

**RESOLUTION AUTHORIZING THE OFFERING FOR
SALE OF CERTIFICATES OF PARTICIPATION (CITY OF
CHESTERFIELD, MISSOURI, LESSEE), SERIES 2002.**

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHESTERFIELD,
MISSOURI, AS FOLLOWS:**

Section 1. The City of Chesterfield, Missouri (the "City") is hereby authorized to offer at competitive public sale not to exceed \$2,500,000 principal amount of Certificates of Participation (City of Chesterfield, Missouri, Lessee), Series 2002 (the "Certificates"), as described in the Notice of Certificate Sale attached hereto as **Exhibit A**.

Section 2. The City's Director of Finance and Administration is hereby authorized and directed to receive sealed bids for the purchase of the Certificates at the Chesterfield City Hall, 690 Chesterfield Parkway West, in Chesterfield, Missouri, until 10:00 a.m., Central Time, on October 29, 2002, upon the terms and conditions set forth in said Notice of Certificate Sale, and to deliver all bids so received to the City Council at its meeting to be held at 12:30 p.m. on said date, at which meeting the City Council shall review such bids and shall award the sale of the Certificates or reject all bids.

Section 3. The Notice of Certificate Sale is hereby approved in substantially the form attached hereto as **Exhibit A**, and the City's Director of Finance and Administration is hereby authorized to execute such Notice of Certificate Sale, with such changes and additions thereto as such official shall deem necessary or appropriate, and to use such document in connection with the public sale of the Certificates.

Section 4. The Preliminary Official Statement is hereby approved in substantially the form attached hereto as **Exhibit B**, with such changes and additions thereto as the City's Director of Finance and Administration shall deem necessary or appropriate, and the appropriate officers and representatives of the City are hereby authorized to use such document in connection with the public sale of the Certificates.

Section 5. The City's Director of Finance and Administration is hereby authorized and directed to give notice of said certificate sale by causing a summary of the Notice of Certificate Sale to be published in a newspaper having general circulation in the City, and by causing the Notice of Certificate Sale and Preliminary Official Statement to be mailed to such banks and investment banking firms and other financial institutions located in the State of Missouri and elsewhere which might be interested in the purchase of the Certificates.

Section 6. For the purpose of enabling the purchaser of the Certificates (the "Original Purchaser") to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the appropriate officers of the City are hereby authorized, if requested, to provide the Original Purchaser a letter or certification to the effect that the City deems the information regarding the City contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Original Purchaser to comply with the requirement of such Rule.

Section 7. The City agrees to provide to the Original Purchaser within seven business days of the date of sale of the Certificates or within sufficient time to accompany any confirmation that requests payment from any customer of the Original Purchaser, whichever is earlier, sufficient copies of the final

Official Statement to enable the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 8. The Mayor, the City Administrator, the Director of Finance and Administration and the City Clerk and other officers and representatives of the City are hereby authorized and directed to take such other action as may be necessary or convenient to carry out the public sale of the Certificates.

Section 9. This Resolution shall be in full force and effect from and after its passage by the City Council and approval by the Mayor.

PASSED by the City Council and **APPROVED** by the Mayor of the City of Chesterfield, Missouri on this 7th day of October, 2002.

(SEAL)


Mayor

ATTEST:


City Clerk

EXHIBIT A

NOTICE OF CERTIFICATE SALE

[On file in the office of the City Clerk]

EXHIBIT B

PRELIMINARY OFFICIAL STATEMENT

[On file in the office of the City Clerk]