Covenants.

(a) The City covenants and agrees that (1) it will comply with all applicable provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the exclusion from gross income for federal income tax purposes of the interest on the Bonds and (2) it will not use or permit the use of any proceeds of Bonds or any other funds of the City, will not

take or permit any other action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds. The City will, in addition, adopt such other ordinances or resolutions and take such other actions as may be necessary to comply with the Code and with all other applicable future laws, regulations, published rulings and judicial decisions, in order to ensure that the interest on the Bonds will remain excluded from federal gross income, to the extent any such actions can be taken by the City.

(b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the City in any manner, to take or omit to take any action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Code.

(c) The City covenants and agrees that it will not use any portion of the proceeds of the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a manner that would cause any Bond to be a "private activity bond" within the meaning of Section 141(a) of the Code.

Section 802. Rebate Covenant. The City covenants and agrees that it will pay or provide for the payment from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond Counsel such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

Section 803. Survival of Covenants. The covenants contained in this Article shall remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article VII hereof or any other provision of this Resolution until the final maturity date of all Bonds Outstanding.

Section 804. Qualified Tax-exempt Obligations. The Bonds are NOT designated as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

ARTICLE IX

CONTINUING DISCLOSURE REQUIREMENTS

Section 901. Disclosure Requirements. The City hereby covenants with the Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the benefit of and enforceable by the Purchaser and such Beneficial Owners.

Section 902. Failure to Comply with Continuing Disclosure Requirements. In the event the City fails to comply in a timely manner with its covenants contained in the preceding section, the Purchaser and/or any such Beneficial Owner may make demand for such compliance by written notice to the City. In the event the City does not remedy such noncompliance within 10 days of receipt of such written notice, the Purchaser or any such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce compliance by a suit or suits in equity for the specific performance of such covenant or agreement contained in the preceding section or

for the enforcement of any other appropriate legal or equitable remedy as the Purchaser and/or any such Beneficial Owner shall deem effectual to protect and enforce any of the duties of the City under such preceding section.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1001. Annual Audit. Annually, promptly after the end of the Fiscal Year, the City will cause an audit to be made of its Funds and Accounts for the preceding Fiscal Year by a certified public accountant or firm of certified public accountants.

Within 30 days after the completion of each such audit, a copy thereof shall be filed in the office of the Clerk and made available on EMMA. Such audit shall at all times during the usual business hours of the City be open to the examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or prospective Owner.

As soon as possible after the completion of the annual audit, the governing body of the City shall review such audit, and if the audit discloses that proper provision has not been made for all of the requirements of this Resolution, the City shall promptly cure such deficiency.

Section 1002. Amendments. The rights and duties of the City and the Owners, and the terms and provisions of the Bonds or of this Resolution, may be amended or modified at any time in any respect by resolution of the City with the written consent of the Owners of not less than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced by an instrument or instruments executed by such Owners and duly acknowledged or proved in the manner of a deed to be recorded, and such instrument or instruments shall be filed with the Clerk, but no such modification or alteration shall:

- (a) extend the maturity of any payment of principal or interest due upon any Bond;
- (b) effect a reduction in the amount which the City is required to pay as principal of or interest on any Bond;
- (c) permit preference or priority of any Bond over any other Bond; or
- (d) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of this Resolution.

Any provision of the Bonds or of this Resolution may, however, be amended or modified by resolution duly adopted by the governing body of the City at any time in any legal respect with the written consent of the Owners of all of the Bonds at the time Outstanding.

Without notice to or the consent of any Owners, the City may amend or supplement this Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity therein or in connection with any other change therein which is not materially adverse to the interests of the Owners.

Every amendment or modification of the provisions of the Bonds or of this Resolution, to which the written consent of the Owners is given, as above provided, shall be expressed in a resolution adopted by the governing body of the City amending or supplementing the provisions of this Resolution and shall be deemed to be a part of this Resolution. A certified copy of every

such amendatory or supplemental resolution, if any, and a certified copy of this Resolution shall always be kept on file in the office of the Clerk, and shall be made available for inspection by the Owner of any Bond or a prospective purchaser or owner of any Bond authorized by this Resolution, and upon payment of the reasonable cost of preparing the same, a certified copy of any such amendatory or supplemental resolution or of this Resolution will be sent by the Clerk and filed on EMMA. A copy of every amendatory or supplemental resolution shall be sent to the surveillance group of any rating agency then maintaining a rating on the Bonds.

Any and all modifications made in the manner hereinabove provided shall not become effective until there has been filed with the Clerk a copy of the resolution of the City hereinabove provided for, duly certified, as well as proof of any required consent to such modification by the Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the Outstanding Bonds any reference to such amendment or modification.

The City shall furnish to the Paying Agent a copy of any amendment to the Bonds or this Resolution which affects the duties or obligations of the Paying Agent under this Resolution.

Section 1003. Notices, Consents and Other Instruments by Owners. Any notice, consent, request, direction, approval or other instrument to be signed and executed by the Owners may be in any number of concurrent writings of similar tenor and may be signed or executed by such Owners in person or by agent appointed in writing. Proof of the execution of any such instrument or of the writing appointing any such agent and of the ownership of Bonds, if made in the following manner, shall be sufficient for any of the purposes of this Resolution, and shall be conclusive in favor of the City and the Paying Agent with regard to any action taken, suffered or omitted under any such instrument, namely:

(a) The fact and date of the execution by any person of any such instrument may be proved by a certificate of any officer in any jurisdiction who by law has power to make acknowledgements within such jurisdiction that the person signing such instrument acknowledged before such officer the execution thereof, or by affidavit of any witness to such execution.

(b) The fact of ownership of Bonds, the amount or amounts, numbers and other identification of Bonds, and the date of holding the same shall be proved by the Bond Register.

In determining whether the Owners of the requisite principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be Outstanding under this Resolution, except that, in determining whether the Owners shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Owners know to be so owned shall be so disregarded. Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.

Section 1004. Further Authority. The officers and officials of the City, including the Mayor and Clerk, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 1005. Severability. If any section or other part of this Resolution is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Resolution.

Section 1006. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State.

Section 1007. Effective Date. This Resolution shall take effect and be in full force from and after its passage by the governing body of the City.

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PASSED by the governing body of the City on April 27, 2021.

CITY OF LEAVENWORTH, KANSAS

(SEAL)

Nancy D. Bauder, Mayor

ATTEST:

Carla K. Williamson, CMC, City Clerk

CERTIFICATE

I, the undersigned, hereby certify that the above and foregoing is a true and correct copy of the Resolution of the governing body of the City of Leavenworth, Kansas, adopted by the governing body at a regularly scheduled meeting held on April 27, 2021, as the same appears of record in my office, and that the Resolution has not been modified, amended or repealed and is in full force and effect as of this date.

DATED: April 27, 2021.

Carla Williamson, CMC, City Clerk

(SEAL)

EXHIBIT A
(FORM OF BOND)

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA
STATE OF KANSAS
COUNTY OF LEAVENWORTH
CITY OF LEAVENWORTH
GENERAL OBLIGATION BOND
SERIES 2021-A

No. R-_____ \$_____

Rate of Interest: _____ Maturity Date: September 1, 20__ Dated Date: May 12, 2021 CUSIP 522229_____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT _____

The City of Leavenworth, in the County of Leavenworth, State of Kansas, (the "City") for value received acknowledges itself to be indebted to and promises to pay, but solely from the sources hereinafter pledged, to the registered owner identified above, or registered assigns as hereinafter provided, on the maturity date identified above, the principal amount identified above, and in like manner to pay, as of the Record Dates as hereinafter provided, interest on such principal amount from the date of this Bond or from the most recent interest payment date to which interest has been paid prior to the registration date set forth below at the rate of interest per annum set forth above semiannually on March 1 and September 1 of each year (the "Interest Payment Dates") commencing March 1, 2022, until said principal amount is paid.

The principal of and premium, if any, on this Bond shall be payable in lawful money of the United States of America at the office of the Treasurer of the State of Kansas, Topeka, Kansas, (the "Paying Agent" and "Bond Registrar") upon presentation of this Bond for payment and cancellation. The interest on this Bond shall be payable in lawful money of the United States of America by check or draft of the Paying Agent by mailing to the registered owner thereof at the address appearing on the registration books of the City maintained by the Bond Registrar or at such other address as is furnished in writing by such registered owner to the Bond Registrar at the close of business on the 15th day of February or August next preceding the applicable interest payment date (the "Record Dates"). The full faith, credit and resources of the City are hereby pledged for the payment of the principal of and interest on this Bond and the issue of which it is a part as the same respectively become due.

This Bond is one of a duly authorized series of Bonds of the City aggregating the principal amount of \$9,635,000 (the "Bonds") issued for the purposes set forth in Ordinance No. 8160 of the City (the "Ordinance"). This Bond and the series of Bonds of which it is a part are issued by the authority of and in full compliance with the provisions, restrictions and limitations of the Constitution and Laws of the State of Kansas, including K.S.A. 10-101 to 125, inclusive,

as amended, K.S.A. 10-620 to 10-632, inclusive, Charter Ordinance No. 56 of the City, Home Rule Ordinance No. 7942, K.S.A. 12-685 et seq. and all amendments thereof, acts supplemental thereto, the Ordinance, Resolution No. B-2282 of the City (the "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.

The Bonds are issued in fully registered form in the denomination of \$5,000 each or authorized integral multiples thereof. This Bond may be exchanged at the principal office of the Bond Registrar for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations upon the terms set forth in the authorizing Ordinance and the Resolution.

At the option of the City, the Bonds or portions thereof maturing in the years 2030 and thereafter may be called for redemption and payment prior to maturity on September 1, 2029, and thereafter in whole or in part at any time in such order as may be determined by the City (selection of Bonds within the same maturity to be by lot by the Bond Registrar in such manner as it shall determine) at a redemption price of 100% of the principal amount redeemed, plus accrued interest to date of redemption.

[Each of the Bonds maturing on September 1, 20___, shall also be subject to mandatory redemption and payment prior to maturity beginning on September 1, 20___, and on each September 1 thereafter to and including September 1, 20___, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.]

Bonds will be redeemed in integral multiples of \$5,000. If less than all Bonds are called for redemption, the Bond Registrar will, in the case of Bonds in denominations greater than \$5,000, treat each \$5,000 of face value as though it were a separate Bond.

In the event of any such redemption, the Paying Agent shall give notice of such call by mailing a copy of the redemption notice by first class mail, postage prepaid, not less than thirty (30) days prior to the date of such redemption to the registered owner of each Bond to be redeemed at the address shown on the registration books maintained by the Bond Registrar. Failure to give such notice by mailing to the registered owner of any Bond, or any defect therein, shall not affect the validity of any proceedings for the redemption of other Bonds. Any notice mailed as provided herein shall be conclusively presumed to have been duly given, whether or not the owner of such Bonds received the notice.

The City and the Bond Registrar may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal hereof, or redemption price hereof and interest due hereon and for all other purposes.

This Bond is transferable by the registered owner hereof in person or by his attorney duly authorized in writing at the principal office of the Bond Registrar, but only in the manner, subject to the limitations and upon payment of the charges provided in the Resolution, and upon surrender and cancellation of this Bond. The City shall pay out of the proceeds of the Bonds or from other funds all costs incurred in connection with the issuance, transfer, exchange, registration, redemption or payment of the Bonds except (a) the reasonable fees and expenses in connection with the replacement of a Bond or Bonds mutilated, stolen, lost or destroyed or (b) any tax or other governmental charge imposed in relation to the transfer, exchange, registration, redemption or payment of the Bonds. Upon such transfer a replacement Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount will be issued to the transferee in exchange therefore.

It is hereby certified and declared that all acts, conditions and things required to be done and to exist precedent to and in the issuance of this Bond have been properly done and performed and do exist in due and regular form and manner as required by the Constitution and Laws of the State of Kansas, and that the total indebtedness of said City, including this series of bonds, does not exceed any constitutional or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication and Registration hereon shall have been lawfully executed by the Bond Registrar.

IN WITNESS WHEREOF, the said City of Leavenworth, in the State of Kansas, by its governing body, has caused this Bond to be executed by its Mayor and attested by its City Clerk by their manual with its corporate seal to be affixed, all as of the 12th day of May, 2021.

CITY OF LEAVENWORTH, KANSAS

(manual)
Mayor

ATTEST: _____
(manual)
City Clerk

(SEAL)

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the City of Leavenworth, Kansas, General Obligation Bonds, Series 2021-A described in the within mentioned Resolution.

Registration Date: _____

OFFICE OF THE STATE TREASURER
Topeka, Kansas,
as Bond Registrar and Paying Agent

By _____

I.D.#: 0187-052-051221-239

CERTIFICATE OF CITY CLERK

I, the undersigned, City Clerk of the City of Leavenworth, Kansas, do hereby certify that this Bond has been duly registered in my office according to law as of May 12, 2021.

WITNESS my hand and official seal.

(manual)
City Clerk

(SEAL)

CERTIFICATE OF STATE TREASURER

OFFICE OF THE TREASURER, STATE OF KANSAS

I, LYNN W. ROGERS, Treasurer of the State of Kansas, do hereby certify that a full and complete transcript of the proceedings leading up to the issuance of this Bond has been filed in my office and that this Bond was registered in my office according to law this _____.

WITNESS my hand and official seal.

LYNN W. ROGERS
TREASURER OF THE STATE OF KANSAS

By _____
State Treasurer

(SEAL)

BOND ASSIGNMENT

FOR VALUE RECEIVED, the undersigned does (do) hereby sell, assign and transfer to

(Name and Address)

(Social Security or Taxpayer Identifying No.)

the Bond to which this assignment is affixed in the outstanding principal amount of \$_____ standing in the name of the undersigned on the books of the Treasurer of the State of Kansas (the "Bond Registrar"). The undersigned does (do) hereby irrevocably constitute and appoint _____ as attorney to transfer said Bond on the books of said Bond Registrar with full power of substitution in the premises.

Dated _____

Name

Social Security or Taxpayer
Identifying No.

Signature (Sign Here Exactly as
Name(s) Appear on Face of
Certificate)

Signature guaranty:

By _____

EXHIBIT B
(DTC LETTERS OF REPRESENTATIONS)

The Depository Trust Company

A subsidiary of the Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

(To be completed by Issuer and Co-Issuer(s), if applicable)

CITY OF LEAVENWORTH, KANSAS

(Name of Issuer and Co-Issuer(s), if applicable)

April 13, 2021

(Date)

The Depository Trust Company
18301 Bermuda Green Drive
Tampa, FL 33647
Attention: Underwriting Department

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request to be made eligible for deposit by The Depository Trust Company ("DTC").

Issuer is: **(Note: Issuer shall represent one and cross out the other.)**

~~Incorporated in~~ formed under the laws of the State of Kansas

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Very truly yours,

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

City of Leavenworth, Kansas

(Issuer)

By: 

(Authorized Officer's Signature)

Nancy D. Bauder, Mayor

(Print Name)

100 North 5th Street

(Street Address)

Leavenworth, Kansas 66048

(City)

(State)

(Country)

(Zip Code)

913-684-0335

(Phone Number)

cwilliamson@firstcity.org

(E-mail)

DTCC

Address)

BLOR 06-2013

**SAMPLE OFFERING DOCUMENT LANGUAGE
DESCRIBING BOOK-ENTRY-ONLY ISSUANCE**

(Prepared by DTC--bracketed material may be applicable only to certain issues)

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the securities (the "Securities"). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue, and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.]

2. DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

SCHEDULE A
(To Blanket Issuer Letter of Representations)

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.]

[6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.]

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

[9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.]

10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

11. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

BLOR 06-2013

RESOLUTION

OF

CITY OF LEAVENWORTH, KANSAS

PASSED

APRIL 27, 2021

\$3,310,00
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2021-B

RESOLUTION

TABLE OF CONTENTS

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms.....	<u>Page</u> 1
--	------------------

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds.....	6
Section 202. Description of the Bonds.....	6
Section 203. Designation of Paying Agent and Bond Registrar.....	7
Section 204. Method and Place of Payment of the Bonds.....	7
Section 205. Registration, Transfer and Exchange of Bonds.....	8
Section 206. Execution, Registration, Authentication and Delivery of Bonds.....	9
Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.....	10
Section 208. Cancellation and Destruction of Bonds upon Payment.....	10
Section 209. Preliminary and Final Official Statement.....	10
Section 210. Sale of the Bonds.....	11
Section 211. Book-Entry Bonds; Securities Depository.....	11

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional Redemption by the City.....	12
Section 302. Selection of Bonds to be Redeemed.....	13
Section 303. Notice and Effect of Call for Redemption.....	13

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds.....	14
Section 402. Levy and Collection of Annual Tax.....	15

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS

DEPOSIT AND APPLICATION OF MONEYS

Section 501. Establishment of Funds and Account.....	15
Section 502. Disposition of Bond Proceeds and Funds of the City.....	15
Section 503. Withdrawals from the Cost of Issuance Account.....	16
Section 504. Surplus in the Cost of Issuance Account.....	16
Section 505. Application of Moneys in Principal and Interest Account.....	16
Section 506. Application of Moneys in Rebate Fund.....	16

Section 507. Deposits and Investment of Moneys.....	17
Section 508. Nonpresentment of Bonds.....	17

ARTICLE VI

DEFAULT AND REMEDIES

Section 601. Remedies.....	17
Section 602. Limitation on Rights of Owners.....	18
Section 603. Remedies Cumulative.....	18

ARTICLE VII

DEFEASANCE

Section 701. Defeasance.....	18
------------------------------	----

ARTICLE VIII

TAX COVENANTS

Section 801. General Covenants.....	19
Section 802. Rebate Covenants.....	19
Section 803. Survival of Covenants.....	19
Section 804. Qualified Tax-exempt Obligations.....	20

ARTICLE IX

CONTINUING DISCLOSURE REQUIREMENTS

Section 901. Disclosure Requirements.....	20
Section 902. Failure to Comply with Continuing Disclosure Requirements.....	20

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1001. Annual Audit.....	20
Section 1002. Amendments.....	20
Section 1003. Notices, Consents and Other Instruments by Owners.....	21
Section 1004. Further Authority.....	22
Section 1005. Severability.....	22
Section 1006. Governing Law.....	22
Section 1007. Effective Date.....	22
Passage.....	23
Signatures and Seal.....	23

- Exhibit A: Form of Bond
- Exhibit B: Letter of Representations

RESOLUTION NO. B-2283

A RESOLUTION AUTHORIZING THE ISSUANCE AND DELIVERY OF \$3,310,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2021-B, OF THE CITY OF LEAVENWORTH, KANSAS, FOR THE PURPOSE OF PROVIDING FUNDS TO CURRENTLY REFUND CERTAIN OUTSTANDING GENERAL OBLIGATION BONDS OF THE CITY; AND PRESCRIBING THE FORM AND DETAILS OF SAID BONDS, ALL PURSUANT TO K.S.A. 10-427 ET SEQ., AND ARTICLE 1 OF CHAPTER 10 OF THE KANSAS STATUTES ANNOTATED, ALL AS AMENDED.

WHEREAS, the Governing Body of the **City of Leavenworth, Kansas**, (the "City") has by its Ordinance No. 8161 passed and approved April 27, 2021, (the "Ordinance") authorized the issuance of its General Obligation Refunding Bonds, Series 2021-B, in the aggregate principal amount of \$3,310,000 (the "Bonds") under the authority of K.S.A. 10-427 et seq., and Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended, for the purpose of providing funds to currently refund the Refunded Bonds as described in the Ordinance in the principal amount of \$3,245,000 together with accrued interest payable thereon and pay the cost of issuing the Bonds; and

WHEREAS, in accordance with the City's notice of the sale of the Bonds published in accordance with the requirements of law the Bonds have been sold to and purchased by _____, _____, _____; and

WHEREAS, in accordance with the terms and conditions of the Ordinance, the City hereby intends to both prescribe the form and details of the Bonds and authorize certain other documents and actions in connection with the issuance of the Bonds.

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms. In addition to words and terms identified elsewhere herein, the following words and terms as used in this Resolution shall have the following meanings:

"Act" means collectively K.S.A. 10-101 to 10-125, inclusive, and K.S.A. 10-427 et seq., all as amended.

"Arbitrage Instructions" means the Arbitrage Instructions included in Article IV of the City's Federal Tax Certificate dated as of the date of issuance and delivery of the Bonds, as the same may be amended or supplemented in accordance with the provisions thereof.

"Bond and Interest Fund" means the Bond and Interest Fund of the City for its general obligation bonds.

"Bond Counsel" means the firm of Nichols and Wolfe Chartered, or any other attorney or firm of attorneys with a nationally recognized standing in the field of municipal bond financing as selected by the City.

"Bond Payment Date" means any date on which principal of or interest on any Bond is payable.

"Bond Register" means the books for the registration, transfer and exchange of Bonds kept at the office of the Bond Registrar.

"Bond Registrar" means the Treasurer of the State of Kansas, Topeka, Kansas, and its successors and assigns.

"Bonds" means the General Obligation Refunding Bonds, Series 2021-B, authorized and issued by the City pursuant to the Ordinance.

"Business Day" means a day other than a Saturday, Sunday or holiday on which the Paying Agent is scheduled in the normal course of its operations to be open to the public for conduct of its operations.

"Cede & Co." means Cede & Co., as nominee name of The Depository Trust Company, New York, New York.

"City" means the City of Leavenworth, Kansas, the issuer of the Bonds.

"Clerk" means the duly appointed and/or elected Clerk of the City or, in the Clerk's absence, the duly appointed Deputy Clerk or Acting Clerk of the City.

"Code" means the Internal Revenue Code of 1986, as amended.

"Cost of Issuance Account" means the Cost of Issuance Account in the treasury of the City, created herein.

"Costs of Issuance" means all costs of issuing the Bonds, including all publication, printing, signing and mailing expenses in connection therewith, registration fees, financial advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses incurred in connection with compliance with the Code and with the Disclosure Certificate, all expenses, if any, incurred in connection with receiving ratings on the Bonds.

"Dated Date" means June 3, 2021.

"Defaulted Interest" means interest on any Bond which is payable but not paid on any Interest Payment Date.

"Defeasance Obligations" means any of the following obligations:

(a) United States Government Obligations that are not subject to redemption in advance of their maturity dates; or

(b) obligations of any state or political subdivision of any state, the interest on which is excluded from gross income for federal income tax purposes and which meet the following conditions:

(1) the obligations are (i) not subject to redemption prior to maturity or (ii) the trustee for such obligations has been given irrevocable instructions concerning their calling and redemption and the City of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

(2) the obligations are secured by cash or United States Government Obligations that may be applied only to principal of, premium, if any, and interest payments on such obligations;

(3) such cash and the principal of and interest on such United States Government Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the obligations;

(4) such cash and United States Government Obligations serving as security for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust; and

(5) such cash and United States Government Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent.

"Disclosure Certificate" means the Continuing Disclosure Certificate attached to the City's Final Certificate as Exhibit D and included in the transcript of proceedings pertaining to the issuance of the Bonds.

"EMMA" means the Electronic Municipal Market Access (EMMA) System, the web-based platform of the Municipal Securities rulemaking Board.

"Event of Default" means each of the following occurrences or events:

(a) Payment of the principal or the Redemption Price of any of the Bonds shall not be made when the same shall become due and payable, either at Stated Maturity or by proceedings for redemption or otherwise; or

(b) Payment of any installment of interest on any of the Bonds shall not be made when the same shall become due; or

(c) The City shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on the part of the City to be performed (other than relating to Rule 15c2-12 as defined in the Disclosure Certificate), and such default shall continue for thirty (30) days after written notice specifying such default and requiring same to be remedied shall have been given to the City by the Owner of any of the Bonds then Outstanding.

"Federal Tax Certificate" means the certificate so named and included in the transcript of proceedings pertaining to the issuance of the Bonds describing the investment and use of the proceeds of the Bonds.

"Fiscal Year" means the twelve month period ending on December 31.

"Funds and Accounts" means funds and accounts created or referred to in **Section 501** hereof.

"Interest Payment Date(s)" means the Stated Maturity of an installment of interest on any Bond which shall be March 1 and September 1 of each year, commencing September 1, 2021.

"Maturity" when used with respect to any Bond means the date on which the principal of such Bond becomes due and payable as therein and herein provided, whether at the Stated Maturity thereof or call for redemption or otherwise.

"Mayor" means the duly appointed and/or elected Mayor of the City or, in the Mayor's absence, the duly appointed Deputy Mayor or Acting Mayor of the City.

"Ordinance" means Ordinance No. 8161 passed and approved April 27, 2021, and published as required by law, pursuant to which the issuance of the Bonds has been authorized.

"Outstanding" means, when used with reference to the Bonds, as of a particular date of determination, all Bonds theretofore authenticated and delivered, except the following Bonds:

(a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent for cancellation;

(b) Bonds deemed to be paid in accordance with the provisions of **Section 701** hereof; and

(c) Bonds in exchange for or in lieu of which other Bonds have been authenticated and delivered hereunder.

"Owner" when used with respect to any Bond means the Person in whose name such Bond is registered on the Bond Register.

"Participants" means those financial institutions for whom the Securities Depository effects book-entry transfers and pledges of securities deposited with the Securities Depository, as such listing of Participants exists at the time of such reference.

"Paying Agent" means the State Treasurer, and any successors and assigns.

"Permitted Investments" means: (a) investments authorized by K.S.A. 12-1675 and amendments thereto; (b) the municipal investment pool established pursuant to K.S.A. 12-1677a, and amendments thereto; (c) direct obligations of the United States Government or any agency thereof; (d) the City's temporary notes issued pursuant to K.S.A. 10-123 and amendments thereto; (e) interest-bearing time deposits in commercial banks located in the county or counties in which the City is located; (f) obligations of the federal national mortgage association, federal home loan banks or the federal home loan mortgage corporation; (g) repurchase agreements for securities described in (c) or (f); (h) investment agreements with or other obligations of a financial institution the obligations of which at the time of investment are rated in either of the three highest rating categories by Moody's, Inc. or Standard & Poor's; (i) investments in shares or units of a money market fund or trust the portfolio of which is comprised entirely of securities described in (c) or (f); (j) receipts evidencing ownership interests in securities or portions thereof described in (c) or (f); (k) municipal bonds or other obligations issued by any municipality of the State as defined in K.S.A. 10-1101 which are general obligations of the municipality issuing the same; or (l) bonds of any municipality of the States as defined in K.S.A. 10-1101 which have been refunded in advance of their maturity and are fully secured as to payment of principal and interest thereon by deposit in trust, under escrow agreement with a bank, of securities described in (c) or (f). No Permitted Investment shall include any derivative investment instrument whose market price is derived from the fluctuating value of an underlying asset, index, currency, futures contract, including futures, options and collateralized mortgage obligations.

"Person" means any natural person, corporation, partnership, joint venture, association, firm, joint-stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof or other public body.

"Principal and Interest Account" means the Principal and Interest Account for the City of Leavenworth, Kansas, General Obligation Refunding Bonds, Series 2021-B, created herein within the City's Bond and Interest Fund.

"Purchase Price" means the par value of the Bonds plus accrued interest to the date of delivery.

"Purchaser" means _____, _____, _____, the original purchaser of the Bonds.

"Rebate Fund" means the Rebate Fund for the City of Leavenworth, Kansas, General Obligation Refunding Bonds, Series 2021-B, created herein.

"Record Dates" for the interest payable on any Interest Payment Date means the fifteenth day (whether or not a Business Day) of each month preceding such Interest Payment Date.

"Redemption Date" when used with respect to any Bond to be redeemed means the date fixed for the redemption of such Bond pursuant to the terms of this Resolution.

"Redemption Price" when used with respect to any Bond to be redeemed means the price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including the applicable redemption premium, if any, but excluding installments of interest whose Stated Maturity is on or before the Redemption Date.

"Refunded Bonds" means the Series 2013-A Refunded Bonds and the Series 2016-A Refunded Bonds.

"Replacement Bonds" means Bonds issued to the beneficial owners of the Bonds in accordance with **Section 211** hereof.

"Representation Letter" means the Blanket Issuer Letter of Representations from the City to the Securities Depository with respect to the Bonds, substantially in the form attached to this Resolution as Exhibit B.

"Resolution" means this resolution relating to the Bonds.

"Securities Depository" means, initially, The Depository Trust Company, New York, New York, and its successors and assigns.

"Special Record Date" means the date fixed by the Paying Agent pursuant to **Section 204** hereof for the payment of Defaulted Interest.

"Series 2013-A Bond Resolution" means Resolution No. B-2160 of the City, adopted on June 11, 2013, setting forth the terms and conditions of the Series 2013-A Bonds.

"Series 2013-A Bonds" means the City's outstanding General Obligation Bonds, Series 2013-A, dated June 27, 2013.

"Series 2013-A Refunded Bonds" means the City's Series 2013-A Bonds maturing on September 1, 2023, through and including September 1, 2025, (i.e., \$900,000) being paid and redeemed on September 1, 2021, with proceeds of the Bonds.

"Series 2016-A Bond Resolution" means Resolution No. B-2140 of the City, adopted on June 14, 2016, setting forth the terms and conditions of the Series 2016-A Bonds.

"Series 2016-A Bonds" means the City's outstanding General Obligation Refunding and Improvement Bonds, Series 2016-A, dated June 30, 2016.

"Series 2016-A Refunded Bonds" means the City's Series 2016-A Bonds maturing on September 1, 2023, through and including September 1, 2031, (i.e., \$2,345,000) being paid and redeemed on September 1, 2021, with proceeds of the Bonds.

"State" means the State of Kansas.

"State Treasurer" means the duly elected Treasurer or, in the Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas.

"Stated Maturity" when used with respect to any Bond or any installment of interest thereon means the date specified in such Bond and this Resolution as the fixed date on which the principal of such Bond or such installment of interest is due and payable.

["Term Bonds" means the Bonds scheduled to mature in the year 20__.]

"Treasurer" means the duly appointed and/or elected Treasurer of the City or, in the Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the City.

"United States Government Obligations" means bonds, notes, certificates of indebtedness, treasury bills or other securities consisting of direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States of America, including evidences of a direct ownership interest in the future interest or principal payment on obligations issued by the United States of America (including the interest component of obligations of the Resolution Funding Corporation).

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds. There shall be issued and hereby are authorized and directed to be issued the General Obligation Refunding Bonds, Series 2021-B, of the City in the aggregate principal amount of \$3,310,000 for the purpose of providing funds to currently refund the Refunded Bonds in the principal amount of \$3,245,000 together with accrued interest payable thereon and pay the cost of issuing the Bonds.

Section 202. Description of the Bonds. The Bonds shall consist of fully registered bonds in the denominations of \$5,000 or any integral multiple thereof and shall be numbered in such manner as the Bond Registrar shall determine. All of the Bonds shall be dated June 3, 2021, shall become due in the amounts on the Stated Maturities (subject to redemption and payment prior to their Stated Maturities as provided in Article III hereof), and shall bear interest at the rates per annum as follows:

SERIAL BONDS

<u>MATURITY</u> <u>(SEPTEMBER 1)</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>INTEREST</u> <u>RATE</u>
2021	\$ 25,000	_____%
2022	25,000	____
2023	875,000	____
2024	720,000	____
2025	725,000	____
2026	485,000	____
2027	90,000	____
2028	90,000	____
2029	90,000	____
2030	90,000	____
2031	95,000	____

The Bonds shall bear interest at the above specified rates (computed on the basis of a 360-day year of twelve 30-day months) from the later of the Dated Date or the most recent Interest Payment Date to which interest has been paid, payable on the Interest Payment Dates in the manner set forth in **Section 204** hereof.

Each of the Bonds, as originally issued or issued upon transfer, exchange or substitution, shall be typed or printed in accordance with the format required by the Attorney General of the State and shall be substantially in the form attached hereto as Exhibit A or as may be required by the Attorney General pursuant to the Notice of Systems of Registration for Kansas Municipal Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas Bond Registration Law, K.S.A. 10-620 et seq.

Section 203. Designation of Paying Agent and Bond Registrar. The State Treasurer, Topeka, Kansas, is hereby designated as the Paying Agent for the payment of the principal of and interest on the Bonds and Bond Registrar with respect to the registration, transfer and exchange of Bonds. The Mayor and Clerk of the City are hereby authorized and empowered to execute on behalf of the City an agreement with the Bond Registrar and Paying Agent for the Bonds.

The City will at all times maintain a Paying Agent and Bond Registrar meeting the qualifications herein described for the performance of the duties hereunder. The City reserves the right to appoint a successor Paying Agent or Bond Registrar by (1) filing with the Paying Agent or Bond Registrar then performing such function a certified copy of the proceedings giving notice of the termination of such Paying Agent or Bond Registrar and appointing a successor, and (2) causing notice of appointment of the successor Paying Agent and Bond Registrar to be given by first class mail to each Owner. No resignation or removal of the Paying Agent or Bond Registrar shall become effective until a successor has been appointed and has accepted the duties of Paying Agent or Bond Registrar.

Every Paying Agent or Bond Registrar appointed hereunder shall at all times meet the requirements of K.S.A. 10-501 et seq. and K.S.A. 10-620 et seq., respectively.

Section 204. Method and Place of Payment of the Bonds. The principal or Redemption Price of and interest on the Bonds shall be payable in any coin or currency which, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.

The principal or Redemption Price of each Bond shall be paid at Maturity to the Person in whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presentation and surrender of such Bond at the principal corporate trust office of the Paying Agent.

The interest payable on each Bond on any Interest Payment Date shall be paid to the Owner of such Bond as shown on the Bond Register at the close of business on the Record Date for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank (which shall be in the continental United States) ABA routing number and account number to which such Owner wishes to have such transfer directed.

Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record Date and shall be payable to the Owner in whose name such Bond is registered at the close of business on the Special Record Date for the payment of such Defaulted Interest, which Special Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond and the date of the proposed payment (which date shall be at least 30 days after receipt of such notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall promptly notify the City of such Special Record Date and, in the name and at the expense of the City, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond entitled to such notice at the address of such Owner as it appears on the Bond Register not less than 10 days prior to such Special Record Date.

The Paying Agent shall keep a record of payment of principal and Redemption Price of and interest on all Bonds and at least annually shall forward a copy or summary of such records to the City.

Section 205. Registration, Transfer and Exchange of Bonds. The City covenants that, as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the office of the Bond Registrar as herein provided. Each Bond when issued shall be registered in the name of the Owner thereof on the Bond Register.

Bonds may be transferred and exchanged only on the Bond Register as provided in this Section. Upon surrender of any Bond at the principal corporate trust office of the Bond Registrar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds in any authorized denomination of the same Stated Maturity and in the same aggregate principal amount as the Bond that was presented for transfer or exchange.

Bonds presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly authorized agent.

In all cases in which the privilege of transferring or exchanging Bonds is exercised, the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The City shall pay the fees and expenses of the Bond Registrar for the registration, transfer and exchange of Bonds provided for by this Resolution and the cost of printing a reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred in the secondary market, other than fees of the Bond Registrar, are the responsibility of the Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient to pay any governmental charge required to be paid as a result of such failure. In compliance with Section 3406 of the Code, such amount may be deducted by the Paying Agent from amounts otherwise payable to such Owner hereunder or under the Bonds.

The City and the Bond Registrar shall not be required (a) to register the transfer or exchange of any Bond that has been called for redemption after notice of such redemption has been mailed by the Paying Agent pursuant to **Section 303** hereof and during the period of 15 days next preceding the date of mailing of such notice of redemption; or (b) to register the transfer or exchange of any Bond during a period beginning at the opening of business on the day after receiving written notice from the City of its intent to pay Defaulted Interest and ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to **Section 204** hereof.

The City and the Paying Agent may deem and treat the Person in whose name any Bond is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is overdue or not, for the purpose of receiving payment of, or on account of, the principal or Redemption Price of and interest on said Bond and for all other purposes. All payments so made to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the Paying Agent shall be affected by any notice to the contrary.

At reasonable times and under reasonable regulations established by the Bond Registrar, the Bond Register may be inspected and copied by the Owners of 10% or more in principal amount of the Bonds then Outstanding or any designated representative of such Owners whose authority is evidenced to the satisfaction of the Bond Registrar.

Section 206. Execution, Registration, Authentication and Delivery of Bonds. Each of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially delivered, shall be executed for and on behalf of the City by the manual or facsimile signature of the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the City shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds to be registered in the office of the Clerk, which registration shall be evidenced by the manual or facsimile signature of the Clerk with the seal of the City affixed thereto or imprinted thereon. The Bonds shall also be registered in the office of the State Treasurer, which registration shall be evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall nevertheless be valid and sufficient for all purposes, as if such person had remained in office until delivery. Any Bond may be signed by such persons who at the actual time of the execution of such Bond are the proper officers to sign such Bond although at the date of such Bond such persons may not have been such officers.

The Bonds shall have endorsed thereon a certificate of authentication substantially in the form attached hereto as Exhibit A hereof, which shall be manually executed by an authorized officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or

employee sign the certificate of authentication on all of the Bonds that may be issued hereunder at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be valid or obligatory for any purpose unless and until such certificate of authentication has been duly executed by the Bond Registrar. Such executed certificate of authentication upon any Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the Purchaser upon instructions of the City or its representative.

Section 207. Mutilated, Lost, Stolen or Destroyed Bonds. If (a) any mutilated Bond is surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond Registrar such security or indemnity as may be required by each of them, then, in the absence of notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.

If any such mutilated, destroyed, lost or stolen Bond has become or is about to become due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.

Upon the issuance of any new Bond under this Section, the City may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith.

Every new Bond issued pursuant to this Section shall constitute a replacement of the prior obligation of the City, and shall be entitled to all the benefits of this Resolution equally and ratably with all other Outstanding Bonds.

Section 208. Cancellation and Destruction of Bonds Upon Payment. All Bonds that have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment, redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate in duplicate describing the Bonds so cancelled and destroyed and shall file an executed counterpart of such certificate with the City.

Section 209. Preliminary and Final Official Statement. The Preliminary Official Statement dated April 14, 2021, is hereby ratified and approved. 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 City hereby deems the information regarding the City contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the City are hereby authorized, if requested, to provide the Purchaser a letter or certification to such effect and to 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 such Rule.

The final Official Statement is hereby authorized to be prepared 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 Mayor is hereby authorized to execute the final Official Statement as so supplemented, amended and completed, and the use and public distribution of the final Official Statement by the Purchaser in connection with the reoffering of the Bonds is hereby authorized. The proper officials of the City 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 Bonds.

The City agrees to provide to the Purchaser within seven business days of the date of the sale of Bonds sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 210. Sale of the Bonds. The sale of the Bonds to the Purchaser is hereby ratified and confirmed. Delivery of the Bonds shall be made to the Purchaser as soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.

Section 211. Book-Entry Bonds; Securities Depository.

(a) The Bonds shall initially be registered to Cede & Co., the nominee for the Securities Depository, and no beneficial owner will receive certificates representing their respective interests in the Bonds, except in the event the Bond Registrar issues Replacement Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds, the Securities Depository will make book-entry transfers among its Participants and receive and transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the beneficial owners as described in subsection (b).

(b) (1) If the City determines (A) that the Securities Depository is unable to properly discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the records of the Securities Depository (and certified to such effect by the Securities Depository), that the continuation of a book-entry system to the exclusion of any Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and of the availability of certificates to Owners requesting the same, and the Bond Registrar shall register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or their nominees in principal amounts representing the interest of each, making such adjustments as it may find necessary or appropriate as to accrued interest and previous calls for redemption; provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the City, with the consent of the Bond Registrar, may select a successor securities depository in accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all references to the Securities Depository herein shall relate to the period of time when the Securities Depository has possession of at least one Bond. Upon the issuance of Replacement Bonds, all references herein to obligations imposed upon or to be performed by the Securities Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to the extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns and the City, the Bond Registrar or Owners are unable to locate a qualified successor of the Securities Depository in accordance with **Section 211(c)** hereof, then the Bond Registrar shall authenticate and cause delivery of Replacement Bonds to Owners, as provided herein. The Bond Registrar may rely on information from the Securities Depository and its Participants as to the names of the beneficial owners of the Bonds. The cost of printing, registration, authentication and delivery of Replacement Bonds shall be paid for by the City.

(c) In the event the Securities Depository resigns, is unable to properly discharge its responsibilities, or is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a successor Securities Depository provided the Bond Registrar and the City receive written evidence with respect to the ability of the successor Securities Depository to discharge its responsibilities. Any such successor Securities Depository shall be a securities depository which is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or other applicable statute or regulation that operates a securities depository upon reasonable and customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall cause the delivery of Bonds to the successor Securities Depository in appropriate denominations and form as provided herein.

(d) The execution and delivery of the Representation Letter to DTC by the Mayor of the City in the form attached hereto as Exhibit B with such changes, omissions, insertions and revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the Representation Letter by the Mayor shall be conclusive evidence of such approval. The Representation Letter shall set forth certain matters with respect to, among other things, notices, consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder as it has with respect to its actions under this Resolution.

ARTICLE III

REDEMPTION OF BONDS

Section 301. (a) Optional Redemption by City. At the option of the City, the Bonds or portions thereof either maturing or subject to optional redemption and payment on September 1, 2030, and thereafter may be called for redemption and payment prior to their Stated Maturity on September 1, 2029, and thereafter as a whole or in part at any time (selection of maturities and the amount of Bonds of each maturity to be redeemed to be determined by the City), at the Redemption Price of 100% (expressed as a percentage of the principal amount), plus accrued interest thereon to the Redemption Date.

[(b) Mandatory Redemption. The Term Bonds shall be subject to mandatory redemption and payment prior to Stated Maturity pursuant to the mandatory redemption requirements of this Section at a Redemption Price equal to 100% of the principal amount thereof plus accrued interest to the Redemption Date. The taxes levied in Article IV hereof which are to be deposited into the Principal and Interest Account shall be sufficient to redeem, and the City shall redeem on September 1 in the years, the principal amounts of such Term Bonds as follows:

<u>Principal Amount</u>	<u>Year</u>
\$ _____	20__
_____	20__

(leaving \$_____ to mature September 1, 20__)

At its option, to be exercised on or before the 45th day next preceding any mandatory Redemption Date, the City may: (1) deliver to the Paying Agent for cancellation Term Bonds subject to mandatory redemption on said mandatory Redemption Date, in any aggregate principal amount desired; or (2) furnish the Paying Agent funds, together with appropriate instructions, for the purpose of purchasing any Term Bonds subject to mandatory redemption on said mandatory Redemption Date from any Owner thereof whereupon the Paying Agent shall

expend such funds for such purpose to such extent as may be practical; or (3) receive a credit with respect to the mandatory redemption obligation of the City under this Section for any Term Bonds subject to mandatory redemption on said mandatory Redemption Date which, prior to such date, have been redeemed (other than through the operation of the mandatory redemption requirements of this subsection (b)) and cancelled by the Paying Agent and not theretofore applied as a credit against any redemption obligation under this subsection (b). Each Term Bond so delivered or previously purchased or redeemed shall be credited at 100% of the principal amount thereof on the obligation of the City to redeem Term Bonds of the same Stated Maturity on such mandatory Redemption Date, and any excess of such amount shall be credited on future mandatory redemption obligations for Term Bonds of the same Stated Maturity in chronological order, and the principal amount of Term Bonds to be redeemed by operation of the requirements of this Section shall be accordingly reduced. If the City intends to exercise any option granted by the provisions of clauses (1), (2) or (3) above, the City will, on or before the 45th day next preceding each mandatory Redemption Date, furnish the Paying Agent a written certificate indicating to what extent the provisions of said clauses (1), (2) and (3) are to be complied with, with respect to such mandatory redemption payment.]

Section 302. Selection of Bonds to be Redeemed. Bonds shall be redeemed only in the principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such equitable manner as the Bond Registrar may determine.

In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value represented by any Bond is selected for redemption, then upon notice of intention to redeem such \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and surrender such Bond to the Bond Registrar: (1) for payment of the Redemption Price and interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption, and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent only).

Section 303. Notice and Effect of Call for Redemption. In the event the City desires to call the Bonds for optional redemption prior to maturity, written notice of such intent shall be provided to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and shall give notice of such redemption as herein provided upon receipt by it of the City's written notice. If the Bonds are refunded more than 90 days in advance of such Redemption Date, any escrow agreement entered into by the City in connection with such refunding shall provide that such written instructions to the Paying Agent shall be given by the escrow agent on behalf of the City not more than 90 days prior to the Redemption Date. The Paying Agent may in its discretion waive such notice period so long as the notice requirements set forth in **Section 303** are met.

Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give written notice of the redemption of said Bonds on a specified date, the same being described by maturity, said notice to be mailed by United States first class mail addressed to the Owners of said Bonds to be redeemed and to the Original Purchaser of the Bonds, each of said notices to be

mailed not less than 30 days prior to the date fixed for redemption. The City and Bond Registrar shall also give such additional notice as may be required by Kansas law or regulations of the Securities and Exchange Commission in effect as of the date of such notice.

All official notices of redemption shall be dated and shall contain the following information:

- (a) the Redemption Date;
- (b) the Redemption Price;
- (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be redeemed;
- (d) a statement that on the Redemption Date the Redemption Price will become due and payable upon each such Bond or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the Redemption Date; and
- (e) the place where such Bonds are to be surrendered for payment of the Redemption Price, which shall be the principal office of the Paying Agent.

The failure of any Owner to receive notice given as heretofore provided or an immaterial defect therein shall not invalidate any redemption.

Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be redeemed on such Redemption Date.

Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption Price therein specified, and from and after the Redemption Date (unless the City defaults in the payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption Price shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as provided herein and shall not be reissued.

The Paying Agent is also directed to comply with any mandatory or voluntary standards then in effect for processing redemptions of municipal securities established by the State or the Securities Exchange Commission. Failure to comply with such standards shall not affect or invalidate the redemption of any Bond.

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds. The Bonds shall be general obligations of the City payable as to both principal and interest 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 City. The full faith, credit and resources of the City are hereby

irrevocably pledged for the prompt payment of the principal of and interest on the Bonds as the same become due.

Section 402. Levy and Collection of Annual Tax. The governing body of the City shall annually make provision for the payment of principal of, premium, if any, and interest on the Bonds as the same become due by levying and collecting the necessary taxes upon all of the taxable tangible property within the City in the manner provided by law.

The taxes referred to above 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 other ad valorem taxes of the City are levied and collected. The proceeds derived from said taxes shall be deposited in the Principal and Interest Account, shall be kept separate and apart from all other funds of the City and shall be used solely for the payment of the principal of, premium, if any, and interest on the Bonds as and when the same become due, taking into account the fees and expenses of the Bond Registrar and Paying Agent.

If at any time said taxes are not collected in time to pay the principal of or interest on the Bonds when due, the Treasurer is hereby authorized and directed to pay said principal or interest out of the general funds of the City and to reimburse said general funds for money so expended when said taxes are collected.

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS DEPOSIT AND APPLICATION OF MONEYS

Section 501. Establishment of Funds and Accounts. Simultaneously with the issuance of the Bonds, there shall be created within the treasury of the City the following funds and accounts:

- (a) In the treasury of the City, the "Cost of Issuance Account";
- (b) In the City's Bond and Interest Fund, the "Principal and Interest Account for the City of Leavenworth, Kansas, General Obligation Refunding Bonds, Series 2021-B (the "Principal and Interest Account"); and
- (c) Rebate Fund for the City of Leavenworth, Kansas, General Obligation Refunding Bonds, Series 2021-B (the "Rebate Fund").

The Funds and Accounts established herein shall be administered in accordance with the provisions of this Resolution so long as the Bonds are Outstanding.

Section 502. Disposition of Bond Proceeds and Funds of the City. The proceeds of the Bonds, upon issuance and delivery thereof, and other required funds shall be deposited as follows:

- (a) Proceeds of the Bonds in the amount of \$_____, upon issuance and delivery thereof, shall be deposited in the Cost of Issuance Account to pay costs of issuance which does not include underwriters discount in the amount of \$_____; and
- (b) Proceeds of the Bonds in the amount of \$_____, upon issuance and delivery thereof, together with other legally available funds of the City in the amount of \$_____, shall be deposited with the Treasurer of the State of Kansas for the redemption and payment of the Refunded Bonds on September 1, 2021.

Section 503. Withdrawals from the Cost of Issuance Account. The Treasurer shall make withdrawals from the Cost of Issuance Account solely for the purpose of paying the costs of issuing the Bonds. Such withdrawals shall be made only on due authorization by the governing body of the City.

Section 504. Surplus in the Cost of Issuance Account. All moneys remaining in the Cost of Issuance Account after the payment of the costs of issuance, as determined by the governing body of the City, shall be transferred immediately to the Principal and Interest Account and applied to the next installment of principal due on the series of Bond from which surplus moneys remain.

Section 505. Application of Moneys in Principal and Interest Account. All amounts paid and credited to the Principal and Interest Account shall be expended and used by the City for the sole purpose of paying the principal or Redemption Price of and interest on the Bonds as and when the same become due and the usual and customary fees and expenses of the Bond Registrar and Paying Agent. The Treasurer is authorized and directed to withdraw from the Principal and Interest Account sums sufficient to pay both principal or Redemption Price of and interest on the Bonds and the fees and expenses of the Bond Registrar and Paying Agent as and when the same become due, and to forward such sums to the Paying Agent in a manner which ensures that the Paying Agent will receive immediately available funds in such amounts on or before the Business Day immediately preceding the dates when such principal, interest and fees of the Bond Registrar and Paying Agent will become due. If, through the lapse of time or otherwise, the Owners of Bonds are no longer entitled to enforce payment of the Bonds or the interest thereon, the Paying Agent shall return said funds to the City. All moneys deposited with the Paying Agent shall be deemed to be deposited in accordance with and subject to all of the provisions contained in this Resolution and shall be held in trust by the Paying Agent for the benefit of the Owners of the Bonds and entitled to payment from such moneys.

Any moneys or investments remaining in the Principal and Interest Account after the retirement of the indebtedness for which the Bonds were issued shall be transferred and paid into the Bond and Interest Fund of the City.

Section 506. Application of Moneys in the Rebate Fund.

(a) There shall be deposited in the Rebate Fund such amounts as are required to be deposited therein pursuant to the Arbitrage Instructions. All money at any time deposited in the Rebate Fund shall be held in trust, to the extent required to pay rebatable arbitrage to the United States of America, and neither the City nor the Owner of any Bonds shall have any rights in or claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be governed by this Section and the Arbitrage Instructions.

(b) The City shall periodically determine the rebatable arbitrage, if any, under Section 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make payments to the United States of America at the times and in the amounts determined under the Arbitrage Instructions. Any moneys remaining in the Rebate Fund after redemption and payment of all of the Bonds and payment and satisfaction of any rebatable arbitrage, or provision made therefor, shall be deposited into the Bond and Interest Fund of the City.

(c) Notwithstanding any other provision of this Resolution, including in particular Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and to comply with all other requirements of this Section and the Arbitrage Instructions shall survive the defeasance or payment in full of the Bonds.

(d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond Counsel, such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

Section 507. Deposits and Investment of Moneys. Moneys in each of the Funds and Accounts shall be deposited in accordance with the requirements of K.S.A. 10-131, as amended. All such deposits shall be continuously and adequately secured by the financial institutions holding such deposits as provided by the laws of the State. All moneys held in the Funds and Accounts shall be kept separate and apart from all other funds of the City so that there shall be no commingling of such funds with any other funds of the City.

Moneys held in the funds and accounts herein created or established in conjunction with the issuance of the Bonds may be invested by the City in Permitted Investments or in other investments allowed by Kansas law in such amounts and maturing at such times as shall reasonably provide for moneys to be available when required in said accounts or funds; provided, however, that no such investment shall be made for a period extending longer than to the date when the moneys invested may be needed for the purpose for which such fund or account was created. All interest on any Permitted Investment held in any fund or account (except amounts required to be deposited in the Rebate Fund in accordance with the Arbitrage Instructions) shall accrue to and become a part of such fund or account; provided, however, that interest earned on investments of moneys held in the Cost of Issuance Account may, at the direction of the governing body of the City, be paid and credited to the Principal and Interest Account and used to pay interest on the Bonds. In determining the amount held in any fund or account under the provisions of the Resolution, Permitted Investments shall be valued at their par value or at their then redemption value, whichever is lower.

Section 508. Nonpresentment of Bonds. If any Bond is not presented for payment when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have been made available to the Paying Agent all liability of the City to the Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Resolution or on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years after such principal or interest has become due and payable, such funds shall be paid to the City; and all liability of the Paying Agent to the owner thereof for the payment of such Bond shall forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent under this Section to pay any such funds to the City shall be subject to any provisions of law applicable to the Paying Agent or to such funds providing other requirements for disposition of unclaimed property.

ARTICLE VI

DEFAULT AND REMEDIES

Section 601. Remedies. The provisions of the Resolution, including the covenants and agreements herein contained, shall constitute a contract between the City and the Owners of the Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the equal benefit and protection of all Owners of Bonds similarly situated:

(a) by mandamus or other suit, action or proceedings at law or in equity to enforce the rights of such Owner or Owners against the City and its officers, agents and employees, and

to require and compel duties and obligations required by the provisions of the Resolution or by the Constitution and laws of the State;

(b) by suit, action or other proceedings in equity or at law to require the City, its officers, agents and employees to account as if they were the trustees of an express trust; and

(c) by suit, action or other proceedings in equity or at law to enjoin any acts or things which may be unlawful or in violation of the rights of the Owners of the Bonds.

Section 602. Limitation on Rights of Owners. The covenants and agreements of the City contained herein and in the Bonds shall be for the equal benefit, protection, and security of the Owners of any or all of the Bonds, all of which Bonds shall be equal rank and without preference or priority of one Bond over any other Bond in the application of the funds herein pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as to rate of interest, date of maturity and right of prior redemption as provided in this Resolution. No one or more Owners secured hereby shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security granted and provided for herein, or to enforce any right hereunder, except in the manner herein provided, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Outstanding Bonds.

Section 603. Remedies Cumulative. No remedy conferred herein upon the Owners is intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in addition to every other remedy and may be exercised without exhausting and without regard to any other remedy conferred herein. No waiver of any default or breach of duty or contract by the Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced and exercised from time to time and as often as may be deemed expedient. If action or proceedings taken by any Owner on account of any default or to enforce any right or exercise any remedy has been discontinued or abandoned for any reason, or shall have been determined adversely to such Owner, then, and in every such case, the City and the Owners of the Bonds shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action or other proceedings had been brought or taken.

ARTICLE VII

DEFEASANCE

Section 701. Defeasance. When any or all of the Bonds or scheduled interest payments thereon have been paid and discharged, then the requirements contained in this Resolution and the pledge of the City's faith and credit hereunder and all other rights granted hereby shall terminate with respect to the Bonds or scheduled interest payments thereon so paid and discharged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and discharged within the meaning of this Resolution if there has been deposited with the Paying Agent, or other commercial bank or trust company located in the State and having full trust powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest payments thereon, in trust for and irrevocably appropriated thereto, moneys and/or Defeasance Obligations which, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the Stated Maturity or Redemption Date, or if default in such payment has occurred on such date,

then to the date of the tender of such payments; provided, however, that if any such Bonds are to be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and (2) either notice of such redemption has been given, or the City has given irrevocable instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the Bond Registrar to give such notice of redemption in compliance with **Section 303** of this Resolution. Any money and Defeasance Obligations that at any time shall be deposited with the Paying Agent or other commercial bank or trust company by or on behalf of the City, for the purpose of paying and discharging any of the Bonds, shall be and are hereby assigned, transferred and set over to the Paying Agent or other bank or trust company in trust for the respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably appropriated to the payment and discharge thereof. All money and Defeasance Obligations deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited in accordance with and subject to all of the provisions of this Resolution.

ARTICLE VIII

TAX COVENANTS

Section 801. General Covenants.

(a) The City covenants and agrees that (1) it will comply with all applicable provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the exclusion from gross income for federal income tax purposes of the interest on the Bonds and (2) it will not use or permit the use of any proceeds of Bonds or any other funds of the City, will not take or permit any other action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds. The City will, in addition, adopt such other ordinances or resolutions and take such other actions as may be necessary to comply with the Code and with all other applicable future laws, regulations, published rulings and judicial decisions, in order to ensure that the interest on the Bonds will remain excluded from federal gross income, to the extent any such actions can be taken by the City.

(b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the City in any manner, to take or omit to take any action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Code.

(c) The City covenants and agrees that it will not use any portion of the proceeds of the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a manner that would cause any Bond to be a "private activity bond" within the meaning of Section 141(a) of the Code.

Section 802. Rebate Covenant. The City covenants and agrees that it will pay or provide for the payment from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond Counsel such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

Section 803. Survival of Covenants. The covenants contained in this Article shall remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article

VII hereof or any other provision of this Resolution until the final maturity date of all Bonds Outstanding.

Section 804. Qualified Tax-exempt Obligations. The Bonds are NOT designated as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

ARTICLE IX

CONTINUING DISCLOSURE REQUIREMENTS

Section 901. Disclosure Requirements. The City hereby covenants with the Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the benefit of and enforceable by the Purchaser and such Beneficial Owners.

Section 902. Failure to Comply with Continuing Disclosure Requirements. In the event the City fails to comply in a timely manner with its covenants contained in the preceding section, the Purchaser and/or any such Beneficial Owner may make demand for such compliance by written notice to the City. In the event the City does not remedy such noncompliance within 10 days of receipt of such written notice, the Purchaser or any such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce compliance by a suit or suits in equity for the specific performance of such covenant or agreement contained in the preceding section or for the enforcement of any other appropriate legal or equitable remedy as the Purchaser and/or any such Beneficial Owner shall deem effectual to protect and enforce any of the duties of the City under such preceding section.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1001. Annual Audit. Annually, promptly after the end of the Fiscal Year, the City will cause an audit to be made of its Funds and Accounts for the preceding Fiscal Year by a certified public accountant or firm of certified public accountants.

Within 30 days after the completion of each such audit, a copy thereof shall be filed in the office of the Clerk and made available on EMMA. Such audit shall at all times during the usual business hours of the City be open to the examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or prospective Owner.

As soon as possible after the completion of the annual audit, the governing body of the City shall review such audit, and if the audit discloses that proper provision has not been made for all of the requirements of this Resolution, the City shall promptly cure such deficiency.

Section 1002. Amendments. The rights and duties of the City and the Owners, and the terms and provisions of the Bonds or of this Resolution, may be amended or modified at any time in any respect by resolution of the City with the written consent of the Owners of not less than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced by an instrument or instruments executed by such Owners and duly acknowledged or proved in the manner of a deed to be recorded, and such instrument or instruments shall be filed with the Clerk, but no such modification or alteration shall:

- (a) extend the maturity of any payment of principal or interest due upon any Bond;
- (b) effect a reduction in the amount which the City is required to pay as principal of or interest on any Bond;
- (c) permit preference or priority of any Bond over any other Bond; or
- (d) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of this Resolution.

Any provision of the Bonds or of this Resolution may, however, be amended or modified by resolution duly adopted by the governing body of the City at any time in any legal respect with the written consent of the Owners of all of the Bonds at the time Outstanding.

Without notice to or the consent of any Owners, the City may amend or supplement this Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity therein or in connection with any other change therein which is not materially adverse to the interests of the Owners.

Every amendment or modification of the provisions of the Bonds or of this Resolution, to which the written consent of the Owners is given, as above provided, shall be expressed in a resolution adopted by the governing body of the City amending or supplementing the provisions of this Resolution and shall be deemed to be a part of this Resolution. A certified copy of every such amendatory or supplemental resolution, if any, and a certified copy of this Resolution shall always be kept on file in the office of the Clerk, and shall be made available for inspection by the Owner of any Bond or a prospective purchaser or owner of any Bond authorized by this Resolution, and upon payment of the reasonable cost of preparing the same, a certified copy of any such amendatory or supplemental resolution or of this Resolution will be sent by the Clerk and filed on EMMA. A copy of every amendatory or supplemental resolution shall be sent to the surveillance group of any rating agency then maintaining a rating on the Bonds.

Any and all modifications made in the manner hereinabove provided shall not become effective until there has been filed with the Clerk a copy of the resolution of the City hereinabove provided for, duly certified, as well as proof of any required consent to such modification by the Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the Outstanding Bonds any reference to such amendment or modification.

The City shall furnish to the Paying Agent a copy of any amendment to the Bonds or this Resolution which affects the duties or obligations of the Paying Agent under this Resolution.

Section 1003. Notices, Consents and Other Instruments by Owners. Any notice, consent, request, direction, approval or other instrument to be signed and executed by the Owners may be in any number of concurrent writings of similar tenor and may be signed or executed by such Owners in person or by agent appointed in writing. Proof of the execution of any such instrument or of the writing appointing any such agent and of the ownership of Bonds, if made in the following manner, shall be sufficient for any of the purposes of this Resolution, and shall be conclusive in favor of the City and the Paying Agent with regard to any action taken, suffered or omitted under any such instrument, namely:

- (a) The fact and date of the execution by any person of any such instrument may be proved by a certificate of any officer in any jurisdiction who by law has power to make acknowledgements within such jurisdiction that the person signing such instrument

acknowledged before such officer the execution thereof, or by affidavit of any witness to such execution.

(b) The fact of ownership of Bonds, the amount or amounts, numbers and other identification of Bonds, and the date of holding the same shall be proved by the Bond Register.

In determining whether the Owners of the requisite principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be Outstanding under this Resolution, except that, in determining whether the Owners shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Owners know to be so owned shall be so disregarded. Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.

Section 1004. Further Authority. The officers and officials of the City, including the Mayor and Clerk, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 1005. Severability. If any section or other part of this Resolution is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Resolution.

Section 1006. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State.

Section 1007. Effective Date. This Resolution shall take effect and be in full force from and after its passage by the governing body of the City.

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PASSED by the governing body of the City on April 27, 2021.

CITY OF LEAVENWORTH, KANSAS

(SEAL)

Nancy D. Bauder, Mayor

ATTEST:

Carla K. Williamson, CMC, City Clerk

CERTIFICATE

I, the undersigned, hereby certify that the above and foregoing is a true and correct copy of the Resolution of the governing body of the City of Leavenworth, Kansas, adopted by the governing body at a regularly scheduled meeting held on April 27, 2021, as the same appears of record in my office, and that the Resolution has not been modified, amended or repealed and is in full force and effect as of this date.

DATED: April 27, 2021.

Carla Williamson, CMC, City Clerk

(SEAL)

EXHIBIT A
(FORM OF BOND)

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA
STATE OF KANSAS
COUNTY OF LEAVENWORTH
CITY OF LEAVENWORTH
GENERAL OBLIGATION REFUNDING BOND
SERIES 2021-B

No. R-_____ \$_____

Rate of Interest: _____ Maturity Date: September 1, 20__ Dated Date: June 3, 2021 CUSIP _____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT _____

The City of Leavenworth, in the County of Leavenworth, State of Kansas, (the "City") for value received acknowledges itself to be indebted to and promises to pay, but solely from the sources hereinafter pledged, to the registered owner identified above, or registered assigns as hereinafter provided, on the maturity date identified above, the principal amount identified above, and in like manner to pay, as of the Record Dates as hereinafter provided, interest on such principal amount from the date of this Bond or from the most recent interest payment date to which interest has been paid prior to the registration date set forth below at the rate of interest per annum set forth above semiannually on March 1 and September 1 of each year (the "Interest Payment Dates") commencing September 1, 2021, until said principal amount is paid.

The principal of and premium, if any, on this Bond shall be payable in lawful money of the United States of America at the office of the Treasurer of the State of Kansas, Topeka, Kansas, (the "Paying Agent" and "Bond Registrar") upon presentation of this Bond for payment and cancellation. The interest on this Bond shall be payable in lawful money of the United States of America by check or draft of the Paying Agent by mailing to the registered owner thereof at the address appearing on the registration books of the City maintained by the Bond Registrar or at such other address as is furnished in writing by such registered owner to the Bond Registrar at the close of business on the 15th day of February or August next preceding the applicable interest payment date (the "Record Dates"). The full faith, credit and resources of the City are hereby pledged for the payment of the principal of and interest on this Bond and the issue of which it is a part as the same respectively become due.

This Bond is one of a duly authorized series of Bonds of the City aggregating the principal amount of \$_____ (the "Bonds") issued for the purposes set forth in Ordinance No. 8161 of the City (the "Ordinance"). This Bond and the series of Bonds of which it is a part are issued by the authority of and in full compliance with the provisions, restrictions and limitations of the Constitution and Laws of the State of Kansas, including K.S.A. 10-101 to

125, inclusive, as amended, K.S.A. 10-620 to 10-632, inclusive, K.S.A. 10-427 et seq., and all amendments thereof, acts supplemental thereto, the Ordinance, Resolution No. B-2283 of the City (the "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.

The Bonds are issued in fully registered form in the denomination of \$5,000 each or authorized integral multiples thereof. This Bond may be exchanged at the principal office of the Bond Registrar for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations upon the terms set forth in the authorizing Ordinance and the Resolution.

At the option of the City, the Bonds or portions thereof maturing in the years 2030 and thereafter may be called for redemption and payment prior to maturity on September 1, 2029, and thereafter in whole or in part at any time in such order as may be determined by the City (selection of Bonds within the same maturity to be by lot by the Bond Registrar in such manner as it shall determine) at a redemption price of 100% of the principal amount redeemed, plus accrued interest to date of redemption.

[Each of the Bonds maturing on September 1, 20__, shall also be subject to mandatory redemption and payment prior to maturity beginning on September 1, 20__, and on each September 1 thereafter to and including September 1, 20__, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.]

Bonds will be redeemed in integral multiples of \$5,000. If less than all Bonds are called for redemption, the Bond Registrar will, in the case of Bonds in denominations greater than \$5,000, treat each \$5,000 of face value as though it were a separate Bond.

In the event of any such redemption, the Paying Agent shall give notice of such call by mailing a copy of the redemption notice by first class mail, postage prepaid, not less than thirty (30) days prior to the date of such redemption to the registered owner of each Bond to be redeemed at the address shown on the registration books maintained by the Bond Registrar. Failure to give such notice by mailing to the registered owner of any Bond, or any defect therein, shall not affect the validity of any proceedings for the redemption of other Bonds. Any notice mailed as provided herein shall be conclusively presumed to have been duly given, whether or not the owner of such Bonds received the notice.

The City and the Bond Registrar may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal hereof, or redemption price hereof and interest due hereon and for all other purposes.

This Bond is transferable by the registered owner hereof in person or by his attorney duly authorized in writing at the principal office of the Bond Registrar, but only in the manner, subject to the limitations and upon payment of the charges provided in the Resolution, and upon surrender and cancellation of this Bond. The City shall pay out of the proceeds of the Bonds or from other funds all costs incurred in connection with the issuance, transfer, exchange, registration, redemption or payment of the Bonds except (a) the reasonable fees and expenses in connection with the replacement of a Bond or Bonds mutilated, stolen, lost or destroyed or (b) any tax or other governmental charge imposed in relation to the transfer, exchange, registration, redemption or payment of the Bonds. Upon such transfer a replacement Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount will be issued to the transferee in exchange therefore.

It is hereby certified and declared that all acts, conditions and things required to be done and to exist precedent to and in the issuance of this Bond have been properly done and performed and do exist in due and regular form and manner as required by the Constitution and Laws of the State of Kansas, and that the total indebtedness of said City, including this series of bonds, does not exceed any constitutional or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication and Registration hereon shall have been lawfully executed by the Bond Registrar.

IN WITNESS WHEREOF, the said City of Leavenworth, in the State of Kansas, by its governing body, has caused this Bond to be executed by its Mayor and attested by its City Clerk by their manual with its corporate seal to be affixed, all as of the 3rd day of June, 2021.

CITY OF LEAVENWORTH, KANSAS

(manual)
Mayor

ATTEST: _____
(manual)
City Clerk

(SEAL)

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the City of Leavenworth, Kansas, General Obligation Refunding Bonds, Series 2021-B described in the within mentioned Resolution.

Registration Date: _____

OFFICE OF THE STATE TREASURER
Topeka, Kansas,
as Bond Registrar and Paying Agent

By _____

I.D.#: 0187-052-060321-240

CERTIFICATE OF CITY CLERK

I, the undersigned, City Clerk of the City of Leavenworth, Kansas, do hereby certify that this Bond has been duly registered in my office according to law as of June 3, 2021.

WITNESS my hand and official seal.

(manual)
City Clerk

(SEAL)

CERTIFICATE OF STATE TREASURER

OFFICE OF THE TREASURER, STATE OF KANSAS

I, LYNN W. ROGERS, Treasurer of the State of Kansas, do hereby certify that a full and complete transcript of the proceedings leading up to the issuance of this Bond has been filed in my office and that this Bond was registered in my office according to law this _____.

WITNESS my hand and official seal.

LYNN W. ROGERS
TREASURER OF THE STATE OF KANSAS

By _____
State Treasurer

(SEAL)

BOND ASSIGNMENT

FOR VALUE RECEIVED, the undersigned does (do) hereby sell, assign and transfer to

(Name and Address)

(Social Security or Taxpayer Identifying No.)

the Bond to which this assignment is affixed in the outstanding principal amount of \$_____ standing in the name of the undersigned on the books of the Treasurer of the State of Kansas (the "Bond Registrar"). The undersigned does (do) hereby irrevocably constitute and appoint _____ as attorney to transfer said Bond on the books of said Bond Registrar with full power of substitution in the premises.

Dated _____

Name

Social Security or Taxpayer
Identifying No.

Signature (Sign Here Exactly as
Name(s) Appear on Face of
Certificate)

Signature guaranty:

By _____

EXHIBIT B
(DTC LETTERS OF REPRESENTATIONS)

The Depository Trust Company

A subsidiary of the Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

(To be completed by Issuer and Co-Issuer(s), if applicable)

CITY OF LEAVENWORTH, KANSAS

(Name of Issuer and Co-Issuer(s), if applicable)

April 13, 2021

(Date)

The Depository Trust Company
18301 Bermuda Green Drive
Tampa, FL 33647
Attention: Underwriting Department

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request to be made eligible for deposit by The Depository Trust Company ("DTC").

Issuer is: **(Note: Issuer shall represent one and cross out the other.)**

~~Incorporated in~~ formed under the laws of the State of Kansas

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Very truly yours,

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

City of Leavenworth, Kansas

(Issuer)

By: 

(Authorized Officer's Signature)

Nancy D. Bauder, Mayor

(Print Name)

100 North 5th Street

(Street Address)

Leavenworth, Kansas 66048

(City)

(State)

(Country)

(Zip Code)

913-684-0335

(Phone Number)

cwilliamson@firstcity.org

(E-mail)

DTCC

Address)

BLOR 06-2013

**SAMPLE OFFERING DOCUMENT LANGUAGE
DESCRIBING BOOK-ENTRY-ONLY ISSUANCE**

(Prepared by DTC--bracketed material may be applicable only to certain issues)

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the securities (the "Securities"). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue, and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.]

2. DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

SCHEDULE A
(To Blanket Issuer Letter of Representations)

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.]

[6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.]

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

[9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.]

10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

11. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

BLOR 06-2013

ORDINANCE NO. 8160

AN ORDINANCE AUTHORIZING THE ISSUANCE OF \$9,635,000 AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, SERIES 2021-A, OF THE CITY OF LEAVENWORTH, KANSAS, UNDER THE AUTHORITY OF K.S.A. 10-101 TO 125, INCLUSIVE, K.S.A. 12-685 ET SEQ., HOME RULE ORDINANCE NO. 7942 OF THE CITY AND CHARTER ORDINANCE NO. 56 OF THE CITY, ALL AS AMENDED.

WHEREAS, the Governing Body of the **City of Leavenworth, Kansas**, (the “City”) has, pursuant to Resolution No. B-2192 of the City adopted March 27, 2018, authorized the improvement of a portion of New Lawrence Road, from 20th Street Trafficway and continuing in a northeasterly direction a distance of 1,400 feet, by preparing, grading, constructing, and otherwise completing a new 31 foot wide, back of curb to back of curb, street with a road surface of 8” asphalt placed on 6” of AB-3 over geo-grid reinforcement material on compacted soil sub-grade together with storm drainage, concrete curb and gutter, entrances, and other necessary items at a maximum estimated cost of \$605,000 (the “New Lawrence Road Project”) under the authority of K.S.A. 12-685 et seq.; and

WHEREAS, the City heretofore duly authorized, issued and delivered its \$3,460,000 Temporary Notes, Series A2018, dated June 28, 2018, (the “Series A2018 Notes”) pursuant to Resolution No. B-2201 (the “Series A2018 Note Resolution”) adopted June 12, 2018, in accordance with the requirements of Charter Ordinance No. 56 of the City, K.S.A. 12-1736 et seq., and K.S.A. 12-685 et seq., all as amended, in part to temporarily finance the cost of constructing and otherwise completing the New Lawrence Road Project, a portion of which Series A2018 Notes maturing on June 1, 2022, in the amount of \$390,000 will be redeemed and paid on May 13, 2021, from the proceeds of general obligation bonds, the sale of which is authorized by this Resolution; and

WHEREAS, the Series A2018 Notes are subject to redemption and payment prior to maturity, in whole or in part, at any time on or after March 1, 2019, at the option of the City, at the redemption price of 100% of the principal amount thereof plus accrued interest thereon to the date of redemption; and

WHEREAS, in accordance with its authority to redeem and pay all or part of the outstanding Series A2018 Notes prior to their maturity, the City deems it necessary and advisable to call the remaining \$390,000 of the outstanding Series A2018 Notes maturing on June 1, 2022; all as further described in the Series A2018 Note Notice of Redemption, for redemption and payment on May 13, 2021; and

WHEREAS, the City has, pursuant to Resolution No. B-2217 of the City adopted February 26, 2019, as amended by Resolution No. B-2222 of the City adopted May 14, 2019, and Resolution No. 2227 of the City adopted June 25, 2019, authorized the improvement of a portion of (1) Thornton Street from the west line of 4th Street to the East line of 10th Avenue and (2) 10th Avenue from the south side of Spruce Street to the north right-of-way of Eisenhower Road to be main trafficways within the City (said streets, the “Main Trafficways”) by constructing and completing grading, storm drainage, concrete curb and gutter, asphaltic pavement and entrances, sidewalks, seeding, traffic control and other necessary items at an estimated maximum cost of \$6,040,000 (the “Main Trafficway Project”) under the authority of K.S.A. 12-685 et seq.; and

WHEREAS, the City has heretofore duly authorized, issued and delivered its \$7,430,000 Temporary Notes, Series A2019, dated June 27, 2019, (the “Series A2019 Notes”) pursuant to Resolution No. B-2224 (the “Series A2019 Note Resolution”) adopted June 11, 2019, in accordance with the requirements of K.S.A. 12-685 et seq., as amended, and Charter Ordinance No. 56 of the City in part to temporarily finance the costs of constructing and otherwise completing the Main Trafficway Improvements, a portion of which Series A2019 Notes maturing on December 1, 2022, in the amount of \$6,040,000 will be redeemed and paid on the May 13, 2021, from the proceeds of general obligation bonds, the sale of which is authorized by this Resolution; and

WHEREAS, the Series A2019 Notes are subject to redemption and payment prior to maturity, in whole or in part, at any time on or after June 1, 2020, at the option of the City, at the redemption price of 100% of the principal amount thereof plus accrued interest thereon to the date of redemption; and

WHEREAS, the City deems it necessary and advisable to call \$6,040,000 of the remaining outstanding Series A2019 Notes maturing on December 1, 2022, all as further described in the Series A2019 Note Notice of Redemption, for redemption and payment on May 13, 2021; and

WHEREAS, the City pursuant to Resolution No. B-2244 of the City adopted February 11, 2020, authorized the construction of certain general improvements in the total estimated amount of \$1,949,726.00 (the “2020 General Improvements”) to be made in the City under the authority of Charter Ordinance No. 56 of the City; and

WHEREAS, the City has heretofore duly authorized, issued and delivered its \$1,400,000 Temporary Notes, Series A2020, dated June 25, 2020, (the “Series A2020 Notes”) pursuant to Resolution No. B-2252 (the “Series A2020 Note Resolution”) adopted June 9th, 2020, in accordance with the requirements of Charter Ordinance No. 56 of the City to temporarily finance the costs of constructing the 2020 General Improvements, which Series A2020 Notes maturing on December 1, 2021, in the amount of \$1,400,000 will be redeemed and paid on the June 1, 2021, from the proceeds of general obligation bonds, the sale of which is authorized by this Resolution; and

WHEREAS, the Series A2020 Notes are subject to redemption and payment prior to maturity, in whole or in part, at any time on or after June 1, 2021, at the option of the City, at the redemption price of 100% of the principal amount thereof plus accrued interest thereon to the date of redemption; and

WHEREAS, the City deems it necessary and advisable to call the outstanding Series A2020 Notes maturing on December 1, 2021, in the amount of \$1,400,000 all as further described in the Series A2020 Note Notice of Redemption, for redemption and payment on June 1, 2021; and

WHEREAS, the City has, pursuant to Resolution No. 2243 of the City adopted February 11, 2020, authorized both the purchase, acquisition, and installation of certain public safety equipment consisting of one (1) Pierce Velocity Aerial firefighting truck, apparatus, and accessories for use by the City’s fire department and other authorized personnel and pay the estimated costs thereof, including financing costs, in the amount of \$1,430,000 (the “Public Safety Equipment”) under the authority of Home Rule Ordinance No. 7942; and

WHEREAS, the City has found and hereby determines it necessary and advisable to issue and sell General Obligation Bonds, Series 2021-A, (the “Bonds”) for the purposes of (1) permanently financing a portion of the cost of the New Lawrence Road Project, including

redeeming and paying the remaining outstanding Series A2018 Notes in the principal amount of \$390,000 together with accrued interest payable thereon on May 13, 2021; (2) permanently financing the costs of the Main Trafficway Project, including redeeming and paying a portion of the Series A2019 Notes in the principal amount of \$6,040,000 together with accrued interest payable thereon on May 13, 2021; (3) permanently financing the costs of the City's 2020 General Improvements, including redeeming and paying the Series A2020 Notes in the principal amount of \$1,400,000 together with accrued interest payable thereon on June 1, 2021; (4) financing the purchase and acquisition of the Public Safety Equipment; and (5) paying the cost of issuing the Bonds; and

WHEREAS, the City has, in accordance with K.S.A. 10-106, published notice (the "Sale Notice") of the City's intent to sell the Bonds; and

WHEREAS, the City does hereby authorize the issuance and sale of the bonds to the best bidder.

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

Section 1. That for the purpose of providing funds to (1) permanently finance a portion of the cost of the New Lawrence Road Project, including redeeming and paying the remaining outstanding Series A2018 Notes in the principal amount of \$390,000 together with accrued interest payable thereon on May 13, 2021; (2) permanently finance the costs of the Main Trafficway Project, including redeeming and paying a portion of the Series A2019 Notes in the principal amount of \$6,040,000 together with accrued interest payable thereon on May 13, 2021; (3) permanently finance the costs of the City's 2020 General Improvements, including redeeming and paying the Series A2020 Notes in the principal amount of \$1,400,000 together with accrued interest payable thereon on June 1, 2021; (4) financing the purchase and acquisition of the Public Safety Equipment; and (5) paying the cost of issuing the Bonds, there is hereby authorized and directed to be issued General Obligation Bonds, Series 2021-A, of the City in the aggregate principal amount of Nine Million Six Hundred Thirty-five Thousand Dollars (\$9,635,000) as provided by Charter Ordinance No. 56 of the City, K.S.A. 12-685 et seq., Home Rule Ordinance No. 7942 of the City, and Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended. The Bonds shall be dated and bear interest, shall mature and be payable at such times, shall be in such form, shall be subject to redemption and payment prior to the maturity thereof and shall be issued in the manner prescribed and subject to the provisions, covenants and agreements set forth in a resolution of the Governing Body of the City adopted the same date as the date of the passage and approval of this Ordinance (the "Resolution").

Section 2. That the Mayor and City Clerk are hereby authorized to prepare and execute the Bonds and when so executed, the Bonds shall be registered as required by law and the Governing Body shall annually make provisions for the payment of the principal of, redemption premium, if any, and interest on the Bonds as the same shall become due by levying a tax upon all the taxable property of the City.

Section 3. That the City shall, and the officers, agents and employees of the City are hereby authorized and directed to, take such action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the provisions of this Ordinance and to carry out, comply with and perform the duties of the City with respect to the Bonds and the Resolution all as necessary to carry out and give effect to the transaction contemplated hereby and thereby.

Section 4. That if any portion or provision of this Ordinance or the Bonds shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such portion or provisions shall not effect any of the remaining provisions of this Ordinance or the Bonds but this Ordinance and said Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained herein.

Section 5. That the Bonds shall be issued and sold to the purchaser thereof in accordance with both their bid for the purchase thereof and the terms and conditions of this Ordinance.

Section 6. That this Ordinance shall take effect and be in force from and after its passage and publication in the official City newspaper.

Passed by the Governing Body and approved by the Mayor this 27th day of April, 2021.

CITY OF LEAVENWORTH, KANSAS

(SEAL)

Nancy D. Bauder, Mayor

ATTEST:

Carla K. Williamson, CMC, City Clerk

ublished in The Leavenworth Times on April 30, 2021.)

140421 3

ORDINANCE NO. 8161

AN ORDINANCE AUTHORIZING THE ISSUANCE OF \$3,310,000 AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2021-B, OF THE CITY OF LEAVENWORTH, KANSAS, UNDER THE AUTHORITY OF K.S.A. 10-101 TO 125, INCLUSIVE, AND K.S.A. 10-427 ET SEQ., ALL AS AMENDED.

WHEREAS, the Governing Body of the **City of Leavenworth, Kansas**, (the “City”) has heretofore duly authorized, issued and delivered its \$3,860,000 aggregate principal amount of General Obligation Bonds, Series 2013-A, dated June 27, 2013, (the "Series 2013-A Bonds") pursuant to its Ordinance No. 7920 adopted June 11, 2013, and published as required by law, and Resolution No. B-2060 adopted June 11, 2013, (the “Series 2013-A Bond Resolution”) in accordance with the requirements of Charter Ordinance No. 37 of the City, K.S.A. 12-1736 et seq. and Article 1 of Chapter 10 of the Kansas Statutes Annotated, all as amended; and

WHEREAS, as of April 1, 2021, there remains outstanding of the Series 2013-A Bonds the principal amount of \$1,690,000 bearing interest payable semiannually on March 1 and September 1 each year and maturing serially on September 1, as follows:

SERIAL BONDS

<u>MATURITY</u> <u>(SEPTEMBER 1)</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>INTEREST</u> <u>RATE</u>
2021	\$390,000	1.75%
2022	400,000	1.95
2023	405,000	2.15
2024	245,000	2.25
2025	250,000	2.40

WHEREAS, pursuant to Section 301 of the Series 2013-A Bond Resolution, the Series 2013-A Bonds, or any portion thereof maturing on September 1, 2022, and thereafter may be called for redemption and payment prior to their stated maturity on September 1, 2021, and thereafter as a whole or in part on any date, at the redemption price of one hundred percent (100%) of the principal amount redeemed plus all accrued interest there to the redemption date; and

WHEREAS, the City has heretofore duly authorized, issued and delivered its \$5,700,000 aggregate principal amount of General Obligation Refunding and Improvement Bonds, Series 2016-A, dated June 30, 2016, (the "Series 2016-A Bonds") pursuant to its Ordinance No. 7998 adopted June 14, 2016, and published as required by law, and Resolution No. B-2140 adopted June 14, 2016, (the “Series 2016-A Bond Resolution”) in accordance with the requirements of Charter Ordinance No. 56 of the City, Home Rule Ordinance No. 7942 of the City, K.S.A. 10-427 et seq., and Article 1 of Chapter 10 of the Kansas Statutes Annotated, all as amended; and

WHEREAS, as of April 1, 2021, there remains outstanding of the Series 2016-A Bonds the principal amount of \$3,400,000 bearing interest payable semiannually on March 1 and September 1 each year and maturing serially on September 1, as follows:

SERIAL BONDS

<u>MATURITY (SEPTEMBER 1)</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>
2021	\$620,000	2.00%
2022	435,000	2.00
2023	440,000	2.00
2024	460,000	2.05
2025	465,000	2.25
2026	485,000	2.30
2029	100,000	2.10
2030	100,000	2.20
2031	105,000	2.30

TERM BONDS

2028	190,000	2.00
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WHEREAS, pursuant to Sections 301 of the Series 2016-A Bond Resolution, the Series 2016-A Bonds, or any portions thereof maturing on September 1, 2022, and thereafter may be called for redemption and payment prior to their stated maturity on September 1, 2021, and thereafter as a whole or in part on any date, at the redemption price of one hundred percent (100%) of the principal amount redeemed plus all accrued interest there to the redemption date; and

WHEREAS, pursuant to Section 301 of the Series 2013-A Bond Resolution, the City deems it necessary and advisable to call the Series 2013-A Bonds maturing on September 1, 2023, through and including September 1, 2025, (i.e., \$900,000) (the “Series 2013-A Refunded Bonds”); on September 1, 2021, and paid from the issuance of general obligation refunding bonds of the City; and

WHEREAS, pursuant to Section 301 of the Series 2016-A Bond Resolution, the City deems it necessary and advisable to call the Series 2016-A Bonds maturing on September 1, 2023, through and including September 1, 2031, (i.e., \$2,345,000) (the “Series 2016-A Refunded Bonds”) on September 1, 2021, and paid from the issuance of general obligation refunding bonds of the City (the Series 2013-A Refunded Bonds and Series 2016-A Refunded Bonds are collectively referred to as the “Refunded Bonds”); and

WHEREAS, the City has found and hereby determines it necessary and advisable to issue and sell General Obligation Refunding Bonds, Series 2021-B, (the “Bonds”) for the purposes of currently refunding the Refunded Bonds in the principal amount of \$3,245,000 together with accrued interest payable thereon and paying the cost of issuing the Bonds; and

WHEREAS, the City does hereby authorize the issuance and sale of the bonds to the best bidder.

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

Section 1. That for the purpose of providing funds to currently refund the Refunded Bonds in the principal amount of \$3,245,000 together with accrued interest payable thereon and paying the cost of issuing the Bonds, there is hereby authorized and directed to be issued General Obligation Refunding Bonds, Series 2021-B, of the City in the aggregate principal amount of Three Million Three Hundred Ten Thousand Dollars (\$3,310,000) as provided by K.S.A. 10-427

et seq., and Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended. The Bonds shall be dated and bear interest, shall mature and be payable at such times, shall be in such form, shall be subject to redemption and payment prior to the maturity thereof and shall be issued in the manner prescribed and subject to the provisions, covenants and agreements set forth in a resolution of the Governing Body of the City adopted the same date as the date of the passage and approval of this Ordinance (the "Resolution").

Section 2. That the Mayor and City Clerk are hereby authorized to prepare and execute the Bonds and when so executed, the Bonds shall be registered as required by law and the Governing Body shall annually make provisions for the payment of the principal of, redemption premium, if any, and interest on the Bonds as the same shall become due by levying a tax upon all the taxable property of the City.

Section 3. That the City shall, and the officers, agents and employees of the City are hereby authorized and directed to, take such action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the provisions of this Ordinance and to carry out, comply with and perform the duties of the City with respect to the Bonds and the Resolution all as necessary to carry out and give effect to the transaction contemplated hereby and thereby.

Section 4. That if any portion or provision of this Ordinance or the Bonds shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such portion or provisions shall not effect any of the remaining provisions of this Ordinance or the Bonds but this Ordinance and said Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained herein.

Section 5. That the Bonds shall be issued and sold to the purchaser thereof in accordance with both their bid for the purchase thereof and the terms and conditions of this Ordinance.

Section 6. That this Ordinance shall take effect and be in force from and after its passage and publication in the official City newspaper.

Passed by the Governing Body and approved by the Mayor this 27th day of April, 2021.

CITY OF LEAVENWORTH, KANSAS

(SEAL)

Nancy D. Bauder, Mayor

ATTEST:

Carla K. Williamson, CMC, City Clerk

POLICY REPORT
Adopt Comprehensive Plan

APRIL 27, 2021



Prepared By:
Julie Hurley
Director of Planning and
Community Development


Reviewed By:
for Paul Kramer
City Manager

DISCUSSION:

In December, 2019, the City entered into a contract with Shockey Consulting to provide services for a Comprehensive Plan update. Since that time, Shockey has completed multiple sessions with the Stakeholder Focus Group, joint sessions with the City Commission and Planning Commission, as well as a public engagement process that included two virtual public participation meetings. The final Comprehensive Plan will be the culmination of all input received throughout the process.

The Planning Commission reviewed a draft of the Comprehensive Plan on April 5, 2021 and reached a consensus to move forward with adoption of the Plan. The City Commission then reviewed the draft Comprehensive Plan on April 6, 2021. Changes discussed during those two meetings have been incorporated into the final document.

Staff from Shockey Consulting will be in attendance to present the final Comprehensive Plan document.

RECOMMENDED ACTION

Motion to adopt the Comprehensive Plan as presented.

MAYOR'S APPOINTMENTS

APRIL 27, 2021

Mayor Bauder

"Move to

*Reappoint to the **Board of Zoning Appeals** Richard Gervasini and Kathy Kem to terms ending May 1, 2024*

*Appoint to the **Building Code Board of Appeals** Keith Kohler to a term ending May 1, 2026*

*Reappoint to the **City Planning Commission** Michael Burke and Claude Wiedower to terms ending May 1, 2024 and appoint Wesley Henning to a term ending May 1, 2024*

*Appoint to the **Electrical Board of Appeals** Bill Corbet, Sr. to a term ending May 1, 2026*

*Appoint to the **Library Board** Erin Sack and Patricia Barnhardt to a terms ending April 30, 2025*

*Appoint to the **Mechanical Board of Appeals** Steven Wagoner to a term ending May 1, 2026*

*Reappoint to the **Plumbing Board of Appeals** Joey Denney to a term ending May 1, 2026*

Requires a second and vote by the Governing Body.


POLICY REPORT PWD NO. 21-16

CONSIDER APPROVAL OF LOW BID FOR
THE 2021 PAVEMENT MANAGEMENT PROGRAM
(PRESSURE PAVE PROGRAM)

City Project 2020-942

April 27, 2021

Prepared by:



Michael Stephan,
Project Manager

Reviewed by:



Brian Faust, P.E.,
Director of Public Works



for Paul Kramer,
City Manager

ISSUE:

Consider the sole source bid received and possible award of the 2021 Pavement Management – Pressure Pave Program.

BACKGROUND:

On February 16, 2021, the City Commission approved a design contract with Affinis for the design of the 2021 Pavement Management Program.

Each year the City Commission authorizes General Improvement Bonds for the annual maintenance of public streets. The 2021 program includes granite seal, pressure pave, mill and overlay components, parking lot upgrades and major repair and maintenance work beyond the scope of the Street Division. The budget allocation for 2021 includes sufficient funds to cover the costs of the 2021 construction and the design of the 2022 Pavement Management Program. Inspection will be by City Staff.

The Pressure Pave Program for 2021 includes the City streets highlighted on the attached map. City forces have been working on patching and crack sealing the streets in this year's Pressure Pave Program.

The project plans were prepared by Affinis Corporation and the project was presented for a bid proposal from Donelson Construction Company, LLC. Donelson Construction is the only company that performs this proprietary work at this time. The bid proposals for both the Pressure Pave and required pavement restriping are attached. The total combined bid (Pressure Pave and restriping) is shown below.

Donelson Construction Company, LLC. has met all bidding requirements. They previously completed the Pressure Pave Programs for the cities of Olathe and Kansas City, Kansas as well as for the City of Springfield, Missouri. Over the last two years, City of Leavenworth Public Works staff visited sites in Olathe and Kansas City, Kansas to observe the process as well as the condition of streets completed in previous years. Based on staff's review, Pressure Pave is an appropriate treatment for many of the streets within our community and provides the City with another treatment option as we further define our pavement management program.

Company	City	Total Bid
Donelson Construction Company, LLC.	Clever, MO	\$212,315.02

Work is expected to begin in mid-June and be completed in 30 calendar days.

POLICY:

The City Commission generally awards a contract to the lowest bidder; however, this is a sole source bid project due to the proprietary nature of the pressure pave system. The evaluation by the City indicates that the award will be in the best interest of the City.

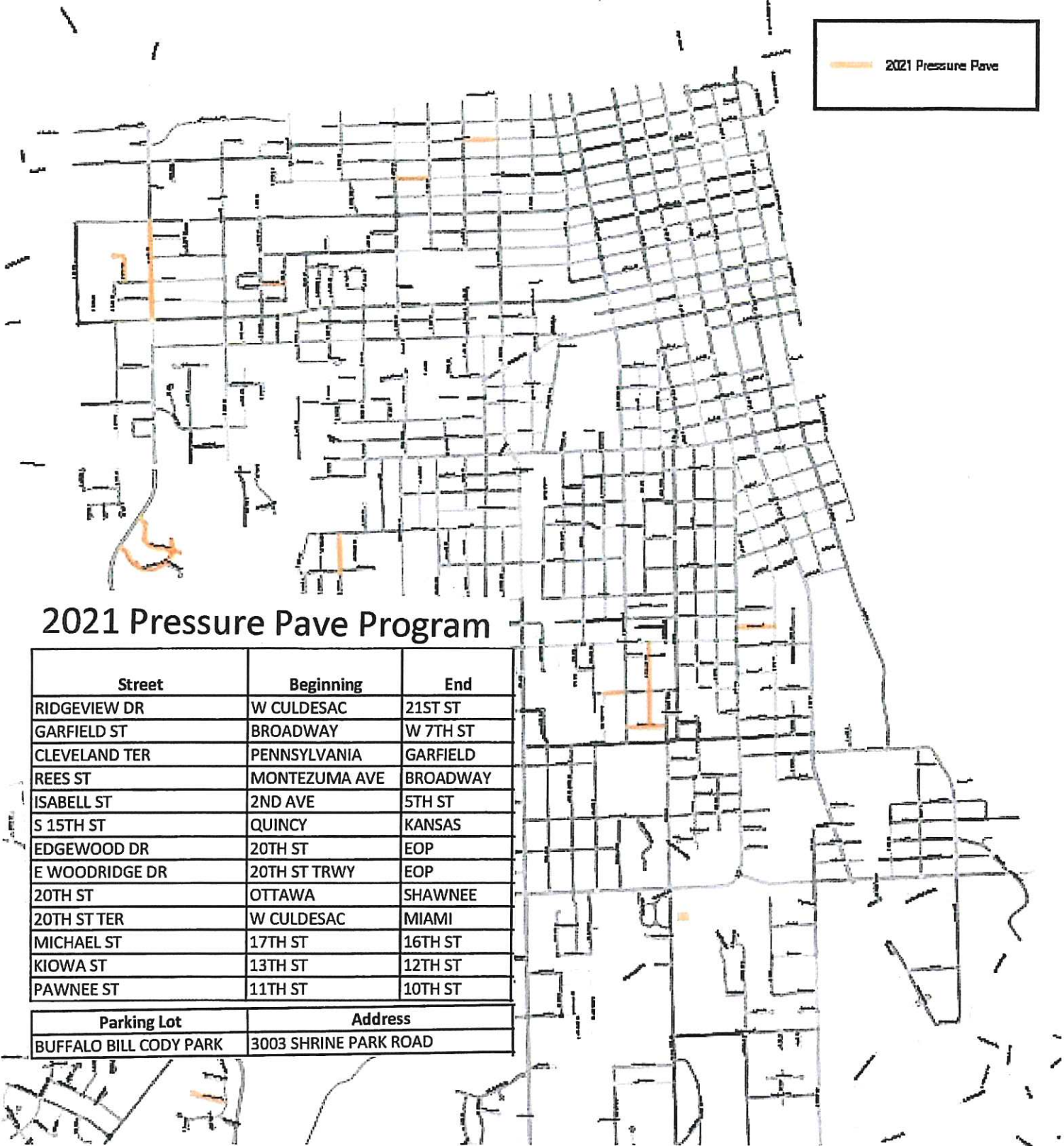
RECOMMENDATION:

Staff recommends that the City Commission award the 2021 Pavement Management – Pressure Pave Program to Donelson Construction Company, LLC. for the amount of \$212,315.02

ATTACHMENTS:

Project Street Map
Bid Proposal – Pressure Pave
Bid Proposal – Pavement Markings

2021 Pressure Pave



2021 Pressure Pave Program

Street	Beginning	End
RIDGEVIEW DR	W CULDESAC	21ST ST
GARFIELD ST	BROADWAY	W 7TH ST
CLEVELAND TER	PENNSYLVANIA	GARFIELD
REES ST	MONTEZUMA AVE	BROADWAY
ISABELL ST	2ND AVE	5TH ST
S 15TH ST	QUINCY	KANSAS
EDGEWOOD DR	20TH ST	EOP
E WOODRIDGE DR	20TH ST TRWY	EOP
20TH ST	OTTAWA	SHAWNEE
20TH ST TER	W CULDESAC	MIAMI
MICHAEL ST	17TH ST	16TH ST
KIOWA ST	13TH ST	12TH ST
PAWNEE ST	11TH ST	10TH ST
Parking Lot	Address	
BUFFALO BILL CODY PARK	3003 SHRINE PARK ROAD	



Ph: (417) 743-2694

Fax: (417) 743-2945

1075 Wise Hill Road, Clever, MO 65631

ESTIMATE

March 30, 2021

Mike Stephan
City of Leavenworth
100 North 5th Street
Leavenworth, Kansas 66048

Donelson Construction Co., LLC is pleased to provide the following quote for the installation of our patented Modified Aggregate Quick Set (MAQS®) Surfacing and PressurePave® Systems. The prices include all labor equipment, materials and traffic control.

The unit prices for the separate materials are as follows (per yd2):

PressurePave® - \$1.12

MAQS®-Flex - \$4.25

MAQS®-2 Surfacing - \$4.25

Garfield St	From: S Broadway St	To: W 7th St	Yd2:	1,656.00
PressurePave		\$1,854.72	Flex yd2:	139.00
MAQS-Flex		\$590.75		
MAQS-2		\$7,038.00		
Total		\$9,483.47		

Cleveland Terrace	From: Garfield St	To: Pennsylvania St	Yd2:	3,829.00
PressurePave		\$4,288.48	Flex yd2:	120.00
MAQS-Flex		\$510.00		
MAQS-2		\$16,273.25		
Total		\$21,071.73		

Reese St	From: Broadway St	To: Montezuma St	Yd2:	1,143.00
PressurePave		\$1,280.16	Flex yd2:	342.00
MAQS-Flex		\$1,453.50		
MAQS-2		\$4,857.75		
Total		\$7,591.41		

Isabelle St	From: 2nd Ave	To: 5th St	Yd2:	1,887.00
PressurePave		\$2,113.44	Flex yd2:	4.00
MAQS-Flex		\$17.00		
MAQS-2		\$8,019.75		
Total		\$10,150.19		

15th St	From: Quincy St	To: Kansas St	Yd2:	1,575.00
PressurePave		\$1,764.00	Flex yd2:	438.00
MAQS-Flex		\$1,861.50		
MAQS-2		\$6,693.75		
Total		\$10,319.25		

Ridgeview Dr	From: 21st St	To: west CDS	Yd2:	2,098.00
PressurePave		\$2,349.76	Flex yd2:	302.00
MAQS-Flex		\$1,283.50		
MAQS-2		\$8,916.50		
Total		\$12,549.76		

Woodridge Dr	From: 20th St	To: RAB	Yd2:	4,211.00
PressurePave		\$4,716.32	Flex yd2:	555.00
MAQS-Flex		\$2,358.75		
MAQS-2		\$17,896.75		
Total		\$24,971.82		

Edgewood Dr	From: 20th St	To: eop	Yd2:	3,256.00
PressurePave		\$3,646.72	Flex yd2:	75.00
MAQS-Flex		\$318.75		
MAQS-2		\$13,838.00		
Total		\$17,803.47		

20th St	From: Shawnee St	To: Ottawa St	Yd2:	6,233.00
PressurePave		\$6,980.96	Flex yd2:	27.00
MAQS-Flex		\$114.75		
MAQS-2		\$26,490.25		
Total		\$33,585.96		

N 20th Terr	From: Miami St	To: west CDS	Yd2:	2,228.00
PressurePave		\$2,495.36	Flex yd2:	127.00
MAQS-Flex		\$539.75		
MAQS-2		\$9,469.00		
Total		\$12,504.11		

Micheal St	From: 16th St	To: 17th St	Yd2:	1,007.00
PressurePave		\$1,127.84	Flex yd2:	-
MAQS-Flex		\$0.00		
MAQS-2		\$4,279.75		
Total		\$5,407.59		

Kiowa St	From: 12th St	To: 13th St	Yd2:	2,033.00
PressurePave		\$2,276.96	Flex yd2:	23.00
MAQS-Flex		\$97.75		
MAQS-2		\$8,640.25		
Total		\$11,014.96		

Pawnee St	From: 11th St	To: 12th St	Yd2:	1,400.00
PressurePave		\$1,568.00	Flex yd2:	-
MAQS-Flex		\$0.00		
MAQS-2		\$5,950.00		
Total		\$7,518.00		

Parking Lot	From: Off Shrine Park Rd	To:	Yd2:	314.00
PressurePave		\$351.68	Flex yd2:	314.00
MAQS-Flex		\$1,334.50		
MAQS-2		\$1,334.50		
Total		\$3,020.68		

Parking Lot Cont.	From: Off Shrine Park Rd	To:	Yd2:	2,226.00
PressurePave		\$2,493.12	Flex yd2:	340.00
MAQS-Flex		\$1,445.00		
MAQS-2		\$9,460.50		
Total		\$13,398.62		

GRAND TOTAL: \$200,391.02

Morgan Contractors "Pavement
 Markings, Signage, Traffic Control"
 929 Locust Hill Circle
 Belton, MO 64012
 8163135721
 estimating@morgancontractors.com
 www.morgancontractors.com



Estimate 211133

MORGAN CONTRACTORS

ADDRESS Clever Stone Clever Stone Company, Inc. Donelson Construction Company, LLC 1075 Wise Hill Road Clever, MO 65631	SHIP TO Clever Stone Clever Stone Company, Inc. Donelson Construction Company, LLC 1075 Wise Hill Road Clever, MO 65631	DATE 04/22/2021	TOTAL \$11,924.00
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CATEGORY RW	ESTIMATOR John Smitka	PROJECT NAME Leavenworth 2021
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ACTIVITY	RATE	QTY	AMOUNT
Pavement Marking:Removal:Removal Grinding 4 inch Removal of 4 inch pavement markings with road scarifier per linear ft.	2.00	2,709	5,418.00
Pavement Marking:Paint:New Layout 4 Inch Layout and install 4 inch paint PER LINEAR FT.	2.00	2,709	5,418.00
Pavement Marking:Paint:New Layout 12 inch Layout and install all 12 inch paint PER LINEAR FT. .	3.00	56	168.00
Pavement Marking:Paint:ADA Symbol on Blue Background Paint handicap symbol with Blue background.	40.00	3	120.00
Misc:Mobilization Price is based on (2) mobilization. Additional mobilizations caused by customer delay will be charged \$ each. Customer delay includes, but is not limited to: abandoned cars, active sprinklers, dirt, debris, etc.	400.00	2	800.00

TOTAL \$11,924.00

THANK YOU.

Accepted By

Accepted Date

POLICY REPORT PWD NO. 21-15
CONSIDER AMENDMENT NO. 4 TO THE SOLE SOURCE DESIGN CONTRACT
WITH WATER RESOURCES SOLUTIONS, LLC.
FOR THE 16TH TERRACE & THORNTON PHASE 2 & 3 STORMWATER PROJECT

City Project 2018-897

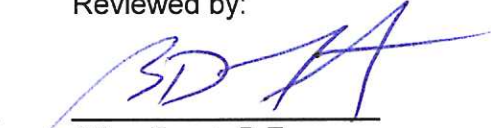
April 27, 2021

Prepared by:



Michael Stephan,
Project Manager

Reviewed by:



Brian Faust, P.E.,
Director of Public Works



Paul Kramer,
City Manager

ISSUE:

Consider approval of Amendment No. 4 to the sole source design contract with Water Resources Solutions, LLC. for the 16th Terrace & Thornton Phase 2 & 3 Stormwater Project.

BACKGROUND:

In 2017, Water Resources Solutions completed a study of the drainage areas flowing into the area of 16th Terrace and Thornton Street. The study focused on stormwater flows for both existing and future conditions and the capacity/condition of the existing stormwater drainage system. Findings of the study resulted in recommendations for a combination detention, piping and an open channel system (backyard stream). The complete project will involve the area between the north end of 16th Street to Vilas Street. (See attached map)

The construction of the detention basin (Phase 1) was completed in 2019 and the remainder of the construction is scheduled to begin in May of this year.

With the complexity of Phase 2 & 3 and the impacts to rear years during construction, easement acquisition involved condemnation. To assist in the condemnation process, additional survey and design considerations were necessary. Work under Amendment No. 4 included staking easements for condemnation consideration and making notation changes on the plans regarding all easements.

POLICY:

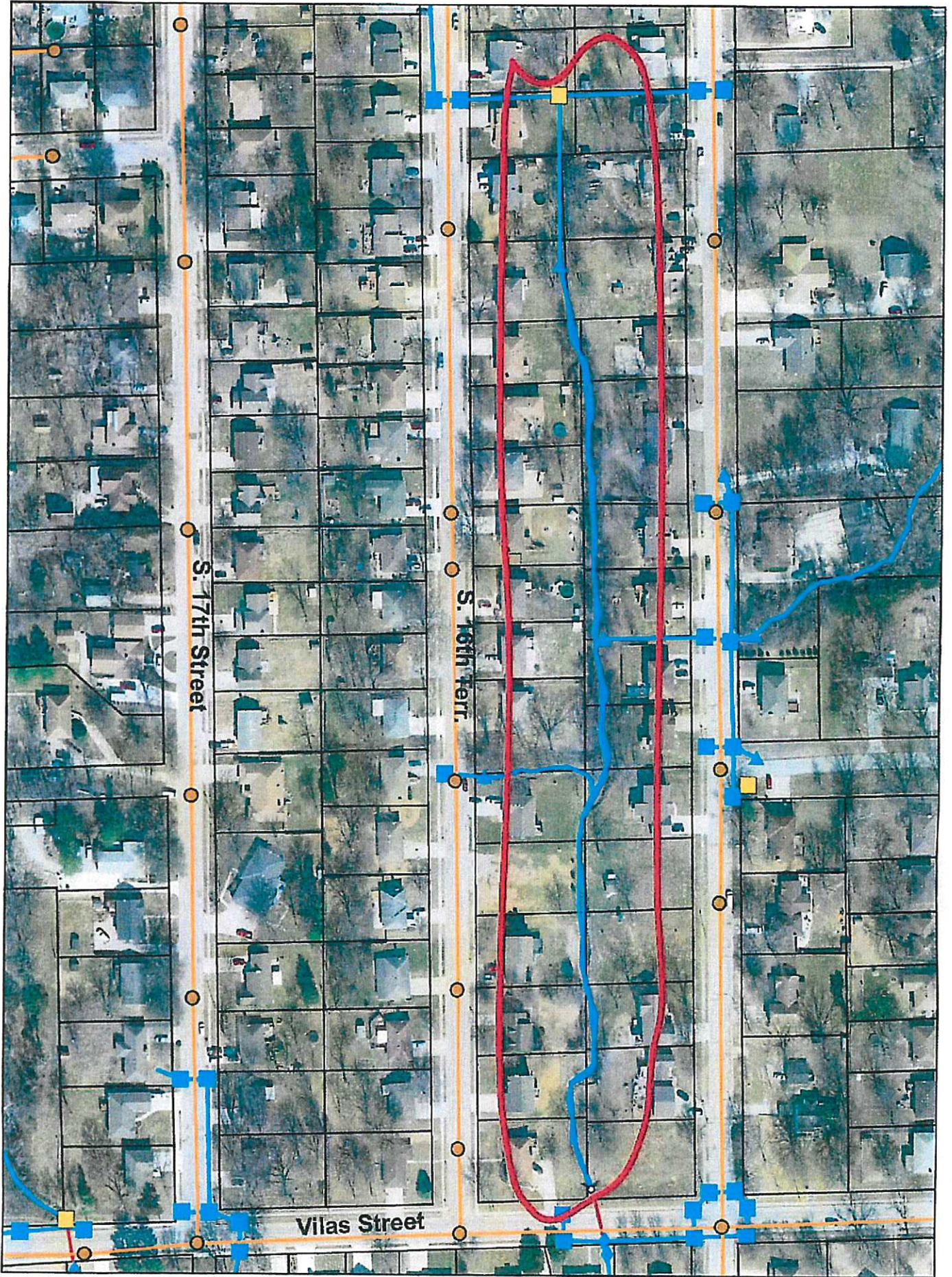
Water Resources Solutions completed the additional survey work for this area to assist in the condemnation process. The firm that does the project design is typically the most cost effective choice for additional survey and staking for easement acquisition.

RECOMMENDATION:

Staff recommends the City Commission approve Amendment No. 4 to the sole source design contract submitted by Water Resources Solutions, LLC. for the 16th Terrace & Thornton Phase 2 & 3 Stormwater Project in an amount not to exceed \$5,263.25 for a total contract price of \$64,667.25.

ATTACHMENTS:

Improvements Map
Contract Amendment No. 4



AMENDMENT NO. 4 TO AGREEMENT BETWEEN OWNER AND ENGINEER

Reason for the Amendment:

The plans and cost estimate were revised based on easement acquisition negotiations between the property owners and the City. Project coordination with the City regarding the revisions to the plans and cost estimate also took place. The Temporary Construction Easement documents for Tract 24 were revised based on City negotiations with the property owner.

1. Contract Information

- a. **Effective Date of the Agreement between Owner and Engineer** December 6, 2018
- b. **OWNER** City of Leavenworth, Kansas
- c. **ENGINEER** Water Resources Solutions, LLC
- d. **Project** 16th Terrace & Thornton Drainage Phase 2 Design

2. Description of Modifications

Original Contract Amount:	<u>\$39,190.00</u>
Additional Fee Amount (Amendment 1):	<u>\$15,000.00</u>
Additional Fee Amount (Amendment 2):	<u>\$3,693.00</u>
Additional Fee Amount (Amendment 3)	<u>\$1,521.00</u>
Additional Fee Amount (Amendment 4)	<u>\$5,263.25</u>
New Contract Total:	<u>\$64,667.25</u>

ENGINEER and OWNER hereby agree to modify the above-referenced Agreement as set forth in this Amendment. All provisions of the Agreement not modified by this or previous Amendments remain in effect. The Effective Date of this Amendment is March 31, 2021.

OWNER:
City of Leavenworth, Kansas

By: _____
Paul Kramer

Title: City Manager

Date Signed: _____

ENGINEER:
Water Resources Solutions, LLC

By: 
Donald W. Baker, P.E.


Title: Owner

Date Signed: 3-31-21


POLICY REPORT NO. 21-17
WATER POLLUTION CONTROL DIVISION
REPAIR MAST ASSEMBLY TRICKLING FILTER #1

April 27, 2021

Prepared by:


Tim Guardado
WPC Superintendent

Reviewed by:


for Paul Kramer
City Manager


Brian Faust
Public Works Director

ISSUE:

Consider approval of the repair proposal for Trickling Filter No. 1 in the amount of \$37,560.75.

BACKGROUND:

The Wastewater Treatment Plant (WWTP) was originally constructed with two trickling filters in the early 1970s with a third filter added in 2008. Trickling Filters are used to facilitate the removal of nutrients by promoting algae growth on the filter media. The WWTP currently treats an average flow of 3.5 MGD (Million Gallons Daily).

The two original Trickling Filters (No. 1 and No. 2) were upgraded in 2014 to an Ovivo Mast Type Rotary Distributor.

During routine inspection in February 2021, Trickling Filter No. 1 was found to be not turning. At the time of the failure, C&B Equipment was in the process of repairing Filter No. 3 and had the needed lifting equipment on-site to remove the mast from Filter No. 1. The mast holds the distributor arms and allows them to spin which disperses the water evenly across media. C&B crews performed a detailed inspection and found pitting on the aluminum mast from contact with the wastewater. This pitting and corresponding metal fatigue caused the mast to fail.



1

No. 21-17 WPC Repair Mast Assembly Trickling Filter #1

C&B's repair recommendations upon conclusion of inspection are as follows:

1. Remove the current support beams and weld larger support beams in their place.
2. Manufacture new bronze ring and install new roller bearings and seal rings.
3. Epoxy coat the aluminum mast that is exposed to the water.

Trickling Filter No. 3 recently experienced the same type of failure. Staff is monitoring Filter No. 2 for signs of metal fatigue.

C&B Equipment has performed this type of repair at the Leavenworth Plant and other area wastewater plants for similar systems by other manufacturers. They have parts at their facility and are able to manufacture parts as needed to make the suggested repairs in a reasonable time. The entire cost of the repair including installation and startup is \$37,560.75.

Cost from the manufacturer for a replacement mast made with stainless steel components along with installation range from \$98,000 - \$124,027. Staff feels that the repairs proposed including larger support beams and epoxy coating areas exposed to water will significantly extend the life of the current mast.

REGULATORY ISSUES:

It is important to keep key plant components in operation to help avoid unnecessary stress on other plant systems which can impact our ability to meet KDHE permit levels.

BID RECEIVED:

C&B Equipment: \$37,560.75

OPTIONS/ALTERNATIVES:

The City Commission can accept the bid as recommended by City Staff, ask staff to request additional bids, or formally bid a replacement mast with stainless steel components.

STAFF RECOMMENDATION:

Staff recommends the City Commission approve the repair proposal from C&B Equipment in the amount of \$37,560.75.

ATTACHMENT:

Bid from C&B Equipment

**DOUGLAS PUMP SERVICE &
C&B Equipment**

4719 Merriam Drive
Overland Park, Kansas 66203
(913) 236-8222
Fax (913) 262-8992

PROPOSAL

PHONE	DATE
913-682-1090	3/31/2021
JOB NAME/LOCATION	Good for 45 days from this date.
Waste Water	

To: Leavenworth KS
Attn: Tim

DPS Job # _____

JOB DESCRIPTION: Trickle Filter #1 = Repairs

We have pulled and inspected your trickle filter and found the following in need of repair or replacement. All new larger support bearings, SKF roller bearing, bronze ring, sealing rubbers, band clamps and arm gaskets. Indicate center column in lathe to true up after welding in new supports. Sand blast lower portion of center column and paint. Reassemble unit and reinstall. Re-grout center column into place. Perform start up into system.

\$37,560.75

NOTE: as with the last unit we repaired, metal fatigue on the supports caused the breakdown. In our opinion, upsizing the bearings will help with that problem.

THIS PROPOSAL IS FOR COMPLETING THE JOB AS DESCRIBED ABOVE. IT IS BASED ON OUR EVALUATION AND DOES NOT INCLUDE MATERIAL PRICE INCREASES OR ADDITIONAL LABOR AND MATERIALS WHICH MAY BE REQUIRED SHOULD UNFORESEEN PROBLEMS OR ADVERSE WEATHER CONDITIONS ARISE AFTER THE WORK HAS STARTED.

PROPOSED COST **\$37,560.75**
NOTES: taxes not included
pricing good for 45 days
PROPOSED BY *Billy Perry*



Please sign and send back your acceptance of the above listed pricing.

PO# _____ Date: _____

_____ signature

print name