

AN ORDINANCE APPROVING THE DELIVERY OF CERTIFICATES OF PARTICIPATION (CITY OF RICHMOND HEIGHTS, MISSOURI, LESSEE), SERIES 2009, FOR THE PURPOSE OF PROVIDING FUNDS TO PREPAY CERTAIN OUTSTANDING LEASE OBLIGATIONS OF THE CITY; AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE DELIVERY OF THE CERTIFICATES; AND REPEALING ORDINANCE NO. 5092.

WHEREAS, the City Council of the City of Richmond Heights, Missouri (the “City”) finds and determines that it is advantageous and in the best interests of the City that the City enter into certain transactions with UMB Bank & Trust, N.A., as trustee (the “Trustee”) relating to the delivery of Certificates of Participation (City of Richmond Heights, Missouri, Lessee), Series 2009 (the “Certificates”), for the purpose of (1) currently refunding the City’s outstanding Certificates of Participation (City of Richmond Heights, Missouri, Capital Improvement Projects), Series 1997A (the “Refunded Certificates”) and (2) paying the costs of issuing the Certificates; and

WHEREAS, the City and the Trustee have entered a Ground Lease dated as of December 1, 1997 (the “Original Ground Lease”), pursuant to which the City leased to the Trustee for rent, including the deposit of the funds specified therein to pay the costs of certain projects for the City, all its interest in various real estate, including the property upon which the City Hall, Recreation Center, Library, Fire and Police Facility (all as defined in the Indenture) are located, together with all improvements now or hereafter located thereon (the “Leased Property”); and

WHEREAS, in connection with the delivery of the Certificates, the City Council authorizes the execution of: (1) a Fourth Amendment to Ground Lease dated as of March 1, 2009 (the “Fourth Amended Ground Lease”), amending and supplementing the Original Ground Lease, the First Amendment to Ground Lease, the Second Amendment to Ground Lease and the Third Amendment to Ground Lease; (2) a Fourth Amendment to Lease/Purchase Agreement dated as of March 1, 2009 (the “Fourth Amended Lease”), amending and supplementing the Lease/Purchase Agreement dated as of December 1, 1997 (the “Original Lease” and, collectively with the First Amendment to Lease/Purchase Agreement, the Second Amendment to Lease/Purchase Agreement, the Third Amendment to Lease/Purchase Agreement and the Fourth Amendment to Lease/Purchase Agreement, the “Lease”); (3) a Second Supplemental Declaration and Indenture of Trust dated as of March 1, 2009 (the “Second Supplemental Indenture”), amending and supplementing the Declaration and Indenture of Trust dated as of December 1, 1997 as amended and supplemented by the First Supplemental Declaration and Indenture of Trust (as amended and supplemented, the “Original Indenture” and, collectively with the Second Supplemental Indenture, the “Indenture”), between the City and the Trustee, under which the Trustee will deliver the Certificates; and (4) certain other documents relating to the Certificates, the Second Supplemental Indenture, the Fourth Amended Lease and the Fourth Amended Ground Lease;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF RICHMOND HEIGHTS, MISSOURI, as follows:

SECTION 1. Approval of Delivery of the Certificates.

(a) The City hereby approves the delivery of the Certificates for the purposes set forth above. The Certificates shall be issued and secured pursuant to the herein-approved Indenture. The Certificates shall be dated as of the date of original issuance and delivery thereof, shall become due on August 15 in the years and in the respective amounts and shall bear interest from the date thereof payable semiannually on February 15 and August 15, beginning August 15, 2009, in each year at the respective rates per annum as set forth below:

<u>Payment Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
8/15/2009	\$120,000	3.000%
8/15/2010	255,000	3.000
8/15/2011	265,000	3.000
8/15/2012	275,000	3.000
8/15/2013	280,000	3.000
8/15/2014	290,000	3.000
8/15/2015	300,000	3.250
8/15/2016	315,000	3.375
8/15/2017	250,000	3.625

(c) The Mayor is authorized to enter into the Purchase Contract referenced below, pursuant to which the Trustee will agree to sell the Certificates to Piper Jaffray & Co. (the "Purchaser") at a purchase price of \$2,368,684.85 (representing the original principal amount of the Certificates, less an underwriter's discount of \$21,150.00, plus reoffering premium of \$39,834.85), plus accrued interest from the date thereof to the date of delivery of the Certificates.

(d) 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, statutory or charter 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) Fourth Amendment to Ground Lease dated as of March 1, 2009, between the Trustee and the City (attached hereto as **Exhibit A**).

(b) Fourth Amendment to Lease/Purchase Agreement dated as of March 1, 2009, between the Trustee and the City (attached hereto as **Exhibit B**).

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

(d) Second Supplemental Continuing Disclosure Agreement dated as of March 1, 2009 (the "Disclosure Agreement"), between the City and UMB Bank & Trust, N.A., as dissemination agent (attached hereto as **Exhibit D**).

SECTION 4. Approval of Indenture. The City hereby approves the Second Supplemental Indenture, executed by the Trustee (attached hereto as **Exhibit E**), in substantially the form approved by the City Council at this meeting. The City is authorized to execute the Second Supplemental Indenture as an acknowledgement of the City's agreement to be bound by the terms thereof.

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, and the Deputy City Clerk is authorized to attest, on behalf of the City, the Second Supplemental Indenture, the Fourth Amended Lease, the Fourth Amended Ground Lease, the Purchase Contract, the Disclosure 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 F**, 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. Prepayment of Refunded Certificates. The Refunded Certificates are hereby called for prepayment prior to maturity on March 5, 2009. The Refunded Certificates shall be prepaid at the principal payment office of the Trustee, by the payment on the prepayment date of the principal thereof, together with prepayment premium and accrued interest thereon to the prepayment date. The City hereby authorizes the Trustee to cause notice of the call for prepayment of the Refunded Certificates to be given in the manner provided in the Indenture. The officers of the City and the Trustee are hereby authorized and directed to take such other action as may be necessary in order to effect the prepayment of the Refunded Certificates as herein provided.

SECTION 8. Further Authority. The officers, agents and employees of the City, including the Mayor and Deputy 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 Second Supplemental Indenture, the Fourth Amended Lease, the Fourth Amended Ground Lease, the Purchase Contract and the Disclosure 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 9. Repeal of Ordinance No. 5092. Ordinance No. 5092, passed on November 17, 2008 is hereby repealed in its entirety.

SECTION 10. Effective Date. This Ordinance shall be in full force and effect on the thirty-first day following its passage and being signed as provided by law.

PASSED and SIGNED this 2nd day of February, 2009.

JAMES J. BECK
MAYOR

ATTEST:

PATRICIA S. VILLMER
DEPUTY CITY CLERK

APPROVED AS TO FORM:

KENNETH J. HEINZ
CITY ATTORNEY

First reading: January 20, 2009
Second reading: February 2, 2009

EXHIBIT A

FOURTH AMENDMENT TO GROUND LEASE

[On file in the City Clerk's Office.]

EXHIBIT B

FOURTH AMENDMENT TO LEASE/PURCHASE AGREEMENT

[On file in the City Clerk's Office.]

EXHIBIT C

PURCHASE CONTRACT

[On file in the City Clerk's Office.]

EXHIBIT D

SECOND SUPPLEMENTAL CONTINUING DISCLOSURE AGREEMENT

[On file in the City Clerk's Office.]

EXHIBIT E

SECOND SUPPLEMENTAL DECLARATION AND INDENTURE OF TRUST

[On file in the City Clerk's Office.]

EXHIBIT F

PRELIMINARY OFFICIAL STATEMENT

[On file in the City Clerk's Office.]

CERTIFICATE

I, the undersigned, hereby certify that the above and foregoing is a true and correct copy of the ordinance of the City of Richmond Heights, Missouri, passed by the City Council on February 2, 2009, 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: March 5, 2009.

(Seal)

Deputy City Clerk