

**BOARD BILL #197CS INTRODUCED BY ALDERMAN TERRY KENNEDY,
PRESIDENT LEWIS REED, ALDERMAN FRANK WILLIAMSON, ALDERMAN
SAMUEL MOORE**

1 An Ordinance recommended by the Board of Estimate and Apportionment authorizing
2 The City of St. Louis, Missouri (the “City”) to establish green community program for the
3 purpose of making low-interest loans for residential energy efficiency projects and public
4 building energy conservation projects and to issue and sell, in one or more series, its Qualified
5 Energy Conservation Bonds (Energy Efficiency Program), Series 2014 in an aggregate principal
6 amount not to exceed \$3,900,000 (the “Series 2014 Bonds” or “Bonds”) in order to finance
7 public building energy conservation projects and the low-interest loan green community
8 program, all for the general welfare, safety and benefit of the citizens of the City, authorizing
9 and directing the City to execute and deliver the Indenture, the Tax Compliance Agreement, the
10 Continuing Disclosure Agreement, the Offering Document, the Bond Purchase Agreement, and
11 the Credit Agreement, if any (all as defined herein); authorizing the City to obtain credit
12 enhancement for the Series 2014 Bonds from a Credit Provider (as defined herein); authorizing
13 the payment of any obligations due to a Credit Provider, if any, and authorizing the Comptroller
14 and any other appropriate City officials to execute the Credit Agreement and other documents
15 related thereto, if any; authorizing participation of appropriate City officials in preparing a
16 disclosure document in the form of either an Official Statement or Private Placement
17 Memorandum (the “Offering Document”), if any; authorizing the acceptance of the terms of the
18 Bond Purchase Agreement and the taking of further actions with respect thereto; authorizing the
19 payment of certain costs of issuance, green community program expenses and/or reimbursement
20 of city general fund expenses in connection with the Series 2014 Bonds; authorizing and
21 directing the taking of other actions and approval and execution of other documents as necessary
22 or desirable to carry out and comply with the intent hereof; superseding provisions of prior
23 ordinances of the City to the extent inconsistent with the terms hereof; and containing an
24 emergency clause.

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Alderman Frank Williamson, Alderman Samuel Moore

1 WHEREAS, the City is a legally constituted constitutional charter city and political
2 subdivision of the State of Missouri, and by virtue of its constitutional home rule powers and all
3 laws applicable thereto has the power to issue the Bonds and such borrowing is for a proper
4 public purpose and in the public interest; and

5 WHEREAS, the Board of Aldermen is authorized under and by the Charter of The City
6 of St. Louis (the “Charter”) and the laws of the State of Missouri to borrow funds for the
7 development of an energy efficiency and conservation program for residential and commercial
8 property owners and public buildings; and

9 WHEREAS, the City desires to establish a “green community program” within the
10 meaning of Section 54D of the Internal Revenue Code of 1986, as amended (the “Code”) for the
11 purpose of promoting energy efficiency and conservation throughout the City; and

12 WHEREAS, the City has determined that it is advisable or necessary that one or more
13 series of Bonds be issued as “qualified energy conservation bonds” (“QECCB Bonds”) under
14 Section 54D of the Code and “qualified tax credit bonds” under Section 54A or 6431 of the Code
15 and IRS notices 2009-29, 2010-35 and 2012-44 which bonds, subject to compliance with certain
16 conditions, would be eligible for a direct payment by the United States Treasury (the “Treasury”)
17 to the City of a portion of the interest on such bonds (“Direct Interest Subsidy Payments”)
18 provided, however, that with respect to any series of Bonds issued as QECCB Bonds to finance
19 any Series 2014 Projects (as defined herein), any such portions of the Series 2014 Projects shall
20 be completed by the City for “qualified conservation purposes as defined in section 54D of the
21 Code, and

22 WHEREAS, the City has received an allocation of \$3,637,371 from the State of Missouri
23 (the “State”) to issue QECCBs in principal amount of up to \$3,637,371; and

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1 WHEREAS, QECCBs may be issued to fund projects for which 100% of the available
2 project proceeds of the QECCBs are used for qualified conservation purposes; and implementing a
3 “green community program”, including the use of loans, grants, or other repayment mechanisms
4 to implement such a program, is a qualified conservation purpose under Section 54D of the
5 Code” and

6 WHEREAS, the Board of Aldermen have determined that it is in the best interest of the
7 City to issue and sell the Series 2014 Bonds to fund all or a portion of the costs of the Series
8 2014 Projects (defined herein) through a negotiated public sale, direct purchase or a private
9 placement; and

10 WHEREAS, it is necessary and desirable in connection with the issuance of the Series
11 2014 Bonds for the City to execute and deliver certain documents and take certain other actions
12 as herein provided.

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

15 **Section 1. Definitions.** Capitalized terms used herein and not otherwise defined in
16 this Ordinance or the preambles hereto shall have the meanings ascribed to such terms in the
17 Indenture. As used in this Ordinance, the following words shall be defined as follows:

18 “Appropriated Moneys” means moneys of the City which have been annually
19 appropriated by the City to pay the principal of and interest due on the Series 2014 Bonds and
20 other payments described in the Indenture.

21 “Bond Purchase Agreement” means the Bond Purchase Agreement or Bond Purchase
22 Agreements related to the issuance and sale of the Series 2014 Bonds.

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1 “City Documents” means the Indenture, the Continuing Disclosure Agreement, the Bond
2 Purchase Agreement, the Tax Compliance Agreement, and the Credit Agreement, if any, and
3 such other documents, certificates, and instruments as may be necessary or desirable to facilitate
4 the issuance of the Series 2014 Bonds and to carry out and comply with the intent of this
5 Ordinance.

6 “Continuing Disclosure Agreement” means the Continuing Disclosure Agreement, if any,
7 with respect to the Series 2014 Bonds.

8 “Credit Agreement” means any agreement by and between the Credit Provider and the
9 City, providing for Credit Enhancement.

10 “Credit Enhancement” means a letter of credit, liquidity facility, a surety bond, or bond
11 insurance policy or policies, issued by a Credit Provider guaranteeing, providing for, or insuring
12 the payment of all or a portion of the principal of and interest on the Series 2014 Bonds as
13 provided therein.

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

16 “Indenture” means the Trust Indenture between the City and the Trustee, as may be
17 further amended pursuant to the terms thereof, pursuant to which the Series 2014 Bonds are
18 issued.

19 “Municipal Advisor” means collectively, Public Financial Management, Inc. and TKG &
20 Associates, LLC, the co-municipal advisor to the City with respect to the Series 2014 Bonds.

21 “Offering Document” means the Preliminary Official Statement or Private Placement
22 Memorandum, and the final Official Statement or Private Placement Memorandum, prepared in
23 connection with the issuance, sale, and delivery of the Series 2014 Bonds.

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1 “Private Placement Agent” means the private placement agent selected by the
2 Comptroller to assist with the placements of the Series 2014 Bonds, if any.

3 “QECCB Bonds” means bonds which are qualified energy conservation bonds pursuant to
4 Section 54D of the Code.

5 “Series 2014 Bonds” shall mean Taxable Qualified Energy Conservation Bonds, Series
6 2014A and Taxable Energy Conservation Bonds, Series 2014B, if issued, in an aggregate
7 principal amount not to exceed \$3,900,000 to fund the Series 2014 Projects and with respect to
8 such Series 2014B Bonds to pay certain costs of issuance, program fees and expenses and
9 origination fees and the reimbursing the City for its administrative costs in connection with the
10 Program; provided, however, that if the Series 2014 Bonds are not issued until 2015, the series
11 designation may be changed to Series 2015 Bonds.

12 “Series 2014 Projects” means the funding of a qualified energy conservation projects,
13 including the funding of low-interest energy efficiency loans for home and commercial property
14 owners, and/or public building energy conservation projects which qualify for financing with
15 QECCB Bonds; provided, however, that if the Series 2014 Bonds are not issued until 2015, the
16 Series 2014 Projects shall referred to as the Series 2015 Projects.

17 “Tax Compliance Agreement” means the Tax Compliance Agreement entered into by
18 and between the City and the Trustee.

19 “Trustee” means the trustee or any successor trustee designated by the Treasurer.

20 “Underwriter” means the underwriter or underwriters with respect to the Series 2014
21 Bonds, if any.

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

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1 (a) to authorize the City to issue, if market conditions warrant, the Series 2014
2 Bonds (i) to fund the Series 2014 Projects, (ii) to provide for a debt service reserve fund and/or
3 Credit Enhancement for the Series 2014 Bonds, (iii) to fund capitalized interest on the Series
4 2014 Bonds and (iv) to pay reasonable expenses incurred by the City in connection with the
5 issuance and sale of the Series 2014 Bonds, including, but not limited to, program fees, expenses
6 and the costs of program administration.

7 (b) that the Series 2014 Bonds be payable solely from amounts appropriated in
8 each fiscal year of the City (“Fiscal Year”) out of the income and revenues of the City provided
9 for such Fiscal Year plus any unencumbered balances from the previous years; and

10 (c) to authorize and direct the City to enter into a private placement agreement at
11 the recommendation of the Private Placement Agent and Municipal Advisor, a direct purchase
12 agreement or a negotiated sale of the Series 2014 Bonds to the Underwriter.

13 (d) That all of the recitals contained in the preambles to this Ordinance are full,
14 true and correct and are hereby incorporated into this Ordinance by this reference.

15 **Section 3. Establishment of Green Community Program.** The Board of
16 Aldermen hereby establishes a “green community program” within the meaning of Section
17 54D of the Code (the “Green Community Program”) for the purpose of promoting energy
18 efficiency and conservation throughout the City. The Green Community Program shall
19 include, but need not be limited to, the issuance of QECCBs to provide loans to homeowners and
20 private businesses for the retrofitting of existing homes, buildings and facilities to meet
21 program-established standards for heating, cooling, lighting, water-saving, storm water-

22 reducing, or related improvements. The Comptroller and/or the Mayor is hereby authorized to
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1 select a program administrator and other professionals to establish the standards of the Green
2 Community Program and to design, administer and market the same on behalf of the City. **The**
3 **Green Community Program shall be approved by resolution of the Board of Aldermen to**
4 **be enacted.**

5 **Section 4. Designation of Series 2014A Bonds as “Qualified Energy**
6 **Conservation Bonds.**” The Board of Aldermen hereby irrevocably designates the Series
7 2014A Bonds as “qualified energy conservation bonds’ under Section 54D of the Code and
8 elects to receive cash subsidy payments from the United States Treasury. Under Section 54D
9 of the Code, QECB Direct Interest Subsidy Payments may be made in the lesser of 100% of
10 the interest due on the applicable payment date on QECB Bonds or 70% of the amount of
11 interest that would have been due on QECB Bonds on the applicable payment date if the
12 interest were determined at the tax credit rate determined by the United States Treasury.

13 **Section 5. Authority and Direction to Issue the Series 2014 Bonds.** The City
14 hereby authorizes, if market conditions warrant, issuance of the Series 2014 Bonds for the
15 purposes set forth in 0 hereof. The Series 2014 Bonds (i) shall have a final maturity not more
16 than 20 years from their date of issuance, (ii) shall bear a fixed rate of interest of not more the
17 maximum interest rate legally permissible by the State of Missouri, and (iii) may be sold at a
18 premium or at a discount with such discount not to exceed the maximum discount allowable
19 under Missouri law. The terms and provisions of the Series 2014 Bonds shall be as provided
20 in the Indenture. Payment of the Series 2014 Bonds will be subject to annual appropriation,

21 **Section 6. Book-Entry System; Appointment of Registrar and Paying Agent.** The
22 Bonds may be issuable as book entry bonds in the form of fully registered bonds, without
23 coupons, and the registrar and paying agent may treat the person in whose name any Series

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1 2014 Bonds is registered on the bond register as the absolute owner thereof for all purposes,
2 and payment of or on account of the principal of or interest on any Series 2014 Bond shall be
3 made only to or upon the order of the registered owner thereof or his/her legal representative,
4 and the City and the registrar and paying agent shall not be affected by any notice to the
5 contrary. The Trustee is hereby appointed registrar and paying agent for the Series 2014
6 Bonds. With respect to any Bonds registered in the name of The Depository Trust Company
7 or its nominee, the City and the Registrar and Paying Agent shall recognize The Depository
8 Trust Company or its nominee as the owner of the Series 2014 Bonds for all purposes under
9 this Ordinance and the Indenture.

10 **Section 7. Limited Obligations.** The Series 2014 Bonds and the interest thereon
11 shall be limited obligations payable by the City solely from (i) proceeds of the Series 2014
12 Bonds, (ii) Appropriated Moneys, including amounts payable from the General Fund and/or
13 the repayment of the loans originated under the Green Community Programs, (iii) Direct
14 Interest Subsidy Payments received by the City from the U.S. Treasury, or by the Trustee on
15 behalf of the City, and reasonably expected to be used to pay debt service on the Series 2014
16 Bonds, (iv) amounts available in the debt service reserve fund, if any, and (v) amounts payable
17 by any Credit Provider in connection with Credit Enhancement, if any, on the Series 2014
18 Bonds. The Series 2014 Bonds and the interest thereon do not and shall not constitute an
19 indebtedness or debt of the City or the State of Missouri or any instrumentality thereof within
20 the meaning of any constitutional or statutory debt limitation or restriction. The obligation of
21 the City to make payments on the Series 2014 Bonds is subject to annual appropriation as
22 provided therein and in this Ordinance and the Indenture. The issuance of the Series 2014

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1 Bonds will not directly or contingently obligate the City to make any payments beyond those
2 appropriated for its then current Fiscal Year.

3 **Section 8. Annual Appropriation.** The Board of Aldermen hereby directs the
4 any officers of the City at any time charged with the responsibility of formulating budget
5 proposals to include in each annual budget prepared and presented to the Board of Aldermen
6 an appropriation of the amount necessary to pay debt service on the Series 2014 Bonds in the
7 next succeeding Fiscal Year without offset for any anticipated U.S. Treasury Direct Interest
8 Subsidy Payments.

9 **Section 9. Authority and Direction to Execute and Deliver City**
10 **Documents; Approval of Documents.**
11

12 (a) Series 2014 Bonds. The Bond form contained in the Indenture is hereby approved
13 on behalf of the City. The proper officials of the City are hereby authorized and directed to
14 execute and deliver the Series 2014 Bonds on behalf of the City in the manner provided in this
15 Ordinance and the Indenture in such form and with such changes, modifications or completions
16 thereof, not inconsistent with the provisions of this Ordinance, as the City officials executing
17 the same shall approve, and the signatures of the City officials executing the same shall be
18 conclusive as to their approval of such changes, modifications or completions on behalf of the
19 City. If any of the officials of the City who shall have signed or sealed any of the Series 2014
20 Bonds shall cease to be such officials of the City before the Series 2014 Bonds so signed and
21 sealed have been actually authenticated by the Trustee, or delivered by the City, such Series
22 2014 Bonds nevertheless may be authenticated, issued and delivered with the same force and
23 effect as though the person or persons who signed or sealed such Series 2014 Bonds had not
24 ceased to be such official or officials of the City; and any such Series 2014 Bonds also may be

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1 signed and sealed on behalf of the City by those persons who, at the actual date of the
2 execution of such Series 2014 Bonds, shall be the proper officials of the City, although at the
3 date of such Series 2014 Bonds any such person shall not have been such official of the City.

4 (b) Indenture. The Mayor and the Comptroller and other appropriate officials of
5 the City, with the approval as to form by the City Counselor, are hereby authorized and
6 directed to execute and deliver an Indenture authorizing the issuance of the Series 2014 Bonds
7 in such form not inconsistent with the provisions of this Ordinance, as the City officials
8 executing the same shall approve, and the Register is hereby authorized and directed to affix
9 the corporate seal of the City thereto and to attest the same, and the signatures of the City
10 officials executing the same shall be conclusive as to their approval of such changes,
11 modifications or completions on behalf of the City.

12 (c) Bond Purchase Agreement. The Mayor and the Comptroller, and other
13 appropriate officials of the City, with the approval as to form by the City Counselor, are hereby
14 authorized and directed to execute and deliver the Bond Purchase Agreement with the
15 Underwriter, direct purchaser or at the recommendation of any Private Placement Agent, if
16 any, selected by the Comptroller and the Municipal Advisor, in such form not inconsistent with
17 the provisions of this Ordinance, as the City officials executing the same shall approve, and to
18 take such further actions and to execute and deliver such other documents as are required by
19 the City thereunder with the signature of the City officials executing the same to be conclusive
20 of such approval by the City.

21 (d) Offering Document. The Mayor and the Comptroller, and other appropriate City
22 officials are hereby authorized and directed to participate in the preparation of the preliminary
23 Offering Document, if any, and the final Offering Document, if any, for the issuance and sale

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1 of the Series 2014 Bonds and are further authorized and directed to execute and deliver such
2 documents with their signature thereon to be conclusive of such approval by the City.

3 (e) The Continuing Disclosure Agreement. The Mayor and the Comptroller, and
4 other appropriate officials of the City, with the approval as to form by the City Counselor are
5 hereby authorized and directed to execute and deliver a Continuing Disclosure Agreement, if
6 required, in such form not inconsistent with the provisions of this Ordinance, as the City
7 officials executing the same shall approve, and the signatures of the City officials executing the
8 same shall be conclusive as to their approval of the Continuing Disclosure Agreement by the
9 City.

10 **Section 10. Authorization with Respect to Sale of the Series 2014 Bonds.** The
11 Mayor, the Comptroller, and other appropriate officers, agents, and employees of the City are
12 hereby authorized and directed to participate with the Underwriter or Placement Agent, if any,
13 in the preparation of the Offering Document, if any; the Mayor and the Comptroller are hereby
14 authorized and directed to execute and deliver the final Offering Document in a form that is
15 consistent with the provisions of this Ordinance, as is approved by the Mayor and the
16 Comptroller with the advice of the Underwriter or Private Placement Agent, if any, and the
17 Municipal Advisor, and as is approved as to form by the City Counselor, with the respective
18 signatures of the Mayor and the Comptroller thereon to be evidence of the approval of the City.

19 **Section 11. Authority and Direction to Obtain Credit Enhancement.** The City
20 hereby authorizes the Comptroller, in her sole discretion, to negotiate and approve the terms of
21 any agreement for Credit Enhancement for the Series 2014 Bonds and to purchase Credit
22 Enhancement with respect to the Series 2014 Bonds from a Credit Provider with such credit
23 rating that, in the opinion of the Underwriter, if any, and the Municipal Advisor, will achieve an

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1 economic benefit for the City if the Series 2014 Bonds are secured by such Credit Enhancement.
2 The fees payable with respect to any Credit Enhancement acquired for the Series 2014 Bonds
3 shall be payable out of the proceeds thereof as a cost of issuance. The Mayor and the
4 Comptroller of the City are hereby authorized to approve the terms of any such Credit
5 Agreement, and, with the advice of the City Counselor as to form thereof, are hereby authorized
6 and directed to execute such Credit Agreement and other documents in connection therewith as
7 required to obtain the Credit Enhancement.

8 **Section 12. Further Authority.** The Mayor, the Comptroller, the Treasurer (as to
9 permitted investments only), the Register, and other appropriate officers, agents, and
10 employees of the City, with the advice and concurrence of the City Counselor, are hereby
11 authorized and empowered to take such further actions and execute such other documents,
12 including, but not limited to, any documents or forms necessary to qualify the Series 2014A
13 Bonds as Qualified Energy Conservation Bonds under the Code, as may be necessary or
14 desirable to carry out and comply with the intent of this Ordinance, and to carry out, comply
15 with and perform the duties of the City with respect to the City Documents and the Offering
16 Document.

17 **Section 13. Severability.** It is hereby declared to be the intention of the Board of
18 Aldermen that each and every part, section and subsection of this Ordinance shall be separate
19 and severable from each and every other part, section, and subsection hereof and that the Board
20 of Aldermen intends to adopt each said part, section, and subsection separately and
21 independently of any other part, section, and subsection. In the event that any part, section, or
22 subsection of this Ordinance shall be determined to be or to have been unlawful or
23 unconstitutional, the remaining parts, sections, and subsections shall be and remain in full

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1 force and effect, unless the court making such finding shall determine that the valid sections of
2 this Ordinance are so essentially and inseparably connected with, and so dependent upon, the
3 illegal, unconstitutional or ineffective section that it cannot be presumed that the Board of
4 Aldermen would have enacted the valid sections without the illegal, unconstitutional or
5 ineffective section; or unless the court finds that the valid sections standing alone are
6 incomplete and are incapable of being executed in accord with the legislative intent.

7 **Section 14. Governing Law.** This Ordinance shall be governed exclusively by and
8 construed in accordance with the applicable laws of the State of Missouri without reference to
9 its conflict of laws principles.

10 **Section 15. Superseding of Inconsistent Provisions.** The provisions of this
11 Ordinance hereby amend any provision of any ordinance of the City inconsistent with the
12 terms hereof, including but not limited to Ordinance 69049, but only to the extent of such
13 inconsistency.

14 **Section 16. Emergency Clause.** The passage of this Ordinance shall be and is
15 hereby declared to be an emergency measure within the meaning of Article IV, Sections 19 and
16 20, of the Charter of The City of St. Louis, and, as such, this Ordinance shall take effect
17 immediately upon its approval by the Mayor.

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