	CITY OF COFFEYVILLE **BOARD OF COMMISSIONERS AGENDA ITEM**	
MEETING DATE	September 24,2013	
RESOLUTION OR ORDINANCE NUMBER	R-13-80	
AGENDA TITLE	**A RESOLUTION PROVIDING FOR THE ADOPTION OF AN OMNIBUS CONTINUING DISCLOSURE UNDERTAKING RELATING TO OBLIGATIONS ISSUED AND TO BE ISSUED BY THE CITY OF COFFEYVILLE, KS.**	
REQUESTING DEPARTMENT	Finance Department	
PRESENTER	Stephanie A. Richardson, Finance Director	
FISCAL INFORMATION	Cost as recommended:	N/A
	Budget Line Item:	N/A
	Balance Available	N/A
	New Appropriation Required:	[ ] Yes [X] No
PURPOSE	Adoption of an Omnibus Continuing Disclosure Undertaking to consolidate the disclosure obligations for the City.	
BACKGROUND	The Securities and Exchange Commission (SEC) has issued Rule 15c2-12 adopted under the Securities Exchange Act of 1934 relating to continuing disclosure requirements for obligations issued by governmental units. Each issue has continuing disclosure requirements to be filed with the SEC via the Electronic Municipal Market Access system.	
SPECIAL NOTES		

ANALYSIS	This resolution will consolidate those continuing disclosure obligations for all of our outstanding bonds and bond issues in the future payable from the same revenue source. This will enhance the efficiency of the administration of our prior and future disclosure undertakings under the SEC Rule.
PUBLIC INFORMATION PROCESS	N/A
BOARD OR COMMISSION RECOMMENDATION	N/A
STAFF RECOMMENDATION	Staff recommends approval of the resolution.
REFERENCE DOCUMENTS ATTACHED	N/A

RESOLUTION NO. R-13-80

A RESOLUTION PROVIDING FOR THE ADOPTION OF AN OMNIBUS CONTINUING DISCLOSURE UNDERTAKING RELATING TO OBLIGATIONS ISSUED AND TO BE ISSUED BY THE CITY OF COFFEYVILLE, KANSAS.

WHEREAS, the City of Coffeyville, Kansas (the "Issuer") is a city of the first class, duly created, organized and existing under the Constitution and laws of the State of Kansas (the "State"); and

WHEREAS, pursuant to the Constitution and statutes of the State, the Issuer is authorized to issue bonds, notes, leases, certificates and other instruments that evidence indebtedness (collectively, the "Obligations") to finance certain improvements, projects and programs of the Issuer; and

WHEREAS, the Securities and Exchange Commission (the "SEC") has promulgated Rule 15c2-12 adopted under the Securities Exchange Act of 1934, as amended (the "Rule"), which relates to filing of certain financial information and operating data on an annual basis and notices of certain material events; and

WHEREAS, the Issuer has heretofore issued certain Obligations and anticipates future issuances of additional Obligations which are or will be subject to the Rule (collectively, the "Bonds"); and

WHEREAS, the Issuer is committed to timely and accurate secondary market disclosure relating to the Bonds that are consistent with the Rule; and

WHEREAS, in connection with the issuance of one or more prior issues of Bonds, the Issuer entered into one or more continuing disclosure undertakings (collectively, the "Prior Undertakings") to assist the underwriter of such Bonds in complying with its obligations under the Rule; and

WHEREAS, in pursuance of the Rule, the Issuer desires to adopt an omnibus continuing disclosure undertaking that will consolidate the obligations of the Issuer under the Rule with respect to the Bonds and the Prior Undertakings to enhance efficiency of the administration of Prior Undertakings and promote timely disclosure by the Issuer.

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

Section 1. **Omnibus Continuing Disclosure Undertaking**. In order to comply with the provisions of the Rule and directives of the SEC, the governing body of the Issuer hereby approves the form of the Omnibus Continuing Disclosure Undertaking, substantially in the form presented herewith (the "Omnibus Undertaking"). The Mayor is hereby directed to execute the Omnibus Undertaking, with such changes as legal counsel to the Issuer and the Mayor shall approve (whose signature thereon shall constitute conclusive evidence of such approval).

Section 2. **Permanent Record**. A copy of the Omnibus Undertaking shall be placed in the permanent records of the Issuer and shall be available for public inspection during regular business hours of the Issuer.

Section 3. Effective Date. This Resolution shall take effect and be in full force from and after its adoption by the governing body of the Issuer.

ADOPTED AND APPROVED by the governing body of the City of Coffeyville, Kansas, on September 24, 2013.

_____
David George, Mayor

ATTEST:

_____
Cindy Price, City Clerk

CERTIFICATE

I hereby certify that the above and foregoing is a true and correct copy of Resolution No. R-13-80 of the City of Coffeyville, Kansas adopted by the governing body on September 24, 2013 as the same appears of record in my office.

DATED: September 24, 2013.

_____
Cindy Price, City Clerk

GILMORE BELL

316-267-2091 MAIN
316-262-6523 FAX
GILMOREBELL.COM

GILMORE & BELL PC
ONE MAIN PLACE – 100 NORTH MAIN, SUITE 800
WICHITA, KANSAS 67202-1311

KANSAS CITY
ST. LOUIS
OMAHA | LINCOLN

September 16, 2013

Ms. Stephanie Richardson
Director of Finance
City of Coffeyville, Kansas
102 W. 7th, P.O. Box 1629
Coffeyville, Kansas 67337-0949

Re: City of Coffeyville, Kansas – Omnibus Continuing Disclosure Undertaking

Dear Stephanie:

The Securities and Exchange Commission (the "SEC") has promulgated Rule 15c2-12 adopted under the Securities Exchange Act of 1934, as amended (the "Rule") and regulations relating to continuing disclosure requirements that effect obligations issued by governmental units. Timely and complete continuing disclosure is a major emphasis of federal securities regulators, including the SEC's recent request for greater authority to regulate disclosures related to municipal securities due to the perceived widespread failure of issuers to comply with continuing disclosure obligations.

The City of Coffeyville, Kansas (the "Issuer") has heretofore issued certain obligations and anticipates future issuances of additional obligations which are or will be subject to the Rule (collectively, the "Bonds"). In conjunction with issuance of the Bonds, the Issuer has entered into continuing disclosure undertakings to provide for submission of annual reports and notices of certain material events relating to such Bonds while the obligations are outstanding. Such reports and notices are required to be filed with the SEC via the Electronic Municipal Market Access system for municipal securities disclosures established and maintained by the Municipal Securities Rulemaking Board, which can be accessed at www.emma.msrb.org.

Attached hereto is a form of Omnibus Continuing Disclosure Undertaking which will consolidate the continuing disclosure obligations of the Issuer with respect to its outstanding Bonds and Bonds issued in the future payable from the same revenue source and enhance the efficiency of the administration of the Issuer's prior and future disclosure undertakings under the Rule.

Also attached hereto is a form Excerpt of Minutes and Resolution adopting the Omnibus Continuing Disclosure Undertaking. We can arrange a special post-issuance securities compliance call or meeting to discuss and answer questions regarding the Omnibus Continuing Disclosure Undertaking, if it would be helpful to you and other Issuer representatives.

After your review of the attachments, if there are no questions or comments, the Resolution and Omnibus Continuing Disclosure Undertaking should be presented to the governing body at your meeting on September 24, 2013. Once adopted, please retain a signed a copy of the Excerpt of Minutes, the Resolution and the Omnibus Continuing Disclosure Undertaking (including Clerk's Certification) in your permanent records and furnish a copy of each to the undersigned for our records.

Should you have any questions, please feel free to contact or the undersigned.

Very truly yours,

Garth J. Herrmann

GJH:kbd

Enclosures

cc Distribution List

Gilmore & Bell, P.C.
09/16/2013

THE CITY OF COFFEYVILLE, KANSAS

OMNIBUS CONTINUING DISCLOSURE UNDERTAKING

DATED AS OF SEPTEMBER 24, 2013

OMNIBUS CONTINUING DISCLOSURE UNDERTAKING

THIS OMNIBUS CONTINUING DISCLOSURE UNDERTAKING (the "Disclosure Undertaking"), dated as of September 24, 2013, is executed and delivered by the City of Coffeyville, Kansas (the "Issuer").

RECITALS

1. This Disclosure Undertaking is executed and delivered by the Issuer, pursuant to a resolution adopted by the governing body of the Issuer to consolidate the continuing disclosure obligations of the Issuer with respect to the Bonds and the Prior Undertakings, both as defined below, to enhance efficiency of the administration of Prior Undertakings and promote timely disclosure by the Issuer.

2. The Issuer is executing this Disclosure Undertaking for the benefit of the Beneficial Owners of the Bonds and in order to assist each Participating Underwriter in complying with the SEC Rule, as defined below. The Issuer is the only "obligated person," as defined in the SEC Rule, with responsibility for continuing disclosure hereunder.

3. This Disclosure Undertaking shall apply with respect to any series of Bonds issued prior to the effective date hereof and subject to the SEC Rule.

In consideration of the foregoing, the Issuer covenants and agrees as follows:

Section 1. Definitions. In addition to the definitions set forth in the Bond Resolution, which apply to any capitalized term used in this Disclosure Undertaking, unless otherwise defined herein, the following capitalized terms shall have the following meanings:

"Annual Report" means any Annual Report filed by the Issuer pursuant to, and as described in, ***Section 2*** of this Disclosure Undertaking, which may include the Issuer's CAFR, so long as the CAFR contains the Financial Information and Operating Data.

"Beneficial Owner" means, with respect to a series of Bonds, any registered owner of any Bonds of such series and any person which: (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds of such series (including persons holding Bonds through nominees, depositories or other intermediaries); or (b) is treated as the owner of any Bonds of such series for federal income tax purposes.

"Bond Insurer" means the provider of the bond insurance policy, if any, for any series of Bonds.

"Bond Resolution" means collectively the ordinances and/or resolutions of the governing body of the Issuer authorizing the issuance of each series of the Bonds.

"Bonds" means all bonds, notes, installment sale agreements, leases or certificates intended to be a debt obligation of the Issuer identified on ***Schedule 1*** as such schedule may be supplemented and amended and, as context may require, the Bonds of any particular series identified on ***Schedule 1***. The Issuer may make future series of Bonds subject to this Disclosure Undertaking by incorporating by reference in a Bond Resolution or executing a certificate to such effect in conjunction with the issuance of such series of Bonds.

"Business Day" means a day other than: (a) a Saturday, Sunday or legal holiday; (b) a day on which banks located in any city in which the principal corporate trust office or designated payment office of the trustee, any paying agent or a Dissemination Agent, as applicable, is located are required or authorized by law to remain closed; or (c) a day on which the Securities Depository or the New York Stock Exchange is closed.

"CAFR" means the Issuer's Comprehensive Annual Financial Report, if any.

"Designated Agent" means Gilmore & Bell, P.C. or one or more other entities designated in writing by the Issuer to serve as a designated agent of the Issuer for purposes of this Disclosure Undertaking.

"Dissemination Agent" means any entity designated in writing by the Issuer to serve as dissemination agent pursuant to this Disclosure Undertaking and which has filed with the Issuer a written acceptance of such designation substantially in the form attached hereto as ***Exhibit C***.

"EMMA" means the Electronic Municipal Market Access system for municipal securities disclosures established and maintained by the MSRB, which can be accessed at www.emma.msrb.org.

"Financial Information" means the financial information of the Issuer described in ***Section 2(a)(1)*** hereof.

"Fiscal Year" means the one-year period ending December 31, or such other date or dates as may be adopted by the Issuer for its general accounting purposes.

"GAAP" means generally accepted accounting principles, as applied to governmental units, as in effect at the time of the preparation of the Financial Information.

"Issuer" means the City of Coffeyville, Kansas, and any successors or assigns.

"Material Events" means any of the events listed in ***Section 3(a)*** hereof.

"MSRB" means the Municipal Securities Rulemaking Board, or any successor repository designated as such by the Securities and Exchange Commission in accordance with the SEC Rule.

"Official Statement" means collectively the Issuer's Official Statement(s) for each series of the Bonds, including all appendices and exhibits thereto.

"Operating Data" means the operating data of the Issuer described in ***Section 2(a)(2)*** hereof.

"Participating Underwriter" means each of the original underwriters of a series of Bonds required to comply with the SEC Rule in connection with the offering of such Bonds.

"Prior Undertakings" means the prior continuing disclosure undertakings of the Issuer under the SEC Rule.

"Repository" means the MSRB via EMMA.

"SEC" means the Securities and Exchange Commission of the United States.

"SEC Rule" means Rule 15c2-12 adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time.

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

Section 2. Provision of Annual Reports.

(a) The Issuer shall, or shall cause the Dissemination Agent to, not later than 210 days after the end of the Issuer's Fiscal Year, commencing with the Fiscal Year ended in 2013, file with the Repository the Issuer's Annual Report, consisting of the Financial Information and Operating Data described as follows:

(1) ***Financial Information***. The financial statements of the Issuer for such prior Fiscal Year, accompanied by an audit report resulting from an audit conducted by an Independent Accountant in conformity with generally accepted auditing standards. Such financial statements will be prepared on a basis of accounting other than GAAP which demonstrates compliance with the State's "cash-basis" and "budget" laws. The Issuer has received a waiver from GAAP accounting from the State. A more detailed explanation of the accounting basis is contained in the Official Statement. If such audit report is not available by the time the Annual Report is required to be filed pursuant to this Section, the Annual Report shall contain summary unaudited financial information and the audit report and accompanying financial statements shall be filed in the same manner as the Annual Report promptly after they become available. The method of preparation and basis of accounting of the Financial Information may not be changed to a basis less comprehensive than contained in the Official Statement, unless the Issuer provides notice of such change in the same manner as for a Material Event under ***Section 3(b)*** hereof.

(2) ***Operating Data*.** Updates as of the end of the Fiscal Year of certain financial information and operating data described in ***Exhibit A***, with such modifications to the formatting and general presentation thereof as deemed appropriate by the Issuer; provided, any substantive change to information provided shall be effected only in accordance with ***Section 6*** hereof.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues with respect to which the Issuer is an "obligated person" (as defined by the SEC Rule), which have been filed with the Repository, the MSRB or the SEC. If the document included by reference is a final official statement, it must be available from the Repository. The Issuer shall clearly identify each such other document so included by reference.

In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in this Section; provided that the audit report and accompanying financial statements may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the Issuer's Fiscal Year changes, it shall give notice of such change in the same manner as for a Material Event under ***Section 3(b)*.**

(b) From and after such time that Section (b)(5) of the SEC Rule applies to any series of Bonds, if the Annual Report is not filed within the time period specified in ***subsection (a)*** hereof, the Issuer shall send a notice to the Repository in a timely manner, in substantially the form attached as ***Exhibit B***.

(c) Pursuant to Section (d)(3) of the SEC Rule, the provisions of ***Section 2(a)(1)*** hereof shall not apply to any Bonds with a stated maturity of 18 months or less.

Section 3. Reporting of Material Events.

(a) No later than 10 Business Days after the occurrence of any of the following Material Events, the Issuer shall give, or cause to be given, to the Repository notice of the occurrence of any of the following Material Events with respect to the Bonds, with copies to the Bond Insurer:

(1) principal and interest payment delinquencies;

(2) non-payment related defaults, if material;

(3) unscheduled draws on debt service reserves reflecting financial difficulties;

(4) unscheduled draws on credit enhancements reflecting financial difficulties;

(5) substitution of credit or liquidity providers, or their failure to perform;

(6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

(7) modifications to rights of bondholders, if material;

(8) bond calls, if material, and tender offers;

(9) defeasances;

(10) release, substitution or sale of property securing repayment of the Bonds, if material;

(11) rating changes;

(12) bankruptcy, insolvency, receivership or similar event of the Issuer (which shall be deemed to occur as provided in the SEC Rule);

(13) the consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(14) appointment of a successor or additional paying agent or trustee or the change of name of the paying agent or trustee, if material.

(b) Notwithstanding the foregoing, notice of Material Events described in ***subsections (a)(8)*** and ***(9)*** need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to the Owners of affected Bonds pursuant to the Bond Resolution.

Section 4. Dissemination Agent.

(a) ***General.*** The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Undertaking, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent may resign as Dissemination Agent hereunder at any time upon 30 days prior written notice to the Issuer. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report (including without limitation the Annual Report) prepared by the Issuer pursuant to this Disclosure Undertaking.

(b) ***Annual Reports.*** Except as provided in ***Section 2(c)*** hereof, if a Dissemination Agent is appointed, not later than 15 Business Days prior to the date specified in ***Section 2(a)*** for providing the Annual Report to the Repository, the Issuer shall provide the Annual Report to the Dissemination Agent or the Repository. The Dissemination Agent shall file a report with the Issuer certifying that the Annual Report has been filed pursuant to this Disclosure Undertaking, stating the date it was filed, or that the Issuer has certified to the Dissemination Agent that the Issuer has filed the Annual Report with the Repository. Except as provided in ***Section 2(b)*** hereof, if the Dissemination Agent has not received an Annual Report or has not received a written notice from the Issuer that it has filed an Annual Report with the Repository, by the date required in ***Section 2(a)***, the Dissemination Agent shall send a notice to the Repository in substantially the form attached as ***Exhibit A***.

(c) ***Material Event Notices***.

(1) The Dissemination Agent shall, promptly after obtaining actual knowledge of the occurrence of any event that it believes may constitute a Material Event, contact the chief financial officer of the Issuer or his or her designee, or such other person as the Issuer shall designate in writing to the Dissemination Agent from time to time, inform such person of the event, and request that the Issuer promptly notify the Dissemination Agent in writing whether or not to report the event pursuant to ***Section 4(c)(3)***.

(2) Whenever the Issuer obtains knowledge of the occurrence of an event, because of a notice from the Dissemination Agent pursuant to ***Section 4(c)(1)*** or otherwise, the Issuer shall promptly determine if such event constitutes a Material Event and shall promptly notify the Dissemination Agent of such determination. If appropriate, such writing shall instruct the Dissemination Agent to report the occurrence pursuant to ***Section 4(c)(3).***

(3) If the Dissemination Agent has been given written instructions by the Issuer to report the occurrence of a Material Event pursuant to ***Section 4(c)(2)***, the Dissemination Agent shall promptly file a notice of such Material Event with the Repository and provide a copy thereof to the Issuer and the Bond Insurer. Notwithstanding the foregoing, notice of Material Events described in ***Sections 3(a)(8)*** and ***(9)*** need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to the Owners of affected Bonds pursuant to the Bond Resolution.

(d) ***Duties, Immunities and Liabilities of Dissemination Agent.*** The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Undertaking, and the Issuer agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the Issuer under this Section shall survive

resignation or removal of the Dissemination Agent and payment of the Bonds. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the Issuer pursuant to this Disclosure Undertaking.

(e) ***Other Designated Agents.*** The Issuer may, from time to time, appoint or designate a Designated Agent to submit Annual Reports, Material Event notices, and other notices or reports pursuant to this Disclosure Undertaking. The Issuer hereby appoints the Dissemination Agent and the Designated Agent(s) solely for the purpose of submitting Issuer-approved Annual Reports, Material Event notices, and other notices or reports pursuant to this Disclosure Undertaking. The Issuer may revoke this designation at any time upon written notice to the Designated Agent.

Section 5. Termination of Reporting Obligation. The Issuer's obligations under this Disclosure Undertaking for a particular series of Bonds shall terminate upon the legal defeasance, prior redemption or payment in full of that series of Bonds. If the Issuer's obligations hereunder are assumed in full by some other entity as permitted in the Bond Resolution, such person shall be responsible for compliance with under this Disclosure Undertaking in the same manner as if it were the Issuer, and the Issuer shall have no further responsibility hereunder. If such termination or assumption occurs prior to the final maturity of such Bonds, the Issuer shall give notice of such termination or assumption in the same manner as for a Material Event under ***Section 3(b)***.

Section 6. Bonds Subject to this Disclosure Undertaking; Amendment; Waiver.

(a) All outstanding Bonds as of the date of this Disclosure Undertaking shown on ***Schedule 1*** are hereby made subject to this Disclosure Undertaking. The Issuer may make any future series of Bonds subject to this Disclosure Undertaking by incorporating by reference in a Bond Resolution or executing a certificate to such effect in conjunction with the issuance of such series of Bonds.

(b) All references to the "Bonds" in this Disclosure Undertaking shall apply separately to each series of Bonds that are or become subject to this Disclosure Undertaking, without further amendment hereto.

(c) Notwithstanding the provisions of ***subsection (d)*** or anything else contained in this Disclosure Undertaking to the contrary, in conjunction with the public offering of any series of Bonds, the Issuer and the Dissemination Agent may amend the categories of Operating Data to be updated as set forth in ***Section 2(a)(2)*** and ***Exhibit A*** to conform to the operating data included in the final Official Statement for such series of Bonds, in conformance with the requirements and interpretations of the SEC Rule as of the date of such final Official Statement, without further amendment to this Disclosure Undertaking. Thereafter, the Operating Data to be filed by the Issuer with the Repository with respect to the Bonds (and all other series of Bonds then subject to this Disclosure Undertaking) shall be deemed to be amended to reflect the requirements of the revised ***Exhibit A*** for the new series of Bonds.

(d) Except as otherwise provided in ***subsection (c)***, the Issuer may amend this Disclosure Undertaking and any provision of this Disclosure Undertaking may be waived, provided that Bond Counsel or other counsel experienced in federal securities law matters provides the Issuer with its written opinion that the undertaking of the Issuer contained herein, as so amended or after giving effect to such waiver, is in compliance with the SEC Rule and all current amendments thereto and interpretations thereof that are applicable to this Disclosure Undertaking; provided, however, that this Disclosure Undertaking, including ***Schedule 1*** hereto, may be amended for the purpose of (1) extending the coverage of this Disclosure Undertaking to any additional series of Bonds or (2) removing reference to any series of Bonds for which the Issuer's reporting obligations have terminated in accordance with ***Section 5*** hereof, each without the provision of a written opinion as otherwise required by this paragraph.

(e) If a provision of this Disclosure Undertaking is amended or waived with respect to a series of Bonds pursuant to ***subsection (d)***, the Issuer shall describe such amendment or waiver in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or, in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the Issuer. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements: (1) notice of such change shall be given in the same manner as for a Material Event under ***Section 3(b)***; and (2) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Section 7. Additional Information. Nothing in this Disclosure Undertaking shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Undertaking or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is required by this Disclosure Undertaking. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is specifically required by this Disclosure Undertaking, the Issuer shall have no obligation under this Disclosure Undertaking to update such information or include it in any future Annual Report or notice of occurrence of a Material Event.

Section 8. Noncompliance. In the event of a failure of the Issuer or the Dissemination Agent, if any, to comply with any provision of this Disclosure Undertaking with respect to a series of Bonds, any Participating Underwriter or any Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer or the Dissemination Agent, if any, as the case may be, to comply with its obligations under this Disclosure Undertaking. Noncompliance with the provisions of this Disclosure Undertaking shall not be deemed an Event of Default under the Bond Resolution or the Bonds, and the sole remedy under this Disclosure Undertaking in the event of any failure of the Issuer or the Dissemination Agent, if any, to comply with this Disclosure Undertaking shall be an action to compel performance.

Section 9. Notices. Any notices or communications to or among the parties referenced in this Disclosure Undertaking shall be given the Notice Representatives at the Notice Addresses set forth in the Bond Resolution for each series of Bonds; provided notice to the Dissemination Agent shall be given at the Notice Address set forth on ***Exhibit C*** hereto.

Section 10. Electronic Transactions. Actions taken hereunder and the arrangement described herein may be conducted and related documents may be stored by electronic means. Copies, telecopies, facsimiles, electronic files and other reproductions of original documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

Section 11. Beneficiaries. This Disclosure Undertaking shall inure solely to the benefit of the Issuer, the Dissemination Agent, if any, each Participating Underwriter and Beneficial Owners from time to time with respect to a series of Bonds, and shall create no rights in any other person or entity.

Section 12. Severability. If any provision in this Disclosure Undertaking, the Bond Resolution or the Bonds relating hereto, shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of this Disclosure Undertaking shall not in any way be affected or impaired thereby.

Section 13. Governing Law. This Disclosure Undertaking shall be governed by and construed in accordance with the laws of the State of Kansas.

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IN WITNESS WHEREOF, the Issuer has caused this Disclosure Undertaking to be executed as of September 24, 2013.

CITY OF COFFEYVILLE, KANSAS

(SEAL)

_____
Mayor

_____
Clerk

SCHEDULE 1

DESCRIPTION OF BONDS SUBJECT TO DISCLOSURE UNDERTAKING

General Obligation Bonds (Base CUSIP No.: 192252)

Description of Indebtedness	Dated Date	Final Maturity
G.O. Electric Utility System Refunding Bonds, Series 2004-B	07/15/04	06/01/21
G.O. Sales Tax Refunding, Series 2008	10/01/08	11/01/14
General Obligation Bonds, Series 2011-A	11/01/11	11/01/31
G.O. Electric Utility System Refunding Bonds, Series 2013-A	12/03/13	06/01/21

System Revenue Bonds (Base CUSIP No.: 192288)

Description of Indebtedness	Dated Date	Final Maturity
Electric Utility System Revenue Bonds, Series 2011-A	12/15/11	06/01/23

Public Building Commission Revenue Bonds (Base CUSIP No.: 19233M)

Description of Indebtedness	Dated Date	Final Maturity
Health Care Facilities Refunding Revenue Bonds, Series 2012 (Coffeyville Regional Medical Center)	05/15/12	08/01/18

EXHIBIT A

OPERATING DATA TO BE INCLUDED IN ANNUAL REPORT

The Operating Data in the sections and tables contained in the most recent Official Statement (with such modifications to the formatting and general presentation thereof as deemed appropriate by the Issuer) generally described as follows:

Operating Data for General Obligation Bonds, Temporary Notes, Lease Obligations

- Sources of Revenue
- Assessed Valuation
- Tax Rates
- Aggregate Tax Levies
- Tax Collection Record
- Major Taxpayers
- Current Indebtedness of the Issuer
- Lease Obligations
- State Loans
- Overlapping Indebtedness

Operating Data for Revenue Bonds

- Coffeyville Resources
- Sales
- Historical Customers
- Largest Customers
- Rate Structure
- Current Indebtedness of the System
- Historical Revenues

Additionally, the Issuer shall provide updates as of the end of the Fiscal Year for any material adverse changes in the portions of the final Official Statement concerning Property Valuations and Pension and Employee Retirement Plans.

EXHIBIT B

NOTICE TO REPOSITORY OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: City of Coffeyville, Kansas

Name of Bond Issue: [Description of Bonds], Series [____], dated as of [Bonds Dated Date]

Name of Obligated Person: City of Coffeyville, Kansas

Date of Issuance: [Bonds Closing Date]

NOTICE IS GIVEN that the City of Coffeyville, Kansas (the "Issuer") has not provided an Annual Report with respect to the above-named Bonds as required by the Issuer's Omnibus Continuing Disclosure Undertaking. The Issuer anticipates that the Annual Report will be filed by _____.

Dated: _____

CITY OF COFFEYVILLE, KANSAS

By _____

By _____, as
Dissemination Agent

cc: City of Coffeyville, Kansas

EXHIBIT C

ACCEPTANCE OF DISSEMINATION AGENT

Name of Issuer: City of Coffeyville, Kansas

Name of Bond Issue: [Description of Bonds], Series [____], dated as of [Bonds Dated Date]

Dissemination Agent:

Notice Address of Dissemination Agent:

_____, having been duly appointed by the City of Coffeyville, Kansas to act in the capacity of Dissemination Agent pursuant to the Disclosure Undertaking, to which this acceptance is attached, accepts such duties and responsibilities set forth therein.

Dated: _____