Gilmore & Bell, P.C.
02/19/2015

RESOLUTION NO. R-15-20

OF

THE CITY OF COFFEYVILLE, KANSAS

ADOPTED

FEBRUARY 24, 2015

TAXABLE ELECTRIC UTILITY SYSTEM REVENUE BONDS
SERIES 2015-A

TABLE OF CONTENTS

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms..... 1

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Series 2015-A Bonds..... 6
Section 202. Description of the Series 2015-A Bonds..... 6
Section 203. Designation of Paying Agent and Bond Registrar..... 6
Section 204. Delivery of Series 2015-A Bonds..... 6
Section 205. Sale of the Series 2015-A Bonds – Loan and Security Agreement..... 6
Section 206. No Offering Document..... 6
Section 207. Incorporation by Reference..... 7

ARTICLE III

REDEMPTION OF BONDS

Section 301. Redemption by Issuer..... 7
Section 302. Other Redemption Provisions..... 7

ARTICLE IV

SECURITY FOR BONDS

Section 401. Security for the Bonds..... 7

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS

DEPOSIT AND APPLICATION OF BOND PROCEEDS

Section 501. Creation of Funds and Accounts..... 8
Section 502. Deposit of Series 2015-A Bond Proceeds..... 8
Section 503. Application of Moneys in the Project Fund..... 8
Section 504. Application of Moneys in the Costs of Issuance Account..... 8

ARTICLE VI

COLLECTION AND APPLICATION OF REVENUES

Section 601. Revenue Fund..... 9
Section 602. Application of Moneys in Funds and Accounts..... 9

Section 603. Other Provisions. 9

ARTICLE VII

DEPOSIT AND INVESTMENT OF MONEYS

Section 701. Deposits and Investment of Moneys. 9

ARTICLE VIII

GENERAL COVENANTS AND PROVISIONS

Section 801. Incorporation by Reference 9

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 901. Inconsistent Provisions. 9
Section 902. Electronic Transactions. 10
Section 903. Further Authority. 10
Section 904. Severability. 10
Section 905. Governing Law. 10
Section 906. Effective Date. 10

EXHIBIT A – FORM OF SERIES 2015-A BOND A-1-1

RESOLUTION NO. R-15-20

A RESOLUTION PRESCRIBING THE FORM AND DETAILS OF AND AUTHORIZING AND DIRECTING THE SALE AND DELIVERY OF TAXABLE ELECTRIC UTILITY SYSTEM REVENUE BONDS, SERIES 2015-A, OF THE CITY OF COFFEYVILLE, KANSAS, PREVIOUSLY AUTHORIZED BY ORDINANCE NO. S-15-01 OF THE ISSUER; MAKING CERTAIN COVENANTS AND AGREEMENTS TO PROVIDE FOR THE PAYMENT AND SECURITY THEREOF; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS CONNECTED THEREWITH.

WHEREAS, the Issuer has heretofore passed the Ordinance authorizing the issuance of the Series 2015-A Bonds; and

WHEREAS, the Ordinance authorized the governing body of the Issuer to adopt a resolution prescribing certain details and conditions and to make certain covenants with respect to the issuance of the Series 2015-A Bonds; and

WHEREAS, this Series 2015-A Resolution constitutes a supplemental resolution to the Series 2011-A Resolution which authorizes the issuance of Additional Bonds.

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

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms. In addition to words and terms defined elsewhere herein, in the Bond Ordinance, the Series 2011-A Resolution and in the Series 2013-A Resolution, which are incorporated herein by reference, the following words and terms as used in this Bond Resolution shall have the meanings hereinafter set forth. Unless the context shall otherwise indicate, words importing the singular number shall include the plural and vice versa, and words importing persons shall include firms, associations and corporations, including public bodies, as well as natural persons.

"Act" means the Constitution and statutes of the State including K.S.A. 10-101 to 10-125, inclusive, K.S.A. 10-620 *et seq*. and K.S.A. 10-1201 *et seq*., all as amended and supplemented from time to time.

"Additional Bonds" means any bonds secured by the Revenues hereafter issued pursuant to ***Article IX*** of the Series 2011-A Resolution.

"Additional Obligations" means any leases or other obligations of the Issuer payable from the Revenues, other than the Bonds.

"Authorized Denomination" means $10,000,000.

“Bank” means JP Morgan Chase Bank, N.A., New York, New York, and its successors and assigns.

“Bond Counsel” means the firm of Gilmore & Bell, P.C., or any other attorney or firm of attorneys whose expertise in matters relating to the issuance of obligations by states and their political subdivisions is nationally recognized and acceptable to the Issuer.

“Bond Payment Date” means any date on which the principal of any Bond is payable.

“Bond Register” means the books for the registration, transfer and exchange of Bonds kept at the office of the Bond Registrar.

“Bond Registrar” means, with respect to the Series 2015-A Bonds, the State Treasurer, and its successors and assigns.

“Bond Resolution” means collectively the Series 2011-A Resolution, the Series 2013-A Resolution, this Series 2015-A Resolution and any supplemental resolution authorizing any Additional Bonds.

“Bonds” means, collectively, the Series 2011-A Bonds, the Series 2013-A Bonds, the Series 2015-A Bonds and any Additional Bonds.

“Business Day” means a day other than a Saturday, Sunday or any day designated as a holiday by the Congress of the United States or by the Legislature of the State and on which the Paying Agent is scheduled in the normal course of its operations to be open to the public for conduct of its operations.

“City” means the City of Coffeyville, Kansas.

“Clerk” means the duly appointed and/or elected Clerk or, in the Clerk's absence, the duly appointed Deputy Clerk or Acting Clerk of the Issuer.

“Code” means the Internal Revenue Code of 1986, as amended, and the applicable regulations promulgated thereunder by the United States Department of the Treasury.

“Costs of Issuance” means all costs of issuing the Series 2015-A Bonds, including all publication, printing, signing and mailing expenses in connection therewith, registration fees, financial advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, and fees and expenses payable to the Bank upon delivery of the Series 2015-A Bonds.

“Costs of Issuance Account” means the Costs of Issuance Account for Taxable Electric Utility System Revenue Bonds, Series 2015-A created pursuant to ***Section 501*** hereof.

“Dated Date” means March 10, 2015.

“Debt Service Account” means the Debt Service Account for Taxable Electric Utility System Revenue Bonds, Series 2015-A created pursuant to ***Section 501*** hereof.

“Director of Finance” means the duly appointed and acting Director of Finance of the Issuer or, in the Director's absence, the duly appointed Deputy, Assistant or Acting Director of Finance of the Issuer.

"Expenses" means all reasonable and necessary expenses of operation, maintenance and repair of the System and keeping the System in good repair and working order (other than interest paid on System Revenue Bonds and depreciation and amortization charges during the period of determination), determined in accordance with generally accepted accounting principles, including without limiting the generality of the foregoing, current maintenance charges, expenses of reasonable upkeep and repairs, salaries, wages, costs of materials and supplies, paying agent fees and expenses, annual audits, periodic Consultant's reports, properly allocated share of charges for insurance, the cost of purchased water, gas and power, if any, for System operation, obligations (other than for borrowed money or for rents payable under capital leases) incurred in the ordinary course of business, liabilities incurred by endorsement for collection or deposit of checks or drafts received in the ordinary course of business, short-term obligations incurred and payable within a particular Fiscal Year, other obligations or indebtedness incurred for the purpose of leasing (pursuant to a true or operating lease) equipment, fixtures, inventory or other personal property, and all other expenses incident to the operation of the System, but shall exclude all general administrative expenses of the Issuer not related to the operation of the System and transfers into the Debt Service Reserve Account and Depreciation and Replacement Account provided for in the Bond Resolution.

"Funds and Accounts" means funds and accounts created pursuant to the Bond Resolution.

"Issue Date" means, with respect to the Series 2015-A Bonds, March 10, 2015.

"Issuer" means the City and any successors or assigns.

"Loan and Security Agreement" means, with respect to the Series 2015-A Bonds, the Loan and Security Agreement, dated March 10, 2015, between the Issuer and the Bank, as amended and supplemented.

"Maturity" when used with respect to the Series 2015-A Bonds, means the date on which the principal of such Bonds becomes due and payable as therein and herein provided, whether at the Stated Maturity thereof or call for redemption or otherwise.

"Mayor" means the duly elected and acting Mayor, or in the Mayor's absence, the duly appointed and/or elected Vice Mayor or Acting Mayor of the Issuer.

"Net Revenues" means, for the period of determination, all Revenues less all Expenses.

"Notice Address" means with respect to the Series 2015-A Bonds, the following:

(a) To the Issuer at:

102 W. 7th
P.O. Box 1629
Coffeyville, Kansas 67337
Fax: (620) 252-6175

(b) To the Paying Agent at:

Series 2015-A Bonds:

State Treasurer of the State of Kansas
Landon Office Building

900 Southwest Jackson, Suite 201
Topeka, Kansas 66612-1235
Fax: (785) 296-6976

(c) To the Bank at:

JP Morgan Chase Bank, N.A.
Public Finance Credit Origination
383 Madison Avenue, 8th Floor
Mail Code: NY1-MO76
New York, New York 10179

or such other address as is furnished in writing to the other parties referenced herein.

"Notice Representative" means:

(a) With respect to the Issuer, the Clerk.

(b) With respect to the Bond Registrar and Paying Agent, the Director of Bond Services.

(c) With respect to any Bank, the manager of its Public Finance Credit Origination Group.

"Ordinance" means Ordinance No. S-15-[__] of the Issuer authorizing the issuance of the Series 2015-A Bonds, as amended from time to time.

"Parity Bonds" means the Outstanding Series 2011-A Bonds, Series 2015-A Bonds, and any Additional Bonds hereafter issued pursuant to ***Section 902*** or ***Section 905*** of the Series 2011-A Resolution.

"Parity Obligations" means any Additional Obligations hereafter issued or incurred pursuant to ***Section 902*** or ***Section 905*** of Series 2011-A Resolution.

"Parity Resolution" means the Series 2011-A Resolution, this Series 2015-A Resolution and the ordinances and/or resolutions under which any Additional Bonds which constitute Parity Bonds are hereafter issued.

"Paying Agent" means, with respect to the Series 2015-A Bonds, the State Treasurer, and its successors and assigns.

"Project" shall mean the repairs, alterations, extensions, reconstructions, enlargements or improvements to the System referred to in the preamble to the Ordinance.

"Project Fund" means the Project Fund for Taxable Electric Utility System Revenue Bonds, Series 2015-A created by ***Section 501*** hereof.

"Purchase Price" means, with respect to the Series 2015-A Bonds, the amount set forth in the Loan and Security Agreement and referred to as the "Commitment" therein.

"Revenue Fund" means the Electric Utility System Revenue Fund referred to in ***Section 601*** hereof.

“Revenues” means all income and revenues derived and collected by the Issuer from the operation and ownership of the System, including investment and rental income, net proceeds from business interruption insurance, transfers from the Surplus Account to the Revenue Fund of Net Revenues derived in a prior Fiscal Year and any amounts deposited in escrow in connection with the acquisition, construction, remodeling, renovation and equipping of facilities to be applied during the period of determination to pay interest on System Indebtedness, but excluding any profits or losses on the early extinguishment of debt or on the sale or other disposition, not in the ordinary course of business, of investments or fixed or capital assets.

“Series 2011-A Bonds” means the Issuer's Electric Utility System Revenue Bonds, Series 2011-A, dated December 28, 2011.

“Series 2011-A Resolution” means collectively the Issuer's Ordinance No. S-11-13 and Resolution No. R-11-117, which authorized the Series 2011-A Bonds and any Additional Bonds.

“Series 2013-A Bonds” means the Issuer's General Obligation Electric Utility System Refunding Bonds, Series 2013-A, dated December 3, 2013.

“Series 2013-A Resolution” means collectively the Issuer's Ordinance No. S-13-06 and Resolution No. R-13-98, which authorized the Series 2013-A Bonds.

“Series 2015-A Bonds” means the Issuer's Taxable Electric Utility System Revenue Bonds, Series 2015-A, authorized by the Ordinance.

“Series 2015-A Resolution” means this resolution prescribing the terms and details of the Series 2015-A Bonds and making covenants with respect thereto.

“Standard & Poor’s” means Standard & Poor’s Ratings Services, a division of McGraw Hill Financial Inc., New York, New York, a corporation organized and existing under the laws of the State of New York, and its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “Standard & Poor's” shall be deemed to refer to any other nationally recognized securities rating agency designated by the Issuer with notice to the Bond Insurer.

“State” means the state of Kansas.

“State Treasurer” means the duly elected Treasurer or, in the Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the State.

“Stated Maturity” when used with respect to any Bond means the date specified in such Bond and this Bond Resolution as the fixed date on which the principal of such Bond is due and payable.

“System” means the electric generating plants and all appurtenances thereto, the electric distribution system, and the electric street lighting system, now serving the Issuer and its inhabitants and others, together with all extensions and improvements thereto hereafter made or acquired by the Issuer.

“System Indebtedness” means collectively the Bonds and any Additional Obligations which are payable out of, or secured by an interest in, the Revenues.

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Series 2015-A Bonds. The Series 2015-A Bonds have been heretofore authorized and directed to be issued pursuant to the Ordinance in the principal amount of $10,000,000 for the purpose of providing funds to: (a) pay a portion of the costs of the Project; (b) pay Costs of Issuance; and (c) pay the interest accruing on the Series 2015-A Bonds during construction of the Project.

Section 202. Description of the Series 2015-A Bonds. The Series 2015-A Bonds shall initially consist of one fully registered Bond in the Authorized Denomination, and shall be numbered in such manner as the Bond Registrar shall determine. The Series 2015-A Bonds shall be dated as of the Dated Date and shall have a Stated Maturity of September 10, 2015, and shall be subject to redemption and payment, prior to their Stated Maturity as provided in ***Article III*** hereof. The interest accruing on the Series 2015-A Bonds will be prepaid to the Bank by the Issuer on the Issue Date.

Each of the Series 2015-A Bonds, as originally issued or issued upon transfer, exchange or substitution, shall be printed in accordance with the format required by the Attorney General of the State and shall be substantially in the form attached hereto as ***Exhibit A*** or as may be required by the Attorney General pursuant to the Notice of Systems of Registration for Kansas Municipal Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas Bond Registration Law, K.S.A. 10-620 *et seq.*

The Series 2015-A Bonds shall constitute Short Term Indebtedness and Parity Bonds, provided that the Owners of the Series 2015-A Bonds shall have no rights to any funds held in the Debt Service Reserve Account.

Section 203. Designation of Paying Agent and Bond Registrar. The State Treasurer is hereby designated as the Paying Agent for the payment of principal of and interest on the Series 2015-A Bonds and Bond Registrar with respect to the registration, transfer and exchange of the Series 2015-A Bonds. The Mayor of the Issuer is hereby authorized and empowered to execute on behalf of the Issuer an agreement with the Bond Registrar and Paying Agent for the Series 2015-A Bonds.

Section 204. Delivery of Series 2015-A Bonds. The Mayor and Clerk are hereby authorized and directed to prepare and execute the Series 2015-A Bonds in accordance with the provisions of ***Section 206*** of the Series 2011-A Resolution, and when duly executed, to deliver the Bonds to the Paying Agent for authentication.

Section 205. Sale of the Series 2015-A Bonds – Loan and Security Agreement. The Mayor is hereby authorized to execute the Loan and Security Agreement in substantially the form submitted to the governing body concurrently with the adoption of this Resolution, with such changes therein as shall be approved by the Mayor and the City Attorney, such officer's signature thereon being conclusive evidence of the approval thereof. Pursuant to the Loan and Security Agreement, the Issuer agrees to sell the Series 2015-A Bonds to the Bank for the Purchase Price, upon the terms and conditions set forth therein.

Section 206. No Offering Document. The Issuer has not prepared any official statement, private placement memorandum or other offering document in connection with the issuance of the Series 2015-A Bonds.

Section 207. Incorporation by Reference. The remaining provisions of ***Article II*** of the Series 2011-A Resolution, to the extent not inconsistent with the provisions of this ***Article II***, are hereby incorporated by reference.

ARTICLE III

REDEMPTION OF BONDS

Section 301. Redemption by Issuer. At the option of the Issuer, the Series 2015-A Bonds shall be subject to redemption and payment prior to their Stated Maturity as a whole at any time, at the Redemption Price of 100% (expressed as a percentage of the principal amount).

Section 302. Other Redemption Provisions. The provisions of ***Article III*** of the Series 2011-A Resolution, to the extent not inconsistent with the provisions of this ***Article III***, are hereby incorporated by reference.

ARTICLE IV

SECURITY FOR BONDS

Section 401. Security for the Bonds. The Series 2015-A Bonds shall be special obligations of the Issuer payable solely from, and secured as to the payment of principal and interest by a pledge of, the Net Revenues, and the Issuer hereby pledges said Net Revenues to the payment of the principal of and interest on the Series 2015-A Bonds. The Series 2015-A Bonds shall not be or constitute a general obligation of the Issuer, nor shall they constitute an indebtedness of the Issuer within the meaning of any constitutional, statutory or charter provision, limitation or restriction, and the taxing power of the Issuer is not pledged to the payment of the Bonds, either as to principal or interest.

The covenants and agreements of the Issuer contained herein and in the Series 2015-A Bonds shall be for the equal benefit, protection and security of the legal owners of any or all of the Series 2015-A Bonds, all of which Series 2015-A Bonds shall be of equal rank and without preference or priority of one Series 2015-A Bond over any other Series 2015-A Bond in the application of the funds herein pledged to the payment of the principal of and the interest on the Series 2015-A Bonds, or otherwise, except as to rate of interest, date of maturity and right of prior redemption as provided in this Bond Resolution. The Series 2015-A Bonds shall stand on a parity and be equally and ratably secured with respect to the payment of principal and interest from the Net Revenues and in all other respects with any Parity Bonds and Parity Obligations, provided that the Owners of the Series 2015-A Bonds shall have no rights to any funds held in the Debt Service Reserve Account. The Series 2015-A Bonds shall not have any priority with respect to the payment of principal or interest from said net income and revenues or otherwise over the Parity Bonds and Parity Obligations and the Parity Bonds and Parity Obligations shall not have any priority with respect to the payment of principal or interest from said net income and revenues or otherwise over the Series 2015-A Bonds.

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS
DEPOSIT AND APPLICATION OF BOND PROCEEDS

Section 501. Creation of Funds and Accounts. Simultaneously with the issuance of the Series 2015-A Bonds, there shall be created within the Treasury of the Issuer the following Funds and Accounts:

(a) Debt Service Account for Taxable Electric Utility System Revenue Bonds, Series 2015 A.

(b) Costs of Issuance Account for Taxable Electric Utility System Revenue Bonds, Series 2015-A.

(c) Project Fund for Taxable Electric Utility System Revenue Bonds, Series 2015-A.

The Funds and Accounts established herein shall be administered in accordance with the provisions of this Series 2015-A Resolution so long as the Series 2015-A Bonds are Outstanding.

The Funds and Accounts created or referenced in the Series 2011-A Resolution and Series 2013-A Resolution are hereby ratified and confirmed and shall be administered in accordance with the provisions of said resolutions so long as the respective Series 2011-A Bonds and Series 2013-A Bonds are Outstanding,

Section 502. Deposit of Series 2015-A Bond Proceeds. The net proceeds received from the sale of the Series 2015-A Bonds shall be deposited simultaneously with the delivery of the Series 2015-A Bonds as follows:

(a) The sum of $100,000 shall be deposited in the Costs of Issuance Account.

(b) The remaining balance of the proceeds derived from the sale of the Series 2015-A Bonds shall be deposited in the Project Fund.

Section 503. Application of Moneys in the Project Fund. Moneys in the Project Fund shall be used for the sole purpose of: (a) paying the costs of the Project, in accordance with the plans and specifications therefor prepared by the Consulting Engineer, heretofore approved by the governing body of the Issuer and on file in the office of the Clerk, including any alterations in or amendments to said plans and specifications deemed advisable by the Consulting Engineer and approved by the governing body of the Issuer; and (b) paying Costs of Issuance.

Withdrawals from the Project Fund shall be made only when authorized by the governing body of the Issuer. Each authorization for costs of the Project shall be supported by a certificate executed by the Consulting Engineer that such payment is being made for a purpose within the scope of this Bond Resolution and that the amount of such payment represents only the contract price of the property, equipment, labor, materials or service being paid for or, if such payment is not being made pursuant to an express contract, and that such payment is not in excess of the reasonable value thereof. Authorizations for withdrawals for other purposes shall be supported by a certificate executed by the Director of Finance (or designate) stating that such payment is being made for a purpose within the purpose of this Series 2015-A Resolution. Upon completion of the Project, any surplus remaining in the Project Fund shall be deposited in the Debt Service Account.

Section 504. Application of Moneys in the Costs of Issuance Account. Moneys in the Costs of Issuance Account shall be used by the Issuer to pay the Costs of Issuance. Any funds remaining in the Costs of Issuance Account, after payment of all Costs of Issuance, but not later than the later of 90

days after the Issue Date, shall be transferred to the Project Fund until completion of the Project and thereafter to the Debt Service Account.

ARTICLE VI

COLLECTION AND APPLICATION OF REVENUES

Section 601. Revenue Fund. The Issuer covenants and agrees that from and after the delivery of the Series 2015-A Bonds, and continuing as long as any of the Bonds remain Outstanding hereunder, all of the Revenues shall as and when received be paid and deposited into the Revenue Fund. Said Revenues shall be segregated and kept separate and apart from all other moneys, revenues, Funds and Accounts of the Issuer and shall not be commingled with any other moneys, revenues, Funds and Accounts of the Issuer. The Revenue Fund shall be administered and applied solely for the purposes and in the manner provided in the Bond Resolution.

Section 602. Application of Moneys in Funds and Accounts. The Issuer covenants and agrees that so long as any of the Bonds shall remain Outstanding, it will on the first day of each month administer and allocate all of the moneys then held in the Revenue Fund as set forth in ***Section 602*** of the Series 2013-A Resolution, provided that the Debt Service Account shall be funded in the same manner and at the same time as the Debt Service Account-Parity Bonds.

Section 603. Other Provisions. The provisions of ***Article VI*** of the Series 2011-A Resolution, to the extent not inconsistent with the provisions of this ***Article VI***, are hereby incorporated by reference.

ARTICLE VII

DEPOSIT AND INVESTMENT OF MONEYS

Section 701. Deposits and Investment of Moneys.
Moneys in each of the Funds and Accounts shall be deposited and may be invested in accordance with the provisions of ***Article VII*** of the Series 2011-A Bond Resolution, as supplemented.

ARTICLE VIII

GENERAL COVENANTS AND PROVISIONS

Section 801. Incorporation by Reference. The provisions of ***Articles VIII*** through ***XI***, inclusive, and ***Article XV*** of the Series 2011-A Bond Resolution, to the extent not inconsistent with the provisions of this Series 2015-A Resolution, are incorporated herein by reference.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 901. Inconsistent Provisions. In case any one or more of the provisions of this Series 2015-A Resolution or of the Series 2015-A Bonds issued hereunder shall for any reason be

inconsistent with the provisions of the Series 2011-A Bond Resolution, any Parity Resolution or any previously issued Bonds, the provisions of the Series 2011-A Bond Resolution shall prevail with respect to such previously issued Bonds, so long as such previously issued Bonds are Outstanding.

Section 902. Electronic Transactions. The issuance of the Series 2015-A Bonds and the transactions related thereto and described herein may be conducted and documents may be stored by electronic means.

Section 903. Further Authority. The officers and officials of the Issuer, including the Mayor and Clerk, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Series 2015-A Resolution and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 904. Severability. If any section or other part of this Series 2015-A Resolution, whether large or small, is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Bond Resolution.

Section 905. Governing Law. This Bond Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State.

Section 906. Effective Date. This Series 2015-A Resolution shall take effect and be in full force from and after its adoption by the governing body of the Issuer.

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ADOPTED by the governing body of the Issuer on February 24, 2015.

(SEAL)

_____
James Falkner, Mayor

ATTEST:

_____
Cindy Price, City Clerk

CERTIFICATE

I, the undersigned, hereby certify that the above and foregoing is a true and correct copy of the Resolution No. R-15-20 (the "Bond Resolution") of the City of Coffeyville, Kansas, adopted by the governing body on February 24, 2015, as the same appears of record in my office, and that the Bond Resolution has not been modified, amended or repealed and is in full force and effect as of this date.

DATED: February 24, 2015.

_____
Cindy Price, City Clerk

EXHIBIT A
(FORM OF SERIES 2015-A BOND)

REGISTERED **REGISTERED**
NUMBER: R-1 **$10,000,000**

UNITED STATES OF AMERICA
STATE OF KANSAS
COUNTY OF MONTGOMERY
CITY OF COFFEYVILLE
TAXABLE ELECTRIC UTILITY SYSTEM REVENUE BOND
SERIES 2015-A

Dated Date: March 10, 2015 **Maturity Date: September 10, 2015**

REGISTERED OWNER: JP MORGAN CHASE, N.A.

PRINCIPAL AMOUNT: TEN MILLION DOLLARS ($10,000,000)

KNOW ALL PERSONS BY THESE PRESENTS: That the City of Coffeyville, Kansas, in the County of Montgomery, State of Kansas (the "Issuer"), for value received, hereby acknowledges itself to be indebted and promises to pay to the Registered Owner shown above, or registered assigns, but solely from the source and in the manner herein specified, the Principal Amount shown above on the Maturity Date shown above, unless called for redemption prior to said Maturity Date. Interest accruing on said Principal Amount has been prepaid to the Registered Owner as of the Issue Date.

Definitions. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the hereinafter defined Series 2015-A Bond Resolution.

Method and Place of Payment. The principal of this Series 2015-A Bond shall be paid at maturity or upon earlier redemption to the person in whose name this Series 2015-A Bond is registered at the maturity or redemption date thereof, upon presentation and surrender of this Series 2015-A Bond at the principal office of the Treasurer of the State of Kansas, Topeka, Kansas (the "Paying Agent" and "Bond Registrar"), payable (a) by check or draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register or at such other address as is furnished to the Paying Agent in writing by such Registered Owner or, (b) at the option of the Registered Owner, by electronic transfer to such Registered Owner upon written notice given to the Bond Registrar by such Registered Owner, containing the electronic transfer instructions including the bank, ABA routing number and account number to which such Registered Owner wishes to have such transfer directed. The principal or redemption price of the Series 2015-A Bonds shall be payable in any coin or currency that, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.

Authorization of Series 2015-A Bonds. This Series 2015-A Bond is one of an authorized series of bonds of the Issuer designated "Taxable Electric Utility System Revenue Bonds, Series 2015-A," aggregating the principal amount of $10,000,000 (the "Series 2015-A Bonds") issued for the purposes set forth in the Ordinance of the Issuer authorizing the issuance of the Series 2015-A Bonds and the Resolution of the Issuer prescribing the form and details of the Series 2015-A Bonds (collectively the

"Series 2015-A Bond Resolution"). The Series 2015-A Bonds are issued by the authority of and in full compliance with the provisions, restrictions and limitations of the Constitution and laws of the State of Kansas, including K.S.A. 10-1201 *et seq*., as amended, and all other provisions of the laws of the State of Kansas applicable thereto.

Special Obligations. The Series 2015-A Bonds are special obligations of the Issuer payable solely from, and secured as to the payment of principal and interest by a pledge of, the Net Revenues of the Issuer's Electric Utility System (the "System"), and the taxing power of the Issuer is not pledged to the payment of the Series 2015-A Bonds either as to principal or interest. The Series 2015-A Bonds shall not be or constitute a general obligation of the Issuer, nor shall they constitute an indebtedness of the Issuer within the meaning of any constitutional, statutory or charter provision, limitation or restriction. The Series 2015-A Bonds stand on a parity and are equally and ratably secured with respect to the payment of principal and interest from the Net Revenues and in all other respects with to any Parity Bonds or Parity Obligations currently Outstanding or to be issued pursuant to the Bond Resolution, provided that the Owners of the Series 2015-A Bonds shall have no rights to any funds held in the Debt Service Reserve Account but senior in lien status to any Junior Lien Obligations or Subordinate Lien Bonds currently Outstanding or to be issued pursuant to the Series 2015-A Bond Resolution.

The Issuer hereby covenants and agrees with the Registered Owner of this Series 2015-A Bond that it will keep and perform all covenants and agreements contained in the Bond Resolution, and will fix, establish, maintain and collect such rates, fees and charges for the use and services furnished by or through the System, as will produce Net Revenues sufficient to pay the costs of operation and maintenance of the System, pay the principal of and interest on the Series 2015-A Bonds as and when the same become due, and provide reasonable and adequate reserve funds. Reference is made to the Bond Resolution for a description of the covenants and agreements made by the Issuer with respect to the collection, segregation and application of the Revenues, the nature and extent of the security for the Series 2015-A Bonds, the rights, duties and obligations of the Issuer with respect thereto, and the rights of the Registered Owners thereof.

Redemption Prior to Maturity. At the option of the Issuer, the Series 2015-A Bonds will be subject to redemption and payment prior to maturity as a whole at any time, at the redemption price of 100% (expressed as a percentage of the principal amount) in the manner and upon such notice as is set forth in the Series 2015-A Bond Resolution.

Transfer and Exchange. This Series 2015-A Bond may be transferred or exchanged, as provided in the Bond Resolution, only on the Bond Register kept for that purpose at the principal office of the Bond Registrar, upon surrender of this Series 2015-A Bond together with a written instrument of transfer or authorization for exchange satisfactory to the Bond Registrar duly executed by the Registered Owner or the Registered Owner's duly authorized agent, and thereupon a new Series 2015-A Bond or Series 2015-A Bonds in an Authorized Denomination of the same maturity shall be issued to the transferee in exchange therefor as provided in the Series 2015-A Bond Resolution and upon payment of the charges therein prescribed. The Issuer shall pay all costs incurred in connection with the issuance, payment and initial registration of the Series 2015-A Bonds and the cost of a reasonable supply of bond blanks. The Issuer and the Paying Agent may deem and treat the person in whose name this Series 2015-A Bond is registered on the Bond Register as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes. The Series 2015-A Bonds are issued in fully registered form in Authorized Denominations.

Authentication. This Series 2015-A Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Series 2015-A Bond Resolution until the

Certificate of Authentication and Registration hereon shall have been lawfully executed by the Bond Registrar.

IT IS HEREBY DECLARED AND CERTIFIED that all acts, conditions, and things required to be done and to exist precedent to and in the issuance of this Series 2015-A Bond have been properly done and performed and do exist in due and regular form and manner as required by the Constitution and laws of the State of Kansas, that the total indebtedness of the Issuer, including this series of bonds, does not exceed any constitutional or statutory limitation, and that provision has been duly made for the collection and segregation of the Revenues of the System and for the application of the same as provided in the hereinafter defined Series 2015-A Bond Resolution.

IN WITNESS WHEREOF, the Issuer has caused this Series 2015-A Bond to be executed by the manual or facsimile signature of its Mayor and attested by the manual or facsimile signature of its Clerk, and its seal to be affixed hereto or imprinted hereon.

CITY OF COFFEYVILLE, KANSAS

(Facsimile Seal)

_____(facsimile)_____
James Falkner, Mayor

ATTEST:

By _____(facsimile)_____
Cindy Price, City Clerk

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Series 2015-A Bond is one of a series of Taxable Electric Utility System Revenue Bonds, Series 2015-A, of the City of Coffeyville, Kansas, described in the within-mentioned Bond Resolution.

Registration Date: _____

Office of the State Treasurer,
Topeka, Kansas,
as Bond Registrar and Paying Agent

By _____

Registration Number: 0126-063-031015-[___]

LEGAL OPINION

The following is a true and correct copy of the approving legal opinion of Gilmore & Bell, P.C., Bond Counsel, which was dated and issued as of the date of original issuance and delivery of such Series 2015-A Bonds:

GILMORE & BELL, P.C.
Attorneys at Law
100 N. Main Suite 800
Wichita, Kansas 67202

(PRINTED LEGAL OPINION)

BOND ASSIGNMENT

FOR VALUE RECEIVED, the undersigned do(es) hereby sell, assign and transfer to

_____
(Name and Address)

_____
(Social Security or Taxpayer Identification No.)

the Series 2015-A Bond to which this assignment is affixed in the outstanding principal amount of $_____, standing in the name of the undersigned on the books of the Bond Registrar. The undersigned do(es) hereby irrevocably constitute and appoint _____ as agent to transfer said Series 2015-A Bond on the books of said Bond Registrar with full power of substitution in the premises.

Dated _____

_____
Name

_____
Social Security or
Taxpayer Identification No.

_____
Signature (Sign here exactly as name(s)
appear on the face of Certificate)

Signature guarantee:

By _____

CERTIFICATE OF CLERK

STATE OF KANSAS)
) SS.
COUNTY OF MONTGOMERY)

The undersigned, Clerk of the City of Coffeyville, Kansas, does hereby certify that the within Series 2015-A Bond has been duly registered in my office according to law as of March 10, 2015.

WITNESS my hand and official seal.

(Facsimile Seal) _____(facsimile)_____
Cindy Price, City Clerk

CERTIFICATE OF STATE TREASURER

OFFICE OF THE TREASURER, STATE OF KANSAS

RON ESTES, Treasurer of the State of Kansas, does hereby certify that a transcript of the proceedings leading up to the issuance of this Series 2015-A Bond has been filed in the office of the State Treasurer, and that this Series 2015-A Bond was registered in such office according to law on _____.

WITNESS my hand and official seal.

(Facsimile Seal) By: _____(facsimile)_____
Treasurer of the State of Kansas