RESOLUTION NO. 2020

A RESOLUTION INTRODUCED BY MAYOR JOAN WAGNON OF THE CITY OF TOPEKA, KANSAS PROVIDING FOR THE CITY COUNCIL'S CONSENT TO THE ISSUANCE OF SPECIAL REVENUE BONDS BY SHAWNEE COUNTY, KANSAS, FOR THE PURPOSE OF FINANCING THE ACQUISITION OF A SITE AND THE CONSTRUCTION, EQUIPPING AND FURNISHING OF A BUILDING THEREON FOR THE KANSAS STATE HIGH SCHOOL ACTIVITIES ASSOCIATION, INC., LOCATED IN SAID COUNTY.

WHEREAS, Shawnee County, Kansas (the “County”) desires to promote, stimulate and develop the general economic welfare and prosperity of the County, and thereby to further promote, stimulate and develop the general economic welfare and prosperity of the State of Kansas; and

WHEREAS, pursuant to the provisions of the Kansas Economic Development Revenue Bond Act, as amended and codified in KSA 12-1740 et seq. (the “Act”), the County is authorized to issue revenue bonds for such purposes, and it is has found and determined it to be advisable and in the interest and for the welfare of the County and its inhabitants, (including the inhabitants of the City of Topeka, Kansas), that special revenue bonds of the County in the principal amount of approximately $3,500,000.00 (the ”Bonds”) be authorized and issued under the authority of KSA 12-1740 et seq., as amended, for the purpose of providing funds to pay the costs of acquiring a site in the Menninger Office Park, Topeka, Kansas and constructing a building thereon to serve as the new administration building for the Kansas State High School Activities Association, Inc., a Kansas not-for-profit corporation and qualified IRS 501(c)(3) Tax Exempt Organization (the “Tenant”). The preliminary design has the building being approximately 23,400 square feet, ADA compliant, containing conference rooms with adequate seating, tables and telecommunication/teleconferencing related equipment, with a brick veneer with stone accents and standing seam roof and approximately 125 parking spaces (collectively the “Project”). The Project will assist the Tenant's general purpose to organize and administer a comprehensive program of interscholastic co-curricular activities, both athletic and non-athletic, for the member schools in Kansas; and

WHEREAS, the County has caused notice of the Project and the County's intent to issue Bonds therefore to be (i) published on June 6, 2000 in a newspaper with a general circulation in the City and the County and (ii) delivered to the City; and

WHEREAS, pursuant to the present provision of KSA 79-201, Second, as long as the Project is used by the Tenant exclusively for educational purposes it will be exempt from ad valorem taxes.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF TOPEKA, KANSAS:
Section 1. Project's Purpose. The Council of the City of Topeka, Kansas, hereinafter referred to as the "Council", hereby finds and determines that the Project will promote, stimulate and develop the general economic welfare and prosperity of the County, the City and thereby further promote, stimulate and develop the general economic welfare and prosperity of the State of Kansas.

Section 2. Consent to Issuance of Bonds. The Council hereby consents to the County acquiring the Project, issuing the Bonds to pay the costs thereof and leasing the Project to the Tenant.

Section 3. No Liability of City. The Bonds and all interest thereon shall, in all events, be paid solely from the revenues to be received by the County from the Project and not from any other fund or source. The City shall not be obligated on such Bonds in any way and at no time shall the Bonds constitute or be construed as an obligation of the City for which any tax may be levied. In the event that the Bonds are not issued, the City shall have no liability to the Tenant, Fahnestock & Co., Inc., or other purchaser of the Bonds.

Section 4. Matters not Addressed. The Council, by consenting to the issuance of the Bonds is not addressing any other matter relative to the City providing sanitary sewer services, storm water drainage, or other services to the Tenant in connection with the Project; such matters, if necessary, are to be addressed by the appropriate City staff, the County and the Tenant in accordance with the applicable regulations, resolutions or ordinances.

ADOPTED by the Council of the City of Topeka, Kansas this 27th day of June 2000.

[Signature]

CITY OF TOPEKA, KANSAS

Mayor

ATTEST:

[Signature]

Clerk DEPUTY

[SEAL]
RESOLUTION NO. 2000-104

A RESOLUTION OF THE GOVERNING BODY OF SHAWNEE COUNTY, KANSAS DETERMINING THE ADVISABILITY OF ISSUING SPECIAL REVENUE BONDS OF SAID COUNTY FOR THE PURPOSE OF FINANCING THE ACQUISITION OF A SITE AND BUILDING AND EQUIPPING OF THE SAME FOR THE KANSAS STATE HIGH SCHOOL ACTIVITIES ASSOCIATION, INC., A KANSAS NOT-FOR-PROFIT CORPORATION, AND AN IRS QUALIFIED 501(c)(3) TAX EXEMPT ORGANIZATION, LOCATED IN SAID COUNTY.

WHEREAS, the Kansas State High School Activities Association, Inc, a Kansas not-for-profit corporation, and an IRS qualified 501(c)(3) Tax Exempt Organization (the “Tenant”) is organized and exists to administer a comprehensive program of interscholastic co-curricular activities, both athletic and non-athletic, for the students, staff and administrators of the State's schools for grades seven through twelve and otherwise better the mental and physical health of the citizens of the County and the State; and

WHEREAS, Shawnee County, Kansas (the “County”) desires to promote, stimulate and develop the general mental and physical health, welfare and prosperity of the County and the State of Kansas; and

WHEREAS, pursuant to the provisions of the Kansas Economic Development Revenue Bond Act, as amended and codified in KSA 12-1740 et seq. (the “Act”), the County is authorized to issue Special Revenue Bonds for such purposes, and it is hereby found and determined to be advisable and in the interest and for the welfare of the County, its inhabitants and the inhabitants of the State that Special Revenue Bonds of the County in the estimated principal amount of $3,500,000.00 be authorized and issued to provide funds to pay the costs of acquiring a site and building, equipping said building and otherwise constructing and installing certain furnishings and equipment therein (the “Project”) to be located in Shawnee County, Kansas, to be leased by the County to the Tenant in furtherance of the Tenant's purposes.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF SHAWNEE COUNTY, KANSAS:

Section 1. Public Purpose. The governing body of the County hereby finds and determines that the Project will promote, stimulate and develop the general mental, physical and educational health, welfare and prosperity of the County, and thereby further promote, stimulate and develop the general welfare and prosperity of the State of Kansas.

Section 2. Authorization to Acquire Project; Intent to Issue Bonds. The County is hereby authorized to acquire the Project and, pursuant to the Act, issue its Special Revenue Bonds, in one or more series, in an estimated aggregate principal amount of $3,500,000.00 (the
"Bonds") to pay the costs thereof, subject to satisfaction of the conditions of issuance set forth herein.

Section 3. Conditions to Issuance of Bonds. The issuance of the Bonds is subject to: (i) the County's passage of a resolution authorizing the issuance of the Bonds; (ii) the successful negotiation of a Trust Indenture, Lease, Bond Purchase Agreement and other legal documents necessary to accomplish the issuance of the Bonds, the terms of which shall be in compliance with the Act and mutually satisfactory to the County and the Tenant; (iii) the successful negotiation and sale of the Bonds to Fahnstock & Co., Inc., Topeka, Kansas or other purchaser approved by the Tenant (the "Purchaser"), which sale shall be the responsibility of the Tenant and not the County; (iv) the receipt of the approving legal opinion of Robert J. Perry, Esq., Auburn, Kansas ("Bond Counsel") and Jonathan P. Small, Chartered, Topeka, Kansas, ("Issuer's Counsel") for the issuance of the Bonds, all in a form acceptable to the County, the Tenant, Bond Counsel and the Purchaser; (v) the obtaining of all other necessary governmental approvals for the issuance of the Bonds; (vi) Tenant's commitment to and payment of all expenses of the County, any underwriting fees and expenses and all legal fees and expenses of Bond Counsel and the Issuer's Counsel relating to the issuance of the Bonds by the Purchaser or the Tenant (Bond Counsel's fees and expenses and Issuer's Counsel's fees and expenses are contingent upon the actual issuance and delivery of the Bonds); and (vii) the satisfactory fulfillment of such conditions precedent to the County's issuance of the Bonds as Bond Counsel deems necessary.

Section 4. Reliance by Tenant; Limited Liability of County. It is contemplated that in order to expedite acquisition of the Project and realization of the benefits to be derived thereby, the Tenant may incur temporary indebtedness or expend its own funds to pay costs of the Project prior to the issuance of the Bonds. Proceeds of Bonds may be used to reimburse the Tenant for such expenditures made not more than 60 days prior to the date this Resolution is adopted, all as provided by §1.150-2 of the U.S. Treasury Regulations. The Bonds and all interest thereon shall, in any event, be paid solely and only from the revenues to be received by the County from the Project and not from any other fund or source. The County shall not be obligated on such Bonds in any way, except as herein set out. In the event that the Bonds are not issued, the County shall have no liability to the Tenant, Fahnstock & Co., Inc., or other purchaser of the Bonds, Bond Counsel or the Issuer's Counsel.

Section 5. Notices. The County Clerk is hereby authorized and directed to publish an appropriate notice of intent to issue the Bonds and to enter into a Lease with the Tenant pursuant to the provisions of the Act, to provide all notices as required by the Act, and to publish notice of public hearing with respect to the issuance of the Bonds as required by law.

Section 6. Further Action. The County Clerk is hereby authorized to deliver an executed copy of this Resolution to the Tenant, Bond Counsel and the City Clerk of the City of Topeka, Kansas. The Chairman, County Clerk and other officials and employees of the County, including Issuer's Counsel and Bond Counsel, are hereby further authorized and directed to take such other actions as may be appropriate or desirable to accomplish the purposes of this Resolution, including providing all notices required by the Act, and, the execution on behalf of the County of the information statement regarding the proposed issuance of the Bonds to be filed with the State Board of Tax Appeals pursuant to the Act.
ADOPTED by the governing body of Shawnee County, Kansas this 25th day of May 2000.

SHAWNEE COUNTY, KANSAS
Theodore D. Ensley, Chairman
Marsee Kane, Commissioner
Michael J. Meter, Commissioner

ATTEST:
Cynthia A. Beck, Clerk

[SEAL]