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RESOLUTION

OF

CITY OF TOPEKA, KANSAS

ADOPTED

SEPTEMBER 13, 2011



\$3,430,000
GENERAL OBLIGATION BONDS
SERIES 2011-B (SPECIAL ASSESSMENT IMPROVEMENTS)

43 RESOLUTION

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143 **RESOLUTION NO. 8377**

144
145 **A RESOLUTION INTRODUCED BY ACTING CITY MANAGER**
146 **DANIEL R. STANLEY PRESCRIBING THE FORM AND DETAILS OF**
147 **GENERAL OBLIGATION BONDS, SERIES 2011-B (SPECIAL**
148 **ASSESSMENT IMPROVEMENTS) OF THE CITY OF TOPEKA,**
149 **KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$3,430,000**
150 **THE ISSUANCE OF WHICH WERE AUTHORIZED BY THE CITY**
151 **PURSUANT TO ITS ORDINANCE NO. 19633 ADOPTED AND**
152 **APPROVED SEPTEMBER 13, 2011; AND AUTHORIZING CERTAIN**
153 **OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE**
154 **ISSUANCE OF THE BONDS.**

155
156 **WHEREAS**, the Governing Body of the City of Topeka, Kansas, (the "City") has caused
157 certain street and sanitary sewer improvements (the "Special Assessment Improvements") to be
158 made in the City under the authority of K.S.A. 12-6a01 *et seq.*, as amended, and other provisions
159 of the laws of the State of Kansas applicable thereto; and

160
161 **WHEREAS**, the City has by its Ordinance No. 19633 adopted and approved September
162 13, 2011, (the "Ordinance") authorized the issuance of its General Obligation Bonds, Series
163 2011-B (Special Assessment Improvements) in the aggregate principal amount of \$3,430,000
164 (the "Bonds") under the authority of K.S.A. 12-6a01 *et seq.*, as amended, and other provisions of
165 the laws of the State of Kansas applicable thereto for the purpose of providing funds to pay the
166 costs of the Special Assessment Improvements; and

167
168 **WHEREAS**, in accordance with the City's notice of the sale of the Bonds published in
169 accordance with the requirements of law the Bonds have been sold to and purchased by George
170 K. Baum & Company, Kansas City, Missouri (the "Original Purchaser"); and

171
172 **WHEREAS**, in accordance with the terms and conditions of the Ordinance, the City
173 hereby intends to both prescribe the form and details of the Bonds and authorize certain other
174 documents and actions in connection with the issuance of the Bonds.

175
176 **NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE**
177 **CITY OF TOPEKA, KANSAS, AS FOLLOWS:**

178 **ARTICLE I**

179 **DEFINITIONS**

180
181
182
183 **Section 101. Definitions of Words and Terms.** In addition to words and terms
184 identified elsewhere herein, the following words and terms as used in this Resolution shall have
185 the following meanings:

186
187 **"Arbitrage Instructions"** means the Arbitrage Instructions attached to the City's Federal
188 Tax Certificate dated as of the date of issuance and delivery of the Bonds, as the same may be
189 amended or supplemented in accordance with the provisions thereof.

190
191 **"Bond and Interest Fund"** means the Bond and Interest Fund of the City for its general
192 obligation bonds.

193
194 **"Bond Counsel"** means the firm of Nichols and Wolfe Chartered, or any other attorney
195 or firm of attorneys with a nationally recognized standing in the field of municipal bond financ-
196 ing as selected by the City.

197
198 **"Bond Payment Date"** means any date on which principal of or interest on any Bond is
199 payable.
200

201 **"Bond Register"** means the books for the registration, transfer and exchange of Bonds
202 kept at the office of the Bond Registrar.
203

204 **"Bond Registrar"** means the Treasurer of the State of Kansas, Topeka, Kansas, and any
205 successors and assigns thereto to the duties and responsibilities described in this Resolution and
206 in the related agreement between the City and the State Treasurer.
207

208 **"Bonds"** means the General Obligation Bonds, 2011-B (Special Assessment
209 Improvements) authorized and issued by the City pursuant to the Ordinance.
210

211 **"Business Day"** means a day other than a Saturday, Sunday or holiday on which the
212 Paying Agent is scheduled in the normal course of its operations to be open to the public for
213 conduct of its operations.
214

215 **"Cede & Co."** means Cede & Co., as nominee name of The Depository Trust Company,
216 New York, New York and any successors or assigns thereto.
217

218 **"City"** means the City of Topeka, Kansas, the issuer of the Bonds.
219

220 **"Clerk"** means the duly appointed and/or elected Clerk of the City or, in the Clerk's
221 absence, the duly appointed Deputy Clerk or Acting Clerk of the City.
222

223 **"Code"** means the Internal Revenue Code of 1986, as amended.
224

225 **"Costs of Issuance"** means all costs of issuing the Bonds, including all publication,
226 printing, signing and mailing expenses in connection therewith, registration fees, financial
227 advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses
228 incurred in connection with compliance with the Code and with the Disclosure Certificate, all
229 expenses, if any, incurred in connection with receiving ratings on the Bonds and any premiums
230 or expenses incurred in obtaining municipal bond insurance on the Bonds.
231

232 **"Dated Date"** means September 29, 2011.
233

234 **"Defaulted Interest"** means interest on any Bond which is payable but not paid on any
235 Interest Payment Date.
236

237 **"Defeasance Obligations"** means any of the following obligations:
238

239 (a) United States Government Obligations that are not subject to redemption in
240 advance of their maturity dates; or
241

242 (b) obligations of any state or political subdivision of any state, the interest on which
243 is excluded from gross income for federal income tax purposes and which meet the following
244 conditions:
245

246 (1) the obligations are (i) not subject to redemption prior to maturity or (ii) the trustee
247 for such obligations has been given irrevocable instructions concerning their calling and
248 redemption and the issuer of such obligations has covenanted not to redeem such obligations
249 other than as set forth in such instructions;
250

251 (2) the obligations are secured by cash or United States Government Obligations that
252 may be applied only to principal of, premium, if any, and interest payments on such obligations;
253

254 (3) such cash and the principal of and interest on such United States Government
255 Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the
256 obligations;
257

258 (4) such cash and United States Government Obligations serving as security for the
259 obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust; and
260

261 (5) such cash and United States Government Obligations are not available to satisfy
262 any other claims, including those against the trustee or escrow agent.
263

264 **"Disclosure Certificate"** means the Continuing Disclosure Certificate attached to the
265 City's Final Certificate as *Exhibit D* and included in the transcript of proceedings pertaining to
266 the issuance of the Bonds.
267

268 **"Event of Default"** means any of the following occurrences or events:
269

270 (a) Payment of the principal or the Redemption Price of any of the Bonds shall not be
271 made when the same shall become due and payable, either at Stated Maturity or by proceedings
272 for redemption or otherwise; or
273

274 (b) Payment of any installment of interest on any of the Bonds shall not be made on
275 the Interest Payment Date when the same shall become due; or
276

277 (c) The City shall default in the due and punctual performance of any other of the
278 covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on
279 the part of the City to be performed (other than relating to Rule 15c2-12 as defined in the
280 Disclosure Certificate), and such default shall continue for thirty (30) days after written notice
281 specifying such default and requiring same to be remedied shall have been given to the City by
282 the Owner of any of the Bonds then Outstanding.
283

284 **"Federal Tax Certificate"** means the certificate so named and included in the transcript
285 of proceedings pertaining to the issuance of the Bonds describing the investment and use of the
286 proceeds of the Bonds.
287

288 **"Fiscal Year"** means the twelve month period ending on December 31.
289

290 **"Funds and Accounts"** means funds and accounts created or referred to in **Section 501**
291 hereof.
292

293 **"Interest Payment Date(s)"** means the Stated Maturity of an installment of interest on
294 any Bond which shall be February 15 and August 15 of each year, commencing February 15,
295 2012.
296

297 **"Maturity"** means when used with respect to any Bond, the date on which the principal
298 of such Bond becomes due and payable as therein and herein provided, whether at the Stated
299 Maturity thereof or upon on call for redemption or otherwise.
300

301 **"Mayor"** means the duly appointed and/or elected Mayor of the City or, in the Mayor's
302 absence, the duly appointed Deputy Mayor or Acting Mayor of the City.
303

304 "Moody's" means Moody's Investors Service, Inc., New York, New York, and any
305 successors or assigns to the Bond rating functions thereof which is deemed acceptable by the
306 City and Bond Counsel.

307
308 "Original Purchaser" means George K. Baum & Company, Kansas City, Missouri.

309
310 "Ordinance" means Ordinance No. 19633 adopted and approved September 13, 2011,
311 and published as required by law, pursuant to which the issuance of the Bonds has been
312 authorized.

313
314 "Outstanding" means, when used with reference to the Bonds, as of a particular date of
315 determination, all Bonds theretofore authenticated and delivered, except the following Bonds:

316
317 (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent
318 for cancellation;

319
320 (b) Bonds deemed to be paid in accordance with the provisions of **Section 701**
321 hereof; and

322
323 (c) Bonds in exchange for or in lieu of which other Bonds have been authenticated
324 and delivered hereunder.

325
326 "Owner" means when used with respect to any Bond, the Person in whose name such
327 Bond is registered on the Bond Register.

328
329 "Participants" means those financial institutions for whom the Securities Depository
330 effects book-entry transfers and pledges of securities deposited with the Securities Depository, as
331 such listing of Participants exists at the time of such reference.

332
333 "Paying Agent" means the State Treasurer, and any successors and assigns thereof to the
334 duties and responsibilities described in this Resolution and in the related agreement between the
335 City and the State Treasurer.

336
337 "Permitted Investments" means: (a) investments authorized by K.S.A. 12-1675 and
338 amendments thereto; (b) the municipal investment pool established pursuant to K.S.A. 12-1677a,
339 and amendments thereto; (c) direct obligations of the United States Government or any agency
340 thereof; (d) the City's temporary notes issued pursuant to K.S.A. 10-123 and amendments
341 thereto; (e) interest-bearing time deposits in commercial banks located in the county or counties
342 in which the City is located; (f) obligations of the federal national mortgage association, federal
343 home loan banks, the federal home loan mortgage corporation or the government national
344 mortgage association; (g) repurchase agreements for securities described in (c) or (f); (h)
345 investment agreements with or other obligations of a financial institution the obligations of
346 which at the time of investment are rated in either of the three highest rating categories by
347 Moody's, Inc. or Standard & Poor's; (i) investments in shares or units of a money market fund or
348 trust the portfolio of which is comprised entirely of securities described in (c) or (f); (j) receipts
349 evidencing ownership interests in securities or portions thereof described in (c) or (f); (k)
350 municipal bonds or other obligations issued by any municipality of the State as defined in K.S.A.
351 10-1101 which are general obligations of the municipality issuing the same; or (l) bonds of any
352 municipality of the States as defined in K.S.A. 10-1101 which have been refunded in advance of
353 their maturity and are fully secured as to payment of principal and interest thereon by deposit in
354 trust, under escrow agreement with a bank, of securities described in (c) or (f). No Permitted
355 Investment shall include any derivative investment instrument whose market price is derived
356 from the fluctuating value of an underlying asset, index, currency, futures contract, including
357 futures, options and collateralized mortgage obligations.

358
359 **"Person"** means any natural person, as well as any corporation, partnership, joint
360 venture, association, firm, joint-stock company, trust, unincorporated organization, or
361 government or any agency or political subdivision thereof or other public body.
362

363 **"Principal and Interest Account"** means the Principal and Interest Account for the City
364 of Topeka, Kansas, General Obligation Bonds, Series 2011-B (Special Assessment
365 Improvements), created herein within the City's Bond and Interest Fund.
366

367 **"Purchase Price"** means the purchase price of the Bonds as set forth in the *Bid Proposal*
368 *for Purchase of the Bonds* as submitted by the Original Purchaser and accepted by the City, plus
369 accrued interest to the date of delivery.
370

371 **"Rebate Fund"** means the Rebate Fund for the City of Topeka, Kansas, General
372 Obligation Bonds, Series 2011-B (Special Assessment Improvements), created herein.
373

374 **"Record Dates"** means, for the interest payable on any Interest Payment Date, the first
375 day (whether or not a Business Day) of each month of such Interest Payment Date.
376

377 **"Redemption Date"** means when used with respect to any Bond to be redeemed, the
378 date fixed for the redemption of such Bond pursuant to the terms of this Resolution.
379

380 **"Redemption Price"** means when used with respect to any Bond to be redeemed the
381 price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including
382 the applicable redemption premium, if any, but excluding installments of interest whose Stated
383 Maturity is on or before the Redemption Date.
384

385 **"Replacement Bonds"** means Bonds issued to the beneficial owners of the Bonds in
386 accordance with **Section 211** hereof.
387

388 **"Representation Letter"** means the Blanket Issuer Letter of Representations from the
389 City to the Securities Depository with respect to the Bonds, substantially in the form attached to
390 this Resolution as *Exhibit B*.
391

392 **"Resolution"** means this resolution relating to the Bonds, and any Supplemental
393 Resolution.
394

395 **"Securities Depository"** means, initially, The Depository Trust Company, New York,
396 New York, and any successors and assigns.
397

398 **"Special Assessment Improvements"** means certain street and sanitary sewer
399 improvements constructed in the City in accordance with the legal authority as described in the
400 recitals to this Resolution and in the Ordinance.
401

402 **"Special Record Date"** means the date fixed by the Paying Agent pursuant to **Section**
403 **204** hereof for the payment of Defaulted Interest.
404

405 **"Standard & Poor's"** means Standard & Poor's Ratings Services, a Division of The
406 McGraw Hill Companies, Inc., New York, New York and any successors or assigns to the Bond
407 rating functions thereof which is deemed acceptable by the City and Bond Counsel.
408

409 **"State"** means the State of Kansas.
410

411 **"State Treasurer"** means the duly elected Treasurer or, in the Treasurer's absence, the
412 duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas and any successors
413 or assigns.
414

415 **"Stated Maturity"** means (i) with respect to any Bond principal payment, the date on
416 which payment of principal is due and payable on any Bond, as specified on that Bond and in
417 this Resolution, and (ii) with respect to any Interest Payment, each February 15 and August 15 of
418 the year in which any Bond is Outstanding, beginning February 15, 2012.
419

420 **"Term Bonds"** means the Bonds scheduled to mature in the years 2020, 2028 and 2030.
421

422 **"Treasurer"** means the duly appointed and/or elected Treasurer of the City or, in the
423 Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the City.
424

425 **"United States Government Obligations"** means bonds, notes, certificates of
426 indebtedness, U.S. Treasury or other securities consisting of direct obligations of, or obligations
427 the principal of and interest on which are fully and unconditionally guaranteed as to full and
428 timely payment by, the United States of America, including evidences of a direct ownership
429 interest in the future interest or principal payment on obligations issued by the United States of
430 America (including the interest component of obligations of the Resolution Funding
431 Corporation).
432

433 ARTICLE II

434 AUTHORIZATION AND DETAILS OF THE BONDS

435 **Section 201. Authorization of the Bonds.** There shall be issued and hereby are
436 authorized and directed to be issued General Obligation Bonds, Series 2011-B (Special
437 Assessment Improvements), of the City in the aggregate principal amount of \$3,430,000 for the
438 purpose of providing funds to pay the costs of the Special Assessment Improvements as
439 described in the Ordinance, in accordance with K.S.A. 12-6a01 et seq. and Article 1 of Chapter
440 10, Kansas Statutes Annotated, all as amended, and other provisions of the laws of the State of
441 Kansas applicable thereto.
442
443

444 **Section 202. Description of the Bonds.** The Bonds shall consist of fully registered
445 bonds in the denominations of \$5,000 or any integral multiple thereof and shall be numbered in
446 such manner as the Bond Registrar shall determine. All of the Bonds shall be dated September
447 29, 2011, shall become due in the amounts on the Stated Maturities (subject to redemption and
448 payment prior to their Stated Maturities as provided in Article III hereof), and shall bear interest
449 at the rates per annum as follows:
450

451 (REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK)
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SERIAL BONDS

<u>MATURITY</u> <u>(August 15)</u>	<u>PRINCIPAL</u> <u>AMOUNT</u>	<u>INTEREST</u> <u>RATE</u>
2013	\$150,000	2.00%
2014	145,000	2.00
2015	150,000	2.00
2016	150,000	2.00
2017	155,000	2.00
2018	155,000	2.00
2021	175,000	2.50
2022	170,000	2.75
2023	175,000	3.00
2024	185,000	3.25
2025	190,000	3.50
2031	250,000	4.00

TERM BONDS

2020	\$325,000	2.50
2028	605,000	3.75
2030	450,000	4.50

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

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

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

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

507 Every Paying Agent or Bond Registrar appointed hereunder shall at all times meet the
508 requirements of K.S.A. 10-501 *et seq.* and K.S.A. 10-620 *et seq.*, respectively.
509

510 **Section 204. Method and Place of Payment of the Bonds.** The principal of, or
511 Redemption Price, if any, and interest on the Bonds shall be payable in any coin or currency
512 which, on the respective dates of payment thereof, is legal tender for the payment of public and
513 private debts.
514

515 The principal or Redemption Price of each Bond shall be paid at Maturity to the Person in
516 whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presen-
517 tation and surrender of such Bond at the principal corporate trust office of the Paying Agent.
518

519 The interest payable on each Bond on any Interest Payment Date shall be paid to the
520 Owner of such Bond as shown on the Bond Register at the close of business on the Record Date
521 for such interest (a) by check or draft mailed by the Paying Agent to the address of such Owner
522 shown on the Bond Register or (b) in the case of an interest payment to any Owner of \$500,000
523 or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon
524 written notice given to the Bond Registrar by such Owner, not less than 15 days prior to the
525 Record Date for such interest, containing the electronic transfer instructions including the bank
526 (which shall be in the continental United States) ABA routing number and account number to
527 which such Owner wishes to have such transfer directed.
528

529 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with
530 respect to any Bond shall cease to be payable to the Owner of such Bond on the relevant Record
531 Date and shall be payable to the Owner in whose name such Bond is registered at the close of
532 business on the Special Record Date for the payment of such Defaulted Interest, which Special
533 Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the
534 Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond
535 and the date of the proposed payment (which date shall be at least 30 days after receipt of such
536 notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an
537 amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted
538 Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the
539 date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a
540 Special Record Date for the payment of such Defaulted Interest which shall be not more than 15
541 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall
542 promptly notify the City of such Special Record Date and, in the name and at the expense of the
543 City, shall cause notice of the proposed payment of such Defaulted Interest and the Special
544 Record Date therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond
545 entitled to such notice at the address of such Owner as it appears on the Bond Register not less
546 than 10 days prior to such Special Record Date.
547

548 The Paying Agent shall keep a record of payment of principal and Redemption Price of
549 and interest on all Bonds and at least annually shall forward a copy or summary of such records
550 to the City.
551

552 **Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants that,
553 as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the
554 office of the Bond Registrar as herein provided. Each Bond when issued shall be registered in
555 the name of the Owner thereof on the Bond Register.
556

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

560 authorized denomination of the same Stated Maturity and in the same aggregate principal
561 amount as the Bond that was presented for transfer or exchange.
562

563 Bonds presented for transfer or exchange shall be accompanied by a written instrument or
564 instruments of transfer or authorization for exchange, in a form and with guarantee of signature
565 satisfactory to the Bond Registrar, duly executed by the Owner thereof or by the Owner's duly
566 authorized agent.
567

568 In all cases in which the privilege of transferring or exchanging Bonds is exercised, the
569 Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this
570 Resolution. The City shall pay the fees and expenses of the Bond Registrar for the registration,
571 transfer and exchange of Bonds provided for by this Resolution and the cost of printing a
572 reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred
573 in the secondary market, other than fees of the Bond Registrar, are the responsibility of the
574 Owners of the Bonds. In the event any Owner fails to provide a correct taxpayer identification
575 number to the Paying Agent, the Paying Agent may make a charge against such Owner sufficient
576 to pay any governmental charge required to be paid as a result of such failure. In compliance
577 with Section 3406 of the Code, such amount may be deducted by the Paying Agent from
578 amounts otherwise payable to such Owner hereunder or under the Bonds.
579

580 The City and the Bond Registrar shall not be required (a) to register the transfer or
581 exchange of any Bond that has been called for redemption after notice of such redemption has
582 been mailed by the Bond Registrar pursuant to **Section 303** hereof and during the period of 15
583 days next preceding the date of mailing of such notice of redemption; or (b) to register the
584 transfer or exchange of any Bond during a period beginning at the opening of business on the
585 day after receiving written notice from the City of its intent to pay Defaulted Interest and ending
586 at the close of business on the date fixed for the payment of Defaulted Interest pursuant to
587 **Section 204** hereof.
588

589 The City and the Paying Agent may deem and treat the Person in whose name any Bond
590 is registered on the Bond Register as the absolute Owner of such Bond, whether such Bond is
591 overdue or not, for the purpose of receiving payment of, or on account of, the principal or
592 Redemption Price of and interest on said Bond and for all other purposes. All payments so made
593 to any such Owner or upon the Owner's order shall be valid and effective to satisfy and discharge
594 the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the
595 Paying Agent shall be affected by any notice to the contrary.
596

597 At reasonable times and under reasonable regulations established by the Bond Registrar,
598 the Bond Register may be inspected and copied by the Owners of 10% or more in principal
599 amount of the Bonds then Outstanding or any designated representative of such Owners whose
600 authority is evidenced to the satisfaction of the Bond Registrar.
601

602 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.** Each
603 of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially
604 delivered, shall be executed for and on behalf of the City by the manual or facsimile signature of
605 the Mayor, attested by the manual or facsimile signature of the Clerk and the seal of the City
606 shall be affixed thereto or imprinted thereon. The Mayor and Clerk are hereby authorized and
607 directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds
608 to be registered in the office of the Clerk, which registration shall be evidenced by the manual or
609 facsimile signature of the Clerk with the seal of the City affixed thereto or imprinted thereon.
610 The Bonds shall also be registered in the office of the State Treasurer, which registration shall be
611 evidenced by the manual or facsimile signature of the State Treasurer with the seal of the State
612 Treasurer affixed thereto or imprinted thereon. In case any officer whose signature appears on
613 any Bonds ceases to be such officer before the delivery of such Bonds, such signature shall

614 nevertheless be valid and sufficient for all purposes, as if such person had remained in office
615 until delivery. Any Bond may be signed by such persons who at the actual time of the execution
616 of such Bond are the proper officers to sign such Bond although at the date of such Bond such
617 persons may not have been such officers.
618

619 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially in the
620 form attached hereto as *Exhibit A* hereof, which shall be manually executed by an authorized
621 officer or employee of the Bond Registrar, but it shall not be necessary that the same officer or
622 employee sign the *Certificate of Authentication* on all of the Bonds that may be issued hereunder
623 at any one time. No Bond shall be entitled to any security or benefit under this Resolution or be
624 valid or obligatory for any purpose unless and until such *Certificate of Authentication* has been
625 duly executed by the Bond Registrar. Such executed *Certificate of Authentication* upon any
626 Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered
627 under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the
628 Original Purchasers upon instructions of the City or its representative.
629

630 **Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.** If (a) any mutilated Bond is
631 surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of
632 the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond
633 Registrar such security or indemnity as may be required by each of them, then, in the absence of
634 notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide
635 purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall
636 authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or
637 stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.
638

639 If any such mutilated, destroyed, lost or stolen Bond has become or is about to become
640 due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.
641

642 Upon the issuance of any new Bond under this Section, the City may require the payment
643 by the Owner of a sum sufficient to cover any tax or other governmental charge that may be
644 imposed in relation thereto and any other expenses (including the fees and expenses of the Bond
645 Registrar) connected therewith.
646

647 Every new Bond issued pursuant to this Section shall constitute a replacement of the prior
648 obligation of the City, and shall be entitled to all the benefits of this Resolution equally and
649 ratably with all other Outstanding Bonds.
650

651 **Section 208. Cancellation and Destruction of Bonds Upon Payment.** All Bonds that
652 have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either
653 at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment,
654 redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance
655 with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate
656 in duplicate describing the Bonds so cancelled and destroyed and shall file an executed
657 counterpart of such certificate with the City.
658

659 **Section 209. Preliminary and Final Official Statement.** The *Preliminary Official*
660 *Statement* dated September 6, 2011, is hereby ratified and approved. For the purpose of enabling
661 the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities
662 and Exchange Commission, the City hereby deems the information regarding the City contained
663 in the *Preliminary Official Statement* to be "final" as of its date, except for the omission of such
664 information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the City are
665 hereby authorized, if requested, to provide the Original Purchaser a letter or certification to such
666 effect and to take such other actions or execute such other documents as such officers in their

667 reasonable judgment deem necessary to enable the Original Purchaser to comply with the
668 requirement of such Rule.
669

670 The final *Official Statement* is hereby authorized to be prepared by supplementing,
671 amending and completing the *Preliminary Official Statement*, with such changes and additions
672 thereto as are necessary to conform to and describe the transaction. The Mayor is hereby
673 authorized to execute the final *Official Statement* as so supplemented, amended and completed,
674 and the use and public distribution of the final *Official Statement* by the Original Purchaser in
675 connection with the reoffering of the Bonds is hereby authorized. The proper officials of the
676 City are hereby authorized to execute and deliver a certificate pertaining to such *Official*
677 *Statement* as prescribed therein, dated as of the date of payment for and delivery of the Bonds.
678

679 The City agrees to provide to the Original Purchaser within seven business days of the
680 date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the Original
681 Purchasers to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and
682 Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities
683 Rulemaking Board.
684

685 **Section 210. Sale of the Bonds.** The sale of the Bonds to the Original Purchaser is
686 hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original Purchaser as
687 soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.
688

689 **Section 211. Book-Entry Bonds; Securities Depository.**
690

691 (a) The Bonds shall initially be registered to Cede & Co., the nominee for the
692 Securities Depository, and no beneficial owner will receive certificates representing its
693 respective interests in the Bonds, except in the event the Bond Registrar issues Replacement
694 Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds,
695 the Securities Depository will make book-entry transfers among its Participants and receive and
696 transmit payment of principal of, premium, if any, and interest on, the Bonds to the Participants
697 until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the
698 beneficial owners as described in subsection (b).
699

700 (b) (1) If the City determines (A) that the Securities Depository is unable to properly
701 discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as
702 a securities depository and registered clearing agency under the Securities and Exchange Act of
703 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any
704 Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the
705 beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from
706 Participants having interests in not less than 50% of the Bonds Outstanding, as shown on the
707 records of the Securities Depository (and certified to such effect by the Securities Depository),
708 that the continuation of a book-entry system to the exclusion of any Bonds being issued to any
709 Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the
710 Bonds, then the Bond Registrar shall notify the Owners of such determination or such notice and
711 of the availability of certificates to Owners requesting the same, and the Bond Registrar shall
712 register in the name and authenticate and deliver Replacement Bonds to the beneficial owners or
713 their nominees in principal amounts representing the interest of each, making such adjustments
714 as it may find necessary or appropriate as to accrued interest and previous calls for redemption;
715 provided, that in the case of a determination under (1)(A) or (1)(B) of this subsection (b), the
716 City, with the consent of the Bond Registrar, may select a successor securities depository in
717 accordance with **Section 211(c)** hereof to effect book-entry transfers. In such event, all
718 references to the Securities Depository herein shall relate to the period of time when the
719 Securities Depository has possession of at least one Bond. Upon the issuance of Replacement
720 Bonds, all references herein to obligations imposed upon or to be performed by the Securities

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

729
730 (c) In the event the Securities Depository resigns, is unable to properly discharge its
731 responsibilities, or is no longer qualified to act as a securities depository and registered clearing
732 agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a
733 successor Securities Depository provided the Bond Registrar and the City receive written
734 evidence with respect to the ability of the successor Securities Depository to discharge its
735 responsibilities. Any such successor Securities Depository shall be a securities depository which
736 is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or
737 other applicable statute or regulation that operates a securities depository upon reasonable and
738 customary terms. The Bond Registrar upon its receipt of a Bond or Bonds for cancellation shall
739 cause the delivery of Bonds to the successor Securities Depository in appropriate denominations
740 and form as provided herein.

741
742 (d) The execution and delivery of the Representation Letter to DTC by the Mayor of
743 the City in the form attached hereto as Exhibit B with such changes, omissions, insertions and
744 revisions as the Mayor shall deem advisable, is hereby authorized, and execution of the
745 Representation Letter by the Mayor shall be conclusive evidence of such approval. The
746 Representation Letter shall set forth certain matters with respect to, among other things, notices,
747 consents and approvals by Registered Owners of the Bonds and beneficial Owners and payments
748 on the Bonds. The Paying Agent shall have the same rights with respect to its actions thereunder
749 as it has with respect to its actions under this Resolution.

750 ARTICLE III

751 REDEMPTION OF BONDS

752 **Section 301. Redemption of Bonds.**

753
754 (a) Optional Redemption by City. The Bonds maturing prior to August 15, 2019, shall
755 become due without the option of prior payment. The Bonds maturing on or after August 15,
756 2020, may be called for redemption and payment prior to maturity on August 15, 2019, and
757 thereafter in whole or in part on any date (Bonds of less than a single maturity to be selected by
758 lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar in such
759 equitable manner as they shall designate), at the redemption price equal to the principal amount
760 thereof, plus accrued interest thereon to the date fixed for redemption and payment.

761
762 (b) Mandatory Redemption. The Term Bonds shall be subject to mandatory redemption
763 and payment prior to Stated Maturity pursuant to the mandatory redemption requirements of this
764 Section at a Redemption Price equal to 100% of the principal amount thereof plus accrued
765 interest to the Redemption Date. The taxes levied in Article IV hereof which are to be deposited
766 into the Principal and Interest Account shall be sufficient to redeem, and the City shall redeem
767 on August 15 in the years the principal amounts of such Term Bonds as follows:

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2020 TERM BOND

<u>Principal Amount</u>	<u>Year</u>
\$160,000	2019
(leaving \$165,000 to mature August 15, 2020)	

2028 TERM BOND

<u>Principal Amount</u>	<u>Year</u>
\$195,000	2026
200,000	2027
(leaving \$210,000 to mature August 15, 2028)	

2031 TERM BOND

<u>Principal Amount</u>	<u>Year</u>
\$220,000	2029
(leaving \$230,000 to mature August 15, 2030)	

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

826 **Section 302. Selection of Bonds to be Redeemed.** Bonds shall be redeemed only in the
827 principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of
828 the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be
829 redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such
830 equitable manner as the Bond Registrar may determine.
831

832 In the case of a partial redemption of Bonds by lot when Bonds of denominations greater
833 than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each
834 \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of
835 \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value
836 represented by any Bond is selected for redemption, then upon notice of intention to redeem such
837 \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and
838 surrender such Bond to the Bond Registrar: (1) for payment of the Redemption Price and
839 interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption,
840 and (2) for exchange, without charge to the Owner thereof, for a new Bond or Bonds of the
841 aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If
842 the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and
843 exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the redemption
844 date to the extent the \$5,000 unit or units of face value called for redemption (and to that extent
845 only).
846

847 **Section 303. Notice and Effect of Call for Redemption.** In the event the City desires
848 to call the Bonds for redemption prior to maturity, written notice of such intent shall be provided
849 to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior
850 to the Redemption Date. The Bond Registrar shall call Bonds for redemption and payment and
851 shall give notice of such redemption as herein provided upon receipt by it of the City's written
852 notice at least 45 days prior to the Redemption Date. If the Bonds are refunded more than 90
853 days in advance of such Redemption Date, any escrow agreement entered into by the City in
854 connection with such refunding shall provide that such written instructions to the Paying Agent
855 shall be given by the escrow agent on behalf of the City not more than 90 days prior to the
856 Redemption Date. The Paying Agent may in its discretion waive such notice period so long as
857 the notice requirements set forth in **Section 303** are met.
858

859 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall give
860 written notice of the redemption of said Bonds on a specified date, the same being described by
861 maturity, said notice to be mailed by United States first class mail addressed to the Owners of
862 said Bonds to be redeemed and to the Original Purchasers of the Bonds, each of said notices to
863 be mailed not less than 30 days prior to the date fixed for redemption. The City and Bond
864 Registrar shall also give such additional notice as may be required by Kansas law or regulations
865 of the Securities and Exchange Commission in effect as of the date of such notice.
866

867 All official notices of redemption shall be dated and shall contain the following
868 information:
869

870 (a) the Redemption Date;

871 (b) the Redemption Price;

872 (c) if less than all Outstanding Bonds are to be redeemed, the identification (and, in
873 the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be
874 redeemed;
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877

878 (d) a statement that on the Redemption Date the Redemption Price will become due
879 and payable upon each such Bond or portion thereof called for redemption and that interest
880 thereon shall cease to accrue from and after the Redemption Date; and
881

882 (e) the place where such Bonds are to be surrendered for payment of the Redemption
883 Price, which shall be the principal office of the Paying Agent.
884

885 The failure of any Owner to receive notice given as heretofore provided or an immaterial
886 defect therein shall not invalidate any redemption.
887

888 Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of
889 money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be
890 redeemed on such Redemption Date.
891

892 Official notice of redemption having been given as aforesaid, the Bonds or portions of
893 Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption
894 Price therein specified, and from and after the Redemption Date (unless the City defaults in the
895 payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest.
896 Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption
897 Price shall be payable as herein provided for payment of interest. Upon surrender for any partial
898 redemption of any Bond, there shall be prepared for the Owner a new Bond or Bonds of the same
899 Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have
900 been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as
901 provided herein and shall not be reissued.
902

903 The Paying Agent is also directed to comply with any mandatory or voluntary standards
904 then in effect for processing redemptions of municipal securities established by the State or the
905 Securities Exchange Commission. Failure to comply with such standards shall not affect or
906 invalidate the redemption of any Bond.
907

908 ARTICLE IV

909 SECURITY FOR AND PAYMENT OF BONDS

910
911 **Section 401. Security for the Bonds.** The Bonds shall be general obligations of the
912 City payable as to both principal and interest in part from special assessments levied upon
913 specially benefited property and, if not so paid, from ad valorem taxes which may be levied
914 without limitation upon all the taxable tangible property, real and personal, within the territorial
915 limits of the City. The balance of the principal of and interest on the Bonds is payable from ad
916 valorem taxes which may be levied without limitation as to rate or amount upon all the taxable
917 tangible property, real and personal, within the territorial limits of the City. The full faith, credit
918 and resources of the City are hereby irrevocably pledged for the prompt payment of the principal
919 of and interest on the Bonds as the same become due.
920
921

922
923 **Section 402. Levy and Collection of Annual Tax.** The governing body of the City
924 shall annually make provision for the payment of principal of, redemption premium, if any, and
925 interest on the Bonds as the same become due by levying and collecting the necessary taxes upon
926 all of the taxable tangible property within the City in the manner provided by law.
927
928

929 The taxes referred to above shall be extended upon the tax rolls in each of the several
930 years, respectively, and shall be levied and collected at the same time and in the same manner as
931 the other ad valorem taxes of the City are levied and collected. The proceeds derived from said

932 taxes shall be deposited in the Principal and Interest Account and, shall be kept separate and
933 apart from all other funds of the City and shall be used solely for the payment of the principal of,
934 redemption premium, if any, and interest on the Bonds as and when the same become due, taking
935 into account the fees and expenses of the Bond Registrar and Paying Agent.
936

937 If at any time said taxes are not collected in time to pay the principal of or interest on the
938 Bonds when due, the Treasurer is hereby authorized and directed to pay said principal or interest
939 out of the general funds of the City and to reimburse said general funds for money so expended
940 when said taxes are collected.
941

942 ARTICLE V

943 ESTABLISHMENT OF FUNDS AND ACCOUNTS 944 DEPOSIT AND APPLICATION OF MONEYS 945

946
947 **Section 501. Establishment of Funds and Accounts.** Simultaneously with the issuance
948 of the Bonds, there shall be created within the treasury of the City the following funds and
949 accounts:
950

951 (a) In the treasury of the City, the "Project Account";
952

953 (b) In the City's Bond and Interest Fund, the "Principal and Interest Account for the
954 City of Topeka, Kansas, General Obligation Bonds, Series 2011-B (Special Assessment
955 Improvements) (the "Principal and Interest Account"); and
956

957 (c) In the treasury of the City, the Rebate Fund for the City of Topeka, Kansas,
958 General Obligation Bonds, Series 2011-B (Special Assessment Improvements) (the "Rebate
959 Fund").
960

961 The Funds and Accounts established herein shall be administered in accordance with the
962 provisions of this Resolution so long as the Bonds are Outstanding.
963

964 **Section 502. Disposition of Bond Proceeds.** The Purchase Price of the Bonds, upon
965 issuance and delivery thereof, shall be deposited as follows:
966

967 (a) Proceeds of the Bonds in the amount of \$64,586.28 shall be deposited in the
968 Project Account to pay costs of the Special Assessment Improvements and the cost of issuing the
969 Bonds; and
970

971 (b) Proceeds of the Bonds in the amount of \$3,352,353.67 shall be deposited in the
972 Project Account to be used for the redemption of a portion of the City's Temporary Notes, Series
973 2010-B, on October 1, 2011.
974

975 **Section 503. Disposition of Other Moneys.** 976

977 That concurrently with the issuance and delivery of the Bonds, the City shall deposit with
978 the Treasurer of the State of Kansas \$1,882,162.22 of other lawfully available funds of the City,
979 for the redemption of a portion of the City's Temporary Notes, Series 2010-B, on October 1,
980 2011.
981

982 **Section 504. Withdrawals from the Project Account.** The Treasurer shall make
983 withdrawals from the Project Account solely for the purpose of paying costs and expenses of the
984 Special Assessment Improvements, the redemption of a portion of the Series 2010-B Temporary

985 Notes and paying the Costs of Issuance for the Bonds. Such withdrawals shall be made only on
986 due authorization by the governing body of the City.
987

988 **Section 505. Surplus in the Project Account.** All moneys remaining in the Project
989 Account after the completion of the Special Assessment Improvements, as determined by the
990 governing body of the City, shall be transferred immediately to the Principal and Interest
991 Account and applied to the next installment of principal due on the Bonds from which such
992 surplus moneys remain.
993

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

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

1015 **Section 507. Application of Moneys in the Rebate Funds.**
1016

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

1024 (b) The City shall periodically determine the rebatable arbitrage, if any, under Section
1025 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make
1026 payments to the United States of America at the times and in the amounts determined under the
1027 Arbitrage Instructions. Any moneys remaining in the Rebate Fund after redemption and
1028 payment of all of the Bonds and payment and satisfaction of any rebatable arbitrage, or provision
1029 made therefor, shall be deposited into the Principal and Interest Account of the City.
1030

1031 (c) Notwithstanding any other provision of this Resolution, including in particular
1032 Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and
1033 to comply with all other requirements of this Section and the Arbitrage Instructions shall survive
1034 the defeasance or payment in full of the Bonds.
1035

1036 (d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond
1037 Counsel, such amendment or replacement will not adversely affect the exclusion from gross
1038 income for federal income tax purposes of interest on the Bonds.

1092 (b) by suit, action or other proceedings in equity or at law to require the City, its
1093 officers, agents and employees to account as if they were the trustees of an express trust; and
1094

1095 (c) by suit, action or other proceedings in equity or at law to enjoin any acts or things
1096 which may be unlawful or in violation of the rights of the Owners of the Bonds.
1097

1098 **Section 602. Limitation on Rights of Owners.** The covenants and agreements of the
1099 City contained herein and in the Bonds shall be for the equal benefit, protection, and security of
1100 the Owners of any or all of the Bonds, all of which Bonds shall be equal rank and without
1101 preference or priority of one Bond over any other Bond in the application of the funds herein
1102 pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as
1103 to rate of interest, date of maturity and right of prior redemption as provided in this Resolution.
1104 No one or more Owners secured hereby shall have any right in any manner whatever by its
1105 action to affect, disturb or prejudice the security granted and provided for herein, or to enforce
1106 any right hereunder, except in the manner herein provided, and all proceedings at law or in
1107 equity shall be instituted, had and maintained for the equal benefit of all Owners of Outstanding
1108 Bonds.
1109

1110 **Section 603. Remedies Cumulative.** No remedy conferred herein upon the Owners is
1111 intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in
1112 addition to every other remedy and may be exercised without exhausting and without regard to
1113 any other remedy conferred herein. No waiver of any default or breach of duty or contract by the
1114 Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract
1115 or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise
1116 any right or power accruing upon any default shall impair any such right or power or shall be
1117 construed to be a waiver of any such default or acquiescence therein. Every substantive right
1118 and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced
1119 and exercised from time to time and as often as may be deemed expedient. If action or
1120 proceedings taken by any Owner on account of any default or to enforce any right or exercise
1121 any remedy has been discontinued or abandoned for any reason, or shall have been determined
1122 adversely to such Owner, then, and in every such case, the City and the Owners of the
1123 Outstanding Bonds shall be restored to their former positions and rights hereunder, respectively,
1124 and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action
1125 or other proceedings had been brought or taken.
1126

1127 ARTICLE VII

1128 DEFEASANCE

1129
1130
1131 **Section 701. Defeasance.** When any or all of the Bonds or scheduled interest payments
1132 thereon have been paid and discharged, then the requirements contained in this Resolution and
1133 the pledge of the City's faith and credit hereunder and all other rights granted hereby shall
1134 terminate with respect to the Bonds or scheduled interest payments thereon so paid and dis-
1135 charged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and
1136 discharged within the meaning of this Resolution if there has been deposited with the Paying
1137 Agent, or other commercial bank or trust company located in the State and having full trust
1138 powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest pay-
1139 ments thereon, in trust for and irrevocably appropriated thereto, moneys and/or Defeasance
1140 Obligations which, together with the interest to be earned on any such Defeasance Obligations,
1141 will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the
1142 Stated Maturity or Redemption Date, or if default in such payment has occurred on such date,
1143 then to the date of the tender of such payments; provided, however, that if any such Bonds are to
1144 be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and
1145

1146 (2) either notice of such redemption has been given, or the City has given irrevocable
1147 instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the
1148 Bond Registrar to give such notice of redemption in compliance with **Section 303** of this
1149 Resolution. Any money and Defeasance Obligations that at any time shall be deposited with the
1150 Paying Agent or other commercial bank or trust company by or on behalf of the City, for the
1151 purpose of paying and discharging any of the Bonds, shall be and are hereby assigned,
1152 transferred and set over to the Paying Agent or other bank or trust company in trust for the
1153 respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably
1154 appropriated to the payment and discharge thereof. All money and Defeasance Obligations
1155 deposited with the Paying Agent or such bank or trust company shall be deemed to be deposited
1156 in accordance with and subject to all of the provisions of this Resolution.

1157 1158 ARTICLE VIII

1159 1160 TAX COVENANTS

1161 1162 **Section 801. General Covenants.**

1163
1164 (a) The City covenants and agrees that (1) it will comply with all applicable
1165 provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the
1166 exclusion from gross income for federal income tax purposes of the interest on the Bonds and (2)
1167 it will not use or permit the use of any Bond proceeds or any other funds of the City in a manner
1168 which would adversely affect the exclusion from gross income of the interest on the bonds, and
1169 (3) will not take or permit any other action, or fail to take any action, if any such action or failure
1170 to take action would adversely effect the exclusion from gross income of the interest on the
1171 Bonds. The City will, in addition, adopt such other ordinances or resolutions and take such other
1172 actions as may be necessary to comply with the Code and with all other applicable future laws,
1173 regulations, published rulings and judicial decisions, in order to ensure that the interest on the
1174 Bonds will remain excluded from federal gross income, to the extent any such actions can be
1175 taken by the City.

1176
1177 (b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as
1178 soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are
1179 issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of
1180 the Bonds or any other funds of the City in any manner, and will not take or omit to take any
1181 action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a)
1182 of the Code.

1183
1184 (c) The City covenants and agrees that it will not use any portion of the proceeds of
1185 the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a
1186 manner that would cause any Bond to be a "private activity bond" within the meaning of Section
1187 141(a) of the Code.

1188
1189 **Section 802. Rebate Covenant.** The City covenants and agrees that it will pay, or
1190 provide for the payment of, from time to time all amounts required to be rebated to the United
1191 States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall
1192 survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended
1193 or replaced if, in the opinion of Bond Counsel such amendment or replacement will not
1194 adversely affect the exclusion from gross income for federal income tax purposes of interest on
1195 the Bonds.

1196
1197 **Section 803. Survival of Covenants.** The covenants contained in this Article shall
1198 remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article

1199 VII hereof or any other provision of this Resolution until the final maturity date of all Bonds
1200 Outstanding.

1201
1202 **Section 804. Qualified Tax-exempt Obligations.** The Bonds are not designated as
1203 "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

1204
1205 ARTICLE IX

1206
1207 CONTINUING DISCLOSURE REQUIREMENTS

1208
1209 **Section 901. Disclosure Requirements.** The City hereby covenants with the Original
1210 Purchasers and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and
1211 disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure
1212 Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the
1213 benefit of and enforceable by the Original Purchasers and such Beneficial Owners.

1214
1215 **Section 902. Failure to Comply with Continuing Disclosure Requirements.** In the
1216 event the City fails to comply in a timely manner with its covenants contained in the preceding
1217 section, the Original Purchasers and/or any such Beneficial Owner may make demand for such
1218 compliance by written notice to the City. In the event the City does not remedy such
1219 noncompliance within 10 days of receipt of such written notice, the Original Purchasers or any
1220 such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce
1221 compliance by a suit or suits in equity for the specific performance of such covenant or
1222 agreement contained in the preceding section or for the enforcement of any other appropriate
1223 legal or equitable remedy as the Original Purchasers and/or any such Beneficial Owner shall
1224 deem effectual to protect and enforce any of the duties of the City under such preceding section.

1225
1226 ARTICLE X

1227
1228 MISCELLANEOUS PROVISIONS

1229
1230 **Section 1001. Annual Audit.** Annually, promptly after the end of the Fiscal Year, the
1231 City will cause an audit to be made of its funds and accounts for the preceding Fiscal Year by a
1232 certified public accountant or firm of certified public accountants.

1233
1234 Within 30 days after the completion of each such audit, a copy thereof shall be filed in
1235 the office of the Clerk, and a duplicate copy of the audit shall be mailed to the Original Purchas-
1236 ers. Such audit shall at all times during the usual business hours of the City be open to the
1237 examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or
1238 on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and
1239 mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or
1240 prospective Owner.

1241
1242 As soon as possible after the completion of the annual audit, the governing body of the
1243 City shall review such audit, and if the audit discloses that proper provision has not been made
1244 for all of the requirements of this Resolution, the City shall promptly cure such deficiency.

1245
1246 **Section 1002. Amendments.** The rights and duties of the City and the Owners, and the
1247 terms and provisions of the Bonds or of this Resolution, may be amended or modified at any
1248 time in any respect by resolution of the City with the written consent of the Owners of not less
1249 than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced
1250 by an instrument or instruments executed by such Owners and duly acknowledged or proved in
1251 the manner of a deed to be recorded, and such instrument or instruments shall be filed with the
1252 Clerk, but no such modification or alteration shall:

- 1253
1254 (a) extend the maturity of any payment of principal or interest due upon any Bond;
1255
1256 (b) effect a reduction in the amount which the City is required to pay as principal of
1257 or interest on any Bond;
1258
1259 (c) permit preference or priority of any Bond over any other Bond; or
1260
1261 (d) reduce the percentage in principal amount of Bonds required for the written
1262 consent to any modification or alteration of the provisions of this Resolution.
1263

1264 Any provision of the Bonds or of this Resolution may, however, be amended or modified
1265 by resolution duly adopted by the governing body of the City at any time in any legal respect
1266 with the written consent of the Owners of all of the Bonds at the time Outstanding.
1267

1268 With notice to or the consent of any Owners, the City may amend or supplement this
1269 Resolution for the purpose of curing any formal defect, omission, inconsistency or ambiguity
1270 therein or in connection with any other change therein which is not materially adverse to the
1271 interests of the Owners.
1272

1273 Every amendment or modification of the provisions of the Bonds or of this Resolution, to
1274 which the written consent of the Owners is given, as above provided, shall be expressed in a
1275 resolution adopted by the governing body of the City amending or supplementing the provisions
1276 of this Resolution and shall be deemed to be a part of this Resolution. A certified copy of every
1277 such amendatory or supplemental resolution, if any, and a certified copy of this Resolution shall
1278 always be kept on file in the office of the Clerk, and shall be made available for inspection by the
1279 Owner of any Bond, or a prospective purchaser or owner of any Bond authorized by this
1280 Resolution, and upon payment of the reasonable cost of preparing the same, a certified copy of
1281 any such amendatory or supplemental resolution or of this Resolution will be sent by the Clerk to
1282 any such Owner or prospective Owner. A copy of every amendatory or supplemental resolution
1283 shall be sent to Moody's.
1284

1285 Any and all modifications made in the manner hereinabove provided shall not become
1286 effective until there has been filed with the Clerk a copy of the resolution of the City hereinabove
1287 provided for, duly certified, as well as proof of any required consent to such modification by the
1288 Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the
1289 Outstanding Bonds any reference to such amendment or modification.
1290

1291 The City shall furnish to the Bond Registrar and to the Paying Agent a copy of any
1292 amendment to the Bonds or this Resolution which affects the duties or obligations of the Bond
1293 Registrar or the Paying Agent under this Resolution.
1294

1295 **Section 1003. Notices, Consents and Other Instruments by Owners.** Any notice,
1296 consent, request, direction, approval or other instrument to be signed and executed by the
1297 Owners may be in any number of concurrent writings of similar tenor and may be signed or
1298 executed by such Owners in person or by agent appointed in writing. Proof of the execution of
1299 any such instrument or of the writing appointing any such agent and of the ownership of Bonds,
1300 if made in the following manner, shall be sufficient for any of the purposes of this Resolution,
1301 and shall be conclusive in favor of the City, the Bond Registrar and the Paying Agent with regard
1302 to any action taken, suffered or omitted under any such instrument, namely:
1303

- 1304 (a) The fact and date of the execution by any person of any such instrument may be
1305 proved by a certificate of any officer in any jurisdiction who by law has power to make
1306 acknowledgements within such jurisdiction that the person signing such instrument

1307 acknowledged before such officer the execution thereof, or by affidavit of any witness to such
1308 execution.

1309
1310 (b) The fact of ownership of Bonds, the amount or amounts, numbers and other
1311 identification of Bonds, and the date of holding the same shall be proved by the Bond Register.

1312
1313 In determining whether the Owners of the requisite principal amount of Bonds
1314 Outstanding have given any request, demand, authorization, direction, notice, consent or waiver
1315 under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be
1316 Outstanding under this Resolution, except that, in determining whether the Owners shall be
1317 protected in relying upon any such request, demand, authorization, direction, notice, consent or
1318 waiver, only Bonds which the Owners know to be so owned shall be so disregarded.
1319 Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not
1320 be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the
1321 pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.

1322
1323 **Section 1004. Further Authority.** The officers and officials of the City, including the
1324 Mayor and Clerk, are hereby authorized and directed to execute all documents and take such
1325 actions as they may deem necessary or advisable in order to carry out and perform the purposes
1326 of this Resolution and to make ministerial alterations, changes or additions in the foregoing
1327 agreements, statements, instruments and other documents herein approved, authorized and
1328 confirmed which they may approve, and the execution or taking of such action shall be con-
1329 clusive evidence of such necessity or advisability.

1330
1331 **Section 1005. Severability.** If any section or other part of this Resolution is for any
1332 reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of
1333 this Resolution.

1334
1335 **Section 1006. Governing Law.** This Resolution shall be governed exclusively by and
1336 construed in accordance with the applicable laws of the State.

1337
1338 **Section 1007. Effective Date.** This Resolution shall take effect and be in full force from
1339 and after its passage by the Council of the City.

1340
1341

1342 PASSED and approved by the City of Topeka, Kansas, on September 13, 2011.

1343

1344

CITY OF TOPEKA, KANSAS

1345

1346

1347 (SEAL)

1348

1349

William W. Bunten, Mayor

1350

1351 ATTEST:

1352

1353

1354

1355

Brenda Younger, City Clerk

1357

1358

CERTIFICATE

1360

1361 I, the undersigned, hereby certify that the above and foregoing is a true and correct copy
1362 of the Resolution of the Council of the City of Topeka, Kansas, adopted by the Council at a
1363 regularly scheduled meeting held on September 13, 2011, as the same appears of record in my
1364 office, and that the Resolution has not been modified, amended or repealed and is in full force
1365 and effect as of this date.

1366

1367 DATED: September 13, 2011.

1368

1369

1370

1371

1372

Brenda Younger, City Clerk

1373

1374 (SEAL)

EXHIBIT A
(FORM OF BONDS)

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

UNITED STATES OF AMERICA
STATE OF KANSAS
COUNTY OF SHAWNEE
CITY OF TOPEKA
GENERAL OBLIGATION BOND
SERIES 2011-B (SPECIAL ASSESSMENT IMPROVEMENTS)]

No. R-_____ \$_____

Rate of Interest: _____ Maturity Date: August 15, 20__ Dated: September 29, 2011 CUSIP _____

Registered Owner:

PRINCIPAL AMOUNT _____

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

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

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

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

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

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

CITY OF TOPEKA, KANSAS

(manual)
Mayor

ATTEST: _____
(manual)
City Clerk

(SEAL)

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the City of Topeka, Kansas, General Obligation Bonds, Series 2011-B (Special Assessment Improvements) described in the within mentioned Resolution.

Registration Date: _____

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

By _____

I.D.#: _____

FURTHER TERMS AND PROVISIONS

This Bond is one of a duly authorized series of Bonds of the City aggregating the principal amount of \$3,430,000 (the "Bonds") issued for the purposes set forth in Ordinance No. 19633 of the City (the "Ordinance"). This Bond and the series of Bonds of which it is a part are issued by the authority of and in full compliance with the provisions, restrictions and limitations of the Constitution and Laws of the State of Kansas, including K.S.A. 12-6a01 et seq., and K.S.A. 10-101 to 125, inclusive, and all amendments thereof, acts supplemental thereto, the Ordinance, Resolution No. 8377 of the City (the "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.

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

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

At the option of the City, the Bonds maturing on or after August 15, 2020, may be called for redemption and payment prior to maturity on August 15, 2019, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar in such equitable manner as they shall designate), at the redemption price equal to the principal amount thereof, plus accrued interest thereon to the date fixed for redemption and payment.

Each of the Bonds maturing on August 15, 2020, shall also be subject to mandatory redemption and payment prior to maturity on August 15, 2019 and on August 15, 2020, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

Each of the Bonds maturing on August 15, 2028, shall also be subject to mandatory redemption and payment prior to maturity beginning on August 15, 2026, and on each August 15 thereafter to and including August 15, 2028, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

Each of the Bonds maturing on August 15, 2030, shall also be subject to mandatory redemption and payment prior to maturity on August 15, 2029, and on August 15, 2030, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

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

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

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

The Bonds are being issued by means of a book-entry system with no physical distribution of bond certificates to be made except as provided in the Ordinance. One Bond certificate with respect to each date on which the Bonds are stated to mature or with respect to each form of Bonds, registered in the nominee name of the Securities Depository, is being issued and required to be deposited with the Securities Depository and immobilized in its custody. The book-entry system will evidence positions held in the Bonds by the Securities Depository's participants, beneficial ownership of the Bonds in authorized denominations being evidenced in the records of such participants. Transfers of ownership shall be effected on the records of the Securities Depository and its participants pursuant to rules and procedures established by the Securities Depository and its participants. The City and the Paying Agent will recognize the Securities Depository nominee, while the registered owner of the Bond, as the owner of this Bond for all purposes, including (i) payments

of principal of, and redemption premium, if any, and interest on, this Bond, (ii) notices and (iii) voting. Transfer of principal, interest and any redemption premium payments to participants of the Securities Depository, and transfer of principal, interest and any redemption premium payments to beneficial owners of the Bonds by participants of the Securities Depository will be the responsibility of such participants and other nominees of such beneficial owners. The City and the Paying Agent will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by the Securities Depository, the Securities Depository nominee, its participants or persons acting through such participants. While the Securities Depository nominee is the owner of this Bond, notwithstanding the provision hereinabove contained, payments of principal of, redemption premium, if any, and interest on this Bond shall be made in accordance with existing arrangements among the city, the Paying Agent and the Securities Depository.

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

BOND ASSIGNMENT

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

(Name and Address)

(Social Security or Taxpayer Identifying No.)

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

Dated _____

_____ Name

_____ Social Security or Taxpayer Identifying No.

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

Signature guaranty:

By _____

CERTIFICATE OF CITY CLERK

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

WITNESS my hand and official seal.

(manual)
City Clerk

(SEAL)

CERTIFICATE OF STATE TREASURER

OFFICE OF THE TREASURER, STATE OF KANSAS

I, RON ESTES, Treasurer of the State of Kansas, do hereby certify that a full and complete transcript of the proceedings leading up to the issuance of this Bond has been filed in my office and that this Bond was registered in my office according to law this _____.

WITNESS my hand and official seal.

RON ESTES
TREASURER OF THE STATE OF KANSAS

By _____
State Treasurer

(SEAL)

1
2
3
4

EXHIBIT B
(DTC LETTERS OF REPRESENTATION)