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**OFFICIAL NOTICE OF NOTE SALE**

**\$36,235,000\***

**CITY OF ANDOVER, KANSAS**

**GENERAL OBLIGATION TEMPORARY NOTES  
SERIES A, 2025**

**TO BE OFFERED AT PUBLIC SALE**

**TUESDAY, SEPTEMBER 30, 2025**

**BIDS MUST BE RECEIVED BY 10:00 A.M., CENTRAL TIME \*\***

**CITY HALL  
1609 EAST CENTRAL AVENUE  
ANDOVER, KANSAS 67002  
TELEPHONE: (316)-733-1303  
FAX: (316)-733-4634**

\* PRINCIPAL AMOUNTS SUBJECT TO CHANGE.

\*\* BIDS WILL BE COMPARED AND ACTED UPON AT 7:00 P.M., CENTRAL TIME ON SEPTEMBER 30, 2025.

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## **OFFICIAL NOTICE OF NOTE SALE**

**\$36,235,000\***

### **CITY OF ANDOVER, KANSAS**

### **GENERAL OBLIGATION TEMPORARY NOTES SERIES A, 2025**

#### **Date, Time and Place of Receiving Bids**

The governing body of the City of Andover, Kansas (the “City”), will receive bids electronically (as hereinafter described), at the Office of the City Clerk, City Hall, 1609 East Central Avenue, Andover, Kansas, 67002, or by telefacsimile (if accompanied by the required good faith deposit or evidence of surety Notes) at (316)-733-4634 until 10:00 A.M., Central Time on:

#### **TUESDAY, SEPTEMBER 30, 2025 (the “Sale Date”)**

for the purchase of \$36,235,000\* principal amount of General Obligation Temporary Notes, Series A, 2025 (the “Notes”), of the City as hereinafter described. All bids will be disclosed publicly and tabulated or compared on said date at 7:00 P.M., Central Time, at City Hall, 1609 East Central Avenue, Andover, Kansas 67002, and will be thereafter immediately acted upon by the governing body. No oral or auction bid or bids for less than 100 percent of the total principal amount of the Notes and accrued interest to the date of delivery shall be considered.

#### **Description of Notes**

The Notes shall consist of fully registered certificated Notes in denominations of \$5,000, or any integral multiple thereof not exceeding the principal amount of Notes maturing in each year. The Notes shall bear a Dated Date of October 30, 2025, and shall mature on October 1, 2028.

The Notes shall bear interest from the Dated Date at the rates which shall be specified by the successful bidder for the Notes, which interest shall be payable semiannually on April 1 and October 1 of each year, commencing April 1, 2026, until the Notes are paid in full.

#### **Payment of Principal and Interest; Registration**

The principal of the Notes shall be payable in lawful money of the United States of America by check or draft of the Treasurer of the State of Kansas, the City’s designated Paying Agent and Notes Registrar (the “Paying Agent”), to the registered owners of the Notes upon presentation of the Notes for payment and cancellation at the Paying Agent’s principal office in the City of Topeka, Kansas. Interest on the Notes shall be payable in lawful money of the United States of America by check or draft of the Paying Agent mailed to the registered owners as their names appear on the Registration Books maintained by the Paying Agent as of the 15th day of the month next preceding the Interest Payment Dates.

\*Amount subject to change.

The fees of the Paying Agent for the registration and transfer of the Notes shall be paid by the City, and the City shall, at its expense, provide the Paying Agent with an inventory of “blank” printed Notes certificates for that purpose. Any additional costs or fees that might be incurred in the secondary market, except the Paying Agent’s fees, shall be the responsibility of the registered owners of the Notes.

*Book-Entry Only System.* The Notes will be issued and registered under a book-entry-only system administered by The Depository Trust Company (“DTC”). The Notes will initially be registered in the name of Cede & Co., as DTC’s nominee and payments of principal and interest on the Notes will be made to Cede & Co. Individual purchases of Notes will be made in book-entry form only and purchasers will not receive printed Notes certificates representing their interest in the Notes purchased.

As long as the Notes are in book-entry form the provisions relating to the registration, transfer, exchange and payment of the Notes will be governed by the procedures of DTC or its successor concerning the book-entry system. Please refer to the Preliminary Official Statement for the Notes under the caption “Book-Entry Only System” for additional information.

## **Notes Insurance**

The City has not applied for any municipal bond insurance with respect to the Notes, and will not pay the premium in connection with any policy of municipal Notes 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, a commitment from the selected insurer must be attached to such bidder’s Official Bid Form, which commitment shall specify all terms and conditions to which the City will be required to agree in connection with the issuance of such insurance policy. The governing body of the City specifically reserves the right to reject any bid specifying municipal bond insurance, even though such bid may result in the lowest true interest cost to the City.

## **Redemption of Notes**

*Optional Redemption.* At the option of the City, Notes may be called for redemption and payment prior to their respective maturities in whole or in part, as determined by the City at any time on or after April 1, 2027, at a price equal to the principal amount thereof, plus accrued interest to the date established for such redemption and payment, without premium.

*Selection of Notes for Redemption.* If less than all of the Notes at the time outstanding are called for redemption on a specified date, the method of selection of the Notes to be so called shall be designated by the City in such manner as it may determine. If the City elects to call for redemption less than all of the Notes at the time outstanding, it shall, in the case of Notes registered in denominations greater than \$5,000, treat each \$5,000 of face value of a Notes so registered as though it were a separate Notes in the denomination of \$5,000.

*Notice and Effect of Call for Redemption.* Written notice of any call for redemption and payment of the Notes shall be given by the Paying Agent by United States first class mail not less than 30 days prior to the date established for such redemption and payment, to the registered owners of the Notes as shown by the Registration Books maintained by the Notes Registrar, unless such notice has been waived by a registered owner. On or prior to any date established for redemption and payment, the City shall deposit with the Paying Agent sufficient funds to pay any Notes so called for redemption and payment at the redemption price set forth above together with all unpaid and accrued interest thereon to the date of such redemption and payment. Upon the deposit of said funds, and the giving of notice of such redemption and payment as aforesaid, Notes thus called for redemption shall cease to bear interest from and after the date of their redemption and payment.

## **Conditions of Bidding**

Proposals will be received on the Notes bearing such rate of interest as may be specified by the bidder, subject to the conditions of this paragraph. The same rate of interest shall apply to all Notes. Each interest rate specified shall be in an even multiple of 1/8th or 1/20th of 1%. The maximum stated rate of interest on any Notes shall not exceed the maximum limit set by K.S.A. 10-1009. No bid for less than 100% of the total principal amount of the Notes and accrued interest thereon from the Dated Date to the delivery date shall be considered, and no supplemental interest payments shall be authorized. Each bid must state the total interest cost to the City during the life of the Notes on the basis of the bid, the premium, if any, offered by the bidder for the Notes, the true interest cost to the City on the basis of the bid, and the average annual interest rate on the Notes on the basis of the bid. Each bid shall be certified by the bidder to be correct, and the governing body shall be entitled to rely on such certificate of correctness.

## **Bid Form**

Sealed and fax bids shall be submitted on the Official Bid Form that accompanies this Notice. Additional copies are available from the City or the City's Financial Advisor identified in the section entitled "Additional Information". Electronic bids may be submitted as described below. Bids must be received by **10:00 A.M.**, Central Time on Tuesday, September 30, 2025, and must be submitted using one of the methods described below.

*Sealed Bids.* Bids may be submitted (by mail or in person) in a sealed envelope marked "Proposal for Series A, 2025 Notes" addressed to the City Clerk at the address provided at the end of this Notice. Bidders using this method may also contact the City's Financial Advisor for assistance with delivery of bids.

*Fax Bids.* Bids may also be submitted by telefacsimile to (316)-733-4634, Attn: City Clerk. The City's fax facilities are limited and bidders should allow enough time for timely receipt of a bid submitted by facsimile transmission. The deadline for receiving facsimile bids will be determined by the time the transmission prints through the City's facilities and not by the time the document is sent by the bidder. Neither the City, its Bond Counsel, its Financial Advisor, nor any officer or employee of the City shall be deemed to incur any liability whatsoever in connection with the failure of any electronic or telefacsimile equipment or any other occurrence resulting in disqualification of a bidder or failure of the City to receive a bid.

*Electronic Bids.* Electronic bids may be submitted to *PARITY*. For bids submitted electronically, the time as shown by the clock maintained by *PARITY* will be the official time with respect to bids submitted through *PARITY*. *Each bidder shall be individually responsible for making necessary arrangements to access PARITY for purposes of submitting an electronic bid in a timely manner and complying with the requirements of this Notice.* Neither the City, its Bond Counsel, its Financial Advisor, nor any officer or employee of the City shall have any duty or obligation to undertake registration to bid for any prospective bidder or to provide or ensure electronic access to any qualified bidder and neither the City or its agents and employees named above nor *PARITY* shall be responsible for a bidder's failure to register to bid or for any failure in the proper operation of, or have any liability for any delays or interruption of or any damages caused by *PARITY*'s service. The City is using the services of *PARITY* solely as a communication mechanism to conduct the electronic bidding for the Notes and *PARITY* is not an agent of the City.

To the extent any instructions provided by *PARITY* conflict with this Notice, the Notice shall control. For additional information about *PARITY*, including any fees charged for use of the service, bidders may contact *PARITY* at 212-849-5021.

**The City assumes no liability for the inability of a bidder to reach the City or *PARITY* before the time of the sale as set forth in this Notice. All bidders are advised that each bid submitted according to one of the methods described above will be deemed a contract between the bidder and the City to purchase the Notes pursuant to terms of this Notice.**

Bidders may call (316)-733-1303 to confirm the receipt of a bid.

### **Award of Notes**

The Notes shall be awarded to the bidder whose proposal results in the lowest true interest cost to the City, which shall be determined by deducting the amount of the premium bid, if any, or adding the amount of discount, if any, from the total interest cost to the City. If there is any discrepancy between the true interest cost and the average annual true interest rate specified in a bid, the specified true interest cost shall govern and the interest rates specified in the bid shall be adjusted accordingly. If two or more identical bids for the lowest true interest cost are received, the governing body shall determine which bid, if any, shall be accepted, and such determination shall be final. The governing body reserves the right to reject any and/or all bids, and to waive any irregularities in a submitted bid.

### **Delivery of Notes**

The Notes, duly printed, executed and registered, shall be furnished and paid for by the City; and shall be delivered on or about October 30, 2025 (the "Closing Date") to DTC for the account of the successful bidder at the expense of the City. The successful bidder shall be furnished with a transcript of proceedings evidencing the authorization and issuance of the Notes, and the usual closing proofs, including a certificate that there is no litigation pending or threatened at the time of the delivery of the Notes affecting their validity. Payment for the Notes shall be made in federal reserve funds, immediately available for use by the City.

## **Initial Registration**

The Notes shall be delivered as a single registered security registered in the name of DTC's nominee, Cede & Co. Otherwise, the number and denominations of the Notes, and the names, addresses and taxpayer identification numbers of the Owners of the Notes must be submitted by the successful bidder to the City and the Paying Agent at least 10 days before the closing date. If registration information is not so provided, the City will deliver Notes in the full denomination registered in the name of the successful bidder.

## **Original Purchaser's Certificate; Issue Price**

(A) The Original Purchaser must provide the City and its Financial Advisor with the reoffering prices and yields for the Notes it will purchase on the day Notes are awarded upon the conclusion of the bidding. The reoffering prices and yields so provided will be printed on the inside cover of the final Official Statement relating to the Notes.

(B) The Original Purchaser shall assist the City in establishing the issue price of the Notes under the applicable Treasury Regulations (the "Issue Price Regulations") and shall execute and deliver an "issue price" or Original Purchaser's Certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Notes, together with the supporting pricing wires or equivalent communications. The certificate will be prepared by Bond Counsel, with such modifications as are appropriate or necessary in the reasonable judgment of the City, Bond Counsel and the Original Purchaser.

(C) The City intends that the provisions of the Issue Price Regulations (defining "competitive sale" for purposes of establishing the issue price of the Notes) will apply to the initial sale of the Notes. Any bid submitted pursuant to this Official Notice of Notes Sale shall be considered a firm offer for the purchase of the Notes, as specified in the bid. By submitting a bid, the Original Purchaser confirms that it shall require any agreement among underwriters, a selling group agreement or other agreement to which it is party related to the initial sale of the Notes to include provisions requiring compliance with the Issue Price Regulations regarding initial sale of the Notes.

(D) If for any reason the competitive sale requirements are not satisfied (e.g. fewer than 3 bids are received), the City shall so advise the winning bidder. The City shall treat the first price at which 10% of a maturity of the Notes (the "10% Test") are sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis. The Original Purchaser shall advise the City if any maturity of the Notes satisfies the 10% test as of the date and time of the award of the Notes. Bids will not be subject cancellation in the event that the competitive sale requirements are not satisfied. Bidders should prepare their bids on the assumption that all of the maturities of the Notes will be subject to the 10% Test in order to establish the issue price of the Notes.

(E) The City will not require bidders to comply with the "hold the offering price rule". If, however, the competitive sale requirements are not satisfied and the Original Purchaser does not certify that it will "hold the price," then until the 10% Test has been satisfied as to each maturity of the Notes, the Original Purchaser agrees, on its own behalf and on behalf of any member of its selling group, to promptly report to the City the prices at which the unsold Notes as of the Sale Date of that

maturity have been sold to the public. That reporting obligation shall continue, whether or not the Closing Date has occurred, until the 10% Test has been satisfied.

**Failure to provide the reoffering prices and yields, or such Original Purchaser's Certificate in a form satisfactory to Bond Counsel, may result in cancellation of the sale and/or forfeiture of the winning bidder's good faith deposit.**

(F) If the Original Purchaser desires to comply with the "hold the offering price rule", the Original Purchaser shall notify Bond Counsel on the Sale Date, and hereby agrees (i) for each maturity of the Notes, it will neither offer nor sell any of the Notes of such maturity to any person at a price that is higher than the Initial Offering Price (as set forth in the Original Purchaser's bid for the Notes) for such maturity during the period starting on the date hereof (the "Sale Date") and ending on the earlier of (a) the close of the fifth business day after the Sale Date, or (b) the date on which the Original Purchaser has sold at least 10% of such maturity to the public at prices no higher than the Initial Offering Price for such maturity for such maturity, and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the hold-the-offering-price rule.

All Bidders represent that they have established industry reputations for underwriting new issuances of Notes.

**CUSIP Identification Numbers**

The CUSIP Service Bureau will be requested to assign CUSIP identification numbers to the Notes, and such numbers will be printed on the Notes; however, neither the failure to assign any such number to or to print any such number on any Notes, nor any error with respect thereto, shall constitute cause for the failure or refusal by the successful bidder to accept delivery of and to make payment for the Notes in accordance with the terms of this Official Notice of Notes Sale and of such successful bidder's Official Bid Form. All expenses in relation to the printing of the CUSIP numbers and the expenses of the CUSIP Service Bureau for the assignment thereof shall be the responsibility of and shall be paid for by the City.

**Official Statement**

The City has prepared a Preliminary Official Statement relating to the Notes, copies of which may be obtained from the City or the City's Financial Advisor. The Preliminary Official Statement is in a form "deemed final" by the City for the purpose of the Securities Exchange Commission's Rule 15c2-12(b)(1), but is subject to revision, amendment and completion in the final Official Statement. Upon the sale of the Notes, the City shall furnish the successful bidder with a reasonable number of copies of the final Official Statement, without additional cost, upon request. Copies of the final Official Statement in excess of a reasonable number may be ordered by the successful bidder at its expense. Authorization is hereby given to redistribute this Official Notice of Notes Sale and the Preliminary Official Statement, but this entire Official Notice of Notes Sale and the entire Preliminary Official Statement, and not portions thereof, must be redistributed.

## **Securities and Exchange Commission Rule 15c2-12**

Securities and Exchange Commission Rule 15c2-12 (the “Rule”), provides that brokers, dealers and municipal securities dealers must comply with certain requirements before acting as an underwriter in a primary offering of municipal securities with an aggregate principal amount of \$1,000,000 or more (an “Offering”).

The City has previously adopted an ordinance which establishes an undertaking to provide ongoing disclosure concerning the City in connection with and for the benefit of owners of the Notes, pursuant to Section (b)(5)(i) of Securities and Exchange Commission Rule 15c2-12. A copy of the ordinance is included as an appendix to the preliminary official statement.

### **Authority and Purpose**

The Notes shall be sold and issued as provided by K.S.A. 10-101 *et seq.*, as amended and supplemented, pursuant to the authority of an Ordinance and Resolution which will be adopted by the governing body immediately after the awarding of the Notes.

The proceeds of the Notes will be used, to pay the costs of certain improvements in the City, as well as paying for the costs of issuance of the Notes. The improvements and the issuance of the Notes are authorized pursuant to K.S.A. 12-617, K.S.A. 12-1736 to K.S.A. 12-1739, and K.S.A. 10-101, *et seq.*, as amended and supplemented.

### **Security for Notes**

The Notes and the interest thereon shall constitute general obligations of the City and the full faith, credit and resources of the City will be pledged to the payment thereof. The Notes shall be payable as to both the principal of and the interest thereon, from the proceeds of general obligation bonds hereafter issued by the City or from other available City funds.

### **Legal Opinion**

All matters relating to the authorization and issuance of the Notes are subject to the approving opinion of Spencer Fane LLP, Wichita, Kansas, Bond Counsel. Bond Counsel’s opinion will be printed on the Notes, and a manually signed original copy of Bond Counsel’s opinion will be furnished without expense to the successful bidder concurrently with the delivery of the Notes. The fees and expenses of Bond Counsel will be paid by the City.

### **Tax Exemption**

In the opinion of Bond Counsel, assuming continued compliance by the City with the terms of the Note Resolution, under existing law, the interest on the Notes, including any original issue discount properly allocable to an owner thereof, (i) is excludable from gross income for Federal income tax purposes, and (ii) is not a specific item of tax preference for purposes of the Federal alternative minimum tax. The exclusion mentioned in the preceding clause (i) is subject to compliance by the City with all requirements of the Internal Revenue Code of 1986, as amended (the “Code”) which



must be satisfied subsequent to issuance of the Notes in order for the interest on the Notes to qualify for such exclusion. Failure to comply with certain of such requirements could cause the interest on the Notes to be so included in Federal gross income retroactive to the date of issuance of the Notes. The City will covenant to comply with all such requirements. Bond Counsel expresses no opinion regarding other Federal tax consequences arising with respect to the Notes.

The interest on the Notes is excludable from the computation of Kansas adjusted gross income.

**Related Federal Tax Matters**

Prospective bidders for purchase of the Notes should be aware that (i) Section 265 of the Code denies a deduction for interest on indebtedness incurred or continued to purchase or carry obligations other than qualified tax-exempt obligations (as described in the next paragraph), or, in the case of a financial institution within the meaning of Section 265(b)(5) of the Code, that portion of a Notesholder’s interest expense allocable to interest on such obligations; (ii) with respect to insurance companies subject to the tax imposed by Section 831 of the Code, Section 832(b)(5)(B)(i) of the Code reduces the deduction for loss reserves by 15% of the sum of certain items, including interest on the Notes; (iii) interest on the Notes earned by certain foreign corporations doing business in the United States could be subject to a branch profits tax imposed by Section 884 of the Code; (iv) passive investment income, including interest on the Notes, may be subject to Federal income taxation under Section 1375 of the Code for Subchapter S corporations that have Subchapter C earnings and profits at the close of the taxable year if more than 25% of the gross receipts of such Subchapter S corporation is passive investment income; (v) Section 86 of the Code requires recipients of certain Social Security and Railroad Retirement benefits to take into account in determining gross income, receipts or accruals of interest on the Notes; and (vi) the interest on the Notes may be included in adjusted financial statement income of applicable corporations (as defined in the Code) for purposes of determining the applicability and amount of the federal corporate alternative minimum tax. The foregoing categories of prospective Note owners should consult their own tax advisors as to the applicability of any of these consequences.

**Not Qualified Tax-Exempt Obligations**

The Notes will not be designated “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code.

**Assessed Valuation and Bond Indebtedness**

The City’s equalized assessed tangible valuation for computation of the Notes debt limitation is as follows:

Assessed Valuation of Taxable Tangible Property	\$270,631,332
Taxable Value of Motor Vehicles	<u>24,699,620</u>
Assessed Tangible Valuation for Computation of Bond Debt Limitations	<u>\$295,330,952</u>

K.S.A. 10-308 provides that the authorized and outstanding Bond indebtedness of any city shall not exceed 30% of the assessed valuation of the city. The City's outstanding general obligation indebtedness on October 30, 2025, including the Notes described herein, will be in the amount of \$128,180,000. The City's total indebtedness which is subject to debt limitation, as of October 30, 2025, is estimated to be \$55,880,763, which is 18.92%\* of the assessed valuation of the City.

### **Additional Information**

Additional information regarding the Notes may be obtained from the City or from the City's Financial Advisor, Clayton Kelley, Piper Sandler & Co., 11635 Rosewood Street, Leawood, Kansas 66211, telephone 913-345-3377.

DATED: AUGUST 12, 2025

CITY OF ANDOVER, KANSAS  
By Dana Engstrom, City Clerk  
City Hall, 1609 East Central Avenue  
Andover, Kansas 67002  
Telephone: (316)-733-1303  
Fax: (316)-733-4634

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PROPOSAL FOR THE PURCHASE OF  
GENERAL OBLIGATION TEMPORARY NOTES, SERIES A, 2025  
CITY OF ANDOVER, KANSAS

TO: THE GOVERNING BODY OF THE CITY OF ANDOVER, KANSAS

September 30, 2025

For \$36,235,000\* principal amount of General Obligation Temporary Notes, Series A, 2025 of the City of Andover, Kansas to be dated October 30, 2025 and maturing October 1, 2028 (with semi-annual interest commencing April 1, 2026), we will pay 100 % of the principal amount of the notes plus accrued interest at the rate of   .   %\*\* per annum.

*\*Subject to Change*

*\*\*Rates must be specified in even multiples of 1/8<sup>th</sup> or 1/20<sup>th</sup> of 1%. The maximum stated rate of interest on any Notes shall not exceed the maximum limit set by K.S.A. 10-1009.*

Based on 360 days, we calculate the total interest costs to the City to be as follows:

Total Interest Cost to Maturity at Rate(s) Specified.....	\$	_____
Less premium (if any) .....		_____
Net Interest Cost to City.....	\$	_____
True Interest Cost.....		_____ %

We certify that the above interest computations are correct, and we agree that the City may accept or reject this bid on the basis of such correctness. This proposal is subject to, and we will accept the Notes, on the terms and conditions set forth in the Preliminary Official Statement (including applicable redemption provisions) and if we are the successful bidder, we will comply with all of the terms and provisions of this bid form and the Preliminary Official Statement. We certify that we have an established industry reputation for underwriting new issuances of municipal bonds.

No additions or alterations may be made to this form, and, if made, may cause rejection of the bid.

Bids must be delivered to the City at or prior to 10:00 A.M., Central Time on Tuesday, September 30, 2025. Any bid received after that time will not be considered.

By: \_\_\_\_\_  
Company Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Phone #: \_\_\_\_\_

(Please provide a list of account members)

The above proposal is accepted by the City of Andover, Kansas on September 30, 2025.

[seal]

ATTEST:

\_\_\_\_\_  
Dana Engstrom, City Clerk

\_\_\_\_\_  
Ronnie Price, Mayor