AN ORDINANCE INTRODUCED BY MAYOR JOAN WAGNON AUTHORIZING THE CITY OF TOPEKA, KANSAS, TO ISSUE ITS HEALTH CARE FACILITIES REVENUE BONDS, SERIES 2000, (BREWSTER PLACE PROJECT) IN THE AGGREGATE PRINCIPAL AMOUNT OF $2,100,000 FOR THE PURPOSE OF FINANCING THE COSTS OF IMPROVEMENTS TO CERTAIN RESIDENTIAL HEALTH CARE FACILITIES LOCATED ON THE BREWSTER PLACE CAMPUS IN THE CITY; AUTHORIZING THE EXECUTION OF A FIRST SUPPLEMENTAL INDENTURE BY AND BETWEEN THE CITY AND COMMERCE BANK & TRUST, TOPEKA, KANSAS, AS TRUSTEE; AUTHORIZING THE EXECUTION OF A FIRST SUPPLEMENTAL LEASE BY AND BETWEEN THE CITY AND THE CONGREGATIONAL HOME, A KANSAS NOT-FOR-PROFIT CORPORATION; AND AUTHORIZING AND APPROVING CERTAIN ADDITIONAL DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.

WHEREAS, the City of Topeka, Kansas, (the "City" or the "Issuer") is authorized by K.S.A. 12-1740 to 12-1749a, inclusive, as amended, (the "Act") to acquire, construct and improve and equip certain facilities (as defined in the Act) for commercial, industrial and manufacturing purposes, and to enter into leases and lease-purchase agreements with any persons, firm or corporation for said facilities, and to issue revenue bonds for the purpose of paying the costs of any such facilities; and

WHEREAS, pursuant to the Act, the governing body of the City (the "City Council") duly adopted June 8, 1999, and published as required by law, its Ordinance No. 17386 (the "1999 Ordinance") which authorized the City to, among other things, issue its City of Topeka, Kansas, Health Care Facilities Revenue Bonds, Series 1999A, (Brewster Place Project) and Taxable Health Care Facilities Revenue Bonds, Series 1999B, (Brewster Place Project) in the aggregate principal amount of $10,485,000 (collectively the "Series 1999 Bonds") to finance among other things the cost of acquiring certain land and rehabilitating, remodeling, constructing, furnishing and equipping certain assisted living and health care facilities thereon (the "Facility") and lease the same to The Congregational Home, a Kansas not-for-profit corporation (the "Tenant") pursuant to a Lease Agreement dated as of June 1, 1999 (the "1999 Lease"); and

WHEREAS, pursuant to both the Act and the 1999 Ordinance, the City as the Issuer of the Series 1999 Bonds entered into a Trust Indenture dated as of June 1, 1999, (the "1999 Indenture") by and between the Issuer and Commerce Bank & Trust, Topeka, Kansas, as Trustee, (the "Trustee") relating to the issuance by the Issuer of the Series 1999 Bonds; and
WHEREAS, pursuant to Section 203 of the 1999 Indenture, bonds in addition to the Series 1999 Bonds may be issued under and equally and ratably secured by the 1999 Indenture to, among other things, provide funds to pay the costs of completing an Additional Facility as such term is defined in the 1999 Indenture; and

WHEREAS, any bonds issued in addition to the Series 1999 Bonds shall, subject to the terms and conditions of Section 203 of the 1999 Indenture, qualify to be on a parity with the Series 1999 Bonds and any Additional Bonds outstanding at any time and from time to time; and

WHEREAS, the Tenant has by means of a certificate signed by an authorized Tenant representative (the Corporation Representative under the 1999 Indenture), the receipt of which is hereby acknowledged, certified that the conditions precedent to the issuance of the Series 2000 Bonds (as set out in both Section 203(d) of the 1999 Indenture and Section 6.1 of the 1999 Lease) have been met; and

WHEREAS, pursuant to public notice published in The Metro News on October 20, 2000, a public hearing was held by the City Council on November 7, 2000, in accordance with the requirements of law, to consider the issuance by the City of the Series 2000 Bonds; and

WHEREAS, the City Council has heretofore and does hereby find and determine that it is desirable in order to promote, stimulate and develop the general economic welfare and prosperity of the City and the State of Kansas that the Issuer issue its Health Care Facilities Revenue Bonds, Series 2000, (Brewster Place Project) dated November 1, 2000, in the aggregate principal amount of $2,100,000 (the "Series 2000 Bonds") for the purpose of providing funds to finance the costs of the Additional Facility and associated costs (the "Project") to be leased by the Issuer to the Tenant, as hereinafter provided; and

WHEREAS, the Series 2000 Bonds shall be payable solely and only from certain fees, rentals, revenues and other amounts derived by the City under the 1999 Lease as amended and supplemented by the First Supplemental Lease Agreement dated as of November 1, 2000, (the "First Supplemental Lease," together with the 1999 Lease, the "Lease") and in the 1999 Indenture as amended and supplemented by the First Supplemental Indenture dated as of November 1, 2000, (the "First Supplemental Indenture," together with the 1999 Indenture, the "Indenture") hereinafter authorized, and, under certain circumstances, from the proceeds of insurance and condemnation awards; and

WHEREAS, the City further finds and determines that it is necessary and desirable in connection with the issuance of the Series 2000 Bonds to execute and deliver the First Supplemental Indenture with Commerce Bank & Trust, Topeka, Kansas, as Trust-
ee, for the purpose of issuing and securing the Series 2000 Bonds as provided therein; to enter into the First Supplemental Lease, between the City, as Landlord, and the Tenant for the purpose of leasing the Project to the Tenant in consideration for payments of Basic Rent, Additional Rent and other charges provided for therein to provide for the payment of the Series 2000 Bonds; and to execute such other documents and agreements in connection with the issuance of the Series 2000 Bonds as hereinafter provided;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF TOPEKA, SHAWNEE COUNTY, KANSAS, AS FOLLOWS:

Section 1. Authorization of the Bonds. In order to obtain funds to be used for the purposes aforesaid, the Issuer is hereby authorized to issue the Series 2000 Bonds in the aggregate principal amount of $2,100,000 (the "Bonds") which shall be issued under and secured by and shall have the terms and provisions set forth in the hereinafter referred to Indenture, and the signatures of the officers of the Issuer executing such Indenture and the hereinafter referred to Bond Purchase Agreement shall constitute conclusive evidence of their approval and the Issuer's approval thereof. The Bonds shall be executed on behalf of the Issuer by the manual or facsimile signature of the Mayor and attested by the manual or facsimile signature of its City Clerk and shall have the corporate seal of the Issuer affixed thereto or imprinted thereon.

Section 2. Limited Obligations. The Bonds shall be special limited obligations of the Issuer payable solely from the sources and in the manner as provided in the Indenture, and shall be secured by a transfer, pledge and assignment of and a grant of a security interest in the Trust Estate (as defined in the Indenture) to the Trustee (as herein defined) and in favor of the registered owners of the Bonds, as provided in the Indenture. The Bonds and interest thereon shall not in any respect be a general obligation of the Issuer and shall not be payable in any manner from taxation and shall not constitute a pledge of the full faith and credit of the Issuer, but shall be payable solely from the funds provided for in the Lease and the Indenture. The issuance of the Bonds shall not, directly, indirectly or contingently, obligate the Issuer to levy any form of taxation therefor or to make any appropriation for their payment. The Issuer shall not in any event be liable for the payment of the principal of, redemption premium, if any, or interest on the Bonds or for the performance of any pledge, obligation or agreement of any kind whatsoever which may be undertaken by the Issuer. No breach by the Issuer of any such pledge, obligation or agreement may impose any liability, pecuniary or otherwise, upon the Issuer any charge upon its general credit or against its taxing power.

Section 3. Authorization and Approval of Documents. The following documents (the "Issuer Documents") are hereby approved
in substantially the forms presented to the City Council at this
meeting with such changes therein as shall be approved by the
officer of the Issuer executing such documents, such officer's
signature thereon being conclusive evidence of such officer's
approval and the Issuer's approval thereof:

(a) First Supplemental Indenture between the Issuer and
Commerce Bank & Trust, Topeka, Kansas, (the "Trustee"), provid-
ing for the issuance thereunder of the Bonds and setting forth
the terms and provisions applicable to the Bonds, including a
pledge and assignment by the Issuer of the Trust Estate to the
Trustee for the benefit and security of the registered owners
of the Bonds upon the terms and conditions as set forth in the
Indenture.

(b) First Supplemental Lease between the Tenant and the
Issuer under which the Issuer will lease the Facility to the
Tenant in consideration of payments which will be sufficient to
pay the principal of, redemption premium, if any, and interest
on the Bonds upon the terms and conditions as set forth in the
Lease.

(c) Bond Purchase Agreement (the "Purchase Agreement"),
among the Issuer, the Tenant and Davidson Securities, Inc.,
Wichita, Kansas, (the "Underwriter"), regarding the sale of the
Bonds.

Section 4. Execution of Bonds and Documents. The Mayor of
the Issuer is hereby authorized and directed to execute the
Bonds by manual or facsimile signature and to deliver the Bonds
to the Trustee for authentication for and on behalf of and as
the act and deed of the Issuer in the manner provided in the
Indenture. The Mayor of the Issuer is hereby authorized and
directed to execute and deliver the Issuer Documents for and on
behalf of and as the act and deed of the Issuer. The Clerk or
Deputy Clerk of the Issuer is hereby authorized and directed to
attest to the Bonds by manual or facsimile signature, to such of
the Issuer Documents, and to such other documents, certificates
and instruments, as may be necessary or desirable to carry out
and comply with the intent of this Ordinance.

Section 5. Preliminary Official Statement. The Prelimi-
ary Official Statement respecting the Bonds, in substantially
the form presented to the City Council of the Issuer at this
meeting with such changes and additions thereto as are necessary
to conform to and describe the transaction, is hereby authorized
and approved. The Mayor of the Issuer is hereby authorized and
directed to deem the information in the Preliminary Official
Statement respecting the Issuer to be final as of its date for
purposes of Rule 15c2-12 promulgated by the Securities and
Exchange Commission. The usage by the Underwriters of the
Preliminary Official Statement in connection with the sale of
the Bonds is hereby authorized and approved. The final Official
Statement respecting the Bonds, in substantially the form of the
Preliminary Official Statement with such changes therein or amendments or supplements thereto as shall be approved by the representative of the Issuer executing said final Official Statement, said representative's execution thereof on behalf of the Issuer to be conclusive evidence of said representative's approval thereof, and the public distribution of the same by the Underwriter are hereby approved. The Issuer has not participated in the preparation of the Preliminary Official Statement or the final Official Statement and has not verified the accuracy of the information therein, other than as to the information respecting the Issuer. Accordingly, such approval does not constitute approval by the Issuer of such information or a representation by the Issuer as to the completeness or accuracy of the information contained therein.

Section 6. Further Authority. The Issuer shall, and the officers, agents and employees of the Issuer are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, including, without limitation, any security documents, arbitrage certificate, closing certificates and tax forms, as may be necessary or desirable to carry out and comply with the intent of this Ordinance, and to carry out, comply with and perform the duties of the Issuer with respect to the Bonds and the Issuer Documents.

Section 7. Repeal of Conflicting Ordinances. All prior ordinances of the Issuer or any parts thereof in conflict with any or all of the foregoing ordinances are hereby repealed to the extent of such conflict.

Section 8. Severability. If any section, paragraph, clause or provision of this Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any remaining provisions of this Ordinance.

Section 9. Effective Date. This Ordinance shall take effect and be in full force immediately after its adoption by the Issuer and publication once in the official newspaper of the City.
PASSED and approved by the City Council this 7th day of November, 2000.

CITY OF TOPEKA, KANSAS

Joan Wagon, Mayor

ATTEST:

Iris E. Walker, City Clerk

IRIS E. WALKER, City Clerk of the City of Topeka, Shawnee County, Kansas, do hereby certify that the above and foregoing is a true and correct copy of Ordinance No. adopted and approved by the City Council on November 7, 2000.

Iris E. Walker, City Clerk