

**IN THE COUNTY LEGISLATURE OF JACKSON COUNTY, MISSOURI**

**A RESOLUTION** approving the execution and delivery of Supplemental Trust Indenture No. 2 (the "Supplemental Indenture") to the Trust Indenture dated as of August 1, 2006, as amended, between Jackson County, Missouri (the "County"), and Bank of Kansas City, N.A., as successor trustee (the "Trustee"), which secures \$447,240,000.00 original principal amount of Jackson County, Missouri, Special Obligation Bonds (Harry S Truman Sports Complex Project) Series 2006, and authorizing certain other actions in connection with the execution and delivery of the Supplemental Indenture.

**RESOLUTION #17468**, January 10, 2011

**INTRODUCED BY** Dennis Waits, County Legislator

WHEREAS, the County operates pursuant to its county charter (the "County Charter"), and is a political subdivision of the State of Missouri, duly created, organized and existing under and by virtue of the Constitution and laws of the State of Missouri; and,

WHEREAS, the County and the Trustee have executed and entered into a Trust Indenture dated as of August 1, 2006 (the "Original Indenture"), for the purpose of issuing and securing \$447,240,000.00 principal amount of Jackson County, Missouri, Special Obligation Bonds (Harry S Truman Sports Complex Project) Series 2006 (the "Bonds"), for the purpose of providing funds for capital improvements and to provide that the principal of and interest on such special obligation bonds be payable solely from the revenues derived from annual appropriations by the Legislature and other sources as provided in the Original Indenture; and,

WHEREAS, the County desires to execute and deliver the Supplemental Indenture for the

purpose of amending and supplementing the Original Indenture to correct certain ambiguities and omissions therein; and,

WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best interest of the County and of its inhabitants that such amendments and supplements be made to the Original Indenture by and through the execution and delivery of the Supplemental Indenture; and,

WHEREAS, the County and the Trustee are authorized under Section 1201 of the Original Indenture, without the consent of the owners of the Bonds, to amend or supplement the Indenture for certain purposes specified therein, subject to the terms and provisions contained in the Original Indenture; now therefore,

BE IT RESOLVED by the County Legislature of Jackson County, Missouri as follows:

Section 1. Authorization of Documents. The County is hereby authorized to enter into the Supplemental Indenture, in substantially the form attached hereto with such changes therein as shall be approved by the officers of the County executing such document, such officers' signatures thereon being conclusive evidence of their approval thereof.

Section 2. Execution of Documents. The County is hereby authorized to enter into and the County Executive of the County is hereby authorized and directed to execute

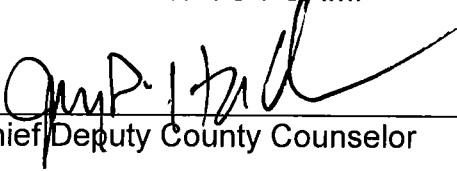
and deliver, for and on behalf of and as the act and deed of the County, the Supplemental Indenture and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution. The Clerk of the County Legislature is hereby authorized to attest to such documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

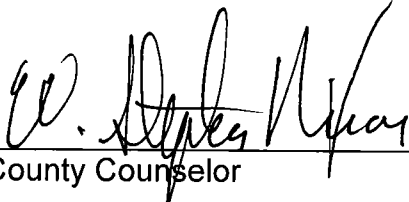
Section 3. Further Authority. The officers, agents, and employees of the County, including the County Executive and the Clerk of the County Legislature, shall be, and they hereby are, authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, and to carry out, comply with and perform the duties of the County with respect to the Supplemental Indenture, to make alterations, changes or additions in the 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 4. Effective Date. This Resolution shall take effect and be in full force immediately upon its adoption by the Legislature.

Effective Date: This Resolution shall be effective Immediately upon its passage by the majority of the Legislature.

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Chief Deputy County Counselor

  
\_\_\_\_\_  
County Counselor

Certificate of Passage

I hereby certify that the attached resolution, Resolution #17468 of January 10, 2011, was duly passed on January 10, 2011 by the Jackson County Legislature. The votes thereon were as follows:

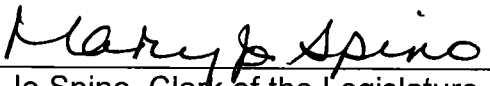
Yeas 7

Nays 0

Abstaining 0

Absent 2

1-10-11  
Date

  
\_\_\_\_\_  
Mary Jo Spino, Clerk of the Legislature