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RESOLUTION NO. 7396

A RESOLUTION INTRODUCED BY MAYOR HARRY FELKER EXPRESSING THE INTENT OF THE CITY OF TOPEKA, KANSAS, TO ISSUE ITS HEALTH CARE REVENUE BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$17,890,000 TO BOTH FINANCE VARIOUS IMPROVEMENTS BENEFITING TALLGRASS PRAIRIE HOLDINGS, L.L.C., A KANSAS LIMITED LIABILITY COMPANY, AND PROMOTE, STIMULATE AND DEVELOP THE ECONOMIC WELFARE OF BOTH THE CITY AND THE STATE OF KANSAS.

WHEREAS, the City of Topeka, Kansas, (the "City") is authorized and empowered pursuant to the provisions of K.S.A. 12-1740 to 12-1749(d), inclusive, as amended (the "Act"), to both issue its health care revenue bonds to finance the cost of acquiring, constructing, furnishing and equipping certain facilities and enter into lease agreements with any person, firm or corporation for the use and acquisition of such facilities in order to promote, stimulate and develop the economic welfare and prosperity of both the City and the State of Kansas; and

WHEREAS, Tallgrass Prairie Holdings, L.L.C., a Kansas limited liability company, ("Tallgrass") has requested that the City issue its health care revenue bonds in one or more separate series in the maximum amount of Seventeen Million Eight Hundred Ninety Thousand Dollars (\$17,890,000) (the "Bonds") to finance the cost of acquiring, constructing, installing, furnishing and equipping certain facilities and improvements thereon the ("Project") to benefit Tallgrass; and

WHEREAS, the City does hereby find and determine it to be advisable and in the best interest of the City and its inhabitants that such Bonds of the City, as and in the maximum amount so requested, be authorized and issued to finance the Project; and

WHEREAS, such Bonds when, as and if issued by the City will be payable solely and only from the moneys and revenues received by the City from the fees charged and rentals received for the use of the Project and not from any other fund or source.

31 NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF
32 TOPEKA, SHAWNEE COUNTY, KANSAS, AS FOLLOWS:

33 Section 1. That the governing body of the City (the "Council") hereby finds and
34 determines that the Project will promote, stimulate and develop the general economic
35 welfare of the City and be in furtherance of the public purposes as set forth in the Act.

36 Section 2. That health care revenue bonds of the City in the maximum principal
37 amount of \$17,890,000 be issued in one or more separate series to finance the Project to be
38 leased to Tallgrass pursuant to and in accordance with the Act.

39 Section 3. That the terms of all ordinances, trust indentures, lease agreements and
40 other documents required in the issuance of the Bonds (the "Bond Documents") shall be as
41 agreed to by and between the City and Tallgrass. The selection of the purchaser of the
42 Bonds shall be the sole responsibility of Tallgrass.

43 Section 4. That the City officials are hereby directed and authorized to proceed with
44 the necessary negotiations relating to the Bond Documents with Tallgrass and with the
45 preparation of all other necessary documents relating thereto for final action by the Council
46 of the City. All terms and conditions of the Bonds and the sale thereof must be acceptable to
47 and approved by the Council of the City and Tallgrass.

48 Section 5. That the City Clerk and Nichols and Wolfe Chartered, bond counsel, are
49 hereby authorized and directed to prepare and cause to be filed and published, where
50 necessary, all statements and notices required by the provisions of both K.S.A. 12-1740 et
51 seq., as amended.

52 Section 6. That the City will not be liable or otherwise responsible for the payment
53 of any costs or expenses incurred by or in connection with the issuance of such Bonds.

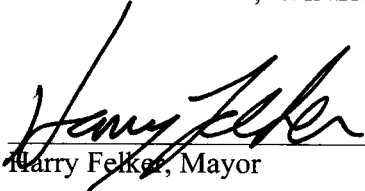
54 Section 7. That the issuance of the Bonds by the City shall, in addition to all other
55 requirements of the City, be subject to any limitations imposed upon the City by either feder-
56 al or Kansas law, including any regulations, rulings or executive orders which might
57 appertain thereto.

58 Section 8. That this Resolution shall be of force and effect immediately upon its
59 adoption and approval.

60 ADOPTED AND APPROVED THIS 7th day of October, 2003.

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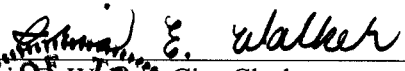
CITY OF TOPEKA, KANSAS



Harry Felker, Mayor

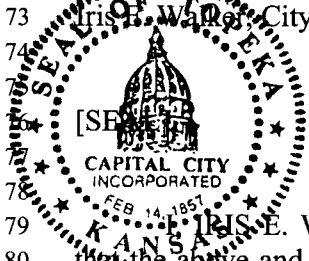
68 ATTEST:

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Iris E. Walker, City Clerk

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79 IRIS E. WALKER, City Clerk of the City of Topeka, Kansas, do hereby certify
80 that the above and foregoing is a true and correct copy of Resolution No. _____, adopted
81 and approved by the City Council on October ____, 2003.

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Iris E. Walker, City Clerk

