

AN ORDINANCE APPROVING THE DELIVERY OF \$25,710,000 PRINCIPAL AMOUNT OF CERTIFICATES OF PARTICIPATION (CITY OF CHESTERFIELD, MISSOURI, LESSEE), SERIES 2005, FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COSTS OF A PROJECT FOR THE CITY; AUTHORIZING AND APPROVING CERTAIN DOCUMENTS IN CONNECTION WITH THE DELIVERY OF THE CERTIFICATES; AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION WITH THE DELIVERY OF THE CERTIFICATES.

WHEREAS, the City Council finds and determines that it is advantageous and in the best interests of the City of Chesterfield, Missouri (the "City") that the City enter into certain transactions with Wells Fargo Bank, N.A., as trustee (the "Trustee") relating to the delivery of \$25,710,000 principal amount of Certificates of Participation (City of Chesterfield, Missouri, Lessee), Series 2005 (the "Certificates"), for the purpose of providing funds to (1) acquire land for parks and recreational use and to purchase, construct and install trails and other recreational facilities on that land and in other parks currently owned by the City (the "Project"); (2) fund a debt service reserve fund for the Certificates; and (3) paying the costs of delivering the Certificates; and

WHEREAS, in connection with the delivery of the Certificates, the City Council finds it necessary to authorize the execution of: (1) a Ground Lease dated as of January 1, 2005 (the "Ground Lease"), between the City and the Trustee, pursuant to which the City will lease certain real property (the "Leased Property") to the Trustee for rent including the deposit of the funds specified therein to pay the costs of the Project; and (2) a Lease/Purchase Agreement dated as of January 1, 2005 (the "Lease"), pursuant to which the Trustee will lease the Leased Property back to the City on an annually renewable basis and the City will make payments of Base Rentals to the Trustee that will be sufficient, during any term of the Lease, to pay the principal of, premium, if any, and interest distributable with respect to the Certificates as the same become due;

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

Section 1. Approval of Delivery of the Certificates. The City hereby approves the delivery of the Certificates for the purposes described above. The Certificates shall be issued and secured pursuant to the herein approved Indenture. The Certificates shall be dated the date of their delivery, shall become due on December 1 in the years and in the respective amounts and shall bear interest from the date thereof payable semiannually on June 1 and December 1, beginning December 1, 2005, in each year at the respective rates per annum, as follows:

SERIAL CERTIFICATES

<u>Payment Date (December 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2006	\$ 440,000	3.000%
2007	495,000	3.000
2008	560,000	3.000
2009	625,000	3.000
2010	695,000	3.250
2011	770,000	3.500
2012	200,000	3.750
2012	650,000	3.100
2013	930,000	3.125
2014	535,000	3.500
2014	480,000	4.000
2015	1,110,000	3.800
2016	1,215,000	3.950
2017	1,325,000	4.050
2018	1,440,000	4.000
2019	1,565,000	4.000
2020	1,695,000	5.000
2021	1,850,000	5.000
2022	2,010,000	5.000
2023	2,185,000	5.000
2024	2,370,000	5.000
2025	2,565,000	4.375

The Certificates shall be sold to Piper Jaffray & Co. and A.G. Edwards & Sons, Inc., the original purchasers of the Certificates (the "Purchasers") at a purchase price of \$26,136,938.45, as set forth in the hereinafter referred to Certificate Purchase Agreement. The Certificates shall be in such denominations, shall be in such forms, shall be subject to prepayment prior to the stated payment dates thereof, shall have such other terms and provisions, and shall be executed and delivered in such manner subject to such provisions, covenants and agreements as are set forth in the Indenture.

Section 2. Limited Obligations. The Certificates and the interest thereon shall be limited obligations, payable solely out of the rents, revenues and receipts received by the Trustee from the City pursuant to the Lease. Neither the Lease nor the Certificates shall constitute a debt or liability of the City or of the State of Missouri or of any political subdivision thereof, and neither the Lease nor the Certificates shall constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

Section 3. Authorization of Documents. The City is hereby authorized to enter into the following documents, in substantially the forms presented to and reviewed by the City Council at this meeting and attached to this Ordinance (copies of which documents shall be 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) Ground Lease dated as of January 1, 2005 (the "Ground Lease"), between the City and the Trustee (attached hereto as **Exhibit A**).

(b) Lease/Purchase Agreement dated as of January 1, 2005 (the "Lease"), between the Trustee and the City (attached hereto as **Exhibit B**).

(c) Certificate Purchase Agreement to be dated the date of its execution and delivery (the "Certificate Purchase Agreement"), among the City, the Trustee and the Purchasers (attached hereto as **Exhibit C**).

(d) Tax Compliance Agreement dated as of January 1, 2005 (the "Tax Agreement"), between the City and the Trustee (attached hereto as **Exhibit D**).

(e) Debt Service Reserve Fund Policy Agreement to be dated the date of its execution and delivery (the "Reserve Fund Policy Agreement"), between the City and Financial Guaranty Insurance Company (attached hereto as **Exhibit E**).

Section 4. Approval of Indenture. The City hereby approves the following document in substantially the form presented to and reviewed by the City Council at this meeting and attached to this Ordinance:

(a) Declaration and Indenture of Trust dated as of January 1, 2005 (the "Indenture"), executed by the Trustee (attached hereto as **Exhibit F**).

Section 5. Execution of Documents. The City is hereby authorized to enter into and the Mayor is hereby authorized and directed to execute and deliver, on behalf of the City, the Ground Lease, the Lease and the Certificate Purchase Agreement 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 6. Preliminary Official Statement and Official Statement. The City Council hereby ratifies and approves the Preliminary Official Statement in the form attached hereto as **Exhibit G**, and the final Official Statement is hereby authorized and approved by supplementing, amending and completing the Preliminary Official Statement, with such changes and additions thereto as are necessary to conform to and describe the transaction. The Mayor is hereby authorized to execute the Official Statement as so supplemented, amended and completed. The City Council consents to the use and public distribution by the Purchaser of the final Official Statement in connection with the offering for sale of the Certificates.

Section 7. Further Authority. The officers, agents and employees of the City, including the Mayor and the City Clerk, are authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Ordinance, and to carry out, comply with and perform the duties of the City with respect to the Ground Lease, the Lease and the Certificate Purchase Agreement, to make alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 8. Effective Date. This Ordinance shall take effect and be in full force immediately after its passage by the City Council and approval by the Mayor.

PASSED and **APPROVED** this 19th day of January, 2005.



Mayor

(Seal)

ATTEST:



City Clerk

EXHIBIT A
GROUND LEASE

[On file in the Office of the City Clerk.]

EXHIBIT B

LEASE/PURCHASE AGREEMENT

[On file in the Office of the City Clerk.]

EXHIBIT C
CERTIFICATE PURCHASE AGREEMENT

[On file in the Office of the City Clerk.]

EXHIBIT D

TAX COMPLIANCE AGREEMENT

[On file in the Office of the City Clerk.]

EXHIBIT E

DEBT SERVICE RESERVE FUND POLICY AGREEMENT

[On file in the Office of the City Clerk.]

EXHIBIT F

DECLARATION AND INDENTURE OF TRUST

[On file in the Office of the City Clerk.]

EXHIBIT G

PRELIMINARY OFFICIAL STATEMENT

[On file in the Office of the City Clerk.]

CERTIFICATE

I, the undersigned, hereby certify that the above and foregoing is a true and correct copy of Ordinance No. _____ of the City of Chesterfield, Missouri, passed by the City Council on January 19, 2005, as the same appears of record in my office, and that said Ordinance has not been modified, amended or repealed and is in full force and effect as of this date.

DATED: January 27, 2005

(Seal)

City Clerk