

**EXCERPT OF MINUTES OF A MEETING  
OF THE GOVERNING BODY OF  
THE CITY OF LINN VALLEY, KANSAS  
HELD ON MAY 8, 2023**

The City Council (the "Governing Body") met in regular session at the usual meeting place in the City at 7:00 P.M., the following members being present and participating, to-wit:  
Mayor Cindy Smith, Councilmembers: Robert Suppenbach, Lewis Donelson, John Weers, Brenda Muncy, Michael Hemphill.

Absent:

The Mayor declared that a quorum was present and called the meeting to order.

\*\*\*\*\*

(Other Proceedings)

The matter of providing for the offering for sale of General Obligation Temporary Renewal and Improvement Notes, Series 2023, came on for consideration and was discussed.

Councilmember Suppenbach presented and moved the adoption of a Resolution entitled:

**A RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF GENERAL  
OBLIGATION TEMPORARY RENEWAL AND IMPROVEMENT NOTES,  
SERIES 2023, OF THE CITY OF LINN VALLEY, KANSAS.**

Councilmember Hemphill seconded the motion to adopt the Resolution. The Resolution was read and considered, and, the question being put to a roll call vote, the vote thereon was as follows:

Aye:   5  

Nay:   0  

The Mayor declared the Resolution duly adopted by the Governing Body and the Clerk designated the same Resolution No. 122.

\*\*\*\*\*

(Other Proceedings)

[BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK]

**CERTIFICATE**

I hereby certify that the foregoing Excerpt of Minutes is a true and correct excerpt of the proceedings of the governing body of the City of Linn Valley, Kansas, held on the date stated therein, and that the official minutes of such proceedings are on file in my office.

(SEAL)



*Karen Siffing*  
Clerk

**RESOLUTION NO. 122**

**A RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF GENERAL OBLIGATION TEMPORARY RENEWAL AND IMPROVEMENT NOTES, SERIES 2023, OF THE CITY OF LINN VALLEY, KANSAS.**

---

**WHEREAS**, the City of Linn Valley, Kansas (the “Issuer”), has previously authorized certain improvements described as follows (collectively the “Improvements”):

<u>Project Description</u>	<u>Ord./Res. No.</u>	<u>Authority (K.S.A.)</u>	<u>Amount</u>
Public water supply system improvements	101	65-163d et seq.	\$17,505,000

**WHEREAS**, the Issuer is authorized by law to issue general obligation bonds to pay costs of the Improvements; and

**WHEREAS**, it is necessary for the Issuer to provide cash funds (from time to time) to meet its obligations incurred in constructing the Improvements prior to the completion thereof and the issuance of the Issuer's general obligation bonds, and it is desirable and in the interest of the Issuer that such funds be raised by the issuance of temporary notes of the Issuer; and

**WHEREAS**, the Issuer has previously issued the following temporary notes to temporarily finance a portion of the costs of the Improvements (the “Refunded Notes”):

<u>Series</u>	<u>Dated Date</u>	<u>Maturity Date</u>	<u>Original Amount</u>	<u>Outstanding Amount</u>	<u>Redemption Amount</u>	<u>Estimated Redemption Date</u>
2021	12/14/2021	12/01/2023	\$2,650,000	\$2,650,000	\$2,650,000	06/22/2023

; and

**WHEREAS**, all aspects of the Improvements will not be completed prior to the maturity date of the Refunded Notes and it is necessary for the Issuer to provide cash funds to meet its obligations on the Refunded Notes and to pay other costs of the Improvements by the issuance of additional temporary notes of the Issuer; and

**WHEREAS**, the Issuer proposes to issue its temporary notes to pay a portion of the costs of the Improvements and to retire the Refunded Notes; and

**WHEREAS**, the City Council of the Issuer (the “Governing Body”) hereby selects the firm of McLiney and Company, Mission, Kansas (the “Municipal Advisor”), as municipal advisor for one or more series of temporary notes of the Issuer in order to provide funds to temporarily finance the Improvements and to retire the Refunded Notes; and

**WHEREAS**, the Issuer desires to authorize the Municipal Advisor to proceed with the offering for sale of the temporary notes and related activities; and

**WHEREAS**, one of the duties and responsibilities of the Issuer is to prepare and distribute a preliminary official statement relating to the temporary notes; and



**WHEREAS**, the Issuer desires to authorize the Municipal Advisor and Gilmore & Bell, P.C., Wichita, Kansas, the Issuer's bond counsel ("Bond Counsel"), in conjunction with the Clerk, to proceed with the preparation and distribution of a preliminary official statement and notice of note sale and to authorize the distribution thereof and all other preliminary action necessary to sell the temporary notes.

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LINN VALLEY, KANSAS, AS FOLLOWS:**

**Section 1.** The Issuer is hereby authorized to offer at competitive public sale the Issuer's General Obligation Temporary Renewal and Improvement Notes, Series 2023 (the "Notes") as described in the Notice of Note Sale, which is hereby approved in substantially the form presented to the Governing Body this date (the "Notice of Note Sale"). All proposals for the purchase of the Notes shall be delivered to the Governing Body at its meeting to be held on the sale date referenced in the Notice of Note Sale, at which meeting the Governing Body shall review such bids and award the sale of the Notes or reject all proposals.

**Section 2.** The Mayor and Clerk, in conjunction with the Municipal Advisor and Bond Counsel, are hereby authorized to cause to be prepared a Preliminary Official Statement relating to the Notes (the "Preliminary Official Statement"), and such officials and other representatives of the Issuer are hereby authorized to use such document in connection with the sale of the Notes.

**Section 3.** The Clerk, in conjunction with the Municipal Advisor and Bond Counsel, is hereby authorized and directed to give notice of the note sale by distributing copies of the Notice of Note Sale and Preliminary Official Statement to prospective purchasers of the Notes. Proposals for the purchase of the Notes shall be submitted upon the terms and conditions set forth in the Notice of Note Sale, and awarded or rejected in the manner set forth in the Notice of Note Sale.

**Section 4.** For the purpose of enabling the purchaser of the Notes (the "Purchaser") to comply with the requirements of Rule 15c2-12 of the Securities Exchange Commission (the "Rule"), the Mayor and Clerk are hereby authorized: (a) to approve the form of the Preliminary Official Statement and to execute the "Certificate Deeming Preliminary Official Statement Final" in substantially the form attached hereto as *Exhibit A* as approval of the Preliminary Official Statement, such official's signature thereon being conclusive evidence of such official's and the Issuer's approval thereof; and (b) covenant to provide continuous secondary market disclosure by annually transmitting certain financial information and operating data and other information necessary to comply with the Rule to the Municipal Securities Rulemaking Board; and (c) take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Purchaser to comply with the requirement of the Rule.

**Section 5.** The Issuer agrees to provide to the Purchaser within seven business days of the date of the sale of Notes or within sufficient time to accompany any confirmation that requests payment from any customer of the Purchaser, whichever is earlier, sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of the Rule and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

**Section 6.** The Mayor, Clerk, and the other officers and representatives of the Issuer, the Municipal Advisor and Bond Counsel are hereby authorized and directed to take such other action as may be necessary to (a) carry out the sale of the Notes; and (b) make provision for payment and/or redemption of the Refunded Notes from proceeds of the Notes.

The transactions described in this Resolution may be conducted, and documents related to the Notes may be sent, received, executed, and stored, by electronic means or transmissions. Copies, telecopies, electronic files and other reproductions of original executed documents (or documents executed by electronic means or transmissions) shall be deemed to be authentic and valid counterparts of such documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

**Section 7.** This Resolution shall be in full force and effect from and after its adoption.

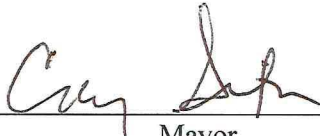
[BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK]

ADOPTED by the City Council on May 8, 2023.

(SEAL)

ATTEST:



  
\_\_\_\_\_  
Mayor

  
\_\_\_\_\_  
Clerk

*EXHIBIT A*

**CERTIFICATE DEEMING  
PRELIMINARY OFFICIAL STATEMENT FINAL**

To:


Re: \$5,010,000\* City of Linn Valley, Kansas, General Obligation Temporary Renewal and Improvement Notes, Series 2023

The undersigned are the duly acting Mayor and Clerk of the City of Linn Valley, Kansas (the "Issuer"), and are authorized to deliver this Certificate to the purchaser (the "Purchaser") of the above-referenced notes (the "Notes") on behalf of the Issuer. The Issuer has previously caused to be delivered to the Purchaser copies of the Preliminary Official Statement (the "Preliminary Official Statement") relating to the Notes.

For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the "Rule"), the Issuer hereby deems the information regarding the Issuer contained in the Preliminary Official Statement to be final as of its date, except for the omission of such information as is permitted by the Rule, such as offering prices, interest rates, selling compensation, aggregate principal amount, principal per maturity, delivery dates, ratings, identity of the underwriters and other terms of the Notes depending on such matters.

**CITY OF LINN VALLEY, KANSAS**

By:   
Title: Mayor

By:   
Title: Clerk



**NOTICE OF NOTE SALE**

**\$5,010,000\***

**CITY OF LINN VALLEY, KANSAS**

**GENERAL OBLIGATION TEMPORARY RENEWAL AND IMPROVEMENT NOTES  
SERIES 2023**

**(GENERAL OBLIGATION NOTES PAYABLE  
FROM UNLIMITED AD VALOREM TAXES)**

**Bids.** Written and electronic (as explained below) bids for the purchase of the above-referenced temporary notes (the “Notes”) of the City of Linn Valley, Kansas (the “Issuer”) herein described will be received on behalf of the undersigned Clerk of the Issuer at the address hereinafter set forth in the case of written, and via PARITY® in the case of electronic bids, until 10:30 A.M. applicable Central Time (the “Submittal Hour”), on

**WEDNESDAY, MAY 24, 2023**

(the “Sale Date”). All bids will be evaluated at said time and place and the award of the Notes to the successful bidder (the “Successful Bidder”) will be acted upon by the Mayor of the Issuer on the Sale Date. No oral or auction bids will be considered. Capitalized terms not otherwise defined herein shall have the meanings set forth in the hereinafter referenced Preliminary Official Statement relating to the Notes.

**Terms of the Notes.** The Notes will consist of fully registered notes in the denomination of \$5,000 or any integral multiple thereof (the “Authorized Denomination”). The Notes will be dated June 6, 2023 (the “Dated Date”), and will become due in the years as follows:

<b>Stated Maturity</b>	<b>Principal</b>
<b><u>(December 1)</u></b>	<b><u>Amount*</u></b>
2025	\$5,010,000

The Notes will bear interest from the Dated Date at rates to be determined when the Notes are sold as hereinafter provided, which interest will be payable semiannually on June 1 and December 1 in each year, beginning on December 1, 2023 (the “Interest Payment Dates”).

**\* Adjustment of Issue Size.** The Issuer reserves the right to increase or decrease the total principal amount of the Notes or the schedule of principal payments described above, depending on the purchase price and interest rates bid and the offering prices specified by the Successful Bidder. The Successful Bidder may not withdraw its bid or change the interest rates bid as a result of any changes made to the principal amount of the Notes or schedule of principal payments as described herein. If there is an increase or decrease in the final aggregate principal amount of the Notes or the schedule of principal payments as described above, the Issuer will notify the Successful Bidder by means of telephone or facsimile transmission, subsequently confirmed in writing, no later than 2:00 p.m., applicable Central Time, on the business day immediately following the Sale Date. The actual purchase price for the Notes shall be calculated by applying the percentage of par value bid by the Successful Bidder against the final aggregate principal amount of the Notes, as adjusted, plus accrued interest from the Dated Date to the Closing Date



(as hereinafter defined). The City will attempt to maintain total per bond underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined.

**Place of Payment.** The principal of and interest on the Notes will be payable in lawful money of the United States of America by check or draft of the Treasurer of the State of Kansas, Topeka, Kansas (the “Paying Agent” and “Note Registrar”). The principal of each Note will be payable at maturity or earlier redemption to the owners thereof whose names are on the registration books (the “Note Register”) of the Note Registrar (the “Registered Owner”) upon presentation and surrender at the principal office of the Paying Agent. Interest on each Note will be payable to the Registered Owner of such Note as of the fifteenth day (whether or not a Business Day) of the calendar month next preceding such Interest Payment Date (the “Record Date”): (a) mailed by the Paying Agent to the address of such Registered Owner as shown on the Note Register or at such other address as is furnished to the Paying Agent in writing by such Registered Owner; or (b) in the case of an interest payment to Cede & Co. or any Registered Owner of \$500,000 or more in aggregate principal amount of Notes, by wire transfer to such Registered Owner upon written notice given to the Paying Agent by such Registered Owner, not less than 15 days prior to the Record Date for such interest, containing the wire transfer address to which such Registered Owner wishes to have such wire directed.

**Note Registration.** The Notes will be registered pursuant to a plan of registration approved by the Issuer and the Attorney General of the State of Kansas (the “State”). The Issuer will pay for the fees of the Note Registrar for registration and transfer of the Notes and will also pay for printing a reasonable supply of registered note blanks. Any additional costs or fees that might be incurred in the secondary market, other than fees of the Note Registrar, will be the responsibility of the Registered Owners.

**Book-Entry-Only System.** The Notes shall be initially registered in the name of Cede & Co., as the nominee of DTC and no beneficial owner will receive certificates representing their interests in the Notes. During the term of the Notes, so long as the book-entry-only system is continued, the Issuer will make payments of principal of, premium, if any, and interest on the Notes to DTC or its nominee as the Registered Owner of the Notes. DTC will make book-entry-only transfers among its participants and receive and transmit payment of principal of, premium, if any, and interest on the Notes to its participants who shall be responsible for transmitting payments to beneficial owners of the Notes in accordance with agreements between such participants and the beneficial owners. The Issuer will not be responsible for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants. In the event that: (a) DTC determines not to continue to act as securities depository for the Notes, or (b) the Issuer determines that continuation of the book-entry-only form of evidence and transfer of ownership of the Notes would adversely affect the interests of the beneficial owners of the Notes, the Issuer will discontinue the book-entry-only form of registration with DTC. If the Issuer fails to identify another qualified securities depository to replace DTC, the Issuer will cause to be authenticated and delivered to the beneficial owners replacement Notes in the form of fully registered certificates. Reference is made to the Preliminary Official Statement for further information regarding the book-entry-only system of registration of the Notes and DTC.

#### **Redemption of Notes Prior to Maturity.**

**General.** Whenever the Issuer is to select Notes for the purpose of redemption, it will, in the case of Notes in denominations greater than the minimum Authorized Denomination, if less than all of the Notes then outstanding are to be called for redemption, treat each minimum Authorized Denomination of face value of each such fully registered Note as though it were a separate Note in the minimum Authorized Denomination.



**Optional Redemption.** At the option of the Issuer, the Notes will be subject to redemption and payment prior to maturity on June 1, 2024, and thereafter, as a whole or in part (selection of the amount of Notes to be redeemed to be determined by the Issuer in such equitable manner as it may determine) at any time, at the redemption price of 100% (expressed as a percentage of the principal amount), plus accrued interest to the date of redemption.

**Notice and Effect of Call for Redemption.** Unless waived by any owner of Notes to be redeemed, if the Issuer shall call any Notes for redemption and payment prior to the maturity thereof, the Issuer shall give written notice of its intention to call and pay said Notes to the Note Registrar and the Successful Bidder. In addition, the Issuer shall cause the Note Registrar to give written notice of redemption to the registered owners of said Notes. Each of said written notices shall be deposited in United States first class mail not less than 30 days prior to the Redemption Date. All notices of redemption shall state the Redemption Date, the redemption price, the Notes to be redeemed, the place of surrender of Notes so called for redemption and a statement of the effect of the redemption. The Issuer shall also give such additional notice as may be required by State law or regulation of the Securities and Exchange Commission in effect as of the date of such notice. If any Note be called for redemption and payment as aforesaid, all interest on such Note shall cease from and after the Redemption Date, provided funds are available for its payment at the price hereinbefore specified.

**Authority, Purpose and Security.** The Notes are being issued pursuant to K.S.A. 10-123 and K.S.A. 65-163d *et seq.*, as amended, and a resolution adopted by the governing body (the "Governing Body") of the Issuer (the "Note Resolution") for the purpose of paying the cost of certain public water supply system improvements (the "Improvements") and retiring certain previous temporary notes that financed Improvement costs. The Notes shall be general obligations of the Issuer payable as to both principal and interest from the proceeds of general obligation bonds of the Issuer, and if not so paid, from ad valorem taxes which may be levied without limitation as to rate or amount upon all the taxable tangible property, real and personal, within the territorial limits of the Issuer. The full faith, credit and resources of the Issuer are irrevocably pledged for the prompt payment of the principal and interest on the Notes as the same become due.

**Submission of Bids.** Written bids must be made on forms which may be procured from the Clerk or the Municipal Advisor and shall be addressed to the undersigned, and marked "Proposal for General Obligation Temporary Renewal and Improvement Notes, Series 2023." Written bids must be submitted by e-mail to the Municipal Advisor, at the address set forth below. Confirmation of receipt of bids may be made by contacting the Municipal Advisor at the number listed below. Electronic bids via PARITY® must be submitted in accordance with its Rules of Participation, as well as the provisions of this Notice of Note Sale. **Any bid submitted shall include the initial offering prices to the public for the Notes.** If provisions of this Notice of Note Sale conflict with those of PARITY®, this Notice of Note Sale shall control. Bids must be received prior to the Submittal Hour on the Sale Date. The Issuer and Municipal Advisor shall not be responsible for failure of transmission of facsimile or delivery by mail or in person of any bid.

**PARITY®.** Information about the electronic bidding services of PARITY® may be obtained from i-Deal LLC at 1359 Broadway, 2nd Floor, New York, New York 10018, Phone No. (212) 849-5023.

**Conditions of Bids.** Proposals will be received on the Notes bearing such rate or rates of interest as may be specified by the bidders, subject to the following conditions: (a) the same rate shall apply to all Notes; (b) no interest rate may exceed a rate equal to the daily yield for the 10-year Treasury Bond published by **THE BOND BUYER**, in New York, New York, on the Monday next preceding the day on which the Notes are sold, plus 3 %; (c) no supplemental interest payments will be considered; and (d) each interest rate specified shall be a multiple of 1/8 or 1/20 of 1%. No bid shall be for less than [99.25]% of the principal amount of the Notes and accrued interest thereon to the date of delivery will be considered. Each bid shall



specify the total interest cost (expressed in dollars) during the term of the Notes on the basis of such bid, and an estimate of the TIC (as hereinafter defined) on the basis of such bid. Each bidder shall certify to the Issuer the correctness of the information contained on the Official Bid Form; the Issuer will be entitled to rely on such certification. Each bidder agrees that, if it is awarded the Notes, it will provide the certification described under the caption "Establishment of Issue Price" in this Notice.

**Basis of Award.** The award of the Notes will be made on the basis of the lowest true interest cost ("TIC"), which will be determined as follows: the TIC is the discount rate (expressed as a per annum percentage rate) which, when used in computing the present value of all payments of principal and interest to be paid on the Notes, from the payment dates to the Dated Date, produces an amount equal to the price bid, including any adjustments for premium or discount, if any. Present value will be computed on the basis of semiannual compounding and a 360-day year of twelve 30-day months. Bidders are requested to provide a calculation of the TIC for the Notes on the Official Bid Form, computed as specified herein on the basis of their respective bids, which shall be considered as informative only and not binding on either the bidder or the Issuer. The Issuer or its Municipal Advisor will verify the TIC based on such bids. If there is any discrepancy between the TIC specified and the bid price and interest rates specified, the specified bid price and interest rates shall govern and the TIC specified in the bid shall be adjusted accordingly. If two or more proper bids providing for identical amounts for the lowest TIC are received, the Governing Body of the Issuer will determine which bid, if any, will be accepted, and its determination is final.

The Issuer reserves the right to reject any and/or all bids and to waive any irregularities in a submitted bid. Any bid received after the Submittal Hour on the Sale Date will not be considered. Any disputes arising hereunder shall be governed by the laws of the State, and any party submitting a bid agrees to be subject to jurisdiction and venue of the federal and state courts within the State with regard to such dispute.

The Issuer's acceptance of the Successful Bidder's proposal for the purchase of the Notes in accordance with this Notice of Note Sale shall constitute a note purchase agreement between the Issuer and the Successful Bidder for purposes of the laws of the State and a contract between the Issuer and the Successful Bidder for the purposes of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule") and Rule G-32 of the Municipal Securities Rulemaking Board ("Rule G-32"). The method of acceptance shall be determined solely by the Governing Body.

**Ratings.** The Issuer has **not** applied for a rating on the Notes herein offered for sale.

**Optional Bond Insurance.** The Issuer has **not** applied for any policy of municipal bond insurance with respect to the Notes, and will not pay the premium in connection with any policy of municipal bond insurance desired by the Successful Bidder. In the event a bidder desires to purchase and pay all costs associated with the issuance of a policy of municipal bond insurance in connection with the Notes, such indication and the name of the desired insurer must be set forth on the bidder's Official Bid Form, and shall specify all terms and conditions to which the Issuer will be required to agree in connection with the issuance of such insurance policy. The Issuer specifically reserves the right to reject any bid specifying municipal bond insurance, even though such bid may result in the lowest net interest cost to the Issuer.

**CUSIP Numbers.** CUSIP identification numbers will be assigned and printed on the Notes, but neither the failure to print such number on any Note nor any error with respect thereto shall constitute cause for failure or refusal by the purchaser thereof to accept delivery of and pay for the Notes in accordance with the terms of this Notice. The Municipal Advisor will apply for CUSIP numbers pursuant to Rule G-34 implemented by the Municipal Securities Rulemaking Board. All expenses in relation to the assignment and printing of CUSIP numbers on the Notes will be paid by the Issuer.



**Delivery and Payment.** The Issuer will pay for printing the Notes and will deliver the Notes properly prepared, executed and registered without cost on or about **JUNE 6, 2023** (the “Closing Date”), at DTC for the account of the Successful Bidder or at such bank or trust company in the contiguous United States of America as may be specified by the Successful Bidder, or elsewhere at the expense of the Successful Bidder. The Successful Bidder will be furnished with a certified transcript of the proceedings evidencing the authorization and issuance of the Notes and the usual closing documents, including a certificate that there is no litigation pending or threatened at the time of delivery of the Notes affecting their validity and a certificate regarding the completeness and accuracy of the Official Statement. Payment for the Notes shall be made in federal reserve funds, immediately available for use by the Issuer. The Issuer will deliver one Note of each maturity registered in the nominee name of DTC.

**Establishment of Issue Price.**

(a) In order to provide the Issuer with information necessary for compliance with Section 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder (collectively the “Code”), the Successful Bidder will be required to assist the Issuer in establishing the “issue price” of the Notes and complete, execute and deliver to the Issuer prior to the Closing Date, a written certification in a form acceptable to the Successful Bidder, the Issuer and Bond Counsel (the “Issue Price Certificate”) containing the following for the Notes: (1) the interest rate; (2) the reasonably expected initial offering price to the “public” (as said term is used in Treasury Regulation Section 1.148-1(f) (the “Regulation”)) or the sale price; and (3) pricing wires or equivalent communications supporting such offering or sale price. However, such Issue Price Certificate may indicate that the Successful Bidder has purchased the Notes for its own account in a capacity other than as an underwriter or wholesaler, and currently has no intent to reoffer the Notes for sale to the public. Any action to be taken or documentation to be received by the Issuer pursuant hereto may be taken or received by the Municipal Advisor or Bond Counsel on behalf of the Issuer.

(b) The Issuer intends that the sale of the Notes pursuant to this Notice shall constitute a “competitive sale” as defined in the Regulation. In support thereof: (1) the Issuer shall cause this Notice to be disseminated to potential bidders in a manner reasonably designed to reach potential bidders; (2) all bidders shall have an equal opportunity to submit a bid; (3) the Issuer reasonably expects that it will receive bids from at least three bidders that have established industry reputations for underwriting municipal bonds such as the Notes; and (4) the Issuer anticipates awarding the sale of the Notes to the bidder that provides a bid with the lowest TIC in accordance with the section hereof entitled “Basis of Award.”

(c) Any bid submitted pursuant to this Notice shall be considered a firm offer for the purchase of the Notes as specified therein. The Successful Bidder shall constitute an “underwriter” as said term is defined in the Regulation. By submitting its bid, the Successful Bidder confirms that it shall require any agreement among underwriters, a selling group agreement or other agreement to which it is a party relating to the initial sale of the Notes, to include provisions requiring compliance with provisions of the Code and the Regulation regarding the initial sale of the Notes.

(d) If all of the requirements of a “competitive sale” are not satisfied, the Issuer shall advise the Successful Bidder of such fact at the time of award of the sale of the Notes to the Successful Bidder and the following provisions shall apply to the Notes. ***In such event, any bid submitted will not be subject to cancellation or withdrawal.*** Within twenty-four (24) hours of the notice of award of the sale of the Notes, the Successful Bidder shall advise the Issuer if a “substantial amount” (as defined in the Regulation (10%)) of Notes has been sold to the public and the price at which such substantial amount was sold. The Issuer will treat such sale price as the “issue price” for the Notes. The Issuer will ***not*** require the Successful Bidder to comply with that portion of the Regulation commonly described as the “hold-the-offering-price” requirement for the Notes, but the Successful Bidder may elect such option. If the Successful Bidder



exercises such option, the Issuer will apply the initial offering price to the public provided in the bid as the issue price for the Notes. If the Successful Bidder does not exercise that option, it shall thereafter promptly provide the Issuer the prices at which a substantial amount of the Notes are sold to the public; provided such determination shall be made and the Issuer notified of such prices not later than three (3) business days prior to the Closing Date. *Any change in the issue price of any of the Notes after the Submittal Hour will not affect the purchase price for the Notes submitted in the bid of the Successful Bidder.*

(e) This agreement by the Successful Bidder to provide such information will continue to apply after the Closing Time if: (a) the Issuer requests the information in connection with an audit or inquiry by the Internal Revenue Service (the “IRS”) or the Securities and Exchange Commission (the “SEC”) or (b) the information is required to be retained by the Issuer pursuant to future regulation or similar guidance from the IRS, the SEC or other federal or state regulatory authority.

**Preliminary Official Statement and Official Statement.** The Issuer has prepared a Preliminary Official Statement dated May 17, 2023, “deemed final” by the Issuer except for the omission of certain information as provided in the Rule, copies of which may be obtained from the Clerk or from the Municipal Advisor. Upon the sale of the Notes, the Issuer will adopt the final Official Statement and will furnish the Successful Bidder, without cost, within seven business days of the acceptance of the Successful Bidder's proposal, with a sufficient number of copies thereof, which may be in electronic format, in order for the Successful Bidder to comply with the requirements of the Rule and Rule G-32. Additional copies may be ordered by the Successful Bidder at its expense.

**Continuing Disclosure.** In the Note Resolution, the Issuer has covenanted to annually provide certain financial information and operating data and other information necessary to comply with the Rule, and to transmit the same to the Municipal Securities Rulemaking Board. This covenant is for the benefit of and is enforceable by any Registered Owner of the Notes. For further information, reference is made to the caption “CONTINUING DISCLOSURE” in the Preliminary Official Statement.

**Assessed Valuation and Indebtedness.** The total assessed valuation of the taxable tangible property within the Issuer for the year 2022 is as follows:

Equalized Assessed Valuation of	
Taxable Tangible Property .....	
Tangible Valuation of Motor Vehicles .....	
Equalized Assessed Tangible Valuation	
for Computation of Bonded Debt Limitations .....	

The total general obligation indebtedness of the Issuer as of the Dated Date, including the Notes being sold, but excluding temporary notes to be retired in connection with the issuance of the Notes, is \$[13,729,968.61].

**Legal Opinion.** The Notes will be sold subject to the approving legal opinion of GILMORE & BELL, P.C., WICHITA, KANSAS, Bond Counsel to the Issuer, which opinion will be furnished and paid for by the Issuer, will be printed on the Notes, if the Notes are printed, and will be delivered to the Successful Bidder when the Notes are delivered. Said opinion will also include the opinion of Bond Counsel relating to the interest on the Notes being excludable from gross income for federal income tax purposes and exempt from income taxation by the State of Kansas. Reference is made to the Preliminary Official Statement for further discussion of federal and Kansas income tax matters relating to the interest on the Notes.

**Electronic Transactions.** The transactions described herein may be conducted and related documents may be sent, received and stored by electronic means or transmissions. All bid documents, closing documents, certificates, ordinances, resolutions and related instruments may be executed by electronic means or transmissions. Copies, telecopies, electronic files and other reproductions of original executed documents (or documents executed by electronic means or transmissions) shall be deemed to be authentic and valid counterparts of such documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

**Additional Information.** Additional information regarding the Notes may be obtained from the undersigned, or from the Municipal Advisor, at the addresses set forth below:

**DATED: May 8, 2023.**

**CITY OF LINN VALLEY, KANSAS**  
By: Karen Siffring, Clerk

***Issuer Address:***

22412 E. 2400 Road  
Linn Valley, Kansas 66040  
Attn: Karen Siffring, Clerk  
Phone No.: (913) 757-2926  
Fax No.: (913) 757-2933  
Email: clerk@cityoflinnvalley.com

***Municipal Advisor – Facsimile Bid Delivery Address:***

McLiney and Company  
5201 Johnson Drive, Suite 415  
Mission, Kansas 66205  
Attn: Joseph McLiney  
Phone No.: (816) 221-4042  
Fax No.: (816) 221-4048  
Email: gjm3@mclineysamco.com