

**(Summary on last page of this document
to be published in The Topeka Metro News on 21, 2022)**

ORDINANCE NO. 20389

ORDINANCE AUTHORIZING THE CITY OF TOPEKA, KANSAS, TO ISSUE ITS HEALTH CARE FACILITIES REVENUE BONDS (BREWSTER PLACE), IN ONE OR MORE SERIES, TO PROVIDE FUNDS FOR THE PURPOSE OF FINANCING AND REFINANCING IMPROVEMENTS TO HEALTH CARE AND RETIREMENT FACILITIES OWNED AND OPERATED BY THE CONGREGATIONAL HOME; AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.

WHEREAS, the City of Topeka, Kansas (the “City”), is a municipal corporation duly organized and existing under the laws of the State of Kansas; and

WHEREAS, the City is authorized under K.S.A. 12-1740 *et seq.*, as amended (the “Act”) and K.S.A. 10-116a, to issue revenue bonds to provide funds to finance and refinance the purchase, construction, extension and improvement of projects authorized under the Act and to refund and redeem such revenue bonds; and

WHEREAS, the City Council finds and determines that it is desirable in order to promote, stimulate and develop the general welfare and economic prosperity of the State of Kansas and the City and its people that the City take the following actions:

1. Issue, pursuant to a Bond Trust Indenture dated as of the date set forth therein (the “Bond Indenture”) between the City and UMB Bank, N.A, as bond trustee (the “Bond Trustee”), its Health Care Facilities Revenue Bonds (Brewster Place), in one or more series (the “Bonds”) for the purpose of providing funds to be used, together with other funds of The Congregational Home, a Kansas not for profit corporation (the “Corporation”), to (i) refund the City’s (A) Housing and Health Care Improvement Refunding Revenue Bond, Series 2015 (Brewster Place Project) in the original principal amount of \$8,190,000 (the “Series 2015 Bond”) and (B) Housing and Health Care Improvement and Refunding Revenue Bonds, Series 2017 (Brewster Place Project) in the original principal amount of \$31,155,000 (including all subseries, the “Series 2017 Bonds”, together with the Series 2015 Bond, the “Refunded Bonds”), the proceeds of which were used to pay or refinance costs of the acquisition, construction installation, equipping and furnishing of existing retirement and health care facilities of the Corporation; (ii) make payments relating to the termination of any swaps relating to such Refunded Bonds; (iii) pay costs of purchasing, acquiring, constructing, reconstructing, improving, equipping, furnishing, repairing, enlarging or remodeling the Facility (as defined in the Bond Indenture); (iv) fund a debt service reserve fund for the Bonds; (v) fund a funded interest fund for the Bonds; and (vi) pay certain costs related to the issuance of the Bonds.

2. Enter into a Lease Agreement dated as of the date set forth therein (the “Lease Agreement”), between the City, as lessor, and the Corporation, as lessee, pursuant to which the City will lease the Facility to the Corporation, and the Corporation will agree to pay the rental payments due under the Lease Agreement sufficient to pay the principal of and premium, if any, and interest on, the Bonds.

3. Enter into a Bond Purchase Agreement (the “Bond Purchase Agreement”), among the City, the Corporation and B.C. Ziegler and Company, as underwriter (the “Underwriter”), under which the City will agree to sell the Bonds to the Underwriter and the Underwriter will agree to purchase the Bonds.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF TOPEKA, KANSAS AS FOLLOWS:

Section 1. Authorization of and Security for the Bonds.

(a) The City is hereby authorized to issue and sell the Bonds in an aggregate principal amount not exceeding \$55,000,000 for the purposes described above. The Bonds shall be issued under and secured by and shall have the terms and provisions set forth in the Bond Indenture. The Bonds shall bear interest at fixed rates not to exceed 8.00% per annum, and shall mature in principal installments with a final maturity not later than the year 2055, shall be subject to optional redemption upon the direction of the Corporation as set forth in the Bond Indenture, and shall have such other redemption provisions, including premium, and other terms as set forth in the Bond Indenture. The final terms of the Bonds shall be specified in the Bond Indenture upon the execution thereof, and the signature of the officer of the City executing the Bond Indenture and the Bond Purchase Agreement shall constitute conclusive evidence of the City’s approval thereof.

(b) The Bonds shall be limited and special obligations of the City, and the principal of and premium, if any, and interest on the Bonds shall be payable solely out of the rents, revenues and receipts derived by the City pursuant to the Lease Agreement. The Bonds and the interest thereon shall not be a debt of the City or the State of Kansas and neither the City nor the State of Kansas shall be liable thereon, and the Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction and shall not be payable in any manner from taxation.

Section 2. Form of Bonds. The City shall issue the Bonds in substantially the form submitted to and reviewed by the City on the date hereof and as set forth in the Bond Indenture, with such changes therein as shall be approved by the Mayor of the City, the Mayor’s signature thereon, whether manual or facsimile, to be conclusive evidence of the Mayor’s approval thereof.

Section 3. Execution and Authentication of Bonds. The Mayor of the City is hereby authorized and directed to execute the Bonds on behalf of and as the act and deed of the City by manual or facsimile signature. The City Clerk of the City is hereby authorized and directed to cause the City’s seal to be affixed thereto or printed thereon and to attest said seal, all in the manner provided in the Bond Indenture. Said officers are hereby further authorized and directed to deliver the Bonds on behalf of the City to the Bond Trustee for authentication in accordance with the Bond Indenture.

Section 4. Approval of Documents. The Bond Indenture, the Bond Purchase Agreement, and the Lease Agreement are hereby approved in substantially the forms submitted to and reviewed by the City on the date hereof, with such changes therein as shall be approved by the Mayor, his execution thereof to be conclusive evidence of such approval.

The Mayor of the City is hereby authorized and directed to execute and deliver the Bond Indenture, the Bond Purchase Agreement, and the Lease Agreement on behalf of and as the act and deed of the City.

Section 5. Pledge of the City's Interest in the Facility and Net Lease Rentals. The City hereby pledges its interest in the Facility and the net rentals generated under the Lease Agreement to the payment of the Bonds in accordance with K.S.A. 12-1744. The lien created by the pledge will be discharged when all of the Bonds are paid or deemed to have been paid under the Bond Indenture.

Section 6. Redemption of Refunded Bonds and Release of Security for Refunded Bonds. The City authorizes the call and redemption of the Refunded Bonds in accordance with the terms thereof and authorizes the officers and agent of the City to give notice of the call for redemption of the Refunded Bonds and execute and deliver such documents necessary to cause the redemption of the Refunded Bonds and the release of security for the Refunded Bonds, including transfer of the City's fee interest in the Facility to the Corporation and release of the lease agreement relating to the Refunded Bonds.

Section 7. Public Hearing. Before the adoption of this Ordinance, a public hearing was held at which time discussions were held regarding the issuance of the Bonds. The issuance of the Bonds is hereby approved in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended

Section 8. Further Authority. The City shall, and the officers and agents of the City are hereby authorized and directed to, take such action, expend such funds and execute such other agreements, documents, tax compliance agreements, certificates and instruments 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, the redemption of the Refunded Bonds and the documents approved by this ordinance.

Section 9. Repeal of Conflicting Resolutions or Ordinances. All prior resolutions or ordinances of the City or any parts thereof in conflict with any or all of the foregoing provisions of this ordinance are hereby repealed to the extent of such conflict.

Section 10. Severability. If any section, paragraph, clause or provision of this ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any remaining provisions of this ordinance.

Section 11. Effective Date. This ordinance shall take effect and be in full force from and after its final passage by the City Council, signature by the Mayor and publication once in the official newspaper of the City.

PASSED by the City Council of the City of Topeka, Kansas, this 15th day of November, 2022,
and **SIGNED** by the Mayor this 15th day of November, 2022.

Michael Padilla, Mayor

[SEAL]

ATTEST:

Brenda Younger, City Clerk

(Published in *The Topeka Metro News* November 21, 2022)

SUMMARY OF ORDINANCE NO. 20389

On November 15, 2022, the governing body of the City of Topeka, Kansas passed an ordinance entitled:

ORDINANCE AUTHORIZING THE CITY OF TOPEKA, KANSAS, TO ISSUE ITS HEALTH CARE FACILITIES REVENUE BONDS (BREWSTER PLACE), IN ONE OR MORE SERIES, TO PROVIDE FUNDS FOR THE PURPOSE OF FINANCING AND REFINANCING IMPROVEMENTS TO HEALTH CARE AND RETIREMENT FACILITIES OWNED AND OPERATED BY THE CONGREGATIONAL HOME; AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.

The Ordinance authorizes the City to issue its Health Care Facilities Revenue Bonds (Brewster Place), in one or more series (the “Bonds”), for the purpose of providing funds, together with other funds of The Congregational Home, a Kansas not for profit corporation (the “Corporation”), to be used to (i) refund the City’s (A) Housing and Health Care Improvement Refunding Revenue Bond, Series 2015 (Brewster Place Project) in the original principal amount of \$8,190,000 (the “Series 2015 Bond”) and (B) Housing and Health Care Improvement and Refunding Revenue Bonds, Series 2017 (Brewster Place Project) in the original principal amount of \$31,155,000 (including all subseries, the “Series 2017 Bonds”, together with the Series 2015 Bond, the “Refunded Bonds”), the proceeds of which were used to pay or refinance costs of the acquisition, construction installation, equipping and furnishing of existing retirement and health care facilities owned and operated by the Corporation, (ii) make payments relating to the termination of any swaps relating to such Refunded Bonds, (iii) pay costs of purchasing, acquiring, constructing, reconstructing, improving, equipping, furnishing, repairing, enlarging or remodeling the Facility (as defined in the Bond Indenture); (iv) fund a debt service reserve fund for the Bonds; (v) fund a funded interest fund for the Bonds; and (vi) pay certain costs related to the issuance of the Bonds.

The complete text of the Ordinance may be obtained or viewed free of charge at the office of the City Clerk, City Hall, 215 SE 7th Street, Topeka, KS 66603, Monday – Friday 8 a.m. – 5:00 p.m., and is available for at least one week following the publication date of this summary at www.topeka.org.

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

DATED: November 21, 2022

/Amanda Stanley/

Amanda Stanley
City Attorney