

ORDINANCE NO. 1821

AN ORDINANCE APPROVING AND AUTHORIZING THE EXECUTION OF AN EQUIPMENT LEASE AGREEMENT BETWEEN EVERGY KANSAS CENTRAL, INC. AND THE CITY OF WAMEGO, KANSAS, AN EQUIPMENT SUBLEASE AGREEMENT BETWEEN THE CITY AND SAID COMPANY, AN INDENTURE BETWEEN THE CITY AND THE TRUSTEE HEREIN REFERRED TO AND A TAX EXEMPTION CERTIFICATE AND AGREEMENT AMONG THE CITY, SAID COMPANY AND SAID TRUSTEE; AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$30,500,000 POLLUTION CONTROL REVENUE REFUNDING BONDS (EVERGY KANSAS CENTRAL, INC. PROJECT) SERIES 2025 OF THE CITY FOR THE PURPOSE OF REFUNDING A PRIOR ISSUE OF POLLUTION CONTROL REVENUE REFUNDING BONDS OF THE CITY; APPROVING AND AUTHORIZING THE SALE OF SAID BONDS AND THE EXECUTION OF A BOND PURCHASE AGREEMENT THEREFOR; APPROVING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND A FINAL OFFICIAL STATEMENT; APPROVING AND AUTHORIZING THE FILING OF AN INFORMATIONAL STATEMENT WITH THE KANSAS BOARD OF TAX APPEALS AND THE REDEMPTION OF OUTSTANDING BONDS; AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN RELATED INSTRUMENTS.

WHEREAS, the City of Wamego, Kansas (the "*City*") desires to promote, stimulate and develop the general welfare and economic prosperity of the City and its environs and thereby promote, stimulate and develop the general welfare and economic prosperity of the State of Kansas; and

WHEREAS, pursuant to the provisions of Section 12-1740 et. seq., of the Kansas Statutes Annotated, as amended (the "*Act*"), the City has the power (i) to issue industrial revenue bonds of the City in order to promote, stimulate and develop the general welfare and economic prosperity of the State of Kansas the proceeds of which are to be used for the purpose, among others, of paying all or part of the cost of acquiring, constructing or equipping facilities for commercial, industrial and manufacturing purposes, and to refund the same as provided in Section 10-116a of the Kansas Statutes Annotated, as amended, and (ii) to enter into leases or lease-purchase agreements by ordinance with any person, firm or corporation for the facilities; and

WHEREAS, the City previously issued \$30,500,000 of its Pollution Control Revenue Refunding Bonds (Western Resources, Inc. Project) Series 1994, all of which are outstanding (the "*Series 1994 Bonds*"), to refund prior series of bonds of the City issued to finance the cost to the Company hereinafter referred to of the acquisition, construction and installation of certain pollution control facilities and facilities for the treatment of sewage at the Jeffrey Energy Center located near the City in Pottawatomie County, Kansas (the "*Project*"); and

WHEREAS, Evergy Kansas Central, Inc., a Kansas corporation and successor to Westar Energy, Inc. formerly known as Western Resources, Inc. (the "*Company*"), has requested the

issuance by the City of its Pollution Control Revenue Refunding Bonds (Evergy Kansas Central, Inc. Project) Series 2025 (the "*Bonds*") to pay a portion of the costs of refunding all of the Series 1994 Bonds in an aggregate principal amount not to exceed \$30,500,000; and

WHEREAS, pursuant to the provisions of Section 12-1744e of the Act, on September 25, 2025 the City published notice of its intent to issue the Bonds and to enter into a lease agreement and a sublease agreement with the Company in connection therewith, and that the Company may be considered a "retailer" as defined in Section 79-3602 of the Kansas Statutes Annotated, as amended; and

WHEREAS, the City will again acquire, and will continue to hold, a leasehold interest in the Project from the Company pursuant to the Lease hereinafter referred to, and will again sublease, and will continue to sublease, the Project to the Company pursuant to the Sublease hereinafter referred to; and

WHEREAS, the Indenture hereinafter referred to and this Ordinance provide for the authorization and issuance of the Bonds, the proceeds of which, together with other funds provided by the Company, will be used to refund and redeem the Series 1994 Bonds; and

WHEREAS, it is necessary for the City to authorize the execution and delivery of other documents, certificates and papers and the performance of acts necessary or convenient in connection with the issuance and sale of the Bonds and the implementation of this Ordinance;

NOW, THEREFORE, BE IT ORDAINED BY THE GOVERNING BODY OF THE CITY OF WAMEGO, KANSAS:

Section 1. Approval and Authorization of Lease. The Equipment Lease Agreement between the Company as lessor and the City as lessee (the "*Lease*"), in substantially the form and content as the Lease submitted to the City and on file with the City Clerk, is hereby approved, authorized and confirmed, and the Mayor and the City Clerk are hereby authorized and directed to execute and deliver the Lease, in substantially such form and content, for and on behalf of the City.

Section 2. Approval and Authorization of Sublease. The Equipment Sublease Agreement between the City as sublessor and the Company as sublessee (the "*Sublease*"), in substantially the form and content as the Sublease submitted to the City and on file with the City Clerk, is hereby approved, authorized and confirmed, and the Mayor and the City Clerk are hereby authorized and directed to execute and deliver the Sublease, in substantially such form and content, for and on behalf of the City.

Section 3. Approval and Authorization of Indenture; Designation of Trustee. The Indenture between the City and The Bank of New York Mellon Trust Company, N.A. (the "*Indenture*"), in substantially the form and content as the Indenture submitted to the City and on file with the City Clerk, is hereby approved, authorized and confirmed, and The Bank of New York Mellon Trust Company, N.A. is hereby designated to act as trustee thereunder (the "*Trustee*") and as Paying Agent, Bond Registrar and Tender Agent for the Bonds, and the Mayor and the City Clerk are hereby authorized and directed to execute and deliver the Indenture, in substantially such

form and content, for and on behalf of the City. As provided in the Indenture, the City assigns and pledges to the Trustee certain payments under the Sublease and moneys and securities held by the Trustee under the terms of the Indenture as security for the Bonds.

Section 4. Approval and Authorization of Tax Agreement. The Tax Exemption Certificate and Agreement among the City, the Company and the Trustee (the "*Tax Agreement*"), in substantially the form and content as the Tax Agreement submitted to the City and on file with the City Clerk, is hereby approved, authorized and confirmed, and the Mayor and the City Clerk are hereby authorized and directed to execute and deliver the Tax Agreement, in substantially such form and content, for and on behalf of the City.

Section 5. Approval, Authorization and Issuance of Bonds. The City hereby determines that the issuance of the Bonds under the Act to provide for the refunding of the Series 1994 Bonds on, or within 90 days of, the date of issuance of the Bonds will be in furtherance of the public purposes set forth in the Act and does hereby create and establish the Bonds in the principal amount of \$30,500,000, to mature on April 15, 2032, to be dated and to bear interest from their date of issuance at the rates per annum set forth in, or determined in accordance with the provisions of, the Indenture, to be payable on the Interest Payment Dates as provided in the Indenture, to be subject to redemption as provided in the Indenture, and to be subject to purchase and to re-setting of the interest rate in connection therewith as provided in the Indenture. The final terms of the Bonds shall be specified in the Indenture, and the signatures of the officers of the City executing the Indenture shall constitute conclusive evidence of their approval and the City's approval of such terms. The Bonds shall be in the form and content and include such other details as specified herein and in the Indenture.

The issuance of the Bonds is in all respects hereby approved, authorized and confirmed, the Mayor and the City Clerk are authorized and directed to execute (either manually or by facsimile) and imprint the seal of the City on the Bonds, and the Trustee is hereby authorized and directed to authenticate the Bonds, to deliver the same to the Underwriter for and on behalf of the City upon receipt of the purchase price therefor and to deposit the proceeds thereof with itself as Trustee, in the manner provided for by the Indenture. The Bonds, together with the interest thereon, are not in any respect a general obligation of the City, nor shall they be payable in any manner by taxation, but are special obligations payable solely from Subrentals (as that term is defined in the Indenture) under the Sublease and other moneys held by the Trustee, as provided in the Indenture. Neither the credit nor the taxing power of the State of Kansas or of any political subdivision of such State is pledged to the payment of the principal of such Bonds or interest thereon or other costs incident thereto.

Section 6. Authorization of the Sale of the Bonds. The sale of the Bonds to Barclays Capital Inc. (the "*Underwriter*") at a purchase price of not less than 100% of the principal amount of the Bonds pursuant to the Bond Purchase Agreement among the City, the Company and the Underwriter (the "*Bond Purchase Agreement*"), in substantially the form and content as the Bond Purchase Agreement submitted to the City and on file with the City Clerk, is hereby approved, authorized and confirmed, and the Mayor is hereby authorized and directed to execute and deliver the Bond Purchase Agreement, in substantially such form and content, for and on behalf of the City.

Section 7. Approval of Distribution of Preliminary and Final Official Statements. The distribution by the Underwriter of the Preliminary Official Statement relating to the Bonds, in substantially the form submitted to the City and on file with the City Clerk, is hereby approved, and the proposed use by the Underwriter of a final Official Statement (in substantially the same form as the Preliminary Official Statement but with appropriate variations to reflect the final terms of the Bonds) is hereby approved. The City has not participated in the preparation of the Preliminary Official Statement or the final Official Statement and has not verified the accuracy of the information therein, other than information therein respecting the City in the "Issuer Portion" (as defined in the Bond Purchase Agreement).

Section 8. Approval of Issuance of Bonds by Pottawatomie County. Pursuant to the provisions of Section 12-1741a of the Act, the Bonds shall not be issued until the Board of County Commissioners of Pottawatomie County, Kansas adopts a resolution approving the issuance of the Bonds by the City.

Section 9. Kansas Board of Tax Appeals. Pursuant to the provisions of Section 12-1744b of the Act, the Bonds shall not be issued until the Chairperson of the Kansas Board of Tax Appeals makes the findings required therein. In that regard, the form of Informational Statement to be filed with the Kansas Board of Tax Appeals pursuant to Section 12-1744a of the Act (the "*Informational Statement*"), in substantially the form and content as the Informational Statement submitted to the City and on file with the City Clerk, is hereby approved, authorized and confirmed, and the Mayor and the City Clerk are hereby authorized and directed to execute and deliver the Informational Statement to said Board, in substantially such form and content, for and on behalf of the City.

Section 10. Redemption of Series 1994 Bonds. The redemption of the Series 1994 Bonds with the proceeds of the Bonds and other moneys from the Company, and all notices and actions of the trustee for the Series 1994 Bonds in connection with such redemption are hereby approved, ratified and confirmed and the Mayor, City Clerk, City Manager, City Treasurer, City Attorney and other City officials are hereby authorized to execute and deliver for and on behalf of the City any and all additional certificates, agreements, documents or other papers and to perform all other acts as they may deem necessary or appropriate in order to complete the redemption of the Series 1994 bonds as aforesaid.

Section 11. Authority to Make Changes, Etc. The Mayor and City Clerk are hereby authorized and directed to make any alterations, changes or additions in the instruments herein approved, authorized and confirmed which they may approve, such approval to be conclusively evidenced by their execution of the documents aforesaid.

Section 12. Severability; Conflicts. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance. All ordinances or any provision of an ordinance in conflict herewith are hereby repealed.

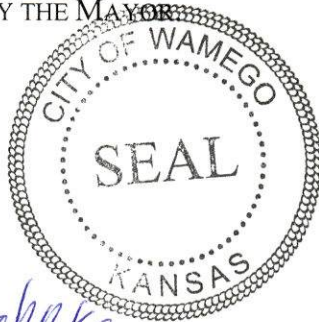
Section 13. Further Authority. All of the acts of the members, officers, directors, agents and employees of the City which are in conformity with the intent and purposes of this Ordinance,

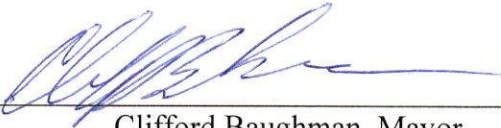
whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved. The Mayor, City Clerk, City Manager, City Treasurer, City Attorney and other City officials are hereby authorized to execute and deliver for and on behalf of the City any and all additional certificates, documents or other papers and to perform all other acts as they may deem necessary or appropriate in order to implement and carry out the matters herein authorized including, without limitation, any Blanket Issuer Letter of Representations The Depository Trust Company ("DTC") may require for the Bonds to be eligible for deposit at DTC and an Information Return for Tax-Exempt Private Activity Bond Issues, Form 8038.

Section 14. Effective Date. Immediately after its adoption this Ordinance shall be signed by the Mayor and the City Clerk, shall be recorded in a book kept for that purpose and shall take effect and be in force from and after its passage and publication in the official City newspaper.

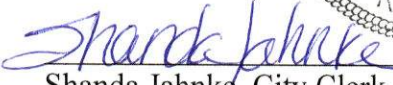
PASSED AND ADOPTED THIS 7TH DAY OF OCTOBER, 2025, BY THE GOVERNING BODY OF THE CITY OF WAMEGO, KANSAS.

SIGNED BY THE MAYOR




Clifford Baughman, Mayor

ATTEST:


Shanda Jahnke, City Clerk

Wamego, Kansas
October 7, 2025

The Governing Body of the City of Wamego, Kansas, met in regular session on the above date at 6:00 p.m., at the City Hall at 430 Lincoln Avenue in said City, the following members being present:

Clifford Baughman, Mayor, and [Michele Jacobs, William Ditto, Dwight Faulkner and Dale Culbertson], Commissioners.

Absent: None

The City Clerk, Shanda Jahnke, was present and performed the duties of said office.

The Mayor called the meeting to order. Minutes of the last meeting of the City Commission were read and approved.

* * *

(Other Proceedings)

The following ordinance was introduced in written form by Mayor Baughman, was read in full, and pursuant to motion made by Commissioner Ditto and seconded by Commissioner Culbertson, was adopted by the following vote:

Yea: 5

Nay: 0

The ordinance was thereupon signed by the Mayor of the City of Wamego, attested by the City Clerk, entered in the official records of said City Commission, and is as follows:

AN ORDINANCE APPROVING AND AUTHORIZING THE EXECUTION OF AN EQUIPMENT LEASE AGREEMENT BETWEEN EVERGY KANSAS CENTRAL, INC. AND THE CITY OF WAMEGO, KANSAS, AN EQUIPMENT SUBLEASE AGREEMENT BETWEEN THE CITY AND SAID COMPANY, AN INDENTURE BETWEEN THE CITY AND THE TRUSTEE HEREIN REFERRED TO AND A TAX EXEMPTION CERTIFICATE AND AGREEMENT AMONG THE CITY, SAID COMPANY AND SAID TRUSTEE; AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$30,500,000 POLLUTION CONTROL REVENUE REFUNDING BONDS (EVERGY KANSAS CENTRAL, INC. PROJECT) SERIES 2025 OF THE CITY FOR THE PURPOSE OF REFUNDING A PRIOR ISSUE OF POLLUTION CONTROL REVENUE REFUNDING BONDS OF THE CITY; APPROVING AND AUTHORIZING THE SALE OF SAID BONDS AND THE EXECUTION OF A BOND PURCHASE AGREEMENT THEREFOR; APPROVING THE DISTRIBUTION OF A

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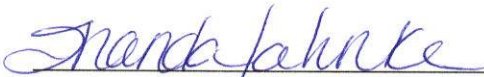
(Other Proceedings)

There being no further business, on motion duly made, seconded and carried, the meeting duly adjourned.



Clifford Baughman, Mayor

ATTEST:



Shanda Jahnke, City Clerk

