

ORDINANCE #67096
Board Bill No. 33
Floor Substitute

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 Carnahan Courthouse Leasehold Revenue Refunding Bonds, Series 2006A (City of St. Louis, Missouri, Lessee) (the "Series 2006A Bonds") in an aggregate principal amount not to exceed \$27,000,000 in order to refund all or a portion of its outstanding Carnahan Courthouse Leasehold Revenue Bonds, Series 2002A (City of St. Louis, Missouri, Lessee) (the "Series 2002A Bonds") for the general welfare, safety and benefit of the citizens of the City of St. Louis, Missouri (the "City"); authorizing and directing the Corporation to execute and deliver the First Supplemental Indenture, the First Supplemental Lease Agreement, the Official Statement, the Tax Compliance Agreement, the Escrow Agreement, and the Bond Purchase Agreement (as such documents are defined herein and collectively referred to as the "Corporation Documents"); authorizing and directing the Mayor and Comptroller and any other appropriate City officials, if necessary, to execute, as provided herein, the following documents: the First Supplemental Lease Agreement, the Pledge Agreement, the Escrow Agreement, the Tax Compliance Agreement, the Continuing Disclosure Agreement, the Official Statement and the Bond Purchase Agreement (as such documents are defined herein and collectively referred to as the "City Documents"); authorizing and approving the First Supplemental Indenture; authorizing the Corporation and the City to obtain credit enhancement for the Series 2006A Bonds from a Credit Provider (as hereinafter defined); authorizing the payment of any obligations due to a Credit Provider, if any, and authorizing the Comptroller and any other appropriate City officials to execute any Credit Agreement or other documents related thereto, if any; authorizing the pledge of certain revenues pursuant to the Pledge Agreement; authorizing and approving the First Supplemental Indenture; authorizing participation of appropriate City officials in drafting the Preliminary Official Statement and final Official Statement and the taking of further actions with respect thereto; authorizing the acceptance of the terms of the Bond Purchase Agreement and the taking of further action with respect thereto; authorizing the payment of certain costs of issuance thereof; authorizing and directing the taking of other actions, and the approval and execution of other documents, as necessary or desirable, to carry out and comply with the intent hereof; amending 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 of the Series 2002A Bonds by the Corporation pursuant to an Indenture of Trust between the Corporation and UMB Bank, N.A., as trustee (the "Trustee"), dated as of April 1, 2002 (as amended and supplemented the "Indenture"), to finance the cost of the acquisition of real and personal property, and the construction, renovation, equipping and installing of furnishings and equipment for the Carnahan Courthouse, out of the net proceeds of the Series 2002A Bonds, all pursuant to a structure providing for a conveyance by the City to the Corporation of a leasehold interest in the Property (as hereinafter defined) and the leasing of such Property from the Corporation under the Lease Agreement (as hereinafter defined), providing for the payment, subject to annual appropriation, by the City of certain amounts necessary to pay principal of and interest on the Series 2002A Bonds, but only if and to the extent annually appropriated by the Board of Aldermen of the City;

WHEREAS, the refunding of the Series 2002A Bonds is expected to achieve financial savings for the City through a reduction in debt service payments on the Bonds;

WHEREAS, it is necessary and desirable in connection with the issuance of the Series 2006A Bonds that the City (i) enter into the City Documents and other related documents, (ii) take certain other actions and approve certain other documents, including the Indenture, as herein provided, and (iii) authorize preparation and execution of the Preliminary Official Statement and final Official Statement.

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

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

"Board of Aldermen" means the Board of Aldermen of the City.

"Bond Purchase Agreement" means the Bond Purchase Agreement by and among the Corporation, the City, and the Underwriters relating to the purchase of the Series 2006A Bonds.

"Carnahan Courthouse" means the Carnahan Courthouse constructed and renovated on the real property described on Schedule I to the Lease Agreement and situated in the City, and any other real or personal property hereafter acquired by the

Corporation and leased by the Corporation to the City pursuant to any supplemental Lease Agreement with respect to the Carnahan Courthouse and appurtenant easements, rights-of-way, improvements, paving and personal property necessary, convenient and appurtenant thereto, and any modifications, alterations or changes in, on or to the foregoing or any repairs thereto or thereof.

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

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement, dated as of July 1, 2006, by and between the City and the Trustee in its capacity as Dissemination Agent, in substantially the form attached hereto as Exhibit E.

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

“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, 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. The Credit Enhancement (i) shall be obtained from a Credit Provider that has a credit rating such that the City, in the opinion of the Underwriters and the Comptroller, will derive an economic benefit if such Bonds are secured by the Credit Enhancement, (ii) shall be provided pursuant to the Credit Agreement providing for repayment to the Credit Provider of payments with terms and conditions approved by the Mayor and the Comptroller, as evidenced by their execution thereof with the advice as to form of the City Counselor and attested by the Register and (iii) shall be obtained at a fee, payable in a lump sum or periodically, which shall provide an economic benefit to the City.

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

“Escrow Agreement” means the Escrow Trust Agreement among the City, the Corporation and UMB Bank, N.A., as Escrow Agent, in substantially the form attached hereto as Exhibit D.

“Financial Advisor” means the financial advisor to the City with respect to the Series 2006A Bonds.

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

“First Supplemental Lease Agreement” means the First Supplemental Lease Purchase Agreement between the Corporation and the City, in substantially the form attached hereto as Exhibit B.

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

“Lease Agreement” means the Lease Purchase Agreement, dated as of April 1, 2002, as amended and supplemented by the First Supplement Lease Agreement and any additional supplemental lease agreements.

“Official Statement” means collectively the Preliminary Official Statement and the final Official Statement prepared in connection with the issuance and sale of the Series 2006A Bonds.

“Pledge Agreement” means the Pledge Agreement dated as of July 1, 2006, between the City and the Trustee, in substantially the form attached hereto as Exhibit C.

“Pledged Revenues” means amounts received by the City under the Section 488.447 of Missouri Revised Statutes and pledged to the payment of the principal of and interest on the Series 2006A Bonds as more fully described in the Pledge Agreement.

“Property” means the real and personal property described on Schedule I to the Lease Agreement together with any improvements existing or constructed thereon.

“Register” means the Register of the City.

“Rentals” means the total of the amounts payable by the City on an annual appropriation basis as rentals pursuant to the Lease Agreement.

“Series 2002A Bonds” means the Corporation’s Carnahan Courthouse Leasehold Revenue Bonds, Series 2002A (City of St. Louis, Missouri, Lessee).

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

“Tax Compliance Agreement” means the Tax Compliance Agreement by and among the Corporation, the City and the Trustee dated the date of issuance of the Series 2006A Bonds.

“Treasurer” means the Treasurer of the City.

“Trustee” means UMB Bank, N.A., St. Louis, Missouri, as trustee, or any successor thereto under the Indenture.

“Underwriters” means the underwriters with respect to the Series 2006A Bonds.

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

(a) to authorize and direct the Corporation to issue, if market conditions warrant, its Series 2006A Bonds to refund the Series 2002A Bonds, to provide for a debt service reserve fund and Credit Enhancement for the Series 2006A Bonds, and to pay reasonable expenses incurred by the Corporation and the City in connection with the issuance and sale of the Series 2006A Bonds; and

(b) to authorize and direct the Corporation to enter into a negotiated sale of the Series 2006A Bonds to the Underwriters.

Section 3. Authority and Direction to Issue the Series 2006A Bonds. The City hereby authorizes and directs the Corporation, if market conditions warrant, to issue the Series 2006A Bonds in an aggregate principal amount not to exceed \$27,000,000 for the purposes set forth in Section 2 hereof. The Series 2006A Bonds (1) shall have a final maturity not more than 30 years from the date of issuance, (2) shall bear a fixed rate of interest of not more than 10% per annum, and (3) may be sold at a premium or discount with such discount not to exceed the maximum discount allowable under Missouri law. The Series 2006A Bonds shall be dated, mature, be in such denominations, bear interest at such times and have such other terms and provisions as shall be provided in the First Supplemental Indenture. The City further authorizes and approves the pledge of certain civil courts fees pursuant to the Pledge Agreement.

Section 4. Limited Obligations. The Series 2006A Bonds and the interest thereon shall be limited obligations payable by the Corporation solely out of (i) proceeds of the Series 2006A Bonds, (ii) Pledged Revenues, (iii) the Rentals and Additional Rentals (as defined in the Lease Agreement) 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 2006A Bonds pursuant to the Lease Agreement and the Pledge Agreement, (iv) amounts available in the Debt Service Fund or Debt Service Reserve Fund (as defined in the Indenture), if any, and (v) from any amounts payable by any Credit Provider in connection with any Credit Enhancement on the Series 2006A Bonds. The Series 2006A Bonds and the interest thereon shall not constitute an indebtedness of the City or the State of Missouri within the meaning of any constitutional, statutory or charter 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. Neither such obligation of the City to make such payments nor the Series 2006A Bonds shall constitute a debt of the City. The issuance of the Series 2006A Bonds will not directly or contingently obligate the City to make any payments beyond those appropriated for its then current fiscal year.

Section 5. Authority and Direction to Execute and Deliver Certain Corporation Documents. In connection with the issuance of the Series 2006A Bonds, the City hereby authorizes and directs the Corporation to execute and deliver the Corporation Documents and such other documents, certificates and instruments as may be necessary or desirable to facilitate the issuance of the Series 2006A Bonds and to carry out and comply with the intent of this Ordinance, in such forms 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 and the Corporation's approval thereof.

Section 6. Authority and Direction to Sell the Series 2006A Bonds in a Negotiated Sale. In connection with the issuance of the Series 2006A 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 2006A Bonds.

Section 7. Authority and Direction to Obtain Credit Enhancement. The City hereby authorizes the Corporation to obtain Credit Enhancement, including a debt service reserve fund surety bond, if necessary or desired, for the Series 2006A Bonds from a Credit Provider with such credit rating that, in the opinion of the Underwriters, the Financial Advisor and the Comptroller, will achieve an economic benefit for the City if the Series 2006A Bonds are secured by such Credit Enhancement. Any Credit Agreement executed in connection therewith may pledge Rentals and Additional Rentals and Pledged Revenues on a parity basis to payment of (i) debt service on the Series 2006A 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 8. Authorization with Respect to Execution and Delivery of City Documents. The Mayor and Comptroller of the City are hereby authorized and directed to execute, acknowledge and deliver the City Documents and such other documents, certificates and instruments as may be necessary or desirable to facilitate the issuance of the Series 2006A Bonds and to carry out and comply with the intent of this Ordinance in substantially such forms, not inconsistent with the provisions of this Ordinance, as the Mayor and Comptroller shall approve with the advice of the Underwriters and the Financial Advisor, and which the City Counselor shall approve as to form, and the Register of the City is hereby authorized and directed to affix the corporate seal of the City thereto and to attest the same and the signature of the Mayor and the Comptroller shall be conclusive as to their approval of such changes or modifications by the City.

Section 9. Authorization with Respect to Sale of the Series 2006A 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, 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, Comptroller and other appropriate officers, agents and employees of the City are hereby authorized and directed to participate with the Corporation in the preparation of the Preliminary Official Statement and final Official Statement, and to execute and deliver the final Official Statement and the Continuing Disclosure Agreement in substantially such forms, not inconsistent with the provisions of this Ordinance, as the Mayor and Comptroller shall approve with the advice of the Underwriters and the Financial Advisor.

Section 10. Further Authority. The City and the Mayor, Comptroller, 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 Documents.

Section 11. Emergency Clause. The passage of this Ordinance being deemed necessary for the immediate preservation of the public health, moral, safety, and general welfare, 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.

Section 12. 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.

**EXHIBIT A
FIRST SUPPLEMENTAL INDENTURE OF TRUST**

**EXHIBIT B
FIRST SUPPLEMENTAL LEASE PURCHASE AGREEMENT**

**EXHIBIT C
PLEDGE AGREEMENT**

**EXHIBIT D
ESCROW TRUST AGREEMENT**

**EXHIBIT E
CONTINUING DISCLOSURE AGREEMENT**

All Exhibits are on file in the Register's Office.

Approved: May 30, 2006