

Gilmore & Bell, P.C.  
April 24, 2022

**RESOLUTION NO. R-22-12**

**A RESOLUTION OF THE GOVERNING BODY OF THE CITY OF BEL AIRE, KANSAS DETERMINING THE ADVISABILITY OF ISSUING HEALTH CARE FACILITIES REVENUE BONDS (CATHOLIC CARE CENTER), SERIES 2022, IN ONE OR MORE SERIES, TO PROVIDE FUNDS FOR THE PURPOSE OF FINANCING IMPROVEMENTS TO HEALTH CARE AND RETIREMENT FACILITIES OWNED AND OPERATED BY CATHOLIC CARE CENTER, INC.; AND AUTHORIZING EXECUTION OF CERTAIN RELATED DOCUMENTS**

**WHEREAS**, the City of Bel Aire, Kansas (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 of Kansas; 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.* (the "Act"), the City is authorized to issue revenue bonds to finance the acquisition, construction, equipping and furnishing of improvements to health care and retirement facilities (the "Facilities") owned by Catholic Care Center Inc., a Kansas nonprofit corporation (the "Corporation") and the Corporation has requested that the City issue revenue bonds for such purposes; and

**WHEREAS**, it is hereby found and determined 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 pursuant to the Act to provide funds to finance certain improvements to the Facilities;

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

**Section 1. Public Purpose.** The City Council (the "Governing Body") of the City hereby finds and determines that financing certain improvements to the Facilities 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 of Kansas.

**Section 2. Intent to Issue Bonds.** The City is hereby authorized to issue its revenue bonds pursuant to the Act, in one or more series, in the aggregate principal amount not to exceed \$25,000,000 (the "Bonds") to pay the costs thereof and finance certain improvements to the Facilities, 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 passage of an ordinance authorizing the issuance of the Bonds; (b) the successful negotiation of a Bond Trust Indenture, Base Lease Agreement, Lease Agreement, Bond Placement Agreement or other legal documents necessary to accomplish the issuance of the Bonds, if deemed advisable by the parties, the terms of which shall be in compliance with the Act and mutually satisfactory to the City and the Corporation; (c) the successful negotiation and sale of the Bonds to Intrust Bank, N.A., as purchaser (the "Purchaser"), which sale

shall be the responsibility of the Corporation and not the City; (d) 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; (e) the obtaining of all necessary governmental approvals to the issuance of the Bonds; (f) 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) a \$65,000.00 City origination fee, an annual City administrative fee of:

Year 1	\$13,000.00
Year 2	\$13,000.00
Year 3	\$12,000.00
Year 4	\$6,000.00
Year 5	\$5,000.00
Year 6	\$4,000.00
Year 7	\$3,000.00
Year 8	\$2,000.00
Year 9	\$1,000.00
Year 10	\$1,000.00

and other expenses of the City and the City Attorney; (ii) any 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. Reliance by Corporation; Limited Liability of City.** The Bonds herein authorized and all interest thereon shall be paid solely from the revenues to be received by the City from 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 5. Further Action.** The City Clerk is hereby authorized to deliver an executed copy of this Resolution to the Corporation. The Mayor, City Manager, City Clerk and other officials and employees 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) execute 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; and (b) cooperate with the Corporation to maintain any *ad valorem* property tax exemption for the Facilities and related facilities which is consistent with the Corporation's charitable purposes, and execute such documents in connection therewith as are approved by the City Attorney.

**Section 6. Effective Date.** This resolution shall become effective upon adoption by the Governing Body.

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**ADOPTED** by the Governing Body of the City of Bel Aire, Kansas on May 3, 2022.

[SEAL]

  
\_\_\_\_\_  
Mayor

Attest:

  
\_\_\_\_\_  
City Clerk



**CERTIFICATE**

I hereby certify that the above and foregoing is a true and correct copy of the Resolution of the City adopted by the Governing Body on May 3, 2022, as the same appears of record in my office.

DATED: May 3, 2022.

  
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City Clerk