

INTRODUCED BY: Andrea Richardson

DATE: July 10, 2023

BILL NO. 072302

ORDINANCE NO. 202325

AN ORDINANCE AUTHORIZING THE CITY OF BONNE TERRE, MISSOURI, TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS (BONNEVILLE PLAZA PROJECT), SERIES 2023, IN A PRINCIPAL AMOUNT OF NOT TO EXCEED \$5,000,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COSTS OF ACQUIRING AND CONSTRUCTING AN INDUSTRIAL DEVELOPMENT PROJECT IN THE CITY AND AUTHORIZING THE CITY TO ENTER INTO CERTAIN AGREEMENTS AND TAKE CERTAIN OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, the City of Bonne Terre, Missouri, a third-class city and political subdivision of the State of Missouri (the "City"), is authorized and empowered pursuant to the provisions of Article VI, Section 27(b) of the Missouri Constitution and Sections 100.010 through 100.200 of the Revised Statutes of Missouri (collectively, the "Act") to purchase, construct, extend and improve certain projects (as defined in the Act), to issue industrial development revenue bonds for the purpose of providing funds to pay the costs of such projects and to lease or otherwise dispose of such projects to private persons or corporations for manufacturing, commercial, research and development, office industry, warehousing and industrial development purposes upon such terms and conditions as the City deems advisable; and

WHEREAS, the City Council passed a resolution on June 12, 2023 authorizing preparation of a Plan for an Industrial Development Project and Cost/Benefit Analysis (the "Plan") with respect to the project to be financed with the bonds described herein and a copy of the Plan was provided to the applicable taxing districts in accordance with the Act; and

WHEREAS, the City Council hereby finds and determines that it is desirable for the improvement of the economic welfare and development of the City and within the public purposes of the Act that the City (1) acquire a leasehold interest in approximately 9.84 acres of real property located east of Highway 67 and south of State Highway K in the City (Parcel Nos. 07-60-13-01-010-0001.00 and 07-60-13-01-011-0002.00), which collectively encompass the Bonneville Plaza shopping center (the "Project Site"), (2) issue its Taxable Industrial Revenue Bonds (Bonneville Plaza Project), Series 2023, in an aggregate principal amount not to exceed \$5,000,000 (the "Bonds"), to provide funds to redevelop the Project Site for commercial uses, including space for a major retail chain and additional storefront spaces (the "Project Improvements") and (3) lease or otherwise dispose of the Project Site and the Project Improvements (together, the "Project") to BTB Investment Properties, LLC or an affiliate thereof (the "Company"), all in accordance with and pursuant to the Act; and

WHEREAS, the City Council further finds and determines that it is necessary and desirable in connection with the implementation of the Plan and the issuance of the Bonds that the City approve and enter into certain documents and take certain other actions as herein provided.

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

Section 1. Approval of Plan; Authorization for the Project. The Plan attached hereto as **Exhibit A** is hereby approved. The City is hereby authorized to provide for the acquisition and construction of the Project in the manner and as more particularly described in the Plan, and the hereinafter authorized Indenture and Lease.

Section 2. Authorization of the Bonds. The City is hereby authorized to issue and sell the Bonds as described in the recitals hereto for the purpose of providing funds to pay the costs of the Project. The Bonds shall be issued and secured pursuant to the Indenture and shall have such terms, provisions, covenants and agreements as are set forth in the Indenture.

Section 3. Limitation on Liability. The Bonds and the interest thereon shall be limited obligations of the City, payable solely out of certain payments, revenues and receipts derived by the City from the Lease. Such payments, revenues and receipts shall be pledged and assigned to the bond trustee named in the Indenture (the "Trustee") as security for the payment of the Bonds as provided in the Indenture. The Bonds and the interest thereon shall not constitute general obligations of the City, the State of Missouri (the "State") or any political subdivision thereof, and neither the City nor the State shall be liable thereon. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction and are not payable in any manner by taxation.

Section 4. Authorization of Documents. The City is hereby authorized to enter into the following documents (collectively, the "City Documents"), in substantially the forms presented to and approved by the City Council and attached to this Ordinance, with such changes therein as shall be approved by the officials of the City executing the documents, such officials' signatures thereon being conclusive evidence of their approval thereof:

(a) Base Lease between the City and the Company, in substantially the form of **Exhibit B**, under which the City will acquire a leasehold interest in the Project Site in consideration of the City's agreement to issue the Bonds.

(b) Trust Indenture (the "Indenture") between the City and the Trustee, in substantially the form of **Exhibit C**, pursuant to which the Bonds will be issued and the City will pledge the Project and assign certain of the payments, revenues and receipts received pursuant to the Lease to the Trustee for the benefit and security of the owners of the Bonds upon the terms and conditions set forth in the Indenture.

(c) Lease Agreement (the "Lease") between the City and the Company, in substantially the form of **Exhibit D**, under which the City will lease the Project to the Company pursuant to the terms and conditions in the Lease in consideration of rental payments by the Company that will be sufficient to pay the principal of and interest on the Bonds.

(d) Bond Purchase Agreement between the City and the Company, in substantially the form of **Exhibit E**, pursuant to which the City will sell, and the Company will purchase, the Bonds.

Section 5. Approval of Transfer. The City Council hereby approves the transfer of the Project to the City and hereby further approves any subsequent transfer of the Project to the Company or its designee upon payment in full of the Bonds.

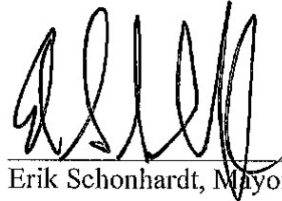
Section 6. Execution of Documents. The Mayor is hereby authorized to execute the Bonds and to deliver the Bonds to the Trustee for authentication for and on behalf of and as the act and deed of the City in the manner provided in the Indenture. The Mayor is hereby authorized to execute the City Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, for and on behalf of and as the act and deed of the City. The City Clerk is hereby authorized to attest to and affix the seal of the City to the Bonds and 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 7. Further Authority. The City shall, and the officials, agents and employees of the City are hereby authorized to, take such further action 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 Bonds and the City Documents. The Mayor is hereby authorized, through the term of the Lease, to execute all documents on behalf of the City (including documents pertaining to the transfer of property or the financing or refinancing of the Project by the Company) as may be required to carry out and comply with the intent of this Ordinance, the Indenture and the Lease. The Mayor is further authorized, on behalf of the City, to grant such consents, estoppels and waivers relating to the Bonds, the Indenture, the Lease or the extension of the Completion Date (as defined in the Indenture) as may be requested by the Company during the term thereof; provided, such consents, estoppels and/or waivers shall not increase the principal amount of the Bonds, increase the term of the Lease or the economic incentives provided for therein, waive an Event of Default (as defined in the Indenture) or materially change the nature of the transaction unless approved by ordinance of the City Council.

Section 8. Effective Date. This Ordinance shall be in full force and effect from and after the date of its passage and approval.

PASSED BY THE CITY COUNCIL OF THE CITY OF BONNE TERRE THIS 10TH DAY OF JULY, 2023.

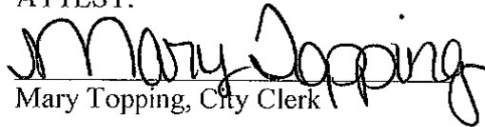
APPROVED BY THE MAYOR OF THE CITY OF BONNE TERRE THIS 10TH DAY OF JULY, 2023.



Erik Schonhardt, Mayor

(SEAL)

ATTEST:



Mary Topping, City Clerk