

**Introduced by: Council Present**

**AN ORDINANCE AUTHORIZING THE APPROPRIATION OF NOT TO EXCEED \$310,000 FOR THE PURPOSE OF DEFEASING A PORTION OF THE CITY'S OUTSTANDING GENERAL OBLIGATION BONDS, PAYING CERTAIN COSTS OF SUCH DEFEASANCE AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH**

**WHEREAS,** the City of Berkeley, Missouri (the "City"), by Ordinance adopted on July 28, 2015 (the "Series 2015 Ordinance"), issued \$3,000,000 original principal amount of General Obligation Bonds, Series 2015 (the "Series 2015 Bonds"); and

**WHEREAS,** the City now desires to defease a portion of the Series 2015 Bonds scheduled to mature on March 1, 2033 and all of the remaining Series 2015 Bonds scheduled to mature on March 1, 2035 (a portion of the Series 2015 Bonds scheduled to mature on March 1, 2035 was previously defeased on December 6, 2018) (collectively, the "Defeased Bonds"), pursuant to an Escrow Trust Agreement dated December 23, 2020 (the "Escrow Agreement"), to be entered into between the City and UMB Bank, N.A., as escrow agent (the "Escrow Agent"); and

**WHEREAS,** the City intends to use funds on deposit in the City's debt service fund to (a) defease the Defeased Bonds by depositing cash or certain securities permitted by the Series 2015 Ordinance with the Escrow Agent under the Escrow Agreement and (b) pay certain costs of the transaction.

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

- Section 1. Authorization of Escrow Agreement.** The City is hereby authorized to enter into the Escrow Agreement in substantially the form attached hereto as Exhibit A, with such changes therein as shall be approved by the officers of the City executing such document, such officers' signatures thereon being conclusive evidence of their approval thereof.
- Section 2. Execution of Documents.** The City is hereby authorized to enter into and the Mayor of the City is hereby authorized and directed to execute and deliver, for and on behalf of and as the act and deed of the City, such documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance. The City Clerk is hereby authorized to attest to such 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 3. Appropriation of Money.** The City Council hereby irrevocable budgets and appropriates money from the City's Debt Service Fund in an amount not to exceed \$310,000 to defease the Defeased Bonds and pay certain costs of defeasing the Defeased Bonds. The money shall be transferred from the Debt Service Fund to the Escrow Agent for credit to the Escrow Fund (as defined in the Escrow Agreement) and the Costs of Transaction Fund (as defined in the Escrow Agreement) and applied as provided in the Escrow Agreement.

**Section 4. Further Authority.**

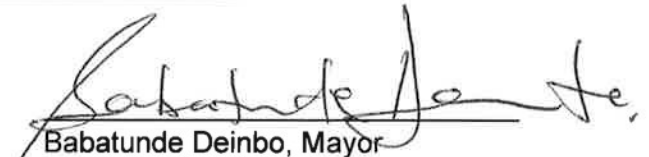
- a) The officers, agents and employees of the City, including the Mayor, the City Clerk, the City Manager, and the Director of Finance, are authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Ordinance, and to carry out, comply with and perform the duties of the City, and 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 of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.
  
- b) The Escrow Agent is hereby authorized to carry out, on behalf of the City, the duties, terms and provisions of the Escrow Agreement, and the Escrow Agent, Stifel, Nicolaus & Company, Incorporated, as structuring agent, and Gilmore & Bell, P.C., as bond counsel, are authorized to take all necessary actions for the subscription and purchase of the Escrowed Securities (as defined in the Escrow Agreement) described therein.

**Section 5. Effective Date.** This Ordinance shall take effect and be in full force immediately after its passage by the City Council and approval by the Mayor.

1st Reading this 07<sup>th</sup> day of December 2020


2nd Reading this 15<sup>th</sup> day of December 2020

3rd Reading, PASSED and APPROVED, this 15<sup>th</sup> day of December 2020

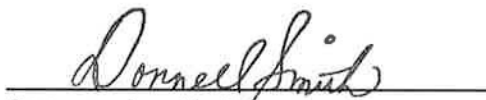


Babatunde Deinbo, Mayor

ATTEST:



Deanna L. Jones, City Clerk



Approved as To Form:  
Donnell Smith, City Attorney

Final Roll Call:

Councilwoman Mitchell	Aye <input checked="" type="checkbox"/>	Nay <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstain <input type="checkbox"/>
Councilwoman Williams	Aye <input type="checkbox"/>	Nay <input type="checkbox"/>	Absent <input checked="" type="checkbox"/>	Abstain <input type="checkbox"/>
Councilwoman Hoskins	Aye <input checked="" type="checkbox"/>	Nay <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstain <input type="checkbox"/>
Councilwoman Anthony	Aye <input checked="" type="checkbox"/>	Nay <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstain <input type="checkbox"/>
Councilman Hindeleh	Aye <input checked="" type="checkbox"/>	Nay <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstain <input type="checkbox"/>
Councilwoman-at-Large Greene	Aye <input checked="" type="checkbox"/>	Nay <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstain <input type="checkbox"/>
Mayor Deinbo	Aye <input checked="" type="checkbox"/>	Nay <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstain <input type="checkbox"/>

**EXHIBIT A**

**ESCROW TRUST AGREEMENT**

[On file in the Office of the City Clerk.]