

2 An ordinance recommended by the Board of Estimate and Apportionment authorizing
3 and directing the Mayor, on behalf of the City, to make application to the United States
4 Department of Housing and Urban Development (“HUD”) pursuant to Section 108 of Title I of
5 the Housing and Community Development Act of 1974, as amended (the “Act”) to refinance the
6 City’s existing Section 108 Loan pertaining to the Downtown Convention Center Hotel (the
7 “Existing Section 108 Loan”) with a new loan (the “New Section 108 Loan”); authorizing and
8 directing the Mayor and the Comptroller, on behalf of the City, to execute any contracts,
9 promissory notes, or other loan documents with HUD necessary to refinance the Existing Section
10 108 Loan and obtain the New Section 108 Loan; appropriating the New Section 108 Loan
11 proceeds to the repayment of the Existing Section 108 Loan; pledging the Convention
12 Headquarters Hotel Special Allocation Fund of the City of St. Louis to the repayment of the New
13 Section 108 Loan; authorizing and directing the Mayor and the Comptroller, on behalf of the
14 City, to enter into and execute an Amendment to the Redevelopment Agreement (as herein
15 defined), between the City and Convention Center Hotels Acquisition Company, LLC;
16 prescribing the form and details of said agreement; authorizing certain other actions of City
17 officials; and containing an emergency clause and a severability clause.

18 WHEREAS, The City of St. Louis, Missouri (the “City”), is a body corporate and a
19 political subdivision of the State of Missouri, duly created, organized and existing under and by
20 virtue of its charter, the Constitution and laws of the State of Missouri; and

1 WHEREAS, the Renaissance Grand Convention Center Hotel & Suites (the “Downtown
2 Convention Center Hotel” or “Hotel” or “Project”) is a hotel located generally at 800
3 Washington Avenue in the City; and

4 WHEREAS, the City did previously obtain the Existing Section 108 Loan in the initial
5 principal amount of Fifty Million Dollars (\$50,000,000) from HUD to be used and appropriated
6 towards the development of the Project; and

7 WHEREAS, the Board of Aldermen expects, based upon the advice of the City’s staff
8 and advisors, that the refinancing of the variable rate Existing Section 108 Loan with the fixed-
9 rate New Section 108 Loan will result in net interest savings; and

10 WHEREAS, the Board of Aldermen hereby determines that it is in the best interest of the
11 City to pledge certain or all funds in and to be deposited in the Convention Headquarters Hotel
12 Special Allocation Fund of St. Louis (the “Special Allocation Fund”) established by the Board of
13 Aldermen, to the payment of the principal and interest due on the Existing Section 108 Loan;
14 and

15 WHEREAS, the City did previously enter into that certain Redevelopment Agreement
16 dated as of December 1, 2000 and recorded at Book 1669 Page 2672 of the Office of the
17 Recorder of Deeds of the City, by and between the City and Historic Restoration Incorporated, a
18 Louisiana corporation, Washington Avenue Historic Developer, L.L.C., a Missouri limited
19 liability company, Gateway Hotel Partners, L.L.C., a Missouri limited liability company and
20 Gateway Tower Partners, L.L.C., a Missouri limited liability company, with respect to the
21 redevelopment and ownership of the Project (the “Original Redevelopment Agreement”); and

1 WHEREAS, the Original Redevelopment Agreement obligated the “Developer” named
2 therein to pay to the City certain “Pilots” and “Additional Payments” (as defined in the Original
3 Redevelopment Agreement), which obligation or obligations were secured by Deeds of Trust (as
4 defined in the Original Redevelopment Agreement), which did bind future owners of the Hotel;
5 and

6 WHEREAS, following a foreclosure of the Hotel by the bondholders, Convention Center
7 Hotels Acquisition Company, LLC (“CCHAC”), a Missouri limited liability company, is now
8 the owner of the Hotel and is obligated to pay the Pilots and Additional Payments; and

9 WHEREAS, the City and CCHAC entered into that certain Addendum to Redevelopment
10 Agreement dated as of December 30, 2009 (the “Addendum”; the Original Redevelopment
11 Agreement as modified by the Addendum being the “Redevelopment Agreement”); and

12 WHEREAS, in order to encourage the continued function and operation of the Hotel,
13 which will benefit the City through the creation and retention of jobs (among other benefits),
14 CCHAC has requested that the City modify or restructure certain terms of the Redevelopment
15 Agreement; and

16 WHEREAS, in connection with the transactions described herein, the City and the Hotel
17 Owner intend to enter into an Amendment to the Redevelopment Agreement (the “Amendment”)
18 in order to carry out such transactions; and

19 WHEREAS, the Board of Aldermen hereby determines that the terms of the Amendment
20 are acceptable and that the execution, delivery and performance by the parties thereto of their
21 respective obligations thereunder are in the best interests of the City and the health, safety,
22 morals and welfare of its residents.

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

SECTION ONE. The Mayor, on behalf of the City of St. Louis, is hereby authorized and directed to submit an application to refinance the Existing Section 108 Loan and to elect optional redemption pursuant to Section 3.03 of the Trust Agreement of the Existing Section 108 Loan and defeasance pursuant to Section 3.07 of the Trust Agreement of the Existing Section 108 Loan.

SECTION TWO. The Mayor and the Comptroller, on behalf of the City of St. Louis, are hereby authorized and directed to execute any contracts, promissory notes or other loan documents with HUD necessary to refinance the Existing Section 108 Loan with the New Section 108 Loan, upon such terms as the Mayor and the Comptroller shall deem to be reasonably appropriate in their discretion.

SECTION THREE. The proceeds of the New Section 108 Loan are hereby appropriated to repay the outstanding principal and interest on the Existing Section 108 Loan.

SECTION FOUR. The City’s obligation to pay principal and interest to HUD under any promissory note(s) with respect to the New Section 108 Loan shall be secured in part by a pledge of all funds in and to be deposited in the Special Allocation Fund.

SECTION FIVE. The Board of Aldermen hereby approves, and the Mayor and Comptroller of the City are hereby authorized and directed to execute, on behalf of the City, the Amendment in the form substantially similar to that attached hereto as Exhibit A, and the City

1 Register is hereby authorized and directed to attest to the Amendment and to affix the seal of the
2 City thereto. The Amendment shall be in substantially similar form to that attached hereto, with
3 such changes therein as shall be approved by the Mayor and Comptroller executing the same and
4 as may be consistent with the intent of this Ordinance and necessary and appropriate in order to
5 carry out the matters herein authorized.

6 **SECTION SIX.** The Mayor and Comptroller of the City or their designated
7 representatives are hereby authorized and directed to take any and all actions as may be
8 necessary and appropriate in order to carry out the transactions described herein, with no such
9 further action of the Board of Aldermen necessary to authorize such action by the Mayor and the
10 Comptroller or their designated representatives.

11 **SECTION SEVEN.** The Mayor and the Comptroller or their designated representatives,
12 with the advice and concurrence of the City Counselor and after approval by the Board of
13 Estimate and Apportionment, are hereby further authorized and directed to make any changes to
14 the documents, agreements and instruments approved and authorized by this Ordinance as may
15 be consistent with the intent of this Ordinance and necessary and appropriate in order to carry
16 out the matters herein authorized, with no such further action of the Board of Aldermen
17 necessary to authorize such changes by the Mayor and the Comptroller or their designated
18 representatives.

19 **SECTION EIGHT.** It is hereby declared to be the intention of the Board of Aldermen
20 that each and every part, section and subsection of this Ordinance shall be separate and severable
21 from each and every other part, section and subsection hereof and that the Board of Aldermen
22 intends to adopt each said part, section and subsection separately and independently of any other

1 part, section and subsection. In the event that any part, section or subsection of this Ordinance
2 shall be determined to be or to have been unlawful or unconstitutional, the remaining parts,
3 sections and subsections shall be and remain in full force and effect, unless the court making
4 such finding shall determine that the valid portions standing alone are incomplete and are
5 incapable of being executed in accord with the legislative intent.

6 **SECTION NINE.** The Board of Aldermen hereby finds and determines that this
7 ordinance constitutes an “emergency measure” pursuant to Article IV, Section 20 of the City
8 Charter, because this Ordinance makes an appropriation of for the payment of principal and
9 interest on the public debt in the form of the Existing Section 108 Loan and the New Section 108
10 Loan, and as such, this Ordinance shall take effect immediately upon its approval by the Mayor
11 as provided in Article IV, Section 20 of the City Charter.

EXHIBIT A

AMENDMENT TO REDEVELOPMENT AGREEMENT