BILL NO. 2990 **ORDINANCE NO. 2807**

AN ORDINANCE AUTHORIZING THE CITY OF CHESTERFIELD, MISSOURI TO ENTER INTO A LEASE PURCHASE TRANSACTION, THE PROCEEDS OF WHICH WILL BE USED TO PAY THE COSTS OF REFUNDING THE OUTSTANDING CERTIFICATES OF PARTICIPATION (CITY OF CHESTERFIELD, MISSOURI, LESSEE), SERIES 2009A AND THE TAXABLE CERTIFICATES OF PARTICIPATION (CITY OF CHESTERFIELD, MISSOURI, LESSEE) (BUILD AMERICA BONDS – DIRECT PAYMENT TO CITY), SERIES 2009B; AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the City of Chesterfield, Missouri (the "City") authorized the delivery of $4,550,000 original principal amount of Certificates of Participation (City of Chesterfield, Missouri, Lessee), Series 2009A (the "Series 2009A Certificates") and $5,695,000 original principal amount of Taxable Certificates of Participation (City of Chesterfield, Missouri, Lessee) (Build America Bonds – Direct Payment to City), Series 2009B (the "Series 2009B Certificates" and, together with the Series 2009A Certificates, the "Series 2009 Certificates"), which were delivered for the purpose of providing funds to renovate and improve the City's Central Park and Chesterfield Valley Athletic Complex (the "Project"); and

WHEREAS, the City finds and determines that it is advantageous and in the best interests of the City to enter into certain transactions with Wells Fargo Bank, N.A., as trustee (the "Trustee"), relating to the delivery of $8,600,000 aggregate principal amount of Refunding Certificates of Participation (City of Chesterfield, Missouri, Lessee), Series 2014 (the "Series 2014 Certificates"), to provide funds to (1) refund all of the outstanding Series 2009 Certificates and (2) pay certain costs in connection with the execution and delivery of the Series 2014 Certificates; and

WHEREAS, the City owns certain real property upon which the City's Parks Administration Building and Maintenance Facility is located (the "Real Property"), which was improved with a portion of the proceeds of the Series 2009 Certificates, and which the City is leasing to the Trustee pursuant to a Base Lease dated as of December 1, 2008; and

WHEREAS, in order to facilitate the foregoing and to pay the cost thereof, it is necessary and desirable for the City to take the following actions:

1. Enter into a Second Supplemental Lease Purchase Agreement dated as of September 1, 2014 (the "Second Supplemental Lease") with the Trustee, as lessor, the form of which is attached hereto as **Exhibit A**, which supplements and amends the Lease Purchase Agreement dated as of December 1, 2008, as amended by the First Supplemental Lease Purchase Agreement dated as of September 1, 2009 (collectively with the Second Supplemental Lease, the "Lease"), pursuant to which the City is leasing the Real Property and the portion of the Project located thereon (the "Leased Property"), from the Trustee on a year-to-year basis with an option to purchase the Trustee's interest in the Leased Property;

2. Execute an Adoption Agreement relating to the Omnibus Continuing Disclosure Certificate dated as of November 1, 2013 (the "Adoption Agreement") pursuant to which the City agrees to provide certain financial and other information with respect to the Series 2014 Certificates, the form of which is attached hereto as **Exhibit B**;

3. Enter into a Tax Compliance Agreement dated as of September 1, 2014 (the "Tax Compliance Agreement") with the Trustee, pursuant to which the City makes certain representations and covenants related to the exclusion of the Interest Portions of Basic Rent (as defined in the Lease) under the Lease from gross income for purposes of federal income taxation, the form of which is attached hereto as **Exhibit C**;

4. Approve a Second Supplemental Declaration of Trust dated as of September 1, 2014 (the "Second Supplemental Declaration of Trust") by the Trustee, pursuant to which the Series 2014 Certificates will be executed and delivered, the form of which is attached hereto as **Exhibit D**, which supplements and amends the Declaration of Trust dated as of December 1, 2008, as amended by the First Supplemental Declaration of Trust dated as of September 1, 2009 (collectively with the Second Supplemental Declaration of Trust, the "Declaration of Trust");

5. Approve an Official Statement with respect to the Series 2014 Certificates, to be in substantially the same form as the Preliminary Official Statement with respect to the Series 2014 Certificates, the form of which is attached hereto as **Exhibit E** (the "Preliminary Official Statement," and together, the "Official Statement"); and

6. Enter into a Certificate Purchase Agreement (the "Certificate Purchase Agreement") among the City, the Trustee and Stifel, Nicolaus & Company, Incorporated, as the original purchaser of the Series 2014 Certificates (the "Underwriter"), the form of which is attached hereto as **Exhibit F.**

The Second Supplemental Lease, the Adoption Agreement, the Tax Compliance Agreement and the Certificate Purchase Agreement are referred to together herein as the "City Documents."

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

Section 1. Approval of Delivery of the Series 2014 Certificates. The City hereby approves the delivery of the Series 2014 Certificates in the original principal amount of $8,600,000. The Series 2014 Certificates shall be delivered and secured pursuant to the Declaration of Trust. The Series 2014 Certificates shall be dated the date of their original execution and 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, 2014, at the rates per annum, as set forth in the Second Supplemental Declaration of Trust.

The sale of the Series 2014 Certificates to the Underwriter at a purchase price of $8,795,152.70 (consisting of the original principal amount of the Series 2014 Certificates, plus net original issue premium of $236,604.70 and less underwriting discount of $41,452.00), plus accrued interest, if any, to the date of delivery, is hereby ratified and confirmed. Delivery of the Series 2014 Certificates shall be made to the Underwriter as soon as practicable after the adoption of this Ordinance, upon payment therefore in accordance with the terms of the sale. The Series 2014 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 Declaration of Trust.

Section 2. Limited Obligations. The Series 2014 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 Series 2014 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 Series 2014 Certificates shall constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

Section 3. Authorization and Approval of the City Documents and the Second Supplemental Declaration of Trust. The City Documents and the Second Supplemental Declaration of Trust are hereby approved in substantially the forms submitted to and reviewed by the City Council on the date hereof, with such changes therein as are approved by the Mayor or President Pro Tem. The Mayor's or President Pro Tem's execution of the City Documents will be conclusive evidence of such approval.

The obligation of the City to pay Basic Rent Payments (as defined in the Lease) under the Lease is subject to annual appropriation and will constitute a current expense of the City and will not in any way be construed to be an indebtedness or liability of the City in contravention of any applicable constitutional or statutory limitation or requirement concerning the creation of indebtedness or liability by the City, nor will anything contained in the Lease constitute a pledge of the general tax revenues, funds or moneys of the City, and all provisions of the Lease will be construed so as to give effect to such intent.

The Mayor and President Pro Tem are hereby authorized and directed to execute and deliver the City Documents and to approve changes to the Second Supplemental Declaration of Trust on behalf of and as the act and deed of the City. The City Clerk and the Deputy City Clerk are hereby authorized to affix the City's seal to the City Documents and attest said seal.

Section 4. Prepayment of Series 2009 Certificates. The Series 2009A Certificates maturing on December 1, 2015 and thereafter and the Series 2009B Certificates maturing on December 1, 2024 and thereafter are hereby called for prepayment prior to maturity on December 1, 2014. Such Series 2009 Certificates shall be prepaid at the principal corporate trust office of the Trustee, by the payment on the prepayment date of the principal thereof, together with prepayment premium, if any, and accrued interest thereon to the prepayment date. The officers of the City are hereby authorized and directed to take such other action as may be necessary in order to effect the prepayment of such Series 2009 Certificates.

Section 5. Approval of Official Statement. The final Official Statement is hereby authorized and approved, supplementing, amending and completing the Preliminary Official Statement, with such changes therein and additions thereto as are approved by the officer of the City executing the final Official Statement, said officer's execution thereof to be conclusive evidence of said officer's approval thereof, and the public distribution of the final Official Statement by the Underwriter is in all respects hereby authorized and approved for use in connection with the sale of the Series 2014 Certificates. The Mayor of the City and the President Pro Tem are hereby authorized to execute and deliver the final Official Statement on behalf of and as the act and deed of the City.

For the purpose of enabling the Underwriter to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the "Rule"), the City hereby deems the information contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by the Rule, and the appropriate officers of the City are hereby authorized, if requested, to provide the Underwriter a letter or certification to such effect and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Underwriter to comply with the requirement of such Rule.

Section 6. Appropriation of Basic Rent. The City Council hereby irrevocably budgets and appropriates moneys in the amount of $451,070.28 for Fiscal Year 2014, to be used to make the Basic

Rental Payments (as defined in the Lease) due under the Lease during the Renewal Term of the Lease coextensive with Fiscal Year 2014.

Section 7. Further Authority. The City will, and the officials and agents of the City are hereby authorized and directed to, take such actions, expend such funds 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 City Documents, the other documents authorized or approved hereby.

Section 8. Severability. The sections of this Ordinance shall be severable. If any section of this Ordinance is found by a court of competent jurisdiction to be invalid, the remaining sections shall remain valid, unless the court finds that: (a) the valid sections are so essential to and inseparably connected and dependent upon the void section that it cannot be presumed that the City Council has or would have enacted the valid sections without the void ones, and (b) the valid sections, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent. The invalid provision shall be omitted and this Ordinance shall be amended to the extent possible to conform to the original intent of the City.

Section 9. Governing Law. This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 10. Effective Date. This ordinance shall be in full force and effect from and after its passage and approval.

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PASSED and **APPROVED** this 3rd day of September, 2014.

President Pro Tem, Presiding Officer

(Seal)

ATTEST:

City Clerk

APPROVED by the Mayor this 9th day of September, 2014.

Mayor

EXHIBIT A

SECOND SUPPLEMENTAL LEASE PURCHASE AGREEMENT

[On file in the office of the City Clerk]

EXHIBIT B

ADOPTION AGREEMENT RELATING TO THE OMNIBUS CONTINUING DISCLOSURE CERTIFICATE

[On file in the office of the City Clerk]

EXHIBIT C

TAX COMPLIANCE AGREEMENT

[On file in the office of the City Clerk]

EXHIBIT D

SECOND SUPPLEMENTAL DECLARATION OF TRUST

[On file in the office of the City Clerk]

EXHIBIT E

PRELIMINARY OFFICIAL STATEMENT

[On file in the office of the City Clerk]

EXHIBIT F

CERTIFICATE PURCHASE AGREEMENT

[On file in the office of the City Clerk]