

RESOLUTION NO. 15-03

A RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF GENERAL OBLIGATION HOSPITAL REFUNDING BONDS OF SEWARD COUNTY, KANSAS.

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

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

WHEREAS, the County has heretofore issued several series of general obligation bonds on behalf of the Trustees, the only remaining issue designated as “General Obligation Hospital Refunding and Improvement Bonds, Series 2010-A” in the original principal amount of \$17,760,000, of which \$15,920,000 remains outstanding (the “Series 2010-A Bonds”); and

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

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

WHEREAS, due to the current interest rate environment, the County has the opportunity to issue its general obligation refunding bonds in order to achieve an interest cost savings on all or a portion of the debt represented by the Series 2010-A Bonds (the “Refunded Bonds”); and

WHEREAS, the County hereby selects the firm of George K. Baum & Company, Wichita, Kansas (the “Purchaser”), as underwriter for one or more series of general obligation refunding bonds of the County in order to provide funds to refund the Refunded Bonds; and

WHEREAS, the County desires to authorize the Purchaser to proceed with the offering for sale of said general obligation refunding bonds and related activities; and

WHEREAS, one of the duties and responsibilities of the County is to prepare and distribute a preliminary official statement relating to said general obligation refunding bonds; and

WHEREAS, the County desires to authorize the Purchaser, in conjunction with the County Administrator, County Clerk and Gilmore & Bell, P.C., Wichita, Kansas (“Bond Counsel”), to proceed with the preparation and distribution of a preliminary official statement and all other preliminary action necessary to sell said general obligation refunding bonds; and

WHEREAS, due to the volatile nature of the municipal bond market and the desire of the County to achieve maximum benefit of timing of the sale of said general obligation refunding bonds, the governing body desires to authorize the Chairman to confirm the sale of such general obligation refunding

bonds, if necessary, prior to the next meeting of the governing body to adopt the necessary resolution providing for the issuance thereof.

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

Section 1. The Purchaser is hereby authorized to proceed with the offering for sale of the County's general obligation refunding bonds in one or more series (the "Bonds") in accordance with the presentation made by the Purchaser this date. The offering for sale of the Bonds shall be accomplished in consultation with the County Administrator, County Clerk, County Counselor and Gilmore & Bell, P.C. ("Bond Counsel"). The confirmation of the sale of the Bonds shall be subject to the execution of a bond purchase agreement between the Purchaser and the County (the "Bond Purchase Agreement") in a form approved by Bond Counsel and the County Counselor, the adoption of a resolution by the governing body of the County authorizing the issuance of the Bonds and the execution of various documents necessary to deliver the Bonds. The Chairman is hereby authorized to execute the Bond Purchase Agreement, subject to the following parameters: (a) the principal amount of the Bonds shall not exceed \$10,000,000; (b) the present value savings associated with refunding the Refunded Bonds shall be not less than 4% of the outstanding principal of the Refunded Bonds; and (c) the approval of the Chairman of the Trustees pursuant to an authorizing resolution of the Trustees approving like parameters.

Section 2. The Purchaser, in conjunction with the County Administrator, County Clerk, County Counselor and Bond Counsel, is hereby authorized to cause to be prepared a Preliminary Official Statement relating to the Bonds. The County hereby consents to the use and public distribution by the Purchaser of the Preliminary Official Statement in connection with the offering for sale of the Bonds.

Section 3. For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), the Chairman and County Administrator or other appropriate officers of the County are hereby authorized: (a) to approve the form of said Preliminary Official Statement, and to execute the "Certificate Deeming Preliminary Official Statement Final" in substantially the form attached hereto as *Exhibit A* as approval of the Preliminary Official Statement, such official's signature thereon being conclusive evidence of such official's and the County's approval thereof; (b) covenant to provide continuous secondary market disclosure by annually transmitting certain financial information and operating data and other information necessary to comply with the Rule to certain national repositories and the Municipal Securities Rulemaking Board, as applicable; and (c) take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Purchaser to comply with the requirement of the Rule.

Section 4. The County agrees to provide to the Purchaser within seven business days of the date of the purchase contract for the Bonds or within sufficient time to accompany any confirmation that requests payment from any customer of the Purchaser, whichever is earlier, sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of the Rule and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 5. The Chairman, County Administrator, County Clerk, County Counselor and the other officers and representatives of the County, the Purchaser and Bond Counsel are hereby authorized and directed to take such other action as may be necessary to carry out the sale of the Bonds and to subscribe for or authorize the purchase of United States Government Obligations to be deposited in the escrow for the Refunded Bonds.

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

ADOPTED by the Board of County Commissioners of Seward County, Kansas, on April 20, 2015.



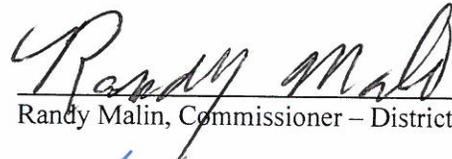
Jim Rice, Chair – District 5



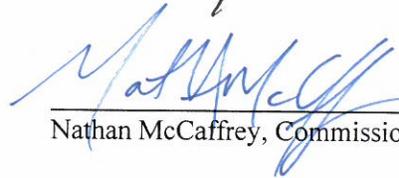
C.J. Wettstein, Commissioner – District 1



Ada J. Linenbroeker, Commissioner – District 2



Randy Malin, Commissioner – District 3

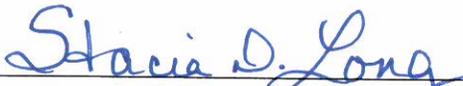


Nathan McCaffrey, Commissioner – District 4

(SEAL)



ATTEST:


Stacia Long, County Clerk