
RESOLUTION NO. ____-2015

OF

SEDGWICK COUNTY, KANSAS

Relating to the

**Sedgwick County Kansas
Shawnee County, Kansas
Single Family Mortgage Revenue Bonds
(Mortgaged-Backed Securities Program)
2006 Series A
2006 Series B**

RESOLUTION NO. ____-2015

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), 2006 SERIES A-1, A-2, A-3, A-4, A-5 AND A-6 AND 2006 SERIES B-1 AND B-2; 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), 2006 Series A-1, A-2, A-3, A-4, A-5 and A-6, and 2006 Series B-1 and B-2 (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 Indentures, dated as of February 1, 2006, and September 1, 2006 (jointly, 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 _____, 2015.

Commissioners present and voting were:

DAVID M. UNRUH
TIM R. NORTON
KARL PETERJOHN
RICHARD RANZAU
JAMES M. HOWELL

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

(Seal)

RICHARD RANZAU, Chairman
Commissioner, Fourth District

ATTEST:

KARL PETERJOHN, Chair Pro Tem
Commissioner, Third District

KELLY B. ARNOLD, County Clerk

DAVID UNRUH
Commissioner, First District

APPROVED AS TO FORM:

TIM NORTON
Commissioner, Second District



MICHAEL L. NORTH
Assistant County Counselor

JAMES M. HOWELL
Commissioner, Fifth District