

AN ORDINANCE AUTHORIZING THE ISSUANCE OF TAX INCREMENT REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2002 (CHESTERFIELD VALLEY PROJECTS) OF THE CITY OF CHESTERFIELD, MISSOURI, AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF THE BONDS.

WHEREAS, the City of Chesterfield, Missouri (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"), to issue notes 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 notes and to issue bonds to refund in whole or in part notes so issued and to pay certain costs related to the issuance of such bonds; and

WHEREAS, on May 3, 1993, the City Council of the City, pursuant to Ordinance No. 777, created the Tax Increment Financing Commission of the City of Chesterfield, Missouri (the "Commission"); and

WHEREAS, a plan for redevelopment titled "Chesterfield Valley Tax Increment Financing District Redevelopment Plan" (the "Redevelopment Plan") designating the Chesterfield Valley area within the City as the Redevelopment Area (the "Redevelopment Area") has been prepared and reviewed by the Commission and the City, and the City approved said Redevelopment Plan by Ordinance No. 953 adopted on October 17, 1994; and

WHEREAS, THF Chesterfield Development, L.L.C., a Missouri limited liability company ("THF") submitted a redevelopment proposal (the "THF Redevelopment Proposal") to redevelop the Chesterfield Commons Sub-Area of the Redevelopment Area; and

WHEREAS, pursuant to Ordinance No. 1342 adopted on November 17, 1997, the City designated THF as the developer of the Chesterfield Commons Sub-Area of the Redevelopment Area, and the City and THF entered into a Redevelopment Agreement dated November 24, 1997 (the "THF Agreement"), whereby THF agreed to carry out portions of the Redevelopment Plan for the City; and

WHEREAS, pursuant to Ordinance No. 1343 adopted on November 17, 1997 and Ordinance No. 1561 adopted on October 18, 1999, the City authorized the issuance of up to \$29,250,000 aggregate principal amount of Tax Increment Revenue Notes, Series 1998 (Chesterfield Commons Project) (the "Series 1998 Notes"), which Series 1998 Notes are currently outstanding in the principal amount of \$26,325,000; and

WHEREAS, pursuant to the Intergovernmental Cooperation Agreement dated as of September 12, 1996, as amended to date (as amended, the "Cooperation Agreement"), between the City and the Monarch–Chesterfield Levee District (the "Levee District"), the City issued Tax Increment Financing Notes, payable to the Levee District (the "Refunded Levee District Notes" and, together with the Series 1998 Notes, the "Prior TIF Notes"), which Refunded Levee District Notes are currently outstanding in the principal amount of \$10,505,313.58; and

WHEREAS, the City has determined that it is in the best interests of the City to issue its Tax Increment Refunding and Improvement Revenue Bonds, Series 2002 (Chesterfield Valley Projects) (the "Bonds") in the aggregate principal amount of \$50,945,000 for the purpose of (a) refunding the Prior TIF Notes, (b) reimbursing THF for certain costs incurred and to be incurred in accordance with the THF Agreement, (c) financing certain redevelopment projects of the City within the Chesterfield Valley relating to levee improvements, water and sanitary sewers, surface water drainage systems and transportation projects or any other "redevelopment project costs" within the meaning of the Act (the "City Project"), (d) funding a debt service reserve fund for the Bonds, and (e) paying the costs of issuance of the Bonds.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHESTERFIELD, MISSOURI, AS FOLLOWS:

Section 1. Approval of Execution and Delivery of the Bonds. The City hereby approves the execution, delivery and sale by the City of its Tax Increment Refunding and Improvement Revenue Bonds, Series 2002 (Chesterfield Valley Projects) in the aggregate principal amount of \$50,945,000 (the "Bonds"), for the purpose (a) refunding the Prior TIF Notes, (b) reimbursing THF for certain costs incurred and to be incurred in accordance with the THF Agreement, (c) financing the City Project, (d) funding a debt service reserve fund for the Bonds, and (e) paying the costs of issuance of the Bonds. The Bonds shall mature, be subject to redemption, bear interest at the rates and be secured as provided in the herein approved Indenture.

Section 2. Authorization of Documents. The City is hereby authorized to enter into the following documents, in substantially the forms presented to and approved by the City Council of the City at this meeting and attached to this Ordinance (copies of which documents are on file in the office of the City Clerk and shall be permanently filed in the records of the City), with such changes therein as shall be approved by the officers of the City executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof:

- (a) Trust Indenture (the "Indenture"), between the City and UMB Bank, N.A., as Trustee (the "Trustee"), pursuant to which the Bonds shall be issued;
- (b) Purchase Contract by and between the City and A.G. Edwards & Sons, Inc. (the "Purchase Contract");

- (c) Official Statement to be dated the date of execution and delivery of the Purchase Contract (the "Official Statement") setting forth information relating to the City and the Bonds (in the form of a Preliminary Official Statement which is hereby approved); and
- (d) Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") of the City.

Section 3. Execution of Documents. The City is hereby authorized to enter into and the Mayor and the City Clerk are hereby authorized and directed to execute and deliver, for and on behalf of and as the act and deed of the City, the Indenture, the Purchase Contract, the Official Statement and the Continuing Disclosure Certificate, and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

Section 4. Further Authority. The City shall, and the officials, agents and employees of the City are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments 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 Indenture, the Official Statement, the Purchase Contract and the Continuing Disclosure Certificate.

Section 5. Use of Official Statement. The City hereby authorizes the use of the Official Statement in connection with the sale of the Bonds.

Section 6. Severability. The sections, paragraphs, sentences, clauses and phrases of this Ordinance shall be severable. In the event that any such section, paragraph, sentence, clause or phrase of this Ordinance is found by a court of competent jurisdiction to be invalid, the remaining portions of this Ordinance are valid, unless the court finds the valid portions of the Ordinance are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the City Council has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

Section 7. Governing Law. This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 8. Further Authorization. The Mayor of the City is hereby authorized and directed to execute and deliver for and on behalf of the City, and the City Clerk is hereby authorized and directed where appropriate to attest, all certificates, documents, agreements or other instruments, and the Mayor of the City or his designated representative is hereby authorized and directed to take any and all actions, as may be necessary, desirable, convenient or proper to carry out and comply with the provisions of

all agreements or contracts, necessary or reasonably incidental to the implementation of this Ordinance.

Section 9. Effective Date. This Ordinance shall take effect and be in full force from and after the date of its passage by the City Council and approval by the Mayor.

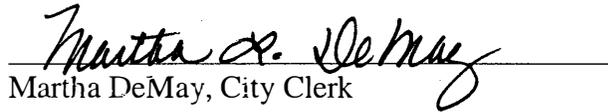
PASSED AND APPROVED THIS 17TH DAY OF APRIL, 2002.

(SEAL)

A handwritten signature in black ink, appearing to read "John Nations", written over a horizontal line.

John Nations, Mayor

ATTEST:

A handwritten signature in black ink, appearing to read "Martha DeMay", written over a horizontal line.

Martha DeMay, City Clerk