

ORDINANCE #68883
Board Bill No. 4

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 the Corporation's 1520 Market St. Leasehold Revenue Bonds (City of St. Louis, Missouri, Lessee), Series 2011 (the "Series 2011 Bonds") in an aggregate principal amount not to exceed \$9,250,000, in order to pay and reimburse the City of St. Louis, Missouri (the "City") for costs associated with the acquisition, purchase, construction, installation, or equipping of additions to or expansions of or remodeling or modification or rehabilitation of the real property known as and numbered 1520 Market Street, St. Louis, Missouri 63103 (the "1520 Market St. Property"); authorizing and directing the Corporation to execute and deliver any or all of the First Amended Indenture, the First Amended Base Lease, the First Amended Lease Purchase Agreement, the Tax Compliance Agreement, and the First Amended Deed of Trust (all as defined herein); authorizing the City to execute any or all of the First Amended Base Lease, the First Amended Lease Purchase Agreement, and the Tax Compliance Agreement; authorizing the payment of certain costs of issuance of the Series 2011 Bonds; 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; authorizing the Mayor and the Comptroller to enter into a lease agreement with the St. Louis Development Corporation for certain modified, expanded, remodeled, or rehabilitated portions of the 1520 Market Street Property; and containing an emergency clause.

WHEREAS, pursuant to Ordinance Number 67148, the City purchased the 1520 Market St. Property, formerly known as the Abram Building, from moneys in the City's Fund Balance of the General Fund; and

WHEREAS, pursuant to Ordinance Number 67496, the City authorized and directed the Corporation to issue its Abram Building Leasehold Revenue Bonds (City of St. Louis, Missouri, Lessee), Series 2007 in an aggregate principal amount of \$4,000,000 (the "Series 2007 Bonds"), the proceeds of which were used reimburse the City's Fund Balance of the General Fund for the costs of such purchase and to pay other unpaid costs associated with such purchase; and

WHEREAS, the City now desires to acquire, purchase, construct, install, or equip additions to or expansions of or remodeling or modification or rehabilitation of the 1520 Market St. Property (the "Series 2011 Project") for the purpose, among others, of entering into a lease agreement for certain modified, expanded, remodeled, or rehabilitated portions thereof (the "SLDC Lease") with the St. Louis Development Corporation ("SLDC"); and

WHEREAS, the City has determined that it is in the best interest of the City to direct the Corporation to issue and sell the Series 2011 Bonds to reimburse and fund the costs of the Series 2011 Project; and

WHEREAS, it is necessary and desirable in connection with the issuance of the Series 2011 Bonds for the City and/or the Corporation to execute and deliver certain documents and take certain other actions 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 otherwise defined in this Ordinance or the preambles hereto shall have the meanings ascribed to such terms in the Indenture. As used in this Ordinance, the following words shall be defined as follows:

"Additional Rentals" shall have the meanings ascribed to such term in the Lease Purchase Agreement.

"Base Lease" means the Original Base Lease, as may be amended and supplemented by the First Amended Base Lease, and as may be further amended and supplemented in accordance with the terms thereof.

"Bonds" means the Series 2007 Bonds and the Series 2011 Bonds, and any and all other bonds issued by the Corporation pursuant to and under the Indenture.

"City Documents" means any or all of the First Amended Base Lease, the First Amended Lease Purchase Agreement, and the Tax Compliance Agreement, and such other documents, certificates, and instruments as may be necessary or desirable to facilitate the issuance of the Series 2011 Bonds and to carry out and comply with the intent of this Ordinance.

"Corporation Documents" means any or all of the First Amended Indenture, the First Amended Base Lease, the First Amended Lease Purchase Agreement, the First Amended Deed of Trust, and the Tax Compliance Agreement, and such other

documents, certificates, and instruments as may be necessary or desirable to facilitate the issuance of the Series 2011 Bonds and to carry out and comply with the intent of this Ordinance.

“Deed of Trust” means the Original Deed of Trust, as may be amended and supplemented by the First Amended Deed of Trust, and as may be further amended and supplemented in accordance with the terms thereof.

“Financial Advisor” means Public Financial Management, Inc., the financial advisor to the City with respect to the Series 2011 Bonds.

“First Amended Base Lease” means any supplement to, amendment or, or restatement of the Original Base Lease entered into pursuant to the provisions of the Original Base Lease and the Original Indenture, in connection with the issuance of the Series 2011 Bonds.

“First Amended Deed of Trust” means any amendment, change, modification, or restatement of the Original Deed of Trust entered into pursuant to the provisions of the Original Deed of Trust, in connection with the issuance of the Series 2011 Bonds.

“First Amended Indenture” means any supplement to, amendment of, or restatement of the Original Indenture entered into pursuant to the provisions of the Original Indenture, pursuant to which the Series 2011 Bonds may be issued.

“First Amended Lease Purchase Agreement” means any supplement to, amendment of, or restatement of the Original Lease Purchase Agreement entered into pursuant to the provisions of the Original Lease Purchase Agreement and the Original Indenture, in connection with the issuance of the Series 2011 Bonds.

“Indenture” means the Original Indenture, as may be amended and supplemented by the First Amended Indenture, and as may be further amended and supplemented in accordance with the terms thereof.

“Lease Purchase Agreement” means the Original Lease Purchase Agreement, as may be amended and supplemented by the First Amended Lease Purchase Agreement, and as may be further amended and supplemented in accordance with the terms thereof.

“Original Base Lease” means the Base Lease between the City, as lessor, and the Corporation, as lessee, dated as of June 1, 2007, pursuant to which the City has conveyed a leasehold interest in the Property to the Corporation.

“Original Deed of Trust” means the Leasehold Deed of Trust, Security Agreement, and Fixture Filing executed by the Corporation, dated as of June 1, 2007, granting a mortgage to the Trustee on the Corporation’s interest in the Property in order to secure the Corporation’s obligations under the Indenture.

“Original Indenture” means the Trust Indenture by and between the Corporation and the Trustee, dated as of June 1, 2007, pursuant to which the Series 2007 Bonds were issued.

“Original Lease Purchase Agreement” means the Lease Purchase Agreement between the Corporation, as lessor, and the City, as lessee, dated as of June 1, 2007, pursuant to which the Corporation has conveyed a leasehold interest in the Property to the City, and the City has leased the Property, together with any improvements thereon, from the Corporation and agreed to pay Rentals and Additional Rentals, subject to annual appropriation, equal to the principal and interest due on the Bonds.

“Property” means the 1520 Market St. Property and associated real and personal property as described in the Lease Purchase Agreement, together with any improvements constructed thereon, including the Series 2011 Project.

“Purchaser” means JPMorgan Chase Bank, N.A., as purchaser of the Series 2011 Bonds.

“Rentals” shall have the meanings ascribed to such term in the Lease Purchase Agreement.

“Series 2007 Bonds” means the Abram Building Leasehold Revenue Bonds (City of St. Louis, Missouri, Lessee), Series 2007 issued by the Corporation in an aggregate principal amount of \$4,000,000.

“Series 2011 Bonds” means the Series 2011 Bonds authorized pursuant to the Indenture.

“Series 2011 Project” means the acquisition, purchase, construction, installation, or equipping of additions to or expansions of or remodeling or modification or rehabilitation of the 1520 Market St. Property.

“SLDC” means the St. Louis Development Corporation.

“SLDC Lease” means the lease agreement by and between the City and SLDC for certain modified, expanded, remodeled, or rehabilitated portions of the 1520 Market Street Property.

“Tax Compliance Agreement” means the Tax Compliance Agreement entered into by and among the City, the Corporation, and the Trustee, in connection with the issuance of the Series 2011 Bonds.

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

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 Corporation to issue the Series 2011 Bonds (i) to reimburse the City and pay for costs associated with the Series 2011 Project, and (ii) to pay reasonable expenses incurred by the Corporation and the City in connection with the issuance and sale of the Series 2011 Bonds;

(b) to authorize and direct the Corporation to enter into a negotiated sale of the Series 2011 Bonds to the Purchaser; and

(c) to authorized the Mayor and Comptroller to enter into the City Documents and the SLDC Lease agreement.

Section 3. Authority and Direction to Issue the Series 2011 Bonds. The City hereby authorizes and directs the Corporation to issue the Series 2011 Bonds in an aggregate principal amount not to exceed \$9,250,000 on behalf of the City for the purposes set forth in Section 2 hereof. The Series 2011 Bonds (i) shall have a final maturity not more than 10 years from their date of issuance, and (ii) shall bear interest at such fixed interest rate or rates as the City reasonably expects will achieve an economic benefit to the City. The terms and provisions of the Series 2011 Bonds shall be as provided in the Indenture.

Section 4. Limited Obligations. The Series 2011 Bonds and the interest thereon shall be limited obligations payable by the Corporation solely from (i) proceeds of the Series 2011 Bonds, and (ii) Rentals and Additional Rentals received from the City by the Corporation, or by the Trustee on behalf of the Corporation, and reasonably expected to be used to pay debt service on the Series 2011 Bonds pursuant to the Lease Purchase Agreement. The Bonds and the interest thereon 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 Lease Purchase Agreement is subject to annual appropriation as provided therein. Neither the obligation of the City to make such payments under the Lease Purchase Agreement nor the Bonds does or shall constitute a debt of the City. The issuance of the Series 2011 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 Corporation Documents. In connection with the issuance of the Series 2011 Bonds, the City hereby authorizes and directs the Corporation to execute and deliver the Corporation Documents, in forms that are consistent with the provisions of this Ordinance, and as such Corporation Documents are approved by the City Counselor and, with the advice of the Financial Advisor, the appropriate officers of the Corporation executing such documents, with the respective signatures of such officers thereon to be evidence of the approval of the Corporation.

Section 6. Authority and Direction to Sell the Series 2011 Bonds in a Negotiated Sale. In connection with the issuance of the Series 2011 Bonds, the City hereby authorizes and directs the Corporation to negotiate the sale thereof with the Purchaser, subject to the provisions of this Ordinance.

Section 7. Authority and Direction to Execute and Deliver City Documents. The City hereby authorizes and directs the Mayor and the Comptroller of the City to execute and deliver the City Documents in forms that are consistent with the provisions of this Ordinance, as such City Documents are approved by the Mayor and the Comptroller with the advice of the Financial Advisor, and as are approved as to form by the City Counselor, with the respective signatures of such officials thereon to be evidence

of the approval of the City; and the Register of the City is hereby authorized and directed to affix the corporate seal of the City to the City Documents and to attest the same.

Section 8. Authority and Direction to Execute SLDC Lease. The City hereby authorizes and directs the Mayor and the Comptroller of the City to execute and deliver the SLDC Lease in a form that is consistent with the provisions of this Ordinance, as such SLDC Lease is approved by the Mayor and the Comptroller, and as is approved as to form by the City Counselor, with the respective signatures of such officials thereon to be evidence of the approval of the City; and the Register of the City is hereby authorized and directed to affix the corporate seal of the City to the SLDC Lease and to attest the same.

Section 9. Further Authority. The Mayor, the Comptroller, the Treasurer (as to permitted investments only), the Register, 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 10. 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 11. Emergency Clause. The passage of 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.

Approved: May 25, 2011