

CITY OF LAKE OZARK
A Missouri Municipality of the 4th Class

BILL NO.: 2023-59

ORDINANCE NO.: 2023-59

AN ORDINANCE OF THE CITY OF LAKE OZARK, MISSOURI, AUTHORIZING THE EXECUTION AND DELIVERY OF CERTIFICATES OF PARTICIPATION; APPROVING THE EXECUTION AND DELIVERY OF THE BASE LEASE AND LEASE PURCHASE AGREEMENT TO BE ENTERED INTO WITH RESPECT TO SUCH CERTIFICATES OF PARTICIPATION; PROVIDING FOR THE FORM, TERMS AND CONDITIONS OF SUCH CERTIFICATES OF PARTICIPATION, AND PRESCRIBING OTHER DETAILS CONCERNING SUCH CERTIFICATES OF PARTICIPATION; AND APPROVING THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH

WHEREAS, the City of Lake Ozark, Missouri (the “City”) is a fourth-class city and political subdivision duly organized and validly existing under the Constitution and laws of the State of Missouri; and

WHEREAS, the City desires to obtain funds to pay the costs of financing the construction or reconstruction of certain water extension and road improvements (the “Improvements”), located within the City; 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 UMB Bank, N.A., as trustee (the “Trustee”) and as lessee, in substantially the form attached presented to the City, pursuant to which the City will lease certain real property and improvements, including the City’s Northshore Water Tower located on said real property (the “Leased Property”) to the Trustee on the terms and conditions set forth therein;
2. Enter into an annually renewable Lease Purchase Agreement (the “Lease”) with the Trustee, in substantially the form presented to the City, pursuant to which the City, as lessee, will lease 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;
3. Approve a Declaration of Trust (the “Declaration of Trust”) made by the Trustee, in substantially the form presented to the City, pursuant to which the Trustee will execute and deliver Certificates of Participation (Lake Ozark Capital Improvements Project), Series 2023 (the “Series 2023 Certificates”), evidencing proportionate interests of the owners thereof in the right to receive Basic Rent Payments to be paid by the City under the Lease;

4. Enter into a Tax Compliance Certificate (the “Tax Compliance Certificate”), pursuant to which the City makes certain representations and covenants related to the tax-exempt treatment of the Interest Portion (as defined in the Lease) of Basic Rent (as defined in the Lease) payable under the Lease and distributable to owners of the Series 2023 Certificates for purposes of federal tax law;

5. Enter into a Continuing Disclosure Undertaking (the “Continuing Disclosure Undertaking”), in substantially the form presented to the City, pursuant to which the City agrees to provide certain financial and other information with respect to the Series 2023 Certificates;

6. Enter into a Certificate Purchase Agreement (the “Certificate Purchase Agreement”) with Stifel, Nicolaus & Company, Incorporated (the “Underwriter”), in substantially the form presented to the City, pursuant to which the Underwriter has agreed to purchase the Series 2023 Certificates; and

7. Approve a Preliminary Official Statement relating to the Series 2023 Certificates, in substantially the form presented to the City, and the completion of the Preliminary Official Statement by the Official Statement with the final terms and conditions of the Series 2023 Certificates (the “Official Statement”).

The Base Lease, the Lease, the Continuing Disclosure Undertaking, the Tax Compliance Certificate, the Certificate Purchase Agreement and the Official Statement are referred to together herein as the “City Documents”.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF LAKE OZARK, MISSOURI, AS FOLLOWS:

Section 1. Authorization and Approval of City Documents and Declaration of Trust. Subject to the conditions set forth in **Section 2**, the City Documents and the Declaration of Trust are hereby approved in substantially the forms submitted to and reviewed by the Board of Aldermen 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, charter 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.

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 are in all respects hereby authorized and approved.

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. 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 Leased Property.

Section 4. Bank Qualified Designation. The City hereby designates the Series 2023 Certificates as “qualified tax-exempt obligations” as such terms is defined in Section 265(b)(3) of the Internal Revenue Code of 1986 (the “Code”).

Section 5. Effective Date. This Ordinance shall take effect and be in full force from and after its passage by the Board of Aldermen and approval by the Mayor.

Section 6. Other Actions. The City Clerk is authorized by this ordinance to correct any scrivener’s errors identified within this Ordinance.

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First Reading: November 21, 2023

Second Reading: November 21, 2023


DULY READ AND APPROVED THIS 21st DAY OF NOVEMBER 2023.

Alderman Watts	Aye
Alderman Jackson	Aye
Alderman Thompson	Aye
Alderman Neels	Aye
Alderman Ridgely	Aye
Alderman Denny	Aye

APPROVE:

ATTEST:


Dennis Newberry, Mayor


Kathy Vance, City Clerk

