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3 An ordinance authorizing and directing the St. Louis Municipal Finance Corporation (the  
4 “Corporation”) to execute and deliver a Second Supplemental Indenture of Trust (the “Second  
5 Supplemental Indenture”) relating to its Carnahan Courthouse Leasehold Revenue Refunding  
6 Bonds, Series 2006A (City of St. Louis, Missouri, Lessee) (the “Series 2006A Bonds”) for the  
7 general welfare, safety and benefit of the citizens of the City of St. Louis, Missouri (the “City”);  
8 authorizing and directing the Mayor, Comptroller or other appropriate City official, if necessary, to  
9 execute a consent thereto and the taking of further actions with respect thereto; authorizing the  
10 payment of certain costs relating to the execution of such Second Supplemental Indenture;  
11 authorizing and directing the taking of other actions, and the approval and execution of other  
12 documents, as necessary or desirable, to carry out and comply with the intent hereof; and repealing  
13 ordinances of the City to the extent inconsistent with the terms hereof, and containing an  
14 emergency clause.

15 WHEREAS, the Board of Aldermen of the City has previously authorized and directed the  
16 issuance of the Series 2002A Bonds by the Corporation pursuant to an Indenture of Trust between  
17 the Corporation and UMB Bank, N.A., as trustee (the “Trustee”), dated as of April 1, 2002 (as  
18 amended and supplemented the “Indenture”), to finance the cost of the acquisition of real and  
19 personal property, and the construction, renovation, equipping and installing of furnishings and  
20 equipment for the Carnahan Courthouse, out of the net proceeds of the Series 2002A Bonds, all  
21 pursuant to a structure providing for a conveyance by the City to the Corporation of a leasehold

1 interest in the Property, as defined in the Indenture, and the leasing of such Property from the  
2 Corporation under the Lease Agreement, as defined in the Indenture, providing for the payment,  
3 subject to annual appropriation, by the City of certain amounts necessary to pay principal of and  
4 interest on the Series 2002A Bonds, but only if and to the extent annually appropriated by the  
5 Board of Aldermen of the City;

6 WHEREAS, the Corporation previously refunded the Series 2002A Bonds through the  
7 issuance of its Carnahan Courthouse Leasehold Refund Bonds, Series 2006A (City of St. Louis,  
8 Missouri, Lessee) (the “Series 2006A Bonds”) issued in the original aggregate principal amount of  
9 \$23,725,000;

10 WHEREAS, the City and the Corporation have determined that it is necessary and desirable  
11 to amend certain provision of the Indenture as herein provided;

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

13 Section 1. Definitions. Capitalized terms used and not defined in this Ordinance shall  
14 have the meanings ascribed to such terms in the Indenture. As used in this Ordinance, the  
15 following words shall be defined as follows:

16 “Board of Aldermen” means the Board of Aldermen of the City.

17 “Carnahan Courthouse” means the Carnahan Courthouse constructed and renovated on the  
18 real property described on Schedule I to the Lease Agreement and situated in the City, and any  
19 other real or personal property hereafter acquired by the Corporation and leased by the Corporation  
20 to the City pursuant to any supplemental Lease Agreement with respect to the Carnahan  
21 Courthouse and appurtenant easements, rights-of-way, improvements, paving and personal

1 property necessary, convenient and appurtenant thereto, and any modifications, alterations or  
2 changes in, on or to the foregoing or any repairs thereto or thereof.

3 “City” means The City of St. Louis, Missouri.

4 “Corporation” means the St. Louis Municipal Finance Corporation, a corporation organized  
5 under the Missouri Nonprofit Corporation Act, or such other suitable municipal financing  
6 corporation as may be approved to serve as the Corporation for the financing authorized by this  
7 Ordinance.

8 “Second Supplemental Indenture” means the Second Supplemental Indenture of Trust  
9 between the Corporation and the Trustee, in substantially the form attached hereto as Exhibit A.

10 “First Supplemental Lease Agreement” means the First Supplemental Lease Purchase  
11 Agreement between the Corporation and the City, dated as of October 1, 2006.

12 “Indenture” means the Indenture of Trust, dated as of April 1, 2002, as amended and  
13 supplemented by the First Supplemental Indenture, the Second Supplemental Indenture and any  
14 additional supplemental indentures.

15 “Series 2006A Bonds” means the Corporation's Carnahan Courthouse Leasehold Revenue  
16 Refunding Bonds, Series 2006A (City of St. Louis, Missouri, Lessee).

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

19 (a) to authorize and direct the Corporation to amend the Indenture as provided in the  
20 Second Supplemental Indenture, and

1 (b) to pay reasonable expenses incurred by the Corporation and the City in connection  
2 with the execution and delivery of such Second Supplemental Indenture.

3 Section 3. Authority and Direction to Execute and Deliver Certain Corporation  
4 Documents. In connection with the amendment of the Indenture, the City hereby authorizes and  
5 directs the Corporation to execute and deliver the Second Supplemental Indenture and such other  
6 documents, certificates and instruments as may be necessary or desirable to carry out and comply  
7 with the intent of this Ordinance, in such forms as shall be approved by the City Counselor and  
8 by the appropriate officers of the Corporation executing such documents, such officers'  
9 signatures thereon being conclusive evidence of their approval and the Corporation's approval  
10 thereof.

11 Section 4. Authorization with Respect to Execution and Delivery of City Documents.

12 The Mayor or Comptroller of the City is hereby authorized and directed to execute,  
13 acknowledge and deliver its consent to the Second Supplemental Indenture and such other  
14 documents, certificates and instruments as may be necessary or desirable to facilitate the  
15 execution and delivery thereof and to carry out and comply with the intent of this Ordinance in  
16 substantially such forms, not inconsistent with the provisions of this Ordinance, as the Mayor or  
17 Comptroller shall approve and which the City Counselor shall approve as to form, and the  
18 signature of the Mayor or the Comptroller shall be conclusive as to his or her approval of such  
19 changes or modifications by the City.

20 Section 5. Further Authority. The City and the Mayor, Comptroller, Treasurer (as to  
21 permitted investments only) and other appropriate officers, agents and employees of the City are

1 hereby authorized to take such further actions and execute such other documents as may be  
2 necessary or desirable to carry out and comply with the intent of this Ordinance, and to carry out,  
3 comply with and perform the duties of the City with respect to the City Documents.

4 Section 11. Emergency Clause. The passage of this Ordinance being deemed  
5 necessary for the immediate preservation of the public health, moral, safety, and general welfare,  
6 shall be and is hereby declared to be an emergency measure within the meaning of Article IV,  
7 Sections 19 and 20, of the Charter of the City of St. Louis, and, as such, this Ordinance shall take  
8 effect immediately upon its approval by the Mayor.

9 Section 6. Repeal of Inconsistent Ordinances. Any Ordinance inconsistent with the  
10 terms hereof is hereby repealed, but only to the extent of such inconsistency.

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**EXHIBIT A**

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**SECOND SUPPLEMENTAL INDENTURE OF TRUST**

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