

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 and
9 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

1 ordinances of the City to the extent inconsistent with the terms hereof; and containing an
2 emergency clause.

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

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

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

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

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

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

8 WHEREAS, the Board of Aldermen have determined that it is in the best interest of the
9 City to issue and sell the Series 2014 Bonds to fund all or a portion of the costs of the Series
10 2014 Projects (defined herein) through a negotiated public sale, direct purchase or a private
11 placement; and

12 WHEREAS, it is necessary and desirable in connection with the issuance of the Series
13 2014 Bonds for the City to execute and deliver certain documents and take certain other actions
14 as herein provided.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

20 “Tax Compliance Agreement” means the Tax Compliance Agreement entered into by
21 and between the City and the Trustee.

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

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

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

5 (a) to authorize the City to issue, if market conditions warrant, the Series 2014
6 Bonds (i) to fund the Series 2014 Projects, (ii) to provide for a debt service reserve fund and/or
7 Credit Enhancement for the Series 2014 Bonds, (iii) to fund capitalized interest on the Series
8 2014 Bonds and (iv) to pay reasonable expenses incurred by the City in connection with the
9 issuance and sale of the Series 2014 Bonds, including, but not limited to, program fees, expenses
10 and the costs of program administration.

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

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

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

19 **Section 3. Establishment of Green Community Program.** The Board of Aldermen
20 hereby establishes a “green community program” within the meaning of Section 54D of the
21 Code (the “Green Community Program”) for the purpose of promoting energy efficiency and
22 conservation throughout the City. The Green Community Program shall include, but need not
23 be limited to, the issuance of QECEBs to provide loans to homeowners and private businesses

1 for the retrofitting of existing homes, buildings and facilities to meet program-established
2 standards for heating, cooling, lighting, water-saving, storm water-reducing, or related
3 improvements. The Comptroller and/or the Mayor is hereby authorized to select a program
4 administrator and other professionals to establish the standards of the Green Community
5 Program and to design, administer and market the same on behalf of the City.

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

14 **Section 5. Authority and Direction to Issue the Series 2014 Bonds.** The City
15 hereby authorizes, if market conditions warrant, issuance of the Series 2014 Bonds for the

1 purposes set forth in Section 2 hereof. The Series 2014 Bonds (i) shall have a final maturity
2 not more than 20 years from their date of issuance, (ii) shall bear a fixed rate of interest of not
3 more the maximum interest rate legally permissible by the State of Missouri, and (iii) may be
4 sold at a premium or at a discount with such discount not to exceed the maximum discount
5 allowable under Missouri law. The terms and provisions of the Series 2014 Bonds shall be as
6 provided in the Indenture. Payment of the Series 2014 Bonds will be subject to annual
7 appropriation,

8 **Section 6. Book-Entry System; Appointment of Registrar and Paying Agent.** The

9 Bonds may be issuable as book entry bonds in the form of fully registered bonds, without
10 coupons, and the registrar and paying agent may treat the person in whose name any Series
11 2014 Bonds is registered on the bond register as the absolute owner thereof for all purposes,
12 and payment of or on account of the principal of or interest on any Series 2014 Bond shall be
13 made only to or upon the order of the registered owner thereof or his/her legal representative,
14 and the City and the registrar and paying agent shall not be affected by any notice to the
15 contrary. The Trustee is hereby appointed registrar and paying agent for the Series 2014
16 Bonds. With respect to any Bonds registered in the name of The Depository Trust Company
17 or its nominee, the City and the Registrar and Paying Agent shall recognize The
18 Depository Trust Company or its nominee as the owner of the Series 2014 Bonds for all
19 purposes under this Ordinance and the Indenture.

20 **Section 7. Limited Obligations.** The Series 2014 Bonds and the interest thereon shall

21 be limited obligations payable by the City solely from (i) proceeds of the Series 2014 Bonds,
22 (ii) Appropriated Moneys, including amounts payable from the General Fund and/or the
23 repayment of the loans originated under the Green Community Programs, (iii) Direct Interest

1 Subsidy Payments received by the City from the U.S. Treasury, or by the Trustee on behalf of
2 the City, and reasonably expected to be used to pay debt service on the Series 2014 Bonds, (iv)
3 amounts available in the debt service reserve fund, if any, and (v) amounts payable by any
4 Credit Provider in connection with Credit Enhancement, if any, on the Series 2014 Bonds. The
5 Series 2014 Bonds and the interest thereon do not and shall not constitute an indebtedness or
6 debt of the City or the State of Missouri or any instrumentality thereof within the meaning of
7 any constitutional or statutory debt limitation or restriction. The obligation of the City to make
8 payments on the Series 2014 Bonds is subject to annual appropriation as provided therein and
9 in this Ordinance and the Indenture. The issuance of the Series 2014 Bonds will not directly or
10 contingently obligate the City to make any payments beyond those appropriated for its then
11 current Fiscal Year.

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

18 **Section 9. Authority and Direction to Execute and Deliver City Documents;**
19 **Approval of Documents.**

20
21 (a) Series 2014 Bonds. The Bond form contained in the Indenture is hereby approved
22 on behalf of the City. The proper officials of the City are hereby authorized and directed to
23 execute and deliver the Series 2014 Bonds on behalf of the City in the manner provided in this

1 Ordinance and the Indenture in such form and with such changes, modifications or completions
2 thereof, not inconsistent with the provisions of this Ordinance, as the City officials executing
3 the same shall approve, and the signatures of the City officials executing the same shall be
4 conclusive as to their approval of such changes, modifications or completions on behalf of the
5 City. If any of the officials of the City who shall have signed or sealed any of the Series 2014
6 Bonds shall cease to be such officials of the City before the Series 2014 Bonds so signed and
7 sealed have been actually authenticated by the Trustee, or delivered by the City, such Series
8 2014 Bonds nevertheless may be authenticated, issued and delivered with the same force and
9 effect as though the person or persons who signed or sealed such Series 2014 Bonds had not
10 ceased to be such official or officials of the City; and any such Series 2014 Bonds also may be
11 signed and sealed on behalf of the City by those persons who, at the actual date of the
12 execution of such Series 2014 Bonds, shall be the proper officials of the City, although at the
13 date of such Series 2014 Bonds any such person shall not have been such official of the City.

14 (b) Indenture. The Mayor and the Comptroller and other appropriate officials of
15 the City, with the approval as to form by the City Counselor, are hereby authorized and
16 directed to execute and deliver an Indenture authorizing the issuance of the Series 2014 Bonds
17 in such form not inconsistent with the provisions of this Ordinance, as the City officials
18 executing the same shall approve, and the Register is hereby authorized and directed to affix
19 the corporate seal of the City thereto and to attest the same, and the signatures of the City
20 officials executing the same shall be conclusive as to their approval of such changes,
21 modifications or completions on behalf of the City.

22 (c) Bond Purchase Agreement. The Mayor and the Comptroller, and other
23 appropriate officials of the City, with the approval as to form by the City Counselor, are hereby

1 authorized and directed to execute and deliver the Bond Purchase Agreement with the
2 Underwriter, direct purchaser or at the recommendation of any Private Placement Agent, if
3 any, selected by the Comptroller and the Municipal Advisor, in such form not inconsistent with
4 the provisions of this Ordinance, as the City officials executing the same shall approve, and to
5 take such further actions and to execute and deliver such other documents as are required by
6 the City thereunder with the signature of the City officials executing the same to be conclusive
7 of such approval by the City.

8 (d) Offering Document. The Mayor and the Comptroller, and other appropriate City
9 officials are hereby authorized and directed to participate in the preparation of the preliminary
10 Offering Document, if any, and the final Offering Document, if any, for the issuance and sale
11 of the Series 2014 Bonds and are further authorized and directed to execute and deliver such
12 documents with their signature thereon to be conclusive of such approval by the City.

13 (e) The Continuing Disclosure Agreement. The Mayor and the Comptroller, and
14 other appropriate officials of the City, with the approval as to form by the City Counselor are
15 hereby authorized and directed to execute and deliver a Continuing Disclosure Agreement, if
16 required, in such form not inconsistent with the provisions of this Ordinance, as the City
17 officials executing the same shall approve, and the signatures of the City officials executing the
18 same shall be conclusive as to their approval of the Continuing Disclosure Agreement by the
19 City.

20 **Section 10. Authorization with Respect to Sale of the Series 2014 Bonds.** The
21 Mayor, the Comptroller, and other appropriate officers, agents, and employees of the City are
22 hereby authorized and directed to participate with the Underwriter or Placement Agent, if any,
23 in the preparation of the Offering Document, if any; the Mayor and the Comptroller are hereby

1 authorized and directed to execute and deliver the final Offering Document in a form that is
2 consistent with the provisions of this Ordinance, as is approved by the Mayor and the
3 Comptroller with the advice of the Underwriter or Private Placement Agent, if any, and the
4 Municipal Advisor, and as is approved as to form by the City Counselor, with the respective
5 signatures of the Mayor and the Comptroller thereon to be evidence of the approval of the City.

6 **Section 11. Authority and Direction to Obtain Credit Enhancement.** The City
7 hereby authorizes the Comptroller, in her sole discretion, to negotiate and approve the terms of
8 any agreement for Credit Enhancement for the Series 2014 Bonds and to purchase Credit
9 Enhancement with respect to the Series 2014 Bonds from a Credit Provider with such credit
10 rating that, in the opinion of the Underwriter, if any, and the Municipal Advisor, will achieve an
11 economic benefit for the City if the Series 2014 Bonds are secured by such Credit Enhancement.
12 The fees payable with respect to any Credit Enhancement acquired for the Series 2014 Bonds
13 shall be payable out of the proceeds thereof as a cost of issuance. The Mayor and the
14 Comptroller of the City are hereby authorized to approve the terms of any such Credit
15 Agreement, and, with the advice of the City Counselor as to form thereof, are hereby authorized
16 and directed to execute such Credit Agreement and other documents in connection therewith as
17 required to obtain the Credit Enhancement.

18 **Section 12. Further Authority.** The Mayor, the Comptroller, the Treasurer (as to
19 permitted investments only), the Register, and other appropriate officers, agents, and
20 employees of the City, with the advice and concurrence of the City Counselor, are hereby
21 authorized and empowered to take such further actions and execute such other documents,
22 including, but not limited to, any documents or forms necessary to qualify the Series 2014A
23 Bonds as Qualified Energy Conservation Bonds under the Code, as may be necessary or

1 desirable to carry out and comply with the intent of this Ordinance, and to carry out, comply
2 with and perform the duties of the City with respect to the City Documents and the Offering
3 Document.

4 **Section 13. Severability.** It is hereby declared to be the intention of the Board of
5 Aldermen that each and every part, section and subsection of this Ordinance shall be separate
6 and severable from each and every other part, section, and subsection hereof and that the Board
7 of Aldermen intends to adopt each said part, section, and subsection separately and
8 independently of any other part, section, and subsection. In the event that any part, section, or
9 subsection of this Ordinance shall be determined to be or to have been unlawful or
10 unconstitutional, the remaining parts, sections, and subsections shall be and remain in full force
11 and effect, unless the court making such finding shall determine that the valid sections of this
12 Ordinance are so essentially and inseparably connected with, and so dependent upon, the illegal,
13 unconstitutional or ineffective section that it cannot be presumed that the Board of Aldermen
14 would have enacted the valid sections without the illegal, unconstitutional or ineffective section; or
15 unless the court finds that the valid sections standing alone are incomplete and are incapable of
16 being executed in accord with the legislative intent.

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

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

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

