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RESOLUTION *No. 7135*

OF

CITY OF TOPEKA, KANSAS

PASSED

MARCH 13, 2001

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\$6,240,000  
GENERAL OBLIGATION BONDS  
SERIES 2001-A (PARKING GARAGE)

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RESOLUTION NO. 7135

A RESOLUTION INTRODUCED BY MAYOR JOAN WAGNON PRESCRIBING THE FORM AND DETAILS OF THE GENERAL OBLIGATION BONDS, SERIES 2001-A (PARKING GARAGE) OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$6,240,000 THE ISSUANCE OF WHICH WAS AUTHORIZED BY THE CITY PURSUANT TO ITS ORDINANCE NO. 17657 PASSED AND APPROVED MARCH 13, 2001; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

**WHEREAS**, the Governing Body of the City of Topeka, Kansas, (the "City") has caused certain parking garage improvements (the "Improvements") to be made in the City under the authority of K.S.A. 12-1736 et seq. and other provisions of the laws of the State of Kansas applicable thereto; and

**WHEREAS**, the City has by its Ordinance No. 17657 passed and approved March 13, 2001, (the "Ordinance") authorized the issuance of its General Obligation Bonds, Series 2001-A (Parking Garage) in the aggregate principal amount of \$6,240,000 (the "Bonds") under the authority of K.S.A. 12-1736 et seq. and other provisions of the laws of the State of Kansas applicable thereto for the purpose of providing funds to pay the cost of making the Improvements; and

**WHEREAS**, in accordance with the City's notice of the sale of the Bonds published in accordance with the requirements of law the Bonds have been sold to and purchased by George K. Baum & Company, Kansas City, Missouri; and

**WHEREAS**, in accordance with the terms and conditions of the Ordinance, the City hereby intends to both prescribe the form and details of the Bonds and authorize certain other documents and actions in connection with the issuance of the Bonds.

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF TOPEKA, KANSAS, AS FOLLOWS:**

ARTICLE I

DEFINITIONS

**Section 101. Definitions of Words and Terms.** In addition to words and terms identified elsewhere herein, the following words and terms as used in this Resolution shall have the following meanings:

**"Arbitrage Instructions"** means the Arbitrage Instructions attached to the City's Federal Tax Certificate dated as of the date of issuance and delivery of the Bonds, as the same may be

00197 amended or supplemented in accordance with the provisions there-  
00198 of.

00199  
00200 **"Bond and Interest Fund"** means the Bond and Interest Fund  
00201 of the City for its general obligation bonds.

00202  
00203 **"Bond Counsel"** means the firm of Nichols and Wolfe Char-  
00204 tered, or any other attorney or firm of attorneys with a nation-  
00205 ally recognized standing in the field of municipal bond financ-  
00206 ing as selected by the City.

00207  
00208 **"Bond Payment Date"** means any date on which principal of or  
00209 interest on any Bond is payable.

00210  
00211 **"Bond Register"** means the books for the registration,  
00212 transfer and exchange of Bonds kept at the office of the Bond  
00213 Registrar.

00214  
00215 **"Bond Registrar"** means the Treasurer of the State of Kan-  
00216 sas, Topeka, Kansas, and its successors and assigns.

00217  
00218 **"Bonds"** means the General Obligation Bonds, Series 2001-A  
00219 (Parking Garage), authorized and issued by the City pursuant to  
00220 the Ordinance.

00221  
00222 **"Business Day"** means a day other than a Saturday, Sunday or  
00223 holiday on which the Paying Agent is scheduled in the normal  
00224 course of its operations to be open to the public for conduct of  
00225 its operations.

00226  
00227 **"Cede & Co."** means Cede & Co., as nominee name of The  
00228 Depository Trust Company, New York, New York.

00229  
00230 **"City"** means the City of Topeka, Kansas, the issuer of the  
00231 Bonds.

00232  
00233 **"Clerk"** means the duly appointed and/or elected Clerk of  
00234 the City or, in the Clerk's absence, the duly appointed Deputy  
00235 Clerk or Acting Clerk of the City.

00236  
00237 **"Code"** means the Internal Revenue Code of 1986, as amended.

00238  
00239 **"Costs of Issuance"** means all costs of issuing the Bonds,  
00240 including all publication, printing, signing and mailing expens-  
00241 es in connection therewith, registration fees, financial adviso-  
00242 ry fees, all legal fees and expenses of Bond Counsel and other  
00243 legal counsel, expenses incurred in connection with compliance  
00244 with the Code and with the Disclosure Certificate, all expenses,  
00245 if any, incurred in connection with receiving ratings on the  
00246 Bonds.

00247  
00248 **"Dated Date"** means March 1, 2001.

00249

00250       **"Defaulted Interest"** means interest on any Bond which is  
00251 payable but not paid on any Interest Payment Date.

00252       **"Defeasance Obligations"** means any of the following obliga-  
00253 tions:  
00254

00255           (a) United States Government Obligations that are not  
00256 subject to redemption in advance of their maturity dates; or  
00257

00258           (b) obligations of any state or political subdivision  
00259 of any state, the interest on which is excluded from gross  
00260 income for federal income tax purposes and which meet the  
00261 following conditions:  
00262

00263                   (1) the obligations are (i) not subject to re-  
00264 demption prior to maturity or (ii) the trustee for  
00265 such obligations has been given irrevocable instruc-  
00266 tions concerning their calling and redemption and the  
00267 City of such obligations has covenanted not to redeem  
00268 such obligations other than as set forth in such in-  
00269 structions;  
00270

00271                   (2) the obligations are secured by cash or Unit-  
00272 ed States Government Obligations that may be applied  
00273 only to principal of, premium, if any, and interest  
00274 payments on such obligations;  
00275

00276                   (3) such cash and the principal of and interest  
00277 on such United States Government Obligations (plus any  
00278 cash in the escrow fund) are sufficient to meet the  
00279 liabilities of the obligations;  
00280

00281                   (4) such cash and United States Government Obli-  
00282 gations serving as security for the obligations are  
00283 held in an escrow fund by an escrow agent or a trustee  
00284 irrevocably in trust; and  
00285

00286                   (5) such cash and United States Government Obli-  
00287 gations are not available to satisfy any other claims,  
00288 including those against the trustee or escrow agent.  
00289

00290       **"Disclosure Certificate"** means the Continuing Disclosure  
00291 Certificate attached to the City's Final Certificate as Exhibit  
00292 D and included in the transcript of proceedings pertaining to  
00293 the issuance of the Bonds.  
00294

00295       **"Event of Default"** means each of the following occurrences  
00296 or events:  
00297

00298           (a) Payment of the principal or the Redemption Price  
00299 of any of the Bonds shall not be made when the same shall  
00300 become due and payable, either at Stated Maturity or by  
00301 proceedings for redemption or otherwise; or  
00302

00303

00304 (b) Payment of any installment of interest on any of  
00305 the Bonds shall not be made when the same shall become due;  
00306 or  
00307

00308 (c) The City shall default in the due and punctual  
00309 performance of any other of the covenants, conditions,  
00310 agreements and provisions contained in the Bonds or in this  
00311 Resolution on the part of the City to be performed (other  
00312 than relating to Rule 15c2-12 as defined in the Disclosure  
00313 Certificate), and such default shall continue for thirty  
00314 (30) days after written notice specifying such default and  
00315 requiring same to be remedied shall have been given to the  
00316 City by the Owner of any of the Bonds then Outstanding.  
00317

00318 **"Federal Tax Certificate"** means the certificate so named  
00319 and included in the transcript of proceedings pertaining to the  
00320 issuance of the Bonds describing the investment and use of the  
00321 proceeds of the Bonds.  
00322

00323 **"Fiscal Year"** means the twelve month period ending on  
00324 December 31.  
00325

00326 **"Funds and Accounts"** means funds and accounts created or  
00327 referred to in Section 501 hereof.  
00328

00329 **"Improvements"** mean certain internal improvements construct-  
00330 ed in the City in accordance with the legal authority as de-  
00331 scribed in the recitals to this Resolution and the Ordinance.  
00332

00333 **"Interest Payment Date(s)"** means the Stated Maturity of an  
00334 installment of interest on any Bond which shall be February 15  
00335 and August 15 of each year, commencing August 15, 2001.  
00336

00337 **"Maturity"** when used with respect to any Bond means the  
00338 date on which the principal of such Bond becomes due and payable  
00339 as therein and herein provided, whether at the Stated Maturity  
00340 thereof or call for redemption or otherwise.  
00341

00342 **"Mayor"** means the duly appointed and/or elected Mayor of  
00343 the City or, in the Mayor's absence, the duly appointed Deputy  
00344 Mayor or Acting Mayor of the City.  
00345

00346 **"Moody's"** means Moody's Investor Service, Inc., New York,  
00347 New York.  
00348

00349 **"Ordinance"** means Ordinance No. 17657 passed and approved  
00350 March 13, 2001, and published as required by law, pursuant to  
00351 which the issuance of the Bonds has been authorized.  
00352

00353 **"Outstanding"** means, when used with reference to the Bonds,  
00354 as of a particular date of determination, all Bonds theretofore  
00355 authenticated and delivered, except the following Bonds:  
00356

00357 (a) Bonds theretofore canceled by the Paying Agent or  
00358 delivered to the Paying Agent for cancellation;  
00359

00360 (b) Bonds deemed to be paid in accordance with the provi-  
00361 sions of **Section 701** hereof; and  
00362

00363 (c) Bonds in exchange for or in lieu of which other Bonds  
00364 have been authenticated and delivered hereunder.  
00365

00366 **"Owner"** when used with respect to any Bond means the Person  
00367 in whose name such Bond is registered on the Bond Register.  
00368

00369 **"Participants"** means those financial institutions for whom  
00370 the Securities Depository effects book-entry transfers and  
00371 pledges of securities deposited with the Securities Depository,  
00372 as such listing of Participants exists at the time of such  
00373 reference.  
00374

00375 **"Paying Agent"** means the State Treasurer, and any succes-  
00376 sors and assigns.  
00377

00378 **"Permitted Investments"** means: (a) investments authorized  
00379 by K.S.A. 12-1675 and amendments thereto; (b) the municipal  
00380 investment pool established pursuant to K.S.A. 12-1677a, and  
00381 amendments thereto; (c) direct obligations of the United States  
00382 Government or any agency thereof; (d) the City's temporary notes  
00383 issued pursuant to K.S.A. 10-123 and amendments thereto; (e)  
00384 interest-bearing time deposits in commercial banks located in  
00385 the county or counties in which the City is located; (f) obliga-  
00386 tions of the federal national mortgage association, federal home  
00387 loan banks or the federal home loan mortgage corporation; (g)  
00388 repurchase agreements for securities described in (c) or (f);  
00389 (h) investment agreements with or other obligations of a finan-  
00390 cial institution the obligations of which at the time of invest-  
00391 ment are rated in either of the three highest rating categories  
00392 by Moody's, Inc. or Standard & Poor's; (i) investments in shares  
00393 or units of a money market fund or trust the portfolio of which  
00394 is comprised entirely of securities described in (c) or (f); (j)  
00395 receipts evidencing ownership interests in securities or por-  
00396 tions thereof described in (c) or (f); (k) municipal bonds or  
00397 other obligations issued by any municipality of the State as  
00398 defined in K.S.A. 10-1101 which are general obligations of the  
00399 municipality issuing the same; or (l) bonds of any municipality  
00400 of the States as defined in K.S.A. 10-1101 which have been re-  
00401 funded in advance of their maturity and are fully secured as to  
00402 payment of principal and interest thereon by deposit in trust,  
00403 under escrow agreement with a bank, of securities described in  
00404 (c) or (f). No Permitted Investment shall include any deriva-  
00405 tive investment instrument whose market price is derived from  
00406 the fluctuating value of an underlying asset, index, currency,  
00407 futures contract, including futures, options and collateralized  
00408 mortgage obligations.  
00409

00410       **"Person"** means any natural person, corporation, partner-  
00411 ship, joint venture, association, firm, joint-stock company,  
00412 trust, unincorporated organization, or government or any agency  
00413 or political subdivision thereof or other public body.  
00414

00415       **"Principal and Interest Account"** means the Principal and  
00416 Interest Account for the City of Topeka, Kansas, General Obliga-  
00417 tion Bonds, Series 2001-A (Parking Garage), created herein  
00418 within the City's Bond and Interest Fund.  
00419

00420       **"Project Account"** means the Project Account in the treasury  
00421 of the City, created herein.  
00422

00423       **"Purchase Price"** means the purchase price of the Bonds as  
00424 set forth in the Bid Proposal for Purchase of Series 2001-A  
00425 Bonds as submitted by the Purchaser and accepted by the City,  
00426 plus accrued interest to the date of delivery.  
00427

00428       **"Purchaser"** means George K. Baum & Company, Kansas City,  
00429 Missouri, the original purchaser of the Bonds.  
00430

00431       **"Rebate Fund"** means the Rebate Fund for the City of Topeka,  
00432 Kansas, General Obligation Bonds, Series 2001-A (Parking Ga-  
00433 rage), created herein.  
00434

00435       **"Record Dates"** for the interest payable on any Interest  
00436 Payment Date means the first day (whether or not a Business Day)  
00437 of each month of such Interest Payment Date.  
00438

00439       **"Redemption Date"** when used with respect to any Bond to be  
00440 redeemed means the date fixed for the redemption of such Bond  
00441 pursuant to the terms of this Resolution.  
00442

00443       **"Redemption Price"** when used with respect to any Bond to be  
00444 redeemed means the price at which such Bond is to be redeemed  
00445 pursuant to the terms of this Resolution, including the applica-  
00446 ble redemption premium, if any, but excluding installments of  
00447 interest whose Stated Maturity is on or before the Redemption  
00448 Date.  
00449

00450       **"Replacement Bonds"** means Bonds issued to the beneficial  
00451 owners of the Bonds in accordance with **Section 211** hereof.  
00452

00453       **"Representation Letter"** means the Representation Letter  
00454 from the City and the Paying Agent to the Securities Depository  
00455 with respect to the Bonds, substantially in the form attached to  
00456 this Resolution as Exhibit B.  
00457

00458       **"Resolution"** means this resolution relating to the Bonds.  
00459

00460       **"Securities Depository"** means, initially, The Depository  
00461 Trust Company, New York, New York, and its successors and as-  
00462 signs.  
00463



00518 the Stated Maturities (subject to redemption and payment prior  
 00519 to their Stated Maturities as provided in Article III hereof),  
 00520 and shall bear interest at the rates per annum as follows:

00521			
00522			
00523			
00524			
	MATURITY	SERIAL BONDS	INTEREST
	(August 15)	PRINCIPAL	RATE
		AMOUNT	
00525	2007	\$130,000	4.050%
00526	2008	135,000	4.150
00527	2009	140,000	4.200
00528	2010	150,000	4.300
00529	2011	155,000	4.400
00530	2012	160,000	4.400
00531	2013	170,000	4.500
00532	2014	180,000	4.600
00533	2015	190,000	4.700
00534	2016	195,000	4.800
00535	2017	205,000	5.000
00536	2018	220,000	5.000
00537	2019	230,000	5.000
00538	2020	240,000	5.000
00539	2021	255,000	5.000

00540

00541

00542 TERM BONDS

00543

2026

\$1,505,000

5.100%

00544

2031

\$1,980,000

5.125%

00545

00546

00547 The Bonds shall bear interest at the above specified rates  
 00548 (computed on the basis of a 360-day year of twelve 30-day  
 00549 months) from the later of the Dated Date or the most recent  
 00550 Interest Payment Date to which interest has been paid, payable  
 00551 on the Interest Payment Dates in the manner set forth in Section  
 204 hereof.

00552

00553

00554 Each of the Bonds, as originally issued or issued upon  
 00555 transfer, exchange or substitution, shall be typed or printed in  
 00556 accordance with the format required by the Attorney General of  
 00557 the State and shall be substantially in the form attached hereto  
 00558 as Exhibit A or as may be required by the Attorney General pursu-  
 00559 ant to the Notice of Systems of Registration for Kansas Municipi-  
 00560 pal Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas  
 Bond Registration Law, K.S.A. 10-620 et seq.

00561

00562

00563 **Section 203. Designation of Paying Agent and Bond Regis-**  
 00564 **trar.** The Treasurer of the State of Kansas, Topeka, Kansas, is  
 00565 hereby designated as the Paying Agent for the payment of princi-  
 00566 pal of and interest on the Bonds and Bond Registrar with respect  
 00567 to the registration, transfer and exchange of Bonds. The Mayor  
 00568 and Clerk of the City are hereby authorized and empowered to  
 00569 execute on behalf of the City an agreement with the Bond Regis-  
 00570 trar and Paying Agent for the Bonds.

00570

00571 The City will at all times maintain a Paying Agent and Bond  
00572 Registrar meeting the qualifications herein described for the  
00573 performance of the duties hereunder. The City reserves the  
00574 right to appoint a successor Paying Agent or Bond Registrar by  
00575 (1) filing with the Paying Agent or Bond Registrar then perform-  
00576 ing such function a certified copy of the proceedings giving  
00577 notice of the termination of such Paying Agent or Bond Registrar  
00578 and appointing a successor, and (2) causing notice of appoint-  
00579 ment of the successor Paying Agent and Bond Registrar to be  
00580 given by first class mail to each Owner. No resignation or  
00581 removal of the Paying Agent or Bond Registrar shall become effec-  
00582 tive until a successor has been appointed and has accepted the  
00583 duties of Paying Agent or Bond Registrar.

00584  
00585 Every Paying Agent or Bond Registrar appointed hereunder  
00586 shall at all times meet the requirements of K.S.A. 10-501 et  
00587 seq. and K.S.A. 10-620 et seq., respectively.

00588  
00589 **Section 204. Method and Place of Payment of the Bonds.**  
00590 The principal of, or Redemption Price, if any, and interest on  
00591 the Bonds shall be payable in any coin or currency which, on the  
00592 respective dates of payment thereof, is legal tender for the  
00593 payment of public and private debts.

00594  
00595 The principal or Redemption Price of each Bond shall be  
00596 paid at Maturity to the Person in whose name such Bond is regis-  
00597 tered on the Bond Register at the Maturity thereof, upon presen-  
00598 tation and surrender of such Bond at the principal corporate  
00599 trust office of the Paying Agent.

00600  
00601 The interest payable on each Bond on any Interest Payment  
00602 Date shall be paid to the Owner of such Bond as shown on the  
00603 Bond Register at the close of business on the Record Date for  
00604 such interest (a) by check or draft mailed by the Paying Agent  
00605 to the address of such Owner shown on the Bond Register or (b)  
00606 in the case of an interest payment to any Owner of \$500,000 or  
00607 more in aggregate principal amount of Bonds, by electronic trans-  
00608 fer to such Owner upon written notice given to the Bond Regis-  
00609 trar by such Owner, not less than 15 days prior to the Record  
00610 Date for such interest, containing the electronic transfer in-  
00611 structions including the bank (which shall be in the continental  
00612 United States) ABA routing number and account number to which  
00613 such Owner wishes to have such transfer directed.

00614  
00615 Notwithstanding the foregoing provisions of this Section,  
00616 any Defaulted Interest with respect to any Bond shall cease to  
00617 be payable to the Owner of such Bond on the relevant Record Date  
00618 and shall be payable to the Owner in whose name such Bond is  
00619 registered at the close of business on the Special Record Date  
00620 for the payment of such Defaulted Interest, which Special Record  
00621 Date shall be fixed as hereinafter specified in this paragraph.  
00622 The City shall notify the Paying Agent in writing of the amount  
00623 of Defaulted Interest proposed to be paid on each Bond and the  
00624 date of the proposed payment (which date shall be at least 30

00625 days after receipt of such notice by the Paying Agent) and shall  
00626 deposit with the Paying Agent at the time of such notice an  
00627 amount of money equal to the aggregate amount proposed to be  
00628 paid in respect of such Defaulted Interest or shall make arrange-  
00629 ments satisfactory to the Paying Agent for such deposit prior to  
00630 the date of the proposed payment. Following receipt of such  
00631 funds the Paying Agent shall fix a Special Record Date for the  
00632 payment of such Defaulted Interest which shall be not more than  
00633 15 nor less than 10 days prior to the date of the proposed pay-  
00634 ment. The Paying Agent shall promptly notify the City of such  
00635 Special Record Date and, in the name and at the expense of the  
00636 City, shall cause notice of the proposed payment of such Default-  
00637 ed Interest and the Special Record Date therefor to be mailed,  
00638 by first class mail, postage prepaid, to each Owner of a Bond  
00639 entitled to such notice at the address of such Owner as it ap-  
00640 pears on the Bond Register not less than 10 days prior to such  
00641 Special Record Date.

00642  
00643 The Paying Agent shall keep a record of payment of princi-  
00644 pal and Redemption Price of and interest on all Bonds and at  
00645 least annually shall forward a copy or summary of such records  
00646 to the City.

00647  
00648 **Section 205. Registration, Transfer and Exchange of**  
00649 **Bonds.** The City covenants that, as long as any of the Bonds  
00650 remain Outstanding, it will cause the Bond Register to be kept  
00651 at the office of the Bond Registrar as herein provided. Each  
00652 Bond when issued shall be registered in the name of the Owner  
00653 thereof on the Bond Register.

00654  
00655 Bonds may be transferred and exchanged only on the Bond  
00656 Register as provided in this Section. Upon surrender of any  
00657 Bond at the principal corporate trust office of the Bond Regis-  
00658 trar, the Bond Registrar shall transfer or exchange such Bond  
00659 for a new Bond or Bonds in any authorized denomination of the  
00660 same Stated Maturity and in the same aggregate principal amount  
00661 as the Bond that was presented for transfer or exchange.

00662  
00663 Bonds presented for transfer or exchange shall be accompa-  
00664 nied by a written instrument or instruments of transfer or au-  
00665 thorization for exchange, in a form and with guarantee of signa-  
00666 ture satisfactory to the Bond Registrar, duly executed by the  
00667 Owner thereof or by the Owner's duly authorized agent.

00668  
00669 In all cases in which the privilege of transferring or  
00670 exchanging Bonds is exercised, the Bond Registrar shall authenti-  
00671 cate and deliver Bonds in accordance with the provisions of this  
00672 Resolution. The City shall pay the fees and expenses of the  
00673 Bond Registrar for the registration, transfer and exchange of  
00674 Bonds provided for by this Resolution and the cost of printing a  
00675 reasonable supply of registered bond blanks. Any additional  
00676 costs or fees that might be incurred in the secondary market,  
00677 other than fees of the Bond Registrar, are the responsibility of  
00678 the Owners of the Bonds. In the event any Owner fails to pro-

00679 vide a correct taxpayer identification number to the Paying  
00680 Agent, the Paying Agent may make a charge against such Owner  
00681 sufficient to pay any governmental charge required to be paid as  
00682 a result of such failure. In compliance with Section 3406 of  
00683 the Code, such amount may be deducted by the Paying Agent from  
00684 amounts otherwise payable to such Owner hereunder or under the  
00685 Bonds.

00686  
00687 The City and the Bond Registrar shall not be required (a)  
00688 to register the transfer or exchange of any Bond that has been  
00689 called for redemption after notice of such redemption has been  
00690 mailed by the Paying Agent pursuant to Section 303 hereof and  
00691 during the period of 15 days next preceding the date of mailing  
00692 of such notice of redemption; or (b) to register the transfer or  
00693 exchange of any Bond during a period beginning at the opening of  
00694 business on the day after receiving written notice from the City  
00695 of its intent to pay Defaulted Interest and ending at the close  
00696 of business on the date fixed for the payment of Defaulted Inter-  
00697 est pursuant to Section 204 hereof.

00698  
00699 The City and the Paying Agent may deem and treat the Person  
00700 in whose name any Bond is registered on the Bond Register as the  
00701 absolute Owner of such Bond, whether such Bond is overdue or  
00702 not, for the purpose of receiving payment of, or on account of,  
00703 the principal or Redemption Price of and interest on said Bond  
00704 and for all other purposes. All payments so made to any such  
00705 Owner or upon the Owner's order shall be valid and effective to  
00706 satisfy and discharge the liability upon such Bond to the extent  
00707 of the sum or sums so paid, and neither the City nor the Paying  
00708 Agent shall be affected by any notice to the contrary.

00709  
00710 At reasonable times and under reasonable regulations estab-  
00711 lished by the Bond Registrar, the Bond Register may be inspected  
00712 and copied by the Owners of 10% or more in principal amount of  
00713 the Bonds then Outstanding or any designated representative of  
00714 such Owners whose authority is evidenced to the satisfaction of  
00715 the Bond Registrar.

00716  
00717 **Section 206. Execution, Registration, Authentication and**  
00718 **Delivery of Bonds.** Each of the Bonds, including any Bonds  
00719 issued in exchange or as substitutions for the Bonds initially  
00720 delivered, shall be executed for and on behalf of the City by  
00721 the manual or facsimile signature of the Mayor, attested by the  
00722 manual or facsimile signature of the Clerk and the seal of the  
00723 City shall be affixed thereto or imprinted thereon. The Mayor  
00724 and Clerk are hereby authorized and directed to prepare and  
00725 execute the Bonds in the manner herein specified, and to cause  
00726 the Bonds to be registered in the office of the Clerk, which  
00727 registration shall be evidenced by the manual or facsimile signa-  
00728 ture of the Clerk with the seal of the City affixed thereto or  
00729 imprinted thereon. The Bonds shall also be registered in the  
00730 office of the State Treasurer, which registration shall be evi-  
00731 denced by the manual or facsimile signature of the State Treasur-  
00732 er with the seal of the State Treasurer affixed thereto or im-

00733 printed thereon. In case any officer whose signature appears on  
00734 any Bonds ceases to be such officer before the delivery of such  
00735 Bonds, such signature shall nevertheless be valid and sufficient  
00736 for all purposes, as if such person had remained in office until  
00737 delivery. Any Bond may be signed by such persons who at the  
00738 actual time of the execution of such Bond are the proper offi-  
00739 cers to sign such Bond although at the date of such Bond such  
00740 persons may not have been such officers.

00741  
00742 The Bonds shall have endorsed thereon a certificate of  
00743 authentication substantially in the form attached hereto as  
00744 Exhibit A hereof, which shall be manually executed by an author-  
00745 ized officer or employee of the Bond Registrar, but it shall not  
00746 be necessary that the same officer or employee sign the certifi-  
00747 cate of authentication on all of the Bonds that may be issued  
00748 hereunder at any one time. No Bond shall be entitled to any  
00749 security or benefit under this Resolution or be valid or obliga-  
00750 tory for any purpose unless and until such certificate of authen-  
00751 tication has been duly executed by the Bond Registrar. Such  
00752 executed certificate of authentication upon any Bond shall be  
00753 conclusive evidence that such Bond has been duly authenticated  
00754 and delivered under this Resolution. Upon authentication, the  
00755 Bond Registrar shall deliver the Bonds to the Purchaser upon  
00756 instructions of the City or its representative.

00757  
00758 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.**  
00759 If (a) any mutilated Bond is surrendered to the Bond Registrar  
00760 or the Bond Registrar receives evidence to its satisfaction of  
00761 the destruction, loss or theft of any Bond, and (b) there is  
00762 delivered to the City and the Bond Registrar such security or  
00763 indemnity as may be required by each of them, then, in the  
00764 absence of notice to the City or the Bond Registrar that such  
00765 Bond has been acquired by a bona fide purchaser, the City shall  
00766 execute and, upon the City's request, the Bond Registrar shall  
00767 authenticate and deliver, in exchange for or in lieu of any  
00768 such mutilated, destroyed, lost or stolen Bond, a new Bond of  
00769 the same Stated Maturity and of like tenor and principal amount.

00770  
00771 If any such mutilated, destroyed, lost or stolen Bond has  
00772 become or is about to become due and payable, the City, in its  
00773 discretion, may pay such Bond instead of issuing a new Bond.

00774  
00775 Upon the issuance of any new Bond under this Section, the  
00776 City may require the payment by the Owner of a sum sufficient to  
00777 cover any tax or other governmental charge that may be imposed  
00778 in relation thereto and any other expenses (including the fees  
00779 and expenses of the Paying Agent) connected therewith.

00780  
00781 Every new Bond issued pursuant to this Section shall consti-  
00782 tute a replacement of the prior obligation of the City, and  
00783 shall be entitled to all the benefits of this Resolution equally  
00784 and ratably with all other Outstanding Bonds.  
00785

00786           **Section 208. Cancellation and Destruction of Bonds Upon**  
00787 **Payment.** All Bonds that have been paid or redeemed or that  
00788 otherwise have been surrendered to the Paying Agent, either at  
00789 or before Maturity, shall be cancelled by the Paying Agent imme-  
00790 diately upon the payment, redemption and surrender thereof to  
00791 the Paying Agent and subsequently destroyed in accordance with  
00792 the customary practices of the Paying Agent. The Paying Agent  
00793 shall execute a certificate in duplicate describing the Bonds so  
00794 cancelled and destroyed and shall file an executed counterpart  
00795 of such certificate with the City.

00796  
00797           **Section 209. Preliminary and Final Official Statement.**  
00798 The Preliminary Official Statement dated February 28, 2001, is  
00799 hereby ratified and approved. For the purpose of enabling the  
00800 Purchaser to comply with the requirements of Rule 15c2-12(b)(1)  
00801 of the Securities and Exchange Commission, the City hereby deems  
00802 the information regarding the City contained in the Preliminary  
00803 Official Statement to be "final" as of its date, except for the  
00804 omission of such information as is permitted by Rule  
00805 15c2-12(b)(1), and the appropriate officers of the City are  
00806 hereby authorized, if requested, to provide the Purchaser a  
00807 letter or certification to such effect and to take such other  
00808 actions or execute such other documents as such officers in  
00809 their reasonable judgment deem necessary to enable the Purchaser  
00810 to comply with the requirement of such Rule.

00811  
00812           The final Official Statement is hereby authorized to be  
00813 prepared by supplementing, amending and completing the Prelimi-  
00814 nary Official Statement, with such changes and additions thereto  
00815 as are necessary to conform to and describe the transaction.  
00816 The Mayor is hereby authorized to execute the final Official  
00817 Statement as so supplemented, amended and completed, and the use  
00818 and public distribution of the final Official Statement by the  
00819 Purchaser in connection with the reoffering of the Bonds is  
00820 hereby authorized. The proper officials of the City are hereby  
00821 authorized to execute and deliver a certificate pertaining to  
00822 such Official Statement as prescribed therein, dated as of the  
00823 date of payment for and delivery of the Bonds.

00824  
00825           The City agrees to provide to the Purchaser within seven  
00826 business days of the date of the sale of Bonds sufficient copies  
00827 of the final Official Statement to enable the Purchaser to com-  
00828 ply with the requirements of Rule 15c2-12(b)(4) of the Securi-  
00829 ties and Exchange Commission and with the requirements of Rule  
00830 G-32 of the Municipal Securities Rulemaking Board.

00831  
00832           **Section 210. Sale of the Bonds.** The sale of the Bonds to  
00833 the Purchaser is hereby ratified and confirmed. Delivery of the  
00834 Bonds shall be made to the Purchaser as soon as practicable  
00835 after the passage of this Resolution, upon payment of the Pur-  
00836 chase Price.  
00837

00838           **Section 211. Book-Entry Bonds; Securities Depository.**  
00839

00840           (a) The Bonds shall initially be registered to Cede & Co.,  
00841 the nominee for the Securities Depository, and no beneficial  
00842 owner will receive certificates representing their respective  
00843 interests in the Bonds, except in the event the Bond Registrar  
00844 issues Replacement Bonds as provided in subsection (b) hereof.  
00845 It is anticipated that during the term of the Bonds, the Securi-  
00846 ties Depository will make book-entry transfers among its Partici-  
00847 pants and receive and transmit payment of principal of, premium,  
00848 if any, and interest on, the Bonds to the Participants until and  
00849 unless the Bond Registrar authenticates and delivers Replacement  
00850 Bonds to the beneficial owners as described in subsection (b).  
00851

00852           (b) (1) If the City determines (A) that the Securities  
00853 Depository is unable to properly discharge its responsibilities,  
00854 or (B) that the Securities Depository is no longer qualified to  
00855 act as a securities depository and registered clearing agency  
00856 under the Securities and Exchange Act of 1934, as amended, or  
00857 (C) that the continuation of a book-entry system to the exclu-  
00858 sion of any Bonds being issued to any Owner other than Cede &  
00859 Co. is no longer in the best interests of the beneficial owners  
00860 of the Bonds, or (2) if the Bond Registrar receives written  
00861 notice from Participants having interests in not less than 50%  
00862 of the Bonds Outstanding, as shown on the records of the Securi-  
00863 ties Depository (and certified to such effect by the Securities  
00864 Depository), that the continuation of a book-entry system to the  
00865 exclusion of any Bonds being issued to any Owner other than Cede  
00866 & Co. is no longer in the best interests of the beneficial  
00867 owners of the Bonds, then the Bond Registrar shall notify the  
00868 Owners of such determination or such notice and of the availabil-  
00869 ity of certificates to Owners requesting the same, and the Bond  
00870 Registrar shall register in the name and authenticate and deliv-  
00871 er Replacement Bonds to the beneficial owners or their nominees  
00872 in principal amounts representing the interest of each, making  
00873 such adjustments as it may find necessary or appropriate as to  
00874 accrued interest and previous calls for redemption; provided,  
00875 that in the case of a determination under (1)(A) or (1)(B) of  
00876 this subsection (b), the City, with the consent of the Bond  
00877 Registrar, may select a successor securities depository in  
00878 accordance with **Section 211(c)** hereof to effect book-entry  
00879 transfers. In such event, all references to the Securities  
00880 Depository herein shall relate to the period of time when the  
00881 Securities Depository has possession of at least one Bond. Upon  
00882 the issuance of Replacement Bonds, all references herein to  
00883 obligations imposed upon or to be performed by the Securities  
00884 Depository shall be deemed to be imposed upon and performed by  
00885 the Bond Registrar, to the extent applicable with respect to  
00886 such Replacement Bonds. If the Securities Depository resigns  
00887 and the City, the Bond Registrar or Owners are unable to locate  
00888 a qualified successor of the Securities Depository in accordance  
00889 with **Section 211(c)** hereof, then the Bond Registrar shall authen-  
00890 ticate and cause delivery of Replacement Bonds to Owners, as  
00891 provided herein. The Bond Registrar may rely on information

00892 from the Securities Depository and its Participants as to the  
00893 names of the beneficial owners of the Bonds. The cost of print-  
00894 ing, registration, authentication and delivery of Replacement  
00895 Bonds shall be paid for by the City.  
00896

00897 (c) In the event the Securities Depository resigns, is  
00898 unable to properly discharge its responsibilities, or is no  
00899 longer qualified to act as a securities depository and regis-  
00900 tered clearing agency under the Securities and Exchange Act of  
00901 1934, as amended, the City may appoint a successor Securities  
00902 Depository provided the Bond Registrar and the City receive  
00903 written evidence with respect to the ability of the successor  
00904 Securities Depository to discharge its responsibilities. Any  
00905 such successor Securities Depository shall be a securities  
00906 depository which is a registered clearing agency under the  
00907 Securities and Exchange Act of 1934, as amended, or other appli-  
00908 cable statute or regulation that operates a securities deposito-  
00909 ry upon reasonable and customary terms. The Bond Registrar upon  
00910 its receipt of a Bond or Bonds for cancellation shall cause the  
00911 delivery of Bonds to the successor Securities Depository in  
00912 appropriate denominations and form as provided herein.  
00913

00914 (d) The execution and delivery of the Representation Let-  
00915 ter to DTC by the Mayor of the City in the form attached hereto  
00916 as Exhibit B with such changes, omissions, insertions and revi-  
00917 sions as the Mayor shall deem advisable, is hereby authorized,  
00918 and execution of the Representation Letter by the Mayor shall be  
00919 conclusive evidence of such approval. The Representation Letter  
00920 shall set forth certain matters with respect to, among other  
00921 things, notices, consents and approvals by Registered Owners of  
00922 the Bonds and beneficial Owners and payments on the Bonds. The  
00923 Paying Agent shall have the same rights with respect to its  
00924 actions thereunder as it has with respect to its actions under  
00925 this Resolution.  
00926

### 00927 ARTICLE III

#### 00928 REDEMPTION OF BONDS

##### 00929 Section 301. Optional and Mandatory Redemption by City. 00930 Optional Redemption.

00931 (a) The Bonds maturing on or before August 15, 2009, shall  
00932 become due without the option of prior payment. The Bonds  
00933 maturing on or after August 15, 2010, may be called for redemp-  
00934 tion and payment prior to maturity on August 15, 2009, and  
00935 thereafter in whole or in part on any date (Bonds of less than a  
00936 single maturity to be selected by lot in multiples of \$5,000  
00937 principal amount by the Paying Agent and Bond Registrar in such  
00938 equitable manner as they shall designate), at the redemption  
00939 price equal to the principal amount thereof with a premium of  
00940 one percent of the principal amount redeemed, such premium to  
00941 decline one-quarter of one percent (1/4 of 1%) each Interest  
00942 Payment Date thereafter until the redemption price shall equal  
00943  
00944  
00945

00946 100%, plus accrued interest thereon to the date fixed for redemp-  
00947 tion and payment.

00948  
00949 (b) Mandatory Redemption. The 2026 Term Bonds shall be  
00950 subject to mandatory redemption and payment prior to Stated  
00951 Maturity pursuant to the mandatory redemption requirements of  
00952 this Section at a Redemption Price equal to 100% of the princi-  
00953 pal amount thereof plus accrued interest to the Redemption  
00954 Date. The taxes levied in Article IV hereof which are to be  
00955 deposited into the Principal and Interest Account shall be  
00956 sufficient to redeem, and the City shall redeem on August 15 in  
00957 each year, the following principal amounts of such 2026 Term  
00958 Bonds:

00959	Principal	
00960	<u>Amount</u>	<u>Year</u>
00961		
00962		
00963	\$270,000	2022
00964	285,000	2023
00965	300,000	2024
00966	315,000	2025
00967		

00968 (leaving \$335,000 to mature August 15, 2026)

00969  
00970 The 2031 Term Bonds shall be subject to mandatory redemp-  
00971 tion and payment prior to Stated Maturity pursuant to the manda-  
00972 tory redemption requirements of this Section at a Redemption  
00973 Price equal to 100% of the principal amount thereof plus accrued  
00974 interest to the Redemption Date. The taxes levied in Article IV  
00975 hereof which are to be deposited into the Principal and Interest  
00976 Account shall be sufficient to redeem, and the City shall redeem  
00977 on August 15 in each year, the following principal amounts of  
00978 such 2031 Term Bonds:

00979	Principal	
00980	<u>Amount</u>	<u>Year</u>
00981		
00982		
00983	\$355,000	2027
00984	375,000	2028
00985	395,000	2029
00986	415,000	2030
00987		

00988 (leaving \$440,000 to mature August 15, 2031)

00989  
00990 At its option, to be exercised on or before the 45th day  
00991 next preceding any mandatory Redemption Date, the City may: (1)  
00992 deliver to the Paying Agent for cancellation Term Bonds subject  
00993 to mandatory redemption on said mandatory Redemption Date, in  
00994 any aggregate principal amount desired; or (2) furnish the  
00995 Paying Agent funds, together with appropriate instructions, for  
00996 the purpose of purchasing any Term Bonds subject to mandatory  
00997 redemption on said mandatory Redemption Date from any Owner  
00998 thereof whereupon the Paying Agent shall expend such funds for  
00999 such purpose to such extent as may be practical; or (3) receive

01000 a credit with respect to the mandatory redemption obligation of  
01001 the City under this Section for any Term Bonds subject to manda-  
01002 tory redemption on said mandatory Redemption Date which, prior  
01003 to such date, have been redeemed (other than through the opera-  
01004 tion of the mandatory redemption requirements of this subsection  
01005 (b)) and cancelled by the Paying Agent and not theretofore  
01006 applied as a credit against any redemption obligation under this  
01007 subsection (b). Each Term Bond so delivered or previously  
01008 purchased or redeemed shall be credited at 100% of the principal  
01009 amount thereof on the obligation of the City to redeem Term  
01010 Bonds of the same Stated Maturity on such mandatory Redemption  
01011 Date, and any excess of such amount shall be credited on future  
01012 mandatory redemption obligations for Term Bonds of the same  
01013 Stated Maturity in chronological order, and the principal amount  
01014 of Term Bonds to be redeemed by operation of the requirements of  
01015 this Section shall be accordingly reduced. If the City intends  
01016 to exercise any option granted by the provisions of clauses (1),  
01017 (2) or (3) above, the City will, on or before the 45th day next  
01018 preceding each mandatory Redemption Date, furnish the Paying  
01019 Agent a written certificate indicating to what extent the provi-  
01020 sions of said clauses (1), (2) and (3) are to be complied with,  
01021 with respect to such mandatory redemption payment.

01022  
01023 **Section 302. Selection of Bonds to be Redeemed.** Bonds  
01024 shall be redeemed only in the principal amount of \$5,000 or any  
01025 integral multiple thereof. When less than all of the Bonds of  
01026 the same maturity are to be redeemed and paid prior to their  
01027 Stated Maturity, the Bonds to be redeemed shall be selected by  
01028 the Bond Registrar in \$5,000 units of principal amount in such  
01029 equitable manner as the Bond Registrar may determine.

01030  
01031 In the case of a partial redemption of Bonds by lot when  
01032 Bonds of denominations greater than \$5,000 are then Outstanding,  
01033 then for all purposes in connection with such redemption each  
01034 \$5,000 of face value shall be treated as though it were a sepa-  
01035 rate Bond of the denomination of \$5,000. If it is determined  
01036 that one or more, but not all, of the \$5,000 units of face value  
01037 represented by any Bond is selected for redemption, then upon  
01038 notice of intention to redeem such \$5,000 unit or units, the  
01039 Owner or the Owner's duly authorized agent shall forthwith  
01040 present and surrender such Bond to the Bond Registrar: (1) for  
01041 payment of the Redemption Price and interest to the Redemption  
01042 Date of such \$5,000 unit or units of face value called for re-  
01043 demption, and (2) for exchange, without charge to the Owner  
01044 thereof, for a new Bond or Bonds of the aggregate principal  
01045 amount of the unredeemed portion of the principal amount of such  
01046 Bond. If the Owner of any such Bond fails to present such Bond  
01047 to the Paying Agent for payment and exchange as aforesaid, such  
01048 Bond shall, nevertheless, become due and payable on the redemp-  
01049 tion date to the extent the \$5,000 unit or units of face value  
01050 called for redemption (and to that extent only).

01051  
01052 **Section 303. Notice and Effect of Call for Redemption.** In  
01053 the event the City desires to call the Bonds for redemption

01054 prior to maturity, written notice of such intent shall be provid-  
01055 ed to the Bond Registrar in accordance with K.S.A. 10-129, as  
01056 amended, not less than 45 days prior to the Redemption Date.  
01057 The Bond Registrar shall call Bonds for redemption and payment  
01058 and shall give notice of such redemption as herein provided upon  
01059 receipt by it of the City's written notice at least 45 days  
01060 prior to the Redemption Date. If the Bonds are refunded more  
01061 than 90 days in advance of such Redemption Date, any escrow  
01062 agreement entered into by the City in connection with such  
01063 refunding shall provide that such written instructions to the  
01064 Paying Agent shall be given by the escrow agent on behalf of the  
01065 City not more than 90 days prior to the Redemption Date. The  
01066 Paying Agent may in its discretion waive such notice period so  
01067 long as the notice requirements set forth in Section 303 are met.  
01068

01069 Unless waived by any Owner of Bonds to be redeemed, the  
01070 Bond Registrar shall give written notice of the redemption of  
01071 said Bonds on a specified date, the same being described by  
01072 maturity, said notice to be mailed by United States first class  
01073 mail addressed to the Owners of said Bonds to be redeemed and to  
01074 the Original Purchaser of the Bonds, each of said notices to be  
01075 mailed not less than 30 days prior to the date fixed for redemp-  
01076 tion. The City and Bond Registrar shall also give such addition-  
01077 al notice as may be required by Kansas law or regulations of the  
01078 Securities and Exchange Commission in effect as of the date of  
01079 such notice.  
01080

01081 All official notices of redemption shall be dated and shall  
01082 contain the following information:  
01083

01084 (a) the Redemption Date;

01085  
01086 (b) the Redemption Price;

01087  
01088 (c) if less than all Outstanding Bonds are to be  
01089 redeemed, the identification (and, in the case of partial  
01090 redemption of any Bonds, the respective principal amounts)  
01091 of the Bonds to be redeemed;

01092  
01093 (d) a statement that on the Redemption Date the Re-  
01094 demption Price will become due and payable upon each such  
01095 Bond or portion thereof called for redemption and that  
01096 interest thereon shall cease to accrue from and after the  
01097 Redemption Date; and  
01098

01099 (e) the place where such Bonds are to be surrendered  
01100 for payment of the Redemption Price, which shall be the  
01101 principal office of the Paying Agent.  
01102

01103 The failure of any Owner to receive notice given as hereto-  
01104 fore provided or an immaterial defect therein shall not invali-  
01105 date any redemption.  
01106

01107 Prior to any Redemption Date, the City shall deposit with  
01108 the Paying Agent an amount of money sufficient to pay the Redemp-  
01109 tion Price of all the Bonds or portions of Bonds that are to be  
01110 redeemed on such Redemption Date.  
01111

01112 Official notice of redemption having been given as afore-  
01113 said, the Bonds or portions of Bonds to be redeemed shall become  
01114 due and payable on the Redemption Date, at the Redemption Price  
01115 therein specified, and from and after the Redemption Date (un-  
01116 less the City defaults in the payment of the Redemption Price)  
01117 such Bonds or portion of Bonds shall cease to bear interest.  
01118 Upon surrender of such Bonds for redemption in accordance with  
01119 such notice, the Redemption Price shall be payable as herein  
01120 provided for payment of interest. Upon surrender for any par-  
01121 tial redemption of any Bond, there shall be prepared for the  
01122 Owner a new Bond or Bonds of the same Stated Maturity in the  
01123 amount of the unpaid principal as provided herein. All Bonds  
01124 that have been surrendered for redemption shall be cancelled and  
01125 destroyed by the Paying Agent as provided herein and shall not  
01126 be reissued.  
01127

01128 The Paying Agent is also directed to comply with any manda-  
01129 tory or voluntary standards then in effect for processing redemp-  
01130 tions of municipal securities established by the State or the  
01131 Securities Exchange Commission. Failure to comply with such  
01132 standards shall not affect or invalidate the redemption of any  
01133 Bond.  
01134

#### 01135 ARTICLE IV

#### 01136 SECURITY FOR AND PAYMENT OF BONDS

01137  
01138  
01139 **Section 401. Security for the Bonds.** The Bonds shall be  
01140 general obligations of the City payable as to both principal and  
01141 interest from ad valorem taxes which may be levied without  
01142 limitation as to rate or amount upon all the taxable tangible  
01143 property, real and personal, within the territorial limits of  
01144 the City. The full faith, credit and resources of the City are  
01145 hereby irrevocably pledged for the prompt payment of the princi-  
01146 pal of and interest on the Bonds as the same become due.  
01147  
01148

01149 **Section 402. Levy and Collection of Annual Tax.** The  
01150 governing body of the City shall annually make provision for the  
01151 payment of principal of, premium, if any, and interest on the  
01152 Bonds as the same become due by levying and collecting the neces-  
01153 sary assessments and taxes upon all of the taxable tangible  
01154 property within the City in the manner provided by law.  
01155

01156 The taxes referred to above shall be extended upon the tax  
01157 rolls in each of the several years, respectively, and shall be  
01158 levied and collected at the same time and in the same manner as  
01159 the other ad valorem taxes of the City are levied and collect-  
01160 ed. The proceeds derived from said taxes shall be deposited in

01161 the Principal and Interest Account, shall be kept separate and  
01162 apart from all other funds of the City and shall be used solely  
01163 for the payment of the principal of, premium, if any, and inter-  
01164 est on the Bonds as and when the same become due, taking into  
01165 account the fees and expenses of the Bond Registrar and Paying  
01166 Agent.

01167  
01168 If at any time said taxes are not collected in time to pay  
01169 the principal of or interest on the Bonds when due, the Treasur-  
01170 er is hereby authorized and directed to pay said principal or  
01171 interest out of the general funds of the City and to reimburse  
01172 said general funds for money so expended when said taxes are  
01173 collected.

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## ARTICLE V

### ESTABLISHMENT OF FUNDS AND ACCOUNTS DEPOSIT AND APPLICATION OF MONEYS

**Section 501. Establishment of Funds and Accounts.** Simulta-  
neously with the issuance of the Bonds, there shall be created  
within the treasury of the City the following funds and accounts:

(a) In the treasury of the City, the "Project Ac-  
count";

(b) In the City's Bond and Interest Fund, the Princi-  
pal and Interest Account for the City of Topeka, Kansas,  
General Obligation Bonds, Series 2001-A (Parking Garage)  
(the "Principal and Interest Account"); and

(c) Rebate Fund for the City of Topeka, Kansas,  
General Obligation Bonds, Series 2001-A (Parking Garage)  
(the "Rebate Fund").

The Funds and Accounts established herein shall be adminis-  
tered in accordance with the provisions of this Resolution so  
long as the Bonds are Outstanding.

**Section 502. Disposition of Bond Proceeds.** The proceeds  
of the Bonds, upon issuance and delivery thereof, shall be depos-  
ited as follows:

(a) In the Principal and Interest Account, a sum  
equal to the accrued interest and any premium paid on the  
Bonds.

(b) In the Project Account, the sum of \$6,146,400.

**Section 503. Withdrawals from the Project Account.** The  
Treasurer shall make withdrawals from the Project Account solely  
for the purpose of paying costs and expenses of the Improve-  
ments, payment of interest on the Bonds and paying the Costs of

01214 Issuance for the Bonds. Such withdrawals shall be made only on  
01215 due authorization by the governing body of the City.  
01216

01217 **Section 504. Surplus in the Project Account.** All moneys  
01218 remaining in the Project Account after the completion of the  
01219 Improvements other than any capitalized interest on the Bonds,  
01220 as determined by the governing body of the City, shall be trans-  
01221 ferred immediately to the Principal and Interest Account and  
01222 applied to the next installment of principal due on the series  
01223 of Bond from which surplus moneys remain.  
01224

01225 **Section 505. Application of Moneys in Principal and Inter-**  
01226 **est Account.** All amounts paid and credited to the Principal and  
01227 Interest Account shall be expended and used by the City for the  
01228 sole purpose of paying the principal or Redemption Price of and  
01229 interest on the Bonds as and when the same become due and the  
01230 usual and customary fees and expenses of the Bond Registrar and  
01231 Paying Agent. The Treasurer is authorized and directed to  
01232 withdraw from the Principal and Interest Account sums sufficient  
01233 to pay both principal or Redemption Price of and interest on the  
01234 Bonds and the fees and expenses of the Bond Registrar and Paying  
01235 Agent as and when the same become due, and to forward such sums  
01236 to the Paying Agent in a manner which ensures that the Paying  
01237 Agent will receive immediately available funds in such amounts  
01238 on or before the Business Day immediately preceding the dates  
01239 when such principal, interest and fees of the Bond Registrar and  
01240 Paying Agent will become due. If, through the lapse of time or  
01241 otherwise, the Owners of Bonds are no longer entitled to enforce  
01242 payment of the Bonds or the interest thereon, the Paying Agent  
01243 shall return said funds to the City. All moneys deposited with  
01244 the Paying Agent shall be deemed to be deposited in accordance  
01245 with and subject to all of the provisions contained in this  
01246 Resolution and shall be held in trust by the Paying Agent for  
01247 the benefit of the Owners of the Bonds and entitled to payment  
01248 from such moneys.  
01249

01250 Any moneys or investments remaining in the Principal and  
01251 Interest Account after the retirement of the indebtedness for  
01252 which the Bonds were issued shall be transferred and paid into  
01253 the Bond and Interest Fund of the City.  
01254

01255 **Section 506. Application of Moneys in the Rebate Fund.**  
01256

01257 (a) There shall be deposited in the Rebate Fund such  
01258 amounts as are required to be deposited therein pursuant to the  
01259 Arbitrage Instructions. All money at any time deposited in the  
01260 Rebate Fund shall be held in trust, to the extent required to  
01261 pay rebatable arbitrage to the United States of America, and  
01262 neither the City nor the Owner of any Bonds shall have any  
01263 rights in or claim to such money. All amounts deposited into or  
01264 on deposit in the Rebate Fund shall be governed by this Section  
01265 and the Arbitrage Instructions.  
01266  
01267

01268 (b) The City shall periodically determine the rebatable  
01269 arbitrage, if any, under Section 148(f) of the Code in accor-  
01270 dance with the Arbitrage Instructions, and the City shall make  
01271 payments to the United States of America at the times and in the  
01272 amounts determined under the Arbitrage Instructions. Any moneys  
01273 remaining in the Rebate Fund after redemption and payment of all  
01274 of the Bonds and payment and satisfaction of any rebatable arbi-  
01275 trage, or provision made therefor, shall be deposited into the  
01276 Principal and Interest Account of the City.  
01277

01278 (c) Notwithstanding any other provision of this Resolu-  
01279 tion, including in particular Article VII hereof, the obligation  
01280 to pay rebatable arbitrage to the United States of America and  
01281 to comply with all other requirements of this Section and the  
01282 Arbitrage Instructions shall survive the defeasance or payment  
01283 in full of the Bonds.  
01284

01285 (d) The Arbitrage Instructions may be amended or replaced  
01286 if, in the opinion of Bond Counsel, such amendment or replace-  
01287 ment will not adversely affect the exclusion from gross income  
01288 for federal income tax purposes of interest on the Bonds.  
01289

01290 **Section 507. Deposits and Investment of Moneys.** Moneys in  
01291 each of the Funds and Account shall be invested in accordance  
01292 with the requirements of K.S.A. 10-131, as amended. All such  
01293 investment constituting deposits shall be continuously and ade-  
01294 quately secured by the financial institutions holding such  
01295 deposits as provided by the laws of the State. All moneys held  
01296 in the Funds and Accounts shall be kept separate and apart from  
01297 all other funds of the City so that there shall be no commin-  
01298 gling of such funds with any other funds of the City.  
01299

01300 Moneys held in the funds and accounts herein created or  
01301 established in conjunction with the issuance of the Bonds may be  
01302 invested by the City in Permitted Investments or in other invest-  
01303 ments allowed by Kansas law in such amounts and maturing at such  
01304 times as shall reasonably provide for moneys to be available  
01305 when required in said accounts or funds; provided, however, that  
01306 no such investment shall be made for a period extending longer  
01307 than to the date when the moneys invested may be needed for the  
01308 purpose for which such fund or account was created. All inter-  
01309 est on any Permitted Investment held in any fund or account  
01310 (except amounts required to be deposited in the Rebate Fund in  
01311 accordance with the Arbitrage Instructions) shall accrue to and  
01312 become a part of such fund or account; provided, however, that  
01313 interest earned on investments of moneys held in the Project  
01314 Account may, at the direction of the governing body of the City,  
01315 be paid and credited to the Principal and Interest Account and  
01316 used to pay interest on the Bonds. In determining the amount  
01317 held in any fund or account under the provisions of the Resolu-  
01318 tion, Permitted Investments shall be valued at their par value  
01319 or at their then current redemption value, whichever is lower.  
01320



01375 shall be equal in rank and without preference or priority of one  
01376 Bond over any other Bond in the application of the funds herein  
01377 pledged to the payment of the principal of and the interest on  
01378 the Bonds, or otherwise, except as to rate of interest, date of  
01379 maturity and right of prior redemption as provided in this Reso-  
01380 lution. No one or more Owners secured hereby shall have any  
01381 right in any manner whatever by his or their action to affect,  
01382 disturb or prejudice the security granted and provided for here-  
01383 in, or to enforce any right hereunder, except in the manner  
01384 herein provided, and all proceedings at law or in equity shall  
01385 be instituted, had and maintained for the equal benefit of all  
01386 Outstanding Bonds.

01387  
01388 **Section 603. Remedies Cumulative.** No remedy conferred  
01389 herein upon the Owners is intended to be exclusive of any other  
01390 remedy, but each such remedy shall be cumulative and in addition  
01391 to every other remedy and may be exercised without exhausting  
01392 and without regard to any other remedy conferred herein. No  
01393 waiver of any default or breach of duty or contract by the Owner  
01394 of any Bond shall extend to or affect any subsequent default or  
01395 breach of duty or contract or shall impair any rights or reme-  
01396 dies thereon. No delay or omission of any Owner to exercise any  
01397 right or power accruing upon any default shall impair any such  
01398 right or power or shall be construed to be a waiver of any such  
01399 default or acquiescence therein. Every substantive right and  
01400 every remedy conferred upon the Owners of the Bonds by this  
01401 Resolution may be enforced and exercised from time to time and  
01402 as often as may be deemed expedient. If action or proceedings  
01403 taken by any Owner on account of any default or to enforce any  
01404 right or exercise any remedy has been discontinued or abandoned  
01405 for any reason, or shall have been determined adversely to such  
01406 Owner, then, and in every such case, the City and the Owners of  
01407 the Bonds shall be restored to their former positions and rights  
01408 hereunder, respectively, and all rights, remedies, powers and  
01409 duties of the Owners shall continue as if no such suit, action  
01410 or other proceedings had been brought or taken.

01411  
01412 **ARTICLE VII**

01413 **DEFEASANCE**

01414  
01415  
01416 **Section 701. Defeasance.** When any or all of the Bonds or  
01417 scheduled interest payments thereon have been paid and dis-  
01418 charged, then the requirements contained in this Resolution and  
01419 the pledge of the City's faith and credit hereunder and all  
01420 other rights granted hereby shall terminate with respect to the  
01421 Bonds or scheduled interest payments thereon so paid and dis-  
01422 charged. Bonds or scheduled interest payments thereon shall be  
01423 deemed to have been paid and discharged within the meaning of  
01424 this Resolution if there has been deposited with the Paying  
01425 Agent, or other commercial bank or trust company located in the  
01426 State and having full trust powers, at or prior to the Stated  
01427 Maturity or Redemption Date of said Bonds or the interest pay-  
01428 ments thereon, in trust for and irrevocably appropriated there-

01429 to, moneys and/or Defeasance Obligations which, together with  
01430 the interest to be earned on any such Defeasance Obligations,  
01431 will be sufficient for the payment of the principal of said  
01432 Bonds and/or interest accrued to the Stated Maturity or Redemp-  
01433 tion Date, or if default in such payment has occurred on such  
01434 date, then to the date of the tender of such payments; provided,  
01435 however, that if any such Bonds are to be redeemed prior to  
01436 their Stated Maturity, (1) the City has elected to redeem such  
01437 Bonds, and (2) either notice of such redemption has been given,  
01438 or the City has given irrevocable instructions, or shall have  
01439 provided for an escrow agent to give irrevocable instructions,  
01440 to the Bond Registrar to give such notice of redemption in com-  
01441 pliance with Section 303 of this Resolution. Any money and  
01442 Defeasance Obligations that at any time shall be deposited with  
01443 the Paying Agent or other commercial bank or trust company by or  
01444 on behalf of the City, for the purpose of paying and discharging  
01445 any of the Bonds, shall be and are hereby assigned, transferred  
01446 and set over to the Paying Agent or other bank or trust company  
01447 in trust for the respective Owners of the Bonds, and such moneys  
01448 shall be and are hereby irrevocably appropriated to the payment  
01449 and discharge thereof. All money and Defeasance Obligations  
01450 deposited with the Paying Agent or such bank or trust company  
01451 shall be deemed to be deposited in accordance with and subject  
01452 to all of the provisions of this Resolution.

01453  
01454 ARTICLE VIII

01455  
01456 TAX COVENANTS

01457  
01458 Section 801. General Covenants.

01459  
01460 (a) The City covenants and agrees that (1) it will comply  
01461 with all applicable provisions of the Code, including Sections  
01462 103 and 141 through 150, necessary to maintain the exclusion  
01463 from gross income for federal income tax purposes of the inter-  
01464 est on the Bonds and (2) it will not use or permit the use of  
01465 any proceeds of Bonds or any other funds of the City, will not  
01466 take or permit any other action, or fail to take any action, if  
01467 any such action or failure to take action would adversely effect  
01468 the exclusion from gross income of the interest on the Bonds.  
01469 The City will, in addition, adopt such other ordinances or reso-  
01470 lutions and take such other actions as may be necessary to com-  
01471 ply with the Code and with all other applicable future laws,  
01472 regulations, published rulings and judicial decisions, in order  
01473 to ensure that the interest on the Bonds will remain excluded  
01474 from federal gross income, to the extent any such actions can be  
01475 taken by the City.

01476  
01477 (b) The City covenants and agrees that (1) it will use the  
01478 proceeds of the Bonds as soon as practicable and with all reason-  
01479 able dispatch for the purposes for which the Bonds are issued,  
01480 and (2) it will not invest or directly or indirectly use or  
01481 permit the use of any proceeds of the Bonds or any other funds  
01482 of the City in any manner, to take or omit to take any action,

01483 that would cause the Bonds to be "arbitrage bonds" within the  
01484 meaning of Section 148(a) of the Code.

01485  
01486 (c) The City covenants and agrees that it will not use any  
01487 portion of the proceeds of the Bonds, including any investment  
01488 income earned on such proceeds, directly or indirectly, in a  
01489 manner that would cause any Bond to be a "private activity bond"  
01490 within the meaning of Section 141(a) of the Code.

01491  
01492 **Section 802. Rebate Covenant.** The City covenants and  
01493 agrees that it will pay or provide for the payment from time to  
01494 time all amounts required to be rebated to the United States  
01495 pursuant to Section 148(f) of the Code and the Arbitrage Instruc-  
01496 tions. This covenant shall survive payment in full or defea-  
01497 sance of the Bonds. The Arbitrage Instructions may be amended  
01498 or replaced if, in the opinion of Bond Counsel such amendment or  
01499 replacement will not adversely affect the exclusion from gross  
01500 income for federal income tax purposes of interest on the Bonds.

01501  
01502 **Section 803. Survival of Covenants.** The covenants con-  
01503 tained in this Article shall remain in full force and effect  
01504 notwithstanding the defeasance of the Bonds pursuant to Article  
01505 VII hereof or any other provision of this Resolution until the  
01506 final maturity date of all Bonds Outstanding.

01507  
01508 **Section 804. Qualified Tax-exempt Obligations.** The Bonds  
01509 are not designated as "qualified tax-exempt obligations" for the  
01510 purposes of Section 265(b)(3) of the Code.

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## ARTICLE IX

01513

### CONTINUING DISCLOSURE REQUIREMENTS

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01516 **Section 901. Disclosure Requirements.** The City hereby  
01517 covenants with the Purchaser and the Beneficial Owners (as de-  
01518 fined in the Disclosure Certificate) to provide and disseminate  
01519 such information as is required by Rule 15c2-12 (as defined in  
01520 the Disclosure Certificate) and is further set forth in the  
01521 Disclosure Certificate. Such covenant shall be for the benefit  
01522 of and enforceable by the Purchaser and such Beneficial Owners.

01523

01524

01525 **Section 902. Failure to Comply with Continuing Disclosure**  
01526 **Requirements.** In the event the City fails to comply in a timely  
01527 manner with its covenants contained in the preceding section,  
01528 the Purchaser and/or any such Beneficial Owner may make demand  
01529 for such compliance by written notice to the City. In the event  
01530 the City does not remedy such noncompliance within 10 days of  
01531 receipt of such written notice, the Purchaser or any such Benefi-  
01532 cial Owner may in its discretion, without notice or demand,  
01533 proceed to enforce compliance by a suit or suits in equity for  
01534 the specific performance of such covenant or agreement contained  
01535 in the preceding section or for the enforcement of any other  
01536 appropriate legal or equitable remedy as the Purchaser and/or  
any such Beneficial Owner shall deem effectual to protect and

01537 enforce any of the duties of the City under such preceding sec-  
01538 tion.

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## ARTICLE X

### MISCELLANEOUS PROVISIONS

**Section 1001. Annual Audit.** Annually, promptly after the end of the Fiscal Year, the City will cause an audit to be made of its Funds and Accounts for the preceding Fiscal Year by a certified public accountant or firm of certified public accountants.

Within 30 days after the completion of each such audit, a copy thereof shall be filed in the office of the Clerk, and a duplicate copy of the audit shall be mailed to the Purchaser. Such audit shall at all times during the usual business hours of the City be open to the examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or prospective Owner.

As soon as possible after the completion of the annual audit, the governing body of the City shall review such audit, and if the audit discloses that proper provision has not been made for all of the requirements of this Resolution, the City shall promptly cure such deficiency.

**Section 1002. Amendments.** The rights and duties of the City and the Owners, and the terms and provisions of the Bonds or of this Resolution, may be amended or modified at any time in any respect by resolution of the City with the written consent of the Owners of not less than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced by an instrument or instruments executed by such Owners and duly acknowledged or proved in the manner of a deed to be recorded, and such instrument or instruments shall be filed with the Clerk, but no such modification or alteration shall:

(a) extend the maturity of any payment of principal or interest due upon any Bond;

(b) effect a reduction in the amount which the City is required to pay as principal of or interest on any Bond;

(c) permit preference or priority of any Bond over any other Bond; or

(d) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of this Resolution.

01590 Any provision of the Bonds or of this Resolution may, howev-  
01591 er, be amended or modified by resolution duly adopted by the  
01592 governing body of the City at any time in any legal respect with  
01593 the written consent of the Owners of all of the Bonds at the  
01594 time Outstanding.

01595  
01596 Without notice to or the consent of any Owners, the City  
01597 may amend or supplement this Resolution for the purpose of cur-  
01598 ing any formal defect, omission, inconsistency or ambiguity  
01599 therein or in connection with any other change therein which is  
01600 not materially adverse to the interests of the Owners.

01601  
01602 Every amendment or modification of the provisions of the  
01603 Bonds or of this Resolution, to which the written consent of the  
01604 Owners is given, as above provided, shall be expressed in a  
01605 resolution adopted by the governing body of the City amending or  
01606 supplementing the provisions of this Resolution and shall be  
01607 deemed to be a part of this Resolution. A certified copy of  
01608 every such amendatory or supplemental resolution, if any, and a  
01609 certified copy of this Resolution shall always be kept on file  
01610 in the office of the Clerk, and shall be made available for  
01611 inspection by the Owner of any Bond or a prospective purchaser  
01612 or owner of any Bond authorized by this Resolution, and upon  
01613 payment of the reasonable cost of preparing the same, a certi-  
01614 fied copy of any such amendatory or supplemental resolution or  
01615 of this Resolution will be sent by the Clerk to any such Owner  
01616 or prospective Owner.

01617  
01618 Any and all modifications made in the manner hereinabove  
01619 provided shall not become effective until there has been filed  
01620 with the Clerk a copy of the resolution of the City hereinabove  
01621 provided for, duly certified, as well as proof of any required  
01622 consent to such modification by the Owners of the Bonds then  
01623 Outstanding. It shall not be necessary to note on any of the  
01624 Outstanding Bonds any reference to such amendment or modifica-  
01625 tion.

01626  
01627 The City shall furnish to the Paying Agent a copy of any  
01628 amendment to the Bonds or this Resolution which affects the  
01629 duties or obligations of the Paying Agent under this Resolution.

01630  
01631 **Section 1003. Notices, Consents and Other Instruments by**  
01632 **Owners.** Any notice, consent, request, direction, approval or  
01633 other instrument to be signed and executed by the Owners may be  
01634 in any number of concurrent writings of similar tenor and may be  
01635 signed or executed by such Owners in person or by agent appoint-  
01636 ed in writing. Proof of the execution of any such instrument or  
01637 of the writing appointing any such agent and of the ownership of  
01638 Bonds, if made in the following manner, shall be sufficient for  
01639 any of the purposes of this Resolution, and shall be conclusive  
01640 in favor of the City and the Paying Agent with regard to any  
01641 action taken, suffered or omitted under any such instrument,  
01642 namely:  
01643

01644 (a) The fact and date of the execution by any person  
01645 of any such instrument may be proved by a certificate of  
01646 any officer in any jurisdiction who by law has power to  
01647 make acknowledgements within such jurisdiction that the  
01648 person signing such instrument acknowledged before such  
01649 officer the execution thereof, or by affidavit of any wit-  
01650 ness to such execution.

01651  
01652 (b) The fact of ownership of Bonds, the amount or  
01653 amounts, numbers and other identification of Bonds, and the  
01654 date of holding the same shall be proved by the Bond Regis-  
01655 ter.

01656  
01657 In determining whether the Owners of the requisite princi-  
01658 pal amount of Bonds Outstanding have given any request, demand,  
01659 authorization, direction, notice, consent or waiver under this  
01660 Resolution, Bonds owned by the City shall be disregarded and  
01661 deemed not to be Outstanding under this Resolution, except that,  
01662 in determining whether the Owners shall be protected in relying  
01663 upon any such request, demand, authorization, direction, notice,  
01664 consent or waiver, only Bonds which the Owners know to be so  
01665 owned shall be so disregarded. Notwithstanding the foregoing,  
01666 Bonds so owned which have been pledged in good faith shall not  
01667 be disregarded as aforesaid if the pledgee establishes to the  
01668 satisfaction of the Owners the pledgee's rights so to act with  
01669 respect to such Bonds and that the pledgee is not the City.

01670  
01671 **Section 1004. Further Authority.** The officers and offi-  
01672 cials of the City, including the Mayor and Clerk, are hereby  
01673 authorized and directed to execute all documents and take such  
01674 actions as they may deem necessary or advisable in order to  
01675 carry out and perform the purposes of this Resolution and to  
01676 make ministerial alterations, changes or additions in the forego-  
01677 ing agreements, statements, instruments and other documents  
01678 herein approved, authorized and confirmed which they may ap-  
01679 prove, and the execution or taking of such action shall be con-  
01680 clusive evidence of such necessity or advisability.

01681  
01682 **Section 1005. Severability.** If any section or other part  
01683 of this Resolution is for any reason held invalid, the invalidi-  
01684 ty thereof shall not affect the validity of the other provisions  
01685 of this Resolution.

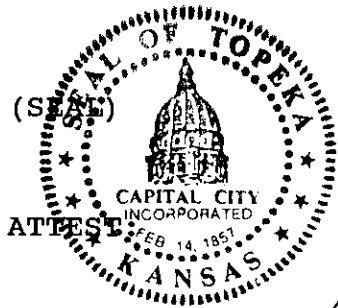
01686  
01687 **Section 1006. Governing Law.** This Resolution shall be  
01688 governed exclusively by and construed in accordance with the  
01689 applicable laws of the State.

01690  
01691 **Section 1007. Effective Date.** This Resolution shall take  
01692 effect and be in full force from and after its passage by the  
01693 Council of the City.

01694

01695 PASSED and approved by the Council of the City of Topeka,  
01696 Kansas, on March 13, 2001.

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CITY OF TOPEKA, KANSAS

*Joan Wagnon*  
\_\_\_\_\_  
Joan Wagnon, Mayor

*Iris E. Walker*  
\_\_\_\_\_  
Iris E. Walker, City Clerk

CERTIFICATE

I, the undersigned, hereby certify that the above and fore-  
going is a true and correct copy of the Resolution of the Coun-  
cil of the City of Topeka, Kansas, adopted by the Council at a  
regularly scheduled meeting held on March 13, 2001, as the same  
appears of record in my office, and that the Resolution has not  
been modified, amended or repealed and is in full force and  
effect as of this date.

DATED: March 13, 2001.

(SEAL)

\_\_\_\_\_  
Iris E. Walker, City Clerk

EXHIBIT A  
(FORM OF BOND)

01728  
01729  
01730

01731 Unless this certificate is presented by an authorized representa-  
01732 tive of The Depository Trust Company to the issuer or its agent  
01733 for registration of transfer, exchange or payment, and any  
01734 certificate issued is registered in the name of Cede & Co. or  
01735 such other name as requested by an authorized representative of  
01736 The Depository Trust Company and any payment is made to Cede &  
01737 Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR  
01738 OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered  
01739 owner hereof, Cede & Co., has an interest herein.

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UNITED STATES OF AMERICA  
STATE OF KANSAS  
COUNTY OF SHAWNEE  
CITY OF TOPEKA  
GENERAL OBLIGATION BOND  
SERIES 2001-A (PARKING GARAGE)

01748 No. R- \_\_\_\_\_ \$ \_\_\_\_\_

01749  
01750 Rate of Maturity Dated CUSIP \_\_\_\_\_  
01751 Interest: Date: Date: March 1, 2001

01752  
01753

Registered Owner:

01754  
01755

PRINCIPAL AMOUNT \_\_\_\_\_

01756

01757 The City of Topeka, in the County of Shawnee, State of  
01758 Kansas, (the "City") for value received acknowledges itself to  
01759 be indebted to and promises to pay, but solely from the sources  
01760 hereinafter pledged, to the registered owner identified above,  
01761 or registered assigns as hereinafter provided, on the maturity  
01762 date identified above, the principal amount identified above,  
01763 and in like manner to pay, as of the Record Dates as hereinafter  
01764 provided, interest on such principal amount from the date of  
01765 this Bond or from the most recent interest payment date to which  
01766 interest has been paid prior to the registration date set forth  
01767 below at the rate of interest per annum set forth above semiannu-  
01768 ally on February 15 and August 15 of each year (the "Interest  
01769 Payment Dates") commencing August 15, 2001, until said principal  
01770 amount is paid.

01771

01772 The principal of and premium, if any, on this Bond shall be  
01773 payable in lawful money of the United States of America at the  
01774 office of Treasurer of the State of Kansas, Topeka, Kansas, (the  
01775 "Paying Agent" and "Bond Registrar") upon presentation of this  
01776 Bond for payment and cancellation. The interest on this Bond  
01777 shall be payable in lawful money of the United States of America  
01778 by check or draft of the Paying Agent by mailing to the regis-  
01779 tered owner thereof at the address appearing on the registration  
01780 books of the City maintained by the Bond Registrar or at such  
01781 other address as is furnished in writing by such registered

01782 owner to the Bond Registrar at the close of business on the 1st  
01783 day of February or August of the applicable interest payment  
01784 date (the "Record Dates"). The full faith, credit and resources  
01785 of the City are hereby pledged for the payment of the principal  
01786 of and interest on this Bond and the issue of which it is a part  
01787 as the same respectively become due.  
01788

01789 THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE  
01790 REVERSE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT  
01791 AS THOUGH FULLY SET FORTH AT THIS PLACE.  
01792

01793 It is hereby certified and declared that all acts, condi-  
01794 tions and things required to be done and to exist precedent to  
01795 and in the issuance of this Bond have been properly done and  
01796 performed and do exist in due and regular form and manner as  
01797 required by the Constitution and Laws of the State of Kansas,  
01798 and that the total indebtedness of said City, including this  
01799 series of bonds, does not exceed any constitutional or statutory  
01800 limitation.  
01801

01802 This Bond shall not be valid or become obligatory for any  
01803 purpose until the Certificate of Authentication and Registration  
01804 hereon shall have been lawfully executed by the Bond Registrar.  
01805

01806 IN WITNESS WHEREOF, the said City of Topeka, in the State  
01807 of Kansas, by its governing body, has caused this Bond to be  
01808 executed by its Mayor and attested by its City Clerk by their  
01809 manual or facsimile signatures with its corporate seal to be  
01810 affixed or imprinted hereon, all as of the 1st day of March,  
01811 2001.

CITY OF TOPEKA, KANSAS

\_\_\_\_\_  
(manual or facsimile)  
Mayor

ATTEST: \_\_\_\_\_  
(manual or facsimile)  
City Clerk

(SEAL)

\*\*\*\*\*

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

01823 This Bond is one of the City of Topeka, Kansas, General  
01824 Obligation Bonds, Series 2001-A (Parking Garage) described in  
01825 the within mentioned Resolution.  
01826

01827 Registration Date: \_\_\_\_\_  
01828

OFFICE OF THE STATE TREASURER  
Topeka, Kansas,  
as Bond Registrar and Paying Agent

By \_\_\_\_\_

I.D.#: \_\_\_\_\_

\*\*\*\*\*

FURTHER TERMS AND PROVISIONS

01836  
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This Bond is one of a duly authorized series of Bonds of the City aggregating the principal amount of \$6,240,000 (the "Bonds") issued for the purposes set forth in Ordinance No. 17657 of the City (the "Ordinance"). This Bond and the series of Bonds of which it is a part are issued by the authority of and in full compliance with the provisions, restrictions and limitations of the Constitution and Laws of the State of Kansas, K.S.A. 10-101 to 125, inclusive, as amended, K.S.A. 12-1736 et seq. and all amendments thereof, acts supplemental thereto, the Ordinance, Resolution No. 7135 of the City (the "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.

The Bonds are issued in fully registered form in the denomination of \$5,000 each or authorized integral multiples thereof. This Bond may be exchanged at the principal office of the Bond Registrar for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations upon the terms set forth in the authorizing Ordinance and the Resolution.

At the option of the City, the Bonds maturing on or after August 15, 2010, may be called for redemption and payment prior to maturity on August 15, 2009, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar in such equitable manner as they shall designate), at the redemption price equal to the principal amount thereof with a premium of one percent of the principal amount redeemed, such premium to decline one-quarter of one percent (1/4 of 1%) each interest payment date thereafter until the redemption price shall equal 100%, plus accrued interest thereon to the date fixed for redemption and payment.

Each of the Bonds maturing on August 15, 2026, (the "2026 Term Bonds") shall also be subject to mandatory redemption and payment prior to maturity on August 15, 2022, and on each August 15 thereafter, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

Each of the Bonds maturing on August 15, 2031, (the "2031 Term Bonds") shall also be subject to mandatory redemption and payment prior to maturity on August 15, 2027, and on each August 15 thereafter, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

Bonds will be redeemed in integral multiples of \$5,000. If less than all Bonds are called for redemption, the Bond Registrar will, in the case of Bonds in denominations greater than

01890 \$5,000, treat each \$5,000 of face value as though it were a  
01891 separate Bond.

01892  
01893 In the event of any such redemption, the Paying Agent shall  
01894 give notice of such call by mailing a copy of the redemption  
01895 notice by first class mail, postage prepaid, not less than thir-  
01896 ty (30) days prior to the date of such redemption to the regis-  
01897 tered owner of each Bond to be redeemed at the address shown on  
01898 the registration books maintained by the Bond Registrar. Fail-  
01899 ure to give such notice by mailing to the registered owner of  
01900 any Bond, or any defect therein, shall not affect the validity  
01901 of any proceedings for the redemption of other Bonds. Any no-  
01902 tice mailed as provided herein shall be conclusively presumed to  
01903 have been duly given, whether or not the owner of such Bonds  
01904 received the notice.

01905  
01906 The City and the Bond Registrar may deem and treat the  
01907 person in whose name this Bond is registered as the absolute  
01908 owner hereof for the purpose of receiving payment of, or on  
01909 account of, the principal hereof, or redemption price hereof and  
01910 interest due hereon and for all other purposes.

01911  
01912 This Bond is transferable by the registered owner hereof in  
01913 person or by his attorney duly authorized in writing at the  
01914 principal office of the Bond Registrar, but only in the manner,  
01915 subject to the limitations and upon payment of the charges pro-  
01916 vided in the Ordinance, and upon surrender and cancellation of  
01917 this Bond. The City shall pay out of the proceeds of the Bonds  
01918 or from other funds all costs incurred in connection with the  
01919 issuance, transfer, exchange, registration, redemption or pay-  
01920 ment of the Bonds except (a) the reasonable fees and expenses in  
01921 connection with the replacement of a Bond or Bonds mutilated,  
01922 stolen, lost or destroyed or (b) any tax or other governmental  
01923 charge imposed in relation to the transfer, exchange, registra-  
01924 tion, redemption or payment of the Bonds. Upon such transfer a  
01925 replacement Bond or Bonds of authorized denominations of the  
01926 same maturity and for the same aggregate principal amount will  
01927 be issued to the transferee in exchange therefor.

01928 \*\*\*\*\*

01929 BOND ASSIGNMENT

01930  
01931 FOR VALUE RECEIVED, the undersigned does (do) hereby sell,  
01932 assign and transfer to

01933 \_\_\_\_\_  
01934 (Name and Address)  
01935 \_\_\_\_\_

01936  
01937 \_\_\_\_\_  
01938 (Social Security or Taxpayer Identifying No.)  
01939

01940 the Bond to which this assignment is affixed in the outstanding  
01941 principal amount of \$\_\_\_\_\_ standing in the name of the  
01942 undersigned on the books of the Treasurer of the State of Kansas  
01943 (the "Bond Registrar"). The undersigned does (do) hereby irrevoc-

01944 cably constitute and appoint \_\_\_\_\_ as  
01945 attorney to transfer said Bond on the books of said Bond Regis-  
01946 trar with full power of substitution in the premises.

01947  
01948 Dated \_\_\_\_\_

01949 \_\_\_\_\_  
01950 Name

01951  
01952 \_\_\_\_\_  
01953 Social Security or Taxpayer  
01954 Identifying No.

01955  
01956 \_\_\_\_\_  
01957 Signature (Sign Here Exactly as  
01958 Name(s) Appear on Face of  
01959 Certificate)

01960 Signature guaranty:

01961  
01962 By \_\_\_\_\_

01963 \*\*\*\*\*  
01964 CERTIFICATE OF CITY CLERK

01965  
01966 I, the undersigned, City Clerk of the City of Topeka,  
01967 Kansas, do hereby certify that this Bond has been duly regis-  
01968 tered in my office according to law as of March 1, 2001.

01969 WITNESS my hand and official seal.

01970  
01971  
01972 \_\_\_\_\_ (manual)  
01973 City Clerk

01974 (SEAL)

01975 \*\*\*\*\*  
01976

01977 CERTIFICATE OF STATE TREASURER

01978  
01979 OFFICE OF THE TREASURER, STATE OF KANSAS

01980  
01981 I, TIM SHALLENBURGER, Treasurer of the State of Kansas, do  
01982 hereby certify that a full and complete transcript of the pro-  
01983 ceedings leading up to the issuance of this Bond has been filed  
01984 in my office and that this Bond was registered in my office  
01985 according to law this \_\_\_\_\_.

01986 WITNESS my hand and official seal.

01987  
01988  
01989 TIM SHALLENBURGER  
01990 TREASURER OF THE STATE OF KANSAS

01991  
01992  
01993 By \_\_\_\_\_  
01994 Assistant State Treasurer

01995 (SEAL)

01996 \*\*\*\*\*

01997  
01998  
01999  
02000  
02001

EXHIBIT B  
(DTC LETTERS OF REPRESENTATIONS)



**Book-Entry-Only Municipal Notes**

**Letter of Representations**

[To be Completed by Issuer and Agent]

CITY OF TOPEKA, KANSAS

[Name of Issuer]

KANSAS STATE TREASURER

[Name of Agent]

March 13, 2001

[Date]

Attention: Underwriting Department  
**The Depository Trust Company**  
55 Water Street 19th Floor  
New York, NY 10041-0099

Re: \$6,240,000 City of Topeka, Kansas, General Obligation  
Bonds, Series 2001-A (Parking Garage), dated March 1, 2001

\_\_\_\_\_  
[Issue description (the "Securities")]

Ladies and Gentlemen:

This letter sets forth our understanding with respect to certain matters relating to the Securities. Agent shall act as trustee, paying agent, fiscal agent, or other agent of Issuer with respect to the Securities. The Securities have been issued pursuant to a trust indenture, note resolution, or other such document authorizing the issuance of the Securities dated March 1, 2001

(the "Document"). George K. Baum & Company, Kansas City is distributing the Securities  
[“Underwriter”] Missouri

through The Depository Trust Company (“DTC”).

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in

accordance with its Rules with respect to the Securities, Issuer and Agent, if any, make the following representations to DTC:

1. Prior to closing on the Securities on March 29, 2001, there shall be deposited with DTC one or more Security certificates registered in the name of DTC's nominee, Cede & Co., for each stated maturity of the Securities in the face amounts set forth on Schedule A hereto, the total of which represents 100% of the principal amount of such Securities. If, however, the aggregate principal amount of any maturity exceeds \$400 million, one certificate shall be issued with respect to each \$400 million of principal amount and an additional certificate shall be issued with respect to any remaining principal amount. Each Security certificate shall bear the following legend:

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

Issuer represents: *[Note: Issuer must represent one of the following, and shall ~~cross out~~ the other.]*

~~[The Security certificate(s) shall remain in Agent's custody as a "Balance Certificate" subject to the provisions of the Balance Certificate Agreement between Agent and DTC currently in effect.~~

~~On each day on which Agent is open for business and on which it receives an instruction originated by a DTC participant ("Participant") through DTC's Deposit/Withdrawal at Custodian ("DWAC") system to increase the Participant's account by a specified number of Securities (a "Deposit Instruction"), Agent shall, no later than 6:30 p.m. (Eastern Time) that day, either approve or cancel the Deposit Instruction through the DWAC system.~~

~~On each day on which Agent is open for business and on which it receives an instruction originated by a Participant through the DWAC system to decrease the Participant's account by a specified number of Securities (a "Withdrawal Instruction"), Agent shall, no later than 6:30 p.m. (Eastern Time) that day, either approve or cancel the Withdrawal Instruction through the DWAC system.~~

~~Agent agrees that its approval of a Deposit or Withdrawal Instruction shall be deemed to be the receipt by DTC of a new reissued or reregistered certificated Security on registration of transfer to the name of Cede & Co. for the quantity of Securities evidenced by the Balance Certificate after the Deposit or Withdrawal Instruction is effected.]~~

[The Security certificate(s) shall be custodied with DTC.]

2. Issuer: (a) understands that DTC has no obligation to, and will not, communicate to its Participants or to any person having an interest in the Securities any information contained in the Security certificate(s); and (b) acknowledges that neither DTC's Participants nor any person having an interest in the Securities shall be deemed to have notice of the provisions of the Security certificate(s) by virtue of submission of such certificate(s) to DTC.

3. In the event of any solicitation of consents from or voting by holders of the Securities, Issuer or Agent shall establish a record date for such purposes (with no provision for revocation of consents or votes by subsequent holders) and shall send notice of such record date to DTC no fewer than 15 calendar days in advance of such record date. Notices to DTC pursuant to this Paragraph by telecopy shall be directed to DTC's Reorganization Department, Proxy Unit at (212) 855-5181 or (212) 855-5182. If the party sending the notice does not receive a telecopy receipt from DTC confirming that the notice has been received, such party shall telephone (212) 855-5187. Notices to DTC pursuant to this Paragraph, by mail or by any other means, shall be sent to:

Supervisor, Proxy Unit  
Reorganization Department  
The Depository Trust Company  
55 Water Street 50th Floor  
New York, NY 10041-0099

4. The Securities are not subject to redemption prior to maturity.

5. All notices and payment advices sent to DTC shall contain the CUSIP number of the Securities.

6. In the event of a change in the interest rate, Agent shall send notice to DTC of such change and Agent shall indicate the stated coupon rate. Such notice, which shall include Agent's contact's name and telephone number, by telecopy shall be directed to DTC's Dividend Department at (212) 855-4555. If the party sending the notice does not receive a telecopy receipt from DTC confirming that the notice has been received, such party shall telephone (212) 855-4550. Notices to DTC pursuant to this Paragraph, by mail or by any other means, shall be sent to:

Manager, Announcements  
Dividend Department  
The Depository Trust Company  
55 Water Street 25th Floor  
New York, NY 10041-0099

7. Issuer or Agent shall provide a written notice of interest payment information, including stated coupon rate information, to DTC as soon as the information is available. Issuer or Agent shall provide such notice directly to DTC electronically, as previously arranged by Issuer or Agent. If electronic transmission has not been arranged, absent any other arrangements between Issuer or Agent and DTC, such information shall be sent by telecopy to DTC's Dividend Department at (212) 855-4555 or (212) 855-4556. If the party sending the notice does not receive a telecopy receipt from DTC confirming that the notice has been received, such party shall telephone (212) 855-4550. Notices to DTC pursuant to this Paragraph, by mail or by any other means, shall be sent to the address indicated in Paragraph 6.

8. Interest payments and principal payments that are part of periodic principal-and-interest payments shall be received by Cede & Co., as nominee of DTC, or its registered assigns in same-day funds, no later than 2:30 p.m. (Eastern Time) on the payment date. Issuer shall remit by 1:00 p.m. (Eastern Time) on the payment date all such interest payments due Agent, or at such earlier time as required by Agent to guarantee that DTC shall receive payment in same-day funds no later than 2:30 p.m. (Eastern Time) on the payment date. Absent any other arrangements between Issuer or Agent and DTC, such funds shall be wired to the Dividend Deposit Account number that will be stamped on the signature page hereof at the time DTC executes this Letter of Representations.

9. Issuer or Agent shall provide DTC's Dividend Department, no later than 12:00 noon (Eastern Time) on the payment date, automated notification of CUSIP-level detail. If circumstances prevent the funds paid to Cede & Co., as nominee of DTC, by 2:30 p.m. (Eastern Time) from equaling the dollar amount associated with the detail payments by 12:00 noon (Eastern Time), Issuer or Agent must provide CUSIP-level reconciliation to DTC no later than 2:30 p.m. (Eastern Time). Reconciliation must be provided by either automated means or written format. Such reconciliation notice, if sent by telecopy, shall be directed to DTC's Dividend Department at (212) 855-4633. Receipt by DTC of such reconciliation notice shall be confirmed by telephoning (212) 855-4430.

10. Maturity and redemption payments shall be received by Cede & Co., as nominee of DTC, or its registered assigns, in same-day funds no later than 2:30 p.m. (Eastern Time) on the payment date. Issuer shall remit by 1:00 p.m. (Eastern Time) on the payment date all such maturity and redemption payments due Agent, or at such earlier time as required by Agent to guarantee that DTC shall receive payment in same-day funds no later than 2:30 p.m. (Eastern Time) on the payment date. Absent any other arrangements between Issuer or Agent and DTC, such funds shall be wired to the Redemption Deposit Account number that will be stamped on the signature page hereof at the time DTC executes this Letter of Representations.

11. Reorganization payments and CUSIP-level detail resulting from corporate actions (such as tender offers, remarketings, or mergers) shall be received by Cede & Co., as nominee of DTC, or its registered assigns in same-day funds no later than 2:30 p.m. (Eastern Time) on the payment date. Issuer shall remit by 1:00 p.m. (Eastern Time) on the payment date all such reorganization payments due Agent, or at such earlier time as required by Agent to guarantee that DTC shall receive payment in same-day funds no later than 2:30 p.m. (Eastern Time) on the payment date. Absent any other arrangements between Issuer or Agent and DTC, such funds shall be wired to the Reorganization Deposit Account number that will be stamped on the signature page hereof at the time DTC executes this Letter of Representations.

12. DTC may direct Issuer or Agent to use any other telephone number or address as the number or address to which notices or payments may be sent.

13. In the event that Issuer determines that beneficial owners of Securities shall be able to obtain certificated Securities, Issuer or Agent shall notify DTC of the availability of Security certificates. In such event, Issuer or Agent shall issue, transfer, and exchange Security certificates in appropriate amounts, as required by DTC and others.

14. DTC may discontinue providing its services as securities depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent (at which time DTC will

confirm with Issuer or Agent the aggregate principal amount of Securities outstanding). Under such circumstances, at DTC's request Issuer and Agent shall cooperate fully with DTC by taking appropriate action to make available one or more separate certificates evidencing Securities to any Participant having Securities credited to its DTC accounts.

15. Nothing herein shall be deemed to require Agent to advance funds on behalf of Issuer.

16. This Letter of Representations may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all such counterparts together shall constitute but one and the same instrument.

17. This Letter of Representations is governed by, and shall be construed in accordance with, the laws of the State of New York, without giving effect to principles of conflicts of law.

18. The sender of each notice delivered to DTC pursuant to this Letter of Representations is responsible for confirming that such notice was properly received by DTC.

19. Issuer recognizes that DTC does not in any way undertake to, and shall not have any responsibility to, monitor or ascertain the compliance of any transactions in the Securities with the following, as amended from time to time: (a) any exemptions from registration under the Securities Act of 1933; (b) the Investment Company Act of 1940; (c) the Employee Retirement Income Security Act of 1974; (d) the Internal Revenue Code of 1986; (e) any rules of any self-regulatory organizations (as defined under the Securities Exchange Act of 1934); or (f) any other local, state, or federal laws or regulations thereunder.

20. Issuer hereby authorizes DTC to provide to Agent listings of DTC Participants' holdings, known as Security Position Listings ("SPLs") with respect to the Securities from time to time at the request of the Agent. DTC charges a fee for such SPLs. This authorization, unless revoked by Issuer, shall continue with respect to the Securities while any Securities are on deposit at DTC, until and unless Agent shall no longer be acting. In such event, Issuer shall provide DTC with similar evidence, satisfactory to DTC, of the authorization of any successor thereto so to act. Requests for SPLs shall be sent by telecopy to the Proxy Unit of DTC's Reorganization Department at (212) 855-5181 or (212) 855-5182. Receipt of such requests shall be confirmed by telephoning (212) 855-5202. Requests for SPLs, sent by mail or by any other means, shall be directed to the address indicated in Paragraph 3.

21. Issuer and Agent shall comply with the applicable requirements stated in DTC's Operational Arrangements, as they may be amended from time to time. DTC's Operational Arrangements are posted on DTC's website at "www.DTC.org."

22. The following riders, attached hereto, are hereby incorporated into this Letter of Representations:

NONE

---

Notes:

A. If there is an Agent (as defined in this Letter of Representations), Agent, as well as Issuer, must sign this Letter. If there is no Agent, in signing this Letter Issuer itself undertakes to perform all of the obligations set forth herein.

B. Schedule B contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

Very truly yours,

CITY OF TOPEKA, KANSAS  
[Issuer]

By: \_\_\_\_\_  
[Authorized Officer's Signature]

KANSAS STATE TREASURER  
[Agent]

By: \_\_\_\_\_  
[Authorized Officer's Signature]

Received and Accepted:  
THE DEPOSITORY TRUST COMPANY

cc: Underwriter  
Underwriter's Counsel

SCHEDULE A

\$6,240,000 City of Topeka, Kansas, General Obligation Bonds,

Series 2001-A (Parking Garage), dated March 1, 2001

[Describe Issue Including Issuer's Name]

<u>CUSIP Number</u>	<u>Principal Amount</u>	<u>Maturity Date</u>	<u>Interest Rate</u>
	\$130,000	08/15/2007	4.050%
	\$135,000	08/15/2008	4.150
	\$140,000	08/15/2009	4.200
	\$150,000	08/15/2010	4.300
	\$155,000	08/15/2011	4.400
	\$160,000	08/15/2012	4.400
	\$170,000	08/15/2013	4.500
	\$180,000	08/15/2014	4.600
	\$190,000	08/15/2015	4.700
	\$195,000	08/15/2016	4.800
	\$205,000	08/15/2017	5.000
	\$220,000	08/15/2018	5.000
	\$230,000	08/15/2019	5.000
	\$240,000	08/15/2020	5.000
	\$255,000	08/15/2021	5.000
(Term Bond)	\$1,505,000	08/15/2026	5.100
(Term Bond)	\$1,980,000	08/15/2031	5.125

## SCHEDULE B

### **SAMPLE OFFICIAL STATEMENT LANGUAGE DESCRIBING BOOK-ENTRY-ONLY ISSUANCE**

(Prepared by DTC -- bracketed material may be applicable only to certain issues)

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the securities (the "Securities"). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue, and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds \$400 million, one certificate will be issued with respect to each \$400 million of principal amount and an additional certificate will be issued with respect to any remaining principal amount of such issue.]

2. DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds securities that its participants ("Direct Participants") deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in Direct Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The Rules applicable to DTC and its Direct and Indirect Participants are on file with the Securities and Exchange Commission.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the security documents. Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners, or in the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of the notices be provided directly to them.]

[6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.]

7. Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the Securities. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from Issuer or Agent on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividends to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

[9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.]

10. DTC may discontinue providing its services as securities depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Security certificates are required to be printed and delivered.

11. Issuer may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.