

1 **BOARD BILL #252** **INTRODUCED BY: ALDERWOMAN MARLENE DAVIS**

2 An ordinance recommended by the parking commission of the City of St. Louis  
3 and authorizing and directing the city, acting through the treasurer of the city in  
4 his capacity as supervisor of parking meters, to enter into a standby bond purchase  
5 agreement with a bank or financial institution for the sale and purchase of parking  
6 revenue bonds, when and if issued, in an aggregate principal amount not to  
7 exceed \$3,000,000; setting forth certain terms and conditions relative to such  
8 bonds; authorizing the negotiated sale of the bonds and the execution and delivery  
9 of such a standby bond purchase agreement; approving and authorizing the  
10 execution of a tax compliance agreement; and the execution and approval of other  
11 documents, as are necessary or desirable to carry out and comply with the intent  
12 hereof; authorizing the reimbursement of certain amounts to be expended in  
13 connection with the project to be financed with the proceeds of the bonds; and  
14 containing a severability clause and an emergency clause.

15 WHEREAS, the City of St. Louis, Missouri (the “City”) acting through the Treasurer  
16 acting in his capacity as Supervisor of Parking Meters (the “Treasurer”) (the “Issuer”) is  
17 authorized under the laws of the State of Missouri, including Section 82.485, Revised Statutes of  
18 Missouri (2000), as amended (the “Act”), to issue revenue bonds and pledge parking assets,  
19 including real property and future income, for the purpose of financing capital improvements;  
20 and

21 WHEREAS, the City, the Parking Commission and UMB Bank, N.A. (the “Trustee”)  
22 entered into a Trust Indenture dated as of December 1, 2006 (the “Indenture”); and

1           WHEREAS, the Indenture provides that neither the Issuer nor the Parking Division may  
2 incur additional Indebtedness (as defined in the Indenture) except Permitted Indebtedness (as  
3 defined in the Indenture); and

4           WHEREAS, Permitted Indebtedness as defined in the Indenture includes Non-Recourse  
5 Indebtedness without limitation; and

6           WHEREAS, the Indenture defines Non-Resource Indebtedness as “any Indebtedness  
7 secured by a mortgage, lien or security interest in an Excluded Facility and/or the income and  
8 revenues attributable to an Excluded Facility, the liability for which is effectively limited to such  
9 property, with no recourse to any other property of the Issuer or the Parking Division.”; and

10           WHEREAS, the Indenture defines “Excluded Facilities” as, among other things, as  
11 parking facilities which (1) become owned in whole or in part, leased or managed by the Parking  
12 Division on a date subsequent to December 1, 2006, (2) have not generated any Parking Division  
13 Revenues prior to such date, (3) are designated by the Supervisor of Parking Meters as  
14 “Excluded Facilities” within 30 days of the date of acquisition by written notice to the Trustee  
15 and (4) are not a Project; and

16           WHEREAS, the Indenture defines “Project” as any parking facility financed with Bonds  
17 issued under and pursuant to the Indenture; and

18           WHEREAS, the Bonds (as hereinafter defined) to be issued pursuant to this Ordinance  
19 will not be issued under or pursuant to the Indenture, and the Project (as hereinafter defined) has  
20 been declared to be, and is in accordance with the applicable provisions of the Indenture, an  
21 “Excluded Facility”; and

1           WHEREAS, pursuant to Article II and Section 1101 of the Original Indenture, the City  
2 and the Trustee are authorized, without the consent of or notice to any holders of any bonds  
3 previously issued under such Original Indenture, to issue any Series of Bonds; and

4           WHEREAS, the City deems it advisable, and for the general welfare of the people  
5 residing and working in the City, to issue revenue bonds to finance certain parking facilities to be  
6 owned by the City, leased to the Treasurer of the City in his capacity as Supervisor of Parking  
7 Meters and managed by the Parking Commission of the City (the "Parking Commission") and to  
8 secure such revenue bonds by a pledge of, among other funds, the Pledged Revenues (as defined  
9 in the Original Indenture); and

10           WHEREAS, the City deems it advisable for the general welfare of the people residing  
11 and working in the City to issue not to exceed \$3,000,000 aggregate principal amount of Parking  
12 Revenue Bonds (Grand Center Surface Parking) (the "Bonds"), to be dated the date of issuance  
13 of such Bonds, pursuant to a Standby Bond Purchase Agreement (the "Purchase Agreement")  
14 among the City, the Parking Commission and the purchaser of the Bonds (the "Purchaser") to (a)  
15 finance the costs of the hereinafter defined Project, and (b) pay the costs of issuance with respect  
16 to the Bonds; and

17           WHEREAS, in connection with the issuance of the Bonds it is necessary and desirable  
18 that the City, as Issuer, enter into certain agreements including, without limitation, the Purchase  
19 Agreement (the "Purchase Contract"), and a Tax Compliance Agreement dated as of the first day  
20 of the month in which the Bonds are issued, between the City and the Trustee (the "Tax  
21 Compliance Agreement"), and that the City execute certain other documents; and

22           WHEREAS, the Bonds shall state that such bonds do not constitute an indebtedness of  
23 the City, the State of Missouri or any political subdivision thereof within the meaning of any

1 constitutional or statutory debt limitation or restriction and that the taxing power of the City, the  
2 State of Missouri or any political subdivision thereof is not pledged to the payment of the  
3 principal of, premium, if any, or interest on the Bonds;

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

6 SECTION ONE. Definitions.

7 As used in this Ordinance, the following words or phrases have the following meanings,  
8 and any other capitalized terms used herein shall have the meanings assigned to such terms in the  
9 Purchase Agreement:

10 “Grand Center Surface Parking Project” means the acquisition of a public parking facility  
11 located in the Grand Center Parking Improvement District anticipated to have approximately 100  
12 public parking spaces (depending on cost and site conditions) public surface parking lot.

13 SECTION TWO. Findings, Determinations and Declarations.

14 The Board of Aldermen hereby finds, determines and declares as follows:

15 (a) The issuance of the Bonds, the sale and delivery thereof through a  
16 negotiated sale to the Purchaser and the use of the proceeds thereof to (i) finance the Grand  
17 Center Surface Parking Project, and (ii) pay costs of issuance of the Bonds is necessary and  
18 desirable for the general welfare of the City.

19 (b) In approving the issuance of the Bonds and the sale and delivery thereof, it  
20 is the intention of the Board of Aldermen, that:

21 (i) the aggregate principal amount of Bonds shall not exceed the  
22 amount set forth in Section 3 hereof;

1 (ii) no bonds or other obligations of any kind or description which are  
2 secured by the Pledged Revenues shall be issued or sold without authorization by a subsequent  
3 City ordinance and the approval of the Parking Commission; and

4 (iii) this Ordinance authorizes the issuance and sale of the Bonds only.

5 SECTION THREE. Authorization of the Bonds.

6 (a) The Board of Aldermen, acting as the governing authority of the City and  
7 on the recommendation of the Parking Commission, does hereby authorize the City, acting  
8 through the Treasurer of the City as Supervisors of Parking Meters, as the Issuer, to issue the  
9 Bonds in an aggregate principal amount not to exceed \$3,000,000, the proceeds of which Bonds  
10 shall be used to finance the Grand Center Surface Parking Project and for the other purposes  
11 stated in Section 2(a) above, and which Bonds shall be sold to the Purchaser selected by the  
12 Treasurer in a negotiated sale.

13 (b) The Bonds shall: (i) have a final maturity of not more than 15 years from  
14 the date of issuance; (ii) bear rates of interest at not more than the rates permitted by applicable  
15 Missouri law; and (iii) be sold at par. Subject to the provisions of this Ordinance, the Bonds  
16 shall be dated, mature, appear in such denominations, bear interest at such times and have such  
17 other terms and provisions, including a special Series designation if so desire, as are provided in  
18 the Purchase Agreement.

19 (c) The payment of the costs of issuance of the Bonds out of the proceeds of  
20 the sale of such Bonds, and out of other available funds, is hereby approved on behalf of the  
21 City. The Treasurer, with the approval of the Parking Commission, shall enter into all  
22 documents incident to the issuance and sale of the Bonds and the Grand Center Surface Parking

1 Project, and shall approve the payment of all costs incurred in connection with such issuance and  
2 sale of the Bonds and the acquisition and equipping of the Grand Center Surface Parking Project.

3 SECTION FOUR. Manner of Sale of the Bonds; application of Proceeds.

4 The Bonds may be sold to the Purchaser at a negotiated sale for a price equal to the par  
5 amount subject to the provisions of Section 108.170, Revised Statutes of Missouri, as amended.

6 The proceeds of the sale of the Bonds shall be applied by the City toward the costs of the Grand  
7 Center Surface Parking Project, including the reimbursement of such costs previously paid by the  
8 City and the costs of issuing the Bonds, in accordance with the Purchase Agreement.

9 SECTION FIVE. Limited Obligations.

10 The Bonds and the interest thereon: (a) shall be limited obligations of the Issuer payable  
11 solely out of the Pledged Revenues; (b) shall not constitute an indebtedness of the City, the State  
12 of Missouri or any political subdivision thereof within the meaning of any constitutional or  
13 statutory debt limitation or restriction; and (c) shall not be backed by the taxing power of the  
14 City, the State of Missouri or any political subdivision thereof.

15 SECTION SIX. Approval of Bond Documents.

16 (a) Bonds. The bond form for the Bonds, as attached hereto as Exhibit A, is  
17 hereby approved on behalf of the City. The proper officials of the City are hereby authorized  
18 and directed to execute and deliver the Bonds on behalf of the City in the manner provided in the  
19 Purchase Agreement in such form and with such changes, modifications or completions thereof,  
20 not inconsistent with the provisions of this Ordinance, as the City officials executing the same  
21 shall approve, and the signatures of the City officials executing the same shall be conclusive as  
22 to their approval of such changes, modifications or completions on behalf of the City. If any of  
23 the officials who shall have signed or sealed any of the Bonds shall cease to be such officials of

1 the City before the Bonds so signed and sealed have been actually delivered by the City, the  
2 Bonds nevertheless may be issued and delivered with the same force and effect as though the  
3 person or persons who signed or sealed such Bonds had not ceased to be such official or officials  
4 of the City; and any such Bonds also may be signed and sealed on behalf of the City by those  
5 persons who, at the actual date of the execution of such Bonds, shall be the proper officials of the  
6 City, although at the date of such Bonds any such person shall not have been such official of the  
7 City.

8 (b) Purchase Agreement and Security Documents. The Mayor, the  
9 Comptroller, the Treasurer, with the advice of the City Counselor as to form, and other  
10 appropriate City officials are hereby authorized and directed to execute and deliver a Purchase  
11 Agreement in such form, not inconsistent with the provisions of this Ordinance, including,  
12 without limitation, and subject to Section 5 hereof, and a Deed of Trust with respect to the Grand  
13 Center Surface Parking Project, as security for the Bonds, as the City officials executing the  
14 same shall approve, and the Registrar is hereby authorized and directed to affix the corporate seal  
15 of the City thereto and to attest the same, and the signatures of the City officials executing the  
16 same shall be conclusive as to their approval of such changes, modifications or completions on  
17 behalf of the City.

18 (c) Tax Compliance Agreement. The Mayor, the Comptroller, the Treasurer,  
19 with the advise of the City Counselor as to form, and other appropriate City officials are  
20 authorized and directed to execute and deliver a Tax Compliance Agreement in such form, not  
21 inconsistent with the provisions of this Ordinance, as the City officials executing the same may  
22 approve, with such changes, modifications or completions thereof, as the Mayor, the Comptroller  
23 and the Treasurer, with the advice of the City Counselor as to form, shall approve, and the

1 Registrar is hereby authorized and directed to affix the corporate seal of the City thereto and to  
2 attest the same, and the signatures of the City officials executing the same shall be conclusive as  
3 to their approval of such documents on behalf of the City.

4 SECTION SEVEN. Incorporation of Exhibits.

5 All Exhibits to this Ordinance are incorporated herein and made part of this Ordinance by  
6 this reference.

7 SECTION EIGHT. Further Authorization.

8 The City shall, and the Mayor, the Comptroller, the Treasurer, with the advice of the City  
9 Counselor as to form, and other appropriate officials, agents and employees of the City, are  
10 hereby authorized to take such further actions and execute such other documents as may be  
11 necessary or desirable to carry out, comply with and perform the duties of the City. The Parking  
12 Commission, the Treasurer and the City, after advising and consulting with the Board of  
13 Estimate and Apportionment, shall be authorized to take all measures consistent herewith and  
14 with the Indenture and Purchase Agreement deemed necessary to generate the projected Pledged  
15 Revenues necessary to maintain the debt service coverage ratio required by the Purchase  
16 Agreement.

17 SECTION NINE. Reimbursement of Prior Expenditures.

18 The Treasurer has heretofore temporarily advanced and may hereafter, prior to the  
19 issuance of the Bonds, advance funds to pay costs incurred in connection with the Grand Center  
20 Surface Parking Project, with the expectation and desire that such advances be reimbursed from  
21 the proceeds of the Bonds. Reimbursement of such costs is hereby approved, conditioned upon  
22 receipt from the Treasurer of an accounting for such prior expenditures accompanied by  
23 appropriate supporting documents. This Ordinance will express the “official intent” of the City

1 that such project costs be reimbursed from the proceeds of the Bonds, and the proper officials  
2 shall take all steps necessary to meet the requirements of U.S. Treasury Regulations Section  
3 1.150-2 (or successor provisions) promulgated under the Internal Revenue Code of 1986, as  
4 amended.

5 SECTION TEN. Preservation of Revenue Sources.

6 Recognizing that a good credit rating is important to the City and can minimize its costs  
7 of borrowing, and further recognizing the importance of the City's reputation for sound financial  
8 management with bond underwriters, bond insurers, investors and other financial institutions, the  
9 Treasurer is hereby urged to take reasonable steps required by good practice to preserve sources  
10 of Pledged Revenues and to consult the Parking Commission before authorizing actions that  
11 might materially adversely affect such Pledged Revenues. The City shall not, nor shall its  
12 affiliated agencies, directly or indirectly construct, or provide financial incentives of any type to,  
13 any new parking facilities within 0.25 mile of the Grand Center Surface Parking Project, unless,  
14 in the opinion of a consultant selected by the Parking Commission, such new parking facilities  
15 shall not negatively impact the City's ability to make debt service payments on the Bonds  
16 authorized herein or any other outstanding bonds issued pursuant to the original Purchase  
17 Agreement and any amendment thereto.

18 SECTION ELEVEN. Severability.

19 The sections of this Ordinance shall be severable. In the event that any section of this  
20 Ordinance is found by a court of competent jurisdiction to be unconstitutional, the remaining  
21 sections of this Ordinance shall be valid, unless the court finds the valid sections of this  
22 Ordinance are so essentially and inseparably connected with, and so dependent upon, the void  
23 section that it cannot be presumed that the Board of Aldermen would have enacted the valid

1 section without the void ones; or unless the court finds the valid sections, standing alone, are  
2 incomplete and incapable of being executed in accordance with legislative intent.

3 SECTION TWELVE. Emergency Clause.

4 The passage of this Ordinance and the payment of the obligations to be provided for  
5 hereunder being necessary for the immediate preservation of the public peace, health and safety,  
6 and providing for a public work or improvement, an emergency is hereby declared to exist under  
7 the terms and provisions of Article IV, Sections 19 and 20, of the Charter of The City of  
8 St. Louis, and this Ordinance shall take effect immediately upon its approval by the Mayor.

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