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RESOLUTION

OF

CITY OF TOPEKA, KANSAS

ADOPTED

AUGUST 23, 2011

\$9,855,000
FULL FAITH AND CREDIT STAR REFUNDING BONDS
SERIES 2011-A (HEARTLAND PARK)

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RESOLUTION

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RESOLUTION NO. 8364

A RESOLUTION INTRODUCED BY ACTING CITY MANAGER DANIEL R. STANLEY PRESCRIBING THE FORM AND DETAILS OF THE FULL FAITH AND CREDIT STAR REFUNDING BONDS, SERIES 2011-A (HEARTLAND PARK), OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$9,855,000 THE ISSUANCE OF WHICH WAS AUTHORIZED BY THE CITY PURSUANT TO ITS ORDINANCE NO. 19623 PASSED AND APPROVED AUGUST 23, 2011; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

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WHEREAS, the governing body of the City of Topeka, Kansas, (the “Issuer”) did, pursuant to K.S.A. 12-1770 to and including 12-1780d, all as amended and supplemented, (the “Act”) and its Ordinance No. 18580, passed and approved March 7, 2006, and published as required by law, (the “Series 2006-A Ordinance”) authorize and issue its Full Faith and Credit STAR Bonds, Series 2006-A (Heartland Park) dated March 30, 2006, in the principal amount of \$10,405,000 (the “Series 2006-A Bonds”) to finance part of the costs of constructing and otherwise completing certain improvements in the Heartland Park Redevelopment District (the “Redevelopment District”) established by the Issuer within its boundaries in accordance with the Act; and

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WHEREAS, the Series 2006-A Bonds are payable from certain transient guest, sales and use taxes, if any, received from taxpayers doing business within the Redevelopment District, pursuant to a tax distribution agreement dated as of March 30, 2006, (the “Tax Distribution Agreement”) hereinafter more fully described, and from a pledge of the Issuer’s full faith and credit to use its ad valorem taxing authority for payment of such bonds in the event all other pledged sources of revenue are not sufficient to pay the principal of and interest on the Series 2006-A Bonds; and

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WHEREAS, the Tax Distribution Agreement, by and among the Issuer, Shawnee County, Kansas, (the “County”) Washburn University of Topeka, Topeka, Kansas, (the “University”) and the Treasurer of the State of Kansas (the “State”), provided that the Kansas Department of Revenue would collect certain Issuer, County, University and State tax revenues from taxpayers doing business within the Redevelopment District until the aggregate amount collected was sufficient to pay the principal of and interest on the Series 2006-A Bonds or the expiration of the Redevelopment District, whichever first occurred; and

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WHEREAS, as of August 15, 2011, there remains outstanding of the Series 2006-A Bonds the principal amount of \$9,610,000 bearing interest payable semiannually on February 15 and August 15 each year and maturing on August 15 as follows:

	MATURITY (August 15)	PRINCIPAL AMOUNT	INTEREST RATE
201	2012	\$ 295,000	4.000%
202	2013	305,000	4.000
203	2014	315,000	4.000
204	2015	330,000	4.000
205	2016	730,000	4.000
206	2017	760,000	4.200
207	2018	790,000	4.250
208	2019	825,000	4.375
209	2020	860,000	4.375
210	2021	900,000	4.400
211	2022	940,000	4.500
212	2023	980,000	4.500
213	2024	1,025,000	4.500
214	2025	555,000	4.500
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218 **WHEREAS**, pursuant to Section 301 of the Issuer’s Resolution No. 7762, passed and
219 approved March 7, 2006, (the “Series 2006-A Resolution”) the Series 2006-A Bonds maturing
220 on August 15, 2012, and thereafter are subject to redemption and payment prior to maturity at the
221 option of the Issuer on August 15, 2011, and thereafter in whole or in part on any date at the
222 redemption price equal to the principal amount thereof with a premium of one percent of the
223 principal amount redeemed, such redemption premium to decline one-quarter of one percent (1/4
224 of 1%) each interest payment date thereafter, plus accrued interest thereon to the date of
225 redemption and payment; and

226
227 **WHEREAS**, in accordance with the provisions of K.S.A. 12-1774(b)(5), the Series
228 2006-A Bonds are general obligation bonds of the Issuer issued in accordance with the general
229 bond law of the State and, as such, may be refunded by the Issuer with the proceeds of refunding
230 bonds issued pursuant to the authority of K.S.A. 10-427 et seq., all as amended; and

231
232 **WHEREAS**, the Tax Distribution Agreement has been amended, as approved by the
233 parties to the original agreement, to provide for the use of the funds pledged to the payment of
234 the principal of and interest on the Series 2006-A Bonds to likewise be pledged to the payment of
235 the principal of and interest on the Series 2011-A Bonds herein authorized to be issued to refund
236 the Series 2006-A Bonds; and

237
238 **WHEREAS**, the Issuer has by its Ordinance No. 19623 passed and approved August 23,
239 2011, and published as required by law, (the “Ordinance”) authorized the issuance of its Full
240 Faith and Credit STAR Refunding Bonds, Series 2011-A (Heartland Park), (the “Bonds”) in the
241 aggregate principal amount of \$9,855,000 to currently refund the Issuer’s Series 2006-A Bonds
242 maturing on August 15, 2012, and thereafter in the aggregate outstanding principal amount of
243 \$9,610,000 and pay the costs of issuing the Bonds, all under the authority of the Act, K.S.A. 10-
244 427 et seq., and Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended; and

245
246 **WHEREAS**, the Secretary of Commerce of the State has issued its written approval of
247 the issuance of the Bonds, to refund the Issuer’s Series 2006-A Bonds; and

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

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253 **NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE**
254 **CITY OF TOPEKA, KANSAS, AS FOLLOWS:**

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ARTICLE I
DEFINITIONS

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

"Arbitrage Instructions" means the Arbitrage Instructions in the Tax Compliance Agreement dated as of the date of issuance and delivery of the Bonds, as the same may be amended or supplemented in accordance with the provisions thereof.

"Act" means K.S.A. 12-1770 to and including K.S.A. 12-1780a, all as amended and supplemented from time to time.

"Bond Counsel" means the firm of Nichols and Wolfe Chartered, or any other attorney or firm of attorneys with a nationally recognized standing in the field of municipal bond financing as selected by the Issuer.

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

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

"Bond Registrar" means the Treasurer of the State of Kansas, Topeka, Kansas, and any successors and assigns thereto to the duties and responsibilities described in this Resolution and in the related agreement between the Issuer and the State Treasurer.

"Bonds" means the Full Faith and Credit STAR Refunding Bonds, Series 2011-A (Heartland Park), authorized and issued by the Issuer pursuant to the Ordinance.

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

"City Bond Finance Fund" means the City Bond Finance Fund created by K.S.A. 79-3620b, as amended, and established by the State Treasurer.

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

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

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

308 **"Cost of Issuance Account"** means the Cost of Issuance Account created by Section 501
309 of this Resolution.

310
311 **"County"** means Shawnee County, Kansas.

312
313 **"Dated Date"** means September 20, 2011.

314
315 **"Debt Service Fund"** means the Debt Service Fund for the City of Topeka, Kansas, Full
316 Faith and Credit STAR Refunding Bonds, Series 2011-A (Heartland Park), created by **Section**
317 **501** of this Resolution.

318
319 **"Defaulted Interest"** means interest on any Bond which is payable but not paid on any
320 Interest Payment Date.

321
322 **"Defeasance Obligations"** means any of the following obligations:

323
324 (a) United States Government Obligations that are not subject to redemption in
325 advance of their maturity dates; or

326
327 (b) obligations of any state or political subdivision of any state, the interest on which
328 is excluded from gross income for federal income tax purposes and which meet the following
329 conditions:

330
331 (1) the obligations are (i) not subject to redemption prior to maturity or (ii) the
332 trustee for such obligations has been given irrevocable instructions concerning their calling and
333 redemption wherein the issuer of such obligations has covenanted not to redeem such obligations
334 other than as set forth in such instructions;

335
336 (2) the obligations are secured by cash or United States Government
337 Obligations that may be applied only to principal of, redemption premium, if any, and interest
338 payments on such obligations;

339
340 (3) such cash and the principal of and interest on such United States
341 Government Obligations, together with cash in any escrow fund related thereto are sufficient to
342 meet the liabilities of the obligations;

343
344 (4) such cash and United States Government Obligations serving as security
345 for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust;
346 and

347
348 (5) such cash and United States Government Obligations are not available to
349 satisfy any other claims, including those against the trustee or escrow agent therefor.

350
351 **"Disclosure Certificate"** means the Continuing Disclosure Certificate attached to the
352 Issuer's Final Certificate as *Exhibit D* and included in the transcript of proceedings pertaining to
353 the issuance of the Bonds.

354
355 **"Event of Default"** means any of the following occurrences or events:

356
357 (a) Payment of the principal or the Redemption Price of any of the Bonds shall not be
358 made when the same shall become due and payable, either at Stated Maturity or by proceedings
359 for redemption or otherwise; or

360

361 (b) Payment of any installment of interest on any of the Bonds shall not be made on
362 the Interest Payment Date when the same shall become due; or
363

364 (c) The Issuer shall default in the due and punctual performance of any other of the
365 covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on
366 the part of the Issuer to be performed (other than relating to Rule 15c2-12 as defined in the
367 Disclosure Certificate), and such default shall continue for thirty (30) days after written notice
368 specifying such default and requiring same to be remedied shall have been given to the Issuer by
369 the Owner of any of the Bonds then Outstanding.
370

371 **"Fiscal Year"** means the twelve month period ending on December 31.
372

373 **"Funds and Accounts"** means funds and accounts created or referred to in **Section 501**
374 hereof.
375

376 **"Interest Payment Date(s)"** means the Stated Maturity of an installment of interest on
377 any Bond which shall be February 15 and August 15 of each year, commencing February 15,
378 2012.
379

380 **"Issuer"** means the City of Topeka, Kansas, the issuer of the Bonds.
381

382 **"Issuer Sales Tax Revenues"** means gross receipts of the Issuer under K.S.A. 12-187 et
383 seq., as amended, and K.S.A. 12-198, as amended, from (i) the city retail sales and compensating
384 use taxes, (ii) the Issuer's share of the countywide retail sales and compensating use taxes, (iii)
385 the sales tax revenues pledged by the County and University, respectively and (iv) any successor
386 taxes to the taxes described in clauses (i), (ii) and (iii), in each case with respect to retail sales
387 within the Redevelopment District.
388

389 **"Issuer Tax Revenues"** means, collectively, Issuer Sales Tax Revenues and Issuer
390 Transient Guest Tax Revenues.
391

392 **"Issuer Tax Revenues Account"** means the Issuer Tax Revenues Account of the
393 Revenue Fund described in **Section 501** of this Resolution.
394

395 **"Issuer Transient Guest Tax Revenues"** means gross receipts of the Issuer, if any,
396 under K.S.A. 12-1696 et seq., as amended, from transient guest tax receipts within the
397 Redevelopment Project Area portion of the Redevelopment District.
398

399 **"Maturity"** when used with respect to any Bond means the date on which the principal
400 of such Bond becomes due and payable as therein and herein provided, whether at the Stated
401 Maturity thereof or upon on call for redemption or otherwise.
402

403 **"Mayor"** means the duly appointed and/or elected Mayor of the Issuer or, in the Mayor's
404 absence, the duly appointed Deputy Mayor or Acting Mayor of the Issuer.
405

406 **"Moody's"** means Moody's Investors Service, Inc., New York, New York, and any
407 successors or assigns to the Bond rating functions thereof which is deemed acceptable by the
408 Issuer and Bond Counsel.
409

410 **"Original Purchaser"** means, with respect to the Bonds, UBS Financial Services,
411 Weehawken, New Jersey.
412

413 **"Ordinance"** means Ordinance No. 19623 adopted and approved August 23, 2011, and
414 published as required by law, pursuant to which the issuance of the Bonds has been authorized.

415
416 **"Outstanding"** means, when used with reference to the Bonds, as of a particular date of
417 determination, all Bonds theretofore authenticated and delivered, except the following Bonds:
418

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

421
422 (b) Bonds deemed to be paid in accordance with the provisions of **Section 701**
423 hereof; and

424
425 (c) Bonds in exchange for or in lieu of which other Bonds have been authenticated
426 and delivered hereunder.

427
428 **"Owner"** when used with respect to any Bond means the Person in whose name such
429 Bond is registered on the Bond Register.

430
431 **"Participants"** means those financial institutions for whom the Securities Depository
432 effects book-entry transfers and pledges of securities deposited with the Securities Depository, as
433 such listing of Participants exists at the time of such reference.

434
435 **"Paying Agent"** means the State Treasurer, and any successors and assigns thereof to the
436 duties and responsibilities described in this Resolution and in the related agreement between the
437 Issuer and the State Treasurer.

438
439 **"Permitted Investments"** means: (a) investments authorized by K.S.A. 12-1675 and
440 amendments thereto; (b) the municipal investment pool established pursuant to K.S.A. 12-1677a,
441 and amendments thereto; (c) direct obligations of the United States Government or any agency
442 thereof; (d) the Issuer's temporary notes issued pursuant to K.S.A. 10-123 and amendments
443 thereto; (e) interest-bearing time deposits in commercial banks located in the county or counties
444 in which the Issuer is located; (f) obligations of the federal national mortgage association, federal
445 home loan banks, the federal home loan mortgage corporation or the government national
446 mortgage association; (g) repurchase agreements for securities described in (c) or (f); (h)
447 investment agreements with or other obligations of a financial institution the obligations of
448 which at the time of investment are rated in either of the three highest rating categories by
449 Moody's, Inc. or Standard & Poor's; (i) investments in shares or units of a money market fund or
450 trust the portfolio of which is comprised entirely of securities described in (c) or (f); (j) receipts
451 evidencing ownership interests in securities or portions thereof described in (c) or (f); (k)
452 municipal bonds or other obligations issued by any municipality of the State as defined in K.S.A.
453 10-1101 which are general obligations of the municipality issuing the same; or (l) bonds of any
454 municipality of the States as defined in K.S.A. 10-1101 which have been refunded in advance of
455 their maturity and are fully secured as to payment of principal and interest thereon by deposit in
456 trust, under escrow agreement with a bank, of securities described in (c) or (f). No Permitted
457 Investment shall include any derivative investment instrument whose market price is derived
458 from the fluctuating value of an underlying asset, index, currency, futures contract, including
459 futures, options and collateralized mortgage obligations.

460
461 **"Person"** means any natural person, as well as any corporation, partnership, joint
462 venture, association, firm, joint-stock company, trust, unincorporated organization, or
463 government or any agency or political subdivision thereof or other public body.

464
465 **"Project"** means the renovation of the racetrack, and certain paddock and pit area and
466 construction of buildings located at Heartland Park of Topeka, together with all things necessary
467 and incidental thereto all as financed with proceeds of the Series 2006-A Bonds.

469 **"Purchase Price"** means the purchase price of the Bonds as set forth in the *Bid Proposal*
470 *for Purchase of Series 2011-A* Bonds as submitted by the Original Purchaser and accepted by the
471 Issuer, plus accrued interest to the date of delivery.

472
473 **"Rebate Fund"** means the Rebate Fund in the treasury of the Issuer, created in **Section**
474 **501** hereof.

475
476 **"Record Dates"** means, for the interest payable on any Interest Payment Date, the first
477 day (whether or not a Business Day) of each month of such Interest Payment Date.

478
479 **"Redemption Date"** means when used with respect to any Bond to be redeemed, the
480 date fixed for the redemption of such Bond pursuant to the terms of this Resolution.

481
482 **"Redemption Price"** means when used with respect to any Bond to be redeemed the
483 price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including
484 the applicable redemption premium, if any, but excluding installments of interest whose Stated
485 Maturity is on or before the Redemption Date.

486
487 **"Redevelopment District"** means the Heartland Park Redevelopment District created by
488 the Issuer pursuant to the Act.

489
490 **"Redevelopment District Tax Distribution Agreement"** means the Tax Distribution
491 Agreement dated as of March 30, 2006, as amended, among the Issuer, the County, the
492 University and the State Treasurer relating to the disbursement of State Sales Tax Revenues and
493 Issuer, the County, and the University Tax Revenues.

494
495 **"Redevelopment Plan"** means the Heartland Park Redevelopment Project Area Tax
496 Increment Financing Redevelopment Plan approved by the Issuer pursuant to the Act.

497
498 **"Refunded Bonds"** means the Series 2006-A Bonds maturing on August 15, 2012,
499 through and including August 15, 2025, being refunded with the proceeds of the Bonds.

500
501 **"Replacement Bonds"** means Bonds issued to the beneficial owners of the Bonds in
502 accordance with **Section 211** hereof.

503
504 **"Representation Letter"** means the Blanket Issuer Letter of Representations from the
505 Issuer to the Securities Depository with respect to the Bonds, substantially in the form attached
506 to this Resolution as *Exhibit B*.

507
508 **"Resolution"** means this resolution relating to the Bonds, and any Supplemental
509 Resolution.

510
511 **"Revenue Fund"** means the fund by that name described in **Section 501** hereof.

512
513 **"Revenues"** means the State Sales Tax Revenues and the Issuer Tax Revenues.

514
515 **"Securities Depository"** means, initially, The Depository Trust Company, New York,
516 New York, and any successors and assigns.

517
518 **"Series 2006-A Bonds"** means the Issuer's Full Faith and Credit Star Bonds, Series
519 2006-A (Heartland Park) dated March 30, 2006.

520
521 **"Special Record Date"** means the date fixed by the Paying Agent pursuant to **Section**
522 **204** hereof for the payment of Defaulted Interest.

523
524 **"Standard & Poor's"** means Standard & Poor's Ratings Services, a Division of The
525 McGraw Hill Companies, Inc., New York, New York and any successors or assigns to the Bond
526 rating functions thereof which is deemed acceptable by the Issuer and Bond Counsel.

527
528 **"State"** means the State of Kansas.

529
530 **"State Sales Tax Revenue Account"** means the account by that name in the Revenue
531 Fund described in **Section 501** hereof.

532
533 **"State Sales Tax Revenues"** means receipts of the State deposited into the City Bond
534 Finance Fund by the State Treasurer in accordance with K.S.A. 79-3620(d), as amended, from
535 the tax imposed by K.S.A. 79-3603, as amended, with respect to sales and compensating use
536 within the Redevelopment District, to the extent available to pay debt service on the Bonds in
537 accordance with the Redevelopment District Tax Distribution Agreement.

538
539 **"State Treasurer"** means the duly elected Treasurer or, in the Treasurer's absence, the
540 duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas and any successors
541 or assigns.

542
543 **"Stated Maturity"** means (i) with respect to any Bond principal payment, the date on
544 which payment of principal is due and payable on any Bond, as specified on that Bond and in
545 this Resolution, and (ii) with respect to any Interest Payment, each February 15 and August 15 of
546 the year in which any Bond is Outstanding, beginning February 15, 2012.

547
548 **"Surplus Issuer Tax Revenues Fund"** means the fund by that name described in
549 **Section 501** hereof.

550
551 **"Tax Compliance Agreement"** means the Tax Compliance Agreement, dated as of
552 September 20, 2011, with respect to the Bonds, as from time to time amended in accordance with
553 the provisions thereof.

554
555 **"Treasurer"** means the duly appointed and/or elected Treasurer of the Issuer or, in the
556 Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the Issuer.

557
558 **"United States Government Obligations"** means bonds, notes, certificates of
559 indebtedness, U.S. Treasury or other securities consisting of direct obligations of, or obligations
560 the principal of and interest on which are fully and unconditionally guaranteed as to full and
561 timely payment by, the United States of America, including evidences of a direct ownership
562 interest in the future interest or principal payment on obligations issued by the United States of
563 America (including the interest component of obligations of the Resolution Funding
564 Corporation).

565
566 **"University"** means Washburn University located in Topeka, Kansas.

567
568

569 ARTICLE II

570 AUTHORIZATION AND DETAILS OF THE BONDS

571
572
573 **Section 201. Authorization of the Bonds.** There shall be issued and hereby are
574 authorized and directed to be issued the Full Faith and Credit STAR Refunding Bonds, Series
575 2011-A (Heartland Park), of the Issuer in the aggregate principal amount of \$9,855,000 for the
576 purpose of providing funds to currently refund the Series 2006-A Bonds maturing August 15,
577 2012, and thereafter, and paying the costs of issuing the Series 2011-A Bonds, all in accordance
578 with the Act, K.S.A. 10-101 to 125, inclusive, and K.S.A. 10-427 et seq., all as amended, and
579 other provisions of the laws of the State of Kansas applicable thereto.
580

581 **Section 202. Description of the Bonds.** The Bonds shall consist of fully registered
582 bonds in the denominations of \$5,000 or any integral multiple thereof and shall be numbered in
583 such manner as the Bond Registrar shall determine. All of the Bonds shall be dated September
584 20, 2011, shall become due in the amounts on the Stated Maturities (subject to redemption and
585 payment prior to their Stated Maturities as provided in Article III hereof), and shall bear interest
586 at the rates per annum as follows:
587

588 MATURITY	588 PRINCIPAL	588 INTEREST
589 <u>(August 15)</u>	589 <u>AMOUNT</u>	589 <u>RATE</u>
590 2012	590 \$390,000	590 3.000%
591 2013	591 375,000	591 2.000
592 2014	592 385,000	592 2.000
593 2015	593 395,000	593 3.000
594 2016	594 790,000	594 3.000
595 2017	595 815,000	595 2.000
596 2018	596 830,000	596 2.000
597 2019	597 850,000	597 2.000
598 2020	598 865,000	598 2.250
599 2021	599 885,000	599 2.500
600 2022	600 910,000	600 2.750
601 2023	601 930,000	601 3.000
602 2024	602 960,000	602 3.125
603 2025	603 475,000	603 3.250

604
605 The Bonds shall bear interest at the above specified rates (computed on the basis of a
606 360-day year of twelve 30-day months) from the later of the Dated Date or the most recent
607 Interest Payment Date to which interest has been paid, payable on the Interest Payment Dates in
608 the manner set forth in **Section 204** hereof.
609

610 Each of the Bonds, as originally issued or issued upon transfer, exchange or substitution,
611 shall be typed or printed in accordance with the format required by the Attorney General of the
612 State and shall be substantially in the form attached hereto as *Exhibit A* or as may be required by
613 the Attorney General pursuant to the Notice of Systems of Registration for Kansas Municipal
614 Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas Bond Registration Law, K.S.A.
615 10-620 et seq.
616

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

623
624 The Issuer will at all times maintain a Paying Agent and Bond Registrar meeting the
625 qualifications herein described for the performance of the duties hereunder. The Issuer reserves
626 the right to appoint a successor Paying Agent or Bond Registrar by (1) filing with the Paying
627 Agent or Bond Registrar then performing such function a certified copy of the proceedings
628 giving notice of the termination of such Paying Agent or Bond Registrar and appointing a
629 successor, and (2) causing notice of appointment of the successor Paying Agent and Bond
630 Registrar to be given by first class mail to each Owner. No resignation or removal of the Paying
631 Agent or Bond Registrar shall become effective until a successor has been appointed and has
632 accepted the duties of Paying Agent or Bond Registrar.

633
634 Every Paying Agent or Bond Registrar appointed hereunder shall at all times meet the
635 requirements of K.S.A. 10-501 *et seq.* and K.S.A. 10-620 *et seq.*, respectively.

636
637 **Section 204. Method and Place of Payment of the Bonds.** The principal of, or
638 Redemption Price, if any, and interest on the Bonds shall be payable in any coin or currency
639 which, on the respective dates of payment thereof, is legal tender for the payment of public and
640 private debts.

641
642 The principal or Redemption Price of each Bond shall be paid at Maturity to the Person in
643 whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presen-
644 tation and surrender of such Bond at the principal corporate trust office of the Paying Agent.

645
646 The interest payable on each Bond on any Interest Payment Date shall be paid to the
647 Owner of such Bond as shown on the Bond Register at the close of business on the Record Date
648 for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner
649 shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000
650 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon
651 written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the
652 Record Date for such interest, containing the electronic transfer instructions including the bank
653 (which shall be in the continental United States) ABA routing number and account number to
654 which such Owner wishes to have such transfer directed.

655
656 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with
657 respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record
658 Date and shall be payable to the Owner in whose name such Bond is registered at the close of
659 business on the Special Record Date for the payment of such Defaulted Interest, which Special
660 Record Date shall be fixed as hereinafter specified in this paragraph. The Issuer shall notify the
661 Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond
662 and the date of the proposed payment (which date shall be at least 30 days after receipt of such
663 notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an
664 amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted
665 Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the
666 date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a
667 Special Record Date for the payment of such Defaulted Interest which shall be not more than 15
668 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall
669 promptly notify the Issuer of such Special Record Date and, in the name and at the expense of
670 the Issuer, shall cause notice of the proposed payment of such Defaulted Interest and the Special
671 Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond
672 entitled to such notice at the address of such Owner as it appears on the Bond Register not less
673 than 10 days prior to such Special Record Date.

674

675 The Paying Agent shall keep a record of payment of principal and Redemption Price of
676 and interest on all Bonds and at least annually shall forward a copy or summary of such records
677 to the Issuer.
678

679 **Section 205. Registration, Transfer and Exchange of Bonds.** The Issuer covenants
680 that, as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept
681 at the office of the Bond Registrar as herein provided. Each Bond when issued shall be
682 registered in the name of the Owner thereof on the Bond Register.
683

684 Bonds may be transferred and exchanged only on the Bond Register as provided in this
685 Section. Upon surrender of any Bond at the principal corporate trust office of the Bond Regis-
686 trar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds in any
687 authorized denomination of the same Stated Maturity and in the same aggregate principal
688 amount as the Bond that was presented for transfer or exchange.
689

690 Bonds presented for transfer or exchange shall be accompanied by a written instrument or
691 instruments of transfer or authorization for exchange, in a form and with guarantee of signature
692 satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly
693 authorized agent.
694

695 In all cases in which the privilege of transferring or exchanging Bonds is exercised, the
696 Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this
697 Resolution. The Issuer shall pay the fees and expenses of the Bond Registrar for the registration,
698 transfer and exchange of Bonds provided for by this Resolution and the cost of printing a
699 reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred
700 in the secondary market, other than fees of the Bond Registrar, are the responsibility of the
701 Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification
702 number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient
703 to pay any governmental charge required to be paid as a result of such failure. In compliance
704 with Section 3406 of the Code, such amount may be deducted by the Paying Agent from
705 amounts otherwise payable to such Owner hereunder or under the Bonds.
706

707 The Issuer and the Bond Registrar shall not be required (a) to register the transfer or
708 exchange of any Bond that has been called for redemption after notice of such redemption has
709 been mailed by the Bond Registrar pursuant to **Section 303** hereof and during the period of 15
710 days next preceding the date of mailing of such notice of redemption; or (b) to register the
711 transfer or exchange of any Bond during a period beginning at the opening of business on the
712 day after receiving written notice from the Issuer of its intent to pay Defaulted Interest and
713 ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to
714 **Section 204** hereof.
715

716 The Issuer and the Paying Agent may deem and treat the Person in whose name any Bond
717 is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is
718 overdue or not, for the purpose of receiving payment of, or on account of, the principal or
719 Redemption Price of and interest on said Bond and for all other purposes. All payments so made
720 to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge
721 the liability upon such Bond to the extent of the sum or sums so paid, and neither the Issuer nor
722 the Paying Agent shall be affected by any notice to the contrary.
723

724 At reasonable times and under reasonable regulations established by the Bond Registrar,
725 the Bond Register may be inspected and copied by the Owners of 10% or more in principal
726 amount of the Bonds then Outstanding or any designated representative of such Owners whose
727 authority is evidenced to the satisfaction of the Bond Registrar.
728

729 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.** Each
730 of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially
731 delivered, shall be executed for and on behalf of the Issuer by the manual or facsimile signature
732 of the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the Issuer
733 shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and
734 directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds
735 to be registered in the office of the Clerk, which registration shall be evidenced by the manual or
736 facsimile signature of the Clerk with the seal of the Issuer affixed thereto or imprinted thereon.
737 The Bonds shall also be registered in the office of the State Treasurer, which registration shall be
738 evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State
739 Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on
740 any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall
741 nevertheless be valid and sufficient for all purposes, as if such person had remained in office
742 until delivery. Any Bond may be signed by such persons who at the actual time of the execution
743 of such Bond are the proper officers to sign such Bond although at the date of such Bond such
744 persons may not have been such officers.
745

746 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially in the
747 form attached hereto as *Exhibit A* hereof, which shall be manually executed by an authorized
748 officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or
749 employee sign the *Certificate of Authentication* on all of the Bonds that may be issued hereunder
750 at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be
751 valid or obligatory for any purpose unless and until such *Certificate of Authentication* has been
752 duly executed by the Bond Registrar. Such executed *Certificate of Authentication* upon any
753 Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered
754 under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the
755 Original Purchaser upon instructions of the Issuer or its representative.
756

757 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.** If (a) any mutilated Bond is
758 surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of
759 the destruction, loss or theft of any Bond, and (b) there is delivered to the Issuer and the Bond
760 Registrar such security or indemnity as may be required by each of them, then, in the absence of
761 notice to the Issuer or the Bond Registrar that such Bond has been acquired by a bona fide
762 purchaser, the Issuer shall execute and, upon the Issuer's request, the Bond Registrar shall
763 authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or
764 stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.
765

766 If any such mutilated, destroyed, lost or stolen Bond has become or is about to become
767 due and payable, the Issuer, in its discretion, may pay such Bond instead of issuing a new Bond.
768

769 Upon the issuance of any new Bond under this Section, the Issuer may require the
770 payment by the Owner of a sum sufficient to cover any tax or other governmental charge that
771 may be imposed in relation thereto and any other expenses (including the fees and expenses of
772 the Bond Registrar) connected therewith.
773

774 Every new Bond issued pursuant to this Section shall constitute a replacement of the prior
775 obligation of the Issuer, and shall be entitled to all the benefits of this Resolution equally and
776 ratably with all other Outstanding Bonds.
777

778 **Section 208. Cancellation and Destruction of Bonds Upon Payment.** All Bonds that
779 have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either
780 at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment,
781 redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance
782 with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate

783 in duplicate describing the Bonds so cancelled and destroyed and shall file an executed
784 counterpart of such certificate with the Issuer.

785
786 **Section 209. Preliminary and Final Official Statement.** The *Preliminary Official*
787 *Statement* dated August 16, 2011, is hereby ratified and approved. For the purpose of enabling
788 the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities
789 and Exchange Commission, the Issuer hereby deems the information regarding the Issuer
790 contained in the *Preliminary Official Statement* to be "final" as of its date, except for the
791 omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers
792 of the Issuer are hereby authorized, if requested, to provide the Original Purchaser a letter or
793 certification to such effect and to take such other actions or execute such other documents as
794 such officers in their reasonable judgment deem necessary to enable the Original Purchaser to
795 comply with the requirement of such Rule.

796
797 The final *Official Statement* is hereby authorized to be prepared by supplementing,
798 amending and completing the *Preliminary Official Statement*, with such changes and additions
799 thereto as are necessary to conform to and describe the transaction. The Mayor is hereby
800 authorized to execute the final *Official Statement* as so supplemented, amended and completed,
801 and the use and public distribution of the final *Official Statement* by the Original Purchaser in
802 connection with the reoffering of the Bonds is hereby authorized. The proper officials of the
803 Issuer are hereby authorized to execute and deliver a certificate pertaining to such *Official*
804 *Statement* as prescribed therein, dated as of the date of payment for and delivery of the Bonds.

805
806 The Issuer agrees to provide to the Original Purchaser within seven business days of the
807 date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the Original
808 Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange
809 Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking
810 Board.

811
812 **Section 210. Sale of the Bonds.** The sale of the Bonds to the Original Purchaser is
813 hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original Purchaser as
814 soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.

815
816 **Section 211. Book-Entry Bonds; Securities Depository.**

817
818 (a) The Bonds shall initially be registered to Cede & Co., the nominee for the
819 Securities Depository, and no beneficial owner will receive certificates representing its
820 respective interests in the Bonds, except in the event the Bond Registrar issues Replacement
821 Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds,
822 the Securities Depository will make book-entry transfers among its Participants and receive and
823 transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants
824 until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the
825 beneficial owners as described in subsection (b).

826
827 (b) (1) If the Issuer determines (A) that the Securities Depository is unable to
828 properly discharge its responsibilities, or (B) that the Securities Depository is no longer qualified
829 to act as a securities depository and registered clearing agency under the Securities and Exchange
830 Act of 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of
831 any Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of
832 the beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from
833 Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the
834 records of the Securities Depository (and certified to such effect by the Securities Depository),
835 that the continuation of a book-entry system to the exclusion of any Bonds being issued to any
836 Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the

837 Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and
838 of the availability of certificates to Owners requesting the same, and the Bond Registrar shall
839 register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or
840 their nominees in principal amounts representing the interest of each, making such adjustments
841 as it may find necessary or appropriate as to accrued interest and previous calls for redemption;
842 provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the
843 Issuer, with the consent of the Bond Registrar, may select a successor securities depository in
844 accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all
845 references to the Securities Depository herein shall relate to the period of time when the
846 Securities Depository has possession of at least one Bond. Upon the issuance of Replacement
847 Bonds, all references herein to obligations imposed upon or to be performed by the Securities
848 Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to the
849 extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns
850 and the Issuer, the Bond Registrar or Owners are unable to locate a qualified successor of the
851 Securities Depository in accordance with **Section 211(c)** hereof, then the Bond Registrar shall
852 authenticate and cause delivery of Replacement Bonds to Owners, as provided herein. The Bond
853 Registrar may rely on information from the Securities Depository and its Participants as to the
854 names of the beneficial owners of the Bonds. The cost of printing, registration, authentication
855 and delivery of Replacement Bonds shall be paid for by the Issuer.

856
857 (c) In the event the Securities Depository resigns, is unable to properly discharge its
858 responsibilities, or is no longer qualified to act as a securities depository and registered clearing
859 agency under the Securities and Exchange Act of 1934, as amended, the Issuer may appoint a
860 successor Securities Depository provided the Bond Registrar and the Issuer receive written
861 evidence with respect to the ability of the successor Securities Depository to discharge its
862 responsibilities. Any such successor Securities Depository shall be a securities depository which
863 is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or
864 other applicable statute or regulation that operates a securities depository upon reasonable and
865 customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall
866 cause the delivery of Bonds to the successor Securities Depository in appropriate denominations
867 and form as provided herein.

868
869 (d) The execution and delivery of the Representation Letter to DTC by the Mayor of
870 the Issuer in the form attached hereto as Exhibit B with such changes, omissions, insertions and
871 revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the
872 Representation Letter by the Mayor shall be conclusive evidence of such approval. The
873 Representation Letter shall set forth certain matters with respect to, among other things, notices,
874 consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments
875 on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder
876 as it has with respect to its actions under this Resolution.

877 878 ARTICLE III

879 880 REDEMPTION OF BONDS

881
882
883 **Section 301. Optional Redemption by Issuer.** The Bonds maturing prior to August 15,
884 2016, shall become due without the option of prior payment. The Bonds maturing on or after
885 August 15, 2017, may be called for redemption and payment prior to maturity on August 15,
886 2016, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be
887 selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar
888 in such equitable manner as they shall designate), at the redemption price equal to the principal
889 amount thereof, plus accrued interest thereon to the date fixed for redemption and payment.

891 **Section 302. Selection of Bonds to be Redeemed.** Bonds shall be redeemed only in the
892 principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of
893 the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be
894 redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such
895 equitable manner as the Bond Registrar may determine.
896

897 In the case of a partial redemption of Bonds by lot when Bonds of denominations greater
898 than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each
899 \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of
900 \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value
901 represented by any Bond is selected for redemption, then upon notice of intention to redeem such
902 \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and
903 surrender such Bond to the Bond Registrar: (1) for payment of the Redemption Price and
904 interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption,
905 and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the
906 aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If
907 the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and
908 exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption
909 date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent
910 only).
911

912 **Section 303. Notice and Effect of Call for Redemption.** In the event the Issuer desires
913 to call the Bonds for redemption prior to maturity, written notice of such intent shall be provided
914 to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior
915 to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and
916 shall give notice of such redemption as herein provided upon receipt by it of the Issuer's written
917 notice at least 45 days prior to the Redemption Date. If the Bonds are refunded more than 90
918 days in advance of such Redemption Date, any escrow agreement entered into by the Issuer in
919 connection with such refunding shall provide that such written instructions to the Paying Agent
920 shall be given by the escrow agent on behalf of the Issuer not more than 90 days prior to the
921 Redemption Date. The Paying Agent may in its discretion waive such notice period so long as
922 the notice requirements set forth in **Section 303** are met.
923

924 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give
925 written notice of the redemption of said Bonds on a specified date, the same being described by
926 maturity, said notice to be mailed by United States first class mail addressed to the Owners of
927 said Bonds to be redeemed and to the Original Purchaser of the Bonds, each of said notices to be
928 mailed not less than 30 days prior to the date fixed for redemption. The Issuer and Bond
929 Registrar shall also give such additional notice as may be required by Kansas law or regulations
930 of the Securities and Exchange Commission in effect as of the date of such notice.
931

932 All official notices of redemption shall be dated and shall contain the following
933 information:

- 934 (a) the Redemption Date;
935 (b) the Redemption Price;
936 (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in
937 the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be
938 redeemed;
939 (d) if less than all Outstanding Bonds are to be redeemed, the identification (and, in
940 the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be
941 redeemed;
942

943 (d) a statement that on the Redemption Date the Redemption Price will become due
944 and payable upon each such Bond or portion thereof called for redemption and that interest
945 thereon shall cease to accrue from and after the Redemption Date; and
946

947 (e) the place where such Bonds are to be surrendered for payment of the Redemption
948 Price, which shall be the principal office of the Paying Agent.
949

950 The failure of any Owner to receive notice given as heretofore provided or an immaterial
951 defect therein shall not invalidate any redemption.
952

953 Prior to any Redemption Date, the Issuer shall deposit with the Paying Agent an amount
954 of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to
955 be redeemed on such Redemption Date.
956

957 Official notice of redemption having been given as aforesaid, the Bonds or portions of
958 Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption
959 Price therein specified, and from and after the Redemption Date (unless the Issuer defaults in the
960 payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest.
961 Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption
962 Price shall be payable as herein provided for payment of interest. Upon surrender for any partial
963 redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same
964 Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have
965 been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as
966 provided herein and shall not be reissued.
967

968 The Paying Agent is also directed to comply with any mandatory or voluntary standards
969 then in effect for processing redemptions of municipal securities established by the State or the
970 Securities Exchange Commission. Failure to comply with such standards shall not affect or
971 invalidate the redemption of any Bond.
972

973 ARTICLE IV

974 SECURITY FOR AND PAYMENT OF BONDS

975 **Section 401. Security for the Bonds.**

976
977
978 The Bonds and the interest thereon shall be payable (except to the extent paid out of
979 Bond proceeds or the income from the temporary investment thereof and under certain
980 circumstances from insurance proceeds and condemnation awards) first from the Revenues and
981 are also secured by a pledge of the Issuer's full faith and credit to use its ad valorem taxing
982 authority for payment thereof in the event the Revenues are not sufficient. In accordance with
983 the Issuer's pledge of its full faith and credit to the payment of the Bonds, the Issuer hereby
984 covenants and agrees to levy ad valorem taxes, which may be levied without limitation upon all
985 the taxable property, real and personal, within the territorial limits of the Issuer, as necessary to
986 pay the principal of and interest on the Bonds as the same become due at maturity or upon earlier
987 redemption. The Bonds and interest thereon shall not be deemed to constitute a debt or liability
988 of the State of Kansas, within the meaning of any state constitutional provision or statutory
989 limitation and shall not constitute a pledge of the full faith and credit of the State of Kansas, but
990 shall be payable solely from the Revenues and, to the extent required, the Issuer's pledge of its
991 full faith and credit. The issuance of the Bonds shall not, directly, indirectly or contingently,
992 obligate the State of Kansas to levy any form of taxation therefor or to make any appropriation
993 for their payment. The State of Kansas shall not in any event be liable for the payment of the
994 principal of, redemption premium, if any, or interest on the Bonds or for the performance of any
995
996

997 pledge, mortgage, obligation or agreement of any kind whatsoever which may be undertaken by
998 the Issuer. No breach by the Issuer of any such pledge, mortgage, obligation or agreement may
999 impose any liability, pecuniary or otherwise, upon the State of Kansas or any charge upon its
1000 general credit or against its taxing power.

1001
1002 **Section 402. Payment of Bonds.** The Issuer shall duly and punctually pay the principal
1003 of, redemption premium, if any, and interest on the Bonds in accordance with the terms of the
1004 Bonds and this Resolution.

1005
1006 **Section 403. Performance of Covenants.** The Issuer shall (to the extent within its
1007 control) faithfully perform at all times any and all covenants, undertakings, stipulations and
1008 provisions contained in this Resolution, in the Bonds and in all proceedings pertaining thereto.

1009
1010 **Section 404. Ratification of Amended Redevelopment District Tax Distribution**
1011 **Agreement.** The Redevelopment District Tax Distribution Agreement as amended by all of the
1012 original parties thereto to provide for the collection and distribution of certain Issuer Tax
1013 Revenues and State Sales Tax Revenues pledged to the payment of the principal of, redemption
1014 premium, if any, and interest on the Bonds is hereby authorized and the Mayor and City Clerk,
1015 respectively, are hereby ratified and affirmed.

1016
1017
1018 ARTICLE V

1019
1020 ESTABLISHMENT AND RATIFICATION OF FUNDS AND ACCOUNTS
1021 DEPOSIT AND APPLICATION OF MONEYS

1022
1023 **Section 501. Establishment and Ratification of Funds and Accounts.** Simultaneously
1024 with the issuance of the Bonds, there shall be created within the treasury of the Issuer the
1025 following funds and accounts:

- 1026
1027 (a) “The City of Topeka, Kansas – Heartland Park Debt Service Fund for Series 2011-A
1028 Bonds” (the “Debt Service Fund”);
1029
1030 (b) “The City of Topeka, Kansas – Heartland Park Rebate Fund for Series 2011-A
1031 Bonds” (the “Rebate Fund”); and
1032
1033 (c) “The City of Topeka, Kansas - Heartland Park Cost of Issuance Account for Series
1034 2011-A Bonds” (the “Cost of Issuance Account”).
1035

1036 The Funds and Account established herein shall be administered in accordance with the
1037 provisions of this Resolution so long as the Bonds are Outstanding.

1038
1039 The Revenue Fund (including therein the Issuer Tax Revenues Account and the State
1040 Sales Tax Revenue Account) and the Surplus Issuer Tax Revenues Fund both created and
1041 established within the treasury of the Issuer by Section 501 of the Series 2006-A Resolution are
1042 hereby ratified and affirmed and shall be administered as herein provided as long as any of the
1043 Bonds remain outstanding.

1044
1045 **Section 502. Disposition of Bond Proceeds.** The proceeds of the Bonds shall upon the
1046 issuance thereof shall be deposited as follows:

- 1047
1048 1. Accrued interest, if any, on the Bonds shall be deposited in the Debt Service Fund and
1049 applied in accordance with Section 502(a) hereof;

- 1050 2. The sum of \$91,281.63 shall be deposited in the Cost of Issuance Account and applied to
1051 pay the costs of issuing the Bonds; and
1052
1053 3. The balance of the proceeds of the Bonds in the amount of \$9,748,785.02 shall next be
1054 deposited with the Treasurer of the State of Kansas, for the current refunding of the
1055 Series 2006-A Bonds on September 22, 2011.
1056

1057 **Section 503. Debt Service Fund.** The Issuer shall deposit and credit to the Debt Service
1058 Fund, as and when received, as follows:
1059

- 1060 (a) The amounts required to be transferred to the Debt Service Fund from the
1061 Revenue Fund pursuant to **Section 504** hereof.
1062
1063 (b) The amounts required to be transferred to the Debt Service Fund from the Issuer
1064 Surplus Tax Revenues Fund pursuant to **Section 505** hereof.
1065
1066 (c) Interest earnings and other income on Permitted Investments required to be
1067 deposited in the Debt Service Fund pursuant to **Section 508** hereof.
1068
1069 (d) Any amounts required by a Supplemental Resolution authorizing the issuance of
1070 Additional Bonds to be deposited in the Debt Service Fund, as specified in such
1071 Supplemental Resolution.
1072
1073 (e) All other moneys received by the Issuer under and pursuant to any of the
1074 provisions of this Resolution are to be paid into the Debt Service Fund.
1075

1076 The moneys in the Debt Service Fund shall be applied solely in accordance with
1077 the provisions of this Resolution to pay the principal of, redemption premium, if
1078 any, and interest on the Bonds as the same become due and payable. Except as
1079 otherwise provided herein, moneys in the Debt Service Fund shall be expended
1080 solely as follows: (a) to pay interest on the Bonds as the same becomes due; (b)
1081 to pay principal of the Bonds as the same mature or become due and upon
1082 mandatory sinking fund redemption thereof; and (c) to pay principal of,
1083 redemption premium, if any, on the Bonds as the same become due upon
1084 redemption (other than mandatory sinking fund redemption) prior to maturity.
1085

1086 Sufficient funds shall be withdrawn from the Debt Service Fund to pay principal
1087 of, redemption premium, if any, and interest on the Bonds as the same become
1088 due and payable at maturity or upon redemption and said funds so withdrawn
1089 shall be made available to the Paying Agent for the purpose of paying said
1090 principal of, redemption premium, if any, and interest on the Bonds.
1091

1092 Any excess moneys in the Debt Service Fund shall be used to redeem all or part
1093 of the Bonds Outstanding and to pay interest to accrue thereon prior to such
1094 redemption and redemption premium, if any, on the next succeeding redemption
1095 date for which the required redemption notice may be given or on such later
1096 redemption date as may be specified by the Issuer, in accordance with the
1097 provision of **Article III** hereof, and to the extent said moneys are in excess of the
1098 amount required for payment of Bonds therefore matured or called for
1099 redemption. The Issuer may cause such excess money in the Debt Service Fund
1100 or such part thereof to be applied on a best efforts basis to the extent practical for
1101 the purchase of Bonds in the open market for the purpose of cancellation at prices
1102 not exceeding the principal amount thereof plus accrued interest thereon to the
1103 date of such purpose.

1104 After payment in full of the principal of, redemption premium, if any, and interest
1105 on the Bonds (or after provision has been made for the payment thereof as
1106 provided in this Resolution), and the reasonable fees, charges and expenses of the
1107 Issuer and any Paying Agents and any other amounts required to be paid under
1108 this Resolution, all amounts remaining in the Debt Service Fund shall be retained
1109 by the Issuer.
1110

1111
1112 **Section 504. Revenue Fund.** The Issuer covenants and agrees that from and after the
1113 delivery of the Bonds, and continuing as long as any of the Bonds remain outstanding hereunder,
1114 all of the State Sales Tax Revenues shall be deposited in the State Sales Tax Revenues Account
1115 and all of the Issuer Tax Revenues shall be deposited in the Issuer Tax Revenues Account. The
1116 moneys on deposit in each of such accounts shall be segregated and kept separate and apart from
1117 all other moneys, revenues funds and accounts of the Issuer and shall not be commingled with
1118 any other moneys, revenues, funds and accounts of the Issuer. The Revenue Fund shall be
1119 administered and applied solely for the purposes and in the manner provided in this Resolution
1120 and the Redevelopment District Tax Distribution Agreement, as amended.
1121

1122 The Issuer covenants and agrees that from and after the delivery of the Bonds and
1123 continuing so long as any of the Bonds shall remain Outstanding, it will not less than five (5)
1124 Business Days preceding each date on which the principal of, and interest on the Bonds shall
1125 become due, allocate all moneys in the Revenue Fund, as follows:
1126

1127 (a) Debt Service Fund.
1128

1129 (1) There shall first be paid and credited to the Debt Service Fund, an
1130 amount equal to the amount of interest becoming due on the Bonds on the next
1131 interest payment date; provided, that any amounts deposited in the Debt Service
1132 Fund as accrued interest in accordance with **Section 502**;
1133

1134 (2) To the extent available, there shall next be paid and credited to the
1135 Debt Service Fund from State Sales Tax Revenues, an amount equal to the
1136 interest becoming due on the Bonds on the next Interest Payment Date;
1137

1138 (3) To the extent available, there shall next be paid and credited to the
1139 Debt Service Fund from State Sales Tax Revenues, an amount equal to the
1140 amount of principal becoming due on the Bonds on the next Principal Payment
1141 Date;
1142

1143 (4) To the extent available, there shall next be paid and credited to the
1144 Debt Service Fund from Issuer Tax Revenues, an amount equal to the remaining
1145 interest, not paid in (2), becoming due on the Bonds on the next Interest Payment
1146 Date;
1147

1148 (5) To the extent available, there shall next be paid and credited to the
1149 Debt Service Fund from Issuer Tax Revenues, an amount equal to the remaining
1150 principal, not paid in (3), becoming due on the Bonds on the next Principal
1151 Payment Date;
1152

1153 (6) To the extent available, there shall next be paid and credited to the
1154 Debt Service Fund from Issuer Tax Revenues, an amount equal to the fees and
1155 expenses of the Rebate Analysts, if any;
1156

1157 (7) To the extent available, there shall next be paid and credited to the
1158 Debt Service Fund from Issuer Tax Revenues, an amount equal to pay any
1159 premium payable on any Bonds upon the redemption or purchase thereof; and
1160

1161 (8) To the extent available, there shall next be paid and credited to the
1162 Debt Service Fund from Issuer Tax Revenues, an amount equal to any fees or
1163 other transaction costs relating to the redemption, purchase or defeasance of any
1164 Bonds.
1165

1166 All amounts paid and credited to the Debt Service Fund shall be expended
1167 and used by the Issuer solely for the purposes described in this paragraph (a).
1168

1169 (b) Surplus Issuer Tax Revenues Fund. After all payments and credits
1170 required at the time to be made under the provisions of paragraph (a) of this
1171 Section have been made, all moneys remaining in the Revenue Fund and Surplus
1172 Issuer Tax Revenues Fund shall be paid and credited to the Surplus Issuer Tax
1173 Revenues Fund. Moneys in the Surplus Issuer Tax Revenues Fund may be
1174 expended and used for the purposes specified in **Section 505** hereof.
1175

1176 Should the amount on deposit in the Revenue Fund be less than the amount required to
1177 make such debt service payment, the Issuer shall draw from its general bond and interest fund,
1178 and if that be insufficient, from any other legally available source sufficient moneys which,
1179 together with the amount in the Revenue Fund, will be sufficient to pay debt service on the
1180 Bonds.
1181

1182 **Section 505. Surplus Issuer Tax Revenues Fund.** Amounts on deposit in the Surplus
1183 Issuer Tax Revenues Fund, including interest earnings on all moneys deposited therein, shall be
1184 transferred to the Debt Service Fund and be applied to the payment of principal of, and interest
1185 on the Bonds to the extent that sufficient moneys are not available in the Debt Service Fund.
1186 Moneys in the Surplus Issuer Tax Revenues Fund may also be used for the optional redemption
1187 of Bonds by the Issuer in accordance with the provisions of Section 301 hereof. The Surplus
1188 Issuer Tax Revenues Fund shall be closed and no further deposits shall be made thereto and all
1189 amounts on deposit therein be paid directly to the Issuer upon the payment or defeasance of the
1190 principal of, redemption premium, if any, and interest on the Bonds.
1191

1192 **Section 506. Application of Moneys in the Rebate Fund.**
1193

1194 (a) There shall be deposited in the Rebate Fund such amounts as are required to be
1195 deposited therein pursuant to the Arbitrage Instructions. All money at any time deposited in the
1196 Rebate Fund shall be held in trust, to the extent required to pay rebatable arbitrage to the United
1197 States of America, and neither the Issuer nor the Owner of any Bonds shall have any rights in or
1198 claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be
1199 governed by this Section and the Arbitrage Instructions.
1200

1201 (b) The Issuer shall periodically determine the rebatable arbitrage, if any, under
1202 Section 148(f) of the Code in accordance with the Arbitrage Instructions, and the Issuer shall
1203 make payments to the United States of America at the times and in the amounts determined
1204 under the Arbitrage Instructions. Any moneys remaining in the Rebate Fund after redemption
1205 and payment of all of the Bonds and payment and satisfaction of any rebatable arbitrage, or
1206 provision made thereof, shall be deposited into the Principal and Interest Account of the Issuer.
1207

1208 (c) Notwithstanding any other provision of this Resolution, including in particular
1209 Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and

1210 to comply with all other requirements of this Section and the Arbitrage Instructions shall survive
1211 the defeasance or payment in full of the Bonds.

1212
1213 (d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond
1214 Counsel, such amendment or replacement will not adversely affect the exclusion from gross
1215 income for federal income tax purposes of interest on the Bonds.

1216
1217 **Section 507. Withdrawals from the Cost of Issuance Account; Surplus.** The
1218 Treasurer shall make withdrawals from the Cost of Issuance Account solely for the purpose of
1219 paying the costs of issuing the Bonds. All moneys remaining in the Cost of Issuance Account
1220 after 60 days of the issuance of the Bonds shall be transferred immediately to the Debt Service
1221 Fund and applied to the payment of the next installment of principal due on the Bonds.

1222
1223 **Section 508. Deposits and Investment of Moneys.** Moneys in each of the Funds and
1224 Accounts shall be invested in accordance with the requirements of K.S.A. 10-131, as amended.
1225 All such investments constituting deposits shall be continuously and adequately secured by the
1226 financial institutions holding such deposits as provided by the laws of the State. All moneys held
1227 in the Funds and Accounts shall be kept separate and apart from all other funds of the Issuer so
1228 that there shall be no commingling of such funds with any other funds of the Issuer.

1229
1230 Moneys held in the funds and accounts herein created or established in conjunction with
1231 the issuance of the Bonds may be invested by the Issuer in Permitted Investments or in other
1232 investments allowed by Kansas law in such amounts and maturing at such times as shall
1233 reasonably provide for moneys to be available when required in said accounts or funds;
1234 provided, however, that no such investment shall be made for a period extending longer than to
1235 the date when the moneys invested may be needed for the purpose for which such fund or
1236 account was created. All interest on any Permitted Investment held in any fund or account
1237 (except amounts required to be deposited in the Rebate Fund in accordance with the Rebate
1238 Instructions) shall accrue to and become a part of such fund or account. In determining the
1239 amount held in any fund or account under the provisions of the Resolution, Permitted
1240 Investments shall be valued at their par value or at their then current redemption value,
1241 whichever is lower.

1242
1243 **Section 509. Nonpresentment of Bonds.** If any Bond is not presented for payment
1244 when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have
1245 been made available to the Paying Agent, all liability of the Issuer to the Owner thereof for the
1246 payment of such Bond shall forthwith cease, determine and be completely discharged, and
1247 thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for
1248 interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted
1249 exclusively to such funds for any claim of whatever nature on his part under this Resolution or
1250 on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years
1251 after such principal or interest has become due and payable, such funds shall be paid to the
1252 Issuer; and all liability of the Paying Agent to the Owner thereof for the payment of such Bond
1253 shall forthwith cease, terminate and be completely discharged. The obligations of the Paying
1254 Agent under this Section to pay any such funds to the Issuer shall be subject to any provisions of
1255 law applicable to the Paying Agent or to such funds providing other requirements for disposition
1256 of unclaimed property.

1257 1258 ARTICLE VI

1259 1260 DEFAULT AND REMEDIES

1261
1262 **Section 601. Remedies.** The provisions of the Resolution, including the covenants and
1263 agreements herein contained, shall constitute a contract between the Issuer and the Owners of the

1264 Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less
1265 than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the
1266 equal benefit and protection of all Owners of Bonds similarly situated:
1267

1268 (a) by mandamus or other suit, action or proceedings at law or in equity to enforce
1269 the rights of such Owner or Owners against the Issuer and its officers, agents and employees, and
1270 to require and compel duties and obligations required by the provisions of the Resolution or by
1271 the Constitution and laws of the State;
1272

1273 (b) by suit, action or other proceedings in equity or at law to require the Issuer, its
1274 officers, agents and employees to account as if they were the trustees of an express trust; and
1275

1276 (c) by suit, action or other proceedings in equity or at law to enjoin any acts or things
1277 which may be unlawful or in violation of the rights of the Owners of the Bonds.
1278

1279 **Section 602. Limitation on Rights of Owners.** The covenants and agreements of the
1280 Issuer contained herein and in the Bonds shall be for the equal benefit, protection, and security of
1281 the Owners of any or all of the Bonds, all of which Bonds shall be equal rank and without
1282 preference or priority of one Bond over any other Bond in the application of the funds herein
1283 pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as
1284 to rate of interest, date of maturity and right of prior redemption as provided in this Resolution.
1285 No one or more Owners secured hereby shall have any right in any manner whatever by its
1286 action to affect, disturb or prejudice the security granted and provided for herein, or to enforce
1287 any right hereunder, except in the manner herein provided, and all proceedings at law or in
1288 equity shall be instituted, had and maintained for the equal benefit of all Owners of Outstanding
1289 Bonds.
1290

1291 **Section 603. Remedies Cumulative.** No remedy conferred herein upon the Owners is
1292 intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in
1293 addition to every other remedy and may be exercised without exhausting and without regard to
1294 any other remedy conferred herein. No waiver of any default or breach of duty or contract by the
1295 Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract
1296 or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise
1297 any right or power accruing upon any default shall impair any such right or power or shall be
1298 construed to be a waiver of any such default or acquiescence therein. Every substantive right
1299 and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced
1300 and exercised from time to time and as often as may be deemed expedient. If action or
1301 proceedings taken by any Owner on account of any default or to enforce any right or exercise
1302 any remedy has been discontinued or abandoned for any reason, or shall have been determined
1303 adversely to such Owner, then, and in every such case, the Issuer and the Owners of the
1304 Outstanding Bonds shall be restored to their former positions and rights hereunder, respectively,
1305 and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action
1306 or other proceedings had been brought or taken.
1307

1308 ARTICLE VII

1309 DEFEEASANCE

1310
1311
1312 **Section 701. Defeasance.** When any or all of the Bonds or scheduled interest payments
1313 thereon have been paid and discharged, then the requirements contained in this Resolution and
1314 the pledge of the Issuer's faith and credit hereunder and all other rights granted hereby shall
1315 terminate with respect to the Bonds or scheduled interest payments thereon so paid and dis-
1316 charged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and
1317 discharged within the meaning of this Resolution if there has been deposited with the Paying

1318 Agent, or other commercial bank or trust company located in the State and having full trust
1319 powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest pay-
1320 ments thereon, in trust for and irrevocably appropriated thereto, moneys and/or Defeasance
1321 Obligations which, together with the interest to be earned on any such Defeasance Obligations,
1322 will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the
1323 Stated Maturity or Redemption Date, or if default in such payment has occurred on such date,
1324 then to the date of the tender of such payments; provided, however, that if any such Bonds are to
1325 be redeemed prior to their Stated Maturity, (1) the Issuer has elected to redeem such Bonds, and
1326 (2) either notice of such redemption has been given, or the Issuer has given irrevocable
1327 instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the
1328 Bond Registrar to give such notice of redemption in compliance with **Section 303** of this
1329 Resolution. Any money and Defeasance Obligations that at any time shall be deposited with the
1330 Paying Agent or other commercial bank or trust company by or on behalf of the Issuer, for the
1331 purpose of paying and discharging any of the Bonds, shall be and are hereby assigned,
1332 transferred and set over to the Paying Agent or other bank or trust company in trust for the
1333 respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably
1334 appropriated to the payment and discharge thereof. All money and Defeasance Obligations
1335 deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited
1336 in accordance with and subject to all of the provisions of this Resolution.

1337 ARTICLE VIII

1338 TAX COVENANTS

1339 **Section 801. General Covenants.**

1340
1341
1342 (a) The Issuer covenants and agrees that (1) it will comply with all applicable
1343 provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the
1344 exclusion from gross income for federal income tax purposes of the interest on the Bonds and (2)
1345 it will not use or permit the use of any Bond proceeds or any other funds of the Issuer in a
1346 manner which would adversely affect the exclusion from gross income of the interest on the
1347 bonds, and (3) will not take or permit any other action, or fail to take any action, if any such
1348 action or failure to take action would adversely effect the exclusion from gross income of the
1349 interest on the Bonds. The Issuer will, in addition, adopt such other ordinances or resolutions
1350 and take such other actions as may be necessary to comply with the Code and with all other
1351 applicable future laws, regulations, published rulings and judicial decisions, in order to ensure
1352 that the interest on the Bonds will remain excluded from federal gross income, to the extent any
1353 such actions can be taken by the Issuer.

1354
1355
1356 (b) The Issuer covenants and agrees that (1) it will use the proceeds of the Bonds as
1357 soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are
1358 issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of
1359 the Bonds or any other funds of the Issuer in any manner, and will not take or omit to take any
1360 action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a)
1361 of the Code.

1362
1363
1364 (c) The Issuer covenants and agrees that it will not use any portion of the proceeds of
1365 the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a
1366 manner that would cause any Bond to be a "private activity bond" within the meaning of Section
1367 141(a) of the Code.

1368
1369 **Section 802. Rebate Covenant.** The Issuer covenants and agrees that it will pay, or
1370 provide for the payment of, from time to time all amounts required to be rebated to the United
1371 States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall

1372 survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended
1373 or replaced if, in the opinion of Bond Counsel such amendment or replacement will not
1374 adversely affect the exclusion from gross income for federal income tax purposes of interest on
1375 the Bonds.
1376

1377 **Section 803. Survival of Covenants.** The covenants contained in this Article shall
1378 remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article
1379 VII hereof or any other provision of this Resolution until the final maturity date of all Bonds
1380 Outstanding.
1381

1382 **Section 804. Qualified Tax-exempt Obligations.** The Bonds are not designated as
1383 "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.
1384

1385 ARTICLE IX

1386 CONTINUING DISCLOSURE REQUIREMENTS

1387
1388
1389 **Section 901. Disclosure Requirements.** The Issuer hereby covenants with the Original
1390 Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and
1391 disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure
1392 Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the
1393 benefit of and enforceable by the Original Purchaser and such Beneficial Owners.
1394

1395 **Section 902. Failure to Comply with Continuing Disclosure Requirements.** In the
1396 event the Issuer fails to comply in a timely manner with its covenants contained in the preceding
1397 section, the Original Purchaser and/or any such Beneficial Owner may make demand for such
1398 compliance by written notice to the Issuer. In the event the Issuer does not remedy such
1399 noncompliance within 10 days of receipt of such written notice, the Original Purchaser or any
1400 such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce
1401 compliance by a suit or suits in equity for the specific performance of such covenant or
1402 agreement contained in the preceding section or for the enforcement of any other appropriate
1403 legal or equitable remedy as the Original Purchaser and/or any such Beneficial Owner shall deem
1404 effectual to protect and enforce any of the duties of the Issuer under such preceding section.
1405

1406 ARTICLE X

1407 MISCELLANEOUS PROVISIONS

1408
1409
1410 **Section 1001. Redemption of Refunded Bonds.** That pursuant to the Series 2006-A
1411 Bond Resolution, the City hereby calls the Refunded Bonds maturing on and after August 15,
1412 2012, for redemption and payment on September 22, 2011, the Redemption Date. The Refunded
1413 Bonds are being called at the redemption price of 101 percent of the par value thereof plus
1414 accrued interest thereon to the redemption date. Subject to the specific requirements of the
1415 ordinance which authorized the issuance of the Refunded Bonds, notice of redemption shall be
1416 given in accordance with applicable law by the City giving written notice of its intention to
1417 redeem such bonds by mailing by certified mail a copy of the City's order of redemption (the
1418 "Redemption Notice") to the State Treasurer of the State of Kansas, 900 SW Jackson, Suite 201,
1419 Topeka, Kansas 66612, who upon receipt of the Redemption Notice shall give notice of such call
1420 by mailing a copy of the Redemption Notice by first class mail, postage prepaid, to the registered
1421 owner of each bond to be redeemed at the address shown on the registration books maintained by
1422 the Bond Registrar.
1423

1424 **Section 1002. Annual Audit.** Annually, promptly after the end of the Fiscal Year, the
1425 Issuer will cause an audit to be made of its funds and accounts for the preceding Fiscal Year by a
1426 certified public accountant or firm of certified public accountants.
1427

1428 Within 30 days after the completion of each such audit, a copy thereof shall be filed in
1429 the office of the Clerk, and a duplicate copy of the audit shall be mailed to the Original Purchas-
1430 er. Such audit shall at all times during the usual business hours of the Issuer be open to the
1431 examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or
1432 on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and
1433 mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or
1434 prospective Owner.
1435

1436 As soon as possible after the completion of the annual audit, the governing body of the
1437 Issuer shall review such audit, and if the audit discloses that proper provision has not been made
1438 for all of the requirements of this Resolution, the Issuer shall promptly cure such deficiency.
1439

1440 **Section 1003. Amendments.** The rights and duties of the Issuer and the Owners, and
1441 the terms and provisions of the Bonds or of this Resolution, may be amended or modified at any
1442 time in any respect by resolution of the Issuer with the written consent of the Owners of not less
1443 than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced
1444 by an instrument or instruments executed by such Owners and duly acknowledged or proved in
1445 the manner of a deed to be recorded, and such instrument or instruments shall be filed with the
1446 Clerk, but no such modification or alteration shall:
1447

- 1448 (a) extend the maturity of any payment of principal or interest due upon any Bond;
- 1449
- 1450 (b) effect a reduction in the amount which the Issuer is required to pay as principal of
1451 or interest on any Bond;
- 1452
- 1453 (c) permit preference or priority of any Bond over any other Bond; or
- 1454
- 1455 (d) reduce the percentage in principal amount of Bonds required for the written
1456 consent to any modification or alteration of the provisions of this Resolution.
1457

1458 Any provision of the Bonds or of this Resolution may, however, be amended or modified
1459 by resolution duly adopted by the governing body of the Issuer at any time in any legal respect
1460 with the written consent of the Owners of all of the Bonds at the time Outstanding.
1461

1462 Without notice to or the consent of any Owners, the Issuer may amend or supplement this
1463 Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity
1464 therein or in connection with any other change therein which is not materially adverse to the
1465 interests of the Owners.
1466

1467 Every amendment or modification of the provisions of the Bonds or of this Resolution, to
1468 which the written consent of the Owners is given, as above provided, shall be expressed in a
1469 resolution adopted by the governing body of the Issuer amending or supplementing the
1470 provisions of this Resolution and shall be deemed to be a part of this Resolution. A certified
1471 copy of every such amendatory or supplemental resolution, if any, and a certified copy of this
1472 Resolution shall always be kept on file in the office of the Clerk, and shall be made available for
1473 inspection by the Owner of any Bond or a prospective purchaser or owner of any Bond
1474 authorized by this Resolution, and upon payment of the reasonable cost of preparing the same, a
1475 certified copy of any such amendatory or supplemental resolution or of this Resolution will be
1476 sent by the Clerk to any such Owner or prospective Owner.
1477

1478 Any and all modifications made in the manner hereinabove provided shall not become
1479 effective until there has been filed with the Clerk a copy of the resolution of the Issuer
1480 hereinabove provided for, duly certified, as well as proof of any required consent to such
1481 modification by the Owners of the Bonds then Outstanding. It shall not be necessary to note on
1482 any of the Outstanding Bonds any reference to such amendment or modification.
1483

1484 The Issuer shall furnish to the Bond Registrar and to the Paying Agent a copy of any
1485 amendment to the Bonds or this Resolution which affects the duties or obligations of the Bond
1486 Registrar or the Paying Agent under this Resolution.
1487

1488 **Section 1004. Notices, Consents and Other Instruments by Owners.** Any notice,
1489 consent, request, direction, approval or other instrument to be signed and executed by the
1490 Owners may be in any number of concurrent writings of similar tenor and may be signed or
1491 executed by such Owners in person or by agent appointed in writing. Proof of the execution of
1492 any such instrument or of the writing appointing any such agent and of the ownership of Bonds,
1493 if made in the following manner, shall be sufficient for any of the purposes of this Resolution,
1494 and shall be conclusive in favor of the Issuer, the Bond Registrar and the Paying Agent with
1495 regard to any action taken, suffered or omitted under any such instrument, namely:
1496

1497 (a) The fact and date of the execution by any person of any such instrument may be
1498 proved by a certificate of any officer in any jurisdiction who by law has power to make
1499 acknowledgements within such jurisdiction that the person signing such instrument
1500 acknowledged before such officer the execution thereof, or by affidavit of any witness to such
1501 execution.
1502

1503 (b) The fact of ownership of Bonds, the amount or amounts, numbers and other
1504 identification of Bonds, and the date of holding the same shall be proved by the Bond Register.
1505

1506 In determining whether the Owners of the requisite principal amount of Bonds
1507 Outstanding have given any request, demand, authorization, direction, notice, consent or waiver
1508 under this Resolution, Bonds owned by the Issuer shall be disregarded and deemed not to be
1509 Outstanding under this Resolution, except that, in determining whether the Owners shall be
1510 protected in relying upon any such request, demand, authorization, direction, notice, consent or
1511 waiver, only Bonds which the Owners know to be so owned shall be so disregarded.
1512 Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not
1513 be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the
1514 pledgee's rights so to act with respect to such Bonds and that the pledgee is not the Issuer.
1515

1516 **Section 1005. Further Authority.** The officers and officials of the Issuer, including the
1517 Mayor and Clerk, are hereby authorized and directed to execute all documents and take such
1518 actions as they may deem necessary or advisable in order to carry out and perform the purposes
1519 of this Resolution and to make ministerial alterations, changes or additions in the foregoing
1520 agreements, statements, instruments and other documents herein approved, authorized and
1521 confirmed which they may approve, and the execution or taking of such action shall be con-
1522 clusive evidence of such necessity or advisability.
1523

1524 **Section 1006. Severability.** If any section or other part of this Resolution is for any
1525 reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of
1526 this Resolution.
1527

1528 **Section 1007. Governing Law.** This Resolution shall be governed exclusively by and
1529 construed in accordance with the applicable laws of the State.
1530

1531 **Section 1008. Effective Date.** This Resolution shall take effect and be in full force from
1532 and after its passage by the Council of the Issuer.

1533
1534 PASSED and approved by the governing body of the City of Topeka, Kansas, on August
1535 23, 2011.

1536
1537 CITY OF TOPEKA, KANSAS

1538
1539
1540 (SEAL)

1541
1542 _____
1543 William W. Bunten, Mayor

1544 ATTEST:

1545
1546
1547
1548 _____
1549 Brenda Younger, City Clerk

1550
1551

1552
1553
1554 CERTIFICATE

1555
1556 I, the undersigned, hereby certify that the above and foregoing is a true and correct copy
1557 of the Resolution of the governing body of the City of Topeka, Kansas, adopted by the governing
1558 body of the City at a regularly scheduled meeting held on August 23, 2011, as the same appears
1559 of record in my office, and that the Resolution has not been modified, amended or repealed and
1560 is in full force and effect as of this date.

1561
1562 DATED: August 23, 2011.

1563
1564
1565
1566 _____
1567 Brenda Younger, City Clerk

1568
1569 (SEAL)

1570 EXHIBIT A
1571 (FORM OF BOND)
1572

1573 Unless this certificate is presented by an authorized representative of The Depository Trust
1574 Company to the issuer or its agent for registration of transfer, exchange or payment, and any
1575 certificate issued is registered in the name of Cede & Co. or such other name as requested by an
1576 authorized representative of The Depository Trust Company and any payment is made to Cede &
1577 Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE
1578 BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has
1579 an interest herein.
1580

1581 UNITED STATES OF AMERICA
1582 STATE OF KANSAS
1583 COUNTY OF SHAWNEE
1584 CITY OF TOPEKA
1585 FULL FAITH AND CREDIT STAR REFUNDING BOND
1586 SERIES 2011-A
1587 (HEARTLAND PARK)
1588
1589

1590 No. R-_____ \$ _____
1591
1592 Rate of Maturity Dated CUSIP _____
1593 Interest: Date: August 15, 20__ Date: September 20, 2011
1594

1595 Registered Owner:
1596

1597 PRINCIPAL AMOUNT _____
1598

1599 The City of Topeka, in the County of Shawnee, State of Kansas, (the "Issuer") for value
1600 received acknowledges itself to be indebted to and promises to pay, but solely from the sources
1601 hereinafter pledged, to the registered owner identified above (the "Owner"), or registered assigns
1602 as hereinafter provided, on the maturity date identified above, the principal amount identified
1603 above, and in like manner to pay, as of the Record Dates as hereinafter provided, interest on such
1604 principal amount from the date of this Bond or from the most recent interest payment date to
1605 which interest has been paid prior to the registration date set forth below at the rate of interest per
1606 annum set forth above semiannually on February 15 and August 15 of each year (the "Interest
1607 Payment Dates") commencing February 15, 2012, until said principal amount is paid.
1608

1609 The principal of and redemption premium, if any, on this Bond shall be payable in lawful
1610 money of the United States of America at the office of the Treasurer of the State of Kansas,
1611 Topeka, Kansas, (the "Paying Agent" and "Bond Registrar") upon presentation of this Bond for
1612 payment and cancellation. The interest on this Bond shall be payable in lawful money of the
1613 United States of America by check or draft of the Paying Agent by mailing to the Owner thereof
1614 at the address appearing on the registration books of the Issuer maintained by the Bond Registrar
1615 or at such other address as is furnished in writing by such registered owner to the Bond Registrar
1616 at the close of business on the 1st day of February or August of the applicable interest payment
1617 date (the "Record Dates"), or in the case of an interest payment to any Owner of **\$500,000** or
1618 more in aggregate principal amount of the Bonds, by electronic transfer to such Owner upon
1619 written notice given to the Paying Agent by such Owner not less than **15** days prior to the Record
1620 Date for such interest, containing the electronic transfer instructions including the bank (which
1621 shall be in the continental United States), ABA routing number and account number to which
1622 such Owner wishes to have such transfer directed. The principal of and interest on this Bond is
1623 payable first from the Revenues (as defined in the Resolution) and the full faith, credit and

1624 resources of the Issuer are hereby pledged for the payment of the principal of and interest on this
1625 Bond and the issue of which it is a part as the same respectively become due in the event such
1626 Revenues are not sufficient.

1627
1628 THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE
1629 REVERSE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS
1630 THOUGH FULLY SET FORTH AT THIS PLACE.

1631
1632 It is hereby certified and declared that all acts, conditions and things required to be done
1633 and to exist precedent to and in the issuance of this Bond have been properly done and
1634 performed and do exist in due and regular form and manner as required by the Constitution and
1635 Laws of the State of Kansas, and that the total indebtedness of said Issuer, including this series of
1636 bonds, does not exceed any constitutional or statutory limitation.

1637
1638 This Bond shall not be valid or become obligatory for any purpose until the Certificate of
1639 Authentication and Registration hereon shall have been lawfully executed by the Bond Registrar.

1640
1641 IN WITNESS WHEREOF, the said City of Topeka, in the State of Kansas, by its
1642 governing body, has caused this Bond to be executed by its Mayor and attested by its City Clerk
1643 by their manual signatures with its corporate seal to be affixed hereon, all as of the 20th day of
1644 September, 2011.

1645 CITY OF TOPEKA, KANSAS

1646 _____
1647 (manual)
1648 _____
1649 Mayor

1650
1651
1652 ATTEST: _____ (manual)
1653 (SEAL) _____
1654 City Clerk

1655 CERTIFICATE OF AUTHENTICATION AND REGISTRATION

1656
1657 This Bond is one of the City of Topeka, Kansas, Full Faith and Credit STAR Refunding
1658 Bonds, Series 2011-A (Heartland Park) described in the within mentioned Resolution.

1659
1660 Registration Date: _____

1661
1662 OFFICE OF THE STATE TREASURER
1663 Topeka, Kansas,
1664 as Bond Registrar and Paying Agent

1665
1666 By _____
1667 I.D.#: _____

1668 FURTHER TERMS AND PROVISIONS

1670
1671 This Bond is one of a duly authorized series of Bonds of the Issuer aggregating the
1672 principal amount of \$9,855,000 (the "Bonds") issued for the purposes set forth in Ordinance No.
1673 19623 of the Issuer (the "Ordinance"). This Bond and the series of Bonds of which it is a part
1674 are issued by the authority of and in full compliance with the provisions, restrictions and
1675 limitations of the Constitution and Laws of the State of Kansas, including K.S.A. 12-1770 to and
1676 including 12-1780a, inclusive, and K.S.A. 10-101 to 125, inclusive, and K.S.A. 10-427 et seq.,

1677 all as amended and supplemented, the Ordinance, Resolution No. 8364 of the Issuer (the
1678 "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.
1679

1680 The Bonds are issuable in fully registered form in the denomination of \$5,000 each or
1681 authorized integral multiples thereof. This Bond may be exchanged at the principal office of the
1682 Bond Registrar for a like aggregate principal amount of Bonds of the same maturity of other
1683 authorized denominations upon the terms set forth in the authorizing Ordinance and the
1684 Resolution.
1685

1686 At the option of the Issuer, the Bonds maturing on or after August 15, 2017, may be
1687 called for redemption and payment prior to maturity on August 15, 2016, and thereafter in whole
1688 or in part on any date (Bonds of less than a single maturity to be selected by lot in multiples of
1689 \$5,000 principal amount by the Paying Agent and Bond Registrar in such equitable manner as
1690 they shall designate), at the redemption price equal to the principal amount thereof plus accrued
1691 interest thereon to the date fixed for redemption and payment.
1692

1693 Bonds will be redeemed in integral multiples of \$5,000. If less than all Bonds are called
1694 for redemption, the Bond Registrar will, in the case of Bonds in denominations greater than
1695 \$5,000, treat each \$5,000 of face value as though it were a separate Bond.
1696

1697 In the event of any such redemption, the Paying Agent shall give notice of such call by
1698 mailing a copy of the redemption notice by first class mail, postage prepaid, not less than thirty
1699 (30) days prior to the date of such redemption to the Owner of each Bond to be redeemed at the
1700 address shown on the registration books maintained by the Bond Registrar. Failure to give such
1701 notice by mailing to the Owner of any Bond, or any defect therein, shall not affect the validity of
1702 any proceedings for the redemption of other Bonds. Any notice mailed as provided herein shall
1703 be conclusively presumed to have been duly given, whether or not the Owner of such Bonds
1704 received the notice.
1705

1706 The Issuer and the Bond Registrar may deem and treat the person in whose name this
1707 Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on
1708 account of, the principal hereof, or redemption price hereof and interest due hereon and for all
1709 other purposes.
1710

1711 The Bonds are being issued by means of a book-entry system with no physical
1712 distribution of bond certificates to be made except as provided in the Ordinance. One Bond
1713 certificate with respect to each date on which the Bonds are stated to mature or with respect to
1714 each form of Bonds, registered in the nominee name of the Securities Depository, is being issued
1715 and required to be deposited with the Securities Depository and immobilized in its custody. The
1716 book-entry system will evidence positions held in the Bonds by the Securities Depository's
1717 participants, beneficial ownership of the Bonds in authorized denominations being evidenced in
1718 the records of such participants. Transfers of ownership shall be effected on the records of the
1719 Securities Depository and its participants pursuant to rules and procedures established by the
1720 Securities Depository and its participants. The Issuer and the Paying Agent will recognize the
1721 Securities Depository nominee, while the registered owner of the Bond, as the owner of this
1722 Bond for all purposes, including (i) payments of principal of, and redemption premium, if any,
1723 and interest on, this Bond, (ii) notices and (iii) voting. Transfer of principal, interest and any
1724 redemption premium payments to participants of the Securities Depository, and transfer of
1725 principal, interest and any redemption premium payments to beneficial owners of the Bonds by
1726 participants of the Securities Depository will be the responsibility of such participants and other
1727 nominees of such beneficial owners. The Issuer and the Paying Agent will not be responsible or
1728 liable for such transfers of payments or for maintaining, supervising or reviewing the records
1729 maintained by the Securities Depository, the Securities Depository nominee, its participants or
1730 persons acting through such participants. While the Securities Depository nominee is the owner

1731 of this Bond, notwithstanding the provision hereinabove contained, payments of principal of,
1732 redemption premium, if any, and interest on this Bond shall be made in accordance with existing
1733 arrangements among the Issuer, the Paying Agent and the Securities Depository.
1734

1735 This Bond is transferable by the Owner hereof in person or by his attorney duly
1736 authorized in writing at the principal office of the Bond Registrar, but only in the manner, subject
1737 to the limitations and upon payment of the charges provided in the Resolution, and upon
1738 surrender and cancellation of this Bond. The Issuer shall pay out of the proceeds of the Bonds or
1739 from other funds all costs incurred in connection with the issuance, transfer, exchange,
1740 registration, redemption or payment of the Bonds except (a) the reasonable fees and expenses in
1741 connection with the replacement of a Bond or Bonds mutilated, stolen, lost or destroyed or (b)
1742 any tax or other governmental charge imposed in relation to the transfer, exchange, registration,
1743 redemption or payment of the Bonds. Upon such transfer a replacement Bond or Bonds of
1744 authorized denominations of the same maturity and for the same aggregate principal amount will
1745 be issued to the transferee in exchange therefore.

1746 *****

1747 BOND ASSIGNMENT

1748 FOR VALUE RECEIVED, the undersigned does (do) hereby sell, assign and transfer to

1750 _____
1751 (Name and Address)

1752 _____
1753 _____
1754 _____
1755 _____
1756 _____
1757 _____
1758 (Social Security or Taxpayer Identifying No.)
1759

1760 the Bond to which this assignment is affixed in the outstanding principal amount of
1761 \$_____ standing in the name of the undersigned on the books of the Treasurer of the
1762 State of Kansas (the "Bond Registrar"). The undersigned does (do) hereby irrevocably constitute
1763 and appoint _____ as attorney to transfer said Bond on the books
1764 of said Bond Registrar with full power of substitution in the premises.
1765

1766 Dated _____

1767 _____
1768 Name

1769 _____
1770 Social Security or Taxpayer
1771 Identifying No.

1772 _____
1773 Signature (Sign Here Exactly as
1774 Name(s) Appear on Face of
1775 Certificate)
1776

1777 _____
1778 Signature guaranty:

1779 _____
1780 By _____
1781

1782 *****

1783
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1816

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 September 20, 2011.

WITNESS my hand and official seal.

(manual)

City Clerk

(SEAL)

CERTIFICATE OF STATE TREASURER

OFFICE OF THE TREASURER, STATE OF KANSAS

I, RON ESTES, 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.

RON ESTES
TREASURER OF THE STATE OF KANSAS

By _____
State Treasurer

(SEAL)

1817
1818
1819
1820

EXHIBIT B
(DTC LETTERS OF REPRESENTATION)