

ORDINANCE #65764
Board Bill No. 351

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 Leasehold Revenue Refunding Bonds, Series 2003 (the "Series 2003 Bonds") in an aggregate principal amount of not to exceed \$140,000,000 in order to refund all or a portion of its outstanding \$141,795,000 Leasehold Revenue Refunding Bonds (Series 1993A Current Interest Bonds) (the "Series 1993A Current Interest Bonds") for the general welfare, safety and benefit of the citizens of the City of St. Louis, Missouri (the "City"); authorizing and directing the officers of the Corporation to execute and deliver the Fourth Supplemental and Restated Indenture of Trust, the Third Supplemental and Restated Lease Purchase Agreement, the Third Supplemental and Restated First Deed of Trust, Security Agreement and Assignment, the Official Statement, the Bond Purchase Agreement and, if desirable, the Escrow Agreement; authorizing the obtaining of credit enhancement, if any, for the Series 2003 Bonds from a Credit Provider (as defined below), 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, as defined below, Interest Rate Hedge Agreement, as defined below, Municipal Market Data rate lock, 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 2003 Bonds, and the acceptance of the terms of a Bond Purchase Agreement for the Series 2003 Bonds 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.

WHEREAS, the Board of Aldermen of the City has previously authorized and directed the issuance by the Corporation of its Leasehold Revenue Refunding Bonds, Series 1993A (the "Series 1993A Bonds"), including the Series 1993A Current Interest Bonds, pursuant to a First Supplemental Indenture of Trust between the Corporation and Mark Twain Bank, predecessor-in-interest to BNY Trust Company of Missouri, as trustee (the "Trustee"), dated as of June 15, 1993, as amended, supplemented and restated, to finance the costs of refunding the Capital Improvement and Refunding Leasehold Revenue Bonds (The City of St. Louis, Missouri, Lessee), Series 1986 issued by the Land Clearance for Redevelopment Authority in an aggregate principal amount of up to \$29,110,000; the Capital Improvement Leasehold Revenue Bonds, Series 1988 (The City of St. Louis, Missouri, Lessee) issued by the Land Clearance for Redevelopment Authority in an aggregate principal amount of up to \$80,000,000, and the Capital Improvement Leasehold Revenue Bonds, Series 1990, (the City of St. Louis, Missouri, Lessee) issued by the Land Clearance for Redevelopment Authority in an aggregate principal amount of up to \$25,000,000;

WHEREAS, the City has determined that it is in the best interest of the City to direct the Corporation to issue additional bonds to refund the Series 1993A Current Interest Bonds; and

WHEREAS, it is necessary and desirable in connection with the issuance of the Series 2003 Bonds for the City and/or the Corporation to execute and deliver certain documents, including the Fourth Supplemental and Restated Indenture of Trust, the Third Supplemental and Restated Lease Purchase Agreement, the Third Supplemental and Restated First Deed of Trust, Security Agreement and Assignment, a Continuing Disclosure Agreement, the Credit Agreement, the Official Statement, a Bond Purchase Agreement, an Interest Rate Hedge Agreement, and, if desirable, the Escrow Agreement; and that the City and the Corporation execute certain other documents, take certain other actions and approve certain other documents, 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:

"Additional Rentals" means the Additional Rentals as defined under the Indenture.

"Authority" means The Industrial Development Authority of the City of St. Louis, Missouri.

"Bond" or "Bonds" means collectively the various series of bonds issued under the Indenture.

"Bond Purchase Agreement" means the Bond Purchase Agreement or Bond Purchase Agreements related to the issuance and sale of the Series 2003 Bonds.

"City" means the City of St. Louis, Missouri.

"Corporation" means the St. Louis Municipal Finance Corporation.

“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 the Credit Agreement and identified in the Fourth Supplemental and Restated Indenture.

“Dated Date,” with respect to the Series 2003 Bonds, shall mean April 16, 2003, or such other date as may be approved by the parties signatory to the respective Supplemental Indenture.

“Deed of Trust” means the First Deed of Trust and Security Agreement dated as of June 15, 1993 by and among the Corporation, Victor Zarrilli as Mortgage Trustee, the Trustee and The Sanwa Bank, Limited, predecessor to Ambac Assurance Corporation, as credit provider, as amended and supplemented by the First Supplemental Deed of Trust, Security Agreement and Assignment dated as of August 1, 1999 by and among the Corporation, Jennifer Ericson as Mortgage Trustee, the Trustee, Ambac Assurance Corporation, as supplemented and restated by the Second Supplemental and Restated First Deed of Trust, Security Agreement and Assignment dated as of November 1, 2000 by and among the Corporation, Albert Lundy as Mortgage Trustee, the Trustee and Ambac Assurance Corporation, and as supplemented and restated by the Third Supplemental and Restated First Deed of Trust, Security Agreement and Assignment dated as of April 16, 2003 by and among the Corporation, the mortgage trustee provided therein, the Trustee and Ambac Assurance Corporation.

“Escrow Agreement” means the Escrow Agreement among the City, the Corporation and the escrow agent provided therein, dated as of the Dated Date.

“Fourth Supplemental and Restated Indenture” means the Fourth Supplemental and Restated Indenture of Trust dated as of April 16, 2003 by and among the Corporation, the Authority and the Trustee.

“Indenture” means the Indenture of Trust dated as of June 15, 1993 by and between the Corporation and the Trustee, as amended and supplemented by the First Supplemental Indenture of Trust dated as of June 15, 1993 by and between the Corporation and the Trustee, as amended and supplemented by the Second Amended and Supplemental Indenture of Trust dated as of August 1, 1999 by and between the Corporation and the Trustee, as supplemented and restated by the Third Supplemental and Restated Indenture of Trust dated as of November 15, 2000 by and among the Corporation, the Authority and the Trustee, and as supplemented and restated by the Fourth Supplemental and Restated Indenture.

“Interest Rate Hedge Agreement” means any agreement as will effectuate a “swap” of the variable interest rate on the Series 2003 Bonds or a portion thereof to a fixed rate or a Municipal Market Data rate lock for future fixed rate bonds.

“Lease Agreement” means the Lease Purchase Agreement dated as of the June 15, 1993 by and between the Corporation and the City, as amended and supplemented by the First Supplemental Lease Agreement dated as of August 1, 1999 by and between the Corporation and the City, as supplemented and restated by the Second Supplemental and Restated Lease Purchase Agreement dated as of November 15, 2003 by and among the Corporation, the City and the Authority, and as supplemented and restated by the Third Supplemental and Restated Lease Purchase Agreement dated as of April 16, 2003 by and among the Corporation, the City and the Authority, 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 2003 Bonds.

“Property” means the real property described on Exhibit B to the Lease Agreement together with any improvements constructed thereon and the personal property located thereon.

“Rentals” means the Rentals as defined under the Indenture.

“Series 1993A Bonds” means all or a portion of the outstanding St. Louis Municipal Finance Corporation Leasehold

Revenue Refunding Bonds, Series 1993A, including the Series 1993A Current Interest Bonds, as more particularly described in the Indenture.

“Series 1993A Current Interest Bonds” means all or a portion of the outstanding St. Louis Municipal Finance Corporation Leasehold Revenue Refunding Bonds (Series 1993A Current Interest Bonds), as more particularly described in the Indenture.

“Series 2000 Bonds” means the outstanding Compound Interest Leasehold Revenue Bonds, Series 2000 (St. Louis Convention Center Headquarters Hotel Project) issued by The Industrial Development Authority of the City of St. Louis, Missouri, under the Third Supplemental and Restated Indenture.

“Series 2003 Bonds” means the Series 2003 Bonds authorized pursuant to the Fourth Supplemental and Restated Indenture.

“Trustee” means BNY Trust Company of St. Louis, successor-in-interest to Mark Twain Bank, St. Louis, Missouri, as trustee or any successor thereto under the Indenture.

“Underwriters” means the underwriters with respect to the Series 2003 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 its Series 2003 Bonds (i) to refund all or a portion of the Series 1993A Current Interest Bonds, (ii) to fund a debt service reserve fund, and (iii) to pay reasonable expenses if any, incurred by the Corporation and the City in connection with the issuance and sale of the Series 2003 Bonds, pursuant to the Indenture and in accordance with the Lease Agreement and the Bond Purchase Agreement;
- (b) to authorize and direct the Corporation to enter into a negotiated sale of the Series 2003 Bonds to the Underwriters; and
- (c) to authorize and direct the Corporation to enter into a Municipal Market Data rate lock or other Interest Rate Hedge Agreement, if deemed necessary.

Section 3. Authority and Direction to Issue the Series 2003 Bonds. The City hereby authorizes and directs the Corporation to issue its Leasehold Revenue Refunding Bonds, Series 2003, in an aggregate principal amount not to exceed \$140,000,000 (the “Series 2003 Bonds”) on behalf of the City for the purposes set forth in Section 2 hereof. The City hereby ratifies and confirms all prior actions of the Corporation taken in connection with the issuance of the Series 2003 Bonds. The Series 2003 Bonds (i) shall have a final maturity not later than July 15, 2014, (ii) shall bear interest at such variable interest rate or fixed interest rate as the City reasonably expects will achieve an economic benefit to the City, 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 Series 2003 Bonds may also be issued as forward delivery or current delivery obligations. The terms and provisions of the Series 2003 Bonds shall be as provided in the Fourth Supplemental and Restated Indenture.

Section 4. Limited Obligations. The Series 2003 Bonds and the interest thereon shall be limited obligations payable by the Corporation solely from (i) the 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 2003 Bonds pursuant to the Lease Agreement and (ii) any amounts payable by any Credit Provider in connection with any Credit Enhancement on the Series 2003 Bonds. The taxing power of the City is not pledged to the payment of the Series 2003 Bonds either as to principal or interest or to the payment of Rentals or Additional Rentals under the Lease Agreement. 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. The obligation of the City to make such payments under the Lease Agreement or the Series 2003 Bonds shall not constitute a debt of the City. The issuance of the Series 2003 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 2003 Bonds shall be as provided for in the Fourth Supplemental and Restated Indenture. Notwithstanding anything herein to the contrary, the Series 2003 Bonds shall be issued in a form and under such terms as shall ensure and maintain the security and tax-exempt status of the Series 2000 Bonds and any Series 1993A Bonds still outstanding.

Section 5. Authority and Direction to Sell the Series 2003 Bonds in a Negotiated Sale. In connection with the issuance

of the Series 2003 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 2003 Bonds.

Section 6. Authority and Direction to Obtain Credit Enhancement. The City hereby authorizes and directs the Corporation to obtain Credit Enhancement for the Series 2003 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 2003 Bonds are secured by such Credit Enhancement. Any Credit Agreement executed in connection therewith may pledge 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 7. Approval of Interest Rate Hedge. The Mayor, the Comptroller, and the Treasurer, with the advice of the Underwriters and the financial advisor, and with the approval of the City Counselor as to form, are hereby authorized, empowered and directed to negotiate, execute, enter into, and deliver from time to time such agreements and other documents as will effectuate a "swap" of the variable interest rate on the Series 2003 Bonds or a portion thereof to a fixed rate, which in the reasonable judgment of such person or persons will be in the best interests of the City or a Municipal Market Data rate lock for future fixed rate securities. The City hereby agrees that any counter party payments received pursuant to such Interest Rate Hedge Agreement shall be assigned to the Trustee to pay debt service on the Series 2003 Bonds.

Section 8. Authority and Direction to Execute and Deliver Corporation Documents. In connection with the issuance of the Series 2003 Bonds, the City hereby authorizes and directs the Corporation, to approve the terms of and to execute, seal, attest and deliver the Fourth Supplemental and Restated Indenture, the Third Supplemental and Restated Lease Purchase Agreement, the Third Supplemental and Restated First Deed of Trust, Security Agreement and Assignment, the Bond Purchase Agreement, the Credit Agreement, and, if necessary, the Escrow Agreement, and such other documents, certificates and instruments as may be necessary or desirable to facilitate the issuance of the Series 2003 Bonds and to carry out and comply with the intent of this Ordinance (collectively the "Corporation Documents") 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 9. Authorization and Direction to Execute and Deliver City Documents. The City is hereby authorized to enter into, and the Mayor and the Comptroller and such other officers of the City as are appropriate are hereby authorized and directed to execute, seal, attest and deliver, for and on behalf of and as the act and deed of the City, the Third Supplemental and Restated Lease Purchase Agreement, the Bond Purchase Agreement, a Continuing Disclosure Agreement, the Credit Agreement, and, if desirable, the Escrow Agreement, and such other documents, certificates and instruments as may be necessary or desirable to facilitate the issuance of the Series 2003 Bonds and to carry out and comply with the intent of this Ordinance (collectively the "City Documents") in such form as shall be approved by the City Counselor and by the appropriate officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof. The Third Supplemental and Restated Lease Purchase Agreement shall be for a lease term to terminate no later than the final maturity of the Series 2000 Bonds, subject to annual appropriation of Rentals equal to the principal and interest due on the Series 2003 Bonds and the Series 2000 Bonds and certain Additional Rentals due under such lease. The Third Supplemental and Restated Lease Purchase Agreement shall further provide the City with an option to purchase the Convention Center Property (as defined therein) upon the defeasance, or adequate provision therefor, of the Series 2003 Bonds, the Series 2000 Bonds and any Series 1993A Bonds outstanding. The Third Supplemental and Restated Lease Purchase Agreement shall contain such other terms and provisions as shall adequately secure and protect the payment of principal and interest due on the Series 2003 Bonds, the Series 2000 Bonds and any Series 1993A Bonds outstanding.

Section 10. Authorization with Respect to Sale of the Series 2003 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, with the advice and

concurrence of the City Counselor, are hereby authorized and directed to participate with the Corporation and the Underwriters in the preparation of the preliminary Official Statement and final Official Statement, and to execute and deliver the final Official Statement and such continuing disclosure agreements as are necessary and desirable in order to assist the Underwriters in complying with Rule 15c2-12 of the Securities and Exchange Commission.

Section 11. Selection of Financial Advisor and Other Participants. The Comptroller is hereby authorized to select the financial advisor and such other advisors, counsel and participants to the Proposed Transaction as are desirable to further the purposes of this Ordinance.

Section 12. 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 Interest Rate Hedge Agreement, any Credit Agreement and the Escrow Agreement.

Section 13. Severability. It is hereby declared to be the intent of the Board of Aldermen that each and every part, section and subsection of this Ordinance shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Aldermen intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Ordinance shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accord with the legislative intent.

Section 14. Conflict. All ordinances or parts of ordinances in conflict with the provisions of this Ordinance are hereby repealed.

Clerk, Board of Aldermen

President, Board of Aldermen

Approved: Date: _____

Mayor

Truly Engrossed and Enrolled

Approved: December 24, 2002