

PUBLIC BUILDING COMMISSION MEETING AGENDA
MONDAY, MAY 7, 2012
4:30 P.M.

- A. CALL TO ORDER** – President Jim Miller

- B. NEW BUSINESS**
 - 1. PBC Meeting Minutes – Tuesday, April 17, 2012

 - 2. PBC Resolution No. R-12-03 – A Resolution to Issue Health Care Facility Revenue Refunding Bonds.

- C. ADJOURN**

SPECIAL JOINT COMMISSION/PBC/CRMC BOARD MEETING MINUTES
TUESDAY, APRIL 17, 2012
4:00 P.M.

The Board of Commissioners and the Public Building Commission met in Special Session with the Coffeyville Regional Medical Center Boards of Trustees and Directors at 4:00 p.m. at CRMC with Mayor David George and President Jim Miller presiding.

Present:

CITY COMMISSION
PAM JONES
DON EDWARDS
DAVID GEORGE
VIRGIL O. HORN, JR.

PUBLIC BUILDING COMMISSION
JIM MILLER
TIM BRANT
JANIE GILLIS
PAUL KRITZ
LINDA MOLEY
DON EDWARDS
CINDY PRICE

Absent:

RICHARD GONZALES

City Staff in attendance were:

CITY MANAGER JEFF MORRIS
CITY CLERK CINDY PRICE
CITY ATTORNEY PAUL KRITZ
FINANCE DIRECTOR STEPHANIE RICHARDSON

A. CALL TO ORDER – Mayor David George, President Jim Miller, Chairman Dr. Raymond Hawley, Chairman Judy Hiner

B. NEW BUSINESS

1. Discussion on CRMC bond refinancing and tax-exempt financing compliance procedures by Pat Hinojos, Stifel-Nicolaus, and Kim Bell, Gilmore & Bell.

- Pat Hinojos, Stifel-Nicolaus, and Kim Bell, Gillmore & Bell, reviewed the existing bond issue and the steps required to refinance the bonds issued in 2002 for building improvements to CRMC. Hinojos stated Standard & Poor has given the City an “A” rating which is very positive for the City. Refinancing will allow the debt service to remain at the same level, however, it will conservatively cut four years off the term with a net savings of just under \$2 million. Bell stated the action required by the boards would be to approve the marketing of the bonds, authorize the signing of the bond purchase agreement; authorize the principal bond documents and approve a tax and compliance agreement. The tax compliance agreement requires documentation on the allocation of the funds.

2. City of Coffeyville Ordinance No. S-12-04 – An Ordinance to declare an emergency to enter into a supplemental lease of CRMC with the Public Building Commission; to enter into a supplemental sublease of CRMC and authorize and approve certain related documents in connection with the issuance by the Public Building Commission Health Care Facilities Refunding Revenue Bonds.

MOTION: Move to declare an emergency requiring the final passage of Ordinance No. S-12-04 for adoption.

ACTION: THE MOTION WAS MADE BY COMMISSIONER EDWARDS AND SECONDED BY COMMISSIONER JONES. ROLL CALL VOTE – ALL AYE EXCEPT COMMISSIONER GONZALES WHO WAS ABSENT.

**SPECIAL COMMISSION MEETING MOTION SHEET
TUESDAY, APRIL 17, 2012**

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3. City of Coffeyville Resolution No. R-12-40 – A Resolution to provide for the adoption of a tax-exempt financing compliance procedure.

MOTION: Move to approve Resolution No. R-12-40 for adoption.

ACTION: THE MOTION WAS MADE BY COMMISSIONER HORN AND SECONDED BY COMMISSIONER JONES. ROLL CALL VOTE – ALL AYE EXCEPT COMMISSIONER GONZALES WHO WAS ABSENT.

4. CRMC Board of Trustees approving resolution

5. CRMC Board of Directors approving resolution

6. PBC Resolution No. R-12-01 – A Resolution to issue Public Building Commission Health Care Facilities Refunding Revenue Bonds.

MOTION: Move to approve PBC Resolution No. R-12-01 for adoption.

ACTION: THE MOTION WAS MADE BY COMMISSIONER GILLIS AND SECONDED BY COMMISSIONER MOLEY. ROLL CALL VOTE – ALL AYE.

7. PBC Resolution No. R-12-02 – A Resolution to provide for the adoption of a tax-exempt financing compliance procedure.

MOTION: Move to approve Resolution No. R-12-02 for adoption.

ACTION: THE MOTION WAS MADE BY COMMISSIONER KRITZ AND SECONDED BY COMMISSIONER BRANT. ROLL CALL VOTE – ALL AYE.

C. ADJOURN

MOTION: Move to adjourn.

ACTION: THE MOTION WAS MADE BY MAYOR GEORGE AND SECONDED BY COMMISSIONER JONES TO ADJOURN THE COMMISSION MEETING. ROLL CALL VOTE – ALL AYE.

MOTION: Move to adjourn.

ACTION: THE MOTION WAS MADE BY COMMISSIONER BRANT AND SECONDED BY COMMISSIONER MOLEY TO ADJOURN THE PBC MEETING. ROLL CALL VOTE – ALL AYE.

TIME THE MEETING WAS ADJOURNED: 4:35 p.m.

Date the minutes were approved: _____

Cindy Price, Secretary

PBC RESOLUTION NO. R-12-03

OF THE

**PUBLIC BUILDING COMMISSION OF
THE CITY OF COFFEYVILLE, KANSAS**

ADOPTED

MAY 7, 2012

**\$8,025,000
PUBLIC BUILDING COMMISSION OF
THE CITY OF COFFEYVILLE, KANSAS
HEALTH CARE FACILITIES REFUNDING REVENUE BONDS
SERIES 2012
(COFFEYVILLE REGIONAL MEDICAL CENTER)**

PBC RESOLUTION NO. R-12-03

A RESOLUTION AUTHORIZING THE ISSUANCE OF PUBLIC BUILDING COMMISSION OF THE CITY OF COFFEYVILLE, KANSAS HEALTH CARE FACILITIES REFUNDING REVENUE BONDS (COFFEYVILLE REGIONAL MEDICAL CENTER), SERIES 2012, FOR THE PURPOSE OF REFUNDING CERTAIN OUTSTANDING REVENUE BONDS ISSUED FOR THE PURPOSE OF PAYING THE COSTS OF IMPROVING THE ACUTE CARE HOSPITAL FACILITIES IN THE CITY OF COFFEYVILLE, KANSAS; AUTHORIZING THE EXECUTION OF A SUPPLEMENTAL TRUST INDENTURE BY AND BETWEEN THE PUBLIC BUILDING COMMISSION AND UMB BANK, N.A., WICHITA, KANSAS, AS TRUSTEE; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL LEASE WITH OPTION TO PURCHASE BETWEEN THE PUBLIC BUILDING COMMISSION AND THE CITY OF COFFEYVILLE, KANSAS; AND MAKING CERTAIN COVENANTS AND AGREEMENTS WITH RESPECT THERETO.

WHEREAS, pursuant to K.S.A. 12-1757 *et seq.*, as amended from time to time, including by Charter Ordinance No. 24 of the City of Coffeyville, Kansas (the "City") (collectively, the "Act"), the Public Building Commission of the City of Coffeyville, Kansas (the "PBC") has previously issued its Health Care Facilities Revenue Bonds, Series 2002 (Coffeyville Regional Medical Center) in the principal amount of \$16,000,000 (the "Series 2002 Bonds") for the purpose of paying all or a portion of the costs to construct an addition to the acute care hospital facility in the City; and

WHEREAS, the PBC hereby finds and determines that it is necessary and desirable to issue its Health Care Facilities Refunding Revenue Bonds, Series 2012 (Coffeyville Regional Medical Center), in the aggregate principal amount of \$8,025,000 (the "Series 2012 Bonds") for the purpose of providing funds (i) to refund the outstanding Series 2002 Bonds, and (ii) to pay issuance costs for the Series 2012 Bonds; and

WHEREAS, in connection with the issuance of the Series 2012 Bonds, it is necessary and desirable to execute and deliver (i) a Supplemental Trust Indenture dated May 15, 2012 (the "Supplemental Indenture"), amending and supplementing the Trust Indenture dated as of December 15, 2002 (as supplemented and amended, the "Indenture"), with UMB Bank, n.a., as successor to INTRUST Bank, N.A., Wichita, Kansas, as Trustee (the "Trustee"), for the purpose of securing the Series 2012 Bonds as provided therein; and (ii) a Supplemental Lease with Option to Purchase dated May 15, 2012 (the "Supplemental Lease"), supplementing and amending Lease with Option to Purchase dated as of December 15, 2002 (as supplemented and amended, the "Lease"), with the City, pursuant to which the PBC shall continue to lease the hospital facility to the City in consideration of rentals which, in the aggregate, are intended to be sufficient to provide for the payment of the principal of, premium, if any, and interest on the Series 2012 Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE PUBLIC BUILDING COMMISSION OF THE CITY OF COFFEYVILLE, KANSAS, AS FOLLOWS:

Section 1. Definition of Terms. All terms and phrases not otherwise defined herein shall have the respective meanings set forth in the Indenture and Lease.

Section 2. Authorization of and Security for the Series 2012 Bonds. There are hereby authorized and directed to be issued a series of refunding revenue bonds to be designated "Public Building Commission of the City of Coffeyville, Kansas Health Care Facilities Refunding Revenue Bonds, Series 2012 (Coffeyville Regional Medical Center), in the principal amount of \$8,025,000 for the purpose of providing funds (a) refund the outstanding Series 2002 Bonds, (b) fund a debt service reserve fund, and (c) to pay issuance costs. The Series 2012 Bonds shall be dated and bear interest, shall mature and be payable at such times, shall be in such forms, shall be subject to redemption and payment prior to the maturity thereof, and shall be issued in the manner prescribed and subject to the provisions, covenants and agreements set forth in the Indenture. The Series 2012 Bonds shall be special limited obligations of the PBC payable solely from the Trust Estate under the Indenture hereinafter authorized, consisting principally of the revenues derived by the PBC pursuant to the Lease, or otherwise in connection with the hospital facility. The Series 2012 Bonds shall not be general obligations of or constitute a pledge of the faith and credit of the PBC or the City within the meaning of a constitutional or statutory provision.

Section 3. Authorization of Supplemental Indenture. The PBC is hereby authorized to enter into and deliver the Supplemental Indenture in substantially the form presented with the Resolution, under which the PBC shall pledge and assign to the Trustee, for the benefit of the owners of the Series 2012 Bonds and any Additional Bonds issued under the Indenture (collectively, the "Bonds"), the Trust Estate created thereby, all upon the terms and conditions set forth in the Indenture.

Section 4. Authorization of Supplemental Lease. The PBC is hereby authorized to enter into the Supplemental Lease, in substantially the form presented with the Resolution, pursuant to which the PBC shall continue to lease the hospital facility to the City.

Section 5. Tax Compliance Agreement. The PBC is hereby authorized to enter into a Tax Compliance Agreement among the PBC, the City, the Board of Trustees of Coffeyville Regional Medical Center, Coffeyville Regional Medical Center, Inc., and the Trustee which sets forth certain representations, facts, expectations, terms and conditions relating to the use and investment of the proceeds of the Series 2012 Bonds, to establish and maintain the exclusion of interest on the Series 2012 Bonds from gross income for federal income tax purposes, and to provide guidance for complying with the arbitrage rebate provisions of Section 148(f) of the Internal Revenue Code.

Section 6. Continuing Disclosure Agreement. The PBC is hereby authorized to enter into a Continuing Disclosure Agreement relating to continuing disclosure of certain financial information, operating data and material events for the benefits of the owners of the Bonds and to assist the Underwriter in complying with Rule 15c2-12 of the Securities and Exchange Commission

Section 7. Execution of Bonds and Agreements. The President (or in the President's absence, the Vice-President) of the PBC is hereby authorized and directed to execute the Series 2012 Bonds and deliver same to the Trustee for authentication for and on behalf of and as the act and deed of the PBC in the manner provided in the Indenture. The President (or in the President's absence, the Vice-President) is hereby further authorized and directed to execute and deliver the Supplemental Indenture, the Supplemental Lease, the Tax Compliance Agreement and the Continuing Disclosure Agreement (collectively, the "PBC Documents") for and on behalf of and as the act and deed of the PBC in substantially the forms presented this date with such minor corrections or amendments thereto as the President (or in the President's absence, the Vice-President) shall approve, which approval shall be evidenced by his or her execution thereof, and to execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the purposes and intent of this Resolution. The Secretary (or in the absence of the Secretary any Acting Secretary) of the PBC is hereby authorized and directed to attest the execution of the Series 2012 Bonds, the PBC Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 8. Approval of Official Statement. The officers of the PBC shall cause an Official Statement to be prepared in substantially the form of the Preliminary Official Statement dated April 17, 2012, with such changes as are necessary and desirable by the President. Such approvals do not constitute approval by the PBC of, or a representation by the PBC as to the completeness or accuracy of, the information contained therein other than information related to or provided by the PBC.

Section 9. Immunity of Officers, Employees and Members of PBC. No recourse shall be had for the payment of the principal of, redemption premium, if any, or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in the Resolution contained against any past, present or future officer, director, member, employee or agent of the PBC, or of any successor public corporation, as such, either directly or through the PBC or any successor public corporation, under any rule of law or equity, statute or constitution, or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officers, directors, members, employees or agents as such is hereby expressly waived and released as a condition of and consideration for the execution of the Resolution and the issuance of the Series 2012 Bonds.

Section 10. Further Authority. The officials, officers, agents and employees of the PBC are authorized and directed to take whatever action and execute whatever other documents or certificates as may be necessary or desirable to carry out the provisions of this Resolution and to carry out and perform the duties of the PBC with respect to the Series 2012 Bonds and the PBC Documents.

Section 11. Effective Date. This Resolution shall take effect and be in full force from and after its adoption by the PBC.

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ADOPTED by the Public Building Commission of the City of Coffeyville, Kansas on May 7, 2012.

**PUBLIC BUILDING COMMISSION OF
THE CITY OF COFFEYVILLE, KANSAS**

Jim Miller, President

ATTEST:

Cindy Price, Secretary