

**EXHIBIT C
TO ORDINANCE**

PRELIMINARY OFFICIAL STATEMENT

[follows this page]

**NEW ISSUE
Book-Entry Only****S&P Rating: “__”
See “RATINGS” herein**

In the opinion of Gilmore & Bell, P.C., Bond Counsel to the City, under existing law and assuming continued compliance with certain requirements of the Internal Revenue Code of 1986, as amended (the “Code”), the interest on the Bonds (including any original issue discount properly allocable to an owner thereof) (1) is excludable from gross income for federal income tax purposes, and is not an item of tax preference for purposes of the federal alternative minimum tax and (2) is exempt from income taxation by the State of Missouri. The Bonds have not been designated as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code. See “TAX MATTERS” in this Official Statement.



\$15,590,000*
CITY OF COLUMBIA, MISSOURI
WATER AND ELECTRIC SYSTEM REVENUE BONDS
SERIES 2019A

Dated: Date of Delivery**Due: October 1, as shown on inside cover**

The Bonds will be issued as fully-registered bonds and will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository for the Bonds. The Bonds will be available for purchase in denominations of \$5,000 or any integral multiple thereof, under the book-entry system maintained by DTC. DTC will receive all payments with respect to the Bonds from UMB Bank, N.A., St. Louis, Missouri, as Paying Agent for the Bonds. DTC is required to remit such payments to DTC Participants for subsequent disbursement to the beneficial owners of the Bonds. Semiannual interest will be payable on April 1 and October 1, beginning on October 1, 2019.

The Bonds are special limited obligations of the City, payable solely from the Net Revenues (as defined in the below-defined Bond Ordinance) derived by the City from the operation of its System (defined herein) and certain accounts under the Bond Ordinance to the extent pledged under the Bond Ordinance. The Bonds are on a parity with three series of the City’s outstanding water and electric system revenue bonds. The Bonds do not constitute a general obligation of the City and do not constitute an indebtedness of the City within the meaning of any constitutional, statutory or charter provision, limitation or restriction, and the taxing power of the City is not pledged to the payment of the Bonds or the interest thereon.

The Bonds are being issued to (1) extend and improve the System, (2) fund a debt service reserve account for the Bonds, and (3) pay certain costs and expenses of issuing the Bonds. See the section captioned “**PLAN OF FINANCING**” herein.

The Bonds are subject to redemption prior to maturity as further described herein.

The Bonds are offered when, as and if issued by the City, subject to the approval of legality by Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel to the City. Gilmore & Bell, P.C. will also pass upon certain matters relating to this Official Statement. It is expected that the Bonds will be available for delivery in book-entry form through DTC, New York, New York on or about May 21, 2019.

The date of this Official Statement is May __, 2019

* Preliminary; subject to change.

CITY OF COLUMBIA, MISSOURI

\$15,590,000*

**WATER AND ELECTRIC SYSTEM REVENUE BONDS
SERIES 2019A**

MATURITY SCHEDULE*
Base CUSIP: 198072

<u>Maturity October 1</u>	<u>Principal Amount</u>	<u>Rate (%)</u>	<u>Yield (%)</u>	<u>Price (%)</u>	<u>CUSIP</u>
2020	\$	%	%	%	
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
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2038					
2039					
2040					
2041					
2042					
2043					
2044					
2045					
2046					
2047					
2048					
2049					

* Preliminary; subject to change.

CITY OF COLUMBIA, MISSOURI

701 East Broadway
Columbia, Missouri 65201
(573) 874-7111

CITY OFFICIALS

Mayor

Brian Treece

Council Members

Clyde Ruffin
Karl Skala
Matt Pitzer

Michael Trapp
Ian Thomas
Betsy Peters

Administrative Officials

John Glascock, Interim City Manager
Nancy Thompson, City Counselor
Sheela Amin, City Clerk
Janet Frazier, Interim Finance Director
Ryan Williams, Assistant Director of Water & Light

CERTIFIED PUBLIC ACCOUNTANTS

RSM US LLP
Kansas City, Missouri

BOND COUNSEL

Gilmore & Bell, P.C.
St. Louis, Missouri

FINANCIAL ADVISOR

Columbia Capital Management, LLC
Overland Park, Kansas

PAYING AGENT

UMB Bank, N.A.
St. Louis, Missouri

REGARDING USE OF THIS OFFICIAL STATEMENT

No dealer, broker, salesman or other person has been authorized by the City or the Underwriter to give any information or to make any representations with respect to the Bonds other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been furnished by the City and other sources which are believed to be reliable, but such information is not guaranteed as to accuracy or completeness, and is not to be construed as a representation, by the Underwriter. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof.

The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of that information.

In connection with this offering, the Underwriter may overallocate or effect transactions that stabilize or maintain the market price of the Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

The Bonds have not been registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended, or under any state securities or "blue sky" laws. The Bonds are offered pursuant to an exemption from registration with the Securities and Exchange Commission.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT

Certain statements included in or incorporated by reference in this Official Statement that are not purely historical are "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended, and reflect the City's current expectations, hopes, intentions, or strategies regarding the future. Such statements may be identifiable by the terminology used such as "plan," "expect," "estimate," "budget," "intend" or other similar words.

THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INCLUDED IN SUCH RISKS AND UNCERTAINTIES ARE (i) THOSE RELATING TO THE POSSIBLE INVALIDITY OF THE UNDERLYING ASSUMPTIONS AND ESTIMATES, (ii) POSSIBLE CHANGES OR DEVELOPMENTS IN SOCIAL, ECONOMIC, BUSINESS, INDUSTRY, MARKET, LEGAL AND REGULATORY CIRCUMSTANCES, AND (iii) CONDITIONS AND ACTIONS TAKEN OR OMITTED TO BE TAKEN BY THIRD PARTIES, INCLUDING CUSTOMERS, SUPPLIERS, BUSINESS PARTNERS AND COMPETITORS, AND LEGISLATIVE, JUDICIAL AND OTHER GOVERNMENTAL AUTHORITIES AND OFFICIALS. ASSUMPTIONS RELATED TO THE FOREGOING INVOLVE JUDGMENTS WITH RESPECT TO, AMONG OTHER THINGS, FUTURE ECONOMIC, COMPETITIVE, AND MARKET CONDITIONS AND FUTURE BUSINESS DECISIONS, ALL OF WHICH ARE DIFFICULT OR IMPOSSIBLE TO PREDICT ACCURATELY. FOR THESE REASONS, THERE CAN BE NO ASSURANCE THAT THE FORWARD-LOOKING STATEMENTS INCLUDED IN THIS OFFICIAL STATEMENTS WILL PROVE TO BE ACCURATE.

UNDUE RELIANCE SHOULD NOT BE PLACED ON FORWARD-LOOKING STATEMENTS. ALL FORWARD-LOOKING STATEMENTS INCLUDED IN THIS OFFICIAL STATEMENT ARE BASED ON INFORMATION AVAILABLE TO THE CITY ON THE DATE HEREOF, AND THE CITY ASSUMES NO OBLIGATION TO UPDATE ANY SUCH FORWARD-LOOKING STATEMENTS IF OR WHEN ITS EXPECTATIONS OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED OCCUR OR FAIL TO OCCUR, OTHER THAN AS SET FORTH IN **APPENDIX B**.

THIS PRELIMINARY OFFICIAL STATEMENT IS DEEMED TO BE FINAL (EXCEPT FOR PERMITTED OMISSIONS) BY THE CITY FOR PURPOSES OF COMPLYING WITH RULE 15c2-12 OF THE SECURITIES AND EXCHANGE COMMISSION.

TABLE OF CONTENTS

<u>Page</u>	<u>Page</u>
INTRODUCTION.....	1
Purpose of the Official Statement.....	1
The City and the System.....	1
Purpose of the Bonds.....	1
Security and Source of Payment.....	1
Outstanding System Revenue Bonds.....	2
Financial Statements.....	2
Summary of the Bond Ordinance.....	2
Continuing Disclosure Information.....	3
THE BONDS.....	3
General Description.....	3
Redemption Provisions.....	3
Registration, Transfer and Exchange of Bonds.....	4
Book-Entry Only System.....	4
PLAN OF FINANCING.....	4
Authorization and Purpose of the Bonds.....	4
The Improvements.....	4
Sources and Uses of Funds.....	5
SECURITY FOR THE BONDS.....	5
Special Limited Obligations.....	5
The Bond Ordinance.....	6
Additional Bonds and Refunding Bonds.....	9
Subordinated Indebtedness.....	10
THE SYSTEM.....	10
Management.....	10
Financial Statements.....	10
System Maintenance, Expansion and Replacement.....	11
Planning/Future Capital Expenditures.....	11
Debt Service Requirements.....	13
Employee Relations.....	14
Payments to the City.....	14
Service Area.....	14
Rate Regulation.....	14
Historical and Projected Results.....	14
THE ELECTRIC UTILITY.....	19
History.....	19
Power Generation Facilities.....	19
Power Supply Agreements.....	20
Participation Power Sales Agreement with Missouri Joint Municipal Electric Utility Commission (MJMEUC).....	21
Renewable Energy.....	21
Regional Transmission Organization.....	22
Columbia Transmission System.....	22
Electric Distribution System.....	22
Interconnection Agreements.....	23
Fuel Supply.....	23
Power Supply Planning.....	23
Electrical Demand and Capacity.....	23
Electric Customers.....	24
Ten Largest Electric Customers.....	25
Electric Rates.....	25
THE WATER UTILITY.....	28
Production and Distribution Facilities.....	28
Top Ten Water Users.....	29
Water Rates.....	29
ENVIRONMENTAL AND REGULATORY MATTERS.....	31
Permitting.....	31
Environmental Regulation.....	32
FERC Regulation.....	35
Natural Gas Distribution Regulation.....	36
Water Quality and Other Water Environmental Regulations.....	36
OTHER MATTERS AFFECTING THE CITY AND THE SYSTEM.....	37
Changes in the Electrical Utility Industry.....	37
FERC and the MISO.....	38
Energy Policy Act of 1992 and Retail Wheeling.....	38
RISK FACTORS.....	39
Limited Obligations.....	39
Factors Affecting the Business Operations of the System.....	39
Factors Relating to Security for the Bonds.....	40
Assumptions in Projections.....	40
No Mortgage on the Projects.....	40
Certain Matters Relating to Enforceability.....	40
The Hancock Amendment.....	41
Tax Exempt Status of the Bonds.....	41
Risk of Audit of the Bonds.....	41
Risk of Audit of the Bonds.....	41
Amendment of the Bond Ordinance.....	42
Investment Ratings and Secondary Market.....	42
Defeasance Risks.....	42
CONTINUING DISCLOSURE INFORMATION.....	42
Compliance with Prior Undertakings Under the Rule.....	43
BASIC DOCUMENTATION.....	43
LEGAL MATTERS.....	43
Legal Proceedings.....	43
Approval of Legality.....	43
TAX MATTERS.....	44
Opinion of Bond Counsel.....	44
Other Tax Consequences.....	44
RATINGS.....	45
MISCELLANEOUS.....	46
Financial Statements.....	46
Financial Advisor.....	46
Underwriting.....	46
Certification and Other Matters Regarding Official Statement.....	46

TABLE OF CONTENTS
(continued)

APPENDIX A:	City of Columbia, Missouri
APPENDIX B:	City of Columbia, Missouri Comprehensive Annual Financial Report with Independent Auditor's Report for the Year Ended September 30, 2018
APPENDIX C:	Summary of the Bond Ordinance and the Continuing Disclosure Undertaking
APPENDIX D:	Book-Entry Only System

OFFICIAL STATEMENT
CITY OF COLUMBIA, MISSOURI
\$15,590,000*
WATER AND ELECTRIC SYSTEM REVENUE BONDS
SERIES 2019A

INTRODUCTION

This introduction is only a brief description and summary of certain information contained in this Official Statement and is qualified in its entirety by reference to the more complete and detailed information contained in the entire Official Statement, including the cover page and appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement.

Purpose of the Official Statement

The purpose of this Official Statement is to furnish information concerning the City of Columbia, Missouri (the “City”), the City-owned System (defined below) and the City’s \$15,590,000* Water and Electric System Revenue Bonds, Series 2019A (the “Bonds”).

The City and the System

The City is a constitutional charter city and political subdivision of the State of Missouri (the “State”), organized, existing and operating under the constitution and laws of the State and the City Charter, adopted in 1949, and exercises powers of municipal government specifically granted by the State. For more information about the City, see *Appendix A* and *Appendix B*.

The City owns and operates a water and electric utility that is composed of a water system (the “Water Utility”) and an electric power and light system (the “Electric Utility”) and collectively referred to herein as the “System.” See the sections herein captioned **“THE SYSTEM,” “THE ELECTRIC UTILITY”** and **“THE WATER UTILITY.”**

Purpose of the Bonds

The Bonds are being issued pursuant to the Constitution, the laws of the State and an ordinance expected to be adopted by the City Council of the City on May 6, 2019 (the “Bond Ordinance”) for the purpose of providing funds to (1) extend and improve the System, (2) fund a debt service reserve account for the Bonds, and (3) pay certain costs and expenses of issuing the Bonds. See the section captioned **“PLAN OF FINANCING.”**

The Bonds represent the first installment of \$42,845,000 of waterworks and electric system revenue bonds authorized by the required majority of the qualified voters of the City on August 7, 2018. See **“THE BONDS”** and **“PLAN OF FINANCING.”**

Security and Source of Payment

The Bonds will be special limited obligations of the City payable solely from and secured by a pledge of the Net Revenues (defined below) of the System and certain accounts under the Bond Ordinance to the

* Preliminary; subject to change.

extent pledged under the Bond Ordinance. At the time of issuance of the Bonds, the City will fund a debt service reserve account for the Bonds in the amount of \$_____.*.

Outstanding System Revenue Bonds

The City has outstanding (1) \$15,170,000 principal amount of Water and Electric System Revenue Bonds, 2009 Series A (the “Series 2009 Bonds”), (2) \$67,185,000 principal amount of Water and Electric System Revenue Refunding and Improvement Bonds, 2011 Series A (the “Series 2011 Bonds”), (3) \$9,195,000 principal amount of Water and Electric System Revenue Refunding Bonds, 2014 Series A (the “Series 2014 Bonds”) and (4) \$42,515,000 principal amount of Water and Electric System Refunding and Improvement Revenue Bonds, Series 2015 (the “Series 2015 Bonds”). The Series 2009 Bonds, the Series 2011 Bonds, the Series 2014 Bonds and the Series 2015 Bonds are collectively referred to herein as the “Previously Issued Parity Bonds.” The Bonds will be issued on a parity with the Previously Issued Parity Bonds with respect to the Net Revenues of the System.

In addition, the City has outstanding \$19,325,000 principal amount of Special Obligation Refunding Bonds (Electric Utility Project – Annual Appropriation Obligation), Series 2012D (the “Series 2012D Bonds”), which have a subordinate lien on the Electric Utility revenues. Further, the City intends to make principal and interest payments from the revenues of its Electric Utility on the outstanding \$35,460,000 principal amount of Special Obligation Electric Utility Refunding Bonds (Annual Appropriation Obligation), Series 2012E (the “Series 2012E Bonds”), but those revenues are not pledged to the payment of the Series 2012E Bonds.

The City has the right under the Bond Ordinance to issue additional bonds on a parity with the Bonds and the Previously Issued Parity Bonds payable from the same sources and secured by the same revenues as the Bonds and the Previously Issued Parity Bonds, but only in accordance with and subject to the terms and conditions set forth in the Bond Ordinance. The Previously Issued Parity Bonds and any additional bonds or other obligations hereafter issued or incurred pursuant to the Bond Ordinance and standing on a parity and equality with the Bonds with respect to the payment of principal and interest from the Net Revenues of the System are collectively referred to as the “Parity Bonds.” The taxing power of the City is not pledged to the payment of the Bonds or the interest thereon. See “**SECURITY AND SOURCES OF PAYMENT FOR THE BONDS**” herein.

Financial Statements

Audited financial statements of the City as of and for the fiscal year ended September 30, 2018, are included in the City’s Comprehensive Annual Financial Report in **Appendix B** to this Official Statement. These financial statements have been audited by RSM US LLP, Kansas City, Missouri, independent certified public accountants, to the extent and for the periods indicated in their report, which is also included in **Appendix B**.

Summary of the Bond Ordinance

A summary of the Bond Ordinance, including definitions of certain words and terms used herein and in the Bond Ordinance, is included in **Appendix C** to this Official Statement. Such summary and definitions do not purport to be comprehensive or definitive. All references herein to the Bond Ordinance are qualified in their entirety by reference to the Bond Ordinance. Copies of the Bond Ordinance and this Official Statement may be viewed at the office of Columbia Capital Management, LLC, 6330 Lamar Ave., Overland Park, Kansas 66202 (913) 248-8500, or will be provided to any prospective purchaser requesting the same.

* Preliminary; subject to change.

Continuing Disclosure Information

The City has agreed to provide certain annual financial information and notices of certain events to the Municipal Securities Rulemaking Board via the Electronic Municipal Market Access system (“EMMA”), in accordance with Rule 15c2-12 promulgated by the Securities and Exchange Commission. See “**CONTINUING DISCLOSURE**” herein and “**Summary of the Continuing Disclosure Undertaking**” in *Appendix C*.

THE BONDS

The following is a summary of certain terms and provisions of the Bonds. Reference is hereby made to the Bonds and the provisions with respect thereto in the Bond Ordinance for the detailed terms and provisions thereof.

General Description

The Bonds will be issued in the principal amounts stated on the inside cover page of this Official Statement, will be dated the date of issuance thereof, and will consist of fully-registered bonds in the denomination of \$5,000 or any integral multiple thereof. The Bonds will mature, subject to redemption as described below, on October 1 in the years and in the principal amounts set forth on the inside cover page of this Official Statement. Interest on the Bonds will be payable semiannually on April 1 and October 1 in each year, beginning on October 1, 2019. Principal will be payable by check, electronic transfer or draft mailed by the Paying Agent upon presentation and surrender of the Bonds by the Registered Owners thereof at the principal payment office of UMB Bank, N.A., St. Louis, Missouri, Paying Agent. Interest shall be paid (1) to the Registered Owners of the Bonds as shown on the registration books of the Paying Agent (the “Bond Register”) at the close of business on the Record Date for such interest by check or draft mailed by the Paying Agent to the address of such Registered Owners shown on the Bond Register or at such other address as is furnished to the Paying Agent in writing by any Registered Owner, or (2) by electronic transfer to such Registered Owner upon written notice given to the Paying Agent by such Registered Owner, not less than 15 days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank address, ABA routing number and account number to which such Registered Owner wishes to have such transfer directed and an acknowledgement that an electronic transfer fee may be applicable.

Redemption Provisions

Optional Redemption. At the option of the City, the Bonds or portions thereof maturing on October 1, 2027 and thereafter will be subject to redemption and payment prior to maturity, on October 1, 2026, and thereafter in whole or in part at any time at the redemption price of 100% of the principal amount thereof, plus accrued interest to the redemption date.

Selection of Bonds for Redemption. Bonds shall be redeemed only in the principal amount of \$5,000 or any integral multiple thereof. Bonds of less than a full maturity shall be selected by the Paying Agent in \$5,000 units of principal amount in such equitable manner as the Paying Agent may determine.

Notice and Effect of Call for Redemption. Notice of the redemption of Bonds will be mailed by the Paying Agent by first class mail at least 30 days prior to the date fixed for redemption to the Registered Owners of the Bonds to be redeemed at their addresses appearing on the Bond Register. Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall become due and payable on the redemption date therein designated at the redemption price therein specified, and from and after the redemption date such Bonds or portion of Bonds shall cease to bear interest.

The Paying Agent, as long as a book-entry system is used for the Bonds, will send notices of redemption only to the Securities Depository, as the registered owner of the Bonds. It is expected that the Securities Depository will notify the DTC Participants and request the DTC Participants to notify the Beneficial Owners of the Bonds of such redemption. Any failure of the Securities Depository to advise any of the DTC Participants, or of any DTC Participant or any nominee to notify any Beneficial Owner of the Bonds, of any such notice and its content or effect will not affect the validity or sufficiency of the proceedings relating to the redemption of the Bonds called for redemption.

Registration, Transfer and Exchange of Bonds

Each Bond when issued shall be registered by the Paying Agent in the name of the owner thereof on the Bond Register. If the Book-Entry Only System (described under the following caption) is discontinued the following provisions will apply: Any Bond may be transferred upon the Bond Register by the person in whose name it is registered and shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Paying Agent, duly executed by the Registered Owner thereof or by the Registered Owner's duly authorized agent. The Owner requesting such transfer or exchange will be required to pay any additional costs or fees that might be incurred in the secondary market with respect to such exchange. In the event any Registered Owner fails to provide a correct taxpayer identification number to the Paying Agent, the Paying Agent may make a charge against such Registered Owner sufficient to pay any governmental charge required to be paid as a result of such failure.

Book-Entry Only System

Ownership interests in the Bonds will be available to purchasers only through a book-entry only system (the "Book-Entry Only System") described in *Appendix D*.

PLAN OF FINANCING

Authorization and Purpose of the Bonds

The Bonds are being issued pursuant to and in full compliance with the Constitution and statutes of the State, including particularly Article VI, Section 27 of the Missouri Constitution, as amended, and Chapter 250 of the Revised Statutes of Missouri, as amended (the "Act"), the City's Charter and the Bond Ordinance. The Bonds are being issued to (1) extend and improve the System, (2) fund a debt service reserve account for the Bonds and (3) pay certain costs and expenses of issuing the Bonds.

The Bonds represent the first installment of \$42,845,000 of waterworks and electric system revenue bonds authorized by the required majority of the qualified voters of the City on August 7, 2018 (the "2018 Voted Authority"). Upon the issuance of the Bonds, the City will have \$27,255,000* of the 2018 Voted Authority remaining.

The Improvements

The Bonds are being issued, in part, for the purpose of extending and improving the Water Utility component of the System. Generally, the improvements to the Water Utility will include projects to support system modernization, system reliability and the replacement of infrastructure (collectively, the "Project"). The estimated aggregate cost of the Project is \$14,500,000.

* Preliminary; subject to change.

Specific Projects (anticipated as of the date of this Official Statement, but subject to change):

<u>Project</u>	<u>Expected Cost</u>
Phase 1 of the upgrade of the water treatment plant	\$3,000,000
Upgrades to West Ash pumping station	3,000,000
Construction of new elevated storage (southwest side of the City)	3,000,000
Construction of new pump station (southeast side of the City)	3,200,000
Water main relocation for streets and highways (various locations)	600,000
Water main replacement (various locations)	1,500,000
Contingency	200,000

The City will deposit a portion of the proceeds of the Bonds in the 2019A Construction Account established under the Bond Ordinance. Those proceeds will be used by the City solely to pay costs of such improvements, in accordance with the report and estimate of the City's engineers and plans and specifications for said improvements to be prepared by the City's engineers. The City expects construction of the improvements to begin in the fall of 2019, and the specific projects to be completed as follows:

<u>Project</u>	<u>Expected Completion Date</u>
Phase 1 of the upgrade of the water treatment plant	12/31/2023
Upgrades to West Ash pumping station	10/31/2021
Construction of new elevated storage	7/31/2022
Construction of new pump station	7/31/2022
Water main relocation for streets and highways	Ongoing
Water main replacement	Ongoing

Sources and Uses of Funds

The following table summarizes the estimated sources of funds, including the proceeds from the sale of the Bonds, and the expected uses of such funds, in connection with the plan of financing:

Sources of Funds:

Proceeds of the Bonds	\$
Net Reoffering Premium	
Total	<u><u>\$</u></u>

Uses of Funds:

Deposit to 2019A Construction Account	\$
Deposit to 2019A Bond Reserve Account	
Costs of Issuance for the Bonds (Including Underwriter's Discount)	
Total	<u><u>\$</u></u>

SECURITY FOR THE BONDS

Special Limited Obligations

The Bonds are special obligations of the City, payable from and secured as to the payment of principal and interest by a pledge of, the net income and revenues derived by the City from the operation of the System

and, under certain circumstances, the net proceeds of insurance and other funds held under the Bond Ordinance, after payment of expenses of operation and maintenance of the System.

The Bonds will not be or constitute a general obligation of the City, nor will they constitute an indebtedness of the City within the meaning of any constitutional, statutory or charter provision, limitation or restriction. The taxing power of the City is not pledged to the payment of the Bonds either as to principal or interest.

The Bond Ordinance

Net Revenues. The Bonds are payable from and secured as to the payment of principal and interest by a pledge of the Net Revenues of the System.

“Net Revenues” means all Revenues less Operating Expenses.

“Revenues” means all income and revenues derived from the ownership and operation of the System, including investment and rental income, net proceeds from business interruption insurance, sales tax revenues which have been annually appropriated by the City or which are limited solely to the payment of improvements to or expenses of the System, and any amounts deposited in escrow in connection with the acquisition, construction, remodeling, renovation and equipping of System facilities to be applied during the period of determination to pay interest on System Revenue Bonds, but excluding any profits or losses on the early extinguishment of debt or on the sale or other disposition, not in the ordinary course of business, of investments or fixed or capital assets.

“Operating Expenses” means the City’s expenses of operating the System, including all costs due under any type of contractual arrangement in respect of power and power entitlements, operation, maintenance, generation, production, transmission, distribution, repairs, replacements, engineering, transportation, administrative and general, audit, legal, financial, pension, retirement, health, hospitalization, insurance, taxes, and other expenses actually paid or accrued, including, without limitation, any expenses of the City applicable to the System, as recorded on its books pursuant to standard governmental accounting practice and any other expenses of the City applicable to the System, as recorded on its books pursuant to standard governmental accounting practice. Operating Expenses shall not include any costs or expenses for new construction, charges for depreciation, voluntary payments in lieu of taxes, payments in respect of any “take or pay” power contract under which no power is available to the City for such payment, or payment of principal or interest on the System Revenue Bonds.

Parity Bonds. The Bonds will be on a parity with the Parity Bonds with respect to the Net Revenues of the System. The covenants and agreements of the City contained in the Bond Ordinance and in the Bonds shall be for the equal benefit, protection and security of the legal owners of any or all of the Bonds, all of which Bonds shall be of equal rank and without preference or priority of one Bond over any other Bond in the application of the funds pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as to rate of interest, date of maturity and right of prior redemption as provided in the Bond Ordinance. The Bonds shall stand on a parity and be equally and ratably secured with respect to the payment of principal and interest from the net income and revenues derived from the operation of the System and in all other respects with the Parity Bonds. The Bonds shall not have any priority with respect to the payment of principal or interest from said net income and revenues or otherwise over any Parity Bonds and any Parity Bonds shall not have any priority with respect to the payment of principal or interest from said net income and revenues or otherwise over the Bonds.

Debt Service Reserve Fund. The Bond Ordinance creates a 2019A Bond Reserve Account that will be funded in the amount of the 2019A Reserve Requirement when the Bonds are issued. So long as any of the Cumulative Reserve Requirement Bonds remain Outstanding and unpaid, the total funds on deposit in the Previously Issued Parity Bond Reserves, the 2019A Bond Reserve Account, and any reserve account

established to secure any Additional Bonds that are hereafter issued, shall aggregate the maximum cumulative debt service payable in any Fiscal Year on the Previously Issued Parity Bonds, the Bonds and any such Additional Bonds that are hereafter issued; provided that in the event there are no longer Cumulative Reserve Requirement Bonds Outstanding such requirement shall not apply.

The 2019A Reserve Requirement shall be redetermined at the beginning of each Fiscal Year and shall be the lesser of the 2019A Reserve Requirement for the prior Fiscal Year or the maximum principal and interest coming due, whether at maturity or upon mandatory redemption on the Bonds during such Fiscal Year or any subsequent Fiscal Year. The City may provide, in lieu of any amounts required to be on deposit in the 2019A Bond Reserve Account, a bond insurance policy in favor of the Paying Agent issued by an insurance company rated (at the time of issuance of such policy) in one of the two highest rating categories by one of the Rating Agencies and sufficient to provide to the Bondowners the amounts that would otherwise have been on deposit in the 2019A Bond Reserve Account at the times the Bondowners would have otherwise received such amounts.

Except as provided in the Bond Ordinance, all amounts paid and credited to the 2019A Bond Reserve Account shall be expended and used by the City solely to prevent any default in the payment of interest on or principal of the Bonds on any Maturity date or Interest Payment Date if the moneys in the 2019A Bond Account are insufficient to pay the interest on or principal of the Bonds as they become due. So long as the 2019A Bond Reserve Account aggregates the 2019A Reserve Requirement, no further payments into said Account shall be required, but if (i) the City is ever required to expend and use a part of the moneys in said Account for the purpose herein authorized and such expenditure reduces the amount of said Account below the 2019A Reserve Requirement, on or before each April 1 and October 1, after paying all Operating Expenses and making the required transfers pursuant to the Bond Ordinance, the City Council shall transfer from the System Revenue Fund to the 2019A Bond Reserve Account, one-half of the amount expended from said Account during the previous six-month period until said Account aggregates a sum equal to the 2019A Reserve Requirement or (ii) the value (determined in accordance with the Bond Ordinance) of the amount held in the 2019A Bond Reserve Account is less than the 2019A Reserve Requirement due to market fluctuations, on or before each April 1 and October 1, the City Council shall transfer from the System Revenue Fund to the 2019A Bond Reserve Account, one-half of such deficiency so that said Account aggregates at the time of making the second of such transfers a sum equal to the 2019A Reserve Requirement.

The amounts required to be paid and credited to the 2019A Bond Reserve Account shall be made at the same time and on a parity with the amounts at the time required to be paid and credited to the bond reserve account established for the Parity Bonds under the provisions of any Parity Ordinance.

Moneys in the 2019A Bond Reserve Account may be used to call the Bonds for redemption and payment prior to their Stated Maturity, provided all of the Bonds at the time Outstanding are called for payment and funds are available to pay the same according to their terms. Moneys in the 2019A Bond Reserve Account shall be used to pay and retire the last Outstanding Bonds unless such Bonds and all interest thereon are otherwise paid. Any amounts in the 2019A Bond Reserve Account in excess of the 2019A Reserve Requirement on any valuation date shall be transferred to the 2019A Bond Account.

If at any time the moneys in the System Revenue Fund are insufficient to make in full the payments and credits at the time required to be made to the 2019A Bond Reserve Account and to the debt service reserve funds established to protect the payment of any Parity Bonds, the available moneys in the System Revenue Fund shall be divided among such debt service reserve funds in proportion to the respective principal amounts of said series of bonds at the time outstanding which are payable from the moneys in such debt service reserve funds.

Renewal and Replacement Account. The Master Ordinance required that the City establish a Renewal and Replacement Reserve Account (the "Renewal and Replacement Account") in the amount of \$1,500,000, which is presently on deposit in said Account. So long as the Renewal and Replacement Account aggregates the

Renewal and Replacement Requirement, no further payments shall be required, but if the amount in said Account is less than the Renewal and Replacement Requirement, after making the required transfers pursuant to the Bond Ordinance, on or before each April 1 and October 1, the City Council shall transfer from the System Revenue Fund to the Renewal and Replacement Account one-half of the deficiency so that the Account aggregates at the time of making the second of such transfers a sum equal to the Renewal and Replacement Requirement.

All moneys in the Renewal and Replacement Account may be drawn on and used by the City Council for the purpose of paying the cost of unusual or extraordinary maintenance or repairs, renewals and replacements not paid as part of the ordinary and normal expense for the operation of the System; provided, however, if the funds and investments in the 2019A Bond Reserve Account are reduced below the 2019A Reserve Requirement, funds on deposit in the Renewal and Replacement Account shall be transferred to the 2019A Bond Reserve Account to the extent necessary to eliminate the deficiency in that Account.

Rate Covenant. The City has covenanted in the Bond Ordinance to charge and collect all rates, fees and other charges for the sale of electric power and energy, water and other services, facilities and commodities of the System as are required to provide such Revenues and income (including investment income) at least sufficient in each Fiscal Year that will:

- (1) equal at least 110% of the Debt Service Requirement on all Parity Bonds then Outstanding for the year of computation and 100% of the Debt Service Requirement on all Subordinate Bonds then Outstanding for the year of computation;
- (2) enable the City to make all required payments, if any, into the Reserve Account for any Parity Bonds, the Renewal and Replacement Account and the Rebate Account for any Parity Bonds, and to any Credit Facility Provider, any Reserve Account Credit Facility Provider and any Qualified Hedge Provider (as such latter terms are defined in the Master Ordinance);
- (3) remedy all deficiencies in required payments into any of the funds and accounts established under the Master Ordinance, the Parity Ordinances or the Bond Ordinance from prior Fiscal Years; and
- (4) all other charges or liens whatsoever payable out of Revenues during such Fiscal Year.

The collection of Revenues and income (including investment income) in any Fiscal Year in an amount in excess of the aggregate payments specified for such Fiscal Year shall not be taken into account as a credit against such aggregate payments for any subsequent Fiscal Year or years.

The City shall review its financial condition in accordance with the provisions of the Charter of the City for the purpose of estimating whether the Revenues and income (including investment income) from the operation of the System will be sufficient to provide all of the payments and meet all other requirements as specified in the Bond Ordinance. If as a result of such review the City determines that such Revenues and income may not be sufficient to provide such payments and meet such other requirements, it shall make a study for the purpose of making a schedule of rates, fees and charges for the System that will cause sufficient Revenues and income to be collected in the following Fiscal Year to provide funds for all the payments and other requirements as specified in the Bond Ordinance for such following Fiscal Year and will cause additional revenues and income to be collected in such following and later Fiscal Years sufficient to restore the amount of such deficiency at the earliest practicable time. If, in any Fiscal Year, the Revenues and income collected have not been sufficient to provide all of the payments and meet all other requirements as specified above, the City shall as promptly as permitted by law establish and place in effect a schedule of rates, fees and charges that will cause sufficient Revenues and income to be collected.

The City will not furnish or supply power, energy, water or any other service or commodity free of charge to any person, firm or corporation, public or private, and the City will promptly enforce the payment of any and all accounts owing to the City by reason of the ownership and operation of the System, to the extent dictated by sound business practice.

Additional Bonds and Refunding Bonds

The City reserves the right to issue Additional Bonds, including commercial paper and variable rate debt obligations, from time to time payable from the Net Revenues of the System and ranking on a parity with the Bonds and any Additional Bonds and refunding bonds theretofore issued if the following conditions are met:

(1) The City is not in default in the payment of principal or interest on the Bonds or any Parity Bonds or in making any deposit into the funds and accounts under this Ordinance or any Parity Ordinance; and

(2) The additional facility or facilities (if any) to be built or acquired from the proceeds of the Additional Bonds is, or will be, a part of the System, and its Net Revenues are pledged as additional security for the Additional Bonds and all System Revenue Bonds; and

(3) The City provides a certificate showing either of the following:

(A) A certificate of an authorized officer of the City certifying that the Revenues Available For Debt Service of any 12 consecutive calendar months out of the 24 calendar months immediately preceding the issuance of the proposed Additional Bonds, are not less than one and twenty-five percent (125%) of the maximum total Debt Service Requirement for any succeeding Fiscal Year on all Parity Bonds that will be Outstanding immediately after the issuance of the proposed Additional Bonds. If any adjustment of rates with respect to the System has become effective subsequent to the beginning of the 12-month period selected for such calculation, the authorized officer may adjust the Revenues Available For Debt Service by adding thereto an estimate of such additional Revenues Available For Debt Service for such 12-month period that would have resulted had such rate adjustment been in effect for the entire period; or

(B) A Certificate of a Consulting Engineer certifying that the estimated Revenues Available For Debt Service for the Fiscal Year immediately following the year in which the project, the cost of construction of which is being financed by such Additional Bonds, is to be in commercial operation (or for the Fiscal Year immediately following the year in which such Additional Bonds are issued, if no project is to be financed thereby) are not less than one and twenty-five percent (125%) of the maximum total Debt Service Requirement for any succeeding Fiscal Year on all Parity Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds. The Consulting Engineer may adjust the estimated Revenues Available For Debt Service by adding thereto any estimated increase in revenue resulting from any increase in water and electric rates which, in the opinion of the Consulting Engineer, are economically feasible and reasonably considered necessary based on projected operations of the System. Additional Bonds may be issued notwithstanding the restrictions upon the issuance of Additional Bonds set out in this subparagraph, if in the opinion of the Consulting Engineer, the proceeds of such Additional Bonds are necessary to repair any damage or loss to the System if the System has been destroyed or damaged by disaster to such an extent that it cannot be operated or if it is necessary to keep the System in good operating condition after such damage or loss; and

(4) the City complies with the provisions of any Parity Ordinances relating to the issuance of Parity Bonds.

Refunding bonds may be issued in accordance with the Bond Ordinance without regard to the requirements above.

Subordinated Indebtedness

The City reserves the right to issue subordinated bonds or other obligations, including commercial paper and variable rate debt obligations, payable from the Net Revenues of the System subject to the prior lien on the Net Revenues for payment of the Parity Bonds. The City currently has outstanding \$19,325,000 principal amount of the Series 2012D Bonds, which have a subordinate lien on the Electric Utility revenues.

THE SYSTEM

Management

The City Council is responsible for all basic policy decisions relating to the System, including rate making, approval of the operating budget, short-term and long-term capital budgets and, subject to voter approval, bond issues (which approval is not required for refunding issues). A Water & Light Advisory Board (the “Board”) is appointed by and renders advisory assistance to the City Council on the foregoing matters. The present members of the Board are:

<u>Name</u>	<u>Term Expires June 30</u>
Kim Fallis	2021
Scott Fines	2019
Robert Hasheider	2020
Dick Parker	2019
Robin Wenneker	2022

Overall administration of the System is performed by the Assistant Director of Water & Light and his staff. The Assistant Director of Water & Light is responsible for the operation of the System and is appointed by the City manager.

Mr. Ryan Williams is a dedicated public servant with seventeen years of service with the City of Columbia and has served as the Assistant Director of Water & Light since May 2010. Mr. Williams is earned his bachelor’s degrees in electrical engineering and computer engineering from the University of Missouri. He is a registered Professional Engineer with the State. Mr. Williams holds a certificate from the American Public Power Association as a Public Power Manager. Mr. Williams is a member of the Board of Directors and the Engineering Committee for the SERC Reliability Corporation. Mr. Williams is also a member of the Missouri Public Utility Alliance’s MJMEUC and MAMU Board of Directors.

Financial Statements

The financial records of the City, including those of the System, are audited annually by a firm of independent certified accountants in accordance with generally accepted auditing standards. RSM US LLP, Kansas City, Missouri, completed the audit for the Fiscal Year ended September 30, 2018. The combined financial statements of the City and the System for the Fiscal Year ended September 30, 2018 are attached as **Appendix B** to this Official Statement.

System Maintenance, Expansion and Replacement

The City obtains an insurance certificate annually. The process of obtaining the insurance certificate involves an annual and ongoing review of the System assets, including the identification of loss exposure, the review of past loss history, a review of the City financial statements, an evaluation of acquisitions, divestitures and changes within the System and an evaluation of market, legal, legislative and economic conditions which could affect the protection of assets. In addition, the City includes, as part of its Comprehensive Annual Financial Report, information on the System, including information on utility rates, customers, debt service and debt service coverage. Further, in connection with the renegotiation of power contracts, the City contracts with The Energy Authority (the “TEA”) of Jacksonville, Florida, for risk management and hedging analysis services to identify the types and quantities of resources that the System should seek to add to its portfolio that will allow the City to maintain a reliable wholesale power supply and minimize potential revenue impacts. The City receives monthly hedging reviews and applies semi-annual updates to the risk model.

The City updates its Capital Improvements Plan (the “CIP”) budget annually. The CIP is a five-year plan for capital expansion and the replacement of aging facilities. As part of preparing the CIP, the Water Utility and the Electric Utility are evaluated for adequacy and replacement requirements. The engineering staffs of the Water Utility and the Electric Utility, respectively, develop recommendations for the CIP. These recommendations then go through a review process that includes the Assistant Director of Water & Light, the City Manager, the Board and the City Council.

Electric Utility. Various evaluation tools are utilized to make the recommendations outlined in the annual CIP. This includes evaluation of circuit loading after system peak; evaluation of customer growth patterns; utility coordination with inter-connected systems; and the evaluation of the need to upgrade lower voltage lines and/or replace older lines due to a history of faults.

In addition, an active preventive maintenance program is in place. This program includes:

- 1.) Monthly walk-through inspections of electric substations;
- 2.) Annual oil testing of distribution transformers and other major equipment;
- 3.) Infrared scans of electric substations every six months;
- 4.) Infrared scans of transformers at large industrial customers annually; and
- 5.) Eleven tree trimming crews to maintain clearances on overhead lines.

Water Utility. Various evaluation tools are utilized to make the recommendations outlined in the annual CIP. This includes evaluation of fire flows and system pressure; evaluation of customer growth patterns; utility coordination with inter-connected systems; and the evaluation of the need to upgrade smaller size lines and/or replace older lines due to a history of breaks.

In addition, an active preventive maintenance program is in place. This program includes:

- 1.) Monthly walk-through inspections of pump stations and storage facilities;
- 2.) Annual flushing and testing of distribution systems;
- 3.) Sampling and monitoring of supply wells; and
- 4.) Cooperation and compliance with State operated agencies such as the Missouri Department of Natural Resources.

Planning/Future Capital Expenditures

The City has a comprehensive and ongoing planning process for the System. Long-range forecasts have been prepared for both the Water Utility and Electric Utility. The most recent long-range forecasts were completed in 2018 for both the Water Utility and the Electric Utility.

The City has developed a long-range financial strategy for capital improvements that uses a combination of internally-generated revenues and bond sales to finance system expansion as well as reconstruction. It has been the policy of the City to finance major, long-lived equipment and improvements with bond financing. Improvements of smaller and medium sizes are financed approximately 60% from bonds and approximately 40% from operating revenues. All other items are financed solely from operating revenues.

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Debt Service Requirements

The following table sets forth the estimated debt service on all of the outstanding bonds payable from the Net Revenues of the System, including debt service on (i) all Parity Bonds, (ii) the Series 2012D Bonds, which have a subordinate lien on the Electric Utility revenues, and (iii) the Series 2012E Bonds, for which the City intends to make debt service payments from the Electric Utility revenues, even though the Series 2012E Bonds do not have a lien on the Electric Utility revenues.

Fiscal Year Ended September 30	Existing Principal & Interest Requirements of Outstanding Bonds	The Bonds			Total Requirements of All Bonds
		Principal	Interest	Total Requirements	
2019	\$16,900,575.02	\$	\$	\$	\$
2020	16,917,775.02				
2021	16,921,675.02				
2022	16,930,400.02				
2023	16,949,981.27				
2024	15,085,487.52				
2025	15,089,462.52				
2026	15,097,500.02				
2027	15,112,615.64				
2028	13,979,521.89				
2029	13,977,512.51				
2030	12,935,875.00				
2031	12,458,621.88				
2032	12,465,000.01				
2033	9,376,843.76				
2034	9,395,843.76				
2035	7,824,596.88				
2036	6,428,481.25				
2037	6,427,568.75				
2038	3,206,440.63				
2039	3,203,228.13				
2040	3,205,881.25				
2041	3,204,212.50				
2042	3,202,412.50				
2043	1,862,800.00				
2044	1,861,700.00				
2045	1,858,000.00				
2046	1,861,500.00				
2047	-				
2048	-				
2049	-				
Total	<u>\$273,741,512.75</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>

Employee Relations

The System currently has approximately 286 full-time equivalent employees. On March 6, 2014, a vote was taken by the employees represented by the International Brotherhood of Electric Workers, Local 2 (the “IBEW”) to decertify, moving approximately 135 employees from IBEW representation to unrepresented status. Currently none of the employees at the City’s municipal power plant (the “Power Plant”) are members of the Laborers’ International Union of North America, Local 773. This group meets with the City under the State’s “meet and confer” statute. Neither the Water Utility nor the Electric Utility has ever experienced a strike or a slowdown, and the City considers its labor relations to be excellent.

Payments to the City

The City’s Charter requires the City Council to set rates for water and electric services to produce sufficient revenue for several purposes, one of which is to pay into the General Fund of the City an amount substantially equal to the amount of taxes that would be due if the System were privately owned. Monthly payments are made to the General Fund in an amount representing the real estate taxes and the gross receipts tax to meet the requirements of the Charter. In Fiscal Year 2018 this amount equaled \$16,507,229. These payments are not included in the System’s Operating Expenses and may be paid only after all payments required to be paid from Net Revenues, including debt service and other payments required on System Revenue Bonds, have been made.

Service Area

The System’s area of service extends beyond the corporate limits of the City. The Electric Utility service area is approximately 60 square miles. As of December 2018, the Electric Utility had 49,810 electric customers inside the City and 905 outside the City. The Water Utility service area is approximately 90 square miles. As of December 2018, the Water Utility had 48,056 water customers inside the City and 1,361 outside the City.

Rate Regulation

The System is not subject to federal or state regulation in the establishment of rates. The City Council has sole authority to set rates and charges applicable to the System. The City has created a Rate Division in the Water & Light Department. The Rate Division performs cost of service studies, load research and designs rates, and coordinates and initiates the preparation and execution of operating and capital budgets.

Historical and Projected Results

Combined operations of the System reflected Net Revenues of \$49,849,357 for the Fiscal Year ended September 30, 2018, which equaled 295% of annual debt service.

The tables on the following pages provides historical debt service coverage, revenues and expenses derived from audited financial statements for the Fiscal Years 2014 through 2018, and projected debt service coverage, revenues and expenses prepared by the City for the Fiscal Years 2019 through 2023. The projected results were prepared by the City’s management, without assistance from or consultation with independent engineers or accountants. **The projections are based on certain assumptions that the City believes to be reasonable, but which may or may not prove to be correct, and no warranty is made that such projections will be realized. Because events and circumstances frequently do not occur as expected, there will usually be differences between the projected and actual results and those differences may be material. A difference between the projected and actual result in any one of the income or expense items can affect the net revenues available for debt service. Potential investors must expect that the actual results will vary from the projected results shown below. Potential investors are cautioned that the**

information in this section of the Official Statement represents “forward-looking statements” as described on page (i) of this Official Statement.

The projected results below were prepared by City’s management and include the following assumptions:

1. The City does not budget or project Revenues based on weather. Except as indicated below, projected Revenues for the Fiscal Years 2019 through 2023 reflect increases based only on projected operation and maintenance increases and a small customer growth factor.
2. The projected Electric Utility Revenues for the Fiscal Years 2019 through 2023 reflect a 2.5% rate increase approved by the City Council, which will take effect in Fiscal Year 2019.
3. The Intragovernmental Sales and Sales to Public Authorities line items of the Electric Utility Revenues are not budgeted for separately as the new utility billing system was not set up to break these revenues out separately. Each month the System’s accounting department estimates how much should be charged to these two line items, makes the appropriate entry to each line item and reduces the Commercial and Industrial Sales line item accordingly. Thus, these line items are not broken out from the Commercial and Industrial Sales line item in the projected Electric Utility Revenues for the Fiscal Years 2019 through 2023.
4. The projected Water Utility Revenues for the Fiscal Years 2020 through 2023 reflect a 3% rate increase authorized by the voters of the City in August 2018 to repay the 2018 Voted Authority and approved by the City Council in January 2019.
5. The projected Expenses for the Fiscal Years 2019 through 2023 reflect that the System typically spends approximately 95% of budgeted amounts.
6. The projected Fuel and Purchased Power Expenses for the Electric Utility for the Fiscal Years 2019 through 2023 reflect increased contracted amounts of purchased power and market volatility.
7. The increase in the projected Other Production Expenses for the Electric Utility for Fiscal Year 2019 anticipates that Electric Utility staff vacancies will be filled and reflects possible contractual services that may be needed.
8. The projected Administrative and General Expenses for the Electric Utility for the Fiscal Years 2019 through 2023 include a \$625,000 contingency amount in each fiscal year to account for unforeseen expenditures. The City cannot predict at this time whether this contingency amount will be spent in the Fiscal Years 2019 through 2023.
9. The projected Administrative and General Expenses for the Water Utility for the Fiscal Years 2019 through 2023 include a \$189,000 contingency amount in each fiscal year to account for unforeseen expenditures. The City cannot predict at this time whether this contingency amount will be spent in the Fiscal Years 2019 through 2023. The projected Administrative and General Expenses for the Fiscal Years 2019 through 2023 also reflect salaries for positions that were previously budgeted to other departments (billing auditors) or divisions (lab employees).

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Water and Electric Utility Fund
Historical and Projected Schedules of Revenues and Expenses

Historical Schedule of Revenues and Expenses

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
REVENUES					
ELECTRIC UTILITY					
Residential Sales	\$ 49,591,661	\$ 50,308,068	\$ 52,115,459	\$ 50,330,730	\$ 56,986,027
Commercial and Industrial Sales	58,232,174	59,733,731	61,983,629	57,448,378	58,118,254
Intragovernmental Sales	1,291,969	1,240,714	1,185,131	1,412,819	1,374,701
Street Lighting and Traffic Signs	526,999	53,833	85,470	7,402	7,601
Sales to Public Authorities	8,534,864	9,089,999	8,557,304	13,610,247	14,434,361
Sales for Resale	3,200,755	1,168,782	1,072,511	832,964	878,743
Miscellaneous	3,358,256	3,245,280	4,357,892	2,192,897	2,836,188
Total Electric Revenues	<u>\$124,736,678</u>	<u>\$124,840,407</u>	<u>\$129,357,396</u>	<u>\$125,835,437</u>	<u>\$134,635,875¹</u>
WATER UTILITY					
Residential Sales	\$16,544,142	\$ 16,046,067	\$ 17,513,700	\$ 16,924,232	\$ 18,502,948
Commercial and Industrial Sales	6,585,180	6,201,551	6,900,604	7,084,081	7,767,128
Miscellaneous	1,034,970	929,129	1,441,193	1,286,839	671,016 ²
Total Water Revenues	<u>\$ 24,164,292</u>	<u>\$ 23,176,747</u>	<u>\$ 25,855,497</u>	<u>\$ 25,295,152</u>	<u>\$ 26,941,092¹</u>
NON-OPERATING REVENUES ³	<u>\$ 3,572,850</u>	<u>\$ 4,483,475</u>	<u>\$ 4,165,748</u>	<u>\$ 2,186,529</u>	<u>\$ 2,531,020</u>
TOTAL REVENUES	<u>\$152,473,820</u>	<u>\$152,500,629</u>	<u>\$159,378,641</u>	<u>\$153,317,118</u>	<u>\$164,107,987¹</u>
EXPENSES					
ELECTRIC UTILITY					
Fuel and Purchased Power	\$ 75,268,854	\$ 69,635,382	\$ 68,616,399	\$ 70,560,710	\$ 70,900,537
Other Production Expenses	7,176,835	6,505,160	5,432,078	6,862,649 ⁴	4,551,825 ⁴
Transmission and Distribution	12,273,478	13,140,388	15,312,081	14,787,856	13,088,625
Accounting and Collection	3,627,609	3,738,845	4,203,118	5,991,779	5,576,015
Administrative and General	4,934,248	4,508,576	4,430,275	5,232,694	5,505,717
Total Electric Expenses	<u>\$103,281,024</u>	<u>\$ 97,528,351</u>	<u>\$ 97,993,951</u>	<u>\$103,435,688</u>	<u>\$ 99,622,719</u>
WATER UTILITY					
Production	\$ 4,777,025	\$ 4,899,245	\$ 5,044,309	\$ 4,750,399	\$ 4,869,504
Transmission and Distribution	5,546,143	5,221,095	6,127,982	5,664,611	5,756,909
Accounting and General	1,842,698	1,802,238	1,974,819	2,547,891	2,641,473
Administrative and General	789,035	884,921	1,224,449	1,361,782	1,368,025
Total Water Expenses	<u>\$ 12,954,901</u>	<u>\$ 12,807,499</u>	<u>\$ 14,371,559</u>	<u>\$ 14,324,683</u>	<u>\$ 14,635,911</u>
TOTAL EXPENSES	<u>\$116,235,925</u>	<u>\$110,335,850</u>	<u>\$112,365,510</u>	<u>\$117,760,371</u>	<u>\$114,258,630</u>
NET REVENUES	<u>\$ 36,237,895</u>	<u>\$ 42,164,780</u>	<u>\$ 47,013,131</u>	<u>\$ 35,556,747</u>	<u>\$ 49,849,357</u>

(1) The System Revenues for Fiscal Year 2018 are higher than the previous fiscal years due to a hot, dry summer. Usage of the Electric Utility was up 3.3% over Fiscal Year 2017. Usage of the Water Utility was up 2.5% over Fiscal Year 2017.

(2) The decrease in Miscellaneous Revenues for Fiscal Year 2018 was due to fewer water connection fees.

(3) The Non-Operating Revenues line item includes investment revenue, miscellaneous revenue and revenue from other governmental units.

(4) The increase in Other Production Expenses for Fiscal Year 2017 was due to an Ameren bypass extension fee and transport fee and the purchase of parts to rebuild the CEC (defined herein). The decrease in this line item for Fiscal Year 2018 reflects that there were vacancies in the Electric Utility staff.

Source: *Financial Management Information Supplements for Fiscal Years 2013-2018; Comprehensive Annual Financial Report, Fiscal Year 2018; the City of Columbia*

Projected Schedule of Revenues and Expenditures

	<u>2019*</u>	<u>2020*</u>	<u>2021*</u>	<u>2022*</u>	<u>2023*</u>
REVENUES					
ELECTRIC UTILITY					
Residential Sales	\$ 54,210,782	\$ 56,116,290	\$ 57,544,069	\$ 58,390,558	\$ 59,269,336
Commercial and Industrial Sales	75,302,919	77,949,816	79,906,356	81,108,946	82,329,637
Intragovernmental Sales	0	0	0	0	0
Street Lighting and Traffic Signs	8,069	8,353	8,562	8,691	8,822
Sales to Public Authorities	0	0	0	0	0
Sales for Resale	900,000	900,000	900,000	900,000	900,000
Miscellaneous	2,251,644	2,251,644	2,251,644	2,251,644	2,251,644
Total Electric Revenues	<u>\$132,673,414</u>	<u>\$137,226,103</u>	<u>\$140,610,631</u>	<u>\$142,659,839</u>	<u>\$144,759,439</u>
WATER UTILITY					
Residential Sales	\$ 18,090,560	\$ 19,090,060	\$ 19,952,931	\$ 20,854,803	\$ 21,378,259
Commercial and Industrial Sales	7,898,505	8,334,898	8,711,635	9,105,402	9,333,947
Miscellaneous	1,160,000	1,160,000	1,170,400	1,170,400	1,170,400
Total Water Revenues	<u>\$ 27,149,065</u>	<u>\$ 28,584,958</u>	<u>\$ 29,834,966</u>	<u>\$ 31,130,605</u>	<u>\$ 31,882,606</u>
NON-OPERATING REVENUES ¹	<u>\$ 3,231,004</u>	<u>\$ 3,256,004</u>	<u>\$ 3,256,004</u>	<u>\$ 3,256,004</u>	<u>\$ 3,256,004</u>
TOTAL REVENUES	<u>\$163,053,483</u>	<u>\$169,067,065</u>	<u>\$173,701,601</u>	<u>\$177,046,448</u>	<u>\$179,898,049</u>
EXPENSES					
ELECTRIC UTILITY					
Fuel and Purchased Power	\$ 71,625,813	\$ 71,986,240	\$ 71,986,240	\$ 71,986,240	\$ 71,986,240
Other Production Expenses	6,022,681	5,888,588	5,885,966	5,884,347	5,883,735
Transmission and Distribution	12,280,458	12,281,740	12,290,641	12,301,979	12,315,771
Accounting and Collection	5,911,294	6,080,903	6,270,819	6,486,901	6,737,592
Administrative and General	6,260,009	6,527,933	6,528,244	6,536,972	6,539,611
Total Electric Expenses	<u>\$102,100,255</u>	<u>\$102,765,404</u>	<u>\$102,961,910</u>	<u>\$103,196,439</u>	<u>\$103,462,949</u>
WATER UTILITY					
Production	\$5,067,878	\$ 5,165,089	\$ 5,264,587	\$ 5,366,429	\$ 5,470,673
Transmission and Distribution	5,666,285	5,586,534	5,702,090	5,820,131	5,940,713
Accounting and General	2,553,898	2,641,025	2,738,692	2,850,140	2,980,055
Administrative and General	1,819,944	1,856,690	1,894,381	1,933,050	1,972,729
Total Water Expenses	<u>\$ 15,108,005</u>	<u>\$ 15,249,338</u>	<u>\$ 15,599,750</u>	<u>\$ 15,969,750</u>	<u>\$ 16,364,170</u>
TOTAL EXPENSES	<u>\$117,208,260</u>	<u>\$118,014,742</u>	<u>\$118,561,660</u>	<u>\$119,166,189</u>	<u>\$119,827,119</u>
NET REVENUES	\$ 45,845,223	\$ 51,052,323	\$ 55,139,941	\$ 57,880,259	\$ 60,070,930

* Projected. These projected operating results may differ from forecasts prepared by the City for budgeting purposes. The budgets for the System are prepared to ensure additional appropriations are not needed throughout the applicable fiscal year.

(1) The Non-Operating Revenues line item includes projected investment revenue, miscellaneous revenue and revenue from other governmental units.

Source: *The City of Columbia*

Debt Service Coverage Calculations

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019*</u>	<u>2020*</u>	<u>2021*</u>	<u>2022*</u>	<u>2023*</u>
Net Revenues	\$ 36,237,895	\$ 42,164,780	\$ 47,013,131	\$ 35,556,747	\$ 49,849,357	\$ 45,845,223	\$ 51,052,323	\$ 55,139,941	\$ 57,880,259	\$ 60,070,930
Existing Total Debt Service ¹	\$ 14,463,291	\$ 13,919,035	\$ 15,084,513	\$ 14,908,750	\$ 16,897,625	\$ 16,900,575	\$ 16,917,775	\$ 16,921,675	\$ 16,930,400	\$ 16,949,981
Projected New Issuances ²	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>430,000</u>	<u>830,000</u>	<u>2,830,000</u>	<u>2,830,000</u>
Projected Total Debt Service	<u>\$ 14,463,291</u>	<u>\$ 13,919,035</u>	<u>\$ 15,084,513</u>	<u>\$ 14,908,750</u>	<u>\$ 16,897,625</u>	<u>\$ 16,900,575</u>	<u>\$ 17,347,775</u>	<u>\$ 17,751,675</u>	<u>\$ 19,760,400</u>	<u>\$ 19,779,981</u>
Annual Debt Service Coverage	2.51x	3.03x	3.12x	2.38x	2.95x	2.71x	2.94x	3.11x	2.93x	3.04x
Parity Bonds Maximum Annual Debt Service	\$ 12,206,519	\$ 12,206,519	\$ 12,206,519	\$ 12,206,519	\$ 12,206,519	\$ 13,040,196	\$ 13,040,196	\$ 15,040,196	\$ 15,040,196	\$ 15,040,196
Coverage for Additional Parity Bonds Test	2.97x	3.45x	3.85x	2.91x	4.08x	3.52x	3.91x	3.67x	3.85x	3.99x

* Projected.

(1) Includes the Series 2012D Bonds, which have a subordinate lien on the Electric Utility revenues, and the Series 2012E Bonds, for which the City intends to make debt service payments from the Electric Utility revenues, even though the Series 2012E Bonds do not have a lien on the Electric Utility revenues.

(2) Includes the Bonds and an additional \$29,500,000 in additional Parity Bonds, which the City expects to issue in 2021.

Source: *Comprehensive Annual Financial Report, Fiscal Year 2018; the City of Columbia*

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THE ELECTRIC UTILITY

History

The City acquired the System in 1904 to supply water and electricity to its residents. During the 1960s, the City experienced rapid population growth, resulting in increased demand for electricity and causing the Electric Utility to operate at near-capacity levels. In 1976, the City entered into a capacity purchase contract with the City of Sikeston, Missouri. A revised contract with the City of Sikeston, which became effective June 1, 1986, was signed in 1983 for capacity purchases through 2011, renewable by mutual agreement through 2021 or for the useful life of the Sikeston plant, whichever is longer.

In 2001, agreements were negotiated with Ameren Energy Development Company (“Ameren”) that allowed four simple-cycle, natural gas, combustion turbines rated at 36.00 megawatts (“MW”) each to be sited at one of the Electric Utility’s substation properties. The completed 144.00 MW plant is called the Columbia Energy Center (the “CEC”). The agreements allowed for capacity purchases with the option to purchase 50% ownership of the CEC at a later date. In January 2010, the City purchased 25% of the CEC from Ameren and contracted with Ameren for operation services. In the fall of 2010, Ameren Energy Marketing offered to sell the City the remaining 75% interest in the CEC and on June 1, 2011, the City took full ownership of the CEC.

In June 2004, the City joined the Midcontinent Independent Transmission System Operator, Inc. (the “MISO”) as a transmission owner (“TO”) and a market participant (“MP”). In December 2004, the City contracted with TEA to act as the MISO MP for the City. All purchased power arrangements are handled by TEA.

In November 2004, the City approved a renewable energy ordinance for the City’s power supply portfolio. The ordinance mandates the System purchase increasing levels of energy from renewable resources.

In 2006, unit power purchase agreements were negotiated with the Missouri Joint Municipal Electric Utility Commission (“MJMEUC”) for capacity and energy from its ownership share of power from two power plants then under construction, the Prairie State Energy Campus and Iatan 2. The agreement for Prairie State Energy Campus, dated April 28, 2006, is for a total of 50.00 MW of capacity and energy with 25.00 MW coming from each of two units. The first unit began commercial operation in June 2012, and the second unit began commercial operation in November 2012. The agreement for Iatan 2, dated July 10, 2006, is for 20.00 MW of capacity and energy. Iatan 2 began commercial operation on January 1, 2011.

In 2012, the City Council approved a Power Purchase Agreement for the purchase of wind energy from Crystal Lake III energy facility located in Northern Iowa. This facility has been operational since April 2009 and City’s initial contract for power from this facility was amended in 2016.

In June 2017, the City entered into an agreement with MJMEUC for a 35 MW involvement in the MJMEUC-KWP1 wind contract. MJMEUC has assembled a Purchase Power Agreement with Iron Star Wind and a Transmission Service Agreement with Grain Belt Express Clean Line which allows for the delivery of wind energy from western Kansas at a proposed converter station in northeast Missouri with a projected delivery date starting in 2021.

Power Generation Facilities

The Electric Utility has a rated installed generation capacity of 191.00 MW, consisting of one gas fired turbo-generator and one gas fired combustion turbine, and four simple-cycle, natural gas, combustion turbines rated at 36.00 MW each. Additional information follows:

<u>Turbine/Generator Output Rating in MW</u>	<u>Description</u>	<u>Year Installed</u>
12.00 MW	Westinghouse Combustion Turbine (Gas or Oil)	1963
35.00 MW	General Electric Turbo-generator (Gas or Oil)	1970
36.00 MW	36.00 MW GE Combustion Turbine (Gas)	2001
36.00 MW	36.00 MW GE Combustion Turbine (Gas)	2001
36.00 MW	36.00 MW GE Combustion Turbine (Gas)	2001
36.00 MW	36.00 MW GE Combustion Turbine (Gas)	2001
1.00 MW	Jenbacher Landfill Gas Generator, model J320GS	2008
1.00 MW	Jenbacher Landfill Gas Generator, model J320GS	2008
1.00 MW	Jenbacher Landfill Gas Generator, model J320GS	2013

The first two large generating units are located at the Power Plant. The four 36.00 MW combustion turbines are located at the CEC. The three 1.00 MW landfill gas generators are located at the City's Biogas Energy Plant.

The Missouri Department of Natural Resources ("DNR") issues Part 70 Permits, which allow for the combustion of coal, distillate fuel oil, natural gas and acceptable biomass fuels. The City has received the following Part 70 Permits from DNR:

	<u>Issue Date</u>	<u>Expiration Date</u>
Power Plant	12/10/2018	12/10/2023
CEC	5/14/2015	5/14/2020
Biogas Energy Plant	6/20/2018	6/20/2023

In June of 2015, the City entered into a contract with Dynegy Inc. (the "Dynegy Contract"), which became effective in Fiscal Year 2017 and extends through Fiscal Year 2026 for the purchase of MISO resource capacity. The Dynegy Contract is a capacity only contract and will allow the City to take advantage of market energy purchases while meeting all capacity requirements. The amount of capacity purchased under the Dynegy Contract is based on current projections of load growth and will increase during the first few years and remain constant for the last 6 years. This will allow the City to meet capacity requirements while evaluating future options as well as the regulatory climate.

Power Supply Agreements

Power Supply Contract with Sikeston, Missouri. The City has entered into two separate, consecutive contracts with the Sikeston Board of Municipal Utilities for the purchase of capacity from the Sikeston 235.00 MW coal-fired unit. The Sikeston plant was put in commercial operation on September 1, 1981 at an installed capital cost of approximately \$250,000,000. Under the contract, from 1986 to 2011, subject to extension as described below, the capacity participation is for 66.00 MW. The second contract will be automatically extended through May 31, 2021, or for the useful life of the Sikeston power plant, whichever is longer. However, either the City or the City of Sikeston may cancel the contract at any time with five years' notice to the other party. At the time of issuance of the Bonds, neither party has issued such notice of cancellation.

Both contracts require the City to pay 110% of capital costs, operations and maintenance costs and fuel used. The City's obligations under the contracts to pay for the agreed-upon amount of power is absolute, regardless of whether the Sikeston plant is operating or operable, or whether power is available or delivered. Payments under the contract are Operating Expenses of the Electric Utility and are payable prior to the principal and interest of the Parity Bonds.

Notwithstanding these provisions, under the original 1983 contract, the City may terminate the contract if the Sikeston plant becomes permanently inoperable and is so certified by an independent consulting engineer.

Participation Power Sales Agreement with Missouri Joint Municipal Electric Utility Commission

In 2006, unit power purchase agreements were negotiated with MJMEUC for capacity and energy from its ownership share of power from two power plants, the Prairie State Energy Campus and Iatan 2. The City's obligations under the agreements to pay for the agreed-upon amount of power is absolute, regardless of whether the Prairie State Energy Campus and Iatan 2 plants are operating or operable, or whether power is available or delivered.

The agreement for Prairie State Energy Campus, dated April 28, 2006, is for a total of 50 MW of capacity and energy with 25 MW coming from each of the two units located at the Prairie State Energy Campus. The first unit began commercial operation in June 2012, and the second unit began commercial operation in November 2012.

The agreement for Iatan 2, dated July 10, 2006, is for 20 MW of capacity and energy. Iatan 2 began commercial operation on January 1, 2011.

Renewable Energy

In 2018, the City generated 15.67% of the electric portfolio from renewable sources. The renewable portfolio comes from wind (12.33%), landfill gas (3.11%) and solar (0.22%).

Wind Generation and Purchase Agreement with Associated Electric Coop., Inc. The City has entered into an agreement with the Associated Electric Cooperative Inc. ("AECI"), which is effective through June 2027. The City has been allocated 11.1% of the net energy and renewable energy credits, commonly known as green tags, produced by the Bluegrass Ridge Wind Farm.

Wind Power Agreement with Crystal Lake Wind III, LLC. In December 2016, the City Council approved a Power Purchase Agreement for the sale of wind energy from Crystal Lake III, LLC. This agreement represents an extension of the City's original involvement with the Crystal Lake III wind energy facility located in Northern Iowa. This facility has been operational since April 2009 and the City's initial contract for power from this facility started in 2012. The contracted amount has and will continue to increase over time as detailed below:

- 21 MWs of wind turbine production, beginning in 2012
- 48 MWs of wind turbine production, beginning in 2017
- 66 MW's of wind turbine production, beginning in 2023

Power Supply Agreement with Ameresco Jefferson City LLC. The City has entered into an agreement with Ameresco Jefferson City LLC to purchase power from a landfill gas plant located in Jefferson City, Missouri. The City has agreed to purchase the electric output of the plan over a 20-year period starting in March 2009 at a fixed cost of \$52.50 per MWH.

Solar Power Agreement with Free Power Company, Inc. The City has entered into an agreement with Free Power Company, Inc. ("Free Power") to purchase solar power. Free Power has provided solar power generating equipment, which is installed at sites owned by the City. Solar power production began in December 2011. Beginning in 2013, the City paid \$54.05 per MWH, increasing by 1.75% in January 2014 and every year thereafter.

Wind Power Agreement with MJMEUC. In June 2017, the City entered into an agreement with MJMEUC for a 35 MW involvement in the MJMEUC-KWP1 wind contract. This project provides MJMEUC members with access to wind energy from western Kansas, where wind power can be produced at some of the lowest costs in the country. Access to this wind resource is provided by coupling a MJMEUC purchase power agreement with a MJMEUC transmission service contract to secure delivery of wind energy. At this time MJMEUC has assembled a Purchase Power Agreement with Iron Star Wind and a Transmission Service Agreement with Grain Belt Express Clean Line, which allows for the delivery of wind energy from western Kansas at a proposed converter station in northeast Missouri with a projected delivery date starting in 2021.

Biogas Energy Plant. The City owns and operates a biogas energy plant consisting of three 1 MW Jenbacher landfill gas generators, model J320GS. These units operate behind the meter and run continuously as landfill gas is available.

Regional Transmission Organization

Federal Energy Regulatory Commission Order No. 2000 requested that all transmission-owning utilities place their facilities under the control of a Regional Transmission Organization (“RTO”). The City has decided to use MISO as its RTO. The City is participating in MISO as a Local Balancing Authority and as a TO. The requirements for the Local Balancing Authority (which includes Columbia, Fulton and the University of Missouri) are the operational responsibility of the City. The City signed an agreement to have TEA perform its market participant requirements. TEA is a pooled municipal resource that takes public power to the wholesale market and brings the market to public power through a variety of energy services.

Columbia Transmission System

The City’s transmission network is comprised of approximately 40 miles of 69 kilovolt (“kV”) circuits and 30 miles of 161 kV circuits. These transmission facilities carry the output of one generating plant to eight distribution substations within the Columbia area. The Electric Utility has one 161 kV interconnection with AmerenUE, two 161 kV interconnections with AECL and three 69 kV interconnections with AECL. The Electric Utility also has one 69 kV interconnection each with the City of Fulton and the University of Missouri. The Electric Utility has a 69 kV looped system surrounding the City with two looped and one radial 161 kV substations. Four 100 mega volt ampere (MVA) and one 168 MVA 161/69 kV autotransformers connect the two systems. The City’s service area is a compact urban region totaling approximately 60 square miles. Transmission interconnections are ties to this system and emanate past the Electric Utility’s service area. The City is a TO member of MISO. As such, the City is eligible for a prorated share of monthly transmission revenues administered by MISO.

Transmission Service Agreement with AECL. The City has entered into an agreement with the AECL, which is effective through June 2027. The City pays an energy charge of \$55 per MWH during the term of the agreement in exchange for transmission service. The current transmission charge is \$10,844.06 per month.

Electric Distribution System

The Electric Utility’s distribution system consists of 350.1 circuit miles of overhead lines and 572.1 miles of underground distribution lines. There are 52,704 electric meters in service, and 11,950 distribution transformers with 818,533 kilovolt-ampere (kVA) capacity. The distribution circuits are fed from the Power Plant and seven substations. The substations are controlled and monitored by a Supervisory Control and Data Acquisition (“SCADA”) system. The Electric Utility can operate from either of two control centers located within its Local Balancing Authority area.

In 2014, the City issued a request for proposals (RFP 139-2014) to replace its Automatic Generation Control and SCADA systems. A contract was awarded to Open Systems International for their Monarch platform based on their proposal. The Monarch platform is a modern control system architecture for supporting monitoring, control, scheduling and optimization of complex network operations for electric, oil and gas, transportation, water industries, and large-scale industrial IoT applications and microgrids. At its core it supports a high-performance, real-time SCADA platform with optional industry specific advanced applications. The Monarch platform was implemented in March 2016.

Interconnection Agreements

The City has interconnection or interchange agreements with AmerenUE, AECI, Central Electric Power Cooperative, Kansas City Power and Light, Missouri Public Service Company and the Missouri Public Utility Alliance. The City also has an interconnection agreement with the City of Fulton, Missouri. The Fulton system is part of the Columbia Local Balancing Authority. The City provides transmission service and area control for Fulton. Additionally, the City has a 69 kV interconnection with the electric system of the University of Missouri. These agreements allow transactions that provide economic, as well as reliability, benefits.

Fuel Supply

The City's two natural gas units at the Power Plant and the four natural gas units at the CEC are used primarily through MISO market dispatch and serve as a revenue source for the utility. The units can be "must-run" by the City for system requirements or a cap on market price. The City does not have long-term contracts for the purchase of natural gas; however, the primary use of natural gas is during the summer when supplies are readily available.

Power Supply Planning

Bulk power supply planning has provided adequate but not excessive capacity through 2022. The City's power supply includes the purchase of existing capacity, the adding of capacity in increments to attempt to match additions to load growth, rehabilitation of existing generation facilities, strategic purchase of energy from the MISO market, and a comprehensive demand-side management program. The City Council appointed a task force in September 2018 to perform an Integrated Resource Planning, Electric Master Planning and Cost-of-Service Analysis with the support of City staff personnel.

Electrical Demand and Capacity

The following table summarizes historical peak demand and capacity for 2009 to 2018 and projected data for 2019 to 2022 (in MW):

	<u>Peak Demand Requirement</u>	<u>Reserve Requirement</u>	<u>Net Capacity Requirement</u>	<u>Total Capacity</u>
2009	250	35	285	327
2010	265	37	302	368
2011	277	39	316	354
2012	272	38	310	385
2013	263	37	300	385
2014	264	37	301	385
2015	262	37	299	346
2016	265	37	302	334
2017	269	38	307	327
2018	263	37	300	332
2019 ¹	280	39	319	332

2020 ¹	283	40	323	342
2021 ¹	286	40	326	342
2022 ¹	289	40	329	342

(1) Projected

Source: City of Columbia

Electric Customers

The Electric Utility delivers electricity to approximately 50,715 customers within its service area. The number of customers and kilowatt hour sales distributed by customer classification served by the Electric Utility in each of the Fiscal Years ended September 30, 2014 through September 30, 2018 is as follows:

<u>Fiscal Year ended September 30</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Residential					
Average # of Customers	41,191	41,601	42,229	42,985	43,519
Percent of Total Customers	82.6%	82.0%	83.3%	84.8%	85.8%
Sales – MWH	431,564	416,658	408,872	421,978	451,149
Percent of Total Sales	36.97%	36.19%	36.06%	36.48%	37.76%
Average kWh/Mth/Customer	873	834	807	818	864
Sales Revenue – (000)	\$46,051	\$46,174	\$46,983	\$46,795	\$52,391
Percent of Total Revenue	41.95%	41.48%	41.71%	40.69%	43.16%
Small General Service (SGS)					
Average # of Customers	5,541	5,576	5,669	5,564	5,651
Percent of Total Customers	10.93%	11.00%	11.18%	10.97%	11.14%
Sales – MWH	111,438	104,440	105,197	108,273	117,561
Percent of Total Sales	9.55%	9.07%	9.28%	9.36%	9.84%
Average kWh/Mth/Customer	1,676	1,561	1,546	1,621	1,733
Sales Revenue – (000)	\$11,598	\$11,398	\$12,138	\$12,736	\$13,749
Percent of Total Revenue	10.56%	10.24%	10.78%	11.07%	11.33%
Large General Services (LGS)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Average # of Customers	1,020	1,042	1,035	1,053	1,032
Percent of Total Customers	2.01%	2.05%	2.04%	2.08%	2.03%
Sales – MWH	368,170	375,597	369,693	369,422	372,899
Percent of Total Sales	31.54%	32.63%	32.60%	31.93%	31.21%
Average kWh/Mth/Customer	30,079	30,038	29,766	29,235	30,111
Sales Revenue – (000)	\$32,742	\$33,955	\$33,412	\$34,126	\$34,329
Percent of Total Revenue	29.82%	30.50%	29.66%	29.67%	28.28%
Industrial					
Average # of Customers	33	30	28	29	29
Percent of Total Customers	0.06%	0.06%	0.06%	0.06%	0.06%
Sales – MWH	256,301	254,495	250,095	257,127	253,160
Percent of Total Sales	21.95%	22.11%	22.06%	22.23%	21.19%

Average kWh/Mth/Customer	647,255	706,292	744,329	743,976	732,193
Sales Revenue – (000)	\$19,398	\$19,794	\$20,109	\$21,344	\$20,910
Percent of Total Revenue	17.67%	17.78%	17.85%	18.56%	17.23%
Lighting					
Unmetered use – MWH	9,813	9,815	9,821	9,366	9,341
Totals					
Total Number of Customers	47,785	48,249	48,961	49,631	50,231
Total energy sales – MWH	1,167,473	1,151,190	1,133,857	1,156,800	1,194,769
Energy Losses – MWH	26,418	46,679	79,281	17,256	40,167
Total Energy Distributed – MWH	1,214,192	1,197,869	1,213,138	1,174,056	1,234,936
Total Revenues of Electricity – (000)	\$109,789	111,321	112,642	115,001	121,379

Source: City of Columbia

Ten Largest Electric Customers

The ten largest customers served by the Electric Utility based on kilowatt-hour sales for the Fiscal Year ended September 30, 2018 are set forth in the table below:

Customer	Billed kWh	Billed Revenue
Boone Hospital Center	29,529,247	\$ 2,468,142
Columbia Foods	28,746,905	2,378,974
3M Company	26,733,942	1,963,291
VA Hospital	19,500,119	1,688,321
Quaker Oats	15,363,202	1,290,696
Gates Rubber	12,755,178	1,190,606
University of Missouri Regional Hospital	11,238,636	941,158
PW Eagle	9,461,246	780,960
City of Columbia Sewer	9,148,383	711,033
Shelter Insurance	6,871,964	606,976
	<u>169,348,822</u>	<u>\$14,020,157</u>

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

Electric Rates

The City Council has sole authority to set rates and charges applicable to the Electric Utility. The City reviews these rates and charges annually to determine if any changes are necessary to assure that adequate Net Revenues will be available for the System.

Currently the City maintains four schedules of rates for different classes of customers (residential, small general service, large general service and industrial). The schedule applicable to any customer is based upon the type and amount of services provided. Within each schedule, there is a block rate structure that incorporates different charges based on the cost characteristics of providing power and energy.

The City has a fuel adjustment clause to permit immediate recovery of (i) increases in energy charges (fuel expenses and the charges payable under power purchase contracts varying with the amount of energy delivered to the Electric Utility) and (ii) increases in charges payable under power purchase contracts.

Included in the charges to all customers is a payment in lieu of gross receipts tax equal to 7.5268% of gross receipts. This amount, which is collected by the Electric Utility and remitted to the City's General Fund after deposits required by the Bond Ordinance, represents payments in lieu of taxes substantially equivalent to the gross receipts and real estate taxes paid by privately-owned utilities. Customers not otherwise exempt are also subject to a sales tax, which includes the City's 1-cent General Sales Tax, a ½-cent Transportation Sales Tax, a ¼-cent Capital Improvements Sales Tax and a ¼-cent Local Parks Sales Tax.

The following table provides a schedule of electric rates currently in effect:

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Schedule of Electric Service Rates (2018-2019)¹

Residential service rate (per kilowatt hour):

Customer charge (standard meter)	\$16.31 per month
Customer charge (non-standard meter)	\$21.54 per month
First 300 kWh (June through September)	\$0.0786 per kWh
Next 450 kWh (June through September)	\$0.1025 per kWh
Next 1250 kWh (June through September)	\$0.1397 per kWh
All remaining kWh (June through September)	\$0.1511 per kWh
First 300 kWh (October through May)	\$0.0786 per kWh
Next 450 kWh (October through May)	\$0.1025 per kWh
All remaining kWh (October through May)	\$0.1184 per kWh

Residential electric space heating (October through May):

First 300 kWh	\$0.0786 per kWh
Next 450 kWh	\$0.1025 per kWh
All remaining kWh	\$0.0985 per kWh

Residential high-efficiency heat pump (October through May):

Customer charge (standard meter)	\$16.31 per month
Customer charge (non-standard meter)	\$21.54 per month
First 300 kWh	\$0.0786 per kWh
Next 450 kWh	\$0.1025 per kWh
All remaining kWh	\$0.0934 per kWh

Small commercial service rate (per kilowatt hour):

Customer charge (single-phase)	\$16.51 per month
Customer charge (three-phase)	\$27.20 per month
First 500 kWh (June through September)	\$0.0847 per kWh
Next 1,000 kWh (June through September)	\$0.1079 per kWh
All remaining kWh (June through September)	\$0.1486 per kWh
First 500 kWh (October through May)	\$0.847 per kWh
All remaining kWh (October through May)	\$0.1079 per kWh

Small commercial electric space heating (October through May):

First 500 kWh	\$0.0847 per kWh
Next 1,000 kWh	\$0.1079 per kWh
All remaining kWh	\$0.0993 per kWh

Small commercial high-efficiency heat pump (October through May):

First 500 kWh	\$0.0847 per kWh
Next 1,000 kWh	\$0.1079 per kWh
All remaining kWh	\$0.0936 per kWh

Outdoor area lighting rate:

7,000 to 11,000 lumens	\$6.00/mo/light
25,000 to 30,000 lumens	\$12.97/mo/light
42,000 to 52,000 lumens	\$15.57/mo/light

Large general service rate:

Monthly base charge:	<u>Summer</u>	<u>Non-Summer</u>
Per Month	\$46.13	\$46.13
Monthly demand charge:		
First 25 kWh or less billing demand	\$369.04	\$276.78
Additional kWh	\$15.99 per kWh	\$12.81 per kWh
Energy charge:		
All kWh	\$0.0577 per kWh	\$0.0503 per kWh

Industrial service rate:

Monthly base charge:		
Per Month	\$161.45	\$161.45
Demand charge:		
First 750 kWh or less billing demand	\$16,705.93	\$13,316.74
All additional kWh	\$22.27 per kWh	\$17.76 per kWh
Energy charge (all kWh)	\$0.0509 per kWh	\$0.0435 per kWh

Special outdoor lighting:

Customer charge	\$56.10 per month
Cost per kWh	\$0.1274 per kWh

69 kV service rate: A 69 kV service rate is available, however, due to the complexity of this type of service and the volatility of the electric market, each application is considered on a case-by-case basis. A contract for such service is negotiated by the Assistant Director of Water & Light with final approval by the City Council.

⁽¹⁾ In effect as of October 1, 2018. The electric service rates for residential service, small general service, and the energy charge portion for large general service and industrial services, can be increased or decreased by a fuel adjustment allowance without further City Council action. The fuel adjustment is computed annually based on the energy costs estimate (purchased power and fuel) per kWh. As of June 1, 2015, the fuel adjustment amount was zero.

Source: *The City*

THE WATER UTILITY

Production and Distribution Facilities

The City's water supply was originally provided by a series of 12 deep wells located throughout the City. In the late 1960s, as area usage approached the safe perennial yield of these deep wells, a new, long-range source was developed. The deep wells, currently maintained to provide a reserve, have been replaced as the main source of water by a system of 18 shallow wells. These wells draw on an underground aquifer located in the alluvial plain in the Missouri River valley eight miles southwest of the City. The shallow well field consists of 18 wells having a firm capacity of 34.0 million gallons per day ("MGD"). In 2018, the City's Water Utility had an average demand of 13.1 MGD and a maximum demand of 20.9 MGD.

Water from the alluvial plain requires softening and treatment for iron removal. Accordingly, the City opened a treatment plant in 1972 with a capacity of 16.0 MGD. The entire system has been expanded to 32.0 MGD with two 36-inch transmission mains capable of distributing 48.0 MGD.

Storage and distribution facilities and equipment consist of numerous reservoirs, high service pumps, booster pumps, 6,092 fire hydrants, 708.48 miles of water main lines and 50,214 water meters in service.

The City has entered into a territory agreement with Public Water Supply District #9 of Boone County, Missouri (the “PWSD”), which serves a portion of east central Boone County to the eastern city limits of the City and a portion of northwestern Callaway County. The City’s agreement with the PWSD provides a description of the boundary between the two entities. The City serves all new customers within the boundary.

Top Ten Water Users

The City of Columbia meters and bills in hundred cubic feet (“CCF”). There are approximately 748 gallons per 1 CCF. The ten largest customers served by the Water Utility for the Fiscal Year ended September 30, 2018 are set forth below:

Largest Water Utility Customers September 30, 2018

<u>Customer</u>	<u>Billed CCF</u>	<u>Billed Revenue</u>
Columbia Foods	223,808	\$ 667,276
3M Company	56,345	163,539
Boone Hospital Center	52,707	190,177
VA Hospital	52,046	163,285
University of Missouri	31,653	105,443
PW Eagle Inc.	30,442	92,606
State Farm Insurance	27,417	106,473
Beyond Meat Inc.	23,402	68,437
Executive Center	19,443	70,014
Best Men LLC	<u>18,926</u>	<u>56,113</u>
	<u>536,189</u>	<u>\$1,683,363</u>

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

Water Rates

The City Council has sole authority to set rates and charges applicable to the Water Utility. The City reviews these rates and charges annually to determine if any changes therein are necessary to assure that adequate Net Revenues will be available for the System.

Currently the City maintains three schedules of rates for different classes of customers (residential, commercial, and large commercial). The schedule applicable to any customer is based upon the type and amount of services provided and location of the customer.

Included in the charges to all customers is a payment in lieu of gross receipts tax equal to 7.5268% of gross receipts. This amount, which is collected by the Water Utility and remitted to the City’s General Fund after deposits required by the Bond Ordinance, represents payments in lieu of taxes substantially equivalent to the gross receipts and real estate taxes paid by privately owned utilities. Customers not otherwise exempt are also subject to a sales tax, which includes the City’s 1-cent General Sales Tax, a ½-cent Transportation Sales Tax, a ¼-cent Capital Improvements Sales Tax and a ¼-cent Local Parks Sales Tax.

The following table shows water service rates currently in effect, as provided by the City:

Schedule of Water Service Rates

	Water Rates ¹		
	Inside City Limits	Outside City Limits	Former Water Dist. O/S City
<u>Residential:</u>			
Summer Usage (June through September):			
Tier 1: 0% - 70% of winter average consumption ²	\$2.86 per CCF	\$3.80 per CCF	\$3.31 per CCF
Tier 2: 71% - 170% of winter average consumption	\$4.01 per CCF	\$5.33 per CCF	\$4.64 per CCF
Tier 3: Exceeding 170% of winter average consumption	\$6.02 per CCF	\$8.01 per CCF	\$6.97 per CCF
Non-Summer Usage (October through May)	\$2.86 per CCF	\$3.80 per CCF	\$3.31 per CCF
Water service metered separately for lawn irrigation:			
Summer Usage	\$6.02 per CCF	\$8.01 per CCF	\$6.97 per CCF
Non-Summer Usage	\$2.86 per CCF	\$3.80 per CCF	\$3.31 per CCF
<u>Commercial:</u>			
Summer Usage (June through September):			
Tier 1: 0% - 70% of winter average consumption	\$2.70 per CCF	\$3.59 per CCF	\$3.12 per CCF
Tier 2: 71% - 170% of winter average consumption	\$4.01 per CCF	\$5.33 per CCF	\$4.64 per CCF
Tier 3: Exceeding 170% of winter average consumption	\$6.02 per CCF	\$8.01 per CCF	\$6.97 per CCF
Non-Summer Usage (October through May)	\$2.70 per CCF	\$3.59 per CCF	\$3.12 per CCF
Water service metered separately for lawn irrigation:			
Summer Usage	\$6.02 per CCF	\$8.01 per CCF	\$6.97 per CCF
Non-Summer Usage	\$2.70 per CCF	\$3.59 per CCF	\$3.12 per CCF
<u>Large Commercial:</u>			
Summer Usage (June through September):			
Tier 1: 0% - 70% of winter average consumption	\$2.70 per CCF	\$3.59 per CCF	\$3.12 per CCF
Tier 2: 71% - 170% of winter average consumption	\$4.01 per CCF	\$5.33 per CCF	\$4.64 per CCF
Tier 3: Exceeding 170% of winter average consumption	\$6.02 per CCF	\$8.01 per CCF	\$6.97 per CCF
Non-Summer Usage (October through May)	\$2.70 per CCF	\$3.59 per CCF	\$3.12 per CCF
Water service metered separately for lawn irrigation:			
Summer Usage	\$6.02 per CCF	\$8.01 per CCF	\$6.97 per CCF
Non-Summer Usage	\$2.70 per CCF	\$3.59 per CCF	\$3.12 per CCF

⁽¹⁾ In effect as of January 22, 2019

⁽²⁾ Winter average consumption is the average water use during the immediate preceding billing periods of January, February and March.

Source: The City

	Minimum Charge Per Month¹		
	Inside City Limits	Outside City Limits	Former Water Dist. O/S City
Meter Size			
5/8 & 3/4 inch	\$ 10.00	\$ 13.30	\$ 11.57
1 inch	14.38	19.13	16.64
1 1/2 inch	28.96	38.52	33.51
2 inch	43.05	57.26	49.81
3 inch	150.68	200.40	174.34
4 inch	333.13	443.06	385.43
6 inch	717.50	954.28	830.15

⁽¹⁾ In effect as of January 22, 2019

Source: The City

	Fire Flow Charge per Month¹		
	Inside City Limits	Outside City Limits	Former Water Dist. O/S City
Meter Size			
5/8 & 3/4 inch	\$ 1.59	\$ 2.11	\$ 1.84
1 inch	1.69	2.25	1.96
1 1/2 inch	2.44	3.25	2.82
2 inch	2.63	3.50	3.04
3 inch	6.31	8.40	7.30
4 inch	9.75	12.97	11.28
6 inch	19.51	25.95	22.57

⁽¹⁾ In effect as of January 22, 2019

Source: The City

ENVIRONMENTAL AND REGULATORY MATTERS

Permitting

Wastewater Discharge Permits. The federal Clean Water Act (“CWA”) contains requirements relating to the discharge of process waste water and storm water to navigable waters of the United States. The City is required to obtain certain National Pollutant Discharge Elimination System (“NPDES”) permits from DNR to demonstrate compliance with the requirements of the CWA. Section 316(b) of the CWA requires that NPDES permits for existing facilities with cooling water intake structures ensure that the location, design, construction and capacity of the structures reflect the Best Technology Available to minimize harmful impacts on fish and other aquatic life as the result of impingement or entrainment. The EPA promulgated its final Section 316(b) regulations on August 15, 2014. The City does not have any power station cooling water intake structures affected by the Section 316(b) regulations.

The City has obtained and is in compliance with two NPDES permits, including requirements for storm water management. On September 30, 2015, the EPA finalized a rule revising the regulation of steam-electric generating effluent limitations guidelines (the “ELG Rule”). On April 13, 2017, the EPA announced the agency’s decision to review and reconsider the ELG Rule. An administrative stay has been issued to delay compliance deadlines with the ELG Rule.

Air Emissions Operating Permits. The federal Clean Air Act (“CAA”) and Missouri Air Pollution Control Program impose a suite of requirements on electric generating facilities. The City’s generating facilities

are required to hold operating permits that (i) set forth emissions limits, (ii) require pollution control equipment to be operated and maintained pursuant to applicable environmental regulations and rules, (iii) require compliance with applicable new or amended air quality rules, and (iv) set forth monitoring, recordkeeping and reporting requirements. The EPA air quality regulations are generally implemented by DNR.

Acid Rain Permits. Title IV of the CAA establishes the Acid Rain Program to address the effects of acid rain and impose restrictions on sulfur dioxide (“SO₂”) emissions and nitrogen oxide (“NO_x”) emissions from electric generating facilities, particularly those fueled by coal. SO₂ emissions were limited by means of a market-based cap and trade program. The City is allocated sufficient Acid Rain allowances for its generating units to continue normal operations.

Solid Waste Disposal Permits. DNR has adopted a permitting system for the management and disposal of solid waste generated by power stations. The City is in compliance with current permit requirements and regulations.

Environmental Regulation

Clean Air Act. In recent years, the EPA has promulgated a series of clean air regulations with a goal of reducing or eliminating emissions from coal-fired power plants. These are described below:

Cross-State Air Pollution Rule. The Clean Air Interstate Rule (“CAIR”), finalized in 2005, implemented reductions in Sulfur Dioxide (“SO₂”) and Nitrogen Oxide (“NO_x”) emissions in 28 states, including Missouri. In July 2011, the EPA finalized the Cross-State Air Pollution Rule (“CSAPR”) to replace the CAIR controls for SO₂ and NO_x emissions in 23 states, including Missouri. CSAPR also covers fine particulate matter. CSAPR is based on a market-based cap-and-trade program similar to CAIR. CSAPR only covers individual electric generating units with an output greater than 25 megawatts.

In December 2011, the D.C. Circuit Court of Appeals stayed implementation of CSAPR on procedural grounds. In August 2012, the D.C. Circuit Court of Appeals vacated CSAPR and remanded the rule to EPA for a new rule to be issued in accordance with the Court’s opinion, leaving CAIR in place pending outcome of the cases. The EPA sought and was granted review by the U.S. Supreme Court and the U.S. Supreme Court heard oral argument on the review in December 2013. On April 29, 2014, the U.S. Supreme Court issued its decision reversing the D.C. Circuit Court of Appeals decision and remanded the cases for further proceedings. On June 26, 2014, the EPA filed a motion to lift the stay of the CSAPR. On October 23, 2014, the D.C. Circuit Court of Appeals ordered that the EPA’s motion to lift the stay of CSAPR be granted. Following the Court’s order, EPA issued an administrative rule that tolls CSAPR compliance Phase 1 and 2 schedules three (3) years. Phase 1 of CSAPR began January 1, 2015 and implementation of Phase 2 began in 2017. The unit allocations (i.e., SO₂ and NO_x) issued to the City were sufficient for the City to operate in normal operations, and generation in calendar 2019 will be about 25% of historical levels. The City expects that sufficient allowances for future operations will be readily available as the market for CSAPR allowances develops and matures.

Mercury and Air Toxics Standards Rule. On February 16, 2012, the EPA issued the Mercury and Air Toxics Standards (“MATS”) regarding emissions of toxic air pollutants from power plants. These pollutants include mercury, arsenic, chromium, nickel, dioxins, furans, acid gases, hydrogen chloride and hydrogen fluoride. For existing coal-fired electric generating units, the MATS establish numerical emission limits for mercury, particulate matter, a surrogate for toxic non mercury metals, and hydrogen chloride, a surrogate for acid gases. The EPA issued revised MATS effective April 24, 2014 to change the standards for new coal-fired electric generating units, and to amend the provisions on start-up and shut-down. The emission limits for existing units were to be met by April 16, 2015. None of the City’s units are affected by MATS.

IB MACT Rule. Section 112 of the CAA establishes requirements for major sources of hazardous air pollutants (“HAPs”). As required by subsection 112(b), the EPA had previously promulgated the IB MACT Rule (under 40 CFR Part 63 DDDDD) on September 13, 2004. The US Court of Appeals for the District of

Columbia vacated this Rule on June 8, 2007. In response to the court's vacature, the EPA Administrator signed a new IB MACT Rule published in the Federal Register on June 4, 2010 and finalized on March 21, 2011. However, on December 2, 2011, the EPA proposed reconsiderations to the publication leading to a final rule issued January 13, 2013. Compliance with the final IB MACT Rule was required by January 31, 2016.

In general, the IB MACT Rule requirements include: Emission limitations, operational limitations, work practice standards, compliance demonstration requirements, notifications, recordkeeping and reporting. Emission limits are set for mercury, particulate matter or total selected metals, hydrochloric acid and CO. Originally, Boilers 6, 7 and 8 at the Power Plant were subject to the IB MACT Rule.

On March 16, 2015, the City filed an application with DNR for a construction permit to construct NO_x reduction upgrades on natural gas fired Boiler 8, and to convert Boilers 6 and 7 to 100% wood fuel. Following the construction, the City was no longer a major source of HAPs and is instead subject to the Area Source Boiler MACT regulations published in the Federal Register on February 1, 2013. A facility can be designated as an "Area Source" if it emits less than 10 tons per year ("TPY") of any individual HAP and less than 25 TPY for all HAPs from all emissions sources at the facility. As an Area Source of HAPs, the City does not have any emission limits on Boilers 6 and 7 so long as they burn 100% biomass because there are no biomass boiler emission limits in the Rule. Boiler 8 is also not subject to the Area Source Boiler MACT as natural gas boilers are exempt from the Area Source Boiler MACT.

National Ambient Air Quality Standards. The CAA requires the EPA to establish National Ambient Air Quality Standards ("NAAQS") for certain air pollutants. When a NAAQS has been established, each state must implement programs to achieve and maintain the NAAQS in that state. Each state must identify areas in its state that do not meet a NAAQS (known as "non-attainment areas") and develop regulatory measures to reduce or control the emissions of that air pollutant in order to meet the NAAQS and become an "attainment area."

The EPA is in the process of reviewing or has just completed review of NAAQS for certain air pollutants that are emitted by electric generating facilities including nitrogen dioxide, SO₂, ozone and PM. These NAAQS are in various stages of review and implementation. The EPA dramatically reduced the NAAQS for SO₂ on June 22, 2010. As of December 2017, the EPA has designated areas in non-attainment status for SO₂ in Jackson County and Jefferson County and no areas in Boone County have been designated as non-attainment areas. Boone County is currently designated as unclassifiable, meaning insufficient information is available to determine attainment or non-attainment. Ambient air quality monitoring data collected near one of the City's facilities shows substantial compliance with the 2010 standard.

On January 19, 2010, the EPA published a proposed rule for stricter NAAQS for ground-level ozone. On November 25, 2014, the EPA re-proposed strengthening the NAAQS for ground-level ozone. The proposed rule was published in the Federal Register on December 17, 2014. The final rule was issued on October 26, 2015. The rule tightened the 8-hour standard from its 75 ppb level to 70 ppb. As of September 2016, Boone County has been designated as unclassifiable/attainment as it contains no monitors to measure violations of the NAAQS for ground-level ozone.

Internal Combustion Maximum Achievable Control Technology Rule. In 2010, the EPA issued a final rule regulating hazardous air pollutant emissions from Compression Ignition Reciprocating Internal Combustion Engines ("CI-RICE") larger than 100 braking horsepower, including formaldehyde. The rule provided differing mandatory requirements for engines based on total horsepower, with the most stringent controls, including the installation of catalytic converters, reserved for units over 500 horsepower. The rule allows cities to designate these units for "emergency only" operation and to generate without any emission controls when power is interrupted from their regular supplier. The City does not employ any reciprocating internal combustion engines for generation support. All of the City's RICE engines are deployed for emergency operations to support plant functions (e.g., on-site fire suppression system pumps, water treatment

plant back-up pumps, broadband system backup generators) and are therefore designated for emergency use. Accordingly, the City does not anticipate any material impact from the RICE regulations.

Climate Change and Green House Gas Emissions. Carbon Dioxide (“CO₂”) and other greenhouse gases (“GHG”) are believed to be linked to climate change. The House of Representatives in the 111th Congress passed H.R. 2454, the “American Clean Energy and Security Act of 2009” to regulate among other conditions, the emission of GHG. While several similar bills were introduced in the Senate, no bill passed out of committee or came to the Senate Floor for debate. No similar legislation has been filed and heard by committees of jurisdiction in either the House or Senate through the 115th Congress.

The City cannot predict what, if any, bill may become law. From time to time various bills are introduced in Congress and in state legislatures and regulations are proposed by various agencies (both federal and state) that could, if enacted into law, impact the regulation of the electric industry. The City cannot predict at this time whether any additional legislation or rules will be enacted at the state or federal level that will affect Electric Utility operations, and if such laws are enacted, what the impact of such actions to the Electric Utility might be in the future.

The City is subject to monitoring and reporting requirements for GHG under EPA’s mandatory greenhouse gas reporting program for each of its affected facilities. The City began reporting under this program for the 2010 emission year.

Air Emissions New Source Review. Both the CAA and Missouri Air Pollution Control Program contain new source review (“NSR”) requirements that require pre-construction permits authorizing the discharge of air emissions from new or modified facilities. Beginning in the late 1990’s, the EPA issued notices of violation against multiple utilities across the country for alleged violations of the NSR provisions. In many cases, the U.S. Department of Justice has filed lawsuits alleging NSR violations. Many of the lawsuits have been settled. Generally, the government alleged that projects performed at various coal-fired units were major modifications requiring permits and stringent air pollution controls under the Prevention of Significant Deterioration (“PSD”) and/or Title V programs. The lawsuits seek CAA statutory penalties and the installation of Best Available Control Technology (“BACT”). In May 2010, the EPA issued a final rule on GHG from stationary sources under the CAA. The so-called Tailoring Rule, which became effective January 2, 2012, applies to new facilities which emit at least 100,000 tons of GHG per year or substantially modified facilities which emit at least 75,000 tons of GHG per year. Affected facilities are required as part of the permitting process to undergo a BACT review to determine what additional emission controls or mitigation strategies, if any, could be implemented to further reduce emissions. The U.S. Supreme Court issued a ruling on June 23, 2014, invalidating that portion of the rule which requires new sources which would not be required to undergo Title V permitting or PSD review except for their emissions of CO₂, to do so.

The Electric Utility’s generating facilities have not been subject to investigation as part of this enforcement initiative. Management believes that recent upgrades to existing facilities result in air pollution controls that constitute BACT.

New Source Performance Standards. In 2012 and in 2014, the EPA proposed New Source Performance Standards (“NSPS”) for emissions of CO₂ from electric generating facilities. The NSPS are strictly limited to new sources. The rule does not include requirements for modified sources. As to existing electric generating facilities, the rule states that the EPA will issue guidance for states to use as a basis to develop standards for a “best system of emissions reductions” which can include measures from CO₂ emissions standards to state or regional cap and trade programs to demand or supply side controls on electric generation. The final rule was published on October 23, 2014.

On June 2, 2014, the EPA issued a proposed Clean Power Plan (“CPP”) that calls for a 32% reduction by 2030 in carbon emissions from existing power generation sources, when compared to 2012 levels. The State is required to achieve a carbon intensity level of no more than 1,621 lbs of CO₂ per net megawatt hour (lbs/MWH)

by 2020 and a carbon intensity level of no more than 1,544 lbs/net MWH by 2030. The final CPP was to become effective on October 23, 2015. Following legal challenges, on February 9, 2016, the U.S. Supreme Court granted emergency stay applications preventing the EPA from implementing the CPP until the D.C. Circuit Court issued a judgment on the CPP's legality. On March 28, 2017, President Trump signed the Executive Order on Energy, which called for a review of the CPP. Following the review, in December 2017, the EPA released an advance notice of proposed rulemaking, initiating the formal process to repeal the CPP. In August 2018, the EPA issued the proposed Affordable Clean Energy ("ACE") rule, which would replace the CPP. The proposed ACE rule still seeks a 34% reduction by 2030 in carbon emissions, when compared to 2012 levels.

The ACE rule provides that the best system of emissions reductions (BSER) for existing electric generating units (EGUs) is based on heat rate improvement measures that can be applied at an existing coal-fired EGU. The City's Boilers 6 and 7 formerly used coal as fuel but are now only permitted to use wood waste and natural gas as fuel. The City does not anticipate any significant issues with compliance with the proposed ACE rule.

Solid Waste Disposal. On May 18, 2010, the EPA released its proposed rules for regulating the disposal and management of coal combustible residuals. On December 19, 2014, the EPA Administrator signed the final rule for Disposal of Coal Combustion Residuals from Electric Utilities, which were published in the Federal Register on April 17, 2015 with an effective date of October 14, 2015. The final rule preserves the Bevill determination that coal combustion residuals are non-hazardous and maintains regulation CCR under Subtitle D of the Resource Conservation and Recovery Act (RCRA). Further, the rule supports recycling of CCR by encouraging safe, beneficial use practices currently used by the City. The final rule requires the City to demonstrate compliance for its CCR surface impoundments and landfills through verification and demonstration process, including establishing groundwater monitoring, development of fugitive dust plans and enhanced inspection programs. Elements of this demonstration and verification process may require capital investment, which could be significant depending on the results of the testing, and increased operating costs to the Electric Utility's coal-fired units.

FERC Regulation

The Energy Policy Act of 1992 (the "1992 Energy Act") made fundamental changes in the federal regulation of the electric utility industry, particularly in the area of transmission access. With the passage of the 1992 Energy Act, the United States Federal Energy Regulatory Commission ("FERC") was given authority to direct utilities to make their transmission systems available for use by others at rates and terms comparable to the owners' uses of their own systems. In particular, the 1992 Energy Act provides the FERC with the authority, upon application by an electric utility, federal power marketing agency or other power generator, to require a transmitting utility to provide transmission services to the applicant essentially on the cost of service basis. Municipally-owned electric utilities are "transmitting utilities" for purposes of these provisions of the 1992 Energy Act. This "open access" environment provides an expanded and more competitive market for both generators and wholesale purchasers of electricity, and such increased competition is expected to continue in the future.

Under certain FERC regulations, FERC has required open-access, mandatory transmission tariffs to be placed into effect for all jurisdictional utilities. Utilities are authorized to file for changes in their tariffs under the Federal Power Act. The goal of these regulations, according to FERC, is to deny to an owner of transmission facilities any unfair advantage over its competitors that exists by virtue of such owner's control of its transmission system.

Order No. 1000, issued by FERC in 2011, requires public utility transmission providers to improve transmission planning processes and allocate cost for new transmission facilities to beneficiaries of those facilities, and requires public utility transmission providers to align transmission planning and cost allocation in order to remove barriers to development of transmission facilities. Municipally-owned electric utilities are

not subject to FERC jurisdiction under these orders but may be denied transmission service by a FERC-jurisdictional utility if they do not offer comparable transmission services.

FERC stated that its overall objective was to ensure that all participants in wholesale electricity markets have non-discriminatory open-access to transmission service, including network transmission service and ancillary services. FERC also indicated that it intends to apply the principles set forth in the regulations to the maximum possible extent to municipal and other non-jurisdictional utilities, both in deciding requests for transmission services orders, as described above, and by requiring such utilities to agree to provide open access transmission service as a condition to securing transmission service from jurisdictional investor-owned utilities under open access tariffs.

Energy Policy Act of 2005. The Energy Policy Act of 2005 (the “2005 Energy Act”) addressed a wide array of energy matters that affect the entire electric utility industry, including the Electric Utility. Among other things, the 2005 Energy Act: (a) authorizes FERC to require non-FERC jurisdictional utilities to provide open access to their transmission systems and to comply with certain rate change provisions of the Federal Power Act (the “FPA”); (b) authorizes FERC to order refunds for certain short-term, wholesale sales by state and municipal power entities if such sales violate FERC-approved tariffs or FERC rules; (c) allows load-serving entities that hold certain firm transmission rights to continue to use those rights to serve their customers; (d) provides for the establishment of a national electric reliability organization to develop and enforce, subject to FERC’s oversight, mandatory reliability standards for operation of the transmission grid; (e) prohibits market manipulation and submission of false information; (f) gives FERC certain authority to issue construction permits for transmission projects that are to be located in “national interest electric transmission corridors” (to be designated by the Department of Energy); (g) eliminates certain ownership restrictions on qualifying cogeneration and small power production facilities under the Public Utility Regulatory Policies Act and authorizes FERC to eliminate prospective utilities’ obligation to purchase from these qualifying facilities under certain circumstances; (h) requires state utility regulatory commissions and “non-regulated electric utilities” to consider adopting certain standards on net metering, fuel diversity, fossil fuel plant diversity, certain metering and time-based rate schedules and demand response, and interconnection with distributed generation facilities; (i) replaces regulation of utility holding companies under the Public Utility Holding Company Act of 1935 with more limited oversight of such companies; (j) increases FERC’s authority to review mergers of public utility companies; and (k) directs FERC to establish, for transmission companies whose rates are regulated by FERC, rate incentives to invest in transmission.

The City has incurred significant costs related to monitoring and documenting compliance with mandatory reliability standards; however, those cost have been absorbed into on-going operating costs.

Natural Gas Distribution Regulation

As with the electrical utility industry, the natural gas distribution industry has undergone and is undergoing fundamental changes in the federal regulation of such industry, particularly in the area of distribution access. These changes are expected to increase competition in the natural gas distribution utility industry. The City cannot determine what effect such increased competition will have on the business and affairs of the System and its revenues.

Water Quality and Other Water Environmental Regulations

Water utilities are subject to continuing environmental regulation. Federal, state and local standards and procedures that regulate the environmental impact of water utilities are subject to change. These changes arise from continuing legislative, regulatory and administrative actions regarding environmental standards and procedures. Consequently, there is no assurance that facilities in operation will remain subject to the regulations currently in effect, will always be in compliance with further regulations or will always be able to obtain all required operating permits. An inability to comply with environmental standards could result in reduced operating levels or the complete shutdown of facilities not in compliance. Legislative, regulatory or

administrative changes or enforcement actions involving environmental controls that could adversely affect the operation of the facilities of the Water Utility and impose increased costs on the Water Utility. For example, the Water Utility has made substantial expenditures in recent years in order to maintain compliance with evolving clean water regulations.

Drinking water regulations are promulgated by the EPA pursuant to the federal Safe Drinking Water Act ("SDWA"). The City is also subject to the federal regulations promulgated under SDWA. These statutory and regulatory requirements are administered by the EPA through the DNR. The EPA sets legal limits on the levels of certain contaminants in drinking water. The legal limits reflect both the level that protects human health and the level that water systems can achieve using the best available technology.

For more than three decades, the City's water met or exceeded the maximum contaminant level set by the EPA. In May of 2008, customers were notified that the water had exceeded the maximum contaminant level set by the EPA for total trihalomethanes (THM). Recent water tests have shown decreased levels of THM; the City's water again now meets all quality standards. To further reduce THM levels, the Water Utility started using chloramines as a secondary disinfectant in August 2009. Subsequent testing has shown that the level of THMs has been reduced by 50% and is well below the maximum allowable level. Chloramine disinfection is a common technique used in many water systems over the last 90 years. The most recent annual water quality report continues to identify the level of THMs in the 42-43 ppb range, substantially below the 80 ppb maximum contaminant level.

In addition to federal requirements, the City must comply with the requirements of the State. The primary state laws related to water supply operations are found in the Missouri Safe Drinking Water Act.

As a public water system, the City's water treatment facility operates under a permit from DNR and must comply with rigorous drinking water standards. The City is in full compliance with its permit requirements.

OTHER MATTERS AFFECTING THE CITY AND THE SYSTEM

Changes in the Electrical Utility Industry

General. The electric utility industry has been, and in the future will be, affected by a number of factors that will have an impact on the business, affairs and financial condition of both public and private electric utilities, including the Electric Utility.

Such factors include, among others (a) effects of compliance with rapidly changing environmental, safety, licensing, regulatory and legislative requirements, (b) changes resulting from conservation and demand-side management programs on the timing and use of electric energy, (c) changes that might result from a regional or national energy pool, (d) increasing competition from independent power producers, marketers and brokers, (e) "self-generation" by certain industrial and commercial customers, (f) issues relating to the ability to issue tax-exempt obligations, including severe restrictions on the ability to sell to nongovernmental entities electricity from generation projects financed with outstanding tax-exempt obligations (g) changes from projected future load requirements, (h) increases in costs and effect of inflation on the operation and maintenance of an electric utility and its facilities, (i) shifts in the availability and relative costs of different fuels, (j) changes that may result from a national energy policy, climate change legislation and regulations that target contributions made by coal-fired and other fossil fueled generating units, (k) inadequate risk management procedures and practices with respect to, among other things, the purchase and sale of energy, fuel and transmission capacity, (l) effects of financial instability of various participants in the power market, (m) issues related to reliability and cyber security at System facilities, (n) transmission availability and cost allocation, and (o) changes in revenue due to unseasonable changes in the weather. Any of these factors (as

well as other factors) could have an effect on the financial condition of any given electric utility and likely will affect individual utilities in different ways.

The City cannot predict what effects these factors will have on the business, operations and financial condition of the City and the Electric Utility, but the effects could be significant. Certain sections of this Official Statement provide brief discussions of these factors. However, these discussions do not purport to be comprehensive or definitive, and these matters are subject to change subsequent to the date of this Official Statement. Extensive information on the electric and natural gas utility industries is available from legislative and regulatory bodies and other sources in the public domain.

FERC and the MISO

The MISO is the nation's first RTO approved by the FERC. The MISO is based in Carmel, Indiana, and is responsible for monitoring the electric transmission system that delivers power from generating plants to wholesale power transmitters (the entities that deliver power to distribution companies that, in turn, deliver power to residential and commercial customers). The MISO's role is to ensure equal access to the transmission system and to maintain or improve electric system reliability in the Midwest.

The MISO was founded on February 12, 1996, and was specifically configured to comply with FERC's concept of an independent organization that will ensure the smooth regional flow of electricity in a competitive wholesale marketplace. The MISO's primary objective is to "direct traffic" on the wholesale bulk electric power lines. In this role, the MISO ensures that every electric industry participant has access to the lines and that no entity has the ability to deny access to a competitor. The MISO also manages the use of the lines to make sure that they do not become overloaded.

Utilities with more than 100,000 miles of transmission lines covering 1.1 million square miles from Manitoba, Canada, to Indiana have committed to participate in the MISO. MISO recently integrated a southern region which includes much of Arkansas, Mississippi and Louisiana.

The MISO administers the "tariff"—the terms, conditions and rate information applicable to various types of electric service. A tariff is consistent with the mandate of FERC Order No. 2000, which requires RTOs to provide real-time energy imbalance services and a market-based mechanism for congestion management. The MISO began selling transmission service under its "tariff" on February 1, 2002.

The MISO filed Certificates of Operational and Organizational Readiness with FERC and launched its Energy Markets on April 1, 2005. To incorporate ancillary services, the MISO launched the Energy and Operating Reserve Market on January 6, 2009.

The nature and operations of RTOs and RTO markets continue to evolve, and the City cannot predict whether their existence will meet FERC's goal of reducing transmission congestion and costs and creating a competitive power market.

Energy Policy Act of 1992 and Retail Wheeling

Regulatory authority with respect to retail wheeling, which allows a retail customer to be located in one utility's service area and to obtain power from another utility or non-utility source, is specifically excluded from the enhanced authority granted to the FERC under the Energy Policy Act. Many believe that this leaves the authority for regulation of retail wheeling with state legislative and regulatory bodies that, in several states, are now receiving and acting on requests for this service. One potential effect of this trend is that utilities with low-cost power may be better able to compete for new and existing loads. Neither the Missouri Legislature nor the Missouri Public Service Commission has yet taken any action relating to retail wheeling.

RISK FACTORS

The following section describes certain risk factors affecting the payment of and security for the Bonds. The following discussion of risks is not meant to be an exhaustive list of the risks associated with the purchase of Bonds and does not necessarily reflect the relative importance of the various risks. Potential investors are advised to consider the following factors along with all other information in this Official Statement in evaluating the Bonds. There can be no assurance that other risk factors will not become material in the future.

Limited Obligations

The Bonds are special, limited obligations of the City and are payable solely out of the Net Revenues of the System. The Bonds do not constitute a general obligation of the City and do not constitute an indebtedness of the City within the meaning of any constitutional, charter or statutory provision, limitation or restriction. The Bonds are not payable by and have no recourse to the power of taxation. The Bondowners have no lien on or security interest in any of the physical assets of the City, including the System.

Although the City has agreed in the Bond Ordinance and is required by law to charge rates sufficient to pay, among other things, the principal of and interest on the Bonds (see the caption **“SECURITY AND FOR THE BONDS – The Bond Ordinance – Rate Covenant”** herein), there is no assurance that, because of adverse economic conditions, unexpected repairs, replacements or improvements to the System or other unanticipated circumstances, the City will be successful in collecting sufficient revenues to pay debt service on the Bonds on a timely basis.

Factors Affecting the Business Operations of the System

One or more of the following factors or events, or the occurrence of other unanticipated factors or events, could adversely affect the System’s operations and financial performance to an extent that cannot be determined at this time:

1. *Future Economic Conditions.* Increased unemployment, increased costs of supplies, material, labor, fuel power, energy or other adverse economic conditions or changes in demographics in the service area of the System.

2. *Insurance Claims.* Increases in the cost of general liability insurance coverage and the amounts paid in settlement of liability claims not covered by insurance. There can be no assurance that future claims would not exceed the City’s reserve and insurance or materially adversely affect its operations or financial condition.

3. *Weather and Natural Disasters.* Weather conditions may affect the demand for both water and electricity. The occurrence of natural disasters, such as tornadoes, ice storms, snow storms, floods, earthquakes or droughts, could damage the facilities, affect fuel, power, energy or water supply or power and energy production facilities, interrupt services or otherwise impair operations and the ability of the City to produce revenues. There can be no assurance that future occurrences would not exceed the City’s insurance or materially adversely affect its operations or financial condition.

4. *Environmental Requirements.* Utilities are subject to continuing environmental regulation. Federal, state and local standards and procedures which regulate the environmental impact of utilities are subject to change. These changes may arise from continuing legislative, regulatory and judicial action regarding such standards and procedures. Consequently, there is no assurance that facilities in operation will remain subject to the regulations currently in effect, will always be in compliance with further regulations, or will always be able to obtain all required operating permits. An inability to comply with environmental standards could result in reduced operating levels or the complete shutdown of facilities not in compliance.

Legislative, regulatory, administrative or enforcement action involving environmental controls could adversely affect the operation of the facilities of the City. For example, if property of the City is determined to be contaminated by hazardous materials, the City could be liable for significant clean-up costs even if it were not responsible for the contamination.

5. *Federal and State Energy Policy.* The federal and state governments could adopt new regulations and rules relating to how the System operates, which could materially adversely affect its financial condition.

6. *Changes in Management.* Changes in key management personnel could affect the operations of the System.

7. *Organized Labor Efforts.* Efforts to organize employees of the City into collective bargaining units could result in adverse labor actions or increased labor costs.

8. *Miscellaneous Factors.* The utility industry in general has experienced, or may in the future experience, problems including (a) the effects of inflation upon the costs of operation of facilities, (b) uncertainties in predicting future demand requirements, (c) increased financing requirements coupled with the increased cost and uncertain availability of capital, and (d) compliance with rapidly changing environmental, safety, rate and licensing regulations and requirements.

Factors Relating to Security for the Bonds

Enforcement of the remedies under the Bond Ordinance may be limited or restricted by state and federal laws relating to bankruptcy, fraudulent conveyances, and rights of creditors and by application of general principles of equity affecting the enforcement of creditors' rights and liens securing such rights, and the exercise of judicial authority by state or federal courts, and may be subject to discretion and delay in the event of litigation or statutory remedy procedures. The various legal opinions to be delivered concurrently with the delivery of the Bonds will be qualified as to the enforceability of the various legal instruments by limitations imposed by state and federal laws, rulings and decisions affecting remedies, and by general principles of equity and by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors. In the event of a default, no assurance can be given that the exercise of remedies provided in the Bond Ordinance will provide proceeds sufficient to make timely payments of principal of, premium, if any and interest on the Bonds.

Assumptions in Projections

This Official Statement contains certain projected results of operations of the City and projections regarding the ability of the City to generate revenues sufficient to pay debt service on the Bonds. Such projections are based on certain assumptions made by the City and its management that may not materialize due to unanticipated events or circumstances.

No Mortgage on the Projects

Payment of the principal of and interest on the Bonds is not secured by any deed of trust, mortgage or other lien on the projects financed with the proceeds of the Bonds nor any other property of the City.

Certain Matters Relating to Enforceability

The remedies available upon a default under the Bond Ordinance, will, in many respects, be dependent upon judicial actions, which are often subject to discretion and delay. Under existing constitutional and statutory law and judicial decisions, including the United States Bankruptcy Code, the remedies specified in the Bond Ordinance may not be readily available or may be limited. The various legal opinions to be delivered in connection with the issuance of the Bonds will be expressly subject to the qualification that the

enforceability of the Bond Ordinance is limited by bankruptcy, reorganization, insolvency, moratorium and other similar laws affecting the rights of creditors and by the exercise of judicial discretion in appropriate cases.

The Hancock Amendment

An amendment to the Missouri Constitution limiting taxation and government spending was approved by Missouri voters on November 4, 1980. This amendment limits the ability of the City to impose new or increased taxes to provide funding for the payment of the Bonds, or other governmental purposes of the City, without voter approval. The amendment (popularly known as the Hancock Amendment) limits the rate of increase and the total amount of taxes that may be imposed in any Fiscal Year, and the limit may not be exceeded without voter approval. Provisions are included in the amendment for rolling back property tax rates to produce an amount of revenue equal to that of the previous year if the definition of tax base is changed or if property is reassessed. The tax levy on the assessed valuation of new construction is exempt from this limitation. The limitation on local governmental units does not apply to taxes imposed for the payment of principal of and interest on general obligation bonds approved by the requisite percentage of voters.

The Hancock Amendment also requires political subdivisions of the State to obtain voter approval in order to increase any “*tax, license or fee.*” The precise meaning and application of the phrase “*tax, license or fee*” is unclear, but decisions of the Missouri Supreme Court have indicated that it does not apply to traditionally set user fees, including rates imposed by the City’s System. The limitations imposed by the Hancock Amendment restrict the City’s ability to increase many but not all taxes, licenses and certain fees without obtaining voter approval.

Tax-Exempt Status of the Bonds

For information with respect to events that may cause interest on the Bonds to be included in gross income for purposes of federal income taxation or not be exempt from income taxation by the State of Missouri, see “**TAX MATTERS**” herein. Furthermore, the Bond Ordinance does not require the City to redeem the Bonds or to pay any additional interest or penalty in the event that interest on the Bonds becomes taxable.

Risk of Audit of the Bonds

The Internal Revenue Service (the “Service”) has established an ongoing program to audit tax-exempt obligations to determine whether interest on such obligations should be included in gross income for federal income tax purposes. No assurance can be given that the Service will not commence an audit of the Bonds. Owners of the Bonds are advised that, if an audit of the Bonds were commenced, in accordance with its current published procedures, the Service is likely to treat the City as the taxpayer, and the owners of the Bonds may not have a right to participate in such audit. Public awareness of any audit could adversely affect the market value and liquidity of the Bonds during the pendency of the audit, regardless of the ultimate outcome of the audit.

Loss of Premium from Redemption

Any person who purchases the Bonds at a price in excess of their principal amount or who holds such Bonds trading at a price in excess of par should consider the fact that the Bonds are subject to redemption prior to maturity at the redemption price described herein in the event such Bonds are redeemed prior to maturity. See “**THE BONDS – Redemption Provisions**” in this Official Statement.

Amendment of the Bond Ordinance

Certain amendments to the Bond Ordinance may be made without the consent of or notice to the owners of the Bonds, other amendments may be made with the consent of the owners of not less than a majority in principal amount of the Bonds then outstanding, and other amendments may be made with the consent of the owners of all the Bonds then outstanding. Such amendments may adversely affect the owners of the Bonds.

Investment Ratings and Secondary Market

The lowering or withdrawal of the investment rating initially assigned to the Bonds could adversely affect the market price for and the marketability of the Bonds. There is no assurance that a secondary market will develop for the purchase and sale of the Bonds. Prices of municipal securities in the secondary market are subject to adjustment upward and downward in response to changes in the credit markets and changes in operating performance of the entities operating the facilities subject to the municipal securities. From time to time the secondary market trading in selected issues of municipal securities will fluctuate as a result of the financial condition or market position of the underwriter, prevailing market conditions, or a material adverse change in the operations of that entity, whether or not the subject securities are in default as to principal and interest payments, and other factors which may give rise to uncertainty concerning prudent secondary market practices. Municipal securities are generally viewed as long-term investments, subject to material unforeseen changes in the investor's circumstances, and may require commitment of the investor's funds for an indefinite period of time, perhaps until maturity.

Defeasance Risks

When all of the Bonds are deemed paid as provided in the Bond Ordinance, the requirements contained in the Bond Ordinance and all other rights granted to bond owners thereby shall terminate. Bonds or scheduled interest payments thereon shall be deemed to have been paid and discharged within the meaning of the Bond Ordinance if there has been deposited with the Paying Agent, or other commercial bank or trust company and having full trust powers, at or prior to the stated maturity or redemption date of said Bonds or the interest payments thereon, in trust for and irrevocably appropriated thereto, moneys and Defeasance Obligations which, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of said Bonds and interest accrued to the stated maturity or redemption date, or if default in such payment has occurred on such date, then to the date of the tender of such payments; provided, however, that if any such Bonds are to be redeemed prior to their stated maturity, (1) the City has elected to redeem such Bonds, and (2) either notice of such redemption shall have been given, or the City shall have given irrevocable instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the Paying Agent to give such notice of redemption in compliance with the Bond Ordinance. Defeasance Obligations include, in addition to cash and obligations pre-refunded with cash, bonds, notes, certificates of indebtedness, treasury bills and other securities constituting direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States of America. There is no legal requirement in the Bond Ordinance that Defeasance Obligations consisting of such United States obligations be or remain rated in the highest rating category by any rating agency. Prices of municipal securities in the secondary market are subject to adjustment upward and downward in response to changes in the credit markets and that could include the rating of Bonds defeased with Defeasance Obligations to the extent the Defeasance Obligations have a change or downgrade in rating.

CONTINUING DISCLOSURE INFORMATION

The City has agreed to provide certain annual financial information and notices of certain events to the Municipal Securities Rulemaking Board via the Electronic Municipal Market Access system ("EMMA"), in accordance with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the "Rule"). The

City has agreed to have updated financial information and operating data for the City available by the final day of the sixth month following the end of the City's Fiscal Year. The financial statements of the City are audited by the City's independent certified public accountants. The City has also agreed to provide prompt notice of the occurrence of certain material events with respect to the Bonds. See "**Summary of the Continuing Disclosure Undertaking**" in *Appendix C*.

Compliance with Prior Undertakings Under the Rule

The City's record of compliance during the past five years is provided below:

<u>Fiscal Year</u>	<u>Filing Deadline</u>	<u>Filing Date</u>	<u>Link to Filing Documentation</u>
2014	3/29/2015	2/5/2015	http://emma.msrb.org/ER838445-ER654266-ER1056046.pdf
2015	3/29/2016	2/17/2016	http://emma.msrb.org/EP913125-EP708084-EP1109994.pdf
2016	3/29/2017	2/9/2017	https://emma.msrb.org/ES1007673-ES789307-ES1190578.pdf
2017	3/29/2018	2/6/2018	https://emma.msrb.org/ER1124661-ER879988-ER1280627.pdf
2018	3/29/2019	2/5/2019	https://emma.msrb.org/ER1193303-ER933748-ER1334705.pdf

During the past five years, the City may not have made timely filings of event notices on EMMA relating to bond calls, defeasances or rating changes. The City believes this information was disseminated or available through other sources.

BASIC DOCUMENTATION

The City passed the Bond Ordinance for the purposes and subject to the terms and conditions described herein. A summary of the Bond Ordinance is contained in *Appendix C* to this Official Statement. The summary of the Bond Ordinance does not purport to be complete and is qualified in its entirety by reference thereto.

LEGAL MATTERS

Legal Proceedings

As of the date hereof, there is no controversy, suit or other proceeding of any kind pending or threatened wherein or whereby any question is raised or may be raised, questioning, disputing or affecting in any way the legal organization of the City or its boundaries, or the right or title of any of its officers to their respective offices, or the legality of any official act in connection with the authorization, issuance and sale of the Bonds, or the constitutionality or validity of the Bonds or any of the proceedings had in relation to the authorization, issuance or sale thereof, or the imposition and collection of rates and charges to pay the principal and interest thereof, or which might affect the City's ability to meet its obligations to pay the Bonds.

Approval of Legality

All legal matters incident to the authorization and issuance of the Bonds are subject to the approval of Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel. Bond Counsel has participated in the preparation of this Official Statement, but the factual and financial information appearing herein has been supplied or reviewed by certain officials of the City and certified public accountants, as referred to herein. Certain legal matters related to the Official Statement will be passed upon by Bond Counsel.

TAX MATTERS

The following is a summary of the material federal and State of Missouri income tax consequences of holding and disposing of the Bonds. This summary is based upon laws, regulations, rulings and judicial decisions now in effect, all of which are subject to change (possibly on a retroactive basis). This summary does not discuss all aspects of federal income taxation that may be relevant to investors in light of their personal investment circumstances or describe the tax consequences to certain types of owners subject to special treatment under the federal income tax laws (for example, dealers in securities or other persons who do not hold the Bonds as a capital asset, tax-exempt organizations, individual retirement accounts and other tax deferred accounts, and foreign taxpayers), and, except for the income tax laws of the State of Missouri, does not discuss the consequences to an owner under any state, local or foreign tax laws. The summary does not deal with the tax treatment of persons who purchase the Bonds in the secondary market. Prospective investors are advised to consult their own tax advisors regarding federal, state, local and other tax considerations of holding and disposing of the Bonds.

Opinion of Bond Counsel

In the opinion of Gilmore & Bell, P.C., Bond Counsel, under the law existing as of the issue date of the Bonds:

Federal and Missouri Tax Exemption. The interest on the Bonds (including any original issue discount properly allocable to an owner thereof) is excludable from gross income for federal income tax purposes and is exempt from income taxation by the State of Missouri.

Alternative Minimum Tax. The interest on the Bonds is not an item of tax preference for purposes of computing the federal alternative minimum tax.

Bank Qualification. The Bonds have not been designated as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code.

Bond Counsel’s opinions are provided as of the date of the original issue of the Bonds, subject to the condition that the City comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excludable from gross income for federal income tax purposes. The City has covenanted to comply with all such requirements. Failure to comply with certain of such requirements may cause the inclusion of interest on the Bonds in gross income for federal and Missouri income tax purposes retroactive to the date of issuance of the Bonds. Bond Counsel is expressing no opinion regarding other federal, state or local tax consequences arising with respect to the Bonds but has reviewed the discussion under the heading “**TAX MATTERS.**”

Other Tax Consequences

Original Issue Discount. For federal income tax purposes, original issue discount is the excess of the stated redemption price at maturity of a Bond over its issue price. The issue price of a Bond is generally the first price at which a substantial amount of the Bonds of that maturity have been sold to the public. Under Section 1288 of the Code, original issue discount on tax-exempt bonds accrues on a compound basis. The amount of original issue discount that accrues to an owner of a Bond during any accrual period generally equals (1) the issue price of that Bond, plus the amount of original issue discount accrued in all prior accrual periods, multiplied by (2) the yield to maturity on that Bond (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period), minus (3) any interest payable on that Bond during that accrual period. The amount of original issue discount accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period, will be excludable from gross income for federal income tax purposes, and will increase the owner’s tax basis in that Bond.

Prospective investors should consult their own tax advisors concerning the calculation and accrual of original issue discount.

Original Issue Premium. For federal income tax purposes, premium is the excess of the issue price of a Bond over its stated redemption price at maturity. The issue price of a Bond is generally the first price at which a substantial amount of the Bonds of that maturity have been sold to the public. Under Section 171 of the Code, premium on tax-exempt bonds amortizes over the term of the Bond using constant yield principles, based on the purchaser's yield to maturity. As premium is amortized, the owner's basis in the Bond and the amount of tax-exempt interest received will be reduced by the amount of amortizable premium properly allocable to the owner, which will result in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes on sale or disposition of the Bond prior to its maturity. Even though the owner's basis is reduced, no federal income tax deduction is allowed. Prospective investors should consult their own tax advisors concerning the calculation and accrual of bond premium.

Sale, Exchange or Retirement of Bonds. Upon the sale, exchange or retirement (including redemption) of a Bond, an owner of the Bond generally will recognize gain or loss in an amount equal to the difference between the amount of cash and the fair market value of any property received on the sale, exchange or retirement of the Bond (other than in respect of accrued and unpaid interest) and such owner's adjusted tax basis in the Bond. To the extent a Bond is held as a capital asset, such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the Bond has been held for more than 12 months at the time of sale, exchange or retirement.

Reporting Requirements. In general, information reporting requirements will apply to certain payments of principal, interest and premium paid on the Bonds, and to the proceeds paid on the sale of the Bonds, other than certain exempt recipients (such as corporations and foreign entities). A backup withholding tax will apply to such payments if the owner fails to provide a taxpayer identification number or certification of foreign or other exempt status or fails to report in full dividend and interest income. The amount of any backup withholding from a payment to an owner will be allowed as a credit against the owner's federal income tax liability.

Collateral Federal Income Tax Consequences. Prospective purchasers of the Bonds should be aware that ownership of the Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S corporations with "excess net passive income," foreign corporations subject to the branch profits tax, life insurance companies, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry or have paid or incurred certain expenses allocable to the Bonds. Bond Counsel expresses no opinion regarding these tax consequences. Purchasers of Bonds should consult their tax advisors as to the applicability of these tax consequences and other federal income tax consequences of the purchase, ownership and disposition of the Bonds, including the possible application of state, local, foreign and other tax laws.

RATINGS

S&P Global Ratings, a division of S&P Global Inc. ("S&P"), has assigned the Bonds the rating of "____" (____ Outlook). A rating reflects only the view of S&P at the time the rating is given, and the City and the Financial Advisor make no representation as to the appropriateness of the rating or that the rating will not be changed, suspended or withdrawn.

S&P has relied on the City and others for the accuracy and completeness of the information submitted in connection with the rating. The rating is not a "market" rating nor a recommendation to buy, hold or sell the Bonds. The rating may be changed, suspended or withdrawn as a result of changes in, or unavailability of,

information. Any downward revision, suspension or withdrawal of a rating could have an adverse effect on the market price and marketability of the Bonds.

MISCELLANEOUS

Financial Statements

Audited financial statements of the City as of and for the fiscal year ended September 30, 2018, are included in the City's Comprehensive Annual Financial Report in *Appendix B* to this Official Statement. These financial statements have been audited by RSM US LLP, Kansas City, Missouri, independent certified public accountants, to the extent and for the periods indicated in their report which is also included in *Appendix B* hereto.

Financial Advisor

Columbia Capital Management, LLC, Overland Park, Kansas, has acted as Financial Advisor to the City in connection with the sale of the Bonds. The Financial Advisor is a "municipal advisor" as defined in the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The Financial Advisor has assisted the City in the preparation of this Official Statement and in other matters relating to the issuance of the Bonds. The Financial Advisor has not, however, independently verified the factual information contained in this Official Statement. The Financial Advisor will not be a manager or a member of any underwriting group submitting a proposal for the purchase of the Bonds.

Underwriting

Based upon bids received by the City on May 6, 2019, the Bonds were awarded to _____ (the "Underwriter"). The Bonds are being purchased for reoffering by the Underwriter. The Underwriter has agreed to purchase the Bonds from the City at a price equal to \$_____ (representing the par amount of the Bonds less an underwriter's discount of \$_____ and plus a net original issue premium of \$_____). The Underwriter is purchasing the Bonds from the City for resale in the normal course of the Underwriter's business activities. The Underwriter may sell certain of the Bonds at a price greater than such purchase price, as shown on the inside cover page hereof. The Underwriter reserves the right to offer any of the Bonds to one or more purchasers on such terms and conditions and at such price or prices as the Underwriter, in its discretion, shall determine. The Underwriter reserves the right to join with dealers and other purchasers in offering the Bonds to the public. The Underwriter may offer and sell Bonds to certain dealers (including dealers depositing Bonds into investment trusts) at prices lower than the public offering prices.

Certification and Other Matters Regarding Official Statement

Information set forth in this Official Statement has been furnished or reviewed by certain officials of the City, certified public accountants, and other sources, as referred to herein, which are believed to be reliable. Any statements made in this Official Statement involving matters of opinion, estimates or projections, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates or projections will be realized. The descriptions contained in this Official Statement of the Bonds and the Bond Ordinance do not purport to be complete and are qualified in their entirety by reference thereto.

Simultaneously with the delivery of the Bonds, the City Manager, acting on behalf of the City, will furnish to the Underwriter a certificate which shall state, among other things, that to the best knowledge and belief of such officer, this Official Statement (and any amendment or supplement hereto) as of the date of sale and as of the date of delivery of the Bonds does not contain any untrue statement of a material fact or omit to

state a material fact required to be stated therein or necessary to make the statements herein, in light of the circumstances under which they were made, not misleading in any material respect.

The form of this Official Statement, and its distribution and use by the Underwriter has been approved by the City. Neither the City nor any of its councilmembers, officers or employees, in either their official or personal capacities, has made any warranties, representations or guarantees regarding the financial condition of the City or the City's ability to make payments required of it; and further, neither the City nor its officers, directors or employees assumes any duties, responsibilities or obligations in relation to the issuance of the Bonds other than those either expressly or by fair implication imposed on the City by the Bond Ordinance.

CITY OF COLUMBIA, MISSOURI

By: _____
Interim City Manager

APPENDIX A

CITY OF COLUMBIA, MISSOURI

APPENDIX A

CITY OF COLUMBIA, MISSOURI

TABLE OF CONTENTS

	<u>Page A-</u>
GENERAL AND DEMOGRAPHIC INFORMATION	1
Location and Size	Error! Bookmark not defined.
Municipal Services and Utilities.....	2
Economic Condition	2
General Demographic Statistics.....	2
Building Permits	3
DEBT STRUCTURE OF THE CITY	4
Current Long-Term General Obligation Indebtedness	4
History of General Obligation Indebtedness.....	Error! Bookmark not defined.
Other Long-Term Obligations of the City	4
Legal Debt Capacity	6
Overlapping General Obligation Indebtedness	6
No Default	6
FINANCIAL INFORMATION CONCERNING THE CITY	6
Accounting, Budgeting and Auditing Procedures	6
Sources of Revenue	7
Summary of Receipts, Expenditures and Fund Balances	8
Risk Management	8
PROPERTY TAX INFORMATION CONCERNING THE CITY	9
Property Valuations	9
Property Tax Levies and Collections.....	10
Tax Rates	11
Tax Collection Record.....	12
Major Property Taxpayers	12

GENERAL AND DEMOGRAPHIC INFORMATION

General

The City of Columbia (the “City”) is located in Boone County, Missouri (the “County”), in the central portion of the State of Missouri, approximately 125 miles east of Kansas City and 125 miles west of St. Louis. The City encompasses approximately 63 square miles and has a current estimated population of approximately 121,717.

The City is a constitutional home rule charter city and was organized in 1892 pursuant to the laws of the State of Missouri. The City has a Council-Manager, non-partisan form of government that was adopted in 1949. The Mayor and six council members are elected for three-year staggered terms with two council members elected each year. The City is divided into six wards, with one council member representing each ward and the Mayor being elected at large.

The Mayor presides over meetings of the City Council. The City Council establishes utility and tax rates and authorizes all municipal indebtedness. Tax rates are established by the City Council in such amounts necessary to generate tax revenues shown in the adopted budget. As required by state law, the aggregate City budget may not include any expenditures in excess of anticipated revenues. The City’s fiscal year ends on September 30.

The City Council appoints the City Manager, who serves as the chief executive and administrative officer of the City and is responsible to the City Council for the proper administration of all of the City’s affairs. The City Manager is responsible for appointing all department heads and for directing the operations of the City in accordance with policies set by the City Council.

The current Mayor and City Council members are as follows:

<u>Elected Officials</u>	<u>Service Began</u>	<u>Current Term Expires (April)</u>
Brian Treece, Mayor	2016	2019
Clyde Ruffin, Ward 1 Council Member	2014	2020
Mike Trapp, Ward 2 Council Member	2012	2021
Karl Skala, Ward 3 Council Member	2007 ⁽¹⁾	2019
Ian Thomas, Ward 4 Council Member	2013	2019
Matt Pitzer, Ward 5 Council Member	2017	2020
Betsy Peters, Ward 6 Council Member	2015	2021

⁽¹⁾ Mr. Skala served as the Ward 3 Council Member from 2007 through 2010 and regained the seat in 2013.

The Interim City Manager is John Glascock, who has served as Deputy City Manager since September 2015. Mr. Glascock began working with the City in March 2003 as the Chief Engineer of the Public Works Department. In May 2005, he became the Acting Director of the Public Works Department until July 2005 when he became the Director of the Public Works Department. During the period of December 2007 to July 2008, he also served as the Acting Director of the Water and Light Department. Mr. Glascock assumed the role of Interim City Manager on November 26, 2018. The City’s prior City Manager resigned from his position effective November 21, 2018. The City has engaged the firm of CPS HR Consulting to assist in its search for a replacement City Manager. The City expects to hire a permanent City Manager in the immediate future.

The Interim Finance Director is Janet Frazier, who retired in July 2018 after six years as the City’s Controller. The City’s prior Finance Director resigned from her position effective September 4, 2018. Once

the permanent City Manager is selected, the new City Manager will be responsible for hiring a permanent Finance Director.

Municipal Services and Utilities

The City provides the normal range of governmental services, such as street construction and maintenance, police protection, fire protection, streets and bridges, civil defense, code enforcement, building inspections, health services, animal control and parks. These items are financed from the revenues of the General Fund.

In addition, the City owns and operates several enterprise and internal service operations. Enterprise operations include: electric (generation and distribution), water, sewer, solid waste, airport, transit system, storm water, parking, railroad, transload and recreation services. Some enterprise operations receive operating subsidies from the General Fund. Internal service operations consist of custodial and maintenance service, utility customer services, information services, employee benefit, self-insurance, public communications, GIS services and fleet operations. These operations provide services to all City departments and assess charges to departments based upon usage in amounts sufficient to cover their costs of operation.

Economic Condition

The City's geographic location serves as a crossroad for travelers going east and west on Interstate 70 and north and south on U.S. 63. Columbia has excellent transportation resources being serviced by the Columbia Regional Airport, Columbia Terminal Railroad, Columbia Transit and two interstate bus services.

The City is the location of the main campus of the University of Missouri, Columbia College, and Stephens College. In 2017, over 45,000 students were enrolled in these institutions of higher education during the regular school year. The City is also a regional medical center with seven hospitals. Insurance is a major business operation in the City; it is the location for the home offices of Shelter Insurance Company and Columbia Insurance Group and a regional office of State Farm Insurance Company. Columbia is a regional shopping area for central Missouri with 18 shopping centers. Other area industry consists of printing, structural metal fabrication, structural materials production, electronic products, auto parts and food processing.

All of these activities have given the City a fairly stable employment base. The unemployment rate in Columbia was approximately 2.1% in December of 2018 (according to the U.S. Department of Labor, Bureau of Labor Statistics), which was well below the national average of approximately 3.7% in December of 2018.

The following table sets forth employment figures for the Columbia, Missouri Metropolitan Statistical Area (the "Columbia MSA") for the years 2013 through 2017, the latest date for which such information is available:

<u>Average For Year</u>	<u>Total Labor Force</u>	<u>Employed</u>	<u>Unemployed</u>	<u>Unemployment Rate</u>
2013	97,264	92,887	4,377	4.5%
2014	98,216	94,156	4,060	4.1
2015	99,523	96,035	3,488	3.5
2016	99,372	96,145	3,227	3.2
2017	97,496	94,953	2,543	2.6

Source: Missouri Economic Research and Information Center (MERIC) in cooperation with U.S. Department of Labor, Bureau of Labor Statistics

Listed below are the major employers located in the City:

<u>Major Employers</u>	<u>Type of Business</u>	<u>Number of Employees</u>
1. University of Missouri – Columbia	Education	8,310
2. University Hospital and Clinics	Medical	4,831
3. Columbia Public Schools	Education	2,530
4. Veterans United Home Loans	Lender	1,817
5. Truman Veterans Hospital	Medical	1,602
6. City of Columbia	Government	1,369
7. Boone Hospital Center	Medical	1,175
8. Shelter Insurance	Insurance	1,175
9. MBS Textbook Exchange	Textbook Distribution	746
10. Columbia College	Education	697

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

General Demographic Statistics

The following table sets forth statistical information for the Columbia MSA at fiscal year-end for the years 2013 through 2017, the latest date for which such information is available:

<u>Year</u>	<u>Estimated Population</u>	<u>Median Age</u>	<u>Personal Income (\$000)</u>	<u>Per Capita Personal Income</u>
2013	115,276	26.9	\$7,006,491	\$41,028
2014	119,476	26.6	7,153,637	41,418
2015	119,108	26.6	7,401,758	42,302
2016	120,612	26.9	7,645,037	43,292
2017	121,717	27.4	7,986,000	44,797

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

Building Permits

The following table sets forth statistical information regarding the number and estimated valuation of building permits within the City at fiscal year-end for the past five years.

<u>Year</u>	<u>Commercial Construction</u>		<u>Residential Construction</u>	
	<u>Number of Permits</u>	<u>Estimated Valuation</u>	<u>Number of Permits</u>	<u>Estimated Valuation</u>
2014	36	\$ 59,173,040	577	\$209,135,925
2015	48	38,720,198	493	157,889,702
2016	64	71,368,438	611	242,584,577
2017	63	118,588,435	446	127,036,408
2018	66	60,396,060	310	146,223,835

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

DEBT STRUCTURE OF THE CITY

General Obligation Indebtedness

The City has had no outstanding general obligation bond indebtedness since 2002.

Other Long-Term Obligations of the City

Revenue Bonds. Following the issuance of the Bonds, the City will have the following outstanding revenue bonds payable solely from the revenues of the applicable systems:

<u>Revenue Bonds</u>	<u>Interest Rate</u>	<u>Date of Issue</u>	<u>Term In Years</u>	<u>Maturity Date</u>	<u>Original Issue</u>	<u>Amount Outstanding</u>
2009 Water & Electric System Revenue Bonds Series A	3.00 – 4.125%	9/29/2009	25	10/1/2034	\$16,725,000	\$ 15,170,000
2011 Water & Electric System Revenue Refunding and Improvement Bonds Series A	3.00 – 5.00%	5/17/2011	30	10/1/2041	84,180,000	67,185,000
2014 Water & Electric System Revenue Refunding Bonds Series A	2.00 – 3.00%	7/7/2014	14	10/1/2028	14,180,000	9,195,000
2015 Water and Electric System Refunding and Improvement Revenue Bonds	3.00 – 5.00%	8/5/2015	30	10/1/2045	51,280,000	42,515,000
1999 Sanitary Sewerage System Revenue Bonds Series A (State Revolving Fund)	3.625 – 5.25%	6/1/1999	20	1/1/2020	3,730,000	225,000
1999B Sewerage System Revenue Bond (State Revolving Fund)	4.125 – 6.00%	12/1/1999	20	7/1/2020	1,420,000	170,000
2000 Sewerage System Revenue Bond (State Revolving Fund)	4.35 – 5.625%	11/1/2000	20	7/1/2021	2,445,000	435,000
2002 Sewerage System Revenue Bond (State Revolving Fund)	3.00 – 5.375%	5/8/2002	20	1/1/2023	2,230,000	520,000
2003 Sewerage System Revenue Bond (State Revolving Fund)	2.00 – 5.25%	4/9/2003	20	1/1/2024	3,620,000	1,055,000
2004 Sewerage System Revenue Bond (State Revolving Fund)	2.00 – 5.25%	5/1/2004	20	1/1/2025	650,000	230,000
2006 Sewerage System Revenue Bonds (State Revolving Fund)	4.00 – 5.00%	11/16/2006	20	7/1/2026	915,000	415,000
2007 Sewerage System Revenue Bonds (State Revolving Fund)	4.00 – 5.00%	11/15/2007	20	1/1/2028	1,800,000	895,000
2009 Taxable Sewerage System Revenue Bonds (Build America Bonds)	5.44 – 6.02%	9/29/2009	25	10/1/2034	10,405,000	10,405,000
2010 Sewerage System Revenue Bond (Direct Loan Program) Series A	1.49%	1/14/2010	22	7/1/2032	59,335,000 ⁽¹⁾	42,418,100
2012 Sewerage System Revenue Bonds	0.35 – 3.75%	3/29/2012	24	10/1/2036	9,365,000	7,315,000
2015 Sewerage System Revenue Bonds	3.00 – 5.00%	3/31/2015	20	10/1/2035	18,200,000	15,885,000
2017 Sewerage System Revenue Bonds	2.00 – 5.00%	4/19/2017	20	10/1/2037	15,790,000	15,225,000
The Bonds	_____ – _____%	5/21/2019	30*	10/1/2049*	15,590,000*	<u>15,590,000*</u>
Total Revenue Bonds						<u>\$245,208,100*</u>

⁽¹⁾ The Series 2010 Sanitary Sewerage System Revenue Bonds, Series A, had a not to exceed amount of \$59,335,000 and the final principal amount issued was \$58,030,644.79.

* Preliminary; subject to change.

Special Obligation Bonds. The City has nine series of special obligation bonds outstanding. The City may make payments on the outstanding special obligation bonds from any funds of the City legally available for such purposes, subject to annual appropriation by the City Council. However, the City expects to make payments from revenues of the sewer system, solid waste system, parking system and electric utility of the City, as applicable, as well as from the Capital Improvement Sales Tax. The total debt service for all outstanding special obligation bonds of the City, is set forth in the table below.

Special Obligation Bonds

**2009A⁽¹⁾, 2012A-2, 2012B, 2012C, 2012D,
2012E, 2015, 2016, 2017 and 2019**

<u>Fiscal Year</u>	<u>Maturing Principal</u>	<u>Interest Due</u>	<u>Total Debt Service</u>
2019	\$ 6,380,000	\$ 3,089,305	\$ 9,064,305
2020	6,540,000	2,859,215	9,399,215
2021	6,780,000	2,604,128	9,384,128
2022	6,650,000	2,349,840	8,999,840
2023	6,850,000	2,143,490	8,993,490
2024	7,070,000	1,923,826	8,993,826
2025	7,280,000	1,707,991	8,987,991
2026	7,500,000	1,495,381	8,995,381
2027	7,125,000	1,289,250	8,414,250
2028	7,345,000	1,084,156	8,429,156
2029	5,730,000	899,119	6,629,119
2030	5,910,000	722,200	6,632,200
2031	6,090,000	534,081	6,624,081
2032	5,660,000	351,506	6,011,506
2033	2,740,000	173,456	2,913,456
2034	2,830,000	81,588	2,911,588
2035	340,000	29,381	369,381
2036	355,000	18,088	373,088
2037	<u>365,000</u>	<u>6,159</u>	<u>371,159</u>
Total	<u>\$99,540,000</u>	<u>\$23,362,160</u>	<u>\$122,902,161</u>

⁽¹⁾ The Series 2009A Taxable Build America Bonds are shown gross of the federal interest subsidy and are no longer outstanding as of April 17, 2019.

Other Obligations. In addition to the above-listed bonds, the City has two outstanding bank loans, a direct loan agreement with the Missouri Transportation Finance Corporation and four capital leases that are described in Note IX of the September 30, 2018 Comprehensive Annual Financial Report included as **Appendix B**.

Future Obligations. At the November 5, 2013 election, the voters of the City authorized \$32,340,000 of sanitary sewerage system revenue bonds. The City currently has \$5,771,000 remaining from such authority.

At the April 7, 2015 election, the voters of the City authorized \$63,100,000 of water and electric system revenue bonds. The City currently has \$29,885,000 remaining from such authority. The City expects to issue bonds using all of the remaining authority from this election in 2021.

At the August 7, 2018 election, the voters of the City authorized \$42,845,000 of water and electric system revenue Bonds. Upon the issuance of the Bonds, the City will have \$27,255,000* remaining from such authority.

Legal Debt Capacity

Under Article VI, Sections 26(b), (c) and (d) of the Constitution of Missouri, the City may incur indebtedness for authorized City purposes not to exceed 20% of the valuation of taxable tangible property in the City according to the last completed assessment upon the approval of four-sevenths of the qualified voters in the City voting on the proposition at any municipal primary or general election or two-thirds voter approval on any other election date. As of December 13, 2018, the legal debt limit of the City is \$415,460,281. The City has no outstanding indebtedness, which leaves a legal debt margin of \$415,460,281.

Overlapping General Obligation Indebtedness

The following table sets forth overlapping indebtedness of political subdivisions with boundaries overlapping the City as of September 30, 2018 and the percent attributable (on the basis of assessed valuation) to the City:

<u>Jurisdiction</u>	<u>Bond Issues Outstanding</u>	<u>Amount Available Debt Service Funds</u>	<u>Net Debt Outstanding</u>	<u>Percent Applicable to City</u>	<u>Amount Applicable to City</u>
Columbia School District	\$291,882,000	\$60,436,533	\$231,445,467	83.8%	\$193,951,301
Boone County	<u>1,309,319</u>	<u>650,769</u>	<u>658,550</u>	72.8	<u>479,424</u>
Total	<u>\$293,191,319</u>	<u>\$61,087,302</u>	<u>\$232,104,017</u>		<u>\$194,430,725</u>

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

No Default

The City has never defaulted on the payment of any of its debt obligations.

FINANCIAL INFORMATION CONCERNING THE CITY

Accounting, Budgeting and Auditing Procedures

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund financial statements and the private purpose trust fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenue in the year for which they are levied. Grants and similar items are recognized as soon as all eligibility requirements imposed by the provider have been met.

The financial statements for the pension and other post-employment benefit trust funds are prepared using the economic resources management focus and the accrual basis of accounting. Plan member contributions are recognized in the period in which the contributions are due. Employer contributions to each

* Preliminary; subject to change.

plan are recognized when due, as the City has a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of each plan.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, interest and principal on general long-term debt is recognized when due, or when payments are due early in the next fiscal year, and the advance of resources to the debt service fund is mandatory, and debt service expenditures are recognized before year-end to match the resources provided for these payments.

Property tax, sales tax, gasoline tax, motor vehicle tax, interest, and revenues from other governmental units associated with the current fiscal period are all considered to be susceptible to accrual and so they have been recognized as revenues of the current fiscal period. Only the portion of special assessments receivable due within the current fiscal period is considered to be susceptible to accrual as revenue of the current period. All other revenue items are considered to be measurable and available only when cash is received by the government.

The City is required by law to prepare an annual budget of estimated receipts and disbursements for the coming fiscal year under the direction of the City Manager which is presented to the City Council in August for approval after a public hearing. The City's fiscal year is October 1 through September 30. The budget lists estimated receipts by fund, sources and estimated disbursements by fund and purposes, and includes a statement of the rate of levy per hundred dollars of assessed valuation required to raise each amount shown on the budget as coming from ad valorem taxes.

The financial records of the City are audited annually by a firm of independent certified public accountants in accordance with generally accepted auditing standards. The annual audit for the fiscal year ending September 30, 2018 was completed by RSM US LLP, Kansas City, Missouri. Copies of past audit reports are on file in the City Clerk's office and are available for review. Financial Statements are also available online at the City's website www.como.gov.

Sources of Revenue

The City finances its general operations through the following taxes and other miscellaneous sources as indicated below for the 2017 and 2018 fiscal years:

<u>Source</u>	<u>2017</u>	<u>2018</u>
General Property Taxes	\$ 8,124,534	\$ 8,402,709
Sales Tax	23,306,189	23,767,086
Other Local Taxes	11,147,263	11,569,758
Licenses and Permits	1,064,292	1,044,527
Fines	1,564,041	1,650,908
Fees and Service Charges	2,915,857	2,733,690
Intragovernmental Revenues	4,748,750	4,814,756
Revenue from other Governmental Units	3,228,182	3,546,635
Investment Revenue	(198,858)	184,958
Miscellaneous Revenue	<u>1,589,377</u>	<u>1,133,834</u>
Totals	<u>\$57,489,627</u>	<u>\$58,848,861</u>

Source: Comprehensive Annual Financial Report, Fiscal Years 2017 and 2018

Sales tax revenues currently represent over 40% of the City's general fund revenues. The sales tax revenues of the City are derived from a 1-cent General Sales Tax, a ½-cent Transportation Sales Tax, a ¼-cent Capital Improvements Sales Tax and a ¼-cent Local Parks Sales Tax.

The General Sales Tax is used to fund basic government services such as police, fire, health and other City services. A small portion of the General Sales Tax is also dedicated to capital projects for basic governmental operations. This is a permanent tax with no expiration date.

Transportation Sales Tax revenues are used to pay for basic maintenance of streets, provide subsidies to the operations of the bus system and airport and provide funding for capital projects for the bus system and the airport. Any remaining funds (approximately \$1 million annually) are available for road projects. This is a permanent tax with no expiration date.

The City has utilized the Capital Improvements Sales Tax to meet capital needs for public safety, parks and transportation. This ¼-cent tax was first approved by voters in 1991 and has been renewed in 1995, 2001, 2005 and 2015. The current tax expires on December 31, 2025.

The following table sets forth sales tax revenues of the City for the fiscal years ended September 30, 2014 – 2018.

<u>Year</u>	<u>General</u>	<u>Transportation</u>	<u>Capital Improvements</u>	<u>Local Parks</u>
2014	\$22,463,031	\$11,153,372	\$5,576,735	\$5,576,587
2015	22,832,373	11,432,224	5,715,955	5,716,160
2016	23,321,470	11,675,199	5,837,471	5,837,277
2017	23,306,189	11,622,394	5,811,016	5,810,923
2018	23,767,086	11,839,437	5,919,548	5,919,668

Source: Comprehensive Annual Financial Report, Fiscal Years 2014-2018

Summary of Receipts, Expenditures and Fund Balances

The following table sets forth a summary of revenues and expenditures of the General Fund for the last five fiscal years:

	General Fund Summary				
	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Operating Revenues	\$59,242,000	\$60,370,652	\$59,392,704	\$57,489,627	\$58,848,861
Operating Expenditures	<u>75,065,074</u>	<u>82,870,038</u>	<u>77,690,177</u>	<u>77,118,202</u>	<u>80,947,763</u>
Excess/(Deficiency)	(15,823,074)	(22,499,386)	(18,297,473)	(19,628,575)	(22,098,902)
Other Financing Sources/(Uses)	<u>19,990,062</u>	<u>19,158,336</u>	<u>22,705,367</u>	<u>22,538,540</u>	<u>22,572,029</u>
Ending Fund Balance	<u>\$33,845,216</u>	<u>\$30,504,166</u>	<u>\$34,912,060</u>	<u>\$37,822,025</u>	<u>\$38,295,152</u>

Source: Comprehensive Annual Financial Report, Fiscal Years 2014-2018

Employee Retirement and Pension Plans

Police and Fire Plans. The City contributes to the Police Retirement Fund and the Firefighters' Retirement Fund, two separate single-employer defined benefit pension plans. The City acts as an agent of the

plans and has administrative responsibility for the assets of the plans. All full-time regular police officers and full-time regular firefighters are participants in their respective plans. Participants become fully vested at the completion of their probationary period, which is generally 12 months after employment. Participants employed September 30, 2012 or earlier are eligible for an annual retirement benefit, payable monthly for life, upon reaching the age of 65, or 20 years of credited service. Police Participants employed October 1, 2012 or later are eligible for an annual retirement benefit, payable monthly for life, upon reaching the age of 65, or 25 years of credited service. Firefighter Participants employed October 1, 2012 or later are eligible for an annual retirement benefit, payable monthly for life, upon having completed at least one year of service and reaching the age of 55. The plans also provide early retirement, death and disability benefits.

LAGERS. All other employees of the City participate in the Missouri Local Government Employees' Retirement System ("LAGERS"), an agent multiple-employer public employee retirement system that acts as a common investment and administrative agent for local government entities in Missouri. LAGERS was created and is governed by state statute, and is a defined-benefit pension plan that provides retirement, disability and death benefits. The plan is qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended, and is tax-exempt. LAGERS is governed by a seven-member Board of Trustees ("LAGERS' Board") consisting of three trustees elected by participating employees, three trustees elected by participating employers and one trustee appointed by the Missouri Governor.

LAGERS issues a publicly-available financial report that includes financial statements and required supplementary information. The LAGERS Comprehensive Annual Financial Report for the fiscal year ended June 30, 2018 (the "2018 LAGERS CAFR") is available at <http://www.molagers.org/financial-reports.html>. The link to the 2018 LAGERS CAFR is provided for general background information only, and the information in the 2018 LAGERS CAFR is not incorporated by reference into this Official Statement. The 2018 LAGERS CAFR provides detailed information about LAGERS, including its financial position, investment policy and performance information, actuarial information and assumptions affecting plan design and policies, and certain statistical information about the plan.

For information specific to the City's participation in LAGERS, including the City's past contributions, net pension liability and related sensitivities, and pension expense, see Note XIV of the September 30, 2018 Comprehensive Annual Financial Report included as **Appendix B**. For additional information regarding LAGERS, see the 2018 LAGERS CAFR.

Membership. Membership of each plan consisted of the following at the date of the latest actuarial valuation:

	<u>Police Pension</u>	<u>Fire Pension</u>	<u>LAGERS</u>
Number of Participants:			
Current membership (receiving benefits) ⁽¹⁾	170	159	699
Terminated entitled, not yet receiving benefits	24	2	312
Current active members ⁽¹⁾	141	139	1,013

⁽¹⁾ Included in the total for current active and current membership (receiving benefits) Police and Fire members are 4 Fire DROP (Deferred Retirement Option Program) members and 11 Police DROP members.

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

Funding Policy for Police and Fire Pension

The City's Police and Fire pension contributions for the fiscal year ended September 30, 2018, were made in accordance with actuarially determined contribution requirements determined through actuarial valuation.

The City's annual pension cost for the fiscal year ended September 30, 2018 and the related information for the Police and Fire plans follows:

	<u>Police Plan</u>	<u>Fire Plan</u>
Contribution rates:		
City	43.78%	62.94%
Plan members - contributory	8.35%	16.32%
Plan members - noncontributory	3.50%	—
Annual pension cost	\$3,796,494	\$5,426,042
Contributions made	\$3,796,494	\$5,426,042
Actuarial valuation date	9/30/2017	9/30/2017
Actuarial cost method	Entry age normal	Entry age normal
Amortization method	level % of pay—closed	level % of pay—closed
Remaining amortization period	24 years	24 years
Asset valuation method	smooth 4-year market	smooth 4-year market
Actuarial assumptions:		
Investment rate of return	7.0%	7.0%
Projected salary increases*	0% – 11.75%	0% – 11.75%
*Includes inflation at	3.25%	3.25%
Benefit increases	2% annually until attained age of 62; 2.2% thereafter	2% annually

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

Pursuant to a September 30, 2017 actuarial report, the Unfunded Actuarial Accrued Liability for the Police Plan is \$41,153,907 and for the Fire Plan is \$61,877,319. Prior to September 22, 1985, participants in the Police Plan were able to elect to receive a higher salary and make a contribution to the plan or elect to receive a lower salary and not make a contribution.

Annual Pension Cost

Schedule of Employer Contributions

	<u>FY Ending</u>	<u>Annual Pension Cost (APC)</u>	<u>% of APC Contributed</u>	<u>Net Pension Obligation</u>
Police Pension	9/30/2018	\$3,796,494	100.00%	\$---
Fire Pension	9/30/2018	\$5,426,042	100.00%	\$---

The City's funding policy provides for periodic employer contributions at actuarially determined rates that, expressed as percentages of annual covered payroll, are designed to accumulate sufficient assets to pay benefits when due. Administration costs are financed by the revenues of the Police and Firefighters' Retirement Funds.

There were no long-term contracts for contributions outstanding on September 30, 2018.

Although the assets of the Police and Fire Plans are commingled for investment purposes, each plan's assets may be used only for the payment of benefits to the members of that plan, in accordance with the terms of the plan.

401(a) Retirement Plan

The City sponsors and administers, through a contract with Boone County National Bank, a 401(a) plan which is a defined contribution plan established to provide benefits at retirement to permanent employees of the City. At September 30, 2018, there were 1,291 plan members. The City will contribute to the plan on behalf of each participant an amount equal to 2.0% of the participant's salary contingent upon the participant making a matching contribution to a Section 457 deferred compensation plan. For the year ended September 30, 2018, the City contributed \$742,287 to the plan. Plan provisions and contribution requirements are established and may be amended by the City Council.

Post-Employment Health Plan (PEHP)

Beginning with the fiscal year ended September 30, 2010, the City no longer makes contributions toward the employee post-employment health plan. However, employees who terminate employment after 10 or more years of service may be eligible to convert unused sick leave hours (at the rate of \$2.00 for every hour of final accumulated sick leave) for deposit into the employee's PEHP account. For the year ended September 30, 2018, \$89,417 was contributed to the plan.

Other Post-Employment Benefits (OPEB)

The City's post-employment health plan is a single-employer defined benefit plan that is self-funded. The plan provides medical and prescription drug benefits to eligible retirees and their dependents. Eligible non-Medicare retirees receive health care coverage through a self-insured Point-of-Service plan offered through United Healthcare. Eligible Medicare retirees receive health care coverage through a fully-insured Medicare Supplement Plan F and a Part D Rx plan offered through United American. As of October 1, 2016, the date of the last actuarial valuation, plan membership consisted of 166 retirees receiving benefits and 1,377 active members for a total of 1,543 total current members.

Risk Management

The City has established a risk management program for workers' compensation, liability and property losses. Premiums are charged to other funds by the Self Insurance Reserve Trust Fund and are available to pay claims, claim reserves and administrative costs of the program. An actuary is used to determine the level of reserves. Excess coverage insurance policies cover individual claims in excess of \$500,000 for general liability, \$100,000 for property losses, and workers' compensation claims in excess of \$500,000 for most employee classifications and \$750,000 for police, fire and electrical employees. The City carries insurance policies for airport and railroad liability and health clinic professional responsibility. Two claims have exceeded self-insurance or deductible levels during the past three fiscal years.

PROPERTY TAX INFORMATION CONCERNING THE CITY

Property Valuations

Assessment Procedure.

All taxable real and personal property within the City is assessed annually by the Boone County Assessor. Missouri law requires that real property be assessed at the following percentages of true value:

Residential real property	19%
Agricultural and horticultural real property	12%
Utility, industrial, commercial, railroad and all other real property	32%

The assessment ratio for personal property is generally 33-1/3% of true value. However, subclasses of tangible personal property are assessed at the following assessment percentages: grain and other agricultural crops in an unmanufactured condition, 0.5%, livestock, 12%; farm machinery, 12%; historic motor vehicles, 5%; poultry, 12%; and certain tools and equipment used for pollution control, used in retooling for the purpose of introducing new product lines or used for making improvements to existing products by certain types of companies specified by state law, 25%.

On January 1 of every odd-numbered year, each County Assessor must adjust the assessed valuation of all real property located within his or her county in accordance with a two-year assessment and equalization maintenance plan approved by the State Tax Commission.

The Boone County Assessor is responsible for preparing the tax roll each year and for submitting the tax roll to the Board of Equalization. The Boone County Board of Equalization has the authority to adjust and equalize the values of individual properties appearing on the tax rolls.

Current Assessed Valuation. The following table shows the 2018 final assessed valuation as of December 31, 2018, by category, of all taxable tangible property situated in the City as reported by the Boone County Clerk:

	<u>Assessed Valuation</u>	<u>Assessment Rate⁽¹⁾</u>	<u>Estimated Actual Valuation</u>
Real Estate:			
Residential	\$1,196,890,061	19.00%	\$ 6,299,421,374
Agricultural	5,111,894	12.00	15,974,669
Commercial	<u>526,431,047</u>	32.00	<u>4,386,925,392</u>
Subtotal	\$1,728,433,002		\$10,702,321,435
Personal Property	344,515,359	33.33	1,033,547,111
State RR & Utility Prop.	<u>4,353,048</u>	33.33	<u>13,059,157</u>
TOTAL	<u>\$2,077,301,409</u>		<u>\$11,748,927,703</u>

⁽¹⁾ Assumes all personal property is assessed at 33 1/3%; because certain subclasses of tangible personal property are assessed at less than 33 1/3%, the estimated actual valuation for personal property would likely be greater than that shown above. See "Assessment Procedure" discussed above.

Source: Boone County Clerk's Office

History of Property Valuation. The following table shows total assessed valuation of all taxable tangible property situated in the City, including state assessed railroad and utility property, applicable during each of the following fiscal years of the City (rounded to nearest thousands), including the assessed valuation of property in the City for the previous December 31 assessed valuation.

<u>Fiscal Year</u>	<u>Assessed Valuation (December 31)</u>	<u>Percent Change</u>
2014	\$1,751,870,633	N/A
2015	1,813,684,109	3.53%
2016	1,874,871,904	3.37
2017	1,937,894,504	3.36
2018	2,077,301,409	7.19

Source: Comprehensive Annual Financial Report, Fiscal Year 2018 and Boone County Clerk's Office

Property Tax Levies and Collections

Property taxes are levied and collected by the City. The City is required by law to prepare an annual budget, which includes an estimate of the amount of revenues to be received from all sources for the budget year, including an estimate of the amount of money required to be raised from property taxes and the tax levy rates required to produce such amounts. The budget must also include proposed expenditures and must state the amount required for the payment of interest, amortization and redemption charges on the City's debt for the ensuing budget year. Such estimates are based on the assessed valuation figures provided by the County Clerk. The City must fix its ad valorem property tax rates and certify them to the County Clerk not later than September 1 for entry in the tax books.

The County Clerk receives the county tax books from the County Assessor, which set forth the assessments of real and personal property. The County Clerk enters the tax rates certified to him by the local taxing bodies in the tax books and assesses such rates against all taxable property in the City as shown in such books. The County Clerk forwards the tax books by October 31 to the County Collector, who is charged with levying and collecting taxes as shown therein. The County Collector extends the taxes on the tax rolls and issues the tax statements in early December. Taxes are due in full on December 31 and become delinquent on January 1. The delinquent penalty for 2018 was 9% in January, increased by 2% in each succeeding month up through September for a maximum of 25%.

The County Collector is required to make disbursements of collected taxes to the City each month. Because of the tax collection procedure described above, the City receives the bulk of its moneys from local property taxes in the months of December, January and February.

Tax Rates

Debt Service Levy. The City is required under Article VI, Section 26(f) of the Missouri Constitution to levy an annual tax on all taxable tangible property therein sufficient to pay the interest and principal of the indebtedness as they fall due and to retire the same within 20 years from the date of issue. The City Council may set the tax rate for debt service, without limitation as to rate or amount, at the level required to make such payments. Since the city has no general obligation bonds outstanding, the City has no debt service levy.

Other Levies. The total tax levy of the City for the fiscal year ended September 30, 2018 was \$0.41 per \$100 of assessed valuation and for the current fiscal year (2019) is also \$0.41 per \$100 of assessed valuation. The levy for the General Fund does not require annual voter approval but the City Council cannot raise the rate above that approved in the last election without the approval of a majority of the voters voting thereon. Under Article X, Section 11(c) of the Missouri Constitution, any increase in the City's General Fund levy above \$1.00 must be approved by two-thirds of the voters voting on the proposition.

The following table shows the City's tax levies (per \$100 of assessed valuation) for the last five fiscal years:

Property Tax Rates (Per \$100 Assessed Value)

Fiscal Year	General Fund/ Total Levy
2014	\$0.41
2015	0.41
2016	0.41
2017	0.41
2018	0.41

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

Tax Collection Record

The following table sets forth tax collection information for the City for the last five fiscal years.

Property Tax Levies and Collections

<u>Fiscal Year</u>	<u>Taxes Levied</u>	<u>Current & Delinquent Taxes Collected</u>	
		<u>Amount</u>	<u>%</u>
2014	\$7,086,610	\$7,055,889	99.57%
2015	7,293,515	7,295,499	100.03
2016	7,674,533	7,639,739	99.55
2017	7,872,752	7,827,590	99.43
2018	6,543,022	6,465,428	98.81

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

Major Property Taxpayers

The following table sets forth the ten largest property taxpayers in the City based upon local assessed valuation for fiscal year 2018.

<u>Company Name</u>	<u>Type</u>	<u>Valuation</u>	<u>Percentage of Total Assessed Valuation</u>
Union Electric	Utility	\$ 33,670,144	1.63%
Shelter Insurance	Insurance	16,556,757	0.80
3M Company	Manufacturer	11,986,976	0.58
Hubbell Power Systems	Manufacturer	10,062,662	0.49
TKG Biscayne LLC	Property/Developer	9,778,083	0.47
JDM II SF National (formerly State Farm)	Insurance	7,807,371	0.38
Broadway Crossings II	Property/Developer	7,267,634	0.35
Breckenridge Group	Property/Developer	7,220,000	0.35
The Links Columbia	Property/Developer	6,839,287	0.33
Columbia Mall Limited Partnership	Property/Developer	6,816,886	0.33
Total		<u>\$118,005,800</u>	<u>5.71%</u>

Source: Comprehensive Annual Financial Report, Fiscal Year 2018

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APPENDIX B

CITY OF COLUMBIA, MISSOURI

**COMPREHENSIVE ANNUAL FINANCIAL REPORT
WITH INDEPENDENT AUDITOR'S REPORT
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

APPENDIX C

SUMMARY OF THE BOND ORDINANCE AND THE CONTINUING DISCLOSURE UNDERTAKING

SUMMARY OF THE BOND ORDINANCE

The following is a summary of certain provisions contained in the Bond Ordinance. The following is not a comprehensive description, however, and is qualified in its entirety by reference to the Bond Ordinance for a complete recital of the terms thereof.

Definitions

In addition to words and terms defined elsewhere in this Official Statement, the following are definitions of certain words and terms used in the Bond Ordinance and this Official Statement unless the context clearly otherwise requires. Reference is hereby made to the Bond Ordinance for complete definitions of all terms.

“2019A Bond Account” means the Principal and Interest Account for the Series 2019A Bonds created in the Bond Ordinance.

“2019A Bond Reserve Account” means the Reserve Account for the Series 2019A Bonds created in the Bond Ordinance.

“2019A Construction Account” means the Project Account for the Series 2019A Bonds created in the Bond Ordinance.

“2019A Rebate Account” means the Rebate Account for the Series 2019A Bonds created in the Bond Ordinance.

“2019A Reserve Requirement” means initially \$_____ and thereafter the reserve requirement for the Series 2019A Bonds as redetermined in accordance with the Bond Ordinance.

“Accountant” means an independent certified public accountant or firm of certified public accountants.

“Act” means Article VI, Section 27 of the Missouri Constitution and Chapter 250 of the Revised Statutes of Missouri, as amended.

“Bond Counsel” means Gilmore & Bell, P.C., St. Louis, Missouri, or other attorney or firm of attorneys with a nationally recognized standing in the field of municipal bond financing selected by the City.

“Bond Payment Date” means any date on which principal or Redemption Price of or interest on any Series 2019A Bond is payable.

“Bond Register” means the books for the registration, transfer and exchange of Series 2019A Bonds kept at the office of the Paying Agent.

“Bondowner” or “Owner” or “Registered Owner” or the lower case forms of such words means the person in whose name a Series 2019A Bond is registered in the registration books maintained by the Bond Registrar.

“Business Day” means a day other than a Saturday, Sunday or holiday on which the Paying Agent is scheduled in the normal course of its operations to be open to the public for conduct of its banking operations.

“City” means the City of Columbia, Missouri, and any successors or assigns.

“Code” means the Internal Revenue Code of 1986, as amended, and the applicable regulations of the Treasury Department proposed or promulgated thereunder.

“Consultant” means the Consulting Engineer, an Accountant or a registered municipal advisor.

“Consulting Engineer” means each independent engineer or engineering firm with experience in designing and constructing wastewater treatment, sanitary sewerage or water pollution control facilities, and retained by the City.

“Continuing Disclosure Undertaking” means the Continuing Disclosure Undertaking dated the date set forth therein, the form of which is attached to the Bond Ordinance.

“Cumulative Reserve Requirement Bonds” means the Series 2009 Bonds.

“Debt Service Requirement” has the meaning set forth in the Master Ordinance.

“Defaulted Interest” means interest on any Series 2019A Bond which is payable but not paid on any Interest Payment Date.

“Defeasance Obligations” means any of the following obligations:

(a) United States Government Obligations that are not subject to redemption in advance of their maturity dates; or

(b) obligations of any state or political subdivision of any state, the interest on which is excluded from gross income for federal income tax purposes and which meet the following conditions:

(1) the obligations are (i) not subject to redemption prior to maturity or (ii) the trustee for such obligations has been given irrevocable instructions concerning their calling and redemption and the issuer of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

(2) the obligations are secured by cash or United States Government Obligations that may be applied only to principal of, premium, if any, and interest payments on such obligations;

(3) such cash and the principal of and interest on such United States Government Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the obligations;

(4) such cash and United States Government Obligations serving as security for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust;

(5) such cash and United States Government Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and

(6) the obligations are rated in the same rating category as United States Government Obligations or higher by a nationally recognized rating service.

“Federal Tax Certificate” means the Federal Tax Certificate dated May 21, 2019, delivered by the City, which sets forth certain facts, covenants, representations, and expectations relating to the use of Series 2019A Bond proceeds and the use of property financed or refinanced with those proceeds, and the investment of the Series 2019A Bond proceeds and certain other related money in order to comply with the requirements of Code imposed on the Series 2019A Bonds.

“Fiscal Year” means the fiscal year of the City, currently October 1 to September 30.

“Interest Payment Date” means the Stated Maturity of an installment of interest on any Series 2019A Bond.

“Master Ordinance” means Ordinance No. 018028 adopted on March 15, 2004 (as supplemented and amended) which created and established an issue of Bonds of the City to be designated “Water and Electric System Revenue Bonds” to be authorized and issued, from time to time, in separate series authorized by ordinance of the City Council.

“Maturity” when used with respect to any Series 2019A Bond means the date on which the principal of such Series 2019A Bond becomes due and payable as therein and herein provided, whether at the Stated Maturity thereof or by call for redemption or otherwise.

“Moody’s” means Moody’s Investors Service, a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “Moody’s” shall be deemed to refer to any other nationally recognized securities rating agency designated in writing by the City.

“Net Revenues” means all Revenues less Operating Expenses.

“Operating Expenses” means the City’s expenses of operating the System, including all costs due under any type of contractual arrangement in respect of power and power entitlements, operation, maintenance, generation, production, transmission, distribution, repairs, replacements, engineering, transportation, administrative and general, audit, legal, financial, pension, retirement, health, hospitalization, insurance, taxes, and other expenses actually paid or accrued, including, without limitation, any expenses of the City applicable to the System, as recorded on its books pursuant to standard governmental accounting practice and any other expenses of the City applicable to the System, as recorded on its books pursuant to standard governmental accounting practice. Operating Expenses shall not include any costs or expenses for new construction, charges for depreciation, voluntary payments in lieu of taxes, payments in respect of any “take or pay” power contract under which no power is available to the City for such payment, or payment of principal or interest on the System Revenue Bonds.

“Outstanding” means, when used with reference to the Series 2019A Bonds, as of any particular date of determination, all Series 2019A Bonds theretofore issued and delivered under the Bond Ordinance, except the following Series 2019A Bonds:

(a) Series 2019A Bonds theretofore cancelled by the Paying Agent or delivered to the Paying Agent for cancellation;

(b) Series 2019A Bonds deemed to be paid in accordance with the provisions of the Bond Ordinance; and

(c) Series 2019A Bonds in exchange for or in lieu of which other Series 2019A Bonds have been registered and delivered under the Bond Ordinance.

“Parity Bonds” means the Previously Issued Parity Bonds and any Additional Bonds or other obligations hereafter issued or incurred pursuant to the Bond Ordinance and standing on a parity and equality with the Series 2019A Bonds with respect to the payment of principal and interest from the Net Revenues of the System.

“Parity Ordinances” means the Previously Issued Parity Ordinances and the ordinance or ordinances under which any additional Parity Bonds are hereafter issued pursuant to the Bond Ordinance.

“Paying Agent” means UMB Bank, N.A., St. Louis, Missouri, and any successors and assigns.

“Permitted Investments” means any securities or investments that are lawful for the investment of the City’s moneys held in such funds or accounts under the laws of the State of Missouri.

“Person” means any natural person, corporation, partnership, firm, joint venture, association, joint-stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof or other public body.

“Previously Issued Parity Bonds” means, collectively, the Series 2009 Bonds, the Series 2011 Bonds, the Series 2014 Bonds and the Series 2015 Bonds.

“Previously Issued Parity Ordinances” means, collectively, the Series 2009 Ordinance, the Series 2011 Ordinance, the Series 2014 Ordinance and the Series 2015 Ordinance.

“Project” means improving and extending the City’s revenue producing municipal water and electric light works system.

“Purchaser” means _____, the original purchaser of the Series 2019A Bonds.

“Rating Agencies” means Moody’s and S&P.

“Record Date” for the interest payable on any Interest Payment Date means the 15th day (whether or not a Business Day) of the calendar month next preceding such Interest Payment Date.

“Redemption Date” when used with respect to any Series 2019A Bond to be redeemed means the date fixed for such redemption pursuant to the terms of the Bond Ordinance.

“Redemption Price” when used with respect to any Series 2019A Bond to be redeemed means the price at which such Series 2019A Bond is to be redeemed pursuant to the terms of the Bond Ordinance, including the applicable redemption premium, if any, but excluding installments of interest whose Stated Maturity is on or before the Redemption Date.

“Replacement Bonds” means Series 2019A Bonds issued to the beneficial owners of the Series 2019A Bonds in accordance with the Bond Ordinance.

“Renewal and Replacement Account” means the Renewal and Replacement Reserve Account ratified and confirmed in the Bond Ordinance.

“Renewal and Replacement Requirement” shall mean, so long as the Previously Issued Parity Bonds are Outstanding, the amount required to be on deposit in the Renewal and Replacement Account

pursuant to the Master Ordinance, and thereafter, shall be the amount determined by the City as reasonably necessary for such purposes.

“Revenues” means all income and revenues derived from the ownership and operation of the System, including investment and rental income, net proceeds from business interruption insurance, sales tax revenues which have been annually appropriated by the City or which are limited solely to the payment of improvements to or expenses of the System, and any amounts deposited in escrow in connection with the acquisition, construction, remodeling, renovation and equipping of System facilities to be applied during the period of determination to pay interest on System Revenue Bonds, but excluding any profits or losses on the early extinguishment of debt or on the sale or other disposition, not in the ordinary course of business, of investments or fixed or capital assets.

“Revenues Available For Debt Service” means for any Fiscal Year or period of 12 calendar months shall mean all Net Revenues for such year or period.

“S&P” means S&P Global Ratings, a division of S&P Global Inc., its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated in writing by the City Council.

“Securities Depository” means, initially, The Depository Trust Company, New York, New York, and its successors and assigns.

“Series 2009 Bonds” means the Water and Electric System Revenue Bonds, 2009 Series A, of the City, in the aggregate principal amount of \$16,725,000, authorized and issued pursuant to the Series 2009 Ordinance.

“Series 2009 Ordinance” means Ordinance No. 020419 of the City passed on September 21, 2009, under which the Series 2009 Bonds were issued.

“Series 2011 Bonds” means the Water and Electric System Revenue Refunding and Improvement Bonds, 2011 Series A, of the City, in the aggregate principal amount of \$84,180,000, authorized and issued pursuant to the Series 2011 Ordinance.

“Series 2011 Ordinance” means Ordinance No. 020954 of the City passed on May 2, 2011, under which the Series 2011 Bonds were issued.

“Series 2012D Bonds” means the Special Obligation Refunding Bonds (Electric Utility Project – Annual Appropriation Obligation), Series 2012D, of the City, in the aggregate principal amount of \$22,885,000, which are secured by a subordinate lien on the Net Revenues.

“Series 2012E Bonds” means the Special Obligation Electric Utility Refunding Bonds (Annual Appropriation Obligation), Series 2012E, of the City, in the aggregate principal amount of \$39,955,000. The City intends to make debt service payments on the Series 2012E Bonds from the Net Revenues, however the Series 2012E Bonds do not have a lien on the Net Revenues.

“Series 2014 Bonds” means the Water and Electric System Revenue Refunding Bonds, 2014 Series A, of the City, in the aggregate principal amount of \$14,180,000, authorized and issued pursuant to the Series 2014 Ordinance.

“Series 2014 Ordinance” means Ordinance No. 022074 of the City passed on June 2, 2014, under which the Series 2014 Bonds were issued.

“Series 2015 Bonds” means the Water and Electric System Refunding and Improvement Revenue Bonds, Series 2015, of the City, in the aggregate principal amount of \$51,280,000, authorized and issued pursuant to the Series 2015 Ordinance.

“Series 2015 Ordinance” means Ordinance No. 022505 of the City passed on July 20, 2015, under which the Series 2015 Bonds were issued.

“Series 2019A Bonds” means the Water and Electric System Revenue Bonds, Series 2019A, of the City, authorized and issued pursuant to the Bond Ordinance.

“Special Record Date” means the date fixed by the Paying Agent pursuant to the Bond Ordinance for the payment of Defaulted Interest.

“Stated Maturity” when used with respect to any Series 2019A Bond or any installment of interest thereon means the date specified in such Series 2019A Bond and the Bond Ordinance as the fixed date on which the principal of such Series 2019A Bond or such installment of interest is due and payable.

“Subordinate Bonds” means the Series 2012D Bonds and any other bonds issued on a junior lien basis to the Parity Bonds with respect to the pledge of the Net Revenues.

“System” means (i) properties and assets relating to the City’s wholly-owned water and electric system to which legal title is vested in the City and all properties and assets acquired by the City as renewals and replacements, additions and expansion, and improvements thereto, as recorded in the books of the City pursuant to standard governmental accounting practices, and (ii) all renewals and replacements, additions and expansions and improvements thereto paid for or financed in whole or in part from Revenues, proceeds of System Revenue Bonds, Subordinate Bonds or other funds under the Bond Ordinance. System as used in the Bond Ordinance shall not include any facilities for the generation of power and energy financed by the City through the issuance of obligations of the City which shall be secured in part by contracts with other utilities for the sale of the power and energy from such facilities.

“System Revenue Bonds” means the Previously Issued Parity Bonds, the Series 2019A Bonds, any Additional Bonds secured on a parity basis by the Net Revenues and any Subordinate Bonds.

“United States Government Obligations” means bonds, notes, certificates of indebtedness, treasury bills or other securities constituting direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States of America, including evidences of a direct ownership interest in future interest or principal payments on obligations issued or guaranteed by the United States of America (including the interest component of obligations of the Resolution Funding Corporation).

Establishment of Funds and Accounts

There are created and ordered to be established and held in the account of the City the following separate accounts to be known respectively as the:

- (a) 2019A Construction Account.
- (b) 2019A Bond Account.
- (c) 2019A Bond Reserve Account.
- (d) 2019A Rebate Account.

The funds and accounts referred to in paragraphs (a) through (d) of this Section shall be maintained and administered by the City solely for the purposes and in the manner as provided in the Act and in the Bond Ordinance and in the Previously Issued Parity Ordinances so long as any of the Series 2019A Bonds or the

Previously Issued Parity Bonds remain outstanding within the meaning of the Bond Ordinance and said Previously Issued Parity Ordinances, respectively.

The City ratifies and confirms the creation and continuing existence of the System Revenue Fund, the Renewal and Replacement Account and the other reserve accounts, principal accounts and interest accounts and construction accounts established under the Master Ordinance and the other Previously Issued Parity Ordinances.

Application of Moneys in the 2019A Construction Account

Money in the 2019A Construction Account shall be used solely for the purpose of (a) paying the cost of the Project as provided in the Bond Ordinance, in accordance with the plans and specifications therefor prepared by the City's Consultant for the Project, as approved by the Council of the City and on file in the office of the City Clerk, including any alterations in or amendments to said plans and specifications deemed advisable by the Consultant and approved by the Council of the City, and (b) paying the costs and expenses incident to the issuance of the Series 2019A Bonds.

Upon completion of the Project, any surplus money remaining in the 2019A Construction Account and not required for the payment of unpaid costs thereof shall be deposited into the 2019A Bond Account.

System Revenue Fund

The City covenants and agrees that from and after the delivery of the Series 2019A Bonds, and continuing as long as any of the Series 2019A Bonds remain Outstanding under the Bond Ordinance, all of the Revenues shall as and when received be paid and deposited into the System Revenue Fund unless otherwise specifically provided by the Bond Ordinance. Said Revenues shall be segregated and kept separate and apart from all other moneys, revenues, funds and accounts of the City and shall not be commingled with any other moneys, revenues, funds and accounts of the City. The System Revenue Fund shall be administered and applied solely for the purposes and in the manner provided in the Master Ordinance, the Previously Issued Parity Ordinances and the Bond Ordinance.

Application of Moneys in Fund and Accounts

The City covenants and agrees that from and after the delivery of the Series 2019A Bonds and continuing so long as any of the Series 2019A Bonds shall remain Outstanding, it will administer and allocate all of the moneys then held in the System Revenue Fund as follows:

- (a) *Operating Expenses.* Operating Expenses of the System shall be payable, as a first charge, from the System Revenue Fund as the same become due and payable.
- (b) *Debt Service Account.* On the 25th day of each month, there shall next be paid and credited to the 2019A Bond Account, to the extent necessary to meet on each Bond Payment Date the payment of all interest on and principal of the Series 2019A Bonds, the following sums:
 - (1) Beginning with the first of said deposits on June 25, 2019, and continuing on the 25th day of each month thereafter to and including September 25, 2019, an equal *pro rata* portion of the amount of interest becoming due on the Series 2019A Bonds on October 1, 2019; and thereafter, beginning on October 25, 2019, and continuing on the 25th day of each month thereafter so long as the Series 2019A Bonds shall remain outstanding and unpaid, an amount not less than 1/6 of the amount of interest that will become due on the Series 2019A Bonds on the next succeeding Interest Payment Date; and

- (2) Beginning with the first of said deposits on [*October 25, 2019*], and continuing on the 25th day of each month thereafter to and including September 25, 2020, an equal *pro rata* portion of the amount of principal becoming due on the Series 2019A Bonds on October 1, 2020; and thereafter, beginning on October 25, 2020, and continuing on the first day of each month thereafter so long as any of the Series 2019A Bonds shall remain outstanding and unpaid, an amount not less than 1/12 of the amount of principal that will become due on the Series 2019A Bonds on the next succeeding Maturity.

The amounts required to be paid and credited to the 2019A Bond Account pursuant to this Section shall be made at the same time and on a parity with the amounts at the time required to be paid and credited to the debt service accounts established for the payment of principal and interest on Parity Bonds under the provisions of the Parity Ordinances.

If at any time the moneys in the System Revenue Fund are insufficient to make in full the payments and credits at the time required to be made to the 2019A Bond Account and to the debt service accounts established to pay the principal of and interest on any Parity Bonds, the available moneys in the System Revenue Fund shall, unless otherwise directed by the Master Ordinance or the Previously Issued Parity Ordinances, be divided among such debt service accounts in proportion to the respective principal amounts of said series of bonds at the time outstanding which are payable from the moneys in said debt service accounts.

All amounts paid and credited to the 2019A Bond Account shall be expended and used by the City for the sole purpose of paying the interest on and principal of the Series 2019A Bonds as and when the same become due on each Bond Payment Date.

- (c) *2019A Bond Reserve Fund.* So long as any of the Cumulative Reserve Requirement Bonds remain Outstanding and unpaid, the total funds on deposit in the Previously Issued Parity Bond Reserves, the 2019A Bond Reserve Account, and any reserve account established to secure any Additional Bonds that are hereafter issued, shall aggregate the maximum cumulative debt service payable in any Fiscal Year on the Previously Issued Parity Bonds, the Series 2019A Bonds and any such Additional Bonds that are hereafter issued; provided that in the event there are no longer Cumulative Reserve Requirement Bonds Outstanding such requirement shall not apply.

The 2019A Reserve Requirement shall be redetermined at the beginning of each Fiscal Year and shall be the lesser of the 2019A Reserve Requirement for the prior Fiscal Year or the maximum principal and interest coming due, whether at maturity or upon mandatory redemption on the Series 2019A Bonds during such Fiscal Year or any subsequent Fiscal Year. The City may provide, in lieu of any amounts required to be on deposit in the 2019A Bond Reserve Account, a bond insurance policy in favor of the Paying Agent issued by an insurance company rated (at the time of issuance of such policy) in the one of the two highest rating categories by one of the Rating Agencies and sufficient to provide to the Bondowners the amounts which would otherwise have been on deposit in the 2019A Bond Reserve Account at the times the Bondowners would have otherwise received such amounts.

Except as provided in the Bond Ordinance, all amounts paid and credited to the 2019A Bond Reserve Account shall be expended and used by the City solely to prevent any default in the payment of interest on or principal of the Series 2019A Bonds on any Maturity date or Interest Payment Date if the moneys in the 2019A Bond Account are insufficient to pay the interest on or principal of said Series 2019A Bonds as they become due. So long as the 2019A Bond Reserve Account aggregates the 2019A Reserve Requirement, no further payments into said Account shall be required, but if (i) the City shall ever be required to

expend and use a part of the moneys in said Account for the purpose herein authorized and such expenditure shall reduce the amount of said Account below the 2019A Reserve Requirement, on or before each April 1 and October 1, after paying all Operating Expenses and making the required transfers pursuant to subparagraphs (a) and (b) above, the City Council shall transfer from the System Revenue Fund to the 2019A Bond Reserve Account, one-half of the amount expended from said Account during the previous six month period until said Account shall aggregate a sum equal to the 2019A Reserve Requirement or (ii) the value (determined in accordance with the Bond Ordinance) of the amount held in the 2019A Bond Reserve Account is less than the 2019A Reserve Requirement due to market fluctuations, on or before each April 1 and October 1, the City Council shall transfer from the System Revenue Fund to the 2019A Bond Reserve Account, one-half of such deficiency so that said Account shall aggregate at the time of making the second of such transfers a sum equal to the 2019A Reserve Requirement.

The amounts required to be paid and credited to the 2019A Bond Reserve Account shall be made at the same time and on a parity with the amounts at the time required to be paid and credited to the bond reserve account established for the Parity Bonds under the provisions of any Parity Ordinance.

Moneys in the 2019A Bond Reserve Account may be used to call the Series 2019A Bonds for redemption and payment prior to their Stated Maturity, provided all of the Series 2019A Bonds at the time Outstanding are called for payment and funds are available to pay the same according to their terms. Moneys in the 2019A Bond Reserve Account shall be used to pay and retire the last Outstanding Bonds unless such Series 2019A Bonds and all interest thereon are otherwise paid. Any amounts in the 2019A Bond Reserve Account in excess of the 2019A Reserve Requirement on any valuation date shall be transferred to the 2019A Bond Account.

If at any time the moneys in the System Revenue Fund are insufficient to make in full the payments and credits at the time required to be made to the 2019A Bond Reserve Account and to the debt service reserve funds established to protect the payment of any Parity Bonds, the available moneys in the System Revenue Fund shall be divided among such debt service reserve funds in proportion to the respective principal amounts of said series of bonds at the time outstanding which are payable from the moneys in such debt service reserve funds.

- (d) *Renewal and Replacement Account.* So long as the Renewal and Replacement Account aggregates the Renewal and Replacement Requirement, no further payments shall be required, but if the amount in said Account is less than the Renewal and Replacement Requirement, after making the required transfers pursuant to subparagraphs (a), (b) and (c) above, on or before each April 1 and October 1, the City Council shall transfer from the System Revenue Fund to the Renewal and Replacement Account one-half of such deficiency so that said Account shall aggregate at the time of making the second of such transfers a sum equal to the Renewal and Replacement Requirement.

All moneys in the Renewal and Replacement Account may be drawn on and used by the City Council for the purpose of paying the cost of unusual or extraordinary maintenance or repairs, renewals and replacements, not paid as part of the ordinary and normal expense for the operation of the System, provided, however, in the event that the funds and investments in the 2019A Bond Reserve Account shall be reduced below the 2019A Reserve Requirement, funds on deposit in the Renewal and Replacement Account shall be transferred to the 2019A Bond Reserve Account to the extent necessary to eliminate the deficiency in that Account.

- (e) *Deficiency of Payments into Accounts.* If at any time the Revenues shall be insufficient to make any payment on the date or dates hereinbefore specified, the City will make good the amount of such deficiency by making additional payments or credits out of the first available Revenues thereafter received by the City, such payments and credits being made and applied in the order specified above.
- (f) *Application of Moneys in the 2019A Rebate Account.* There shall be deposited in the 2019A Rebate Account such amounts as are required to be deposited therein pursuant to the Federal Tax Certificate. All money in the 2019A Rebate Account shall be held in trust, to the extent required to satisfy the Rebate Amount (as defined in the Federal Tax Certificate), for payment to the United States of America, and neither the City nor the Registered Owner of any Series 2019A Bond shall have any rights in or claim to such money.

Payments Due on Saturdays, Sundays and Holidays

In any case where a Bond Payment Date is not a Business Day, then payment of principal, Redemption Price or interest need not be made on such Bond Payment Date but may be made on the next succeeding Business Day with the same force and effect as if made on such Bond Payment Date, and no interest shall accrue for the period after such Bond Payment Date.

Nonpresentment of Bonds

If any Series 2019A Bond is not presented for payment when the principal thereof becomes due at Maturity, if funds sufficient to pay such Series 2019A Bond have been made available to the Paying Agent all liability of the City to the Registered Owner thereof for the payment of such Series 2019A Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the Registered Owner of such Series 2019A Bond, who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under the Bond Ordinance or on, or with respect to, said Series 2019A Bond. If any Series 2019A Bond is not presented for payment within one year following the date when such Series 2019A Bond becomes due at Maturity, the Paying Agent shall repay to the City the funds theretofore held by it for payment of such Series 2019A Bond, and such Series 2019A Bond shall, subject to the defense of any applicable statute of limitation, thereafter be an unsecured obligation of the City, and the Registered Owner thereof shall be entitled to look only to the City for payment, and then only to the extent of the amount so repaid to it by the Paying Agent, and the City shall not be liable for any interest thereon and shall not be regarded as a trustee of such money.

Deposit and Investment of Moneys

Money in each of the funds and accounts created by and referred to in the Bond Ordinance shall be deposited in a bank or banks located in the State of Missouri that are members of the Federal Deposit Insurance Corporation. All such deposits shall be continuously and adequately secured by the banks holding such deposits as provided by the laws of the State of Missouri.

Moneys held in any fund or account held in the custody of the City referred to in the Bond Ordinance may be invested in Permitted Investments; provided, however, that no such investment shall be made for a period extending longer than the date when the moneys invested may be needed for the purpose for which such fund or account was created. All earnings on any investments held in any fund or account shall accrue to and become a part of such fund or account. In determining the amount held in any fund or account under any of the provisions of the Bond Ordinance, obligations shall be valued at the lower of the cost or the market value thereof; provided, however, that the investments held in the 2019A Bond Reserve Account shall be valued at market value only. If and when the amount held in any fund or account shall be in excess of the amount

required by the provisions of the Bond Ordinance, the City shall direct that such excess be paid and credited to the System Revenue Fund.

Efficient and Economical Operation

The City will continuously own and will operate the System as a revenue producing facility in an efficient and economical manner and will keep and maintain the same in good repair and working order at a reasonable cost. The City will establish and maintain such rules and regulations for the use of the System as may be necessary to assure maximum utilization and most efficient operation of the System.

Rate Covenant

(a) The City shall charge and collect rates, fees and other charges for the sale of electric power and energy, water and other services, facilities and commodities of the System as shall be required to provide such Revenues and income (including investment income) at least sufficient in each Fiscal Year which will:

(1) equal at least 110% of the Debt Service Requirement on all Parity Bonds then Outstanding for the year of computation and 100% of the Debt Service Requirement on all Subordinate Bonds then Outstanding for the year of computation;

(2) enable the City to make all required payments, if any, into the Reserve Account for any Parity Bonds, the Renewal and Replacement Account, the Rebate Account for any Parity Bonds and to any Credit Facility Provider, any Reserve Account Credit Facility Provider and any Qualified Hedge Provider (as such latter terms are defined in the Master Ordinance);

(3) remedy all deficiencies in required payments into any of the funds and accounts established under the Master Ordinance, the Parity Ordinances or the Bond Ordinance from prior Fiscal Years; and

(4) all other charges or liens whatsoever payable out of Revenues during such Fiscal Year.

The collection of revenues and income (including investment income) in any Fiscal Year in an amount in excess of the aggregate payments specified in this subsection (a) for such Fiscal Year shall not be taken into account as a credit against such aggregate payments for any subsequent Fiscal Year or years.

(b) The City shall review its financial condition in accordance with the provisions of the Charter of the City for the purpose of estimating whether the Revenues and income (including investment income) from the operation of the System will be sufficient to provide all of the payments and meet all other requirements as specified in this Section. If as a result of such review the City determines that such Revenues and income may not be sufficient to provide such payments and meet such other requirements, it shall forthwith make a study for the purpose of making a schedule of rates, fees and charges for the System which will cause sufficient Revenues and income to be collected in the following Fiscal Year to provide funds for all the payments and other requirements as specified in this Section for such following Fiscal Year and will cause additional revenues and income to be collected in such following and later Fiscal Years sufficient to restore the amount of such deficiency at the earliest practicable time. If, in any Fiscal Year, the revenues and income collected shall not have been sufficient to provide all of the payments and meet all other requirements as specified in said subsection (a), the City shall as promptly as permitted by law establish and place in effect a schedule of rates, fees and charges which will cause sufficient revenues and income to be collected.

(c) The City will not furnish or supply power, energy, water or any other service or commodity free of charge to any person, firm or corporation, public or private, and the City will promptly enforce the

payment of any and all accounts owing to the City by reason of the ownership and operation of the System, to the extent dictated by sound business practice.

(d) The failure in any Fiscal Year to comply with the covenant in subsection (a) of this Section shall not constitute an Event of Default under the Bond Ordinance, if the City shall comply with subsection (b) of this Section.

Nothing in the Bond Ordinance contained shall be construed to prevent the continuous collection of reasonable rates, charges, and fees for the use of said System and facilities after the Series 2019A Bonds issued pursuant to the Bond Ordinance shall have been paid and redeemed, together with all interest thereon, nor to prevent at that time the pledge and application of said Net Revenues to the payment of other bonds which may be issued by the City.

Restrictions on Mortgage or Sale of System

The City will not mortgage, pledge or otherwise encumber the System or any part thereof, nor will it sell, lease or otherwise dispose of the System or any material part thereof; provided, however, the City may:

(a) sell at fair market value any portion of the System which has been replaced by other similar property of at least equal value, or which ceases to be necessary for the efficient operation of the System, and in the event of sale, the City will apply the proceeds to either (1) redemption of Outstanding Bonds in accordance with the provisions governing repayment of Series 2019A Bonds in advance of Stated Maturity, or (2) replacement of the property so disposed of by other property the revenues of which shall be incorporated into the System as provided in the Bond Ordinance;

(b) cease to operate, abandon or otherwise dispose of any property which has become obsolete, nonproductive or otherwise unusable to the advantage of the City; or

(c) lease, (1) as lessor, any real or personal property which is unused or unimproved, or which has become obsolete, nonproductive or otherwise unusable to the advantage of the City, or which is being acquired as a part of a lease/purchase financing for the acquisition and/or improvement of such property; and/or (2) as lessee, with an option of the City to purchase, any real or personal property for the extension and improvement of the System. Property being leased as lessor and/or lessee pursuant to this subparagraph (c) shall not be treated as part of the System for purposes of this Section and may be mortgaged, pledged or otherwise encumbered.

Insurance

The City will carry and maintain fire and extended coverage insurance upon all of the properties forming a part of the System insofar as the same are of an insurable nature, such insurance to be of the character and coverage and in such amounts as would normally be carried by other municipalities or public entities engaged in similar activities of comparable size and similarly situated. In the event of loss or damage, the City, with reasonable dispatch, will use the proceeds in accordance with the provisions of the Master Ordinance. The cost of all insurance obtained pursuant to the requirements of this Section shall be paid as an Operating Expense out of the Revenues.

Annual Budget

Prior to the commencement of each Fiscal Year, the City will cause to be prepared and filed with the City Clerk a budget setting forth the estimated receipts and expenditures of the System for the next succeeding Fiscal Year.

Annual Audit

Annually, promptly after the end of the Fiscal Year, the City will cause an audit to be made of the System for the preceding Fiscal Year by a certified public accountant or firm of certified public accountants to be employed for that purpose and paid from the revenues of the System. Said annual audit shall cover in reasonable detail the operation of the System during such Fiscal Year.

Within 30 days after the completion of each such audit, a copy thereof shall be filed in the office of the City Clerk. Such audits shall at all times during the usual business hours be open to the examination and inspection by any taxpayer, any user of the services of the System, any Registered Owner of any of the Series 2019A Bonds, or by anyone acting for or on behalf of such taxpayer, user or Registered Owner.

As soon as possible after the completion of the annual audit, the City Council shall review such audit, and if any audit shall disclose that proper provision has not been made for all of the requirements of the Bond Ordinance, the City will promptly cure such deficiency and will promptly proceed to increase the rates and charges to be charged for the use and services furnished by the System as may be necessary to adequately provide for such requirements.

Tax Covenants

The City covenants that (1) it will comply with all applicable provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the exclusion from federal gross income of the interest on the Series 2019A Bonds, and (2) it will not use or permit the use of any proceeds of the Series 2019A Bonds or any other funds of the City, nor take or permit any other action, or fail to take any action, which would adversely affect the exclusion from federal gross income of the interest on the Series 2019A Bonds. The City will also pass such other ordinances or resolutions and take such other actions as may be necessary to comply with the Code and with all other applicable future law in order to ensure that the interest on the Series 2019A Bonds will remain excluded from federal gross income, to the extent any such actions can be taken by the City.

The City covenants and agrees that (1) it will use the proceeds of the Series 2019A Bonds as soon as practicable for the purposes for which the Series 2019A Bonds are issued, and (2) it will not invest or directly or indirectly use or permit the use of any proceeds of the Series 2019A Bonds or any other funds of the City in any manner, or take or omit to take any action, that would cause the Series 2019A Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code.

The City covenants that it will pay or provide for the payment from time to time of all arbitrage rebate to the United States pursuant to Section 148(f) of the Code and the Federal Tax Certificate. This covenant shall survive payment in full or defeasance of the Series 2019A Bonds. The Federal Tax Certificate may be amended or replaced if, in the opinion of Bond Counsel, such amendment or replacement will not adversely affect the exclusion from federal gross income of the interest on the Series 2019A Bonds.

The City covenants that it will not use any portion of the proceeds of the Series 2019A Bonds, including any investment income earned on such proceeds, directly or indirectly, in a manner that would cause any Series 2019A Bond to be a “private activity bond” within the meaning of Section 141 of the Code.

Senior Lien Bonds

The City covenants and agrees that so long as any of the Series 2019A Bonds remain Outstanding, the City will not issue any additional bonds or incur or assume any other debt obligations appearing as liabilities on the balance sheet of the City for the payment of moneys determined in accordance with generally accepted accounting principles including capital leases as defined by generally accepted accounting principles, payable

out of the net income and revenues of the System or any part thereof which are superior to the Series 2019A Bonds.

Parity Lien Bonds

The City covenants and agrees that so long as any of the Series 2019A Bonds remain Outstanding, it will not issue any Parity Bonds payable out of the Net Revenues of the System or any part thereof which stand on a parity or equality with the Series 2019A Bonds ("Parity Bonds") unless the following conditions are met:

(1) The City is not in default in the payment of principal or interest on the Series 2019A Bonds or any Parity Bonds or in making any deposit into the funds and accounts under the Bond Ordinance or any Parity Ordinance; and

(2) The additional facility or facilities (if any) to be built or acquired from the proceeds of the Additional Bonds is, or will be, a part of the System, and its Net Revenues are pledged as additional security for the Additional Bonds and all System Revenue Bonds; and

(3) The City provides a certificate showing either of the following:

(A) A certificate of an authorized officer of the City certifying that the Revenues Available For Debt Service of any 12 consecutive calendar months out of the 24 calendar months immediately preceding the issuance of such proposed Additional Bonds, are not less than one and twenty-five percent (125%) of the maximum total Debt Service Requirement for any succeeding Fiscal Year on all Parity Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds. In the event any adjustment of rates with respect to the System has become effective subsequent to the beginning of the 12-month period selected for such calculation, the authorized officer may adjust the Revenues Available For Debt Service by adding thereto an estimate of such additional Revenues Available For Debt Service for such 12 month period which would have resulted had such rate adjustment been in effect for the entire period; or

(B) A Certificate of a Consulting Engineer certifying that the estimated Revenues Available For Debt Service for the Fiscal Year immediately following the year in which the project, the cost of construction of which is being financed by such Additional Bonds, is to be in commercial operation (or for the Fiscal Year immediately following the year in which such Additional Bonds are issued, if no project is to be financed thereby) are not less than one and twenty-five percent (125%) of the maximum total Debt Service Requirement for any succeeding Fiscal Year on all Parity Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds. The Consulting Engineer may adjust the estimated Revenues Available For Debt Service by adding thereto any estimated increase in revenue resulting from any increase in water and electric rates which, in the opinion of the Consulting Engineer, are economically feasible and reasonably considered necessary based on projected operations of the System. Additional Bonds may be issued notwithstanding the restrictions upon the issuance of Additional Bonds set out in this subparagraph, if in the opinion of the Consulting Engineer, the proceeds of such Additional Bonds are necessary to repair any damage or loss to the System if the System has been destroyed or damaged by disaster to such an extent that it cannot be operated or if it is necessary to keep the System in good operating condition after such damage or loss; and

(4) the City complies with the provisions of any Parity Ordinances relating to the issuance of Parity Bonds.

Junior Lien Bonds and Other Obligations

Nothing shall prohibit or restrict the right of the City to issue additional revenue bonds or other revenue obligations for any lawful purpose in connection with the operation of the facility and benefiting the System and to provide that the principal of and interest on said revenue bonds or obligations shall be payable out of the revenues of the System, provided at the time of the issuance of such additional revenue bonds or obligations the City is not in default in the performance of any covenant or agreement contained in the Bond Ordinance (unless such additional revenue bonds or obligations are being issued to provide funds to cure such default), and provided further that such additional revenue bonds or obligations shall be junior and subordinate to the Series 2019A Bonds so that if at any time the City shall be in default in paying either interest on or principal of the Series 2019A Bonds, or if the City is in default in making any payments required to be made by it under the provisions of the Bond Ordinance, the City shall make no payments of either principal of or interest on said junior and subordinate revenue bonds or obligations until said default or defaults be cured. In the event of the issuance of any such junior and subordinate revenue bonds or obligations, the City, subject to the provisions aforesaid, may make provision for paying the principal of and interest on said revenue bonds or obligations out of moneys in the System Revenue Fund.

Refunding Bonds

The City shall have the right, without complying with the provisions of the Bond Ordinance, to refund any of the Series 2019A Bonds or any Parity Bonds under the provisions of any law then available in a manner which provides present value debt service savings, and the refunding bonds so issued shall enjoy complete equality of pledge with any of the Series 2019A Bonds or the Parity Bonds which are not refunded, if any, upon the Net Revenues of the System.

Acceleration of Maturity Upon Default

The City covenants and agrees that if it defaults in the payment of the principal of or interest on any of the Series 2019A Bonds as the same become due on any Bond Payment Date, or if the City or the City Council or any of the officers, agents or employees thereof fail or refuse to comply with any of the provisions of the Bond Ordinance or of the constitution or statutes of the State of Missouri or the City's Charter, and such default continues for a period of 60 days after written notice specifying such default has been given to the City by the Registered Owner of any Series 2019A Bond then Outstanding, then, at any time thereafter and while such default continues, the Registered Owners of 25% in aggregate principal amount of the Series 2019A Bonds then Outstanding may, by written notice to the City filed in the office of the City Clerk or delivered in person to said City Clerk, declare the principal of all Series 2019A Bonds then Outstanding to be due and payable immediately, and upon any such declaration given as aforesaid, all of said Series 2019A Bonds shall become and be immediately due and payable, anything in the Bond Ordinance or in the Series 2019A Bonds contained to the contrary notwithstanding. This provision, however, is subject to the condition that if at any time after the principal of said Outstanding Bonds has been so declared to be due and payable, all arrears of interest upon all of said Series 2019A Bonds, except interest accrued but not yet due on such Series 2019A Bonds, and all arrears of principal upon all of said Series 2019A Bonds has been paid in full and all other defaults, if any, by the City under the provisions of the Bond Ordinance and under the provisions of the statutes of the State of Missouri have been cured, then and in every such case the Registered Owners of a majority in principal amount of the Bonds then Outstanding, by written notice to the City given as specified in the Bond Ordinance may rescind and annul such declaration and its consequences, but no such rescission or annulment shall extend to or affect any subsequent default or impair any rights consequent thereon.

Other Remedies

The provisions of the Bond Ordinance, including the covenants and agreements contained in the Bond Ordinance, shall constitute a contract between the City and the Registered Owners of the Series 2019A Bonds, and the Registered Owner or Owners of not less than 10% in principal amount of the Series 2019A Bonds at

the time Outstanding shall have the right for the equal benefit and protection of all Registered Owners of Series 2019A Bonds similarly situated:

- (a) by mandamus or other suit, action or proceedings at law or in equity to enforce the rights of such Registered Owner or Owners against the City and its officers, agents and employees, and to require and compel duties and obligations required by the provisions of the Bond Ordinance or by the Constitution and laws of the State of Missouri;
- (b) by suit, action or other proceedings in equity or at law to require the City, its officers, agents and employees to account as if they were the trustees of an express trust; and
- (c) by suit, action or other proceedings in equity or at law to enjoin any acts or things which may be unlawful or in violation of the rights of the Registered Owners of the Series 2019A Bonds.

Limitation on Rights of Bondowners

No one or more Bondowners secured shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security granted and provided for in the Bond Ordinance, or to enforce any right under the Bond Ordinance, except in the manner provided in the Bond Ordinance, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Registered Owners of such Outstanding Series 2019A Bonds.

No Obligation to Levy Taxes

Nothing contained in the Bond Ordinance shall be construed as imposing on the City any duty or obligation to levy any taxes either to meet any obligation incurred in the Bond Ordinance or to pay the principal of or interest on the Series 2019A Bonds.

Defeasance

When any or all of the Series 2019A Bonds or the interest payments thereon have been paid and discharged, then the requirements contained in the Bond Ordinance and the pledge of revenues made under the Bond Ordinance and all other rights granted shall terminate with respect to the Series 2019A Bonds so paid and discharged. Series 2019A Bonds or the interest payments thereon shall be deemed to have been paid and discharged within the meaning of the Bond Ordinance if there has been deposited with the Paying Agent or other commercial bank or trust company located in the State of Missouri and having full trust powers, at or prior to the Stated Maturity or Redemption Date of said Series 2019A Bonds, in trust for and irrevocably appropriated thereto, money and/or Defeasance Obligations which, together with the interest to be earned thereon, will be sufficient for the payment of the principal or Redemption Price of said Series 2019A Bonds, and/or interest to accrue on such Series 2019A Bonds to the Stated Maturity or Redemption Date, as the case may be, or if default in such payment shall have occurred on such date, then to the date of the tender of such payments.

Amendments

The Continuing Disclosure Undertaking is exempt from the provisions of this Section and are subject to amendment and modification only as provided therein. The rights and duties of the City and the Bondowners, and the terms and provisions of the Series 2019A Bonds or of the Bond Ordinance, may be amended or modified at any time in any respect by ordinance of the City with the written consent of the Registered Owners of not less than a majority in principal amount of the Series 2019A Bonds then Outstanding, such consent to be evidenced by an instrument or instruments executed by such Registered Owners and duly acknowledged or

proved in the manner of a deed to be recorded, and such instrument or instruments shall be filed with the City Clerk, but no such modification or alteration shall:

- (a) extend the maturity of any payment of principal or interest due upon any Series 2019A Bond;
- (b) alter the optional Redemption Date of any Series 2019A Bond;
- (c) effect a reduction in the amount which the City is required to pay by way of principal of or interest on any Series 2019A Bond;
- (d) permit the creation of a lien on the Net Revenues of the System prior or equal to the lien of the Series 2019A Bonds or Parity Bonds;
- (e) permit preference or priority of any Series 2019A Bonds over any other Series 2019A Bonds; or
- (f) reduce the percentage in principal amount of Series 2019A Bonds required for the written consent to any modification or alteration of the provisions of the Bond Ordinance.

Any provision of the Series 2019A Bonds or of the Bond Ordinance may, however, be amended or modified by ordinance duly adopted by the City Council at any time in any respect with the written consent of the Registered Owners of all of the Series 2019A Bonds at the time Outstanding.

Without notice to or the consent of any Bondowners, the City may amend or supplement the Bond Ordinance for the purpose of curing any formal defect, omission, inconsistency or ambiguity therein or in connection with any other change therein which is not materially adverse to the security of the Bondowners.

SUMMARY OF THE CONTINUING DISCLOSURE UNDERTAKING

The following is a summary of certain provisions of the Continuing Disclosure Undertaking. The following is not a comprehensive description, however and is qualified in its entirety by reference to the Continuing Disclosure Undertaking for a full recital of the provisions thereof.

Definitions

In addition to the definitions set forth in the Bond Ordinance, which apply to any capitalized term used in the Continuing Disclosure Undertaking unless otherwise defined below, the following capitalized terms have the following meanings:

“Annual Report” means any Annual Report provided by the City pursuant to, and as described in, the Continuing Disclosure Undertaking.

“Beneficial Owner” means any registered owner of any Bonds and any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

“EMMA” means the Electronic Municipal Market Access system for municipal securities disclosures.

“Financial Obligation” means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of (a) or (b) in this definition; *provided however*, the term Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

“Material Events” means any of the events listed in the Continuing Disclosure Undertaking.

“MSRB” means the Municipal Securities Rulemaking Board, or any successor repository designated as such by the Securities and Exchange Commission in accordance with the Rule.

“Participating Underwriter” means any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Repository” means the MSRB.

“Rule” means Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Provision of Annual Reports

The City shall, not later than 180 days after the end of the City’s fiscal year, provide to the MSRB, through EMMA, the following financial information and operating data (the **“Annual Report”**):

(1) The audited financial statements of the City for the prior fiscal year prepared in accordance with the accounting principles described in the notes to the financial statements included as part of the Official Statement for the Bonds and audited by its independent auditors (or if not available as of such date, the unaudited financial statements of the City and as soon thereafter as available such audited financial statements of the City); and

(2) To the extent not otherwise included in the City’s audited financial statements, updates as of the end of the fiscal year of the financial information and operating data contained in *Appendix A* to the final Official Statement for the Bonds in substantially the scope and form contained in such Appendix in the tables labeled or identified as follows, which information may be contained in the audited financial statements of the City or any schedules supplemental thereto:

- A. All of the tables under the heading **“FINANCIAL INFORMATION CONCERNING THE CITY.”**
- B. All of the tables under the heading **“PROPERTY TAX INFORMATION CONCERNING THE CITY.”**
- C. The information contained in the tables **“Water and Electric Utility Fund - Historical and Projected Schedules of Revenues and Expenses”** under the heading **“THE SYSTEM”** for the most recently ended fiscal year (located in the body of the Official Statement).

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues with respect to which the City is an **“obligated person”** (as defined by the Rule), which have been provided to the MSRB and is available through EMMA or to the Securities and Exchange Commission. If the document included by reference is a final official statement, it must be available from the MSRB. The City shall clearly identify each such other document so included by reference.

In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in this Section; *provided that* the

audited financial statements of the City may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the City's fiscal year changes, it shall give notice of such change in the same manner as for a Material Event.

Reporting of Material Events

Pursuant to the provisions of the Continuing Disclosure Undertaking, the City shall give, or cause to be given to the MSRB, through EMMA, notice of the occurrence of any of the following events with respect to the Bonds, if material ("**Material Events**"):

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers, or their failure to perform;
- (6) adverse tax opinions; the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (7) modifications to rights of bondholders, if material;
- (8) bond calls, if material, and tender offers;
- (9) defeasances;
- (10) release, substitution or sale of property securing repayment of the Bonds, if material;
- (11) rating changes;
- (12) bankruptcy, insolvency, receivership or similar event of the City;
- (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) appointment of a successor or additional trustee or the change of name of the trustee, if material;
- (15) incurrence of a Financial Obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect security holders, if material; and
- (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

If the City has not submitted the Annual Report to the MSRB by the date required above, the City shall send a notice to the MSRB of the failure of the City to file on a timely basis the Annual Report.

Termination of Reporting Obligation

The City's obligations under the Continuing Disclosure Undertaking shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If the City's obligations under the Continuing Disclosure Undertaking are assumed in full by some other entity, such person shall be responsible for compliance with the Continuing Disclosure Undertaking in the same manner as if it were the City, and the City shall have no further responsibility hereunder. If such termination or substitution occurs prior to the final maturity of the Bonds, the City shall give notice of such termination or substitution in the same manner as for a Material Event.

Designated Agents

The City may, from time to time, appoint or designate one or more agents (each, a "designated agent") to submit Annual Reports, Material Event notices, and other notices or reports with the MSRB.

Amendment; Waiver

Notwithstanding any other provision of the Continuing Disclosure Undertaking, the City may amend the Continuing Disclosure Undertaking and any provision of the Continuing Disclosure Undertaking may be waived, provided that Bond Counsel or other counsel experienced in United States securities law matters provides the City with its written opinion that the undertaking of the City contained herein, as so amended or after giving effect to such waiver, is in compliance with the Rule and all current amendments thereto and interpretations thereof that are applicable to the Continuing Disclosure Undertaking.

In the event of any amendment or waiver of a provision of the Continuing Disclosure Undertaking, the City shall describe such amendment or waiver in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or, in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the City. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (1) notice of such change shall be given in the same manner as for a Material Event, and (2) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Additional Information

Nothing in the Continuing Disclosure Undertaking shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in the Continuing Disclosure Undertaking or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is required by the Continuing Disclosure Undertaking. If the City chooses to include any information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is specifically required by the Continuing Disclosure Undertaking, the City shall have no obligation under the Continuing Disclosure Undertaking to update such information or include it in any future Annual Report or notice of occurrence of a Material Event.

Default

If the City fails to comply with any provision of the Continuing Disclosure Undertaking, any Participating Underwriter or any Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City to comply with its obligations under the Continuing Disclosure Undertaking. A default under the Continuing Disclosure Undertaking shall not be deemed an event of default under the Bond Ordinance or the Bonds, and

the sole remedy under the Continuing Disclosure Undertaking in the event of any failure of the City to comply with the Continuing Disclosure Undertaking shall be an action to compel performance.

APPENDIX D

BOOK-ENTRY ONLY SYSTEM

The following information concerning DTC and DTC's Book-Entry Only System has been obtained from sources that the City believes to be reliable, but is not guaranteed as to accuracy or completeness by and is not to be construed as a representation by the City, the Paying Agent or the Underwriter. The City, the Paying Agent and the Underwriter make no assurances that DTC, Direct Participants, Indirect Participants or other nominees of the Beneficial Owners will act in accordance with the procedures described above or in a timely manner.

General. The Bonds are available in book-entry only form. Purchasers of the Bonds will not receive certificates representing their interests in the Bonds. Ownership interests in the Bonds will be available to purchasers only through a book-entry system (the **"Book-Entry System"**) maintained by The Depository Trust Company (**"DTC"**), New York, New York.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC. The following discussion will not apply to any Bonds issued in certificate form due to the discontinuance of the DTC Book Entry Only System, as described below.

DTC and its Participants. DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants (**"Direct Participants"**) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (**"DTCC"**). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (**"Indirect Participants"**). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchase of Ownership Interests. Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond (**"Beneficial Owner"**) is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of

Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

Transfers. To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Notices. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond Ordinance. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Paying Agent and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Voting. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of Principal, Redemption Price and Interest. Payment of principal or redemption price of and interest on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent, on the payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, its nominee, the Paying Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal or redemption price of and interest on the Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent. Disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

Discontinuation of Book-Entry System. DTC may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to the City or the Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered as described in the Bond Ordinance.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed, registered in the name of DTC's partnership nominee, Cede & Co. (or such other name as may be requested by an authorized

representative of DTC), and delivered to DTC (or a successor securities depository), to be held by it as securities depository for Direct Participants. If, however, the system of book-entry-only transfers has been discontinued and a Direct Participant has elected to withdraw its Bonds from DTC (or such successor securities depository), Bond certificates may be delivered to Beneficial Owners in the manner described in the Bond Ordinance.

RESPONSIBILITY OR OBLIGATIONS TO SUCH PARTICIPANTS OR THE PERSONS FOR WHOM THEY ACT AS NOMINEES WITH RESPECT TO THE PAYMENTS TO OR THE PROVIDING OF NOTICE FOR THE PARTICIPANTS, THE INDIRECT PARTICIPANTS, OR THE BENEFICIAL OWNERS.

THE INFORMATION IN THIS SECTION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE CITY AND THE UNDERWRITER BELIEVE TO BE RELIABLE, BUT THE CITY AND THE UNDERWRITER TAKE NO RESPONSIBILITY FOR THE ACCURACY THEREOF, AND NEITHER THE PARTICIPANTS NOR THE BENEFICIAL OWNERS SHOULD RELY ON THE FOREGOING INFORMATION WITH RESPECT TO SUCH MATTERS BUT SHOULD INSTEAD CONFIRM THE SAME WITH DTC OR THE PARTICIPANTS, AS THE CASE MAY BE.