BOARD BILL #282 INTRODUCED BY ALDERWOMAN PHYLLIS YOUNG

An Ordinance to amend Ordinance No. 66007, recommended by the Board of Estimate and Apportionment, authorizing and directing the issuance and delivery of not to exceed $4,000,000 plus issuance costs principal amount of subordinate tax increment revenue notes (City Hospital TIF RPA1 Project) Series 20__-B, of the City of St. Louis, Missouri; prescribing the form and details of such subordinate notes and the covenants and agreements made by the City to facilitate and protect the payment thereof; prescribing other matters relating thereto, and containing a severability clause.

WHEREAS, The City of St. Louis, Missouri (the "City"), is a body corporate and political subdivision of the State of Missouri, duly created, organized and existing under and by virtue of its charter, the Constitution and laws of the State of Missouri; and

WHEREAS, the Real Property Tax Increment Allocation Redevelopment Act, Sections 99.800 through 99.865, Revised Statutes of Missouri, (the "TIF Act" or "Act"), authorizes the City to undertake redevelopment projects within designated areas of the City; and

WHEREAS, staff and consultants of the City and City Hospital Development, L.L.C., a Missouri limited liability company, the Developer, prepared a plan for redevelopment titled "City Hospital TIF Redevelopment Plan" dated April 18, 2003, as amended on June 13, 2003, with further amendments, if any, and as may be amended from time to time (the "Redevelopment Plan"), for an area containing sixty-seven (67) parcels located within City Blocks 475, 1250, 1251, 822, 419, 820, 414, and 415 in the City of St. Louis (the "Redevelopment Area" or "Area"), which Redevelopment Area is more fully described in the Redevelopment Plan; and

WHEREAS, on July 23, 2003, the Board of Aldermen of the City adopted (a) Ordinance No. 65977 (i) approving the Redevelopment Plan, (ii) designating the Redevelopment Area

described therein as a "redevelopment area" as defined in Section 99.805, RSMo., (iii) approving a redevelopment project for the portion of the Redevelopment Area described in the Redevelopment Plan as "RPA 1" (the "RPA 1 Project" or "Redevelopment Project") and (iv) adopting tax increment financing within RPA 1, and (b) Ordinance No 65978 approving a redevelopment agreement related to the RPA 1 Project, which redevelopment agreement was executed by the City and City Hospital Development, L.L.C. (the "Developer") as of July 27, 2006 (the "Original Redevelopment Agreement"); and

WHEREAS, on July 29, 2003, the Board of Aldermen of the City adopted Ordinance No. 66007 authorizing the issuance of not to exceed $4,000,000 plus issuance costs principal amount of tax increment revenue notes associated with the RPA 1 Project (the "Series A Note Ordinance"); and

WHEREAS, on July 21, 2006, the Board of Aldermen of the City adopted Ordinance No. 67242 approving an amendment to the Original Redevelopment Agreement, which was executed by the City and the Developer as of September 21, 2006 (together with the Original Redevelopment Agreement, the "Redevelopment Agreement"); and

WHEREAS, pursuant to the Series A Note Ordinance, upon substantial completion of the Redevelopment Project by the Developer, the City issued its Tax-Exempt Tax Increment Revenue Note (City Hospital RPA1 Project), Series 2007 in the original principal amount of $2,535,000 (the "Series 2007 Note") and its Tax-Exempt Tax Increment Revenue Note (City Hospital RPA1 Project), Series 2009 in the original principal amount of $400,000 (the "Series 2009 Note" and collectively with the Series 2007 Note, the "TIF Notes"), which are payable on a parity basis from tax increment revenues generated in RPA 1; and

WHEREAS, A.T. Still University of Health Sciences (the "University") is a tax-exempt entity that has acquired certain real property within RPA 1 to develop a teaching dental clinic; and

WHEREAS, of the $4,000,000 plus issuance costs of tax increment revenue notes authorized to be issued pursuant to Ordinance No. 66007, $2,935,000 has been issued in the form of the TIF Notes, and up to $1,065,000 plus issuance costs of tax increment revenue notes may still be issued; and

WHEREAS, on _____, 2014, after approval by the Board of Aldermen, the Mayor signed Ordinance No. _____ (Board Bill No.___) authorizing the City to enter into a second amendment to the Redevelopment Agreement among the City, the Developer and the University to address the development of the proposed teaching dental clinic within RPA 1 and the issuance of the Subordinate TIF Notes (as hereinafter defined); and

WHEREAS, the City desires to issue, from time to time, its subordinate Tax Increment Revenue Notes (City Hospital TIF RPA1 Project), Series 20__-B, (the "Subordinate TIF Notes" or "Subordinate Notes"), to provide funds for the aforesaid purpose, said Subordinate Notes being payable solely from certain proceeds deposited into the Special Allocation Fund (as defined herein); and

WHEREAS, the City has determined that it is in the best interest of the City to sell the Subordinate Notes from time to time at a private sale, without advertisement, to the Original Purchaser at a price equal to 100% of their face value; and

WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best interest of the City and of its inhabitants that the Subordinate Notes be issued and secured in the form and manner as hereinafter provided.

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

SECTION ONE. The Board of Alderman hereby find and determine that it is necessary and advisable and in the best interest of the City and of its inhabitants that the Subordinate Notes be issued and secured in the form and manner as hereinafter provided.

SECTION TWO. In the case of any inconsistency between this Ordinance and Ordinance No. 66007, the provisions of this Ordinance shall control.

SECTION THREE. Ordinance No. 66007 is hereby deemed amended so that, except as may be necessary to replace or reissue the Series 2007 Note and/or the Series 2009 Note, no additional tax increment financing notes may be issued pursuant to the provisions thereof.

SECTION FOUR. Any Subordinate TIF Notes issued pursuant to this Ordinance shall conform to the following terms and conditions.

ARTICLE I.

DEFINITIONS

Section 101 Definitions of Words and Terms. In addition to the words and terms defined elsewhere in this ordinance (the "Ordinance"), the following capitalized words and terms, as used in this Ordinance, shall have the following meanings:

"Act" or "TIF Act" means the Real Property Tax Increment Allocation Redevelopment Act, Sections 99.800 through 99.865 of the Revised Statutes of Missouri (2000).

"Approved Investors" means (a) the Developer, the University, a Related Entity, any federal historic tax credit investor in the Redevelopment Project, any member, any partner or a majority shareholder of the Developer or a Related Entity of Developer, (b) an "accredited investor" under Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, (c) a

"qualified institutional buyer" under Rule 144A promulgated under the Securities Act of 1933 or (d) any general business corporation or enterprise with total assets in excess of $50,000,000.

"Approving Ordinance" means Ordinance No. 65978 signed by the Mayor on July 23, 2003, designating the Redevelopment Area, approving the Redevelopment Plan, approving the RPA 1 Project, making certain findings with respect thereto, adopting tax increment financing with respect to RPA 1, establishing the Special Allocation Fund, and authorizing certain related actions by City officials.

"Authorized Denominations" means an initial amount of $100,000 or any integral multiple of $1,000 in excess thereof, subject to the limitation provided in **Section 201** of this Ordinance.

"Authorizing Ordinance" means, collectively, Ordinance No. 65978 [Committee Substitute for Board Bill No. 157), signed by the Mayor on July 29, 2003, affirming adoption of the Redevelopment Plan, the Redevelopment Area, and the RPA 1 Project, authorizing execution of a Redevelopment Agreement for the construction of the RPA 1 Project, making certain findings related thereto, designating City Hospital Development, L.L.C., as Developer of the Redevelopment Area and the RPA 1 Project, and authorizing other related action in connection with the redevelopment of RPA 1, and Ordinance No. _____ (Board Bill No. _____), signed by the Mayor on _____, 2014, authorizing the execution of the Second Amendment.

"Available Revenues" means all TIF Revenues on deposit from time to time in the Special Allocation Fund excluding: (i) any amount paid under protest until the protest is withdrawn or resolved against the taxpayer, or (ii) any sum received by the City which is the subject of a suit or other claim communicated to the City which suit or claim challenges the collection of such sum.

"Bond Counsel" means Armstrong Teasdale LLP, St. Louis, Missouri, or an attorney at law or a firm of attorneys acceptable to the City of nationally recognized standing in matters pertaining to the tax-exempt nature of interest on obligations issued by states and their political subdivisions duly admitted to the practice of law before the highest court of any state of the United States of America or the District of Columbia.

"City" means The City of St. Louis, Missouri, a body corporate and political subdivision duly authorized and existing under the its charter and the Constitution and laws of the State of Missouri.

"Debt Service Fund" means the fund by that name created in Section 401 of this Ordinance.

"Developer" means City Hospital Development, L.L.C., a Missouri limited liability company, or its permitted successors or assigns in interest.

"Economic Activity Taxes" or "EATs" shall have the meaning ascribed to such term in Section 99.805 of the TIF Act.

"EATs Account" means the Economic Activity Tax Account of the Revenue Fund.

"Finance Officer" means the Comptroller of the City or her authorized agent.

"Government Obligations" means direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America.

"Issuance Costs" means all costs reasonably incurred by the City in furtherance of the issuance of Subordinate TIF Notes, including without limitation, the fees and expenses of financial advisors and consultants, the City's attorneys (including issuer's counsel and Bond Counsel), the St. Louis Development Corporation's administrative fees and expenses (including fees and costs of planning consultants), underwriters' discounts and fees, the costs of printing

any Subordinate TIF Notes and any official statements relating thereto, the costs of credit enhancement, if any, capitalized interest, debt service reserves and the fees of any rating agency rating any Subordinate TIF Notes.

"Maturity Date" means August 23, 2026, which is the date that is twenty-three (23) years after the date of adoption of the Approving Ordinance.

"Original Purchaser" means the Developer, the University, a Related Entity, any federal historic tax credit investor in the Redevelopment Project, any member, any partner or a majority shareholder of the Developer or a Related Entity of Developer, or an Approved Investor designated by the Developer as the Original Purchaser.

"Owner" means, when used with respect to any Subordinate TIF Note, the present holder of any of the Subordinate TIF Notes.

"Payment Date" means, with respect to any Subordinate TIF Note, each March 1 and September 1, commencing with the first March 1 or September 1 that immediately succeeds the City's acceptance of the Certificate of Substantial Completion as provided in the Redevelopment Agreement.

"Payments in Lieu of Taxes" or "PILOTs" shall have the meaning ascribed to such term in Section 99.805 of the TIF Act.

"PILOTs Account" means the Payments in Lieu of Taxes Account of the Revenue Fund.

"Redevelopment Agreement" means that certain Redevelopment Agreement dated as of July 27, 2006, between the City and the Developer, as amended by the First Amendment to Redevelopment Agreement dated as of September 21, 2006, and the Second Amendment, and as may be further amended from time to time.

"RPA 1" means the portion of the Redevelopment Area described in the Redevelopment Plan as "RPA 1."

"Redevelopment Plan" means the redevelopment plan titled "City Hospital TIF Redevelopment Plan" adopted by the City pursuant to the Approving Ordinance and affirmed by the Authorizing Ordinance, as such plan may be amended from time to time in accordance with the TIF Act.

"Register" means the books for registration, transfer and exchange of the Subordinate TIF Notes kept at the office of the Finance Officer.

"Reimbursable Redevelopment Project Costs" means those Redevelopment Project Costs (as defined in the TIF Act) for which the Developer is eligible for reimbursement in accordance with the TIF Act and in accordance with the Redevelopment Agreement.

"Related Entity" means any party or entity related to the Developer or the University by one of the relationships described in Section 267(b) of the Internal Revenue Code of 1986, as amended.

"RPA 1 Project" means the Redevelopment Project for RPA 1 described in the Redevelopment Plan and the Redevelopment Agreement.

"Second Amendment" means the Second Amendment to Redevelopment Agreement, dated as of _____, 2014, among the City, the Developer and the University.

"Series A Notes" means tax increment financing notes issued pursuant to Ordinance No. 66007, which include one (1) Tax-Exempt Tax Increment Revenue Note (City Hospital RPA1 Project), Series 2007, issued to Nuveen High Yield Fund and dated March 21, 2007 in the aggregate amount of $2,535,000 and one (1) Tax-Exempt Tax Increment Revenue Note (City

Hospital RPA1 Project), Series 2009, issued to Great Southern Bank and dated February 20, 2009 in the aggregate amount of $400,000).

"Series B Note(s)" means the subordinate [Taxable][Tax-Exempt] Tax Increment Revenue Note (City Hospital TIF RPA1 Project), Series 20___-B, issued pursuant to this Ordinance in an aggregate principal amount of not to exceed $4,000,000 plus Issuance Costs, less the original principal amount of the Series A Notes, in substantially the form set forth in **Exhibit A**, attached hereto and incorporated herein by reference.

"Special Allocation Fund" means the City Hospital Special Allocation Fund for the City Hospital TIF Redevelopment Project, created by Ordinance No. 65977 (Board Bill No. 156) effective on August 21, 2003 and including the Revenue Fund and other accounts into which TIF Revenues are from time to time deposited in accordance with the TIF Act, the Redevelopment Agreement and this Ordinance, as ratified and further described in Section 401 hereof.

"Taxable TIF Notes" means any TIF Note, the interest on which (in the opinion of Bond Counsel), is not exempt from federal income taxation.

"Tax-Exempt TIF Notes" means any TIF Note, the interest on which (in the opinion of Bond Counsel), is exempt from federal income taxation.

"TIF Notes" means the Series A Notes and Series B Notes.

"TIF Revenues" means: (1) payments in Lieu of Taxes attributable to the increase in the current equalized assessed valuation of each taxable lot, block, tract, or parcel of real property located within RPA1 and any applicable penalty and interest over and above the initial equalized assessed value of each such unit of property in RPA1, as allocated and paid to the City Treasurer by the City Collector of Revenue and deposited into the Special Allocation Fund (as set forth in Section 99.845.1(2) of the Act), during the term of the Redevelopment Agreement; and (2) fifty

percent (50%) of the total additional revenues from taxes, penalties and interest which are imposed by the City or other taxing districts (as that term is defined in Section 99.805(16) of the TIF Act) and which are generated by economic activities within RPA1 over the amount of such taxes generated by economic activities within RPA1 in the calendar year ending December 31, 2002, while tax increment financing remains in effect, but excluding personal property taxes, taxes imposed on sales or charges for sleeping rooms paid by transient guests of hotels and motels, taxes levied pursuant to Section 70.500 Mo. Rev. Stat., and taxes levied for the purpose of public transportation pursuant to Section 94.660 of MO. REV. STAT, licenses, fees or special assessments other than payments in lieu of taxes and penalties and interest thereon, all as provided in Section 99.845 of the TIF Act, as may be amended from time to time.

"University" means A.T. Still University of Health Sciences, a nonprofit corporation organized and existing under the laws of the State of Missouri.

Rules of Construction. For all purposes of this Ordinance, except as otherwise expressly provided or unless the context otherwise requires:

(a) Words of masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders.

(b) Words importing the singular number shall include the plural and vice versa and words importing person shall include firms, corporations, partnerships, associations and limited liability companies, including public bodies. The headings and captions herein are not a part of this document.

(c) Terms used in an accounting context and not otherwise defined shall have the meaning ascribed to them by generally accepted principles of accounting.

(d) Whenever an item or items are listed after the word "including," such listing is not intended to be an exhaustive listing that excludes items not listed.

ARTICLE II.

AUTHORIZATION OF SUBORDINATE TIF NOTES

Section 201 Authorization of Subordinate TIF Notes. There are hereby authorized and directed to be issued by the City to the Original Purchaser one or more series of the Series B TIF Notes in an aggregate principal amount not to exceed Four Million Dollars and no/100 ($4,000,000) plus Issuance Costs less the aggregate original principal amount of the Series A Notes. The Series B TIF Notes shall be in substantially the form of **Exhibit A**, attached hereto and incorporated herein by reference.

Section 202 Description of Subordinate TIF Notes.

(a) Title of Subordinate TIF Notes. There shall be issued one series of one or more Series B TIF Notes in an aggregate principal amount not to exceed $4,000,000 plus Issuance Costs less the original principal amount of Series A TIF Notes. The Series B TIF Notes shall be designated "[Taxable][Tax-Exempt] Tax Increment Revenue Notes (City Hospital TIF RPA1 Project), Series 20__-B". These Subordinate TIF Notes may have such further appropriate particular designation added to or incorporated in such title for the Subordinate TIF Notes of any particular series as the City may determine.

(b) Form of Subordinate TIF Notes. The Subordinate TIF Notes shall be substantially in the form set forth in **Exhibit A**, attached hereto and incorporated herein by reference, with such appropriate variations, omissions and insertions as are permitted or required by this Ordinance, and may have endorsed thereon such legends or text as may be necessary or

appropriate to conform to any applicable rules and regulations of any governmental authority or any usage or requirement of law with respect thereto.

(c) Terms of Subordinate TIF Notes. The Subordinate TIF Notes shall mature (subject to redemption and payment prior to maturity as provided in Article III hereof), on the date that is twenty-three (23) years after the date of adoption of the RPA1 Project by Ordinance. Each TIF Note shall bear simple interest at a fixed rate per annum equal to (i) seven and one-half percent (7 ½ %) if the interest on such Subordinate TIF Notes is, in the opinion of Bond Counsel, not exempt from federal income taxation, or, (ii) six percent (6%) if the interest on such Subordinate TIF Notes is, in the opinion of Bond Counsel, exempt from federal income taxation. Interest shall be computed on the basis of a 360-day year of twelve 30-day months. The Subordinate TIF Notes shall bear interest from their registration date or from the most recent Payment Date to which interest has been paid or duly provided for. Interest that accrues but remains unpaid on any Payment Date shall be compounded semi-annually.

(d) Denominations. The Subordinate TIF Notes shall be issuable as fully registered Subordinate TIF Notes in Authorized Denominations.

(e) Numbering. Unless the City directs otherwise, each series of Subordinate TIF Notes shall be numbered from R-1 upward.

(f) Dating. The Subordinate TIF Notes shall be dated as provided in Section 207, as evidenced by the Finance Officer's signature on Schedule A to each Subordinate TIF Note.

(g) Evidence of Principal Payments. The payment of principal of the Subordinate TIF Notes on each Payment Date shall be noted on the Subordinate TIF Notes on Schedule A thereto. The Subordinate TIF Notes and the original Schedule A thereto shall be held by the Finance Officer in trust, unless otherwise directed in writing by the Owners thereof. If the

Subordinate TIF Notes are held by the Finance Officer, the Finance Officer shall, on each Payment Date, send a revised copy of Schedule A via facsimile to the Owner. Absent manifest error, the amounts shown on Schedule A held by the Finance Officer shall be conclusive evidence of the principal amount paid on the Subordinate TIF Notes.

(h) Sale of Subordinate TIF Notes. When Subordinate TIF Notes have been executed and authenticated as required by this Ordinance, the Finance Officer shall hold the Subordinate TIF Notes in trust or, if directed in writing by the Owners thereof, deliver the Subordinate TIF Notes to or upon the order of the Owners thereof, as provided in paragraph (g) above, but only upon satisfaction of the provisions of Section 207 of this Ordinance.

Section 203 Finance Officer to Serve as Paying Agent and Registrar. The Finance Officer is hereby designated as the paying agent for the payment of principal of and interest on the Subordinate TIF Notes and the bond registrar with respect to the registration, transfer and exchange of the Subordinate TIF Notes and for allocating and holding funds as provided herein.

Section 204 Security for Subordinate TIF Notes. The Series B TIF Notes shall be equally and ratably secured by the Available Revenues on a subordinate basis to the Series A Notes as to the payment of both principal and interest. The Subordinate TIF Notes shall be special, limited obligations of the City payable solely from and secured as to the payment of principal and interest by a pledge of the Available Revenues. The taxing power of the City is not pledged to the payment of the Subordinate TIF Notes either as to principal or interest. The Subordinate TIF Notes shall not be or constitute a general obligation of the City, nor shall they constitute an indebtedness of the City within the meaning of any constitutional, statutory or charter provision, limitation or restriction.

THE OBLIGATIONS OF THE CITY WITH RESPECT TO THE SUBORDINATE TIF NOTES SHALL TERMINATE ON THE FIRST TO OCCUR OF (i) THE FULL PAYMENT AND DISCHARGE OF THE SUBORDINATE TIF NOTES OR (ii) THE MATURITY DATE (WHETHER OR NOT THE PRINCIPAL AMOUNT OR INTEREST HAS BEEN PAID IN FULL).

Section 205 Method and Place of Payment of Subordinate TIF Notes. The principal of and interest on the Subordinate TIF Notes shall be payable in any coin or currency which, on the respective dates of payment thereof, is legal tender for the payment of debts due the United States of America. Payment shall be made by the Finance Officer at his/her offices on each Payment Date upon presentation of the applicable Subordinate TIF Notes by a duly authorized representative of the Owner. Principal and interest shall be payable by check or draft at the office of the Finance Officer to the person in whose name such Subordinate TIF Note is registered on the Register on each Payment Date.

Section 206 Registration, Transfer and Assignment. So long as the Subordinate TIF Notes remain outstanding, the City shall cause to be kept at the office of the Finance Officer books for the registration, transfer and exchange of the Subordinate TIF Notes as herein provided. The Subordinate TIF Notes when issued shall be registered in the name of the Original Purchaser thereof on the Register.

The Subordinate TIF Notes and beneficial interest therein may only be purchased by or transferred or assigned to Approved Investors upon the execution by each proposed purchaser, transferee or assignee of a letter in substantially the form of **Exhibit B**, attached hereto and incorporated herein by reference, stating that such purchaser, transferee or assignee (i) is an Approved Investor and (ii) has sufficient knowledge and experience in business and financial

matters in general, and investments such as the Subordinate TIF Notes in particular, to enable the purchaser, transferee or assignee to evaluate the risks involved in an investment in the Subordinate TIF Notes. The Subordinate TIF Notes may be transferred and exchanged only upon the records of the City.

Upon surrender of a Subordinate TIF Note to the Finance Officer, the Finance Officer shall transfer or exchange the Subordinate TIF Notes for new Subordinate TIF Notes, which shall be (i) in any denomination, subject to the limitation on the aggregate principal amount, and (ii) of the same Maturity Date and in the same aggregate principal amount outstanding as the Subordinate TIF Note which was presented for transfer or exchange. The Subordinate TIF Notes presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Finance Officer, duly executed by the Owner thereof or by the Owner's duly authorized agent. Upon any transfer, exchange or assignment as provided in this Section, the transferor shall reimburse the City for all of the reasonable out-of-pocket costs incurred by the City in connection with the administration of such transfer, exchange or assignment.

Section 207 Execution, Authentication and Delivery of the Subordinate TIF Notes. Each of the Subordinate TIF Notes, including any Subordinate TIF Notes issued in exchange or as substitution for the Subordinate TIF Notes initially delivered, shall be signed by the manual or facsimile signature of the Mayor, the Finance Officer and the Treasurer of the City, attested by the manual or facsimile signature of the Register of the City, and shall have the official seal of the City affixed thereto or imprinted thereon. If any officer whose signature appears on any TIF Note ceases to be such officer before the delivery of such TIF Note, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such person had remained in

office until delivery. Any TIF Note may be signed by such persons who at the actual time of the execution of such TIF Note are the proper officers.

The Mayor, Finance Officer, Treasurer and Register of the City are hereby authorized and directed to prepare and execute the Subordinate TIF Notes as hereinbefore specified, and when duly executed, to deliver the Subordinate TIF Notes to the Finance Officer for authentication. The Subordinate TIF Notes shall have endorsed thereon a certificate of authentication substantially in the form set forth in Schedule A of **Exhibit A** hereto, which shall be manually executed by an authorized signatory of the Finance Officer, but it shall not be necessary that the same signatory sign the certificate of authentication on all of the Subordinate TIF Notes that may be issued hereunder at any one time. No TIF Note shall be entitled to any security or benefit under this Ordinance or be valid or obligatory for any purpose until the certificate of authentication has been duly executed by the Finance Officer. Such executed certificate of authentication upon any TIF Note shall be conclusive evidence that such TIF Note has been duly authenticated and delivered under this Ordinance.

The Subordinate TIF Notes shall be initially executed and authenticated by the City and issued to the Original Purchaser upon acceptance of the following: (i) the execution of the Second Amendment by all parties (including the consents by the owners of the Series A Notes); (ii) payment of the City's Issuance Costs in connection with the Subordinate TIF Notes and the payment of all other costs to be paid by the University upon the execution of the Second Amendment; (iii) an opinion of Bond Counsel regarding the taxable nature of the Subordinate TIF Notes; and (iv) such other documentation as the City shall reasonably require of Developer or the University in order for the City to obtain an opinion of Bond Counsel.

Upon satisfaction of the foregoing, the Finance Officer shall issue the Subordinate TIF Notes to the University or its designee in the principal amount specified in the Second Amendment.

Section 208 Mutilated, Lost and Stolen Subordinate TIF Notes. If any mutilated TIF Note is surrendered to the Finance Officer or the Finance Officer receives evidence to his/her satisfaction of the destruction, loss or theft of any Subordinate TIF Note and there is delivered to the Finance Officer such security or indemnity as may be required by it to save the City and the Finance Officer harmless, then, in the absence of written notice to the Finance Officer that such Subordinate TIF Note has been acquired by a bona fide purchaser, the City shall execute and the Finance Officer shall register and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or stolen Subordinate TIF Note, a new Subordinate TIF Note with the same Maturity Date and of like tenor and principal amount. Upon the issuance of any new Subordinate TIF Note under this Section, the City and the Finance Officer may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses connected therewith. If any such mutilated, destroyed, lost or stolen Subordinate TIF Note has become or is about to become due and payable, the Finance Officer may, in its discretion, pay such Subordinate TIF Note instead of issuing a new Subordinate TIF Note.

Section 209 Cancellation, Discharge and Abatement of Subordinate TIF Notes. All Subordinate TIF Notes that have been paid or redeemed or that otherwise have been surrendered to the Finance Officer, either at or before the Maturity Date, shall be canceled and destroyed by the Finance Officer in accordance with existing security regulations upon the payment or redemption of such TIF Note and the surrender thereof to the Finance Officer. The Finance

Officer shall execute a certificate in duplicate describing the Subordinate TIF Notes so cancelled and destroyed, and shall file an executed counterpart of such certificate with the City.

ARTICLE III.

REDEMPTION AND PAYMENT OF PRINCIPAL AND INTEREST

Section 301 Optional Redemption. The Subordinate TIF Notes are subject to optional redemption by the City in whole at any time or in part on any Payment Date at a redemption price of 100% of the principal amount of the Subordinate TIF Note to be redeemed, plus accrued interest thereon to the date fixed for redemption. The Subordinate TIF Notes shall be called by the City for optional redemption pursuant to this Section without the necessity of any action by the City other than as provided in Section 403 of this Ordinance. If only a partial redemption is to occur, then each Subordinate TIF Note shall be redeemed in the order of maturity designated by the City, and within any maturity the Subordinate TIF Notes shall be redeemed in Authorized Denominations by the City in such manner as it may determine. In the event of an optional redemption of the Notes, unless waived by any Registered Owner of Notes to be redeemed, official notice of any redemption shall be given by the Finance Officer on behalf of the City by mailing a copy of an official redemption notice by first class mail, postage prepaid, at least thirty (30) days (five days if all of the Notes are owned by the Developer) and not more than sixty (60) days prior to the date fixed for redemption, to each Registered Owner of the Notes to be redeemed at the address shown on the Note Register.

All official notices of optional redemption shall be dated and shall contain the following information: (a) the redemption date; (b) the redemption price; (c) if less than all outstanding Notes are to be redeemed, the identification number and maturity date(s) (and, in the case of partial redemption of any Notes, the respective principal amounts) of the Notes to be redeemed;

(d) a statement that on the redemption date the redemption price will become due and payable upon each Note or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the redemption date; and (e) the place where such Notes are to be surrendered for payment of the redemption price, which shall be the office of the Finance Officer. The failure of any Registered Owner to receive notice given as heretofore provided or an immaterial defect therein shall not invalidate any redemption.

Section 302 Special Mandatory Redemption. All Subordinate TIF Notes are subject to special mandatory redemption by the City on each Payment Date, at a redemption price equal to 100% of the principal amount being redeemed, together with accrued interest thereon to the date fixed for redemption, which amount of principal being redeemed shall be an amount equal to Available Revenues then on deposit in the applicable account of the Special Allocation Fund and which will not be required for the payment of interest on such Payment Date.

Section 303 Selection of Notes to be Redeemed. Subordinate TIF Notes shall be redeemed only in Authorized Denominations. When less than all of the outstanding Subordinate TIF Notes are to be redeemed and paid prior to maturity, such Subordinate TIF Notes or portions of Subordinate TIF Notes to be redeemed shall be selected in Authorized Denominations by the Fiscal Agent in such equitable manner as it may determine. In the case of a partial redemption of Subordinate TIF Notes when Subordinate TIF Notes of denominations greater than the minimum Authorized Denomination are then outstanding, then for all purposes in connection with such redemption each Authorized Denomination unit of face value shall be treated as though it was a separate Subordinate TIF Note of the denomination of the minimum Authorized Denomination.

Section 304 Notice and Effect of Call for Redemption. In the event of any optional or special mandatory redemption of the Notes, unless waived by any Registered Owner of Notes to

be redeemed, official notice of any redemption shall be given by the Finance Officer on behalf of the City by mailing a copy of an official redemption notice by first class mail to each Registered Owner of the Notes to be redeemed at the address shown on the Note Register.

All official notices of redemption shall be dated and shall contain the following information:

(a) the redemption date;

(b) the redemption price;

(c) if less than all Outstanding Notes are to be redeemed, the identification (and, in the case of partial redemption of any Notes, the respective principal amounts) of the Notes to be redeemed;

(d) a statement that on the redemption date the redemption price will become due and payable upon each Note or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the redemption date; and

(e) the place where such Notes are to be surrendered for payment of the redemption price, which shall be the office of the Finance Officer.

The failure of any Registered Owner to receive notice given as heretofore provided or an immaterial defect therein shall not invalidate any redemption. All Notes that have been redeemed shall be cancelled and destroyed by the Finance Officer as provided herein and shall not be reissued.

ARTICLE IV.

FUNDS AND REVENUES

Section 401 Creation of Funds and Accounts. There are hereby created or ratified and ordered to be established in the treasury of the City the Special Allocation Fund into which all TIF Revenues shall be deposited, and within it the following separate funds and accounts:

(a) a Revenue Fund and, within it, (i) a PILOTs Account; and (ii) an EATs Account, into which all TIF Revenues shall be deposited;

(b) a Debt Service Fund; and

(c) a Project Fund.

Section 402 Administration of Funds and Accounts. The Special Allocation Fund and the funds and accounts established therein shall be maintained in the treasury of the City and administered by the City solely for the purposes and in the manner as provided in the Act, this Ordinance, the Approving Ordinance, and the Authorizing Ordinance so long as any Subordinate TIF Notes remain outstanding hereunder.

Section 403 Revenue Fund.

(a) On or before the date that is five (5) days prior to each Payment Date while the Subordinate TIF Notes remain outstanding, the City shall transfer all Available Revenues on deposit in the Special Allocation Fund for deposit into the Revenue Fund of the Special Allocation Fund.

(b) Moneys in the Revenue Fund shall be disbursed by the Finance Officer on each Payment Date, first from the EATs Account and then from the PILOTs Account, for the purposes and in the amounts as follows:

First, to the Finance Officer of the City and the St. Louis Development Corporation, an amount sufficient to pay all or any portion of the fees and expenses incurred by the Finance Officer of the City and the St. Louis Development Corporation but not to exceed, in the aggregate, the lesser of Sixteen Thousand Dollars and no/100 ($16,000), or 0.4% of the Notes outstanding on January 1 of each calendar year, plus any accumulated deficiency from previous years, unless the City has incurred costs pursuant to Section 7.15 of the Redevelopment Agreement that have not otherwise been reimbursed to the City through the issuance of Subordinate TIF Notes purchased by the Developer;

Second, to the Debt Service Fund, an amount sufficient to pay all or any portion of past due interest owing as a result of prior deficiencies of moneys to pay interest due any Series A TIF Notes on each Payment Date;

Third, to the Debt Service Fund, an amount sufficient to pay all or any portion of the accrued interest becoming due and payable on any Series A TIF Notes on such Payment Date;

Fourth, to the Debt Service Fund, an amount sufficient to pay the principal of any Series A TIF Notes that are subject to redemption pursuant to Section 302 of the Series A Note Ordinance;

Fifth, to the Debt Service Fund, an amount sufficient to pay all or any portion of past due interest owing as a result of prior deficiencies of moneys to pay interest due any Series B TIF Notes on each Payment Date;

Sixth, to the Debt Service Fund, an amount sufficient to pay all or any portion of the accrued interest becoming due and payable on any Series B TIF Notes on such Payment Date;

Seventh, to the Debt Service Fund, an amount sufficient to pay the principal of any Series B TIF Notes that are subject to redemption pursuant to Section 302 of this Ordinance;

Eighth, to the City all other remaining money to be declared as surplus and distributed in the manner provided in the Act, subject to Section 403(c) of this Ordinance.

(c) Upon the payment in full of the principal of and interest on all Subordinate TIF Notes (or provision has been made for the payment thereof as specified in this Ordinance), payment in full of the fees and expenses of the Finance Officer and the St. Louis Development Corporation, and payment in full of any other amounts required to be paid under this Ordinance, all amounts remaining on deposit in the Revenue Fund shall be declared as surplus and distributed in the manner provided in the Act.

Section 404 Debt Service Fund.

(a) Subject to the terms of repayment of the Series A TIF Notes under the Series A Note Ordinance and the Redevelopment Agreement, all remaining amounts paid and credited to the Debt Service Fund shall be expended solely for (i) the payment of the principal of and interest on the Subordinate TIF Notes as the same mature and become due or upon the redemption thereof, said Subordinate TIF Notes all being subject to special mandatory redemption thereof, or (ii) to purchase Subordinate TIF Notes for cancellation prior to maturity.

(b) The City hereby authorizes and directs the Finance Officer to withdraw sufficient moneys from the Debt Service Fund to pay the principal of and interest on the

Subordinate TIF Notes as the same become due and payable, and to make said moneys so withdrawn available for the purpose of paying said principal of and interest on the Subordinate TIF Notes.

(c) After payment in full of the principal of and interest on the Subordinate TIF Notes (or provision has been made for the payment thereof as specified in this Ordinance), payment of the fees and expenses of the Finance Officer, and payment of any other amounts required to be paid under this Ordinance, all amounts remaining in the Debt Service Fund shall be declared as surplus and distributed in the manner provided in the Act.

Section 405 Project Fund. Upon the submittal by the Developer and the approval of by the Finance Officer of the form of a Note Purchase Agreement, if any, and the issuance of a Subordinate TIF Note pursuant to Section 207.A of this Ordinance, the proceeds from the sale of the Subordinate TIF Note to the Original Purchaser shall be deposited in the Project Fund and shall be disbursed to the Developer in accordance with the terms of the Redevelopment Agreement. Alternatively, and/or in addition to upon the acceptance by the City of a Certificate of Reimbursable Redevelopment Project Costs and the issuance or endorsement of a Subordinate TIF Note pursuant to Section 207.B of this Ordinance, the Developer shall be deemed to have advanced funds necessary to purchase such Subordinate TIF Note and the City shall be deemed to have deposited such funds in the Project Fund and shall be deemed to have reimbursed the Developer or paid for in full for such costs from the amounts deemed to be on deposit in the Project Fund.

Section 406 Nonpresentment of Notes. If any Subordinate TIF Note is not presented for payment when the principal thereof becomes due at stated maturity or prior redemption date, if funds sufficient to pay such Subordinate TIF Note have been made available to the Finance

Officer, all liability of the City to the Registered Owner thereof for the payment of such Subordinate TIF Note shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Finance Officer to hold such funds, without liability for interest thereon, for the benefit of the Registered Owner of such Subordinate TIF Note, who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Ordinance or on, or with respect to, said Subordinate TIF Note. If any Subordinate TIF Note is not presented for payment within five (5) years following the date when such Subordinate TIF Note becomes due at maturity, the Finance Officer shall repay to the City the funds theretofore held by it for payment of such Subordinate TIF Note, and such Subordinate TIF Note shall, subject to the defense of any applicable statute of limitation, thereafter be an unsecured obligation of the City, and the Registered Owner thereof shall be entitled to look only to the City for payment, and then only to the extent of the amount so repaid to it by the Finance Officer, and the City shall not be liable for any interest thereon and shall not be regarded as a Finance Officer of such money.

ARTICLE V.

REMEDIES

Section 501 Remedies. The provisions of this Ordinance, including the covenants and agreements herein contained, shall constitute a contract between the City and the Owner. The Owner shall have the right:

(a) by mandamus or other suit, action or proceedings at law or in equity to enforce the rights of the Owner against the City and its officers, agents and employees, and to require and compel duties and obligations required by the provisions of this Ordinance or by the constitution and laws of the State of Missouri;

(b) by suit, action or other proceedings in equity or at law to require the City, its officers, agents and employees to account as if they were the trustees of an express trust; and

(c) by suit, action or other proceedings in equity or at law of enjoin any acts or things which may be unlawful or in violation of the rights of the Owner.

Section 502 Limitation on Rights of Owner. The Owner secured hereby shall not have any right in any manner whatever by its action to affect, disturb or prejudice the security granted and provided for herein, or to enforce any right hereunder, except in the manner herein provided.

Section 503 Remedies Cumulative. No remedy conferred herein upon the Owner is intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in addition to every other remedy and may be exercised without exhausting and without regard to any other remedy conferred herein. No waiver of any default or breach of duty or contract by the Owner shall extend to or affect any subsequent default or breach of duty or contract or shall impair any rights or remedies thereon. No delay or omission of the Owner to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon the Owner by this Ordinance may be enforced and exercised from time to time and as often as may be deemed expedient. If any suit, action or proceedings taken by the Owner on account of any default or to enforce any right or exercise any remedy has been discontinued or abandoned for any reason, or has been determined adversely to the Owner, then, and in every such case, the City and the Owner shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Owner shall continue as if no such suit, action or other proceedings had been brought or taken.

ARTICLE VI.

DEPOSIT AND INVESTMENT OF MONEYS

Section 601 Deposits of Moneys. All moneys deposited with or paid to the Finance Officer for the account of the various funds established under this Ordinance shall be held by the Finance Officer in trust and shall be applied only in accordance with this Ordinance, the Series A Note Ordinance and the Redevelopment Agreement. The Finance Officer shall not be under any liability for interest on any moneys received hereunder except as otherwise provided herein.

Section 602 Investment of Moneys. Moneys held in any fund or account referred to in this Ordinance shall be invested by the City in Government Obligations or in time or demand deposits or in certificates of deposit issued by any bank having combined capital, surplus and undivided profits of at least Fifty Million Dollars ($50,000,000) but only to the extent such time or demand deposits or certificates of deposit are fully insured by the Federal Deposit Insurance Corporation; provided, however, that no such investment shall be made for a period extending longer than the date when the moneys invested may be needed for the purpose for which such fund was created. All earnings on any investments held in any fund shall accrue to and become a part of such fund or account.

ARTICLE VII.

MISCELLANEOUS PROVISIONS

Section 701 Covenant to Request Appropriations. The City agrees that the officer of the City at any time charged with the responsibility of formulating budget proposals will be directed to include in the budget proposal submitted to the Board of Aldermen for each fiscal year that the Subordinate TIF Notes are outstanding a request for an appropriation of all moneys

on deposit in the Special Allocation Fund for transfer to the Finance Officer for deposit at the times and in the manner provided in Section 403 of this Ordinance.

Section 702 Tax Matters. Neither the City nor the Developer shall use or permit the use of any proceeds of the tax exempt Subordinate TIF Note to acquire any securities or obligations, and shall not take or permit to be taken any other action or actions, which would cause the tax exempt Subordinate TIF Note to be an "arbitrage bond" within the meaning of Section 148(a) of the Code, or "federally guaranteed" within the meaning of Section 149(b) of the Code. The City (to the extent within its power or discretion) and the Developer shall not use or permit the use of any proceeds of the tax exempt Subordinate TIF Note, and shall not take or permit to be taken any other action or actions, which would result in the tax exempt Subordinate TIF Note being treated as other than an obligation described in Section 103(a) of the Code. The City (to the extent within its power or discretion) and the Developer shall not use any portion of the proceeds of the tax exempt Subordinate TIF Note, including any investment income earned on such proceeds, in any manner that would cause the tax exempt Subordinate TIF Note to be a "private activity bond" within the meaning of Section 141(a) of the Code. The officers of the City, including the Mayor, the Finance Officer, the Treasurer, the Register and the Finance Officer, shall be, and they hereby are, authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Section.

Section 703 Payments Due on Saturdays, Sundays and Holidays. In any case where the Payment Date is a Saturday, a Sunday or a legal holiday or other day that is not a business day, then payment of principal or interest need not be made on such date but may be made on the

next succeeding business day with the same force and effect as if made on the Payment Date, and no interest shall accrue for the period after such date.

Section 704 Notices, Consents and Other Instruments. Any notice, consent, request, direction, approval, objection or other instrument required by this Ordinance to be signed and executed by the Owner of the Subordinate TIF Notes may be in any number of concurrent writings of similar tenor and may be signed or executed by such Owner in person or by agent appointed in writing. Proof of the execution of any such instrument or of the writing appointing any such agent and of the ownership of the Subordinate TIF Note, if made in the following manner, shall be sufficient for any of the purposes of the Ordinance, and shall be conclusive in favor of the City with regard to any action taken, suffered or omitted under any such instrument, namely:

(a) The fact and date of the execution by any person of any such instrument may be proved by a certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the person signing such instrument acknowledged before such officer the execution thereof, or by affidavit of any witness to such execution.

(b) The fact of ownership of the Subordinate TIF Note, the amount or amounts and other identification of the Subordinate TIF Note, and the date of holding the same shall be proved by the Registrar.

Section 705 Execution of Documents; Further Authority. The City is hereby authorized to enter into and the Mayor, the Comptroller and the Treasurer of the City are hereby authorized and directed to execute and deliver, for and on behalf of and as the act and deed of the City, the Subordinate TIF Notes and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance. The officers

of the City, including without limitation the Mayor, the Comptroller, the Treasurer and the Register, are hereby authorized and directed to execute, and the City Register is hereby authorized and directed where appropriate to attest, all certificates, documents or other instruments, and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Ordinance and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instrument and other documents herein approved, authorized and confirmed which they determine to be in the City's best interest, and the execution or taking of such action shall be conclusive evidence of such determination.

Section 706 Severability. If any section or other part of this Ordinance, whether large or small, is for any reason be held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Ordinance.

Section 707 Governing Law. This Ordinance shall be governed exclusively by and constructed in accordance with the applicable internal laws of the State of Missouri without reference or application of its conflict of laws principles.

Section 708 Private Sale. The Board of Aldermen of the City hereby declares that it is in the City's best interest to sell the Subordinate TIF Notes at private sale because a public sale of the Subordinate TIF Notes would cause additional expense to the City and because the condition of the current financial markets makes such a public sale not feasible or the best course of action for the City.

EXHIBIT A

Form of Note

THIS TIF NOTE OR ANY PORTION HEREOF MAY BE TRANSFERRED, ASSIGNED OR NEGOTIATED ONLY TO "APPROVED INVESTORS," AS DEFINED HEREIN, AND IN ACCORDANCE WITH THE PROVISIONS HEREOF.

UNITED STATES OF AMERICA
STATE OF MISSOURI

Registered
No. R-__

Registered
Not to Exceed $4,000,000
plus Issuance Costs
(See **Schedule A** attached)

CITY OF ST. LOUIS, MISSOURI

[TAXABLE][TAX-EXEMPT] TAX INCREMENT REVENUE NOTE
(City Hospital TIF RPA1 Project)
SERIES 20__-B

Rate of Interest: [7%][6%]	Maturity Date: _____, 2026	Dated Date: _____	CUSIP Number: None

REGISTERED OWNER: _____
PRINCIPAL AMOUNT: See **SCHEDULE A** attached hereto.

THE CITY OF ST. LOUIS, MISSOURI, a body corporate and a political subdivision duly organized and validly existing under its charter and the Constitution and laws of the State of Missouri (the "City"), for value received, hereby promises to pay to the Registered Owner shown above, or registered assigns, the Principal Amount shown from time to time on Schedule A attached hereto on the Maturity Date shown above unless called for redemption prior to the Maturity Date, and to pay interest thereon from the effective date of registration shown from time to time on Schedule A attached hereto or from the most recent Payment Date to which interest has been paid or duly provided for, at the Rate of Interest shown above computed on the basis of a 360-day year of twelve 30-day months. Interest and principal shall be payable each March 1 and September 1 (each, a "Payment Date"), commencing September 1, 2014, until the Subordinate TIF Notes are paid in full. The Subordinate TIF Notes shall bear interest from their registration date or from the most recent Payment Date to which interest has been paid or duly

provided for. Interest that accrues but remains unpaid on any Payment Date shall be compounded semi-annually.

Except as otherwise provided herein, the capitalized terms herein shall have the meanings as provided in Ordinance No. _____ (Board Bill No. ___) adopted by the Board of Aldermen on _____, 2014 (the "Subordinate Note Ordinance"), or if not therein, then the Redevelopment Agreement defined therein.

THE OBLIGATIONS OF THE CITY WITH RESPECT TO THIS SUBORDINATE TIF NOTE TERMINATE TWENTY-THREE YEARS FROM THE DATE OF APPROVAL BY THE BOARD OF ALDERMEN OF THE APPROVING ORDINANCE APPROVING THE RPA1 PROJECT, WHETHER OR NOT THE PRINCIPAL AMOUNT OR INTEREST HEREON HAS BEEN PAID IN FULL. REFERENCE IS MADE TO THE SUBORDINATE NOTE ORDINANCE FOR A COMPLETE DESCRIPTION OF THE CITY'S OBLIGATIONS HEREUNDER.

Subject to the preceding paragraph, the principal of and interest on this Subordinate TIF Note shall be paid at maturity or upon earlier redemption as provided in Article III of the Subordinate Note Ordinance to the person in whose name this Subordinate TIF Note is registered at the maturity or redemption date hereof, upon presentation and surrender of this Subordinate TIF Note at the payment office of the Comptroller of the City or her authorized agent (the "Finance Officer"). The principal of and interest on the Subordinate TIF Notes shall be payable in any coin or currency of the United States of America which, at the respective dates of payment thereof, is legal tender for the payment of debts due the United States of America. The principal of or interest on this Subordinate TIF Note shall be payable by check or draft at the office of the Finance Officer to the person in whose name this Subordinate TIF Note is registered on the Register on each Payment Date. Except as otherwise provided in Section 208 of the Subordinate Note Ordinance with respect to mutilated, destroyed, lost or stolen Subordinate TIF Notes, no principal on the TIF Notes is payable unless the Owner thereof has surrendered such Subordinate TIF Notes at the office of the Finance Officer.

This Subordinate TIF Note is one of an authorized series of fully registered Notes of the City designated "City of St. Louis, Missouri, [Taxable][Tax-Exempt] Tax Increment Revenue Note (City Hospital TIF RPA1 Project), Series 20___-B," issued in an aggregate principal amount of not to exceed $4,000,000 plus Issuance Costs, less the aggregate original principal amount of the Series A Notes. The Subordinate TIF Notes are being issued for the purpose of paying a portion of the Redevelopment Project Costs in connection with the Redevelopment Plan, under the authority of and in full compliance with the Constitution and laws of the State of Missouri, including particularly the Real Property Tax Increment Allocation Redevelopment Act, Sections 99.800 to 99.865, of the Revised Statutes of Missouri (2000) (the "Act"), and pursuant to the Subordinate Note Ordinance.

The Subordinate TIF Notes and the interest thereon shall be special, limited obligations of the City payable solely from and secured as to the payment of principal and interest, by the Available Revenues and other moneys pledged thereto and held by the Finance Officer as provided herein. "Available Revenues" means all TIF Revenues on deposit from time to time in the Special Allocation Fund, excluding (i) any amount paid under protest until the protest is

withdrawn or resolved against the taxpayer or (ii) any sum received by the City which is the subject of a suit or other claim communicated to the City which suit or claim challenges the collection of such sum.

The monies on deposit in the PILOTs Account of the Revenue Fund of the Special Allocation Fund are those payments in lieu of taxes (as defined in Sections 99.805 and 99.845 of the Act) attributable to the increase in the current equalized assessed valuation of each taxable lot, block, tract or parcel of real property in RPA 1 and any applicable penalty and interest over and above the initial equalized assessed value (as provided for by Section 99.855 of the Act) of such unit of property in RPA 1, as allocated and paid to the City's Treasurer by the City's Collector of Revenue who shall deposit such PILOTs into the Special Allocation Fund while tax increment financing remains in effect.

The monies on deposit in the EATs Account of the Revenue Fund of the Special Allocation Fund are those amounts equal to fifty percent (50%) of the total additional revenues from taxes, penalties and interest which are imposed by the City or other taxing district (as that term is defined in Section 99.805of the Act) and which are generated by economic activities within RPA 1 over the amount of such taxes generated by economic activities within RPA 1 in the calendar year ending December 31, 2002 (subject to annual appropriation by the City as provided in the Act), while tax increment financing remains in effect, but excluding personal property taxes, taxes imposed on sales or charges for sleeping rooms paid by transient guests of hotels and motels, licenses, fees or special assessments other than payments in lieu of taxes and penalties and interest thereon, taxes levied pursuant to Section 70.500 of the Revised Statutes of Missouri (2000), and taxes levied for the purpose of public transportation pursuant to Section 94.660 of the Revised Statutes of Missouri (2000) all in accordance with Section 99.845.3 of the Act, as may be amended from time to time.

All Subordinate TIF Notes shall be equally and ratably secured by Available Revenues on a subordinate basis to the Series A Notes as to both the payment of principal and interest. The Subordinate TIF Notes shall be special, limited obligations of the City payable solely from and secured as to the payment of principal and interest by a pledge of the Available Revenues. The taxing power of the City is not pledged to the payment of the Subordinate TIF Notes either as to principal or interest. The Subordinate TIF Notes shall not be or constitute a general obligation of the City, nor shall they constitute an indebtedness of the City within the meaning of any constitutional, statutory or charter provision, limitation or restriction. THE OBLIGATIONS OF THE CITY WITH RESPECT TO THE SUBORDINATE TIF NOTES SHALL TERMINATE ON THE FIRST TO OCCUR OF THE FULL PAYMENT AND DISCHARGE OF THE TIF NOTES OR THE MATURITY DATE (WHETHER OR NOT THE PRINCIPAL AMOUNT OR INTEREST HAS BEEN PAID IN FULL).

Available Revenues shall be applied, first from the EATs Account and then from the PILOTs Account, to payments on this Subordinate TIF Note as follows:

First, to the Finance Officer of the City and the St. Louis Development Corporation, an amount sufficient to pay all or any portion of the fees and expenses incurred by the Finance Officer of the City and the St. Louis Development Corporation but not to exceed, in the aggregate, the lesser of Sixteen Thousand Dollars and no/100 ($16,000), or 0.4% of the Notes outstanding on

January 1 of each calendar year, plus any accumulated deficiency from previous years, unless the City has incurred costs pursuant to Section 7.15 of the Redevelopment Agreement that have not otherwise been reimbursed to the City through the issuance of Series A Notes;

Second, to the Debt Service Fund, an amount sufficient to pay all or any portion of past due interest owing as a result of prior deficiencies of moneys to pay interest due any Series A TIF Notes on each Payment Date;

Third, to the Debt Service Fund, an amount sufficient to pay all or any portion of the accrued interest becoming due and payable on any Series A TIF Notes on such Payment Date;

Fourth, to the Debt Service Fund, an amount sufficient to pay the principal of any Series A TIF Notes that are subject to redemption pursuant to Section 302 of the Series A Note Ordinance;

Fifth, to the Debt Service Fund, an amount sufficient to pay all or any portion of past due interest owing as a result of prior deficiencies of moneys to pay interest due on any Subordinate TIF Notes on each Payment Date;

Sixth, to the Debt Service Fund, an amount sufficient to pay all or any portion of the accrued interest becoming due and payable on any Subordinate TIF Notes on such Payment Date;

Seventh, to the Debt Service Fund, an amount sufficient to pay the principal of any Subordinate TIF Notes that are subject to redemption pursuant to Section 302 of the Subordinate Note Ordinance;

Eighth, to the City all other remaining money to be declared as surplus and distributed in the manner provided in the Act, subject to Section 403(c) of the Subordinate Note Ordinance.

Upon the payment in full of the principal of and interest on the Subordinate TIF Notes (or provision has been made for the payment thereof as specified in the Subordinate Note Ordinance), payment in full of the fees and expenses of the Finance Officer and the St. Louis Development Corporation, and payment in full of any other amounts required to be paid under the Subordinate Note Ordinance, all amounts remaining on deposit in the Revenue Fund and the Debt Service Fund shall be declared as surplus and distributed in the manner provided in the Act.

The City covenants that the officer of the City at any time charged with the responsibility of formulating budget proposals will be directed to include in the budget proposal submitted to the Board of Aldermen of the City for each fiscal year that the Subordinate TIF Notes are outstanding a request for an appropriation of all moneys on deposit in the Special Allocation Fund for transfer to the Finance Officer for deposit at the times and in the manner provided in Section 403 of the Subordinate Note Ordinance.

The Subordinate TIF Notes are subject to optional redemption by the City in whole at any time or in part on any Payment Date at a redemption price of 100% of the principal amount of the Subordinate TIF Note to be redeemed, plus accrued interest thereon to the date fixed for redemption.

The Subordinate TIF Notes are subject to special mandatory redemption by the City on each Payment Date, at a redemption price equal to 100% of the principal amount being redeemed, together with accrued interest thereon to the date fixed for redemption, in an amount equal to Available Revenues on deposit in the applicable accounts of the Special Allocation Fund and which are not required for the payment of accrued interest on such Payment Date.

The Subordinate TIF Notes or portions thereof to be redeemed shall become due and payable on the redemption date, at the redemption price therein specified, and from and after the redemption date (unless the City defaults in the payment of the redemption price) such Subordinate TIF Notes or portion thereof shall cease to bear interest. Upon surrender of such Subordinate TIF Notes for redemption in accordance with such notice, the redemption price of such Subordinate TIF Notes shall be paid by the Finance Officer. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Subordinate TIF Note, there shall be prepared for the Registered Owner a new Subordinate TIF Note or Notes of the same maturity in the amount of the unpaid principal as provided herein. All Subordinate TIF Notes that have been redeemed shall be cancelled and destroyed by the Finance Officer as provided herein and shall not be reissued.

Subordinate TIF Notes shall be redeemed only in the principal amount of One Thousand Dollars ($1,000) or any integral multiple thereof. When less than all of the outstanding Subordinate TIF Notes are to be redeemed and paid prior to maturity, such Subordinate TIF Notes shall be selected by the Finance Officer in One Thousand Dollar ($1,000) units of face value in such equitable manner as the Finance Officer may determine.

The Subordinate TIF Notes are issuable in the form of fully registered Notes without coupons in any denomination, subject to the limitation on the aggregate Principal Amount.

This Subordinate TIF Note may be transferred or exchanged as provided in the Subordinate Note Ordinance only upon the Register, upon surrender of this Subordinate TIF Note together with a written instrument of transfer satisfactory to the Finance Officer duly executed by the Registered Owner or the Registered Owner's duly authorized agent.

THE OWNER HEREOF EXPRESSLY AGREES, BY SUCH OWNER'S ACCEPTANCE HEREOF, THAT THE RIGHT TO PURCHASE, TRANSFER, ASSIGN OR NEGOTIATE THIS TIF NOTE SHALL BE LIMITED TO PURCHASE, TRANSFER, ASSIGNMENT OR NEGOTIATION TO APPROVED INVESTORS AND UPON THE EXECUTION BY THE PROPOSED PURCHASER OR TRANSFEREE OF AN INVESTMENT LETTER IN SUBSTANTIALLY THE FORM OF EXHIBIT C TO THE SUBORDINATE NOTE ORDINANCE, SIGNED BY THE PROPOSED PURCHASER OR TRANSFEREE, SHOWING THAT THE PROPOSED PURCHASER OR TRANSFEREE IS AN APPROVED INVESTOR. "Approved Investor" means (a) the Developer, the University or any party or entity related to the Developer or the University by one of the relationships described in Section 267(b) of the Internal Revenue Code of 1986, as amended, (b) an "accredited investor" under Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, (c) a "qualified institutional buyer" under Rule 144A promulgated under the Securities Act of 1933 or (d) any general business corporation or enterprise with total assets in excess of $50,000,000.

Subject to the limitations of the preceding paragraph, upon surrender thereof at the office of the Finance Officer, the Finance Officer shall transfer or exchange any Subordinate TIF Note for a new Subordinate TIF Note of the same maturity and in the same principal amount as the Outstanding principal amount of the Subordinate TIF Note that was presented for transfer or exchange. Any TIF Note presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Finance Officer, duly executed by the Registered Owner thereof or by the Registered Owner's duly authorized agent.

This Subordinate TIF Note shall not be valid or binding on the City or be entitled to any security or benefit under any indenture until the Certificate of Authentication hereon has been executed by the Finance Officer.

IT IS HEREBY CERTIFIED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of the Subordinate TIF Notes have existed, happened and been performed in due time, form and manner as required by law.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, THE CITY OF ST. LOUIS, MISSOURI has executed this Subordinate TIF Note by causing it to be signed by the manual or facsimile signature of its Mayor and Finance Officer and attested by the manual or facsimile signature of its City Register, and its official seal to be affixed or imprinted hereon, and this Subordinate TIF Note to be dated as of the effective date of registration as shown on Schedule A attached hereto.

THE CITY OF ST. LOUIS, MISSOURI

By:_____
Mayor

By:_____
Comptroller

Attest:
(Seal)

_____
City Register

Approved as to Form:

_____
City Counselor

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

_____

(Print or Type Name, Address and Social Security Number
or other Taxpayer Identification Number of Transferee)

the within TIF Note and all rights thereunder, and hereby irrevocably constitutes and appoints _____ agent to transfer the within Note on the books kept by the Finance Officer for the registration thereof, with full power of substitution in the premises.

Dated: _____.

_____

NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears on the face of the within Note in every particular.

Signature Guaranteed By:

_____

(Name of Eligible Guarantor Institution)

By: _____

Title: _____

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution as defined by SEC Rule 17Ad-15 (17 CFR 240.17Ad-15).

SCHEDULE A

CERTIFICATE OF AUTHENTICATION

This TIF Note is one of the Series 20__-B TIF Notes described in the within-mentioned Subordinate Note Ordinance.

Date	Additions to Principal Amount	Principal Amount Paid	Outstanding Principal Amount	Authorized Signatory of Finance Officer
_____ __, _____	$	$	$	
_____ __, _____				
_____ __, _____				
_____ __, _____				
_____ __, _____				
_____ __, _____				
_____ __, _____				
_____ __, _____				
_____ __, _____				
_____ __, _____				

EXHIBIT B

Form of Letter of Representations

_____, 20___

City of St. Louis
City Hall
Tucker and Market Streets
St. Louis, Missouri 63103
Attention: Mayor, Room 200
Attention: Comptroller, Room 311

Re: City of St. Louis, Missouri, Tax Increment Revenue Notes, (City Hospital TIF RPA1 Project), Series 20__-B

Ladies and Gentlemen:

This letter is to provide you with certain representations and agreements with respect to the purchase by the undersigned of $_____ aggregate principal amount of Tax Increment Revenue Notes, (City Hospital TIF RPA1 Project), Series 20__-B (the "Subordinate TIF Notes"), issued by the City of St. Louis, Missouri (the "City"). The Subordinate TIF Notes are secured in the manner set forth in Ordinance No. _____ (Board Bill No. ____) of the City adopted on _____, 2014 (the "Subordinate Note Ordinance"). The undersigned hereby represents to each of you and agrees with each of you, as follows:

1. The undersigned is an Approved Investor (as defined in the Subordinate Note Ordinance).

2. The undersigned acknowledges that neither the City nor its financial advisor has not made any representation or warranty concerning the accuracy or completeness of any information furnished in connection with the purchase by the undersigned of the Subordinate TIF Notes. Accordingly, the undersigned has not relied upon the City or its financial advisor as to the accuracy or completeness of such information. As a sophisticated investor, the undersigned has made its own decision to purchase the Subordinate TIF Notes based solely upon its own inquiry and analysis.

3. The undersigned understands that the Subordinate TIF Notes do not constitute an indebtedness of the City or a loan or credit thereof within the meaning of any constitutional or statutory debt limitation or restriction.

4. The undersigned is familiar with and has counsel who are familiar with the federal and state legislation, rules, regulations and case law pertaining to the transfer and distribution of securities, including, but not limited to, disclosure obligations of the seller incident to any such transfer or distribution. The undersigned hereby covenants and agrees that the undersigned will not sell, offer for sale, pledge, transfer, convey, hypothecate, mortgage or

dispose of the Subordinate TIF Notes or any interest therein in violation of applicable federal or state law or in violation of restrictions on sale, assignment, negotiation or transfer of the Subordinate TIF Notes as set forth in paragraph 6 below.

5. The undersigned is purchasing the Subordinate TIF Notes for its own account for investment (and not on behalf of another) and, other than a contemplated pledge of the TIF Notes, has no present intention of reselling the Subordinate TIF Notes or dividing its interest therein. Notwithstanding the foregoing, the undersigned has the right to sell, offer for sale, pledge, transfer, convey, hypothecate, mortgage or dispose of the Subordinate TIF Notes at some future date determined by it, provided that such disposition is not in violation of restrictions on sale, assignment, negotiation or transfer of the Subordinate TIF Notes as set forth in paragraph 6 below.

6. The undersigned acknowledges that the right to sell, assign, negotiate or otherwise transfer the TIF Notes shall be limited to Approved Investors (as defined in the Subordinate Note Ordinance) and that it has received and reviewed the Subordinate Note Ordinance, including but not limited to the definition of Approved Investor.

7. The undersigned agrees to indemnify and hold the City and its financial advisor harmless from any and all claims, judgments, attorneys' fees and expenses of whatsoever nature, whether relating to litigation or otherwise, resulting from any attempted or affected sale, offer for sale, pledge, transfer, conveyance, hypothecation, mortgage or disposition of the Subordinate TIF Notes in violation of this letter.

8. The undersigned has satisfied itself that the Subordinate TIF Notes may be legally purchased by the undersigned.

Sincerely,

_____,
as Purchaser

By: _____
Title: _____