

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

RESOLUTION

OF

CITY OF TOPEKA, KANSAS

ADOPTED

NOVEMBER 7, 2006



\$13,670,000
GENERAL OBLIGATION BONDS
SERIES 2006-A

\$7,570,000
GENERAL OBLIGATION BONDS
SERIES 2006-B

46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98

RESOLUTION

TABLE OF CONTENTS

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms.....	<u>Page</u> 2
--	------------------

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds.....	7
Section 202. Description of the Bonds.....	7
Section 203. Designation of Paying Agent and Bond Registrar.....	9
Section 204. Method and Place of Payment of the Bonds.....	10
Section 205. Registration, Transfer and Exchange of Bonds.....	11
Section 206. Execution, Registration, Authentication and Delivery of Bonds....	11
Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.....	12
Section 208. Cancellation and Destruction of Bonds upon Payment.....	12
Section 209. Preliminary and Final Official Statement.....	13
Section 210. Sale of the Bonds.....	13
Section 211. Book-Entry Bonds; Securities Depository.....	13

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional and Mandatory Redemption by the City.....	14
Section 302. Selection of Bonds to be Redeemed.....	15
Section 303. Notice and Effect of Call for Redemption.....	16

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds.....	17
Section 402. Levy and Collection of Annual Tax.....	17

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS
DEPOSIT AND APPLICATION OF MONEYS

Section 501. Establishment of Funds and Account.....	18
Section 502. Disposition of Bond Proceeds.....	18
Section 503. Disposition of Other Monies.....	19
Section 504. Withdrawals from the Series 2006-A and 2006-B Project Accounts.....	19

99	Section 505. Surplus in the Series 2006-A and 2006-B Project Accounts.....	19
100	Section 506. Application of Moneys in Series 2006-A and	
101	2006-B Principal and Interest Accounts.....	19
102	Section 507. Application of Moneys in Series 2006-A and	
103	2006-B Rebate Funds.....	19
104	Section 508. Deposits and Investment of Moneys.....	20
105	Section 509. Nonpresentment of Bonds.....	20
106		
107	ARTICLE VI	
108		
109	DEFAULT AND REMEDIES	
110		
111	Section 601. Remedies.....	21
112	Section 602. Limitation on Rights of Owners.....	21
113	Section 603. Remedies Cumulative.....	21
114		
115	ARTICLE VII	
116		
117	DEFEASANCE	
118		
119	Section 701. Defeasance.....	22
120		
121	ARTICLE VIII	
122		
123	TAX COVENANTS	
124		
125	Section 801. General Covenants.....	22
126	Section 802. Rebate Covenants.....	23
127	Section 803. Survival of Covenants.....	23
128	Section 804. Qualified Tax-exempt Obligations.....	23
129		
130	ARTICLE IX	
131		
132	CONTINUING DISCLOSURE REQUIREMENTS	
133		
134	Section 901. Disclosure Requirements.....	23
135	Section 902. Failure to Comply with Continuing Disclosure Requirements.....	23
136		
137	ARTICLE X	
138		
139	MISCELLANEOUS PROVISIONS	
140		
141	Section 1001. Annual Audit.....	24
142	Section 1002. Amendments.....	24
143	Section 1003. Notices, Consents and Other Instruments by Owners.....	25
144	Section 1004. Further Authority.....	25
145	Section 1005. Severability.....	25
146	Section 1006. Governing Law.....	26
147	Section 1007. Effective Date.....	26
148	Passage.....	27
149	Signatures and Seal.....	27
150		
151	Exhibit A: Form of Bond	
152	Exhibit B: Letter of Representations	

153
154
155
156
157
158
159
160
161
162
163
164

RESOLUTION NO. 7882

165
166
167
168
169
170
171

A RESOLUTION INTRODUCED BY CITY MANAGER NORTON N. BONAPARTE, JR. PRESCRIBING THE FORM AND DETAILS OF BOTH THE GENERAL OBLIGATION BONDS, SERIES 2006-A AND SERIES 2006-B OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$21,240,000 THE ISSUANCE OF WHICH WERE AUTHORIZED BY THE CITY PURSUANT TO ITS ORDINANCE NO. 18744 ADOPTED AND APPROVED NOVEMBER 7, 2006; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

172
173
174
175
176
177

WHEREAS, the Governing Body of the City of Topeka, Kansas, (the "City") has caused certain internal improvements (the "Internal Improvements") to be made in the City under the authority of K.S.A. 12-685 *et seq.*, K.S.A. 12-6a01 *et seq.*, all as amended, the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No. 89 of the City (Section A12-1 of the Code of the City), and other provisions of the laws of the State of Kansas applicable thereto; and

178
179
180
181
182
183
184
185
186
187
188
189
190
191
192
193

WHEREAS, the City has authorized the construction of a city parking garage (the "Parking Garage Improvements") in the City under the authority of the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No. 89 of the City (Section A12-1 of the Code of the City) and other provisions of the laws of the State of Kansas applicable thereto; and

194
195
196
197
198
199
200
201
202
203
204
205

WHEREAS, the City has by its Ordinance No. 18744 adopted and approved November 7, 2006, (the "Ordinance") authorized the issuance of (1) its General Obligation Bonds, Series 2006-A in the aggregate principal amount of \$13,670,000 (the "Series 2006-A Bonds") under the authority of K.S.A. 12-685 *et seq.*, K.S.A. 12-6a01 *et seq.*, all as amended, the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No. 89 of the City (Section A12-1 of the Code of the City) 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 Internal Improvements and (2) its General Obligation Bonds, Series 2006-B in the aggregate principal amount of \$7,570,000 (the "Series 2006-B Bonds") (the "Series 2006-A Bonds and Series 2006-B Bonds are collectively referred to as the "Bonds") under the authority of the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No. 89 of the City (Section A12-1 of the Code of the City) 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 Parking Garage 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 Morgan Stanley DW Inc., Purchase, New York (the "Original Purchaser"); 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:

206 ARTICLE I

207
208 DEFINITIONS

209
210 **Section 101. Definitions of Words and Terms.** In addition to words and terms
211 identified elsewhere herein, the following words and terms as used in this Resolution shall have
212 the following meanings:

213
214 **"Arbitrage Instructions"** means the Arbitrage Instructions attached to the City's Federal
215 Tax Certificate dated as of the date of issuance and delivery of the Bonds, as the same may be
216 amended or supplemented in accordance with the provisions thereof.

217
218 **"Bond and Interest Fund"** means the Bond and Interest Fund of the City for its general
219 obligation bonds.

220
221 **"Bond Counsel"** means the firm of Nichols and Wolfe Chartered, or any other attorney
222 or firm of attorneys with a nationally recognized standing in the field of municipal bond financ-
223 ing as selected by the City.

224
225 **"Bond Payment Date"** means any date on which principal of or interest on any Bond is
226 payable.

227
228 **"Bond Register"** means the books for the registration, transfer and exchange of Bonds
229 kept at the office of the Bond Registrar.

230
231 **"Bond Registrar"** means the Treasurer of the State of Kansas, Topeka, Kansas, and any
232 successors and assigns thereto to the duties and responsibilities described in this Resolution and
233 in the related agreement between the City and the State Treasurer.

234
235 **"Bonds"** means the General Obligation Bonds, Series 2006-A and Series 2006-B,
236 authorized and issued by the City pursuant to the Ordinance.

237
238 **"Business Day"** means a day other than a Saturday, Sunday or holiday on which the
239 Paying Agent is scheduled in the normal course of its operations to be open to the public for
240 conduct of its operations.

241
242 **"Cede & Co."** means Cede & Co., as nominee name of The Depository Trust Company,
243 New York, New York and any successors or assigns thereto.

244
245 **"City"** means the City of Topeka, Kansas, the issuer of the Bonds.

246
247 **"Clerk"** means the duly appointed and/or elected Clerk of the City or, in the Clerk's
248 absence, the duly appointed Deputy Clerk or Acting Clerk of the City.

249
250 **"Code"** means the Internal Revenue Code of 1986, as amended.

251
252 **"Costs of Issuance"** means all costs of issuing the Bonds, including all publication,
253 printing, signing and mailing expenses in connection therewith, registration fees, financial
254 advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses
255 incurred in connection with compliance with the Code and with the Disclosure Certificate, all
256 expenses, if any, incurred in connection with receiving ratings on the Bonds.

257
258 **"Dated Date"** means November 28, 2006.

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

262 **"Defeasance Obligations"** means any of the following obligations:
263

264 (a) United States Government Obligations that are not subject to redemption in
265 advance of their maturity dates; or
266

267 (b) obligations of any state or political subdivision of any state, the interest on which
268 is excluded from gross income for federal income tax purposes and which meet the following
269 conditions:
270

271 (1) the obligations are (i) not subject to redemption prior to maturity or (ii) the trustee
272 for such obligations has been given irrevocable instructions concerning their calling and
273 redemption and the issuer of such obligations has covenanted not to redeem such obligations
274 other than as set forth in such instructions;
275

276 (2) the obligations are secured by cash or United States Government Obligations that
277 may be applied only to principal of, premium, if any, and interest payments on such obligations;
278

279 (3) such cash and the principal of and interest on such United States Government
280 Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the
281 obligations;
282

283 (4) such cash and United States Government Obligations serving as security for the
284 obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust; and
285

286 (5) such cash and United States Government Obligations are not available to satisfy
287 any other claims, including those against the trustee or escrow agent.
288

289 **"Disclosure Certificate"** means the Continuing Disclosure Certificate attached to the
290 City's Final Certificate as *Exhibit D* and included in the transcript of proceedings pertaining to
291 the issuance of the Bonds.
292

293 **"Event of Default"** means any of the following occurrences or events:
294

295 (a) Payment of the principal or the Redemption Price of any of the Bonds shall not be
296 made when the same shall become due and payable, either at Stated Maturity or by proceedings
297 for redemption or otherwise; or
298

299 (b) Payment of any installment of interest on any of the Bonds shall not be made on
300 the Interest Payment Date when the same shall become due; or
301

302 (c) The City shall default in the due and punctual performance of any other of the
303 covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on
304 the part of the City to be performed (other than relating to Rule 15c2-12 as defined in the
305 Disclosure Certificate), and such default shall continue for thirty (30) days after written notice
306 specifying such default and requiring same to be remedied shall have been given to the City by
307 the Owner of any of the Bonds then Outstanding.
308

309 **"Federal Tax Certificate"** means the certificate so named and included in the transcript
310 of proceedings pertaining to the issuance of the Bonds describing the investment and use of the
311 proceeds of the Bonds.
312

314
315
316
317
318
319
320
321
322
323
324
325
326
327
328
329
330
331
332
333
334
335
336
337
338
339
340
341
342
343
344
345
346
347
348
349
350
351
352
353
354
355
356
357
358
359
360
361
362
363
364
365
366
367

"Fiscal Year" means the twelve month period ending on December 31.

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

"Interest Payment Date(s)" means the Stated Maturity of an installment of interest on any Bond which shall be February 15 and August 15 of each year, commencing February 15, 2007.

"Internal Improvements" mean certain internal improvements constructed in the City in accordance with the legal authority as described in the recitals to this Resolution and in the Ordinance.

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

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

"Moody's" means Moody's Investors Service, Inc., New York, New York, and any successors or assigns to the Bond rating functions thereof which is deemed acceptable by the City and Bond Counsel.

"Original Purchaser" means, with respect to the Bonds, Morgan Stanley DW Inc., Purchase, New York.

"Ordinance" means Ordinance No. 18744 adopted and approved November 7, 2006, and published as required by law, pursuant to which the issuance of the Bonds has been authorized.

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

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

(b) Bonds deemed to be paid in accordance with the provisions of **Section 701** hereof; and

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

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

"Parking Garage Improvements" means construction of a city parking garage in the City in accordance with the legal authority as described in the recitals to this Resolution and in the Ordinance.

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

368 **"Paying Agent"** means the State Treasurer, and any successors and assigns thereof to the
369 duties and responsibilities described in this Resolution and in the related agreement between the
370 City and the State Treasurer.
371

372 **"Permitted Investments"** means: (a) investments authorized by K.S.A. 12-1675 and
373 amendments thereto; (b) the municipal investment pool established pursuant to K.S.A. 12-1677a,
374 and amendments thereto; (c) direct obligations of the United States Government or any agency
375 thereof; (d) the City's temporary notes issued pursuant to K.S.A. 10-123 and amendments
376 thereto; (e) interest-bearing time deposits in commercial banks located in the county or counties
377 in which the City is located; (f) obligations of the federal national mortgage association, federal
378 home loan banks or the federal home loan mortgage corporation; (g) repurchase agreements for
379 securities described in (c) or (f); (h) investment agreements with or other obligations of a finan-
380 cial institution the obligations of which at the time of investment are rated in either of the three
381 highest rating categories by Moody's, Inc. or Standard & Poor's; (i) investments in shares or units
382 of a money market fund or trust the portfolio of which is comprised entirely of securities
383 described in (c) or (f); (j) receipts evidencing ownership interests in securities or portions thereof
384 described in (c) or (f); (k) municipal bonds or other obligations issued by any municipality of the
385 State as defined in K.S.A. 10-1101 which are general obligations of the municipality issuing the
386 same; or (l) bonds of any municipality of the States as defined in K.S.A. 10-1101 which have
387 been refunded in advance of their maturity and are fully secured as to payment of principal and
388 interest thereon by deposit in trust, under escrow agreement with a bank, of securities described
389 in (c) or (f). No Permitted Investment shall include any derivative investment instrument whose
390 market price is derived from the fluctuating value of an underlying asset, index, currency, futures
391 contract, including futures, options and collateralized mortgage obligations.
392

393 **"Person"** means any natural person, as well as any corporation, partnership, joint
394 venture, association, firm, joint-stock company, trust, unincorporated organization, or
395 government or any agency or political subdivision thereof or other public body.
396

397 **"Purchase Price"** means the purchase price of the Bonds as set forth in the *Bid Proposal*
398 *for Purchase of the Bonds* as submitted by the Original Purchaser and accepted by the City, plus
399 accrued interest to the date of delivery.
400

401 **"Record Dates"** means, for the interest payable on any Interest Payment Date, the first
402 day (whether or not a Business Day) of each month of such Interest Payment Date.
403

404 **"Redemption Date"** means when used with respect to any Bond to be redeemed, the
405 date fixed for the redemption of such Bond pursuant to the terms of this Resolution.
406

407 **"Redemption Price"** means when used with respect to any Bond to be redeemed the
408 price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including
409 the applicable redemption premium, if any, but excluding installments of interest whose Stated
410 Maturity is on or before the Redemption Date.
411

412 **"Replacement Bonds"** means Bonds issued to the beneficial owners of the Bonds in
413 accordance with **Section 211** hereof.
414

415 **"Representation Letter"** means the Blanket Issuer Letter of Representations from the
416 City to the Securities Depository with respect to the Bonds, substantially in the form attached to
417 this Resolution as *Exhibit B*.
418

419 **"Resolution"** means this resolution relating to the Bonds, and any Supplemental
420 Resolution.
421

422 **"Securities Depository"** means, initially, The Depository Trust Company, New York,
423 New York, and any successors and assigns.

424
425 **"Series 2006-A Bonds"** means the City's General Obligation Bonds, Series 2006-A
426 issued pursuant to the Ordinance.

427
428 **"Series 2006-A Principal and Interest Account"** means the Principal and Interest
429 Account for the City of Topeka, Kansas, General Obligation Bonds, Series 2006-A, created
430 herein within the City's Bond and Interest Fund.

431
432 **"Series 2006-A Project Account"** means the Project Account for the Internal
433 Improvements in the treasury of the City, created herein.

434
435 **"Series 2006-A Rebate Fund"** means the Rebate Fund for the City of Topeka, Kansas,
436 General Obligation Bonds, Series 2006-A, created herein.

437
438 **"Series 2006-B Bonds"** means the City's General Obligation Bonds, Series 2006-B
439 issued pursuant to the Ordinance.

440
441 **"Series 2006-B Capitalized Interest Account"** means the Capitalized Interest Account
442 for the City of Topeka, Kansas, General Obligation Bonds, Series 2006-B, created herein.

443
444 **"Series 2006-B Principal and Interest Account"** means the Principal and Interest
445 Account for the City of Topeka, Kansas, General Obligation Bonds, Series 2006-B, created
446 herein within the City's Bond and Interest Fund.

447
448 **"Series 2006-B Project Account"** means the Project Account for the Parking Garage
449 Improvements in the treasury of the City, created herein.

450
451 **"Series 2006-B Rebate Fund"** means the Rebate Fund for the City of Topeka, Kansas,
452 General Obligation Bonds, Series 2006-B, created herein.

453
454 **"Special Record Date"** means the date fixed by the Paying Agent pursuant to **Section**
455 **204** hereof for the payment of Defaulted Interest.

456
457 **"Standard & Poor's"** means Standard & Poor's Ratings Services, a Division of The
458 McGraw Hill Companies, Inc., New York, New York and any successors or assigns to the Bond
459 rating functions thereof which is deemed acceptable by the City and Bond Counsel.

460
461 **"State"** means the State of Kansas.

462
463 **"State Treasurer"** means the duly elected Treasurer or, in the Treasurer's absence, the
464 duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas and any successors
465 or assigns.

466
467 **"Stated Maturity"** means (i) with respect to any Bond principal payment, the date on
468 which payment of principal is due and payable on any Bond, as specified on that Bond and in
469 this Resolution, and (ii) with respect to any Interest Payment, each February 15 and August 15 of
470 the year in which any Bond is Outstanding, beginning February 15, 2007.

471
472 **"Term Bonds"** means the Series 2006-B Bonds scheduled to mature in the year 2036.

473
474 **"Treasurer"** means the duly appointed and/or elected Treasurer of the City or, in the
475 Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the City.

476
477
478
479
480
481
482
483
484
485
486
487
488
489
490
491
492
493
494
495
496
497
498
499
500
501
502
503
504
505
506
507
508
509
510
511
512
513

"United States Government Obligations" means bonds, notes, certificates of indebtedness, U.S. Treasury or other securities consisting of direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States of America, including evidences of a direct ownership interest in the future interest or principal payment on obligations issued by the United States of America (including the interest component of obligations of the Resolution Funding Corporation).

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds. There shall be issued and hereby are authorized and directed to be issued (1) General Obligation Bonds, Series 2006-A, of the City in the aggregate principal amount of \$13,670,000 for the purpose of providing funds to pay the costs of the Internal Improvements as described in the Ordinance, in accordance with K.S.A. 12-685 et seq., K.S.A. 12-6a01 et seq., Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended, the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No. 89 of the City (Sections A12-1 of the Code of the City) and other provisions of the laws of the State of Kansas applicable thereto and (2) General Obligation Bonds, Series 2006-B, of the City in the aggregate principal amount of \$7,570,000 for the purpose of providing funds to pay the costs of the Parking Garage Improvements as described in the Ordinance, in accordance with the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No. 89 of the City (Sections A12-1 of the Code of the City), Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended, and other provisions of the laws of the State of Kansas applicable thereto.

Section 202. Description of the Bonds. The Bonds shall consist of fully registered bonds in the denominations of \$5,000 or any integral multiple thereof and shall be numbered in such manner as the Bond Registrar shall determine. All of the Bonds shall be dated November 28, 2006, shall become due in the amounts on the Stated Maturities (subject to redemption and payment prior to their Stated Maturities as provided in Article III hereof), and shall bear interest at the rates per annum as follows:

(REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK)

514
515
516
517
518
519
520
521
522
523
524
525
526
527
528
529
530
531
532
533
534
535
536
537
538
539
540
541
542
543
544
545
546
547
548
549
550
551
552
553
554
555
556
557

SERIES 2006-A BONDS

<u>MATURITY</u> <u>(August 15)</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>INTEREST</u> <u>RATE</u>
SERIAL BONDS		
2007	\$605,000	4.000%
2008	470,000	4.000
2009	490,000	4.000
2010	510,000	4.000
2011	530,000	4.000
2012	550,000	4.000
2013	575,000	4.000
2014	595,000	4.000
2015	620,000	4.000
2016	645,000	4.000
2017	670,000	4.000
2018	700,000	4.000
2019	725,000	4.000
2020	755,000	4.000
2021	785,000	4.125
2022	820,000	4.125
2023	850,000	4.125
2024	885,000	4.250
2025	925,000	4.250
2026	965,000	4.250

SERIES 2006-B BONDS

<u>MATURITY</u> <u>(August 15)</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>INTEREST</u> <u>RATE</u>
SERIAL BONDS		
2008	\$140,000	4.000%
2009	145,000	4.000
2010	155,000	4.000
2011	160,000	4.000

(CONTINUED ON NEXT PAGE)

(CONTINUED FROM PREVIOUS PAGE)

558
559
560
561
562
563
564
565
566
567
568
569
570
571
572
573
574
575
576
577
578
579
580
581
582
583
584
585
586
587
588
589
590
591
592
593
594
595
596
597
598
599
600
601
602
603
604
605
606
607
608
609
610
611

2012	\$165,000	4.000%
2013	170,000	4.000
2014	180,000	4.000
2015	185,000	4.000
2016	195,000	4.000
2017	200,000	4.000
2018	210,000	4.000
2019	215,000	4.000
2020	225,000	4.000
2021	235,000	4.125
2022	245,000	4.125
2023	255,000	4.125
2024	265,000	4.250
2025	275,000	4.250
2026	290,000	4.250
2027	300,000	4.250
2028	315,000	4.250
2029	325,000	4.375
2030	340,000	4.375
2031	355,000	4.375
2032	370,000	4.375
2033	390,000	4.375
2034	405,000	4.375

TERM BONDS

2036	\$860,000	4.375%
------	-----------	--------

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

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

Section 203. Designation of Paying Agent and Bond Registrar. The Treasurer of the State of Kansas, Topeka, Kansas, is hereby designated as the Paying Agent for the payment of principal of and interest on the Bonds and as Bond Registrar with respect to the registration, transfer and exchange of Bonds. The Mayor and Clerk of the City are hereby authorized and empowered to execute on behalf of the City an agreement with the Bond Registrar and Paying Agent for the Bonds.

The City will at all times maintain a Paying Agent and Bond Registrar meeting the qualifications herein described for the performance of the duties hereunder. The City reserves

612 the right to appoint a successor Paying Agent or Bond Registrar by (1) filing with the Paying
613 Agent or Bond Registrar then performing such function a certified copy of the proceedings
614 giving notice of the termination of such Paying Agent or Bond Registrar and appointing a
615 successor, and (2) causing notice of appointment of the successor Paying Agent and Bond
616 Registrar to be given by first class mail to each Owner. No resignation or removal of the Paying
617 Agent or Bond Registrar shall become effective until a successor has been appointed and has
618 accepted the duties of Paying Agent or Bond Registrar.

619
620 Every Paying Agent or Bond Registrar appointed hereunder shall at all times meet the
621 requirements of K.S.A. 10-501 *et seq.* and K.S.A. 10-620 *et seq.*, respectively.

622
623 **Section 204. Method and Place of Payment of the Bonds.** The principal of, or
624 Redemption Price, if any, and interest on the Bonds shall be payable in any coin or currency
625 which, on the respective dates of payment thereof, is legal tender for the payment of public and
626 private debts.

627
628 The principal or Redemption Price of each Bond shall be paid at Maturity to the Person in
629 whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presen-
630 tation and surrender of such Bond at the principal corporate trust office of the Paying Agent.

631
632 The interest payable on each Bond on any Interest Payment Date shall be paid to the
633 Owner of such Bond as shown on the Bond Register at the close of business on the Record Date
634 for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner
635 shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000
636 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon
637 written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the
638 Record Date for such interest, containing the electronic transfer instructions including the bank
639 (which shall be in the continental United States) ABA routing number and account number to
640 which such Owner wishes to have such transfer directed.

641
642 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with
643 respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record
644 Date and shall be payable to the Owner in whose name such Bond is registered at the close of
645 business on the Special Record Date for the payment of such Defaulted Interest, which Special
646 Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the
647 Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond
648 and the date of the proposed payment (which date shall be at least 30 days after receipt of such
649 notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an
650 amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted
651 Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the
652 date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a
653 Special Record Date for the payment of such Defaulted Interest which shall be not more than 15
654 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall
655 promptly notify the City of such Special Record Date and, in the name and at the expense of the
656 City, shall cause notice of the proposed payment of such Defaulted Interest and the Special
657 Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond
658 entitled to such notice at the address of such Owner as it appears on the Bond Register not less
659 than 10 days prior to such Special Record Date.

660
661 The Paying Agent shall keep a record of payment of principal and Redemption Price of
662 and interest on all Bonds and at least annually shall forward a copy or summary of such records
663 to the City.

665 **Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants that,
666 as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the
667 office of the Bond Registrar as herein provided. Each Bond when issued shall be registered in
668 the name of the Owner thereof on the Bond Register.
669

670 Bonds may be transferred and exchanged only on the Bond Register as provided in this
671 Section. Upon surrender of any Bond at the principal corporate trust office of the Bond Regis-
672 trar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds in any
673 authorized denomination of the same Stated Maturity and in the same aggregate principal
674 amount as the Bond that was presented for transfer or exchange.
675

676 Bonds presented for transfer or exchange shall be accompanied by a written instrument or
677 instruments of transfer or authorization for exchange, in a form and with guarantee of signature
678 satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly
679 authorized agent.
680

681 In all cases in which the privilege of transferring or exchanging Bonds is exercised, the
682 Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this
683 Resolution. The City shall pay the fees and expenses of the Bond Registrar for the registration,
684 transfer and exchange of Bonds provided for by this Resolution and the cost of printing a
685 reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred
686 in the secondary market, other than fees of the Bond Registrar, are the responsibility of the
687 Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification
688 number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient
689 to pay any governmental charge required to be paid as a result of such failure. In compliance
690 with Section 3406 of the Code, such amount may be deducted by the Paying Agent from
691 amounts otherwise payable to such Owner hereunder or under the Bonds.
692

693 The City and the Bond Registrar shall not be required (a) to register the transfer or
694 exchange of any Bond that has been called for redemption after notice of such redemption has
695 been mailed by the Bond Registrar pursuant to **Section 303** hereof and during the period of 15
696 days next preceding the date of mailing of such notice of redemption; or (b) to register the
697 transfer or exchange of any Bond during a period beginning at the opening of business on the
698 day after receiving written notice from the City of its intent to pay Defaulted Interest and ending
699 at the close of business on the date fixed for the payment of Defaulted Interest pursuant to
700 **Section 204** hereof.
701

702 The City and the Paying Agent may deem and treat the Person in whose name any Bond
703 is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is
704 overdue or not, for the purpose of receiving payment of, or on account of, the principal or
705 Redemption Price of and interest on said Bond and for all other purposes. All payments so made
706 to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge
707 the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the
708 Paying Agent shall be affected by any notice to the contrary.
709

710 At reasonable times and under reasonable regulations established by the Bond Registrar,
711 the Bond Register may be inspected and copied by the Owners of 10% or more in principal
712 amount of the Bonds then Outstanding or any designated representative of such Owners whose
713 authority is evidenced to the satisfaction of the Bond Registrar.
714

715 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.** Each
716 of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially
717 delivered, shall be executed for and on behalf of the City by the manual or facsimile signature of
718 the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the City

719 shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and
720 directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds
721 to be registered in the office of the Clerk, which registration shall be evidenced by the manual or
722 facsimile signature of the Clerk with the seal of the City affixed thereto or imprinted thereon.
723 The Bonds shall also be registered in the office of the State Treasurer, which registration shall be
724 evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State
725 Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on
726 any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall
727 nevertheless be valid and sufficient for all purposes, as if such person had remained in office
728 until delivery. Any Bond may be signed by such persons who at the actual time of the execution
729 of such Bond are the proper officers to sign such Bond although at the date of such Bond such
730 persons may not have been such officers.

731
732 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially in the
733 form attached hereto as *Exhibit A* hereof, which shall be manually executed by an authorized
734 officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or
735 employee sign the *Certificate of Authentication* on all of the Bonds that may be issued hereunder
736 at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be
737 valid or obligatory for any purpose unless and until such *Certificate of Authentication* has been
738 duly executed by the Bond Registrar. Such executed *Certificate of Authentication* upon any
739 Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered
740 under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the
741 Original Purchaser upon instructions of the City or its representative.

742
743 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.** If (a) any mutilated Bond is
744 surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of
745 the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond
746 Registrar such security or indemnity as may be required by each of them, then, in the absence of
747 notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide
748 purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall
749 authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or
750 stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.

751
752 If any such mutilated, destroyed, lost or stolen Bond has become or is about to become
753 due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.

754
755 Upon the issuance of any new Bond under this Section, the City may require the payment
756 by the Owner of a sum sufficient to cover any tax or other governmental charge that may be
757 imposed in relation thereto and any other expenses (including the fees and expenses of the Bond
758 Registrar) connected therewith.

759
760 Every new Bond issued pursuant to this Section shall constitute a replacement of the prior
761 obligation of the City, and shall be entitled to all the benefits of this Resolution equally and
762 ratably with all other Outstanding Bonds.

763
764 **Section 208. Cancellation and Destruction of Bonds Upon Payment.** All Bonds that
765 have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either
766 at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment,
767 redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance
768 with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate
769 in duplicate describing the Bonds so cancelled and destroyed and shall file an executed
770 counterpart of such certificate with the City.

772 **Section 209. Preliminary and Final Official Statement.** The *Preliminary Official*
773 *Statement* dated October 30, 2006, is hereby ratified and approved. For the purpose of enabling
774 the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities
775 and Exchange Commission, the City hereby deems the information regarding the City contained
776 in the *Preliminary Official Statement* to be "final" as of its date, except for the omission of such
777 information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the City are
778 hereby authorized, if requested, to provide the Original Purchaser a letter or certification to such
779 effect and to take such other actions or execute such other documents as such officers in their
780 reasonable judgment deem necessary to enable the Original Purchaser to comply with the
781 requirement of such Rule.

782
783 The final *Official Statement* is hereby authorized to be prepared by supplementing,
784 amending and completing the *Preliminary Official Statement*, with such changes and additions
785 thereto as are necessary to conform to and describe the transaction. The Mayor is hereby
786 authorized to execute the final *Official Statement* as so supplemented, amended and completed,
787 and the use and public distribution of the final *Official Statement* by the Original Purchaser in
788 connection with the reoffering of the Bonds is hereby authorized. The proper officials of the
789 City are hereby authorized to execute and deliver a certificate pertaining to such *Official*
790 *Statement* as prescribed therein, dated as of the date of payment for and delivery of the Bonds.

791
792 The City agrees to provide to the Original Purchaser within seven business days of the
793 date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the Original
794 Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange
795 Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking
796 Board.

797
798 **Section 210. Sale of the Bonds.** The sale of the Bonds to the Original Purchaser is
799 hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original Purchaser as
800 soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.

801
802 **Section 211. Book-Entry Bonds; Securities Depository.**

803
804 (a) The Bonds shall initially be registered to Cede & Co., the nominee for the
805 Securities Depository, and no beneficial owner will receive certificates representing its
806 respective interests in the Bonds, except in the event the Bond Registrar issues Replacement
807 Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds,
808 the Securities Depository will make book-entry transfers among its Participants and receive and
809 transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants
810 until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the
811 beneficial owners as described in subsection (b).

812
813 (b) (1) If the City determines (A) that the Securities Depository is unable to properly
814 discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as
815 a securities depository and registered clearing agency under the Securities and Exchange Act of
816 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any
817 Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the
818 beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from
819 Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the
820 records of the Securities Depository (and certified to such effect by the Securities Depository),
821 that the continuation of a book-entry system to the exclusion of any Bonds being issued to any
822 Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the
823 Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and
824 of the availability of certificates to Owners requesting the same, and the Bond Registrar shall
825 register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or

826 their nominees in principal amounts representing the interest of each, making such adjustments
827 as it may find necessary or appropriate as to accrued interest and previous calls for redemption;
828 provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the
829 City, with the consent of the Bond Registrar, may select a successor securities depository in
830 accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all
831 references to the Securities Depository herein shall relate to the period of time when the
832 Securities Depository has possession of at least one Bond. Upon the issuance of Replacement
833 Bonds, all references herein to obligations imposed upon or to be performed by the Securities
834 Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to the
835 extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns
836 and the City, the Bond Registrar or Owners are unable to locate a qualified successor of the
837 Securities Depository in accordance with **Section 211(c)** hereof, then the Bond Registrar shall
838 authenticate and cause delivery of Replacement Bonds to Owners, as provided herein. The Bond
839 Registrar may rely on information from the Securities Depository and its Participants as to the
840 names of the beneficial owners of the Bonds. The cost of printing, registration, authentication
841 and delivery of Replacement Bonds shall be paid for by the City.

842
843 (c) In the event the Securities Depository resigns, is unable to properly discharge its
844 responsibilities, or is no longer qualified to act as a securities depository and registered clearing
845 agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a
846 successor Securities Depository provided the Bond Registrar and the City receive written
847 evidence with respect to the ability of the successor Securities Depository to discharge its
848 responsibilities. Any such successor Securities Depository shall be a securities depository which
849 is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or
850 other applicable statute or regulation that operates a securities depository upon reasonable and
851 customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall
852 cause the delivery of Bonds to the successor Securities Depository in appropriate denominations
853 and form as provided herein.

854
855 (d) The execution and delivery of the Representation Letter to DTC by the Mayor of
856 the City in the form attached hereto as Exhibit B with such changes, omissions, insertions and
857 revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the
858 Representation Letter by the Mayor shall be conclusive evidence of such approval. The
859 Representation Letter shall set forth certain matters with respect to, among other things, notices,
860 consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments
861 on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder
862 as it has with respect to its actions under this Resolution.

863 ARTICLE III

864 REDEMPTION OF BONDS

865
866
867
868 **Section 301. Optional Redemption by City.** The Bonds maturing prior to August 15,
869 2012, shall become due without the option of prior payment. The Bonds maturing on or after
870 August 15, 2012, may be called for redemption and payment prior to maturity on August 15,
871 2011, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be
872 selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar
873 in such equitable manner as they shall designate), at the redemption price equal to the principal
874 amount thereof with a redemption premium of one percent of the principal amount redeemed,
875 such redemption premium to decline one-quarter of one percent (1/4 of 1%) each Interest
876 Payment Date thereafter, plus accrued interest thereon to the date fixed for redemption and
877 payment.

878

879 (b) Mandatory Redemption. The Term Bonds shall be subject to mandatory redemption
880 and payment prior to Stated Maturity pursuant to the mandatory redemption requirements of this
881 Section at a Redemption Price equal to 100% of the principal amount thereof plus accrued
882 interest to the Redemption Date. The taxes levied in Article IV hereof which are to be deposited
883 into the Principal and Interest Account shall be sufficient to redeem, and the City shall redeem
884 on August 15 in each year, the following principal amounts of such Term Bonds:

885
886 SERIES 2006-B TERM BONDS

887
888

889 <u>Principal</u>	890 <u>Year</u>
891 \$420,000	892 2035

893 (leaving \$440,000 to mature August 15, 2036)
894
895

896 At its option, to be exercised on or before the 45th day next preceding any mandatory
897 Redemption Date, the City may: (1) deliver to the Paying Agent for cancellation Term Bonds
898 subject to mandatory redemption on said mandatory Redemption Date, in any aggregate
899 principal amount desired; or (2) furnish the Paying Agent funds, together with appropriate
900 instructions, for the purpose of purchasing any Term Bonds subject to mandatory redemption on
901 said mandatory Redemption Date from any Owner thereof whereupon the Paying Agent shall
902 expend such funds for such purpose to such extent as may be practical; or (3) receive a credit
903 with respect to the mandatory redemption obligation of the City under this Section for any Term
904 Bonds subject to mandatory redemption on said mandatory Redemption Date which, prior to
905 such date, have been redeemed (other than through the operation of the mandatory redemption
906 requirements of this subsection (b)) and cancelled by the Paying Agent and not theretofore
907 applied as a credit against any redemption obligation under this subsection (b). Each Term Bond
908 so delivered or previously purchased or redeemed shall be credited at 100% of the principal
909 amount thereof on the obligation of the City to redeem Term Bonds of the same Stated Maturity
910 on such mandatory Redemption Date, and any excess of such amount shall be credited on future
911 mandatory redemption obligations for Term Bonds of the same Stated Maturity in chronological
912 order, and the principal amount of Term Bonds to be redeemed by operation of the requirements
913 of this Section shall be accordingly reduced. If the City intends to exercise any option granted
914 by the provisions of clauses (1), (2) or (3) above, the City will, on or before the 45th day next
915 preceding each mandatory Redemption Date, furnish the Paying Agent a written certificate
916 indicating to what extent the provisions of said clauses (1), (2) and (3) are to be complied with,
917 with respect to such mandatory redemption payment.

918
919 **Section 302. Selection of Bonds to be Redeemed.** Bonds shall be redeemed only in the
920 principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of
921 the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be
922 redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such
923 equitable manner as the Bond Registrar may determine.

924
925 In the case of a partial redemption of Bonds by lot when Bonds of denominations greater
926 than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each
927 \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of
928 \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value
929 represented by any Bond is selected for redemption, then upon notice of intention to redeem such
930 \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and
931 surrender such Bond to the Bond Registrar: (1) for payment of the Redemption Price and
932 interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption,

933 and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the
934 aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If
935 the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and
936 exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption
937 date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent
938 only).
939

940 **Section 303. Notice and Effect of Call for Redemption.** In the event the City desires
941 to call the Bonds for redemption prior to maturity, written notice of such intent shall be provided
942 to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior
943 to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and
944 shall give notice of such redemption as herein provided upon receipt by it of the City's written
945 notice at least 45 days prior to the Redemption Date. If the Bonds are refunded more than 90
946 days in advance of such Redemption Date, any escrow agreement entered into by the City in
947 connection with such refunding shall provide that such written instructions to the Paying Agent
948 shall be given by the escrow agent on behalf of the City not more than 90 days prior to the
949 Redemption Date. The Paying Agent may in its discretion waive such notice period so long as
950 the notice requirements set forth in **Section 303** are met.
951

952 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give
953 written notice of the redemption of said Bonds on a specified date, the same being described by
954 maturity, said notice to be mailed by United States first class mail addressed to the Owners of
955 said Bonds to be redeemed and to the Original Purchaser of the Bonds, each of said notices to be
956 mailed not less than 30 days prior to the date fixed for redemption. The City and Bond Registrar
957 shall also give such additional notice as may be required by Kansas law or regulations of the
958 Securities and Exchange Commission in effect as of the date of such notice.
959

960 All official notices of redemption shall be dated and shall contain the following
961 information:
962

963 (a) the Redemption Date;

964 (b) the Redemption Price;

965 (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in
966 the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be
967 redeemed;

968 (d) a statement that on the Redemption Date the Redemption Price will become due
969 and payable upon each such Bond or portion thereof called for redemption and that interest
970 thereon shall cease to accrue from and after the Redemption Date; and
971

972 (e) the place where such Bonds are to be surrendered for payment of the Redemption
973 Price, which shall be the principal office of the Paying Agent.
974

975 The failure of any Owner to receive notice given as heretofore provided or an immaterial
976 defect therein shall not invalidate any redemption.
977

978 Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of
979 money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be
980 redeemed on such Redemption Date.
981

982 Official notice of redemption having been given as aforesaid, the Bonds or portions of
983 Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption
984
985
986

987 Price therein specified, and from and after the Redemption Date (unless the City defaults in the
988 payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest.
989 Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption
990 Price shall be payable as herein provided for payment of interest. Upon surrender for any partial
991 redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same
992 Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have
993 been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as
994 provided herein and shall not be reissued.
995

996 The Paying Agent is also directed to comply with any mandatory or voluntary standards
997 then in effect for processing redemptions of municipal securities established by the State or the
998 Securities Exchange Commission. Failure to comply with such standards shall not affect or
999 invalidate the redemption of any Bond.

1000
1001 ARTICLE IV

1002 SECURITY FOR AND PAYMENT OF BONDS
1003

1004
1005
1006 **Section 401. Security for the Bonds.** The Bonds shall be general obligations of the
1007 City. The Series 2006-A Bonds shall be payable as to both principal and interest in part from
1008 special assessments levied upon specially benefited property and, if not so paid, from ad valorem
1009 taxes which may be levied without limitation upon all the taxable tangible property, real and
1010 personal, within the territorial limits of the City. The balance of the principal of and interest on
1011 the Series 2006-A Bonds and all of the principal of and interest on the Series 2006-B Bonds is
1012 payable from ad valorem taxes which may be levied without limitation as to rate or amount upon
1013 all the taxable tangible property, real and personal, within the territorial limits of the City. The
1014 full faith, credit and resources of the City are hereby irrevocably pledged for the prompt payment
1015 of the principal of and interest on the Bonds as the same become due.
1016

1017 **Section 402. Levy and Collection of Annual Tax.** The governing body of the City
1018 shall annually make provision for the payment of principal of, redemption premium, if any, and
1019 interest on the Bonds as the same become due by levying and collecting the necessary taxes upon
1020 all of the taxable tangible property within the City in the manner provided by law.
1021

1022 The taxes referred to above shall be extended upon the tax rolls in each of the several
1023 years, respectively, and shall be levied and collected at the same time and in the same manner as
1024 the other ad valorem taxes of the City are levied and collected. The proceeds derived from said
1025 taxes shall be deposited in the Series 2006-A Principal and Interest Account and Series 2006-B
1026 Principal and Interest Account, shall be kept separate and apart from all other funds of the City
1027 and shall be used solely for the payment of the principal of, redemption premium, if any, and
1028 interest on the Series 2006-A and 2006-B Bonds, respectively, as and when the same become
1029 due, taking into account the fees and expenses of the Bond Registrar and Paying Agent.
1030

1031 If at any time said taxes are not collected in time to pay the principal of or interest on the
1032 Bonds when due, the Treasurer is hereby authorized and directed to pay said principal or interest
1033 out of the general funds of the City and to reimburse said general funds for money so expended
1034 when said taxes are collected.
1035
1036

1037 ARTICLE V
1038

1039 ESTABLISHMENT OF FUNDS AND ACCOUNTS
1040 DEPOSIT AND APPLICATION OF MONEYS
1041

1042 **Section 501. Establishment of Funds and Accounts.** Simultaneously with the issuance
1043 of the Bonds, there shall be created within the treasury of the City the following funds and
1044 accounts:

1045 (a) In the treasury of the City, the " Series 2006-A Project Account";

1046 (b) In the treasury of the City, the "Series 2006-B Project Account";

1047 (c) In the City's Bond and Interest Fund, the "Principal and Interest Account for the
1048 City of Topeka, Kansas, General Obligation Bonds, Series 2006-A (the "Series 2006-A Principal
1049 and Interest Account");

1050 (d) In the City's Bond and Interest Fund, the "Principal and Interest Account for the
1051 City of Topeka, Kansas, General Obligation Bonds, Series 2006-B (the "Series 2006-B Principal
1052 and Interest Account");

1053 (e) In the City's Series 2006-B Project Account, the "Capital Interest Account for the
1054 City of Topeka, Kansas, General Obligation Bonds, Series 2006-B (the "Series 2006-B
1055 Capitalized Interest Account);

1056 (f) In the treasury of the City, the Rebate Fund for the City of Topeka, Kansas,
1057 General Obligation Bonds, Series 2006-A (the " Series 2006-A Rebate Fund"); and

1058 (g) In the treasury of the City, the Rebate Fund for the City of Topeka, Kansas,
1059 General Obligation Bonds, Series 2006-B (the "Series 2006-B Rebate Fund").

1060 The Funds and Accounts established herein shall be administered in accordance with the
1061 provisions of this Resolution so long as the Bonds are Outstanding.

1062 **Section 502. Disposition of Bond Proceeds.** The proceeds of the Bonds, upon
1063 issuance and delivery thereof, shall be deposited as follows:

1064 (a) Proceeds of the Series 2006-A Bonds in the amount of \$6,730,567.41 shall be
1065 deposited in the Series 2006-A Project Account;

1066 (b) Proceeds of the Series 2006-A Bonds in the amount of \$6,836,412.73 shall be
1067 deposited with the Treasurer of the State of Kansas for the redemption of a portion of the City's
1068 Temporary Notes, Series 2005, on November 29, 2006;

1069 (c) Proceeds of the Series 2006-B Bonds in the amount of \$954,214.52 shall be
1070 deposited in the Series 2006-B Project Account, upon issuance and delivery thereof;

1071 (d) Proceeds of the Series 2006-B Bonds in the amount of \$227,552.08 shall be
1072 deposited in the Series 2006-B Capitalized Interest Account; and

1073 (e) Proceeds of the Series 2006-B Bonds in the amount of \$6,282,398.88 shall be
1074 deposited with the State Treasurer for the redemption of a portion of the City's Temporary
1075 Notes, Series 2005, on November 29, 2006.

1091 **Section 503. Disposition of Other Moneys.**
1092

1093 (a) That concurrently with the issuance and delivery of the Bonds, the City shall
1094 deposit with the Treasurer of the State of Kansas \$4,994,055.22, for the redemption of a portion
1095 of the City’s Temporary Notes, Series 2005, on November 29, 2006.
1096

1097 **Section 504. Withdrawals from the Series 2006-A and 2006-B Project Accounts.**

1098 The Treasurer shall make withdrawals from the Series 2006-A Project Account solely for the
1099 purpose of paying costs and expenses of the Internal Improvements and paying the Costs of
1100 Issuance for the Series 2006-A Bonds. The Treasurer shall make withdrawals from the Series
1101 2006-B Project Account solely for the purpose of paying costs and expenses of the Parking
1102 Garage Improvements and paying the Costs of Issuance for the Series 2006-B Bonds. Such
1103 withdrawals shall be made only on due authorization by the governing body of the City.
1104

1105 **Section 505. Surplus in the Series 2006-A and 2006-B Project Accounts.**

1106 All moneys remaining in the Series 2006-A Project Account after the completion of the Internal
1107 Improvements, as determined by the governing body of the City, shall be transferred
1108 immediately to the Series 2006-A Principal and Interest Account and applied to the next
1109 installment of principal due on the Series 2006-A Bonds from which such surplus moneys
1110 remain. All moneys remaining in the Series 2006-B Project Account after the completion of the
1111 Parking Garage Improvements, as determined by the governing body of the City, shall be
1112 transferred immediately to the Series 2006-B Principal and Interest Account and applied to the
1113 next installment of principal due on the series of Series 2006-B Bonds from which such surplus
1114 moneys remain.
1115

1116 **Section 506. Application of Moneys in Series 2006-A and 2006-B Principal and**

1117 **Interest Accounts.** All amounts paid and credited to the Series 2006-A and 2006-B Principal
1118 and Interest Accounts shall be expended and used by the City for the sole purpose of paying the
1119 principal or Redemption Price of and interest on the Series 2006-A Bonds and Series 2006-B
1120 Bonds, respectively, as and when the same become due and the usual and customary fees and
1121 expenses of the Bond Registrar and Paying Agent. The Treasurer is authorized and directed to
1122 withdraw from the Series 2006-A and 2006-B Principal and Interest Accounts sums sufficient to
1123 pay principal or Redemption Price of and interest on the Series 2006-A Bonds and Series 2006-B
1124 Bonds, respectively, and the fees and expenses of the Bond Registrar and Paying Agent as and
1125 when the same become due, and to forward such sums to the Paying Agent in a manner which
1126 ensures that the Paying Agent will receive immediately available funds in such amounts on or
1127 before the Business Day immediately preceding the dates when such principal or Redemption
1128 Price, interest and fees of the Bond Registrar and Paying Agent will become due. If, through the
1129 lapse of time or otherwise, the Owners of Bonds are no longer entitled to enforce payment of the
1130 Bonds or the interest thereon, the Paying Agent shall return said funds to the City. All moneys
1131 deposited with the Paying Agent shall be deemed to be deposited in accordance with and subject
1132 to all of the provisions contained in this Resolution and shall be held in trust by the Paying Agent
1133 for the benefit of the Owners of the Bonds entitled to payment from such moneys.
1134

1135 Any moneys or investments remaining in the Series 2006-A and 2006-B Principal and
1136 Interest Accounts after the retirement of the indebtedness for which the Series 2006-A Bonds and
1137 Series 2006-B Bonds, respectively, were issued shall be transferred and paid into the Bond and
1138 Interest Fund of the City.
1139

1140 **Section 507. Application of Moneys in the Series 2006-A and 2006-B Rebate Funds.**

1141 (a) There shall be deposited in the Series 2006-A Rebate Fund and Series 2006-B
1142 Rebate Fund such amounts as are required to be deposited therein pursuant to the Arbitrage
1143 Instructions. All money at any time deposited in the Series 2006-A and 2006-B Rebate Funds
1144

1145 shall be held in trust, to the extent required to pay rebatable arbitrage to the United States of
1146 America, and neither the City nor the Owner of any Series 2006-A or 2006-B Bond shall have
1147 any rights in or claim to such money. All amounts deposited into or on deposit in the Series
1148 2006-A and 2006-B Rebate Funds shall be governed by this Section and the Arbitrage
1149 Instructions.

1150
1151 (b) The City shall periodically determine the rebatable arbitrage, if any, under Section
1152 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make
1153 payments to the United States of America at the times and in the amounts determined under the
1154 Arbitrage Instructions. Any moneys remaining in the Series 2006-A Rebate Fund after
1155 redemption and payment of all of the Series 2006-A Bonds and payment and satisfaction of any
1156 rebatable arbitrage, or provision made therefor, shall be deposited into the Series 2006-A
1157 Principal and Interest Account of the City. Any moneys remaining in the Series 2006-B Rebate
1158 Fund after redemption and payment of all of the Series 2006-B Bonds and payment and
1159 satisfaction of any rebatable arbitrage, or provision made therefor, shall be deposited into the
1160 Series 2006-B Principal and Interest Account of the City.

1161
1162 (c) Notwithstanding any other provision of this Resolution, including in particular
1163 Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and
1164 to comply with all other requirements of this Section and the Arbitrage Instructions shall survive
1165 the defeasance or payment in full of the Bonds.

1166
1167 (d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond
1168 Counsel, such amendment or replacement will not adversely affect the exclusion from gross
1169 income for federal income tax purposes of interest on the Bonds.

1170
1171 **Section 508. Deposits and Investment of Moneys.** Moneys in each of the Funds and
1172 Accounts shall be invested in accordance with the requirements of K.S.A. 10-131, as amended.
1173 All such investments constituting deposits shall be continuously and adequately secured by the
1174 financial institutions holding such deposits as provided by the laws of the State. All moneys held
1175 in the Funds and Accounts shall be kept separate and apart from all other funds of the City so
1176 that there shall be no commingling of such funds with any other funds of the City.

1177
1178 Moneys held in the funds and accounts herein created or established in conjunction with
1179 the issuance of the Bonds may be invested by the City in Permitted Investments or in other
1180 investments allowed by Kansas law in such amounts and maturing at such times as shall
1181 reasonably provide for moneys to be available when required in said accounts or funds;
1182 provided, however, that no such investment shall be made for a period extending longer than to
1183 the date when the moneys invested may be needed for the purpose for which such fund or
1184 account was created. All interest on any Permitted Investment held in any fund or account
1185 (except amounts required to be deposited in the Series 2006-A Rebate Fund and 2006-B Rebate
1186 Fund in accordance with the Arbitrage Instructions) shall accrue to and become a part of such
1187 fund or account; provided, however, that interest earned on investments of moneys held in the
1188 Series 2006-A and 2006-B Project Accounts may, at the direction of the governing body of the
1189 City, be paid and credited to the Series 2006-A and 2006-B Principal and Interest Accounts,
1190 respectively, and used to pay interest on the Series 2006-A and 2006-B Bonds, respectively. In
1191 determining the amount held in any fund or account under the provisions of the Resolution,
1192 Permitted Investments shall be valued at their par value or at their then current redemption value,
1193 whichever is lower.

1194
1195 **Section 509. Nonpresentment of Bonds.** If any Bond is not presented for payment
1196 when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have
1197 been made available to the Paying Agent, all liability of the City to the Owner thereof for the
1198 payment of such Bond shall forthwith cease, determine and be completely discharged, and

1199 thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for
1200 interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted
1201 exclusively to such funds for any claim of whatever nature on his part under this Resolution or
1202 on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years
1203 after such principal or interest has become due and payable, such funds shall be paid to the City;
1204 and all liability of the Paying Agent to the Owner thereof for the payment of such Bond shall
1205 forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent
1206 under this Section to pay any such funds to the City shall be subject to any provisions of law
1207 applicable to the Paying Agent or to such funds providing other requirements for disposition of
1208 unclaimed property.

1209 1210 ARTICLE VI

1211 1212 DEFAULT AND REMEDIES

1213
1214 **Section 601. Remedies.** The provisions of the Resolution, including the covenants and
1215 agreements herein contained, shall constitute a contract between the City and the Owners of the
1216 Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less
1217 than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the
1218 equal benefit and protection of all Owners of Bonds similarly situated:

1219
1220 (a) by mandamus or other suit, action or proceedings at law or in equity to enforce
1221 the rights of such Owner or Owners against the City and its officers, agents and employees, and
1222 to require and compel duties and obligations required by the provisions of the Resolution or by
1223 the Constitution and laws of the State;

1224
1225 (b) by suit, action or other proceedings in equity or at law to require the City, its
1226 officers, agents and employees to account as if they were the trustees of an express trust; and

1227
1228 (c) by suit, action or other proceedings in equity or at law to enjoin any acts or things
1229 which may be unlawful or in violation of the rights of the Owners of the Bonds.

1230
1231 **Section 602. Limitation on Rights of Owners.** The covenants and agreements of the
1232 City contained herein and in the Bonds shall be for the equal benefit, protection, and security of
1233 the Owners of any or all of the Bonds, all of which Bonds shall be equal rank and without
1234 preference or priority of one Bond over any other Bond in the application of the funds herein
1235 pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as
1236 to rate of interest, date of maturity and right of prior redemption as provided in this Resolution.
1237 No one or more Owners secured hereby shall have any right in any manner whatever by its
1238 action to affect, disturb or prejudice the security granted and provided for herein, or to enforce
1239 any right hereunder, except in the manner herein provided, and all proceedings at law or in
1240 equity shall be instituted, had and maintained for the equal benefit of all Owners of Outstanding
1241 Bonds.

1242
1243 **Section 603. Remedies Cumulative.** No remedy conferred herein upon the Owners is
1244 intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in
1245 addition to every other remedy and may be exercised without exhausting and without regard to
1246 any other remedy conferred herein. No waiver of any default or breach of duty or contract by the
1247 Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract
1248 or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise
1249 any right or power accruing upon any default shall impair any such right or power or shall be
1250 construed to be a waiver of any such default or acquiescence therein. Every substantive right
1251 and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced
1252 and exercised from time to time and as often as may be deemed expedient. If action or

1253 proceedings taken by any Owner on account of any default or to enforce any right or exercise
1254 any remedy has been discontinued or abandoned for any reason, or shall have been determined
1255 adversely to such Owner, then, and in every such case, the City and the Owners of the
1256 Outstanding Bonds shall be restored to their former positions and rights hereunder, respectively,
1257 and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action
1258 or other proceedings had been brought or taken.
1259

1260 ARTICLE VII

1261 DEFEEASANCE

1262
1263
1264
1265 **Section 701. Defeasance.** When any or all of the Bonds or scheduled interest payments
1266 thereon have been paid and discharged, then the requirements contained in this Resolution and
1267 the pledge of the City's faith and credit hereunder and all other rights granted hereby shall
1268 terminate with respect to the Bonds or scheduled interest payments thereon so paid and dis-
1269 charged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and
1270 discharged within the meaning of this Resolution if there has been deposited with the Paying
1271 Agent, or other commercial bank or trust company located in the State and having full trust
1272 powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest pay-
1273 ments thereon, in trust for and irrevocably appropriated thereto, moneys and/or Defeasance
1274 Obligations which, together with the interest to be earned on any such Defeasance Obligations,
1275 will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the
1276 Stated Maturity or Redemption Date, or if default in such payment has occurred on such date,
1277 then to the date of the tender of such payments; provided, however, that if any such Bonds are to
1278 be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and
1279 (2) either notice of such redemption has been given, or the City has given irrevocable
1280 instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the
1281 Bond Registrar to give such notice of redemption in compliance with **Section 303** of this
1282 Resolution. Any money and Defeasance Obligations that at any time shall be deposited with the
1283 Paying Agent or other commercial bank or trust company by or on behalf of the City, for the
1284 purpose of paying and discharging any of the Bonds, shall be and are hereby assigned,
1285 transferred and set over to the Paying Agent or other bank or trust company in trust for the
1286 respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably
1287 appropriated to the payment and discharge thereof. All money and Defeasance Obligations
1288 deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited
1289 in accordance with and subject to all of the provisions of this Resolution.
1290

1291 ARTICLE VIII

1292 TAX COVENANTS

1293 **Section 801. General Covenants.**

1294
1295
1296
1297 (a) The City covenants and agrees that (1) it will comply with all applicable
1298 provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the
1299 exclusion from gross income for federal income tax purposes of the interest on the Bonds and (2)
1300 it will not use or permit the use of any Bond proceeds or any other funds of the City in a manner
1301 which would adversely affect the exclusion from gross income of the interest on the bonds, and
1302 (3) will not take or permit any other action, or fail to take any action, if any such action or failure
1303 to take action would adversely effect the exclusion from gross income of the interest on the
1304 Bonds. The City will, in addition, adopt such other ordinances or resolutions and take such other
1305 actions as may be necessary to comply with the Code and with all other applicable future laws,
1306 regulations, published rulings and judicial decisions, in order to ensure that the interest on the

1307 Bonds will remain excluded from federal gross income, to the extent any such actions can be
1308 taken by the City.

1309
1310 (b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as
1311 soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are
1312 issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of
1313 the Bonds or any other funds of the City in any manner, and will not take or omit to take any
1314 action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a)
1315 of the Code.

1316
1317 (c) The City covenants and agrees that it will not use any portion of the proceeds of
1318 the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a
1319 manner that would cause any Bond to be a "private activity bond" within the meaning of Section
1320 141(a) of the Code.

1321
1322 **Section 802. Rebate Covenant.** The City covenants and agrees that it will pay, or
1323 provide for the payment of, from time to time all amounts required to be rebated to the United
1324 States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall
1325 survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended
1326 or replaced if, in the opinion of Bond Counsel such amendment or replacement will not
1327 adversely affect the exclusion from gross income for federal income tax purposes of interest on
1328 the Bonds.

1329
1330 **Section 803. Survival of Covenants.** The covenants contained in this Article shall
1331 remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article
1332 VII hereof or any other provision of this Resolution until the final maturity date of all Bonds
1333 Outstanding.

1334
1335 **Section 804. Qualified Tax-exempt Obligations.** The Bonds are not designated as
1336 "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

1337 1338 ARTICLE IX

1339 1340 CONTINUING DISCLOSURE REQUIREMENTS

1341
1342 **Section 901. Disclosure Requirements.** The City hereby covenants with the Original
1343 Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and
1344 disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure
1345 Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the
1346 benefit of and enforceable by the Original Purchaser and such Beneficial Owners.

1347
1348 **Section 902. Failure to Comply with Continuing Disclosure Requirements.** In the
1349 event the City fails to comply in a timely manner with its covenants contained in the preceding
1350 section, the Original Purchaser and/or any such Beneficial Owner may make demand for such
1351 compliance by written notice to the City. In the event the City does not remedy such
1352 noncompliance within 10 days of receipt of such written notice, the Original Purchaser or any
1353 such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce
1354 compliance by a suit or suits in equity for the specific performance of such covenant or
1355 agreement contained in the preceding section or for the enforcement of any other appropriate
1356 legal or equitable remedy as the Original Purchaser and/or any such Beneficial Owner shall deem
1357 effectual to protect and enforce any of the duties of the City under such preceding section.

1358
1359

1360 ARTICLE X

1361 MISCELLANEOUS PROVISIONS

1362
1363
1364 **Section 1001. Annual Audit.** Annually, promptly after the end of the Fiscal Year, the
1365 City will cause an audit to be made of its funds and accounts for the preceding Fiscal Year by a
1366 certified public accountant or firm of certified public accountants.
1367

1368 Within 30 days after the completion of each such audit, a copy thereof shall be filed in
1369 the office of the Clerk, and a duplicate copy of the audit shall be mailed to the Original Purchas-
1370 er. Such audit shall at all times during the usual business hours of the City be open to the
1371 examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or
1372 on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and
1373 mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or
1374 prospective Owner.
1375

1376 As soon as possible after the completion of the annual audit, the governing body of the
1377 City shall review such audit, and if the audit discloses that proper provision has not been made
1378 for all of the requirements of this Resolution, the City shall promptly cure such deficiency.
1379

1380 **Section 1002. Amendments.** The rights and duties of the City and the Owners, and the
1381 terms and provisions of the Bonds or of this Resolution, may be amended or modified at any
1382 time in any respect by resolution of the City with the written consent of the Owners of not less
1383 than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced
1384 by an instrument or instruments executed by such Owners and duly acknowledged or proved in
1385 the manner of a deed to be recorded, and such instrument or instruments shall be filed with the
1386 Clerk, but no such modification or alteration shall:
1387

- 1388 (a) extend the maturity of any payment of principal or interest due upon any Bond;
- 1389
- 1390 (b) effect a reduction in the amount which the City is required to pay as principal of
1391 or interest on any Bond;
- 1392
- 1393 (c) permit preference or priority of any Bond over any other Bond; or
- 1394
- 1395 (d) reduce the percentage in principal amount of Bonds required for the written
1396 consent to any modification or alteration of the provisions of this Resolution.
1397

1398 Any provision of the Bonds or of this Resolution may, however, be amended or modified
1399 by resolution duly adopted by the governing body of the City at any time in any legal respect
1400 with the written consent of the Owners of all of the Bonds at the time Outstanding.
1401

1402 With notice to or the consent of any Owners, the City may amend or supplement this
1403 Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity
1404 therein or in connection with any other change therein which is not materially adverse to the
1405 interests of the Owners.
1406

1407 Every amendment or modification of the provisions of the Bonds or of this Resolution, to
1408 which the written consent of the Owners is given, as above provided, shall be expressed in a
1409 resolution adopted by the governing body of the City amending or supplementing the provisions
1410 of this Resolution and shall be deemed to be a part of this Resolution. A certified copy of every
1411 such amendatory or supplemental resolution, if any, and a certified copy of this Resolution shall
1412 always be kept on file in the office of the Clerk, and shall be made available for inspection by the
1413 Owner of any Bond, or a prospective purchaser or owner of any Bond authorized by this

1414 Resolution, and upon payment of the reasonable cost of preparing the same, a certified copy of
1415 any such amendatory or supplemental resolution or of this Resolution will be sent by the Clerk to
1416 any such Owner or prospective Owner. A copy of every amendatory or supplemental resolution
1417 shall be sent to Moody's.
1418

1419 Any and all modifications made in the manner hereinabove provided shall not become
1420 effective until there has been filed with the Clerk a copy of the resolution of the City hereinabove
1421 provided for, duly certified, as well as proof of any required consent to such modification by the
1422 Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the
1423 Outstanding Bonds any reference to such amendment or modification.
1424

1425 The City shall furnish to the Bond Registrar and to the Paying Agent a copy of any
1426 amendment to the Bonds or this Resolution which affects the duties or obligations of the Bond
1427 Registrar or the Paying Agent under this Resolution.
1428

1429 **Section 1003. Notices, Consents and Other Instruments by Owners.** Any notice,
1430 consent, request, direction, approval or other instrument to be signed and executed by the
1431 Owners may be in any number of concurrent writings of similar tenor and may be signed or
1432 executed by such Owners in person or by agent appointed in writing. Proof of the execution of
1433 any such instrument or of the writing appointing any such agent and of the ownership of Bonds,
1434 if made in the following manner, shall be sufficient for any of the purposes of this Resolution,
1435 and shall be conclusive in favor of the City, the Bond Registrar and the Paying Agent with regard
1436 to any action taken, suffered or omitted under any such instrument, namely:
1437

1438 (a) The fact and date of the execution by any person of any such instrument may be
1439 proved by a certificate of any officer in any jurisdiction who by law has power to make
1440 acknowledgements within such jurisdiction that the person signing such instrument
1441 acknowledged before such officer the execution thereof, or by affidavit of any witness to such
1442 execution.
1443

1444 (b) The fact of ownership of Bonds, the amount or amounts, numbers and other
1445 identification of Bonds, and the date of holding the same shall be proved by the Bond Register.
1446

1447 In determining whether the Owners of the requisite principal amount of Bonds
1448 Outstanding have given any request, demand, authorization, direction, notice, consent or waiver
1449 under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be
1450 Outstanding under this Resolution, except that, in determining whether the Owners shall be
1451 protected in relying upon any such request, demand, authorization, direction, notice, consent or
1452 waiver, only Bonds which the Owners know to be so owned shall be so disregarded.
1453 Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not
1454 be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the
1455 pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.
1456

1457 **Section 1004. Further Authority.** The officers and officials of the City, including the
1458 Mayor and Clerk, are hereby authorized and directed to execute all documents and take such
1459 actions as they may deem necessary or advisable in order to carry out and perform the purposes
1460 of this Resolution and to make ministerial alterations, changes or additions in the foregoing
1461 agreements, statements, instruments and other documents herein approved, authorized and
1462 confirmed which they may approve, and the execution or taking of such action shall be con-
1463 clusive evidence of such necessity or advisability.
1464

1465 **Section 1005. Severability.** If any section or other part of this Resolution is for any
1466 reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of
1467 this Resolution.

1468
1469
1470
1471
1472
1473
1474
1475
1476

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

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

(REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK)

1477 PASSED and approved by the City of Topeka, Kansas, on November 7, 2006.

1478

1479

CITY OF TOPEKA, KANSAS

1480

1481

(SEAL)

1483

1484

William W. Bunten, Mayor

1485

ATTEST:

1487

1488

1489

1490

Iris E. Walker, City Clerk

1492

1493

CERTIFICATE

1495

1496

I, the undersigned, hereby certify that the above and foregoing is a true and correct copy of the Resolution of the Council of the City of Topeka, Kansas, adopted by the Council at a regularly scheduled meeting held on November 7, 2006, 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.

1497

1498

1499

1500

DATED: November 7, 2006.

1501

1502

1503

1504

1505

1506

Iris E. Walker, City Clerk

1507

1508

(SEAL)

1509

1510 EXHIBIT A
1511 (FORM OF BOND)
1512

1513 Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for
1514 registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other
1515 name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co.,
1516 ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS
1517 WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.
1518

1519 Financial Security Assurance Inc. ("Financial Security"), New York, New York, has delivered its municipal bond insurance
1520 policy with respect to the scheduled payments due of principal of and interest on this Bond to {insert name of paying agent},
1521 {city or county}, {state}, or its successor, as paying agent for the Bonds (the "Paying Agent"). Said Policy is on file and
1522 available for inspection at the principal office of the Paying Agent and a copy thereof may be obtained from Financial Security or
1523 the Paying Agent.
1524

1525 UNITED STATES OF AMERICA
1526 STATE OF KANSAS
1527 COUNTY OF SHAWNEE
1528 CITY OF TOPEKA
1529 GENERAL OBLIGATION BOND
1530 SERIES 2006-[A][B]
1531

1532 No. R-_____ \$ _____
1533

1534 Rate of Maturity Dated CUSIP _____
1535 Interest: Date: August 15, 20__ Date: November 28, 2006
1536

1537 Registered Owner:
1538

1539 PRINCIPAL AMOUNT _____
1540

1541 The City of Topeka, in the County of Shawnee, State of Kansas, (the "City") for value
1542 received acknowledges itself to be indebted to and promises to pay, but solely from the sources
1543 hereinafter pledged, to the registered owner identified above (the "Owner"), or registered assigns
1544 as hereinafter provided, on the maturity date identified above, the principal amount identified
1545 above, and in like manner to pay, as of the Record Dates as hereinafter provided, interest on such
1546 principal amount from the date of this Bond or from the most recent interest payment date to
1547 which interest has been paid prior to the registration date set forth below at the rate of interest per
1548 annum set forth above semiannually on February 15 and August 15 of each year (the "Interest
1549 Payment Dates") commencing February 15, 2007, until said principal amount is paid.
1550

1551 The principal of and redemption premium, if any, on this Bond shall be payable in lawful
1552 money of the United States of America at the office of the Treasurer of the State of Kansas,
1553 Topeka, Kansas, (the "Paying Agent" and "Bond Registrar") upon presentation of this Bond for
1554 payment and cancellation. The interest on this Bond shall be payable in lawful money of the
1555 United States of America by check or draft of the Paying Agent by mailing to the Owner thereof
1556 at the address appearing on the registration books of the City maintained by the Bond Registrar
1557 or at such other address as is furnished in writing by such registered owner to the Bond Registrar
1558 at the close of business on the 1st day of February or August of the applicable interest payment
1559 date (the "Record Dates"), or in the case of an interest payment to any Owner of **\$500,000** or
1560 more in aggregate principal amount of the Bonds, by electronic transfer to such Owner upon
1561 written notice given to the Paying Agent by such Owner not less than **15** days prior to the Record
1562 Date for such interest, containing the electronic transfer instructions including the bank (which
1563 shall be in the continental United States), ABA routing number and account number to which

1564 such Owner wishes to have such transfer directed. The full faith, credit and resources of the
1565 City are hereby pledged for the payment of the principal of and interest on this Bond and the
1566 issue of which it is a part as the same respectively become due.
1567

1568 THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE
1569 REVERSE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS
1570 THOUGH FULLY SET FORTH AT THIS PLACE.
1571

1572 It is hereby certified and declared that all acts, conditions and things required to be done
1573 and to exist precedent to and in the issuance of this Bond have been properly done and
1574 performed and do exist in due and regular form and manner as required by the Constitution and
1575 Laws of the State of Kansas, and that the total indebtedness of said City, including this series of
1576 bonds, does not exceed any constitutional or statutory limitation.
1577

1578 This Bond shall not be valid or become obligatory for any purpose until the Certificate of
1579 Authentication and Registration hereon shall have been lawfully executed by the Bond Registrar.
1580

1581 IN WITNESS WHEREOF, the said City of Topeka, in the State of Kansas, by its
1582 governing body, has caused this Bond to be executed by its Mayor and attested by its City Clerk
1583 by their manual signatures with its corporate seal to be affixed hereon, all as of the 28th day of
1584 November, 2006.
1585

1586 CITY OF TOPEKA, KANSAS

1587
1588 (manual)
1589 _____
1590 Mayor

1591
1592 ATTEST: (manual)
1593 _____
1594 City Clerk

1595 (SEAL)

1596 *****

1597 CERTIFICATE OF AUTHENTICATION AND REGISTRATION

1598 This Bond is one of the City of Topeka, Kansas, General Obligation Bonds, Series 2006-
1599 [A][B] described in the within mentioned Resolution.

1600 Registration Date: _____
1601

1602 OFFICE OF THE STATE TREASURER
1603 Topeka, Kansas,
1604 as Bond Registrar and Paying Agent
1605

1606 By _____
1607

1608 I.D.#: _____
1609

1610 *****

1611 FURTHER TERMS AND PROVISIONS

1612 This Bond is one of a duly authorized series of Bonds of the City aggregating the
1613 principal amount of [\$13,670,000][\$7,570,000] (the "Bonds") issued for the purposes set forth in
1614 Ordinance No. 18744 of the City (the "Ordinance"). This Bond and the series of Bonds of which
1615 it is a part are issued by the authority of and in full compliance with the provisions, restrictions
1616 and limitations of the Constitution and Laws of the State of Kansas, [including the home rule
1617 authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas
Constitution, K.S.A. 10-101 to 125, inclusive, as amended, K.S.A. 12-685 et seq., K.S.A. 12-

1618 6a01 et seq., Charter Ordinance No. 89 of the City, and all amendments thereof, acts
1619 supplemental thereto][including the home rule authority granted to the cities of the State of
1620 Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No. 89 of the
1621 City (Sections A12-1 of the Code of the City), and all amendments thereof, acts supplemental
1622 thereto], the Ordinance, Resolution No. 7882 of the City (the "Resolution") and all other
1623 provisions of the laws of the State of Kansas applicable thereto.
1624

1625 The Bonds are issuable in fully registered form in the denomination of \$5,000 each or
1626 authorized integral multiples thereof. This Bond may be exchanged at the principal office of the
1627 Bond Registrar for a like aggregate principal amount of Bonds of the same maturity of other
1628 authorized denominations upon the terms set forth in the authorizing Ordinance and the
1629 Resolution.
1630

1631 At the option of the City, the Bonds maturing on or after August 15, 2012, may be called
1632 for redemption and payment prior to maturity on August 15, 2011, and thereafter in whole or in
1633 part on any date (Bonds of less than a single maturity to be selected by lot in multiples of \$5,000
1634 principal amount by the Paying Agent and Bond Registrar in such equitable manner as they shall
1635 designate), at the redemption price equal to the principal amount thereof with a premium of one
1636 percent of the principal amount redeemed, such premium to decline one-quarter of one percent
1637 (1/4 of 1%) each interest payment date thereafter, plus accrued interest thereon to the date fixed
1638 for redemption and payment.
1639

1640 [Each of the Bonds maturing on August 15, 2036, (the "Term Bonds") shall also be
1641 subject to mandatory redemption and payment prior to maturity on August 15, 2035, and August
1642 15, 2036, pursuant to the redemption schedule set forth in the Resolution at the Redemption
1643 Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon
1644 to the Redemption Date.]
1645

1646 Bonds will be redeemed in integral multiples of \$5,000. If less than all Bonds are called
1647 for redemption, the Bond Registrar will, in the case of Bonds in denominations greater than
1648 \$5,000, treat each \$5,000 of face value as though it were a separate Bond.
1649

1650 In the event of any such redemption, the Paying Agent shall give notice of such call by
1651 mailing a copy of the redemption notice by first class mail, postage prepaid, not less than thirty
1652 (30) days prior to the date of such redemption to the Owner of each Bond to be redeemed at the
1653 address shown on the registration books maintained by the Bond Registrar. Failure to give such
1654 notice by mailing to the Owner of any Bond, or any defect therein, shall not affect the validity of
1655 any proceedings for the redemption of other Bonds. Any notice mailed as provided herein shall
1656 be conclusively presumed to have been duly given, whether or not the Owner of such Bonds
1657 received the notice.
1658

1659 The City and the Bond Registrar may deem and treat the person in whose name this Bond
1660 is registered as the absolute owner hereof for the purpose of receiving payment of, or on account
1661 of, the principal hereof, or redemption price hereof and interest due hereon and for all other
1662 purposes.
1663

1664 The Bonds are being issued by means of a book-entry system with no physical
1665 distribution of bond certificates to be made except as provided in the Ordinance. One Bond
1666 certificate with respect to each date on which the Bonds are stated to mature or with respect to
1667 each form of Bonds, registered in the nominee name of the Securities Depository, is being issued
1668 and required to be deposited with the Securities Depository and immobilized in its custody. The
1669 book-entry system will evidence positions held in the Bonds by the Securities Depository's
1670 participants, beneficial ownership of the Bonds in authorized denominations being evidenced in
1671 the records of such participants. Transfers of ownership shall be effected on the records of the

1672 Securities Depository and its participants pursuant to rules and procedures established by the
1673 Securities Depository and its participants. The City and the Paying Agent will recognize the
1674 Securities Depository nominee, while the registered owner of the Bond, as the owner of this
1675 Bond for all purposes, including (i) payments of principal of, and redemption premium, if any,
1676 and interest on, this Bond, (ii) notices and (iii) voting. Transfer of principal, interest and any
1677 redemption premium payments to participants of the Securities Depository, and transfer of
1678 principal, interest and any redemption premium payments to beneficial owners of the Bonds by
1679 participants of the Securities Depository will be the responsibility of such participants and other
1680 nominees of such beneficial owners. The City and the Paying Agent will not be responsible or
1681 liable for such transfers of payments or for maintaining, supervising or reviewing the records
1682 maintained by the Securities Depository, the Securities Depository nominee, its participants or
1683 persons acting through such participants. While the Securities Depository nominee is the owner
1684 of this Bond, notwithstanding the provision hereinabove contained, payments of principal of,
1685 redemption premium, if any, and interest on this Bond shall be made in accordance with existing
1686 arrangements among the city, the Paying Agent and the Securities Depository.
1687

1688 This Bond is transferable by the Owner hereof in person or by his attorney duly
1689 authorized in writing at the principal office of the Bond Registrar, but only in the manner, subject
1690 to the limitations and upon payment of the charges provided in the Resolution, and upon
1691 surrender and cancellation of this Bond. The City shall pay out of the proceeds of the Bonds or
1692 from other funds all costs incurred in connection with the issuance, transfer, exchange,
1693 registration, redemption or payment of the Bonds except (a) the reasonable fees and expenses in
1694 connection with the replacement of a Bond or Bonds mutilated, stolen, lost or destroyed or (b)
1695 any tax or other governmental charge imposed in relation to the transfer, exchange, registration,
1696 redemption or payment of the Bonds. Upon such transfer a replacement Bond or Bonds of
1697 authorized denominations of the same maturity and for the same aggregate principal amount will
1698 be issued to the transferee in exchange therefore.
1699

1700 BOND ASSIGNMENT

1701 FOR VALUE RECEIVED, the undersigned does (do) hereby sell, assign and transfer to
1702

1703 _____
1704 (Name and Address)
1705 _____
1706

1707 _____
1708 (Social Security or Taxpayer Identifying No.)
1709 _____
1710

1711 the Bond to which this assignment is affixed in the outstanding principal amount of
1712 \$ _____ standing in the name of the undersigned on the books of the Treasurer of the
1713 State of Kansas (the "Bond Registrar"). The undersigned does (do) hereby irrevocably constitute
1714 and appoint _____ as attorney to transfer said Bond on the books
1715 of said Bond Registrar with full power of substitution in the premises.
1716

1717 Dated _____
1718

1719 _____
1720 Name
1721

1722 _____
1723 Social Security or Taxpayer
1724 Identifying No.
1725

1726
1727
1728
1729
1730
1731
1732
1733
1734
1735
1736
1737
1738
1739
1740
1741
1742
1743
1744
1745
1746
1747
1748
1749
1750
1751
1752
1753
1754
1755
1756
1757
1758
1759
1760
1761
1762
1763
1764
1765
1766
1767

Signature (Sign Here Exactly as
Name(s) Appear on Face of
Certificate)

Signature guaranty:

By _____

CERTIFICATE OF CITY CLERK

I, the undersigned, City Clerk of the City of Topeka, Kansas, do hereby certify that this Bond has been duly registered in my office according to law as of November 28, 2006.

WITNESS my hand and official seal.

(manual)
City Clerk

(SEAL)

CERTIFICATE OF STATE TREASURER

OFFICE OF THE TREASURER, STATE OF KANSAS

I, LYNN JENKINS, Treasurer of the State of Kansas, do hereby certify that a full and complete transcript of the proceedings leading up to the issuance of this Bond has been filed in my office and that this Bond was registered in my office according to law this _____.

WITNESS my hand and official seal.

LYNN JENKINS
TREASURER OF THE STATE OF KANSAS

By _____
State Treasurer

(SEAL)

1768
1769
1770
1771

EXHIBIT B
(DTC LETTERS OF REPRESENTATION)