ORDINANCE NO. 1923

AN ORDINANCE INTRODUCED BY MAYOR JAMES A. MCCLINTON
AUTHORIZING THE CITY OF TOPEKA, KANSAS, TO ISSUE ITS
HOUSING AND HEALTH CARE REFUNDING AND IMPROVEMENT
REVENUE BONDS, SERIES 2004, (BREWSTER PLACE PROJECT) IN
THE AGGREGATE PRINCIPAL AMOUNT OF $12,000,000 FOR THE
PURPOSE OF FINANCING THE COSTS OF CONSTRUCTING,
EQUIPPING AND IMPROVING CERTAIN RESIDENTIAL AND
HEALTH CARE FACILITIES LOCATED ON THE BREWSTER PLACE
CAMPUS IN THE CITY; REFUNDING TWO OUTSTANDING REVENUE
BOND ISSUES OF THE CITY; AUTHORIZING THE EXECUTION OF A
THIRD SUPPLEMENTAL INDENTURE AND AN ESCROW
AGREEMENT BY AND BETWEEN THE CITY AND COMMERCE
BANK & TRUST, TOPEKA, KANSAS, AS TRUSTEE; AUTHORIZING
THE EXECUTION OF A THIRD 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 both refund its outstanding
revenue bonds and to acquire, construct and improve and equip certain facilities (as defined in
the Act) for commercial, hospital, 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) (the
Series 1999A Bonds”) and Taxable Health Care Facilities Revenue Bonds, Series 1999B,
(Brewster Place Project) in the aggregate principal amount of $10,485,000 (the “Series 1999B
Bonds”) (the Series 1999A Bonds and Series 1999B Bonds are 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 " 1999 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, as of May 1, 2004, the Series 1999A Bonds remain outstanding in the principal amount of $9,170,000 bearing interest payable semiannually on June 1 and December 1 each year and maturing on June 1, as follows:

<table>
<thead>
<tr>
<th>MATURITY (JUNE 1)</th>
<th>PRINCIPAL AMOUNT</th>
<th>INTEREST RATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>2004</td>
<td>$375,000</td>
<td>5.15%</td>
</tr>
<tr>
<td>2005</td>
<td>390,000</td>
<td>5.25</td>
</tr>
<tr>
<td>2006</td>
<td>410,000</td>
<td>5.30</td>
</tr>
<tr>
<td>2007</td>
<td>435,000</td>
<td>5.35</td>
</tr>
<tr>
<td>2008</td>
<td>455,000</td>
<td>5.45</td>
</tr>
<tr>
<td>2009</td>
<td>480,000</td>
<td>5.55</td>
</tr>
<tr>
<td>2010</td>
<td>510,000</td>
<td>5.60</td>
</tr>
<tr>
<td>2011</td>
<td>535,000</td>
<td>5.65</td>
</tr>
</tbody>
</table>

TERM BONDS

<table>
<thead>
<tr>
<th>MATURITY</th>
<th>PRINCIPAL AMOUNT</th>
<th>INTEREST RATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>2014</td>
<td>$1,800,000</td>
<td>6.00</td>
</tr>
<tr>
<td>2019</td>
<td>3,780,000</td>
<td>6.20</td>
</tr>
</tbody>
</table>

WHEREAS, pursuant to Section 302 of the 1999 Indenture, the Series 1999A Bonds maturing on June 1, 2005, and thereafter are subject to redemption and payment at the option of the City, upon instructions from the Tenant, on and after June 1, 2004, in whole at any time or in part from time to time on any Interest Payment Date at a redemption price equal to the principal amount thereof, plus accrued interest thereon to the redemption date.

WHEREAS, pursuant to the Act, the governing body of the City Council duly adopted November 7, 2000, and published as required by law, its Ordinance No. 17590 (the "2000 Ordinance") which authorized the City to, among other things, issue its City of Topeka, Kansas, Health Care Facilities Revenue Bonds, Series 2000, (Brewster Place Project) in the aggregate principal amount of $2,100,000 (the "Series 2000 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 "2000 Facility") and lease the same
to the Tenant pursuant to a First Supplemental Lease Agreement dated as of November 1, 2000
(the "First Supplemental Lease"); and

WHEREAS, pursuant to both the Act and the 2000 Ordinance, the City as the Issuer of
the Series 2000 Bonds entered into a First Supplemental Indenture dated as of November 1,
2000, (the "First Supplemental Indenture") by and between the Issuer and the Trustee relating to
the issuance by the Issuer of the Series 2000 Bonds; and

WHEREAS, as of May 1, 2004, the Series 2000 Bonds remain outstanding in the
principal amount of $1,895,000 bearing interest payable semiannually on June 1 and December 1
each year and maturing on December 1, as follows:

<table>
<thead>
<tr>
<th>MATURITY (DECEMBER 1)</th>
<th>PRINCIPAL AMOUNT</th>
<th>INTEREST RATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>2004</td>
<td>$ 110,000</td>
<td>5.50%</td>
</tr>
<tr>
<td>2005</td>
<td>115,000</td>
<td>5.75</td>
</tr>
<tr>
<td>2006</td>
<td>125,000</td>
<td>6.00</td>
</tr>
<tr>
<td>2007</td>
<td>130,000</td>
<td>6.10</td>
</tr>
<tr>
<td>2008</td>
<td>140,000</td>
<td>6.20</td>
</tr>
<tr>
<td>2009</td>
<td>150,000</td>
<td>6.30</td>
</tr>
<tr>
<td>2010</td>
<td>160,000</td>
<td>6.40</td>
</tr>
<tr>
<td>2011</td>
<td>170,000</td>
<td>6.50</td>
</tr>
</tbody>
</table>

TERM BONDS

| 2015                  | $ 795,000        | 6.75         |

WHEREAS, pursuant to Section 3.01 of the First Supplemental Indenture, the Series
2000 Bonds maturing on December 1, 2005, and thereafter are subject to redemption and
payment at the option of the City, upon written instructions from the Tenant, on and after
December 1, 2004, in whole at any time or in part on any Interest Payment Date at a redemption
price equal to 100% of the principal amount thereof, plus accrued interest thereon to the
redemption date.

WHEREAS, pursuant to the Act, the governing body of the City Council duly adopted
August 13, 2002, and published as required by law, its Ordinance No. 17872 (the "2002
Ordinance") which authorized the City to, among other things, issue its City of Topeka, Kansas,
Housing and Health Care Revenue Bonds, Series 2002, (Brewster Place Project) in the aggregate
principal amount of $2,225,000 (the "Series 2002 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 "2002 Facility") and lease the same
to the Tenant pursuant to a Second Supplemental Lease Agreement dated as of August 15, 2002
(the "Second Supplemental Lease"); and
WHEREAS, pursuant to both the Act and the 2002 Ordinance, the City as the Issuer of the Series 2002 Bonds entered into a Second Supplemental Indenture dated as of August 15, 2002, (the "Second Supplemental Indenture") by and between the Issuer and the Trustee relating to the issuance by the Issuer of the Series 2002 Bonds; 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 2004 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, in order to achieve certain financial benefits currently available, the Tenant has requested that the City issue health care refunding and improvement revenue bonds in the principal amount of $12,000,000 for purpose of providing funds together with other funds of the Tenant to, among other things, (i) currently refund the Series 1999A Bonds on June 1, 2004 and (ii) advance refund the Series 2000 Bonds; and

WHEREAS, pursuant to Section 302 of the 1999 Indenture and Section 3.01 of the First Supplemental Indenture, the City deems it necessary and advisable to call (i) the Series 1999A Bonds, maturing on June 1, 2005, and thereafter, for redemption and payment on June 1, 2004, and (ii) the Series 2000 Bonds maturing on December 1, 2005, and thereafter, for redemption and payment on December 1, 2004; and

WHEREAS, the proceeds from the sale of health care refunding revenue bonds issued for the purpose of advance refunding the Series 2000 Bonds shall, subject to the provisions of an escrow agreement authorized herein, be placed in an escrow trust account to be established as herein authorized for the purpose of paying and redeeming the Series 2000 Bonds as to both principal and interest as the same mature and otherwise become due, all as more particularly described herein; and

WHEREAS, pursuant to public notice published in The Metro News on March 24, 2004, a public hearing was held by the City Council on April 13, 2004, in accordance with the requirements of law, to consider the issuance by the City of the Series 2004 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 Housing and Health Care Refunding and Improvement Revenue Bonds, Series 2004, (Brewster Place Project) dated May 15, 2004, in the aggregate principal amount of $12,000,000 (the "Series 2004 Bonds") for the purpose of providing funds to (i) finance the costs of the Additional Facility and associated costs (the "Project") to be leased by the Issuer to the Tenant, as hereinafter provided, (ii) currently refund the Series 1999A Bonds, (iii) advance refund the Series 2000 Bonds, and (iv) pay part of the cost of issuing the Series 2004 Bonds; and

WHEREAS, the Series 2004 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
Second Supplemental Lease Agreement dated as of August 15, 2002, and the Third
Supplemental Lease Agreement dated as of May 15, 2004, (the "Third Supplemental Lease,"
together with the 1999 Lease, the 2000 Lease, and the 2002 Lease, the "Lease") and in the 1999
Indenture as amended and supplemented by the First Supplemental Indenture dated as of
November 1, 2000, the Second Supplemental Indenture dated as of August 15, 2002, and the
Third Supplemental Indenture dated as of May 15, 2004, (the "Third Supplemental Indenture,"
together with the 1999 Indenture, the First Supplemental Indenture, and the Second
Supplemental 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 2004 Bonds to execute and deliver the Third
Supplemental Indenture with Commerce Bank & Trust, Topeka, Kansas, as Trustee, for the
purpose of issuing and securing the Series 2004 Bonds as provided therein; to enter into the
Third 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 2004 Bonds; and
to execute such other documents and agreements in connection with the issuance of the Series
2004 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 2004 Bonds in the aggre-
gate principal amount of $12,000,000 (the "Bonds") which shall be issued under and secured by
and shall have the terms and provisions set forth in the 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
whosoever 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 or 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) Third Supplemental Indenture between the Issuer and Commerce Bank & Trust, Topeka, Kansas, (the "Trustee"), providing 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) Third 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) Escrow Agreement between the Issuer and the Trustee, regarding the establishment of an Escrow Fund for the payment of the Series 2000 Bonds.

(d) Bond Purchase Agreement (the "Purchase Agreement"), among the Issuer, the Tenant and Gold Capital Management, 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 Preliminary 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.

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PASSED and approved by the City Council this 11th day of May, 2004.

ATTEST:

CITY OF TOPEKA, KANSAS

James A. McClinton, Mayor

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 May 11th, 2004.

Iris E. Walker, City Clerk

APPROVED AS TO FORM & LEGALITY
B.J.L

APR 27 2004
CITY ATTORNEY'S OFFICE