

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45  
46

\*\*\*\*\*

RESOLUTION

OF

CITY OF TOPEKA, KANSAS

ADOPTED

OCTOBER 6, 2009



\$3,345,000  
GENERAL OBLIGATION BONDS  
SERIES 2009-A

\$56,745,000  
GENERAL OBLIGATION REFUNDING BONDS  
SERIES 2009-B

\*\*\*\*\*

47  
48  
49  
50  
51  
52  
53  
54  
55  
56  
57  
58  
59  
60  
61  
62  
63  
64  
65  
66  
67  
68  
69  
70  
71  
72  
73  
74  
75  
76  
77  
78  
79  
80  
81  
82  
83  
84  
85  
86  
87  
88  
89  
90  
91  
92  
93  
94  
95  
96  
97  
98  
99

RESOLUTION

TABLE OF CONTENTS

ARTICLE I

DEFINITIONS

Page

Section 101. Definitions of Words and Terms..... 2

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds..... 9  
Section 202. Description of the Bonds..... 9  
Section 203. Designation of Paying Agent and Bond Registrar..... 10  
Section 204. Method and Place of Payment of the Bonds..... 11  
Section 205. Registration, Transfer and Exchange of Bonds..... 11  
Section 206. Execution, Registration, Authentication and Delivery of Bonds..... 12  
Section 207. Mutilated, Lost, Stolen or Destroyed Bonds..... 13  
Section 208. Cancellation and Destruction of Bonds upon Payment..... 13  
Section 209. Preliminary and Final Official Statement..... 13  
Section 210. Sale of the Bonds..... 14  
Section 211. Book-Entry Bonds; Securities Depository..... 14

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional and Mandatory Redemption by the City..... 15  
Section 302. Selection of Bonds to be Redeemed..... 17  
Section 303. Notice and Effect of Call for Redemption..... 18

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds..... 19  
Section 402. Levy and Collection of Annual Tax..... 19

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS  
DEPOSIT AND APPLICATION OF MONEYS

Section 501. Establishment of Funds and Account..... 20  
Section 502. Disposition of Bond Proceeds..... 20  
Section 503. Disposition of Other Monies..... 20  
Section 504. Withdrawals from the Series 2009-A..... 21  
Section 505. Surplus in the Series 2009-A Project Account..... 21  
Section 506. Withdrawals of the Series 2009-B Cost of Issuance Account..... 21  
Section 507. Application of Moneys in Series 2009-A Rebate Fund..... 21

100	Section 508. Application of Moneys in Series 2009-A Principal and Interest	
101	Account.....	21
102	Section 509. Application of Moneys in Series 2009-A Rebate Fund.....	21
103	Section 510. Deposits and Investment of Moneys.....	22
104	Section 511. Nonpresentment of Bonds.....	22
105		
106	ARTICLE VI	
107		
108	DEFAULT AND REMEDIES	
109		
110	Section 601. Remedies.....	23
111	Section 602. Limitation on Rights of Owners.....	23
112	Section 603. Remedies Cumulative.....	23
113		
114		
115	ARTICLE VII	
116		
117	DEFEASANCE	
118		
119	Section 701. Defeasance.....	24
120		
121	ARTICLE VIII	
122		
123	TAX COVENANTS	
124		
125	Section 801. General Covenants.....	24
126	Section 802. Rebate Covenants.....	25
127	Section 803. Survival of Covenants.....	25
128	Section 804. Qualified Tax-exempt Obligations.....	25
129		
130	ARTICLE IX	
131		
132	CONTINUING DISCLOSURE REQUIREMENTS	
133		
134	Section 901. Disclosure Requirements.....	25
135	Section 902. Failure to Comply with Continuing Disclosure Requirements.....	25
136		
137	ARTICLE X	
138		
139	MISCELLANEOUS PROVISIONS	
140		
141	Section 1001. Redemption of Refunded Bonds.....	26
142	Section 1002. Annual Audit.....	26
143	Section 1003. Amendments.....	26
144	Section 1004. Notices, Consents and Other Instruments by Owners.....	27
145	Section 1005. Further Authority.....	28
146	Section 1006. Severability.....	28
147	Section 1007. Governing Law.....	28
148	Section 1008. Effective Date.....	28
149	Passage.....	29
150	Signatures and Seal.....	29
151		
152	Exhibit A: Form of Bond	
153	Exhibit B: Letter of Representations	

154  
155  
156  
157  
158  
159  
160  
161  
162  
163  
164  
165  
166

**RESOLUTION NO. 8207**

**A RESOLUTION INTRODUCED BY CITY MANAGER NORTON N. BONAPARTE, JR. PRESCRIBING THE FORM AND DETAILS OF BOTH THE GENERAL OBLIGATION BONDS, SERIES 2009-A AND GENERAL OBLIGATION REFUNDING BONDS, SERIES 2009-B OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$60,090,000 THE ISSUANCE OF WHICH WERE AUTHORIZED BY THE CITY PURSUANT TO ITS ORDINANCE NO. 19317 ADOPTED AND APPROVED OCTOBER 6, 2009; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.**

167  
168  
169  
170  
171  
172  
173

**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.*, 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

174  
175  
176  
177  
178  
179  
180

**WHEREAS**, the City has heretofore duly authorized, issued and delivered its \$6,240,000 principal amount of General Obligation Bonds, Series 2001-A, dated March 1, 2001, (the "Series 2001-A Bonds") pursuant to its Ordinance adopted March 13, 2001, in accordance with the requirements of K.S.A. 12-1736 *et seq.*, as amended (the "Series 2001-A Bond Ordinance"). The terms and conditions of the Series 2001-A Bonds are set forth in a Resolution adopted on March 13, 2001 (the "Series 2001-A Bond Resolution"); and

181  
182  
183  
184  
185  
186  
187

**WHEREAS**, the City has heretofore duly authorized, issued and delivered its \$6,205,000 principal amount of General Obligation Refunding Bonds, Series 2003-A, dated March 1, 2003, (the "Series 2003-A Bonds") pursuant to its Ordinance adopted February 18, 2003, in accordance with the requirements of K.S.A. 10-427 *et seq.*, as amended (the "Series 2003-A Bond Ordinance"). The terms and conditions of the Series 2003-A Bonds were set forth in a Resolution adopted on February 18, 2003 (the "Series 2003-A Bond Resolution"); and

188  
189  
190  
191  
192  
193  
194

**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.*, as amended (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-A Bond Resolution"); and

195  
196  
197  
198  
199  
200  
201  
202  
203  
204

**WHEREAS**, the City has heretofore duly authorized, issued and delivered its \$11,225,000 principal amount of General Obligation Bonds, Series 2003-C, dated November 24, 2003, (the "Series 2003-C Bonds") pursuant to its Ordinance adopted November 4, 2003, 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.*, the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Home Rule Ordinance No. 17733 of the City and Charter Ordinances Nos. 68 and 89 of the City, all as amended (the "Series 2003-C Bond Ordinance"). The terms and conditions of the Series 2003-C Bonds were set forth in a Resolution adopted on November 4, 2003 (the "Series 2003-C Bond Resolution"); and

205  
206  
207

**WHEREAS**, the City has heretofore duly authorized, issued and delivered its \$39,125,000 principal amount of General Obligation Refunding Bonds, Series 2004-B, dated October 7, 2004, (the "Series 2004-B Bonds") pursuant to its Ordinance adopted September 14,

208 2004, in accordance with the requirements of K.S.A. 10-427 et seq., as amended (the “Series  
209 2004-B Bond Ordinance”). The terms and conditions of the Series 2004-B Bonds were set forth  
210 in a Resolution adopted on September 14, 2004 (the “Series 2004-B Bond Resolution); and  
211

212 **WHEREAS**, the City has heretofore duly authorized, issued and delivered its \$6,875,000  
213 principal amount of General Obligation Bonds, Series 2004-C, dated November 23, 2004, (the  
214 “Series 2004-C Bonds”) pursuant to its Ordinance adopted October 26, 2004, in accordance with  
215 the requirements of K.S.A. 12-685 et seq., K.S.A. 12-6a01 et seq., the home rule authority  
216 granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution,  
217 and Charter Ordinances Nos. 68 and 89 of the City, all as amended (the “Series 2004-C Bond  
218 Ordinance”). The terms and conditions of the Series 2004-C Bonds were set forth in a  
219 Resolution adopted on October 26, 2004 (the “Series 2004-C Bond Resolution); and  
220

221 **WHEREAS**, the City has by its Ordinance No. 19317 adopted and approved October 6,  
222 2009, (the "Ordinance") authorized the issuance of (1) its General Obligation Bonds, Series  
223 2009-A in the aggregate principal amount of \$3,345,000 (the “Series 2009-A Bonds”) under the  
224 authority of K.S.A. 12-6a01 *et seq.*, as amended, the home rule authority granted to the cities of  
225 the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, Charter Ordinance No.  
226 89 of the City (Section A12-1 of the Code of the City) and other provisions of the laws of the  
227 State of Kansas applicable thereto for the purpose of providing funds to pay the cost of making  
228 the Internal Improvements and (2) its General Obligation Refunding Bonds, Series 2009-B in the  
229 aggregate principal amount of \$56,745,000 (the “Series 2009-B Bonds”) (the Series 2009-A  
230 Bonds and the Series 2009-B Bonds are collectively referred to as the "Bonds") under the  
231 authority of K.S.A. 10-427 et seq., as amended, and other provisions of the laws of the State of  
232 Kansas applicable thereto for the purpose of providing funds to pay the cost of currently  
233 refunding (1) the Series 2001-A Bonds maturing on August 15, 2010, through and including  
234 August 15, 2031 (i.e., \$5,835,000); the Series 2003-A Bonds maturing on August 15, 2010,  
235 through and including August 15, 2017 (i.e., \$3,890,000); the Series 2003-B Bonds maturing on  
236 August 15, 2010, through and including August 15, 2018 (i.e., \$8,950,000); the Series 2003-C  
237 Bonds maturing on August 15, 2010, through and including August 15, 2023 (i.e., \$8,790,000);  
238 the Series 2004-B Bonds maturing on August 15, 2010, through and including August 15, 2020  
239 (i.e., \$24,065,000); and the Series 2004-C Bonds maturing on August 15, 2010, through and  
240 including August 15, 2024 (i.e., \$5,515,000) (collectively, the “Refunded Bonds”) and  
241

242 **WHEREAS**, in accordance with the City's notice of the sale of the Bonds published in  
243 accordance with the requirements of law the Bonds have been sold to and purchased by Stifel  
244 Nicolaus & Co., St. Louis, Missouri (the “Original Purchaser”); and  
245

246 **WHEREAS**, in accordance with the terms and conditions of the Ordinance, the City  
247 hereby intends to both prescribe the form and details of the Bonds and authorize certain other  
248 documents and actions in connection with the issuance of the Bonds.  
249

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

252 **ARTICLE I**

253 **DEFINITIONS**

254 **Section 101. Definitions of Words and Terms.** In addition to words and terms  
255 identified elsewhere herein, the following words and terms as used in this Resolution shall have  
256 the following meanings:  
257

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

264  
265           **"Bond and Interest Fund"** means the Bond and Interest Fund of the City for its general  
266 obligation bonds.

267  
268           **"Bond Counsel"** means the firm of Nichols and Wolfe Chartered, or any other attorney  
269 or firm of attorneys with a nationally recognized standing in the field of municipal bond financ-  
270 ing as selected by the City.

271  
272           **"Bond Payment Date"** means any date on which principal of or interest on any Bond is  
273 payable.

274  
275           **"Bond Register"** means the books for the registration, transfer and exchange of Bonds  
276 kept at the office of the Bond Registrar.

277  
278           **"Bond Registrar"** means the Treasurer of the State of Kansas, Topeka, Kansas, and any  
279 successors and assigns thereto to the duties and responsibilities described in this Resolution and  
280 in the related agreement between the City and the State Treasurer.

281  
282           **"Bonds"** means the General Obligation Bonds, Series 2009-A, and General Obligation  
283 Refunding Bonds, Series 2009-B authorized and issued by the City pursuant to the Ordinance.

284  
285           **"Business Day"** means a day other than a Saturday, Sunday or holiday on which the  
286 Paying Agent is scheduled in the normal course of its operations to be open to the public for  
287 conduct of its operations.

288  
289           **"Cede & Co."** means Cede & Co., as nominee name of The Depository Trust Company,  
290 New York, New York and any successors or assigns thereto.

291  
292           **"City"** means the City of Topeka, Kansas, the issuer of the Bonds.

293  
294           **"Clerk"** means the duly appointed and/or elected Clerk of the City or, in the Clerk's  
295 absence, the duly appointed Deputy Clerk or Acting Clerk of the City.

296  
297           **"Code"** means the Internal Revenue Code of 1986, as amended.

298  
299           **"Costs of Issuance"** means all costs of issuing the Bonds, including all publication,  
300 printing, signing and mailing expenses in connection therewith, registration fees, financial  
301 advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses  
302 incurred in connection with compliance with the Code and with the Disclosure Certificate, all  
303 expenses, if any, incurred in connection with receiving ratings on the Bonds and any premiums  
304 or expenses incurred in obtaining municipal bond insurance on the Bonds.

305  
306           **"Dated Date"** means October 28, 2009.

307  
308           **"Defaulted Interest"** means interest on any Bond which is payable but not paid on any  
309 Interest Payment Date.

310  
311           **"Defeasance Obligations"** means any of the following obligations:

312  
313           (a) United States Government Obligations that are not subject to redemption in  
314 advance of their maturity dates; or

315  
316 (b) obligations of any state or political subdivision of any state, the interest on which  
317 is excluded from gross income for federal income tax purposes and which meet the following  
318 conditions:

319  
320 (1) the obligations are (i) not subject to redemption prior to maturity or (ii) the trustee  
321 for such obligations has been given irrevocable instructions concerning their calling and  
322 redemption and the issuer of such obligations has covenanted not to redeem such obligations  
323 other than as set forth in such instructions;

324  
325 (2) the obligations are secured by cash or United States Government Obligations that  
326 may be applied only to principal of, premium, if any, and interest payments on such obligations;

327  
328 (3) such cash and the principal of and interest on such United States Government  
329 Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the  
330 obligations;

331  
332 (4) such cash and United States Government Obligations serving as security for the  
333 obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust; and

334  
335 (5) such cash and United States Government Obligations are not available to satisfy  
336 any other claims, including those against the trustee or escrow agent.

337  
338 **"Disclosure Certificate"** means the Continuing Disclosure Certificate attached to the  
339 City's Final Certificate as *Exhibit D* and included in the transcript of proceedings pertaining to  
340 the issuance of the Bonds.

341  
342 **"Event of Default"** means any of the following occurrences or events:

343  
344 (a) Payment of the principal or the Redemption Price of any of the Bonds shall not be  
345 made when the same shall become due and payable, either at Stated Maturity or by proceedings  
346 for redemption or otherwise; or

347  
348 (b) Payment of any installment of interest on any of the Bonds shall not be made on  
349 the Interest Payment Date when the same shall become due; or

350  
351 (c) The City shall default in the due and punctual performance of any other of the  
352 covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on  
353 the part of the City to be performed (other than relating to Rule 15c2-12 as defined in the  
354 Disclosure Certificate), and such default shall continue for thirty (30) days after written notice  
355 specifying such default and requiring same to be remedied shall have been given to the City by  
356 the Owner of any of the Bonds then Outstanding.

357  
358 **"Federal Tax Certificate"** means the certificate so named and included in the transcript  
359 of proceedings pertaining to the issuance of the Bonds describing the investment and use of the  
360 proceeds of the Bonds.

361  
362 **"Fiscal Year"** means the twelve month period ending on December 31.

363  
364 **"Funds and Accounts"** means funds and accounts created or referred to in **Section 501**  
365 hereof.

366

367           **"Interest Payment Date(s)"** means the Stated Maturity of an installment of interest on  
368 any Bond which shall be February 15 and August 15 of each year, commencing February 15,  
369 2010.

370  
371           **"Internal Improvements"** mean certain internal improvements constructed in the City  
372 in accordance with the legal authority as described in the recitals to this Resolution and in the  
373 Ordinance.

374  
375           **"Maturity"** when used with respect to any Bond means the date on which the principal  
376 of such Bond becomes due and payable as therein and herein provided, whether at the Stated  
377 Maturity thereof or upon on call for redemption or otherwise.

378  
379           **"Mayor"** means the duly appointed and/or elected Mayor of the City or, in the Mayor's  
380 absence, the duly appointed Deputy Mayor or Acting Mayor of the City.

381  
382           **"Moody's"** means Moody's Investors Service, Inc., New York, New York, and any  
383 successors or assigns to the Bond rating functions thereof which is deemed acceptable by the  
384 City and Bond Counsel.

385  
386           **"Original Purchaser"** means, with respect to the Bonds, Stifel Nicolaus & Co., St. Louis  
387 Missouri.

388  
389           **"Ordinance"** means Ordinance No. 19317 adopted and approved October 6, 2009, and  
390 published as required by law, pursuant to which the issuance of the Bonds has been authorized.

391  
392           **"Outstanding"** means, when used with reference to the Bonds, as of a particular date of  
393 determination, all Bonds theretofore authenticated and delivered, except the following Bonds:

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

396  
397           (b) Bonds deemed to be paid in accordance with the provisions of **Section 701**  
398 hereof; and

399  
400           (c) Bonds in exchange for or in lieu of which other Bonds have been authenticated  
401 and delivered hereunder.

402  
403           **"Owner"** when used with respect to any Bond means the Person in whose name such  
404 Bond is registered on the Bond Register.

405  
406           **"Participants"** means those financial institutions for whom the Securities Depository  
407 effects book-entry transfers and pledges of securities deposited with the Securities Depository, as  
408 such listing of Participants exists at the time of such reference.

409  
410           **"Paying Agent"** means the State Treasurer, and any successors and assigns thereof to the  
411 duties and responsibilities described in this Resolution and in the related agreement between the  
412 City and the State Treasurer.

413  
414           **"Permitted Investments"** means: (a) investments authorized by K.S.A. 12-1675 and  
415 amendments thereto; (b) the municipal investment pool established pursuant to K.S.A. 12-1677a,  
416 and amendments thereto; (c) direct obligations of the United States Government or any agency  
417 thereof; (d) the City's temporary notes issued pursuant to K.S.A. 10-123 and amendments  
418 thereto; (e) interest-bearing time deposits in commercial banks located in the county or counties  
419 in which the City is located; (f) obligations of the federal national mortgage association, federal  
420

421 home loan banks or the federal home loan mortgage corporation; (g) repurchase agreements for  
422 securities described in (c) or (f); (h) investment agreements with or other obligations of a finan-  
423 cial institution the obligations of which at the time of investment are rated in either of the three  
424 highest rating categories by Moody's, Inc. or Standard & Poor's; (i) investments in shares or units  
425 of a money market fund or trust the portfolio of which is comprised entirely of securities  
426 described in (c) or (f); (j) receipts evidencing ownership interests in securities or portions thereof  
427 described in (c) or (f); (k) municipal bonds or other obligations issued by any municipality of the  
428 State as defined in K.S.A. 10-1101 which are general obligations of the municipality issuing the  
429 same; or (l) bonds of any municipality of the States as defined in K.S.A. 10-1101 which have  
430 been refunded in advance of their maturity and are fully secured as to payment of principal and  
431 interest thereon by deposit in trust, under escrow agreement with a bank, of securities described  
432 in (c) or (f). No Permitted Investment shall include any derivative investment instrument whose  
433 market price is derived from the fluctuating value of an underlying asset, index, currency, futures  
434 contract, including futures, options and collateralized mortgage obligations.

435  
436 **"Person"** means any natural person, as well as any corporation, partnership, joint  
437 venture, association, firm, joint-stock company, trust, unincorporated organization, or  
438 government or any agency or political subdivision thereof or other public body.

439  
440 **"Purchase Price"** means the purchase price of the Bonds as set forth in the *Bid Proposal*  
441 *for Purchase of the Bonds* as submitted by the Original Purchaser and accepted by the City, plus  
442 accrued interest to the date of delivery.

443  
444 **"Record Dates"** means, for the interest payable on any Interest Payment Date, the first  
445 day (whether or not a Business Day) of each month of such Interest Payment Date.

446  
447 **"Redemption Date"** means when used with respect to any Bond to be redeemed, the  
448 date fixed for the redemption of such Bond pursuant to the terms of this Resolution.

449  
450 **"Redemption Price"** means when used with respect to any Bond to be redeemed the  
451 price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including  
452 the applicable redemption premium, if any, but excluding installments of interest whose Stated  
453 Maturity is on or before the Redemption Date.

454  
455 **"Refunded Bonds"** means the City's (1) General Obligation Bonds, Series 2001-A  
456 maturing on August 15, 2010, through and including, August 15, 2031, (i.e., \$5,835,000); (2)  
457 General Obligation Refunding Bonds, Series 2003-A, maturing on August 15, 2010, through and  
458 including, August 15, 2017, (i.e., \$3,890,000); (3) General Obligation Refunding Bonds, Series  
459 2003-B, maturing on August 15, 2010, through and including, August 15, 2018, (i.e., \$8,950,00);  
460 (4) General Obligation Bonds, Series 2003-C, maturing on August 15, 2010, through and  
461 including, August 15, 2023,(i.e., \$8,790,000); (5) General Obligation Refunding Bonds, Series  
462 2004-B maturing on August 15, 2010, through and including, August 15, 2020, (i.e.,  
463 \$24,065,000); and (6) General Obligation Bonds, Series 2004-C maturing on August 15, 2010  
464 through and including August 15, 2024, (i.e., \$5,515,000) being refunded with the proceeds of  
465 the Bonds.

466  
467 **"Refunded Bond Ordinances"** means the Ordinances of the City authorizing the  
468 issuance of the City's Series 2001-A Bonds, Series 2003-A Bonds, Series 2003-B Bonds, Series  
469 2003-C Bonds, Series 2004-B Bonds and Series 2004-C Bonds.

470  
471 **"Refunded Bond Resolutions"** means the Resolutions of the City setting forth the terms  
472 and conditions of the City's Series 2001-A Bonds, Series 2003-A Bonds, Series 2003-B Bonds,  
473 Series 2003-C Bonds, Series 2004-B Bonds and Series 2004-C Bonds.

474

475           **"Refunded Bonds Paying Agent"** means the Treasurer of the State of Kansas, Topeka,  
476 Kansas.

477  
478           **"Replacement Bonds"** means Bonds issued to the beneficial owners of the Bonds in  
479 accordance with **Section 211** hereof.

480  
481           **"Representation Letter"** means the Blanket Issuer Letter of Representations from the  
482 City to the Securities Depository with respect to the Bonds, substantially in the form attached to  
483 this Resolution as *Exhibit B*.

484  
485           **"Resolution"** means this resolution relating to the Bonds, and any Supplemental  
486 Resolution.

487  
488           **"Securities Depository"** means, initially, The Depository Trust Company, New York,  
489 New York, and any successors and assigns.

490  
491           **"Series 2001-A Bonds"** means the City's General Obligation Bonds, Series 2001-A,  
492 maturing on August 15, 2010, through and including August 15, 2031 (i.e., \$5,835,000) being  
493 currently refunded with proceeds of the Bonds.

494  
495           **"Series 2003-A Bonds"** means the City's General Obligation Refunding Bonds, Series  
496 2003-A, maturing August 15, 2010, through and including August 15, 2017, (i.e., \$3,890,000)  
497 being currently refunded with proceeds of the Bonds.

498  
499           **"Series 2003-B Bonds"** means the City's General Obligation Bonds, Series 2003-B,  
500 maturing August 15, 2010, through and including August 15, 2018, (i.e., \$8,950,000) being  
501 currently refunded with proceeds of the Bonds.

502  
503           **"Series 2003-C Bonds"** means the City's General Obligation Refunding Bonds, Series  
504 2003-C, maturing August 15, 2010, through and including August 15, 2023, (i.e., \$8,790,000)  
505 being currently refunded with proceeds of the Bonds.

506  
507           **"Series 2004-B Bonds"** means the City's General Obligation Refunding Bonds, Series  
508 2004-B, maturing August 15, 2010, through and including August 15, 2020, (i.e., \$24,065,000)  
509 being currently refunded with proceeds of the Bonds.

510  
511           **"Series 2004-C Bonds"** means the City's General Obligation Bonds, Series 2004-C,  
512 maturing August 15, 2010, through and including August 15, 2024, (i.e., \$5,515,000) being  
513 currently refunded with proceeds of the Bonds.

514  
515           **"Series 2009-A Bonds"** means the City's General Obligation Bonds, Series 2009-A  
516 issued pursuant to the Ordinance.

517  
518           **"Series 2009-A Principal and Interest Account"** means the Principal and Interest  
519 Account for the City of Topeka, Kansas, General Obligation Bonds, Series 2009-A, created  
520 herein within the City's Bond and Interest Fund.

521  
522           **"Series 2009-A Project Account"** means the Project Account for the Internal  
523 Improvements in the treasury of the City, created herein.

524  
525           **"Series 2009-A Rebate Fund"** means the Rebate Fund for the City of Topeka, Kansas,  
526 General Obligation Bonds, Series 2009-A, created herein.

527

528           **"Series 2009-A Term Bonds"** means the Series 2009-A Bonds scheduled to mature in  
529 the years 2021, 2024 and 2029.]

530  
531           **"Series 2009-B Bonds"** means the City's General Obligation Refunding Bonds, Series  
532 2009-B issued pursuant to the Ordinance.

533  
534           **"Series 2009-B Cost of Issuance Account"** means the Cost of Issuance Account for the  
535 City of Topeka, Kansas, General Obligation Refunding Bonds, Series 2009-B, created herein.

536  
537           **"Series 2009-B Principal and Interest Account"** means the Principal and Interest  
538 Account for the City of Topeka, Kansas, General Obligation Refunding Bonds, Series 2009-B,  
539 created herein within the City's Bond and Interest Fund.

540  
541           **"Series 2009-B Rebate Fund"** means the Rebate Fund for the City of Topeka, Kansas,  
542 General Obligation Refunding Bonds, Series 2009-B, created herein.

543  
544           **"Series 2009-B Term Bonds"** means the Series 2009-B Bonds scheduled to mature in  
545 the years 2021, 2024 and 2031.]

546  
547           **"Special Record Date"** means the date fixed by the Paying Agent pursuant to **Section**  
548 **204** hereof for the payment of Defaulted Interest.

549  
550           **"Standard & Poor's"** means Standard & Poor's Ratings Services, a Division of The  
551 McGraw Hill Companies, Inc., New York, New York and any successors or assigns to the Bond  
552 rating functions thereof which is deemed acceptable by the City and Bond Counsel.

553  
554           **"State"** means the State of Kansas.

555  
556           **"State Treasurer"** means the duly elected Treasurer or, in the Treasurer's absence, the  
557 duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas and any successors  
558 or assigns.

559  
560           **"Stated Maturity"** means (i) with respect to any Bond principal payment, the date on  
561 which payment of principal is due and payable on any Bond, as specified on that Bond and in  
562 this Resolution, and (ii) with respect to any Interest Payment, each February 15 and August 15 of  
563 the year in which any Bond is Outstanding, beginning February 15, 2010.

564  
565           **"Term Bonds"** means the Series 2009-A Term Bonds and Series 2009-B Term Bonds.

566  
567           **"Treasurer"** means the duly appointed and/or elected Treasurer of the City or, in the  
568 Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the City.

569  
570           **"United States Government Obligations"** means bonds, notes, certificates of  
571 indebtedness, U.S. Treasury or other securities consisting of direct obligations of, or obligations  
572 the principal of and interest on which are fully and unconditionally guaranteed as to full and  
573 timely payment by, the United States of America, including evidences of a direct ownership  
574 interest in the future interest or principal payment on obligations issued by the United States of  
575 America (including the interest component of obligations of the Resolution Funding  
576 Corporation).

577

578 ARTICLE II

579 AUTHORIZATION AND DETAILS OF THE BONDS

580  
581  
582 **Section 201. Authorization of the Bonds.** There shall be issued and hereby are  
583 authorized and directed to be issued (1) General Obligation Bonds, Series 2009-A, of the City in  
584 the aggregate principal amount of \$3,345,000 for the purpose of providing funds to pay the costs  
585 of the Internal Improvements as described in the Ordinance, in accordance with K.S.A. 12-6a01  
586 et seq., Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended, the home rule  
587 authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas  
588 Constitution, Charter Ordinance No. 89 of the City (Sections A12-1 of the Code of the City) and  
589 other provisions of the laws of the State of Kansas applicable thereto and (2) General Obligation  
590 Refunding Bonds, Series 2009-B, of the City in the aggregate principal amount of \$56,745,000  
591 for the purpose of currently refunding the Refunded Bonds as described in the Ordinance, in  
592 accordance with K.S.A. 10-427 et seq., as amended and other provisions of the laws of the State  
593 of Kansas applicable thereto.

594  
595 **Section 202. Description of the Bonds.** The Bonds shall consist of fully registered  
596 bonds in the denominations of \$5,000 or any integral multiple thereof and shall be numbered in  
597 such manner as the Bond Registrar shall determine. All of the Bonds shall be dated October 28,  
598 2009, shall become due in the amounts on the Stated Maturities (subject to redemption and  
599 payment prior to their Stated Maturities as provided in Article III hereof), and shall bear interest  
600 at the rates per annum as follows:

601 SERIES 2009-A BONDS

602	603	604	605	606
		<u>MATURITY</u>	<u>PRINCIPAL</u>	<u>INTEREST</u>
		<u>(August 15)</u>	<u>AMOUNT</u>	<u>RATE</u>
607			SERIAL BONDS	
608				
609		2010	\$140,000	3.00%
610		2011	120,000	4.00
611		2012	125,000	4.00
612		2013	130,000	4.00
613		2014	140,000	4.00
614		2015	145,000	2.50
615		2016	145,000	2.75
616		2017	150,000	3.00
617		2018	155,000	3.00
618		2019	160,000	3.00

619  
620  
621 TERM BONDS

622				
623		2021	335,000	3.25
624		2024	545,000	3.50
625		2029	1,055,000	4.00

626  
627  
628 (REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK)

629  
630  
631  
632  
633  
634  
635  
636  
637  
638  
639  
640  
641  
642  
643  
644  
645  
646  
647  
648  
649  
650  
651  
652  
653  
654  
655  
656  
657  
658  
659  
660  
661  
662  
663  
664  
665  
666  
667  
668  
669  
670  
671  
672  
673  
674  
675  
676  
677  
678  
679  
680  
681  
682

SERIES 2009-B BONDS

<u>MATURITY</u> <u>(August 15)</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>INTEREST</u> <u>RATE</u>
---------------------------------------	-----------------------------------	--------------------------------

SERIAL BONDS

2010	\$7,200,000	3.00%
2011	5,700,000	4.00
2012	6,700,000	4.00
2013	6,825,000	4.00
2014	6,470,000	4.00
2015	3,280,000	2.50
2016	3,375,000	2.75
2017	3,465,000	3.00
2018	3,000,000	3.00
2019	2,405,000	3.00

TERM BONDS

2021	3,055,000	3.25
2024	3,625,000	3.50
2031	1,645,000	4.00

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

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

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

The City will at all times maintain a Paying Agent and Bond Registrar meeting the qualifications herein described for the performance of the duties hereunder. The City reserves the right to appoint a successor Paying Agent or Bond Registrar by (1) filing with the Paying Agent or Bond Registrar then performing such function a certified copy of the proceedings giving notice of the termination of such Paying Agent or Bond Registrar and appointing a successor, and (2) causing notice of appointment of the successor Paying Agent and Bond Registrar to be given by first class mail to each Owner. No resignation or removal of the Paying Agent or Bond Registrar shall become effective until a successor has been appointed and has accepted the duties of Paying Agent or Bond Registrar.

683  
684 Every Paying Agent or Bond Registrar appointed hereunder shall at all times meet the  
685 requirements of K.S.A. 10-501 *et seq.* and K.S.A. 10-620 *et seq.*, respectively.  
686

687 **Section 204. Method and Place of Payment of the Bonds.** The principal of, or  
688 Redemption Price, if any, and interest on the Bonds shall be payable in any coin or currency  
689 which, on the respective dates of payment thereof, is legal tender for the payment of public and  
690 private debts.  
691

692 The principal or Redemption Price of each Bond shall be paid at Maturity to the Person in  
693 whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presen-  
694 tation and surrender of such Bond at the principal corporate trust office of the Paying Agent.  
695

696 The interest payable on each Bond on any Interest Payment Date shall be paid to the  
697 Owner of such Bond as shown on the Bond Register at the close of business on the Record Date  
698 for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner  
699 shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000  
700 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon  
701 written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the  
702 Record Date for such interest, containing the electronic transfer instructions including the bank  
703 (which shall be in the continental United States) ABA routing number and account number to  
704 which such Owner wishes to have such transfer directed.  
705

706 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with  
707 respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record  
708 Date and shall be payable to the Owner in whose name such Bond is registered at the close of  
709 business on the Special Record Date for the payment of such Defaulted Interest, which Special  
710 Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the  
711 Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond  
712 and the date of the proposed payment (which date shall be at least 30 days after receipt of such  
713 notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an  
714 amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted  
715 Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the  
716 date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a  
717 Special Record Date for the payment of such Defaulted Interest which shall be not more than 15  
718 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall  
719 promptly notify the City of such Special Record Date and, in the name and at the expense of the  
720 City, shall cause notice of the proposed payment of such Defaulted Interest and the Special  
721 Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond  
722 entitled to such notice at the address of such Owner as it appears on the Bond Register not less  
723 than 10 days prior to such Special Record Date.  
724

725 The Paying Agent shall keep a record of payment of principal and Redemption Price of  
726 and interest on all Bonds and at least annually shall forward a copy or summary of such records  
727 to the City.  
728

729 **Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants that,  
730 as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the  
731 office of the Bond Registrar as herein provided. Each Bond when issued shall be registered in  
732 the name of the Owner thereof on the Bond Register.  
733

734 Bonds may be transferred and exchanged only on the Bond Register as provided in this  
735 Section. Upon surrender of any Bond at the principal corporate trust office of the Bond Regis-  
736 trar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds in any

737 authorized denomination of the same Stated Maturity and in the same aggregate principal  
738 amount as the Bond that was presented for transfer or exchange.

739  
740 Bonds presented for transfer or exchange shall be accompanied by a written instrument or  
741 instruments of transfer or authorization for exchange, in a form and with guarantee of signature  
742 satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly  
743 authorized agent.

744  
745 In all cases in which the privilege of transferring or exchanging Bonds is exercised, the  
746 Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this  
747 Resolution. The City shall pay the fees and expenses of the Bond Registrar for the registration,  
748 transfer and exchange of Bonds provided for by this Resolution and the cost of printing a  
749 reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred  
750 in the secondary market, other than fees of the Bond Registrar, are the responsibility of the  
751 Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification  
752 number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient  
753 to pay any governmental charge required to be paid as a result of such failure. In compliance  
754 with Section 3406 of the Code, such amount may be deducted by the Paying Agent from  
755 amounts otherwise payable to such Owner hereunder or under the Bonds.

756  
757 The City and the Bond Registrar shall not be required (a) to register the transfer or  
758 exchange of any Bond that has been called for redemption after notice of such redemption has  
759 been mailed by the Bond Registrar pursuant to **Section 303** hereof and during the period of 15  
760 days next preceding the date of mailing of such notice of redemption; or (b) to register the  
761 transfer or exchange of any Bond during a period beginning at the opening of business on the  
762 day after receiving written notice from the City of its intent to pay Defaulted Interest and ending  
763 at the close of business on the date fixed for the payment of Defaulted Interest pursuant to  
764 **Section 204** hereof.

765  
766 The City and the Paying Agent may deem and treat the Person in whose name any Bond  
767 is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is  
768 overdue or not, for the purpose of receiving payment of, or on account of, the principal or  
769 Redemption Price of and interest on said Bond and for all other purposes. All payments so made  
770 to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge  
771 the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the  
772 Paying Agent shall be affected by any notice to the contrary.

773  
774 At reasonable times and under reasonable regulations established by the Bond Registrar,  
775 the Bond Register may be inspected and copied by the Owners of 10% or more in principal  
776 amount of the Bonds then Outstanding or any designated representative of such Owners whose  
777 authority is evidenced to the satisfaction of the Bond Registrar.

778  
779 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.** Each  
780 of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially  
781 delivered, shall be executed for and on behalf of the City by the manual or facsimile signature of  
782 the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the City  
783 shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and  
784 directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds  
785 to be registered in the office of the Clerk, which registration shall be evidenced by the manual or  
786 facsimile signature of the Clerk with the seal of the City affixed thereto or imprinted thereon.  
787 The Bonds shall also be registered in the office of the State Treasurer, which registration shall be  
788 evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State  
789 Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on  
790 any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall

791 nevertheless be valid and sufficient for all purposes, as if such person had remained in office  
792 until delivery. Any Bond may be signed by such persons who at the actual time of the execution  
793 of such Bond are the proper officers to sign such Bond although at the date of such Bond such  
794 persons may not have been such officers.  
795

796 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially in the  
797 form attached hereto as *Exhibit A* hereof, which shall be manually executed by an authorized  
798 officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or  
799 employee sign the *Certificate of Authentication* on all of the Bonds that may be issued hereunder  
800 at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be  
801 valid or obligatory for any purpose unless and until such *Certificate of Authentication* has been  
802 duly executed by the Bond Registrar. Such executed *Certificate of Authentication* upon any  
803 Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered  
804 under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the  
805 Original Purchaser upon instructions of the City or its representative.  
806

807 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.** If (a) any mutilated Bond is  
808 surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of  
809 the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond  
810 Registrar such security or indemnity as may be required by each of them, then, in the absence of  
811 notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide  
812 purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall  
813 authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or  
814 stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.  
815

816 If any such mutilated, destroyed, lost or stolen Bond has become or is about to become  
817 due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.  
818

819 Upon the issuance of any new Bond under this Section, the City may require the payment  
820 by the Owner of a sum sufficient to cover any tax or other governmental charge that may be  
821 imposed in relation thereto and any other expenses (including the fees and expenses of the Bond  
822 Registrar) connected therewith.  
823

824 Every new Bond issued pursuant to this Section shall constitute a replacement of the prior  
825 obligation of the City, and shall be entitled to all the benefits of this Resolution equally and  
826 ratably with all other Outstanding Bonds.  
827

828 **Section 208. Cancellation and Destruction of Bonds Upon Payment.** All Bonds that  
829 have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either  
830 at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment,  
831 redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance  
832 with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate  
833 in duplicate describing the Bonds so cancelled and destroyed and shall file an executed  
834 counterpart of such certificate with the City.  
835

836 **Section 209. Preliminary and Final Official Statement.** The *Preliminary Official*  
837 *Statement* dated September 30, 2009, is hereby ratified and approved. For the purpose of  
838 enabling the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the  
839 Securities and Exchange Commission, the City hereby deems the information regarding the City  
840 contained in the *Preliminary Official Statement* to be "final" as of its date, except for the  
841 omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers  
842 of the City are hereby authorized, if requested, to provide the Original Purchaser a letter or  
843 certification to such effect and to take such other actions or execute such other documents as

844 such officers in their reasonable judgment deem necessary to enable the Original Purchaser to  
845 comply with the requirement of such Rule.

846  
847 The final *Official Statement* is hereby authorized to be prepared by supplementing,  
848 amending and completing the *Preliminary Official Statement*, with such changes and additions  
849 thereto as are necessary to conform to and describe the transaction. The Mayor is hereby  
850 authorized to execute the final *Official Statement* as so supplemented, amended and completed,  
851 and the use and public distribution of the final *Official Statement* by the Original Purchaser in  
852 connection with the reoffering of the Bonds is hereby authorized. The proper officials of the  
853 City are hereby authorized to execute and deliver a certificate pertaining to such *Official*  
854 *Statement* as prescribed therein, dated as of the date of payment for and delivery of the Bonds.

855  
856 The City agrees to provide to the Original Purchaser within seven business days of the  
857 date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the Original  
858 Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange  
859 Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking  
860 Board.

861  
862 **Section 210. Sale of the Bonds.** The sale of the Bonds to the Original Purchaser is  
863 hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original Purchaser as  
864 soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.

865  
866 **Section 211. Book-Entry Bonds; Securities Depository.**

867  
868 (a) The Bonds shall initially be registered to Cede & Co., the nominee for the  
869 Securities Depository, and no beneficial owner will receive certificates representing its  
870 respective interests in the Bonds, except in the event the Bond Registrar issues Replacement  
871 Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds,  
872 the Securities Depository will make book-entry transfers among its Participants and receive and  
873 transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants  
874 until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the  
875 beneficial owners as described in subsection (b).

876  
877 (b) (1) If the City determines (A) that the Securities Depository is unable to properly  
878 discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as  
879 a securities depository and registered clearing agency under the Securities and Exchange Act of  
880 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any  
881 Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the  
882 beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from  
883 Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the  
884 records of the Securities Depository (and certified to such effect by the Securities Depository),  
885 that the continuation of a book-entry system to the exclusion of any Bonds being issued to any  
886 Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the  
887 Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and  
888 of the availability of certificates to Owners requesting the same, and the Bond Registrar shall  
889 register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or  
890 their nominees in principal amounts representing the interest of each, making such adjustments  
891 as it may find necessary or appropriate as to accrued interest and previous calls for redemption;  
892 provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the  
893 City, with the consent of the Bond Registrar, may select a successor securities depository in  
894 accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all  
895 references to the Securities Depository herein shall relate to the period of time when the  
896 Securities Depository has possession of at least one Bond. Upon the issuance of Replacement  
897 Bonds, all references herein to obligations imposed upon or to be performed by the Securities

898 Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to the  
899 extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns  
900 and the City, the Bond Registrar or Owners are unable to locate a qualified successor of the  
901 Securities Depository in accordance with **Section 211(c)** hereof, then the Bond Registrar shall  
902 authenticate and cause delivery of Replacement Bonds to Owners, as provided herein. The Bond  
903 Registrar may rely on information from the Securities Depository and its Participants as to the  
904 names of the beneficial owners of the Bonds. The cost of printing, registration, authentication  
905 and delivery of Replacement Bonds shall be paid for by the City.  
906

907 (c) In the event the Securities Depository resigns, is unable to properly discharge its  
908 responsibilities, or is no longer qualified to act as a securities depository and registered clearing  
909 agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a  
910 successor Securities Depository provided the Bond Registrar and the City receive written  
911 evidence with respect to the ability of the successor Securities Depository to discharge its  
912 responsibilities. Any such successor Securities Depository shall be a securities depository which  
913 is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or  
914 other applicable statute or regulation that operates a securities depository upon reasonable and  
915 customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall  
916 cause the delivery of Bonds to the successor Securities Depository in appropriate denominations  
917 and form as provided herein.  
918

919 (d) The execution and delivery of the Representation Letter to DTC by the Mayor of  
920 the City in the form attached hereto as Exhibit B with such changes, omissions, insertions and  
921 revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the  
922 Representation Letter by the Mayor shall be conclusive evidence of such approval. The  
923 Representation Letter shall set forth certain matters with respect to, among other things, notices,  
924 consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments  
925 on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder  
926 as it has with respect to its actions under this Resolution.  
927

### 928 ARTICLE III

### 929 REDEMPTION OF BONDS

#### 930 **Section 301. Redemption of Bonds.**

931  
932 (a) Optional Redemption by City. The Bonds maturing prior to August 15, 2015, shall  
933 become due without the option of prior payment. The Bonds maturing on or after August 15,  
934 2015, may be called for redemption and payment prior to maturity on August 15, 2014, and  
935 thereafter in whole or in part on any date (Bonds of less than a single maturity to be selected by  
936 lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar in such  
937 equitable manner as they shall designate), at the redemption price equal to the principal amount  
938 thereof, plus accrued interest thereon to the date fixed for redemption and payment.  
939  
940

941 (b) Mandatory Redemption. The Series 2009-A Term Bonds shall be subject to  
942 mandatory redemption and payment prior to Stated Maturity pursuant to the mandatory  
943 redemption requirements of this Section at a Redemption Price equal to 100% of the principal  
944 amount thereof plus accrued interest to the Redemption Date. The taxes levied in Article IV  
945 hereof which are to be deposited into the Series 2009-A Principal and Interest Account shall be  
946 sufficient to redeem, and the City shall redeem on August 15 in each year, the following  
947 principal amounts of such Series 2009-A Term Bonds:  
948  
949  
950

951 2021 TERM BOND

952

953	Principal	
954	<u>Amount</u>	<u>Year</u>
955		
956	\$165,000	2020
957		
958	(leaving \$170,000 to mature August 15, 2021)	

960 2024 TERM BOND

961

962	Principal	
963	<u>Amount</u>	<u>Year</u>
964		
965	\$175,000	2022
966	180,000	2023
967		
968	(leaving \$190,000 to mature August 15, 2024)	

970 2029 TERM BOND

971

972	Principal	
973	<u>Amount</u>	<u>Year</u>
974		
975	\$195,000	2025
976	200,000	2026
977	210,000	2027
978	220,000	2028
979		
980	(leaving \$230,000 to mature August 15, 2029)	

982 The Series 2009-B Term Bonds shall be subject to mandatory redemption and payment  
983 prior to Stated Maturity pursuant to the mandatory redemption requirements of this Section at a  
984 Redemption Price equal to 100% of the principal amount thereof plus accrued interest to the  
985 Redemption Date. The taxes levied in Article IV hereof which are to be deposited into the Series  
986 2009-B Principal and Interest Account shall be sufficient to redeem, and the City shall redeem on  
987 August 15 in each year, the following principal amounts of such Series 2009-B Term Bonds:

988 2021 TERM BOND

989

990	Principal	
991	<u>Amount</u>	<u>Year</u>
992		
993		
994	\$1,665,000	2020
995		
996	(leaving \$1,390,000 to mature August 15, 2021)	

998 2024 TERM BOND

999

1000	Principal	
1001	<u>Amount</u>	<u>Year</u>
1002		
1003	\$1,445,000	2022
1004	1,495,000	2023

1005  
1006  
1007  
1008  
1009  
1010  
1011  
1012  
1013  
1014  
1015  
1016  
1017  
1018  
1019  
1020  
1021  
1022  
1023  
1024  
1025  
1026  
1027  
1028  
1029  
1030  
1031  
1032  
1033  
1034  
1035  
1036  
1037  
1038  
1039  
1040  
1041  
1042  
1043  
1044  
1045  
1046  
1047  
1048  
1049  
1050  
1051  
1052  
1053  
1054  
1055  
1056  
1057  
1058

(leaving \$685,000 to mature August 15, 2024)

2029 TERM BOND

<u>Principal Amount</u>	<u>Year</u>
\$200,000	2025
215,000	2026
225,000	2027
235,000	2028
245,000	2029
255,000	2030

(leaving \$270,000 to mature August 15, 2031)

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

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

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

1059 and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the  
1060 aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If  
1061 the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and  
1062 exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption  
1063 date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent  
1064 only).  
1065

1066 **Section 303. Notice and Effect of Call for Redemption.** In the event the City desires  
1067 to call the Bonds for redemption prior to maturity, written notice of such intent shall be provided  
1068 to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior  
1069 to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and  
1070 shall give notice of such redemption as herein provided upon receipt by it of the City's written  
1071 notice at least 45 days prior to the Redemption Date. If the Bonds are refunded more than 90  
1072 days in advance of such Redemption Date, any escrow agreement entered into by the City in  
1073 connection with such refunding shall provide that such written instructions to the Paying Agent  
1074 shall be given by the escrow agent on behalf of the City not more than 90 days prior to the  
1075 Redemption Date. The Paying Agent may in its discretion waive such notice period so long as  
1076 the notice requirements set forth in **Section 303** are met.  
1077

1078 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give  
1079 written notice of the redemption of said Bonds on a specified date, the same being described by  
1080 maturity, said notice to be mailed by United States first class mail addressed to the Owners of  
1081 said Bonds to be redeemed and to the Original Purchaser of the Bonds, each of said notices to be  
1082 mailed not less than 30 days prior to the date fixed for redemption. The City and Bond Registrar  
1083 shall also give such additional notice as may be required by Kansas law or regulations of the  
1084 Securities and Exchange Commission in effect as of the date of such notice.  
1085

1086 All official notices of redemption shall be dated and shall contain the following  
1087 information:  
1088

1089 (a) the Redemption Date;

1090 (b) the Redemption Price;

1091 (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in  
1092 the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be  
1093 redeemed;  
1094

1095 (d) a statement that on the Redemption Date the Redemption Price will become due  
1096 and payable upon each such Bond or portion thereof called for redemption and that interest  
1097 thereon shall cease to accrue from and after the Redemption Date; and  
1098

1099 (e) the place where such Bonds are to be surrendered for payment of the Redemption  
1100 Price, which shall be the principal office of the Paying Agent.  
1101

1102 The failure of any Owner to receive notice given as heretofore provided or an immaterial  
1103 defect therein shall not invalidate any redemption.  
1104

1105 Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of  
1106 money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be  
1107 redeemed on such Redemption Date.  
1108

1109 Official notice of redemption having been given as aforesaid, the Bonds or portions of  
1110 Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption  
1111

1113 Price therein specified, and from and after the Redemption Date (unless the City defaults in the  
1114 payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest.  
1115 Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption  
1116 Price shall be payable as herein provided for payment of interest. Upon surrender for any partial  
1117 redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same  
1118 Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have  
1119 been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as  
1120 provided herein and shall not be reissued.

1121  
1122 The Paying Agent is also directed to comply with any mandatory or voluntary standards  
1123 then in effect for processing redemptions of municipal securities established by the State or the  
1124 Securities Exchange Commission. Failure to comply with such standards shall not affect or  
1125 invalidate the redemption of any Bond.

#### 1126 1127 ARTICLE IV

#### 1128 1129 SECURITY FOR AND PAYMENT OF BONDS

1130  
1131  
1132 **Section 401. Security for the Bonds.** The Bonds shall be general obligations of the  
1133 City. The Series 2009-A Bonds shall be payable as to both principal and interest in part from  
1134 special assessments levied upon specially benefited property and, if not so paid, from ad valorem  
1135 taxes which may be levied without limitation upon all the taxable tangible property, real and  
1136 personal, within the territorial limits of the City. The balance of the principal of and interest on  
1137 the Series 2009-A Bonds and all of the principal of and interest on the Series 2009-B Bonds is  
1138 payable from ad valorem taxes which may be levied without limitation as to rate or amount upon  
1139 all the taxable tangible property, real and personal, within the territorial limits of the City. The  
1140 full faith, credit and resources of the City are hereby irrevocably pledged for the prompt payment  
1141 of the principal of and interest on the Bonds as the same become due.

1142  
1143 **Section 402. Levy and Collection of Annual Tax.** The governing body of the City  
1144 shall annually make provision for the payment of principal of, redemption premium, if any, and  
1145 interest on the Bonds as the same become due by levying and collecting the necessary taxes upon  
1146 all of the taxable tangible property within the City in the manner provided by law.

1147  
1148 The taxes referred to above shall be extended upon the tax rolls in each of the several  
1149 years, respectively, and shall be levied and collected at the same time and in the same manner as  
1150 the other ad valorem taxes of the City are levied and collected. The proceeds derived from said  
1151 taxes shall be deposited in the Series 2009-A Principal and Interest Account and, shall be kept  
1152 separate and apart from all other funds of the City and shall be used solely for the payment of the  
1153 principal of, redemption premium, if any, and interest on the Bonds as and when the same  
1154 become due, taking into account the fees and expenses of the Bond Registrar and Paying Agent.

1155  
1156 If at any time said taxes are not collected in time to pay the principal of or interest on the  
1157 Bonds when due, the Treasurer is hereby authorized and directed to pay said principal or interest  
1158 out of the general funds of the City and to reimburse said general funds for money so expended  
1159 when said taxes are collected.

1161 ARTICLE V  
1162

1163 ESTABLISHMENT OF FUNDS AND ACCOUNTS  
1164 DEPOSIT AND APPLICATION OF MONEYS  
1165

1166 **Section 501. Establishment of Funds and Accounts.** Simultaneously with the issuance  
1167 of the Bonds, there shall be created within the treasury of the City the following funds and  
1168 accounts:

1169 (a) In the treasury of the City, the "Series 2009-A Project Account";  
1170

1171 (b) In the City's Bond and Interest Fund, the "Principal and Interest Account for the  
1172 City of Topeka, Kansas, General Obligation Bonds, Series 2009-A (the "Series 2009-A Principal  
1173 and Interest Account"); and  
1174

1175 (c) In the City's Bond and Interest Fund, the "Principal and Interest Account for the  
1176 City of Topeka, Kansas, General Obligation Refunding Bonds, Series 2009-B (the "Series 2009-  
1177 B Principal and Interest Account");  
1178

1179 (d) In the treasury of the City, the Rebate Fund for the City of Topeka, Kansas,  
1180 General Obligation Bonds, Series 2009-A (the " Series 2009-A Rebate Fund");  
1181

1182 (e) In the treasury of the City, the Rebate Fund for the City of Topeka, Kansas,  
1183 General Obligation Refunding Bonds, Series 2009-B (the " Series 2009-B Rebate Fund"); and  
1184

1185 (f) In the treasury of the City, the Cost of Issuance Account for the City of Topeka,  
1186 Kansas, General Obligation Refunding Bonds, Series 2009-B (the "Series 2009-B Cost of  
1187 Issuance Account").  
1188

1189 The Funds and Accounts established herein shall be administered in accordance with the  
1190 provisions of this Resolution so long as the Bonds are Outstanding.  
1191

1192 **Section 502. Disposition of Bond Proceeds.** The Purchase Price of the Bonds, upon  
1193 issuance and delivery thereof, shall be deposited as follows:  
1194

1195 (a) Proceeds of the Series 2009-A Bonds in the amount of \$1,961,978.65 shall be  
1196 deposited in the Series 2009-A Project Account; and  
1197

1198 (b) Proceeds of the Series 2009-A Bonds in the amount of \$1,372,162.33 shall be  
1199 deposited with the Treasurer of the State of Kansas for the redemption of a portion of the City's  
1200 Temporary Notes, Series 2008-A, on November 1, 2009; and  
1201

1202 (c) Proceeds of the Series 2009-B Bonds in the amount of \$88,248.58 shall be  
1203 deposited in the Series 2009-B Cost of Issuance Account; and  
1204

1205 (d) Proceeds of the Series 2009-B Bonds in the amount of \$57,959,450.39 shall be  
1206 deposited with the Treasurer of the State of Kansas for the redemption of the Refunded Bonds on  
1207 November 1, 2009.  
1208

1209 **Section 503. Disposition of Other Moneys.**  
1210

1211 (a) That concurrently with the issuance and delivery of the Bonds, the City shall  
1212 deposit (i) with the Treasurer of the State of Kansas \$118,918.92 of other lawfully available  
1213 funds of the City, for the redemption of a portion of the City's Temporary Notes, Series 2008-A,  
1214

1215 on November 1, 2009 and (ii) in the Series 2009-A Project Account \$9,292.74 of other lawfully  
1216 available funds of the City to pay a portion of the costs of issuing the Series 2009-A Bonds.  
1217

1218 **Section 504. Withdrawals from the Series 2009-A Project Account.** The Treasurer  
1219 shall make withdrawals from the Series 2009-A Project Account solely for the purpose of paying  
1220 costs and expenses of the Internal Improvements and paying the Costs of Issuance for the Series  
1221 2009-A Bonds. Such withdrawals shall be made only on due authorization by the governing  
1222 body of the City.  
1223

1224 **Section 505. Surplus in the Series 2009-A Project Account.** All moneys remaining in  
1225 the Series 2009-A Project Account after the completion of the Internal Improvements, as  
1226 determined by the governing body of the City, shall be transferred immediately to the Series  
1227 2009-A Principal and Interest Account and applied to the next installment of principal due on the  
1228 Bonds from which such surplus moneys remain.  
1229

1230 **Section 506. Withdrawals of the Series 2009-B Cost of Issuance Account.** The  
1231 Treasurer shall make withdrawals from the Series 2009-B Cost of Issuance Account solely for  
1232 the purpose of paying costs of issuing the Series 2009-B Bonds. Such withdrawals shall be made  
1233 only on due authorization by the governing body of the City.  
1234

1235 **Section 507. Surplus in the Series 2009-B Cost of Issuance Account.** All moneys  
1236 remaining the Series 2009-B Cost of Issuance Account after 60 days of the issuance of the Series  
1237 2009-B Bonds, shall be transferred immediately to the Series 2009-B Principal and Interest  
1238 Account and applied to the next installment of principal due on the Series 2009-B Bonds.  
1239

1240 **Section 508. Application of Moneys in Series 2009-A and 2009-B Principal and**  
1241 **Interest Accounts.** All amounts paid and credited to the Series 2009-A and 2009-B Principal  
1242 and Interest Accounts shall be expended and used by the City for the sole purpose of paying the  
1243 principal or Redemption Price of and interest on the Series 2009-A Bonds and Series 2009-B  
1244 Bonds as and when the same become due and the usual and customary fees and expenses of the  
1245 Bond Registrar and Paying Agent. The Treasurer is authorized and directed to withdraw from  
1246 the Series 2009-A and 2009-B Principal and Interest Account sums sufficient to pay principal or  
1247 Redemption Price of and interest on the Series 2009-A Bonds and Series 2009-B Bonds and the  
1248 fees and expenses of the Bond Registrar and Paying Agent as and when the same become due,  
1249 and to forward such sums to the Paying Agent in a manner which ensures that the Paying Agent  
1250 will receive immediately available funds in such amounts on or before the Business Day  
1251 immediately preceding the dates when such principal or Redemption Price, interest and fees of  
1252 the Bond Registrar and Paying Agent will become due. If, through the lapse of time or  
1253 otherwise, the Owners of Bonds are no longer entitled to enforce payment of the Bonds or the  
1254 interest thereon, the Paying Agent shall return said funds to the City. All moneys deposited with  
1255 the Paying Agent shall be deemed to be deposited in accordance with and subject to all of the  
1256 provisions contained in this Resolution and shall be held in trust by the Paying Agent for the  
1257 benefit of the Owners of the Bonds entitled to payment from such moneys.  
1258

1259 Any moneys or investments remaining in the Series 2009-A and 2009-B Principal and  
1260 Interest Account after the retirement of the indebtedness for which the Series 2009-A Bonds and  
1261 Series 2009-B were issued shall be transferred and paid into the Bond and Interest Fund of the  
1262 City.  
1263

1264 **Section 509. Application of Moneys in the Series 2009-A and 2009-B Rebate Funds.**  
1265

1266 (a) There shall be deposited in the Series 2009-A Rebate Fund and Series 2009-B  
1267 Rebate Fund such amounts as are required to be deposited therein pursuant to the Arbitrage  
1268 Instructions. All money at any time deposited in the Series 2009-A and 2009-B Rebate Funds

1269 shall be held in trust, to the extent required to pay rebatable arbitrage to the United States of  
1270 America, and neither the City nor the Owner of any Series 2009-A or 2009-B Bond shall have  
1271 any rights in or claim to such money. All amounts deposited into or on deposit in the Series  
1272 2009-A and 2009-B Rebate Funds shall be governed by this Section and the Arbitrage  
1273 Instructions.

1274  
1275 (b) The City shall periodically determine the rebatable arbitrage, if any, under Section  
1276 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make  
1277 payments to the United States of America at the times and in the amounts determined under the  
1278 Arbitrage Instructions. Any moneys remaining in the Series 2009-A Rebate Fund after  
1279 redemption and payment of all of the Series 2009-A Bonds and payment and satisfaction of any  
1280 rebatable arbitrage, or provision made therefor, shall be deposited into the Series 2009-A  
1281 Principal and Interest Account of the City. Any moneys remaining in the Series 2009-B Rebate  
1282 Fund after redemption and payment of all of the Series 2009-B Bonds and payment and  
1283 satisfaction of any rebatable arbitrage, or provision made therefor, shall be deposited into the  
1284 Series 2009-B Principal and Interest Account of the City.

1285  
1286 (c) Notwithstanding any other provision of this Resolution, including in particular  
1287 Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and  
1288 to comply with all other requirements of this Section and the Arbitrage Instructions shall survive  
1289 the defeasance or payment in full of the Bonds.

1290  
1291 (d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond  
1292 Counsel, such amendment or replacement will not adversely affect the exclusion from gross  
1293 income for federal income tax purposes of interest on the Bonds.

1294  
1295 **Section 510. Deposits and Investment of Moneys.** Moneys in each of the Funds and  
1296 Accounts shall be invested in accordance with the requirements of K.S.A. 10-131, as amended.  
1297 All such investments constituting deposits shall be continuously and adequately secured by the  
1298 financial institutions holding such deposits as provided by the laws of the State. All moneys held  
1299 in the Funds and Accounts shall be kept separate and apart from all other funds of the City so  
1300 that there shall be no commingling of such funds with any other funds of the City.

1301  
1302 Moneys held in the funds and accounts herein created or established in conjunction with  
1303 the issuance of the Bonds may be invested by the City in Permitted Investments or in other  
1304 investments allowed by Kansas law in such amounts and maturing at such times as shall  
1305 reasonably provide for moneys to be available when required in said accounts or funds;  
1306 provided, however, that no such investment shall be made for a period extending longer than to  
1307 the date when the moneys invested may be needed for the purpose for which such fund or  
1308 account was created. All interest on any Permitted Investment held in any fund or account  
1309 (except amounts required to be deposited in the Series 2009-A Rebate Fund and Series 2009-B  
1310 Rebate Fund in accordance with the Arbitrage Instructions) shall accrue to and become a part of  
1311 such fund or account; provided, however, that interest earned on investments of moneys held in  
1312 the Series 2009-A Project Account may, at the direction of the governing body of the City, be  
1313 paid and credited to the Series 2009-A Principal and Interest Account, and used to pay interest  
1314 on the Series 2009-A Bonds. In determining the amount held in any fund or account under the  
1315 provisions of the Resolution, Permitted Investments shall be valued at their par value or at their  
1316 then current redemption value, whichever is lower.

1317  
1318 **Section 511. Nonpresentment of Bonds.** If any Bond is not presented for payment  
1319 when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have  
1320 been made available to the Paying Agent, all liability of the City to the Owner thereof for the  
1321 payment of such Bond shall forthwith cease, determine and be completely discharged, and  
1322 thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for

1323 interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted  
1324 exclusively to such funds for any claim of whatever nature on his part under this Resolution or  
1325 on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years  
1326 after such principal or interest has become due and payable, such funds shall be paid to the City;  
1327 and all liability of the Paying Agent to the Owner thereof for the payment of such Bond shall  
1328 forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent  
1329 under this Section to pay any such funds to the City shall be subject to any provisions of law  
1330 applicable to the Paying Agent or to such funds providing other requirements for disposition of  
1331 unclaimed property.

## 1332 ARTICLE VI

### 1333 DEFAULT AND REMEDIES

1334  
1335  
1336  
1337 **Section 601. Remedies.** The provisions of the Resolution, including the covenants and  
1338 agreements herein contained, shall constitute a contract between the City and the Owners of the  
1339 Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less  
1340 than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the  
1341 equal benefit and protection of all Owners of Bonds similarly situated:

1342  
1343 (a) by mandamus or other suit, action or proceedings at law or in equity to enforce  
1344 the rights of such Owner or Owners against the City and its officers, agents and employees, and  
1345 to require and compel duties and obligations required by the provisions of the Resolution or by  
1346 the Constitution and laws of the State;

1347  
1348 (b) by suit, action or other proceedings in equity or at law to require the City, its  
1349 officers, agents and employees to account as if they were the trustees of an express trust; and

1350  
1351 (c) by suit, action or other proceedings in equity or at law to enjoin any acts or things  
1352 which may be unlawful or in violation of the rights of the Owners of the Bonds.

1353  
1354 **Section 602. Limitation on Rights of Owners.** The covenants and agreements of the  
1355 City contained herein and in the Bonds shall be for the equal benefit, protection, and security of  
1356 the Owners of any or all of the Bonds, all of which Bonds shall be equal rank and without  
1357 preference or priority of one Bond over any other Bond in the application of the funds herein  
1358 pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as  
1359 to rate of interest, date of maturity and right of prior redemption as provided in this Resolution.  
1360 No one or more Owners secured hereby shall have any right in any manner whatever by its  
1361 action to affect, disturb or prejudice the security granted and provided for herein, or to enforce  
1362 any right hereunder, except in the manner herein provided, and all proceedings at law or in  
1363 equity shall be instituted, had and maintained for the equal benefit of all Owners of Outstanding  
1364 Bonds.

1365  
1366 **Section 603. Remedies Cumulative.** No remedy conferred herein upon the Owners is  
1367 intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in  
1368 addition to every other remedy and may be exercised without exhausting and without regard to  
1369 any other remedy conferred herein. No waiver of any default or breach of duty or contract by the  
1370 Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract  
1371 or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise  
1372 any right or power accruing upon any default shall impair any such right or power or shall be  
1373 construed to be a waiver of any such default or acquiescence therein. Every substantive right  
1374 and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced  
1375 and exercised from time to time and as often as may be deemed expedient. If action or  
1376 proceedings taken by any Owner on account of any default or to enforce any right or exercise

1377 any remedy has been discontinued or abandoned for any reason, or shall have been determined  
1378 adversely to such Owner, then, and in every such case, the City and the Owners of the  
1379 Outstanding Bonds shall be restored to their former positions and rights hereunder, respectively,  
1380 and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action  
1381 or other proceedings had been brought or taken.  
1382

## 1383 ARTICLE VII

### 1384 DEFEEASANCE

1385  
1386  
1387  
1388 **Section 701. Defeasance.** When any or all of the Bonds or scheduled interest payments  
1389 thereon have been paid and discharged, then the requirements contained in this Resolution and  
1390 the pledge of the City's faith and credit hereunder and all other rights granted hereby shall  
1391 terminate with respect to the Bonds or scheduled interest payments thereon so paid and dis-  
1392 charged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and  
1393 discharged within the meaning of this Resolution if there has been deposited with the Paying  
1394 Agent, or other commercial bank or trust company located in the State and having full trust  
1395 powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest pay-  
1396 ments thereon, in trust for and irrevocably appropriated thereto, moneys and/or Defeasance  
1397 Obligations which, together with the interest to be earned on any such Defeasance Obligations,  
1398 will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the  
1399 Stated Maturity or Redemption Date, or if default in such payment has occurred on such date,  
1400 then to the date of the tender of such payments; provided, however, that if any such Bonds are to  
1401 be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and  
1402 (2) either notice of such redemption has been given, or the City has given irrevocable  
1403 instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the  
1404 Bond Registrar to give such notice of redemption in compliance with **Section 303** of this  
1405 Resolution. Any money and Defeasance Obligations that at any time shall be deposited with the  
1406 Paying Agent or other commercial bank or trust company by or on behalf of the City, for the  
1407 purpose of paying and discharging any of the Bonds, shall be and are hereby assigned,  
1408 transferred and set over to the Paying Agent or other bank or trust company in trust for the  
1409 respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably  
1410 appropriated to the payment and discharge thereof. All money and Defeasance Obligations  
1411 deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited  
1412 in accordance with and subject to all of the provisions of this Resolution.  
1413

## 1414 ARTICLE VIII

### 1415 TAX COVENANTS

#### 1416 **Section 801. General Covenants.**

1417  
1418  
1419  
1420 (a) The City covenants and agrees that (1) it will comply with all applicable  
1421 provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the  
1422 exclusion from gross income for federal income tax purposes of the interest on the Bonds and (2)  
1423 it will not use or permit the use of any Bond proceeds or any other funds of the City in a manner  
1424 which would adversely affect the exclusion from gross income of the interest on the bonds, and  
1425 (3) will not take or permit any other action, or fail to take any action, if any such action or failure  
1426 to take action would adversely effect the exclusion from gross income of the interest on the  
1427 Bonds. The City will, in addition, adopt such other ordinances or resolutions and take such other  
1428 actions as may be necessary to comply with the Code and with all other applicable future laws,  
1429 regulations, published rulings and judicial decisions, in order to ensure that the interest on the

1430 Bonds will remain excluded from federal gross income, to the extent any such actions can be  
1431 taken by the City.

1432  
1433 (b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as  
1434 soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are  
1435 issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of  
1436 the Bonds or any other funds of the City in any manner, and will not take or omit to take any  
1437 action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a)  
1438 of the Code.

1439  
1440 (c) The City covenants and agrees that it will not use any portion of the proceeds of  
1441 the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a  
1442 manner that would cause any Bond to be a "private activity bond" within the meaning of Section  
1443 141(a) of the Code.

1444  
1445 **Section 802. Rebate Covenant.** The City covenants and agrees that it will pay, or  
1446 provide for the payment of, from time to time all amounts required to be rebated to the United  
1447 States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall  
1448 survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended  
1449 or replaced if, in the opinion of Bond Counsel such amendment or replacement will not  
1450 adversely affect the exclusion from gross income for federal income tax purposes of interest on  
1451 the Bonds.

1452  
1453 **Section 803. Survival of Covenants.** The covenants contained in this Article shall  
1454 remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article  
1455 VII hereof or any other provision of this Resolution until the final maturity date of all Bonds  
1456 Outstanding.

1457  
1458 **Section 804. Qualified Tax-exempt Obligations.** The Bonds are not designated as  
1459 "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

1460  
1461 ARTICLE IX

1462  
1463 CONTINUING DISCLOSURE REQUIREMENTS

1464  
1465 **Section 901. Disclosure Requirements.** The City hereby covenants with the Original  
1466 Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and  
1467 disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure  
1468 Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the  
1469 benefit of and enforceable by the Original Purchaser and such Beneficial Owners.

1470  
1471 **Section 902. Failure to Comply with Continuing Disclosure Requirements.** In the  
1472 event the City fails to comply in a timely manner with its covenants contained in the preceding  
1473 section, the Original Purchaser and/or any such Beneficial Owner may make demand for such  
1474 compliance by written notice to the City. In the event the City does not remedy such  
1475 noncompliance within 10 days of receipt of such written notice, the Original Purchaser or any  
1476 such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce  
1477 compliance by a suit or suits in equity for the specific performance of such covenant or  
1478 agreement contained in the preceding section or for the enforcement of any other appropriate  
1479 legal or equitable remedy as the Original Purchaser and/or any such Beneficial Owner shall deem  
1480 effectual to protect and enforce any of the duties of the City under such preceding section.

1481

1482 ARTICLE X  
1483  
1484 MISCELLANEOUS PROVISIONS  
1485

1486 **Section 1001. Redemption of Refunded Bonds.** That pursuant to the Refunded Bond  
1487 Resolutions, the City hereby calls (1) the Series 2001-A Bonds maturing on August 15, 2010,  
1488 through and including August 15, 2031; (2) the Series 2003-A Bonds maturing on August 15,  
1489 2010, through and including August 15, 2017; (3) the Series 2003-B Bonds maturing on August  
1490 15, 2010, through and including August 15, 2018; (4) the Series 2003-C Bonds maturing on  
1491 August 15, 2010, through and including August 15, 2023; (5) the Series 2004-B Bonds maturing  
1492 on August 15, 2010, through and including August 15, 2020; and (6) the Series 2004-C Bonds  
1493 maturing on August 15, 2010, through and including August 15, 2024, for redemption and  
1494 payment on November 1, 2009, the Redemption Date. The Series 2001-A Bonds, Series 2004-B  
1495 Bonds and Series 2004-C Bonds are being called at the redemption price of 101 percent of the  
1496 par value thereof plus accrued interest thereon to the redemption date. The Series 2003-A  
1497 Bonds, Series 2003-B Bonds and Series 2003-C Bonds are being called at the redemption price  
1498 of 100.50 percent of the par value thereof plus accrued interest thereon to the redemption date.  
1499 Subject to the specific requirements of the Refunded Bond Resolutions which set forth the terms  
1500 and conditions of the Refunded Bonds, notice of redemption shall be given in accordance with  
1501 applicable law by the City giving written notice of its intention to redeem such bonds by mailing  
1502 by certified mail a copy of the City's order of redemption (the "Redemption Notice") to the State  
1503 Treasurer of the State of Kansas, 900 SW Jackson, Suite 201, Topeka, Kansas 66612, who upon  
1504 receipt of the Redemption Notice shall give notice of such call by mailing a copy of the  
1505 Redemption Notice by first class mail, postage prepaid, to the registered owner of each bond to  
1506 be redeemed at the address shown on the registration books maintained by the Bond Registrar.  
1507

1508 **Section 1002. Annual Audit.** Annually, promptly after the end of the Fiscal Year, the  
1509 City will cause an audit to be made of its funds and accounts for the preceding Fiscal Year by a  
1510 certified public accountant or firm of certified public accountants.  
1511

1512 Within 30 days after the completion of each such audit, a copy thereof shall be filed in  
1513 the office of the Clerk, and a duplicate copy of the audit shall be mailed to the Original Purchas-  
1514 er. Such audit shall at all times during the usual business hours of the City be open to the  
1515 examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or  
1516 on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and  
1517 mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or  
1518 prospective Owner.  
1519

1520 As soon as possible after the completion of the annual audit, the governing body of the  
1521 City shall review such audit, and if the audit discloses that proper provision has not been made  
1522 for all of the requirements of this Resolution, the City shall promptly cure such deficiency.  
1523

1524 **Section 1003. Amendments.** The rights and duties of the City and the Owners, and the  
1525 terms and provisions of the Bonds or of this Resolution, may be amended or modified at any  
1526 time in any respect by resolution of the City with the written consent of the Owners of not less  
1527 than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced  
1528 by an instrument or instruments executed by such Owners and duly acknowledged or proved in  
1529 the manner of a deed to be recorded, and such instrument or instruments shall be filed with the  
1530 Clerk, but no such modification or alteration shall:  
1531

- 1532 (a) extend the maturity of any payment of principal or interest due upon any Bond;
- 1533
- 1534 (b) effect a reduction in the amount which the City is required to pay as principal of  
1535 or interest on any Bond;

1536  
1537  
1538  
1539  
1540  
1541  
1542  
1543  
1544  
1545  
1546  
1547  
1548  
1549  
1550  
1551  
1552  
1553  
1554  
1555  
1556  
1557  
1558  
1559  
1560  
1561  
1562  
1563  
1564  
1565  
1566  
1567  
1568  
1569  
1570  
1571  
1572  
1573  
1574  
1575  
1576  
1577  
1578  
1579  
1580  
1581  
1582  
1583  
1584  
1585  
1586  
1587  
1588  
1589

(c) permit preference or priority of any Bond over any other Bond; or

(d) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of this Resolution.

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

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

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

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

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

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

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

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

1590  
1591 In determining whether the Owners of the requisite principal amount of Bonds  
1592 Outstanding have given any request, demand, authorization, direction, notice, consent or waiver  
1593 under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be  
1594 Outstanding under this Resolution, except that, in determining whether the Owners shall be  
1595 protected in relying upon any such request, demand, authorization, direction, notice, consent or  
1596 waiver, only Bonds which the Owners know to be so owned shall be so disregarded.  
1597 Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not  
1598 be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the  
1599 pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.

1600  
1601 **Section 1005. Further Authority.** The officers and officials of the City, including the  
1602 Mayor and Clerk, are hereby authorized and directed to execute all documents and take such  
1603 actions as they may deem necessary or advisable in order to carry out and perform the purposes  
1604 of this Resolution and to make ministerial alterations, changes or additions in the foregoing  
1605 agreements, statements, instruments and other documents herein approved, authorized and  
1606 confirmed which they may approve, and the execution or taking of such action shall be con-  
1607 clusive evidence of such necessity or advisability.

1608  
1609 **Section 1006. Severability.** If any section or other part of this Resolution is for any  
1610 reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of  
1611 this Resolution.

1612  
1613 **Section 1007. Governing Law.** This Resolution shall be governed exclusively by and  
1614 construed in accordance with the applicable laws of the State.

1615  
1616 **Section 1008. Effective Date.** This Resolution shall take effect and be in full force from  
1617 and after its passage by the Council of the City.

1618  
1619 (REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK)

1620  
1621  
1622  
1623  
1624  
1625  
1626  
1627  
1628  
1629  
1630  
1631  
1632  
1633  
1634  
1635  
1636  
1637  
1638  
1639  
1640  
1641  
1642  
1643  
1644  
1645  
1646  
1647  
1648  
1649  
1650  
1651  
1652

PASSED and approved by the City of Topeka, Kansas, on October 6, 2009.

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 6, 2009, 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 6, 2009.

\_\_\_\_\_  
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 [REFUNDING] BOND  
SERIES 2009-[A][B]

No. R-\_\_\_\_\_

\$\_\_\_\_\_

Rate of  
Interest:

Maturity Dated  
Date: August 15, 20\_\_ Date: October 28, 2009

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, 2010, 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 28th day of October, 2009.

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 [Refunding] Bonds, Series 2009-[A][B] 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 [\$3,345,000][\$56,745,000 (the "Bonds") issued for the purposes set forth in Ordinance No. 19317 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. 12-6a01 et seq., Charter Ordinance No. 89 of the City,][K.S.A. 10-427 et seq.] and all amendments thereof, acts supplemental thereto, the Ordinance, Resolution No. 8207 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, 2015, may be called for redemption and payment prior to maturity on August 15, 2014, 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.

Each of the Bonds maturing on August 15, 2021, shall also be subject to mandatory redemption and payment prior to maturity on August 15, 2020 and August 15, 2021, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

Each of the Bonds maturing on August 15, 2024, shall also be subject to mandatory redemption and payment prior to maturity on August 15, 2022 and on each August 15 thereafter, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

Each of the Bonds maturing on August 15, [2029][2031], shall also be subject to mandatory redemption and payment prior to maturity on August 15, 2025 and on each August 15 thereafter, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

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 28, 2009.

WITNESS my hand and official seal.

\_\_\_\_\_  
(manual)  
City Clerk

(SEAL)

\*\*\*\*\*

CERTIFICATE OF STATE TREASURER

OFFICE OF THE TREASURER, STATE OF KANSAS

I, DENNIS MCKINNEY, 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.

DENNIS MCKINNEY  
TREASURER OF THE STATE OF KANSAS

By \_\_\_\_\_  
State Treasurer

(SEAL)

\*\*\*\*\*

1  
2  
3  
4

EXHIBIT B  
(DTC LETTERS OF REPRESENTATION)