

AGREEMENT

THIS AGREEMENT is made and entered into by and among the City of Overland Park, Kansas (hereinafter referred to "CITY"), First National Bank of Kansas (hereinafter referred to as "BANK") and First National Bank of Omaha ("SAFEKEEPING BANK"), as of this _____ day of _____, 2002.

RECITALS

WHEREAS, BANK has been selected by CITY as an appropriate banking institution to act as a safekeeping bank for securities and other property owned by CITY, and BANK and CITY have entered into that certain Safekeeping Account Agreement dated December 19, 2001 (the "Safekeeping Account Agreement"); and

WHEREAS, BANK has agreed to secure CITY's public deposits by granting to CITY a security interest in certain collateral owned by BANK which collateral meets the requirements described in K.S.A. 9-1402, as amended, and CITY's Investment Policy, and BANK and CITY have entered into that certain Security Agreement dated December 19, 2001 (the "Security Agreement");

WHEREAS, pursuant to that certain Pledge and Custodial Agreement dated December 19, 2001 (the "Pledge and Custodial Agreement"), SAFEKEEPING BANK has agreed to act as a disinterested banking institution to safe keep and hold the collateral pledged by BANK under the Security Agreement; and

WHEREAS, CITY and BANK desire to extend the term of the foregoing agreements pursuant to the terms and conditions of this Agreement; and

NOW, THEREFORE, for and in consideration of the foregoing preambles and other good and valuable consideration, the legal sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Extended Termination Date. The Safekeeping Account Agreement, the Security Agreement, and the Pledge and Custodial Agreement are hereby extended to December 31, 2006, with a one (1) year right of renewal exercisable by CITY upon written notice to BANK within sixty (60) calendar days prior to December 31, 2006.

2. Other Terms. Except as amended by this Agreement, all other terms and conditions of the Safekeeping Account Agreement, the Security Agreement, and the Pledge and Custodial Agreement shall remain in full force and affect.

The parties hereto have caused this Agreement to be executed as of the date first above referenced.

CITY OF OVERLAND PARK, KANSAS

By: _____
Ed Eilert, Mayor

ATTEST:

Marian Cook, City Clerk

APPROVED AS TO FORM:

Jane Neff-Brain
Senior Assistant City Attorney

FIRST NATIONAL BANK OF KANSAS

By: _____

ATTEST:

FIRST NATIONAL BANK OF OMANA

By: _____

ATTEST:
