

(Summary on last page of this document  
to be published in *The Topeka Metro News* on August 17, 2020)

**ORDINANCE NO. 20253**

**AN ORDINANCE AUTHORIZING THE ISSUANCE BY THE CITY OF TOPEKA, KANSAS OF ITS REVENUE BONDS, IN ONE OR MORE SERIES, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$13,000,000, TO PROVIDE FUNDS TO FINANCE AND REFINANCE PROJECTS FOR MIDLAND CARE CONNECTION, INC. AND ITS AFFILIATES AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.**

**WHEREAS**, the City of Topeka, Kansas (the “City”) is authorized by K.S.A. 12-1740 to 12-1749d, inclusive, as amended and K.S.A. 10-116a, as amended (collectively, the “Act”), to issue revenue bonds, the proceeds of which shall be used for the purpose of paying all or part of the cost of purchasing, acquiring, constructing, reconstructing, improving, equipping, furnishing, repairing, enlarging or remodeling facilities for agricultural, commercial, hospital, industrial, natural resources, recreational development and manufacturing purposes and to enter into leases or lease-purchase agreements with any person, firm or corporation for such facilities, and to refund bonds issued for such purposes, and to secure the payment of such bonds as provided in the Act; and

**WHEREAS**, pursuant to the Act, the City proposes to issue its health facilities revenue bonds (the “Bonds”) in one or more series in the maximum aggregate principal amount of approximately \$13,000,000, as part of a plan of finance for the purposes of (1) paying for all or a portion of the costs related to the acquisition, construction, improvement, extension, repair, equipping and furnishing of certain health facilities and related facilities (collectively, the “Projects”) for the benefit of Midland Care Connection, Inc. and its affiliates (the “Company”), (2) refunding all or any portion of the Health Care Facilities Refunding Revenue Bonds, Series 2013 (Midland Care Connection Inc. Project) previously issued by Shawnee County, Kansas for the benefit of the Company (the “Refunded Bonds”), (3) refinancing certain outstanding loans and indebtedness (the “Refinanced Debt”) of the Company previously incurred to finance or refinance projects of the Company, and (4) funding certain reserves and interest and paying certain costs of issuance of the Bonds, all as further described in the hereinafter referred to Indenture and Lease Agreement; and

**WHEREAS**, the Bonds will be issued under a Trust Indenture (the “Indenture”), by and between the City and the trustee named therein (the “Trustee”); and

**WHEREAS**, simultaneously with the execution and delivery of the Indenture, the Company will enter into a Base Lease Agreement (the “Base Lease Agreement”), by and between the Company, as lessor, and the City, as lessee, to lease the Projects (as defined in the Indenture) to the City; and

**WHEREAS**, simultaneously with the execution and delivery of the Indenture and the Base Lease Agreement, the City will enter into a Lease Agreement (the “Lease Agreement”), by and between the City, as lessor, and the Company, as lessee, pursuant to which the Projects will be acquired, constructed and equipped and pursuant to which the City will lease the Projects to the Company, and the Company will agree to pay Basic Lease Payments (as defined in the Indenture) sufficient to pay the principal of and premium, if any, and interest on, the Bonds; and

**WHEREAS**, the City further finds and determines that it is necessary and desirable in connection with the issuance of the Bonds that the City execute and deliver certain documents and that the City take certain other actions as herein provided;

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

**Section 1. Findings and Determinations.** The City hereby makes the following findings and determinations with respect to the Company and the Bonds to be issued by the City, based upon representations made to the City:

(a) The Company has properly requested the City's assistance in financing the costs of the Projects, refunding the Refunded Bonds and refinancing the Refinanced Debt;

(b) The issuance of the Bonds for the purposes described herein is in furtherance of the public purposes set forth in the Act; and

(c) The Bonds are being issued for a valid purpose under and in accordance with the provisions of the Act.

**Section 2. Authorization of the Bonds.** The City is hereby authorized to issue the Bonds in one or more series in the aggregate principal amount of \$13,000,000, which shall be issued under and secured by and shall have the terms and provisions set forth in the Indenture. The Bonds shall bear interest at fixed or adjustable interest rates as provided in the Indenture with an average of initial rates not to exceed 4.00%, and shall mature in principal installments with final maturity dates in a year not after the year 2045, and shall have such redemption provisions, including premiums, and other terms as set forth in the Indenture. The final terms and number of series of the Bonds shall be specified in the Indenture upon the execution thereof, and the signatures of the officers of the City executing such Indenture shall constitute conclusive evidence of their approval and the City's approval thereof.

**Section 3. Limited Obligations.** The Bonds shall be special, limited obligations of the City payable solely from the sources and in the manner as provided in the Indenture, and shall be secured by a transfer, pledge and assignment of and a grant of a security interest in the Trust Estate (as defined in the Indenture) to the Trustee and in favor of the owners of the Bonds, as provided in the Indenture. The Bonds and interest thereon shall not be deemed to constitute a debt or liability of the City, the State of Kansas (the "State") or of any political subdivision thereof within the meaning of any State constitutional provision or statutory limitation and shall not constitute a pledge of the full faith and credit of the City, the State or of any political subdivision thereof, but shall be payable solely from the funds provided for in the Lease Agreement and the Indenture. The issuance of the Bonds shall not, directly, indirectly or contingently, obligate the City, the State or any political subdivision thereof to levy any form of taxation therefor or to make any appropriation for their payment. No breach by the City of any such pledge, mortgage, obligation or agreement may impose any liability, pecuniary or otherwise, upon the City or any charge upon its general credit or against its taxing power.

**Section 4. Authorization and Approval of Documents.** The following documents are hereby approved in substantially the forms presented to the City (copies of which documents shall be filed in the records of the City), and the City is hereby authorized to execute and deliver each of such documents (the "City Documents") with such changes therein (including the dated date thereof) as shall be approved by the officials of the City executing such documents, such officials' signatures thereon being conclusive evidence of their approval and the City's approval thereof:

(a) Indenture providing for the issuance thereunder of the Bonds and setting forth the terms and provisions applicable to the Bonds, including a pledge and assignment by the City of the Trust Estate to the Trustee for the benefit and security of the owners of the Bonds upon the terms and conditions as set forth in the Indenture;

(b) Base Lease Agreement under which the Company will lease to the City the property financed and refinanced with the proceeds of the Bonds in consideration of the City's deposit of the proceeds of the Bonds into the funds described in the Indenture;

(c) Lease Agreement under which the City will make the proceeds of the Bonds available to the Company for the purposes herein described in consideration of payments which will be sufficient to pay the principal of, redemption premium, if any, and interest on the Bonds; and

(d) Tax Compliance Agreement among the City, the Company and the Trustee, pursuant to which the requirements relating to the federal tax status of the Bonds are set forth.

**Section 5. Execution of Bonds and Documents.** The Mayor of the City is hereby authorized and directed to execute the Bonds by manual or facsimile signature and to deliver the Bonds to the Trustee for authentication for and on behalf of and as the act and deed of the City in the manner provided in the Indenture. The Mayor of the City is hereby authorized and directed to execute and deliver the City Documents for and on behalf of and as the act and deed of the City. The City Clerk or the Deputy City Clerk of the City is hereby authorized and directed to attest, by manual or facsimile signature, to the Bonds, the City Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

**Section 6. Further Authority.** In connection with the issuance of the Bonds, and at any time in the future in connection with the Bonds or any other bonds issued by the City for the benefit of the Company, the City shall, and the officials, agents and employees of the City are hereby authorized and directed to, take such further action, and execute such other documents, certificates, notices and instruments, including, without limitation, any amendments of existing documents for the Bonds or other bonds issued by the City for the benefit of the Company, any purchase contract, credit enhancement and security documents, arbitrage certificate, closing certificates and tax forms, as may be necessary or desirable to carry out and comply with the intent of this Ordinance, and to carry out, comply with and perform the duties of the City with respect to the Bonds and the City Documents. The Bonds may be further separated or combined into different or additional series and subseries of the Bonds. The City Documents may be further separated or combined, which documents as so separated or combined shall constitute "City Documents," and the City may re-designate any series or subseries of the Bonds or otherwise change the designations for any series or subseries of the Bonds

**Section 7. Effective Date.** This Ordinance shall take effect and be in full force immediately upon its adoption by the Governing Body of the City and publication in the official newspaper of the City.

PASSED by the Governing Body of the City of Topeka, Kansas this 11th day of August, 2020.

---

Michelle De La Isla  
Mayor

[SEAL]

ATTEST:

---

Brenda Younger  
City Clerk

**SUMMARY OF ORDINANCE NO. 20253**

On August 11, 2020, the Governing Body of the City of Topeka, Kansas passed an ordinance entitled:

**AN ORDINANCE AUTHORIZING THE ISSUANCE BY THE CITY OF TOPEKA, KANSAS OF ITS REVENUE BONDS, IN ONE OR MORE SERIES, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$13,000,000, TO PROVIDE FUNDS TO FINANCE AND REFINANCE PROJECTS FOR MIDLAND CARE CONNECTION, INC. AND ITS AFFILIATES AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.**

The bonds approved by the Ordinance are being issued in an aggregate principal amount not to exceed \$13,000,000, as part of a plan of finance for the purposes of (1) paying for all or a portion of the costs related to the acquisition, construction, improvement, extension, repair, equipping and furnishing of certain health facilities and related facilities (collectively, the “Projects”) for the benefit of Midland Care Connection, Inc. and its affiliates (the “Company”), (2) refunding all or any portion of the Health Care Facilities Refunding Revenue Bonds, Series 2013 (Midland Care Connection Inc. Project) previously issued by Shawnee County, Kansas for the benefit of the Company (the “Refunded Bonds”), (3) refinancing certain outstanding loans and indebtedness (the “Refinanced Debt”) of the Company previously incurred to finance or refinance projects of the Company, and (4) funding certain reserves and interest and paying certain costs of issuance of the Bonds, all as further set forth in the Indenture and Lease Agreement described in the Ordinance. The bonds shall be special, limited obligations of the City payable from lease payments to be made by the Company in amounts sufficient to pay the principal of and redemption premium, if any, and interest on the Bonds. The Bonds and interest thereon shall not be deemed to constitute a debt or liability of the City, the State of Kansas (the “State”) or of any political subdivision thereof within the meaning of any State constitutional provision or statutory limitation and shall not constitute a pledge of the full faith and credit of the City, the State or of any political subdivision thereof, but shall be payable solely from the funds provided for in the Lease Agreement and the Indenture. The issuance of the Bonds shall not, directly, indirectly or contingently, obligate the City, the State or any political subdivision thereof to levy any form of taxation therefor or to make any appropriation for their payment. A complete text of the Ordinance may be obtained or viewed free of charge at the office of the City Clerk, 215 SE 7th Street, Room 166. A reproduction of the Ordinance is available for not less than 7 days following the publication date of this Summary at <https://www.topeka.org/cityclerk/ordinances-resolutions/ordinances/>.

This Summary is hereby certified to be legally accurate and sufficient pursuant to the laws of the State.

DATED: August 11, 2020

---

Mary Feighny  
Deputy City Attorney