

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39

090816 F

RESOLUTION

OF

CITY OF TOPEKA, KANSAS

PASSED

AUGUST 9, 2016

\$24,945,000

COMBINED UTILITY IMPROVEMENT AND REFUNDING REVENUE BONDS
SERIES 2016-A

40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78

RESOLUTION

TABLE OF CONTENTS

ARTICLE I
DEFINITIONS

	<u>Page</u>
Section 101. Definitions of Words and Terms.....	4

ARTICLE II
AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds.....	11
Section 202. Description of the Bonds.....	11
Section 203. Designation of Paying Agent and Bond Registrar.....	12
Section 204. Method and Place of Payment of the Bonds.....	13
Section 205. Registration, Transfer and Exchange of Bonds.....	14
Section 206. Execution, Registration, Authentication and Delivery of Bonds.....	15
Section 207. Mutilated, Lost, Stolen or Destroyed Bonds.....	16
Section 208. Cancellation and Destruction of Bonds upon Payment.....	16
Section 209. Preliminary and Final Official Statement.....	16
Section 210. Sale of the Bonds.....	17
Section 211. Book-Entry Bonds; Securities Depository.....	17

ARTICLE III
REDEMPTION OF BONDS

Section 301. Optional and Mandatory Redemption by the City.....	19
Section 302. Selection of Bonds to be Redeemed.....	20
Section 303. Notice and Effect of Call for Redemption.....	20

ARTICLE IV
SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds.....	22
--	----

79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124

ARTICLE V
ESTABLISHMENT OF FUNDS AND ACCOUNTS
DEPOSIT AND APPLICATION OF MONEYS

Section 501. Ratification; Establishment of Funds and Account.....	22
Section 502. Disposition of Bond Proceeds; Other Funds.....	23
Section 503. Application of Moneys in the Construction Fund.....	24
Section 504. Application of Moneys in other Funds and Accounts.....	24
Section 505. Application of Moneys in Rebate Fund.....	25
Section 506. Deposits and Investment of Moneys.....	26
Section 507. Nonpresentment of Bonds.....	26

ARTICLE VI
DEFAULT AND REMEDIES

Section 601. Remedies.....	27
Section 602. Limitation on Rights of Owners.....	27
Section 603. Remedies Cumulative.....	27

ARTICLE VII
DEFEASANCE

Section 701. Defeasance.....	28
------------------------------	----

ARTICLE VIII
TAX COVENANTS

Section 801. General Covenants.....	29
Section 802. Rebate Covenants.....	29
Section 803. Survival of Covenants.....	29
Section 804. Qualified Tax-exempt Obligations.....	30

ARTICLE IX
CONTINUING DISCLOSURE REQUIREMENTS

Section 901. Disclosure Requirements.....	30
Section 902. Failure to Comply with Continuing Disclosure Requirements.....	30

ARTICLE X
MISCELLANEOUS PROVISIONS

Section 1001. Authorization of Bond Sale.....	30
Section 1002. Redemption of Refunded Bonds.....	30
Section 1003. Particular Covenants of the City.....	31
Section 1004. Additional Bonds.....	33
Section 1005. Additional Permitted Loans.....	35

125	Section 1006. Annual Audit.....	36
126	Section 1007. Amendments.....	36
127	Section 1008. Notices, Consents and Other Instruments by Owners.....	37
128	Section 1009. Further Authority.....	38
129	Section 1010. Severability.....	38
130	Section 1011. Governing Law.....	38
131	Section 1012. Effective Date.....	38
132		
133	Passage.....	39
134	Signatures and Seal.....	39
135		
136	Exhibit A: Form of Bond	
137	Exhibit B: Letter of Representations	

138
139
140
141
142
143
144
145
146
147
148
149
RESOLUTION NO. 8790

150
151
152
153
154
155
156
157
158
159
160
161
162
163
164
**A RESOLUTION INTRODUCED BY CITY MANAGER JIM COLSON
PRESCRIBING THE FORM AND DETAILS OF COMBINED UTILITY
IMPROVEMENT AND REFUNDING REVENUE BONDS, SERIES 2016-A
OF THE CITY OF TOPEKA, KANSAS, IN THE AGGREGATE
PRINCIPAL AMOUNT OF \$24,945,000 THE ISSUANCE OF WHICH
WAS AUTHORIZED BY THE CITY PURSUANT TO ITS ORDINANCE
NO. 20014 PASSED AND APPROVED AUGUST 9, 2016; AND
AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN
CONNECTION WITH THE ISSUANCE OF THE BONDS.**

150
151
152
153
154
155
156
WHEREAS, the governing body of the City of Topeka, Kansas, (the "City") has in
accordance with the requirements of K.S.A. 10-1201 et seq., as amended, duly published in
accordance with the requirements of law its notices of intention to issue combined utility
revenue bonds of the City in the maximum principal amount of \$27,975,708 to finance the
costs of certain improvements (the "Improvements") to the City's water, water pollution
control and stormwater utility system (the "System"); and

157
158
159
160
161
162
163
164
WHEREAS, the governing body of the City has heretofore duly authorized, issued
and delivered its \$5,210,000 principal amount of Combined Utility Improvement and
Refunding Revenue Bonds, Series 2007-B, dated July 17, 2007, (the "Series 2007-B
Bonds") pursuant to its Ordinance No. 18906 (the "Series 2007-B Bond Ordinance") and
Resolution No. 7963 (the "Series 2007-B Bond Resolution") adopted June 19, 2007, in
accordance with the requirements of K.S.A. 10-116a and K.S.A. 10-1201 et seq., all as
amended; and

165
166
167
168
WHEREAS, as of August 1, 2016, there remains outstanding of the Series 2007-B
Bonds the principal amount of \$480,000 bearing interest payable semiannually on February
1 and August 1 each year and maturing on August 1, as follows:

169
170
TERM BONDS

171	2027	\$160,000	4.625%
172	2029	95,000	4.750
173	2037	225,000	4.750

174
175
176
177
178
179
180
181
182
WHEREAS, the Series 2007-B Bonds were a multipurpose issue issued to (1)
finance construction of new projects in the City and (2) currently refund certain then
outstanding current refunding and construction issues of the City including the City's
Combined Utility Improvement and Refunding Revenue Bonds, Series 2004-A (the "Series
2004-A Bonds") and Combined Utility Refunding Revenue Bonds, Series 2006-B (the
"Series 2006-B Bonds"). The Series 2004-A Bonds were a multipurpose issue issued to (1)
finance construction of new projects in the City and (2) currently refund an outstanding
current refunding issue of the City, a portion of which advance refunded certain prior issues

of the City. The Series 2006-B Bonds advance refunded the City's Water and Water Pollution Control Utility Revenue Bonds, Series 2001-A; and

WHEREAS, pursuant to the City's Ordinance No. 19932 adopted on December 9, 2014, and published as required by law, the City issued its Combined Utility Improvement and Refunding Revenue Bonds, Series 2014-A in part to advance refund that portion of the Series 2007-B Bonds allocable on a pro-rata basis to construction and current refunding purposes maturing on August 1, 2027, August 1, 2029 and August 1, 2037 (i.e., \$4,730,000) on August 1, 2015; and

WHEREAS, the City has by its Ordinance No. 20014 passed and approved August 9, 2016, (the "Ordinance") authorized the issuance of its Combined Utility Improvement and Refunding Revenue Bonds, Series 2016-A in the aggregate principal amount of \$24,945,000 (the "Bonds") to (1) permanently finance the costs of the Improvements (i.e., 9,623,680.49); (2) currently refund the City's outstanding balance of the Series 2007-B Bonds maturing on August 1, 2027, August 1, 2029, and August 1, 2037, (i.e., \$480,000) on September 7, 2016; (3) fund, to the extent required, a debt service reserve fund for the Bonds and (4) pay the costs of issuing the Bonds, all under the authority of K.S.A. 10-116a, K.S.A. 10-1201 et seq. and Article 1 of Chapter 10, Kansas Statutes Annotated, all as amended; 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, as previously herein recited the City on July 17, 2007, issued its Combined Utility Improvement and Refunding Revenue Bonds, Series 2007-B in the amount of \$5,210,000 (the "Series 2007-B Bonds") which, in part, currently refunded the August 1, 2007, maturities of the City's outstanding (1) Series 2001-A Water and Water Pollution Control Utility Revenue Bonds, (2) Series 2004-A Combined Utility Improvement and Refunding Revenue Bonds, (3) Series 2005-A Combined Utility Improvement Revenue Bonds, and (4) Series 2006-B Combined Utility Refunding Revenue Bonds; and

WHEREAS, the City on July 17, 2007, issued its Taxable Combined Utility Improvement Revenue Bonds, Series 2007-C in the amount of \$2,140,000 (the "Series 2007-C Bonds"); and

WHEREAS, the City on September 22, 2010, issued its (1) Taxable Combined Utility Improvement Revenue Bonds (Build America Bonds – Direct Payment to Issuer) Series 2010-A in the amount of \$985,000, (the "Series 2010-A Bonds"), (2) Taxable Combined Utility Improvement Revenue Bonds (Recovery Zone Economic Development Bonds) Series 2010-B in the amount of \$9,155,000, (the "Series 2010-B Bonds") and (3) Taxable Combined Utility Improvement Revenue Bonds, Series 2010-C in the amount of \$85,000 (the "Series 2010-C Bonds"); and

WHEREAS, the City on September 29, 2011, issued its Combined Utility Improvement and Refunding Revenue Bonds, Series 2011-A in the amount of \$18,900,000

(the “Series 2011-A Bonds”) which, in part, currently refunded the Series 2004-A Bonds maturing on August 1, 2014, through and including, August 1, 2021, the August 1, 2023, term bond and \$1,770,000 of the August 1, 2029, term bond subject to mandatory redemption and payment on August 1, 2024; and

WHEREAS, the City on June 12, 2012, issued its Combined Utility Refunding Revenue Bonds, Series 2012-A in the amount of \$22,045,000 (the “Series 2012-A Bonds”) which currently refunded on June 13, 2012, the outstanding Series 2004-A Bonds maturing on and after August 1, 2013; and

WHEREAS, the City on May 21, 2013, issued its Combined Utility Refunding Revenue Bonds, Series 2013-A in the amount of \$35,985,000 (the “Series 2013-A Bonds”) which (1) currently refunded the August 1, 2013, maturity of the Series 2005-A Bonds, Series 2006-B Bonds, and Series 2012-A Bonds and (ii) advanced refunded all of the remaining outstanding Series 2006-A Bonds on August 1, 2014; and

WHEREAS, the City on December 23, 2014, issued its Combined Utility Improvement and Refunding Revenue Bonds, Series 2014-A in the amount of \$45,510,000 (the “Series 2014-A Bonds”) which (1) currently refunded all of the remaining outstanding Series 2006-B Bonds on December 24, 2014, (ii) advanced refunded all of the remaining outstanding Series 2005-A Bonds on August 1, 2015, and (iii) advance refunded a portion of the Series 2007-B Bonds, allocable on a pro-rata basis to construction and current refunding purposes maturing on August 1, 2027, August 1, 2029, and August 1, 2037, (i.e., \$4,730,000); and

WHEREAS, the City is issuing simultaneously with the Bonds, a series of Taxable Combined Utility Refunding Revenue Bonds, Series 2016-B in the amount of \$1,745,000 (the “Series 2016-B Bonds”) which will currently refund all of the outstanding Series 2007-C Bonds on September 7, 2016; and

WHEREAS, the Bonds are parity obligations of the City’s System and, as such shall have equal lien status with the outstanding Series 2007-B Bonds, the Series 2007-C Bonds, the Series 2010-A Bonds, the Series 2010-B Bonds, the Series 2010-C Bonds, the Series 2011-A Bonds, the Series 2012-A Bonds, the Series 2013-A Bonds, the Series 2014-A Bonds and the Series 2016-B Bonds; and

WHEREAS, the City has authorized certain loans outstanding in the amount of \$49,465,402 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

WHEREAS, the lien of the Permitted Loans upon the revenues of the System is superior to the lien of the City’s outstanding Series 2007-B Bonds, Series 2007-C Bonds, Series 2010-A Bonds, Series 2010-B Bonds, Series 2010-C Bonds, Series 2011-A Bonds,

Series 2012-A Bonds, Series 2013-A Bonds, Series 2014-A Bonds, Series 2016-B Bonds and the Bonds hereby authorized and directed to be issued; and

WHEREAS, in accordance with the terms and conditions of the Ordinance, the City hereby intends to both prescribe the form and details of the Bonds and authorize certain other documents and actions in connection with the issuance of the Bonds.

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms. In addition to words and terms identified elsewhere herein, the following words and terms as used in this Resolution shall have the following meanings:

"Arbitrage Instructions" means the Arbitrage Instructions in the City's Federal Tax Certificate dated as of the date of issuance and delivery of the Bonds, as the same may be amended or supplemented in accordance with the provisions thereof.

"Bond and Interest Fund" means the fund set aside by the City to consolidate and maintain individual principal and interest accounts used to record and accumulate monthly principal and interest payments for Outstanding utility revenue bonds.

"Bond Counsel" means the firm of Nichols and Wolfe Chartered, or any other attorney or firm of attorneys with a nationally recognized standing in the field of municipal bond financing as selected by the City.

"Bond Payment Date" means any date on which principal of or interest on any Bond is payable.

"Bond Register" means the books for the registration, transfer and exchange of Bonds kept at the office of the Bond Registrar.

"Bond Registrar" means the Treasurer of the State of Kansas, Topeka, Kansas, and its successors and assigns thereto to the duties and responsibilities described in this Resolution and in the related agreement between the City and the State Treasurer.

"Bond Reserve Account" means the Bond Reserve Account for the Series 2016-A Bonds created herein.

"Bond Reserve Requirement" means an amount equal to Maximum Annual Debt Service attributable to the Bonds and any additional bonds issued on a parity with the Bonds; provided, however, that the Bond Reserve Requirement may not exceed the lesser of (a) 125% of the average annual debt service on the Bonds and any additional bonds issued on a parity with the Bonds, (b) 10% of the principal amount of the Bonds or any additional

bonds issued on a parity with the Bonds which may be added to the Bond Reserve Requirement or (c) Maximum Annual Debt Service.

"Bonds" means the Combined Utility Improvement and Refunding Revenue Bonds, Series 2016-A, authorized and issued by the City pursuant to the Ordinance and this Resolution.

"Business Day" means a day other than a Saturday, Sunday or holiday on which the Paying Agent is scheduled in the normal course of its operations to be open to the public for conduct of its operations.

"Cede & Co." means Cede & Co., as nominee name of The Depository Trust Company, New York, New York and any successors or assigns thereto.

"City" means the City of Topeka, Kansas, the issuer of the Bonds.

"City Engineer" means the person serving as the city engineer as defined in Section 2-148 of the Code of the City.

"Clerk" means the duly appointed and/or elected Clerk of the City or, in the Clerk's absence, the duly appointed Deputy Clerk or Acting Clerk of the City, and any successors or assigns thereto.

"Code" means the Internal Revenue Code of 1986, as amended.

"Combined Utility" means the water, water pollution control and stormwater utilities of the City.

"Costs of Issuance" means all costs of issuing the Bonds, including all publication, printing, signing and mailing expenses in connection therewith, registration fees, financial advisory fees, all legal fees and expenses of Bond Counsel and other legal counsel, expenses incurred in connection with compliance with the Code and with the Disclosure Certificate, all expenses, if any, incurred in connection with receiving ratings on the Bonds.

"Dated Date" means September 6, 2016.

"Defaulted Interest" means interest on any Bond which is payable but not paid on any Interest Payment Date.

"Defeasance Obligations" means any of the following obligations:

(a) United States Government Obligations that are not subject to redemption in advance of their maturity dates; or

(b) obligations of any state or political subdivision of any state, the interest on which is excluded from gross income for federal income tax purposes and which meet the following conditions:

(1) the obligations are (i) not subject to redemption prior to maturity or (ii) the trustee for such obligations has been given irrevocable instructions concerning their calling and redemption and the issuer of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

(2) the obligations are secured by cash or United States Government Obligations that may be applied only to principal of, premium, if any, and interest payments on such obligations;

(3) such cash and the principal of and interest on such United States Government Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the obligations;

(4) such cash and United States Government Obligations serving as security for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust; and

(5) such cash and United States Government Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent.

"Disclosure Certificate" means the Continuing Disclosure Certificate attached to the City's Final Certificate as *Exhibit C* and included in the transcript of proceedings pertaining to the issuance of the Bonds.

"Director of Public Works" means the person serving as the director of public works as defined in Section 2-147 of the Code of the City.

"Event of Default" means each of the following occurrences or events:

(a) Payment of the principal or the Redemption Price of any of the Bonds shall not be made when the same shall become due and payable, either at Stated Maturity or by proceedings for redemption or otherwise; or

(b) Payment of any installment of interest on any of the Bonds shall not be made when the same shall become due; or

(c) The City shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution on the part of the City to be performed (other than relating to Rule 15c2-12 as defined in the Disclosure Certificate), and such default shall continue for thirty (30) days after written notice specifying such default and requiring same to be remedied shall have been given to the City by the Owner of any of the Bonds then Outstanding.

409
410 **"Expenses"** means the sum of (i) ordinary expenses of maintenance, operation and
411 repair, (ii) administrative expenses, (iii) reasonable pension fund contributions, (iv)
412 insurance expense, (v) legal expense and (vi) payments on Permitted Loans; provided,
413 however, Expenses shall not include payments in lieu of taxes, debt service payments on the
414 Bonds and any other obligations of the Combined Utility on a parity with the Bonds,
415 depreciation, amortization or other non-cash items.

416
417 **"Federal Tax Certificate"** means the certificate so named and included in the
418 transcript of proceedings pertaining to the issuance of the Bonds describing the investment
419 and use of the proceeds of the Bonds.

420
421 **"Fiscal Year"** means the twelve month period commencing on January 1 and
422 ending on December 31 of each year.

423
424 **"Funds and Accounts"** means funds and accounts created or referred to in **Section**
425 **501** hereof.

426
427 **"Gross Revenues"** means all receipts and revenues derived by the City from the
428 operation of the Combined Utility, including investment earnings but excluding any grants,
429 proceeds of bond issues and/or insurance proceeds.

430
431 **"Interest Payment Date(s)"** means the Stated Maturity of an installment of interest
432 on any Bond which shall be February 1 and August 1 of each year, commencing February 1,
433 2017.

434
435 **"Maturity"** when used with respect to any Bond means the date on which the
436 principal of such Bond becomes due and payable as therein and herein provided, whether at
437 the Stated Maturity thereof or pursuant to mandatory redemption, or otherwise.

438
439 **"Maximum Annual Debt Service"** means, with respect to the Bonds and/or
440 additional bonds issued on a parity with the Bonds, as of the date of the computation, the
441 greatest amount required in the then current or any future fiscal year to pay the principal of
442 and interest on such bonds.

443
444 **"Mayor"** means the duly appointed and/or elected Mayor of the City or, in the
445 Mayor's absence, the duly appointed Deputy Mayor or Acting Mayor of the City.

446
447 **"Moody's"** means Moody's Investors Service, Inc., New York, New York, and any
448 successors and assigns to the Bond rating functions thereof which is deemed acceptable by
449 the City and Bond Counsel.

450
451 **"Net Revenues"** means Gross Revenues of the Combined Utility minus the sum of
452 (i) Expenses and (ii) any required deposits to the Rebate Fund as provided in **Section 506**
453 hereof.

455 **"Original Purchaser"** means, with respect to the Bonds Robert W. Baird & Co.
456 Incorporated, Milwaukee, Wisconsin.

457
458 **"Ordinance"** means Ordinance No. 20014 adopted and approved August 9, 2016,
459 and published as required by law, pursuant to which the issuance of the Bonds has been
460 authorized.

461
462 **"Outstanding"** means, when used with reference to the Bonds, as of a particular
463 date of determination, all Bonds theretofore authenticated and delivered, except the
464 following Bonds:

465
466 (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying
467 Agent for cancellation;

468
469 (b) Bonds deemed to be paid in accordance with the provisions of **Section 701**
470 hereof; and

471
472 (c) Bonds in exchange for or in lieu of which other Bonds have been
473 authenticated and delivered hereunder.

474
475 **"Owner"** when used with respect to any Bond means the Person in whose name
476 such Bond is registered on the Bond Register.

477
478 **"Participants"** means those financial institutions for whom the Securities
479 Depository effects book-entry transfers and pledges of securities deposited with the
480 Securities Depository, as such listing of Participants exists at the time of such reference.

481
482 **"Paying Agent"** means the State Treasurer, and any successors and assigns thereof
483 to the duties and responsibilities described in this Resolution and in the related agreement
484 between the City and the State Treasurer.

485
486 **"Permitted Investments"** means: (a) investments authorized by K.S.A. 12-1675
487 and amendments thereto; (b) the municipal investment pool established pursuant to K.S.A.
488 12-1677a, and amendments thereto; (c) direct obligations of the United States Government
489 or any agency thereof; (d) the City's temporary notes issued pursuant to K.S.A. 10-123 and
490 amendments thereto; (e) interest-bearing time deposits in commercial banks located in the
491 county or counties in which the City is located; (f) obligations of the Federal National
492 Mortgage Association, Federal Home Loan Banks or the Federal Home Loan Mortgage
493 Corporation; (g) repurchase agreements for securities described in (c) or (f); (h) investment
494 agreements with or other obligations of a financial institution the obligations of which at the
495 time of investment are rated in either of the three highest rating categories by Moody's, Inc.
496 or Standard & Poor's; (i) investments in shares or units of a money market fund or trust the
497 portfolio of which is comprised entirely of securities described in (c) or (f); (j) receipts
498 evidencing ownership interests in securities or portions thereof described in (c) or (f); (k)
499 municipal bonds or other obligations issued by any municipality of the State as defined in
500 K.S.A. 10-1101 which are general obligations of the municipality issuing the same; or (l)

bonds of any municipality of the State as defined in K.S.A. 10-1101 which have been re-funded in advance of their maturity and are fully secured as to payment of principal and interest thereon by deposit in trust, under escrow agreement with a bank, of securities described in (c) or (f). No Permitted Investment shall include any derivative investment instrument whose market price is derived from the fluctuating value of an underlying asset, index, currency, futures contract, including futures, options and collateralized mortgage obligations.

"Permitted Loans" means any State revolving loans for public drinking water improvements, pollution control improvements, or for stormwater improvements.

"Person" means any natural person, corporation, partnership, joint venture, association, firm, joint-stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof or other public body.

"Principal and Interest Account" means the Principal and Interest Account for the Series 2016-A Bonds created herein within the City's Bond and Interest Fund.

"Purchase Price" means the purchase price of the Bonds as set forth in the *Bid Proposal for Purchase of the Bonds* as submitted by the Original Purchaser and accepted by the City, plus accrued interest, if any, from the Dated Date to the date of delivery of the Bonds.

"Rebate Fund" means the Rebate Fund for the Series 2016-A Bonds created herein.

"Record Dates" for the interest payable on any Interest Payment Date means the fifteenth day (whether or not a Business Day) of each month preceding such Interest Payment Date.

"Redemption Date" when used with respect to any Bond to be redeemed means the date fixed for the redemption of such Bond pursuant to the terms of this Resolution.

"Redemption Price" when used with respect to any Bond to be redeemed means the price at which such Bond is to be redeemed pursuant to the terms of this Resolution, including the applicable redemption premium, if any, but excluding installments of interest whose Stated Maturity is on or before the Redemption Date.

"Refunded Bonds" means the outstanding balance of the City's Series 2007-B Bonds maturing on August 1, 2027, August 1, 2029, and August 1, 2037 (i.e., \$480,000) being redeemed and paid with proceeds of the Bonds on September 7, 2016.

"Replacement Bonds" means Bonds issued to the beneficial owners of the Bonds in accordance with **Section 211** hereof.

545 **"Representation Letter"** means the Blanket Issuer Letter of Representations from
546 the City to the Securities Depository with respect to the Bonds, substantially in the form
547 attached to this Resolution as *Exhibit B*.
548

549 **"Resolution"** means this resolution relating to the Bonds and any supplemental
550 resolution.
551

552 **"Revenue Fund"** means the Combined Utility Fund for the City's water, water
553 pollution control and stormwater utility revenue bonds.
554

555 **"Sales Proceeds"** means, with respect to the Bonds, or any additional bonds issued
556 on a parity with the Bonds, as of the issuance of such bonds, the aggregate of the initial
557 offering price of such bonds to the public (exclusive of accrued interest).
558

559 **"Securities Depository"** means, initially, The Depository Trust Company, New
560 York, New York, and its successors and assigns.
561

562 **"Series 2007-B Bond Ordinance"** means the Ordinance of the City authorizing the
563 issuance of the City's Combined Utility Improvement and Refunding Revenue Bonds,
564 Series 2007-B.
565

566 **"Series 2007-B Bond Resolution"** means the Resolution of the City setting forth the
567 terms and conditions of the City's Combined Utility Improvement and Refunding Revenue
568 Bonds, Series 2007-B.
569

570 **"Series 2007-B Bonds"** means the City's Combined Utility Improvement and
571 Refunding Revenue Bonds, Series 2007-B, dated July 17, 2007.
572

573 **"Special Record Date"** means the date fixed by the Paying Agent pursuant to
574 **Section 204** hereof for the payment of Defaulted Interest.
575

576 **"Standard & Poor's"** means S&P Global Ratings, a division of S&P Global, Inc.,
577 New York, New York, and any successors or assigns to the Bond rating functions thereof
578 which is deemed acceptable by the City and Bond Counsel.
579

580 **"State"** means the State of Kansas.
581

582 **"State Treasurer"** means the duly elected Treasurer or, in the Treasurer's absence,
583 the duly appointed Deputy Treasurer or acting Treasurer of the State of Kansas, and any
584 successors or assigns thereto to the duties contemplated under this Resolution and the
585 related agreement between the City of Topeka and the State Treasurer.
586

587 **"Stated Maturity"** means (i) with respect to any Bond principal payment, the date
588 on which payment or principal is due and payable on any Bond, as specified on that Bond
589 and in this Resolution, and (ii) with respect to any Interest Payment, each February 1 and
590 August 1 of the year in which any Bond is Outstanding, beginning February 1, 2017.

"**System**" means the combined water, water pollution control and stormwater utility facilities of the City.

"Term Bonds" means the Bonds scheduled to mature in the year 2041.

"Treasurer" means the duly appointed and/or elected Treasurer of the City or, in the Treasurer's absence, the duly appointed Deputy Treasurer or acting Treasurer of the City, and any successors or assigns thereto.

"United States Government Obligations" means bonds, notes, certificates of indebtedness, treasury bills or other securities consisting of direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States of America, including evidences of a direct ownership interest in the future interest or principal payment on obligations issued by the United States of America (including the interest component of obligations of the Resolution Funding Corporation).

ARTICLE II

AUTHORIZATION AND DETAILS OF THE BONDS

Section 201. Authorization of the Bonds. There shall be issued and hereby are authorized and directed to be issued Combined Utility Improvement and Refunding Revenue Bonds, Series 2016-A, of the City in the aggregate principal amount of \$24,945,000 for the purpose of (1) permanently financing the costs of the Improvements (i.e., 9,623,680.49); (2) currently refunding the City's outstanding balance of the Series 2007-B Bonds maturing on August 1, 2027, August 1, 2029, and August 1, 2037, (i.e., \$480,000) on September 7, 2016; (3) funding, to the extent required, a debt service reserve fund for the Bonds and (4) paying the costs of issuing the Bonds, all in accordance with K.S.A. 10-116a, and K.S.A. 10-1201 *et seq.*, all as amended.

Section 202. Description of the Bonds. The Bonds shall consist of fully registered bonds in the denominations of \$5,000 or any integral multiple thereof and shall be numbered in such manner as the Bond Registrar shall determine. All of the Bonds shall be dated September 6, 2016, shall become due in the amounts on the Stated Maturities (subject to redemption and payment prior to their Stated Maturities as provided in Article III hereof), and shall bear interest at the rates per annum as follows:

SERIAL BONDS

MATURITY (August 1)	PRINCIPAL AMOUNT	INTEREST RATE
2019	\$310,000	2.000%
2020	680,000	2.000
2021	690,000	2.000
2022	710,000	3.000
2023	730,000	3.000
2024	1,425,000	3.000
2025	1,000,000	3.000
2026	755,000	3.000
2027	765,000	2.000
2028	780,000	2.125
2029	775,000	2.250
2030	775,000	2.375
2031	790,000	2.500
2032	815,000	2.625
2033	840,000	2.625
2034	860,000	2.750
2035	885,000	2.750
2036	905,000	2.750
2042	1,055,000	3.000
2043	1,085,000	3.000
2044	1,120,000	3.000
2045	1,155,000	3.000
2046	1,190,000	3.000

TERM BONDS

2041	4,850,000	3.00%
------	-----------	-------

The Bonds shall bear interest at the above specified rates (computed on the basis of a 360-day year of twelve 30-day months) from the later of the Dated Date or the most recent Interest Payment Date to which interest has been paid, payable on the Interest Payment Dates in the manner set forth in **Section 204** hereof.

Each of the Bonds, as originally issued or issued upon transfer, exchange or substitution, shall be typed or printed in accordance with the format required by the Attorney General of the State and shall be substantially in the form attached hereto as *Exhibit A* or as may be required by the Attorney General pursuant to the Notice of Systems of Registration for Kansas Municipal Bonds, 2 Kan. Reg. 921 (1983), in accordance with the Kansas Bond Registration Law, K.S.A. 10-620 *et seq.*

Section 203. Designation of Paying Agent and Bond Registrar. The Treasurer of the State of Kansas, Topeka, Kansas, is hereby designated as the Paying Agent for the

679 payment of principal of and interest on the Bonds and Bond Registrar with respect to the
680 registration, transfer and exchange of Bonds. The Mayor and Clerk of the City are hereby
681 authorized and empowered to execute on behalf of the City an agreement with the Bond
682 Registrar and Paying Agent for the Bonds.

683
684 The City will at all times maintain a Paying Agent and Bond Registrar meeting the
685 qualifications herein described for the performance of the duties hereunder. The City
686 reserves the right to appoint a successor Paying Agent or Bond Registrar by (1) filing with
687 the Paying Agent or Bond Registrar then performing such function a certified copy of the
688 proceedings giving notice of the termination of such Paying Agent or Bond Registrar and
689 appointing a successor, and (2) causing notice of appointment of the successor Paying Agent
690 and Bond Registrar to be given by first class mail to each Owner. No resignation or
691 removal of the Paying Agent or Bond Registrar shall become effective until a successor has
692 been appointed and has accepted the duties of Paying Agent or Bond Registrar.

693
694 Every Paying Agent or Bond Registrar appointed hereunder shall at all times meet
695 the requirements of K.S.A. 10-501 *et seq.* and K.S.A. 10-620 *et seq.*, respectively.

696
697 **Section 204. Method and Place of Payment of the Bonds.** The principal or
698 Redemption Price of and interest on the Bonds shall be payable in any coin or currency
699 which, on the respective dates of payment thereof, is legal tender for the payment of public
700 and private debts.

701
702 The principal or Redemption Price of each Bond shall be paid at Maturity to the
703 Person in whose name such Bond is registered on the Bond Register at the Maturity thereof,
704 upon presentation and surrender of such Bond at the principal corporate trust office of the
705 Paying Agent.

706
707 The interest payable on each Bond on any Interest Payment Date shall be paid to the
708 Owner of such Bond as shown on the Bond Register at the close of business on the Record
709 Date for such interest (a) by check or draft mailed by the Paying Agent to the address of
710 such Owner shown on the Bond Register or (b) in the case of an interest payment to any
711 Owner of \$500,000 or more in aggregate principal amount of Bonds, by electronic transfer
712 to such Owner upon written notice given to the Bond Registrar by such Owner, not less than
713 15 days prior to the Record Date for such interest, containing the electronic transfer in-
714 structions including the bank (which shall be in the continental United States) ABA routing
715 number and account number to which such Owner wishes to have such transfer directed.

716
717 Notwithstanding the foregoing provisions of this Section, any Defaulted Interest
718 with respect to any Bond shall cease to be payable to the Owner of such Bond on the
719 relevant Record Date and shall be payable to the Owner in whose name such Bond is
720 registered at the close of business on the Special Record Date for the payment of such
721 Defaulted Interest, which Special Record Date shall be fixed as hereinafter specified in this
722 paragraph. The City shall notify the Paying Agent in writing of the amount of Defaulted
723 Interest proposed to be paid on each Bond and the date of the proposed payment (which date
724 shall be at least 30 days after receipt of such notice by the Paying Agent) and shall deposit

725 with the Paying Agent at the time of such notice an amount of money equal to the aggregate
726 amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements
727 satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment.
728 Following receipt of such funds the Paying Agent shall fix a Special Record Date for the
729 payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days
730 prior to the date of the proposed payment. The Paying Agent shall promptly notify the City
731 of such Special Record Date and, in the name and at the expense of the City, shall cause
732 notice of the proposed payment of such Defaulted Interest and the Special Record Date
733 therefore to be mailed, by first class mail, postage prepaid, to each Owner of a Bond entitled
734 to such notice at the address of such Owner as it appears on the Bond Register not less than
735 10 days prior to such Special Record Date.

736
737 The Paying Agent shall keep a record of payment of principal and Redemption Price
738 of and interest on all Bonds and at least annually shall forward a copy or summary of such
739 records to the City.

740
741 **Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants
742 that, as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be
743 kept at the office of the Bond Registrar as herein provided. Each Bond when issued shall be
744 registered in the name of the Owner thereof on the Bond Register.

745
746 Bonds may be transferred and exchanged only on the Bond Register as provided in
747 this Section. Upon surrender of any Bond at the principal corporate trust office of the Bond
748 Registrar, the Bond Registrar shall transfer or exchange such Bond for a new Bond or Bonds
749 in any authorized denomination of the same Stated Maturity and in the same aggregate
750 principal amount as the Bond that was presented for transfer or exchange.

751
752 Bonds presented for transfer or exchange shall be accompanied by a written
753 instrument or instruments of transfer or authorization for exchange, in a form and with
754 guarantee of signature satisfactory to the Bond Registrar, duly executed by the Owner
755 thereof or by the Owner's duly authorized agent.

756
757 In all cases in which the privilege of transferring or exchanging Bonds is exercised,
758 the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of
759 this Resolution. The City shall pay the fees and expenses of the Bond Registrar for the
760 registration, transfer and exchange of Bonds provided for by this Resolution and the cost of
761 printing a reasonable supply of registered bond blanks. Any additional costs or fees that
762 might be incurred in the secondary market, other than fees of the Bond Registrar, are the
763 responsibility of the Owners of the Bonds. In the event any Owner fails to provide a correct
764 taxpayer identification number to the Paying Agent, the Paying Agent may make a charge
765 against such Owner sufficient to pay any governmental charge required to be paid as a result
766 of such failure. In compliance with Section 3406 of the Code, such amount may be
767 deducted by the Paying Agent from amounts otherwise payable to such Owner hereunder or
768 under the Bonds.

770 The City and the Bond Registrar shall not be required (a) to register the transfer or
771 exchange of any Bond that has been called for redemption after notice of such redemption
772 has been mailed by the Paying Agent pursuant to **Section 303** hereof and during the period
773 of 15 days next preceding the date of mailing of such notice of redemption; or (b) to register
774 the transfer or exchange of any Bond during a period beginning at the opening of business
775 on the day after receiving written notice from the City of its intent to pay Defaulted Interest
776 and ending at the close of business on the date fixed for the payment of Defaulted Interest
777 pursuant to **Section 204** hereof.

778
779 The City and the Paying Agent may deem and treat the Person in whose name any
780 Bond is registered on the Bond Register as the absolute Owner of such Bond, whether such
781 Bond is overdue or not, for the purpose of receiving payment of, or on account of, the
782 principal or Redemption Price of and interest on said Bond and for all other purposes. All
783 payments so made to any such Owner or upon the Owner's order shall be valid and effective
784 to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so
785 paid, and neither the City nor the Paying Agent shall be affected by any notice to the
786 contrary.

787
788 At reasonable times and under reasonable regulations established by the Bond
789 Registrar, the Bond Register may be inspected and copied by the Owners of 10% or more in
790 principal amount of the Bonds then Outstanding or any designated representative of such
791 Owners whose authority is evidenced to the satisfaction of the Bond Registrar.

792
793 **Section 206. Execution, Registration, Authentication and Delivery of Bonds.**

794 Each of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds
795 initially delivered, shall be executed for and on behalf of the City by the manual or facsimile
796 signature of the Mayor, attested by the manual or facsimile signature of the Clerk and the
797 seal of the City shall be affixed thereto or imprinted thereon. The Mayor and Clerk are
798 hereby authorized and directed to prepare and execute the Bonds in the manner herein
799 specified, and to cause the Bonds to be registered in the office of the Clerk, which
800 registration shall be evidenced by the manual or facsimile signature of the Clerk with the
801 seal of the City affixed thereto or imprinted thereon. The Bonds shall also be registered in
802 the office of the State Treasurer, which registration shall be evidenced by the manual or
803 facsimile signature of the State Treasurer with the seal of the State Treasurer affixed thereto
804 or imprinted thereon. In case any officer whose signature appears on any Bonds ceases to
805 be such officer before the delivery of such Bonds, such signature shall nevertheless be valid
806 and sufficient for all purposes, as if such person had remained in office until delivery. Any
807 Bond may be signed by such persons who at the actual time of the execution of such Bond
808 are the proper officers to sign such Bond although at the date of such Bond such persons
809 may not have been such officers.

810
811 The Bonds shall have endorsed thereon a *Certificate of Authentication* substantially
812 in the form attached hereto as *Exhibit A* hereof, which shall be manually executed by an
813 authorized officer or employee of the Bond Registrar, but it shall not be necessary that the
814 same officer or employee sign the *Certificate of Authentication* on all of the Bonds that may
815 be issued hereunder at any one time. No Bond shall be entitled to any security or benefit

under this Resolution or be valid or obligatory for any purpose unless and until such *Certificate of Authentication* has been duly executed by the Bond Registrar. Such executed *Certificate of Authentication* upon any Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Resolution. Upon authentication, the Bond Registrar shall deliver the Bonds to the Purchaser upon instructions of the City or its representative.

Section 207. Mutilated, Lost, Stolen or Destroyed Bonds. If (a) any mutilated Bond is surrendered to the Bond Registrar or the Bond Registrar receives evidence to its satisfaction of the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Bond Registrar such security or indemnity as may be required by each of them, then, in the absence of notice to the City or the Bond Registrar that such Bond has been acquired by a bona fide purchaser, the City shall execute and, upon the City's request, the Bond Registrar shall authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.

If any such mutilated, destroyed, lost or stolen Bond has become or is about to become due and payable, the City, in its discretion, may pay such Bond instead of issuing a new Bond.

Upon the issuance of any new Bond under this Section, the City may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith.

Every new Bond issued pursuant to this Section shall constitute a replacement of the prior obligation of the City, and shall be entitled to all the benefits of this Resolution equally and ratably with all other Outstanding Bonds.

Section 208. Cancellation and Destruction of Bonds Upon Payment. All Bonds that have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment, redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate in duplicate describing the Bonds so cancelled and destroyed and shall file an executed counterpart of such certificate with the City.

Section 209. Preliminary and Final Official Statement. The *Preliminary Official Statement* dated August 2, 2016, is hereby ratified and approved. For the purpose of enabling the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the City hereby deems the information regarding the City contained in the *Preliminary Official Statement* to be "final" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the City are hereby authorized, if requested, to provide the Original Purchaser a letter or certification to such effect and to take such other actions or execute

such other documents as such officers in their reasonable judgment deem necessary to enable the Original Purchaser to comply with the requirement of such Rule.

The final *Official Statement* is hereby authorized to be prepared by supplementing, amending and completing the *Preliminary Official Statement*, with such changes and additions thereto as are necessary to conform to and describe the transaction. The Mayor is hereby authorized to execute the final *Official Statement* as so supplemented, amended and completed, and the use and public distribution of the final *Official Statement* by the Original Purchaser in connection with the reoffering of the Bonds is hereby authorized. The proper officials of the City are hereby authorized to execute and deliver a certificate pertaining to such *Official Statement* as prescribed therein, dated as of the date of payment for and delivery of the Bonds.

The City agrees to provide to the Original Purchaser within seven business days of the date of the sale of Bonds sufficient copies of the final *Official Statement* to enable the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 210. Sale of the Bonds. The sale of the Bonds to the Original Purchaser is hereby ratified and confirmed. Delivery of the Bonds shall be made to the Original Purchaser as soon as practicable after the passage of this Resolution, upon payment of the Purchase Price.

Section 211. Book-Entry Bonds; Securities Depository.

(a) The Bonds shall initially be registered to Cede & Co., the nominee for the Securities Depository, and no beneficial owner will receive certificates representing its respective interests in the Bonds, except in the event the Bond Registrar issues Replacement Bonds as provided in subsection (b) hereof. It is anticipated that during the term of the Bonds, the Securities Depository will make book-entry transfers among its Participants and receive and transmit payment of principal of, redemption premium, if any, and interest on, the Bonds to the Participants until and unless the Bond Registrar authenticates and delivers Replacement Bonds to the beneficial owners as described in subsection (b).

(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 Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the Bonds, or (2) if the Bond Registrar receives written notice from Participants having interests in not less than 50% of the Bonds Outstanding, 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 Bonds being issued to any Owner other than Cede & Co. is no longer in the best interests of the beneficial owners of the Bonds, then the Bond Registrar shall notify the

908 Owners of such determination or such notice and of the availability of certificates to Owners
909 requesting the same, and the Bond Registrar shall register in the name and authenticate and
910 deliver Replacement Bonds to the beneficial owners or their nominees in principal amounts
911 representing the interest of each, making such adjustments as it may find necessary or
912 appropriate as to accrued interest and previous calls for redemption; provided, that in the
913 case of a determination under (1)(A) or (1)(B) of this subsection (b), the City, with the
914 consent of the Bond Registrar, may select a successor securities depository in accordance
915 with **Section 211(c)** hereof to effect book-entry transfers. In such event, all references to the
916 Securities Depository herein shall relate to the period of time when the Securities
917 Depository has possession of at least one Bond. Upon the issuance of Replacement Bonds,
918 all references herein to obligations imposed upon or to be performed by the Securities
919 Depository shall be deemed to be imposed upon and performed by the Bond Registrar, to
920 the extent applicable with respect to such Replacement Bonds. If the Securities Depository
921 resigns and the City, the Bond Registrar or Owners are unable to locate a qualified successor
922 of the Securities Depository in accordance with **Section 211(c)** hereof, then the Bond
923 Registrar shall authenticate and cause delivery of Replacement Bonds to Owners, as
924 provided herein. The Bond Registrar may rely on information from the Securities
925 Depository and its Participants as to the names of the beneficial owners of the Bonds. The
926 cost of printing, registration, authentication and delivery of Replacement Bonds shall be
927 paid for by the City.

928
929 (c) In the event the Securities Depository resigns, is unable to properly
930 discharge its responsibilities, or is no longer qualified to act as a securities depository and
931 registered clearing agency under the Securities and Exchange Act of 1934, as amended, the
932 City may appoint a successor Securities Depository provided the Bond Registrar and the
933 City receive written evidence with respect to the ability of the successor Securities
934 Depository to discharge its responsibilities. Any such successor Securities Depository shall
935 be a securities depository which is a registered clearing agency under the Securities and
936 Exchange Act of 1934, as amended, or other applicable statute or regulation that operates a
937 securities depository upon reasonable and customary terms. The Bond Registrar upon its
938 receipt of a Bond or Bonds for cancellation shall cause the delivery of Bonds to the
939 successor Securities Depository in appropriate denominations and form as provided herein.

940
941 (d) The execution and delivery of the Representation Letter to DTC by the
942 Mayor of the City in the form attached hereto as *Exhibit B* with such changes, omissions,
943 insertions and revisions as the Mayor shall deem advisable, is hereby authorized, and
944 execution of the Representation Letter by the Mayor shall be conclusive evidence of such
945 approval. The Representation Letter shall set forth certain matters with respect to, among
946 other things, notices, consents and approvals by Registered Owners of the Bonds and
947 Beneficial Owners and payments on the Bonds. The Paying Agent shall have the same
948 rights with respect to its actions thereunder as it has with respect to its actions under this
949 Resolution.

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional and Mandatory Redemption by City.

(a) Optional Redemption. The Bonds maturing prior to August 1, 2025, shall become due without the option of prior payment. The Bonds or portion thereof either maturing or subject to mandatory redemption and payment on or after August 1, 2025, may be called for redemption and payment prior to maturity on August 1, 2024, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar in such equitable manner as they shall designate), at the redemption price equal to 100% of the principal amount thereof, plus accrued interest thereon, if any, to the date fixed for redemption and payment.

(b) Mandatory Redemption. The Term Bonds shall be subject to mandatory redemption and payment prior to Stated Maturity pursuant to the mandatory redemption requirements of this Section at a Redemption Price equal to 100% of the principal amount thereof plus accrued interest to the Redemption Date. The taxes levied in Article IV hereof which are to be deposited into the Series 2016-A Principal and Interest Account shall be sufficient to redeem, and the City shall redeem on August 1 in each year, the following principal amounts of such Term Bonds:

2041 TERM BONDS

Principal Amount	Year
\$ 925,000	2037
935,000	2038
965,000	2039
1,000,000	2040

(leaving \$1,025,000 to mature August 1, 2041)

At its option, to be exercised on or before the 45th day next preceding any mandatory Redemption Date, the City may: (1) deliver to the Paying Agent for cancellation Term Bonds subject to mandatory redemption on said mandatory Redemption Date, in any aggregate principal amount desired; or (2) furnish the Paying Agent funds, together with appropriate instructions, for the purpose of purchasing any Term Bonds subject to mandatory redemption on said mandatory Redemption Date from any Owner thereof whereupon the Paying Agent shall expend such funds for such purpose to such extent as may be practical; or (3) receive a credit with respect to the mandatory redemption obligation of the City under this Section for any Term Bonds subject to mandatory redemption on said mandatory Redemption Date which, prior to such date, have been redeemed (other than through the operation of the mandatory redemption requirements of this subsection (b)) and cancelled by the Paying Agent and not theretofore applied as a credit against any redemption obligation under this subsection (b). Each Term Bond so delivered or previously purchased

or redeemed shall be credited at 100% of the principal amount thereof on the obligation of the City to redeem Term Bonds of the same Stated Maturity on such mandatory Redemption Date, and any excess of such amount shall be credited on future mandatory redemption obligations for Term Bonds of the same Stated Maturity in chronological order, and the principal amount of Term Bonds to be redeemed by operation of the requirements of this Section shall be accordingly reduced. If the City intends to exercise any option granted by the provisions of clauses (1), (2) or (3) above, the City will, on or before the 45th day next preceding each mandatory Redemption Date, furnish the Paying Agent a written certificate indicating to what extent the provisions of said clauses (1), (2) and (3) are to be complied with, with respect to such mandatory redemption payment.

Section 302. Selection of Bonds to be Redeemed. Bonds shall be redeemed only in the principal amount of \$5,000 or any integral multiple thereof. When less than all of the Bonds of the same maturity are to be redeemed and paid prior to their Stated Maturity, the Bonds to be redeemed shall be selected by the Bond Registrar in \$5,000 units of principal amount in such equitable manner as the Bond Registrar may determine.

In the case of a partial redemption of Bonds by lot when Bonds 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 Bond 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 Bond is selected for redemption, then upon notice of intention to redeem such \$5,000 unit or units, the Owner or the Owner's duly authorized agent shall forthwith present and surrender such Bond to the Bond 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 Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If the Owner of any such Bond fails to present such Bond to the Paying Agent for payment and exchange as aforesaid, such Bond 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).

Section 303. Notice and Effect of Call for Redemption. In the event the City desires to call the Bonds for redemption prior to maturity, written notice of such intent shall be provided to the Bond Registrar in accordance with K.S.A. 10-129, as amended, not less than 45 days prior to the Redemption Date except that no written notice of intent shall be required for the mandatory redemption of Term Bonds and Term Bonds shall be called by the Bond Registrar for redemption and notice of redemption shall be given by the Bond Registrar without any further action by the City. The Bond Registrar shall call Bonds for redemption and payment and shall give notice of such redemption as herein provided upon receipt by it of the City's written notice at least 45 days prior to the Redemption Date. If the Bonds are refunded more than 90 days in advance of such Redemption Date, any escrow agreement entered into by the City in connection with such refunding shall provide that such written instructions to the Paying Agent shall be given by the escrow agent on behalf of the City not more than 90 days prior to the Redemption Date. The Paying Agent may in its discretion waive such notice period so long as the notice requirements set forth in **Section 303** are met.

1047
1048 Unless waived by any Owner of Bonds to be redeemed, the Bond Registrar shall
1049 give written notice of the redemption of said Bonds on a specified date, the same being
1050 described by maturity, said notice to be mailed by United States first class mail addressed to
1051 the Owners of said Bonds to be redeemed and to the Original Purchaser of the Bonds, each
1052 of said notices to be mailed not less than 30 days prior to the date fixed for redemption. The
1053 City and Bond Registrar shall also give such additional notice as may be required by Kansas
1054 law or regulations of the Securities and Exchange Commission in effect as of the date of
1055 such notice.

1056
1057 All official notices of redemption shall be dated and shall contain the following
1058 information:

- 1059
1060 (a) the Redemption Date;
1061
1062 (b) the Redemption Price;
1063
1064 (c) if less than all Outstanding Bonds are to be redeemed, the identification
1065 (and, in the case of partial redemption of any Bonds, the respective principal amounts) of
1066 the Bonds to be redeemed;
1067
1068 (d) a statement that on the Redemption Date the Redemption Price will become
1069 due and payable upon each such Bond or portion thereof called for redemption and that
1070 interest thereon shall cease to accrue from and after the Redemption Date; and
1071
1072 (e) the place where such Bonds are to be surrendered for payment of the
1073 Redemption Price, which shall be the principal office of the Paying Agent.

1074
1075 The failure of any Owner to receive notice given as heretofore provided or an
1076 immaterial defect therein shall not invalidate any redemption.

1077
1078 Prior to any Redemption Date, the City shall deposit with the Paying Agent
1079 Defeasance Obligations sufficient to pay the Redemption Price of all the Bonds or portions
1080 of Bonds that are to be redeemed on such Redemption Date.

1081
1082 Official notice of redemption having been given as aforesaid, the Bonds or portions
1083 of Bonds to be redeemed shall become due and payable on the Redemption Date at the
1084 Redemption Price therein specified and, from and after the Redemption Date (unless the
1085 City defaults in the payment of the Redemption Price), such Bonds or portion of Bonds shall
1086 cease to bear interest. Upon surrender of such Bonds for redemption in accordance with
1087 such notice, the Redemption Date shall be payable as herein provided for payment of
1088 interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for
1089 the Owner a new Bond or Bonds of the same Stated Maturity in the amount of the unpaid
1090 principal as provided herein. All Bonds that have been surrendered for redemption shall be
1091 cancelled and destroyed by the Paying Agent as provided herein and shall not be reissued.

1093 The Paying Agent is also directed to comply with any mandatory or voluntary
1094 standards then in effect for processing redemptions of municipal securities established by
1095 the State or the Securities Exchange Commission. Failure to comply with such standards
1096 shall not affect or invalidate the redemption of any Bond.

1097 1098 ARTICLE IV

1099 1100 SECURITY FOR AND PAYMENT OF BONDS

1101
1102 **Section 401. Security for the Bonds.** The principal and interest on the Bonds shall
1103 be payable solely from the Net Revenues derived by the City from the rates, fees and
1104 charges collected by the City from the operation of the Combined Utility, including all
1105 improvements, extensions and enlargements thereto hereafter constructed or acquired by the
1106 City and not paid for from any other fund or source. Subject to the lien of the Permitted
1107 Loans, the Bonds shall constitute a lien upon the revenues produced from the operations of
1108 the City's Combined Utility. The Bonds and the interest thereon are payable solely from
1109 revenues derived from the rates, fees or charges collected by the City from the operation of
1110 the City's Combined Utility and not from any other funds or sources. The Bonds will not
1111 constitute a general obligation of the City, and no taxes can be levied by the City to pay
1112 either principal or interest thereon.

1113 1114 ARTICLE V

1115 1116 ESTABLISHMENT OF FUNDS AND ACCOUNTS 1117 DEPOSIT AND APPLICATION OF MONEYS

1118
1119 **Section 501. Ratification; Establishment of Funds and Accounts.** The City
1120 hereby covenants and agrees that so long as the Bonds remain outstanding and unpaid, all of
1121 the revenues derived by the City from the operation of the Combined Utility, including all
1122 revenues from all improvements, extensions and enlargements of the System hereinafter
1123 constructed or acquired by the City, shall be paid to the Treasurer of the City and deposited
1124 in the City's Water, Water Pollution Control and Stormwater Utility Revenue Fund (the
1125 "Revenue Fund") heretofore established in the treasury of the City and said Revenue Fund
1126 shall only be used to pay the Expenses of the Combined Utility and to pay the principal of
1127 and the interest on the Bonds and any prior revenue or general obligation bonds outstanding
1128 and unpaid, as provided by law.

1129
1130 The following funds and accounts presently existing in the treasury of the City are
1131 hereby ratified and affirmed:

- 1132
1133 (a) Water, Water Pollution Control, and Stormwater Utility Revenue Fund (the
1134 "Revenue Fund"); and
1135
1136 (b) Water, Water Pollution Control and Stormwater Utility Construction Fund
1137 (the "Construction Fund"); and
1138

1139 (c) Water, Water Pollution Control and Stormwater Utility Renewal and
1140 Replacement Account (the "Renewal and Replacement Account").
1141

1142 Contemporaneous with the issuance of the Bonds, there are hereby created and
1143 ordered to be established in the treasury of the City the following additional funds and
1144 accounts:
1145

1146 (a) Principal and Interest Account for Combined Utility Improvement and
1147 Refunding Revenue Bonds, Series 2016-A (the "Principal and Interest
1148 Account"); and
1149

1150 (b) Reserve Account for Combined Utility Improvement and Refunding Revenue
1151 Bonds, Series 2016-A (the "Bond Reserve Account"); and
1152

1153 (c) Rebate Fund for Combined Utility Improvement and Refunding Revenue
1154 Bonds, Series 2016-A (the "Rebate Fund").
1155

1156 The Funds and Accounts established herein shall be administered in accordance with
1157 the provisions of this Resolution so long as the Bonds are Outstanding.
1158

1159 **Section 502. Disposition of Bond Proceeds; Other Funds.**
1160

1161 (a) Proceeds of the Bonds in the amount of \$9,736,295.26 shall be deposited in
1162 the Construction Fund to pay both the costs of the Improvements and the
1163 costs, fees and expenses incurred in connection with the issuance of the
1164 Bonds; and
1165

1166 (b) \$11,855.73 from monies in the bond reserve account for the Series 2007-B
1167 Bonds together with \$756,303.67 from proceeds of the Bonds for a total of
1168 \$768,159.40 will be deposited in the Bond Reserve Account established and
1169 created in **Section 501** of this Resolution (the "Series 2016-A Bond Reserve
1170 Account). Upon the redemption and payment of the principal of and interest
1171 on the Series 2007-B Bonds on September 7, 2016, the balance of the bond
1172 reserve account, if any, for the Series 2007-B Bonds shall be transferred to
1173 and deposited in the Series 2016-A Bond Reserve Account, subject to the
1174 Federal Tax Certificate and the Code; and
1175

1176 (c) \$384,204.37 from the proceeds of the Bonds together with \$98,055.63 from
1177 monies in the bond reserve account for the Series 2007-B Bonds for a total
1178 amount of \$482,260.00 shall be deposited with the Kansas State Treasurer to
1179 redeem and pay the Refunded Bonds on September 7, 2016; and
1180

1181 (d) \$14,065,319.51 from the proceeds of the Bonds together with other legally
1182 funds of the City in the amount of \$257,373.87 for a total of \$14,322,693.38
1183 shall be deposited with the Kansas State Treasurer to redeem and pay the
1184 City's outstanding Temporary Notes, Series 2015-A on October 1, 2016;

1185
1186
1187
1188
1189
1190
1191
1192
1193
1194
1195
1196
1197
1198
1199
1200
1201
1202
1203
1204
1205
1206
1207
1208
1209
1210
1211
1212
1213
1214
1215
1216
1217
1218
1219
1220
1221
1222
1223
1224
1225
1226
1227
1228
1229
1230

Section 503. Application of Moneys in the Construction Fund. That moneys in the Construction Fund shall be used by the City for the sole purpose of paying the cost of improving the System as hereinbefore provided, in accordance with the plans and specifications therefore, heretofore approved by the City Engineer and on file in the office of the City Clerk, including any alterations in or amendments to said plans and specifications approved by the City Engineer, and for paying the costs and expenses incidental to the issuance of the Bonds.

Withdrawals of bond proceeds from the Construction Fund shall be made only when authorized by executed warrants therefore accompanied by a certificate executed by the Director of Public Works of the City that such payment is being made for a purpose within the scope of this Resolution and that the amount of such payment represents only the contract price of the property, equipment, labor, materials or service being paid for, or if such payment is not being made pursuant to an express contract, that such payment is not in excess of the reasonable value thereof. Nothing hereinbefore contained shall prevent the payment out of the Construction Fund of all costs and expenses incidental to the issuance of the Bonds without a certificate from the Director of Public Works of the City.

Upon completion of the extensions, enlargements and improvements to the System as hereinbefore provided, any surplus remaining in the Construction Fund shall be deposited in the Revenue Fund.

Section 504. Application of Moneys in other Funds and Accounts. Gross Revenues shall be deposited in the Revenue Fund. The City shall pay from the Revenue Fund the Expenses of the Combined Utility and keeping the same in good repair and working order. After paying and providing for the payment of the Expenses, the Permitted Loans, and any required deposits to the Rebate Fund as provided in **Section 505** of this Resolution, the City further covenants and agrees that it will allocate, pay and credit the Net Revenues at the time in the Revenue Fund as follows in such amounts so at all times the City will have sufficient money to meet and pay the requirements of the Principal and Interest Account, Bond Reserve Account and any other obligations of the Combined Utility on a parity with the Bonds.

- (a) There shall first be paid and credited to the Principal and Interest Account, accrued interest, if any, received by the City upon delivery of the Bonds, respectively, and to the extent necessary to meet at the maturity thereof the interest on and the principal of the Bonds the following amounts:
 - (1) Beginning on or before October 1, 2016, and continuing on the first day of each month thereafter an equal pro rata portion of the interest that will become due on the Bonds on February 1, 2017; and beginning on February 1, 2017, and continuing on the first day of each month thereafter an equal pro rata portion of the interest that will become due on the Bonds on the next succeeding Interest Payment Date.
 - (2) Beginning on October 1, 2016, and continuing on the first day of each month thereafter an equal pro rata portion of the principal of the Bonds that

1231 will become due on August 1, 2017, and continuing on the first day of each
1232 month thereafter an equal pro rata portion of the principal amount of the
1233 Bonds that will become due on the next succeeding principal payment or
1234 mandatory redemption date of the Bonds.

1235 All amounts paid and credited to both the Principal and Interest Account shall be
1236 used and expended by the City for the sole purpose of paying the interest on and
1237 principal of the Bonds as and when the same become due and to pay related fees of
1238 the Paying Agent.

1239

1240 (b) Monies held in the Bond Reserve Account shall be used solely to prevent any
1241 default in the payment of the principal of or interest on the Bonds if at any time the
1242 monies in the Principal and Interest Account are insufficient to pay the principal of
1243 and/or interest on the Bonds. Unless all of the Bonds outstanding at any given
1244 time are called for redemption and payment or are refunded as is provided in this
1245 Resolution, no part of the Bond Reserve Account shall ever be used or expended
1246 by the City to call and redeem, in part, said Bonds for payment prior to their
1247 ultimate maturity. So long as the monies and investments in the Bond Reserve
1248 Account shall aggregate not less than the Bond Reserve Requirement no payments
1249 into said account shall be required, but if at any time the City shall be compelled to
1250 use and expend any part of said Bond Reserve Account for any purpose and/or the
1251 amount in said account shall be less than the Bond Reserve Requirement, then the
1252 City, after making all payments and credits at the time required to be made by it
1253 under the provisions of this Resolution, will make monthly payments or credits to
1254 the Bond Reserve Account in such amounts as are sufficient to replenish the
1255 account to its required balance within eighteen (18) months of the shortfall therein.

1256

1257 (c) After making all payments and credits from the Revenue Fund at the time required
1258 to be made under provisions of paragraphs (a) through (c) of this Section, all
1259 remaining monies in the Revenue Fund which shall not be required for the
1260 operation and maintenance of the System for the ensuing forty-five (45) day period
1261 shall be deposited into the Renewal and Replacement Account and may be used by
1262 the City for any one or more of the following purposes as determined by both the
1263 Director of Public Works and the Director of Financial Services of the City:

- 1264 (1) to pay the cost of extraordinary repairs and maintenance of the System;
1265 (2) for capital improvements to the System; and
1266 (3) to pay Expenses of the Combined Utility if sufficient funds are not available
1267 in the Revenue Fund.

1268

1269 **Section 505. Application of Moneys in the Rebate Fund.**

1270

1271 (a) There shall be transferred to the Rebate Fund from the Revenue Fund such
1272 amounts as are required to be deposited therein pursuant to the Arbitrage Instructions. All
1273 money at any time deposited in the Rebate Fund shall be held in trust, to the extent required
1274 to pay rebatable arbitrage to the United States of America, and neither the City nor the
1275 Owner of any Bond shall have any rights in or claim to such money. All amounts deposited

into or on deposit in the Rebate Fund shall be governed by this Section and the Arbitrage Instructions.

(b) The City shall periodically determine the rebatable arbitrage, if any, under Section 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make payments to the United States of America at the times and in the amounts determined under the Arbitrage Instructions. Any moneys remaining in the Rebate Fund after redemption and payment of all of the Bonds and payment and satisfaction of any rebatable arbitrage, or provision made therefore, shall be deposited into the Principal and Interest Account.

(c) Notwithstanding any other provision of this Resolution, including in particular Article VII hereof, the obligation to pay rebatable arbitrage to the United States of America and to comply with all other requirements of this Section and the Arbitrage Instructions shall survive the defeasance or payment in full of the Bonds.

(d) The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond Counsel, such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

Section 506. Deposits and Investment of Moneys. Moneys in each of the Funds and Accounts shall be deposited in accordance with the requirements of K.S.A. 10-131, as amended. All such deposits shall be continuously and adequately secured by the financial institutions holding such deposits as provided by the laws of the State. All moneys held in the Funds and Accounts shall be kept separate and apart from all other funds of the City so that there shall be no commingling of such funds with any other funds of the City.

Moneys held in the funds and accounts herein created or established in conjunction with the issuance of the Bonds may be invested by the City in Permitted Investments or in other investments allowed by Kansas law in such amounts and maturing at such times as shall reasonably provide for moneys to be available when required in said accounts or funds; provided, however, that no such investment shall be made for a period extending longer than to the date when the moneys invested may be needed for the purpose for which such fund or account was created. All interest on any Permitted Investment held in any fund or account (except amounts required to be deposited in the Rebate Fund in accordance with the Arbitrage Instructions) shall accrue to and become a part of the Revenue Fund. In determining the amount held in any fund or account under the provisions of the Resolution, Permitted Investments shall be valued at their par value or at their then redemption value, whichever is lower.

Section 507. Nonpresentment of Bonds. If any Bond is not presented for payment when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have been made available to the Paying Agent, all liability of the City to the Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the Owner of such Bond, who shall

thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Resolution or on, or with respect to, said Bond. If such funds shall have remained unclaimed for five (5) years after such principal or interest has become due and payable, such funds shall be paid to the City; and all liability of the Paying Agent to the Owner thereof for the payment of such Bond shall forthwith cease, terminate and be completely discharged. The obligations of the Paying Agent under this Section to pay any such funds to the City shall be subject to any provisions of law applicable to the Paying Agent or to such funds providing other requirements for disposition of unclaimed property.

ARTICLE VI

DEFAULT AND REMEDIES

Section 601. Remedies. The provisions of the Resolution, including the covenants and agreements herein contained, shall constitute a contract between the City and the Owners of the Bonds. If an Event of Default occurs and shall be continuing, the Owner or Owners of not less than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the equal benefit and protection of all Owners of Bonds similarly situated:

(a) by mandamus or other suit, action or proceedings at law or in equity to enforce the rights of such Owner or Owners against the City and its officers, agents and employees, and to require and compel duties and obligations required by the provisions of the Resolution or by the Constitution and laws of the State;

(b) by suit, action or other proceedings in equity or at law to require the City, its officers, agents and employees to account as if they were the trustees of an express trust; and

(c) by suit, action or other proceedings in equity or at law to enjoin any acts or things which may be unlawful or in violation of the rights of the Owners of the Bonds.

Section 602. Limitation on Rights of Owners. The covenants and agreements of the City contained herein and in the Bonds shall be for the equal benefit, protection, and security of the Owners of any or all of the Bonds, all of which Bonds shall be of equal rank and without preference or priority of one Bond over any other Bond in the application of the funds herein pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as to rate of interest, date of maturity and right of prior redemption as provided in this Resolution. No one or more Owners secured hereby shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security granted and provided for herein, or to enforce any right hereunder, except in the manner herein provided, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Outstanding Bond Owners.

Section 603. Remedies Cumulative. No remedy conferred herein upon the Owners is intended to be exclusive of any other remedy, but each such remedy shall be cumulative

and in addition to every other remedy and may be exercised without exhausting and without regard to any other remedy conferred herein. No waiver of any default or breach of duty or contract by the Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract or shall impair any rights or remedies thereon. No delay or omission of any Owner to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon the Owners of the Bonds by this Resolution may be enforced and exercised from time to time and as often as may be deemed expedient. If action or proceedings taken by any Owner on account of any default or to enforce any right or exercise any remedy has been discontinued or abandoned for any reason, or shall have been determined adversely to such Owner, then, and in every such case, the City and the Owners of the Bonds shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Owners shall continue as if no such suit, action or other proceedings had been brought or taken.

ARTICLE VII

DEFEASANCE

Section 701. Defeasance. When any or all of the Bonds or scheduled interest payments thereon have been paid and discharged or provision for their payment and discharge has been made pursuant to Article III hereof, then the requirements contained in this Resolution and the pledge of security hereunder and all other rights granted hereby shall terminate with respect to the Bonds or scheduled interest payments thereon so paid and discharged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and discharged within the meaning of this Resolution if there has been deposited with the Paying Agent, or other legally qualified commercial bank or trust company and having full trust powers, at or prior to the Stated Maturity or Redemption Date of said Bonds or the interest payments thereon, in trust for and irrevocably appropriated thereto, Defeasance Obligations which, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of said Bonds and/or interest accrued to the Stated Maturity or Redemption Date, or if default in such payment has occurred on such date, then to the date of the tender of such payments; provided, however, that if any such Bonds are to be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and (2) either notice of such redemption has been given, or the City has given irrevocable instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the Bond Registrar to give such notice of redemption in compliance with **Section 303** of this Resolution. Any Defeasance Obligations that at any time shall be deposited with the Paying Agent or other commercial bank or trust company by or on behalf of the City, for the purpose of paying and discharging any of the Bonds, shall be and are hereby assigned, transferred and set over to the Paying Agent or other bank or trust company in trust for the respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably appropriated to the payment and discharge thereof. All Defeasance Obligations deposited with the Paying Agent or such bank or trust company

shall be deemed to be deposited in accordance with and subject to all of the provisions of this Resolution.

ARTICLE VIII

TAX COVENANTS

Section 801. General Covenants.

(a) The City covenants and agrees that (1) it will comply with all applicable provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the exclusion from gross income for federal income tax purposes of the interest on the Bonds, and (2) it will not use or permit the use of any proceeds of Bonds or any other funds of the City in a manner which would adversely affect the exclusion from gross income of the interest on the Bonds, and (3) will not take or permit any other action, or fail to take any action, if any such action or failure to take action would adversely effect the exclusion from gross income of the interest on the Bonds. The City will, in addition, adopt such other ordinances or resolutions and take such other actions as may be necessary to comply with the Code and with all other applicable future laws, regulations, published rulings and judicial decisions, in order to ensure that the interest on the Bonds will remain excluded from federal gross income, to the extent any such actions can be taken by the City.

(b) The City covenants and agrees that (1) it will use the proceeds of the Bonds as soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the City in any manner, and will not take or omit to take any action, that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Code.

(c) The City covenants and agrees that it will not use any portion of the proceeds of the Bonds, including any investment income earned on such proceeds, directly or indirectly, in a manner that would cause any Bond to be a "private activity bond" within the meaning of Section 141(a) of the Code.

Section 802. Rebate Covenant. The City covenants and agrees that it will pay or provide for the payment of, from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and the Arbitrage Instructions. This covenant shall survive payment in full or defeasance of the Bonds. The Arbitrage Instructions may be amended or replaced if, in the opinion of Bond Counsel such amendment or replacement will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

Section 803. Survival of Covenants. The covenants contained in this Article shall remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article VII hereof or any other provision of this Resolution until the final maturity date of all Bonds Outstanding.

Section 804. Qualified Tax-exempt Obligations. The Bonds are not designated as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

ARTICLE IX

CONTINUING DISCLOSURE REQUIREMENTS

Section 901. Disclosure Requirements. The City hereby covenants with the Original Purchaser and the Beneficial Owners (as defined in the Disclosure Certificate) to provide and disseminate such information as is required by Rule 15c2-12 (as defined in the Disclosure Certificate) and is further set forth in the Disclosure Certificate. Such covenant shall be for the benefit of and enforceable by the Original Purchaser and such Beneficial Owners.

Section 902. Failure to Comply with Continuing Disclosure Requirements. In the event the City fails to comply in a timely manner with its covenants contained in the preceding section, the Original Purchaser and/or any such Beneficial Owner may make demand for such compliance by written notice to the City. In the event the City does not remedy such noncompliance within 10 days of receipt of such written notice, the Original Purchaser or any such Beneficial Owner may in its discretion, without notice or demand, proceed to enforce compliance by a suit or suits in equity for the specific performance of such covenant or agreement contained in the preceding section or for the enforcement of any other appropriate legal or equitable remedy as the Original Purchaser and/or any such Beneficial Owner shall deem effectual to protect and enforce any of the duties of the City under such preceding section.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1001. Authorization of Bond Sale. That the sale of the Bonds to Robert W. Baird & Co. Incorporated, Milwaukee, Wisconsin, in accordance with their bid pursuant to the notice of bond sale dated August 2, 2016, is hereby ratified and confirmed.

Section 1002. Redemption of Refunded Bonds. That pursuant to the Series 2007-B Bond Resolution, the City hereby calls the Refunded Bonds for redemption and payment on September 7, 2016. The Refunded Bonds are being called at the redemption price of 100 percent of the par value thereof plus accrued interest thereon to the redemption date. Subject to the specific requirements of the Series 2007-B Bond Resolution which set forth the terms and conditions of the Series 2007-B Bonds, notice of redemption shall be given in accordance with applicable law by the City giving written notice of its intention to redeem such bonds by mailing by certified mail a copy of the City's order of redemption (the "Redemption Notice") to the State Treasurer of the State of Kansas, 900 SW Jackson, Suite 201, Topeka, Kansas 66612, who upon receipt of the Redemption Notice shall give notice of

such call by mailing a copy of the Redemption Notice by first class mail, postage prepaid, to the registered owner of each bond to be redeemed at the address shown on the registration books maintained by the Bond Registrar.

Section 1003. Particular Covenants of the City. That the City covenants with the Original Purchasers and Owners of the Bonds that, so long as the Bonds remain outstanding and unpaid:

(a) The City will faithfully perform at all times any and all covenants, agreements, undertakings and provisions contained in the Ordinance, this Resolution and the Bonds.

(b) The City will operate and maintain the System in an efficient manner and at reasonable cost and will keep the same in good repair and working order.

(c) The City will fix, establish, maintain and collect such rates, fees or charges for service furnished by and through the Combined Utility including all extensions, improvements and enlargements thereto thereafter constructed or acquired by the City, which rates, fees or charges shall be sufficient to pay the Expenses of the Combined Utility and to pay the principal of and interest on the Bonds and all other Combined Utility revenue bonds of the City hereafter issued and standing on a parity with the Bonds as and when the same become due, and to create and maintain reasonable reserves as hereinafter specified; provided, however, that such rates, fees and charges of the water, water pollution control and stormwater utilities shall not be set or otherwise established so that the rates, fees or charges of one such division subsidize the other. The City further covenants and agrees that it will at all times maintain and collect rates, fees or charges for the use of or services rendered by the Combined Utility which will be sufficient to enable the City to have in each fiscal year Net Revenues from the Combined Utility in an amount which will be not less than 125% of the amount required to be paid by the City in the next succeeding fiscal year on account of both principal of and interest on all Combined Utility revenue bonds of the City at that time outstanding. As soon as possible after the end of each fiscal year, the annual audit and report made for such year by the City's officers pursuant to provisions of this Resolution shall be presented to and considered by the City's Governing Body and if it shall appear that an increase in existing rates, fees or charges for the services of the Combined Utility is necessary in order to satisfy the obligations of the City under provisions of this Resolution, the Governing Body shall promptly make such increase and shall cause the same to be effective within ninety (90) days thereafter. If prior to the end of the then current fiscal year, any interim operating statements of the Combined Utility shall indicate that an increase in the existing rates, fees or charges is necessary to satisfy the obligations of the City under provisions of this Resolution, the Governing Body shall promptly make such increase and shall cause the same to be effective within ninety (90) days thereafter.

(d) None of the facilities or services afforded by the Combined Utility will be furnished to any user without a reasonable charge being made therefore.

(e) The City will not mortgage, pledge or otherwise encumber the System or any part thereof, or any extension, improvement or betterment thereof nor will it sell, lease

1552 or otherwise dispose of the System or any material part thereof. The City may, however,
1553 dispose of any property which has become obsolete and non-productive or otherwise
1554 unusable to the advantage of the City. Any cash proceeds derived from the City's sale of
1555 such property shall be used by the City to improve, extend or enlarge the System.
1556

1557 (f) The City will carry and maintain a reasonable amount of all risk insurance
1558 upon the properties forming part of the System insofar as they are of an insurable nature, the
1559 amount of such insurance being the amount as would normally be carried by a municipal
1560 corporation engaged in a similar type of utility enterprise. In the event of loss or damage,
1561 the City, with all reasonable dispatch, will use the proceeds of such insurance to reconstruct
1562 and replace the property damaged or destroyed or, if such reconstruction or replacement be
1563 unnecessary, then either to improve, extend or enlarge the System or to redeem or purchase
1564 in the open market the outstanding Bonds. The City in operating the Combined Utility will
1565 carry and maintain public liability and worker's compensation insurance in such amounts as
1566 would normally be maintained by a municipal corporation engaged in a similar type of
1567 utility enterprise and the proceeds derived from any of such policies shall be used in paying
1568 the claims on the account of which such proceeds were received; provided, however, the
1569 City may, in accordance with applicable law, self insure such obligations. The cost of all
1570 insurance referred to in this paragraph shall be paid as an operating cost out of the revenues
1571 of the Combined Utility.
1572

1573 (g) The City will install and maintain proper books, records and accounts
1574 separate from all other records and accounts of the City in which complete and correct
1575 entries will be made of all dealings and transactions of or in relation to the properties,
1576 business and affairs of the Combined Utility. Such accounts shall show the amount of
1577 revenue received from the Combined Utility, the application of such revenue and all
1578 financial transactions in connection therewith. Said books shall be kept by the City
1579 according to the standard accounting practices as applicable to the operation of the water,
1580 water pollution control and stormwater utility systems by municipalities.
1581

1582 (h) Annually at the end of each fiscal year the City will cause an audit to be
1583 made by a competent firm of independent auditors of the Combined Utility and shall cause a
1584 copy of such audit to be mailed to the Original Purchaser of the Bonds. Said audit shall
1585 include:
1586

1587 (1) a classified statement of the gross revenues received, of
1588 expenditures for operation and maintenance, of expenditures for all other purposes,
1589 and the amount of any capital expenditures made from such revenues made during
1590 the fiscal year;
1591

1592 (2) a balance sheet as of the end of each fiscal year, with an amount on
1593 hand at the end of such year in each of the accounts created or referred to in this
1594 Resolution;
1595

1596 (3) a statement showing gain or loss for such fiscal year;
1597

1598 (4) a statement of the Bonds redeemed, purchased or paid during the
1599 preceding fiscal year, and a statement of all interest paid during such year on the
1600 Bonds;
1601

1602 (5) a statement of the number of customers served by the Combined
1603 Utility at the beginning and also at the end of such fiscal year;
1604

1605 (6) a statement showing the amount and character of insurance carried
1606 by the City on the property constituting the System and showing the names of the
1607 insurers, expiration dates of the policies and the premium thereon;
1608

1609 (7) the opinion of the auditors as to whether or not the City is meeting
1610 the requirements of paragraph (c) of this Section by maintaining and collecting
1611 adequate rates, fees and charges for Combined Utility services furnished by the City;
1612 and
1613

1614 (8) such remarks and recommendations regarding the City's method of
1615 operation of the Combined Utility and its accounting practice as such auditors may
1616 deem appropriate. Such audit shall be completed as soon as practicable after the end
1617 of each fiscal year and a copy thereof filed with the office of the City Clerk where it
1618 shall be open to public inspection.
1619

1620 (i) The City shall semiannually conduct an internal rate review for the purpose
1621 of determining the sufficiency of the water, water pollution control and stormwater utility
1622 rates and charges of the City in view of the covenants herein and heretofore made.
1623

1624 (j) As long as the Bonds are Outstanding, any payments in lieu of taxes made
1625 to the City from the Net Revenues of the Combined Utility shall not exceed an amount
1626 based on the method currently in effect in the City, such method being based on the net
1627 value of the equity of the City in the System located within the corporate limits of the City.
1628 Further, such payment in lieu of taxes will not be made if the City is in default in paying the
1629 principal of or interest on the Bonds or any additional bonds issued in accordance with
1630 **Section 1002** hereof, or if such payment would cause the City to default in the payment of
1631 principal or interest on the Bonds or any such additional bonds.
1632

1633 **Section 1004. Additional Bonds.** That the City hereby covenants and agrees that
1634 so long as any of the Bonds remain outstanding and unpaid, it will not issue any additional
1635 Combined Utility revenue bonds or any other obligations payable from the Net Revenues of
1636 the Combined Utility which are superior in lien, security or otherwise to the Bonds other
1637 than Permitted Loans. The City hereby covenants and agrees except as hereinafter provided,
1638 that so long as the Bonds remain outstanding and unpaid it will not issue any additional
1639 bonds or other obligations payable out of the revenues of the Combined Utility which stand
1640 on a parity or equality with the Bonds unless each of the following conditions are met:
1641

(a) The City shall not be in default in making any of the payments at the time required to be made by it into the respective funds or accounts created or referred to in this Resolution, or in the performance of any covenant contained herein.

(b) The annual Net Revenues derived by the City from the operation of the Combined Utility for the fiscal year next preceding the issuance of additional bonds, shall equal or exceed 125% of the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal and interest becoming due with respect to the Bonds, and any additional revenue bonds previously issued on a parity with the Bonds.

(c) In addition, projected annual Net Revenues expected to be derived by the City from the operation of the Combined Utility, for the fiscal year following the issuance of any additional bonds, shall equal or exceed 125% of the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal and interest becoming due with respect to the Bonds, including any revenue bonds previously issued on a parity with the Bonds together with additional bonds proposed to be issued, based on a detailed investigation and report of an engineering firm or an independent public accountant as to the amount of annual Net Revenues expected in such fiscal year, and said amount as defined and certified by said engineer or accountant shall govern in determining the right of the City to issue additional parity bonds under this **Section 1004**. No investigation or report of an engineer or accountant shall be required pursuant to this Section 1002 (i) in the event any issuance of additional bonds shall not increase the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal and interest becoming due with respect to the Bonds, including any additional revenue bonds previously issued on a parity with the Bonds together with additional bonds proposed to be issued or (ii) in the event that the annual Net Revenues derived by the City from the operation of the Combined Utility, for the fiscal year next preceding the issuance of any additional bonds, shall have been equal to 125% of the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal and interest becoming due with respect to the Bonds, including any additional revenue bonds previously issued on a parity with the Bonds together with the additional revenue bonds proposed to be issued.

Additional Combined Utility revenue bonds of the City issued under the conditions hereinbefore in this Section set forth shall stand on a parity with the Bonds and shall enjoy complete equality of lien on and claim against the revenues of the Combined Utility with said Bonds, and the City shall make equal provision for paying said additional Combined Utility revenue bonds and the interest thereon out of the Revenue Fund and provide for the creation of a principal and interest account for the payment of such additional Combined Utility revenue bonds and a bond reserve account to be funded as herein required. Any increases in the Bond Reserve Requirement as a result of the issuance of such additional Combined Utility revenue bonds shall be fully funded concurrently with the issuance of such additional Combined Utility revenue bonds from the proceeds of such bonds or from other funds available for such purpose. In addition, if the City receives an opinion of Bond Counsel to the effect that the Bond Reserve Requirement for any additional Combined

Utility revenue bonds must be reduced in order that the amounts on deposit in such bond reserve fund may continue to be invested without yield restriction under the Code the amount held in such bond reserve fund shall be reduced in conformity with said opinion.

Nothing contained in this Section shall prohibit or restrict the right of the City to issue additional Combined Utility revenue bonds or other revenue obligations for the purpose of reconstructing, altering, repairing, improving or extending and enlarging the System and to provide that the principal of and interest on said revenue bonds or obligations shall be payable out of the Net revenues of the Combined Utility, provided that at the time of the issuance of such additional revenue bonds or obligations the City shall not be in default of performance of any covenant or agreement contained in this Resolution and provided further that such additional revenue bonds or obligations shall be junior and subordinate to the Bonds, so that if any time the City shall be in default in paying either interest on or principal of the Bonds or if the City shall be in default in making any payments required to be made by it under the provisions of this Resolution, the City shall make no payments of either principal of or interest on said junior or subordinate revenue bonds or obligations until said default or defaults be cured and no default shall exist on the part of the City under the covenants, agreements and conditions contained in this Resolution. In addition, any default on any junior and subordinate bonds shall not be deemed a default on the Bonds.

Section 1005. Additional Permitted Loans. The City hereby covenants and agrees that so long as, except as hereinafter provided, any of the Bonds remain outstanding and unpaid, it will not issue any additional Permitted Loans payable out of the revenues of the Combined Utility that are superior in lien and security to the Bonds unless each of the following conditions are met:

(a) The City shall not be in default in making any of the payments at the time required to be made in connection with any outstanding Permitted Loans or into the respective funds or accounts created or referred to in this Resolution, or in the performance of any covenant contained herein.

(b) The annual Net Revenues derived by the City from the operation of the Combined Utility, for the fiscal year next preceding the issuance of additional Permitted Loans, shall have been equal to 125% of the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal of and interest becoming due with respect to the Bonds, including any additional revenue bonds previously issued on a parity with the Bonds.

(c) In addition, projected annual Net Revenues (adjusted as provided in the last sentence of this **Subsection 1007(c)**) expected to be derived by the City from the operation of the Combined Utility, for the fiscal year following the issuance of any additional Permitted Loans, shall equal or exceed 125% of the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal and interest becoming due with respect to the Bonds, including any additional revenue bonds previously issued on a parity with the Bonds, based on a detailed investigation and report of

an engineering firm or an independent public accountant as to the amount of annual Net Revenues expected in such fiscal year, and said amount as defined and certified by said engineer or accountant shall govern in determining right of the City to issue additional Permitted Loans payable out of the revenues of the Combined Utility that are superior in lien and security to the Bonds under this **Section 1007**. No investigation or report of an engineer or accountant shall be required pursuant to this **Section 1007** in the event that the annual Net Revenues (adjusted as provided in the last sentence of this **Subsection 1007(c)**) derived by the City from the operation of the Combined Utility, for the fiscal year next preceding the issuance of any additional Permitted Loan, would have been equal to 125% of the maximum amount required to be paid out of the Net Revenues in any succeeding fiscal year on account of both principal and interest becoming due with respect to the Bonds, including any additional revenue bonds previously issued on a parity with the Bonds. For purposes of determining Net Revenues as required for this **Subsection 1007(c)**, the maximum amount payable in any succeeding fiscal year on the additional Permitted Loan shall be treated as an Expense in the fiscal year for which the Net Revenues are being computed.

Section 1006. Annual Audit. Annually, promptly after the end of the Fiscal Year, the City will cause an audit to be made of its Funds and Accounts for the preceding Fiscal Year by a certified public accountant or firm of certified public accountants as provided in **Section 1001(h)** of this Resolution.

Within 30 days after the completion of each such audit, a copy thereof shall be filed in the office of the Clerk. Such audit shall at all times during the usual business hours of the City be open to the examination and inspection by any taxpayer, any Owner of the Bonds or by anyone acting for or on behalf of such taxpayer or Owner. Upon payment of the reasonable cost of preparing and mailing the same, a copy of any annual audit will, upon request, be sent to any Owner or prospective Owner.

As soon as possible after the completion of the annual audit, the governing body of the City shall review such audit, and if the audit discloses that proper provision has not been made for all of the requirements of this Resolution, the City shall promptly cure such deficiency.

Section 1007. Amendments. The rights and duties of the City and the Owners, and the terms and provisions of the Bonds or of this Resolution, may be amended or modified at any time in any respect by resolution of the City with the written consent of the Owners of not less than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced by an instrument or instruments executed by such Owners and duly acknowledged or proved in the manner of a deed to be recorded, and such instrument or instruments shall be filed with the Clerk, but no such modification or alteration shall:

(a) extend the maturity of any payment of principal or interest due upon any Bond;

1779 (b) effect a reduction in the amount which the City is required to pay as
1780 principal of or interest on any Bond;

1781
1782 (c) permit preference or priority of any Bond over any other Bond; or

1783
1784 (d) reduce the percentage in principal amount of Bonds required for the written
1785 consent to any modification or alteration of the provisions of this Resolution.

1786
1787 Any provision of the Bonds or of this Resolution may, however, be amended or
1788 modified by resolution duly adopted by the governing body of the City at any time in any
1789 legal respect with the written consent of the Owners of all of the Bonds at the time
1790 Outstanding.

1791
1792 Without notice to or the consent of any Owners, the City may amend or supplement
1793 this Resolution for the purpose of curing any formal defect, omission, inconsistency or
1794 ambiguity therein or in connection with any other change therein which is not materially
1795 adverse to the interests of the Owners.

1796
1797 Every amendment or modification of the provisions of the Bonds or of this
1798 Resolution, to which the written consent of the Owners is given, as above provided, shall be
1799 expressed in a resolution adopted by the governing body of the City amending or
1800 supplementing the provisions of this Resolution and shall be deemed to be a part of this
1801 Resolution. A certified copy of every such amendatory or supplemental resolution, if any,
1802 and a certified copy of this Resolution shall always be kept on file in the office of the Clerk,
1803 and shall be made available for inspection by the Owner of any Bond or a prospective
1804 purchaser or owner of any Bond authorized by this Resolution, and upon payment of the
1805 reasonable cost of preparing the same, a certified copy of any such amendatory or
1806 supplemental resolution or of this Resolution will be sent by the Clerk to any such Owner or
1807 prospective Owner.

1808
1809 Any and all modifications made in the manner hereinabove provided shall not
1810 become effective until there has been filed with the Clerk a copy of the resolution of the
1811 City hereinabove provided for, duly certified, as well as proof of any required consent to
1812 such modification by Owners of the Bonds then Outstanding. It shall not be necessary to
1813 note on any of the Outstanding Bonds any reference to such amendment or modification.

1814
1815 The City shall furnish to the Bond Registrar and Paying Agent a copy of any
1816 amendment to the Bonds or this Resolution which affects the duties or obligations of the
1817 Bond Registrar and Paying Agent under this Resolution.

1818
1819 **Section 1008. Notices, Consents and Other Instruments by Owners.** Any notice,
1820 consent, request, direction, approval or other instrument to be signed and executed by the
1821 Owners may be in any number of concurrent writings of similar tenor and may be signed or
1822 executed by such Owners in person or by agent appointed in writing. Proof of the execution
1823 of any such instrument or of the writing appointing any such agent and of the ownership of
1824 Bonds, if made in the following manner, shall be sufficient for any of the purposes of this

Resolution, and shall be conclusive in favor of the City, the Bond Registrar and the Paying Agent with regard to any action taken, suffered or omitted under any such instrument, namely:

(a) The fact and date of the execution by any person of any such instrument may be proved by a certificate of any officer in any jurisdiction who by law has power to make acknowledgements within such jurisdiction that the person signing such instrument acknowledged before such officer the execution thereof, or by affidavit of any witness to such execution.

(b) The fact of ownership of Bonds, the amount or amounts, numbers and other identification of Bonds, and the date of holding the same shall be proved by the Bond Registrar.

In determining whether the Owners of the requisite principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver under this Resolution, Bonds owned by the City shall be disregarded and deemed not to be Outstanding under this Resolution, except that, in determining whether the Owners shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Owners know to be so owned shall be so disregarded. Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Owners the pledgee's rights so to act with respect to such Bonds and that the pledgee is not the City.

Section 1009. Further Authority. The officers and officials of the City, including the Mayor and Clerk, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 1010. Severability. If any section or other part of this Resolution is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Resolution.

Section 1011. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State.

Section 1012. Effective Date. This Resolution shall take effect and be in full force from and after its passage by the Council of the City.

1869 PASSED and approved by the City of Topeka, Kansas, on August 9, 2016.

1870

1871

CITY OF TOPEKA, KANSAS

1872

1873 (SEAL)

1874

1875

Larry E. Wolgast, Mayor

1876

1877 ATTEST:

1878

1879

1880

1881 Brenda Younger, City Clerk

1882

1883

1884

CERTIFICATE

1885

1886 I, the undersigned, hereby certify that the above and foregoing is a true and correct
1887 copy of the Resolution of the governing body of the City of Topeka, Kansas, adopted by the
1888 governing body at a regularly scheduled meeting held on August 9, 2016, as the same
1889 appears of record in my office, and that the Resolution has not been modified, amended or
1890 repealed and is in full force and effect as of this date.

1891

1892 DATED: August 9, 2016.

1893

1894 (SEAL)

1895

1896

Brenda Younger, City Clerk

EXHIBIT A
(FORM OF BOND)

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA
STATE OF KANSAS
COUNTY OF SHAWNEE
CITY OF TOPEKA

COMBINED UTILITY IMPROVEMENT AND REFUNDING REVENUE BOND
SERIES 2016-A

No. R-_____ \$ _____

Rate of	Maturity	Dated	CUSIP
Interest:	Date:	Date: September 6, 2016	_____

Registered Owner:

Principal Amount:

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, the principal amount identified above, and in like manner to pay, as of the Record Dates as hereinafter provided, interest on such principal amount from the date of this Bond or from the most recent interest payment date to which interest has been paid prior to the registration date set forth below at the rate of interest per annum set forth above semiannually on February 1 and August 1 of each year (the "Interest Payment Dates") commencing February 1, 2017, until said principal amount is paid.

The principal of and premium, if any, on this Bond shall be payable in lawful money of the United States of America at the office of the Treasurer of the State of Kansas, Topeka, Kansas, (the "Paying Agent" and "Bond Registrar") upon presentation of this Bond for payment and cancellation. The interest on this Bond shall be payable in lawful money of the United States of America by check or draft of the Paying Agent by mailing to the registered owner thereof at the address appearing on the registration books of the City maintained by the Bond Registrar or at such other address as is furnished in writing by such registered owner to the Bond Registrar at the close of business on the 15th day of January or

July next preceding the applicable interest payment date (the "Record Dates"), or in the case of an interest payment to any Owner of **\$500,000** or more in aggregate principal amount of Bonds, by electronic transfer to such Owner upon written notice given to the Paying Agent by such Owner not less than **15** days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank (which shall be in the continental United States), ABA routing number and account number to which such Owner wishes to have such transfer directed.

This Bond is one of a duly authorized series of Bonds of the City aggregating the principal amount of \$24,945,000 (the "Bonds") issued for the purposes set forth in Ordinance No. 20014 of the City (the "Ordinance"). This Bond and the series of Bonds of which it is a part are issued by the authority of and in full compliance with the provisions, restrictions and limitations of the Constitution and Laws of the State of Kansas, including K.S.A. 10-101 to 125, inclusive, as amended by K.S.A. 10-620 to 10-632, inclusive, K.S.A. 10-116a, Article 12 of Chapter 10 of the Kansas Statutes Annotated, and all amendments thereof, acts supplemental thereto, the Ordinance, Resolution No. 8790 of the City (the "Resolution") and all other provisions of the laws of the State of Kansas applicable thereto.

The Bonds are issued in fully registered form in the denomination of \$5,000 each or authorized integral multiples thereof. This Bond may be exchanged at the principal office of the Bond Registrar for a like aggregate principal amount of Bonds of the same maturity or other authorized denominations upon the terms set forth in the authorizing Ordinance and the Resolution.

At the option of the City, the Bonds or portions thereof either maturing or subject to mandatory redemption and payment on or after August 1, 2025, may be called for redemption and payment prior to maturity on August 1, 2024, and thereafter in whole or in part on any date (Bonds of less than a single maturity to be selected by lot in multiples of \$5,000 principal amount by the Paying Agent and Bond Registrar in such equitable manner as they shall designate), at the redemption price equal to 100% of the principal amount thereof, plus accrued interest thereon to the date fixed for redemption and payment.

Each of the Bonds maturing on August 1, 2041, shall also be subject to mandatory redemption and payment prior to maturity beginning on August 1, 2037, and on each August 1 thereafter to and including August 1, 2041, pursuant to the redemption schedule set forth in the Resolution at the Redemption Price of 100% (expressed as a percentage of the principal amount) plus accrued interest thereon to the Redemption Date.

Bonds will be redeemed in integral multiples of \$5,000. If less than all Bonds are called for redemption, the Bond Registrar will, in the case of Bonds in denominations greater than \$5,000, treat each \$5,000 of face value as though it were a separate Bond.

In the event of any such redemption, the Paying Agent shall give notice of such call by mailing a copy of the redemption notice by first class mail, postage prepaid, not less than thirty (30) days prior to the date of such redemption to the registered owner of each Bond to be redeemed at the address shown on the registration books maintained by the Bond

1989 Registrar. Failure to give such notice by mailing to the registered owner of any Bond, or
1990 any defect therein, shall not affect the validity of any proceedings for the redemption of
1991 other Bonds. Any notice mailed as provided herein shall be conclusively presumed to have
1992 been duly given, whether or not the owner of such Bonds received the notice.
1993

1994 Subject to the lien of the Permitted Loans (as defined in the Resolution), the
1995 principal and interest of this Bond is hereby made a lien upon the revenues derived from the
1996 combined Water, Water Pollution Control and Stormwater Utilities of the City and said
1997 principal and interest are to be paid solely and only from a special fund into which there
1998 shall be paid, from the revenues derived from the rates, fees or charges collected by said
1999 City from the operation of said combined Water, Water Pollution Control and Stormwater
2000 Utilities sums sufficient to make said payments when due, after deducting only reasonable
2001 operation and maintenance expenses. Said City shall not be obligated to pay said Bond with
2002 the interest thereon except from said special fund and neither this Bond nor this issue of
2003 which it forms a part is guaranteed or secured by any property of the City other than the
2004 revenues from said combined Water, Water Pollution Control and Stormwater Utilities, nor
2005 does this Bond constitute any indebtedness of said City which is payable in any manner
2006 from taxation and limit in any way the power of the City of issue bonds for any other
2007 purpose.
2008

2009 The City and the Bond Registrar may deem and treat the person in whose name this
2010 Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or
2011 on account of, the principal hereof, or redemption price hereof and interest due hereon and
2012 for all other purposes.
2013

2014 The Bonds are being issued by means of a book-entry system with no physical
2015 distribution of bond certificates to be made except as provided in the Resolution. One Bond
2016 certificate with respect to each date on which the Bonds are stated to mature or with respect
2017 to each form of Bonds, registered in the nominee name of the Securities Depository, is being
2018 issued and required to be deposited with the Securities Depository and immobilized in its
2019 custody. The book-entry system will evidence positions held in the Bonds by the Securities
2020 Depository's participants, beneficial ownership of the Bonds in authorized denominations
2021 being evidenced in the records of such participants. Transfers of ownership shall be effected
2022 on the records of the Securities Depository and its participants pursuant to rules and
2023 procedures established by the Securities Depository and its participants. The City and the
2024 Paying Agent will recognize the Securities Depository nominee, while the registered owner
2025 of the Bond, as the Owner of this Bond for all purposes, including (i) payments of principal
2026 of, and redemption premium, if any, and interest on, this Bond, (ii) notices and (iii) voting.
2027 Transfer of principal, interest and any redemption premium payments to participants of the
2028 Securities Depository, and transfer of principal, interest and any redemption premium
2029 payments to beneficial owners of the Bonds by participants of the Securities Depository will
2030 be the responsibility of such participants and other nominees of such beneficial owners. The
2031 City and the Paying Agent will not be responsible or liable for such transfers of payments or
2032 for maintaining, supervising or reviewing the records maintained by the Securities
2033 Depository, the Securities Depository nominee, its participants or persons acting through
2034 such participants. While the Securities Depository nominee is the owner of this Bond,

2035 notwithstanding the provision hereinabove contained, payments of principal of, redemption
2036 premium, if any, and interest on this Bond shall be made in accordance with existing
2037 arrangements among the City, the Paying Agent and the Securities Depository.

2038

2039 **EXCEPT AS OTHERWISE PROVIDED IN THE ORDINANCE, THIS**
2040 **GLOBAL BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY**
2041 **TO ANOTHER NOMINEE OF THE SECURITIES DEPOSITORY OR TO A**
2042 **SUCCESSOR SECURITIES DEPOSITORY OR TO A NOMINEE OF A**
2043 **SUCCESSOR SECURITIES DEPOSITORY.**

2044

2045 This Bond is transferable by the registered owner hereof in person or by his attorney
2046 duly authorized in writing at the principal office of the Bond Registrar, but only in the
2047 manner, subject to the limitations and upon payment of the charges provided in the
2048 Resolution, and upon surrender and cancellation of this Bond. The City shall pay out of the
2049 proceeds of the Bonds or from other funds all costs incurred in connection with the issuance,
2050 transfer, exchange, registration, redemption or payment of the Bonds except (a) the
2051 reasonable fees and expenses in connection with the replacement of a Bond or Bonds
2052 mutilated, stolen, lost or destroyed or (b) any tax or other governmental charge imposed in
2053 relation to the transfer, exchange, registration, redemption or payment of the Bonds. Upon
2054 such transfer a replacement Bond or Bonds of authorized denominations of the same
2055 maturity and for the same aggregate principal amount will be issued to the transferee in
2056 exchange therefore.

2057

2058 It is hereby certified and declared that all acts, conditions and things required to be
2059 done and to exist precedent to and in the issuance of this Bond have been properly done and
2060 performed and do exist in due and regular form and manner as required by the Constitution
2061 and Laws of the State of Kansas, and that the total indebtedness of said City, including this
2062 series of bonds, does not exceed any constitutional or statutory limitation.

2063

2064 This Bond shall not be valid or become obligatory for any purpose until the
2065 Certificate of Authentication and Registration hereon shall have been lawfully executed by
2066 the Bond Registrar.

2067

2068 IN WITNESS WHEREOF, the said City of Topeka, in the State of Kansas, by its
2069 governing body, has caused this Bond to be executed by its Mayor and attested by its City
2070 Clerk by their manual signatures with its corporate seal to be affixed hereon, all as of the 6th
2071 day of September, 2016.

2072

CITY OF TOPEKA, KANSAS

2073

2074

(manual)

2075

Mayor

2076

2077

2078

ATTEST: (manual)

2079

(SEAL)

City Clerk

2080

2081
2082
2083
2084
2085
2086
2087
2088
2089
2090
2091
2092
2093
2094
2095
2096
2097
2098
2099
2100
2101
2102
2103
2104
2105
2106
2107
2108
2109
2110
2111
2112
2113
2114
2115
2116
2117
2118
2119
2120
2121
2122
2123
2124
2125
2126

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the City of Topeka, Kansas, Combined Utility Improvement and Refunding Revenue Bonds, Series 2016-A described in the within mentioned Resolution.

Registration Date: _____

OFFICE OF THE STATE TREASURER
Topeka, Kansas,
as Bond Registrar and Paying Agent

By _____

I.D.#: _____

BOND ASSIGNMENT

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

(Name and Address)

(Social Security or Taxpayer Identifying No.)

the Bond to which this assignment is affixed in the outstanding principal amount of \$_____ standing in the name of the undersigned on the books of the Treasurer of the State of Kansas (the "Bond Registrar"). The undersigned does (do) hereby irrevocably constitute and appoint _____ as attorney to transfer said Bond on the books of said Bond 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)

Signature guaranty:
By _____

2127
2128
2129
2130
2131
2132
2133
2134
2135
2136
2137
2138
2139
2140
2141
2142
2143
2144
2145
2146
2147
2148
2149
2150
2151
2152
2153
2154
2155

CERTIFICATE OF CITY CLERK

I, the undersigned, City Clerk of the City of Topeka, Kansas, do hereby certify that this Bond has been duly registered in my office according to law as of September 6, 2016.

WITNESS my hand and official seal.

(manual signature)

City Clerk

(SEAL)

CERTIFICATE OF STATE TREASURER

OFFICE OF THE TREASURER, STATE OF KANSAS

I, RON ESTES, 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 Bond has been filed in my office and that this Bond was registered in my office according to law this

_____.

WITNESS my hand and official seal.

RON ESTES

TREASURER OF THE STATE OF KANSAS

(SEAL)

By _____
State Treasurer

2156
2157
2158
2159
2160

EXHIBIT B
(DTC LETTERS OF REPRESENTATIONS)

The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

[To be Completed by Issuer]

CITY OF TOPEKA, KANSAS

[Name of Issuer]

July 15, 2003

[Date]

[For Municipal Issues:

Underwriting Department—Eligibility; 50th Floor]

[For Corporate Issues:

General Counsel's Office; 49th Floor]

The Depository Trust Company

55 Water Street

New York, NY 10041-0099

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request be made eligible for deposit by The Depository Trust Company ("DTC").

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that Issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

Received and Accepted:

THE DEPOSITORY TRUST COMPANY

By: *[Signature]*



The Depository Trust &
Clearing Corporation

Very truly yours,

CITY OF TOPEKA, KANSAS

(Issuer)

By: *[Signature]*

(Authorized Officer's Signature)

Harry Felker, Mayor

(Print Name)

215 SE 7th Street

(Street Address)

Topeka, KS 66603

(City) (State) (Country)

(Zip Code)

(785) 368-3895

(Phone Number)

iwalker@topeka.org

(E-mail Address)

(To Blanket Issuer Letter of Representations)

**SAMPLE OFFERING DOCUMENT LANGUAGE
DESCRIBING BOOK-ENTRY-ONLY ISSUANCE**

(Prepared by DTC—bracketed material may be applicable only to certain issues)

1. The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the securities (the “Securities”). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue, and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.]

2. DTC, the world’s largest depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 85 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation, (NSCC, GSCC, MBSCC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has Standard & Poor’s highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC’s records. The ownership interest of each actual purchaser of each Security (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC’s records reflect only the identity

of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.]

[6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.]

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC [nor its nominee], Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

[9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.]

10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

11. Issuer may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.