COMMITTEE SUBSTITUTE **INTRODUCED BY ALDERMAN McMILLAN**
BOARD BILL # 431

AN ORDINANCE RECOMMENDED BY THE BOARD OF ESTIMATE AND APPORTIONMENT, REPEALING ORDINANCE 65858 PERTAINING TO THE ISSUANCE AND DELIVERY OF TAX INCREMENT REVENUE NOTES FOR GRAND CENTER REDEVELOPMENT PROJECT AND ENACTING IN LIEU THEREOF A NEW ORDINANCE, AUTHORIZING AND DIRECTING THE ISSUANCE AND DELIVERY OF NOT TO EXCEED $80,000,000 PRINCIPAL AMOUNT OF TAX INCREMENT REVENUE NOTES (GRAND CENTER REDEVELOPMENT PROJECT), SERIES A, B, C AND D, OF THE CITY OF ST. LOUIS, MISSOURI; PRESCRIBING THE FORM AND DETAILS OF THE NOTES AND THE COVENANTS AND AGREEMENTS MADE BY THE CITY TO FACILITATE AND PROTECT THE PAYMENT THEREOF; PRESCRIBING OTHER MATTERS RELATING THERETO; AND CONTAINING A SEVERABILITY CLAUSE.

WHEREAS, the City is authorized and empowered under the Real Property Tax Increment Allocation Redevelopment Act, Sections 99.800 to 99.865, inclusive, of the Revised Statutes of Missouri, as amended (the ***"Act"*** or the ***"TIF Act"***), to issue bonds, notes or other obligations for the purpose of providing funds to finance the costs of certain redevelopment projects and to pay certain costs related to the issuance of such bonds, notes or other obligations; and

WHEREAS, pursuant to Ordinance No. 62477, adopted on December 20, 1991, the Board of Aldermen of the City (the ***"Board of Aldermen"***) duly formed the Tax Increment

Financing Commission of the City of St. Louis, Missouri (the ***"TIF Commission"***), in accordance with the TIF Act, and empowered the TIF Commission to transact business and exercise its powers as authorized by the TIF Act; and

WHEREAS, a plan for redevelopment titled "Tax Increment Blighting Analysis and Redevelopment Plan" dated August 2, 2002, as amended (as may be further amended, the ***"Redevelopment Plan"***) has been prepared and reviewed by the TIF Commission and the City; and

WHEREAS, the Board of Aldermen approved Ordinance No. 65703, adopted on November 15, 2002, which (i) designated a Redevelopment Area known as the Grand Center Redevelopment Area, as further described in Exhibit A attached thereto (the ***"Redevelopment Area"***), (ii) approved the Redevelopment Plan, (iii) approved a series of Redevelopment Projects (collectively, the ***"Redevelopment Projects"***) with respect thereto, (iv) adopted tax increment financing for the Redevelopment Area, and (v) established the Special Allocation Fund (as defined in the Redevelopment Plan); and

WHEREAS, Grand Center, Inc., a Missouri nonprofit corporation (the ***"Master Developer"***), in response to the solicitation of proposals for redevelopment of the Redevelopment Area, submitted its proposal dated June 28, 2002 (the ***"Redevelopment Proposal"***); and

WHEREAS, pursuant to Ordinance No. 65857, adopted on February 25, 2003, the Board of Aldermen has (i) affirmed the approval and adoption of the Redevelopment Plan, Redevelopment Projects and the designation of the Redevelopment Area, and (ii) authorized the City to enter into the Redevelopment Agreement dated April 24, 2003, as amended (as amended from time to time, the ***"Redevelopment Agreement"***) between the City and the Master

Developer, whereby the Master Developer has agreed to carry out the Redevelopment Plan with respect to the Redevelopment Area; and

WHEREAS, on February 25, 2003 the Board of Aldermen adopted Ordinance No. 65858 (the ***"Original Note Ordinance"***) authorizing the issuance of certain tax increment revenue notes for the purposes of financing implementation of the Redevelopment Plan; and

WHEREAS, the City now desires to alter the terms of issuance of the Notes to provide for the initial issuance of three separate series of Notes in varying amounts to fund Redevelopment Projects within the Redevelopment Area in accordance with the terms of the Redevelopment Agreement, as amended, and to designate a trustee for said Notes; and

WHEREAS, the City has determined that it is in the best interest of the City (1) to issue (i) up to $8,000,000 aggregate principal amount of Tax-Exempt Tax Increment Revenue Notes, Series A (Grand Center/SLU Redevelopment Project) (the ***"Series A Notes"***), (ii) up to $17,140,000 aggregate principal amount (as may be increased pursuant to Section 208 of the Indenture) of Tax Increment Revenue Notes, Series B (Grand Center Phase I Redevelopment Project) (the ***"Series B Notes"***), (iii) up to $11,850,000 aggregate principal amount of Subordinate Tax Increment Revenue Notes, Series C (Grand Center Phase II Redevelopment Project) (the ***"Subordinate Series C Notes"***) and (iv) up to $4,880,000 aggregate principal amount of Subordinate Tax Increment Revenue Notes, Series D (Grand Center Phase II Redevelopment Project) (the ***"Subordinate Series D Notes"*** which, together with the Series A Notes, the Series B Notes and the Subordinate Series C Notes, are referred to collectively as the ***"Notes"***) as evidence of the City's obligation to pay certain for certain Redevelopment Project Costs (as defined herein) incurred in furtherance of the Redevelopment Plan and the

Redevelopment Projects; and (2) to enter into a Trust Indenture in substantially the form of **Exhibit A** hereto (the ***"Indenture"***) providing the terms of issuance of the Notes; and

WHEREAS, the City desires to repeal the Original Note Ordinance and, in lieu thereof, enact this Ordinance (the ***"Note Ordinance"***), as necessary to facilitate the issuance of the Notes; and

WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best interest of the City and of its inhabitants to repeal the Original Note Ordinance and, in lieu thereof, enact this Note Ordinance, as necessary to authorize the issuance and delivery of its Notes, to be issued and secured in the form and manner as hereinafter provided to provide funds for such purpose.

BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF ST. LOUIS, MISSOURI AS FOLLOWS:

Section 1. Repeal. Ordinance 65858 is hereby repealed and the following is hereby enacted.Definitions**.** All capitalized terms not elsewhere defined herein shall have the meanings set forth in **Section 101** of the Indenture.

Section 3. Issuance of the Notes. The Board of Aldermen hereby finds and determines that it is necessary and advisable and in the best interest of the City and of its inhabitants to issue its Notes, as permitted by the TIF Act and in accordance with the terms of the Indenture.

Section 4. Special, Limited Obligation. The Notes and the interest thereon shall not be or constitute a general obligation of the City, nor shall they constitute an indebtedness of the City within the meaning of any constitutional, statutory debt limitation or restriction, or charter provision, but shall be special, limited obligations payable solely from and secured as to the payment of principal and interest by a pledge of the Available Revenues deposited in the Special

Allocation Fund and the taxing power of the City is not pledged to the payment of the Notes either as to principal or interest. In no event shall the City's obligation to make payments of principal of and interest on the Notes extend beyond the Maturity Date of the Notes.

Section 5. Authorization and Execution of Documents. The Board of Aldermen hereby approves, and the Mayor and Comptroller of the City are hereby authorized and directed to execute and deliver, on behalf of the City, the Indenture, in substantially the form attached hereto as **Exhibit A**, and the Notes, and the City Register is hereby authorized and directed to attest to the Indenture and the Notes and to affix the seal of the City thereto. The Indenture shall be in substantially the form attached, with such changes therein as shall be approved by said Mayor and Comptroller executing the same and as may be consistent with the intent of this Ordinance and necessary and appropriate in order to carry out the matters herein authorized.

Section 6. Further Authority. The Mayor and the Comptroller or their designated representatives, with the advice and concurrence of the City Counselor and after approval by the Board of Estimate and Apportionment, are hereby further authorized and directed to make any changes to the documents, agreements and instruments approved and authorized by this Ordinance as may be consistent with the intent of this Ordinance and necessary and appropriate in order to carry out the matters herein authorized, with no such further action of the Board of Aldermen necessary to authorize such changes by the Mayor and the Comptroller or their designated representatives.

Section 7. Designation of Trustee, Paying Agent and Certificate Registrar. The City hereby approves and consents to the designation of UMB Bank, N.A., as Trustee, Paying Agent and Note Registrar under the Indenture.

Section 8. Severability. It is hereby declared to be the intention 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. Governing Law. This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 10. Private Sale. The Board of Aldermen of the City hereby declares that it is in the City's best interest to sell the TIF Notes at private sale because a public sale of the TIF Notes would cause additional expense to the City and because the condition of the current financial markets makes such a public sale not feasible or the best course of action for the City.

Section 11. Effective Date. After adoption of this Ordinance by the Board of Aldermen, this Ordinance shall become effective on the 30th day after its approval by the Mayor or adoption over his veto.

EXHIBIT A

FORM OF TRUST INDENTURE

(Attached hereto.)