ORDINANCE NO. 18907


WHEREAS, pursuant to K.S.A. 10-1201 et seq., as amended (the "Act"), the governing body of the City of Topeka, Shawnee County, Kansas, (the "City") by its Ordinances Nos. 17273, 17428 and 18352 adopted by two-thirds vote of the members thereof, and published as required by law, expressed its intent to improve the City's stormwater, wastewater and water supply systems (collectively, the "System") by making certain stormwater collection, sanitary sewer and water distribution improvements together with all things necessary and incidental thereto (the "Improvements") and authorizing that notice of the City's intention to make the Improvements and finance the costs thereof be given in accordance with the requirements of the Act; and

WHEREAS, pursuant to the Act, the City did cause to be published in its official newspaper, a paper of general circulation in the City, its Notice(s) of Intention to complete the Improvements and finance the cost thereof by issuing revenue bonds of the City, in the maximum principal amount of $48,425,000, to pay all or part of the cost of the Improvements incurred or to be incurred by the City in connection with the Improvements; and

WHEREAS, a sufficient protest against the making of the Improvements and the issuance of revenue bonds of the City in the maximum principal amount of $48,425,000 to pay the cost thereof was not received by the City Clerk within fifteen (15) days of the date of the publication of the City's Notice of Intention; and

WHEREAS, the City has previously issued bonds in the amount of $36,284,506.68 to pay a portion of the costs of the Improvements; and

WHEREAS, it is necessary at this time that the City proceed forthwith to sell and deliver its Taxable Combined Utility Improvement Revenue Bonds, Series 2007-C, in the principal sum of $2,140,000 (the "Bonds"), for the purpose of providing funds to (1) pay additional of the costs of making the Improvements (i.e., $2,027,671.92), (2) fund a debt service reserve fund for the Bonds and (3) pay the costs of issuing the Bonds, under the authority of K.S.A. 10-1201 et seq., and Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended; and
WHEREAS, the City on January 8, 2002, issued its Water and Water Pollution Control
Utility Revenue Bonds, Series 2001-A in the amount of $25,365,000 (the “Series 2001-A
Bonds”); and

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

WHEREAS, the City on February 19, 2004, issued its Combined Utility Improvement
and Refunding Revenue Bonds, Series 2004-A in the amount of $46,180,000 (the “Series 2004-
A Bonds”) which, in part, currently refunded the City’s outstanding Series 1998A Water and
Water Pollution Control Utility Refunding Revenue Bonds dated June 1, 1998; and

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

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

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

WHEREAS, the City is issuing simultaneously with the Bonds, a series of Combined
Utility Improvement and Refunding Revenue Bonds, Series 2007-B in the amount of $5,210,000
(the “Series 2007-A Bonds”) which will both finance certain stormwater collection, sanitary
sewer and water distribution system improvements and currently refund the August 1, 2007,
2006-B Bonds; and

WHEREAS, the Bonds are parity obligations of the City’s System and, as such shall
have equal lien status with the outstanding Series 2001-A Bonds not defeased in accordance with
Section 701 of Resolution No. 7209 passed and approved by the governing body of the City
December 11, 2001, which resolution prescribed, among other things, the details of the Series
2001-A Bonds; the Series 2004-A Bonds; the Series 2005-A Bonds, the Series 2006-A Bonds,
the Series 2006-B Bonds and the Series 2007-B Bonds; and

WHEREAS, the City has authorized certain loans in the maximum authorized amount of
$145,144,633 from the Kansas Department of Health and Environment revolving fund loan
program (the “Permitted Loans”) and pledged the revenues from the System to the payment of
such Permitted Loans and any additional loans which would constitute Permitted Loans under
the Resolution hereinafter provided for; and

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

Section 1. That there is hereby authorized and directed to be issued Taxable Combined Utility Improvement Revenue Bonds, Series 2007-C, of the City in the aggregate principal amount of $2,140,000 for the purposes of providing funds to (1) pay additional costs of making the Improvements, (2) fund a debt service reserve fund for the Bonds and (3) pay the costs of issuing the Bonds, as provided by Article 1 of Chapter 10, Kansas Statutes Annotated and Article 12 of Chapter 10 of the Kansas Statutes Annotated, all as amended. The 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 in the manner prescribed and subject to the provisions, covenants and agreements set forth in a resolution of the Governing Body of the City adopted the same date as the date of the passage and approval of this Ordinance (the "Resolution").

Section 2. That the Mayor and City Clerk are hereby authorized to prepare and execute the Bonds and when so executed, the Bonds shall be registered as required by law and the Governing Body shall annually make provisions for the payment of the principal of, redemption premium, if any, and interest on the Bonds as the same shall become due from the revenues derived by the City from the rates, fees or charges collected by the City from the operation of the System, including all improvements, extensions and enlargements thereto hereafter constructed or acquired by the City and not from any other fund or source. The Bonds shall constitute a lien upon the revenues produced from the System of the City.

Section 3. 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 Bonds and the Resolution all as necessary to carry out and give effect to the transaction contemplated hereby and thereby.

Section 4. That if any portion or provision of this Ordinance or the Bonds shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such portion or provisions shall not affect any of the remaining provisions of this Ordinance or the Bonds, but this Ordinance and said Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained herein.

Section 5. That the Bonds shall be issued and sold to the purchaser thereof in accordance with both its bid for the purchase thereof and the terms and conditions of this Ordinance.
Section 6. That this Ordinance shall take effect and be in force from and after its passage and publication in the official City newspaper.

Passed by the Governing Body and approved by the Council of the City of Topeka, Kansas, this 19th day of June, 2007.

CITY OF TOPEKA, KANSAS

ATTEST:

William W. Bunten, Mayor

Brenda Younger, City Clerk

(SEAL)

I, BRENDA YOUNGER, 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. 18907 adopted and approved by the City Council on June 19, 2007.

Brenda Younger, City Clerk