

1 **BOARD BILL #319**

INTRODUCED BY ALDERMAN JOSEPH RODDY

2 AN ORDINANCE AUTHORIZING AND DIRECTING THE ISSUANCE AND DELIVERY OF ONE
3 OR MORE SERIES OF TAX INCREMENT REVENUE NOTES (ST. LOUIS INNOVATION
4 DISTRICT/RPA 7 PROJECT) SERIES A AND SERIES B (COLLECTIVELY, THE “RPA 7 NOTES”)
5 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$37,100,000, PLUS COSTS OF
6 ISSUANCE, FOR CERTAIN REIMBURSABLE REDEVELOPMENT PROJECT COSTS
7 ASSOCIATED WITH REDEVELOPMENT PROJECT AREA 7 OF THE ST. LOUIS INNOVATION
8 DISTRICT REDEVELOPMENT AREA IN ACCORDANCE WITH THE TERMS OF THE
9 REDEVELOPMENT AGREEMENT; AUTHORIZING AND DIRECTING THE MAYOR AND THE
10 COMPTROLLER TO EXECUTE AND DELIVER THE SUPPLEMENTAL TRUST INDENTURE IN
11 CONNECTION WITH THE ISSUANCE OF RPA 7 NOTES; DESIGNATING THE TRUSTEE FOR
12 SUCH NOTES; AUTHORIZING AND DIRECTING THE TAKING OF OTHER ACTIONS AND
13 APPROVAL AND EXECUTION OF OTHER DOCUMENTS AS NECESSARY OR DESIRABLE TO
14 CARRY OUT AND COMPLY WITH THE INTENT HEREOF; SUPERSEDING PROVISIONS OF
15 PRIOR ORDINANCES OF THE CITY TO THE EXTENT INCONSISTENT WITH THE TERMS
16 HEREOF; AND CONTAINING A SEVERABILITY CLAUSE.

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

20 WHEREAS, the City is authorized and empowered under the Real Property Tax Increment
21 Allocation Redevelopment Act, Sections 99.800 to 99.865, inclusive, of the Revised Statutes of Missouri,
22 as amended (the “TIF Act”), to issue bonds, notes or other obligations for the purpose of providing funds
23 to finance the costs of certain redevelopment projects and to pay certain costs related to the issuance of
24 such bonds, notes or other obligations; and

1 WHEREAS, pursuant to Ordinance No. 69389, the Board of Aldermen approved and adopted a
2 plan for redevelopment titled the “St. Louis Innovation District Tax Increment Financing (TIF)
3 Redevelopment Plan” dated October 15, 2012, and revised as of December 4, 2012, and January 11, 2013
4 (the “Original Redevelopment Plan”), for an area consisting of City Blocks 3971.13, 3970, 3968.13,
5 4589, 3904, 3917, 3966.13, 3967.13, 3962, 3961, 4586, 3918.04, 3919.04, 3953, 3960 and 3959, which
6 area is more fully described in said Ordinance (the “Redevelopment Area” or “Area”); and

7 WHEREAS, pursuant to Ordinance No. 69390, the Board of Aldermen authorized execution of a
8 Redevelopment Agreement (the “Original Redevelopment Agreement”) between the City and St. Louis
9 Innovation District, LLC (the “Developer”); and

10 WHEREAS, the Original Redevelopment Agreement was executed by the City and the
11 Developer, effective as of October 21, 2013; and

12 WHEREAS, pursuant to Ordinance No. 69524, the Board of Aldermen authorized execution of a
13 First Amendment to Redevelopment Agreement (the “First Amendment”) between the City and the
14 Developer; and

15 WHEREAS, the First Amendment was executed by the City and the Developer, effective as of
16 October 21, 2013; and

17 WHEREAS, pursuant to Ordinance No. [____], the Board of Aldermen authorized execution
18 of a Second Amendment to Redevelopment Agreement (the “Second Amendment” which, together with
19 the Original Redevelopment Agreement, as amended by the First Amendment, is referred to herein as the
20 “Redevelopment Agreement”) between the City and the Developer; and

21 WHEREAS, the Second Amendment was executed by the City and the Developer, effective as of
22 [____], 2014; and

23 WHEREAS, pursuant to Ordinance No. 69523, the Board of Aldermen approved a revision to the
24 Original Redevelopment Plan in the form of the “St. Louis Innovation District Tax Increment Financing
25 (TIF) Redevelopment Plan” last revised June 6, 2013 (the “Redevelopment Plan”); and

1 WHEREAS, the Redevelopment Plan proposes to redevelop the Redevelopment Area through the
2 rehabilitation and redevelopment of all or a portion of the Redevelopment Area into commercial,
3 residential, retail, and related space, together with related improvements, as set forth in the
4 Redevelopment Plan; and

5 WHEREAS, pursuant to the TIF Act, the Board of Aldermen adopted Ordinance No. [_____] on
6 [_____], 2014, which Ordinance, among other things, (i) approved the RPA 7 Redevelopment
7 Project, as described in the Redevelopment Plan (the “RPA 7 Redevelopment Project”), (ii) adopted tax
8 increment financing within RPA 7 (as such area is described in the Redevelopment Plan) and (iii)
9 established the “RPA 7 Account” of the “St. Louis Innovation District Special Allocation Fund”; and

10 WHEREAS, pursuant to Ordinance No. 69525, the City and UMB Bank, N.A., as trustee, have
11 authorized a Trust Indenture (the “Original Indenture”) pursuant to which the City is authorized to issue
12 its (a) Tax Increment Revenue Notes (St. Louis Innovation District) (the “Notes”) in an aggregate
13 principal amount not to exceed \$167,000,000, plus Issuance Costs (as defined in the Original Indenture);
14 and (b) (i) Not to Exceed \$11,400,000 aggregate principal amount, plus Issuance Costs, of Tax Increment
15 Revenue Notes (St. Louis Innovation District/RPA 1A(I) Project) Series 2014, (ii) Not to Exceed
16 \$13,500,000 aggregate principal amount, plus Issuance Costs of Taxable Tax Increment Revenue Notes
17 (St. Louis Innovation District/RPA 1A(II) Project) Series 2014A, (iii) Not to Exceed \$1,900,000
18 aggregate principal amount, plus Issuance Costs, of Taxable Tax Increment Revenue Notes (St. Louis
19 Innovation District/RPA 1A(II) Project) Series 2014B, (iv) Not to Exceed \$6,600,000 aggregate principal
20 amount, plus Issuance Costs, of Subordinate Taxable Tax Increment Revenue Notes (St. Louis Innovation
21 District/RPA 1A(II) Project) Series 2014C, and (v) Not to Exceed \$25,000,000 aggregate principal
22 amount, plus Issuance Costs, of Tax Increment Revenue Notes (St. Louis Innovation District/Area-wide
23 Projects) Series 2014A/B, as evidence of the City’s obligation to pay certain Reimbursable
24 Redevelopment Project Costs (as defined in the Original Indenture) incurred in furtherance of the
25 Redevelopment Plan and the Redevelopment Projects (the “Redevelopment Projects” as defined in the

1 Redevelopment Plan and the Redevelopment Agreement and any applicable parcel development
2 agreement);

3 WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best
4 interest of the City and of its inhabitants that the City (a) authorize and direct the issuance of its Tax
5 Increment Revenue Notes (St. Louis Innovation District/RPA 7 Project) Series A and B (collectively, the
6 “RPA 7 Notes”) in an aggregate principal amount not to exceed \$37,100,000, plus Issuance Costs (as
7 defined in the herein defined Indenture), as evidence of the City’s obligation to pay certain Reimbursable
8 Redevelopment Project Costs incurred in furtherance of the Redevelopment Plan and the RPA 7
9 Redevelopment Project ; (b) authorize and direct the Mayor and the Comptroller to execute and deliver a
10 Supplemental Trust Indenture in substantially the form of **Exhibit A** hereto (the “Supplemental
11 Indenture” which, together with the Original Indenture, as the same may be amended from time to time
12 pursuant to its terms, is referred to herein as the “Indenture”) providing the terms of issuance of the RPA
13 7 Notes; and (c) designate UMB Bank, N.A., as trustee (the “Trustee”) for the RPA 7 Notes; and

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

15 **Section 1. Definitions.** Capitalized terms used herein and not otherwise defined in this
16 Ordinance or the preambles hereto shall have the meanings ascribed to such terms in the Indenture.

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

19 (a) to authorize the issuance of the RPA 7 Notes to fund certain Reimbursable
20 Redevelopment Project Costs for the RPA 7 Redevelopment Project;

21 (b) to authorize and direct the issuance of the RPA 7 Notes pursuant to the terms of the
22 Indenture;

23 (c) to authorize and direct the Mayor and Comptroller to enter into the Supplemental
24 Indenture;

25 (d) to designate the Trustee for the RPA 7 Notes; and

1 (e) to take certain other actions as herein provided.

2 **Section 3. Authority and Direction to Issue the RPA 7 Notes.** The City hereby authorizes
3 and directs the issuance of the RPA 7 Series Notes in an aggregate principal amount not to exceed
4 \$37,100,000, plus Issuance Costs, for the purposes set forth in Section 2 hereof. The terms and
5 provisions of the RPA 7 Notes shall be as provided in the Indenture.

6 **Section 4. Special, Limited Obligations.** The RPA 7 Notes and the interest thereon shall
7 be special, limited obligations of the City payable solely from the Pledged Revenues and other moneys
8 pledged thereto and held by the Trustee as provided in the Indenture, and shall be secured by a transfer,
9 pledge, and assignment of and a grant of a security interest in the Trust Estate to the Trustee and in favor
10 of the Owners of the RPA 7 Notes, as provided in the Indenture. The RPA 7 Notes and the interest
11 thereon shall not constitute a debt of the City, the State, or any political subdivision thereof, and shall not
12 constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or
13 restriction.

14 **Section 5. Private Sale.** The Board of Aldermen of the City hereby declares that it is in the
15 City's best interest to sell the RPA 7 Notes at private sale because a public sale of the RPA 7 Notes would
16 cause additional expense to the City and because the condition of the current financial markets makes
17 such a public sale not feasible or the best course of action for the City.

18 **Section 6. Authority and Direction to Execute and Deliver Documents.** The Board of
19 Aldermen hereby approves, and the Mayor and Comptroller of the City are hereby authorized and
20 directed to execute and deliver, on behalf of the City, the Supplemental Indenture, in substantially the
21 form attached hereto as **Exhibit A**, and the RPA 7 Notes, and the City Register is hereby authorized and
22 directed to attest to the Supplemental Indenture and the RPA 7 Notes and to affix the seal of the City
23 thereto. The Supplemental Indenture shall be in substantially the form attached, with such changes
24 therein as shall be approved by said Mayor and Comptroller executing the same and as may be consistent

1 with the intent of this Ordinance and necessary and appropriate in order to carry out the matters herein
2 authorized.

3 **Section 7. Designation of Trustee and Paying Agent and Registrar.** The City hereby
4 ratifies, approves and consents to the designation of UMB Bank, N.A., as Trustee, Paying Agent, and
5 Registrar under the Indenture.

6 **Section 8. Further Authority.** The Mayor and the Comptroller or their designated
7 representatives, with the advice and concurrence of the City Counselor and after approval by the Board of
8 Estimate and Apportionment, are hereby further authorized and directed to make any changes to the
9 documents, agreements, and instruments approved and authorized by this Ordinance as may be consistent
10 with the intent of this Ordinance and necessary and appropriate in order to carry out the matters herein
11 authorized, with no such further action of the Board of Aldermen necessary to authorize such changes by
12 the Mayor and the Comptroller or their designated representatives.

13 **Section 9. Severability.** It is hereby declared to be the intention of the Board of Aldermen
14 that each and every part, section, and subsection of this Ordinance shall be separate and severable from
15 each and every other part, section, and subsection hereof and that the Board of Aldermen intends to adopt
16 each said part, section, and subsection separately and independently of any other part, section and
17 subsection. In the event that any part, section, or subsection of this Ordinance shall be determined to be
18 or to have been unlawful or unconstitutional, the remaining parts, sections, and subsections shall be and
19 remain in full force and effect, unless the court making such finding shall determine that the valid
20 portions standing alone are incomplete and are incapable of being executed in accord with the legislative
21 intent.

22 **Section 10. Governing Law.** This Ordinance shall be governed exclusively by and
23 construed in accordance with the applicable laws of the State of Missouri.

1 **Section 11. Effective Date.** After adoption of this Ordinance by the Board of Aldermen,
2 this Ordinance shall become effective on the 30th day after its approval by the Mayor or adoption over his
3 veto.

4 **Section 12. Superseding of Inconsistent Provisions.** The provisions of this Ordinance
5 hereby amend any provision of any ordinance of the City inconsistent with the terms hereof, but only to
6 the extent of such inconsistency.

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EXHIBIT A
FORM OF SUPPLEMENTAL TRUST INDENTURE
(Attached hereto.)