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RESOLUTION

OF

CITY OF TOPEKA, KANSAS

ADOPTED

OCTOBER 7, 2008



\$24,570,000
GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BONDS
SERIES 2008-A

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RESOLUTION

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RESOLUTION NO. 8115

A RESOLUTION INTRODUCED BY CITY MANAGER NORTON N. BONAPARTE, JR. PRESCRIBING THE FORM AND DETAILS OF GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BONDS, SERIES 2008-A OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$24,570,000 THE ISSUANCE OF WHICH WERE AUTHORIZED BY THE CITY PURSUANT TO ITS ORDINANCE NO. 19169 ADOPTED AND APPROVED OCTOBER 7, 2008; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

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

WHEREAS, 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 July 17, 2001, in accordance with the requirements of 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, Charter Ordinances Nos. 68 and 74 of the City (Sections A12-1 and A14-2 of the Code of the City) (the "Series 2001-B Bond Ordinance). The terms and conditions of the Series 2001-B Bonds are set forth in a Resolution adopted on July 17, 2001 (the "Series 2001-B Bond Resolution"); and

WHEREAS, the City has heretofore duly authorized, issued and delivered its \$24,905,000 principal amount of General Obligation Refunding Bonds, Series 2003-B, dated August 14, 2003, (the "Series 2003-B Bonds") pursuant to its Ordinance adopted July 15, 2003, in accordance with the requirements of K.S.A. 10-427 *et seq.* (the "Series 2003-B Bond Ordinance"). The terms and conditions of the Series 2003-B Bonds were set forth in a Resolution adopted on July 15, 2003 (the "Series 2003-B Bond Resolution"); and

WHEREAS, the City has by its Ordinance No. 19169 adopted and approved October 7, 2008, (the "Ordinance") authorized the issuance of its General Obligation Improvement and Refunding Bonds, Series 2008-A in the aggregate principal amount of \$24,570,000 (the "Bonds") under the authority of K.S.A. 10-427 *et seq.*, K.S.A. 12-6a01 *et seq.*, all as amended, the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No. 89 of the City (Section A12-1 of the Code of the City) and other provisions of the laws of the State of Kansas applicable thereto for the purpose of providing funds to pay the cost of making the Internal Improvements and currently refunding (1) the Series 2001-B Bonds maturing on August 15, 2009, and August 15, 2010 (i.e., \$3,260,000); and (2) \$250,000 of the Series 2003-B Bonds maturing on August 15, 2009, and \$1,000,000 of the Series 2003-B Bonds maturing on August 15, 2011, (i.e. \$1,250,000) (collectively the "Refunded Bonds"); and

WHEREAS, in accordance with the City's notice of the sale of the Bonds published in accordance with the requirements of law the Bonds have been sold to and purchased by Morgan Keegan & Company, Inc., Memphis, Tennessee (the "Original Purchaser"); and

254 **"Costs of Issuance"** means all costs of issuing the Bonds, including all publication,
255 printing, signing and mailing expenses in connection therewith, registration fees, financial
256 advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses
257 incurred in connection with compliance with the Code and with the Disclosure Certificate, all
258 expenses, if any, incurred in connection with receiving ratings on the Bonds and any premiums
259 or expenses incurred in obtaining municipal bond insurance on the Bonds.

260
261 **"Dated Date"** means October 29, 2008.

262
263 **"Defaulted Interest"** means interest on any Bond which is payable but not paid on any
264 Interest Payment Date.

265
266 **"Defeasance Obligations"** means any of the following obligations:

267
268 (a) United States Government Obligations that are not subject to redemption in
269 advance of their maturity dates; or

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

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

279
280 (2) the obligations are secured by cash or United States Government Obligations that
281 may be applied only to principal of, premium, if any, and interest payments on such obligations;

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

286
287 (4) such cash and United States Government Obligations serving as security for the
288 obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust; and

289
290 (5) such cash and United States Government Obligations are not available to satisfy
291 any other claims, including those against the trustee or escrow agent.

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

296
297 **"Event of Default"** means any of the following occurrences or events:

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

302
303 (b) Payment of any installment of interest on any of the Bonds shall not be made on
304 the Interest Payment Date when the same shall become due; or

305
306 (c) The City shall default in the due and punctual performance of any other of the
307 covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on

308 the part of the City to be performed (other than relating to Rule 15c2-12 as defined in the
309 Disclosure Certificate), and such default shall continue for thirty (30) days after written notice
310 specifying such default and requiring same to be remedied shall have been given to the City by
311 the Owner of any of the Bonds then Outstanding.

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

316
317 **"Fiscal Year"** means the twelve month period ending on December 31.

318
319 **"Funds and Accounts"** means funds and accounts created or referred to in **Section 501**
320 hereof.

321
322 **"Interest Payment Date(s)"** means the Stated Maturity of an installment of interest on
323 any Bond which shall be February 15 and August 15 of each year, commencing February 15,
324 2009.

325
326 **"Internal Improvements"** mean certain internal improvements constructed in the City
327 in accordance with the legal authority as described in the recitals to this Resolution and in the
328 Ordinance.

329
330 **"Maturity"** when used with respect to any Bond means the date on which the principal
331 of such Bond becomes due and payable as therein and herein provided, whether at the Stated
332 Maturity thereof or upon on call for redemption or otherwise.

333
334 **"Mayor"** means the duly appointed and/or elected Mayor of the City or, in the Mayor's
335 absence, the duly appointed Deputy Mayor or Acting Mayor of the City.

336
337 **"Moody's"** means Moody's Investors Service, Inc., New York, New York, and any
338 successors or assigns to the Bond rating functions thereof which is deemed acceptable by the
339 City and Bond Counsel.

340
341 **"Original Purchaser"** means, with respect to the Bonds, Morgan Keegan & Company,
342 Inc., Memphis, Tennessee.

343
344 **"Ordinance"** means Ordinance No. 19169 adopted and approved October 7, 2008, and
345 published as required by law, pursuant to which the issuance of the Bonds has been authorized.

346
347 **"Outstanding"** means, when used with reference to the Bonds, as of a particular date of
348 determination, all Bonds theretofore authenticated and delivered, except the following Bonds:

349
350 (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent
351 for cancellation;

352
353 (b) Bonds deemed to be paid in accordance with the provisions of **Section 701**
354 hereof; and

355
356 (c) Bonds in exchange for or in lieu of which other Bonds have been authenticated
357 and delivered hereunder.

358
359 **"Owner"** when used with respect to any Bond means the Person in whose name such
360 Bond is registered on the Bond Register.

361

362 **"Participants"** means those financial institutions for whom the Securities Depository
363 effects book-entry transfers and pledges of securities deposited with the Securities Depository, as
364 such listing of Participants exists at the time of such reference.
365

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

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

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

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

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

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

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

410 **"Refunded Bonds"** means the City's (1) General Obligation Improvement and
411 Refunding Bonds, Series 2001-B maturing on August 15, 2009, and August 15, 2010, (i.e.,
412 \$3,260,000) and (2) \$250,000 of the General Obligation Refunding Bonds, Series 2003-B
413 maturing on August 15, 2009 and \$1,000,000 of the General Obligation Refunding Bonds, Series
414 2003-B maturing on August 15, 2011, (i.e., \$1,250,000) being refunded with the proceeds of the
415 Bonds.

416
417 **“Refunded Bond Ordinances”** means the Ordinances of the City authorizing the
418 issuance of the City’s General Obligation Improvement and Refunding Bonds, Series 2001-B
419 and General Obligation Refunding Bonds, Series 2003-B.

420
421 **“Refunded Bond Resolutions”** means the Resolutions of the City setting forth the terms
422 and conditions of the City’s General Obligation Improvement and Refunding Bonds, Series
423 2001-B and General Obligation Refunding Bonds, Series 2003-B.

424
425 **“Refunded Bonds Paying Agent”** means the Treasurer of the State of Kansas, Topeka,
426 Kansas.

427
428 **“Replacement Bonds”** means Bonds issued to the beneficial owners of the Bonds in
429 accordance with **Section 211** hereof.

430
431 **“Representation Letter”** means the Blanket Issuer Letter of Representations from the
432 City to the Securities Depository with respect to the Bonds, substantially in the form attached to
433 this Resolution as *Exhibit B*.

434
435 **“Resolution”** means this resolution relating to the Bonds, and any Supplemental
436 Resolution.

437
438 **“Securities Depository”** means, initially, The Depository Trust Company, New York,
439 New York, and any successors and assigns.

440
441 **“Series 2001-B Bonds”** means the City’s General Obligation Improvement and
442 Refunding Bonds, Series 2001-B, maturing August 15, 2009, and August 15, 2010, (i.e.,
443 \$3,260,000) being currently refunded with proceeds of the Bonds.

444
445 **“Series 2003-B Bonds”** means \$250,000 of the City’s General Obligation Refunding
446 Bonds, Series 2003-B, maturing August 15, 2009, and \$1,000,000 of the Series 2003-B Bonds
447 maturing on August 15, 2011, (i.e., \$1,250,000) being currently refunded with proceeds of the
448 Bonds.

449
450 **“Series 2008-A Principal and Interest Account”** means the Principal and Interest
451 Account for the City of Topeka, Kansas, General Obligation Improvement and Refunding
452 Bonds, Series 2008-A, created herein within the City's Bond and Interest Fund.

453
454 **“Series 2008-A Project Account”** means the Project Account for the Internal
455 Improvements in the treasury of the City, created herein.

456
457 **“Series 2008-A Rebate Fund”** means the Rebate Fund for the City of Topeka, Kansas,
458 General Obligation Improvement and Refunding Bonds, Series 2008-A, created herein.

459
460 **“Special Record Date”** means the date fixed by the Paying Agent pursuant to **Section**
461 **204** hereof for the payment of Defaulted Interest.

462
463 **“Standard & Poor’s”** means Standard & Poor’s Ratings Services, a Division of The
464 McGraw Hill Companies, Inc., New York, New York and any successors or assigns to the Bond
465 rating functions thereof which is deemed acceptable by the City and Bond Counsel.

466
467 **“State”** means the State of Kansas.
468

510	MATURITY	PRINCIPAL	INTEREST
511	<u>(August 15)</u>	<u>AMOUNT</u>	<u>RATE</u>
512			
513		SERIAL BONDS	
514			
515	2009	\$265,000	3.500%
516	2010	210,000	3.500
517	2011	220,000	3.500
518	2012	230,000	3.750
519	2013	240,000	3.750
520	2014	245,000	4.000
521	2015	1,035,000	4.250
522	2016	1,085,000	4.000
523	2017	1,125,000	4.250
524	2018	1,175,000	4.375
525	2019	1,225,000	5.250
526	2020	1,290,000	5.250
527	2021	1,355,000	5.000
528	2022	1,425,000	5.000
529	2023	1,505,000	5.000
530	2024	1,575,000	5.250
531	2025	1,660,000	5.400
532	2026	1,745,000	5.500
533	2027	1,840,000	5.500
534	2028	1,940,000	5.550
535	2029	1,550,000	5.600
536	2030	1,630,000	5.600

537
538
539 The Bonds shall bear interest at the above specified rates (computed on the basis of a
540 360-day year of twelve 30-day months) from the later of the Dated Date or the most recent
541 Interest Payment Date to which interest has been paid, payable on the Interest Payment Dates in
542 the manner set forth in **Section 204** hereof.

543
544 Each of the Bonds, as originally issued or issued upon transfer, exchange or substitution,
545 shall be typed or printed in accordance with the format required by the Attorney General of the
546 State and shall be substantially in the form attached hereto as *Exhibit A* or as may be required by
547 the Attorney General pursuant to the Notice of Systems of Registration for Kansas Municipal
548 Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas Bond Registration Law, K.S.A.
549 10-620 *et seq.*

550
551 **Section 203. Designation of Paying Agent and Bond Registrar.** The Treasurer of the
552 State of Kansas, Topeka, Kansas, is hereby designated as the Paying Agent for the payment of
553 principal of and interest on the Bonds and as Bond Registrar with respect to the registration,
554 transfer and exchange of Bonds. The Mayor and Clerk of the City are hereby authorized and
555 empowered to execute on behalf of the City an agreement with the Bond Registrar and Paying
556 Agent for the Bonds.

557
558 The City will at all times maintain a Paying Agent and Bond Registrar meeting the
559 qualifications herein described for the performance of the duties hereunder. The City reserves
560 the right to appoint a successor Paying Agent or Bond Registrar by (1) filing with the Paying
561 Agent or Bond Registrar then performing such function a certified copy of the proceedings
562 giving notice of the termination of such Paying Agent or Bond Registrar and appointing a
563 successor, and (2) causing notice of appointment of the successor Paying Agent and Bond

564 Registrar to be given by first class mail to each Owner. No resignation or removal of the Paying
565 Agent or Bond Registrar shall become effective until a successor has been appointed and has
566 accepted the duties of Paying Agent or Bond Registrar.
567

568 Every Paying Agent or Bond Registrar appointed hereunder shall at all times meet the
569 requirements of K.S.A. 10-501 *et seq.* and K.S.A. 10-620 *et seq.*, respectively.
570

571 **Section 204. Method and Place of Payment of the Bonds.** The principal of, or
572 Redemption Price, if any, and interest on the Bonds shall be payable in any coin or currency
573 which, on the respective dates of payment thereof, is legal tender for the payment of public and
574 private debts.
575

576 The principal or Redemption Price of each Bond shall be paid at Maturity to the Person in
577 whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presen-
578 tation and surrender of such Bond at the principal corporate trust office of the Paying Agent.
579

580 The interest payable on each Bond on any Interest Payment Date shall be paid to the
581 Owner of such Bond as shown on the Bond Register at the close of business on the Record Date
582 for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner
583 shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000
584 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon
585 written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the
586 Record Date for such interest, containing the electronic transfer instructions including the bank
587 (which shall be in the continental United States) ABA routing number and account number to
588 which such Owner wishes to have such transfer directed.
589

590 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with
591 respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record
592 Date and shall be payable to the Owner in whose name such Bond is registered at the close of
593 business on the Special Record Date for the payment of such Defaulted Interest, which Special
594 Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the
595 Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond
596 and the date of the proposed payment (which date shall be at least 30 days after receipt of such
597 notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an
598 amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted
599 Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the
600 date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a
601 Special Record Date for the payment of such Defaulted Interest which shall be not more than 15
602 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall
603 promptly notify the City of such Special Record Date and, in the name and at the expense of the
604 City, shall cause notice of the proposed payment of such Defaulted Interest and the Special
605 Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond
606 entitled to such notice at the address of such Owner as it appears on the Bond Register not less
607 than 10 days prior to such Special Record Date.
608

609 The Paying Agent shall keep a record of payment of principal and Redemption Price of
610 and interest on all Bonds and at least annually shall forward a copy or summary of such records
611 to the City.
612

613 **Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants that,
614 as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the
615 office of the Bond Registrar as herein provided. Each Bond when issued shall be registered in
616 the name of the Owner thereof on the Bond Register.
617

618 Bonds may be transferred and exchanged only on the Bond Register as provided in this
619 Section. Upon surrender of any Bond at the principal corporate trust office of the Bond Regis-
620 trar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds in any
621 authorized denomination of the same Stated Maturity and in the same aggregate principal
622 amount as the Bond that was presented for transfer or exchange.
623

624 Bonds presented for transfer or exchange shall be accompanied by a written instrument or
625 instruments of transfer or authorization for exchange, in a form and with guarantee of signature
626 satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly
627 authorized agent.
628

629 In all cases in which the privilege of transferring or exchanging Bonds is exercised, the
630 Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this
631 Resolution. The City shall pay the fees and expenses of the Bond Registrar for the registration,
632 transfer and exchange of Bonds provided for by this Resolution and the cost of printing a
633 reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred
634 in the secondary market, other than fees of the Bond Registrar, are the responsibility of the
635 Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification
636 number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient
637 to pay any governmental charge required to be paid as a result of such failure. In compliance
638 with Section 3406 of the Code, such amount may be deducted by the Paying Agent from
639 amounts otherwise payable to such Owner hereunder or under the Bonds.
640

641 The City and the Bond Registrar shall not be required (a) to register the transfer or
642 exchange of any Bond that has been called for redemption after notice of such redemption has
643 been mailed by the Bond Registrar pursuant to **Section 303** hereof and during the period of 15
644 days next preceding the date of mailing of such notice of redemption; or (b) to register the
645 transfer or exchange of any Bond during a period beginning at the opening of business on the
646 day after receiving written notice from the City of its intent to pay Defaulted Interest and ending
647 at the close of business on the date fixed for the payment of Defaulted Interest pursuant to
648 **Section 204** hereof.
649

650 The City and the Paying Agent may deem and treat the Person in whose name any Bond
651 is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is
652 overdue or not, for the purpose of receiving payment of, or on account of, the principal or
653 Redemption Price of and interest on said Bond and for all other purposes. All payments so made
654 to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge
655 the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the
656 Paying Agent shall be affected by any notice to the contrary.
657

658 At reasonable times and under reasonable regulations established by the Bond Registrar,
659 the Bond Register may be inspected and copied by the Owners of 10% or more in principal
660 amount of the Bonds then Outstanding or any designated representative of such Owners whose
661 authority is evidenced to the satisfaction of the Bond Registrar.
662

663 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.** Each
664 of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially
665 delivered, shall be executed for and on behalf of the City by the manual or facsimile signature of
666 the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the City
667 shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and
668 directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds
669 to be registered in the office of the Clerk, which registration shall be evidenced by the manual or
670 facsimile signature of the Clerk with the seal of the City affixed thereto or imprinted thereon.
671 The Bonds shall also be registered in the office of the State Treasurer, which registration shall be

672 evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State
673 Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on
674 any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall
675 nevertheless be valid and sufficient for all purposes, as if such person had remained in office
676 until delivery. Any Bond may be signed by such persons who at the actual time of the execution
677 of such Bond are the proper officers to sign such Bond although at the date of such Bond such
678 persons may not have been such officers.
679

680 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially in the
681 form attached hereto as *Exhibit A* hereof, which shall be manually executed by an authorized
682 officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or
683 employee sign the *Certificate of Authentication* on all of the Bonds that may be issued hereunder
684 at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be
685 valid or obligatory for any purpose unless and until such *Certificate of Authentication* has been
686 duly executed by the Bond Registrar. Such executed *Certificate of Authentication* upon any
687 Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered
688 under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the
689 Original Purchaser upon instructions of the City or its representative.
690

691 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.** If (a) any mutilated Bond is
692 surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of
693 the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond
694 Registrar such security or indemnity as may be required by each of them, then, in the absence of
695 notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide
696 purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall
697 authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or
698 stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.
699

700 If any such mutilated, destroyed, lost or stolen Bond has become or is about to become
701 due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.
702

703 Upon the issuance of any new Bond under this Section, the City may require the payment
704 by the Owner of a sum sufficient to cover any tax or other governmental charge that may be
705 imposed in relation thereto and any other expenses (including the fees and expenses of the Bond
706 Registrar) connected therewith.
707

708 Every new Bond issued pursuant to this Section shall constitute a replacement of the prior
709 obligation of the City, and shall be entitled to all the benefits of this Resolution equally and
710 ratably with all other Outstanding Bonds.
711

712 **Section 208. Cancellation and Destruction of Bonds Upon Payment.** All Bonds that
713 have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either
714 at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment,
715 redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance
716 with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate
717 in duplicate describing the Bonds so cancelled and destroyed and shall file an executed
718 counterpart of such certificate with the City.
719

720 **Section 209. Preliminary and Final Official Statement.** The *Preliminary Official*
721 *Statement* dated September 29, 2008, is hereby ratified and approved. For the purpose of
722 enabling the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the
723 Securities and Exchange Commission, the City hereby deems the information regarding the City
724 contained in the *Preliminary Official Statement* to be "final" as of its date, except for the
725 omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers

726 of the City are hereby authorized, if requested, to provide the Original Purchaser a letter or
727 certification to such effect and to take such other actions or execute such other documents as
728 such officers in their reasonable judgment deem necessary to enable the Original Purchaser to
729 comply with the requirement of such Rule.
730

731 The final *Official Statement* is hereby authorized to be prepared by supplementing,
732 amending and completing the *Preliminary Official Statement*, with such changes and additions
733 thereto as are necessary to conform to and describe the transaction. The Mayor is hereby
734 authorized to execute the final *Official Statement* as so supplemented, amended and completed,
735 and the use and public distribution of the final *Official Statement* by the Original Purchaser in
736 connection with the reoffering of the Bonds is hereby authorized. The proper officials of the
737 City are hereby authorized to execute and deliver a certificate pertaining to such *Official*
738 *Statement* as prescribed therein, dated as of the date of payment for and delivery of the Bonds.
739

740 The City agrees to provide to the Original Purchaser within seven business days of the
741 date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the Original
742 Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange
743 Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking
744 Board.
745

746 **Section 210. Sale of the Bonds.** The sale of the Bonds to the Original Purchaser is
747 hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original Purchaser as
748 soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.
749

750 **Section 211. Book-Entry Bonds; Securities Depository.**
751

752 (a) The Bonds shall initially be registered to Cede & Co., the nominee for the
753 Securities Depository, and no beneficial owner will receive certificates representing its
754 respective interests in the Bonds, except in the event the Bond Registrar issues Replacement
755 Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds,
756 the Securities Depository will make book-entry transfers among its Participants and receive and
757 transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants
758 until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the
759 beneficial owners as described in subsection (b).
760

761 (b) (1) If the City determines (A) that the Securities Depository is unable to properly
762 discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as
763 a securities depository and registered clearing agency under the Securities and Exchange Act of
764 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any
765 Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the
766 beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from
767 Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the
768 records of the Securities Depository (and certified to such effect by the Securities Depository),
769 that the continuation of a book-entry system to the exclusion of any Bonds being issued to any
770 Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the
771 Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and
772 of the availability of certificates to Owners requesting the same, and the Bond Registrar shall
773 register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or
774 their nominees in principal amounts representing the interest of each, making such adjustments
775 as it may find necessary or appropriate as to accrued interest and previous calls for redemption;
776 provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the
777 City, with the consent of the Bond Registrar, may select a successor securities depository in
778 accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all
779 references to the Securities Depository herein shall relate to the period of time when the

780 Securities Depository has possession of at least one Bond. Upon the issuance of Replacement
781 Bonds, all references herein to obligations imposed upon or to be performed by the Securities
782 Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to the
783 extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns
784 and the City, the Bond Registrar or Owners are unable to locate a qualified successor of the
785 Securities Depository in accordance with **Section 211(c)** hereof, then the Bond Registrar shall
786 authenticate and cause delivery of Replacement Bonds to Owners, as provided herein. The Bond
787 Registrar may rely on information from the Securities Depository and its Participants as to the
788 names of the beneficial owners of the Bonds. The cost of printing, registration, authentication
789 and delivery of Replacement Bonds shall be paid for by the City.

790
791 (c) In the event the Securities Depository resigns, is unable to properly discharge its
792 responsibilities, or is no longer qualified to act as a securities depository and registered clearing
793 agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a
794 successor Securities Depository provided the Bond Registrar and the City receive written
795 evidence with respect to the ability of the successor Securities Depository to discharge its
796 responsibilities. Any such successor Securities Depository shall be a securities depository which
797 is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or
798 other applicable statute or regulation that operates a securities depository upon reasonable and
799 customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall
800 cause the delivery of Bonds to the successor Securities Depository in appropriate denominations
801 and form as provided herein.

802
803 (d) The execution and delivery of the Representation Letter to DTC by the Mayor of
804 the City in the form attached hereto as Exhibit B with such changes, omissions, insertions and
805 revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the
806 Representation Letter by the Mayor shall be conclusive evidence of such approval. The
807 Representation Letter shall set forth certain matters with respect to, among other things, notices,
808 consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments
809 on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder
810 as it has with respect to its actions under this Resolution.

811 ARTICLE III

812 REDEMPTION OF BONDS

813
814
815
816 **Section 301. Optional Redemption by City.** The Bonds maturing prior to August 15,
817 2014, shall become due without the option of prior payment. The Bonds maturing on or after
818 August 15, 2014, may be called for redemption and payment prior to maturity on August 15,
819 2013, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be
820 selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar
821 in such equitable manner as they shall designate), at the redemption price equal to the principal
822 amount thereof, plus accrued interest thereon to the date fixed for redemption and payment.

823
824 **Section 302. Selection of Bonds to be Redeemed.** Bonds shall be redeemed only in the
825 principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of
826 the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be
827 redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such
828 equitable manner as the Bond Registrar may determine.

829
830 In the case of a partial redemption of Bonds by lot when Bonds of denominations greater
831 than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each
832 \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of
833 \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value

834 represented by any Bond is selected for redemption, then upon notice of intention to redeem such
835 \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and
836 surrender such Bond to the Bond Registrar: (1) for payment of the Redemption Price and
837 interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption,
838 and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the
839 aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If
840 the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and
841 exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption
842 date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent
843 only).
844

845 **Section 303. Notice and Effect of Call for Redemption.** In the event the City desires
846 to call the Bonds for redemption prior to maturity, written notice of such intent shall be provided
847 to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior
848 to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and
849 shall give notice of such redemption as herein provided upon receipt by it of the City's written
850 notice at least 45 days prior to the Redemption Date. If the Bonds are refunded more than 90
851 days in advance of such Redemption Date, any escrow agreement entered into by the City in
852 connection with such refunding shall provide that such written instructions to the Paying Agent
853 shall be given by the escrow agent on behalf of the City not more than 90 days prior to the
854 Redemption Date. The Paying Agent may in its discretion waive such notice period so long as
855 the notice requirements set forth in **Section 303** are met.
856

857 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give
858 written notice of the redemption of said Bonds on a specified date, the same being described by
859 maturity, said notice to be mailed by United States first class mail addressed to the Owners of
860 said Bonds to be redeemed and to the Original Purchaser of the Bonds, each of said notices to be
861 mailed not less than 30 days prior to the date fixed for redemption. The City and Bond Registrar
862 shall also give such additional notice as may be required by Kansas law or regulations of the
863 Securities and Exchange Commission in effect as of the date of such notice.
864

865 All official notices of redemption shall be dated and shall contain the following
866 information:

- 867
- 868 (a) the Redemption Date;
 - 869
 - 870 (b) the Redemption Price;
 - 871
 - 872 (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in
873 the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be
874 redeemed;
 - 875
 - 876 (d) a statement that on the Redemption Date the Redemption Price will become due
877 and payable upon each such Bond or portion thereof called for redemption and that interest
878 thereon shall cease to accrue from and after the Redemption Date; and
879
 - 880 (e) the place where such Bonds are to be surrendered for payment of the Redemption
881 Price, which shall be the principal office of the Paying Agent.
 - 882

883 The failure of any Owner to receive notice given as heretofore provided or an immaterial
884 defect therein shall not invalidate any redemption.
885

886 Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of
887 money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be
888 redeemed on such Redemption Date.
889

890 Official notice of redemption having been given as aforesaid, the Bonds or portions of
891 Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption
892 Price therein specified, and from and after the Redemption Date (unless the City defaults in the
893 payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest.
894 Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption
895 Price shall be payable as herein provided for payment of interest. Upon surrender for any partial
896 redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same
897 Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have
898 been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as
899 provided herein and shall not be reissued.
900

901 The Paying Agent is also directed to comply with any mandatory or voluntary standards
902 then in effect for processing redemptions of municipal securities established by the State or the
903 Securities Exchange Commission. Failure to comply with such standards shall not affect or
904 invalidate the redemption of any Bond.
905

906 ARTICLE IV

907 SECURITY FOR AND PAYMENT OF BONDS

908
909
910
911 **Section 401. Security for the Bonds.** The Bonds shall be general obligations of the
912 City. The Bonds shall be payable as to both principal and interest in part from special
913 assessments levied upon specially benefited property and, if not so paid, from ad valorem taxes
914 which may be levied without limitation upon all the taxable tangible property, real and personal,
915 within the territorial limits of the City. The balance of the principal of and interest on the Bonds
916 is payable from ad valorem taxes which may be levied without limitation as to rate or amount
917 upon all the taxable tangible property, real and personal, within the territorial limits of the City.
918 The full faith, credit and resources of the City are hereby irrevocably pledged for the prompt
919 payment of the principal of and interest on the Bonds as the same become due.
920

921 **Section 402. Levy and Collection of Annual Tax.** The governing body of the City
922 shall annually make provision for the payment of principal of, redemption premium, if any, and
923 interest on the Bonds as the same become due by levying and collecting the necessary taxes upon
924 all of the taxable tangible property within the City in the manner provided by law.
925

926 The taxes referred to above shall be extended upon the tax rolls in each of the several
927 years, respectively, and shall be levied and collected at the same time and in the same manner as
928 the other ad valorem taxes of the City are levied and collected. The proceeds derived from said
929 taxes shall be deposited in the Series 2008-A Principal and Interest Account and, shall be kept
930 separate and apart from all other funds of the City and shall be used solely for the payment of the
931 principal of, redemption premium, if any, and interest on the Bonds as and when the same
932 become due, taking into account the fees and expenses of the Bond Registrar and Paying Agent.
933

934 If at any time said taxes are not collected in time to pay the principal of or interest on the
935 Bonds when due, the Treasurer is hereby authorized and directed to pay said principal or interest
936 out of the general funds of the City and to reimburse said general funds for money so expended
937 when said taxes are collected.
938

939 ARTICLE V

940 ESTABLISHMENT OF FUNDS AND ACCOUNTS
941 DEPOSIT AND APPLICATION OF MONEYS
942
943

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

947 (a) In the treasury of the City, the "Series 2008-A Project Account";

948 (b) In the City's Bond and Interest Fund, the "Principal and Interest Account for the
949 City of Topeka, Kansas, General Obligation Improvement and Refunding Bonds, Series 2008-A
950 (the "Series 2008-A Principal and Interest Account"); and
951

952 (c) In the treasury of the City, the Rebate Fund for the City of Topeka, Kansas,
953 General Obligation Improvement and Refunding Bonds, Series 2008-A (the " Series 2008-A
954 Rebate Fund").
955

956 The Funds and Accounts established herein shall be administered in accordance with the
957 provisions of this Resolution so long as the Bonds are Outstanding.
958

959 **Section 502. Disposition of Bond Proceeds.** The Purchase Price of the Bonds, upon
960 issuance and delivery thereof, shall be deposited as follows:

961 (a) Proceeds of the Bonds in the amount of \$15,374,848.20 shall be deposited in the
962 Series 2008-A Project Account; and
963

964 (b) Proceeds of the Bonds in the amount of \$4,384,143.60 shall be deposited with the
965 Treasurer of the State of Kansas for the redemption of a portion of the City's Temporary Notes,
966 Series 2007-A, on November 1, 2008; and
967

968 (c) Proceeds of the Bonds in the amount of \$4,559,180.21 shall be deposited with the
969 Treasurer of the State of Kansas for the redemption of the Refunded Bonds on October 30, 2008.
970

971 **Section 503. Disposition of Other Moneys.**

972 (a) That concurrently with the issuance and delivery of the Bonds, the City shall
973 deposit with the Treasurer of the State of Kansas \$9,937.99 of other lawfully available funds of
974 the City, for the redemption of a portion of the City's Temporary Notes, Series 2007-A, on
975 November 1, 2008.
976

977 **Section 504. Withdrawals from the Series 2008-A Project Account.** The Treasurer
978 shall make withdrawals from the Series 2008-A Project Account solely for the purpose of paying
979 costs and expenses of the Internal Improvements and paying the Costs of Issuance for the Bonds.
980 Such withdrawals shall be made only on due authorization by the governing body of the City.
981

982 **Section 505. Surplus in the Series 2008-A Project Account.** All moneys remaining in
983 the Series 2008-A Project Account after the completion of the Internal Improvements, as
984 determined by the governing body of the City, shall be transferred immediately to the Series
985 2008-A Principal and Interest Account and applied to the next installment of principal due on the
986 Bonds from which such surplus moneys remain.
987

993 **Section 506. Application of Moneys in Series 2008-A Principal and Interest**
994 **Account.** All amounts paid and credited to the Series 2008-A Principal and Interest Account
995 shall be expended and used by the City for the sole purpose of paying the principal or
996 Redemption Price of and interest on the Series 2008-A Bonds as and when the same become due
997 and the usual and customary fees and expenses of the Bond Registrar and Paying Agent. The
998 Treasurer is authorized and directed to withdraw from the Series 2008-A Principal and Interest
999 Account sums sufficient to pay principal or Redemption Price of and interest on the Bonds and
1000 the fees and expenses of the Bond Registrar and Paying Agent as and when the same become
1001 due, and to forward such sums to the Paying Agent in a manner which ensures that the Paying
1002 Agent will receive immediately available funds in such amounts on or before the Business Day
1003 immediately preceding the dates when such principal or Redemption Price, interest and fees of
1004 the Bond Registrar and Paying Agent will become due. If, through the lapse of time or
1005 otherwise, the Owners of Bonds are no longer entitled to enforce payment of the Bonds or the
1006 interest thereon, the Paying Agent shall return said funds to the City. All moneys deposited with
1007 the Paying Agent shall be deemed to be deposited in accordance with and subject to all of the
1008 provisions contained in this Resolution and shall be held in trust by the Paying Agent for the
1009 benefit of the Owners of the Bonds entitled to payment from such moneys.
1010

1011 Any moneys or investments remaining in the Series 2008-A Principal and Interest
1012 Account after the retirement of the indebtedness for which the Bonds were issued shall be
1013 transferred and paid into the Bond and Interest Fund of the City.
1014

1015 **Section 507. Application of Moneys in the Series 2008-A Rebate Fund.**
1016

1017 (a) There shall be deposited in the Series 2008-A Rebate Fund such amounts as are
1018 required to be deposited therein pursuant to the Arbitrage Instructions. All money at any time
1019 deposited in the Series 2008-A Rebate Fund shall be held in trust, to the extent required to pay
1020 rebatable arbitrage to the United States of America, and neither the City nor the Owner of any
1021 Bond shall have any rights in or claim to such money. All amounts deposited into or on deposit
1022 in the Series 2008-A Rebate Fund shall be governed by this Section and the Arbitrage
1023 Instructions.
1024

1025 (b) The City shall periodically determine the rebatable arbitrage, if any, under Section
1026 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make
1027 payments to the United States of America at the times and in the amounts determined under the
1028 Arbitrage Instructions. Any moneys remaining in the Series 2008-A Rebate Fund after
1029 redemption and payment of all of the Bonds and payment and satisfaction of any rebatable arbi-
1030 trage, or provision made therefor, shall be deposited into the Series 2008-A Principal and Interest
1031 Account of the City.
1032

1033 (c) Notwithstanding any other provision of this Resolution, including in particular
1034 Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and
1035 to comply with all other requirements of this Section and the Arbitrage Instructions shall survive
1036 the defeasance or payment in full of the Bonds.
1037

1038 (d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond
1039 Counsel, such amendment or replacement will not adversely affect the exclusion from gross
1040 income for federal income tax purposes of interest on the Bonds.
1041

1042 **Section 508. Deposits and Investment of Moneys.** Moneys in each of the Funds and
1043 Accounts shall be invested in accordance with the requirements of K.S.A. 10-131, as amended.
1044 All such investments constituting deposits shall be continuously and adequately secured by the
1045 financial institutions holding such deposits as provided by the laws of the State. All moneys held

1046 in the Funds and Accounts shall be kept separate and apart from all other funds of the City so
1047 that there shall be no commingling of such funds with any other funds of the City.
1048

1049 Moneys held in the funds and accounts herein created or established in conjunction with
1050 the issuance of the Bonds may be invested by the City in Permitted Investments or in other
1051 investments allowed by Kansas law in such amounts and maturing at such times as shall
1052 reasonably provide for moneys to be available when required in said accounts or funds;
1053 provided, however, that no such investment shall be made for a period extending longer than to
1054 the date when the moneys invested may be needed for the purpose for which such fund or
1055 account was created. All interest on any Permitted Investment held in any fund or account
1056 (except amounts required to be deposited in the Series 2008-A Rebate Fund in accordance with
1057 the Arbitrage Instructions) shall accrue to and become a part of such fund or account; provided,
1058 however, that interest earned on investments of moneys held in the Series 2008-A Project
1059 Account may, at the direction of the governing body of the City, be paid and credited to the
1060 Series 2008-A Principal and Interest Account, and used to pay interest on the Bonds. In
1061 determining the amount held in any fund or account under the provisions of the Resolution,
1062 Permitted Investments shall be valued at their par value or at their then current redemption value,
1063 whichever is lower.
1064

1065 **Section 509. Nonpresentment of Bonds.** If any Bond is not presented for payment
1066 when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have
1067 been made available to the Paying Agent, all liability of the City to the Owner thereof for the
1068 payment of such Bond shall forthwith cease, determine and be completely discharged, and
1069 thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for
1070 interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted
1071 exclusively to such funds for any claim of whatever nature on his part under this Resolution or
1072 on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years
1073 after such principal or interest has become due and payable, such funds shall be paid to the City;
1074 and all liability of the Paying Agent to the Owner thereof for the payment of such Bond shall
1075 forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent
1076 under this Section to pay any such funds to the City shall be subject to any provisions of law
1077 applicable to the Paying Agent or to such funds providing other requirements for disposition of
1078 unclaimed property.
1079

1080 ARTICLE VI

1081 DEFAULT AND REMEDIES

1082 **Section 601. Remedies.** The provisions of the Resolution, including the covenants and
1083 agreements herein contained, shall constitute a contract between the City and the Owners of the
1084 Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less
1085 than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the
1086 equal benefit and protection of all Owners of Bonds similarly situated:
1087
1088
1089

1090 (a) by mandamus or other suit, action or proceedings at law or in equity to enforce
1091 the rights of such Owner or Owners against the City and its officers, agents and employees, and
1092 to require and compel duties and obligations required by the provisions of the Resolution or by
1093 the Constitution and laws of the State;
1094

1095 (b) by suit, action or other proceedings in equity or at law to require the City, its
1096 officers, agents and employees to account as if they were the trustees of an express trust; and
1097

1098 (c) by suit, action or other proceedings in equity or at law to enjoin any acts or things
1099 which may be unlawful or in violation of the rights of the Owners of the Bonds.

1154 purpose of paying and discharging any of the Bonds, shall be and are hereby assigned,
1155 transferred and set over to the Paying Agent or other bank or trust company in trust for the
1156 respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably
1157 appropriated to the payment and discharge thereof. All money and Defeasance Obligations
1158 deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited
1159 in accordance with and subject to all of the provisions of this Resolution.

1160
1161 ARTICLE VIII

1162
1163 TAX COVENANTS

1164
1165 **Section 801. General Covenants.**

1166
1167 (a) The City covenants and agrees that (1) it will comply with all applicable
1168 provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the
1169 exclusion from gross income for federal income tax purposes of the interest on the Bonds and (2)
1170 it will not use or permit the use of any Bond proceeds or any other funds of the City in a manner
1171 which would adversely affect the exclusion from gross income of the interest on the bonds, and
1172 (3) will not take or permit any other action, or fail to take any action, if any such action or failure
1173 to take action would adversely effect the exclusion from gross income of the interest on the
1174 Bonds. The City will, in addition, adopt such other ordinances or resolutions and take such other
1175 actions as may be necessary to comply with the Code and with all other applicable future laws,
1176 regulations, published rulings and judicial decisions, in order to ensure that the interest on the
1177 Bonds will remain excluded from federal gross income, to the extent any such actions can be
1178 taken by the City.

1179
1180 (b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as
1181 soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are
1182 issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of
1183 the Bonds or any other funds of the City in any manner, and will not take or omit to take any
1184 action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a)
1185 of the Code.

1186
1187 (c) The City covenants and agrees that it will not use any portion of the proceeds of
1188 the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a
1189 manner that would cause any Bond to be a "private activity bond" within the meaning of Section
1190 141(a) of the Code.

1191
1192 **Section 802. Rebate Covenant.** The City covenants and agrees that it will pay, or
1193 provide for the payment of, from time to time all amounts required to be rebated to the United
1194 States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall
1195 survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended
1196 or replaced if, in the opinion of Bond Counsel such amendment or replacement will not
1197 adversely affect the exclusion from gross income for federal income tax purposes of interest on
1198 the Bonds.

1199
1200 **Section 803. Survival of Covenants.** The covenants contained in this Article shall
1201 remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article
1202 VII hereof or any other provision of this Resolution until the final maturity date of all Bonds
1203 Outstanding.

1204
1205 **Section 804. Qualified Tax-exempt Obligations.** The Bonds are not designated as
1206 "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

1208 ARTICLE IX
1209

1210 CONTINUING DISCLOSURE REQUIREMENTS
1211

1212 **Section 901. Disclosure Requirements.** The City hereby covenants with the Original
1213 Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and
1214 disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure
1215 Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the
1216 benefit of and enforceable by the Original Purchaser and such Beneficial Owners.
1217

1218 **Section 902. Failure to Comply with Continuing Disclosure Requirements.** In the
1219 event the City fails to comply in a timely manner with its covenants contained in the preceding
1220 section, the Original Purchaser and/or any such Beneficial Owner may make demand for such
1221 compliance by written notice to the City. In the event the City does not remedy such
1222 noncompliance within 10 days of receipt of such written notice, the Original Purchaser or any
1223 such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce
1224 compliance by a suit or suits in equity for the specific performance of such covenant or
1225 agreement contained in the preceding section or for the enforcement of any other appropriate
1226 legal or equitable remedy as the Original Purchaser and/or any such Beneficial Owner shall deem
1227 effectual to protect and enforce any of the duties of the City under such preceding section.
1228

1229 ARTICLE X
1230

1231 MISCELLANEOUS PROVISIONS
1232

1233 **Section 1001. Redemption of Refunded Bonds.** That pursuant to the Refunded Bond
1234 Resolutions, the City hereby calls (1) the Series 2001-B Bonds maturing on August 15, 2009,
1235 and August 15, 2010, and (2) \$250,000 the Series 2003-B Bonds maturing on August 15, 2009,
1236 and \$1,000,000 of the Series 2003-B Bonds maturing on August 15, 2011, for redemption and
1237 payment on October 30, 2008, the Redemption Date. The Series 2001-B Bonds are being called
1238 at the redemption price of 100 percent of the par value thereof plus accrued interest thereon to
1239 the redemption date. The Series 2003-B Bonds are being called at the redemption price of 101
1240 percent of the par value thereof plus accrued interest thereon to the redemption date. Subject to
1241 the specific requirements of the Refunded Bond Resolutions which set forth the terms and
1242 conditions of the Refunded Bonds, notice of redemption shall be given in accordance with
1243 applicable law by the City giving written notice of its intention to redeem such bonds by mailing
1244 by certified mail a copy of the City's order of redemption (the "Redemption Notice") to the State
1245 Treasurer of the State of Kansas, 900 SW Jackson, Suite 201, Topeka, Kansas 66612, who upon
1246 receipt of the Redemption Notice shall give notice of such call by mailing a copy of the
1247 Redemption Notice by first class mail, postage prepaid, to the registered owner of each bond to
1248 be redeemed at the address shown on the registration books maintained by the Bond Registrar.
1249

1250 **Section 1002. Annual Audit.** Annually, promptly after the end of the Fiscal Year, the
1251 City will cause an audit to be made of its funds and accounts for the preceding Fiscal Year by a
1252 certified public accountant or firm of certified public accountants.
1253

1254 Within 30 days after the completion of each such audit, a copy thereof shall be filed in
1255 the office of the Clerk, and a duplicate copy of the audit shall be mailed to the Original Purchas-
1256 er. Such audit shall at all times during the usual business hours of the City be open to the
1257 examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or
1258 on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and
1259 mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or
1260 prospective Owner.
1261

1262 As soon as possible after the completion of the annual audit, the governing body of the
1263 City shall review such audit, and if the audit discloses that proper provision has not been made
1264 for all of the requirements of this Resolution, the City shall promptly cure such deficiency.
1265

1266 **Section 1003. Amendments.** The rights and duties of the City and the Owners, and the
1267 terms and provisions of the Bonds or of this Resolution, may be amended or modified at any
1268 time in any respect by resolution of the City with the written consent of the Owners of not less
1269 than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced
1270 by an instrument or instruments executed by such Owners and duly acknowledged or proved in
1271 the manner of a deed to be recorded, and such instrument or instruments shall be filed with the
1272 Clerk, but no such modification or alteration shall:
1273

- 1274 (a) extend the maturity of any payment of principal or interest due upon any Bond;
- 1275
- 1276 (b) effect a reduction in the amount which the City is required to pay as principal of
1277 or interest on any Bond;
- 1278
- 1279 (c) permit preference or priority of any Bond over any other Bond; or
- 1280
- 1281 (d) reduce the percentage in principal amount of Bonds required for the written
1282 consent to any modification or alteration of the provisions of this Resolution.
1283

1284 Any provision of the Bonds or of this Resolution may, however, be amended or modified
1285 by resolution duly adopted by the governing body of the City at any time in any legal respect
1286 with the written consent of the Owners of all of the Bonds at the time Outstanding.
1287

1288 With notice to or the consent of any Owners, the City may amend or supplement this
1289 Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity
1290 therein or in connection with any other change therein which is not materially adverse to the
1291 interests of the Owners.
1292

1293 Every amendment or modification of the provisions of the Bonds or of this Resolution, to
1294 which the written consent of the Owners is given, as above provided, shall be expressed in a
1295 resolution adopted by the governing body of the City amending or supplementing the provisions
1296 of this Resolution and shall be deemed to be a part of this Resolution. A certified copy of every
1297 such amendatory or supplemental resolution, if any, and a certified copy of this Resolution shall
1298 always be kept on file in the office of the Clerk, and shall be made available for inspection by the
1299 Owner of any Bond, or a prospective purchaser or owner of any Bond authorized by this
1300 Resolution, and upon payment of the reasonable cost of preparing the same, a certified copy of
1301 any such amendatory or supplemental resolution or of this Resolution will be sent by the Clerk to
1302 any such Owner or prospective Owner. A copy of every amendatory or supplemental resolution
1303 shall be sent to Moody's.
1304

1305 Any and all modifications made in the manner hereinabove provided shall not become
1306 effective until there has been filed with the Clerk a copy of the resolution of the City hereinabove
1307 provided for, duly certified, as well as proof of any required consent to such modification by the
1308 Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the
1309 Outstanding Bonds any reference to such amendment or modification.
1310

1311 The City shall furnish to the Bond Registrar and to the Paying Agent a copy of any
1312 amendment to the Bonds or this Resolution which affects the duties or obligations of the Bond
1313 Registrar or the Paying Agent under this Resolution.
1314

1315 **Section 1004. Notices, Consents and Other Instruments by Owners.** Any notice,
1316 consent, request, direction, approval or other instrument to be signed and executed by the
1317 Owners may be in any number of concurrent writings of similar tenor and may be signed or
1318 executed by such Owners in person or by agent appointed in writing. Proof of the execution of
1319 any such instrument or of the writing appointing any such agent and of the ownership of Bonds,
1320 if made in the following manner, shall be sufficient for any of the purposes of this Resolution,
1321 and shall be conclusive in favor of the City, the Bond Registrar and the Paying Agent with regard
1322 to any action taken, suffered or omitted under any such instrument, namely:

1323
1324 (a) The fact and date of the execution by any person of any such instrument may be
1325 proved by a certificate of any officer in any jurisdiction who by law has power to make
1326 acknowledgements within such jurisdiction that the person signing such instrument
1327 acknowledged before such officer the execution thereof, or by affidavit of any witness to such
1328 execution.

1329
1330 (b) The fact of ownership of Bonds, the amount or amounts, numbers and other
1331 identification of Bonds, and the date of holding the same shall be proved by the Bond Register.
1332

1333 In determining whether the Owners of the requisite principal amount of Bonds
1334 Outstanding have given any request, demand, authorization, direction, notice, consent or waiver
1335 under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be
1336 Outstanding under this Resolution, except that, in determining whether the Owners shall be
1337 protected in relying upon any such request, demand, authorization, direction, notice, consent or
1338 waiver, only Bonds which the Owners know to be so owned shall be so disregarded.
1339 Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not
1340 be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the
1341 pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.
1342

1343 **Section 1005. Further Authority.** The officers and officials of the City, including the
1344 Mayor and Clerk, are hereby authorized and directed to execute all documents and take such
1345 actions as they may deem necessary or advisable in order to carry out and perform the purposes
1346 of this Resolution and to make ministerial alterations, changes or additions in the foregoing
1347 agreements, statements, instruments and other documents herein approved, authorized and
1348 confirmed which they may approve, and the execution or taking of such action shall be con-
1349 clusive evidence of such necessity or advisability.
1350

1351 **Section 1006. Severability.** If any section or other part of this Resolution is for any
1352 reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of
1353 this Resolution.
1354

1355 **Section 1007. Governing Law.** This Resolution shall be governed exclusively by and
1356 construed in accordance with the applicable laws of the State.
1357

1358 **Section 1008. Effective Date.** This Resolution shall take effect and be in full force from
1359 and after its passage by the Council of the City.
1360

1361 (REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK)

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PASSED and approved by the City of Topeka, Kansas, on October 7, 2008.

CITY OF TOPEKA, KANSAS

(SEAL)

William W. Bunten, Mayor

ATTEST:

Brenda Younger, 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 October 7, 2008, 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: October 7, 2008.

Brenda Younger, City Clerk

(SEAL)

EXHIBIT A
(FORM OF BOND)

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

UNITED STATES OF AMERICA
STATE OF KANSAS
COUNTY OF SHAWNEE
CITY OF TOPEKA
GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BOND
SERIES 2008-A

No. R-_____ \$_____

Rate of Interest: _____ Maturity Date: August 15, 20__ Dated: October 29, 2008 CUSIP _____

Registered Owner:

PRINCIPAL AMOUNT _____

The City of Topeka, in the County of Shawnee, State of Kansas, (the "City") for value received acknowledges itself to be indebted to and promises to pay, but solely from the sources hereinafter pledged, to the registered owner identified above (the "Owner"), or registered assigns as hereinafter provided, on the maturity date identified above, the principal amount identified above, and in like manner to pay, as of the Record Dates as hereinafter provided, interest on such principal amount from the date of this Bond or from the most recent interest payment date to which interest has been paid prior to the registration date set forth below at the rate of interest per annum set forth above semiannually on February 15 and August 15 of each year (the "Interest Payment Dates") commencing February 15, 2009, until said principal amount is paid.

The principal of and redemption premium, if any, on this Bond shall be payable in lawful money of the United States of America at the office of the Treasurer of the State of Kansas, Topeka, Kansas, (the "Paying Agent" and "Bond Registrar") upon presentation of this Bond for payment and cancellation. The interest on this Bond shall be payable in lawful money of the United States of America by check or draft of the Paying Agent by mailing to the Owner thereof at the address appearing on the registration books of the City maintained by the Bond Registrar or at such other address as is furnished in writing by such registered owner to the Bond Registrar at the close of business on the 1st day of February or August of the applicable interest payment date (the "Record Dates"), or in the case of an interest payment to any Owner of **\$500,000** or more in aggregate principal amount of the Bonds, by electronic transfer to such Owner upon written notice given to the Paying Agent by such Owner not less than **15** days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank (which shall be in the continental United States), ABA routing number and account number to which such Owner wishes to have such transfer directed. The full faith, credit and resources of the City are hereby pledged for the payment of the principal of and interest on this Bond and the issue of which it is a part as the same respectively become due.

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

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

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

IN WITNESS WHEREOF, the said City of Topeka, in the State of Kansas, by its governing body, has caused this Bond to be executed by its Mayor and attested by its City Clerk by their manual signatures with its corporate seal to be affixed hereon, all as of the 29th day of October, 2008.

CITY OF TOPEKA, KANSAS

(manual)
Mayor

ATTEST: _____
(manual)
City Clerk

(SEAL)

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the City of Topeka, Kansas, General Obligation Improvement and Refunding Bonds, Series 2008-A described in the within mentioned Resolution.

Registration Date: _____

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

By _____

I.D.#: _____

FURTHER TERMS AND PROVISIONS

This Bond is one of a duly authorized series of Bonds of the City aggregating the principal amount of \$24,570,000 (the "Bonds") issued for the purposes set forth in Ordinance No. 19169 of the City (the "Ordinance"). This Bond and the series of Bonds of which it is a part are issued by the authority of and in full compliance with the provisions, restrictions and limitations of the Constitution and Laws of the State of Kansas, including the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, K.S.A. 10-101 to 125, inclusive, as amended, K.S.A. 10-427 et seq., K.S.A. 12-6a01 et seq., Charter Ordinance No. 89 of the City, and all amendments thereof, acts supplemental thereto, the Ordinance, Resolution No. 8115 of the City (the "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.

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

At the option of the City, the Bonds maturing on or after August 15, 2014, may be called for redemption and payment prior to maturity on August 15, 2013, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar in such equitable manner as they shall designate), at the redemption price equal to the principal amount thereof, plus accrued interest thereon to the date fixed for redemption and payment.

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

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

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

The Bonds are being issued by means of a book-entry system with no physical distribution of bond certificates to be made except as provided in the Ordinance. One Bond certificate with respect to each date on which the Bonds are stated to mature or with respect to each form of Bonds, registered in the nominee name of the Securities Depository, is being issued and required to be deposited with the Securities Depository and immobilized in its custody. The book-entry system will evidence positions held in the Bonds by the Securities Depository's participants, beneficial ownership of the Bonds in authorized denominations being evidenced in the records of such participants. Transfers of ownership shall be effected on the records of the Securities Depository and its participants pursuant to rules and procedures established by the Securities Depository and its participants. The City and the Paying Agent will recognize the Securities Depository nominee, while the registered owner of the Bond, as the owner of this Bond for all purposes, including (i) payments of principal of, and redemption premium, if any, and interest on, this Bond, (ii) notices and (iii) voting. Transfer of principal, interest and any redemption premium payments to participants of the Securities Depository, and transfer of principal, interest and any redemption premium payments to beneficial owners of the Bonds by participants of the Securities Depository will be the responsibility of such participants and other nominees of such beneficial owners. The City and the Paying Agent will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by the Securities Depository, the Securities Depository nominee, its participants or persons acting through such participants. While the Securities Depository nominee is the owner of this Bond, notwithstanding the provision hereinabove contained, payments of principal of, redemption premium, if any, and interest on this Bond shall be made in accordance with existing arrangements among the city, the Paying Agent and the Securities Depository.

This Bond is transferable by the Owner hereof in person or by his attorney duly authorized in writing at the principal office of the Bond Registrar, but only in the manner, subject to the

limitations and upon payment of the charges provided in the Resolution, and upon surrender and cancellation of this Bond. The City shall pay out of the proceeds of the Bonds or from other funds all costs incurred in connection with the issuance, transfer, exchange, registration, redemption or payment of the Bonds except (a) the reasonable fees and expenses in connection with the replacement of a Bond or Bonds mutilated, stolen, lost or destroyed or (b) any tax or other governmental charge imposed in relation to the transfer, exchange, registration, redemption or payment of the Bonds. Upon such transfer a replacement Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount will be issued to the transferee in exchange therefore.

BOND ASSIGNMENT

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

(Name and Address)

(Social Security or Taxpayer Identifying No.)

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

Dated _____

Name

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 October 29, 2008.

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)

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EXHIBIT B
(DTC LETTERS OF REPRESENTATION)