**BOARD BILL NO. CS 410 INTRODUCED BY ALDERWOMAN YOUNG**

**AN ORDINANCE RECOMMENDED BY THE BOARD OF ESTIMATE AND APPORTIONMENT AUTHORIZING THE CITY OF ST. LOUIS, MISSOURI TO ASSIGN NEW STATE REVENUES, MODESA LOCAL REVENUES, AND DEDICATED MUNICIPAL REVENUES, AS DEFINED HEREIN, ATTRIBUTABLE TO THE BALLPARK VILLAGE DEVELOPMENT AREA FOR THE PURPOSE OF PAYING THE PRINCIPAL AND INTEREST ON CERTAIN BONDS TO BE ISSUED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF ST. LOUIS, MISSOURI; AUTHORIZING THE CITY TO EXECUTE CERTAIN DOCUMENTS RELATED THERETO; 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; AND CONTAINING A SEVERABILITY CLAUSE.**

**WHEREAS**, the City of St. Louis, Missouri (the "***City***") is authorized and empowered under the Missouri Downtown and Rural Economic Stimulus Act, Sections 99.915 to 99.1060, inclusive, of the Revised Statutes of Missouri (2000), as amended ("***MODESA***"), to issue obligations and to enter into agreements with other entities for the issuance of obligations for the purpose of providing funds to finance the costs of development projects; and

**WHEREAS**, pursuant to Ordinance No. [_____] [Board Bill #407] approved February 9, 2007 (the "***Approving Ordinance***"), the City (a) approved a development plan attached thereto (the "***Development Plan***") for development of a certain area within the City of

St. Louis, Missouri (the "***Development Area***"), (b) adopted the development project described in the Development Plan (the "***Development Project***"), (c) adopted development financing within the Development Area, and (d) established the "City of St. Louis, Missouri, Special Allocation Fund for the Ballpark Village Development Area" (the "***Special Allocation Fund***"); and

**WHEREAS**, pursuant to Ordinance No. [____][Board Bill #CS409] approved February 9, 2007 (the "***Authorizing Ordinance***"), the City designated Ballpark Village Holding Company, LLC as developer of the Development Area (the "***Developer***"), and approved the execution of a Development Agreement by and between the City and the Developer in substantially the form attached to the Authorizing Ordinance, as the same may be amended from time to time (the "***Development Agreement***"); and

**WHEREAS**, the Board of Directors of The Industrial Development Authority of the City of St. Louis, Missouri (the "***Authority***") will consider a resolution (the "***Bond Resolution***") authorizing the issuance of up to $115,800,000 aggregate principal amount of Development Financing Revenue Bonds (Ballpark Village Project) authorizing the issuance of up to $115,800,000 aggregate principal amount of Development Financing Revenue Bonds, Series 2007 (Ballpark Village Project), which may be issued in one or more series and may be issued as subordinate to or in parity with such additional series, if any, (collectively, the "***Bonds***"), plus Issuance Costs (as defined in the Development Agreement), reserve funds and capitalized interest funds necessary to pay debt service on the Bonds, and any other costs as agreed to by the City in the Development Agreement, all pursuant to a certain Trust Indenture between the Authority and the trustee named therein (the "***Trustee***") for the purposes of: (i) funding the Development Project, (ii) funding capitalized interest on the Bonds, (iii) establishing reserve funds for the Bonds; and (iv) paying the costs of issuance of the Bonds; and

**WHEREAS**, the City desires to execute certain financing documents in order to expedite the retirement of all MODESA obligations issued under the Development Plan; and

**WHEREAS**, the Board of Aldermen of the City hereby finds it is advisable, necessary and in the best interests of the City to direct the New State Revenues, MODESA Local Revenues, and Dedicated Municipal Revenues (as hereinafter defined) to payment of the principal of and interest on the Bonds.

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

**Section 1. Definitions.**

***"CID Revenues"*** shall have the meaning set forth in Article I of the Development Agreement.

***"Dedicated Municipal Revenues"*** shall have the meaning set forth in Article I of the Development Agreement.

***"Economic Activity Taxes"*** shall have the meaning set forth in Article I of the Development Agreement.

***"MODESA Local Revenues"*** shall have the meaning set forth in Article I of the Development Agreement.

***"Monitor"*** means an urban planner, urban consultant, certified public accountant, lawyer or firm of urban planners, urban consultants, certified public accountants or lawyers selected according to the Indenture, if any, who periodically reviews the method of calculating and the calculations regarding New State Revenues and MODESA Local Revenues on deposit in the Special Allocation Fund, Dedicated Municipal Revenues, CID Revenues and TDD Revenues.

***"New State Revenues"*** shall have the meaning set forth in Article I of the Development Agreement.

***"Payments in Lieu of Taxes"*** shall have the meaning set forth in Article I of the Development Agreement.

***"Special Allocation Fund"*** shall have the meaning set forth in Article I of the Development Agreement.

***"TDD Revenues"*** shall have the meaning set forth in Article I of the Development Agreement.

All other terms used but not defined herein shall have the meaning ascribed to such term as set forth in the Development Agreement. To the extent of any inconsistency between the terms used and defined herein, said term defined as defined in the Development Agreement shall control.

**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 to enter into: (a) a Financing Agreement with the Authority for purposes of directing the New State Revenues, MODESA Local Revenues, Dedicated Municipal Revenues, CID Revenues and TDD Revenues to payment of the Bonds (the ***"Financing Agreement"***), in substantially the form attached hereto as Exhibit A and incorporated herein by reference; (b) a Continuing Disclosure Agreement with a party selected as "dissemination agent," for purposes of providing information for the benefit of the Owners and Beneficial Owners (each as defined therein) of the Bonds and in order to assist the Participating Underwriter (as defined therein) in complying with the requirements of the rules of continuing disclosure (the ***"Disclosure Agreement"***), in substantially the form attached hereto as Exhibit B and incorporated herein by reference; (c) the Tax Compliance Agreement among the City, the Authority and the Trustee pertaining to the use and investment of the proceeds of the Bonds and the establishment and maintenance of the tax-exempt status thereof

(the "***Tax Agreement***"), in substantially the form attached hereto as Exhibit C and incorporated herein by reference; and (d) the Intergovernmental Cooperation Agreement among the City, the CID and the TDD pertaining to the collection and distribution, and pledge, of CID Revenues and TDD Revenues in substantially the form attached hereto as Exhibit D and incorporated herein by reference (the "***Cooperation Agreement***"). The Cooperation Agreement, the Financing Agreement, the Tax Agreement, and the Disclosure Agreement may be referred to collectively herein as the "***City Financing Documents***".

**Section 3. Nature of Obligations.** The Bonds and the interest thereon shall be special, limited obligations of the Authority, and shall not constitute an indebtedness of the City, the Authority, or the State of Missouri within the meaning of any constitutional or statutory debt limitation or restriction. The obligation of the City to make payments of MODESA Local Revenues and Dedicated Municipal Revenues is subject to annual appropriation pursuant to Section 4 hereof. The taxing power of the City is not pledged to the payment of the Bonds either as to principal or interest or to the payment of State MODESA Revenues or Local MODESA Revenues under any financing agreement related thereto. Pursuant to the terms and conditions specified in the Development Agreement, the Bonds may be issued in one or more series and may be issued as Priority Bonds (as such term is defined in the Development Agreement), and/or Subordinate Bonds (as such term is defined in the Development Agreement).

**Section 4. Appropriating, Pledging and Assigning of Certain Revenues.** The City hereby agrees, so long as the Bonds are outstanding, to apply the Available Revenues (as defined in the Development Agreement) and any taxes, fees or assessments subsequently enacted and imposed in substitution therefor and allocable to the Special Allocation Fund to the repayment of Bonds in accordance with the Financing Agreement. The City covenants and agrees that it will

comply with the Charter of The City of St. Louis, Article XVI, Section 3 for each fiscal year that the Bonds are outstanding and the City will request an appropriation of all Available Revenues for application to the payment of the principal of (including, but not limited to, payment of a premium, if any) and interest on the Bonds.

**Section 5. Reporting of Revenue Data.** The City hereby agrees that it shall provide to the Monitor, if one is selected, (a) on a monthly basis, a report of all Economic Activity Taxes that are sales tax revenues received during the previous month; (b) on a monthly basis, a report on all Dedicated Municipal Revenues received during the previous month; (c) on a monthly basis, a report on all other municipal revenues received during the previous month; (d) on a monthly basis, a report of all New State Revenues received during the previous month; and (e) on a monthly basis, a report of all MODESA Local Revenues received during the previous month. In addition, the City agrees to cooperate with the Monitor for verification of calculations and deposits of all Available Revenues (as defined in the Development Agreement).

**Section 6. Authority and Direction to Execute and Deliver City Financing Documents.** 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, the City Financing Documents, each with such changes 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. 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 further authorized and directed to participate with the Authority and the underwriter of the Bonds in the preparation of the preliminary Official Statement and

final Official Statement, and to execute and deliver such agreements as are necessary and desirable in order to assist the underwriter of the Bonds in complying with Rule 15c2-12 of the Securities and Exchange Commission.

**Section 7. Further Authority.** 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 City Financing Documents.

**Section 8. 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 9. Construction.** In the event of any inconsistency between the provisions of this Ordinance and the provisions of any prior ordinances, the provisions of this Ordinance shall prevail.

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

# EXHIBIT A

# FORM OF FINANCING AGREEMENT

# EXHIBIT B

# FORM OF CONTINUING DISCLOSURE AGREEMENT

# EXHIBIT C

# FORM OF TAX COMPLIANCE AGREEMENT

# EXHIBIT D

# FORM OF INTERGOVERNMENTAL COOPERATION AGREEMENT