

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45

RESOLUTION NO. 7103

A RESOLUTION INTRODUCED BY MAYOR JOAN WAGNON AUTHORIZING THE CITY OF TOPEKA, KANSAS, TO ISSUE NOT TO EXCEED \$3,880,000 PRINCIPAL AMOUNT OF MULTIFAMILY HOUSING REFUNDING REVENUE BONDS, SERIES 2000 (FLEMING COURT APARTMENTS PROJECT) FOR THE PURPOSE OF REFUNDING THE CITY'S MULTIFAMILY HOUSING REVENUE REFUNDING BONDS, SERIES 1991A (FLEMING COURT APARTMENTS PROJECT).

WHEREAS, the City of Topeka, Kansas (the "City"), is authorized and empowered pursuant to the provisions of K.S.A. 12-1740 to 12-1749d, inclusive, as amended (the "Act"), to acquire, purchase and construct certain facilities (as defined in the Act) for the stated statutory purposes, to enter into leases or lease purchase agreements with any person, firm or corporation for said facilities, and to issue revenue bonds for the purpose of paying the cost of such facilities; and

WHEREAS, Hickok Master Limited Partnership, a Kansas limited partnership (the "Company"), has requested the City to refund its Multifamily Housing Revenue Refunding Bonds, Series 1991A (Fleming Court Apartments Project) (the "Refunded Bonds"), issued by the City for the purpose of refunding the City's Multifamily Housing Revenue Bonds, Series 1985 (Fleming Court Apartments Project), previously issued for the purpose of providing funds to pay the cost of acquiring, purchasing, constructing and installing a commercial apartment facility located at 10th and Gage in the City, including real estate, buildings, improvements and equipment (the "Project"), in order to promote, stimulate and develop the general economic welfare and prosperity of the City and its environs and the health of the citizens thereof and thereby to further promote, stimulate and develop the general economic welfare and prosperity of the State of Kansas (the "State") and the health of the citizens thereof; and

WHEREAS, subject to the provisions of Section 3 of this Resolution, the City desires to refund the Refunded Bonds by the issuance of multifamily housing refunding revenue bonds in a principal amount not to exceed \$3,880,000 pursuant to the Act, consisting of \$3,880,000 principal amount of Multifamily Housing Refunding Revenue Bonds, Series 2000 (Fleming Court Apartments Project) (the "Bonds"), said Bonds to be payable solely out of the rentals, revenues and receipts derived from the lease of the Project to the Company by the City; and

WHEREAS, the City and the Company desire that the refinancing of the Project commence as soon as it is practicable;

46
47 NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF
48 TOPEKA, KANSAS, AS FOLLOWS:
49

50 **Section 1.** Subject to the provisions of Section 3 of this Resolution, it is hereby
51 found and declared that the issuance of the Bonds by the City for the purpose of refunding
52 the Refunded Bonds issued to finance the cost of the Project to be operated by the
53 Company, will promote, stimulate and develop the general economic welfare and prosperity
54 of the City and its environs and the health of the citizens thereof as well as further
55 promoting, stimulating and developing the general economic welfare and prosperity of the
56 State and the health of the citizens thereof.
57

58 **Section 2.** Subject to the provisions of Section 3 of this Resolution, the Council of
59 the City of Topeka hereby intends to authorize the issuance of the Bonds in the principal
60 amount not to exceed \$3,880,000 to be issued pursuant to the Act, contingent upon a public
61 hearing on the refinancing of the Project and all necessary regulatory approvals and the
62 conditions more fully set forth in Section 3 hereof. Such bonds will be special, limited
63 obligations of the City, payable solely from the rents, revenues and receipts derived by the
64 City under the lease of the Project to the Company, and will not constitute a debt or general
65 obligation of the City, nor an indebtedness within the meaning of any constitutional or
66 statutory debt limitation, and will not be payable in any manner by taxation.
67

68 **Section 3.** Notwithstanding this Resolution of Intent of the City to issue the Bonds
69 in a principal amount not to exceed \$3,880,000, it is expressly subject to presentation,
70 completion and final approval by the Council of the City of Topeka of each of the following
71 conditions:
72

- 73 (a) Satisfactory negotiation of a lease agreement, trust indenture, bond
74 ordinance and other documents necessary for the issuance of the Bonds,
75 providing for principal payments of the Bonds pursuant to the schedule
76 approved by the IRB Review Committee; and
77
- 78 (b) Establishment of a maintenance, repair and replacement reserve for the
79 Project, funded at a minimum, in the amount of \$3,000 per month, with such
80 reserve dedicated to Project maintenance and not to payment of the Bonds;
81 and.
82
- 83 (c) Successful completion of the private placement of the Bonds by Gold Bank
84 and Stern Brothers & Co. (the "Underwriters") or other purchase method
85 approved by the City; and
86
- 87 (d) Approval of the Bonds and the exemption of the interest thereon from
88 federal and state income taxation by Bond Counsel, McDowell, Rice,
89 Smith & Gaar, a Professional Corporation; and
90

- 91 (e) Adequate guaranty of the payment of the Bonds by a Letter of Credit issued
92 by Gold Bank and confirmed by LaSalle Bank, N.A. or their affiliates or
93 other security approved by the City; and
94
- 95 (f) Should there be contest of the refinancing of the Project at the public
96 hearing, the City hereby reserves the right to rescind this Resolution of
97 Intent; and
98
- 99 (g) The City hereby reserves the right to rescind this Resolution of Intent if the
100 conditions specified in this Section 3 are not, in the sole judgment of the
101 City, satisfied, or upon change of federal or state law or regulations affecting
102 the City's issuing authority; and
103
- 104 (h) If the Bonds are not issued for any reason, including noncompliance with the
105 conditions of Section 3 hereof, the City shall not be subject to any liability,
106 whatsoever, to the Company.
107

108 **Section 4.** Subject to the conditions and prior approvals of Section 3, the Company
109 is hereby authorized to proceed with all matters necessary to accomplish such purposes of
110 this refinancing.
111

112 **Section 5.** The Council of the City of Topeka, City's Legal Department, City
113 Auditor, City Clerk and Bond Counsel are hereby directed to take such action as they deem
114 necessary in cooperation with all persons involved with the refinancing of the Project in
115 order to present the necessary documents to the City Council for final action. In connection
116 therewith, Bond Counsel for the City is directed to work with the Underwriters, the
117 Company and their respective counsel, and all others necessary, to accomplish the purpose
118 as set forth herein.
119

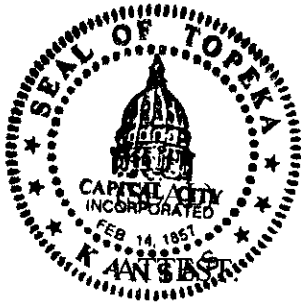
120 **Section 6.** The public hearing is scheduled for Tuesday, November 28, 2000, at
121 7:00 p.m., in the Council Chambers of the City of Topeka, 214 E. 8th Street, Topeka,
122 Kansas.
123

124 **Section 7.** Bond Counsel to the City is hereby authorized and directed to forward a
125 copy of this Resolution of Intent to the Company for its acceptance.
126

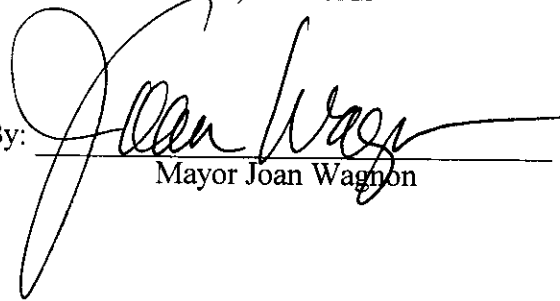
127 **Section 8.** This Resolution shall take effect and be in full force on this 14th day of
128 November, 2000.

THIS RESOLUTION is hereby adopted this 14th day of November, 2000, by the Council of the City of Topeka, Kansas.

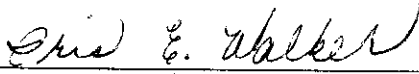
CITY OF TOPEKA, KANSAS



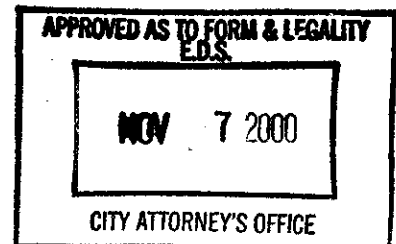
By:



Mayor Joan Waggon



City Clerk



THIS RESOLUTION is hereby accepted by the Company this _____ day of _____, 2000.

HICKOK MASTER
LIMITED PARTNERSHIP

By: _____
Timothy W. Hickok
General Partner