

ORDINANCE #66492
Board Bill No. 308

An ordinance recommended by the Board of Estimate and Apportionment authorizing and directing the St. Louis Municipal Finance Corporation (the "Corporation") to issue and sell its Forest Park Leasehold Revenue Refunding Bonds (City of St. Louis, Missouri, Lessee) Series 2004 (the "Series 2004 Bonds") in an aggregate principal amount of not to exceed \$20,000,000 in order to refund all or a portion of its outstanding \$16,120,000 Forest Park Leasehold Revenue Improvement Bonds (City of St. Louis, Missouri, Lessee) Series 1997 (the "Series 1997 Bonds") issued by the Corporation in the original aggregate principal amount of \$19,270,000 for the construction, renovation, equipping and installation of site furnishings and improvements for Forest Park, all for the general welfare, safety and benefit of the citizens of the City of St. Louis, Missouri (the "City"); authorizing and directing the officers of the Corporation to execute and deliver the First Supplemental Indenture of Trust, the First Supplemental Lease Purchase Agreement, a Leasehold Deed of Trust and Security Agreement, if necessary, the Official Statement, the Bond Purchase Agreement, the Continuing Disclosure Agreement and the Escrow Agreement; authorizing the obtaining of credit enhancement, if any, and a debt service reserve surety bond for the Series 2004 Bonds from a Credit Provider (as defined below), authorizing the payment of any obligations due to a Credit Provider, if any, and authorizing the Comptroller and any other appropriate City officials, if necessary, to execute any Credit Agreement, as defined below, Interest Rate Hedge Agreement, as defined below, a rate lock based on the Municipal Market Data index ("Municipal Market Data"), or other documents related thereto; authorizing participation of appropriate City officials in preparing the Corporation's preliminary Official Statement and final Official Statement for the Series 2004 Bonds, and the acceptance of the terms of a Bond Purchase Agreement for the Series 2004 Bonds and the taking of further actions with respect thereto; and 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.

WHEREAS, the Board of Aldermen of the City has previously authorized and directed the issuance by the St. Louis Municipal Finance Corporation (the "Corporation") of its Forest Park Leasehold Revenue Improvement Bonds (City of St. Louis, Missouri, Lessee), Series 1997 (the "Series 1997 Bonds"), pursuant to an Indenture of Trust (the "Original Indenture") between the Corporation and UMB Bank of St. Louis, NA., predecessor-in-interest to UMB Bank, N.A., as trustee (the "Trustee"), dated as of March 1, 1997, to finance the costs of the construction, renovation, replacement, equipping and installation of set furnishings and improvements for Forest Park in the City in an aggregate principal amount of \$19,270,000;

WHEREAS, the City has determined that it is in the best interest of the City to direct the Corporation to issue and sell bonds to refund the Series 1997 Bonds through a negotiated sale; and

WHEREAS, by Ordinance No. 60419, as amended by Ordinance No. 61250, the Board of Aldermen of the City has established a special trust fund known as the "Capital Improvement Sales Tax Trust Fund" to be used to fund capital improvements to be funded from among other sources, a capital improvement sales tax; and

WHEREAS, pursuant to Section 94.577, Revised Statutes of Missouri, the voters of the City on August 3, 1993, approved the collection of a one-half cent capital improvements sales tax for the purpose of funding capital improvements including the operation and maintenance of capital improvements; and

WHEREAS, the City by ordinance has created the Forest Park Subaccount in the Major Parks Account of the Capital Improvements Sales Tax Trust Fund and intends to use funds in such Forest Park Subaccount to appropriate funds to pay principal and interest on the Bonds; and

WHEREAS, the structure of the transaction for the Series 1997 Bonds provided for the conveyance by the City to the Corporation of a leasehold interest in the Property and a lease of the Property back to the City for consecutive one-year terms, subject to annual appropriation by the City of certain amounts necessary to pay the principal of and interest on the Series 1997 Bonds; and

WHEREAS, in connection with the issuance of Credit Enhancement, the Corporation and/or the City may be required to execute a Leasehold Deed of Trust and Security Agreement in favor of a Credit Provider; and

WHEREAS, it is necessary and desirable in connection with the issuance of the Series 2004 Bonds for the City and/or the Corporation to execute and deliver certain documents, including the First Supplemental Indenture of Trust (as defined herein), the First Supplemental Lease Purchase Agreement (as defined herein), a Leasehold Deed of Trust and Security Agreement, if necessary, a Continuing Disclosure Agreement, the Credit Agreement, the Official Statement, a Bond Purchase Agreement, an Interest Rate Hedge Agreement, if desirable, and the Escrow Agreement; and that the City and 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. Capitalized terms used herein and not defined in this Ordinance shall have the meanings ascribed to such terms in the Indenture, as amended and supplemented. As used in this Ordinance, the following words shall be defined as follows:

“Additional Rentals” means the amounts payable by the City on an annual appropriation basis as additional rentals pursuant to Section 4.2 of the Lease Purchase Agreement.

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

“Bond” or “Bonds” means collectively the various series of bonds issued under the Indenture.

“Bond Purchase Agreement” means the Bond Purchase Agreement related to the issuance and sale of the Series 2004 Bonds.

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

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

“Credit Agreement” means any agreement by and among the Credit Provider, the City and the Corporation providing for Credit Enhancement.

“Credit Enhancement” means a letter of credit, liquidity facility, a surety bond or bond insurance policy or policies, issued by a Credit Provider guaranteeing, providing for or insuring the payment of all or a portion of the principal of and interest on one or more series of Bonds as provided therein.

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

“Dated Date,” with respect to the Series 2004 Bonds, shall mean the date of issuance of the Series 2004 Bonds, or such other date as may be approved by the parties signatory to the First Supplemental Indenture.

“Escrow Agreement” means the Escrow Agreement among the City, the Corporation and the escrow agent provided therein, dated as of the Dated Date.

“Indenture” means the Indenture of Trust, dated as of March 1, 1997 (the “Original Indenture”) as amended and supplemented by the First Supplemental Indenture of Trust (the “First Supplemental Indenture of Trust”) by and between the Corporation and the Trustee pursuant to which the Bonds shall be issued and under which the Lessor has pledged and assigned the rents, revenues and receipts received pursuant to the Lease Purchase Agreement to the Trustee for the benefit of and security of the holders of the Bonds upon the terms and conditions as set forth therein.

“Interest Rate Hedge Agreement” means any agreement as will effectuate a “swap” of the variable interest rate on the Series 2004 Bonds or a portion thereof to a fixed rate or other form of agreement designed to serve as a hedge against rising interest rates, including a Municipal Market Data rate lock for future fixed rate bonds.

“Lease Agreement” means the First Supplemental Lease Purchase Agreement (the “First Supplemental Lease Purchase Agreement”) by and between the City and the Corporation which supplements the Lease Purchase Agreement dated as of March 1, 1997, pursuant to which the City leased the Property, together with any improvements thereon, from the Corporation and agreed to pay Rentals and Additional Rentals, subject to annual appropriation, sufficient to pay the principal and interest due on the Bonds each fiscal year of the City and any other amounts due under the Lease Agreement.

“Official Statement” means the preliminary or final Official Statement or Official Statements prepared in connection with the issuance, sale and delivery of the Series 2004 Bonds.

“Property” means the real property described on Exhibit B to the Lease Agreement together with any improvements constructed thereon and the personal property located thereon.

“Register” means the Register of the City.

“Rentals” means the Rentals as defined under the Indenture.

“Series 1997 Bonds” means all or a portion of the outstanding St. Louis Municipal Finance Corporation Forest Park Leasehold Revenue Improvement Bonds (City of St. Louis, Missouri Lessee) Series 1997.

“Series 2004 Bonds” means the Forest Park Leasehold Revenue Refunding Bonds (City of St. Louis, Missouri Lessee) Series 2004 Bonds authorized pursuant to the First Supplemental Indenture of Trust.

“Trustee” means UMB Bank, N.A. of St. Louis, successor-in-interest to UMB Bank of St. Louis, N.A., as trustee or any successor thereto under the Indenture.

“Underwriters” means the underwriters with respect to the Series 2004 Bonds.

Section 2. Findings and Determinations. The Board of Aldermen hereby finds and determines as follows:

- (a) It is in the best interest of the City to authorize and direct the Corporation to issue its Series 2004 Bonds (i) to refund all or a portion of the Series 1997 Bonds, (ii) to fund a debt service reserve fund, if necessary, (iii) to pay other Costs (as defined in the Indenture) permitted thereunder, and (iv) to pay reasonable expenses incurred by the Corporation and the City in connection with the issuance and sale of the Series 2004 Bonds, pursuant to the Indenture and in accordance with the Lease Agreement and the Bond Purchase Agreement.
- (b) The issuance by the Corporation of the Bonds, and the sale and delivery thereof through a negotiated sale of the Bonds to the Underwriters, to refund the Series 1997 Bonds is necessary and desirable for the City.
- (c) In connection with the refunding of the Series 1997 Bonds, it is necessary to amend the Lease Agreement to reflect the interest cost savings resulting from the issuance of the Series 2004 Bonds.
- (d) The City shall have the exclusive beneficial possession and use of the Forest Park Improvements and so long as an Event of Default (as such term is defined in the Indenture and the Lease Agreement) shall not have occurred and there shall have been no failure to appropriate funds to pay the Rentals and Additional Rentals, the City will have the exclusive beneficial possession and use of the Forest Park Improvements while the Bonds remain outstanding.
- (e) The City authorizes and directs the Corporation to enter into a Municipal Market Data rate lock or other Interest Rate Hedge Agreement, if deemed advisable.

Section 3. Authority and Direction to Issue the Series 2004 Bonds. The City hereby authorizes and directs the Corporation to issue its Forest Park Leasehold Revenue Refunding Bonds, (City of St. Louis, Missouri, Lessee) Series 2004, in an aggregate principal amount not to exceed \$20,000,000 (the “Series 2004 Bonds”) on behalf of the City for the purposes set forth in Section 2 hereof. The Series 2004 Bonds (i) shall bear such dates and series designation and (ii) shall mature at such times with a final maturity not later than February 15, 2022, but subject to redemption at such times as directed by the First Supplemental Indenture of Trust (iii) shall bear interest at such variable interest rate or fixed interest rate as the City reasonably expects will achieve an economic benefit to the City, and (iv) may be sold at a premium or at a discount with such discount not to exceed the maximum discount allowable under Missouri law. The Series 2004 Bonds may also be issued as forward delivery or current delivery obligations. The terms and provisions of the Series 2004 Bonds shall be as provided in the First Supplemental Indenture of Trust.

Section 4. Limited Obligations. The Series 2004 Bonds and the interest thereon shall be limited obligations payable by the Corporation solely from (i) the Rentals and Additional Rentals received by the Corporation from the City or received by the Trustee on behalf of the Corporation and reasonably expected to be used to pay debt service on the Series 2004 Bonds pursuant to the Lease Agreement and any amounts payable by any Credit Provider in connection with any Credit Enhancement on the Series 2004 Bonds. The taxing power of the City is not pledged to the payment of the Series 2004 Bonds either as to principal or interest or to the payment of Rentals or Additional Rentals under the Lease Agreement. The Bonds and the interest thereon shall not constitute an indebtedness of the City or State of Missouri 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 Lease Agreement is subject to annual appropriation as provided therein. The obligation of the City to make such payments under the Lease Agreement

or the Series 2004 Bonds shall not constitute a debt of the City. The issuance of the Series 2004 Bonds will not directly or contingently obligate the City to make any payments beyond those appropriated for its then current fiscal year. Notwithstanding anything herein to the contrary, the Series 2004 Bonds shall be issued in a form and under such terms as shall ensure and maintain the security and tax-exempt status of the Series 2004 Bonds and any Series 1997 Bonds still outstanding.

Section 5. Authority and Direction to Sell the Series 2004 Bonds in a Negotiated Sale. In connection with the issuance of the Series 2004 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 preliminary Official Statement and the final Official Statement, to execute and deliver the final Official Statement and to execute and deliver the Bond Purchase Agreement, in connection with such negotiated sale of the Series 2004 Bonds.

Section 6. Authority and Direction to Obtain Credit Enhancement. The City hereby authorizes and directs the Corporation to obtain Credit Enhancement for the Series 2004 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 the Series 2004 Bonds are 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 Bonds and (ii) any amounts due and owing to the Credit Provider under the Credit Agreement. The Comptroller is hereby authorized to approve the terms of any agreement for Credit Enhancement with the Credit Provider, and the Comptroller, with the advice of the City Counselor as to form thereof, is hereby authorized and directed to execute such agreement for Credit Enhancement and other documents in connection therewith as required to obtain the Credit Enhancement.

Section 7. Authority to Obtain Debt Service Reserve Fund Credit Facility. Upon the recommendation of the Underwriters and the financial advisor to the City with respect to the Series 2004 Bonds, based upon a cost-benefit analysis, the Comptroller is hereby authorized to negotiate and approve the terms of any agreement for a credit facility for any reserve fund with respect to the Series 2004 Bonds and to purchase a credit facility for any reserve fund with respect to the Series 2004 Bonds from one or more recognized providers of credit facilities and to execute any agreement for a credit facility and other documents therewith as necessary to obtain a credit facility for any reserve fund with respect to the Series 2004 Bonds. The fees payable with respect to any credit facility acquired for any reserve fund for the Series 2004 Bonds shall be payable out of the proceeds thereof as a cost of issuance.

Section 8. Approval of Interest Rate Hedge. The Mayor, the Comptroller, and the Treasurer, with the advice of the Underwriters and the financial advisor, and with the approval of the City Counselor as to form, are hereby authorized, empowered and directed to negotiate, execute, enter into, and deliver from time to time such agreements and other documents as will effectuate a "swap" of the variable interest rate on the Series 2004 Bonds or a portion thereof to a fixed rate, which in the reasonable judgment of such person or persons will be in the best interests of the City or such other form of agreement designed to serve as a hedge against rising interest rates, including a Municipal Market Data rate lock for future fixed rate securities. The City hereby agrees that any counter party payments received pursuant to such Interest Rate Hedge Agreement shall be assigned to the Trustee to pay debt service on the Series 2004 Bonds.

Section 9. Authority and Direction to Execute and Deliver Corporation Documents. In connection with the issuance of the Series 2004 Bonds, the City hereby authorizes and directs the Corporation, to approve the terms of and to execute, seal, attest and deliver the First Supplemental Indenture, the First Supplemental Lease Purchase Agreement, a Leasehold Deed of Trust and Security Agreement, if necessary, the Bond Purchase Agreement, the Credit Agreement and the Escrow Agreement and such other documents, certificates and instruments as may be necessary or desirable to facilitate the issuance of the Series 2004 Bonds and to carry out and comply with the intent of this Ordinance (collectively the "Corporation Documents") in such form 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 10. Authorization and Direction to Execute and Deliver City 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 First Supplemental Lease Purchase Agreement, the Bond Purchase Agreement, a Continuing Disclosure Agreement, the Credit Agreement, the Escrow Agreement, and the Leasehold Deed of Trust, if necessary, and if desirable an Interest Rate Hedge Agreement, and such other documents, certificates and instruments as may be necessary or desirable to facilitate the issuance of the Series 2004 Bonds and to carry out and comply with the intent of this Ordinance (collectively the "City Documents") in such form 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 First Supplemental Lease Purchase Agreement shall be for a lease term to terminate no later than the final maturity of the Series 2004 Bonds, subject to annual appropriation of Rentals equal to the principal and interest due on the Series 2004 Bonds and the any outstanding Series 1997 Bonds and certain Additional Rentals due under such lease. The First Supplemental Lease Purchase Agreement shall further provide the City with an option to purchase the Forest Park Improvements (as defined therein) upon the defeasance, or adequate provision therefor, of the Series 2004 Bonds and any Series 1997 Bonds outstanding. The First Supplemental Lease Purchase Agreement shall contain such other terms and provisions as shall adequately secure and protect the payment of principal and interest due on the Series 2004 Bonds, and any Series 1997 Bonds outstanding.

Section 11. Authorization with Respect to Sale of the Series 2004 Bonds. The preparation of a preliminary Official Statement and a final Official Statement, the execution and delivery of the final Official Statement by the City, and the execution and delivery of a Bond Purchase Agreement 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 the preliminary Official Statement and final Official Statement, and to execute and deliver the final Official Statement and such continuing disclosure agreements as are necessary and desirable in order to assist the Underwriters in complying with Rule 15c2-12 of the Securities and Exchange Commission.

Section 12. 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 proposed transaction as are desirable to further the purposes of this Ordinance.

Section 13. 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 Lease Agreement, the Bond Purchase Agreement, the Interest Rate Hedge Agreement, any Credit Agreement and the Escrow Agreement.

Section 14. 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 15. Conflict. All ordinances or parts of ordinances in conflict with the provisions of this Ordinance are hereby repealed.

Clerk, Board of Aldermen

President, Board of Aldermen

Approved: Date: _____

Mayor

Truly Engrossed and Enrolled

Approved: November 17, 2004