

ORDINANCE #66771
Board Bill No. 147

An ordinance recommended by the Board of Estimate and Apportionment authorizing and directing the St. Louis Municipal Finance Corporation (the "Corporation") to issue and sell its City Justice Center Leasehold Revenue Refunding Bonds, Series 2005 (the "Series 2005 Bonds") in an aggregate principal amount of not to exceed \$16,000,000 in order to refund all or a portion of its City Justice Center Leasehold Revenue Improvement Bonds, Series 2000A (the "Refunded Bonds"), for the general welfare, safety and benefit of the citizens of the City of St. Louis, Missouri (the "City"); authorizing and directing the Corporation to execute and deliver a Fourth Supplemental Indenture of Trust, a Second Supplemental Base Lease, a Second Supplemental Lease Agreement, an Official Statement, a Bond Purchase Agreement, and an Escrow Agreement; authorizing the City to execute the Second Supplemental Base Lease, the Second Supplemental Lease Agreement, a Continuing Disclosure Agreement, the Official Statement, the Bond Purchase Agreement, the Escrow Agreement, and if, necessary, the Fourth Supplemental Indenture of Trust; authorizing the Corporation and the City to obtain credit enhancement for the Series 2005 Bonds from a Credit Provider, authorizing the payment of any obligations due to a Credit Provider, if any, and authorizing the Comptroller and any other appropriate City officials, if necessary, to execute any Credit Agreement or other documents related thereto; authorizing participation of appropriate City officials in preparing the Corporation's Preliminary Official Statement and final Official Statement for the Series 2005 Bonds; authorizing the acceptance of the terms of the Bond Purchase Agreement and the taking of further actions with respect thereto; and authorizing and directing the taking of other actions and approval and execution of other documents as necessary or desirable to carry out and comply with the intent hereof; and containing an emergency clause.

WHEREAS, the Board of Aldermen of the City has previously authorized and directed the issuance by the Corporation of the Refunded Bonds pursuant to an Indenture of Trust between the Corporation and UMB Bank of St. Louis, N.A., as trustee (the "Trustee"), dated as of August 1, 1996, as amended and supplemented (the "Indenture") to finance completion of the Project (as defined in the Indenture);

WHEREAS, the City has determined that it is in the best interest of the City to authorize and direct the Corporation to issue bonds for the purpose of refunding all or a portion of the Refunded Bonds; and

WHEREAS, the Board of Aldermen of the City has heretofore pledged as security for the Bonds certain State Reimbursements (as hereinafter defined) paid to the City as provided in the Pledge Agreement;

WHEREAS, it is necessary and desirable in connection with the issuance of the Series 2005 Bonds for the City and/or the Corporation to execute and deliver certain documents and take certain other actions as herein provided.

NOW THEREFORE, BE IT ORDAINED BY THE CITY OF ST. LOUIS AS FOLLOWS:

Section 1. Definitions. Capitalized terms used herein and not defined in this Ordinance shall have the meanings ascribed to such terms in the Indenture. As used in this Ordinance, the following words shall be defined as follows:

"Base Lease" means the Base Lease, between the City and the Corporation, as lessor, dated as of August 1, 1996, as amended and supplemented by the Second Supplemental Base Lease, pursuant to which the City conveyed a leasehold interest in the Property to the Corporation.

"Bond Purchase Agreement" means the Bond Purchase Agreement or Bond Purchase Agreements related to the issuance and sale of the Series 2005 Bonds.

"City Justice Center" means the City Justice Center located on the real property described on Tract II of Schedule I to the Lease Agreement, and situated in the City and any other real or personal property hereafter acquired by the Corporation and leased by the Corporation to the City pursuant to any supplemental Lease Agreement with respect to the City Justice Center and appurtenant easements, rights-of-way, improvements, paving and personal property necessary, convenient and appurtenant thereto, and any modifications, alterations or changes in, on or to the foregoing or any repairs thereto or thereof.

"Credit Agreement" means any agreement by and among the Credit Provider, the City and the Corporation providing for Credit Enhancement.

"Credit Enhancement" means a letter of credit, liquidity facility, a surety bond or bond insurance policy or policies, issued

by a Credit Provider guaranteeing, providing for or insuring the payment of all or a portion of the principal of and interest on one or more series of Bonds as provided therein.

“**Credit Provider**” means the issuer or issuers of any Credit Enhancement, if any, pursuant to or identified in the Fourth Supplemental Indenture.

“**Escrow Agreement**” means the Escrow Agreement among the City, the Corporation and UMB Bank, N.A., as escrow agent.

“**Financial Advisor**” means P.G. Corbin & Company, Inc., the financial advisor to the City with respect to the Series 2005 Bonds.

“**Fourth Supplemental Indenture**” means the Fourth Supplemental Indenture of Trust between the Corporation and the Trustee, securing the Series 2005 Bonds.

“**Lease Agreement**” means the Lease Purchase Agreement between the Corporation and the City, dated as of the August 1, 1996, as amended and supplemented by the Second Supplemental Lease Agreement, pursuant to which the Corporation conveyed a leasehold interest in the Property to the City, and the City leased the Property, together with any improvements thereon, from the Corporation and agreed to pay Rentals and Additional Rentals, subject to annual appropriation, equal to the principal and interest due on the Bonds.

“**Official Statement**” means the preliminary or final Official Statement or Official Statements prepared in connection with the issuance, sale and delivery of the Series 2005 Bonds.

“**Pledge Agreement**” means the Pledge Agreement, dated as of August 1, 1996, between the City and the Trustee, dated as of August 1, 1996.

“**Pledged Revenues**” means State Reimbursements pledged under the Pledge Agreement.

“**Property**” means the real and personal property described on Revised Schedule I to the Lease Agreement together with any improvements constructed thereon.

“**Refunded Bonds**” means all or a portion of the outstanding St. Louis Municipal Finance Corporation Leasehold Revenue Improvement Bonds, Series 2000A, dated February 1, 2000, as more particularly described in the Second Supplemental Indenture.

“**Second Supplemental Base Lease**” means the Second Supplemental Base Lease, between the City and the Corporation.

“**Second Supplemental Lease Agreement**” means the Second Supplemental Lease Purchase Agreement, between the Corporation and the City.

“**Series 2005 Bonds**” means the Series 2005 Bonds authorized pursuant to the Fourth Supplemental Indenture.

“**State Reimbursements**” means certain prisoner per diem cost reimbursements received by the City pursuant to Section 221.105 Revised Statutes of Missouri, as amended, from the State of Missouri.

“**Trustee**” means UMB Bank, N. A., St. Louis, Missouri, as trustee or any successor thereto under the Indenture.

“**Underwriters**” means the underwriters with respect to the Series 2005 Bonds.

Section 2. Findings and Determinations. The Board of Aldermen hereby finds and determines that it is necessary and in the best interests of the City:

(a) to authorize and direct the Corporation to issue, if market conditions warrant, its Series 2005 Bonds (i) to refund the Refunded Bonds, (ii) to provide for a debt service reserve fund and/or Credit Enhancement for the Series 2005 Bonds, and (iii) to pay reasonable expenses incurred by the Corporation and City in connection with the issuance and sale of the Series 2005 Bonds; and

(b) to authorize and direct the Corporation to enter into a negotiated sale of the Series 2005 Bonds to the Underwriters.

Section 3. Authority and Direction to Issue the Series 2005 Bonds. The City hereby authorizes and directs the Corporation, if market conditions warrant, to issue its City Justice Center Leasehold Revenue Refunding Bonds, Series 2005, in an aggregate principal amount not to exceed \$16,000,000 (the "Series 2005 Bonds") on behalf of the City for the purposes set forth in Section 2 hereof. The Series 2005 Bonds (i) shall have a final maturity not more than 30 years from their date of issuance, (ii) shall bear a fixed rate of interest of not more than 10%, and (iii) may be sold at a premium or at a discount with such discount not to exceed the maximum discount allowable under Missouri law. The terms and provisions of the Series 2005 Bonds shall be as provided in the Fourth Supplemental Indenture.

Section 4. Limited Obligations. The Series 2005 Bonds and the interest thereon shall be limited obligations payable by the Corporation solely from (i) the Pledged Revenues, (ii) Rentals and Additional Rentals received by the Corporation from the City or received by the Trustee on behalf of the City and reasonably expected to be used to pay debt service on the Series 2005 Bonds pursuant to the Pledge Agreement and Lease Agreement, and (iii) any amounts payable by any Credit Provider in connection with any Credit Enhancement on the Series 2005 Bonds. The Bonds and the interest thereon shall not constitute an indebtedness of the City or State of Missouri within the meaning of any constitutional or statutory debt limitation or restriction. The obligation of the City to make payments of Rentals and Additional Rentals and other amounts under the Lease Agreement is subject to annual appropriation as provided therein. Neither the obligation of the City to make such payments under the Lease Agreement nor the Series 2005 Bonds shall constitute a debt of the City. The issuance of the Series 2005 Bonds will not directly or contingently obligate the City to make any payments beyond those appropriated for its then current fiscal year. The terms and provisions of the Series 2005 Bonds shall be as provided for in the Fourth Supplemental Indenture.

Section 5. Authority and Direction to Execute and Deliver Certain Documents. In connection with the issuance of the Series 2005 Bonds, the City hereby authorizes and directs the Corporation to execute and deliver the Fourth Supplemental Indenture, the Second Supplemental Base Lease, the Second Supplemental Lease Agreement, the Escrow Agreement, and such other documents, certificates and instruments as may be necessary or desirable to facilitate the issuance of the Series 2005 Bonds and to carry out and comply with the intent of this Ordinance, in such form as shall be approved by the City Counselor and by the appropriate officers of the Corporation executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof.

Section 6. Authority and Direction to Sell the Series 2005 Bonds in a Negotiated Sale. In connection with the issuance of the Series 2005 Bonds, the City hereby authorizes and directs the Corporation to negotiate the sale thereof with the Underwriters, subject to the provisions of this Ordinance. The City further hereby authorizes and directs the Corporation to prepare, at the request of the Underwriters, the preliminary Official Statement and the final Official Statement, to execute and deliver the final Official Statement and to execute and deliver the Bond Purchase Agreement, in connection with such negotiated sale of the Series 2005 Bonds.

Section 7. Authority and Direction to Obtain Credit Enhancement. The City hereby authorizes and directs the Corporation to obtain Credit Enhancement for the Series 2005 Bonds from a Credit Provider with such credit rating that, in the opinion of the Underwriters and the Financial Advisor, will achieve an economic benefit for the City if the Series 2005 Bonds are secured by such Credit Enhancement. Any Credit Agreement executed in connection therewith may pledge Pledged Revenues, Rentals and Additional Rentals on a parity basis to payment of (i) debt service on the Bonds and (ii) any amounts due and owing to the Credit Provider under the Credit Agreement. The Comptroller is hereby authorized to approve the terms of any agreement for Credit Enhancement with the Credit Provider, and the Comptroller, with the advice of the City Counselor as to form thereof, is hereby authorized and directed to execute such agreement for Credit Enhancement and other documents in connection therewith as required to obtain the Credit Enhancement.

Section 8. Authorization with Respect to Execution and Delivery of Documents. The Mayor and Comptroller of the City are hereby authorized and directed to execute, acknowledge and deliver the Second Supplemental Base Lease, the Second Supplemental Lease Agreement, the Escrow Agreement, and such other documents, certificates and instruments as may be necessary or desirable to facilitate the issuance of the Series 2005 Bonds and to carry out and comply with the intent of this Ordinance in substantially such forms, not inconsistent with the provisions of this Ordinance, as the Mayor and Comptroller shall approve with the advice of the Underwriters and the Financial Advisor, and which the City Counselor shall approve as to form, and the Register of the City is hereby authorized and directed to affix the corporate seal of the City thereto and to attest the same and the signature of the Mayor and the Comptroller shall be conclusive as to their approval of such changes or modifications by the City.

Section 9. Authorization with Respect to Sale of the Series 2005 Bonds. The preparation of a preliminary Official Statement and a final Official Statement, the execution and delivery of the final Official Statement by the City, and the execution and delivery of a Bond Purchase Agreement are hereby contemplated, and the Mayor, the Comptroller, and other appropriate officers, agents and employees of the City are hereby authorized and directed to, take such further actions, and execute such other documents as are required by the City thereunder, with their respective signatures thereon to be evidence of such approval by the City.

The Mayor, the Comptroller, and other appropriate officers, agents and employees of the City are hereby authorized and directed to participate with the Corporation in the preparation of the preliminary Official Statement and final Official Statement, and to execute and deliver the final Official Statement and the Continuing Disclosure Agreement in substantially such forms, not inconsistent with the provisions of this Ordinance, as the Mayor and Comptroller shall approve with the advice of the Underwriters and the Financial Advisor.

Section 10. Further Authority. The City and the Mayor, the Comptroller, the Treasurer (as to permitted investments only) and other appropriate officers, agents and employees of the City are hereby authorized to take such further actions and execute such other documents as may be necessary or desirable to carry out and comply with the intent of this Ordinance, and to carry out, comply with and perform the duties of the City with respect to the Lease Agreement, the Base Lease, any Credit Agreement, and the Escrow Agreement.

Section 11. Emergency Clause. The passage of this Ordinance being deemed necessary for the immediate preservation of the public health, moral, safety, and general welfare, shall be and is hereby declared to be an emergency measure within the meaning of Article IV, Sections 19 and 20, of the Charter of the City of St. Louis, and, as such, this ordinance shall take effect immediately upon its approval by the Mayor.

Approved: July 18, 2005