

A SPECIAL ORDINANCE APPROVING THE SALE AND DELIVERY OF THE CITY OF NEVADA, MISSOURI REFUNDING AND IMPROVEMENT CERTIFICATES OF PARTICIPATION, SERIES 2012 FOR THE PURPOSE OF PROVIDING FUNDS TO FINANCE CERTAIN CAPITAL IMPROVEMENTS FOR THE CITY AND TO PAY DEBT SERVICE RELATED TO CERTAIN OUTSTANDING CERTIFICATES OF PARTICIPATION; AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND OTHER ACTIONS IN CONNECTION WITH THE SALE AND DELIVERY OF SAID CERTIFICATES.

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF NEVADA, MISSOURI, AS FOLLOWS:

WHEREAS, the City is a home rule city and political subdivision duly organized and existing under the laws of the State of Missouri, as amended; and

WHEREAS, the City owns certain real estate and the improvements thereon (the "Site"), and has issued its Certificates of Participation, Series 2011 (the "Series 2011 Certificates") to finance a portion of the costs of expanding, constructing, improving, renovating, redeveloping, furnishing and equipping the City's municipal buildings complex (the "Project") situated on the Site; and

WHEREAS, in connection with the issuance of the Series 2011 Certificates, the City determined that it was desirable that the City authorize and approve (a) the lease by the City to the Trustee of the Site pursuant to a Site Lease (the "Site Lease"); (b) the sale and delivery of the Series 2011 Certificates to provide funds for the Project; (c) an Indenture of Trust (the "Original Indenture") between First Bank of Missouri, as trustee (the "Trustee"), and the City, for the purpose of delivering and securing the Series 2011 Certificates; and (d) the lease of the Site and the improvements thereon, including the Project (collectively, the "Facilities"), by the Trustee to the City pursuant to a Lease Purchase Agreement (the "Original Lease") in consideration of rental payments by the City for the use of the Facilities; and

WHEREAS, the City has determined (a) that additional funds will be needed to complete the Project and (b) that it is desirable to refund the debt service payment due with respect to the Series 2011 Certificates on December 1, 2012; and

WHEREAS, the City finds and determines that it is desirable that the City and the Trustee, pursuant to a First Supplemental Indenture of Trust, issue and deliver the

City's Refunding and Improvement Certificates of Participation, Series 2012 (the "Series 2012 Certificates") for the purposes described above; and

WHEREAS, the Trustee and the City will enter into a First Supplemental Lease Purchase Agreement to provide for an amended schedule of rental payments and other terms and conditions provided therein; and

WHEREAS, the City further finds and determines that it is desirable in connection with the lease of the Site, the lease of the Facilities and the sale and delivery of the Series 2012 Certificates that the City enter into certain other documents, and that the City take certain other actions and approve the execution of certain other documents as herein provided.

NOW, THEREFOR, IT IS ORDAINED BY THE COUNCIL OF THE CITY OF NEVADA, MISSOURI, AS FOLLOWS:

Section 1. Authorization of Documents. The City is hereby authorized to enter into the following documents (the "City Documents"), in substantially the forms on file with the City Clerk, with such changes therein as shall be approved by the officials of the City executing such documents, such officials' signatures thereon being conclusive evidence of their approval thereof:

- (a) First Supplemental Indenture between the Trustee and the City.
- (b) First Supplemental Site Lease between the City and the Trustee.
- (c) First Supplemental Lease Purchase Agreement between the Trustee and the City.
- (d) Continuing Disclosure Agreement between the City and the Trustee, as dissemination agent.
- (e) Certificate Purchase Agreement between the City and D.A. Davidson & Co. (the "Underwriter") related to the sale and delivery of the Series 2012 Certificates.
- (f) Tax Compliance Agreement between the City and the Trustee.

Section 2. Approval of Sale of the Series 2012 Certificates. The City hereby approves the sale and delivery of the Series 2012 Certificates for the purpose of providing additional funds for the Project, refunding a portion of the Series 2011 Certificates as described in the recitals hereto and paying certain costs related to the sale and delivery of the Series 2012 Certificates pursuant to the terms of the

Original Indenture, as amended and supplemented by the First Supplemental Indenture. The Series 2012 Certificates shall be in the principal amounts, bear interest at the rates and be subject to redemption at the times and in the amounts provided in the First Supplemental Indenture and the Certificate Purchase Agreement. The sale of the Series 2012 Certificates to D.A. Davidson & Co. at the prices and with the underwriter's discount set forth in the Certificate Purchase Agreement shall be approved by the Mayor, when executing the Certificate Purchase Agreement, such official's signature thereon being conclusive evidence of the Mayor's approval.

Section 3. Execution of Documents. The Mayor, City Manager and City Clerk of the City and other appropriate officers of the City are hereby authorized and directed to execute, attest, acknowledge, deliver and record, 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 4. Further Authority. The officers, agents and employees of the City, including the Mayor, City Manager and City Clerk of the City 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 which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

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.

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PASSED by the City Council and **APPROVED** by the Mayor of the City of Nevada, Missouri, this ____ day of November, 2012.

Brian L. Leonard, Mayor

[SEAL]

ATTEST:

Johnna Williams, Deputy City Clerk