

RESOLUTION NO. 06-007

A RESOLUTION AUTHORIZING THE EXECUTION OF A FIRST AMENDMENT TO A CERTAIN LOAN AGREEMENT BETWEEN FRANKLIN County, KANSAS, AND THE STATE OF KANSAS, ACTING BY AND THROUGH THE KANSAS DEPARTMENT OF TRANSPORTATION FOR THE PURPOSE OF ALTERING CERTAIN DETAILS TO SAID LOAN; AUTHORIZING AND APPROVING CERTAIN DOCUMENTS IN CONNECTION THEREWITH AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION WITH THE LOAN AGREEMENT.

WHEREAS, Franklin County (the "County") has heretofore entered into a certain loan agreement with the State of Kansas by and through the Kansas Department of Transportation dated August 27, 2004 (the "Loan Agreement"); and

WHEREAS, said Loan Agreement was entered into for the benefit of the County (TRF No. TR 001); and

WHEREAS, KDOT and the County have determined that it is necessary, appropriate and in the best interests of the parties to enter into a First Amendment to the Loan Agreement (the "First Amendment") and to complete and execute certain other documents relating thereto, and to take certain actions required in order to implement the Loan Agreement as amended by the First Amendment.

WHEREAS, pursuant to Section 6.04 of the Loan Agreement the County understands that the prior written consent of the Kansas Development Finance Authority is required to effect any amendment to the Loan Agreement.

THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF FRANKLIN County, KANSAS:

Section 1. Authorization of Amendment to Loan Agreement. The Borrower is hereby authorized to amend the Loan Agreement with the First Amendment, with an effective date of October 25, 2005, with the State of Kansas acting by and through the Kansas Department of Transportation The Chairman of the Board of County Commissioners (the "Chairman") and County Clerk (the "Clerk") are hereby authorized to execute the First Amendment in substantially that form presented to the governing body this date, with such changes or modifications thereto as may be approved by the Chairman and the Borrower's legal counsel, the Chairman's execution of the First Amendment being conclusive evidence of such approval.

Section 2. Further Authority. The Chairman, Clerk, and other officials, including legal counsel, all of the Borrower are hereby further authorized and directed to execute any and all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, and to make alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 3. Limitation of Scope of Amendment. The Loan Agreement and all documents authorizing said instruments remain in full force and effect except as and to the extent herein provided.

Section 4. Effective Date. This Resolution shall take effect and be in full force from and after its adoption by the governing body.

ADOPTED by the governing body of Franklin County, Kansas, on January 23, 2006, and signed by the Chairma
n.

(SEAL)

/s/ John E. Taylor
John "Ed" Taylor, Chairman, Board of County Commissioners

ATTEST:

/s/ Shari Perry
Shari Perry, County Clerk

APPROVED:

/s/ Scott Ryburn
R. Scott Ryburn, County Counselor