

2
3
4
5 An ordinance authorizing The City of St. Louis, Missouri, to enter into a First Amendment to
6 Memorandum of Agreement with the Bi-State Development Agency of the Missouri-Illinois Metropolitan
7 District and St. Louis County, Missouri, amending that certain Memorandum of Agreement dated as of
8 November 1, 2002, for the purpose of providing additional funds to pay the costs of the acquisition,
9 design, construction, equipping, operation, development and financing of a project including a light rail
10 transit line, known as Segment I of the Cross-County Corridor, as well as improvements associated with
11 the related upgrade and expansion in transit service; authorizing the Agency to issue obligations payable
12 from annual appropriation of the Quarter-Cent Sales Tax levied by the City for public mass transportation
13 purposes by Ordinance no. 63168 and other available revenues of the Agency; and authorizing the City to
14 take other necessary actions in connection with such obligations and the Project.

15 WHEREAS, The City of St. Louis, Missouri (the “City”) is authorized to acquire, construct,
16 own, operate and maintain mass transportation facilities for public service and to fund the operation
17 thereof, to acquire private property which is necessary for the purposes of the City by eminent domain,
18 and to contract for the provision of public mass transportation with the Bi-State Development Agency of
19 the Missouri-Illinois Metropolitan District (the “Agency”); and

20 WHEREAS, in 1994, the Missouri General Assembly adopted Senate Bill 432, codified as
21 Section 94.660 of the Revised Statutes of Missouri, as amended (the “Prop M Tax Act”), which
22 authorized the City and St. Louis County, Missouri (the “County”) to levy up to a one-half cent sales tax
23 for public transportation purposes, on approval of the voters of both the City and the County of such tax;
24 and

25 WHEREAS, on August 2, 1994, a majority of the voters of both the City and the County,
26 respectively, approved the imposition of a one-quarter cent sales tax, known as the Proposition M Sales
27 Tax (the “Prop M Sales Tax”), for the purpose of providing a source of funds for public transportation
28 purposes; and

1 WHEREAS, pursuant to Ordinance No. 63168 the City imposed a City-wide sales tax of one-
2 quarter of one percent for public transportation purposes (the “City’s Prop M Sales Tax”); and

3 WHEREAS, since 1994 the City and the County have annually appropriated funds received from
4 the Prop M Sales Tax for transfer to the Agency for the purpose of funding the Agency’s public
5 transportation purposes; and

6 WHEREAS, pursuant to Ordinance No. 65613, the Board of Aldermen of the City found and
7 determined that it was necessary and desirable that the Agency (1) proceed with the construction of a
8 project including a light rail transit line, known as Segment I of the Cross-County Corridor, as well as
9 improvements associated with the related upgrade and expansion in transit service (the “Project”); and (2)
10 proceed with the issuance of bonds of the Agency to pay the costs of such Project and that the City enter
11 into an agreement providing for the annual appropriation of the City’s Prop M Sales Tax to the Agency
12 for the purpose of funding the costs of such Project, paying debt service on bonds to be issued by the
13 Agency for such purposes and funding other public transportation purposes of the Agency, and that the
14 City take certain actions and approve the execution of certain documents in connection therewith as
15 therein provided; and

16 WHEREAS, the City, the County and the Agency entered into a Memorandum of Agreement
17 dated as of November 1, 2002 (the “Original Agreement” and, as amended by the hereinafter described
18 Amendment, the “Agreement) to provide for the issuance of bonds by the Agency to provide funds to
19 finance the Project, to provide for the application of the proceeds of such bonds to pay the costs of the
20 Project and to provide a source of repayment for such bonds; and

21 WHEREAS, on November 21, 2002, the Agency issued \$100,000,000 original principal amount
22 of Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series
23 2002A (the “Series 2002A Bonds”), \$313,305,000 original principal amount of Mass Transit Sales Tax
24 Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002B (the “Series 2002B

1 Bonds”) and \$816,760.73 original principal amount of Mass Transit Sales Tax Appropriation Bonds
2 (MetroLink Cross County Extension Project) Series 2002C (the “Series 2002C Bonds” and together with
3 the Series 2002A Bonds and the Series 2002B Bonds, the “Series 2002 Bonds”) to finance the costs of the
4 Project; and

5 WHEREAS, the costs of the Project have exceeded previous estimates and additional funds are
6 needed to acquire, plan, construct, equip and improve the Project, fund reasonable reserves for such
7 financing and for the Project, fund capitalized interest for such financing, and fund the costs of issuance
8 relating to such financing; and

9 WHEREAS, the Board of Aldermen of the City finds and determines that it is necessary and
10 desirable that the Agency proceed with the issuance of subordinate bonds, notes or other obligations of
11 the Agency in an original principal amount which, together with the original principal amount of the
12 Series 2002 Bonds, shall not collectively aggregate in excess of \$600 million in original principal amount
13 (exclusive of bonds, notes or other obligations issued to refund or refinance such subordinate bonds, notes
14 or other obligations of the Agency), to pay the costs of such Project and that the City enter into an
15 amendment to the Original Agreement to provide for the issuance of subordinate bonds, notes or other
16 obligations by the Agency to provide additional funds to finance or refinance the Project, to provide for
17 the application of the proceeds of such subordinate bonds, notes or other obligations to pay the costs of
18 the Project and to provide a source of repayment for such subordinate bonds, notes or other obligations;
19 and that the City take certain actions and approve the execution of certain documents in connection
20 therewith as herein provided.

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

22 **SECTION ONE. Authorization of First Amendment to Memorandum of Agreement.** The
23 City is hereby authorized to enter into a First Amendment to Memorandum of Agreement (the
24 “Amendment”), among the County, the Agency, and the City and consented to by The Bank of New York

1 Trust Company, N.A., as Trustee, Financial Security Assurance Inc. and WestLB, AG, acting through its
2 New York Branch, in substantially the form filed in the office of the Registrar of the City, with such
3 changes therein as shall be approved by the officers of the City executing such document, such officers'
4 signatures thereon being conclusive evidence of their approval and the City's approval thereof. The
5 Agreement provides for the annual appropriation of the City's Prop M Sales Tax to the Agency for the
6 purpose of providing funds to pay the costs of the acquisition, design, construction, equipping, operation,
7 development and financing of the Project, paying debt service on bonds, notes or other obligations issued
8 or to be issued by the Agency to finance the Project and funding other public transportation purposes of
9 the Agency.

10 **SECTION TWO. Approval of Agency's Subordinate Obligations.** The Agency is hereby
11 authorized to issue and sell its subordinate bonds, notes or other obligations (the "Cross County
12 MetroLink Subordinate Obligations") for the purpose of paying the costs of the Project and/or refunding
13 such bonds, notes or other obligations; provided, however, that the original principal amount of such
14 Cross County MetroLink Subordinate Obligations (other than Cross County MetroLink Subordinate
15 Obligations issued to refinance or refund other Cross County MetroLink Subordinate Obligations) and the
16 aggregate original principal amount of Series 2002 Bonds shall collectively not exceed \$600 million. The
17 Cross County MetroLink Subordinate Obligations shall bear such dates, shall mature at such times and in
18 the amounts, shall be in such denominations, shall bear interest at such rates, shall be in such forms, shall
19 be subject to redemption, shall have such other terms and provisions, covenants and agreements, as
20 approved by the Board of Commissioners of the Agency.

21 **SECTION THREE. Limited Obligations.** The Cross County MetroLink Subordinate
22 Obligations and the interest thereon shall be special, limited obligations of the Agency payable solely out
23 of the funds annually appropriated by the City and the County from the Prop M Sales Tax pursuant to the
24 Agreement on a subordinate basis to the Series 2002 Bonds and other funds of the Agency designated for

1 the Project, and the Agency's receipts from such funds shall be pledged and assigned on a subordinate
2 basis to the Series 2002 Bonds to the owners of the Cross County MetroLink Subordinate Obligations as
3 security for the payment thereof. The Cross County MetroLink Subordinate Obligations and the interest
4 thereon shall not be a debt of the County, the City or the State of Missouri, and neither the County, the
5 City, nor said State shall be liable thereon, and the Cross County MetroLink Subordinate Obligations
6 shall not constitute an indebtedness within the meaning of any constitutional, statutory or charter debt
7 limitation or restriction.

8 **SECTION FOUR. Further Authority.** The City shall, and the officers, agents and employees
9 of the City are hereby authorized and directed to, take such further action, and execute such other
10 documents, certificates and instruments as may be necessary or desirable to carry out and comply with the
11 intent of this Ordinance, to fund the costs of the Project, and to carry out, comply with and perform the
12 duties of the City pursuant to the Agreement and with respect to the Cross County MetroLink Subordinate
13 Obligations. The Mayor, Comptroller, President of the Board of Aldermen, and other officials of the City
14 are hereby authorized, through the term of the Agreement, to execute all documents on behalf of the City
15 as may be required or desirable to carry out and comply with the intent of this Ordinance and the
16 Agreement.

17 **SECTION FIVE.** This bill being necessary for the immediate preservation of the public health,
18 welfare and safety, is declared to be an emergency measure within the Charter of the City of St. Louis and
19 shall become effective immediately upon its passage and approval by the Mayor.

20 ADOPTED this _____ day of _____, 2005.

21