RESOLUTION NO. 8281


WHEREAS, pursuant to 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 Ordinance No. 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 utility system improvements (the “Improvements”):

   (a) Utility System Improvement Project No. 29112-00;

   (b) Utility System Improvement Project No. 40965-00;

   (c) Utility System Improvement Project No. 28638-03; and

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. 8208 of the City adopted October 6, 2009, the City has issued its Temporary Notes, Series 2009-B, dated October 28, 2009, aggregating the principal amount of $24,890,000 and maturing on November 1, 2010, (the “Series 2009-B Notes”) to provide funds to finance certain utility system improvements in the City including Projects Nos. 29112-00, 40965-00 and 28638-03; as hereinbefore described and all aspects of said projects will not be fully completed at the maturity of the Series 2009-B Notes; and

WHEREAS, it is necessary for the City to provide cash funds to renew a portion of the Series 2009-B Notes issued to provide financing for the Improvements prior to the completion of
said work and the issuance of the City’s general obligation bonds, and it is desirable and in the
interest of the City that such funds be raised by the issuance of temporary notes of the City, said
notes to be issued by the City pursuant to the provisions of K.S.A. 10-123, as amended.

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE
CITY OF TOPEKA, KANSAS, AS FOLLOWS:

Section 1.(a) For the purpose of providing funds to renew a portion of the Series 2009-B
Notes issued in connection with the Improvements as hereinbefore described, there shall be
issued and are hereby authorized to be issued Temporary Notes, Series 2010-A (Combined
Utility Projects), of the City, in the principal amount not to exceed $2,950,000 (the “Notes”).
The Notes will consist of fully registered notes in the denomination of $5,000 or any integral
multiple thereof. The Notes shall initially be registered in the name of Cede & Co., as nominee
of The Depository Trust Company, New York, New York, (along with its successors and
assigns, the "Securities Depository") to which payments of principal on the Notes will be made
by the Treasurer of the State of Kansas (the “Note Registrar” and “Paying Agent”) in lawful
money of the United States of America upon presentation of the Notes for payment and
cancellation. Individual purchases of Notes will be made in book-entry form only. Purchasers
will not receive certificates representing their interest in Notes purchased. It is anticipated that
during the term of the Notes, the Securities Depository will make book-entry transfers among
those financial institutions (the "Participants") for whom it effects book entry transfers and
pledges of securities deposited with it from time to time and receive and transmit payment of
principal of and interest on the Notes to the Participants until and unless the Note Registrar
(hereinafter designated) authenticates and delivers Replacement Notes to the beneficial owners
as described in subsection (b). The Notes shall be dated September 29, 2010, shall become due
on October 1, 2011, and shall bear interest from said date at the rate of one and one-quarter
percent (1.25%) per annum. Interest on the Notes shall be payable at the maturity of the Notes
on October 1, 2011, or on the Redemption Date if the Notes are called for redemption prior to
maturity, (the “Interest Payment Date”) to the Registered Owner thereof appearing on the books
of the Note Registrar as of the 15th day of the month next preceding the applicable interest payment date (the "Record Date").

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

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

Section 3. The Notes shall be executed by the facsimile or manual signature of the
Mayor or Deputy Mayor and City Clerk or Deputy City Clerk and the seal of the City shall be
printed or affixed thereon. After such execution and the registration of the Notes by the City
Clerk and the Kansas State Treasurer, Topeka, Kansas, hereby designated as both the City’s Note
Registrar and Paying Agent in connection with the Notes, the Notes shall be countersigned by
the City Clerk or Deputy City Clerk and delivered to the Original Purchaser thereof upon receipt
of the purchase price thereof, said purchase price to be not less than the principal amount thereof
plus accrued interest thereon to the date of delivery. The proceeds of the Notes shall be placed in
the City Treasury and applied solely to pay the costs of (i) renewing the Series 2009-B Notes
previously issued to finance the Improvements as hereinbefore described and (ii) the costs of
issuing the Notes.

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

UNLESS THIS CERTIFICATE IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE
OF THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION (“DTC”), TO
ISSUER OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR
PAYMENT, AND ANY CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE
& CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED
REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO
SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE
OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE THEREOF FOR VALUE OR
OTHERWISE BY OR TO ANY PERSON IS WRONGFUL IN AS MUCH AS THE
REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREBIN.

Temporary Note No. R-1

$2,950,000

UNITED STATES OF AMERICA
STATE OF KANSAS
COUNTY OF SHAWNEE
CITY OF TOPEKA
SERIES 2010-A
(COMBINED UTILITY PROJECTS)
Rate of Interest: 1.25%  Date: October 1, 2011  Date: September 29, 2010
Registered Owner: Cede & Co.
Principal Amount: Two Million Nine Hundred Fifty Thousand Dollars

KNOW ALL MEN BY THESE PRESENTS:

That the City of Topeka, in the County of Shawnee, State of Kansas, (the "City") for value received acknowledges itself to be indebted to and promises to pay, but solely from the sources hereinafter pledged, to the registered owner identified above, or registered assigns as hereinafter provided, on the maturity date identified above, unless called for redemption and payment prior to such maturity date as hereinafter provided, both the principal amount identified above and in like manner to pay interest on such principal amount from the date of this Note until said principal amount is paid. In accordance with the terms and conditions of the Resolution, the City may call this Note for redemption and payment on or after February 1, 2011, by serving written notice to that effect on the owner of this Note at least thirty (30) days before the date of such call and it may redeem this Note on the date of such call upon payment to the owner hereof of the principal of and interest accrued to the date of such call and no further interest shall accrue on the Note subsequent to such date of redemption.

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

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

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

IN WITNESS WHEREOF, the said City of Topeka, in the State of Kansas, by its Governing Body, has caused this Temporary Note to be signed by its Mayor or Deputy Mayor and attested by its City Clerk, and has caused its corporate seal to be affixed hereto, all as of the 29th day of September, 2010.

ATTEST:

Mayor, City of Topeka, Shawnee County,
Kansas

City Clerk

(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 2010-A (Combined Utility Projects), 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 29th day of September, 2010.

(SEAL)  
__________________________
City Clerk of the City of Topeka, 
Shawnee County, Kansas

*****************************************

STATE TREASURER'S CERTIFICATE

STATE OF KANSAS, COUNTY OF SHAWNEE, SS:

I, DENNIS MCKINNEY, 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 _____ day of September, 2010.

WITNESS My Hand and Official Seal.

DENNIS MCKINNEY  
Treasurer of the State of Kansas
NOTE ASSIGNMENT

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

(State Treasurer)

(Note Assignment)

(Social Security or Taxpayer Identifying No.)

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

Dated __________

Name

Social Security or Taxpayer Identifying No.

Signature (Sign Here Exactly as Name(s) Appear on Face of Certificate)

Face of Certificate Signature Guaranteed By:

(Name of Eligible Guarantor Institution as defined by SEC Rule 17Ad-15 (17CFR 240.17 Ad-15))

By: __________________________

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FURTHER TERMS AND CONDITIONS

This Note is one of a duly authorized series of Temporary Notes aggregating the principal amount of $2,950,000 (the "Notes") issued by the City to finance, on an interim basis, the construction of certain improvements, heretofore duly authorized by the City, which are to be paid for either in whole or in part by the issuance of bonds of the City. This Note and the series of which it is a part are issued by the City to pay the cost of such improvements until money for such purpose and for the payment of this Note with accrued interest, if any, thereon can be raised by the City by the sale and issuance of its general obligation bonds. This Note and the series of
which it is a part are issued by the authority of and in full compliance with the provisions,
restrictions and limitations of Resolution No. 8281 of the City (the "Resolution"), the
Constitution and Laws of the State of Kansas, including Article 12, Section 5 of the Constitution
to the State of Kansas, K.S.A. 10-101 to 125, inclusive, and Charter Ordinance No. 89 of the
City (Section A12-1 of the Code of the City) and all acts amendatory thereof and supplemental
thereeto.

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

EXCEPT AS OTHERWISE PROVIDED IN THE RESOLUTION, THIS NOTE
MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO ANOTHER
NOMINEE OF THE SECURITIES DEPOSITORY OR TO A SUCCESSOR
SECURITIES DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES
DEPOSITORY. The City may deem and treat the person in whose name this Note is registered
as the absolute owner hereof for the purpose of receiving payment of the principal hereof and
interest due hereon and for all other purposes. This Note is transferable by the registered owner
hereof in person or by his attorney duly authorized in writing at the office of the Note Registrar
upon receipt by the Note Registrar of a duplicate original counterpart of the document by which
the assignment or reassignment is made, disclosing the name and address of each such assignee.
Upon receipt of such notice of assignment, the Paying Agent agrees to make all payments to the
assignee designated in the assignment. The City shall pay out of the proceeds of the Notes, or
from other lawfully available funds, all costs incurred in connection with the issuance, transfer,
exchange, redemption or payment of the Notes except (a) fees and expenses in connection with
the replacement of any of the Notes mutilated, stolen, lost or destroyed or (b) any tax or other
governmental charge imposed in relation to the transfer, exchange or payment of the Notes.
Section 5. That the Notes shall be issued and sold to Jefferies & Company, Inc., New York, New York, in accordance with both the Note Bid Form (the "Note Bid Form") between such Original Purchaser and the City, the execution of which Note Bid Form is authorized hereby and by the other terms and conditions of this Resolution.

Section 6. That the City may call the Notes for redemption and payment prior to maturity in whole or in part, (selection of the Notes to be redeemed to be determined by the City) at any time on or after February 1, 2011, at the redemption price (the "Redemption Price") of 100% (expressed as a percentage of the principal amount), plus accrued interest thereon to the date of such redemption (the "Redemption Date").

Notes shall be redeemed only in the principal amount of $5,000 or any integral multiple thereof. When less than all of the Notes are to be redeemed and paid prior to their stated maturity, such Notes shall be redeemed in such manner as the City shall determine. Notes of less than a full stated maturity shall be selected by the Note Registrar in $5,000 units of principal amount in such equitable manner as the Note Registrar may determine. In the case of a partial redemption of Notes by lot when Notes of denominations greater than $5,000 are then outstanding, then for all purposes in connection with such redemption each $5,000 of face value shall be treated as though it were a separate Note of the denomination of $5,000. If it is determined that one or more, but not all, of the $5,000 units of face value represented by any Note is selected for redemption, then upon notice of intention to redeem such $5,000 unit or units, the Registered Owner or the Registered Owner's duly authorized agent shall forthwith present and surrender such Note to the Note Registrar: (1) for payment of the Redemption Price and interest to the Redemption Date of such $5,000 unit or units of face value called for redemption, and (2) for exchange without charge to the Registered Owner thereof, for a new Note or Notes of the aggregate principal amount of the unredeemed portion of the principal amount of such Note. If the Registered Owner of any such Note fails to present such Note to the Paying Agent for payment and exchange as aforesaid, such Note shall, nevertheless, become due
and payable on the redemption date to the extent of the $5,000 unit or units of face value called for redemption (and to that extent only).

Unless waived by any Registered Owner of Notes to be redeemed, if the City shall call any Notes for redemption and payment prior to the stated maturity thereof, the City shall give written notice of its intention to call and pay said Notes to the Note Registrar, and the Underwriter. In addition, the City shall in accordance with the requirements of K.S.A. 10-129, as amended, cause the Note Registrar to give written notice of redemption to the Registered Owners of said Notes. Each of said written notices shall be deposited in the United States first class mail not less than 30 days prior to the Redemption Date.

All official notices of redemption shall be dated and shall contain the following information: (a) the Redemption Date; (b) the Redemption Price; (c) if less than all outstanding Notes are to be redeemed, the identification (and, in the case of partial redemption of any Notes, the respective principal amounts) of the Notes to be redeemed; (d) a statement that on the Redemption Date the Redemption Price will become due and payable upon each such Note or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the Redemption Date; and (e) the place where such Notes are to be surrendered for payment of the Redemption Price, which shall be the principal office of the Paying Agent. The failure of any Registered Owner to receive notice given as heretofore provided or an immaterial defect therein shall not invalidate any redemption.

Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of money sufficient to pay the Redemption Price of all the Notes or portions of Notes that are to be redeemed on such Redemption Date. Official notice of redemption having been given as aforesaid, the Notes or portions of Notes to be redeemed shall become due and payable on the Redemption Date, at the Redemption Price therein specified, and from and after the Redemption Date (unless the Issuer defaults in the payment of the Redemption Price) such Notes or portion of Notes shall cease to bear interest.
In addition to the foregoing notice, the Paying Agent is also directed to comply with any mandatory or voluntary standards then in effect for processing redemptions of municipal securities established by the State or the Securities and Exchange Commission. Failure to comply with such standards shall not affect or invalidate the redemption of any Note.

Section 7. That the City covenants and certifies to and for the benefit of the Owners of the Notes from time to time outstanding that so long as any of the Notes remain outstanding, moneys on deposit in any fund or account in connection with the Notes, whether or not such moneys were derived from the proceeds of the sale of the Notes or from any other sources, will not be used in a manner which will cause the Notes to be classified as “arbitrage bonds” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the “Code”). Pursuant to such covenant, the City shall, to the extent permitted by law, comply throughout the term of the issue of the Notes and thereafter with the requirements of Section 148 of the Code including, but not limited to, the rebate of certain amounts, if any, to the United States.

Section 8. That the City covenants to take all action necessary in order to maintain the exclusion under Section 103 of the Code of the interest on the Notes from gross income for federal income tax purposes.

Section 9. That the forms of the Preliminary Official Statement and the Official Statement, both of which will be dated as of the date set forth thereon, all in the form presented at the meeting at which this Resolution is adopted, are hereby approved, ratified and confirmed, and the execution, circulation and distribution thereof are hereby approved, ratified and confirmed for and on behalf of the City, in substantially the form presented at this meeting.

Section 10. That the City hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate attached to the Final Certificate of the City included in the transcript of proceedings regarding the Notes. Notwithstanding any other provision of this Resolution, failure of the City to comply with the Continuing Disclosure Certificate shall not be considered an event of default of the City’s obligations either under this Resolution or in connection with the Notes; provided, however, any owner of the Notes may take
such actions as may be necessary and appropriate, including seeking mandate or specific perfor-

mance by court order, to cause the City to comply with its obligations under this Section.

**ADOPTED** by the Governing Body of the City of Topeka, Kansas, this 31st day of

August, 2010.

CITY OF TOPEKA, KANSAS

(SEAL)

William W. Bunten, Mayor

ATTEST:

Brenda Younger, City Clerk

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 Resolution No. 8281 adopted and approved by the governing body of the City on August 31, 2010.

(SEAL)

Brenda Younger, City Clerk
EXHIBIT A

LETTER OF REPRESENTATIONS

(ATTACHED)