

## RESOLUTION NO. 7407

**A RESOLUTION INTRODUCED BY DEPUTY MAYOR DUANE F. POMEROY AUTHORIZING AND DIRECTING THE ISSUANCE OF TEMPORARY NOTES, SERIES 2003-A OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$17,000,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COST OF RENEWING A PORTION OF THE PRINCIPAL AMOUNT OF THE SERIES 2002-A TEMPORARY NOTES OF SAID CITY, DATED JULY 1, 2002, AND FOR THE PURPOSE OF PROVIDING FUNDS TO PAY A PORTION OF THE COST OF CERTAIN IMPROVEMENTS IN SAID CITY.**

**WHEREAS**, pursuant to K.S.A. 12-6a01 *et seq.*, K.S.A. 12-685 *et seq.*, all as amended, the home rule authority granted to the cities of the State of Kansas by Section 5 of Article 12 of the Kansas Constitution, and Charter Ordinances Nos. 68 and 89 of the City of Topeka, Kansas, (the "City") (Section A12-1 of the Code of the City) and all other provisions of the laws of the State of Kansas applicable thereto, by proceedings duly had and other actions duly and legally taken, the City has approved the following internal improvements (the "Improvements"):

- (a) Bridge Project No. 12053 (Phase B);
- (b) Bridge Project No. 12053 (Phase 3);
- (c) Bridge Project No. 12062;
- (d) Park Improvement Project No. 30182;
- (e) Park Improvement Project No. 30205;
- (f) Park Improvement Project No. 30236;
- (g) Sanitary Sewer Project No. 40596 (Phase 3)
- (h) Sanitary Sewer Project No. 40771;
- (i) Sanitary Sewer Project No. 40583 (Phase H);
- (j) Sanitary Sewer Project No. 40644 (Phase 3);
- (k) Sanitary Sewer Project No. 40886 (Phase 2);
- (l) Sanitary Sewer Project No. 40901 (Phase 1);

- (m) Sanitary Sewer Project No. 40904 (Phase 1);
- (n) Sanitary Sewer Project No. 40906;
- (o) Sanitary Sewer Project No. 40906 (Phase 1);
- (p) Sanitary Sewer Project No. 40907 (Phase 1);
- (q) Storm Water Utility Project 15020 (Phase 1);
- (r) Storm Water Utility Project 15020 (Phase 3);
- (s) Storm Water Utility Project 15038 (Phase 2);
- (t) Street Improvement Project No. 60389 (Phase 2);
- (u) Street Improvement Project No. 60427 (Phase 2);
- (v) Street Improvement Project No. 60468 (Phase 3);
- (w) Street Improvement Project No. 60468 (Phase 4);
- (x) Street Improvement Project No. 60561 (Phase 2);
- (y) Street Improvement Project No. 60563 (Phase H);
- (z) Street Improvement Project No. 60566 (Phase 3);
- (aa) Street Improvement Project No. 60572;
- (bb) Street Improvement Project No. 60578 (Phase H);
- (cc) Street Improvement Project No. 60581 (Phase 1);
- (dd) Trafficway Improvement Project No. 70167 (Phase 4);
- (ee) Trafficway Improvement Project No. 70197 (Phase 1); and
- (ff) Trafficway Improvement Project No. 86235 (Phase 3).

**WHEREAS**, the cost of making the Improvements are to be paid in whole or in part by the issuance of general obligation bonds of the City in the manner provided by law; and

**WHEREAS**, pursuant to Resolution No. 7240 of the City adopted June 25, 2002, the City has issued its Temporary Notes, Series 2002-A dated July 1, 2002, aggregating the principal amount of \$11,850,000 and maturing on December 1, 2003, (the "Series 2002-A Notes") to provide funds to finance certain improvements in the City including Projects Nos. 12053 (Phase B), 12053 (Phase 3), 40596 (Phase 3), 40771, 40583 (Phase H), 15020 (Phase 1), 15020 (Phase

61 3), 15038 (Phase 2), 60389 (Phase 2), 60468 (Phase 3), 60563 (Phase H), 60572, 70167 (Phase  
62 4) and 70197 (Phase 1); as hereinbefore described (the "Projects"), and all aspects of said  
63 Projects will not be fully completed at the maturity of the Series 2002-A Notes; and

64 **WHEREAS**, it is necessary for the City to provide cash funds to renew a portion of the  
65 Series 2002-A Temporary Notes issued to provide financing for the Projects and to meet the  
66 City's obligations incurred in connection with the Improvements prior to the completion of said  
67 work and the issuance of the City's general obligation bonds, and it is desirable and in the  
68 interest of the City that such funds be raised by the issuance of temporary notes of the City, said  
69 notes to be issued by the City pursuant to the provisions of K.S.A. 10-123, as amended.

70 **NOW THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF**  
71 **TOPEKA, KANSAS, AS FOLLOWS:**

72 **Section 1.(a)** For the purpose of providing funds to renew a portion of the Series 2002-A  
73 Notes issued in connection with the Projects as hereinbefore described and to pay obligations  
74 incurred by the City in acquiring and constructing the Improvements, there shall be issued and  
75 are hereby authorized to be issued Temporary Notes, Series 2003-A, of the City, in the principal  
76 amount not to exceed \$17,000,000 (the "Notes"). The Notes will consist of fully registered notes  
77 in the denomination of \$5,000 or any integral multiple thereof. The Notes shall initially be  
78 registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York,  
79 New York, (along with its successors and assigns, the "Securities Depository") to which  
80 payments of principal on the Notes will be made by the Treasurer of the City in lawful money of  
81 the United States of America upon presentation of the Notes for payment and cancellation.  
82 Individual purchases of Notes will be made in book-entry form only. Purchasers will not receive  
83 certificates representing their interest in Notes purchased. It is anticipated that during the term of  
84 the Notes, the Securities Depository will make book-entry transfers among those financial  
85 institutions (the "Participants") for whom it effects book entry transfers and pledges of securities  
86 deposited with it from time to time and receive and transmit payment of principal of and interest  
87 on the Notes to the Participants until and unless the Note Registrar (hereinafter designated)

88 authenticates and delivers Replacement Notes to the beneficial owners as described in subsection  
89 (b). The Notes shall be dated November 24, 2003, shall become due on December 1, 2004, and  
90 shall bear interest from said date at the rate of two percent (2.00%) per annum. Interest on the  
91 Notes shall be payable at the maturity of the Notes on December 1, 2004, (the "Interest Payment  
92 Date") to the Registered Owner thereof appearing on the books of the Note Registrar as of the  
93 15th day of the month next preceding the applicable interest payment date (the "Record Date").

94 (b) (1) If the City determines (A) that the Securities Depository is unable to properly  
95 discharge its responsibilities, or (B) that the Securities Depository is no longer qualified to act as  
96 a securities depository and registered clearing agency under the Securities and Exchange Act of  
97 1934, as amended, or (C) that the continuation of a book-entry system to the exclusion of any  
98 Notes being issued to any registered owner of any of the Notes ("Registered Owner") other than  
99 Cede & Co. is no longer in the best interests of the beneficial owners of the Notes, or (2) if the  
100 Note Registrar receives written notice from Participants having interests in not less than 50% of  
101 the Notes which are outstanding and unpaid, as shown on the records of the Securities  
102 Depository (and certified to such effect by the Securities Depository), that the continuation of a  
103 book-entry system to the exclusion of any Notes being issued to any Registered Owner other  
104 than Cede & Co. is no longer in the best interests of the beneficial owners of the Notes, then the  
105 Note Registrar shall notify the Registered Owners of such determination or such notice and of  
106 the availability of certificates to beneficial owners requesting the same, and the Note Registrar  
107 shall register in the name of and authenticate and deliver replacement Notes to the beneficial  
108 owners or their nominees in principal amounts representing the interest of each, making such  
109 adjustment as it may find necessary or appropriate as to accrued interest; provided, that in the  
110 case of a determination under (1)(A) or (1)(B) of this subsection (b), the City may, after  
111 consultation with the Note Registrar, select a successor securities depository in accordance with  
112 subsection (c) hereof to effect book-entry transfers. In such event, all references to the Securities  
113 Depository herein shall relate to the period of time when the Securities Depository has  
114 possession of at least one Note. Upon the issuance of any replacement Notes ("Replacement

Notes"), all references herein to obligations imposed upon or to be performed by the Securities Depository shall be deemed to be imposed upon and performed by the Note Registrar, to the extent applicable with respect to such Replacement Notes. If the Securities Depository resigns and the City is unable to locate a qualified successor of the Securities Depository in accordance with subsection (c) hereof, then the Note Registrar shall authenticate and cause delivery of Replacement Notes to the beneficial owners thereof, as provided herein. The Note Registrar may rely on information from the Securities Depository and its Participants as to the names of the beneficial owners of the Notes. The cost of printing, registration, authentication and delivery of Replacement Notes shall be paid for by the City.

(c) In the event the Securities Depository resigns, is unable to properly discharge its responsibilities, or is no longer qualified to act as a securities depository and registered clearing agency under the Securities and Exchange Act of 1934, as amended, the City may appoint a successor Securities Depository, provided the Note Registrar receives written evidence satisfactory to it with respect to the ability of the successor Securities Depository to discharge its responsibilities. Any such successor Securities Depository shall be a securities depository which is a registered clearing agency under the Securities and Exchange Act of 1934, as amended, or other applicable statute or regulation that operates a securities depository upon reasonable and customary terms. The Note Registrar upon its receipt of any of the Notes for cancellation shall cause the delivery of such Notes to the successor Securities Depository in appropriate denominations and form as provided herein.

(d) The execution and delivery of the Representation Letter to The Depository Trust Company, New York, New York, by the Mayor or Deputy Mayor in the form attached hereto as Exhibit A with such changes, omissions, insertions and revisions as the Mayor or Deputy Mayor shall deem advisable, is hereby authorized, and execution of the Representation Letter by the Mayor or Deputy Mayor shall be conclusive evidence of such approval. The Representation Letter shall set forth certain matters with respect to, among other things, notices, consents and

141 approvals by the owners (both the Registered Owner and beneficial owners) of the Notes and  
142 payments of the principal of and interest on the Notes.

143 **Section 2.** The Notes shall contain recitals and be in the form as prescribed by law. The  
144 Notes, shall in addition to all other requirements, shall be subject to the terms and conditions of  
145 the agreement entitled "Agreement Between Issuer and Agent" by and between the City and the  
146 Treasurer of the State of Kansas, as Note Registrar.

147 **Section 3.** The Notes shall be executed by the facsimile or manual signature of the  
148 Mayor or Deputy Mayor and City Clerk or Deputy City Clerk and the seal of the City shall be  
149 printed or affixed thereon. After such execution and the registration of the Notes by the City  
150 Clerk and the Kansas State Treasurer, Topeka, Kansas, hereby designated as both the City's Note  
151 Registrar and Paying Agent in connection with the Notes, the Notes shall be countersigned by  
152 the City Clerk or Deputy City Clerk and delivered to the Original Purchaser thereof upon receipt  
153 of the purchase price thereof, said purchase price to be not less than the principal amount thereof  
154 plus accrued interest thereon to the date of delivery. The proceeds of the Notes shall be placed in  
155 the City Treasury and applied solely to pay the costs of renewing the Series 2002-A Notes  
156 previously issued to finance the Projects as hereinbefore described, the costs of the  
157 Improvements and the costs of issuing the Notes.

158 **Section 4.** The Notes to be issued shall be in substantially the following form:

159  
160 UNLESS THIS CERTIFICATE IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE  
161 OF THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO  
162 ISSUER OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR  
163 PAYMENT, AND ANY CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE  
164 & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED  
165 REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO  
166 SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE  
167 OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE THEREOF FOR VALUE OR  
168 OTHERWISE BY OR TO ANY PERSON IS WRONGFUL IN AS MUCH AS THE  
169 REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

170  
171 **Temporary Note No. R-1**

172 \$ \_\_\_\_\_

\$ \_\_\_\_\_

173 UNITED STATES OF AMERICA  
174 STATE OF KANSAS  
175 COUNTY OF SHAWNEE  
176 CITY OF TOPEKA  
177 SERIES 2003-A  
178

179 Rate of \_\_\_\_\_ Maturity \_\_\_\_\_ Dated \_\_\_\_\_ CUSIP NO. \_\_\_\_\_  
180 Interest: \_\_\_\_\_ Date: December 1, 2004 Date: November 24, 2003  
181 Registered Owner: Cede & Co.  
182 Principal Amount: \_\_\_\_\_ Dollars  
183

184 **KNOW ALL MEN BY THESE PRESENTS:**

185 That the City of Topeka, in the County of Shawnee, State of Kansas, (the "City") for  
186 value received acknowledges itself to be indebted to and promises to pay, but solely from the  
187 sources hereinafter pledged, to the registered owner identified above, or registered assigns as  
188 hereinafter provided, on the maturity date identified above, both the principal amount identified  
189 above and in like manner to pay interest on such principal amount from the date of this Note  
190 until said principal amount is paid. The Notes will not be subject to redemption prior to  
191 maturity.

192 The principal of and interest on this Note shall be payable in lawful money of the United  
193 States of America by check or draft at the office of the Treasurer of the State of Kansas, Topeka,  
194 Kansas, (the "Note Registrar" and "Paying Agent"), upon presentation of this Note for payment  
195 and cancellation. The full faith, credit and resources of the City are hereby pledged for the  
196 payment of the principal of and interest on this Note and the issue of which it is a part as the  
197 same respectively become due.

198 **THE TERMS AND PROVISIONS OF THIS NOTE ARE CONTINUED ON THE**  
199 **REVERSE HEREOF AND SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT**  
200 **AS THOUGH FULLY SET FORTH AT THIS PLACE.**

201 It is hereby certified and declared that all acts, conditions, and things required to be done  
202 and to exist precedent to and in the issuance of this Note have been properly done and performed  
203 and do exist in due and regular form and manner as required by the Constitution and Laws of the  
204 State of Kansas; that this Note is negotiable and constitutes a general obligation of the City; that  
205 this Note and any outstanding notes and bonds previously issued for the improvement described  
206 herein do not exceed the estimated cost and expense of said improvement; and that the total  
207 indebtedness of said City, including this series of Notes, does not exceed any constitutional or  
208 statutory limitation.

209 **IN WITNESS WHEREOF**, the said City of Topeka, in the State of Kansas, by its  
210 Governing Body, has caused this Temporary Note to be signed by its Mayor or Deputy Mayor  
211 and attested by its City Clerk, and has caused its corporate seal to be affixed hereto, all as of the  
212 24th day of November, 2003.

213  
214 ATTEST:

215 \_\_\_\_\_  
216  
217 City Clerk  
218

\_\_\_\_\_  
Deputy Mayor, City of Topeka, Shawnee County,  
Kansas

(SEAL)

This Note shall not be negotiable unless and until countersigned below following registration by the Treasurer of the State of Kansas.

(SEAL)

\_\_\_\_\_  
City Clerk

\*\*\*\*\*  
**CERTIFICATE OF AUTHENTICATION AND REGISTRATION**

This Note is one of the City of Topeka, Kansas, Temporary Notes, Series 2003-A, described in the within mentioned Resolution.

Registration Date: \_\_\_\_\_.

**OFFICE OF THE STATE TREASURER**  
Topeka, Kansas,  
As Note Registrar and Paying Agent

I.D. No. \_\_\_\_\_

By \_\_\_\_\_

\*\*\*\*\*  
**CITY CLERK'S CERTIFICATE**

**STATE OF KANSAS, COUNTY OF SHAWNEE, SS:**

I, the undersigned, City Clerk of the City of Topeka, Kansas, do hereby certify that the within Temporary Note of the City of Topeka, Kansas, was duly registered in my office according to law, and that the signatures thereto are genuine.

WITNESS My Hand and Official Seal as of this 24th day of November, 2003.

(SEAL)

\_\_\_\_\_  
City Clerk of the City of Topeka,  
Shawnee County, Kansas

\*\*\*\*\*  
**STATE TREASURER'S CERTIFICATE**

**STATE OF KANSAS, COUNTY OF SHAWNEE, SS:**

I, LYNN JENKINS, Treasurer of the State of Kansas, do hereby certify that a full and complete transcript of the proceedings leading up to the issuance of this Temporary Note has been filed in my office and that this Note has been registered in my office according to law this 24th day of November, 2003.

WITNESS My Hand and Official Seal.

**LYNN JENKINS**  
Treasurer of the State of Kansas



265  
266 BY: \_\_\_\_\_  
267 (SEAL) State Treasurer  
268 \*\*\*\*\*  
269

270 **NOTE ASSIGNMENT**

271  
272 **FOR VALUE RECEIVED**, the undersigned does (do) hereby sell, assign and transfer to

273 \_\_\_\_\_  
274 (Note Assignment)  
275 \_\_\_\_\_  
276

277 \_\_\_\_\_  
278 (Social Security or Taxpayer Identifying No.)  
279

280 the Temporary Note to which this assignment is affixed in the outstanding principal amount of  
281 \$17,000,000 standing in the name of undersigned on the books of the Treasurer of the State of  
282 Kansas, Topeka, Kansas, the Note Registrar. The undersigned does (do) hereby irrevocably  
283 constitute and appoint \_\_\_\_\_ as attorney to transfer said Note on the  
284 books of the Note Registrar with full power of substitution in the premises.

285 Dated \_\_\_\_\_

286 \_\_\_\_\_  
287 Name

288 \_\_\_\_\_  
289 Social Security or Taxpayer Identifying No.

290 \_\_\_\_\_  
291 Signature (Sign Here Exactly as  
292 Name(s) Appear on Face of Certificate)

293 \_\_\_\_\_  
294 Face of Certificate Signature Guaranteed By:

295 \_\_\_\_\_  
296 (Name of Eligible Guarantor Institution as  
297 defined by SEC Rule 17Ad-15 (17CFR  
298 240.17 Ad-15)

299 \_\_\_\_\_  
300 By: \_\_\_\_\_  
301

302 \*\*\*\*\*

303 **FURTHER TERMS AND CONDITIONS**

304  
305 This Note is one of a duly authorized series of Temporary Notes aggregating the principal  
306 amount of \$17,000,000 (the "Notes") issued by the City to finance, on an interim basis, the  
307 construction of certain improvements, heretofore duly authorized by the City, which are to be  
308 paid for either in whole or in part by the issuance of bonds of the City. This Note and the series  
309 of which it is a part are issued by the City to pay the cost of such improvements until money for  
310 such purpose and for the payment of this Note with accrued interest, if any, thereon can be raised

311 by the City by the sale and issuance of its general obligation bonds. This Note and the series of  
312 which it is a part are issued by the authority of and in full compliance with the provisions,  
313 restrictions and limitations of Resolution No. 7407 of the City (the "Resolution"), the  
314 Constitution and Laws of the State of Kansas, including Article 12, Section 5 of the Constitution  
315 to the State of Kansas, K.S.A. 10-101 to 125, inclusive, K.S.A. 12-6a01 *et seq.*, K.S.A. 12-685 *et*  
316 *seq.*, all as amended, and Charter Ordinances Nos. 68 and 89 of the City and all acts amendatory  
317 thereof and supplemental thereto.

318 The Notes are being issued by means of a book-entry system with no physical  
319 distribution of certificates to be made except as provided in the Resolution. One Note certificate  
320 with respect to each date on which the Notes are stated to mature, registered in the nominee  
321 name of the securities depository named in the Resolution, together with its successors and  
322 assigns (the "Securities Depository"), is being issued. The book-entry system will evidence  
323 positions held in the Notes by the Securities Depository's participants, beneficial ownership of  
324 the Notes in authorized denominations being evidenced in the records of such participants.  
325 Transfers of ownership shall be effected on the records of the Securities Depository and its  
326 participants pursuant to the rules and procedures established by the Securities Depository and its  
327 participants. The City will recognize the Securities Depository nominee, while the registered  
328 owner of this Note, as the owner of this Note for all purposes, including (i) payments of  
329 principal of and interest on this Note, (ii) notices and (iii) voting. Transfers of principal and  
330 interest payments to participants of the Securities Depository, and transfers of principal and  
331 interest payments to beneficial owners of the Notes by participants of the Securities Depository  
332 will be the responsibility of such participants and other nominees of such beneficial owners.  
333 The City and the Paying Agent will not be responsible or liable for such transfers of payments or  
334 for maintaining, supervising or reviewing the records maintained by the Securities Depository,  
335 the Securities Depository nominee, its participants or persons acting through such participants.  
336 While the Securities Depository nominee is the registered owner of this Note, notwithstanding  
337 the provision hereinabove contained, payments of principal of and interest on this Note shall be  
338 made in accordance with existing arrangements among the City, its Paying Agent and the  
339 Securities Depository.

340 **EXCEPT AS OTHERWISE PROVIDED IN THE RESOLUTION, THIS NOTE**  
341 **MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO ANOTHER**  
342 **NOMINEE OF THE SECURITIES DEPOSITORY OR TO A SUCCESSOR**  
343 **SECURITIES DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES**  
344 **DEPOSITORY.** The City may deem and treat the person in whose name this Note is registered  
345 as the absolute owner hereof for the purpose of receiving payment of the principal hereof and  
346 interest due hereon and for all other purposes. This Note is transferable by the registered owner  
347 hereof in person or by his attorney duly authorized in writing at the office of the Note Registrar  
348 upon receipt by the Note Registrar of a duplicate original counterpart of the document by which  
349 the assignment or reassignment is made, disclosing the name and address of each such assignee.  
350 Upon receipt of such notice of assignment, the Paying Agent agrees to make all payments to the  
351 assignee designated in the assignment. The City shall pay out of the proceeds of the Notes, or  
352 from other lawfully available funds, all costs incurred in connection with the issuance, transfer,  
353 exchange, redemption or payment of the Notes except (a) fees and expenses in connection with  
354 the replacement of any of the Notes mutilated, stolen, lost or destroyed or (b) any tax or other  
355 governmental charge imposed in relation to the transfer, exchange or payment of the Notes.

356 \*\*\*\*\*

357           **Section 5.** That the Notes shall be issued and sold to Commerce Capital Markets, Inc.,  
358 Philadelphia, Pennsylvania, in accordance with both the Note Bid Form (the "Note Bid Form")  
359 between such Original Purchaser and the City, the execution of which Note Bid Form is  
360 authorized hereby and by the other terms and conditions of this Resolution.

361           **Section 6.** That the City covenants and certifies to and for the benefit of the Owners of  
362 the Notes from time to time outstanding that so long as any of the Notes remain outstanding,  
363 moneys on deposit in any fund or account in connection with the Notes, whether or not such  
364 moneys were derived from the proceeds of the sale of the Notes or from any other sources, will  
365 not be used in a manner which will cause the Notes to be classified as "arbitrage bonds" within  
366 the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code").  
367 Pursuant to such covenant, the City shall, to the extent permitted by law, comply throughout the  
368 term of the issue of the Notes and thereafter with the requirements of Section 148 of the Code  
369 including, but not limited to, the rebate of certain amounts, if any, to the United States.

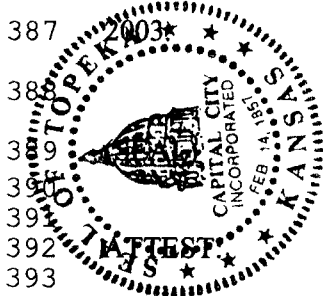
370           **Section 7.** That the City covenants to take all action necessary in order to maintain the  
371 exclusion under Section 103 of the Code of the interest on the Notes from gross income for  
372 federal income tax purposes.

373           **Section 8.** That the forms of the *Preliminary Official Statement* and the *Official*  
374 *Statement*, both of which will be dated as of the date set forth thereon, all in the form presented  
375 at the meeting at which this Resolution is adopted, are hereby approved, ratified and confirmed,  
376 and the execution, circulation and distribution thereof are hereby approved, ratified and  
377 confirmed for and on behalf of the City, in substantially the form presented at this meeting.

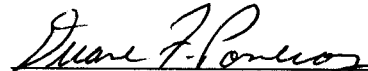
378           **Section 9.** That the City hereby covenants and agrees that it will comply with and carry  
379 out all of the provisions of the Continuing Disclosure Certificate attached to the Final Certificate  
380 of the City included in the transcript of proceedings regarding the Notes. Notwithstanding any  
381 other provision of this Resolution, failure of the City to comply with the Continuing Disclosure  
382 Certificate shall not be considered an event of default of the City's obligations either under this  
383 Resolution or in connection with the Notes; provided, however, any owner of the Notes may take

384 such actions as may be necessary and appropriate, including seeking mandate or specific perfor-  
385 mance by court order, to cause the City to comply with its obligations under this Section.

386 **ADOPTED** by the Council of the City of Topeka, Kansas, this 4th day of November,



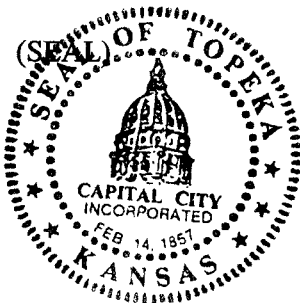
**CITY OF TOPEKA, KANSAS**

  
Duane F. Pomeroy, Deputy Mayor

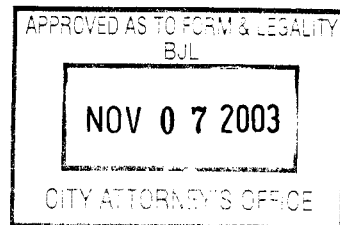
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Iris E. Walker, City Clerk

399 **I, IRIS E. WALKER**, City Clerk of the City of Topeka, Shawnee County, Kansas, do  
400 hereby certify that the above and foregoing is a true and correct copy of Resolution No. 7407  
401 adopted and approved by the City Council on November 4, 2003.  
402  
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\_\_\_\_\_  
Iris E. Walker, City Clerk



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**EXHIBIT A**

**LETTER OF REPRESENTATIONS**

(ATTACHED)