AN ORDINANCE INTRODUCED BY MAYOR HARRY
FELKER AUTHORIZING THE CITY OF TOPEKA, KANSAS,
TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS,
SERIES B2002, (HILL’S PROJECT) IN THE MAXIMUM
PRINCIPAL AMOUNT OF $15,000,000 FOR THE PURPOSE
OF PURCHASING, ACQUIRING, CONSTRUCTING,
IMPROVING, EQUIPPING AND INSTALLING CERTAIN
FACILITIES; AUTHORIZING EXECUTION OF A TRUST
INDENTURE BY AND BETWEEN THE CITY AND THE
COMMERCE TRUST COMPANY, IN THE CITY OF KANSAS
CITY, MISSOURI, AS TRUSTEE; AUTHORIZING THE CITY
TO LEASE SAID PROJECT TO HILL’S PET NUTRITION,
INC.; AND AUTHORIZING EXECUTION OF A LEASE BY
AND BETWEEN SAID CITY AND HILL’S PET NUTRITION,
INC.

WHEREAS, the City of Topeka, Kansas, (the "City") is authorized by K.S.A. 12-1740 to
12-1749d, inclusive, as amended, (the "Act") to acquire, construct, 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 person, firm or corporation for said
facilities, and to issue revenue bonds for the purpose of paying the cost of any such facilities; and

WHEREAS, the City 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 City issue its Taxable Industrial Revenue Bonds,
Series B2002 (Hill’s Project), dated the date of issuance, in the maximum principal amount of
$15,000,000 (the "Series B2002 Bonds"), for the purpose of paying the costs of acquiring,
constructing, improving and equipping the B2002 Project as more fully described in the
Indenture and in the Lease hereinafter authorized and which B2002 Project shall be leased by the
City to Hill’s Pet Nutrition, Inc., a Delaware corporation (the “Tenant”); and
WHEREAS, the City further finds and determines that it is necessary and desirable in connection with the issuance of said Series B2002 Bonds to execute and deliver a Trust Indenture dated as of June 1, 2002, (the "Indenture") with The Commerce Trust Company, Kansas City, Missouri, as Trustee, (the "Trustee") for the purpose of issuing and securing the Series B2002 Bonds as provided therein, and to enter into a Lease dated as of June 1, 2002, (the "Lease") with the Tenant, pursuant to which the City shall cause the B2002 Project to be purchased, acquired, constructed and leased to the Tenant in consideration of payments of Basic Rent, Additional Rent and other charges provided for therein.

NOW, THEREFORE, BE IT ORDIANED BY THE COUNCIL OF THE CITY OF TOPEKA, KANSAS:

Section 1. Definition of Terms. That all capitalized terms and phrases not otherwise defined herein shall have the respective meanings set forth in the Indenture and/or the Lease herein authorized.

Section 2. Authority to Cause the Project to be Purchased and Constructed. That the City is hereby authorized to cause the B2002 Project to be purchased, acquired, constructed, installed and equipped, all in the manner and as more particularly described in the Indenture and/or the Lease hereinafter authorized.

Section 3. Authorization of and Security for the Bonds. That there is hereby authorized and directed to be issued a series of industrial revenue bonds to be designated "City of Topeka, Kansas, Taxable Industrial Revenue Bonds, Series B2002 (Hill’s Project)" in the maximum principal amount of $15,000,000 (the "Series B2002 Bonds") for the purpose of providing funds to pay the cost of acquiring, constructing, improving and equipping the B2002 Project. The Series B2002 Bonds shall be dated and bear interest, shall mature and be payable at such times, shall be in such form, shall be subject to redemption and payment prior to the maturity thereof, and shall be issued as prescribed and subject to the provisions, covenants and agreements set forth in the Indenture. The Series B2002 Bonds shall be special limited obligations of the City, payable solely from the revenues derived by the City pursuant to the Lease, or otherwise in
connection with the B2002 Project. The Series B2002 Bonds shall not be general obligations of
or constitute a pledge of the faith and credit of the City within the meaning of a constitutional or
statutory provision and shall not be payable in any manner from tax revenues.

Section 4. Authorization of Indenture. That the City is hereby authorized to enter into
the Indenture dated as of June 1, 2002, by and between the City and The Commerce Trust
Company, Kansas City, Missouri, as Trustee, under which the City shall pledge and assign to the
Trustee, for the benefit of the owner(s) of the Series B2002 Bonds, the Trust Estate created
thereby, all upon the terms and conditions set forth in said Indenture.

Section 5. Lease of the Project. That the City shall cause the B2002 Project to be
purchased, acquired, constructed, installed and equipped and leased by the City to the Tenant
pursuant to and in accordance with the provisions of the Lease dated as of June 1, 2002, by and
between the City and the Tenant and shall otherwise observe and perform or cause to be
observed and performed the agreements set forth in the Lease.

Section 6. Execution of Bonds and Agreements. That the Mayor of the City of Topeka,
Kansas, is hereby authorized and directed to execute the Series B2002 Bonds and deliver the
same to the Trustee for authentication for and on behalf of and as the act and deed of the City in
the manner provided in the Indenture. The Mayor is hereby further authorized and directed to
execute and deliver the Indenture and the Lease for and on behalf of and as the act and deed of
the City with such corrections or amendments thereto as the Mayor shall approve, which
approval shall be evidenced by his execution thereof, and such other documents, certificates and
instruments as may be necessary or desirable to carry out and comply with the purposes and
intent of this Ordinance. The City Clerk or the Deputy City Clerk of the City are hereby
authorized and directed to attest the execution of the Series B2002 Bonds, the Indenture, the
Lease and such other documents, certificates and instruments as may be necessary or desirable to
carry out and comply with the intent of this Ordinance.

Section 7. Pledge of the B2002 Project. That the City hereby pledges the B2002 Project
to the payment of the Series B2002 Bonds in accordance with K.S.A. 12-1744 and pursuant to
the terms and conditions as set forth in the Indenture. The lien created by such pledge shall be
discharged when the Series B2002 Bonds shall be deemed to have been paid within the meaning
of the Indenture.

Section 8. Further Authority. That the City shall, and the officers, agents and employees
of the City are hereby authorized and directed to take such action and execute such other
documents, certificates and instruments as may be necessary or desirable to carry out and comply
with the provisions of this Ordinance and to carry out, comply with and perform the duties of the
City with respect to the Series B2002 Bonds, the Indenture and the Lease, all as necessary to
carry out and give effect to the transaction contemplated hereby and thereby.

Section 9. Effective Date. That this Ordinance shall take effect and be in force from and
after its passage and publication in the official newspaper of the City.

PASSED and approved by the Council of the City of Topeka, Kansas, this 19th day of

May, 2002.

ATTEST:

Harry Falker, Mayor

Iris E. Walker, City Clerk