

RESOLUTION NO. 8013

A RESOLUTION INTRODUCED BY CITY MANAGER NORTON N. BONAPARTE, JR. AUTHORIZING AND DIRECTING THE ISSUANCE OF TEMPORARY NOTES, SERIES 2007-A OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$9,200,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COST OF RENEWING A PORTION OF THE PRINCIPAL AMOUNT OF THE SERIES 2006-A TEMPORARY NOTES OF SAID CITY, DATED NOVEMBER 28, 2006, AND FOR THE PURPOSE OF PROVIDING FUNDS TO PAY A PORTION OF THE COST OF CERTAIN IMPROVEMENTS IN SAID CITY.

WHEREAS, pursuant to K.S.A. 12-6a01 et seq., 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 Ordinance No. 89 of the City of Topeka, Kansas, (the "City") (Section A12-1 of the Code of the City) and all other provisions of the laws of the State of Kansas applicable thereto, by proceedings duly had and other actions duly and legally taken, the City has approved the following internal improvements (the "Improvements"):

- (a) Water Main Improvement Project No. 28627-00;
- (b) Sanitary Sewer Improvement Project No. 40832-01;
- (c) Sanitary Sewer Improvement Project No. 40858-03;
- (d) Sanitary Sewer Improvement Project No. 40915-02;
- (e) Sanitary Sewer Improvement Project No. 40917-02;
- (f) Sanitary Sewer Improvement Project No. 40926-01;
- (g) Sanitary Sewer Improvement Project No. 40941-00;
- (h) Sanitary Sewer Improvement Project No. 40942-00;
- (i) Sanitary Sewer Improvement Project No. 40943-01;
- (j) Sanitary Sewer Improvement Project No. 40945-00;
- (k) Sanitary Sewer Improvement Project No. 40947-00;
- (l) Street Improvement Project No. 60500-02;

- 34 (m) Street Improvement Project No. 60599-02;
- 35 (n) Street Improvement Project No. 60607-00;
- 36 (o) Street Improvement Project No. 60610-02;
- 37 (p) Street Improvement Project No. 60623-01;
- 38 (q) Street Improvement Project No. 60624-01;
- 39 (r) Storm Sewer Improvement Project No. 60625-00;
- 40 (s) Street Improvement Project No. 60626-00;
- 41 (t) Trafficway Improvement Project No. 70190-01;
- 42 (u) Trafficway Improvement Project No. 70196-02; and
- 43 (v) Waterline Improvement Project No. 70142-03.

44 **WHEREAS**, the cost of making the Improvements are to be paid in whole or in part by
45 the issuance of general obligation bonds of the City in the manner provided by law; and

46 **WHEREAS**, pursuant to Resolution No. 7883 of the City adopted November 7, 2006,
47 the City has issued its Temporary Notes, Series 2006-A, dated November 28, 2006, aggregating
48 the principal amount of \$11,470,000 and maturing on December 1, 2007, (the “Series 2006-A
49 Notes”) to provide funds to finance certain improvements in the City including Projects Nos.
50 40858-03, 40915-02, 40917-02, 40945-00, 60599-02, 60610-02, 60623-01, 60624-01, 60625-00,
51 60626-00, 70190-01, and 70196-02; as hereinbefore described (the “Projects”), and all aspects of
52 said Projects will not be fully completed at the maturity of the Series 2006-A Notes; and

53 **WHEREAS**, it is necessary for the City to provide cash funds to renew a portion of the
54 Series 2006-A Temporary Notes issued to provide financing for the Projects and to meet the
55 City’s obligations incurred in connection with the Improvements prior to the completion of said
56 work and the issuance of the City’s general obligation bonds, and it is desirable and in the
57 interest of the City that such funds be raised by the issuance of temporary notes of the City, said
58 notes to be issued by the City pursuant to the provisions of K.S.A. 10-123, as amended.

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

61 **Section 1.(a)** For the purpose of providing funds to renew a portion of the Series 2006-A
62 Notes issued in connection with the Projects as hereinbefore described and to pay obligations
63 incurred by the City in acquiring and constructing the Improvements, there shall be issued and
64 are hereby authorized to be issued Temporary Notes, Series 2007-A, of the City, in the principal
65 amount not to exceed \$9,200,000 (the “Notes”). The Notes will consist of fully registered notes
66 in the denomination of \$5,000 or any integral multiple thereof. The Notes shall initially be
67 registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York,
68 New York, (along with its successors and assigns, the "Securities Depository") to which
69 payments of principal on the Notes will be made by the Treasurer of the State of Kansas (the
70 “Note Registrar” and “Paying Agent”) in lawful money of the United States of America upon
71 presentation of the Notes for payment and cancellation. Individual purchases of Notes will be
72 made in book-entry form only. Purchasers will not receive certificates representing their interest
73 in Notes purchased. It is anticipated that during the term of the Notes, the Securities Depository
74 will make book-entry transfers among those financial institutions (the "Participants") for whom it
75 effects book entry transfers and pledges of securities deposited with it from time to time and
76 receive and transmit payment of principal of and interest on the Notes to the Participants until
77 and unless the Note Registrar (hereinafter designated) authenticates and delivers Replacement
78 Notes to the beneficial owners as described in subsection (b). The Notes shall be dated
79 November 28, 2007, shall become due on November 1, 2008, and shall bear interest from said
80 date at the rate of three and thirty-nine hundredths percent (3.39%) per annum. Interest on the
81 Notes shall be payable at the maturity of the Notes on November 1, 2008, (the “Interest Payment
82 Date”) to the Registered Owner thereof appearing on the books of the Note Registrar as of the
83 15th day of the month next preceding the applicable interest payment date (the “Record Date”).

84 (b) (1) If the City determines (A) that the Securities Depository is unable to properly
85 discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as
86 a securities depository and registered clearing agency under the Securities and Exchange Act of
87 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any

88 Notes being issued to any registered owner of any of the Notes ("Registered Owner") other than
89 Cede & Co. is no longer in the best interests of the beneficial owners of the Notes, or (2) if the
90 Note Registrar receives written notice from Participants having interests in not less than 50% of
91 the Notes which are outstanding and unpaid, as shown on the records of the Securities
92 Depository (and certified to such effect by the Securities Depository), that the continuation of a
93 book-entry system to the exclusion of any Notes being issued to any Registered Owner other
94 than Cede & Co. is no longer in the best interests of the beneficial owners of the Notes, then the
95 Note Registrar shall notify the Registered Owners of such determination or such notice and of
96 the availability of certificates to beneficial owners requesting the same, and the Note Registrar
97 shall register in the name of and authenticate and deliver replacement Notes to the beneficial
98 owners or their nominees in principal amounts representing the interest of each, making such
99 adjustment as it may find necessary or appropriate as to accrued interest; provided, that in the
100 case of a determination under (1)(A) or (1)(B) of this subsection (b), the City may, after
101 consultation with the Note Registrar, select a successor securities depository in accordance with
102 subsection (c) hereof to effect book-entry transfers. In such event, all references to the Securities
103 Depository herein shall relate to the period of time when the Securities Depository has
104 possession of at least one Note. Upon the issuance of any replacement Notes ("Replacement
105 Notes"), all references herein to obligations imposed upon or to be performed by the Securities
106 Depository shall be deemed to be imposed upon and performed by the Note Registrar, to the
107 extent applicable with respect to such Replacement Notes. If the Securities Depository resigns
108 and the City is unable to locate a qualified successor of the Securities Depository in accordance
109 with subsection (c) hereof, then the Note Registrar shall authenticate and cause delivery of
110 Replacement Notes to the beneficial owners thereof, as provided herein. The Note Registrar may
111 rely on information from the Securities Depository and its Participants as to the names of the
112 beneficial owners of the Notes. The cost of printing, registration, authentication and delivery of
113 Replacement Notes shall be paid for by the City.

114 (c) In the event the Securities Depository resigns, is unable to properly discharge its
115 responsibilities, or is no longer qualified to act as a securities depository and registered clearing
116 agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a
117 successor Securities Depository, provided the Note Registrar receives written evidence
118 satisfactory to it with respect to the ability of the successor Securities Depository to discharge its
119 responsibilities. Any such successor Securities Depository shall be a securities depository which
120 is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or
121 other applicable statute or regulation that operates a securities depository upon reasonable and
122 customary terms. The Note Registrar upon its receipt of any of the Notes for cancellation shall
123 cause the delivery of such Notes to the successor Securities Depository in appropriate
124 denominations and form as provided herein.

125 (d) The execution and delivery of the Representation Letter to The Depository Trust
126 Company, New York, New York, by the Mayor or Deputy Mayor in the form attached hereto as
127 Exhibit A with such changes, omissions, insertions and revisions as the Mayor or Deputy Mayor
128 shall deem advisable, is hereby authorized, and execution of the Representation Letter by the
129 Mayor or Deputy Mayor shall be conclusive evidence of such approval. The Representation
130 Letter shall set forth certain matters with respect to, among other things, notices, consents and
131 approvals by the owners (both the Registered Owner and beneficial owners) of the Notes and
132 payments of the principal of and interest on the Notes.

133 **Section 2.** The Notes shall contain recitals and be in the form as prescribed by law. The
134 Notes, shall in addition to all other requirements, shall be subject to the terms and conditions of
135 the agreement entitled “Agreement Between Issuer and Agent” by and between the City and the
136 Treasurer of the State of Kansas, as Note Registrar.

137 **Section 3.** The Notes shall be executed by the facsimile or manual signature of the
138 Mayor or Deputy Mayor and City Clerk or Deputy City Clerk and the seal of the City shall be
139 printed or affixed thereon. After such execution and the registration of the Notes by the City
140 Clerk and the Kansas State Treasurer, Topeka, Kansas, hereby designated as both the City’s Note

141 Registrar and Paying Agent in connection with the Notes, the Notes shall be countersigned by
142 the City Clerk or Deputy City Clerk and delivered to the Original Purchaser thereof upon receipt
143 of the purchase price thereof, said purchase price to be not less than the principal amount thereof
144 plus accrued interest thereon to the date of delivery. The proceeds of the Notes shall be placed in
145 the City Treasury and applied solely to pay the costs of renewing the Series 2006-A Notes
146 previously issued to finance the Projects as hereinbefore described, the costs of the
147 Improvements and the costs of issuing the Notes.

148 **Section 4.** The Notes to be issued shall be in substantially the following form:

149
150 UNLESS THIS CERTIFICATE IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE
151 OF THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO
152 ISSUER OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR
153 PAYMENT, AND ANY CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE
154 & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED
155 REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO
156 SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE
157 OF DTC), **ANY TRANSFER, PLEDGE, OR OTHER USE THEREOF FOR VALUE OR**
158 **OTHERWISE BY OR TO ANY PERSON IS WRONGFUL IN AS MUCH AS THE**
159 REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

160
161 **Temporary Note No. R-1**
162 **\$9,200,000** **\$9,200,000**
163 **UNITED STATES OF AMERICA**
164 **STATE OF KANSAS**
165 **COUNTY OF SHAWNEE**
166 **CITY OF TOPEKA**
167 **SERIES 2007-A**

168
169 Rate of Maturity Dated CUSIP NO. _____
170 Interest: 3.39% Date: November 1, 2008 Date: November 28, 2007
171 Registered Owner: Cede & Co.
172 Principal Amount: Nine Million Two Hundred Thousand Dollars

173
174 **KNOW ALL MEN BY THESE PRESENTS:**
175 That the City of Topeka, in the County of Shawnee, State of Kansas, (the "City") for
176 value received acknowledges itself to be indebted to and promises to pay, but solely from the
177 sources hereinafter pledged, to the registered owner identified above, or registered assigns as
178 hereinafter provided, on the maturity date identified above, both the principal amount identified
179 above and in like manner to pay interest on such principal amount from the date of this Note

180 until said principal amount is paid. The Notes will not be subject to redemption prior to
181 maturity.

182 The principal of and interest on this Note shall be payable in lawful money of the United
183 States of America by check or draft at the office of the Treasurer of the State of Kansas, Topeka,
184 Kansas, (the "Note Registrar" and "Paying Agent"), upon presentation of this Note for payment
185 and cancellation. The full faith, credit and resources of the City are hereby pledged for the
186 payment of the principal of and interest on this Note and the issue of which it is a part as the
187 same respectively become due.

188 **THE TERMS AND PROVISIONS OF THIS NOTE ARE CONTINUED ON THE**
189 **REVERSE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT**
190 **AS THOUGH FULLY SET FORTH AT THIS PLACE.**

191 It is hereby certified and declared that all acts, conditions, and things required to be done
192 and to exist precedent to and in the issuance of this Note have been properly done and performed
193 and do exist in due and regular form and manner as required by the Constitution and Laws of the
194 State of Kansas; that this Note is negotiable and constitutes a general obligation of the City; that
195 this Note and any outstanding notes and bonds previously issued for the improvement described
196 herein do not exceed the estimated cost and expense of said improvement; and that the total
197 indebtedness of said City, including this series of Notes, does not exceed any constitutional or
198 statutory limitation.

199
200 **IN WITNESS WHEREOF**, the said City of Topeka, in the State of Kansas, by its
201 Governing Body, has caused this Temporary Note to be signed by its Mayor or Deputy Mayor
202 and attested by its City Clerk, and has caused its corporate seal to be affixed hereto, all as of the
203 28th day of November, 2007.

204
205 ATTEST: _____
206 Mayor, City of Topeka, Shawnee County,
207 Kansas
208 _____
209 City Clerk

210 (SEAL)

211
212 This Note shall not be negotiable unless and until countersigned below following
213 registration by the Treasurer of the State of Kansas.

214
215 (SEAL) _____
216 City Clerk

217 **CERTIFICATE OF AUTHENTICATION AND REGISTRATION**

218
219 This Note is one of the City of Topeka, Kansas, Temporary Notes, Series 2007-A,
220 described in the within mentioned Resolution.

221
222 Registration Date: _____.

223 **OFFICE OF THE STATE TREASURER**
224 Topeka, Kansas,
225 As Note Registrar and Paying Agent

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I.D. No. _____ By _____

CITY CLERK'S CERTIFICATE

STATE OF KANSAS, COUNTY OF SHAWNEE, SS:

I, the undersigned, City Clerk of the City of Topeka, Kansas, do hereby certify that the within Temporary Note of the City of Topeka, Kansas, was duly registered in my office according to law, and that the signatures thereto are genuine.

WITNESS My Hand and Official Seal as of this 28th day of November, 2007.

(SEAL)

City Clerk of the City of Topeka,
Shawnee County, Kansas

STATE TREASURER'S CERTIFICATE

STATE OF KANSAS, COUNTY OF SHAWNEE, SS:

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 Temporary Note has been filed in my office and that this Note has been registered in my office according to law this ____ day of November, 2007.

WITNESS My Hand and Official Seal.

LYNN JENKINS
Treasurer of the State of Kansas

BY: _____

(SEAL)

State Treasurer

NOTE ASSIGNMENT

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

(Note Assignment)

(Social Security or Taxpayer Identifying No.)

271 the Temporary Note to which this assignment is affixed in the outstanding principal amount of
272 \$_____ standing in the name of undersigned on the books of the Treasurer of the State
273 of Kansas, Topeka, Kansas, the Note Registrar. The undersigned does (do) hereby irrevocably
274 constitute and appoint _____ as attorney to transfer said Note on the
275 books of the Note Registrar with full power of substitution in the premises.

276 Dated_____

277 _____
Name

278 _____
Social Security or Taxpayer Identifying No.

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

281 _____
Face of Certificate Signature Guaranteed By:

282 _____
(Name of Eligible Guarantor Institution as
283 defined by SEC Rule 17Ad-15 (17CFR
284 240.17 Ad-15)

285 _____
By:_____

292 *****

293 **FURTHER TERMS AND CONDITIONS**

294 This Note is one of a duly authorized series of Temporary Notes aggregating the principal
295 amount of \$9,200,000 (the "Notes") issued by the City to finance, on an interim basis, the
296 construction of certain improvements, heretofore duly authorized by the City, which are to be
297 paid for either in whole or in part by the issuance of bonds of the City. This Note and the series
298 of which it is a part are issued by the City to pay the cost of such improvements until money for
299 such purpose and for the payment of this Note with accrued interest, if any, thereon can be raised
300 by the City by the sale and issuance of its general obligation bonds. This Note and the series of
301 which it is a part are issued by the authority of and in full compliance with the provisions,
302 restrictions and limitations of Resolution No. 8013 of the City (the "Resolution"), the
303 Constitution and Laws of the State of Kansas, including Article 12, Section 5 of the Constitution
304 to the State of Kansas, K.S.A. 10-101 to 125, inclusive, K.S.A. 12-6a01 *et seq.*, as amended, and
305 Charter Ordinance No. 89 of the City (Section A12-1 of the Code of the City) and all acts
306 amendatory thereof and supplemental thereto.

307 The Notes are being issued by means of a book-entry system with no physical
308 distribution of certificates to be made except as provided in the Resolution. One Note certificate
309 with respect to each date on which the Notes are stated to mature, registered in the nominee
310 name of the securities depository named in the Resolution, together with its successors and
311 assigns (the "Securities Depository"), is being issued. The book-entry system will evidence
312 positions held in the Notes by the Securities Depository's participants, beneficial ownership of
313 the Notes in authorized denominations being evidenced in the records of such participants.
314 Transfers of ownership shall be effected on the records of the Securities Depository and its
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317 participants pursuant to the rules and procedures established by the Securities Depository and its
318 participants. The City will recognize the Securities Depository nominee, while the registered
319 owner of this Note, as the owner of this Note for all purposes, including (i) payments of
320 principal of and interest on this Note, (ii) notices and (iii) voting. Transfers of principal and
321 interest payments to participants of the Securities Depository, and transfers of principal and
322 interest payments to beneficial owners of the Notes by participants of the Securities Depository
323 will be the responsibility of such participants and other nominees of such beneficial owners.
324 The City and the Paying Agent will not be responsible or liable for such transfers of payments or
325 for maintaining, supervising or reviewing the records maintained by the Securities Depository,
326 the Securities Depository nominee, its participants or persons acting through such participants.
327 While the Securities Depository nominee is the registered owner of this Note, notwithstanding
328 the provision hereinabove contained, payments of principal of and interest on this Note shall be
329 made in accordance with existing arrangements among the City, its Paying Agent and the
330 Securities Depository.

331 **EXCEPT AS OTHERWISE PROVIDED IN THE RESOLUTION, THIS NOTE**
332 **MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO ANOTHER**
333 **NOMINEE OF THE SECURITIES DEPOSITORY OR TO A SUCCESSOR**
334 **SECURITIES DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES**
335 **DEPOSITORY.** The City may deem and treat the person in whose name this Note is registered
336 as the absolute owner hereof for the purpose of receiving payment of the principal hereof and
337 interest due hereon and for all other purposes. This Note is transferable by the registered owner
338 hereof in person or by his attorney duly authorized in writing at the office of the Note Registrar
339 upon receipt by the Note Registrar of a duplicate original counterpart of the document by which
340 the assignment or reassignment is made, disclosing the name and address of each such assignee.
341 Upon receipt of such notice of assignment, the Paying Agent agrees to make all payments to the
342 assignee designated in the assignment. The City shall pay out of the proceeds of the Notes, or
343 from other lawfully available funds, all costs incurred in connection with the issuance, transfer,
344 exchange, redemption or payment of the Notes except (a) fees and expenses in connection with
345 the replacement of any of the Notes mutilated, stolen, lost or destroyed or (b) any tax or other
346 governmental charge imposed in relation to the transfer, exchange or payment of the Notes.

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348 **Section 5.** That the Notes shall be issued and sold to RBC Capital Markets, Cincinnati,
349 Ohio, in accordance with both the Note Bid Form (the “Note Bid Form”) between such Original
350 Purchaser and the City, the execution of which Note Bid Form is authorized hereby and by the
351 other terms and conditions of this Resolution.

352 **Section 6.** That the City covenants and certifies to and for the benefit of the Owners of
353 the Notes from time to time outstanding that so long as any of the Notes remain outstanding,
354 moneys on deposit in any fund or account in connection with the Notes, whether or not such
355 moneys were derived from the proceeds of the sale of the Notes or from any other sources, will
356 not be used in a manner which will cause the Notes to be classified as “arbitrage bonds” within

357 the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the “Code”).
358 Pursuant to such covenant, the City shall, to the extent permitted by law, comply throughout the
359 term of the issue of the Notes and thereafter with the requirements of Section 148 of the Code
360 including, but not limited to, the rebate of certain amounts, if any, to the United States.

361 **Section 7.** That the City covenants to take all action necessary in order to maintain the
362 exclusion under Section 103 of the Code of the interest on the Notes from gross income for
363 federal income tax purposes.

364 **Section 8.** That the forms of the *Preliminary Official Statement* and the *Official*
365 *Statement*, both of which will be dated as of the date set forth thereon, all in the form presented
366 at the meeting at which this Resolution is adopted, are hereby approved, ratified and confirmed,
367 and the execution, circulation and distribution thereof are hereby approved, ratified and
368 confirmed for and on behalf of the City, in substantially the form presented at this meeting.

369 **Section 9.** That the City hereby covenants and agrees that it will comply with and carry
370 out all of the provisions of the Continuing Disclosure Certificate attached to the Final Certificate
371 of the City included in the transcript of proceedings regarding the Notes. Notwithstanding any
372 other provision of this Resolution, failure of the City to comply with the Continuing Disclosure
373 Certificate shall not be considered an event of default of the City's obligations either under this
374 Resolution or in connection with the Notes; provided, however, any owner of the Notes may take
375 such actions as may be necessary and appropriate, including seeking mandate or specific perfor-
376 mance by court order, to cause the City to comply with its obligations under this Section.

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EXHIBIT A

LETTER OF REPRESENTATIONS

(ATTACHED)