

---

**RESOLUTION NO. \_\_\_\_-2014**

**OF**

**SEDGWICK COUNTY, KANSAS**

**Relating to the**

**SedgwickCountyKansas  
Shawnee County, Kansas  
Single Family Mortgage Revenue Bonds  
(Mortgaged-Backed Securities Program)  
2004 Series A**

---

## **RESOLUTION NO. \_\_\_\_-2014**

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF ALL NECESSARY DOCUMENTS IN CONNECTION WITH THE SALE OF THE SECURITIES ACQUIRED WITH THE PROCEEDS OF THE SEDGWICK COUNTY, KANSAS AND SHAWNEE COUNTY, KANSAS SINGLE FAMILY MORTGAGE REVENUE BONDS (MORTGAGE-BACKED SECURITIES PROGRAM), 2004 SERIES A-1, A-2, A-3, A-4, A-5 AND A-6; AUTHORIZING THE EXECUTION AND DELIVERY OF INSTRUCTIONS RELATING TO THE DEFEASANCE AND REDEMPTION OF SUCH BONDS; AND AUTHORIZING THE OFFICERS, EMPLOYEES AND REPRESENTATIVES OF SEDGWICK COUNTY, KANSAS, TO DO AND PERFORM ALL THINGS NECESSARY, APPROPRIATE AND INCIDENTAL THERETO UNDER THE AUTHORITY OF THE ACT

WHEREAS, pursuant to K.S.A. 12-5219 et seq., as amended (the "Act"), and the Constitution and laws of the State of Kansas (the "State"), Sedgwick County, Kansas (the "County") and Shawnee County, Kansas ("Shawnee County", together with the County, the "Issuers") jointly issued their Single Family Mortgage Revenue Bonds (Mortgage-Backed Securities Program), 2004 Series A-1, A-2, A-3, A-4, A-5 and A-6 (collectively, the "Bonds"); and

WHEREAS, in order to secure the Bonds, the Issuers and UMB Bank, N.A. (the "Trustee") have previously entered into the Trust Indenture, dated as of July 1, 2004 (the "Indenture"); and

WHEREAS, pursuant to the Indenture, the Issuers have determined to dispose of the Securities and defease and redeem all of the Bonds; and

WHEREAS, in order to dispose of said Securities and defease and redeem the Bonds, it is necessary for the Issuers to give certain notices to the Trustee and direct the Trustee to effect the redemption of the Bonds;

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

**Section 1. Definitions.** All words and phrases not otherwise defined herein shall have the respective meanings set forth in the Indenture unless a different meaning clearly appears in context.

**Section 2. Authorization of Instructions.** For the purpose of disposing of the Securities held under the Indenture as described in the preamble to this Resolution, the Chairman of the Board of County Commissioners (the "Chairman") is hereby authorized to execute the Irrevocable Instructions to Sell Securities and Defease and Redeem Bonds (the "Instructions"), substantially in the form submitted to this meeting with such changes or amendments thereto as the Chairman shall approve, such officer's execution thereof being conclusive evidence of such approval.

**Section 3. Further Authority.** The Chairman and other officers of the County are hereby further authorized and directed to execute any and all documents and agreements required to be executed pursuant to the Indenture necessary or convenient for the execution, delivery and implementation of the Instructions and the defeasance and redemption of the Bonds.

**Section 4. Authority.** This Resolution is adopted under the authority of the Act.

**Section 5. Severability.** If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any remaining provisions of this Resolution.

**Section 6. Effective Date.** This Resolution shall be in full force and effect from and after its adoption and publication once in the official newspaper of the County.

**ADOPTED AND APPROVED** by the Board of County Commissioners of Sedgwick County, Kansas, on \_\_\_\_\_, 2014.

Commissioners present and voting were:

DAVID M. UNRUH	_____
TIM R. NORTON	_____
KARL PETERJOHN	_____
RICHARD RANZAU	_____
JAMES B. SKELTON	_____

**BOARD OF COUNTY COMMISSIONERS  
OF SEDGWICK COUNTY, KANSAS**

(Seal)

/S/ DAVID M. UNRUH  
DAVID M. UNRUH, Chairman  
Commissioner, First District

ATTEST:

/S/ TIM R. NORTON  
TIM R. NORTON, Chair Pro Tem  
Commissioner, Second District

/S/ KELLY B. ARNOLD  
KELLY B. ARNOLD, County Clerk

/S/ KARL PETERJOHN  
KARL PETERJOHN  
Commissioner, Third District

APPROVED AS TO FORM:

/S/ RICHARD RANZAU  
RICHARD RANZAU  
Commissioner, Fourth District

/S/ RICHARD A. EUSON  
RICHARD A. EUSON  
County Counselor

/S/ JAMES B. SKELTON  
JAMES B. SKELTON  
Commissioner, Fifth District