

COPY

OVERBROOK, KANSAS

RESOLUTION NO. 30

A RESOLUTION OF THE GOVERNING BODY OF OVERBROOK, KANSAS (THE "COOPERATING JURISDICTION") AUTHORIZING THE EXECUTION OF A COOPERATION AGREEMENT PURSUANT TO THE KANSAS LOCAL RESIDENTIAL HOUSING FINANCE LAW, K.S.A. 12-5219 *ET SEQ.*, AS AMENDED, BETWEEN THE COOPERATING JURISDICTION AND SEDGWICK COUNTY, KANSAS, AND SHAWNEE COUNTY, KANSAS (THE "ISSUERS"), AUTHORIZING THE ISSUERS TO EXERCISE, ON BEHALF OF THE COOPERATING JURISDICTION, THE AUTHORITY AND POWERS CONFERRED BY THE KANSAS LOCAL RESIDENTIAL HOUSING FINANCE LAW IN CONNECTION WITH THE ISSUANCE BY THE ISSUERS OF THEIR GNMA COLLATERALIZED MORTGAGE REVENUE BONDS.

WHEREAS, the Governing Bodies of the Issuers, in cooperation with one or more counties and cities of the State of Kansas (the "State"), desire to undertake a program to provide decent, safe and sanitary housing for persons of low and moderate income and to issue bonds and other obligations and to provide security therefor, all in accordance with the Kansas Local Residential Housing Financing Law, K.S.A. 12-5219 *et seq.*, as amended (the "Act");

WHEREAS, the Governing Body of Overbrook, Kansas (the "Cooperating Jurisdiction"), in cooperation with the Issuers, also desires to undertake a program to provide decent, safe and sanitary housing for persons of low and moderate income and to issue bonds and other obligations and to provide security therefor, all in accordance with the Act; and

WHEREAS, the Act provides that one or more cities and counties may join together and cooperate with one another in the exercise of any powers conferred under the Act, either jointly or otherwise, in accordance with and pursuant to a written agreement between or among such cooperating cities and counties; and

WHEREAS, the Cooperating Jurisdiction has not engaged in any act or executed any power authorized by the Act, or comparable acts or powers authorized or contemplated under the Constitution of the State, the Act or any other law of the State, which would impair the authority of the Cooperating Jurisdiction to enter into the Cooperation Agreement; and

WHEREAS, the adoption of this Resolution by the Cooperating Jurisdiction authorizing the execution of the Cooperation Agreement and the exercise thereof will not conflict with or constitute on the part of the Cooperating Jurisdiction a breach of or default under the laws of the State, including the Act, or any other agreement, indenture or instrument to which the Cooperating Jurisdiction is a party or by which the Cooperating Jurisdiction is bound; and

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF
OVERBROOK, KANSAS:

Section 1. The Cooperating Jurisdiction hereby agrees to join and cooperate with the Issuers in implementing and carrying out a residential housing finance plan pursuant to and in accordance with the Act and a Cooperation Agreement between the Cooperating Jurisdiction and the Issuer (the "Cooperation Agreement").

Section 2. The Mayor and the City Clerk are hereby authorized to execute the Cooperation Agreement in substantially the form attached hereto as Exhibit A.

Section 3. The Mayor and the City Clerk are hereby authorized to take such other actions, and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the provisions of this Resolution and to carry out, comply with and perform the duties of the Cooperating Jurisdiction with respect to the Cooperation Agreement, all as necessary to carry out and give effect to the transactions contemplated by this Resolution.

ADOPTED THIS _____ DAY OF _____, 1992.

OVERBROOK, KANSAS

By _____
Mayor

(Seal)

ATTEST:

City Clerk