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RESOLUTION

OF

CITY OF TOPEKA, KANSAS

ADOPTED

FEBRUARY 6, 2007



\$14,135,000
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2007-A

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RESOLUTION

TABLE OF CONTENTS

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms.....	<u>Page</u> 1
--	------------------

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds.....	6
Section 202. Description of the Bonds.....	6
Section 203. Designation of Paying Agent and Bond Registrar.....	7
Section 204. Method and Place of Payment of the Bonds.....	8
Section 205. Registration, Transfer and Exchange of Bonds.....	8
Section 206. Execution, Registration, Authentication and Delivery of Bonds....	9
Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.....	10
Section 208. Cancellation and Destruction of Bonds upon Payment.....	10
Section 209. Preliminary and Final Official Statement.....	10
Section 210. Sale of the Bonds.....	11
Section 211. Book-Entry Bonds; Securities Depository.....	11

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional Redemption by the City.....	12
Section 302. Selection of Bonds to be Redeemed.....	12
Section 303. Notice and Effect of Call for Redemption.....	13

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds.....	14
Section 402. Levy and Collection of Annual Tax.....	14

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS
DEPOSIT AND APPLICATION OF MONEYS

Section 501. Establishment of Funds and Account.....	14
Section 502. Disposition of Bond Proceeds.....	15
Section 503. Withdrawals from the Cost of Issuance Account.....	15
Section 504. Surplus in the Cost of Issuance Account.....	15
Section 505. Application of Moneys in the Principal and Interest Account.....	15
Section 506. Application of Moneys in the Rebate Fund.....	16
Section 507. Deposits and Investment of Moneys.....	16
Section 508. Nonpresentment of Bonds.....	16

100		
101		
102		
103		
104		
105	Section 601. Remedies.....	17
106	Section 602. Limitation on Rights of Owners.....	17
107	Section 603. Remedies Cumulative.....	17
108		
109		
110		
111		
112		
113	Section 701. Defeasance.....	18
114		
115		
116		
117		
118		
119	Section 801. General Covenants.....	18
120	Section 802. Rebate Covenants.....	19
121	Section 803. Survival of Covenants.....	19
122	Section 804. Qualified Tax-exempt Obligations.....	19
123		
124		
125		
126		
127		
128	Section 901. Disclosure Requirements.....	19
129	Section 902. Failure to Comply with Continuing Disclosure Requirements.....	19
130		
131		
132		
133		
134		
135	Section 1001 Redemption of Refunded Bonds.....	20
136	Section 1002 Annual Audit.....	20
137	Section 1003 Amendments.....	20
138	Section 1004 Notices, Consents and Other Instruments by Owners.....	21
139	Section 1005 Further Authority.....	22
140	Section 1006 Severability.....	22
141	Section 1007 Governing Law.....	22
142	Section 1008 Effective Date.....	22
143	Passage.....	23
144	Signatures and Seal.....	23
145		
146	Exhibit A: Form of Bond	
147	Exhibit B: Letter of Representations	

148
149
150
151
152
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RESOLUTION NO. 7912

A RESOLUTION INTRODUCED BY CITY MANAGER NORTON N. BONAPARTE, JR. AUTHORIZING THE ISSUANCE AND DELIVERY OF \$14,135,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2007-A OF THE CITY OF TOPEKA, KANSAS, FOR THE PURPOSE OF PROVIDING FUNDS TO REFUND CERTAIN OUTSTANDING GENERAL OBLIGATION BONDS OF THE CITY; PRESCRIBING THE FORM AND DETAILS OF SAID BONDS AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS, ALL PURSUANT TO K.S.A. 10-427 ET SEQ. AND ARTICLE 1 OF CHAPTER 10 OF THE KANSAS STATUTES ANNOTATED, ALL AS AMENDED

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WHEREAS, the City of Topeka, Kansas, (the "City") has heretofore duly authorized, issued and delivered its \$29,665,000 principal amount of General Obligation Improvement and Refunding Bonds, Series 2001-B, dated August 1, 2001, (the "Series 2001-B Bonds") pursuant to its Ordinance adopted on July 17, 2001, (the "Series 2001-B Bond Ordinance") and a Resolution adopted July 17, 2001, (the "Series 2001-B Bond Resolution") in accordance with the requirements of K.S.A. 10-427 et seq., K.S.A. 12-110c, K.S.A. 12-685 et seq., K.S.A. 12-6a01 et seq., K.S.A. 12-1736 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, and Charter Ordinances Nos. 68 and 74 of the City (Section A12-1 of the Code of the City); and

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WHEREAS, the City has by its Ordinance No. 18808 adopted and approved February 6, 2007, (the "Ordinance") authorized the issuance of its General Obligation Refunding Bonds, Series 2007-A in the aggregate principal amount of \$14,135,000 (the "Bonds") under the authority of K.S.A. 10-427 et seq., as amended, and other provisions of the laws of the State of Kansas applicable thereto for the purpose of providing funds to pay the cost of currently refunding the Series 2001-B Bonds maturing on August 15, 2008 and August 15, 2011, through and including August 15, 2021 (i.e. \$13,965,000) (the "Refunded Bonds"); and

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WHEREAS, in accordance with the City's notice of the sale, the Bonds have been sold to and purchased by Citigroup Corporate and Investment Banking, Chicago, Illinois (the "Original Purchaser"); and

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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.

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

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ARTICLE I

193
194
DEFINITIONS

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198
Section 101. Definitions of Words and Terms. In addition to words and terms identified elsewhere herein, the following words and terms as used in this Resolution shall have the following meanings:

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201
"Arbitrage Instructions" means the Arbitrage Instructions attached to the City's Federal Tax Certificate dated as of the date of issuance and delivery of the Bonds, as the same may be amended or supplemented in accordance with the provisions thereof.

202
203 **"Bond and Interest Fund"** means the Bond and Interest Fund of the City for its general
204 obligation bonds.
205

206 **"Bond Counsel"** means the firm of Nichols and Wolfe Chartered, or any other attorney
207 or firm of attorneys with a nationally recognized standing in the field of municipal bond financ-
208 ing as selected by the City.
209

210 **"Bond Payment Date"** means any date on which principal of or interest on any Bond is
211 payable.
212

213 **"Bond Register"** means the books for the registration, transfer and exchange of Bonds
214 kept at the office of the Bond Registrar.
215

216 **"Bond Registrar"** means the Treasurer of the State of Kansas, Topeka, Kansas, and its
217 successors and assigns thereto to the duties and responsibilities described in this Resolution and
218 in the related agreement between the City and the State Treasurer.
219

220 **"Bonds"** means the General Obligation Refunding Bonds, Series 2007-A, authorized and
221 issued by the City pursuant to the Ordinance.
222

223 **"Business Day"** means a day other than a Saturday, Sunday or holiday on which the
224 Paying Agent is scheduled in the normal course of its operations to be open to the public for
225 conduct of its operations.
226

227 **"Cede & Co."** means Cede & Co., as nominee name of The Depository Trust Company,
228 New York, New York and any successors or assigns thereto.
229

230 **"City"** means the City of Topeka, Kansas, the issuer of the Bonds.
231

232 **"Clerk"** means the duly appointed and/or elected Clerk of the City or, in the Clerk's
233 absence, the duly appointed Deputy Clerk or Acting Clerk of the City.
234

235 **"Code"** means the Internal Revenue Code of 1986, as amended.
236

237 **"Costs of Issuance"** means all costs of issuing the Bonds, including all publication,
238 printing, signing and mailing expenses in connection therewith, registration fees, financial
239 advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses
240 incurred in connection with compliance with the Code and with the Disclosure Certificate, and
241 all expenses, if any, incurred in connection with receiving ratings on the Bonds.
242

243 **"Dated Date"** means February 28, 2007.
244

245 **"Defaulted Interest"** means interest on any Bond which is payable but not paid on any
246 Interest Payment Date.
247

248 **"Defeasance Obligations"** means any of the following obligations:
249

250 (a) United States Government Obligations that are not subject to redemption in
251 advance of their maturity dates; or
252

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

256
257 (1) the obligations are (i) not subject to redemption prior to maturity or (ii) the
258 trustee for such obligations has been given irrevocable instructions concerning their calling and
259 redemption wherein the issuer of such obligations has covenanted not to redeem such obligations
260 other than as set forth in such instructions;

261
262 (2) the obligations are secured by cash or United States Government
263 Obligations that may be applied only to principal of, redemption premium, if any, and interest
264 payments on such obligations;

265
266 (3) such cash and the principal of and interest on such United States
267 Government Obligations (together with cash in any escrow fund related thereto) are sufficient to
268 meet the liabilities of the obligations;

269
270 (4) such cash and United States Government Obligations serving as security
271 for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust;
272 and

273
274 (5) such cash and United States Government Obligations are not available to
275 satisfy any other claims, including those against the trustee or escrow agent therefor.

276
277 **"Disclosure Certificate"** means the Continuing Disclosure Certificate attached to the
278 City's Final Certificate as *Exhibit D* and included in the transcript of proceedings pertaining to
279 the issuance of the Bonds.

280
281 **"Event of Default"** means any of the following occurrences or events:

282
283 (a) Payment of the principal or the Redemption Price of any of the Bonds shall not be
284 made when the same shall become due and payable, either at Stated Maturity or by proceedings
285 for redemption or otherwise; or

286
287 (b) Payment of any installment of interest on any of the Bonds shall not be made on
288 the Interest Payment Date when the same shall become due; or

289
290 (c) The City shall default in the due and punctual performance of any other of the
291 covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on
292 the part of the City to be performed (other than relating to Rule 15c2-12 as defined in the
293 Disclosure Certificate), and such default shall continue for thirty (30) days after written notice
294 specifying such default and requiring same to be remedied shall have been given to the City by
295 the Owner of any of the Bonds then Outstanding.

296
297 **"Federal Tax Certificate"** means the certificate so named and included in the transcript
298 of proceedings pertaining to the issuance of the Bonds describing the investment and use of the
299 proceeds of the Bonds.

300
301 **"Fiscal Year"** means the twelve month period ending on December 31.

302
303 **"Funds and Accounts"** means funds and accounts created or referred to in **Section 501**
304 hereof.

305
306 **"Interest Payment Date(s)"** means the Stated Maturity of an installment of interest on
307 any Bond which shall be February 15 and August 15 of each year, commencing August 15,
308 2007.

309

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

313
314 "Mayor" means the duly appointed and/or elected Mayor of the City or, in the Mayor's
315 absence, the duly appointed Deputy Mayor or Acting Mayor of the City.

316
317 "Moody's" means Moody's Investor Service, Inc., New York, New York, and any
318 successors and assigns to the Bond rating functions thereof which is deemed acceptable by the
319 City and Bond Counsel.

320
321 "Original Purchaser" means, with respect to the Bonds, Citigroup Corporate and
322 Investment Banking, Chicago, Illinois.

323
324 "Ordinance" means Ordinance No. 18808 adopted and approved February 6, 2007, and
325 published as required by law, pursuant to which the issuance of the Bonds has been authorized.

326
327 "Outstanding" means, when used with reference to the Bonds, as of a particular date of
328 determination, all Bonds theretofore authenticated and delivered, except the following Bonds:

329
330 (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent
331 for cancellation;

332
333 (b) Bonds deemed to be paid in accordance with the provisions of **Section 701**
334 hereof; and

335
336 (c) Bonds in exchange for or in lieu of which other Bonds have been authenticated
337 and delivered hereunder.

338
339 "Owner" when used with respect to any Bond means the Person in whose name such
340 Bond is registered on the Bond Register.

341
342 "Participants" means those financial institutions for whom the Securities Depository
343 effects book-entry transfers and pledges of securities deposited with the Securities Depository, as
344 such listing of Participants exists at the time of such reference.

345
346 "Paying Agent" means the State Treasurer, and any successors and assigns thereof to the
347 duties and responsibilities described in this Resolution and in the related agreement between the
348 City and the State Treasurer.

349
350 "Permitted Investments" means: (a) investments authorized by K.S.A. 12-1675 and
351 amendments thereto; (b) the municipal investment pool established pursuant to K.S.A. 12-1677a,
352 and amendments thereto; (c) direct obligations of the United States Government or any agency
353 thereof; (d) the City's temporary notes issued pursuant to K.S.A. 10-123 and amendments
354 thereto; (e) interest-bearing time deposits in commercial banks located in the county or counties
355 in which the City is located; (f) obligations of the federal national mortgage association, federal
356 home loan banks or the federal home loan mortgage corporation; (g) repurchase agreements for
357 securities described in (c) or (f); (h) investment agreements with or other obligations of a finan-
358 cial institution the obligations of which at the time of investment are rated in either of the three
359 highest rating categories by Moody's or Standard & Poor's; (i) investments in shares or units of a
360 money market fund or trust the portfolio of which is comprised entirely of securities described in
361 (c) or (f); (j) receipts evidencing ownership interests in securities or portions thereof described in
362 (c) or (f); (k) municipal bonds or other obligations issued by any municipality of the State as
363 defined in K.S.A. 10-1101 which are general obligations of the municipality issuing the same; or

364 (l) bonds of any municipality of the State as defined in K.S.A. 10-1101 which have been re-
365 funded in advance of their maturity and are fully secured as to payment of principal and interest
366 thereon by deposit in trust, under escrow agreement with a bank, of securities described in (c) or
367 (f). No Permitted Investment shall include any derivative investment instrument whose market
368 price is derived from the fluctuating value of an underlying asset, index, currency, futures
369 contract, including futures, options and collateralized mortgage obligations.

370
371 **"Person"** means any natural person, as well as any corporation, partnership, joint
372 venture, association, firm, joint-stock company, trust, unincorporated organization, or
373 government or any agency or political subdivision thereof or other public body.

374
375 **"Principal and Interest Account"** means the Principal and Interest Account for the City
376 of Topeka, Kansas, General Obligation Refunding Bonds, Series 2007-A, created herein within
377 the City's Bond and Interest Fund.

378
379 **"Purchase Price"** means the purchase price of the Bonds as set forth in the *Bid Proposal*
380 *for Purchase of Series 2007-A Bonds* as submitted by the Original Purchaser and accepted by the
381 City, plus accrued interest to the date of delivery.

382
383 **"Rebate Fund"** means the Rebate Fund for the City of Topeka, Kansas, General
384 Obligation Refunding Bonds, Series 2007-A, created herein.

385
386 **"Record Dates"** means, for the interest payable on any Interest Payment Date, the first
387 day (whether or not a Business Day) of each month of such Interest Payment Date.

388
389 **"Redemption Date"** means, when used with respect to any Bond to be redeemed, the
390 date fixed for the redemption of such Bond pursuant to the terms of this Resolution.

391
392 **"Redemption Price"** means, when used with respect to any Bond to be redeemed, the
393 price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including
394 the applicable redemption premium, if any, but excluding installments of interest whose Stated
395 Maturity is on or before the Redemption Date.

396
397 **"Refunded Bonds"** means the City's General Obligation Improvement and Refunding
398 Bonds, Series 2001-B, maturing on August 15, 2008 and August 15, 2011, through and including
399 August 15, 2021, being refunded with the proceeds of the Bonds.

400
401 **"Refunded Bonds Paying Agents"** means the Treasurer of the State of Kansas, Topeka,
402 Kansas.

403
404 **"Replacement Bonds"** means Bonds issued to the beneficial owners of the Bonds in
405 accordance with **Section 211** hereof.

406
407 **"Representation Letter"** means the Blanket Issuer Letter of Representations from the
408 City to the Securities Depository with respect to the Bonds, substantially in the form attached to
409 this Resolution as *Exhibit B*.

410
411 **"Resolution"** means this resolution relating to the Bonds and any Supplemental
412 Resolution.

413
414 **"Securities Depository"** means, initially, The Depository Trust Company, New York,
415 New York, and any successors and assigns.

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<u>MATURITY</u> <u>(August 15)</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>INTEREST</u> <u>RATE</u>
SERIAL BONDS		
2007	\$55,000	3.500%
2008	1,100,000	4.000
2009	65,000	3.600
2010	70,000	3.625
2011	1,850,000	4.250
2012	1,985,000	4.250
2013	2,015,000	4.250
2014	1,550,000	3.750
2015	1,595,000	4.000
2016	1,130,000	3.800
2017	500,000	4.000
2018	520,000	4.000
2019	545,000	4.000
2020	565,000	4.000
2021	590,000	4.100

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

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

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

527
528 The principal or Redemption Price of each Bond shall be paid at Maturity to the Person in
529 whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presen-
530 tation and surrender of such Bond at the principal corporate trust office of the Paying Agent.

531
532 The interest payable on each Bond on any Interest Payment Date shall be paid to the
533 Owner of such Bond as shown on the Bond Register at the close of business on the Record Date
534 for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner
535 shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000
536 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon
537 written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the
538 Record Date for such interest, containing the electronic transfer instructions including the name
539 of the bank (which shall be in the continental United States), the name listed on the account,
540 ABA routing number and account number to which such Owner wishes to have such transfer
541 directed.

542
543 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with
544 respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record
545 Date and shall be payable to the Owner in whose name such Bond is registered at the close of
546 business on the Special Record Date for the payment of such Defaulted Interest, which Special
547 Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the
548 Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond
549 and the date of the proposed payment (which date shall be at least 30 days after receipt of such
550 notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an
551 amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted
552 Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the
553 date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a
554 Special Record Date for the payment of such Defaulted Interest which shall be not more than 15
555 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall
556 promptly notify the City of such Special Record Date and, in the name and at the expense of the
557 City, shall cause notice of the proposed payment of such Defaulted Interest and the Special
558 Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond
559 entitled to such notice at the address of such Owner as it appears on the Bond Register not less
560 than 10 days prior to such Special Record Date.

561
562 The Paying Agent shall keep a record of payment of principal and Redemption Price of
563 and interest on all Bonds and at least annually shall forward a copy or summary of such records
564 to the City.

565
566 **Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants that,
567 as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the
568 office of the Bond Registrar as herein provided. Each Bond when issued shall be registered in
569 the name of the Owner thereof on the Bond Register.

570
571 Bonds may be transferred and exchanged only on the Bond Register as provided in this
572 Section. Upon surrender of any Bond at the principal corporate trust office of the Bond Regis-
573 trar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds in any
574 authorized denomination of the same Stated Maturity and in the same aggregate principal
575 amount as the Bond that was presented for transfer or exchange.

577 Bonds presented for transfer or exchange shall be accompanied by a written instrument or
578 instruments of transfer or authorization for exchange, in a form and with guarantee of signature
579 satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly
580 authorized agent.
581

582 In all cases in which the privilege of transferring or exchanging Bonds is exercised, the
583 Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this
584 Resolution. The City shall pay the fees and expenses of the Bond Registrar for the registration,
585 transfer and exchange of Bonds provided for by this Resolution and the cost of printing a
586 reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred
587 in the secondary market, other than fees of the Bond Registrar, are the responsibility of the
588 Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification
589 number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient
590 to pay any governmental charge required to be paid as a result of such failure. In compliance
591 with Section 3406 of the Code, such amount may be deducted by the Paying Agent from
592 amounts otherwise payable to such Owner hereunder or under the Bonds.
593

594 The City and the Bond Registrar shall not be required (a) to register the transfer or
595 exchange of any Bond that has been called for redemption after notice of such redemption has
596 been mailed by the Bond Registrar pursuant to **Section 303** hereof and during the period of 15
597 days next preceding the date of mailing of such notice of redemption; or (b) to register the
598 transfer or exchange of any Bond during a period beginning at the opening of business on the
599 day after receiving written notice from the City of its intent to pay Defaulted Interest and ending
600 at the close of business on the date fixed for the payment of Defaulted Interest pursuant to
601 **Section 204** hereof.
602

603 The City and the Paying Agent may deem and treat the Person in whose name any Bond
604 is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is
605 overdue or not, for the purpose of receiving payment of, or on account of, the principal or
606 Redemption Price of and interest on said Bond and for all other purposes. All payments so made
607 to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge
608 the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the
609 Paying Agent shall be affected by any notice to the contrary.
610

611 At reasonable times and under reasonable regulations established by the Bond Registrar,
612 the Bond Register may be inspected and copied by the Owners of 10% or more in principal
613 amount of the Bonds then Outstanding or any designated representative of such Owners whose
614 authority is evidenced to the satisfaction of the Bond Registrar.
615

616 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.** Each
617 of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially
618 delivered, shall be executed for and on behalf of the City by the manual or facsimile signature of
619 the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the City
620 shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and
621 directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds
622 to be registered in the office of the Clerk, which registration shall be evidenced by the manual or
623 facsimile signature of the Clerk with the seal of the City affixed thereto or imprinted thereon.
624 The Bonds shall also be registered in the office of the State Treasurer, which registration shall be
625 evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State
626 Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on
627 any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall
628 nevertheless be valid and sufficient for all purposes, as if such person had remained in office
629 until delivery. Any Bond may be signed by such persons who at the actual time of the execution

630 of such Bond are the proper officers to sign such Bond although at the date of such Bond such
631 persons may not have been such officers.
632

633 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially in the
634 form attached hereto as *Exhibit A* hereof, which shall be manually executed by an authorized
635 officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or
636 employee sign the *Certificate of Authentication* on all of the Bonds that may be issued hereunder
637 at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be
638 valid or obligatory for any purpose unless and until such *Certificate of Authentication* has been
639 duly executed by the Bond Registrar. Such executed *Certificate of Authentication* upon any
640 Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered
641 under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the
642 Original Purchaser upon instructions of the City or its representative.
643

644 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.** If (a) any mutilated Bond is
645 surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of
646 the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond
647 Registrar such security or indemnity as may be required by each of them, then, in the absence of
648 notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide
649 purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall
650 authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or
651 stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.
652

653 If any such mutilated, destroyed, lost or stolen Bond has become or is about to become
654 due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.
655

656 Upon the issuance of any new Bond under this Section, the City may require the payment
657 by the Owner of a sum sufficient to cover any tax or other governmental charge that may be
658 imposed in relation thereto and any other expenses, including the fees and expenses of the Bond
659 Registrar connected therewith.
660

661 Every new Bond issued pursuant to this Section shall constitute a replacement of the prior
662 obligation of the City, and shall be entitled to all the benefits of this Resolution equally and
663 ratably with all other Outstanding Bonds.
664

665 **Section 208. Cancellation and Destruction of Bonds Upon Payment.** All Bonds that
666 have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either
667 at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment,
668 redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance
669 with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate
670 in duplicate describing the Bonds so cancelled and destroyed and shall file an executed
671 counterpart of such certificate with the City.
672

673 **Section 209. Preliminary and Final Official Statement.** The *Preliminary Official*
674 *Statement* dated January 29, 2007, is hereby ratified and approved. For the purpose of enabling
675 the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities
676 and Exchange Commission, the City hereby deems the information regarding the City contained
677 in the *Preliminary Official Statement* to be "final" as of its date, except for the omission of such
678 information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the City are
679 hereby authorized, if requested, to provide the Original Purchaser a letter or certification to such
680 effect and to take such other actions or execute such other documents as such officers in their
681 reasonable judgment deem necessary to enable the Original Purchaser to comply with the
682 requirements of such Rule.
683

684 The final *Official Statement* is hereby authorized to be prepared by supplementing,
685 amending and completing the *Preliminary Official Statement*, with such changes and additions
686 thereto as are necessary to conform to and describe the transaction. The Mayor is hereby
687 authorized to execute the final *Official Statement* as so supplemented, amended and completed,
688 and the use and public distribution of the final *Official Statement* by the Original Purchaser in
689 connection with the reoffering of the Bonds is hereby authorized. The proper officials of the
690 City are hereby authorized to execute and deliver a certificate pertaining to such *Official*
691 *Statement* as prescribed therein, dated as of the date of payment for and delivery of the Bonds.
692

693 The City agrees to provide to the Original Purchaser within seven business days of the
694 date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the Original
695 Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange
696 Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking
697 Board.
698

699 **Section 210. Sale of the Bonds.** The sale of the Bonds to the Original Purchaser is
700 hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original Purchaser as
701 soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.
702

703 **Section 211. Book-Entry Bonds; Securities Depository.**
704

705 (a) The Bonds shall initially be registered to Cede & Co., the nominee for the
706 Securities Depository, and no beneficial owner will receive certificates representing its
707 respective interests in the Bonds, except in the event the Bond Registrar issues Replacement
708 Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds,
709 the Securities Depository will make book-entry transfers among its Participants and receive and
710 transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants
711 until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the
712 beneficial owners as described in subsection (b).
713

714 (b) (1) If the City determines (A) that the Securities Depository is unable to properly
715 discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as
716 a securities depository and registered clearing agency under the Securities and Exchange Act of
717 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any
718 Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the
719 beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from
720 Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the
721 records of the Securities Depository (and certified to such effect by the Securities Depository),
722 that the continuation of a book-entry system to the exclusion of any Bonds being issued to any
723 Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the
724 Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and
725 of the availability of certificates to Owners requesting the same, and the Bond Registrar shall
726 register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or
727 their nominees in principal amounts representing the interest of each, making such adjustments
728 as it may find necessary or appropriate as to accrued interest and previous calls for redemption;
729 provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the
730 City, with the consent of the Bond Registrar, may select a successor securities depository in
731 accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all
732 references to the Securities Depository herein shall relate to the period of time when the
733 Securities Depository has possession of at least one Bond. Upon the issuance of Replacement
734 Bonds, all references herein to obligations imposed upon or to be performed by the Securities
735 Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to the
736 extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns
737 and the City, the Bond Registrar or Owners are unable to locate a qualified successor of the

738 Securities Depository in accordance with **Section 211(c)** hereof, then the Bond Registrar shall
739 authenticate and cause delivery of Replacement Bonds to Owners, as provided herein. The Bond
740 Registrar may rely on information from the Securities Depository and its Participants as to the
741 names of the beneficial owners of the Bonds. The cost of printing, registration, authentication
742 and delivery of Replacement Bonds shall be paid for by the City.
743

744 (c) In the event the Securities Depository resigns, is unable to properly discharge its
745 responsibilities, or is no longer qualified to act as a securities depository and registered clearing
746 agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a
747 successor Securities Depository provided the Bond Registrar and the City receive written
748 evidence with respect to the ability of the successor Securities Depository to discharge its
749 responsibilities. Any such successor Securities Depository shall be a securities depository which
750 is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or
751 other applicable statute or regulation that operates a securities depository upon reasonable and
752 customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall
753 cause the delivery of Bonds to the successor Securities Depository in appropriate denominations
754 and form as provided herein.
755

756 (d) The execution and delivery of the Representation Letter to DTC by the Mayor of
757 the City in the form attached hereto as Exhibit B with such changes, omissions, insertions and
758 revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the
759 Representation Letter by the Mayor shall be conclusive evidence of such approval. The
760 Representation Letter shall set forth certain matters with respect to, among other things, notices,
761 consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments
762 on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder
763 as it has with respect to its actions under this Resolution.
764

765 ARTICLE III

766 REDEMPTION OF BONDS

767
768
769 **Section 301. Optional Redemption by City.** The Bonds maturing prior to August 15,
770 2013, shall become due without the option of prior payment. The Bonds maturing on or after
771 August 15, 2013, may be called for redemption and payment prior to maturity on August 15,
772 2012, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be
773 selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar
774 in such equitable manner as they shall designate), at the redemption price equal to the principal
775 amount thereof with a redemption premium of one percent of the principal amount redeemed,
776 such redemption premium to decline one-quarter of one percent (1/4 of 1%) each Interest
777 Payment Date thereafter, plus accrued interest thereon to the date fixed for redemption and
778 payment.
779

780 **Section 302. Selection of Bonds to be Redeemed.** Bonds shall be redeemed only in the
781 principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of
782 the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be
783 redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such
784 equitable manner as the Bond Registrar may determine.
785

786 In the case of a partial redemption of Bonds by lot when Bonds of denominations greater
787 than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each
788 \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of
789 \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value
790 represented by any Bond is selected for redemption, then upon notice of intention to redeem such
791 \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and

792 surrender such Bond to the Bond Registrar: (1) for payment of the Redemption Price and
793 interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption,
794 and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the
795 aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If
796 the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and
797 exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption
798 date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent
799 only).

800
801 **Section 303. Notice and Effect of Call for Redemption.** In the event the City desires
802 to call the Bonds for redemption prior to maturity, written notice of such intent shall be provided
803 to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior
804 to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and
805 shall give notice of such redemption as herein provided upon receipt by it of the City's written
806 notice at least 45 days prior to the Redemption Date. If the Bonds are refunded more than 90
807 days in advance of such Redemption Date, any escrow agreement entered into by the City in
808 connection with such refunding shall provide that such written instructions to the Paying Agent
809 shall be given by the escrow agent on behalf of the City not more than 90 days prior to the
810 Redemption Date. The Paying Agent may in its discretion waive such notice period so long as
811 the notice requirements set forth in **Section 303** are met.

812
813 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give
814 written notice of the redemption of said Bonds on a specified date, the same being described by
815 maturity, said notice to be mailed by United States first class mail addressed to the Owners of
816 said Bonds to be redeemed and to the Original Purchaser of the Bonds, each of said notices to be
817 mailed not less than 30 days prior to the date fixed for redemption. The City and Bond Registrar
818 shall also give such additional notice as may be required by Kansas law or regulations of the
819 Securities and Exchange Commission in effect as of the date of such notice.

820
821 All official notices of redemption shall be dated and shall contain the following
822 information:

- 823
824 (a) the Redemption Date;
825
826 (b) the Redemption Price;
827
828 (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in
829 the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be
830 redeemed;
831
832 (d) a statement that on the Redemption Date the Redemption Price will become due
833 and payable upon each such Bond or portion thereof called for redemption and that interest
834 thereon shall cease to accrue from and after the Redemption Date; and
835
836 (e) the place where such Bonds are to be surrendered for payment of the Redemption
837 Price, which shall be the principal office of the Paying Agent.

838
839 The failure of any Owner to receive notice given as heretofore provided or an immaterial
840 defect therein shall not invalidate any redemption.

841
842 Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of
843 money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be
844 redeemed on such Redemption Date.

845

846 Official notice of redemption having been given as aforesaid, the Bonds or portions of
847 Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption
848 Price therein specified, and from and after the Redemption Date (unless the City defaults in the
849 payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest.
850 Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption
851 Price shall be payable as herein provided for payment of interest. Upon surrender for any partial
852 redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same
853 Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have
854 been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as
855 provided herein and shall not be reissued.

856
857 The Paying Agent is also directed to comply with any mandatory or voluntary standards
858 then in effect for processing redemptions of municipal securities established by the State or the
859 Securities Exchange Commission. Failure to comply with such standards shall not affect or
860 invalidate the redemption of any Bond.

861
862 ARTICLE IV

863
864 SECURITY FOR AND PAYMENT OF BONDS

865
866
867 **Section 401. Security for the Bonds.** The Bonds shall be general obligations of the
868 City payable as to both principal and interest from ad valorem taxes which may be levied without
869 limitation as to rate or amount upon all the taxable tangible property, real and personal, within
870 the territorial limits of the City. The full faith, credit and resources of the City are hereby
871 irrevocably pledged for the prompt payment of the principal of and interest on the Bonds as the
872 same become due.

873
874 **Section 402. Levy and Collection of Annual Tax.** The governing body of the City
875 shall annually make provision for the payment of principal of, redemption premium, if any, and
876 interest on the Bonds as the same become due by levying and collecting the necessary taxes upon
877 all of the taxable tangible property within the City in the manner provided by law.

878
879 The taxes referred to above shall be extended upon the tax rolls in each of the several
880 years, respectively, and shall be levied and collected at the same time and in the same manner as
881 the other ad valorem taxes of the City are levied and collected. The proceeds derived from said
882 taxes shall be deposited in the Principal and Interest Account, shall be kept separate and apart
883 from all other funds of the City and shall be used solely for the payment of the principal of,
884 redemption premium, if any, and interest on the Bonds as and when the same become due, taking
885 into account the fees and expenses of the Bond Registrar and Paying Agent.

886
887 If at any time said taxes are not collected in time to pay the principal of or interest on the
888 Bonds when due, the Treasurer is hereby authorized and directed to pay said principal or interest
889 out of the general funds of the City and to reimburse said general funds for money so expended
890 when said taxes are collected.

891
892 ARTICLE V

893
894 ESTABLISHMENT OF FUNDS AND ACCOUNTS
895 DEPOSIT AND APPLICATION OF MONEYS

896
897 **Section 501. Establishment of Funds and Accounts.** Simultaneously with the issuance
898 of the Bonds, there shall be created within the treasury of the City the following funds and
899 accounts:

- 900
901 (a) In the City's Bond and Interest Fund, the "Series 2007-A Principal and Interest
902 Account for the City of Topeka, Kansas, General Obligation Refunding Bonds,
903 Series 2007-A (the "Principal and Interest Account"); and
904
905 (b) Series 2007-A Cost of Issuance Account for City of Topeka, Kansas, General
906 Obligation Refunding Bonds, Series 2007-A (the "Cost of Issuance Account");
907 and
908
909 (c) Series 2007-A Rebate Fund for the City of Topeka, Kansas, General Obligation
910 Refunding Bonds, Series 2007-A (the "Rebate Fund").
911

912 The Funds and Accounts established herein shall be administered in accordance with the
913 provisions of this Resolution so long as the Bonds are Outstanding.
914

915 **Section 502. Disposition of Bond Proceeds.** The proceeds of the Bonds, upon issuance
916 and delivery thereof, shall be deposited as follows:
917

- 918 (a) In the Cost of Issuance Account the sum of \$51,716.82 which does not include
919 underwriter's discount and bond insurance premium in the amount of \$99,338.30
920 which are not cash items; and
921
922 (b) To the Refunded Bonds Paying Agent the sum of \$14,100,506.53, to redeem and pay
923 the Refunded Bonds on the date fixed for their redemption.
924

925 **Section 503. Withdrawals of the Cost of Issuance Account.** The Treasurer shall make
926 withdrawals from the Cost of Issuance Account solely for the purpose of paying costs of issuing
927 the Bonds. Such withdrawals shall be made only on due authorization by the governing body of
928 the City.
929

930 **Section 504. Surplus in the Cost of Issuance Account.** All moneys remaining the Cost
931 of Issuance Account after 60 days of the issuance of the Bonds, shall be transferred immediately
932 to the Principal and Interest Account and applied to the next installment of principal due on the
933 Bonds.
934

935 **Section 505. Application of Moneys in Principal and Interest Account.** All amounts
936 paid and credited to the Principal and Interest Account shall be expended and used by the City
937 for the sole purpose of paying the principal or Redemption Price of and interest on the Bonds as
938 and when the same become due and the usual and customary fees and expenses of the Bond
939 Registrar and Paying Agent. The Treasurer is authorized and directed to withdraw from the
940 Principal and Interest Account sums sufficient to pay principal or Redemption Price of and
941 interest on the Bonds and the fees and expenses of the Bond Registrar and Paying Agent as and
942 when the same become due, and to forward such sums to the Paying Agent in a manner which
943 ensures that the Paying Agent will receive immediately available funds in such amounts on or
944 before the Business Day immediately preceding the dates when such principal or Redemption
945 Price, interest and fees of the Bond Registrar and Paying Agent will become due. If, through the
946 lapse of time or otherwise, the Owners of Bonds are no longer entitled to enforce payment of the
947 Bonds or the interest thereon, the Paying Agent shall return said funds to the City. All moneys
948 deposited with the Paying Agent shall be deemed to be deposited in accordance with and subject
949 to all of the provisions contained in this Resolution and shall be held in trust by the Paying Agent
950 for the benefit of the Owners of the Bonds entitled to payment from such moneys.
951

952 Any moneys or investments remaining in the Principal and Interest Account after the
953 retirement of the indebtedness for which the Bonds were issued shall be transferred and paid into
954 the Bond and Interest Fund of the City.

955
956 **Section 506. Application of Moneys in the Rebate Fund.**
957

958 (a) There shall be deposited in the Rebate Fund such amounts as are required to be
959 deposited therein pursuant to the Arbitrage Instructions. All money at any time deposited in the
960 Rebate Fund shall be held in trust, to the extent required to pay rebatable arbitrage to the United
961 States of America, and neither the City nor the Owner of any Bond shall have any rights in or
962 claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be
963 governed by this Section and the Arbitrage Instructions.

964
965 (b) The City shall periodically determine the rebatable arbitrage, if any, under Section
966 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make
967 payments to the United States of America at the times and in the amounts determined under the
968 Arbitrage Instructions. Any moneys remaining in the Rebate Fund after redemption and
969 payment of all of the Bonds and payment and satisfaction of any rebatable arbitrage, or provision
970 made therefor, shall be deposited into the Principal and Interest Account of the City.

971
972 (c) Notwithstanding any other provision of this Resolution, including in particular
973 Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and
974 to comply with all other requirements of this Section and the Arbitrage Instructions shall survive
975 the defeasance or payment in full of the Bonds.

976
977 (d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond
978 Counsel, such amendment or replacement will not adversely affect the exclusion from gross
979 income for federal income tax purposes of interest on the Bonds.

980
981 **Section 507. Deposits and Investment of Moneys.** Moneys in each of the Funds and
982 Accounts shall be invested in accordance with the requirements of K.S.A. 10-131, as amended.
983 All such investments constituting deposits shall be continuously and adequately secured by the
984 financial institutions holding such deposits as provided by the laws of the State. All moneys held
985 in the Funds and Accounts shall be kept separate and apart from all other funds of the City so
986 that there shall be no commingling of such funds with any other funds of the City.

987
988 Moneys held in the funds and accounts herein created or established in conjunction with
989 the issuance of the Bonds may be invested by the City in Permitted Investments or in other
990 investments allowed by Kansas law in such amounts and maturing at such times as shall
991 reasonably provide for moneys to be available when required in said accounts or funds;
992 provided, however, that no such investment shall be made for a period extending longer than to
993 the date when the moneys invested may be needed for the purpose for which such fund or
994 account was created. All interest on any Permitted Investment held in any fund or account
995 (except amounts required to be deposited in the Rebate Fund in accordance with the Arbitrage
996 Instructions) shall accrue to and become a part of such fund or account; provided, however, that
997 interest earned on investments of moneys held in the Cost of Issuance Account may, at the
998 direction of the governing body of the City, be paid and credited to the Principal and Interest
999 Account, respectively and used to pay interest on the Bonds. In determining the amount held in
1000 any fund or account under the provisions of the Resolution, Permitted Investments shall be
1001 valued at their par value or at their then current redemption value, whichever is lower.

1002
1003 **Section 508. Nonpresentment of Bonds.** If any Bond is not presented for payment
1004 when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have
1005 been made available to the Paying Agent, all liability of the City to the Owner thereof for the

1006 payment of such Bond shall forthwith cease, determine and be completely discharged, and
1007 thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for
1008 interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted
1009 exclusively to such funds for any claim of whatever nature on his part under this Resolution or
1010 on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years
1011 after such principal or interest has become due and payable, such funds shall be paid to the City;
1012 and all liability of the Paying Agent to the Owner thereof for the payment of such Bond shall
1013 forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent
1014 under this Section to pay any such funds to the City shall be subject to any provisions of law
1015 applicable to the Paying Agent or to such funds providing other requirements for disposition of
1016 unclaimed property.

1017 1018 ARTICLE VI

1019 1020 DEFAULT AND REMEDIES

1021
1022 **Section 601. Remedies.** The provisions of the Resolution, including the covenants and
1023 agreements herein contained, shall constitute a contract between the City and the Owners of the
1024 Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less
1025 than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the
1026 equal benefit and protection of all Owners of Bonds similarly situated:

1027
1028 (a) by mandamus or other suit, action or proceedings at law or in equity to enforce
1029 the rights of such Owner or Owners against the City and its officers, agents and employees, and
1030 to require and compel duties and obligations required by the provisions of the Resolution or by
1031 the Constitution and laws of the State;

1032
1033 (b) by suit, action or other proceedings in equity or at law to require the City, its
1034 officers, agents and employees to account as if they were the trustees of an express trust; and

1035
1036 (c) by suit, action or other proceedings in equity or at law to enjoin any acts or things
1037 which may be unlawful or in violation of the rights of the Owners of the Bonds.

1038
1039 **Section 602. Limitation on Rights of Owners.** The covenants and agreements of the
1040 City contained herein and in the Bonds shall be for the equal benefit, protection, and security of
1041 the Owners of any or all of the Bonds, all of which Bonds shall be equal rank and without
1042 preference or priority of one Bond over any other Bond in the application of the funds herein
1043 pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as
1044 to rate of interest, date of maturity and right of prior redemption as provided in this Resolution.
1045 No one or more Owners secured hereby shall have any right in any manner whatever by its
1046 action to affect, disturb or prejudice the security granted and provided for herein, or to enforce
1047 any right hereunder, except in the manner herein provided, and all proceedings at law or in
1048 equity shall be instituted, had and maintained for the equal benefit of all Owners of Outstanding
1049 Bonds.

1050
1051 **Section 603. Remedies Cumulative.** No remedy conferred herein upon the Owners is
1052 intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in
1053 addition to every other remedy and may be exercised without exhausting and without regard to
1054 any other remedy conferred herein. No waiver of any default or breach of duty or contract by the
1055 Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract
1056 or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise
1057 any right or power accruing upon any default shall impair any such right or power or shall be
1058 construed to be a waiver of any such default or acquiescence therein. Every substantive right
1059 and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced

1060 and exercised from time to time and as often as may be deemed expedient. If action or
1061 proceedings taken by any Owner on account of any default or to enforce any right or exercise
1062 any remedy has been discontinued or abandoned for any reason, or shall have been determined
1063 adversely to such Owner, then, and in every such case, the City and the Owners of the
1064 Outstanding Bonds shall be restored to their former positions and rights hereunder, respectively,
1065 and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action
1066 or other proceedings had been brought or taken.

1067
1068 ARTICLE VII

1069
1070 DEFEASANCE

1071
1072 **Section 701. Defeasance.** When any or all of the Bonds or scheduled interest payments
1073 thereon have been paid and discharged, then the requirements contained in this Resolution and
1074 the pledge of the City's faith and credit hereunder and all other rights granted hereby shall
1075 terminate with respect to the Bonds or scheduled interest payments thereon so paid and dis-
1076 charged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and
1077 discharged within the meaning of this Resolution if there has been deposited with the Paying
1078 Agent, or other commercial bank or trust company located in the State and having full trust
1079 powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest pay-
1080 ments thereon, in trust for and irrevocably appropriated thereto, moneys and/or Defeasance
1081 Obligations which, together with the interest to be earned on any such Defeasance Obligations,
1082 will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the
1083 Stated Maturity or Redemption Date, or if default in such payment has occurred on such date,
1084 then to the date of the tender of such payments; provided, however, that if any such Bonds are to
1085 be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and
1086 (2) either notice of such redemption has been given, or the City has given irrevocable
1087 instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the
1088 Bond Registrar to give such notice of redemption in compliance with **Section 303** of this
1089 Resolution. Any money and Defeasance Obligations that at any time shall be deposited with the
1090 Paying Agent or other commercial bank or trust company by or on behalf of the City, for the
1091 purpose of paying and discharging any of the Bonds, shall be and are hereby assigned,
1092 transferred and set over to the Paying Agent or other bank or trust company in trust for the
1093 respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably
1094 appropriated to the payment and discharge thereof. All money and Defeasance Obligations
1095 deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited
1096 in accordance with and subject to all of the provisions of this Resolution.

1097
1098 ARTICLE VIII

1099
1100 TAX COVENANTS

1101
1102 **Section 801. General Covenants.**

1103
1104 (a) The City covenants and agrees that (1) it will comply with all applicable
1105 provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the
1106 exclusion from gross income for federal income tax purposes of the interest on the Bonds, and
1107 (2) it will not use or permit the use of any Bond proceeds or any other funds of the City in a
1108 manner which would adversely affect the exclusion from gross income of the interest on the
1109 Bonds, and (3) will not take or permit any other action, or fail to take any action, if any such
1110 action or failure to take action would adversely effect the exclusion from gross income of the
1111 interest on the Bonds. The City will, in addition, adopt such other ordinances or resolutions and
1112 take such other actions as may be necessary to comply with the Code and with all other
1113 applicable future laws, regulations, published rulings and judicial decisions, in order to ensure

1114 that the interest on the Bonds will remain excluded from federal gross income, to the extent any
1115 such actions can be taken by the City.

1116
1117 (b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as
1118 soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are
1119 issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of
1120 the Bonds or any other funds of the City in any manner, and will not take or omit to take any
1121 action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a)
1122 of the Code.

1123
1124 (c) The City covenants and agrees that it will not use any portion of the proceeds of
1125 the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a
1126 manner that would cause any Bond to be a "private activity bond" within the meaning of Section
1127 141(a) of the Code.

1128
1129 **Section 802. Rebate Covenant.** The City covenants and agrees that it will pay, or
1130 provide for the payment of, from time to time all amounts required to be rebated to the United
1131 States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall
1132 survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended
1133 or replaced if, in the opinion of Bond Counsel such amendment or replacement will not
1134 adversely affect the exclusion from gross income for federal income tax purposes of interest on
1135 the Bonds.

1136
1137 **Section 803. Survival of Covenants.** The covenants contained in this Article shall
1138 remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article
1139 VII hereof or any other provision of this Resolution until the final maturity date of all Bonds
1140 Outstanding.

1141
1142 **Section 804. Qualified Tax-exempt Obligations.** The Bonds are not designated as
1143 "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

1144 1145 1146 ARTICLE IX

1147 1148 CONTINUING DISCLOSURE REQUIREMENTS

1149 **Section 901. Disclosure Requirements.** The City hereby covenants with the Original
1150 Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and
1151 disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure
1152 Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the
1153 benefit of and enforceable by the Original Purchaser and such Beneficial Owners.

1154
1155 **Section 902. Failure to Comply with Continuing Disclosure Requirements.** In the
1156 event the City fails to comply in a timely manner with its covenants contained in the preceding
1157 section, the Original Purchaser and/or any such Beneficial Owner may make demand for such
1158 compliance by written notice to the City. In the event the City does not remedy such
1159 noncompliance within 10 days of receipt of such written notice, the Original Purchaser or any
1160 such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce
1161 compliance by a suit or suits in equity for the specific performance of such covenant or
1162 agreement contained in the preceding section or for the enforcement of any other appropriate
1163 legal or equitable remedy as the Original Purchaser and/or any such Beneficial Owner shall deem
1164 effectual to protect and enforce any of the duties of the City under such preceding section.

1167 ARTICLE X
1168

1169 MISCELLANEOUS PROVISIONS
1170

1171 **Section 1001. Redemption of Refunded Bonds.** Pursuant to the Series 2001-B Bond
1172 Resolution, the City hereby calls the Series 2001-B Bonds maturing on August 15, 2008 and
1173 August 15, 2011, through and including August 15, 2021, for redemption and payment on March
1174 2, 2007. The Series 2001-B Bonds are being called at the redemption price of 100.75% of the
1175 par value thereof plus accrued interest thereon to the redemption date. Subject to the specific
1176 requirements of the ordinances which authorized the issuance of the Refunded Bonds, notice of
1177 redemption shall be given in accordance with applicable law by the City giving written notice of
1178 its intention to redeem such bonds by mailing by certified mail a copy of the City's order of
1179 redemption (the "Redemption Notice") to the Refunded Bonds Paying Agents, who, upon receipt
1180 of the Redemption Notice shall give notice of such calls by mailing a copy of the Redemption
1181 Notice, by first class mail, postage prepaid, to the registered owner of each bond to be redeemed
1182 at the address shown on the registration books maintained by the Bond Registrars.
1183

1184 **Section 1002. Annual Audit.** Annually, promptly after the end of the Fiscal Year, the
1185 City will cause an audit to be made of its funds and accounts for the preceding Fiscal Year by a
1186 certified public accountant or firm of certified public accountants.
1187

1188 Within 30 days after the completion of each such audit, a copy thereof shall be filed in
1189 the office of the Clerk, and a duplicate copy of the audit shall be mailed to the Original
1190 Purchaser. Such audit shall at all times during the usual business hours of the City be open to the
1191 examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or
1192 on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and
1193 mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or
1194 prospective Owner.
1195

1196 As soon as possible after the completion of the annual audit, the governing body of the
1197 City shall review such audit, and if the audit discloses that proper provision has not been made
1198 for all of the requirements of this Resolution, the City shall promptly cure such deficiency.
1199

1200 **Section 1003. Amendments.** The rights and duties of the City and the Owners, and the
1201 terms and provisions of the Bonds or of this Resolution, may be amended or modified at any
1202 time in any respect by resolution of the City with the written consent of the Owners of not less
1203 than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced
1204 by an instrument or instruments executed by such Owners and duly acknowledged or proved in
1205 the manner of a deed to be recorded, and such instrument or instruments shall be filed with the
1206 Clerk, but no such modification or alteration shall:
1207

- 1208 (a) extend the maturity of any payment of principal or interest due upon any Bond;
- 1209
- 1210 (b) effect a reduction in the amount which the City is required to pay as principal of
1211 or interest on any Bond;
- 1212
- 1213 (c) permit preference or priority of any Bond over any other Bond; or
- 1214
- 1215 (d) reduce the percentage in principal amount of Bonds required for the written
1216 consent to any modification or alteration of the provisions of this Resolution.
1217

1218 Any provision of the Bonds or of this Resolution may, however, be amended or modified
1219 by resolution duly adopted by the governing body of the City at any time in any legal respect
1220 with the written consent of the Owners of all of the Bonds at the time Outstanding.

1221
1222 Without notice to or the consent of any Owners, the City may amend or supplement this
1223 Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity
1224 therein or in connection with any other change therein which is not materially adverse to the
1225 interests of the Owners.
1226

1227 Every amendment or modification of the provisions of the Bonds or of this Resolution, to
1228 which the written consent of the Owners is given, as above provided, shall be expressed in a
1229 resolution adopted by the governing body of the City amending or supplementing the provisions
1230 of this Resolution and shall be deemed to be a part of this Resolution. A certified copy of every
1231 such amendatory or supplemental resolution, if any, and a certified copy of this Resolution shall
1232 always be kept on file in the office of the Clerk, and shall be made available for inspection by the
1233 Owner of any Bond or a prospective purchaser or owner of any Bond authorized by this
1234 Resolution, and upon payment of the reasonable cost of preparing the same, a certified copy of
1235 any such amendatory or supplemental resolution or of this Resolution will be sent by the Clerk to
1236 any such Owner or prospective Owner.
1237

1238 Any and all modifications made in the manner hereinabove provided shall not become
1239 effective until there has been filed with the Clerk a copy of the resolution of the City hereinabove
1240 provided for, duly certified, as well as proof of any required consent to such modification by the
1241 Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the
1242 Outstanding Bonds any reference to such amendment or modification.
1243

1244 The City shall furnish to the Bond Registrar and to the Paying Agent a copy of any
1245 amendment to the Bonds or this Resolution which affects the duties or obligations of the Bond
1246 Registrar or the Paying Agent under this Resolution.
1247

1248 **Section 1004. Notices, Consents and Other Instruments by Owners.** Any notice,
1249 consent, request, direction, approval or other instrument to be signed and executed by the
1250 Owners may be in any number of concurrent writings of similar tenor and may be signed or
1251 executed by such Owners in person or by agent appointed in writing. Proof of the execution of
1252 any such instrument or of the writing appointing any such agent and of the ownership of Bonds,
1253 if made in the following manner, shall be sufficient for any of the purposes of this Resolution,
1254 and shall be conclusive in favor of the City, the Bond Registrar and the Paying Agent with regard
1255 to any action taken, suffered or omitted under any such instrument, namely:
1256

1257 (a) The fact and date of the execution by any person of any such instrument may be
1258 proved by a certificate of any officer in any jurisdiction who by law has power to make
1259 acknowledgements within such jurisdiction that the person signing such instrument
1260 acknowledged before such officer the execution thereof, or by affidavit of any witness to such
1261 execution.
1262

1263 (b) The fact of ownership of Bonds, the amount or amounts, numbers and other
1264 identification of Bonds, and the date of holding the same shall be proved by the Bond Register.
1265

1266 In determining whether the Owners of the requisite principal amount of Bonds
1267 Outstanding have given any request, demand, authorization, direction, notice, consent or waiver
1268 under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be
1269 Outstanding under this Resolution, except that, in determining whether the Owners shall be
1270 protected in relying upon any such request, demand, authorization, direction, notice, consent or
1271 waiver, only Bonds which the Owners know to be so owned shall be so disregarded.
1272 Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not
1273 be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the
1274 pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.

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Section 1005. Further Authority. The officers and officials of the City, including the Mayor and Clerk, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 1006. Severability. If any section or other part of this Resolution is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Resolution.

Section 1007. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State.

Section 1008. Effective Date. This Resolution shall take effect and be in full force from and after its passage by the Council of the City.

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PASSED and approved by the City of Topeka, Kansas, on February 6, 2007.

CITY OF TOPEKA, KANSAS

(SEAL)

William W. Bunten, Mayor

ATTEST:

Brenda Younger, Interim City Clerk

CERTIFICATE

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 February 6, 2007, as the same appears of record in my office, and that the Resolution has not been modified, amended or repealed and is in full force and effect as of this date.

DATED: February 6, 2007.

Brenda Younger, Interim City Clerk

(SEAL)

1328 EXHIBIT A
1329 (FORM OF BOND)
1330

1331 Unless this certificate is presented by an authorized representative of The Depository Trust
1332 Company to the issuer or its agent for registration of transfer, exchange or payment, and any
1333 certificate issued is registered in the name of Cede & Co. or such other name as requested by an
1334 authorized representative of The Depository Trust Company and any payment is made to Cede &
1335 Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE
1336 BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has
1337 an interest herein.
1338

1339 Financial Security Assurance Inc. ("Financial Security"), New York, New York, has delivered its
1340 municipal bond insurance policy with respect to the scheduled payments due of principal of and
1341 interest on this Bond to the Kansas State Treasurer, Topeka, Kansas, or its successor, as paying
1342 agent for the Bonds (the "Paying Agent"). Said Policy is on file and available for inspection at
1343 the principal office of the Paying Agent and a copy thereof may be obtained from Financial
1344 Security or the Paying Agent.
1345

1346
1347
1348 UNITED STATES OF AMERICA
1349 STATE OF KANSAS
1350 COUNTY OF SHAWNEE
1351 CITY OF TOPEKA
1352 GENERAL OBLIGATION REFUNDING BOND
1353 SERIES 2007-A
1354

1355 No. R- _____ \$ _____
1356
1357 Rate of Maturity Dated CUSIP _____
1358 Interest: Date: Date: February 28, 2007
1359

1360 Registered Owner:
1361

1362 PRINCIPAL AMOUNT _____
1363

1364 The City of Topeka, in the County of Shawnee, State of Kansas, (the "City") for value
1365 received acknowledges itself to be indebted to and promises to pay, but solely from the sources
1366 hereinafter pledged, to the registered owner identified above (the "Owner"), or registered assigns
1367 as hereinafter provided, on the maturity date identified above, the principal amount identified
1368 above, and in like manner to pay, as of the Record Dates as hereinafter provided, interest on such
1369 principal amount from the date of this Bond or from the most recent interest payment date to
1370 which interest has been paid prior to the registration date set forth below at the rate of interest per
1371 annum set forth above semiannually on February 15 and August 15 of each year (the "Interest
1372 Payment Dates") commencing August 15, 2007, until said principal amount is paid.
1373

1374 The principal of and redemption premium, if any, on this Bond shall be payable in lawful
1375 money of the United States of America at the office of the Treasurer of the State of Kansas,
1376 Topeka, Kansas, (the "Paying Agent" and "Bond Registrar") upon presentation of this Bond for
1377 payment and cancellation. The interest on this Bond shall be payable in lawful money of the
1378 United States of America by check or draft of the Paying Agent by mailing to the Owner thereof
1379 at the address appearing on the registration books of the City maintained by the Bond Registrar
1380 or at such other address as is furnished in writing by such registered owner to the Bond Registrar

1381 at the close of business on the 1st day of February or August of the applicable interest payment
1382 date (the "Record Dates"), or in the case of an interest payment to any Owner of **\$500,000** or
1383 more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon written
1384 notice given to the Paying Agent by such Owner not less than **15** days prior to the Record Date
1385 for such interest, containing the electronic transfer instructions including the name of the bank
1386 (which shall be in the continental United States), the name listed on the account, ABA routing
1387 number and account number to which such Owner wishes to have such transfer directed. The
1388 full faith, credit and resources of the City are hereby pledged for the payment of the principal of
1389 and interest on this Bond and the issue of which it is a part as the same respectively become due.

1390
1391 THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE
1392 REVERSE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS
1393 THOUGH FULLY SET FORTH AT THIS PLACE.
1394

1395 It is hereby certified and declared that all acts, conditions and things required to be done
1396 and to exist precedent to and in the issuance of this Bond have been properly done and
1397 performed and do exist in due and regular form and manner as required by the Constitution and
1398 Laws of the State of Kansas, and that the total indebtedness of said City, including this series of
1399 bonds, does not exceed any constitutional or statutory limitation.

1400
1401 This Bond shall not be valid or become obligatory for any purpose until the Certificate of
1402 Authentication and Registration hereon shall have been lawfully executed by the Bond Registrar.
1403

1404 IN WITNESS WHEREOF, the said City of Topeka, in the State of Kansas, by its
1405 governing body, has caused this Bond to be executed by its Mayor and attested by its City Clerk
1406 by their manual signatures with its corporate seal to be affixed hereon, all as of the 28th day of
1407 February, 2007.

1408
1409 CITY OF TOPEKA, KANSAS

1410
1411 _____
1412 (manual)
1413 Mayor

1414
1415 ATTEST: _____
1416 (SEAL) (manual)
1417 City Clerk

1418 *****

1419 CERTIFICATE OF AUTHENTICATION AND REGISTRATION

1420 This Bond is one of the City of Topeka, Kansas, General Obligation Refunding Bonds,
1421 Series 2007-A described in the within mentioned Resolution.

1422
1423 Registration Date: _____
1424

1425 OFFICE OF THE STATE TREASURER
1426 Topeka, Kansas,
1427 as Bond Registrar and Paying Agent
1428

1429 By _____

1430 I.D.#: _____

1431 *****

1432 FURTHER TERMS AND PROVISIONS

1433
1434 This Bond is one of a duly authorized series of Bonds of the City aggregating the
1435 principal amount of \$14,135,000 (the "Bonds") issued for the purposes set forth in Ordinance
1436 No. 18808 of the City (the "Ordinance"). This Bond and the series of Bonds of which it is a part
1437 are issued by the authority of and in full compliance with the provisions, restrictions and
1438 limitations of the Constitution and Laws of the State of Kansas, including K.S.A. 10-101 to 125,
1439 inclusive, as amended, K.S.A. 10-427 *et seq.*, the Ordinance, Resolution No. 7912 of the City
1440 (the "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.
1441

1442 The Bonds are issuable in fully registered form in the denomination of \$5,000 each or
1443 authorized integral multiples thereof. This Bond may be exchanged at the principal office of the
1444 Bond Registrar for a like aggregate principal amount of Bonds of the same maturity of other
1445 authorized denominations upon the terms set forth in the authorizing Ordinance and the
1446 Resolution.
1447

1448 At the option of the City, the Bonds maturing on or after August 15, 2013, may be called
1449 for redemption and payment prior to maturity on August 15, 2012, and thereafter in whole or in
1450 part on any date (Bonds of less than a single maturity to be selected by lot in multiples of \$5,000
1451 principal amount by the Paying Agent and Bond Registrar in such equitable manner as they shall
1452 designate), at the redemption price equal to the principal amount thereof with a premium of one
1453 percent (1%) of the principal amount redeemed, such premium to decline one-quarter of one
1454 percent (1/4 of 1%) each interest payment date thereafter, plus accrued interest thereon to the
1455 date fixed for redemption and payment.
1456

1457 Bonds will be redeemed in integral multiples of \$5,000. If less than all Bonds are called
1458 for redemption, the Bond Registrar will, in the case of Bonds in denominations greater than
1459 \$5,000, treat each \$5,000 of face value as though it were a separate Bond.
1460

1461 In the event of any such redemption, the Paying Agent shall give notice of such call by
1462 mailing a copy of the redemption notice by first class mail, postage prepaid, not less than thirty
1463 (30) days prior to the date of such redemption to the Owner of each Bond to be redeemed at the
1464 address shown on the registration books maintained by the Bond Registrar. Failure to give such
1465 notice by mailing to the Owner of any Bond, or any defect therein, shall not affect the validity of
1466 any proceedings for the redemption of other Bonds. Any notice mailed as provided herein shall
1467 be conclusively presumed to have been duly given, whether or not the Owner of such Bonds
1468 received the notice.
1469

1470 The City and the Bond Registrar may deem and treat the person in whose name this Bond
1471 is registered as the absolute Owner hereof for the purpose of receiving payment of, or on account
1472 of, the principal hereof, or redemption price hereof and interest due hereon and for all other
1473 purposes.
1474

1475 The Bonds are being issued by means of a book-entry system with no physical
1476 distribution of bond certificates to be made except as provided in the Ordinance. One Bond
1477 certificate with respect to each date on which the Bonds are stated to mature or with respect to
1478 each form of Bonds, registered in the nominee name of the Securities Depository, is being issued
1479 and required to be deposited with the Securities Depository and immobilized in its custody. The
1480 book-entry system will evidence positions held in the Bonds by the Securities Depository's
1481 participants, beneficial ownership of the Bonds in authorized denominations being evidenced in
1482 the records of such participants. Transfers of ownership shall be effected on the records of the
1483 Securities Depository and its participants pursuant to rules and procedures established by the
1484 Securities Depository and its participants. The City and the Paying Agent will recognize the
1485 Securities Depository nominee, while the registered owner of the Bond, as the Owner of this

1486 Bond for all purposes, including (i) payments of principal of, and redemption premium, if any,
1487 and interest on, this Bond, (ii) notices and (iii) voting. Transfer of principal, interest and any
1488 redemption premium payments to participants of the Securities Depository, and transfer of
1489 principal, interest and any redemption premium payments to beneficial owners of the Bonds by
1490 participants of the Securities Depository will be the responsibility of such participants and other
1491 nominees of such beneficial owners. The City and the Paying Agent will not be responsible or
1492 liable for such transfers of payments or for maintaining, supervising or reviewing the records
1493 maintained by the Securities Depository, the Securities Depository nominee, its participants or
1494 persons acting through such participants. While the Securities Depository nominee is the owner
1495 of this Bond, notwithstanding the provision hereinabove contained, payments of principal of,
1496 redemption premium, if any, and interest on this Bond shall be made in accordance with existing
1497 arrangements among the City, the Paying Agent and the Securities Depository.
1498

1499 **EXCEPT AS OTHERWISE PROVIDED IN THE ORDINANCE, THIS GLOBAL**
1500 **BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO**
1501 **ANOTHER NOMINEE OF THE SECURITIES DEPOSITORY OR TO A SUCCESSOR**
1502 **SECURITIES DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES**
1503 **DEPOSITORY.**
1504

1505 This Bond is transferable by the Owner hereof in person or by his attorney duly
1506 authorized in writing at the principal office of the Bond Registrar, but only in the manner, subject
1507 to the limitations and upon payment of the charges provided in the Resolution, and upon
1508 surrender and cancellation of this Bond. The City shall pay out of the proceeds of the Bonds or
1509 from other funds all costs incurred in connection with the issuance, transfer, exchange,
1510 registration, redemption or payment of the Bonds except (a) the reasonable fees and expenses in
1511 connection with the replacement of a Bond or Bonds mutilated, stolen, lost or destroyed or (b)
1512 any tax or other governmental charge imposed in relation to the transfer, exchange, registration,
1513 redemption or payment of the Bonds. Upon such transfer a replacement Bond or Bonds of
1514 authorized denominations of the same maturity and for the same aggregate principal amount will
1515 be issued to the transferee in exchange therefore.
1516

1517 **BOND ASSIGNMENT**

1518 FOR VALUE RECEIVED, the undersigned does (do) hereby sell, assign and transfer to

1519 _____
1520
1521 (Name and Address)

1522 _____
1523
1524 _____
1525
1526 _____
1527 (Social Security or Taxpayer Identifying No.)

1529 the Bond to which this assignment is affixed in the outstanding principal amount of
1530 \$_____ standing in the name of the undersigned on the books of the Treasurer of the
1531 State of Kansas (the "Bond Registrar"). The undersigned does (do) hereby irrevocably constitute
1532 and appoint _____ as attorney to transfer said Bond on the books
1533 of said Bond Registrar with full power of substitution in the premises.
1534

1535 Dated _____
1536 _____
1537 Name
1538 _____
1539

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Social Security or Taxpayer
Identifying No.

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 February 28, 2007.

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)

1585
1586
1587
1588
1589
1590
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1592

EXHIBIT B
(DTC LETTERS OF REPRESENTATION)