

St. Louis City Ordinance 65087

FLOOR SUBSTITUTE
BOARD BILL NO. 178 [00]

INTRODUCED BY ALDERMAN JAMES F. SHREWSBURY, FRANCIS G. SLAY

AN ORDINANCE RECOMMENDED BY THE BOARD OF ESTIMATE AND APPORTIONMENT AUTHORIZING AND DIRECTING THE ISSUANCE BY THE CITY OF ST. LOUIS, MISSOURI OF ITS AIRPORT REVENUE BONDS, SERIES 2000A (AIRPORT DEVELOPMENT PROGRAM) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED FIVE HUNDRED MILLION DOLLARS (\$500,000,000) IN ONE OR MORE SERIES TO FINANCE THE COST OF THE ACQUISITION OF CERTAIN LAND ADJACENT TO THE AIRPORT AND THE ACQUISITION, DESIGN, CONSTRUCTION, IMPROVEMENT, RENOVATION, EXPANSION, REHABILITATION AND EQUIPPING OF CERTAIN AIRPORT FACILITIES; THE PLEDGE OF CERTAIN PASSENGER FACILITIES CHARGES; THE FUNDING OF CAPITALIZED INTEREST, IF ANY, DURING PROJECT CONSTRUCTION AND UP TO ONE YEAR AFTER PROJECT COMPLETION; THE FUNDING OF ANY REQUIRED RESERVE FUNDS AND THE PAYMENT OF CERTAIN COSTS OF ISSUANCE; SETTING FORTH CERTAIN TERMS AND CONDITIONS FOR SUCH BONDS; APPOINTING A TRUSTEE, A BOND REGISTRAR AND PAYING AGENT IN CONNECTION WITH THE BONDS; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE EIGHTH SUPPLEMENTAL INDENTURE OF TRUST TO THE INDENTURE OF TRUST; AUTHORIZING THE NEGOTIATED SALE OF THE BONDS AND THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; AUTHORIZING THE PREPARATION, EXECUTION AND DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT AND THE OFFICIAL STATEMENT AND THE PREPARATION, EXECUTION AND DELIVERY OF THE CONTINUING DISCLOSURE AGREEMENT AND OTHER MATTERS WITH RESPECT THERETO; AUTHORIZING THE NEGOTIATION AND PURCHASE OF CREDIT ENHANCEMENT, IF ANY, AND CREDIT FACILITIES

FOR ANY REQUIRED RESERVE FUNDS, IF ANY, AND THE APPROVAL AND EXECUTION OF DOCUMENTS NECESSARY TO COMPLY WITH THE DUTIES OF THE CITY UNDER ANY AGREEMENT FOR CREDIT ENHANCEMENT, IF ANY, AND A CREDIT FACILITY FOR ANY REQUIRED RESERVE FUNDS; DECLARING THE OFFICIAL INTENT OF THE CITY TO REIMBURSE ITSELF OUT OF THE PROCEEDS OF THE BONDS FOR CERTAIN EXPENDITURES OF THE CITY; AUTHORIZING THE PROPER OFFICIALS, AGENTS AND EMPLOYEES OF THE CITY TO EXECUTE SUCH DOCUMENTS AND TO TAKE SUCH ACTIONS AS ARE NECESSARY OR APPROPRIATE; REPEALING ORDINANCES OF THE CITY TO THE EXTENT INCONSISTENT WITH THE TERMS HEREOF; APPROPRIATING THE TOTAL SUM OF NOT-TO-EXCEED FIVE HUNDRED MILLION DOLLARS (\$500,000,000) FROM THE AIRPORT CONSTRUCTION FUND (THE "APPROPRIATED FUNDS"), SUCH APPROPRIATION BEING CONTINGENT UPON THE SALE OF AIRPORT REVENUE BONDS, SERIES 2000A (AIRPORT DEVELOPMENT PROGRAM), WHICH SALE IS AUTHORIZED BY THIS ORDINANCE, AND SUCH APPROPRIATED FUNDS TO BE EXPENDED TO PAY A PORTION OF THE COSTS OF THE 2000A PROJECT (DEFINED HEREIN); AND CONTAINING SEVERABILITY AND EMERGENCY CLAUSES.

WHEREAS, The City of St. Louis, Missouri (the "City"), owns an airport known as Lambert-St. Louis International Airport (the "Airport") which is operated by the Airport Authority of the City;

WHEREAS, pursuant to Article VI, Section 27 of the Constitution of the State of Missouri, as amended, the City has financed the purchasing, construction, extension and the improvement of the Airport by the issuance of various series of its negotiable interest bearing airport revenue bonds (the "Outstanding Obligations") pursuant to its respective authorizing ordinances therefor (the "Outstanding Obligations Ordinances");

WHEREAS, the City is authorized under the Constitution and laws of the State of Missouri to issue, sell and negotiate its interest-bearing revenue bonds for the purpose of paying all or a part of the costs of purchasing, constructing, extending or improving airports;

WHEREAS, because a public purpose is served in financing the 2000A Project (defined herein), the City is now prepared to issue and sell its Airport Revenue Bonds, Series 2000A (Airport Development Program) (the "Series 2000A Bonds") in an aggregate principal amount not to exceed Five Hundred Million Dollars (\$500,000,000) in one or more series;

WHEREAS, pursuant to a special election held on Tuesday, November 5, 1991, the qualified voters of the City approved the issuance by the City of revenue bonds in the aggregate principal amount of One Billion Five Hundred Million Dollars (\$1,500,000,000) for the purpose of paying the costs of purchasing, constructing, extending and improving the Airport (the "Voter Approval");

WHEREAS, pursuant to the Voter Approval, the City has heretofore issued revenue bonds for the purpose of paying the costs of purchasing, constructing, extending and improving the Airport in the aggregate principal amount of Four Hundred Sixty-One Million Three Hundred Thousand Dollars (\$461,300,000);

WHEREAS, pursuant to an Indenture of Trust dated as of October 15, 1984, between the City and Mercantile Trust Company National Association (the "Original Indenture"), the City authorized the issuance from time to time of its Airport Revenue Bonds unlimited in aggregate principal amount except as provided in the Original Indenture or limited by law;

WHEREAS, the Original Indenture has been amended and supplemented pursuant to (i) the First Supplemental Indenture, dated as of July 1, 1987, between the City and Mercantile Trust Company National Association, as predecessor in interest to State Street Bank & Trust Company of Missouri, N.A., as predecessor to UMB Bank, N.A. (formerly UMB Bank of St. Louis, N.A.) (the "Trustee"), (ii) the Second Supplemental Indenture of Trust, dated as of November 15, 1992, between the City and the Trustee (the "Second Supplemental Indenture"), (iii) the Third Supplemental Indenture of Trust, dated as of August 1, 1993, between the City and the Trustee, (iv) the Fourth Supplemental Indenture of Trust, dated as of November 1, 1993, between the City and the Trustee, (v) the Fifth Supplemental Indenture of Trust, dated as of April 1, 1996, between the City and the Trustee and (vi) the Sixth Supplemental Indenture of Trust, dated as of August 1, 1997, between the City and the Trustee (collectively, the "Prior Supplemental Original Indentures");

WHEREAS, the Original Indenture was further amended and restated by the Amended and Restated Indenture of Trust, dated as of September 10, 1997 (the "Amended Indenture") which superseded the Original Indenture and consolidated all of the amendments to the Original Indenture into the Amended Indenture;

WHEREAS, the Amended Indenture has been further amended and supplemented pursuant to the Seventh Supplemental Indenture of Trust, dated as of December 1, 1998, between the City and the Trustee (the "Supplemental Amended Indenture"; the Original Indenture, as amended and supplemented by the Prior Supplemental Original Indentures, the Amended Indenture and the Supplemental Amended Indenture is referred to collectively herein as the "Restated Indenture");

WHEREAS, the Series 2000A Bonds shall be issued and secured under and pursuant to the Restated Indenture, as supplemented, including particularly the Eighth Supplemental Indenture of Trust between the City and the Trustee (the "Eighth Supplemental Indenture"; the Restated Indenture, as supplemented by the Eighth Supplemental Indenture, is collectively referred to herein as the "Indenture") hereinafter approved;

WHEREAS, the City has determined to pledge a portion of the passenger facility charges, as hereinafter described, to the payment of the Series 2000A Bonds and all Bonds (as defined in the Indenture) outstanding from time to time under the Indenture;

WHEREAS, it is necessary for the City to enter into the Eighth Supplemental Indenture, the Bond Purchase Agreement (as hereinafter defined), the Continuing Disclosure Agreement (as hereinafter defined) and certain other agreements in connection with the issuance of the Series 2000A Bonds; and

WHEREAS, the Series 2000A Bonds shall state that the Series 2000A Bonds do not constitute an indebtedness of the City within the meaning of any constitutional or statutory limitation and the taxing power of the City is not pledged to the payment of the principal of, premium, if any, or interest on the Series 2000A Bonds;

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

Section One. Authorization of the Series 2000A Bonds.

The City does hereby authorize and direct the issuance of the Series 2000A Bonds to finance a portion of the cost of the 2000A Project and does hereby find and declare that this Ordinance is being enacted pursuant to the laws of the State of Missouri, including particularly Chapter 108, Missouri Revised Statutes, 1994, as amended, and that the issuance of the Series 2000A Bonds is for the public purposes set forth in the recitals to this Ordinance.

Section Two. Maximum Principal Amount, Purpose and Terms and Provisions of the Series 2000A Bonds.

The Board of Aldermen, acting as the governing authority of the City, does hereby authorize the City to issue the Series 2000A Bonds in one or more series in an aggregate principal amount not to exceed Five Hundred Million Dollars (\$500,000,000). The proceeds of the Series 2000A Bonds will, together with other available funds, if any, be used to finance a portion of the cost of the acquisition of certain land adjacent to the Airport and the acquisition, design, construction, improvement, renovation, expansion, rehabilitation and equipping of certain airport facilities (collectively, the "2000A Project"), the funding of capitalized interest, if any, during construction of the 2000A Project and up to one year after completion of the 2000A Project, the funding of any required reserve funds, and the payment of certain costs of issuance of the Series 2000A Bonds. Subject to the terms of this Ordinance, the City hereby authorizes and directs the Mayor and the Comptroller of the City in the exercise of their sole discretion to determine and establish the aggregate principal amount and the other terms and conditions of the Series 2000A Bonds.

Section Three. Pledge of PFC's; Source of Repayment; Security; Pledge.

A portion of the proceeds of the passenger facility charges or fees approved by the Federal Aviation Administration (the "PFC's") shall be pledged (the "Pledged PFC's") on a parity basis to the payment of the Series 2000A Bonds and all Bonds outstanding from time to time under the Indenture, as more particularly described in the Eighth

Supplemental Indenture. The pledge of the PFC's shall be in such amount, for such period of time and under such circumstances as set forth in the Eighth Supplemental Indenture. Upon delivery of the Eighth Supplemental Indenture to the Trustee and the issuance of the Series 2000A Bonds, the Pledged PFC's shall be Revenues under the terms of the Indenture.

The Series 2000A Bonds shall be secured and payable, both as to principal and interest and, except to the extent secured and payable from proceeds of the Series 2000A Bonds and certain funds established pursuant to the Indenture, solely from (i) the pledge of Revenues derived from the operation of the Airport, as set forth in the Indenture, including, without limitation, the Pledged PFC's; and (ii) any additional security for the Bonds, as may be determined by the Comptroller and as set forth in the Indenture (collectively, the "Revenues"). The rights of the owners of the Series 2000A Bonds to the GARB Revenues (which are all Revenues except for the Pledged PFC's) shall be subject and subordinate to the rights of the holders of the Outstanding Obligations under the Outstanding Obligations Ordinances and the application of the proceeds of the Series 2000A Bonds and the Revenues to the purposes and on the conditions permitted by the Indenture. Upon the issuance and sale of the Series 2000A Bonds, and subject to the prior rights of the holders of the Outstanding Obligations (described in the preceding sentence), the Revenues shall be and are hereby pledged to the payment of the Series 2000A Bonds, on a parity with all outstanding Bonds as provided in the Indenture. The Series 2000A Bonds shall be limited obligations of the City payable solely from Revenues and shall not be deemed to be an indebtedness of the State of Missouri, the City or of any political subdivision thereof, and shall not be deemed to be an indebtedness within the meaning of any constitutional or statutory limitation upon the incurring of indebtedness.

The Series 2000A Bonds shall be issued in one or more series, bear such date or dates, mature at such time or times (not exceeding thirty (30) years from their date of

issuance), bear interest at such rate or rates (not exceeding limitations set forth herein) and be subject to redemption at such time or times as shall be approved by the Mayor and the Comptroller of the City and provided for in the Eighth Supplemental Indenture as executed and delivered by the City. The Series 2000A Bonds shall be issuable with such medium of payment and at such place or places as the Indenture may provide.

Section Four. Appointment of Trustee, Bond Registrar and Paying Agent for Bonds; Designation of Fiduciaries.

UMB Bank, N.A. is hereby appointed Trustee, Bond Registrar and Paying Agent for the Series 2000A Bonds under the Indenture. Such appointment will be effective immediately upon the execution thereof and the filing of the Eighth Supplemental Indenture with the Trustee.

Section Five. Authority to Prepare, Execute and Deliver the Eighth Supplemental Indenture.

The Mayor and the Comptroller of the City are hereby authorized and directed to prepare, execute, acknowledge and deliver the Eighth Supplemental Indenture, the same to be attested by the Register of the City, with such changes therein, as shall be approved by such persons executing such document, such persons' execution to constitute conclusive evidence of such approval, and the Register is hereby authorized to affix to the Eighth Supplemental Indenture the corporate seal of the City. The Eighth Supplemental Indenture will be effective immediately upon the filing of the Eighth Supplemental Indenture with the Trustee.

Section Six. Execution of Series 2000A Bonds.

The Series 2000A Bonds shall be executed on behalf of the City in the manner provided in the Eighth Supplemental Indenture. If any of the officers who shall have signed or sealed any of the Series 2000A Bonds shall cease to be such officers of the City before the Series 2000A Bonds so signed and sealed shall have been actually authenticated by

the Trustee, or delivered by the City, such Series 2000A Bonds nevertheless may be authenticated, issued and delivered with the same force and effect as though the person or persons who signed or sealed such Series 2000A Bonds had not ceased to be such officer or officers of the City; and also any such Series 2000A Bonds may be signed and sealed on behalf of the City by those persons who, at the actual date of the execution of such Series 2000A Bonds, shall be the proper officers of the City, although at the dated date of such Series 2000A Bonds any such person shall not have been such officer of the City.

Section Seven. Manner of Sale of the Series 2000A Bonds; Application of Proceeds of the Series 2000A Bonds.

The Series 2000A Bonds may be sold at the best price obtainable at a negotiated sale as the Comptroller shall determine in her sole discretion, subject to the terms of this Ordinance and to the interest rate and par value limitations set forth in Chapter 108.170, Missouri Revised Statutes, 1994, as amended. The proceeds from the sale of the Series 2000A Bonds shall be applied by the City simultaneously with the delivery of the Series 2000A Bonds in accordance with the provisions of the Eighth Supplemental Indenture.

Section Eight. Execution and Delivery of a Bond Purchase Agreement.

In connection with a negotiated sale of the Series 2000A Bonds, the City hereby authorizes and directs the Mayor and the Comptroller to enter into a Bond Purchase Agreement (the "Bond Purchase Agreement") with the purchaser or purchasers of the Series 2000A Bonds (the "Underwriters"), which purchaser or purchasers will be led by a senior managing underwriter (the "Managing Underwriter"), such Bond Purchase Agreement to set forth the terms of sale and to contain such other customary terms and provisions as the Mayor and the Comptroller shall approve, the Mayor's and the Comptroller's execution of the Bond Purchase Agreement to constitute conclusive evidence of such approval. The Series 2000A Bonds are hereby authorized to be sold to the Underwriters pursuant to the Bond Purchase Agreement.

Section Nine. Official Statement and Continuing Disclosure Agreement.

The Mayor and the Comptroller of the City with the advice and concurrence of the City Counselor, in connection with the public offering of the Series 2000A Bonds, are hereby authorized to prepare a Preliminary Official Statement for and on behalf of the City containing such disclosure and other matters deemed material, necessary or appropriate, as the Mayor and the Comptroller shall deem advisable. The Mayor and the Comptroller are hereby authorized to deliver certifications to the effect that the Preliminary Official Statement and the final Official Statement, together with such other documents, if any, described in such certificates, were deemed final as of their respective dates for the purposes of Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c2-12"). The Mayor and the Comptroller are each hereby authorized to make public and to permit the Underwriters and the financial advisors to use and distribute the Preliminary Official Statement in connection with the sale of the Series 2000A Bonds. The Mayor and Comptroller, with the advice and concurrence of the City Counselor in connection with the public offering of the Series 2000A Bonds, are each hereby authorized and directed to prepare, execute and deliver a final Official Statement for and on behalf of the City and the Mayor and the Comptroller are hereby authorized and directed to execute and deliver a Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") between the City and the Trustee in a form necessary for the Underwriters to comply with Rule 15c2-12.

Section Ten. Acquisition of Credit Enhancement; Acquisition of Credit Facility to fund any Required Reserve Funds.

Upon the recommendation of the Managing Underwriter and the financial advisor to the City with respect to the Series 2000A Bonds, based upon a cost-benefit analysis, the Comptroller is hereby authorized to negotiate and approve the terms of any agreement for credit enhancement and to purchase credit enhancement with respect to the Series 2000A Bonds from one or more recognized providers of credit enhancement with respect to all or a

portion of the Series 2000A Bonds and to execute any agreement for credit enhancement with respect to the Series 2000A Bonds and other documents therewith as necessary to obtain credit enhancement with respect to the Series 2000A Bonds. The fees payable with respect to any credit enhancement acquired for the Series 2000A Bonds shall be payable out of the proceeds thereof as a cost of issuance.

Upon the recommendation of the Managing Underwriter and the financial advisor to the City with respect to the Series 2000A Bonds, based upon a cost-benefit analysis, the Comptroller is hereby authorized to negotiate and approve the terms of any agreement for a credit facility for any reserve fund with respect to the Series 2000A Bonds and to purchase a credit facility for any reserve fund with respect to the Series 2000A Bonds from one or more recognized providers of credit facilities and to execute any agreement for a credit facility and other documents therewith as necessary to obtain a credit facility for any reserve fund with respect to the Series 2000A Bonds. The fees payable with respect to any credit facility acquired for any reserve fund for the Series 2000A Bonds shall be payable out of the proceeds thereof as a cost of issuance.

Section Eleven. Reimbursement Declaration.

The City has made and expects to make out of temporary funds certain expenditures in connection with the planning, design, acquisition, construction and equipping of the 2000A Project for which the City reasonably expects to be reimbursed as permitted by Treasury Regulation Section 1.150-2 issued pursuant to the Internal Revenue Code of 1986, as amended, from the proceeds of one or more series of bonds, including the Series 2000A Bonds, issued to permanently fund the 2000A Project in an amount presently estimated to be \$500,000,000.

Section Twelve. Authorized Officials; Further Authority.

The Mayor, the Comptroller, the Treasurer, the Register and other appropriate officers, agents and employees of the City, with the advice and concurrence of the City

Counselor, are hereby authorized and empowered to execute and deliver the Series 2000A Bonds, the Eighth Supplemental Indenture, the Bond Purchase Agreement, the Continuing Disclosure Agreement and all documents and other instruments which may be required under the terms of the Indenture, the Bond Purchase Agreement, the Official Statement, the Continuing Disclosure Agreement, any agreement for credit enhancement and/or a credit facility or other documents in connection therewith as necessary to obtain credit enhancement and/or a credit facility, and this Ordinance, including, without limitation, applications, notices and other forms required to qualify the Series 2000A Bonds for sale under state securities or "Blue Sky" laws. The Mayor, the Comptroller, the Treasurer, the Register and other appropriate officers, agents and employees of the City, with the advice and concurrence of the City Counselor, are hereby authorized and empowered to execute such documents and to take such actions as are necessary or appropriate in connection with the issuance and sale of the Series 2000A Bonds and the consummation of the transactions contemplated hereby.

Section Thirteen. Repeal of Conflicting Ordinances.

Subject to the rights of the holders of the Outstanding Obligations to a prior pledge of the revenues of the Airport, all provisions of other Ordinances of the City which are in conflict with this Ordinance or the Eighth Supplemental Indenture approved hereby (as executed and delivered) shall be of no further force or effect on the City upon issuance and sale of the Series 2000A Bonds.

Section Fourteen. Appropriation.

There is hereby appropriated the sum of not-to-exceed Five Hundred Million Dollars (\$500,000,000) from the Airport Construction Fund (the "Appropriated Funds"), said appropriation being contingent upon the sale of the Series 2000A Bonds, which is authorized by this Ordinance; said Appropriated Funds to be expended to pay all or a portion of the costs of the 2000A Project.

Section Fifteen. Severability.

The sections of this Ordinance shall be severable. In the event that any section of this Ordinance is found by a court of competent jurisdiction to be illegal or unconstitutional, the remaining sections of this Ordinance are valid unless the court finds the valid sections of this Ordinance are so essentially and inseparably connected with, and so dependent upon, the void section that it cannot be presumed that the Board of Aldermen would have enacted the valid sections without the void sections; or unless the court finds the valid sections, standing alone, are incomplete and incapable of being executed in accordance with the legislative intent.

Section Sixteen. Emergency Clause.

The passage of this Ordinance being deemed necessary to the immediate preservation of the public peace, health and safety, an emergency is hereby declared to exist under the terms and provisions of Article IV, Sections 19 and 20 of the Charter of the City of St. Louis and this Ordinance shall take effect immediately upon its passage and approval

Legislative History				
1ST READING	REF TO COMM	COMMITTEE	COMM SUB	COMM AMEND
10/06/00	10/06/00	T&C	11/01/00	
2ND READING	FLOOR AMEND	FLOOR SUB	PERFECTN	PASSAGE
11/03/00			11/09/00	11/09/00
ORDINANCE	VETOED	VETO OVR	SIGNED BY MAYOR	
65087			11/22/00	