

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

\*\*\*\*\*

RESOLUTION

OF

CITY OF TOPEKA, KANSAS

ADOPTED

AUGUST 23, 2011



\$25,765,000  
GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BONDS  
SERIES 2011-A

\*\*\*\*\*

42 RESOLUTION

43 TABLE OF CONTENTS

44  
45  
46 ARTICLE I  
47 DEFINITIONS

48 Page  
49 Section 101. Definitions of Words and Terms..... 2

50  
51 ARTICLE II  
52 AUTHORIZATION AND DETAILS OF THE BONDS

53  
54 Section 201. Authorization of the Bonds..... 7  
55 Section 202. Description of the Bonds..... 7  
56 Section 203. Designation of Paying Agent and Bond Registrar..... 8  
57 Section 204. Method and Place of Payment of the Bonds..... 8  
58 Section 205. Registration, Transfer and Exchange of Bonds..... 9  
59 Section 206. Execution, Registration, Authentication and Delivery of Bonds..... 10  
60 Section 207. Mutilated, Lost, Stolen or Destroyed Bonds..... 11  
61 Section 208. Cancellation and Destruction of Bonds upon Payment..... 11  
62 Section 209. Preliminary and Final Official Statement..... 11  
63 Section 210. Sale of the Bonds..... 12  
64 Section 211. Book-Entry Bonds; Securities Depository..... 12

65  
66 ARTICLE III  
67 REDEMPTION OF BONDS

68  
69 Section 301. Optional Redemption by the City..... 13  
70 Section 302. Selection of Bonds to be Redeemed..... 13  
71 Section 303. Notice and Effect of Call for Redemption..... 13

72  
73 ARTICLE IV  
74 SECURITY FOR AND PAYMENT OF BONDS

75  
76 Section 401. Security for the Bonds..... 15  
77 Section 402. Levy and Collection of Annual Tax..... 15

78  
79 ARTICLE V  
80 ESTABLISHMENT OF FUNDS AND ACCOUNTS  
81 DEPOSIT AND APPLICATION OF MONEYS

82  
83 Section 501. Establishment of Funds and Account..... 15  
84 Section 502. Disposition of Bond Proceeds..... 16  
85 Section 503. Withdrawals from the Series 2011-A Project Account..... 16  
86 Section 504. Surplus in the Series 2011-A Project Account..... 16  
87 Section 505. Application of Moneys in Series 2011-A Principal and Interest Account. 16  
88 Section 506. Application of Moneys in Series 2011-A Rebate Funds..... 17  
89 Section 507. Deposits and Investment of Moneys..... 17  
90 Section 508. Nonpresentment of Bonds..... 17

91  
92

93	ARTICLE VI	
94		
95	DEFAULT AND REMEDIES	
96		
97	Section 601. Remedies.....	18
98	Section 602. Limitation on Rights of Owners.....	18
99	Section 603. Remedies Cumulative.....	18
100		
101	ARTICLE VII	
102		
103	DEFEASANCE	
104		
105	Section 701. Defeasance.....	19
106		
107	ARTICLE VIII	
108		
109	TAX COVENANTS	
110		
111	Section 801. General Covenants.....	19
112	Section 802. Rebate Covenants.....	20
113	Section 803. Survival of Covenants.....	20
114	Section 804. Qualified Tax-exempt Obligations.....	20
115		
116	ARTICLE IX	
117		
118	CONTINUING DISCLOSURE REQUIREMENTS	
119		
120	Section 901. Disclosure Requirements.....	20
121	Section 902. Failure to Comply with Continuing Disclosure Requirements.....	20
122		
123	ARTICLE X	
124		
125	MISCELLANEOUS PROVISIONS	
126		
127	Section 1001. Redemption of Refunded Bonds.....	20
128	Section 1002. Annual Audit.....	21
129	Section 1003. Amendments.....	21
130	Section 1004. Notices, Consents and Other Instruments by Owners.....	22
131	Section 1005. Further Authority.....	22
132	Section 1006. Severability.....	23
133	Section 1007. Governing Law.....	23
134	Section 1008. Effective Date.....	23
135	Passage.....	23
136	Signatures and Seal.....	23
137		
138	Exhibit A: Form of Bond	
139	Exhibit B: Letter of Representations	

140  
141  
142  
143  
144  
145  
146  
147  
148  
149  
150  
151

**RESOLUTION NO. 8365**

**A RESOLUTION INTRODUCED BY ACTING CITY MANAGER DANIEL R. STANLEY PRESCRIBING THE FORM AND DETAILS OF GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BONDS, SERIES 2011-A OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$25,765,000 THE ISSUANCE OF WHICH WERE AUTHORIZED BY THE CITY PURSUANT TO ITS ORDINANCE NO. 19624 ADOPTED AND APPROVED AUGUST 23, 2011; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.**

152       **WHEREAS**, the Governing Body of the City of Topeka, Kansas, (the "City") has caused  
153 certain street, sanitary sewer, trafficway, public building and park improvements (the  
154 "Improvements") to be made in the City under the authority of K.S.A. 12-6a01 *et seq.*, as  
155 amended, Charter Ordinance No. 89 of the City, and other provisions of the laws of the State of  
156 Kansas applicable thereto; and

157  
158       **WHEREAS**, the City has heretofore duly authorized, issued and delivered its  
159 \$13,670,000 principal amount of General Obligation Bonds, Series 2006-A, dated November 28,  
160 2006, (the "Series 2006-A Bonds") pursuant to its Ordinance adopted November 7, 2006, (the  
161 "Series 2006-A Bond Ordinance") in accordance with the requirements of K.S.A. 12-685 *et seq.*,  
162 K.S.A. 12-6a01 *et seq.*, all as amended, the home rule authority granted to the cities of the State  
163 of Kansas by Section 5 of Article 12 of the Kansas Constitution and Charter Ordinance No. 89 of  
164 the City. The terms and conditions of the Series 2006-A Bonds were set forth in a Resolution  
165 adopted on November 7, 2006 (the "Series 2006-A Bond Resolution"); and

166  
167       **WHEREAS**, the City has heretofore duly authorized, issued and delivered its \$7,570,000  
168 principal amount of General Obligation Bonds, Series 2006-B, dated November 28, 2006, (the  
169 "Series 2006-B Bonds") pursuant to its Ordinance adopted November 7, 2006, (the "Series 2006-  
170 B Bond Ordinance") in accordance with the requirements of the home rule authority granted to  
171 the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution and  
172 Charter Ordinance No. 89 of the City. The terms and conditions of the Series 2006-B Bonds  
173 were set forth in a Resolution adopted on November 7, 2006 (the "Series 2006-B Bond  
174 Resolution"); and

175  
176       **WHEREAS**, the City has by its Ordinance No. 19624 adopted and approved August 23,  
177 2011, (the "Ordinance") authorized the issuance of its General Obligation Improvement and  
178 Refunding Bonds, Series 2011-A in the aggregate principal amount of \$25,765,000 (the  
179 "Bonds") under the authority of K.S.A. 10-427 *et seq.*, K.S.A. 12-6a01 *et seq.*, all as amended,  
180 and Charter Ordinance No. 89 of the City to (a) pay the cost of making the Improvements; (b)(1)  
181 currently refund the Series 2006-A Bonds maturing on August 15, 2014, through and including  
182 August 15, 2026, (i.e., \$9,940,000) and (2) currently refund the remaining outstanding amounts  
183 of the Series 2006-B Bonds maturing on August 15, 2012, (i.e., \$30,000) and August 15, 2013,  
184 (i.e., \$160,000) and all of the Series 2006-B Bonds maturing on August 15, 2014, through and  
185 including August 15, 2022, (i.e., \$1,890,000) (collectively, the "Refunded Bonds"); and (c) pay  
186 the costs of issuing the Bonds; and

187  
188       **WHEREAS**, in accordance with the City's notice of the sale of the Bonds published in  
189 accordance with the requirements of law the Bonds have been sold to and purchased by Piper  
190 Jaffray & Co., Minneapolis, Minnesota (the "Original Purchaser"); and  
191



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

251  
252           **"Dated Date"** means September 20, 2011.

253  
254           **"Defaulted Interest"** means interest on any Bond which is payable but not paid on any  
255 Interest Payment Date.

256  
257           **"Defeasance Obligations"** means any of the following obligations:

258  
259           (a) United States Government Obligations that are not subject to redemption in  
260 advance of their maturity dates; or

261  
262           (b) obligations of any state or political subdivision of any state, the interest on which  
263 is excluded from gross income for federal income tax purposes and which meet the following  
264 conditions:

265  
266           (1) the obligations are (i) not subject to redemption prior to maturity or (ii) the trustee  
267 for such obligations has been given irrevocable instructions concerning their calling and  
268 redemption and the issuer of such obligations has covenanted not to redeem such obligations  
269 other than as set forth in such instructions;

270  
271           (2) the obligations are secured by cash or United States Government Obligations that  
272 may be applied only to principal of, premium, if any, and interest payments on such obligations;

273  
274           (3) such cash and the principal of and interest on such United States Government  
275 Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the  
276 obligations;

277  
278           (4) such cash and United States Government Obligations serving as security for the  
279 obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust; and

280  
281           (5) such cash and United States Government Obligations are not available to satisfy  
282 any other claims, including those against the trustee or escrow agent.

283  
284           **"Disclosure Certificate"** means the Continuing Disclosure Certificate attached to the  
285 City's Final Certificate as *Exhibit D* and included in the transcript of proceedings pertaining to  
286 the issuance of the Bonds.

287  
288           **"Event of Default"** means any of the following occurrences or events:

289  
290           (a) Payment of the principal or the Redemption Price of any of the Bonds shall not be  
291 made when the same shall become due and payable, either at Stated Maturity or by proceedings  
292 for redemption or otherwise; or

293  
294           (b) Payment of any installment of interest on any of the Bonds shall not be made on  
295 the Interest Payment Date when the same shall become due; or

296  
297           (c) The City shall default in the due and punctual performance of any other of the  
298 covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on

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

303  
304 **"Federal Tax Certificate"** means the certificate so named and included in the transcript  
305 of proceedings pertaining to the issuance of the Bonds describing the investment and use of the  
306 proceeds of the Bonds.

307  
308 **"Fiscal Year"** means the twelve month period ending on December 31.

309  
310 **"Funds and Accounts"** means funds and accounts created or referred to in **Section 501**  
311 hereof.

312  
313 **"Improvements"** means certain street, sanitary sewer, public building, trafficway and  
314 park improvements constructed in the City in accordance with the legal authority as described in  
315 the recitals to this Resolution and in the Ordinance.

316  
317 **"Interest Payment Date(s)"** means the Stated Maturity of an installment of interest on  
318 any Bond which shall be February 15 and August 15 of each year, commencing February 15,  
319 2012.

320  
321 **"Maturity"** means when used with respect to any Bond, the date on which the principal  
322 of such Bond becomes due and payable as therein and herein provided, whether at the Stated  
323 Maturity thereof or upon on call for redemption or otherwise.

324  
325 **"Mayor"** means the duly appointed and/or elected Mayor of the City or, in the Mayor's  
326 absence, the duly appointed Deputy Mayor or Acting Mayor of the City.

327  
328 **"Moody's"** means Moody's Investors Service, Inc., New York, New York, and any  
329 successors or assigns to the Bond rating functions thereof which is deemed acceptable by the  
330 City and Bond Counsel.

331  
332 **"Original Purchaser"** means, with respect to the Bonds, Piper Jaffray & Co.,  
333 Minneapolis, Minnesota.

334  
335 **"Ordinance"** means Ordinance No. 19624 adopted and approved August 23, 2011, and  
336 published as required by law, pursuant to which the issuance of the Bonds has been authorized.

337  
338 **"Outstanding"** means, when used with reference to the Bonds, as of a particular date of  
339 determination, all Bonds theretofore authenticated and delivered, except the following Bonds:

340  
341 (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent  
342 for cancellation;

343  
344 (b) Bonds deemed to be paid in accordance with the provisions of **Section 701**  
345 hereof; and

346  
347 (c) Bonds in exchange for or in lieu of which other Bonds have been authenticated  
348 and delivered hereunder.

349  
350 **"Owner"** means when used with respect to any Bond, the Person in whose name such  
351 Bond is registered on the Bond Register.

352

353           **"Participants"** means those financial institutions for whom the Securities Depository  
354 effects book-entry transfers and pledges of securities deposited with the Securities Depository, as  
355 such listing of Participants exists at the time of such reference.  
356

357           **"Paying Agent"** means the State Treasurer, and any successors and assigns thereof to the  
358 duties and responsibilities described in this Resolution and in the related agreement between the  
359 City and the State Treasurer.  
360

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

383           **"Person"** means any natural person, as well as any corporation, partnership, joint  
384 venture, association, firm, joint-stock company, trust, unincorporated organization, or  
385 government or any agency or political subdivision thereof or other public body.  
386

387           **"Purchase Price"** means the purchase price of the Bonds as set forth in the *Bid Proposal*  
388 *for Purchase of the Bonds* as submitted by the Original Purchaser and accepted by the City, plus  
389 accrued interest to the date of delivery.  
390

391           **"Record Dates"** means, for the interest payable on any Interest Payment Date, the first  
392 day (whether or not a Business Day) of each month of such Interest Payment Date.  
393

394           **"Redemption Date"** means when used with respect to any Bond to be redeemed, the  
395 date fixed for the redemption of such Bond pursuant to the terms of this Resolution.  
396

397           **"Redemption Price"** means when used with respect to any Bond to be redeemed the  
398 price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including  
399 the applicable redemption premium, if any, but excluding installments of interest whose Stated  
400 Maturity is on or before the Redemption Date.  
401

402           **"Refunded Bonds"** means the Series 2006-A Bonds (i.e., \$9,940,000) and Series 2006-B  
403 Bonds (i.e., \$2,080,000) being refunded with the proceeds of the Series 2011-A-1 Bonds.  
404

405           **"Refunded Bond Ordinances"** means the Ordinances of the City authorizing the  
406 issuance of the City's Series 2006-A Bonds, Series 2006-B Bonds.

407  
408           **"Refunded Bond Resolutions"** means the Resolutions of the City setting forth the terms  
409 and conditions of the City's Series 2006-A Bonds and Series 2006-B Bonds.  
410

411           **"Refunded Bonds Paying Agent"** means the Treasurer of the State of Kansas, Topeka,  
412 Kansas.  
413

414           **"Replacement Bonds"** means Bonds issued to the beneficial owners of the Bonds in  
415 accordance with **Section 211** hereof.  
416

417           **"Representation Letter"** means the Blanket Issuer Letter of Representations from the  
418 City to the Securities Depository with respect to the Bonds, substantially in the form attached to  
419 this Resolution as *Exhibit B*.  
420

421           **"Resolution"** means this resolution relating to the Bonds, and any Supplemental  
422 Resolution.  
423

424           **"Securities Depository"** means, initially, The Depository Trust Company, New York,  
425 New York, and any successors and assigns.  
426

427           **"Series 2006-A Bonds"** means the City's General Obligation Bonds, Series 2006-A  
428 maturing on August 15, 2014, through and including August 15, 2026 (i.e., 9,940,000) being  
429 currently refunded with proceeds of the Series 2011-A-1 Bonds.  
430

431           **"Series 2006-B Bonds"** means the remaining outstanding portion of the General  
432 Obligation Bonds, Series 2006-B, maturing on August 15, 2012, (i.e., \$30,000) and August 15,  
433 2013, (i.e., \$160,000) and all of the General Obligation Bonds, Series 2006-B, maturing on  
434 August 15, 2014, through and including, August 15, 2022, (i.e., \$1,890,000); being currently  
435 refunded with the proceeds of the Series 2011-A-1 Bonds.  
436

437           **"Series 2011-A Principal and Interest Account"** means the Principal and Interest  
438 Account for the City of Topeka, Kansas, General Obligation Improvement and Refunding  
439 Bonds, Series 2011-A, created herein within the City's Bond and Interest Fund.  
440

441           **"Series 2011-A Project Account"** means the Project Account for the Improvements in  
442 the treasury of the City, created herein.  
443

444           **"Series 2011-A Rebate Fund"** means the Rebate Fund for the City of Topeka, Kansas,  
445 General Obligation Improvement and Refunding Bonds, Series 2011-A, created herein.  
446

447           **"Special Record Date"** means the date fixed by the Paying Agent pursuant to **Section**  
448 **204** hereof for the payment of Defaulted Interest.  
449

450           **"Standard & Poor's"** means Standard & Poor's Ratings Services, a Division of The  
451 McGraw Hill Companies, Inc., New York, New York and any successors or assigns to the Bond  
452 rating functions thereof which is deemed acceptable by the City and Bond Counsel.  
453

454           **"State"** means the State of Kansas.  
455

456           **"State Treasurer"** means the duly elected Treasurer or, in the Treasurer's absence, the  
457 duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas and any successors  
458 or assigns.  
459

460 "Stated Maturity" means (i) with respect to any Bond principal payment, the date on  
461 which payment of principal is due and payable on any Bond, as specified on that Bond and in  
462 this Resolution, and (ii) with respect to any Interest Payment, each February 15 and August 15 of  
463 the year in which any Bond is Outstanding, beginning February 15, 2012.  
464

465 "Treasurer" means the duly appointed and/or elected Treasurer of the City or, in the  
466 Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the City.  
467

468 "United States Government Obligations" means bonds, notes, certificates of  
469 indebtedness, U.S. Treasury or other securities consisting of direct obligations of, or obligations  
470 the principal of and interest on which are fully and unconditionally guaranteed as to full and  
471 timely payment by, the United States of America, including evidences of a direct ownership  
472 interest in the future interest or principal payment on obligations issued by the United States of  
473 America (including the interest component of obligations of the Resolution Funding  
474 Corporation).  
475

## 476 ARTICLE II

### 477 AUTHORIZATION AND DETAILS OF THE BONDS

478  
479 **Section 201. Authorization of the Bonds.** There shall be issued and hereby are  
480 authorized and directed to be issued General Obligation Improvement and Refunding Bonds,  
481 Series 2011-A of the City in the aggregate principal amount of \$25,765,000 for the purpose of  
482 providing funds to pay the costs of the Improvements and currently refund the Refunded Bonds  
483 all as described in the Ordinance, in accordance with K.S.A. 10-427 et seq., K.S.A. 12-6a01 et  
484 seq., Charter Ordinance No. 89 of the City, Article 1 of Chapter 10, Kansas Statutes Annotated,  
485 all as amended, and other provisions of the laws of the State of Kansas applicable thereto.  
486  
487

488 **Section 202. Description of the Bonds.** The Bonds shall consist of fully registered  
489 bonds in the denominations of \$5,000 or any integral multiple thereof and shall be numbered in  
490 such manner as the Bond Registrar shall determine. All of the Bonds shall be dated September  
491 20, 2011, shall become due in the amounts on the Stated Maturities (subject to redemption and  
492 payment prior to their Stated Maturities as provided in Article III hereof), and shall bear interest  
493 at the rates per annum as follows:  
494

495	MATURITY	PRINCIPAL	INTEREST
496	<u>(August 15)</u>	<u>AMOUNT</u>	<u>RATE</u>
497		SERIAL BONDS	
498			
499	2012	\$ 100,000	2.000%
500	2013	735,000	3.000
501	2014	1,360,000	4.000
502	2015	1,420,000	4.000
503	2016	1,475,000	4.000
504	2017	1,535,000	2.000
505	2018	1,565,000	2.000
506	2019	1,595,000	2.250
507	2020	1,630,000	2.500
508	2021	1,675,000	2.750
509	2022	1,725,000	3.000
510	2023	1,535,000	3.250

511 (Continued on next page)  
512

513	2024	1,585,000	3.500
514	2025	1,640,000	3.625
515	2026	1,700,000	3.750
516	2027	825,000	4.000
517	2028	860,000	4.000
518	2029	900,000	4.000
519	2030	935,000	4.125
520	2031	970,000	4.250

521  
522

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

527

528 Each of the Bonds, as originally issued or issued upon transfer, exchange or substitution,  
529 shall be typed or printed in accordance with the format required by the Attorney General of the  
530 State and shall be substantially in the form attached hereto as *Exhibit A* or as may be required by  
531 the Attorney General pursuant to the Notice of Systems of Registration for Kansas Municipal  
532 Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas Bond Registration Law, K.S.A.  
533 10-620 *et seq.*

534

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

541

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

551

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

554

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

559

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

563

564 The interest payable on each Bond on any Interest Payment Date shall be paid to the  
565 Owner of such Bond as shown on the Bond Register at the close of business on the Record Date  
566 for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner

567 shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000  
568 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon  
569 written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the  
570 Record Date for such interest, containing the electronic transfer instructions including the bank  
571 (which shall be in the continental United States) ABA routing number and account number to  
572 which such Owner wishes to have such transfer directed.  
573

574 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with  
575 respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record  
576 Date and shall be payable to the Owner in whose name such Bond is registered at the close of  
577 business on the Special Record Date for the payment of such Defaulted Interest, which Special  
578 Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the  
579 Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond  
580 and the date of the proposed payment (which date shall be at least 30 days after receipt of such  
581 notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an  
582 amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted  
583 Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the  
584 date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a  
585 Special Record Date for the payment of such Defaulted Interest which shall be not more than 15  
586 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall  
587 promptly notify the City of such Special Record Date and, in the name and at the expense of the  
588 City, shall cause notice of the proposed payment of such Defaulted Interest and the Special  
589 Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond  
590 entitled to such notice at the address of such Owner as it appears on the Bond Register not less  
591 than 10 days prior to such Special Record Date.  
592

593 The Paying Agent shall keep a record of payment of principal and Redemption Price of  
594 and interest on all Bonds and at least annually shall forward a copy or summary of such records  
595 to the City.  
596

597 **Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants that,  
598 as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the  
599 office of the Bond Registrar as herein provided. Each Bond when issued shall be registered in  
600 the name of the Owner thereof on the Bond Register.  
601

602 Bonds may be transferred and exchanged only on the Bond Register as provided in this  
603 Section. Upon surrender of any Bond at the principal corporate trust office of the Bond Regis-  
604 trar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds in any  
605 authorized denomination of the same Stated Maturity and in the same aggregate principal  
606 amount as the Bond that was presented for transfer or exchange.  
607

608 Bonds presented for transfer or exchange shall be accompanied by a written instrument or  
609 instruments of transfer or authorization for exchange, in a form and with guarantee of signature  
610 satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly  
611 authorized agent.  
612

613 In all cases in which the privilege of transferring or exchanging Bonds is exercised, the  
614 Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this  
615 Resolution. The City shall pay the fees and expenses of the Bond Registrar for the registration,  
616 transfer and exchange of Bonds provided for by this Resolution and the cost of printing a  
617 reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred  
618 in the secondary market, other than fees of the Bond Registrar, are the responsibility of the  
619 Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification  
620 number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient

621 to pay any governmental charge required to be paid as a result of such failure. In compliance  
622 with Section 3406 of the Code, such amount may be deducted by the Paying Agent from  
623 amounts otherwise payable to such Owner hereunder or under the Bonds.  
624

625 The City and the Bond Registrar shall not be required (a) to register the transfer or  
626 exchange of any Bond that has been called for redemption after notice of such redemption has  
627 been mailed by the Bond Registrar pursuant to **Section 303** hereof and during the period of 15  
628 days next preceding the date of mailing of such notice of redemption; or (b) to register the  
629 transfer or exchange of any Bond during a period beginning at the opening of business on the  
630 day after receiving written notice from the City of its intent to pay Defaulted Interest and ending  
631 at the close of business on the date fixed for the payment of Defaulted Interest pursuant to  
632 **Section 204** hereof.  
633

634 The City and the Paying Agent may deem and treat the Person in whose name any Bond  
635 is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is  
636 overdue or not, for the purpose of receiving payment of, or on account of, the principal or  
637 Redemption Price of and interest on said Bond and for all other purposes. All payments so made  
638 to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge  
639 the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the  
640 Paying Agent shall be affected by any notice to the contrary.  
641

642 At reasonable times and under reasonable regulations established by the Bond Registrar,  
643 the Bond Register may be inspected and copied by the Owners of 10% or more in principal  
644 amount of the Bonds then Outstanding or any designated representative of such Owners whose  
645 authority is evidenced to the satisfaction of the Bond Registrar.  
646

647 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.** Each  
648 of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially  
649 delivered, shall be executed for and on behalf of the City by the manual or facsimile signature of  
650 the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the City  
651 shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and  
652 directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds  
653 to be registered in the office of the Clerk, which registration shall be evidenced by the manual or  
654 facsimile signature of the Clerk with the seal of the City affixed thereto or imprinted thereon.  
655 The Bonds shall also be registered in the office of the State Treasurer, which registration shall be  
656 evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State  
657 Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on  
658 any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall  
659 nevertheless be valid and sufficient for all purposes, as if such person had remained in office  
660 until delivery. Any Bond may be signed by such persons who at the actual time of the execution  
661 of such Bond are the proper officers to sign such Bond although at the date of such Bond such  
662 persons may not have been such officers.  
663

664 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially in the  
665 form attached hereto as *Exhibit A* hereof, which shall be manually executed by an authorized  
666 officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or  
667 employee sign the *Certificate of Authentication* on all of the Bonds that may be issued hereunder  
668 at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be  
669 valid or obligatory for any purpose unless and until such *Certificate of Authentication* has been  
670 duly executed by the Bond Registrar. Such executed *Certificate of Authentication* upon any  
671 Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered  
672 under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the  
673 Original Purchasers upon instructions of the City or its representative.  
674

675 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.** If (a) any mutilated Bond is  
676 surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of  
677 the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond  
678 Registrar such security or indemnity as may be required by each of them, then, in the absence of  
679 notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide  
680 purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall  
681 authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or  
682 stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.  
683

684 If any such mutilated, destroyed, lost or stolen Bond has become or is about to become  
685 due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.  
686

687 Upon the issuance of any new Bond under this Section, the City may require the payment  
688 by the Owner of a sum sufficient to cover any tax or other governmental charge that may be  
689 imposed in relation thereto and any other expenses (including the fees and expenses of the Bond  
690 Registrar) connected therewith.  
691

692 Every new Bond issued pursuant to this Section shall constitute a replacement of the prior  
693 obligation of the City, and shall be entitled to all the benefits of this Resolution equally and  
694 ratably with all other Outstanding Bonds.  
695

696 **Section 208. Cancellation and Destruction of Bonds Upon Payment.** All Bonds that  
697 have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either  
698 at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment,  
699 redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance  
700 with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate  
701 in duplicate describing the Bonds so cancelled and destroyed and shall file an executed  
702 counterpart of such certificate with the City.  
703

704 **Section 209. Preliminary and Final Official Statement.** The *Preliminary Official*  
705 *Statement* dated August 16, 2011, is hereby ratified and approved. For the purpose of enabling  
706 the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities  
707 and Exchange Commission, the City hereby deems the information regarding the City contained  
708 in the *Preliminary Official Statement* to be "final" as of its date, except for the omission of such  
709 information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the City are  
710 hereby authorized, if requested, to provide the Original Purchaser a letter or certification to such  
711 effect and to take such other actions or execute such other documents as such officers in their  
712 reasonable judgment deem necessary to enable the Original Purchaser to comply with the  
713 requirement of such Rule.  
714

715 The final *Official Statement* is hereby authorized to be prepared by supplementing,  
716 amending and completing the *Preliminary Official Statement*, with such changes and additions  
717 thereto as are necessary to conform to and describe the transaction. The Mayor is hereby  
718 authorized to execute the final *Official Statement* as so supplemented, amended and completed,  
719 and the use and public distribution of the final *Official Statement* by the Original Purchaser in  
720 connection with the reoffering of the Bonds is hereby authorized. The proper officials of the  
721 City are hereby authorized to execute and deliver a certificate pertaining to such *Official*  
722 *Statement* as prescribed therein, dated as of the date of payment for and delivery of the Bonds.  
723

724 The City agrees to provide to the Original Purchaser within seven business days of the  
725 date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the Original  
726 Purchasers to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and  
727 Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities  
728 Rulemaking Board.

729  
730 **Section 210. Sale of the Bonds.** The sale of the Bonds to the Original Purchaser is  
731 hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original Purchaser as  
732 soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.  
733

734  
735 **Section 211. Book-Entry Bonds; Securities Depository.**  
736

737 (a) The Bonds shall initially be registered to Cede & Co., the nominee for the  
738 Securities Depository, and no beneficial owner will receive certificates representing its  
739 respective interests in the Bonds, except in the event the Bond Registrar issues Replacement  
740 Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds,  
741 the Securities Depository will make book-entry transfers among its Participants and receive and  
742 transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants  
743 until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the  
744 beneficial owners as described in subsection (b).  
745

746 (b) (1) If the City determines (A) that the Securities Depository is unable to properly  
747 discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as  
748 a securities depository and registered clearing agency under the Securities and Exchange Act of  
749 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any  
750 Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the  
751 beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from  
752 Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the  
753 records of the Securities Depository (and certified to such effect by the Securities Depository),  
754 that the continuation of a book-entry system to the exclusion of any Bonds being issued to any  
755 Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the  
756 Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and  
757 of the availability of certificates to Owners requesting the same, and the Bond Registrar shall  
758 register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or  
759 their nominees in principal amounts representing the interest of each, making such adjustments  
760 as it may find necessary or appropriate as to accrued interest and previous calls for redemption;  
761 provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the  
762 City, with the consent of the Bond Registrar, may select a successor securities depository in  
763 accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all  
764 references to the Securities Depository herein shall relate to the period of time when the  
765 Securities Depository has possession of at least one Bond. Upon the issuance of Replacement  
766 Bonds, all references herein to obligations imposed upon or to be performed by the Securities  
767 Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to the  
768 extent applicable with respect to such Replacement Bonds. If the Securities Depository resigns  
769 and the City, the Bond Registrar or Owners are unable to locate a qualified successor of the  
770 Securities Depository in accordance with **Section 211(c)** hereof, then the Bond Registrar shall  
771 authenticate and cause delivery of Replacement Bonds to Owners, as provided herein. The Bond  
772 Registrar may rely on information from the Securities Depository and its Participants as to the  
773 names of the beneficial owners of the Bonds. The cost of printing, registration, authentication  
774 and delivery of Replacement Bonds shall be paid for by the City.  
775

776 (c) In the event the Securities Depository resigns, is unable to properly discharge its  
777 responsibilities, or is no longer qualified to act as a securities depository and registered clearing  
778 agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a  
779 successor Securities Depository provided the Bond Registrar and the City receive written  
780 evidence with respect to the ability of the successor Securities Depository to discharge its  
781 responsibilities. Any such successor Securities Depository shall be a securities depository which  
782 is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or

783 other applicable statute or regulation that operates a securities depository upon reasonable and  
784 customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall  
785 cause the delivery of Bonds to the successor Securities Depository in appropriate denominations  
786 and form as provided herein.

787  
788 (d) The execution and delivery of the Representation Letter to DTC by the Mayor of  
789 the City in the form attached hereto as Exhibit B with such changes, omissions, insertions and  
790 revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the  
791 Representation Letter by the Mayor shall be conclusive evidence of such approval. The  
792 Representation Letter shall set forth certain matters with respect to, among other things, notices,  
793 consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments  
794 on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder  
795 as it has with respect to its actions under this Resolution.

### 796 797 ARTICLE III

### 798 799 REDEMPTION OF BONDS

800  
801 **Section 301. Optional Redemption of Bonds.** The Bonds maturing prior to August 15,  
802 2016, shall become due without the option of prior payment. The Bonds maturing on or after  
803 August 15, 2017, may be called for redemption and payment prior to maturity on August 15,  
804 2016, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be  
805 selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar  
806 in such equitable manner as they shall designate), at the redemption price equal to the principal  
807 amount thereof, plus accrued interest thereon to the date fixed for redemption and payment.

808  
809 **Section 302. Selection of Bonds to be Redeemed.** Bonds shall be redeemed only in the  
810 principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of  
811 the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be  
812 redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such  
813 equitable manner as the Bond Registrar may determine.

814  
815 In the case of a partial redemption of Bonds by lot when Bonds of denominations greater  
816 than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each  
817 \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of  
818 \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value  
819 represented by any Bond is selected for redemption, then upon notice of intention to redeem such  
820 \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and  
821 surrender such Bond to the Bond Registrar: (1) for payment of the Redemption Price and  
822 interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption,  
823 and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the  
824 aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If  
825 the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and  
826 exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption  
827 date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent  
828 only).

829  
830 **Section 303. Notice and Effect of Call for Redemption.** In the event the City desires  
831 to call the Bonds for redemption prior to maturity, written notice of such intent shall be provided  
832 to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior  
833 to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and  
834 shall give notice of such redemption as herein provided upon receipt by it of the City's written  
835 notice at least 45 days prior to the Redemption Date. If the Bonds are refunded more than 90  
836 days in advance of such Redemption Date, any escrow agreement entered into by the City in

837 connection with such refunding shall provide that such written instructions to the Paying Agent  
838 shall be given by the escrow agent on behalf of the City not more than 90 days prior to the  
839 Redemption Date. The Paying Agent may in its discretion waive such notice period so long as  
840 the notice requirements set forth in **Section 303** are met.

841  
842 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give  
843 written notice of the redemption of said Bonds on a specified date, the same being described by  
844 maturity, said notice to be mailed by United States first class mail addressed to the Owners of  
845 said Bonds to be redeemed and to the Original Purchasers of the Bonds, each of said notices to  
846 be mailed not less than 30 days prior to the date fixed for redemption. The City and Bond  
847 Registrar shall also give such additional notice as may be required by Kansas law or regulations  
848 of the Securities and Exchange Commission in effect as of the date of such notice.

849  
850 All official notices of redemption shall be dated and shall contain the following  
851 information:

- 852 (a) the Redemption Date;
- 853  
854 (b) the Redemption Price;
- 855  
856 (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in  
857 the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be  
858 redeemed;
- 859  
860 (d) a statement that on the Redemption Date the Redemption Price will become due  
861 and payable upon each such Bond or portion thereof called for redemption and that interest  
862 thereon shall cease to accrue from and after the Redemption Date; and
- 863  
864 (e) the place where such Bonds are to be surrendered for payment of the Redemption  
865 Price, which shall be the principal office of the Paying Agent.

866  
867 The failure of any Owner to receive notice given as heretofore provided or an immaterial  
868 defect therein shall not invalidate any redemption.

869  
870 Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of  
871 money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be  
872 redeemed on such Redemption Date.

873  
874 Official notice of redemption having been given as aforesaid, the Bonds or portions of  
875 Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption  
876 Price therein specified, and from and after the Redemption Date (unless the City defaults in the  
877 payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest.  
878 Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption  
879 Price shall be payable as herein provided for payment of interest. Upon surrender for any partial  
880 redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same  
881 Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have  
882 been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as  
883 provided herein and shall not be reissued.

884  
885 The Paying Agent is also directed to comply with any mandatory or voluntary standards  
886 then in effect for processing redemptions of municipal securities established by the State or the  
887 Securities Exchange Commission. Failure to comply with such standards shall not affect or  
888 invalidate the redemption of any Bond.

890  
891  
892  
893  
894  
895  
896  
897  
898  
899  
900  
901  
902  
903  
904  
905  
906  
907  
908  
909  
910  
911  
912  
913  
914  
915  
916  
917  
918  
919  
920  
921  
922  
923  
924  
925  
926  
927  
928  
929  
930  
931  
932  
933  
934  
935  
936  
937  
938  
939  
940  
941  
942  
943

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

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

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

The taxes referred to above shall be extended upon the tax rolls in each of the several years, respectively, and shall be levied and collected at the same time and in the same manner as the other ad valorem taxes of the City are levied and collected. The proceeds derived from said taxes shall be deposited in the Series 2011-A Principal and Interest Account and, shall be kept separate and apart from all other funds of the City and shall be used solely for the payment of the principal of, redemption premium, if any, and interest on the Bonds as and when the same become due, taking into account the fees and expenses of the Bond Registrar and Paying Agent.

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

ARTICLE V

ESTABLISHMENT OF FUNDS AND ACCOUNTS  
DEPOSIT AND APPLICATION OF MONEYS

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

- (a) In the treasury of the City, the "Series 2011-A Project Account";
- (b) In the City's Bond and Interest Fund, the "Principal and Interest Account for the City of Topeka, Kansas, General Obligation Improvement and Refunding Bonds, Series 2011-A (the "Series 2011-A Principal and Interest Account"); and
- (c) In the treasury of the City, the Rebate Fund for the City of Topeka, Kansas, General Obligation Improvement and Refunding Bonds, Series 2011-A (the "Series 2011-A Rebate Fund").

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

944  
945 **Section 502. Disposition of Bond Proceeds.** The Purchase Price of the Bonds, upon  
946 issuance and delivery thereof, shall be deposited as follows:  
947

948 (a) Proceeds of the Series 2011-A Bonds in the amount of \$2,956,087.08 shall be  
949 deposited in the Series 2011-A Project Account to pay costs of the Improvements and the cost of  
950 issuing the Bonds; and  
951

952 (b) Proceeds of the Series 2011-A Bonds in the amount of \$10,918,661.02, shall be  
953 deposited in the Series 2011-A Project Account to be used for the redemption of a portion of the  
954 City's Temporary Notes, Series 2010-B, on October 1, 2011; and  
955

956 (c) Proceeds of the Series 2011-A Bonds in the amount of \$12,190,705.64 shall be  
957 deposited with the Treasurer of the State of Kansas for the redemption of the Refunded Bonds on  
958 September 22, 2011.  
959

960 **Section 503. Withdrawals from the Series 2011-A Project Account.** The Treasurer  
961 shall make withdrawals from the Series 2011-A Project Account solely for the purpose of paying  
962 costs and expenses of the Improvements, the redemption of a portion of the Series 2010-B  
963 Temporary Notes and paying the Costs of Issuance for the Bonds. Such withdrawals shall be  
964 made only on due authorization by the governing body of the City.  
965

966 **Section 504. Surplus in the Series 2011-A Project Account.** All moneys remaining in  
967 the Series 2011-A Project Account after the completion of the Improvements, as determined by  
968 the governing body of the City, shall be transferred immediately to the Series 2011-A Principal  
969 and Interest Account and applied to the next installment of principal due on the Series 2011-A  
970 Bonds from which such surplus moneys remain.  
971

972 **Section 505. Application of Moneys in Series 2011-A Principal and Interest**  
973 **Account.** All amounts paid and credited to the Series 2011-A Principal and Interest Account  
974 shall be expended and used by the City for the sole purpose of paying the principal or  
975 Redemption Price of and interest on the Bonds as and when the same become due and the usual  
976 and customary fees and expenses of the Bond Registrar and Paying Agent. The Treasurer is  
977 authorized and directed to withdraw from the Series 2011-A Principal and Interest Account sums  
978 sufficient to pay principal or Redemption Price of and interest on the Bonds and the fees and  
979 expenses of the Bond Registrar and Paying Agent as and when the same become due, and to  
980 forward such sums to the Paying Agent in a manner which ensures that the Paying Agent will  
981 receive immediately available funds in such amounts on or before the Business Day immediately  
982 preceding the dates when such principal or Redemption Price, interest and fees of the Bond  
983 Registrar and Paying Agent will become due. If, through the lapse of time or otherwise, the  
984 Owners of Bonds are no longer entitled to enforce payment of the Bonds or the interest thereon,  
985 the Paying Agent shall return said funds to the City. All moneys deposited with the Paying  
986 Agent shall be deemed to be deposited in accordance with and subject to all of the provisions  
987 contained in this Resolution and shall be held in trust by the Paying Agent for the benefit of the  
988 Owners of the Bonds entitled to payment from such moneys.  
989

990 Any moneys or investments remaining in the Series 2011-A Principal and Interest  
991 Accounts after the retirement of the indebtedness for which the Bonds were issued shall be  
992 transferred and paid into the Bond and Interest Fund of the City.  
993

994 **Section 506. Application of Moneys in the Series 2011-A Rebate Fund.**  
995

996 (a) There shall be deposited in the Series 2011-A Rebate Fund such amounts as are  
997 required to be deposited therein pursuant to the Arbitrage Instructions. All money at any time

998 deposited in the Series 2011-A Rebate Fund shall be held in trust, to the extent required to pay  
999 rebatable arbitrage to the United States of America, and neither the City nor the Owner of any  
1000 Series 2011-A Bond shall have any rights in or claim to such money. All amounts deposited into  
1001 or on deposit in the Series 2011-A Rebate Fund shall be governed by this Section and the  
1002 Arbitrage Instructions.  
1003

1004 (b) The City shall periodically determine the rebatable arbitrage, if any, under Section  
1005 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make  
1006 payments to the United States of America at the times and in the amounts determined under the  
1007 Arbitrage Instructions. Any moneys remaining in the Series 2011-A Rebate Fund after  
1008 redemption and payment of all of the Bonds and payment and satisfaction of any rebatable arbi-  
1009 trage, or provision made therefor, shall be deposited into the Series 2011-A Principal and Interest  
1010 Account of the City.  
1011

1012 (c) Notwithstanding any other provision of this Resolution, including in particular  
1013 Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and  
1014 to comply with all other requirements of this Section and the Arbitrage Instructions shall survive  
1015 the defeasance or payment in full of the Bonds.  
1016

1017 (d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond  
1018 Counsel, such amendment or replacement will not adversely affect the exclusion from gross  
1019 income for federal income tax purposes of interest on the Bonds.  
1020

1021 **Section 507. Deposits and Investment of Moneys.** Moneys in each of the Funds and  
1022 Accounts shall be invested in accordance with the requirements of K.S.A. 10-131, as amended.  
1023 All such investments constituting deposits shall be continuously and adequately secured by the  
1024 financial institutions holding such deposits as provided by the laws of the State. All moneys held  
1025 in the Funds and Accounts shall be kept separate and apart from all other funds of the City so  
1026 that there shall be no commingling of such funds with any other funds of the City.  
1027

1028 Moneys held in the funds and accounts herein created or established in conjunction with  
1029 the issuance of the Bonds may be invested by the City in Permitted Investments or in other  
1030 investments allowed by Kansas law in such amounts and maturing at such times as shall  
1031 reasonably provide for moneys to be available when required in said accounts or funds;  
1032 provided, however, that no such investment shall be made for a period extending longer than to  
1033 the date when the moneys invested may be needed for the purpose for which such fund or  
1034 account was created. All interest on any Permitted Investment held in any fund or account  
1035 (except amounts required to be deposited in the Series 2011-A Rebate Fund in accordance with  
1036 the Arbitrage Instructions) shall accrue to and become a part of such fund or account; provided,  
1037 however, that interest earned on investments of moneys held in the Series 2011-A Project  
1038 Account may, at the direction of the governing body of the City, be paid and credited to the  
1039 Series 2011-A Principal and Interest Account and used to pay interest on the Bonds. In  
1040 determining the amount held in any fund or account under the provisions of the Resolution,  
1041 Permitted Investments shall be valued at their par value or at their then current redemption value,  
1042 whichever is lower.  
1043

1044 **Section 508. Nonpresentment of Bonds.** If any Bond is not presented for payment  
1045 when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have  
1046 been made available to the Paying Agent, all liability of the City to the Owner thereof for the  
1047 payment of such Bond shall forthwith cease, determine and be completely discharged, and  
1048 thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for  
1049 interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted  
1050 exclusively to such funds for any claim of whatever nature on his part under this Resolution or  
1051 on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years

1052 after such principal or interest has become due and payable, such funds shall be paid to the City;  
1053 and all liability of the Paying Agent to the Owner thereof for the payment of such Bond shall  
1054 forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent  
1055 under this Section to pay any such funds to the City shall be subject to any provisions of law  
1056 applicable to the Paying Agent or to such funds providing other requirements for disposition of  
1057 unclaimed property.

## 1058 ARTICLE VI

### 1059 DEFAULT AND REMEDIES

1060  
1061  
1062  
1063 **Section 601. Remedies.** The provisions of the Resolution, including the covenants and  
1064 agreements herein contained, shall constitute a contract between the City and the Owners of the  
1065 Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less  
1066 than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the  
1067 equal benefit and protection of all Owners of Bonds similarly situated:

1068  
1069 (a) by mandamus or other suit, action or proceedings at law or in equity to enforce  
1070 the rights of such Owner or Owners against the City and its officers, agents and employees, and  
1071 to require and compel duties and obligations required by the provisions of the Resolution or by  
1072 the Constitution and laws of the State;

1073  
1074 (b) by suit, action or other proceedings in equity or at law to require the City, its  
1075 officers, agents and employees to account as if they were the trustees of an express trust; and

1076  
1077 (c) by suit, action or other proceedings in equity or at law to enjoin any acts or things  
1078 which may be unlawful or in violation of the rights of the Owners of the Bonds.

1079  
1080 **Section 602. Limitation on Rights of Owners.** The covenants and agreements of the  
1081 City contained herein and in the Bonds shall be for the equal benefit, protection, and security of  
1082 the Owners of any or all of the Bonds, all of which Bonds shall be equal rank and without  
1083 preference or priority of one Bond over any other Bond in the application of the funds herein  
1084 pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as  
1085 to rate of interest, date of maturity and right of prior redemption as provided in this Resolution.  
1086 No one or more Owners secured hereby shall have any right in any manner whatever by its  
1087 action to affect, disturb or prejudice the security granted and provided for herein, or to enforce  
1088 any right hereunder, except in the manner herein provided, and all proceedings at law or in  
1089 equity shall be instituted, had and maintained for the equal benefit of all Owners of Outstanding  
1090 Bonds.

1091  
1092 **Section 603. Remedies Cumulative.** No remedy conferred herein upon the Owners is  
1093 intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in  
1094 addition to every other remedy and may be exercised without exhausting and without regard to  
1095 any other remedy conferred herein. No waiver of any default or breach of duty or contract by the  
1096 Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract  
1097 or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise  
1098 any right or power accruing upon any default shall impair any such right or power or shall be  
1099 construed to be a waiver of any such default or acquiescence therein. Every substantive right  
1100 and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced  
1101 and exercised from time to time and as often as may be deemed expedient. If action or  
1102 proceedings taken by any Owner on account of any default or to enforce any right or exercise  
1103 any remedy has been discontinued or abandoned for any reason, or shall have been determined  
1104 adversely to such Owner, then, and in every such case, the City and the Owners of the  
1105 Outstanding Bonds shall be restored to their former positions and rights hereunder, respectively,

1106 and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action  
1107 or other proceedings had been brought or taken.

1108  
1109 ARTICLE VII

1110  
1111 DEFEASANCE

1112  
1113 **Section 701. Defeasance.** When any or all of the Bonds or scheduled interest payments  
1114 thereon have been paid and discharged, then the requirements contained in this Resolution and  
1115 the pledge of the City's faith and credit hereunder and all other rights granted hereby shall  
1116 terminate with respect to the Bonds or scheduled interest payments thereon so paid and dis-  
1117 charged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and  
1118 discharged within the meaning of this Resolution if there has been deposited with the Paying  
1119 Agent, or other commercial bank or trust company located in the State and having full trust  
1120 powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest pay-  
1121 ments thereon, in trust for and irrevocably appropriated thereto, moneys and/or Defeasance  
1122 Obligations which, together with the interest to be earned on any such Defeasance Obligations,  
1123 will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the  
1124 Stated Maturity or Redemption Date, or if default in such payment has occurred on such date,  
1125 then to the date of the tender of such payments; provided, however, that if any such Bonds are to  
1126 be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and  
1127 (2) either notice of such redemption has been given, or the City has given irrevocable  
1128 instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the  
1129 Bond Registrar to give such notice of redemption in compliance with **Section 303** of this  
1130 Resolution. Any money and Defeasance Obligations that at any time shall be deposited with the  
1131 Paying Agent or other commercial bank or trust company by or on behalf of the City, for the  
1132 purpose of paying and discharging any of the Bonds, shall be and are hereby assigned,  
1133 transferred and set over to the Paying Agent or other bank or trust company in trust for the  
1134 respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably  
1135 appropriated to the payment and discharge thereof. All money and Defeasance Obligations  
1136 deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited  
1137 in accordance with and subject to all of the provisions of this Resolution.

1138  
1139 ARTICLE VIII

1140  
1141 TAX COVENANTS

1142  
1143 **Section 801. General Covenants.**

1144  
1145 (a) The City covenants and agrees that (1) it will comply with all applicable  
1146 provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the  
1147 exclusion from gross income for federal income tax purposes of the interest on the Bonds and (2)  
1148 it will not use or permit the use of any Bond proceeds or any other funds of the City in a manner  
1149 which would adversely affect the exclusion from gross income of the interest on the bonds, and  
1150 (3) will not take or permit any other action, or fail to take any action, if any such action or failure  
1151 to take action would adversely effect the exclusion from gross income of the interest on the  
1152 Bonds. The City will, in addition, adopt such other ordinances or resolutions and take such other  
1153 actions as may be necessary to comply with the Code and with all other applicable future laws,  
1154 regulations, published rulings and judicial decisions, in order to ensure that the interest on the  
1155 Bonds will remain excluded from federal gross income, to the extent any such actions can be  
1156 taken by the City.

1157  
1158 (b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as  
1159 soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are

1160 issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of  
1161 the Bonds or any other funds of the City in any manner, and will not take or omit to take any  
1162 action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a)  
1163 of the Code.

1164  
1165 (c) The City covenants and agrees that it will not use any portion of the proceeds of  
1166 the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a  
1167 manner that would cause any Bond to be a "private activity bond" within the meaning of Section  
1168 141(a) of the Code.

1169  
1170 **Section 802. Rebate Covenant.** The City covenants and agrees that it will pay, or  
1171 provide for the payment of, from time to time all amounts required to be rebated to the United  
1172 States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall  
1173 survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended  
1174 or replaced if, in the opinion of Bond Counsel such amendment or replacement will not  
1175 adversely affect the exclusion from gross income for federal income tax purposes of interest on  
1176 the Bonds.

1177  
1178 **Section 803. Survival of Covenants.** The covenants contained in this Article shall  
1179 remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article  
1180 VII hereof or any other provision of this Resolution until the final maturity date of all Bonds  
1181 Outstanding.

1182  
1183 **Section 804. Qualified Tax-exempt Obligations.** The Bonds are not designated as  
1184 "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

## 1185 ARTICLE IX

### 1186 CONTINUING DISCLOSURE REQUIREMENTS

1187  
1188 **Section 901. Disclosure Requirements.** The City hereby covenants with the Original  
1189 Purchasers and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and  
1190 disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure  
1191 Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the  
1192 benefit of and enforceable by the Original Purchasers and such Beneficial Owners.

1193  
1194 **Section 902. Failure to Comply with Continuing Disclosure Requirements.** In the  
1195 event the City fails to comply in a timely manner with its covenants contained in the preceding  
1196 section, the Original Purchasers and/or any such Beneficial Owner may make demand for such  
1197 compliance by written notice to the City. In the event the City does not remedy such  
1198 noncompliance within 10 days of receipt of such written notice, the Original Purchasers or any  
1199 such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce  
1200 compliance by a suit or suits in equity for the specific performance of such covenant or  
1201 agreement contained in the preceding section or for the enforcement of any other appropriate  
1202 legal or equitable remedy as the Original Purchasers and/or any such Beneficial Owner shall  
1203 deem effectual to protect and enforce any of the duties of the City under such preceding section.  
1204  
1205

## 1206 ARTICLE X

### 1207 MISCELLANEOUS PROVISIONS

1208  
1209 **Section 1001. Redemption of Refunded Bonds.** That pursuant to the Refunded Bond  
1210 Resolutions, the City hereby calls the Refunded Bonds for redemption and payment on  
1211 September 22, 2011. The Refunded Bonds are being called at the redemption price of 101  
1212  
1213

1214 percent of the par value thereof plus accrued interest thereon to the redemption date. Subject to  
1215 the specific requirements of the Refunded Bond Resolutions which set forth the terms and  
1216 conditions of the Refunded Bonds, notice of redemption shall be given in accordance with  
1217 applicable law by the City giving written notice of its intention to redeem such bonds by mailing  
1218 by certified mail a copy of the City's order of redemption (the "Redemption Notice") to the State  
1219 Treasurer of the State of Kansas, 900 SW Jackson, Suite 201, Topeka, Kansas 66612, who upon  
1220 receipt of the Redemption Notice shall give notice of such call by mailing a copy of the  
1221 Redemption Notice by first class mail, postage prepaid, to the registered owner of each bond to  
1222 be redeemed at the address shown on the registration books maintained by the Bond Registrar.  
1223

1224 **Section 1002. Annual Audit.** Annually, promptly after the end of the Fiscal Year, the  
1225 City will cause an audit to be made of its funds and accounts for the preceding Fiscal Year by a  
1226 certified public accountant or firm of certified public accountants.  
1227

1228 Within 30 days after the completion of each such audit, a copy thereof shall be filed in  
1229 the office of the Clerk, and a duplicate copy of the audit shall be mailed to the Original Purchas-  
1230 ers. Such audit shall at all times during the usual business hours of the City be open to the  
1231 examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or  
1232 on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and  
1233 mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or  
1234 prospective Owner.  
1235

1236 As soon as possible after the completion of the annual audit, the governing body of the  
1237 City shall review such audit, and if the audit discloses that proper provision has not been made  
1238 for all of the requirements of this Resolution, the City shall promptly cure such deficiency.  
1239

1240 **Section 1003. Amendments.** The rights and duties of the City and the Owners, and the  
1241 terms and provisions of the Bonds or of this Resolution, may be amended or modified at any  
1242 time in any respect by resolution of the City with the written consent of the Owners of not less  
1243 than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced  
1244 by an instrument or instruments executed by such Owners and duly acknowledged or proved in  
1245 the manner of a deed to be recorded, and such instrument or instruments shall be filed with the  
1246 Clerk, but no such modification or alteration shall:  
1247

- 1248 (a) extend the maturity of any payment of principal or interest due upon any Bond;
- 1249
- 1250 (b) effect a reduction in the amount which the City is required to pay as principal of  
1251 or interest on any Bond;
- 1252
- 1253 (c) permit preference or priority of any Bond over any other Bond; or
- 1254
- 1255 (d) reduce the percentage in principal amount of Bonds required for the written  
1256 consent to any modification or alteration of the provisions of this Resolution.  
1257

1258 Any provision of the Bonds or of this Resolution may, however, be amended or modified  
1259 by resolution duly adopted by the governing body of the City at any time in any legal respect  
1260 with the written consent of the Owners of all of the Bonds at the time Outstanding.  
1261

1262 With notice to or the consent of any Owners, the City may amend or supplement this  
1263 Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity  
1264 therein or in connection with any other change therein which is not materially adverse to the  
1265 interests of the Owners.  
1266

1267 Every amendment or modification of the provisions of the Bonds or of this Resolution, to  
1268 which the written consent of the Owners is given, as above provided, shall be expressed in a  
1269 resolution adopted by the governing body of the City amending or supplementing the provisions  
1270 of this Resolution and shall be deemed to be a part of this Resolution. A certified copy of every  
1271 such amendatory or supplemental resolution, if any, and a certified copy of this Resolution shall  
1272 always be kept on file in the office of the Clerk, and shall be made available for inspection by the  
1273 Owner of any Bond, or a prospective purchaser or owner of any Bond authorized by this  
1274 Resolution, and upon payment of the reasonable cost of preparing the same, a certified copy of  
1275 any such amendatory or supplemental resolution or of this Resolution will be sent by the Clerk to  
1276 any such Owner or prospective Owner. A copy of every amendatory or supplemental resolution  
1277 shall be sent to Moody's.  
1278

1279 Any and all modifications made in the manner hereinabove provided shall not become  
1280 effective until there has been filed with the Clerk a copy of the resolution of the City hereinabove  
1281 provided for, duly certified, as well as proof of any required consent to such modification by the  
1282 Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the  
1283 Outstanding Bonds any reference to such amendment or modification.  
1284

1285 The City shall furnish to the Bond Registrar and to the Paying Agent a copy of any  
1286 amendment to the Bonds or this Resolution which affects the duties or obligations of the Bond  
1287 Registrar or the Paying Agent under this Resolution.  
1288

1289 **Section 1004. Notices, Consents and Other Instruments by Owners.** Any notice,  
1290 consent, request, direction, approval or other instrument to be signed and executed by the  
1291 Owners may be in any number of concurrent writings of similar tenor and may be signed or  
1292 executed by such Owners in person or by agent appointed in writing. Proof of the execution of  
1293 any such instrument or of the writing appointing any such agent and of the ownership of Bonds,  
1294 if made in the following manner, shall be sufficient for any of the purposes of this Resolution,  
1295 and shall be conclusive in favor of the City, the Bond Registrar and the Paying Agent with regard  
1296 to any action taken, suffered or omitted under any such instrument, namely:  
1297

1298 (a) The fact and date of the execution by any person of any such instrument may be  
1299 proved by a certificate of any officer in any jurisdiction who by law has power to make  
1300 acknowledgements within such jurisdiction that the person signing such instrument  
1301 acknowledged before such officer the execution thereof, or by affidavit of any witness to such  
1302 execution.  
1303

1304 (b) The fact of ownership of Bonds, the amount or amounts, numbers and other  
1305 identification of Bonds, and the date of holding the same shall be proved by the Bond Register.  
1306

1307 In determining whether the Owners of the requisite principal amount of Bonds  
1308 Outstanding have given any request, demand, authorization, direction, notice, consent or waiver  
1309 under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be  
1310 Outstanding under this Resolution, except that, in determining whether the Owners shall be  
1311 protected in relying upon any such request, demand, authorization, direction, notice, consent or  
1312 waiver, only Bonds which the Owners know to be so owned shall be so disregarded.  
1313 Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not  
1314 be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the  
1315 pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.  
1316

1317 **Section 1005. Further Authority.** The officers and officials of the City, including the  
1318 Mayor and Clerk, are hereby authorized and directed to execute all documents and take such  
1319 actions as they may deem necessary or advisable in order to carry out and perform the purposes  
1320 of this Resolution and to make ministerial alterations, changes or additions in the foregoing

1321 agreements, statements, instruments and other documents herein approved, authorized and  
1322 confirmed which they may approve, and the execution or taking of such action shall be con-  
1323 clusive evidence of such necessity or advisability.

1324  
1325 **Section 1006. Severability.** If any section or other part of this Resolution is for any  
1326 reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of  
1327 this Resolution.

1328  
1329 **Section 1007. Governing Law.** This Resolution shall be governed exclusively by and  
1330 construed in accordance with the applicable laws of the State.

1331  
1332 **Section 1008. Effective Date.** This Resolution shall take effect and be in full force from  
1333 and after its passage by the Council of the City.

1334 PASSED and approved by the City of Topeka, Kansas, on August 23, 2011.

1335  
1336 CITY OF TOPEKA, KANSAS

1337  
1338  
1339 (SEAL)

1340  
1341 \_\_\_\_\_  
1342 William W. Bunten, Mayor

1343  
1344 ATTEST:

1345  
1346  
1347  
1348 \_\_\_\_\_  
1349 Brenda Younger, City Clerk

1350  
1351  
1352 CERTIFICATE

1353  
1354 I, the undersigned, hereby certify that the above and foregoing is a true and correct copy  
1355 of the Resolution of the Council of the City of Topeka, Kansas, adopted by the Council at a  
1356 regularly scheduled meeting held on August 23, 2011, as the same appears of record in my  
1357 office, and that the Resolution has not been modified, amended or repealed and is in full force  
1358 and effect as of this date.

1359 DATED: August 23, 2011.

1360  
1361 (SEAL)

1362  
1363  
1364 \_\_\_\_\_  
1365 Brenda Younger, City Clerk

EXHIBIT A  
(FORM OF BONDS)

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

UNITED STATES OF AMERICA  
STATE OF KANSAS  
COUNTY OF SHAWNEE  
CITY OF TOPEKA  
GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BOND  
SERIES 2011-A

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

Rate of Interest: \_\_\_\_\_ Maturity Date: August 15, 20\_\_ Dated: September 20, 2011 CUSIP \_\_\_\_\_

Registered Owner:

PRINCIPAL AMOUNT \_\_\_\_\_

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

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

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

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

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

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

CITY OF TOPEKA, KANSAS

\_\_\_\_\_  
(manual)  
Mayor

ATTEST: \_\_\_\_\_  
(manual)  
City Clerk

(SEAL)

\*\*\*\*\*

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the City of Topeka, Kansas, General Obligation Improvement and Refunding Bonds, Series 2011-A described in the within mentioned Resolution.

Registration Date: \_\_\_\_\_

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

By \_\_\_\_\_

I.D.#: \_\_\_\_\_

\*\*\*\*\*

FURTHER TERMS AND PROVISIONS

This Bond is one of a duly authorized series of Bonds of the City aggregating the principal amount of \$25,765,000 (the "Bonds") issued for the purposes set forth in Ordinance No. 19624 of the City (the "Ordinance"). This Bond and the series of Bonds of which it is a part are issued by the authority of and in full compliance with the provisions, restrictions and limitations of the Constitution and Laws of the State of Kansas, including K.S.A. 10-427 et seq., K.S.A. 12-6a01 et seq., K.S.A. 10-101 to 125, inclusive, Charter Ordinance No. 89 of the City, and all amendments thereof, acts supplemental thereto, the Ordinance, Resolution No. 8365 of the City (the "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.

The Bonds are issuable in fully registered form in the denomination of \$5,000 each or authorized integral multiples thereof. This Bond may be exchanged at the principal office of the

Bond Registrar for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations upon the terms set forth in the authorizing Ordinance and the Resolution.

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

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

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

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

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

This Bond is transferable by the Owner hereof in person or by his attorney duly authorized in writing at the principal office of the Bond Registrar, but only in the manner, subject to the limitations and upon payment of the charges provided in the Resolution, and upon surrender and cancellation of this Bond. The City shall pay out of the proceeds of the Bonds or from other funds

all costs incurred in connection with the issuance, transfer, exchange, registration, redemption or payment of the Bonds except (a) the reasonable fees and expenses in connection with the replacement of a Bond or Bonds mutilated, stolen, lost or destroyed or (b) any tax or other governmental charge imposed in relation to the transfer, exchange, registration, redemption or payment of the Bonds. Upon such transfer a replacement Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount will be issued to the transferee in exchange therefore.

\*\*\*\*\*

BOND ASSIGNMENT

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

\_\_\_\_\_  
(Name and Address)

\_\_\_\_\_

\_\_\_\_\_  
(Social Security or Taxpayer Identifying No.)

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

Dated \_\_\_\_\_

\_\_\_\_\_  
Name

\_\_\_\_\_  
Social Security or Taxpayer  
Identifying No.

\_\_\_\_\_  
Signature (Sign Here Exactly as  
Name(s) Appear on Face of  
Certificate)

Signature guaranty:

By \_\_\_\_\_

\*\*\*\*\*

CERTIFICATE OF CITY CLERK

I, the undersigned, City Clerk of the City of Topeka, Kansas, do hereby certify that this Bond has been duly registered in my office according to law as of 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)

\*\*\*\*\*

1  
2  
3  
4

EXHIBIT B  
(DTC LETTERS OF REPRESENTATION)