

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

130911 F

\*\*\*\*\*

RESOLUTION

OF

CITY OF TOPEKA, KANSAS

PASSED

SEPTEMBER 13, 2011

---

\$18,900,000

COMBINED UTILITY IMPROVEMENT AND REFUNDING REVENUE BONDS  
SERIES 2011-A

\*\*\*\*\*

40 RESOLUTION

41  
42 TABLE OF CONTENTS

43  
44 ARTICLE I  
45 DEFINITIONS

46 Page

47

48 Section 101. Definitions of Words and Terms..... 3

49

50 ARTICLE II  
51 AUTHORIZATION AND DETAILS OF THE BONDS

52

53 Section 201. Authorization of the Bonds..... 11

54 Section 202. Description of the Bonds..... 11

55 Section 203. Designation of Paying Agent and Bond

56 Registrar..... 12

57 Section 204. Method and Place of Payment of the Bonds..... 12

58 Section 205. Registration, Transfer and Exchange of Bonds..... 13

59 Section 206. Execution, Registration, Authentication and Delivery of Bonds..... 14

60 Section 207. Mutilated, Lost, Stolen or Destroyed Bonds..... 15

61 Section 208. Cancellation and Destruction of Bonds upon Payment..... 15

62 Section 209. Preliminary and Final Official Statement..... 16

63 Section 210. Sale of the Bonds..... 16

64 Section 211. Book-Entry Bonds; Securities Depository..... 16

65

66 ARTICLE III  
67 REDEMPTION OF BONDS

68

69 Section 301. Optional Redemption by the City..... 18

70 Section 302. Selection of Bonds to be Redeemed..... 20

71 Section 303. Notice and Effect of Call for Redemption..... 20

72

73 ARTICLE IV  
74 SECURITY FOR AND PAYMENT OF BONDS

75

76 Section 401. Security for the Bonds..... 22

77

78

79  
80  
81  
82  
83  
84  
85  
86  
87  
88  
89  
90  
91  
92  
93  
94  
95  
96  
97  
98  
99  
100  
101  
102  
103  
104  
105  
106  
107  
108  
109  
110  
111  
112  
113  
114  
115  
116  
117  
118  
119  
120  
121  
122  
123  
124

ARTICLE V  
ESTABLISHMENT OF FUNDS AND ACCOUNTS  
DEPOSIT AND APPLICATION OF MONEYS

Section 501. Ratification; Establishment of Funds and Account..... 22  
Section 502. Disposition of Bond Proceeds..... 23  
Section 503. Application of Moneys in the Construction Fund..... 23  
Section 504. Application of Moneys in other Funds and Accounts..... 24  
Section 505. Application of Moneys in Rebate Fund..... 25  
Section 506. Deposits and Investment of Moneys..... 26  
Section 507. Nonpresentment of Bonds..... 26

ARTICLE VI  
DEFAULT AND REMEDIES

Section 601. Remedies..... 27  
Section 602. Limitation on Rights of Owners..... 27  
Section 603. Remedies Cumulative..... 27

ARTICLE VII  
DEFEASANCE

Section 701. Defeasance..... 28

ARTICLE VIII  
TAX COVENANTS

Section 801. General Covenants..... 29  
Section 802. Rebate Covenants..... 29  
Section 803. Survival of Covenants..... 29  
Section 804. Qualified Tax-exempt Obligations..... 29

ARTICLE IX  
CONTINUING DISCLOSURE REQUIREMENTS

Section 901. Disclosure Requirements..... 30  
Section 902. Failure to Comply with Continuing Disclosure Requirements..... 30

ARTICLE X  
MISCELLANEOUS PROVISIONS

Section 1001. Particular Covenants of the City..... 30  
Section 1002. Additional Bonds..... 33  
Section 1003. Additional Permitted Loans..... 34  
Section 1004. Authorization of Bond Sale..... 35  
Section 1005. Redemption of Refunding Bonds..... 35

|     |  |    |
|-----|--|----|
| 125 | Section 1006. Annual Audit.....                                      | 36 |
| 126 | Section 1007. Amendments.....  | 36 |
| 127 | Section 1008. Notices, Consents and Other Instruments by Owners..... | 37 |
| 128 | Section 1009. Further Authority.....                                 | 38 |
| 129 | Section 1010. Severability.....                                      | 38 |
| 130 | Section 1011. Governing Law.....                                     | 38 |
| 131 | Section 1012. Effective Date.....                                    | 38 |
| 132 |  |    |
| 133 | Passage.....   | 39 |
| 134 | Signatures and Seal.....   | 39 |
| 135 |  |    |
| 136 | Exhibit A: Form of Bond  |    |
| 137 | Exhibit B: Letter of Representations                                 |    |

138 **RESOLUTION NO. 8376**

139  
140 **A RESOLUTION INTRODUCED BY ACTING CITY MANAGER**  
141 **DANIEL R. STANLEY PRESCRIBING THE FORM AND DETAILS OF**  
142 **COMBINED UTILITY IMPROVEMENT AND REFUNDING REVENUE**  
143 **BONDS, SERIES 2011-A OF THE CITY OF TOPEKA, KANSAS, IN THE**  
144 **AGGREGATE PRINCIPAL AMOUNT OF \$18,900,000 THE ISSUANCE**  
145 **OF WHICH WAS AUTHORIZED BY THE CITY PURSUANT TO ITS**  
146 **ORDINANCE NO. 19632 PASSED AND APPROVED SEPTEMBER 13,**  
147 **2011; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND**  
148 **ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.**  
149

150 **WHEREAS**, the Governing Body of the City of Topeka, Kansas, (the "City") has in  
151 accordance with the requirements of K.S.A. 10-1201 et seq., as amended, duly published in  
152 accordance with the requirements of law its notices of intention to issue combined utility  
153 revenue bonds of the City in the maximum principal amount of \$3,120,786 to finance the  
154 costs of certain improvements (the "Improvements") to the City's water, water pollution  
155 control and stormwater utility system (the "System"); and  
156

157 **WHEREAS**, the City has heretofore duly authorized, issued and delivered its  
158 \$46,180,000 principal amount of Combined Utility Improvement and Refunding Revenue  
159 Bonds, Series 2004-A, dated February 19, 2004, (the "Series 2004-A Bonds") pursuant to its  
160 Ordinance and Resolution adopted January 20, 2004, in accordance with the requirements of  
161 K.S.A. 10-116a, and K.S.A. 10-1201 et seq., all as amended; and  
162

163 **WHEREAS**, as of September 1, 2011, there remains outstanding of the Series 2004-  
164 A Bonds the principal amount of \$38,365,000 bearing interest payable semiannually on  
165 February 1 and August 1 each year and maturing on August 1, as follows:  
166

167 **SERIAL BONDS**

| 168 | 169               | 170           | 171         | 172 | 173 | 174 | 175 | 176 | 177 | 178 | 179 | 180 |
|-----|-------------------|---------------|-------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|
|     | MATURITY          | PRINCIPAL     | INTEREST    |     |     |     |     |     |     |     |     |     |
|     | <u>(August 1)</u> | <u>AMOUNT</u> | <u>RATE</u> |     |     |     |     |     |     |     |     |     |
|     | 2012              | 1,100,000     | 3.100%      |     |     |     |     |     |     |     |     |     |
|     | 2013              | 1,135,000     | 3.300       |     |     |     |     |     |     |     |     |     |
|     | 2014              | 1,175,000     | 3.450       |     |     |     |     |     |     |     |     |     |
|     | 2015              | 1,220,000     | 3.650       |     |     |     |     |     |     |     |     |     |
|     | 2016              | 1,265,000     | 3.800       |     |     |     |     |     |     |     |     |     |
|     | 2017              | 1,315,000     | 4.000       |     |     |     |     |     |     |     |     |     |
|     | 2018              | 1,370,000     | 4.000       |     |     |     |     |     |     |     |     |     |
|     | 2019              | 1,425,000     | 4.125       |     |     |     |     |     |     |     |     |     |
|     | 2020              | 1,490,000     | 4.250       |     |     |     |     |     |     |     |     |     |
|     | 2021              | 1,555,000     | 4.250       |     |     |     |     |     |     |     |     |     |

TERM BONDS

184  
185  
186  
187  
188  
189  
190  
191  
192  
193  
194  
195  
196  
197  
198  
199  
200  
201  
202  
203  
204  
205  
206  
207  
208  
209  
210  
211  
212  
213  
214  
215  
216  
217  
218  
219  
220  
221  
222  
223  
224  
225  
226  
227  
228  
229  
230

| MATURITY<br><u>(August 1)</u> | PRINCIPAL<br><u>AMOUNT</u> | INTEREST<br><u>RATE</u> |
|-------------------------------|----------------------------|-------------------------|
| 2023                          | \$ 3,315,000               | 4.50%                   |
| 2029                          | 11,960,000                 | 4.50                    |
| 2033                          | 10,040,000                 | 4.50                    |

**WHEREAS**, the City has by its Ordinance No. 19632 passed and approved September 13, 2011, (the "Ordinance") authorized the issuance of its Combined Utility Improvement and Refunding Revenue Bonds, Series 2011-A in the aggregate principal amount of \$18,900,000 (the "Bonds") to permanently finance the costs of the Improvements (i.e., \$3,120,000), (2) currently refund a portion of the City's outstanding Series 2004-A Bond, (3) fund a debt service reserve fund for the Bonds and (4) pay the costs of issuing the Bonds, all under the authority of K.S.A. 10-116a, K.S.A. 10-1201 et seq. and Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended; and

**WHEREAS**, on March 25, 2003, the City combined its stormwater utility with the water and water pollution control utility creating a water, water pollution control and stormwater utility system (the "Combined Utility"); and

**WHEREAS**, as previously herein recited, the City on February 19, 2004, issued its Series 2004-A Bonds in the amount of \$46,180,000 which, in part, currently refunded the City's outstanding Series 1998A Water and Water Pollution Control Utility Refunding Revenue Bonds dated June 1, 1998; and

**WHEREAS**, the City on December 8, 2005, issued its Combined Utility Improvement Revenue Bonds, Series 2005-A in the amount of \$14,875,000 (the "Series 2005-A Bonds"); and

**WHEREAS**, the City on October 18, 2006, issued its Combined Utility Refunding Revenue Bonds, Series 2006-A in the amount of \$32,375,000 (the "Series 2006-A Bonds") which currently refunded all of the City's outstanding Series 1998B Water and Water Pollution Control Utility Revenue Bonds dated June 1, 1998; and

**WHEREAS**, the City on October 18, 2006, issued its Combined Utility Refunding Revenue Bonds, Series 2006-B in the amount of \$22,600,000 (the "Series 2006-B Bonds") which advanced refunded the City's outstanding Series 2001-A Water and Water Pollution Control Utility Revenue Bonds maturing in the years 2009 through and including 2031; and

**WHEREAS**, the City on July 17, 2007, issued its Combined Utility Improvement and Refunding Revenue Bonds, Series 2007-B in the amount of \$5,210,000 (the "Series 2007-B Bonds") which, in part, currently refunded the August 1, 2007, maturity of the City's outstanding (1) Series 2001-A Water and Water Pollution Control Utility Revenue Bonds, (2) Series 2004-A Combined Utility Improvement and Refunding Revenue Bonds, (3) Series 2005-A Combined Utility Improvement Revenue Bonds, and (4) Series 2006-B Combined Utility Refunding Revenue Bonds; and



277  
278  
279  
280  
281  
282  
283  
284  
285  
286  
287  
288  
289  
290  
291  
292  
293  
294  
295  
296  
297  
298  
299  
300  
301  
302  
303  
304  
305  
306  
307  
308  
309  
310  
311  
312  
313  
314  
315  
316  
317  
318  
319  
320  
321  
322

**"Bond and Interest Fund"** means the fund set aside by the City to consolidate and maintain individual principal and interest accounts used to record and accumulate monthly principal and interest payments for Outstanding utility revenue bonds.

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

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

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

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

**"Bond Reserve Account"** means the Bond Reserve Account for the Series 2011-A Bonds created herein.

**"Bond Reserve Requirement"** means an amount equal to Maximum Annual Debt Service attributable to the Bonds and any additional bonds issued on a parity with the Bonds; provided, however, that the Bond Reserve Requirement may not exceed the lessor of (a) 125% of the average annual debt service on the Bonds and any additional bonds issued on a parity with the Bonds, (b) 10% of the principal amount of the Bonds or any additional bonds issued on a parity with the Bonds which may be added to the Bond Reserve Requirement or (c) Maximum Annual Debt Service.

**"Bonds"** means the Combined Utility Improvement and Refunding Revenue Bonds, Series 2011-A, authorized and issued by the City pursuant to the Ordinance and this Resolution.

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

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

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

**"City Engineer"** means the person serving as the city engineer as defined in Section 2-148 of the Code of the City.

323           **"Clerk"** means the duly appointed and/or elected Clerk of the City or, in the Clerk's  
324 absence, the duly appointed Deputy Clerk or Acting Clerk of the City, and any successors or  
325 assigns thereto.

326  
327           **"Code"** means the Internal Revenue Code of 1986, as amended.

328  
329           **"Combined Utility"** means the water, water pollution control and stormwater  
330 utilities of the City.

331  
332           **"Costs of Issuance"** means all costs of issuing the Bonds, including all publication,  
333 printing, signing and mailing expenses in connection therewith, registration fees, financial  
334 advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses  
335 incurred in connection with compliance with the Code and with the Disclosure Certificate,  
336 all expenses, if any, incurred in connection with receiving ratings on the Bonds.

337  
338           **"Dated Date"** means September 29, 2011.

339  
340           **"Defaulted Interest"** means interest on any Bond which is payable but not paid on  
341 any Interest Payment Date.

342  
343           **"Defeasance Obligations"** means any of the following obligations:

344  
345           (a) United States Government Obligations that are not subject to redemption in  
346 advance of their maturity dates; or

347  
348           (b) obligations of any state or political subdivision of any state, the interest on  
349 which is excluded from gross income for federal income tax purposes and which meet the  
350 following conditions:

351  
352           (1) the obligations are (i) not subject to redemption prior to maturity or (ii) the  
353 trustee for such obligations has been given irrevocable instructions concerning their calling  
354 and redemption and the issuer of such obligations has covenanted not to redeem such  
355 obligations other than as set forth in such instructions;

356  
357           (2) the obligations are secured by cash or United States Government Obligations  
358 that may be applied only to principal of, premium, if any, and interest payments on such  
359 obligations;

360  
361           (3) such cash and the principal of and interest on such United States Government  
362 Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the  
363 obligations;

364  
365           (4) such cash and United States Government Obligations serving as security for  
366 the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in  
367 trust; and

368

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

371  
372 **"Disclosure Certificate"** means the Continuing Disclosure Certificate attached to  
373 the City's Final Certificate as *Exhibit C* and included in the transcript of proceedings  
374 pertaining to the issuance of the Bonds.

375  
376 **"Director of Public Works"** means the person serving as the director of public  
377 works as defined in Section 2-147 of the Code of the City.

378  
379 **"Event of Default"** means each of the following occurrences or events:

380  
381 (a) Payment of the principal or the Redemption Price of any of the Bonds shall  
382 not be made when the same shall become due and payable, either at Stated Maturity or by  
383 proceedings for redemption or otherwise; or

384  
385 (b) Payment of any installment of interest on any of the Bonds shall not be made  
386 when the same shall become due; or

387  
388 (c) The City shall default in the due and punctual performance of any other of  
389 the covenants, conditions, agreements and provisions contained in the Bonds or in this  
390 Resolution on the part of the City to be performed (other than relating to Rule 15c2-12 as  
391 defined in the Disclosure Certificate), and such default shall continue for thirty (30) days  
392 after written notice specifying such default and requiring same to be remedied shall have  
393 been given to the City by the Owner of any of the Bonds then Outstanding.

394  
395 **"Expenses"** means the sum of (i) ordinary expenses of maintenance, operation and  
396 repair, (ii) administrative expenses, (iii) reasonable pension fund contributions, (iv)  
397 insurance expense, (v) legal expense and (vi) payments on Permitted Loans; provided,  
398 however, Expenses shall not include payments in lieu of taxes, debt service payments on the  
399 Bonds and any other obligations of the Combined Utility on a parity with the Bonds,  
400 depreciation, amortization or other non-cash items.

401  
402 **"Federal Tax Certificate"** means the certificate so named and included in the  
403 transcript of proceedings pertaining to the issuance of the Bonds describing the investment  
404 and use of the proceeds of the Bonds.

405  
406 **"Fiscal Year"** means the twelve month period commencing on January 1 and  
407 ending on December 31 of each year.

408  
409 **"Funds and Accounts"** means funds and accounts created or referred to in **Section**  
410 **501** hereof.

411  
412 **"Gross Revenues"** means all receipts and revenues derived by the City from the  
413 operation of the Combined Utility, including investment earnings but excluding any grants,  
414 proceeds of bond issues and/or insurance proceeds.

415  
416  
417  
418  
419  
420  
421  
422  
423  
424  
425  
426  
427  
428  
429  
430  
431  
432  
433  
434  
435  
436  
437  
438  
439  
440  
441  
442  
443  
444  
445  
446  
447  
448  
449  
450  
451  
452  
453  
454  
455  
456  
457  
458  
459  
460

**“Improvements”** mean any repairs, rehabilitation, improvements, or expansion of the System by the City that are required to serve existing and future customers of the Combined Utility in accordance with the legal authority described in this Resolution.

**"Interest Payment Date(s)"** means the Stated Maturity of an installment of interest on any Bond which shall be February 1 and August 1 of each year, commencing February 1, 2012.

**"Maturity"** when used with respect to any Bond means the date on which the principal of such Bond becomes due and payable as therein and herein provided, whether at the Stated Maturity thereof or pursuant to mandatory redemption, or otherwise.

**“Maximum Annual Debt Service”** means, with respect to the Bonds and/or additional bonds issued on a parity with the Bonds, as of the date of the computation, the greatest amount required in the then current or any future fiscal year to pay the principal of and interest on such bonds.

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

**“Moody’s”** means Moody’s Investors Service, Inc., New York, New York, and any successors and assigns to the Bond rating functions thereof which is deemed acceptable by the City and Bond Counsel.

**“Net Revenues”** means Gross Revenues of the Combined Utility minus the sum of (i) Expenses and (ii) any required deposits to the Rebate Fund as provided in **Section 505** hereof.

**“Original Purchaser”** means, with respect to the Bonds, Hutchinson, Shockey, Erley & Co., Chicago, Illinois.

**"Ordinance"** means Ordinance No. 19632 adopted and approved September 13, 2011, and published as required by law, pursuant to which the issuance of the Bonds has been authorized.

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

- (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent for cancellation;
- (b) Bonds deemed to be paid in accordance with the provisions of **Section 701** hereof; and

461 (c) Bonds in exchange for or in lieu of which other Bonds have been  
462 authenticated and delivered hereunder.

463  
464 **"Owner"** when used with respect to any Bond means the Person in whose name  
465 such Bond is registered on the Bond Register.

466  
467 **"Participants"** means those financial institutions for whom the Securities  
468 Depository effects book-entry transfers and pledges of securities deposited with the  
469 Securities Depository, as such listing of Participants exists at the time of such reference.

470  
471 **"Paying Agent"** means the State Treasurer, and any successors and assigns thereof  
472 to the duties and responsibilities described in this Resolution and in the related agreement  
473 between the City and the State Treasurer.

474  
475 **"Permitted Investments"** means: (a) investments authorized by K.S.A. 12-1675  
476 and amendments thereto; (b) the municipal investment pool established pursuant to K.S.A.  
477 12-1677a, and amendments thereto; (c) direct obligations of the United States Government  
478 or any agency thereof; (d) the City's temporary notes issued pursuant to K.S.A. 10-123 and  
479 amendments thereto; (e) interest-bearing time deposits in commercial banks located in the  
480 county or counties in which the City is located; (f) obligations of the Federal National  
481 Mortgage Association, Federal Home Loan Banks or the Federal Home Loan Mortgage  
482 Corporation; (g) repurchase agreements for securities described in (c) or (f); (h) investment  
483 agreements with or other obligations of a financial institution the obligations of which at the  
484 time of investment are rated in either of the three highest rating categories by Moody's, Inc.  
485 or Standard & Poor's; (i) investments in shares or units of a money market fund or trust the  
486 portfolio of which is comprised entirely of securities described in (c) or (f); (j) receipts  
487 evidencing ownership interests in securities or portions thereof described in (c) or (f); (k)  
488 municipal bonds or other obligations issued by any municipality of the State as defined in  
489 K.S.A. 10-1101 which are general obligations of the municipality issuing the same; or (l)  
490 bonds of any municipality of the State as defined in K.S.A. 10-1101 which have been re-  
491 funded in advance of their maturity and are fully secured as to payment of principal and  
492 interest thereon by deposit in trust, under escrow agreement with a bank, of securities  
493 described in (c) or (f). No Permitted Investment shall include any derivative investment  
494 instrument whose market price is derived from the fluctuating value of an underlying asset,  
495 index, currency, futures contract, including futures, options and collateralized mortgage  
496 obligations.

497  
498 **"Permitted Loans"** means any State revolving loans for public drinking water  
499 improvements, pollution control improvements, or for stormwater improvements.

500  
501 **"Person"** means any natural person, corporation, partnership, joint venture,  
502 association, firm, joint-stock company, trust, unincorporated organization, or government or  
503 any agency or political subdivision thereof or other public body.

504  
505 **"Principal and Interest Account"** means the Principal and Interest Account for the  
506 Series 2011-A Bonds created herein within the City's Bond and Interest Fund.

507  
508  
509  
510  
511  
512  
513  
514  
515  
516  
517  
518  
519  
520  
521  
522  
523  
524  
525  
526  
527  
528  
529  
530  
531  
532  
533  
534  
535  
536  
537  
538  
539  
540  
541  
542  
543  
544  
545  
546  
547  
548  
549  
550  
551  
552

**"Purchase Price"** means the purchase price of the Bonds as set forth in the *Bid Proposal for Purchase of the Bonds* as submitted by the Original Purchaser and accepted by the City, plus accrued interest, if any, from the Dated Date to the date of delivery of the Bonds.

**"Rebate Fund"** means the Rebate Fund for the Series 2011-A Bonds created herein.

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

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

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

**"Refunded Bond Ordinance"** means the Ordinance and the Resolution of the City authorizing the issuance of the City's Combined Utility Improvement and Refunding Revenue Bonds, Series 2004-A.

**"Refunded Bonds"** means the Series 2004-A Bonds maturing on August 1, 2014, through and including August 1, 2021, the August 1, 2023 Term Bond, and \$1,770,000 of the August 1, 2029 Term Bond subject to mandatory redemption and payment on August 1, 2024 (i.e., the aggregate amount \$15,900,000).

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

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

**"Resolution"** means this resolution relating to the Bonds and any supplemental resolution.

**"Revenue Fund"** means the Combined Utility Fund for the City's water, water pollution control and stormwater utility revenue bonds.

**"Sales Proceeds"** means, with respect to the Bonds, or any additional bonds issued on a parity with the Bonds, as of the issuance of such bonds, the aggregate of the initial offering price of such bonds to the public (exclusive of accrued interest).

553           **"Securities Depository"** means, initially, The Depository Trust Company, New  
554 York, New York, and its successors and assigns.

555

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

558

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

562

563           **"State"** means the State of Kansas.

564

565           **"State Treasurer"** means the duly elected Treasurer or, in the Treasurer's absence,  
566 the duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas, and any  
567 successors or assigns thereto to the duties contemplated under this Resolution and the  
568 related agreement between the City of Topeka and the State Treasurer.

569

570           **"Stated Maturity"** means (i) with respect to any Bond principal payment, the date  
571 on which payment or principal is due and payable on any Bond, as specified on that Bond  
572 and in this Resolution, and (ii) with respect to any Interest Payment, each February 1 and  
573 August 1 of the year in which any Bond is Outstanding, beginning February 1, 2012.

574

575           **"System"** means the combined water, water pollution control and stormwater utility  
576 facilities of the City.

577

578           **"Term Bonds"** means the Bonds scheduled to mature in the years 2033, 2036, 2038  
579 and 2041.

580

581           **"Treasurer"** means the duly appointed and/or elected Treasurer of the City or, in  
582 the Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the  
583 City, and any successors or assigns thereto.

584

585           **"United States Government Obligations"** means bonds, notes, certificates of  
586 indebtedness, treasury bills or other securities consisting of direct obligations of, or  
587 obligations the principal of and interest on which are fully and unconditionally guaranteed  
588 as to full and timely payment by, the United States of America, including evidences of a  
589 direct ownership interest in the future interest or principal payment on obligations issued by  
590 the United States of America (including the interest component of obligations of the  
591 Resolution Funding Corporation).

592

593 ARTICLE II

594 AUTHORIZATION AND DETAILS OF THE BONDS

595  
596  
597 **Section 201. Authorization of the Bonds.** There shall be issued and hereby are  
598 authorized and directed to be issued Combined Utility Improvement and Refunding  
599 Revenue Bonds, Series 2011-A, of the City in the aggregate principal amount of  
600 \$18,900,000 for the purpose of providing funds to (1) permanently finance the costs of the  
601 Improvements, (2) currently refund the Refunded Bonds, (3) fund a debt service reserve  
602 fund for the Bonds and (4) pay the costs of issuing the Bonds, all in accordance with K.S.A.  
603 10-116a and K.S.A. 10-1201 *et seq.*, all as amended.  
604

605 **Section 202. Description of the Bonds.** The Bonds shall consist of fully registered  
606 bonds in the denominations of \$5,000 or any integral multiple thereof and shall be  
607 numbered in such manner as the Bond Registrar shall determine. All of the Bonds shall be  
608 dated September 29, 2011, shall become due in the amounts on the Stated Maturities  
609 (subject to redemption and payment prior to their Stated Maturities as provided in Article III  
610 hereof), and shall bear interest at the rates per annum as follows:  
611

612 SERIAL BONDS

| 614 MATURITY          | 614 PRINCIPAL     | 614 INTEREST    |
|-----------------------|-------------------|-----------------|
| 615 <u>(August 1)</u> | 615 <u>AMOUNT</u> | 615 <u>RATE</u> |
| 616 2012              | 616 \$ 110,000    | 616 2.000%      |
| 617 2013              | 617 35,000        | 617 2.000       |
| 618 2014              | 618 1,210,000     | 618 4.000       |
| 619 2015              | 619 1,330,000     | 619 4.000       |
| 620 2016              | 620 1,385,000     | 620 2.000       |
| 621 2017              | 621 1,415,000     | 621 2.000       |
| 622 2018              | 622 1,445,000     | 622 2.000       |
| 623 2019              | 623 1,470,000     | 623 4.000       |
| 624 2020              | 624 1,735,000     | 624 2.500       |
| 625 2021              | 625 1,760,000     | 625 2.500       |
| 626 2022              | 626 1,680,000     | 626 3.000       |
| 627 2023              | 627 1,595,000     | 627 3.000       |
| 628 2024              | 628 2,040,000     | 628 3.250       |

629 TERM BONDS

|          |               |            |
|----------|---------------|------------|
| 632 2033 | 632 \$650,000 | 632 4.500% |
| 633 2036 | 633 640,000   | 633 4.000  |
| 634 2038 | 634 205,000   | 634 4.125  |
| 635 2041 | 635 195,000   | 635 4.250  |

636  
637  
638 The Bonds shall bear interest at the above specified rates (computed on the basis of  
639 a 360-day year of twelve 30-day months) from the later of the Dated Date or the most recent

640 Interest Payment Date to which interest has been paid, payable on the Interest Payment  
641 Dates in the manner set forth in **Section 204** hereof.

642

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

649

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

656

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

666

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

669

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

674

675 The principal or Redemption Price of each Bond shall be paid at Maturity to the  
676 Person in whose name such Bond is registered on the Bond Register at the Maturity thereof,  
677 upon presentation and surrender of such Bond at the principal corporate trust office of the  
678 Paying Agent.

679

680 The interest payable on each Bond on any Interest Payment Date shall be paid to the  
681 Owner of such Bond as shown on the Bond Register at the close of business on the Record  
682 Date for such interest (a) by check or draft mailed by the Paying Agent to the address of  
683 such Owner shown on the Bond Register or (b) in the case of an interest payment to any  
684 Owner of \$500,000 or more in aggregate principal amount of Bonds, by electronic transfer  
685 to such Owner upon written notice given to the Bond Registrar by such Owner, not less than

686 15 days prior to the Record Date for such interest, containing the electronic transfer in-  
687 structions including the bank (which shall be in the continental United States) ABA routing  
688 number and account number to which such Owner wishes to have such transfer directed.  
689

690 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest  
691 with respect to any Bond shall cease to be payable to the Owner of such Bond on the  
692 relevant Record Date and shall be payable to the Owner in whose name such Bond is  
693 registered at the close of business on the Special Record Date for the payment of such  
694 Defaulted Interest, which Special Record Date shall be fixed as hereinafter specified in this  
695 paragraph. The City shall notify the Paying Agent in writing of the amount of Defaulted  
696 Interest proposed to be paid on each Bond and the date of the proposed payment (which date  
697 shall be at least 30 days after receipt of such notice by the Paying Agent) and shall deposit  
698 with the Paying Agent at the time of such notice an amount of money equal to the aggregate  
699 amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements  
700 satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment.  
701 Following receipt of such funds the Paying Agent shall fix a Special Record Date for the  
702 payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days  
703 prior to the date of the proposed payment. The Paying Agent shall promptly notify the City  
704 of such Special Record Date and, in the name and at the expense of the City, shall cause  
705 notice of the proposed payment of such Defaulted Interest and the Special Record Date  
706 therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond entitled  
707 to such notice at the address of such Owner as it appears on the Bond Register not less than  
708 10 days prior to such Special Record Date.  
709

710 The Paying Agent shall keep a record of payment of principal and Redemption Price  
711 of and interest on all Bonds and at least annually shall forward a copy or summary of such  
712 records to the City.  
713

714 **Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants  
715 that, as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be  
716 kept at the office of the Bond Registrar as herein provided. Each Bond when issued shall be  
717 registered in the name of the Owner thereof on the Bond Register.  
718

719 Bonds may be transferred and exchanged only on the Bond Register as provided in  
720 this Section. Upon surrender of any Bond at the principal corporate trust office of the Bond  
721 Registrar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds  
722 in any authorized denomination of the same Stated Maturity and in the same aggregate  
723 principal amount as the Bond that was presented for transfer or exchange.  
724

725 Bonds presented for transfer or exchange shall be accompanied by a written  
726 instrument or instruments of transfer or authorization for exchange, in a form and with  
727 guarantee of signature satisfactory to the Bond Registrar, duly executed by the Owner  
728 thereof or by the Owner's duly authorized agent.  
729

730 In all cases in which the privilege of transferring or exchanging Bonds is exercised,  
731 the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of

732 this Resolution. The City shall pay the fees and expenses of the Bond Registrar for the  
733 registration, transfer and exchange of Bonds provided for by this Resolution and the cost of  
734 printing a reasonable supply of registered bond blanks. Any additional costs or fees that  
735 might be incurred in the secondary market, other than fees of the Bond Registrar, are the  
736 responsibility of the Owners of the Bonds. In the event any Owner fails to provide a correct  
737 taxpayer identification number to the Paying Agent, the Paying Agent may make a charge  
738 against such Owner sufficient to pay any governmental charge required to be paid as a result  
739 of such failure. In compliance with Section 3406 of the Code, such amount may be  
740 deducted by the Paying Agent from amounts otherwise payable to such Owner hereunder or  
741 under the Bonds.

742  
743 The City and the Bond Registrar shall not be required (a) to register the transfer or  
744 exchange of any Bond that has been called for redemption after notice of such redemption  
745 has been mailed by the Paying Agent pursuant to **Section 303** hereof and during the period  
746 of 15 days next preceding the date of mailing of such notice of redemption; or (b) to register  
747 the transfer or exchange of any Bond during a period beginning at the opening of business  
748 on the day after receiving written notice from the City of its intent to pay Defaulted Interest  
749 and ending at the close of business on the date fixed for the payment of Defaulted Interest  
750 pursuant to **Section 204** hereof.

751  
752 The City and the Paying Agent may deem and treat the Person in whose name any  
753 Bond is registered on the Bond Register as the absolute Owner of such Bond, whether such  
754 Bond is overdue or not, for the purpose of receiving payment of, or on account of, the  
755 principal or Redemption Price of and interest on said Bond and for all other purposes. All  
756 payments so made to any such Owner or upon the Owner's order shall be valid and effective  
757 to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so  
758 paid, and neither the City nor the Paying Agent shall be affected by any notice to the  
759 contrary.

760  
761 At reasonable times and under reasonable regulations established by the Bond  
762 Registrar, the Bond Register may be inspected and copied by the Owners of 10% or more in  
763 principal amount of the Bonds then Outstanding or any designated representative of such  
764 Owners whose authority is evidenced to the satisfaction of the Bond Registrar.

765  
766 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.**

767 Each of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds  
768 initially delivered, shall be executed for and on behalf of the City by the manual or facsimile  
769 signature of the Mayor, attested by the manual or facsimile signature of the Clerk and the  
770 seal of the City shall be affixed thereto or imprinted thereon. The Mayor and Clerk are  
771 hereby authorized and directed to prepare and execute the Bonds in the manner herein  
772 specified, and to cause the Bonds to be registered in the office of the Clerk, which  
773 registration shall be evidenced by the manual or facsimile signature of the Clerk with the  
774 seal of the City affixed thereto or imprinted thereon. The Bonds shall also be registered in  
775 the office of the State Treasurer, which registration shall be evidenced by the manual or  
776 facsimile signature of the State Treasurer with the seal of the State Treasurer affixed thereto  
777 or imprinted thereon. In case any officer whose signature appears on any Bonds ceases to

778 be such officer before the delivery of such Bonds, such signature shall nevertheless be valid  
779 and sufficient for all purposes, as if such person had remained in office until delivery. Any  
780 Bond may be signed by such persons who at the actual time of the execution of such Bond  
781 are the proper officers to sign such Bond although at the date of such Bond such persons  
782 may not have been such officers.  
783

784 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially  
785 in the form attached hereto as *Exhibit A* hereof, which shall be manually executed by an  
786 authorized officer or employee of the Bond Registrar, but it shall not be necessary that the  
787 same officer or employee sign the *Certificate of Authentication* on all of the Bonds that may  
788 be issued hereunder at any one time. No Bond shall be entitled to any security or benefit  
789 under this Resolution or be valid or obligatory for any purpose unless and until such  
790 *Certificate of Authentication* has been duly executed by the Bond Registrar. Such executed  
791 *Certificate of Authentication* upon any Bond shall be conclusive evidence that such Bond  
792 has been duly authenticated and delivered under this Resolution. Upon authentication, the  
793 Bond Registrar shall deliver the Bonds to the Purchaser upon instructions of the City or its  
794 representative.  
795

796 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.** If (a) any mutilated  
797 Bond is surrendered to the Bond Registrar or the Bond Registrar receives evidence to its  
798 satisfaction of the destruction, loss or theft of any Bond, and (b) there is delivered to the  
799 City and the Bond Registrar such security or indemnity as may be required by each of them,  
800 then, in the absence of notice to the City or the Bond Registrar that such Bond has been  
801 acquired by a bona fide purchaser, the City shall execute and, upon the City's request, the  
802 Bond Registrar shall authenticate and deliver, in exchange for or in lieu of any such  
803 mutilated, destroyed, lost or stolen Bond, a new Bond of the same Stated Maturity and of  
804 like tenor and principal amount.  
805

806 If any such mutilated, destroyed, lost or stolen Bond has become or is about to  
807 become due and payable, the City, in its discretion, may pay such Bond instead of issuing a  
808 new Bond.  
809

810 Upon the issuance of any new Bond under this Section, the City may require the  
811 payment by the Owner of a sum sufficient to cover any tax or other governmental charge  
812 that may be imposed in relation thereto and any other expenses (including the fees and  
813 expenses of the Paying Agent) connected therewith.  
814

815 Every new Bond issued pursuant to this Section shall constitute a replacement of the  
816 prior obligation of the City, and shall be entitled to all the benefits of this Resolution equally  
817 and ratably with all other Outstanding Bonds.  
818

819 **Section 208. Cancellation and Destruction of Bonds Upon Payment.** All Bonds  
820 that have been paid or redeemed or that otherwise have been surrendered to the Paying  
821 Agent, either at or before Maturity, shall be cancelled by the Paying Agent immediately  
822 upon the payment, redemption and surrender thereof to the Paying Agent and subsequently  
823 destroyed in accordance with the customary practices of the Paying Agent. The Paying

824 Agent shall execute a certificate in duplicate describing the Bonds so cancelled and  
825 destroyed and shall file an executed counterpart of such certificate with the City.

826  
827 **Section 209. Preliminary and Final Official Statement.** The *Preliminary Official*  
828 *Statement* dated September 6, 2011, is hereby ratified and approved. For the purpose of  
829 enabling the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of  
830 the Securities and Exchange Commission, the City hereby deems the information regarding  
831 the City contained in the *Preliminary Official Statement* to be "final" as of its date, except  
832 for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the  
833 appropriate officers of the City are hereby authorized, if requested, to provide the Original  
834 Purchaser a letter or certification to such effect and to take such other actions or execute  
835 such other documents as such officers in their reasonable judgment deem necessary to  
836 enable the Original Purchaser to comply with the requirement of such Rule.

837  
838 The final *Official Statement* is hereby authorized to be prepared by supplementing,  
839 amending and completing the *Preliminary Official Statement*, with such changes and  
840 additions thereto as are necessary to conform to and describe the transaction. The Mayor is  
841 hereby authorized to execute the final *Official Statement* as so supplemented, amended and  
842 completed, and the use and public distribution of the final *Official Statement* by the Original  
843 Purchaser in connection with the reoffering of the Bonds is hereby authorized. The proper  
844 officials of the City are hereby authorized to execute and deliver a certificate pertaining to  
845 such *Official Statement* as prescribed therein, dated as of the date of payment for and  
846 delivery of the Bonds.

847  
848 The City agrees to provide to the Original Purchaser within seven business days of  
849 the date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the  
850 Original Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities  
851 and Exchange Commission and with the requirements of Rule G-32 of the Municipal  
852 Securities Rulemaking Board.

853  
854 **Section 210. Sale of the Bonds.** The sale of the Bonds to the Original Purchaser is  
855 hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original  
856 Purchaser as soon as practicable after the passage of this Resolution, upon payment of the  
857 Purchase Price.

858  
859 **Section 211. Book-Entry Bonds; Securities Depository.**

860  
861 (a) The Bonds shall initially be registered to Cede & Co., the nominee for the  
862 Securities Depository, and no beneficial owner will receive certificates representing its  
863 respective interests in the Bonds, except in the event the Bond Registrar issues Replacement  
864 Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the  
865 Bonds, the Securities Depository will make book-entry transfers among its Participants and  
866 receive and transmit payment of principal of, redemption premium, if any, and interest on,  
867 the Bonds to the Participants until and unless the Bond Registrar authenticates and delivers  
868 Replacement Bonds to the beneficial owners as described in subsection (b).

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

901  
902 (c) In the event the Securities Depository resigns, is unable to properly  
903 discharge its responsibilities, or is no longer qualified to act as a securities depository and  
904 registered clearing agency under the Securities and Exchange Act of 1934, as amended, the  
905 City may appoint a successor Securities Depository provided the Bond Registrar and the  
906 City receive written evidence with respect to the ability of the successor Securities  
907 Depository to discharge its responsibilities. Any such successor Securities Depository shall  
908 be a securities depository which is a registered clearing agency under the Securities and  
909 Exchange Act of 1934, as amended, or other applicable statute or regulation that operates a  
910 securities depository upon reasonable and customary terms. The Bond Registrar upon its  
911 receipt of a Bond or Bonds for cancellation shall cause the delivery of Bonds to the  
912 successor Securities Depository in appropriate denominations and form as provided herein.

913  
914 (d) The execution and delivery of the Representation Letter to DTC by the  
915 Mayor of the City in the form attached hereto as *Exhibit B* with such changes, omissions,

916 insertions and revisions as the Mayor shall deem advisable, is hereby authorized, and  
917 execution of the Representation Letter by the Mayor shall be conclusive evidence of such  
918 approval. The Representation Letter shall set forth certain matters with respect to, among  
919 other things, notices, consents and approvals by Registered Owners of the Bonds and  
920 Beneficial Owners and payments on the Bonds. The Paying Agent shall have the same  
921 rights with respect to its actions thereunder as it has with respect to its actions under this  
922 Resolution.

923  
924 ARTICLE III

925  
926 REDEMPTION OF BONDS

927  
928 **Section 301. Optional and Mandatory Redemption by City.**

929  
930 (a) Optional Redemption. The Bonds maturing prior to August 1, 2020, shall  
931 become due without the option of prior payment. The Bonds or portion thereof either  
932 maturing or subject to mandatory redemption and payment on or after August 1, 2020, may  
933 be called for redemption and payment prior to maturity on August 1, 2019, and thereafter in  
934 whole or in part on any date (Bonds of less than a single maturity to be selected by lot in  
935 multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar in such  
936 equitable manner as they shall designate), at the redemption price equal to 100% of the  
937 principal amount thereof, plus accrued interest thereon, if any, to the date fixed for redemp-  
938 tion and payment.

939  
940 (b) Mandatory Redemption. The Term Bonds shall be subject to mandatory  
941 redemption and payment prior to Stated Maturity pursuant to the mandatory redemption  
942 requirements of this Section at a Redemption Price equal to 100% of the principal amount  
943 thereof plus accrued interest to the Redemption Date. The City shall redeem on August 1 in  
944 the years the principal amounts of such Term Bonds as follows:

945  
946 2033 TERM BONDS

| 947 | Principal     |             |
|-----|---------------|-------------|
| 948 | <u>Amount</u> | <u>Year</u> |
| 949 |               |             |
| 950 | \$ 85,000     | 2025        |
| 951 | 305,000       | 2029        |
| 952 | 160,000       | 2030        |
| 953 | 10,000        | 2031        |
| 954 | 75,000        | 2032        |

955  
956 (leaving \$15,000 to mature August 1, 2033)

962  
963  
964  
965  
966  
967  
968  
969  
970  
971  
972  
973  
974  
975  
976  
977  
978  
979  
980  
981  
982  
983  
984  
985  
986  
987  
988  
989  
990  
991  
992  
993  
994  
995  
996  
997  
998  
999  
1000  
1001  
1002  
1003  
1004  
1005  
1006  
1007

2036 TERM BONDS

| <u>Principal</u> | <u>Year</u> |
|------------------|-------------|
| <u>Amount</u>    |             |
| \$380,000        | 2034        |
| 10,000_          | 2035        |

(leaving \$250,000 to mature August 1, 2036)

2038 TERM BONDS

| <u>Principal</u> | <u>Year</u> |
|------------------|-------------|
| <u>Amount</u>    |             |
| \$ 45,000        | 2037        |

(leaving \$160,000 to mature August 1, 2038)

2041 TERM BONDS

| <u>Principal</u> | <u>Year</u> |
|------------------|-------------|
| <u>Amount</u>    |             |
| \$ 50,000        | 2039        |
| 20,000           | 2040        |

(leaving \$125,000 to mature August 1, 2041)

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

1008 on or before the 45th day next preceding each mandatory Redemption Date, furnish the  
1009 Paying Agent a written certificate indicating to what extent the provisions of said clauses  
1010 (1), (2) and (3) are to be complied with, with respect to such mandatory redemption  
1011 payment.  
1012

1013 **Section 302. Selection of Bonds to be Redeemed.** Bonds shall be redeemed only  
1014 in the principal amount of \$5,000 or any integral multiple thereof. When less than all of the  
1015 Bonds of the same maturity are to be redeemed and paid prior to their Stated Maturity, the  
1016 Bonds to be redeemed shall be selected by the Bond Registrar in \$5,000 units of principal  
1017 amount in such equitable manner as the Bond Registrar may determine.  
1018

1019 In the case of a partial redemption of Bonds by lot when Bonds of denominations  
1020 greater than \$5,000 are then Outstanding, then for all purposes in connection with such  
1021 redemption each \$5,000 of face value shall be treated as though it were a separate Bond of  
1022 the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000  
1023 units of face value represented by any Bond is selected for redemption, then upon notice of  
1024 intention to redeem such \$5,000 unit or units, the Owner or the Owner's duly authorized  
1025 agent shall forthwith present and surrender such Bond to the Bond Registrar: (1) for  
1026 payment of the Redemption Price and interest to the Redemption Date of such \$5,000 unit  
1027 or units of face value called for redemption, and (2) for exchange, without charge to the  
1028 Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the  
1029 unredeemed portion of the principal amount of such Bond. If the Owner of any such Bond  
1030 fails to present such Bond to the Paying Agent for payment and exchange as aforesaid, such  
1031 Bond shall, nevertheless, become due and payable on the redemption date to the extent of  
1032 the \$5,000 unit or units of face value called for redemption (and to that extent only).  
1033

1034 **Section 303. Notice and Effect of Call for Redemption.** In the event the City  
1035 desires to call the Bonds for redemption prior to maturity, written notice of such intent shall  
1036 be provided to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less  
1037 than 45 days prior to the Redemption Date. The Bond Registrar shall call Bonds for  
1038 redemption and payment and shall give notice of such redemption as herein provided upon  
1039 receipt by it of the City's written notice at least 45 days prior to the Redemption Date. If the  
1040 Bonds are refunded more than 90 days in advance of such Redemption Date, any escrow  
1041 agreement entered into by the City in connection with such refunding shall provide that such  
1042 written instructions to the Paying Agent shall be given by the escrow agent on behalf of the  
1043 City not more than 90 days prior to the Redemption Date. The Paying Agent may in its  
1044 discretion waive such notice period so long as the notice requirements set forth in **Section**  
1045 **303** are met.  
1046

1047 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall  
1048 give written notice of the redemption of said Bonds on a specified date, the same being  
1049 described by maturity, said notice to be mailed by United States first class mail addressed to  
1050 the Owners of said Bonds to be redeemed and to the Original Purchaser of the Bonds, each  
1051 of said notices to be mailed not less than 30 days prior to the date fixed for redemption. The  
1052 City and Bond Registrar shall also give such additional notice as may be required by Kansas

1053 law or regulations of the Securities and Exchange Commission in effect as of the date of  
1054 such notice.

1055

1056 All official notices of redemption shall be dated and shall contain the following  
1057 information:

1058

1059 (a) the Redemption Date;

1060

1061 (b) the Redemption Price;

1062

1063 (c) if less than all Outstanding Bonds are to be redeemed, the identification  
1064 (and, in the case of partial redemption of any Bonds, the respective principal amounts) of  
1065 the Bonds to be redeemed;

1066

1067 (d) a statement that on the Redemption Date the Redemption Price will become  
1068 due and payable upon each such Bond or portion thereof called for redemption and that  
1069 interest thereon shall cease to accrue from and after the Redemption Date; and

1070

1071 (e) the place where such Bonds are to be surrendered for payment of the  
1072 Redemption Price, which shall be the principal office of the Paying Agent.

1073

1074 The failure of any Owner to receive notice given as heretofore provided or an  
1075 immaterial defect therein shall not invalidate any redemption.

1076

1077 Prior to any Redemption Date, the City shall deposit with the Paying Agent  
1078 Defeasance Obligations sufficient to pay the Redemption Price of all the Bonds or portions  
1079 of Bonds that are to be redeemed on such Redemption Date.

1080

1081 Official notice of redemption having been given as aforesaid, the Bonds or portions  
1082 of Bonds to be redeemed shall become due and payable on the Redemption Date at the  
1083 Redemption Price therein specified and, from and after the Redemption Date (unless the  
1084 City defaults in the payment of the Redemption Price), such Bonds or portion of Bonds shall  
1085 cease to bear interest. Upon surrender of such Bonds for redemption in accordance with  
1086 such notice, the Redemption Date shall be payable as herein provided for payment of  
1087 interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for  
1088 the Owner a new Bond or Bonds of the same Stated Maturity in the amount of the unpaid  
1089 principal as provided herein. All Bonds that have been surrendered for redemption shall be  
1090 cancelled and destroyed by the Paying Agent as provided herein and shall not be reissued.

1091

1092 The Paying Agent is also directed to comply with any mandatory or voluntary  
1093 standards then in effect for processing redemptions of municipal securities established by  
1094 the State or the Securities Exchange Commission. Failure to comply with such standards  
1095 shall not affect or invalidate the redemption of any Bond.

1096

1097

1098 ARTICLE IV

1099 SECURITY FOR AND PAYMENT OF BONDS

1100  
1101  
1102 **Section 401. Security for the Bonds.** The principal and interest on the Bonds shall  
1103 be payable solely from the Net Revenues derived by the City from the rates, fees and  
1104 charges collected by the City from the operation of the Combined Utility, including all  
1105 improvements, extensions and enlargements thereto hereafter constructed or acquired by the  
1106 City and not paid for from any other fund or source. Subject to the lien of the Permitted  
1107 Loans, the Bonds shall constitute a lien upon the revenues produced from the operations of  
1108 the City’s Combined Utility. The Bonds and the interest thereon are payable solely from  
1109 revenues derived from the rates, fees or charges collected by the City from the operation of  
1110 the City’s Combined Utility and not from any other funds or sources. The Bonds will not  
1111 constitute a general obligation of the City, and no taxes can be levied by the City to pay  
1112 either principal or interest thereon.

1113  
1114 ARTICLE V

1115 ESTABLISHMENT OF FUNDS AND ACCOUNTS  
1116 DEPOSIT AND APPLICATION OF MONEYS

1117  
1118  
1119 **Section 501. Ratification; Establishment of Funds and Accounts.** The City  
1120 hereby covenants and agrees that so long as the Bonds remain outstanding and unpaid, all of  
1121 the revenues derived by the City from the operation of the Combined Utility, including all  
1122 revenues from all improvements, extensions and enlargements of the System hereinafter  
1123 constructed or acquired by the City, shall be paid to the Treasurer of the City and deposited  
1124 in the City’s Water, Water Pollution Control and Stormwater Utility Revenue Fund (the  
1125 “Revenue Fund”) heretofore established in the treasury of the City and said Revenue Fund  
1126 shall only be used to pay the Expenses of the Combined Utility and to pay the principal of  
1127 and the interest on the Bonds and any prior revenue or general obligation bonds outstanding  
1128 and unpaid, as provided by law.

1129  
1130 The following funds and accounts presently existing in the treasury of the City are  
1131 hereby ratified and affirmed:

- 1132  
1133 (a) Water, Water Pollution Control, and Stormwater Utility Revenue Fund (the  
1134 "Revenue Fund"); and  
1135  
1136 (b) Water, Water Pollution Control and Stormwater Utility Construction Fund  
1137 (the “Construction Fund”); and  
1138  
1139 (c) Water, Water Pollution Control and Stormwater Utility Renewal and  
1140 Replacement Account (the “Renewal and Replacement Account”).  
1141

1142 Contemporaneous with the issuance of the Bonds, there are hereby created and  
1143 ordered to be established in the treasury of the City the following additional funds and  
1144 accounts:

- 1145
- 1146 (a) Principal and Interest Account for Combined Utility Improvement and  
1147 Refunding Revenue Bonds, Series 2011-A (the "Principal and Interest  
1148 Account"); and  
1149
  - 1150 (b) Reserve Account for Combined Utility Improvement and Refunding Revenue  
1151 Bonds, Series 2011-A (the "Bond Reserve Account"); and  
1152
  - 1153 (c) Rebate Fund for Combined Utility Improvement and Refunding Revenue  
1154 Bonds, Series 2011-A (the "Rebate Fund").  
1155

1156 The Funds and Accounts established herein shall be administered in accordance with  
1157 the provisions of this Resolution so long as the Bonds are Outstanding.  
1158

1159 **Section 502. Disposition of Bond Proceeds.**

- 1160
- 1161 (a) Accrued interest, if any, on the Bonds will be deposited into the Series 2011-  
1162 A Principal and Interest Account established and created in **Section 501** of  
1163 this Resolution;  
1164
  - 1165 (b) \$15,152,441.55 of the proceeds of the Bonds shall be deposited with the  
1166 Kansas State Treasurer to redeem and pay all of the Refunded Bonds on  
1167 October 1, 2011;  
1168
  - 1169 (c) \$2,137,263.28 of the proceeds of the Bonds shall be deposited with the  
1170 Kansas State Treasurer to redeem and pay a portion of the City's Temporary  
1171 Notes, Series 2010-A on October 1, 2011;  
1172
  - 1173 (d) \$1,052,040.99 of the proceeds of the Bonds shall be deposited in the  
1174 Construction Fund to pay both the costs of the Improvements and the costs,  
1175 fees and expenses incurred in connection with the issuance of the Bonds; and  
1176
  - 1177 (c) \$842,522.00 of the proceeds of the Bonds shall be deposited in the Bond  
1178 Reserve Account established and created in **Section 501** of this Resolution.  
1179

1180 **Section 503. Application of Moneys in the Construction Fund.** That moneys in  
1181 the Construction Fund shall be used by the City for the sole purpose of paying the cost of  
1182 improving the System as hereinbefore provided, in accordance with the plans and  
1183 specifications therefore, heretofore approved by the City Engineer and on file in the office  
1184 of the City Clerk, including any alterations in or amendments to said plans and  
1185 specifications approved by the City Engineer, and for paying the costs and expenses  
1186 incidental to the issuance of the Bonds.  
1187

1188 Withdrawals of bond proceeds from the Construction Fund shall be made only when  
1189 authorized by executed warrants therefore accompanied by a certificate executed by the  
1190 Director of Public Works of the City that such payment is being made for a purpose within  
1191 the scope of this Resolution and that the amount of such payment represents only the  
1192 contract price of the property, equipment, labor, materials or service being paid for, or if  
1193 such payment is not being made pursuant to an express contract, that such payment is not in  
1194 excess of the reasonable value thereof. Nothing hereinbefore contained shall prevent the  
1195 payment out of the Construction Fund of all costs and expenses incidental to the issuance of  
1196 the Bonds without a certificate from the Director of Public Works of the City.

1197  
1198 Upon completion of the extensions, enlargements and improvements to the System  
1199 as hereinbefore provided, any surplus remaining in the Construction Fund shall be deposited  
1200 in the Revenue Fund.

1201  
1202 **Section 504. Application of Moneys in other Funds and Accounts.** Gross  
1203 Revenues shall be deposited in the Revenue Fund. The City shall pay from the Revenue  
1204 Fund the Expenses of the Combined Utility and keeping the same in good repair and  
1205 working order. After paying and providing for the payment of the Expenses, the Permitted  
1206 Loans, and any required deposits to the Rebate Fund as provided in **Section 505** of this  
1207 Resolution, the City further covenants and agrees that it will allocate, pay and credit the Net  
1208 Revenues at the time in the Revenue Fund as follows in such amounts so at all times the  
1209 City will have sufficient money to meet and pay the requirements of the Principal and  
1210 Interest Account, Bond Reserve Account and any other obligations of the Combined Utility  
1211 on a parity with the Bonds.

1212 (a) There shall first be paid and credited to the Principal and Interest Account,  
1213 accrued interest, if any, received by the City upon delivery of the Bonds,  
1214 respectively, and to the extent necessary to meet at the maturity thereof the  
1215 interest on and the principal of the Bonds the following amounts:

1216 (1) Beginning on or before October 1, 2011, and continuing on the first day of  
1217 each month thereafter an equal pro rata portion of the interest that will  
1218 become due on the Bonds on February 1, 2012; and beginning on February  
1219 1, 2012, and continuing on the first day of each month thereafter an equal  
1220 pro rata portion of the interest that will become due on the Bonds on the  
1221 next succeeding Interest Payment Date.

1222 (2) Beginning on October 1, 2011, and continuing on the first day of each  
1223 month thereafter an equal pro rata portion of the principal of the Bonds that  
1224 will become due on August 1, 2012, and continuing on the first day of each  
1225 month thereafter an equal pro rata portion of the principal amount of the  
1226 Bonds that will become due on the next succeeding principal payment or  
1227 mandatory redemption date of the Bonds.

1228 All amounts paid and credited to both the Principal and Interest Account shall be  
1229 used and expended by the City for the sole purpose of paying the interest on and  
1230 principal of the Bonds as and when the same become due and to pay related fees of  
1231 the Paying Agent.

1232

- 1233 (b) Monies held in the Bond Reserve Account shall be used solely to prevent any  
1234 default in the payment of the principal of or interest on the Bonds if at any time the  
1235 monies in the Principal and Interest Account are insufficient to pay the principal of  
1236 and/or interest on the Bonds. Unless all of the Bonds outstanding at any given  
1237 time are called for redemption and payment or are refunded as is provided in this  
1238 Resolution, no part of the Bond Reserve Account shall ever be used or expended  
1239 by the City to call and redeem, in part, said Bonds for payment prior to their  
1240 ultimate maturity. So long as the monies and investments in the Bond Reserve  
1241 Account shall aggregate not less than the Bond Reserve Requirement no payments  
1242 into said account shall be required, but if at any time the City shall be compelled to  
1243 use and expend any part of said Bond Reserve Account for any purpose and/or the  
1244 amount in said account shall be less than the Bond Reserve Requirement, then the  
1245 City, after making all payments and credits at the time required to be made by it  
1246 under the provisions of this Resolution, will make monthly payments or credits to  
1247 the Bond Reserve Account in such amounts as are sufficient to replenish the  
1248 account to its required balance within eighteen (18) months of the shortfall therein.  
1249
- 1250 (c) After making all payments and credits from the Revenue Fund at the time required  
1251 to be made under provisions of paragraphs (a) through (c) of this Section, all  
1252 remaining monies in the Revenue Fund which shall not be required for the  
1253 operation and maintenance of the System for the ensuing forty-five (45) day period  
1254 shall be deposited into the Renewal and Replacement Account and may be used by  
1255 the City for any one or more of the following purposes as determined by both the  
1256 Director of Public Works and the Director of Financial Services of the City:
- 1257 (1) to pay the cost of extraordinary repairs and maintenance of the System;
  - 1258 (2) for capital improvements to the System; and
  - 1259 (3) to pay Expenses of the Combined Utility if sufficient funds are not available  
1260 in the Revenue Fund.

1261  
1262 **Section 505. Application of Moneys in the Rebate Fund.**  
1263

- 1264 (a) There shall be transferred to the Rebate Fund from the Revenue Fund such  
1265 amounts as are required to be deposited therein pursuant to the Arbitrage Instructions. All  
1266 money at any time deposited in the Rebate Fund shall be held in trust, to the extent required  
1267 to pay rebatable arbitrage to the United States of America, and neither the City nor the  
1268 Owner of any Bond shall have any rights in or claim to such money. All amounts deposited  
1269 into or on deposit in the Rebate Fund shall be governed by this Section and the Arbitrage  
1270 Instructions.  
1271
- 1272 (b) The City shall periodically determine the rebatable arbitrage, if any, under  
1273 Section 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall  
1274 make payments to the United States of America at the times and in the amounts determined  
1275 under the Arbitrage Instructions. Any moneys remaining in the Rebate Fund after  
1276 redemption and payment of all of the Bonds and payment and satisfaction of any rebatable  
1277 arbitrage, or provision made therefore, shall be deposited into the Principal and Interest  
1278 Account.

1279  
1280  
1281  
1282  
1283  
1284  
1285  
1286  
1287  
1288  
1289  
1290  
1291  
1292  
1293  
1294  
1295  
1296  
1297  
1298  
1299  
1300  
1301  
1302  
1303  
1304  
1305  
1306  
1307  
1308  
1309  
1310  
1311  
1312  
1313  
1314  
1315  
1316  
1317  
1318  
1319  
1320  
1321  
1322  
1323  
1324

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

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

**Section 506. Deposits and Investment of Moneys.** Moneys in each of the Funds and Accounts shall be deposited in accordance with the requirements of K.S.A. 10-131, as amended. All such deposits shall be continuously and adequately secured by the financial institutions holding such deposits as provided by the laws of the State. All moneys held in the Funds and Accounts shall be kept separate and apart from all other funds of the City so that there shall be no commingling of such funds with any other funds of the City.

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

**Section 507. Nonpresentment of Bonds.** If any Bond is not presented for payment when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have been made available to the Paying Agent, all liability of the City to the Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the Owner of such Bond, who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Resolution or on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years after such principal or interest has become due and payable, such funds shall be paid to the City; and all liability of the Paying Agent to the Owner thereof for the payment of such Bond shall forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent under this Section to pay any such funds to the City shall be subject to any provisions of law applicable to the Paying Agent or to such funds providing other requirements for disposition of unclaimed property.

1325 ARTICLE VI

1326  
1327 DEFAULT AND REMEDIES

1328  
1329 **Section 601. Remedies.** The provisions of the Resolution, including the covenants  
1330 and agreements herein contained, shall constitute a contract between the City and the  
1331 Owners of the Bonds. If an Event of Default occurs and shall be continuing, the Owner or  
1332 Owners of not less than 10% in principal amount of the Bonds at the time Outstanding shall  
1333 have the right for the equal benefit and protection of all Owners of Bonds similarly situated:  
1334

1335 (a) by mandamus or other suit, action or proceedings at law or in equity to  
1336 enforce the rights of such Owner or Owners against the City and its officers, agents and  
1337 employees, and to require and compel duties and obligations required by the provisions of  
1338 the Resolution or by the Constitution and laws of the State;  
1339

1340 (b) by suit, action or other proceedings in equity or at law to require the City, its  
1341 officers, agents and employees to account as if they were the trustees of an express trust;  
1342 and  
1343

1344 (c) by suit, action or other proceedings in equity or at law to enjoin any acts or  
1345 things which may be unlawful or in violation of the rights of the Owners of the Bonds.  
1346

1347 **Section 602. Limitation on Rights of Owners.** The covenants and agreements of  
1348 the City contained herein and in the Bonds shall be for the equal benefit, protection, and  
1349 security of the Owners of any or all of the Bonds, all of which Bonds shall be of equal rank  
1350 and without preference or priority of one Bond over any other Bond in the application of the  
1351 funds herein pledged to the payment of the principal of and the interest on the Bonds, or  
1352 otherwise, except as to rate of interest, date of maturity and right of prior redemption as  
1353 provided in this Resolution. No one or more Owners secured hereby shall have any right in  
1354 any manner whatever by his or their action to affect, disturb or prejudice the security  
1355 granted and provided for herein, or to enforce any right hereunder, except in the manner  
1356 herein provided, and all proceedings at law or in equity shall be instituted, had and  
1357 maintained for the equal benefit of all Outstanding Bond Owners.  
1358

1359 **Section 603. Remedies Cumulative.** No remedy conferred herein upon the Owners  
1360 is intended to be exclusive of any other remedy, but each such remedy shall be cumulative  
1361 and in addition to every other remedy and may be exercised without exhausting and without  
1362 regard to any other remedy conferred herein. No waiver of any default or breach of duty or  
1363 contract by the Owner of any Bond shall extend to or affect any subsequent default or  
1364 breach of duty or contract or shall impair any rights or remedies thereon. No delay or  
1365 omission of any Owner to exercise any right or power accruing upon any default shall  
1366 impair any such right or power or shall be construed to be a waiver of any such default or  
1367 acquiescence therein. Every substantive right and every remedy conferred upon the Owners  
1368 of the Bonds by this Resolution may be enforced and exercised from time to time and as  
1369 often as may be deemed expedient. If action or proceedings taken by any Owner on account  
1370 of any default or to enforce any right or exercise any remedy has been discontinued or

1371 abandoned for any reason, or shall have been determined adversely to such Owner, then,  
1372 and in every such case, the City and the Owners of the Bonds shall be restored to their  
1373 former positions and rights hereunder, respectively, and all rights, remedies, powers and  
1374 duties of the Owners shall continue as if no such suit, action or other proceedings had been  
1375 brought or taken.

1376  
1377

## 1378 ARTICLE VII

1379  
1380

### 1380 DEFEASANCE

1381  
1382

1383 **Section 701. Defeasance.** When any or all of the Bonds or scheduled interest  
1384 payments thereon have been paid and discharged or provision for their payment and  
1385 discharge has been made pursuant to Article III hereof, then the requirements contained in  
1386 this Resolution and the pledge of security hereunder and all other rights granted hereby shall  
1387 terminate with respect to the Bonds or scheduled interest payments thereon so paid and dis-  
1388 charged. Bonds or scheduled interest payments thereon shall be deemed to have been paid  
1389 and discharged within the meaning of this Resolution if there has been deposited with the  
1390 Paying Agent, or other legally qualified commercial bank or trust company and having full  
1391 trust powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the  
1392 interest payments thereon, in trust for and irrevocably appropriated thereto, Defeasance  
1393 Obligations which, together with the interest to be earned on any such Defeasance  
1394 Obligations, will be sufficient for the payment of the principal of said Bonds and/or interest  
1395 accrued to the Stated Maturity or Redemption Date, or if default in such payment has  
1396 occurred on such date, then to the date of the tender of such payments; provided, however,  
1397 that if any such Bonds are to be redeemed prior to their Stated Maturity, (1) the City has  
1398 elected to redeem such Bonds, and (2) either notice of such redemption has been given, or  
1399 the City has given irrevocable instructions, or shall have provided for an escrow agent to  
1400 give irrevocable instructions, to the Bond Registrar to give such notice of redemption in  
1401 compliance with **Section 303** of this Resolution. Any Defeasance Obligations that at any  
1402 time shall be deposited with the Paying Agent or other commercial bank or trust company  
1403 by or on behalf of the City, for the purpose of paying and discharging any of the Bonds,  
1404 shall be and are hereby assigned, transferred and set over to the Paying Agent or other bank  
1405 or trust company in trust for the respective Owners of the Bonds, and such moneys shall be  
1406 and are hereby irrevocably appropriated to the payment and discharge thereof. All  
1407 Defeasance Obligations deposited with the Paying Agent or such bank or trust company  
1408 shall be deemed to be deposited in accordance with and subject to all of the provisions of  
1409 this Resolution.

1409  
1410

1411 ARTICLE VIII

1412 TAX COVENANTS

1413 **Section 801. General Covenants.**

1414  
1415  
1416  
1417 (a) The City covenants and agrees that (1) it will comply with all applicable  
1418 provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain  
1419 the exclusion from gross income for federal income tax purposes of the interest on the  
1420 Bonds, and (2) it will not use or permit the use of any proceeds of Bonds or any other funds  
1421 of the City in a manner which would adversely affect the exclusion from gross income of  
1422 the interest on the Bonds, and (3) will not take or permit any other action, or fail to take any  
1423 action, if any such action or failure to take action would adversely effect the exclusion from  
1424 gross income of the interest on the Bonds. The City will, in addition, adopt such other  
1425 ordinances or resolutions and take such other actions as may be necessary to comply with  
1426 the Code and with all other applicable future laws, regulations, published rulings and  
1427 judicial decisions, in order to ensure that the interest on the Bonds will remain excluded  
1428 from federal gross income, to the extent any such actions can be taken by the City.

1429  
1430 (b) The City covenants and agrees that (1) it will use the proceeds of the Bonds  
1431 as soon as practicable and with all reasonable dispatch for the purposes for which the Bonds  
1432 are issued, and (2) it will not invest or directly or indirectly use or permit the use of any  
1433 proceeds of the Bonds or any other funds of the City in any manner, and will not take or  
1434 omit to take any action, that would cause the Bonds to be "arbitrage bonds" within the  
1435 meaning of Section 148(a) of the Code.

1436  
1437 (c) The City covenants and agrees that it will not use any portion of the  
1438 proceeds of the Bonds, including any investment income earned on such proceeds, directly  
1439 or indirectly, in a manner that would cause any Bond to be a "private activity bond" within  
1440 the meaning of Section 141(a) of the Code.

1441  
1442 **Section 802. Rebate Covenant.** The City covenants and agrees that it will pay or  
1443 provide for the payment of, from time to time all amounts required to be rebated to the  
1444 United States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This  
1445 covenant shall survive payment in full or defeasance of the Bonds. The Arbitrage  
1446 Instructions may be amended or replaced if, in the opinion of Bond Counsel such  
1447 amendment or replacement will not adversely affect the exclusion from gross income for  
1448 federal income tax purposes of interest on the Bonds.

1449  
1450 **Section 803. Survival of Covenants.** The covenants contained in this Article shall  
1451 remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to  
1452 Article VII hereof or any other provision of this Resolution until the final maturity date of  
1453 all Bonds Outstanding.

1454  
1455 **Section 804. Qualified Tax-exempt Obligations.** The Bonds are not designated as  
1456 "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

1457  
1458 ARTICLE IX

1459  
1460 CONTINUING DISCLOSURE REQUIREMENTS  
1461

1462 **Section 901. Disclosure Requirements.** The City hereby covenants with the  
1463 Original Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to  
1464 provide and disseminate such information as is required by Rule 15c2-12 (as defined in the  
1465 Disclosure Certificate) and is further set forth in the Disclosure Certificate. Such covenant  
1466 shall be for the benefit of and enforceable by the Original Purchaser and such Beneficial  
1467 Owners.  
1468

1469 **Section 902. Failure to Comply with Continuing Disclosure Requirements.** In  
1470 the event the City fails to comply in a timely manner with its covenants contained in the  
1471 preceding section, the Original Purchaser and/or any such Beneficial Owner may make  
1472 demand for such compliance by written notice to the City. In the event the City does not  
1473 remedy such noncompliance within 10 days of receipt of such written notice, the Original  
1474 Purchaser or any such Beneficial Owner may in its discretion, without notice or demand,  
1475 proceed to enforce compliance by a suit or suits in equity for the specific performance of  
1476 such covenant or agreement contained in the preceding section or for the enforcement of any  
1477 other appropriate legal or equitable remedy as the Original Purchaser and/or any such  
1478 Beneficial Owner shall deem effectual to protect and enforce any of the duties of the City  
1479 under such preceding section.  
1480

1481 ARTICLE X

1482 MISCELLANEOUS PROVISIONS  
1483

1484  
1485 **Section 1001. Particular Covenants of the City.** That the City covenants with the  
1486 Original Purchasers and Owners of the Bonds that, so long as the Bonds remain outstanding  
1487 and unpaid:  
1488

1489 (a) The City will faithfully perform at all times any and all covenants,  
1490 agreements, undertakings and provisions contained in the Ordinance, this Resolution and the  
1491 Bonds.  
1492

1493 (b) The City will operate and maintain the System in an efficient manner and at  
1494 reasonable cost and will keep the same in good repair and working order.  
1495

1496 (c) The City will fix, establish, maintain and collect such rates, fees or charges  
1497 for service furnished by and through the Combined Utility including all extensions,  
1498 improvements and enlargements thereto thereafter constructed or acquired by the City,  
1499 which rates, fees or charges shall be sufficient to pay the Expenses of the Combined Utility  
1500 and to pay the principal of and interest on the Bonds and all other Combined Utility revenue  
1501 bonds of the City hereafter issued and standing on a parity with the Bonds as and when the  
1502 same become due, and to create and maintain reasonable reserves as hereinafter specified;

1503 provided, however, that such rates, fees and charges of the water, water pollution control  
1504 and stormwater utilities shall not be set or otherwise established so that the rates, fees or  
1505 charges of one such division subsidize the other. The City further covenants and agrees that  
1506 it will at all times maintain and collect rates, fees or charges for the use of or services  
1507 rendered by the Combined Utility which will be sufficient to enable the City to have in each  
1508 fiscal year Net Revenues from the Combined Utility in an amount which will be not less  
1509 than 125% of the amount required to be paid by the City in the next succeeding fiscal year  
1510 on account of both principal of and interest on all Combined Utility revenue bonds of the  
1511 City at that time outstanding. As soon as possible after the end of each fiscal year, the  
1512 annual audit and report made for such year by the City's officers pursuant to provisions of  
1513 this Resolution shall be presented to and considered by the City's Governing Body and if it  
1514 shall appear that an increase in existing rates, fees or charges for the services of the  
1515 Combined Utility is necessary in order to satisfy the obligations of the City under provisions  
1516 of this Resolution, the Governing Body shall promptly make such increase and shall cause  
1517 the same to be effective within ninety (90) days thereafter. If prior to the end of the then  
1518 current fiscal year, any interim operating statements of the Combined Utility shall indicate  
1519 that an increase in the existing rates, fees or charges is necessary to satisfy the obligations of  
1520 the City under provisions of this Resolution, the Governing Body shall promptly make such  
1521 increase and shall cause the same to be effective within ninety (90) days thereafter.

1522

1523 (d) None of the facilities or services afforded by the Combined Utility will be  
1524 furnished to any user without a reasonable charge being made therefore.

1525

1526 (e) The City will not mortgage, pledge or otherwise encumber the System or  
1527 any part thereof, or any extension, improvement or betterment thereof nor will it sell, lease  
1528 or otherwise dispose of the System or any material part thereof. The City may, however,  
1529 dispose of any property which has become obsolete and non-productive or otherwise  
1530 unusable to the advantage of the City. Any cash proceeds derived from the City's sale of  
1531 such property shall be used by the City to improve, extend or enlarge the System.

1532

1533 (f) The City will carry and maintain a reasonable amount of all risk insurance  
1534 upon the properties forming part of the System insofar as they are of an insurable nature, the  
1535 amount of such insurance being the amount as would normally be carried by a municipal  
1536 corporation engaged in a similar type of utility enterprise. In the event of loss or damage,  
1537 the City, with all reasonable dispatch, will use the proceeds of such insurance to reconstruct  
1538 and replace the property damaged or destroyed or, if such reconstruction or replacement be  
1539 unnecessary, then either to improve, extend or enlarge the System or to redeem or purchase  
1540 in the open market the outstanding Bonds. The City in operating the Combined Utility will  
1541 carry and maintain public liability and worker's compensation insurance in such amounts as  
1542 would normally be maintained by a municipal corporation engaged in a similar type of  
1543 utility enterprise and the proceeds derived from any of such policies shall be used in paying  
1544 the claims on the account of which such proceeds were received; provided, however, the  
1545 City may, in accordance with applicable law, self insure such obligations. The cost of all  
1546 insurance referred to in this paragraph shall be paid as an operating cost out of the revenues  
1547 of the Combined Utility.

1548

1549 (g) The City will install and maintain proper books, records and accounts  
1550 separate from all other records and accounts of the City in which complete and correct  
1551 entries will be made of all dealings and transactions of or in relation to the properties,  
1552 business and affairs of the Combined Utility. Such accounts shall show the amount of  
1553 revenue received from the Combined Utility, the application of such revenue and all  
1554 financial transactions in connection therewith. Said books shall be kept by the City  
1555 according to the standard accounting practices as applicable to the operation of the water,  
1556 water pollution control and stormwater utility systems by municipalities.

1557  
1558 (h) Annually at the end of each fiscal year the City will cause an audit to be  
1559 made by a competent firm of independent auditors of the Combined Utility and shall cause a  
1560 copy of such audit to be mailed to the Original Purchaser of the Bonds. Said audit shall  
1561 include:

1562  
1563 (1) a classified statement of the gross revenues received, of  
1564 expenditures for operation and maintenance, of expenditures for all other purposes,  
1565 and the amount of any capital expenditures made from such revenues made during  
1566 the fiscal year;

1567  
1568 (2) a balance sheet as of the end of each fiscal year, with an amount on  
1569 hand at the end of such year in each of the accounts created or referred to in this  
1570 Resolution;

1571  
1572 (3) a statement showing gain or loss for such fiscal year;

1573  
1574 (4) a statement of the Bonds redeemed, purchased or paid during the  
1575 preceding fiscal year, and a statement of all interest paid during such year on the  
1576 Bonds;

1577  
1578 (5) a statement of the number of customers served by the Combined  
1579 Utility at the beginning and also at the end of such fiscal year;

1580  
1581 (6) a statement showing the amount and character of insurance carried  
1582 by the City on the property constituting the System and showing the names of the  
1583 insurers, expiration dates of the policies and the premium thereon;

1584  
1585 (7) the opinion of the auditors as to whether or not the City is meeting  
1586 the requirements of paragraph (c) of this Section by maintaining and collecting  
1587 adequate rates, fees and charges for Combined Utility services furnished by the City;  
1588 and

1589  
1590 (8) such remarks and recommendations regarding the City's method of  
1591 operation of the Combined Utility and its accounting practice as such auditors may  
1592 deem appropriate. Such audit shall be completed as soon as practicable after the end  
1593 of each fiscal year and a copy thereof filed with the office of the City Clerk where it  
1594 shall be open to public inspection.

1595  
1596  
1597  
1598  
1599  
1600  
1601  
1602  
1603  
1604  
1605  
1606  
1607  
1608  
1609  
1610  
1611  
1612  
1613  
1614  
1615  
1616  
1617  
1618  
1619  
1620  
1621  
1622  
1623  
1624  
1625  
1626  
1627  
1628  
1629  
1630  
1631  
1632  
1633  
1634  
1635  
1636  
1637  
1638  
1639  
1640

(i) The City shall semiannually conduct an internal rate review for the purpose of determining the sufficiency of the water, water pollution control and stormwater utility rates and charges of the City in view of the covenants herein and heretofore made.

(j) As long as the Bonds are Outstanding, any payments in lieu of taxes made to the City from the Net Revenues of the Combined Utility shall not exceed an amount based on the method currently in effect in the City, such method being based on the net value of the equity of the City in the System located within the corporate limits of the City. Further, such payment in lieu of taxes will not be made if the City is in default in paying the principal of or interest on the Bonds or any additional bonds issued in accordance with **Section 1002** hereof, or if such payment would cause the City to default in the payment of principal or interest on the Bonds or any such additional bonds.

**Section 1002. Additional Bonds.** That the City hereby covenants and agrees that so long as any of the Bonds remain outstanding and unpaid, it will not issue any additional Combined Utility revenue bonds or any other obligations payable from the Net Revenues of the Combined Utility which are superior in lien, security or otherwise to the Bonds other than Permitted Loans. The City hereby covenants and agrees except as hereinafter provided, that so long as the Bonds remain outstanding and unpaid it will not issue any additional bonds or other obligations payable out of the revenues of the Combined Utility which stand on a parity or equality with the Bonds unless each of the following conditions are met:

(a) The City shall not be in default in making any of the payments at the time required to be made by it into the respective funds or accounts created or referred to in this Resolution, or in the performance of any covenant contained herein.

(b) The annual Net Revenues derived by the City from the operation of the Combined Utility for the fiscal year next preceding the issuance of additional bonds, shall equal or exceed 125% of the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal and interest becoming due with respect to the Bonds, and any additional revenue bonds previously issued on a parity with the Bonds.

(c) In addition, projected annual Net Revenues expected to be derived by the City from the operation of the Combined Utility, for the fiscal year following the issuance of any additional bonds, shall equal or exceed 125% of the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal and interest becoming due with respect to the Bonds, including any revenue bonds previously issued on a parity with the Bonds together with additional bonds proposed to be issued, based on a detailed investigation and report of an engineering firm or an independent public accountant as to the amount of annual Net Revenues expected in such fiscal year, and said amount as defined and certified by said engineer or accountant shall govern in determining the right of the City to issue additional parity bonds under this **Section 1002**. No investigation or report of an engineer or accountant shall be required pursuant to this Section 1002 (i) in the event any issuance of additional bonds shall not increase the maximum

1641 amount required to be paid out of the Net Revenues in any succeeding fiscal year on account  
1642 of both principal and interest becoming due with respect to the Bonds, including any  
1643 additional revenue bonds previously issued on a parity with the Bonds together with  
1644 additional bonds proposed to be issued or (ii) in the event that the annual Net Revenues  
1645 derived by the City from the operation of the Combined Utility, for the fiscal year next  
1646 preceding the issuance of any additional bonds, shall have been equal to 125% of the  
1647 maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year  
1648 on account of both principal and interest becoming due with respect to the Bonds, including  
1649 any additional revenue bonds previously issued on a parity with the Bonds together with the  
1650 additional revenue bonds proposed to be issued.

1651  
1652 Additional Combined Utility revenue bonds of the City issued under the conditions  
1653 hereinbefore in this Section set forth shall stand on a parity with the Bonds and shall enjoy  
1654 complete equality of lien on and claim against the revenues of the Combined Utility with  
1655 said Bonds, and the City shall make equal provision for paying said additional Combined  
1656 Utility revenue bonds and the interest thereon out of the Revenue Fund and provide for the  
1657 creation of a principal and interest account for the payment of such additional Combined  
1658 Utility revenue bonds and a bond reserve account to be funded as herein required. Any  
1659 increases in the Bond Reserve Requirement as a result of the issuance of such additional  
1660 Combined Utility revenue bonds shall be fully funded concurrently with the issuance of  
1661 such additional Combined Utility revenue bonds from the proceeds of such bonds or from  
1662 other funds available for such purpose. In addition, if the City receives an opinion of Bond  
1663 Counsel to the effect that the Bond Reserve Requirement for any additional Combined  
1664 Utility revenue bonds must be reduced in order that the amounts on deposit in such bond  
1665 reserve fund may continue to be invested without yield restriction under the Code the  
1666 amount held in such bond reserve fund shall be reduced in conformity with said opinion.

1667  
1668 Nothing contained in this Section shall prohibit or restrict the right of the City to  
1669 issue additional Combined Utility revenue bonds or other revenue obligations for the  
1670 purpose of reconstructing, altering, repairing, improving or extending and enlarging the  
1671 System and to provide that the principal of and interest on said revenue bonds or obligations  
1672 shall be payable out of the Net revenues of the Combined Utility, provided that at the time  
1673 of the issuance of such additional revenue bonds or obligations the City shall not be in  
1674 default of performance of any covenant or agreement contained in this Resolution and  
1675 provided further that such additional revenue bonds or obligations shall be junior and  
1676 subordinate to the Bonds, so that if any time the City shall be in default in paying either  
1677 interest on or principal of the Bonds or if the City shall be in default in making any  
1678 payments required to be made by it under the provisions of this Resolution, the City shall  
1679 make no payments of either principal of or interest on said junior or subordinate revenue  
1680 bonds or obligations until said default or defaults be cured and no default shall exist on the  
1681 part of the City under the covenants, agreements and conditions contained in this  
1682 Resolution. In addition, any default on any junior and subordinate bonds shall not be  
1683 deemed a default on the Bonds.

1684  
1685 **Section 1003. Additional Permitted Loans.** The City hereby covenants and  
1686 agrees that so long as, except as hereinafter provided, any of the Bonds remain outstanding

1687 and unpaid, it will not issue any additional Permitted Loans payable out of the revenues of  
1688 the Combined Utility that are superior in lien and security to the Bonds unless each of the  
1689 following conditions are met:

1690  
1691 (a) The City shall not be in default in making any of the payments at the time  
1692 required to be made in connection with any outstanding Permitted Loans or into the  
1693 respective funds or accounts created or referred to in this Resolution, or in the performance  
1694 of any covenant contained herein.

1695  
1696 (b) The annual Net Revenues derived by the City from the operation of the  
1697 Combined Utility, for the fiscal year next preceding the issuance of additional Permitted  
1698 Loans, shall have been equal to 125% of the maximum amount required to be paid out of the  
1699 Net Revenues in any succeeding fiscal year on account of both principal of and interest  
1700 becoming due with respect to the Bonds, including any additional revenue bonds previously  
1701 issued on a parity with the Bonds.

1702  
1703 (c) In addition, projected annual Net Revenues (adjusted as provided in the last  
1704 sentence of this **Subsection 1003(c)**) expected to be derived by the City from the operation  
1705 of the Combined Utility, for the fiscal year following the issuance of any additional  
1706 Permitted Loans, shall equal or exceed 125% of the maximum amount required to be paid  
1707 out of the Net Revenues in any succeeding fiscal year on account of both principal and  
1708 interest becoming due with respect to the Bonds, including any additional revenue bonds  
1709 previously issued on a parity with the Bonds, based on a detailed investigation and report of  
1710 an engineering firm or an independent public accountant as to the amount of annual Net  
1711 Revenues expected in such fiscal year, and said amount as defined and certified by said  
1712 engineer or accountant shall govern in determining right of the City to issue additional  
1713 Permitted Loans payable out of the revenues of the Combined Utility that are superior in  
1714 lien and security to the Bonds under this **Section 1003**. No investigation or report of an  
1715 engineer or accountant shall be required pursuant to this **Section 1003** in the event that the  
1716 annual Net Revenues (adjusted as provided in the last sentence of this **Subsection 1003(c)**)  
1717 derived by the City from the operation of the Combined Utility, for the fiscal year next  
1718 preceding the issuance of any additional Permitted Loan, would have been equal to 125% of  
1719 the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal  
1720 year on account of both principal and interest becoming due with respect to the Bonds,  
1721 including any additional revenue bonds previously issued on a parity with the Bonds. For  
1722 purposes of determining Net Revenues as required for this **Subsection 1003(c)**, the  
1723 maximum amount payable in any succeeding fiscal year on the additional Permitted Loan  
1724 shall be treated as an Expense in the fiscal year for which the Net Revenues are being  
1725 computed.

1726  
1727 **Section 1004. Authorization of Bond Sale.** That the sale of the Bonds to  
1728 Hutchinson, Shockey, Erley & Co., Chicago, Illinois, in accordance with their bid pursuant  
1729 to the notice of bond sale dated September 6, 2011, is hereby ratified and confirmed.

1730  
1731 **Section 1005. Redemption of Refunded Bonds.** Pursuant to the Refunded Bond  
1732 Ordinance, the City hereby calls the Refunded Bonds for redemption and payment on

1733 October 1, 2011, the Redemption Date. The Refunded Bonds are being called at the  
1734 redemption price of 101 percent of the par value thereof plus accrued interest thereon to the  
1735 redemption date. Subject to the specific requirements of the ordinance which authorized the  
1736 issuance of the Refunded Bonds, notice of redemption shall be given in accordance with  
1737 applicable law by the City giving written notice of its intention to redeem such bonds by  
1738 mailing by certified mail a copy of the City's order of redemption (the "Redemption Notice")  
1739 to the State Treasurer of the State of Kansas, 900 SW Jackson, Suite 201, Topeka, Kansas  
1740 66612, who upon receipt of the Redemption Notice shall give notice of such call by mailing  
1741 a copy of the Redemption Notice by first class mail, postage prepaid, to the registered owner  
1742 of each bond to be redeemed at the address shown on the registration books maintained by  
1743 the Bond Registrar.  
1744

1745 **Section 1006. Annual Audit.** Annually, promptly after the end of the Fiscal Year,  
1746 the City will cause an audit to be made of its Funds and Accounts for the preceding Fiscal  
1747 Year by a certified public accountant or firm of certified public accountants as provided in  
1748 **Section 1001(h)** of this Resolution.  
1749

1750 Within 30 days after the completion of each such audit, a copy thereof shall be filed  
1751 in the office of the Clerk. Such audit shall at all times during the usual business hours of the  
1752 City be open to the examination and inspection by any taxpayer, any Owner of the Bonds or  
1753 by anyone acting for or on behalf of such taxpayer or Owner. Upon payment of the reason-  
1754 able cost of preparing and mailing the same, a copy of any annual audit will, upon request,  
1755 be sent to any Owner or prospective Owner.  
1756

1757 As soon as possible after the completion of the annual audit, the governing body of  
1758 the City shall review such audit, and if the audit discloses that proper provision has not been  
1759 made for all of the requirements of this Resolution, the City shall promptly cure such  
1760 deficiency.  
1761

1762 **Section 1007. Amendments.** The rights and duties of the City and the Owners, and  
1763 the terms and provisions of the Bonds or of this Resolution, may be amended or modified at  
1764 any time in any respect by resolution of the City with the written consent of the Owners of  
1765 not less than a majority in principal amount of the Bonds then Outstanding, such consent to  
1766 be evidenced by an instrument or instruments executed by such Owners and duly ac-  
1767 knowledged or proved in the manner of a deed to be recorded, and such instrument or  
1768 instruments shall be filed with the Clerk, but no such modification or alteration shall:  
1769

1770 (a) extend the maturity of any payment of principal or interest due upon any  
1771 Bond;  
1772

1773 (b) effect a reduction in the amount which the City is required to pay as  
1774 principal of or interest on any Bond;  
1775

1776 (c) permit preference or priority of any Bond over any other Bond; or  
1777

1778 (d) reduce the percentage in principal amount of Bonds required for the written  
1779 consent to any modification or alteration of the provisions of this Resolution.

1780  
1781 Any provision of the Bonds or of this Resolution may, however, be amended or  
1782 modified by resolution duly adopted by the governing body of the City at any time in any  
1783 legal respect with the written consent of the Owners of all of the Bonds at the time  
1784 Outstanding.

1785  
1786 Without notice to or the consent of any Owners, the City may amend or supplement  
1787 this Resolution for the purpose of curing any formal defect, omission, inconsistency or  
1788 ambiguity therein or in connection with any other change therein which is not materially  
1789 adverse to the interests of the Owners.

1790  
1791 Every amendment or modification of the provisions of the Bonds or of this  
1792 Resolution, to which the written consent of the Owners is given, as above provided, shall be  
1793 expressed in a resolution adopted by the governing body of the City amending or  
1794 supplementing the provisions of this Resolution and shall be deemed to be a part of this  
1795 Resolution. A certified copy of every such amendatory or supplemental resolution, if any,  
1796 and a certified copy of this Resolution shall always be kept on file in the office of the Clerk,  
1797 and shall be made available for inspection by the Owner of any Bond or a prospective  
1798 purchaser or owner of any Bond authorized by this Resolution, and upon payment of the  
1799 reasonable cost of preparing the same, a certified copy of any such amendatory or  
1800 supplemental resolution or of this Resolution will be sent by the Clerk to any such Owner or  
1801 prospective Owner.

1802  
1803 Any and all modifications made in the manner hereinabove provided shall not  
1804 become effective until there has been filed with the Clerk a copy of the resolution of the  
1805 City hereinabove provided for, duly certified, as well as proof of any required consent to  
1806 such modification by Owners of the Bonds then Outstanding. It shall not be necessary to  
1807 note on any of the Outstanding Bonds any reference to such amendment or modification.

1808  
1809 The City shall furnish to the Bond Registrar and Paying Agent a copy of any  
1810 amendment to the Bonds or this Resolution which affects the duties or obligations of the  
1811 Bond Registrar and Paying Agent under this Resolution.

1812  
1813 **Section 1008. Notices, Consents and Other Instruments by Owners.** Any notice,  
1814 consent, request, direction, approval or other instrument to be signed and executed by the  
1815 Owners may be in any number of concurrent writings of similar tenor and may be signed or  
1816 executed by such Owners in person or by agent appointed in writing. Proof of the execution  
1817 of any such instrument or of the writing appointing any such agent and of the ownership of  
1818 Bonds, if made in the following manner, shall be sufficient for any of the purposes of this  
1819 Resolution, and shall be conclusive in favor of the City, the Bond Registrar and the Paying  
1820 Agent with regard to any action taken, suffered or omitted under any such instrument,  
1821 namely:

1823 (a) The fact and date of the execution by any person of any such instrument  
1824 may be proved by a certificate of any officer in any jurisdiction who by law has power to  
1825 make acknowledgements within such jurisdiction that the person signing such instrument  
1826 acknowledged before such officer the execution thereof, or by affidavit of any witness to  
1827 such execution.

1828  
1829 (b) The fact of ownership of Bonds, the amount or amounts, numbers and other  
1830 identification of Bonds, and the date of holding the same shall be proved by the Bond Regis-  
1831 ter.

1832  
1833 In determining whether the Owners of the requisite principal amount of Bonds  
1834 Outstanding have given any request, demand, authorization, direction, notice, consent or  
1835 waiver under this Resolution, Bonds owned by the City shall be disregarded and deemed not  
1836 to be Outstanding under this Resolution, except that, in determining whether the Owners  
1837 shall be protected in relying upon any such request, demand, authorization, direction, notice,  
1838 consent or waiver, only Bonds which the Owners know to be so owned shall be so  
1839 disregarded. Notwithstanding the foregoing, Bonds so owned which have been pledged in  
1840 good faith shall not be disregarded as aforesaid if the pledgee establishes to the satisfaction  
1841 of the Owners the pledgee's rights so to act with respect to such Bonds and that the pledgee  
1842 is not the City.

1843  
1844 **Section 1009. Further Authority.** The officers and officials of the City, including  
1845 the Mayor and Clerk, are hereby authorized and directed to execute all documents and take  
1846 such actions as they may deem necessary or advisable in order to carry out and perform the  
1847 purposes of this Resolution and to make ministerial alterations, changes or additions in the  
1848 foregoing agreements, statements, instruments and other documents herein approved,  
1849 authorized and confirmed which they may approve, and the execution or taking of such  
1850 action shall be conclusive evidence of such necessity or advisability.

1851  
1852 **Section 1010. Severability.** If any section or other part of this Resolution is for any  
1853 reason held invalid, the invalidity thereof shall not affect the validity of the other provisions  
1854 of this Resolution.

1855  
1856 **Section 1011. Governing Law.** This Resolution shall be governed exclusively by  
1857 and construed in accordance with the applicable laws of the State.

1858  
1859 **Section 1012. Effective Date.** This Resolution shall take effect and be in full force  
1860 from and after its passage by the Council of the City.

1861  
1862 (REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK)

1863

1864 PASSED and approved by the City of Topeka, Kansas, on September 13, 2011.

1865

1866

CITY OF TOPEKA, KANSAS

1867

1868 (SEAL)

1869

1870

\_\_\_\_\_  
William W. Bunten, Mayor

1871

1872 ATTEST:

1873

1874

1875

\_\_\_\_\_  
Brenda Younger, City Clerk

1877

1878

1879

CERTIFICATE

1880

1881 I, the undersigned, hereby certify that the above and foregoing is a true and correct  
1882 copy of the Resolution of the governing body of the City of Topeka, Kansas, adopted by the  
1883 governing body at a regularly scheduled meeting held on September 13, 2011, as the same  
1884 appears of record in my office, and that the Resolution has not been modified, amended or  
1885 repealed and is in full force and effect as of this date.

1886

1887 DATED: September 13, 2011.

1888

1889 (SEAL)

1890

1891

\_\_\_\_\_  
Brenda Younger, City Clerk

1892 EXHIBIT A  
1893 (FORM OF BOND)  
1894

1895 Unless this certificate is presented by an authorized representative of The Depository Trust  
1896 Company to the issuer or its agent for registration of transfer, exchange or payment, and any  
1897 certificate issued is registered in the name of Cede & Co. or such other name as requested  
1898 by an authorized representative of The Depository Trust Company and any payment is made  
1899 to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR  
1900 OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner  
1901 hereof, Cede & Co., has an interest herein.  
1902  
1903

1904 UNITED STATES OF AMERICA  
1905 STATE OF KANSAS  
1906 COUNTY OF SHAWNEE  
1907 CITY OF TOPEKA  
1908 COMBINED UTILITY IMPROVEMENT AND  
1909 REFUNDING REVENUE BOND  
1910 SERIES 2011-A  
1911

1912 No. R- \_\_\_\_\_ \$ \_\_\_\_\_  
1913

1914 Rate of Maturity Dated CUSIP \_\_\_\_\_  
1915 Interest: Date: Date: September 29, 2011  
1916

1917 Registered Owner:  
1918

1919 Principal Amount:  
1920

1921 The City of Topeka, in the County of Shawnee, State of Kansas, (the "City") for  
1922 value received acknowledges itself to be indebted to and promises to pay, but solely from  
1923 the sources hereinafter pledged, to the registered owner identified above, or registered  
1924 assigns as hereinafter provided, on the maturity date identified above, the principal amount  
1925 identified above, and in like manner to pay, as of the Record Dates as hereinafter provided,  
1926 interest on such principal amount from the date of this Bond or from the most recent interest  
1927 payment date to which interest has been paid prior to the registration date set forth below at  
1928 the rate of interest per annum set forth above semiannually on February 1 and August 1 of  
1929 each year (the "Interest Payment Dates") commencing February 1, 2012, until said principal  
1930 amount is paid.  
1931

1932 The principal of and premium, if any, on this Bond shall be payable in lawful money  
1933 of the United States of America at the office of the Treasurer of the State of Kansas, Topeka,  
1934 Kansas, (the "Paying Agent" and "Bond Registrar") upon presentation of this Bond for  
1935 payment and cancellation. The interest on this Bond shall be payable in lawful money of  
1936 the United States of America by check or draft of the Paying Agent by mailing to the  
1937 registered owner thereof at the address appearing on the registration books of the City

1938 maintained by the Bond Registrar or at such other address as is furnished in writing by such  
1939 registered owner to the Bond Registrar at the close of business on the 15th day of January or  
1940 July next preceding the applicable interest payment date (the "Record Dates"), or in the case  
1941 of an interest payment to any Owner of **\$500,000** or more in aggregate principal amount of  
1942 Bonds, by electronic transfer to such Owner upon written notice given to the Paying Agent  
1943 by such Owner not less than **15** days prior to the Record Date for such interest, containing  
1944 the electronic transfer instructions including the bank (which shall be in the continental  
1945 United States), ABA routing number and account number to which such Owner wishes to  
1946 have such transfer directed.

1947  
1948 THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE  
1949 REVERSE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT  
1950 AS THOUGH FULLY SET FORTH AT THIS PLACE.

1951  
1952 It is hereby certified and declared that all acts, conditions and things required to be  
1953 done and to exist precedent to and in the issuance of this Bond have been properly done and  
1954 performed and do exist in due and regular form and manner as required by the Constitution  
1955 and Laws of the State of Kansas, and that the total indebtedness of said City, including this  
1956 series of bonds, does not exceed any constitutional or statutory limitation.

1957  
1958 This Bond shall not be valid or become obligatory for any purpose until the  
1959 Certificate of Authentication and Registration hereon shall have been lawfully executed by  
1960 the Bond Registrar.

1961  
1962 IN WITNESS WHEREOF, the said City of Topeka, in the State of Kansas, by its  
1963 governing body, has caused this Bond to be executed by its Mayor and attested by its City  
1964 Clerk by their manual signatures with its corporate seal to be affixed hereon, all as of the  
1965 29th day of September, 2011.

CITY OF TOPEKA, KANSAS

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

Mayor

ATTEST: (manual)  
\_\_\_\_\_

City Clerk

(SEAL)

\*\*\*\*\*

1975

1976 CERTIFICATE OF AUTHENTICATION AND REGISTRATION

1977  
1978 This Bond is one of the City of Topeka, Kansas, Combined Utility Improvement and  
1979 Refunding Revenue Bonds, Series 2011-A described in the within mentioned Resolution.

1980  
1981 Registration Date: \_\_\_\_\_

1982  
1983  
1984 OFFICE OF THE STATE TREASURER  
1985 Topeka, Kansas,  
1986 as Bond Registrar and Paying Agent

1987  
1988 By \_\_\_\_\_

1989 I.D.#: \_\_\_\_\_

1990 \*\*\*\*\*

1991 FURTHER TERMS AND PROVISIONS

1992  
1993 This Bond is one of a duly authorized series of Bonds of the City aggregating the  
1994 principal amount of \$18,900,000 (the "Bonds") issued for the purposes set forth in  
1995 Ordinance No. 19632 of the City (the "Ordinance"). This Bond and the series of Bonds of  
1996 which it is a part are issued by the authority of and in full compliance with the provisions,  
1997 restrictions and limitations of the Constitution and Laws of the State of Kansas, including  
1998 K.S.A. 10-101 to 125, inclusive, as amended by K.S.A. 10-620 to 10-632, inclusive, K.S.A.  
1999 10-116a and Article 12 of Chapter 10 of the Kansas Statutes Annotated, and all amendments  
2000 thereof, acts supplemental thereto, the Ordinance, Resolution No. 8376 of the City (the  
2001 "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.

2002  
2003 The Bonds are issued in fully registered form in the denomination of \$5,000 each or  
2004 authorized integral multiples thereof. This Bond may be exchanged at the principal office  
2005 of the Bond Registrar for a like aggregate principal amount of Bonds of the same maturity  
2006 or other authorized denominations upon the terms set forth in the authorizing Ordinance and  
2007 the Resolution.

2008  
2009 At the option of the City, the Bonds or portions thereof either maturing or subject to  
2010 mandatory redemption and payment on or after August 1, 2020, may be called for  
2011 redemption and payment prior to maturity on August 1, 2019, and thereafter in whole or in  
2012 part on any date (Bonds of less than a single maturity to be selected by lot in multiples of  
2013 \$5,000 principal amount by the Paying Agent and Bond Registrar in such equitable manner  
2014 as they shall designate), at the redemption price equal to 100% of the principal amount  
2015 thereof, plus accrued interest thereon to the date fixed for redemption and payment.

2016  
2017 Each of the Bonds maturing on August 1, 2033, shall also be subject to mandatory  
2018 redemption and payment prior to maturity beginning on August 1, 2025, and continuing on  
2019 August 1, 2029, and on each August 1 thereafter to and including August 1, 2033, pursuant  
2020 to the redemption schedule set forth in the Resolution at the redemption Price of 100%

2021 (expressed as a percentage of the principal amount) plus accrued interest thereon to the  
2022 Redemption Date.

2023

2024 Each of the Bonds maturing on August 1, 2036, shall also be subject to mandatory  
2025 redemption and payment prior to maturity beginning on August 1, 2034, and on each August  
2026 1 thereafter to and including August 1, 2036, pursuant to the redemption schedule set forth  
2027 in the Resolution at the redemption Price of 100% (expressed as a percentage of the  
2028 principal amount) plus accrued interest thereon to the Redemption Date.

2029

2030 Each of the Bonds maturing on August 1, 2038, shall also be subject to mandatory  
2031 redemption and payment prior to maturity on August 1, 2037, and August 1, 2038, pursuant  
2032 to the redemption schedule set forth in the Resolution at the redemption Price of 100%  
2033 (expressed as a percentage of the principal amount) plus accrued interest thereon to the  
2034 Redemption Date.

2035

2036 Each of the Bonds maturing on August 1, 2041, shall also be subject to mandatory  
2037 redemption and payment prior to maturity beginning on August 1, 2039, and on each August  
2038 1 thereafter to and including August 1, 2041, pursuant to the redemption schedule set forth  
2039 in the Resolution at the redemption Price of 100% (expressed as a percentage of the  
2040 principal amount) plus accrued interest thereon to the Redemption Date.

2041

2042 Bonds will be redeemed in integral multiples of \$5,000. If less than all Bonds are  
2043 called for redemption, the Bond Registrar will, in the case of Bonds in denominations  
2044 greater than \$5,000, treat each \$5,000 of face value as though it were a separate Bond.

2045

2046 In the event of any such redemption, the Paying Agent shall give notice of such call  
2047 by mailing a copy of the redemption notice by first class mail, postage prepaid, not less than  
2048 thirty (30) days prior to the date of such redemption to the registered owner of each Bond to  
2049 be redeemed at the address shown on the registration books maintained by the Bond  
2050 Registrar. Failure to give such notice by mailing to the registered owner of any Bond, or  
2051 any defect therein, shall not affect the validity of any proceedings for the redemption of  
2052 other Bonds. Any notice mailed as provided herein shall be conclusively presumed to have  
2053 been duly given, whether or not the owner of such Bonds received the notice.

2054

2055 Subject to the lien of the Permitted Loans (as defined in the Resolution), the  
2056 principal and interest of this Bond is hereby made a lien upon the revenues derived from the  
2057 combined Water, Water Pollution Control and Stormwater Utilities of the City and said  
2058 principal and interest are to be paid solely and only from a special fund into which there  
2059 shall be paid, from the revenues derived from the rates, fees or charges collected by said  
2060 City from the operation of said combined Water, Water Pollution Control and Stormwater  
2061 Utilities sums sufficient to make said payments when due, after deducting only reasonable  
2062 operation and maintenance expenses. Said City shall not be obligated to pay said Bond with  
2063 the interest thereon except from said special fund and neither this Bond nor this issue of  
2064 which it forms a part is guaranteed or secured by any property of the City other than the  
2065 revenues from said combined Water, Water Pollution Control and Stormwater Utilities, nor  
2066 does this Bond constitute any indebtedness of said City which is payable in any manner

2067 from taxation and limit in any way the power of the City of issue bonds for any other  
2068 purpose.

2069

2070 The City and the Bond Registrar may deem and treat the person in whose name this  
2071 Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or  
2072 on account of, the principal hereof, or redemption price hereof and interest due hereon and  
2073 for all other purposes.

2074

2075 The Bonds are being issued by means of a book-entry system with no physical  
2076 distribution of bond certificates to be made except as provided in the Resolution. One Bond  
2077 certificate with respect to each date on which the Bonds are stated to mature or with respect  
2078 to each form of Bonds, registered in the nominee name of the Securities Depository, is being  
2079 issued and required to be deposited with the Securities Depository and immobilized in its  
2080 custody. The book-entry system will evidence positions held in the Bonds by the Securities  
2081 Depository's participants, beneficial ownership of the Bonds in authorized denominations  
2082 being evidenced in the records of such participants. Transfers of ownership shall be effected  
2083 on the records of the Securities Depository and its participants pursuant to rules and  
2084 procedures established by the Securities Depository and its participants. The City and the  
2085 Paying Agent will recognize the Securities Depository nominee, while the registered owner  
2086 of the Bond, as the Owner of this Bond for all purposes, including (i) payments of principal  
2087 of, and redemption premium, if any, and interest on, this Bond, (ii) notices and (iii) voting.  
2088 Transfer of principal, interest and any redemption premium payments to participants of the  
2089 Securities Depository, and transfer of principal, interest and any redemption premium  
2090 payments to beneficial owners of the Bonds by participants of the Securities Depository will  
2091 be the responsibility of such participants and other nominees of such beneficial owners. The  
2092 City and the Paying Agent will not be responsible or liable for such transfers of payments or  
2093 for maintaining, supervising or reviewing the records maintained by the Securities  
2094 Depository, the Securities Depository nominee, its participants or persons acting through  
2095 such participants. While the Securities Depository nominee is the owner of this Bond,  
2096 notwithstanding the provision hereinabove contained, payments of principal of, redemption  
2097 premium, if any, and interest on this Bond shall be made in accordance with existing  
2098 arrangements among the City, the Paying Agent and the Securities Depository.

2099

2100 **EXCEPT AS OTHERWISE PROVIDED IN THE ORDINANCE, THIS**  
2101 **GLOBAL BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY**  
2102 **TO ANOTHER NOMINEE OF THE SECURITIES DEPOSITORY OR TO A**  
2103 **SUCCESSOR SECURITIES DEPOSITORY OR TO A NOMINEE OF A**  
2104 **SUCCESSOR SECURITIES DEPOSITORY.**

2105

2106 This Bond is transferable by the registered owner hereof in person or by his attorney  
2107 duly authorized in writing at the principal office of the Bond Registrar, but only in the  
2108 manner, subject to the limitations and upon payment of the charges provided in the  
2109 Resolution, and upon surrender and cancellation of this Bond. The City shall pay out of the  
2110 proceeds of the Bonds or from other funds all costs incurred in connection with the issuance,  
2111 transfer, exchange, registration, redemption or payment of the Bonds except (a) the  
2112 reasonable fees and expenses in connection with the replacement of a Bond or Bonds

2113 mutilated, stolen, lost or destroyed or (b) any tax or other governmental charge imposed in  
2114 relation to the transfer, exchange, registration, redemption or payment of the Bonds. Upon  
2115 such transfer a replacement Bond or Bonds of authorized denominations of the same  
2116 maturity and for the same aggregate principal amount will be issued to the transferee in  
2117 exchange therefore.

2118 \*\*\*\*\*

2119 BOND ASSIGNMENT

2120  
2121 FOR VALUE RECEIVED, the undersigned does (do) hereby sell, assign and  
2122 transfer to

2123  
2124 \_\_\_\_\_  
2125 (Name and Address)  
2126 \_\_\_\_\_

2127  
2128 \_\_\_\_\_  
2129 (Social Security or Taxpayer Identifying No.)

2130  
2131 the Bond to which this assignment is affixed in the outstanding principal amount of  
2132 \$\_\_\_\_\_ standing in the name of the undersigned on the books of the Treasurer of  
2133 the State of Kansas (the "Bond Registrar"). The undersigned does (do) hereby irrevocably  
2134 constitute and appoint \_\_\_\_\_ as attorney to transfer said Bond  
2135 on the books of said Bond Registrar with full power of substitution in the premises.

2136  
2137 Dated \_\_\_\_\_

2138 \_\_\_\_\_  
2139 Name

2140 \_\_\_\_\_  
2141 Social Security or Taxpayer  
2142 Identifying No.

2143  
2144 \_\_\_\_\_  
2145 Signature (Sign Here Exactly as  
2146 Name(s) Appear on Face of  
2147 Certificate)

2148  
2149 Signature guaranty:

2150 By \_\_\_\_\_

2151 \*\*\*\*\*

2152 CERTIFICATE OF CITY CLERK

2153  
2154 I, the undersigned, City Clerk of the City of Topeka, Kansas, do hereby certify that  
2155 this Bond has been duly registered in my office according to law as of September 29, 2011.

2156  
2157 WITNESS my hand and official seal.  
2158

2159  
2160  
2161  
2162  
2163  
2164  
2165  
2166  
2167  
2168  
2169  
2170  
2171  
2172  
2173  
2174  
2175  
2176  
2177  
2178  
2179  
2180

(manual signature)

\_\_\_\_\_

(SEAL)

City Clerk

\*\*\*\*\*

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

(SEAL)

By \_\_\_\_\_

State Treasurer

\*\*\*\*\*

2181  
2182  
2183  
2184  
2185

EXHIBIT B  
(DTC LETTERS OF REPRESENTATIONS)