

ORDINANCE NO. 2061

AN ORDINANCE AUTHORIZING THE CITY OF EDGERTON, KANSAS, TO ISSUE HOME RULE REVENUE BONDS (LOGISTICS PARK INFRASTRUCTURE PHASE ONE PROJECTS) SERIES 2021A, AND A SERIES 2021A NOTE, FOR THE PURPOSE OF REFUNDING CERTAIN PRIOR BONDS OF THE CITY, PAYING OR REIMBURSING THE COSTS OF PUBLIC INFRASTRUCTURE IMPROVEMENTS AND FOR OTHER PURPOSES; AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, the City of Edgerton, Kansas (the “City”), desires to promote, stimulate and develop the general welfare and economic prosperity of the City and its inhabitants and thereby to further promote, stimulate and develop the general welfare and economic prosperity of the State of Kansas; and

WHEREAS, the City, Edgerton Land Holding Company, LLC, a Kansas limited liability company (“ELHC”), and BNSF Railway Company, a Delaware corporation, entered into an Amended and Restated Public Infrastructure Financing plan dated July 15, 2015 (the “Financing Plan”), to provide for the financing and construction of certain Public Infrastructure Improvements (as defined in the Financing Plan) located within the Logistics Park-Kansas City; and

WHEREAS, the Financing Plan requires the City to collect certain Sources of Funds (as defined in the Financing Plan) and deposit the Sources of Funds in a Public Infrastructure Fund (as defined in the Financing Plan); and

WHEREAS, the Financing Plan anticipates that the City will utilize certain Funding Mechanisms (as defined in the Financing Plan) to fund Public Infrastructure Improvements, one of which is the issuance of home rule revenue bonds pursuant to Article 12, Section of 5 of the Kansas Constitution (the “Act”); and

WHEREAS, the Financing Plan also anticipates that the Sources of Funds held by the City in the Public Infrastructure Fund will be transferred to a trustee to be held and administered pursuant to an indenture;

WHEREAS, the City has previously entered into a Master Trust Indenture dated as of December 1, 2015 (as supplemented and amended, the “Prior Master Indenture”) with UMB Bank n.a., as successor trustee (the “Prior Trustee”), pursuant to which the Sources of Funds are held and distributed by the Prior Trustee and which provided for the issuance of home rule revenue bonds; and

WHEREAS, pursuant to the Act and the Prior Master Indenture, the City issued its Home Rule Revenue Bonds (Logistics Park Infrastructure Projects), Series 2015A, and its Home Rule Revenue Bonds (Logistics Park Infrastructure Projects), Series 2018A (collectively, the “Prior Bonds”), for the purpose of providing funds to pay or reimburse the costs of acquiring and completing the Public Infrastructure Improvements described in the Prior Master Indenture; and

WHEREAS, the City, with the consent of the owners of all of the outstanding Prior Bonds, now desires to amend and restate the Master Indenture in its entirety by entering into an Amended and Restated Master Trust Indenture (Phase One) dated as of March 1, 2021 (the “Master Indenture”), between the City and the trustee named therein (the “Trustee”); and

WHEREAS, pursuant to the Act and the Master Indenture and in furtherance of the purposes of the Financing Plan, the City proposes to issue its (a) Home Rule Revenue Bonds (Logistics Park Infrastructure Phase One Projects), Series 2021A, in the aggregate principal amount not to exceed \$26,000,000 (the “Bonds”), and (b) Note, Series 2021A (Logistics Park Infrastructure Phase One Projects), in the principal amount not to exceed \$5,000,000 (the “Note”), for the purpose of providing funds to pay or reimburse the costs of acquiring and completing the Public Infrastructure Improvements described in the Supplemental Indenture (hereafter defined) (the “Project”), to refund the Prior Bonds, to refund certain Priority Indebtedness (as defined in the Prior Master Indenture), to fund a reserve fund and to pay costs of issuance; and

WHEREAS, the governing body of the City further finds and determines that it is necessary and desirable in connection with the issuance of the Bonds and the Note that the City enter into certain agreements, and that the City take certain other actions and approve the execution of certain other documents as herein provided;

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

Section 1. Authorization for the Acquisition and Completion of the Project. The City is hereby authorized to provide for the acquisition and completion of the Project, all in the manner and as more particularly described in the Financing Plan, the Master Indenture and the Supplemental Indenture (hereafter defined).

Section 2. Authorization of and Security for the Bonds. The City is hereby authorized to issue and sell the Bonds for the purposes described above. The Bonds shall be issued and secured pursuant to the Master Indenture and the Supplemental Indenture, and shall bear such dates, shall mature at such times, shall be in such denominations, shall bear interest at such rates (but not exceeding 2%), shall be in such form, shall be subject to redemption and other terms and conditions, and shall be issued in such manner, subject to such provisions, covenants and agreements, as are set forth in the Master Indenture and the Supplemental Indenture. The Bonds shall be payable solely out of the funds provided for in the Master Indenture and the Supplemental Indenture, which shall be pledged and assigned to the Trustee as security for payment of the Bonds as provided in the Master Indenture and the Supplemental Indenture.

Section 3. Authorization of and Security for the Note. The City is hereby authorized to issue the Note for the purposes described above. The Note shall be issued and secured pursuant to the Master Indenture and the Supplemental Indenture, and shall bear such date, shall mature at such time, shall not bear interest, shall be in such form, shall be subject to other terms and conditions, and shall be issued in such manner, subject to such provisions, covenants and agreements, as are set forth in the Master Indenture and the Supplemental Indenture. The Note shall be payable solely out of the funds provided for in the Master Indenture and the Supplemental Indenture, which shall be pledged and assigned to the Trustee as security for payment of the Note as provided in the Master Indenture and the Supplemental Indenture.

Section 4. Authorization of Documents. The City is hereby authorized to enter into the following documents, in substantially the forms presented to and reviewed by the Council of the City (copies of which documents, upon execution thereof, shall be filed in the office of the City Clerk), with such changes therein as shall be approved by the officers of the City executing such documents, such officers’ signatures thereon being conclusive evidence of their approval thereof:

- (a) Master Indenture;

(b) Supplemental Master Trust Indenture No. 1 dated the date set forth therein (the “Supplemental Indenture”), between the City and the Trustee, which supplements the Master Indenture and describes the terms of the Bonds and the Note, the sources and uses of funds, and other matters;

(c) Placement Agreement dated the date set forth therein (the “Placement Agreement”), among the City, the Placement Agent named therein, and Kansas City Financial Corporation (“KCFC”), as Purchaser, pursuant to which the Bonds and the Note will be placed;

(d) Agreement Regarding Logistics Park (the “Logistics Park Agreement”), between the City and Edgerton Land Holding Company (“ELHC”), whereby ELHC agrees to surrender a portion of the Prior Bonds in exchange for receipt of the Note, and the City and ELHC agree to amend certain matters in the Financing Plan and agree on the remaining Public Infrastructure Improvements;

(e) Tax Certificate dated the date set forth therein (the “Tax Certificate”), to be delivered by the City, containing certain covenants, representations and restrictions relating to the Bonds and the Projects and the use of proceeds of the Bonds; and

(f) Escrow Deposit Agreement dated the date set forth therein (the “Escrow Agreement”), between the City and the Escrow Agent named therein, pursuant to which the City will deposit funds with the Escrow Agent to be held in trust for the payment of a portion of the Priority Indebtedness as described therein.

Section 5. Execution of Bonds, Note and Documents. The Mayor of the City is hereby authorized and directed to execute the Bonds 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 Master Indenture and the Supplemental Indenture. The Mayor of the City is hereby authorized and directed to execute the Note and to deliver the Note to ELHC for and on behalf of and as the act and deed of the City. The Mayor of the City is hereby authorized and directed to execute the Master Indenture, the Supplemental Indenture, the Placement Agreement, the Logistics Park Agreement, the Tax Certificate, the Escrow Agreement and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, for and on behalf of and as the act and deed of the City. The City Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City to the Bonds, the Note, the Master Indenture, the Supplemental Indenture, the Placement Agreement, the Logistics Park Agreement, the Tax Certificate, the Escrow Agreement and such other documents, certificates and instruments as may be necessary.

Section 6. Further Authority. The City shall, and the officers, employees and agents of the City are hereby authorized and directed to, take such action, expend such funds and execute such other documents, 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 Note, the Master Indenture, the Supplemental Indenture, the Placement Agreement, the Logistics Park Agreement, the Tax Certificate and the Escrow Agreement.

Section 7. Effective Date. This Ordinance shall take effect and be in force from and after its passage, approval and publication in summary form in the official City newspaper.

PASSED by the Governing Body of the City of Edgerton, Kansas, this 25th day of February, 2021.

/s/

Donald Roberts, Mayor

[SEAL]

ATTEST:

/s/

Alexandria Clower, City Clerk

Approved as to form:

/s/

Scott W. Anderson, Bond Counsel