

**BOARD OF COUNTY COMMISSIONERS OF
FRANKLIN COUNTY, KANSAS**

RESOLUTION NO. 13-05

A RESOLUTION AUTHORIZING THE PUBLIC SALE OF NOT TO EXCEED \$6,500,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION REFUNDING BONDS, OF FRANKLIN COUNTY, KANSAS.

WHEREAS, Franklin County, Kansas (the “County”) has previously entered into a Loan Agreement effective as of August 27, 2004 (the “2004 Agreement”), with the Kansas Department of Transportation (“KDOT”) acting on behalf of the State of Kansas, and pursuant to such 2004 Agreement, KDOT loaned funds to the County (the “2004 Loan”) to provide financing to pay the cost of certain road and related improvements; and

WHEREAS, the County has also previously entered into a Loan Agreement effective as of September 24, 2008 (the “2008 Agreement”), with KDOT acting on behalf of the State of Kansas, and pursuant to such 2008 Agreement, KDOT loaned funds to the County (the “2008 Loan”) to provide financing to pay the cost of certain bridge, road and related improvements; and

WHEREAS, on December 19, 2012, the Board of County Commissioners of the County (the “Board”) adopted Charter Resolution No. 2012-01 (the “Charter Resolution”) authorizing the issuance of general obligation bonds of the County for the purpose of prepaying loans made with KDOT; and

WHEREAS, in order to achieve interest cost savings through the prepayment of the 2004 Loan and the 2008 Loan (collectively, the “Loans”), it has become desirable and in the best interest of the County and its inhabitants to issue its General Obligation Refunding Bonds, Series 2013 (the “Bonds”) to prepay such Loans subject to the further terms set forth in this Resolution; and

WHEREAS, the Board desires to authorize the firm of George K. Baum, Kansas City, Missouri (the “Financial Advisor”), to serve as Financial Advisor for the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF FRANKLIN COUNTY, KANSAS, AS FOLLOWS:

Section 1. The Bonds in the principal amount not to exceed \$6,500,000 shall be offered at competitive public sale on March 6, 2013, at 11:00 a.m., Central Time or at such other date or time approved by the Chairman that is the date of a Board meeting. The issuance of the Bonds is conditioned on (a) the Charter Resolution becoming effective in accordance with its terms, (b) receipt of an opinion of the County’s Bond Counsel, Kutak Rock LLP (“Bond Counsel”), to the

effect that the Bonds have been validly issued and the interest on the Bonds is exempt from federal income taxation subject to the standard exceptions; and (c) debt service payment obligations for the Bonds which are less than the remaining payments due on the Loans.

Section 2. The County Administrator is authorized and directed to receive bids for the purchase of the Bonds on behalf of the County at the specified time and place and to a report on all bids so received to the Board at its meeting to be held at the time and place, at which meeting the Board shall review the bids and act on the acceptance of the best bids. Such bids may be received electronically through an experienced municipal bond electronic bid provider and through other means determined by the County Administrator, in consultation with the County's Bond Counsel and the Financial Advisor, to be in the best interest of the County.

Section 3. The Chairman and County Clerk are authorized to cause to be prepared and executed a preliminary official statement for use in connection with the public sale of the Bonds.

Section 4. The County Clerk is authorized and directed to give notice of the bond sale by publishing a summary notice of sale of the Bonds in the official County newspaper and in the *Kansas Register* not less than six days prior to the sale and by making copies of a notice of sale and preliminary official statement available to prospective purchasers of the Bonds through such means determined by the County Administrator, in consultation with the Financial Advisor, to be in the best interest of the County.

Section 5. For the purpose of enabling the purchaser of the Bonds (the "Original Purchaser") to comply with the requirements of Rule 15c2-12(b)(1) of the Securities Exchange Commission, the appropriate officers of the County are authorized, if requested, to provide the Original Purchaser a letter or certification to the effect that the County deems the information 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 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.

Section 6. The County agrees to provide to the Original Purchaser within seven business days of the date of the sale of Bonds or within sufficient time to accompany any confirmation that requests payment from any customer of the Original Purchaser, whichever is earlier, 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 7. The County agrees to enter into a written agreement or contract on or before the date of delivery of the Bonds to provide ongoing disclosure about the County for the benefit of the holders of the Bonds as required by Rule 15c2-12(b)(5)(1) of the Securities and Exchange

Commission (the “Rule”). The County further designates Kutak Rock LLP as an agent of the County for the purpose of obtaining and disseminating information in connection with the Rule.

Section 8. The County Administrator, the County Clerk, the County’s Bond Counsel, the Financial Advisor, and the other officers and representatives of the County are authorized and directed to take such other action as may be necessary to carry out the public sale of the Bonds including, but not limited to, providing notice of the exercise of the County’s option to prepay the Loans and the execution of the attached Fiduciary Engagement Letter.

Section 9. This Resolution shall be in full force and effect from and after its adoption.

ADOPTED BY THE BOARD OF COUNTY COMMISSIONERS OF FRANKLIN COUNTY,
KANSAS, ON JANUARY 16, 2013.

/s/Steven W. Harris
Chairman

ATTEST:

/s/Janet Paddock
County Clerk