

BOARD BILL #93**INTRODUCED BY ALDERMAN STEPHEN CONWAY**

An ordinance recommended by the Board of Estimate and Apportionment of the City of St. Louis, Missouri (the “City”) authorizing and directing the issuance and sale by the St. Louis Municipal Finance Corporation (the “Corporation”) of refunding bonds (the “Refunding Bonds”) in order to refund a portion of the its Leasehold Revenue Refunding Bonds, Series 2003A (Civil Courts Building Project) (the “Refunded Bonds”), for the general welfare, safety, and benefit of the citizens of the City, which Refunding Bonds may be issued in an aggregate principal amount not to exceed \$3,000,000, plus reasonable Costs of Issuance (as defined herein), redemption premium, if any, and costs of funding a debt service reserve fund, if any; authorizing and directing the officers of the City and/or the Corporation to execute and deliver, as necessary, an Indenture (as defined herein), a Base Lease (as defined herein), a Lease Purchase Agreement (as defined herein), a Deed of Trust (as defined herein), a Tax Compliance Agreement (as defined herein), a Continuing Disclosure Agreement (as defined herein), an Official Statement (as defined herein), a Bond Purchase Agreement (as defined herein), and an Escrow Agreement (as defined herein); providing for a debt service reserve fund, if any, for the Refunding Bonds; authorizing the Corporation, to obtain credit enhancement for all or any portion of the Refunding Bonds from one or more Credit Providers (as defined herein); authorizing the payment of any obligations due to such Credit Provider or Credit Providers, if any; authorizing and directing the officers of the Corporation to execute and deliver, as necessary, one or more Credit Agreements (as defined herein) and other documents related thereto, if any; authorizing participation of appropriate City officials in preparing an Official Statement; authorizing the acceptance of the terms of the Bond Purchase Agreement and the taking of further actions with respect thereto; authorizing the payment of certain Costs of Issuance; authorizing and directing the taking of

other actions and approval and execution of other documents as necessary or desirable to carry out and comply with the intent hereof; superseding provisions of prior ordinances of the City to the extent inconsistent with the terms hereof; and containing an emergency clause.

WHEREAS, the Board of Aldermen of the City has previously authorized and directed the issuance by the Corporation of, and the Corporation has previously issued the Refunded Bonds to finance or refinance certain improvements, as described in the ordinance pursuant to which such Refunded Bonds were authorized;

WHEREAS, the City has determined that it is in the best interest of the City to authorize and direct the issuance and sale by the Corporation of the Refunding Bonds for the purpose of refunding a portion of the Refunded Bonds and for the purpose of providing for the payment of principal of, and interest and premium, if any, on a portion of the Refunded Bonds due and payable on August 1, 2010;

WHEREAS, it is necessary and desirable in connection with the issuance of the Refunding Bonds for the City, and/or the Corporation to execute and deliver certain documents, as necessary, including an Indenture, a Base Lease, a Lease Purchase Agreement, a Deed of Trust, a Continuing Disclosure Agreement, a Tax Compliance Agreement, an Official Statement, a Bond Purchase Agreement, a Credit Agreement, and an Escrow Agreement; and that the City and/or the Corporation execute certain other documents, take certain other actions and approve certain other documents, as herein provided.

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

Section 1. Definitions. As used in this Ordinance, the following words shall be defined as follows:

“Additional Rentals” means the additional rentals as defined in any Lease Purchase Agreement entered into in connection with one or more Series of Bonds.

“Base Lease” means a base lease, including any supplements, amendments, and/or restatements thereof, executed by the City and the Corporation conveying the fee interest or leasehold interest of the City, in such real property and/or personal property as described therein, for the purpose of securing the Refunding Bonds.

“Bond Purchase Agreement” means a bond purchase agreement related to the issuance and sale of the Refunding Bonds.

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

“City Documents” means, as necessary, the Indenture, Base Lease, Lease Purchase Agreement, Deed of Trust, Tax Compliance Agreement, Continuing Disclosure Agreement, Bond Purchase Agreement, Credit Agreements, Escrow Agreement, and such other documents, certificates, and instruments as may be necessary or desirable to facilitate the issuance of the Refunding Bonds and to carry out and comply with the intent of this Ordinance.

“Continuing Disclosure Agreement” means a continuing disclosure agreement memorializing the City’s continuing disclosure obligations with respect to the Refunding Bonds.

“Corporation” means the St. Louis Municipal Finance Corporation.

“Corporation Documents” means, as necessary, the Indenture, Base Lease, Lease Purchase Agreement, Deed of Trust, Tax Compliance Agreement, Continuing Disclosure Agreement, Bond Purchase Agreement, Escrow Agreement, and such other documents, certificates, and instruments as may be necessary or desirable to facilitate the issuance of the Refunding Bonds and to carry out and comply with the intent of this Ordinance.

“Costs of Issuance” means all costs incurred in connection with the issuance of the Refunding Bonds, including but not limited to the following: (i) Trustee, escrow agent, and paying agent fees; (ii) financial advisor, placement agent, or other consultant fees and expenses; (iii) Underwriters’ spread, including Underwriter’s counsels’ fees (whether realized directly or derived through purchase of Refunding Bonds at a discount below the price at which they are expected to be sold to the public); (iv) fees and expenses of counsel (including bond counsel, disclosure counsel, counsel to the City, counsel to the Corporation, counsel to the Trustee, counsel to the Credit Provider, as well as any other specialized counsel fees incurred in connection with the Refunding Bonds); (v) accounting expenses incurred in connection with determining that the Refunding Bonds are not arbitrage bonds; (vi) fees of independent certified public accounts or consultants for verification services; (vii) initial fees for the Credit Enhancement; (viii) rating agency fees; (ix) all printing expenses in connection with the Refunding Bonds and the Official Statement; and (x) other fees and expenses of the City and the Corporation incurred in connection with the issuance of the Refunding Bonds.

“Credit Agreement” means, collectively or singularly, as the context may require, any agreement or agreements, including any supplements, amendments, and/or restatements thereof, by and between a Credit Provider and the City and/or the Corporation providing for Credit Enhancement for the Refunding Bonds.

“Credit Enhancement” means any one or more letters of credit, liquidity facilities, surety bonds, or bond insurance policies issued by any Credit Provider guaranteeing, providing for or insuring the payment of all or a portion of the principal of and interest on, or accreted value of, the Refunding Bonds as provided therein.

“Credit Provider” means the issuer or issuers of any Credit Enhancement, if any, pursuant to any Credit Agreement and identified in the Indenture for the Refunding Bonds.

“Deed of Trust” means the deed of trust, including any supplements, amendments, and/or restatements thereof, executed by the City and/or the Corporation encumbering the fee interest or leasehold interest of the City and/or the Corporation in such real property and/or personal property as described therein, for the purpose of securing the Refunding Bonds.

“Escrow Agreement” means, collectively or singularly, as the context may require, one or more escrow agreements executed by the Corporation and the escrow agent named therein, for the purpose of providing for the investment of the proceeds of a portion of the Refunding Bonds and the application of such amounts to the current or advanced refunding of a portion of the Refunded Bonds and/or to payment of principal of, and interest and premium, if any, on all or a portion of the Refunded Bonds.

“Indenture” means, the bond trust indenture and/or master trust indenture, including any supplements, amendments, and/or restatements thereof, executed by the Corporation and the bond trustee named therein, pursuant to which the Refunding Bonds are issued.

“Lease Purchase Agreement” means the lease purchase agreements, including any supplements, amendments, and/or restatements thereof, executed by the City and the Corporation conveying the fee interest or leasehold interest of the City and/or the Corporation in such real property and/or personal property as described therein, for the purpose of securing the Refunding Bonds.

“Official Statement” means the preliminary and/or final Official Statement prepared in connection with the issuance, sale, and delivery of the Refunding Bonds.

“Refunded Bonds” means, the Corporation’s Leasehold Revenue Refunding Bonds, Series 2003A (Civil Courts Building Project) refunded with the proceeds of the Refunding Bonds.

“Refunding Bonds” means the bonds authorized under this Ordinance, the aggregate initial principal amount of which shall not exceed \$3,000,000, plus reasonable Costs of Issuance, redemption premium, if any, costs of funding a debt service reserve fund or funds, if any, for the purposes of refunding all or a portion of the Refunded Bonds and/or providing for the payment of principal of, and interest and premium, if any, on all or a portion of the Refunded Bonds.

“Rentals” means the rentals as defined in any Lease Purchase Agreement entered into in connection with the Refunding Bonds.

“Series” means all of the Refunding Bonds delivered on original issuances in a simultaneous transaction and identified pursuant to the Indenture authorizing the issuance of such Refunding Bonds as a separate series, regardless of variations in maturity, interest rate, or other provisions. If a series of Refunding Bonds is sold in installments, “Series” shall mean all of the Refunding Bonds of such installment.

“Tax Compliance Agreement” means the Tax Compliance Agreement entered into by the Corporation and the City, and the Trustee with respect to the Refunding Bonds.

“Tax-Exempt Bonds” means any Refunding Bonds, the interest upon which is not includable in gross income for federal income tax purposes.

“Trustee” means the Refunding Bonds, the bond trustee or any successor thereto, as set forth in the Indenture pursuant to which the Refunding Bonds are issued.

“Underwriters” means the underwriter or underwriters, as set forth in the Bond Purchase Agreement pursuant to which such the Refunding Bonds are sold.

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

(a) to authorize and direct the issuance and sale of one or more Series, as market conditions warrant, of Refunding Bonds by the Corporation (i) in order to refund all or a portion of the Refunded Bonds and/or in order to provide for the payment of principal of, and interest and premium, if any, on all or a portion of the Refunded Bonds, (ii) to fund a debt service reserve fund or funds, if any, and/or the purchase of Credit Enhancement, for any such Series, (iii) to pay reasonable expenses incurred by the Corporation and/or the City in connection with the issuance of any such Series; and

(b) to authorize and direct the Corporation to enter into a negotiated sale or sales of the Refunding Bonds to the Underwriters.

Section 3. Authority and Direction to Issue the Refunding Bonds. The City hereby authorizes and directs the Corporation, as market conditions warrant, to issue the Refunding Bonds in a principal amount which does not exceed \$3,000,000, plus reasonable Costs of Issuance, redemption premium, if any, and costs of funding a debt service reserve fund or funds, if any, on behalf of the City for the purposes set forth in Section 2 hereof. The City hereby ratifies and confirms all prior actions of the City and/or the Corporation taken in connection with the issuance of the Refunding Bonds. The Refunding Bonds (i) shall have a final maturity not more than 20 years from their date of issuance, (ii) shall bear interest at such variable interest rates or fixed interest rates or shall have such accreted values as the City reasonably expects will achieve an economic benefit to the City, and (iii) may be sold at a premium or at a discount with such discount not to exceed the maximum discount allowable

under Missouri law. The terms and provisions of each Series of Refunding Bonds shall be as provided in the Indenture pursuant to which such Series is issued.

Limited Obligations. The principal of and redemption premium, if any, and interest, or accreted value of and redemption premium, if any, on the Refunding Bonds issued by the Corporation as leasehold revenue bonds shall be limited obligations payable by the Corporation solely from (i) proceeds of such Refunding Bonds, (ii) Rentals and Additional Rentals received by the Corporation from the City or by the Trustee on behalf of the Corporation and reasonably expected to be used to pay debt service on such Refunding Bonds pursuant to the Lease Purchase Agreement applicable to such Refunding Bonds, (iii) amounts available in the debt service reserve fund or funds, if any, for such Refunding Bonds, (iv) amounts available in the capitalized interest fund or funds, if any, for such Refunding Bonds, (v) amounts payable by the Credit Provider in connection with the Credit Enhancement, if any, on such Refunding Bonds, and (vi) certain other funds as provided in the Indenture pursuant to which such Refunding Bonds are issued. The principal of and redemption premium, if any, and interest, or accreted value of and redemption premium, if any, on such Refunding Bonds do not and shall not constitute an indebtedness of the City or the State of Missouri or any instrumentality thereof within the meaning of any constitutional or statutory debt limitation or restriction. The obligation of the City to make payments of Rentals and Additional Rentals and other amounts under the applicable Lease Purchase Agreement is subject to annual appropriation to the extent required by applicable law as provided therein. The obligation of the City to make such payments under the applicable Lease Purchase Agreement on such Refunding Bonds shall not constitute a debt of the City within the meaning of any applicable provisions of law. The issuance of such Refunding

Bonds will not directly or contingently obligate the City to make any payments beyond those appropriated for its then current fiscal year.

Section 4. Authority and Direction to Sell the Refunding Bonds in a Negotiated Sale or Sales. In connection with the issuance of any one or more Series of the Refunding Bonds, the City hereby authorizes and directs the Corporation to negotiate the sale thereof with the Underwriters, subject to the provisions of this Ordinance. The City further hereby authorizes and directs the Corporation to prepare, at the request of the Underwriters, the Official Statement for such Series, to execute and deliver the final Official Statement for such Series, and to execute and deliver the Bond Purchase Agreement for such Series, in connection with such negotiated sale or sales of such one or more Series of the Refunding Bonds.

Section 5. Authority and Direction to Obtain Credit Enhancement. The City hereby authorizes and directs the Corporation to obtain Credit Enhancement for any one or more Series of Refunding Bonds from a Credit Provider with such credit rating that, in the opinion of the Underwriters and the financial advisor, will achieve an economic benefit for the City if such Series of the Refunding Bonds is secured by such Credit Enhancement. Any Credit Agreement executed in connection therewith may pledge Rentals and Additional Rentals on a parity basis to payment of (i) debt service on the applicable Series of Refunding Bonds and (ii) any amounts due and owing to the Credit Provider under the Credit Agreement entered into in connection with such Series of Refunding Bonds. The Comptroller is hereby authorized to approve the terms of any such Credit Agreement, and the Comptroller, with the advice of the City Counselor as to form thereof, is hereby authorized and directed to execute such Credit Agreement and other documents in connection therewith as required to obtain the Credit Enhancement.

Section 6. Authority and Direction to Cooperate in Qualification. The City and the Corporation shall furnish such information, execute such instruments, and take such other action in cooperation with the Underwriters as the Underwriters may reasonably request to qualify any Series of Refunding Bonds for offer and sale under the Blue Sky or other securities laws and regulations of such states and other jurisdictions of the United States as the Underwriters may designate; provided, however, neither the City nor the Corporation shall be required to register as a dealer or broker in any such state or jurisdiction, to subject itself to service of process in any state or jurisdiction in which it is not already so subject, or to comply with any other requirements deemed by the City or the Corporation to be unduly burdensome.

Section 7. Authority and Direction to Execute and Deliver Corporation Documents. In connection with the issuance of any one or more Series of Refunding Bonds, the City hereby authorizes and directs the Corporation to approve the terms of and to execute, seal, attest, and deliver the Corporation Documents in such form and substance as shall be consistent with the terms and intent hereof and as shall be approved by the City Counselor and by the appropriate officers of the Corporation executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof.

Section 8. Authorization and Direction to Execute and Deliver City Documents. In connection with the issuance of any one or more Series of Refunding Bonds, the City is hereby authorized to enter into, and the Mayor and the Comptroller and such other officers of the City as are appropriate are hereby authorized and directed to execute, seal, attest, and deliver, for and on behalf of and as the act and deed of the City, City Documents in such form and substance as shall be consistent with the terms and intent hereof and as shall be approved by the City

Counselor and by the appropriate officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof.

Any Lease Purchase Agreement shall be for a lease term to terminate no later than the final maturity of the Series of Refunding Bonds secured thereby, subject to annual appropriation of Rentals equal to the principal of and redemption premium, if any, and interest, or accreted value of and redemption premium, if any, on such Series of Refunding Bonds and certain Additional Rentals due under such Lease Purchase Agreement. Such Lease Purchase Agreement shall further provide the City with an option to purchase the property described in such Lease Purchase Agreement upon the defeasance, or adequate provision therefor, of the Bonds outstanding. Such Lease Purchase Agreement shall contain such other terms and provisions as shall adequately secure and protect the payment of the principal of and redemption premium, if any, and interest, or accreted value of and redemption premium, if any, on the due on the Refunding Bonds outstanding.

Section 9. Authorization with Respect to Sale of the Refunding Bonds. The preparation of any one or more Official Statements, the execution and delivery of such Official Statements by the City, and the execution and delivery of any one or more Bond Purchase Agreements are hereby contemplated, and the Mayor, the Comptroller, and other appropriate officers, agents, and employees of the City are hereby authorized and directed to take such further actions and execute such other documents as are required by the City thereunder, with their respective signatures thereon to be evidence of such approval by the City.

The Mayor, the Comptroller, and other appropriate officers, agents, and employees of the City, with the advice and concurrence of the City Counselor, are hereby authorized and directed to participate with the Corporation and the Underwriters in the preparation of one or more

Official Statements and to execute and deliver such Official Statements and any one or more Continuing Disclosure Agreements as necessary and desirable in order to assist the Underwriters in complying with Rule 15c2-12 of the Securities and Exchange Commission.

Section 10. Selection of Financial Advisor and Other Participants. The Comptroller is hereby authorized to select the financial advisor and such other advisors, counsel, and participants to the transaction contemplated in this Ordinance as are desirable to further the purposes of this Ordinance.

Section 11. Further Authority. The City and the Mayor, the Comptroller, the Treasurer (as to permitted investments only), and other appropriate officers, agents, and employees of the City are hereby authorized to take such further actions and execute such other documents as may be necessary or desirable to carry out and comply with the intent of this Ordinance and to carry out, comply with and perform the duties of the City with respect to the instruments and agreements authorized hereby.

Section 12. Severability. It is hereby declared to be the intent of the Board of Aldermen that each and every part, section, and subsection of this Ordinance shall be separate and severable from each and every other part, section, and subsection hereof and that the Board of Aldermen intends to adopt each said part, section, and subsection separately and independently of any other part, section, and subsection. In the event that any part, section, or subsection of this Ordinance shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections, and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accord with the legislative intent.

Section 13. Superseding of Inconsistent Provisions. The provisions of this Ordinance hereby amend any provision of any ordinance of the City inconsistent with the terms hereof, but only to the extent of such inconsistency.

Section 14. Emergency Clause. By making an appropriation for the payment of principal or interest of the public debt or for current expenses of the City government, this Ordinance shall be and is hereby declared to be an emergency measure within the meaning of Article IV, Sections 19 and 20, of the Charter of the City of St. Louis, and, as such, this ordinance shall take effect immediately upon its approval by the Mayor.