

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 RENOVATING AND IMPROVING THE CITY'S CENTRAL PARK AND THE CHESTERFIELD VALLEY ATHLETIC COMPLEX; AND TO APPROVE THE EXECUTION OF CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the City of Chesterfield, Missouri (the "City") desires to obtain funds to pay the costs of renovating and improving the City's Central Park and the Chesterfield Valley Athletic Complex (the "Project"); and

WHEREAS, the City owns the real property and the improvements now or hereafter located thereon, including the existing maintenance building located at the Chesterfield Valley Athletic Complex (the "Real Property"), on which a portion of the Project will be located; 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 Base Lease (the "Base Lease") with the City, as lessor, and Wells Fargo Bank, N.A. (the "Trustee"), as lessee, pursuant to which the City will lease the Real Property to the Trustee on the terms and conditions set forth therein, the form of which is attached hereto as **Exhibit A**;

2. Enter into an annually-renewable Lease Purchase Agreement (the "Lease") with the Trustee, pursuant to which the City, as lessee, will lease the Real Property and the portion of the Project to be located thereon (the "Leased Property") from the Trustee, as lessor, on a year-to-year basis with an option to purchase the Trustee's interest in the Leased Property, the form of which is attached hereto as **Exhibit B**;

3. Enter into a Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") pursuant to which the City agrees to provide certain financial and other information with respect to the Certificates of Participation (City of Chesterfield, Missouri, Lessee), Series 2008 (the "Series 2008 Certificates"), evidencing proportionate interests of the owners thereof in basic rent payments to be made by the City under the Lease, the form of which is attached hereto as **Exhibit C**;

4. Enter into a Tax Compliance Agreement (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 under the Lease from gross income for purposes of federal income taxation, the form of which is attached hereto as **Exhibit D**;

5. Approve a Declaration of Trust (the "Declaration of Trust") by the Trustee, pursuant to which the Series 2008 Certificates will be executed and delivered, the form of which is attached hereto as **Exhibit E**;

6. Approve an Official Statement respecting the Series 2008 Certificates, to be in substantially the same form as the Preliminary Official Statement respecting the

Series 2008 Certificates, the form of which is attached hereto as **Exhibit F** (the “Preliminary Official Statement,” and together, the “Official Statement”); and

7. Enter into a Certificate Purchase Agreement (the “Certificate Purchase Agreement”) among the City, the Trustee and Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri (the “Underwriter”), the form of which is attached hereto as **Exhibit G**.

The Base Lease, the Lease, the Continuing Disclosure Certificate, 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. Authorization and Approval of City Documents and Declaration of Trust. The City Documents and the 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. The Mayor’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 is hereby authorized and directed to execute and deliver the City Documents and to approve changes to the 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 2. 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 2008 Certificates. The Mayor of the City is 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 City hereby 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 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 3. Appropriation of Basic Rent. The City Council hereby irrevocably budgets and appropriates moneys in the amount of \$_____ for Fiscal Year 2009, to be used to make the rental payments due under the Lease during the Renewal Term of the Lease coextensive with Fiscal Year 2009.

Section 4. 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 and the Project. Without limiting the foregoing, the Mayor is hereby authorized, if required, to execute any certificate or agreement to allow the Underwriter to comply with Rule 15c2-12 of the Securities and Exchange Commission.

Section 5. Conflicts. All ordinances or parts of ordinances in conflict herewith are hereby repealed.

Section 6. Effective Date. This ordinance shall be in full force and effect from and after its passage and approval.

PASSED and APPROVED this ____ day of December, 2008.

Mayor

(Seal)

ATTEST:

City Clerk

EXHIBIT A

BASE 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

CONTINUING DISCLOSURE CERTIFICATE

[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

DECLARATION OF TRUST

[On file in the office of the City Clerk]

EXHIBIT F

PRELIMINARY OFFICIAL STATEMENT

[On file in the office of the City Clerk]

EXHIBIT G

CERTIFICATE PURCHASE AGREEMENT

[On file in the office of the City Clerk]