RESOLUTION NO. R-15-21

A RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF ELECTRIC UTILITY SYSTEM REVENUE BONDS OF THE CITY OF COFFEYVILLE, KANSAS.

WHEREAS, the City of Coffeyville, Kansas (the "Issuer"), owns and operates an Electric Utility System (the "System"); and

WHEREAS, the Issuer is authorized under the provisions of K.S.A. 10-1201 *et seq*. (the "Act") to issue and sell revenue bonds for the purpose of paying all or part of the cost of the acquisition, construction, reconstruction, alteration, repair, improvement, extension or enlargement of the System, provided that the principal of and interest on such revenue bonds shall be payable solely from the Net Revenues derived from the operation of the System; and

WHEREAS, the governing body of the Issuer has pursuant to Resolution No. R-15-01 declared its intention under the Act to acquire, construct, reconstruct, alter, repair, improve, extend or enlarge the System (the "Project") at an estimated cost of $62,425,400 and to issue System revenue bonds in an amount of not to exceed $71,810,000; notice of such intention was published one time in the official newspaper of the Issuer and no sufficient written protest thereto was filed with the Clerk within fifteen (15) days after said publication date all as set forth in the Act; and

WHEREAS, the Issuer has heretofore authorized the issuance of its $10,000,000 Taxable Electric Utility System Revenue Bonds, Series 2015-A to pay a portion of the costs of the Project (the "Series 2015-A Bonds"); and

WHEREAS, the Issuer proposes to issue additional revenue bonds so authorized to pay additional costs of the Project and to retire the Series 2015-A Bonds; and

WHEREAS, the governing body of the Issuer has caused plans and specifications for the Project and an estimate of the cost thereof to be prepared by the Consulting Engineer which have previously been accepted and approved and shall be placed on file in the office of the Clerk; and

WHEREAS, the Issuer has selected the firm of Springsted Incorporated, as municipal advisor ("Municipal Advisor"), Gilmore & Bell, P.C., as bond counsel ("Bond Counsel"), and JP Morgan Securities, as purchaser (the "Purchaser"), relating to the issuance of such additional System revenue bonds; and

WHEREAS, due to the volatile nature of the municipal bond market and the desire of the Issuer to achieve maximum benefit of timing of the sale of the additional revenue bonds, the governing body desires to authorize the Mayor to confirm the sale of the additional revenue bonds, if necessary, prior to the next meeting of the governing body to adopt the necessary ordinance and resolution providing for the issuance thereof.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF COFFEYVILLE, KANSAS, AS FOLLOWS:

Section 1. The Municipal Advisor is hereby authorized to negotiate with the Purchaser for the sale of the Issuer's Electric Utility System Revenue Bonds, Series 2015-B and Taxable Electric Utility

System Revenue Bonds, Series 2015-C (collectively, the "Series 2015 Bonds") in accordance with the presentation made by the Municipal Advisor this date. The sale negotiations shall be accomplished in consultation with the Director of Finance, the City Attorney and Bond Counsel. The final pricing and repayment terms thereof shall be determined by the Director of Finance. The confirmation of the sale of the Series 2015 Bonds shall be subject to the execution of a bond purchase agreement (the "Bond Purchase Agreement") between the Purchaser and the Issuer, the passage of an ordinance and adoption of a resolution by the governing body of the Issuer authorizing the issuance of the Series 2015 Bonds and the execution of various documents necessary to deliver the Series 2015 Bonds. The Mayor is hereby authorized to execute the Bond Purchase Agreement in a form approved by the City Attorney and Bond Counsel, provided that the sale of the Series 2015 Bonds is subject to the following parameters: (a) aggregate principal amount not to exceed $71,810,000; and (b) aggregate true interest cost ("TIC") not to exceed [____]%.

Section 2. The Purchaser, in conjunction with the Clerk, the Director of Finance, the Municipal Advisor and Bond Counsel, is hereby authorized to cause to be prepared a Preliminary Official Statement relating to the Series 2015 Bonds. The Issuer 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 Series 2015 Bonds.

Section 3. For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12 of the Securities Exchange Commission (the "Rule"), the Mayor and Director of Finance or other appropriate officers of the Issuer are hereby authorized to: (a) 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 Issuer'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 Issuer agrees to provide to the Purchaser within seven business days of the date of the Bond Purchase Agreement 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 Rule 15c2-12(3) and (4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 5. The Mayor, Director of Finance, Clerk and the other officers and representatives of the Issuer, the Municipal Advisor and Bond Counsel are hereby authorized and directed to take such other action as may be necessary to carry out the sale of the Series 2015 Bonds and to provide for notice of redemption of the Series 2015-A Bonds.

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

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ADOPTED by the governing body on February 24, 2015.

(SEAL)

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James Falkner, Mayor

ATTEST:

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Cindy Price, City Clerk