



**CITY OF SEDALIA
SPECIAL COUNCIL MEETING
Friday, May 15, 2020 – Noon
Municipal Building – Council Chambers
200 S. Osage Avenue**

AGENDA

Call to Order – Mayor Kehde
Roll Call

PUBLIC WORKS – Chairman Jeff Leeman

1. Refunding and Improvements Certificates of Participation Series 2020 relating to Community Center Financing
Council Discussion led by Chairman Leeman.

O Call for Ordinance authorizing the delivery of the City of Sedalia, Missouri, refunding and improvement certificates of participation, series 2020, and authorizing and approving certain other documents and actions related to the certificates – Mayor Kehde

ADJOURN

The City Council reserves the right to discuss any other topics that are broached during the course of this meeting.

NOTE: *Due to the COVID-19 pandemic emergency, which constitutes good cause, the Mayor and City Council may choose to participate in this meeting by videoconferencing, telephone or other voice or electronic means.*

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Posted 5-14-2020

BILL NO. _____

ORDINANCE NO. _____

AN ORDINANCE AUTHORIZING THE DELIVERY OF THE CITY OF SEDALIA, MISSOURI, REFUNDING AND IMPROVEMENT CERTIFICATES OF PARTICIPATION, SERIES 2020, AND AUTHORIZING AND APPROVING CERTAIN OTHER DOCUMENTS AND ACTIONS RELATED TO THE CERTIFICATES.

WHEREAS, the City Council finds and determines that it is advantageous and in the best interests of the City that the City enter into certain transactions with BOKF, N.A., as trustee (the "Trustee"), relating to the delivery of the City of Sedalia, Missouri, Refunding and Improvement Certificates of Participation, Series 2020 (the "Certificates") evidencing proportionate interests in the right to receive rental payments (the "Rental Payments" as further described in the hereafter described Indenture) payable pursuant to the hereafter described Lease, for the purpose of (a) financing the costs of acquiring, constructing, furnishing and equipping a new community center (the "Project"), (b) refunding and prepaying the Certificates of Participation (Bank Qualified), Series 2012A (the "Refunded Certificates"), (c) providing funds to establish a debt service reserve and (d) paying the costs of delivering the Certificates and refunding the Refunded Certificates; and

WHEREAS, in connection with the delivery of the Certificates, the City Council desires to authorize the execution of (a) a Trust Indenture (the "Indenture"), between the City and the Trustee; (b) a Lease Agreement (the "Lease"), between the City and the Trustee pursuant to which (i) proceeds of the Certificates will be used as provided in this Ordinance; (ii) the City will lease certain real estate (the "Project Site") from the Trustee for an initial term ending March 31, 2021 (the "Initial Term"), with successive one-year renewal options (the "Renewal Terms") exercisable by the City subject to annual budget appropriations; and (iii) the City will pay Rental Payments to the Trustee consisting of a principal component, premium, if any, and interest component for the use of the Project Site; and (c) a Base Lease between the City and the Trustee pursuant to which the City shall lease the Project Site to the Trustee for a maximum term ending on March 31, 2080; and

WHEREAS, the City Council of the City further finds and determines that it is necessary and desirable in connection with the lease of the Project Site from the Trustee and the delivery of the Certificates that the City enter into certain documents, and that the City take certain other actions and approve the execution of certain other documents as herein provided.

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

Section 1. Approval of Delivery of the Certificates. The City hereby approves the delivery by the Trustee of the Certificates for the purpose of (a) financing the costs of acquiring, constructing, furnishing and equipping the Project, (b) refunding and prepaying the Refunded Certificates, (c) providing funds to establish a debt service reserve and (d) paying the costs of delivering the Certificates and refunding the Refunded Certificates. The Certificates shall be issued and secured pursuant to the herein approved Indenture, the Base Lease and the Lease. The Certificates shall be dated, shall become due in the years and in the respective principal amounts and shall bear interest and be payable as provided in the herein approved Indenture and the herein approved Certificate Purchase Agreement (the "Certificate Purchase Agreement"); provided, however, that the Certificates shall be delivered in a principal amount not to exceed \$31,000,000, shall have a final maturity not later than 2044, shall have a weighted average maturity of not less than 10 years and not more than 13 years, shall bear interest at

various interest rates not to exceed a true interest cost of 3.15%, shall be subject to optional prepayment not later than 2030, and the refunding of the Refunded Certificates shall provide present value savings of at least 3% based on the principal amount of the Refunded Certificates. The signatures of the authorized officials of the City on the Indenture and the Certificate Purchase Agreement shall constitute conclusive evidence of their approval and the City's approval thereof.

The Certificates shall be sold to Stifel, Nicolaus & Company, Incorporated, as purchaser (the "Purchaser"), at the price and upon the terms and conditions set forth in the herein approved Certificate Purchase Agreement, with an underwriter's discount not to exceed 0.425% of the principal amount of the Certificates. 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 and the Certificate Purchase Agreement.

Section 2. Limited Obligations. The Certificates and the interest with respect thereto shall be limited obligations, payable solely out of the rents, revenues and receipts received by the Trustee from the City pursuant to the herein authorized Lease. The Certificates and the interest with respect thereto shall not constitute a debt or liability of the City, the State of Missouri or of any political subdivision thereof, and the Certificates shall not constitute indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

Section 3. Authorization of Documents. The City is hereby authorized to enter into the following documents (the "City Documents") in substantially the forms 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) Indenture.
- (b) Lease.
- (c) Base Lease.
- (d) Certificate Purchase Agreement between the City and the Purchaser.
- (e) Tax Compliance Agreement between the City and the Trustee.

Section 4. Execution of Documents. The City is hereby authorized to enter into and the Mayor is hereby authorized and directed to execute and deliver, for and on behalf of and as the act and deed of the City, the City Documents, 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 5. Budget for Rental Payments. The City Council of the City hereby directs the appropriate officials of the City to include in the City's budget amounts sufficient to pay the Rental Payments and any Additional Payments due under the Lease during the fiscal year ending March 31, 2021.

Section 6. Preliminary and Final Official Statement. The Preliminary Official Statement, in substantially the form on file in the records of the City, is hereby ratified and approved, 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 final Official Statement as so supplemented, amended and completed. The use and public distribution of the Preliminary Official Statement is hereby ratified and approved, and the use and public distribution of the final Official Statement by the Purchaser in connection with the reoffering of the Certificates is hereby authorized, all in accordance with and as further specified in the Certificate Purchase Agreement.

Section 7. Insurer Commitment. The Municipal Bond Insurance Commitment and Municipal Bond Debt Service Reserve Insurance Commitment, in substantially the forms on file in the records of the City, is hereby ratified and approved. The Mayor is hereby authorized to execute the commitments as so supplemented, amended and completed.

Section 8. Prepayment of Refunded Certificates. The City authorizes the prepayment of the Refunded Certificates as soon as reasonably practical.

Section 9. Further Authority. The officers, agents and employees of the City, including the Mayor, the City Administrator, and the City Clerk, shall be, and they hereby 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 City Documents, to make alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed that they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 10. Repeal of Conflicting Ordinances. All prior ordinances of the City or any parts thereof, including specifically Ordinance No. 11128 adopted by the City Council on April 6, 2020, in conflict with any or all of the foregoing provisions are hereby repealed to the extent of such conflict.

Section 11. Effective Date. This Ordinance shall take effect and be in full force immediately after its adoption by the City Council of the City and approval by the Mayor.

Read two times by title, copies of the proposed ordinance having been made available for public inspection prior to the time the bill is under consideration by the Council and passed by the Council of the City of Sedalia, Missouri this 15th day of May 2020.

Presiding Officer of the Council

Approved by the Mayor of said City this 15th day of May 2020.

John Kehde, Mayor

ATTEST:

Arlene Silvey, MPCC
City Clerk