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ORDINANCE NO. 19994

AN ORDINANCE INTRODUCED BY CITY MANAGER JIM COLSON AUTHORIZING THE ISSUANCE OF FULL FAITH AND CREDIT TAX INCREMENT REFUNDING BONDS, SERIES 2016, (COLLEGE HILL REDEVELOPMENT) IN THE MAXIMUM PRINCIPAL AMOUNT OF \$4,430,000 OF THE CITY OF TOPEKA, KANSAS, FOR THE PURPOSE OF CURRENTLY REFUNDING CERTAIN OUTSTANDING FULL FAITH AND CREDIT TAX INCREMENT REFUNDING BONDS; AND MAKING CERTAIN COVENANTS WITH RESPECT THERETO.

WHEREAS, the City of Topeka, Kansas, (the “City”) is a municipal corporation duly organized and existing under the laws of the State of Kansas with full and lawful power and authority under K.S.A. 12-1770 et seq., as amended, (the “Act”) to issue full faith and credit tax increment bonds to finance the undertaking of certain redevelopment projects under the authority of the Act and to issue bonds to refund all or part of such full faith and credit tax increment bonds pursuant to the provisions of K.S.A. 10-116a and amendments thereto; and

WHEREAS, pursuant to the Act, Ordinance No. 19486 of the City passed and approved November 16, 2010, and published as required by law, (the “Series 2010 Ordinance”), and a Bond Trust Indenture dated as of December 14, 2010, (the “Series 2010 Indenture”) between the City and U. S. Bank National Association, St. Louis, Missouri (the “Trustee”), the City issued it Full Faith and Credit Tax Increment Refunding Bonds, Series 2010, (College Hill Redevelopment), dated December 14, 2010, in the aggregate principal amount of \$5,805,000 (the “Series 2010 Bonds”) of which \$4,805,000 principal amount is currently outstanding as follows:

SERIAL BONDS

Stated Maturity*	Principal Amount	Annual Rate of Interest	Stated Maturity	Principal Amount	Annual Rate of Interest
August 15, 2016	\$400,000	2.25%	August 15, 2021	\$485,000	3.10%
August 15, 2017	415,000	2.25%	August 15, 2022	505,000	3.20%
August 15, 2018	430,000	2.50%	August 15, 2023	525,000	3.40%
August 15, 2019	445,000	2.75%	August 15, 2024	555,000	3.50%
August 15, 2020	465,000	3.00%	August 15, 2025	580,000	3.60%

; and

WHEREAS, pursuant to Section 702 of the Series 2010 Indenture, the City from time to time may issue bonds secured by the Series 2010 Indenture to refund any portion of the Series 2010 Bonds, and the refunding bonds so issued shall enjoy complete equality of pledge with any of the Series 2010 Bonds that are not refunded upon the funds and accounts pledged under the Series 2010 Indenture; and

WHEREAS, pursuant to Section 1011 of the Series 2010 Indenture, the U. S. Bank National Association, St. Louis, Missouri, was designated to act as Co-Paying Agent with U.S. Bank National Association, Topeka, Kansas, as the City's principal Paying Agent and Bond Registrar for the payment of the principal of and interest on the Series 2010 Bonds; and

WHEREAS, the Series 2010 Bonds maturing on or after August 15, 2017, may be called for redemption and payment prior to maturity on August 15, 2016, or thereafter in whole or in part on any dated (selection or maturities and the amount of Bonds of each maturity to be redeemed to be determined by the Trustee in such equitable manner as it may determine) at the Redemption Price of 100% (expressed as a percentage of the principal amount), plus accrued interest thereon to the Redemption Date; and

WHEREAS, the City has determined and hereby determines that it is in the best interest of the City and the patrons and taxpayers thereof that the Series 2010 Bonds maturing on and after August 15, 2017, be paid and redeemed as the same mature and otherwise become subject to redemption and payment on August 15, 2016, and that full faith and credit tax increment refunding bonds be issued in the principal amount of \$4,430,000 to be utilized together with other legally available and unencumbered funds of the City for such purpose; and

WHEREAS, pursuant to Section 301 of the Series 2010 Indenture, the City deems it necessary and advisable to call the Series 2010 Bonds maturing on and after August 15, 2017, in the principal amount of \$4,405,000 (the "Refunded Bonds") for redemption and payment on August 15, 2016 (the "Redemption Date"); and

WHEREAS, such redemption and refunding would help the City achieve interest cost savings on its bonded indebtedness, provide a more orderly plan of financing for the City and result in a general restructuring of the debt service obligation of the City; and

WHEREAS, the City has determined that it is necessary and desirable, to adopt this Ordinance in order to issue its Full Faith and Credit Tax Increment Refunding Bonds, Series 2016 (College Hill Redevelopment) (the "Bonds"), in the maximum aggregate principal amount of \$4,430,000 to currently refund the Refunded Bonds and pay the costs of issuing the Bonds.

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

Section 1. Authorization of the Bonds. The City is hereby authorized to issue and sell the Bonds in the original aggregate principal amount of not to exceed \$4,430,000, the proceeds of which will be used to currently refund the Refunded Bonds and pay certain issuance costs related to the Bonds. The Bonds shall be issued and secured pursuant to the herein authorized Indenture and shall bear such dates, shall be in such denominations, shall be in such forms, shall mature on the dates and in the principal amounts, shall bear interest at rates not to exceed 2.00% per annum and shall be subject to redemption on the dates and in the principal amounts as provided in Trust Indenture dated as of May 19, 2016, (the "Indenture"), and shall have such other terms and provisions, shall be issued, executed, authenticated and delivered in such manner

and shall be subject to such provisions, covenants and agreements, as are set forth in the Indenture.

Section 2. Security for the Bonds. The Bonds and the interest thereon shall be payable (except to the extent paid out of Bond proceeds or the income from the temporary investment thereof and under certain circumstances from insurance proceeds and condemnation awards) first from the Incremental Tax Revenues and other payments derived by the City under the Redevelopment Agreement (except for fees and expenses payable to the City, the City's right to indemnification as set forth in the Redevelopment Agreement and as otherwise expressly set forth therein) and a pledge of the City's full faith and credit to use its ad valorem taxing authority for the payment thereof in the event the Incremental Tax Revenues are not sufficient. In accordance with the City's pledge of its full faith and credit to the payment of the Bonds, the City hereby covenants and agrees to levy ad valorem taxes, which may be levied without limitation upon all the taxable property, real and personal, within the territorial limits of the City, as necessary to pay the principal of and interest on the Bonds as the same become due at maturity or upon earlier redemption. The Bonds and interest thereon shall not be deemed to constitute a debt or liability of the State of Kansas within the meaning of any state constitutional provision or statutory limitation and shall not constitute a pledge of the full faith and credit of the State of Kansas but shall be payable solely from the funds provided for in the Indenture. The issuance of the Bonds shall not, directly, indirectly or contingently, obligate the State of Kansas to levy any form of taxation therefor or to make any appropriation for their payment.

Section 3. Authorization and Approval of Documents. The following documents are hereby approved in substantially the forms presented to and reviewed by the City at this meeting (copies of which documents shall be filed in the records of the City), and the City is hereby authorized to execute and deliver each of such documents to which the City is a party (the "City Documents") with such changes therein as shall be approved by the officer or officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval and the City's approval thereof:

(a) Bond Trust Indenture dated as of the date stated therein (the "Indenture"), between the City and U.S. Bank National Association, St. Louis, Missouri, as trustee (the "Trustee");

(b) Continuing Disclosure Agreement dated as of the date stated therein (the "Continuing Disclosure Agreement"); and

(c) Tax Compliance Agreement dated as of the date stated therein (the "Tax Compliance Agreement") between the City and the Trustee.

Section 5. Approval of Use of Official Statement. The City hereby approves the use of the Preliminary Official Statement, from which a final Official Statement shall be drafted (collectively, the "Official Statement"), in connection with the sale of the Bonds, in substantially the form presented to the City (a copy of which Official Statement shall be filed in the official records of the City) with such changes therein as shall be deemed necessary by Nichols and Wolfe Chartered, bond counsel.

The Official Statement and the distribution thereof by the Original Purchaser are hereby approved for use in connection with the sales of the Bonds. The City has not participated in the preparation of the Official Statement and has not verified the accuracy of the information therein, other than information respecting the City. Accordingly, the approval of the Official Statement does not constitute approval by the City of all information contained therein or a representation by the City as to the completeness or accuracy of the information contained therein. For the purpose of enabling the Official Statement to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the "Rule"), the City hereby deems the information regarding the City contained in the Official Statement to be "final" as of its date, except for the omission of such information as is permitted by the Rule, and the appropriate officials 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 officials in their reasonable judgment deem necessary to enable the Original Purchaser to comply with the requirements of such Rule.

Section 6. Execution of Bonds and Documents. The Mayor of the City is hereby authorized and directed to execute the Bonds and to deliver the Bonds to the Trustee for authentication for and on behalf of and as the act and deed of the City in the manner provided in the Indenture. The Mayor of the City is hereby authorized and directed to execute the City Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, for and on behalf of and as the act and deed of the City. The Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City to the Bonds, the City Documents and such other documents, certificates and instruments as may be necessary.

Section 7. Tax Covenants. The City covenants and agrees that (a) it will comply with all applicable provisions of the Code, including *Sections 103 and 141 through 150*, necessary to maintain the exclusion from federal gross income of the interest on the Bonds; and (b) it will not use or permit the use of any proceeds of Bonds or any other funds of the City, nor take or permit any other action, or fail to take any action, which would adversely affect the exclusion from federal gross income of the interest on the Bonds. The City will also adopt such other ordinances or resolutions and take such other actions as may be necessary to comply with the Code and with other applicable future law, 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.

Section 8. Further Authority. The City shall, and the officers, employees and agents of the City are hereby authorized and directed to, take such action, expend such funds and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, and to carry out, comply with and perform the duties of the City with respect to the Bonds and the City Documents, including, but not limited to, agreements with respect to the investment of funds held under the Indenture.

Section 9. Governing Law. This Ordinance and the Bonds shall be governed by and construed in accordance with the applicable laws of the State.

Section 10. Effective Date. This Ordinance shall take effect and be in full force from and after its passage by the governing body of the City and publication in the official City newspaper.

PASSED and approved by the City Council on April 19, 2016.

CITY OF TOPEKA, KANSAS

(SEAL)

Larry E. Wolgast, Mayor

ATTEST:

Brenda Younger, City Clerk

I, BRENDA YOUNGER, City Clerk of the City of Topeka, Shawnee County, Kansas, do hereby certify that the above and foregoing is a true and correct copy of Ordinance No. 19994 adopted and approved by the City Council on April 19, 2016.

Brenda Younger, City Clerk