

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHESTERFIELD, MISSOURI APPROVING THE ISSUANCE OF REVENUE BONDS BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF CHESTERFIELD, MISSOURI FOR THE BENEFIT OF ST. ANDREW'S EPISCOPAL-PRESBYTERIAN FOUNDATION AND AUTHORIZING THE MAYOR TO TAKE CERTAIN ACTIONS WITH RESPECT THERETO.**

Resolution Number 2/3

WHEREAS, The Industrial Development Authority of the City of Chesterfield, Missouri (the "Issuer"), has considered the request of St. Andrew's Episcopal-Presbyterian Foundation, a not-for-profit corporation incorporated in Missouri (the "Foundation"), for the issuance of up to \$20,000,000 Revenue Bonds (St. Andrew's Episcopal-Presbyterian Foundation), Series 1997 (the "Project Bonds") to assist the Foundation in refunding outstanding revenue bonds and financing the acquisition of certain real property and the construction of improvements to the Foundation's existing nursing home facility (the "Project"); and

WHEREAS, the Issuer will conduct a public hearing with respect to the issuance of the Project Bonds (the "Public Hearing") on or before March 1, 1997; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), provides that the governmental unit having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of the private activity bonds is located shall approve the issuance of such bonds; and

WHEREAS, the Project is located within the limits of the City of Chesterfield, Missouri and the City Council of Chesterfield (the "City Council") constitutes the elected legislative body of the City of Chesterfield, Missouri and the Mayor, its chief elected officer; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), provides that the Mayor, as the chief elected executive officer of the governmental unit having jurisdiction over the area in which the Project is located may approve the issuance of the Project Bonds following a public hearing and thereby fulfill the public approval requirements of Section 147(f) of the Code; and

WHEREAS, the Issuer recommends and has requested that the City Council approve the issuance of the Project Bonds;

NOW, THEREFORE, BE IT RESOLVED by the City Council, and it is HEREBY RESOLVED by the authority of the same, as follows:

1. The issuance of the Project Bonds by the Issuer for the benefit of the Foundation to assist in the financing of the Project is hereby approved and the Mayor is authorized to the extent required by Section 147(f) of the Code to certify approval of the Project Bonds following the Public Hearing to be conducted by the Issuer, provided that no substantive objections to the issuance of Project Bonds are submitted at said hearing.

2. Such approval by the City Council does not constitute an endorsement to a prospective purchaser of the Project Bonds of the creditworthiness of the Foundation or the Project. The Project Bonds shall never constitute a general debt of the Issuer, or a debt, liability or obligation of the City of Chesterfield or the State of Missouri or any political subdivision thereof, or a pledge of the faith and credit or the taxing power of the City of Chesterfield or the State of Missouri or any political subdivision

thereof, and no holders or owners of the Project Bonds shall ever have the right to compel any exercise of the taxing power of the City of Chesterfield, Missouri, nor to enforce the payment of such Project Bonds against any property of the City of Chesterfield, Missouri.

3. This Resolution shall take effect immediately upon its adoption.

ADOPTED this 22<sup>ND</sup> day of JANUARY, 1997.

CITY COUNCIL OF CHESTERFIELD, MISSOURI

By *Jack Leonard*  
Its MAYOR

ATTEST:

*Martha R. DeMay*  
City Clerk

## Applicable Elected Representative Approval

TO: The Industrial Development Authority of the City of Chesterfield, Missouri

RE: \$20,000,000 The Industrial Development Authority of the City of Chesterfield, Missouri Revenue Bonds (St. Andrew's Episcopal-Presbyterian Foundation Project), Series 1997

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Dear Sirs:

Pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), including applicable United States Treasury regulations, the undersigned (the "applicable elected representative" within the meaning of said Section 147(f) of the Code), hereby approves the above-referenced issue (the "Issue") in the maximum aggregate principal amount up to \$20,000,000 to be issued by The Industrial Development Authority of the City of Chesterfield, Missouri, the proceeds of which are to be used to make a loan to St. Andrew's Episcopal-Presbyterian Foundation (the "Foundation"), to refund outstanding revenue bonds previously issues for the benefit of the Foundation and to finance the acquisition of certain real property and the construction of improvements to the Foundation's existing nursing home facility ("Project") located in Chesterfield, Missouri.

The Foundation, which will own and operate the Project, is a qualified 501(c)(3) organization, as defined by the Code, with offices at 6633 Delmar Boulevard, St. Louis, Missouri 63130.

This approval is given following a public hearing held by the Industrial Development Authority of the City of Chesterfield, Missouri (the "Issuer") on FEB. 12, 1997, in Chesterfield, Missouri 63017, following reasonable public notice published not less than fourteen days in advance of such hearing, is solely for the purposes of satisfying said Section 147(f) of the Code, is final and conclusive for such purpose, does not constitute an exercise of functions conferred by law upon the Issuer, and is given as of 18<sup>TH</sup> day of FEBRUARY, 1997.

Respectfully submitted,

  
Title: Mayor