



September 4, 2024

Mayor and City Commission  
City of Arkansas City  
118 W. Central Ave.  
Arkansas City, Kansas 67005

Re: Not to Exceed \$90,000,000  
City of Wichita, Kansas  
Health Care Facilities Revenue Bonds  
(Presbyterian Manors, Inc.)

Attached is a copy of Resolution No. 24-297 (the "Resolution") adopted by the City Council of the City of Wichita, Kansas, on September 3, 2024, declaring an intent to issue its Health Care Facilities Revenue Bonds (Presbyterian Manors, Inc.), in an aggregate principal amount of not to exceed \$90,000,000 (the "Bonds") pursuant to K.S.A. 12-1740 *et seq.* and K.S.A. 10-116a (collectively, the "Act") to provide funds to: (a) refund all or a portion of the City of Wichita, Kansas Health Care Facilities Revenue Bonds (Presbyterian Manors, Inc.), Series IV-A, 2013 and Series IV-A, 2014 (collectively, the "Refunded Bonds"); and (b) to finance the acquisition, construction and equipping of improvements to senior living and health care facilities located within the State of Kansas operated by Presbyterian Manors, Inc. (collectively, the "Project"). One of the facilities financed by the Refunded Bonds and potentially constituting a portion of the Project is located within the City of Arkansas City, Kansas (the "City"). The Resolution is provided pursuant to a portion of the Act (K.S.A. 12-1741a) for consideration and approval by the City Commission. Approval may be affirmatively made by action of the City Commission, or will be deemed made if the City Commission fails to disapprove the issuance of the Bonds within seven business days after its next regular meeting following receipt of this request. Attached hereto is a form of Certificate of City Clerk acknowledging receipt of this letter and Resolution and evidencing action or in-action by the City Commission of the City.

The Bonds are special obligations of the City of Wichita payable only from rental payments to be made by Presbyterian Manors, Inc. and shall not be an obligation payable in any manner of the City or the City of Wichita.



CITY OF WICHITA, KANSAS

Jamie Buster, City Clerk

Enclosure

**CERTIFICATE OF CITY CLERK  
CITY OF ARKANSAS CITY, KANSAS**

STATE OF KANSAS            )  
  )SS:  
COUNTY OF COWLEY        )

The undersigned, City Clerk for the City of Arkansas City (the “City”), hereby certifies in connection with the issuance by the City of Wichita, Kansas (“Wichita”) of its Health Care Facilities Revenue Bonds (Presbyterian Manors, Inc.) (the "Bonds"):

The City Clerk, on behalf of the City Commission, received on September \_\_\_, 2024, a written request from the Wichita City Clerk, submitted pursuant to K.S.A. 12-1741a, to approve adoption of Resolution No. 24-297 (the “Resolution”) adopted by the City Council of the City of Wichita, Kansas, on September 3, 2024 regarding the issuance of the Bonds.

1. The undersigned transmitted a copy of the Resolution to the City Commission of the City (the "Governing Body").
2. The next regular meeting of the Governing Body following receipt of the Resolution was held on September \_\_\_, 2024.
3. Please select the appropriate action:
  - The Governing Body approved the issuance of the Bonds at such meeting.
  - No action was taken by the Governing Body at such meeting to approve or disapprove the issuance of the Bonds and no written notice specifically disapproving the issuance of the Bonds was delivered by the City Clerk to the Wichita City Clerk within seven business days after such meeting.
  - The Governing Body disapproved the issuance of the Bonds at such meeting and a written notice of such disapproval was delivered by the City Clerk to the Wichita City Clerk within seven business days after such meeting.

Signed this \_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
City Clerk, City of Arkansas City, Kansas

(SEAL)

**RESOLUTION NO. 24-297**

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS DETERMINING THE ADVISABILITY OF ISSUING HEALTH CARE FACILITIES REVENUE BONDS FOR THE PURPOSE OF FINANCING OR REFINANCING THE ACQUISITION, CONSTRUCTION, IMPROVEMENT AND EQUIPPING OF SENIOR LIVING AND HEALTH CARE RELATED FACILITIES; AND AUTHORIZING EXECUTION OF RELATED DOCUMENTS**

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

**WHEREAS**, the City Council (the “Governing Body”) of the City desires to promote, stimulate and develop the general economic welfare and prosperity of the City, and thereby to further promote, stimulate and develop the general economic welfare and prosperity of the State; and

**WHEREAS**, pursuant to the provisions of the Kansas Economic Development Revenue Bond Act, as amended and codified in K.S.A. 12-1740 *et seq.* and K.S.A. 10-116a (collectively, the “Act”), the City is authorized to issue revenue bonds for such purposes and to issue revenue bonds for the purpose of refunding such bonds; and

**WHEREAS**, pursuant to the provisions of the Act, the City has heretofore issued multiple series of health care facilities revenue bonds for the purpose of financing or refinancing the acquisition, construction, renovation and equipping of a senior living and health care facility and corporate office facility (collectively, the “Wichita Facilities”) located within the corporate limits of the City for the benefit of Presbyterian Manors, Inc., a Kansas not for profit corporation (the “Corporation”); and

**WHEREAS**, the City has, pursuant to K.S.A. 12-2901 *et seq.*, as amended (the “Interlocal Cooperation Act”), previously entered into interlocal cooperation agreements with the cities of Arkansas City, Clay Center, Dodge City, Emporia, Ft. Scott, Lawrence, Newton, Parsons, Salina, and Topeka, Kansas (the “Participants”) for the purpose of acting as issuer of health care facilities revenue bonds for the purpose of financing or refinancing the acquisition, construction, renovation and equipping of senior living and health care facilities located within the city limits of the Participants (collectively, the “Participant Facilities”); and

**WHEREAS**, the City has heretofore issued its Health Care Facilities Revenue Bonds (Presbyterian Manors, Inc.), Series IV-A, 2013 and Series IV-B, 2013 (collectively, the “Series 2013 Bonds”), the proceeds of which were used to: (a) acquire, construct, improve, equip, reimburse or refinance the costs of improvements to the Wichita Facilities and certain of the Participant Facilities; and (b) refund certain of the City’s then outstanding revenue bonds previously issued for the benefit of the Corporation; and

**WHEREAS**, the City has heretofore issued its Health Care Facilities Revenue Bonds (Presbyterian Manors, Inc.), Series IV-A, 2014 (the “Series 2014 Bonds”), which were issued to acquire, construct, improve, equip, reimburse or refinance the costs of improvements to the Wichita Facilities; and

**WHEREAS**, the City has heretofore issued its Health Care Facilities Revenue Bonds (Presbyterian Manors, Inc.), Series I, 2018 (the “Series 2018 Bonds”), the proceeds of which were used to: (a) acquire existing senior living and health care facilities located in the City of Olathe, Kansas (the “Olathe Facility”); (b) refund and refinance revenue bonds issued by the City of Olathe, Kansas for the Olathe Facility; and (c) construct, improve, equip, reimburse or refinance the costs of improvements to the Olathe Facility, the Wichita Facilities and certain of the Participant Facilities; and

**WHEREAS**, the City has heretofore issued its Health Care Facilities Revenue Bonds (Presbyterian Manors, Inc.), Series III, 2019 (the “Series 2019 Bonds”), the proceeds of which were used to: (a) refund a portion of the Series 2013 Bonds and Series 2014 Bonds; and (b) construct, improve, equip, reimburse or refinance the costs of improvements to the Wichita Facilities, the Olathe Facility and certain of the Participant Facilities; and

**WHEREAS**, the Wichita Facilities, the Participant Facilities and the Olathe Facility (collectively, the “Facilities”) are leased by the City to the Corporation; and

**WHEREAS**, the Governing Body determines it to be advisable and in the interest and for the welfare of the City and its inhabitants that revenue bonds of the City be authorized and issued, in one or more series, for the purpose of providing funds to: (a) refund all or a portion of the Series 2013 Bonds and Series 2014 Bonds (collectively, the “Refunded Bonds”); and (b) to finance all or a portion of the acquisition, construction and equipping of improvements to the Facilities (collectively, the “Project”).

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS:**

**Section 1. Public Purpose.** The Governing Body hereby finds and determines that the Project and the refinancing of the debt represented by the Refunded Bonds will promote, stimulate and develop the general economic welfare and prosperity of the City, and thereby further promote, stimulate and develop the general economic welfare and prosperity of the State.

**Section 2. Authorization to Acquire Project; Intent to Issue Bonds.** The City is hereby authorized to proceed with the Project and the refinancing of the Refunded Bonds and to issue its revenue bonds, in one or more series, in an aggregate principal amount not to exceed \$90,000,000 (collectively, the “Bonds”) to pay the costs thereof, subject to satisfaction of the conditions of issuance set forth herein.

**Section 3. Conditions to Issuance of Bonds.** The issuance of the Bonds is subject to: (a) the Corporation’s written acceptance of a Letter of Intent containing the City’s conditions to the issuance of the Bonds (the “Letter of Intent”) in accordance with the City of Wichita/Sedgwick County Economic Development Guidelines (the “Guidelines”); (b) the successful negotiation and sale of the Bonds to a purchaser or purchasers to be determined by the Corporation and acceptable to the City (the “Purchaser”), which sale shall be the responsibility of the Corporation and not the City; (c) the receipt of the approving legal opinion of Gilmore & Bell, P.C. (“Bond Counsel”) in form acceptable to the City, the Corporation and the Purchaser; (d) the obtaining of all necessary governmental approvals to the issuance of the Bonds; and (e) the commitment to and payment by the Corporation or Purchaser of all expenses relating to the issuance of the Bonds, including, but not limited to: (i) expenses of the City and the City Attorney; (ii) any underwriting or placement fees and expenses; (iii) all legal fees and expenses of Bond Counsel; and (iv) all recording and filing fees, including fees of the Kansas Board of Tax Appeals.

**Section 4. Sales Tax Exemption.** The Governing Body hereby determines that pursuant to the provisions of K.S.A. 79-3601 *et seq.* (the “Sales Tax Act”), particularly K.S.A. 79-3606(b) and (d) and other applicable laws, sales of tangible personal property or services purchased in connection with construction of the Project and financed with proceeds of the Bonds are entitled to exemption from the tax imposed by the Sales Tax Act; provided proper application is made therefore and compliance with State Department of Revenue procedures and guidelines. In the event that the Bonds are not issued for any reason, the Corporation will not be entitled to a sales tax exemption under the terms of the Sales Tax Act and will remit to the State Department of Revenue all sales taxes that were not paid due to reliance on the sales tax exemption certificate granted hereunder.

**Section 5. Reliance by Corporation; Limited Liability of City.** It is contemplated that in order to expedite acquisition of the Project and realization of the benefits to be derived thereby, the Corporation may incur temporary indebtedness or expend its own funds to pay costs of the Project prior to the issuance of the Bonds; provided that such expenditures incurred prior to the issuance of the Bonds are at the risk of the Corporation that the Bonds will actually be issued. Proceeds of Bonds may be used to reimburse the Corporation for such expenditures made not more than 60 days prior to the date this Resolution is adopted, and as provided by §1.150-2 of the U.S. Treasury Regulations. The Bonds herein authorized and all interest thereon shall be paid solely from the revenues to be received by the City from the Corporation’s operation of the Facilities and not from any other fund or source. The City shall not be obligated on such Bonds in any way, except as herein set out. In the event that the Bonds are not issued, the City shall have no liability to the Corporation.

**Section 6. Execution and Delivery of Documents.** The Mayor is hereby authorized to execute the Letter of Intent, and the City Clerk is authorized to deliver executed copies of this Resolution and the Letter of Intent to the Corporation. After compliance with the provisions of the Letter of Intent by the Corporation has been demonstrated, the Mayor and City Clerk are authorized to execute a bond purchase agreement with the Purchaser and the Corporation for the sale of the Bonds in a form satisfactory to the City Attorney and Bond Counsel.

**Section 7. Further Action.** The Mayor, City Clerk and other officials, employees and agents of the City, including the City Attorney and Bond Counsel, are hereby further authorized and directed to take such other actions as may be appropriate or desirable to accomplish the purposes of this Resolution, including, but not limited to: (a) execution on behalf of the City of the information statement regarding the proposed issuance of the Bonds to be filed with the State Board of Tax Appeals pursuant to the Act; (b) cooperate with the Corporation in filing an application for a sales tax exemption certificate with the Kansas Department of Revenue with respect to Bond-financed property; (c) providing for timely notification to the Trustee for the Refunded Bonds to call such bonds for redemption on such permitted redemption date as the Corporation shall request in writing; (d) cooperate with the Corporation to maintain any *ad valorem* property tax exemption for the Facilities which is consistent with the Corporation’s charitable purposes, and execute such documents in connection therewith as are approved by the City Attorney; and (e) dissemination of this Resolution or other notices as may be required by the Act.

**Section 8. Effective Date.** This resolution shall become effective upon adoption by the Governing Body and shall remain in effect until December 31, 2025, unless extended by affirmative vote of a majority of the Governing Body.

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**ADOPTED** by the City Council of the City of Wichita, Kansas, on September 3, 2024.

(SEAL)

/s/ Lily Wu  
Lily Wu, Mayor

ATTEST:

/s/ Jamie Buster  
Jamie Buster, City Clerk

APPROVED AS TO FORM:

/s/ Jennifer Magaña  
Jennifer Magaña, Director of Law and  
City Attorney

**CERTIFICATE**

I hereby certify that the above and foregoing is a true and correct copy of the Resolution adopted by the City Council of the City of Wichita, Kansas on September 3, 2024, as the same appears of record in my office.

DATED: September 3, 2024.

/s/ Jamie Buster  
Jamie Buster, City Clerk

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