

Council Bill: B 88-20

MOTION TO AMEND: _____

MADE BY: _____

SECONDED BY: _____

MOTION: I move that Council Bill B 88-20 be amended as set forth on this amendment sheet.

=====

The ordinance attached to this amendment sheet is substituted for the original ordinance.

Exhibits A and B attached to this amendment sheet are substituted for the original Exhibits A and B attached to the ordinance.

ORDINANCE NO. _____

OF

CITY OF COLUMBIA, MISSOURI

PASSED APRIL 20, 2020

\$14,120,000
SPECIAL OBLIGATION BONDS
(AIRPORT PROJECT)
SERIES 2020A

ORDINANCE

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Introduced by _____

First Reading _____

Second Reading _____

Ordinance No. _____

Council Bill No. B 88-20 A

AN ORDINANCE

authorizing the issuance of Special Obligation Bonds (Airport Project), Series 2020A, prescribing the form and details of the bonds and the covenants and agreements to provide for the payment and security thereof, and authorizing certain actions and documents and prescribing other matters relating thereto; and fixing the time when this ordinance shall become effective.

WHEREAS, the City of Columbia, Missouri (the “**City**”) is a constitutional charter city and political subdivision duly organized and existing under the constitution and laws of the State of Missouri; and

WHEREAS, the City is authorized under the provisions of the Constitution of Missouri and its Charter to issue and sell special obligation bonds for the purpose of providing funds to finance and refinance the costs of certain capital improvements and to provide that the principal of and interest on such special obligations bonds shall be payable solely from the revenues derived from annual appropriations by the City Council; and

WHEREAS, the City desires to finance the costs of improvements to the City’s airport (the “**Project**”) with proceeds received from the sale of an issue of special obligation bonds; and

WHEREAS, plans and specifications for the Project and an estimate of the cost thereof have been prepared and made by the City’s consultants and the same are hereby accepted and approved and are on file in the office of the City Clerk; and

WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best interest of the City and of its inhabitants that special obligation bonds be issued and secured in the form and manner as hereinafter provided to provide funds for the Project;

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

ARTICLE I

DEFINITIONS

Section 101. Definitions of Words and Terms. In addition to words and terms defined elsewhere herein, the following words and terms as used in this Ordinance shall have the following meanings:

“Bond Counsel” means Gilmore & Bell, P.C., St. Louis, Missouri, or any 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 Bond is payable.

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

“Bonds” means the Special Obligation Bonds (Airport Project), Series 2020A, of the City, authorized and issued by the City pursuant to this Ordinance.

“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.

“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.

“Defaulted Interest” means interest on any 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.

“Determination of Taxability” means and shall be deemed to have occurred on the first to occur of the following:

(a) on the date the City files any statement, supplemental statement or other tax schedule, return or document which discloses that an Event of Taxability has in fact occurred;

(b) on the date the City is advised in writing by the Commissioner or any District Director of the Internal Revenue Service (or any other government official or agent exercising the same or a substantially similar function from time to time) that, based upon filings of the City or upon any review or audit of the City, an Event of Taxability has occurred; or

(c) on the date the City receives notice from the Registered Owner or any former Registered Owner that the Internal Revenue Service (or any other government official or agent exercising the same or a substantially similar function from time to time) has assessed as includable in the gross income of such Registered Owner or such former Registered Owner the interest on the Bonds due to the occurrence of an Event of Taxability;

provided, however, no Determination of Taxability shall occur under subparagraph (b) or (c) hereunder unless the City has been afforded the opportunity, at its expense, to contest any such assessment, and, further, no Determination of Taxability shall occur until such contest, if made, has been finally determined; provided further, however, that upon demand from the Registered Owner or any former Registered Owner, the City shall promptly reimburse the Registered Owner or former Registered Owner for any payments, including any taxes, interest, penalties or other charges, such Registered Owner or former Registered Owner is obligated to make as a result of the Determination of Taxability.

“Event of Default” means an Event of Default as described in **Section 601** hereof.

“Event of Nonappropriation” means an Event of Nonappropriation as described in **Section 402** hereof.

“Event of Taxability” means (a) the occurrence or existence of any fact, event or circumstance solely as a result of the taking of any action by the City, the failure to take any action by the City, or the making by the City of any misrepresentation herein or in any certificate required to be given in connection with the issuance, sale or delivery of the Bonds that has the effect of causing interest paid or payable on the Bonds to become includable, in whole or in part, in the gross income of the Registered Owner or any former Registered Owner for federal income tax purposes or (b) the entry of any decree or judgment by a court of competent jurisdiction, or the taking of any official action by the Internal Revenue Service or the Department of the Treasury, which decree, judgment or action is final and non-appealable under applicable procedural law, in either case, which has the effect of causing interest paid or payable on the Bonds to become includable, in whole or in part, in the gross income of the Registered Owner or any former Registered Owner for federal income tax purposes with respect to the Bonds solely as a result of an action or inaction by the City described in clause (a) of this definition.

“**Federal Tax Certificate**” means the Federal Tax Certificate delivered by the City for the Bonds, which sets forth certain facts, covenants, representations, and expectations relating to the use of Bond proceeds and the use of property financed or refinanced with those proceeds, and the investment of the Bond proceeds and certain other related money in order to comply with the requirements of Code imposed on the Bonds, in substantially the form attached hereto as **Exhibit B**.

“**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 Bond.

“**Lender**” means Regions Capital Advantage, Inc., the purchaser of the Bonds.

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

“**Ordinance**” means this Ordinance adopted by the governing body of the City, authorizing the issuance of the Bonds, as amended from time to time.

“**Outstanding**” means, when used with reference to Bonds, as of any particular date of determination, all Bonds theretofore authenticated and delivered hereunder, except the following Bonds:

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

(b) Bonds deemed to be paid in accordance with the provisions of **Section 701** hereof; and

(c) Bonds in exchange for or in lieu of which other Bonds have been authenticated and delivered hereunder.

“**Paying Agent**” means the Finance Director 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.

“**Project**” means the improvements to the City’s airport to be financed with proceeds of the Bonds.

“**Project Fund**” means the fund by that name created by **Section 501** hereof.

“**Rebate Fund**” means the fund by that name referred to in **Section 501** hereof.

“**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 Bond to be redeemed means the date fixed for the redemption of such Bond pursuant to the terms of this Ordinance.

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

“Registered Owner” when used with respect to any Bond means the Person in whose name such Bond is registered on the Bond Register.

“Special Obligation Debt Service Fund” means the fund by that name referred to in **Section 501** hereof.

“Special Record Date” means the date fixed by the Paying Agent pursuant to **Section 204** hereof for the payment of Defaulted Interest.

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

“Taxable Date” means the date on which interest on the Bonds is first includable in gross income of any current or former Registered Owner as a result of an Event of Taxability as such date is established pursuant to a Determination of Taxability.

“Taxable Period” has the meaning given that term in **Section 202** hereof.

“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), or securities which represent an undivided interest in such obligations, which obligations are rated in the same rating category as the United States of America or higher by a nationally recognized rating service and such obligations are held in a custodial account for the benefit of the City.

ARTICLE II

AUTHORIZATION OF THE BONDS

Section 201. Authorization of Bonds. There is hereby authorized and directed to be issued a series of bonds of the City, designated “Special Obligation Bonds (Airport Project), Series 2020A,” in the principal amount of \$14,120,000 (the “Bonds”), for the purpose of providing funds to (1) pay the costs of the Project and (2) pay the costs of issuing the Bonds.

Section 202. Description of Bonds. The Bonds shall consist of fully-registered bonds, numbered from 1 upward, in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof. The Bonds, as originally issued or issued upon transfer, exchange or substitution, shall be

substantially in the form set forth in **Exhibit A** attached hereto and shall be subject to registration, transfer and exchange as provided in **Section 205** hereof. The Bonds shall be dated the date of original issuance and delivery thereof, shall become due on October 1, 2034 (subject to redemption and payment prior to their Stated Maturity as provided in **Article III** hereof), and shall bear interest at the rate of 1.90% per annum (computed on the basis of a 360-day year of twelve 30-day months) from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable semiannually on April 1 and October 1 in each year, beginning on October 1, 2020.

Notwithstanding the foregoing, upon the occurrence of:

(1) a Determination of Taxability the interest rate on the Bonds shall be adjusted to 2.56% (the “**Taxable Rate**”) for the Taxable Period. Additionally, following a Determination of Taxability, the City agrees to pay to the Registered Owners on demand (a) an amount equal to the difference between (1) the amount of interest on the Bonds that would have been paid to such Registered Owner during the period for which interest on the Bonds is included in the gross income of such Registered Owner as a result of an Event of Taxability if the Bonds had borne interest at the Taxable Rate, beginning on the Taxable Date (the “Taxable Period”), and (2) the amount of interest actually paid to the Registered Owners during the Taxable Period, and (b) an amount equal to any interest, penalties or charges owed by such Registered Owners as a result of interest on the Bonds becoming included in the gross income of the Registered Owners, together with any and all attorneys’ fees, court costs, or other out-of-pocket costs incurred by the Registered Owners in connection therewith; or

(2) an Event of Default or Event of Nonappropriation, the interest rate on the Bonds shall be increased by 5.00% above the otherwise applicable rate (i.e., the Taxable Rate or otherwise) until such default is cured or funds are appropriated, as applicable.

Section 203. Designation of Paying Agent. The City’s Finance Director is hereby designated as the paying agent for the payment of principal of and interest on the Bonds and as bond registrar with respect to the registration, transfer and exchange of Bonds (herein called the “Paying Agent”).

The City will at all times maintain a Paying Agent meeting the qualifications herein described for the performance of the duties hereunder. The City reserves the right to appoint a successor Paying Agent by (1) filing with the Paying Agent then performing such function a certified copy of the proceedings giving notice of the termination of such Paying Agent and appointing a successor, and (2) causing notice of the appointment of the successor Paying Agent to be given by first class mail to each Registered Owner. The Paying Agent may resign upon giving written notice by first class mail to the City and the Registered Owners not less than 60 days prior to the date such resignation is to take effect. No resignation or removal of the Paying Agent shall become effective until a successor has been appointed and has accepted the duties of the Paying Agent.

Every Paying Agent appointed hereunder shall at all times be either (1) the Finance Director or (2) a commercial banking association or corporation or trust company located in the State of Missouri organized and in good standing and doing business under the laws of the United States of America or of the State of Missouri and subject to supervision or examination by federal or state regulatory authority.

The Paying Agent shall be paid its fees and expenses for its services in connection herewith.

Section 204. Method and Place of Payment of Bonds. The principal or Redemption Price of and interest on the Bonds shall be payable in any coin or currency of the United States of America that, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.

The principal or Redemption Price of each Bond shall be paid at Maturity by check, electronic transfer or draft to the Person in whose name such Bond is registered on the Bond Register at the Maturity thereof, upon presentation and surrender of such Bond at the office of the Paying Agent. Notwithstanding the foregoing or any other provision herein to the contrary, principal payable with respect to scheduled mandatory sinking fund redemptions pursuant to **Section 301(b)** hereof shall not require presentation or surrender of such Bonds until the final Stated Maturity thereof or the final payment in full thereof.

The interest payable on each Bond on any Interest Payment Date shall be paid to the Registered Owner of such Bond as shown on 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 such Registered Owner at the address shown on the Bond Register or by electronic transfer to such Registered Owner upon written notice signed by such Registered Owner and given to the Paying Agent 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 acknowledgment that an electronic transfer fee may be applicable.

Notwithstanding the foregoing provisions of this Section, any Defaulted Interest with respect to any Bond shall cease to be payable to the Registered Owner of such Bond on the relevant Record Date and shall be payable to the Registered Owner in whose name such Bond is registered at the close of business on the Special Record Date for the payment of such Defaulted Interest, which Special Record Date shall be fixed as hereinafter specified in this paragraph. The City shall notify the Paying Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond and the date of the proposed payment (which date shall be at least 30 days after receipt of such notice by the Paying Agent) and shall deposit with the Paying Agent at the time of such notice an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Paying Agent for such deposit prior to the date of the proposed payment. Following receipt of such funds the Paying Agent shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days prior to the date of the proposed payment. The Paying Agent shall promptly notify the City of such Special Record Date and, in the name and at the expense of the City, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, by first class mail, postage prepaid, to each Registered Owner of a Bond entitled to such notice at the address of such Registered Owner as it appears on the Bond Register not less than 10 days prior to such Special Record Date.

The Paying Agent shall keep a record of payment of principal and Redemption Price of and interest on all Bonds and shall upon the written request of the City at least annually forward a copy or summary of such records to the City.

Section 205. Registration, Transfer and Exchange of Bonds. The City covenants that, as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the office of the Paying Agent for the registration, transfer and exchange of Bonds as herein provided. Each Bond when issued shall be registered in the name of the owner thereof on the Bond Register.

The Bonds may be transferred in whole only, and the Lender agrees that it will only offer, sell, pledge, transfer or exchange any of the Bonds it purchases (1) in accordance with an available exemption from the registration requirements of Section 5 of the Securities Act of 1933, as amended, (2) in accordance with any applicable state securities laws, (3) to an institution that is an “accredited investor” as defined in Regulation D under the Securities Act of 1933 and/or a “qualified institutional buyer” under Rule 144A promulgated under the Securities Act of 1933, and (4) in accordance with the provisions of this Ordinance. Bonds may be transferred and exchanged only on the Bond Register as provided in this Section. Upon

surrender of any Bond at the office of the Paying Agent, the Paying Agent shall transfer or exchange such Bond for a new Bond or Bonds in any authorized denomination of the same Stated Maturity and in the same aggregate principal amount as the Bond that was presented for transfer or exchange. Bonds presented for transfer or exchange 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.

In all cases in which the privilege of transferring or exchanging Bonds is exercised, the Paying Agent shall authenticate and deliver Bonds in accordance with the provisions of this Ordinance. The City shall pay the fees and expenses of the Paying Agent for the registration, transfer and exchange of Bonds provided for by this Ordinance and the cost of printing a reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred in the secondary market, other than fees of the Paying Agent, are the responsibility of the Registered Owners of the Bonds. 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. In compliance with Section 3406 of the Code, such amount may be deducted by the Paying Agent from amounts otherwise payable to such Registered Owner hereunder or under the Bonds.

The City and the Paying Agent shall not be required (a) to register the transfer or exchange of any Bond after notice calling such Bond or portion thereof for redemption has been given or during the period of fifteen days next preceding the first mailing of such notice of redemption; or (b) to register the transfer or exchange of any Bond during a period beginning at the opening of business on the day after receiving written notice from the City of its intent to pay Defaulted Interest and ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to **Section 204** hereof.

The City and the Paying Agent may deem and treat the Person in whose name any Bond is registered in the Bond Register as the absolute owner of such Bond, whether such Bond is overdue or not, for the purpose of receiving payment of, or on account of, the principal or Redemption Price of and interest on said Bond and for all other purposes. All payments so made to any such Registered Owner or upon the Registered Owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the Paying Agent shall be affected by any notice to the contrary.

At reasonable times and under reasonable regulations established by the Paying Agent, the Bond Register may be inspected and copied by the Registered Owners of 10% or more in principal amount of the Bonds then Outstanding or any designated representative of such Registered Owners whose authority is evidenced to the satisfaction of the Paying Agent.

Section 206. Execution, Authentication and Delivery of Bonds. The Bonds, including any Bonds issued in exchange or as substitution for the Bonds initially delivered, shall be signed by the manual or facsimile signature of the City Manager, attested by the manual or facsimile signature of the City Clerk, and shall have the official seal of the City affixed thereto or imprinted thereon. In case any officer whose signature appears on any Bond ceases to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, as if such person had remained in office until delivery. Any Bond may be signed by such persons who at the actual time of the execution of such Bond shall be the proper officers to sign such Bond although at the date of such Bond such persons may not have been such officers.

The City Manager and City Clerk are hereby authorized and directed to prepare and execute the Bonds as herein specified, and when duly executed, to deliver the Bonds to the Paying Agent for authentication.

The Bonds shall have endorsed thereon a certificate of authentication substantially in the form set forth in **Exhibit A** attached hereto, which shall be manually executed by an authorized signatory of the Paying Agent, but it shall not be necessary that the same signatory sign the certificate of authentication on all of the Bonds that may be issued hereunder at any one time. No Bond shall be entitled to any security or benefit under this Ordinance or be valid or obligatory for any purpose unless and until such certificate of authentication has been duly executed by the Paying Agent. Such executed certificate of authentication upon any Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Ordinance. Upon authentication, the Paying Agent shall deliver the Bonds to or upon the order of the Lender upon payment of the purchase price to the City.

Section 207. Mutilated, Destroyed, Lost and Stolen Bonds. If (a) any mutilated Bond is surrendered to the Paying Agent or the Paying Agent receives evidence to its satisfaction of the destruction, loss or theft of any Bond, and (b) there is delivered to the City and the Paying Agent such security or indemnity as may be required by the Paying Agent, then, in the absence of notice to the City and the Paying Agent that such Bond has been acquired by a bona fide purchaser, the City shall execute and the Paying Agent shall authenticate and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount.

If any such mutilated, destroyed, lost or stolen Bond has become or is about to become due and payable, the Paying Agent, in its discretion may pay such Bond instead of delivering a new Bond.

Upon the issuance of any new Bond under this Section, the City or the Paying Agent may require the payment by the Registered Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in relation thereto and any other expenses (including the fees and expenses of the Paying Agent) connected therewith.

Every new Bond issued pursuant to this Section shall constitute a replacement of the prior obligation of the City, and shall be entitled to all the benefits of this Ordinance equally and ratably with all other Outstanding Bonds.

Section 208. Cancellation and Destruction of Bonds Upon Payment. All Bonds that have been paid or redeemed or that otherwise have been surrendered to the Paying Agent, either at or before Maturity, shall be cancelled by the Paying Agent immediately upon the payment, redemption and surrender thereof to the Paying Agent and subsequently destroyed in accordance with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate in duplicate describing the Bonds so cancelled and shall file an executed counterpart of such certificate with the City.

Section 209. Sale of Bonds. The City is authorized to sell the Bonds to the Lender at a purchase price of \$14,120,000. The Bonds shall be delivered to or upon the order of the Lender as soon as practicable after the adoption of this Ordinance, upon payment therefor in accordance with the terms of sale.

ARTICLE III

REDEMPTION OF BONDS

Section 301. Redemption of Bonds.

(a) *Optional Redemption.* At the option of the City, the Bonds may be called for redemption and payment prior to their Stated Maturity on October 2, 2028 and thereafter as a whole or in part at any time in such amounts as shall be determined by the City in inverse order of mandatory sinking fund redemptions at the Redemption Price of 100% of the principal amount thereof plus accrued interest thereon to the Redemption Date.

(b) *Mandatory Redemption of Bonds.* The Bonds will be subject to mandatory redemption and payment prior to their Stated Maturity pursuant to the mandatory redemption requirements of this Section at a Redemption Price equal to 100% of the principal amount thereof plus accrued interest to the Redemption Date. The City shall redeem on October 1 in each year the following principal amounts of the Bonds:

<u>Year</u>	<u>Principal Amount</u>
2021	\$ 455,000
2022	470,000
2023	490,000
2024	505,000
2025	1,085,000
2026	1,115,000
2027	1,140,000
2028	1,175,000
2029	1,205,000
2030	1,235,000
2031	1,260,000
2032	1,295,000
2033	1,325,000
2034 [†]	1,365,000

[†] Final Maturity

At its option, to be exercised on or before the 45th day next preceding any mandatory Redemption Date, the City may: (1) deliver to the Paying Agent for cancellation Bonds subject to mandatory redemption on said mandatory Redemption Date, in any aggregate principal amount desired, or (2) furnish the Paying Agent funds, together with appropriate instructions, for the purpose of purchasing any Bonds subject to mandatory redemption on said mandatory Redemption Date from any Registered Owner thereof, whereupon the Paying Agent shall expend such funds for such purpose to such extent as may be practical. Each Bond so delivered or previously purchased or redeemed shall be credited at 100% of the principal amount thereof on the obligation of the City to redeem the Bonds on such mandatory Redemption Date, and any excess of such amount shall be credited on future mandatory redemption obligations for the Bonds in chronological order, and the principal amount of the Bonds to be redeemed by operation of the requirements of this Section shall be accordingly reduced. If the City intends to exercise any option granted by the provisions of clauses (1) or (2) above, the City will, on or before the 45th day next preceding each mandatory Redemption Date, furnish to the Paying Agent a

written certificate indicating to what extent the provisions of said clauses (1) and (2) are to be complied with, with respect to such mandatory redemption payment.

Section 302. Selection of Bonds to Be Redeemed.

(a) The Paying Agent shall call Bonds for redemption and payment and shall give notice of such redemption as herein provided upon receipt by the Paying Agent at least 15 days prior to the Redemption Date of written instructions from the City specifying the principal amount, Stated Maturities, Redemption Date and Redemption Prices of the Bonds to be called for redemption. If any Bonds are refunded more than 90 days in advance of such Redemption Date, any escrow agreement entered into by the City in connection with such refunding shall provide that such written instructions to the Paying Agent shall be given by the escrow agent on behalf of the City not less than 15 days prior to the Redemption Date. The Paying Agent may in its discretion waive such notice period so long as the notice requirements set forth in **Section 303** are met. The foregoing provisions of this paragraph shall not apply to the mandatory redemption of Bonds hereunder, and Bonds shall be called by the Paying Agent for redemption pursuant to such mandatory redemption requirements without the necessity of any action by the City and whether or not the Paying Agent holds moneys available and sufficient to effect the required redemption.

(b) Bonds shall be redeemed only in the principal amount of \$100,000 or any integral multiple of \$5,000 in excess thereof. Bonds of less than a full Stated Maturity shall be selected by the Paying Agent in \$100,000 units of principal amount in such equitable manner as the Paying Agent may determine.

(c) In the case of a partial redemption of Bonds at the time Outstanding in denominations greater than \$100,000, then for all purposes in connection with such redemption each \$100,000 of face value shall be treated as though it were a separate Bond of the denomination of \$100,000. If it is determined that one or more, but not all, of the \$100,000 units of face value represented by any Bond are selected for redemption, then upon notice of intention to redeem such \$100,000 unit or units, the Registered Owner of such Bond or the Registered Owner's duly authorized agent shall present and surrender such Bond to the Paying Agent (1) for payment of the Redemption Price and interest to the Redemption Date of such \$100,000 unit or units of face value called for redemption, and (2) for exchange, without charge to the Registered Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If the Registered Owner of any such Bond fails to present such Bond to the Paying Agent for payment and exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the Redemption Date to the extent of the \$100,000 unit or units of face value called for redemption (and to that extent only).

Section 303. Notice and Effect of Call for Redemption. Unless waived by any Registered Owner of Bonds to be redeemed, official notice of any redemption shall be given by the Paying Agent on behalf of the City by mailing a copy of an official redemption notice by first class mail at least 10 days prior to the Redemption Date to each Registered Owner of the Bonds to be redeemed at the address shown on the Bond Register.

All official notices of redemption shall be dated and shall contain the following information:

- (a) the Redemption Date;
- (b) the Redemption Price;

(c) if less than all Outstanding Bonds of a maturity are to be redeemed, the identification number, Stated Maturity, and, in the case of partial redemption of any Bonds, the respective principal amounts of the Bonds to be redeemed;

(d) a statement that on the Redemption Date the Redemption Price will become due and payable upon each such Bond or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the Redemption Date; and

(e) the place where such Bonds are to be surrendered for payment of the Redemption Price.

The failure of any Registered Owner to receive notice given as heretofore provided or any defect therein shall not invalidate any redemption.

Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be redeemed on that date.

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 at the Redemption Price therein specified, and from and after the Redemption Date (unless the City defaults in the payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption Price of such Bonds shall be paid by the Paying Agent. Installments of interest due on or prior to the Redemption Date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the Registered Owner a new Bond or Bonds of the same Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have been redeemed shall be cancelled and destroyed by the Paying Agent as provided herein and shall not be reissued.

The Paying Agent is also directed to comply with any mandatory standards established by the SEC and then in effect for processing redemptions of municipal securities. Failure to comply with such standards shall not affect or invalidate the redemption of any Bond.

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds. The Bonds shall be special obligations of the City payable as to both principal and interest solely from annual appropriations of funds by the City for such purpose to be deposited in the Special Obligation Debt Service Fund. The obligation of the City to make payments into the Special Obligation Debt Service Fund and for any other obligations of the City under this Ordinance do not constitute a general obligation or indebtedness of the City for which the City is obligated to levy or pledge any form of taxation, or for which the City has levied or pledged any form of taxation and shall not be construed to be a debt of the City in contravention of any applicable constitutional, statutory or charter limitation or requirement but in each Fiscal Year shall be payable solely from the amounts pledged or appropriated therefor (i) out of the income and revenues provided for such year, plus (ii) any unencumbered balances for previous years. Subject to the preceding sentence, the obligations of the City to make payments hereunder and to perform and observe any other covenant and agreement contained herein shall be absolute and unconditional.

The covenants and agreements of the City contained herein 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 to the payment of the principal of and the interest on the Bonds, or otherwise, except as to the rate of interest and Stated Maturity as provided in this Ordinance.

Section 402. Covenant to Request Appropriations. The City Council hereby directs that from and after delivery of the Bonds and so long as any of the Bonds remain Outstanding, subject to **Section 401** hereof, the City Manager, the Finance Director or any other officer of the City at any time charged with the responsibility of formulating budget proposals to include in each annual budget an appropriation of the amount necessary (after taking into account any moneys legally available for such purpose) to pay debt service on the Bonds and to make other payments required pursuant to this Ordinance. The City is not required or obligated to make any such annual appropriation, and the decision whether to appropriate such funds will be solely within the discretion of the then current City Council. An Event of Nonappropriation will be deemed to have occurred if the City Council does not appropriate such funds.

ARTICLE V

ESTABLISHMENT OF FUNDS; DEPOSIT AND APPLICATION OF BOND PROCEEDS

Section 501. Establishment of Funds. There have been or shall be established in the treasury of the City and shall be held and administered by the Finance Director of the City (a) a Project Fund, (b) a Special Obligation Debt Service Fund, and (c) a Rebate Fund. Each fund shall be maintained as a separate and distinct fund and the moneys therein shall be held, managed, invested, disbursed and administered as provided in this Ordinance. All moneys deposited in the funds shall be used solely for the purposes set forth in this Ordinance. The City shall keep and maintain adequate records pertaining to each fund and all disbursements therefrom.

Section 502. Deposit of Bond Proceeds and Other Money. The proceeds received from the sale of the Bonds shall be deposited simultaneously with the delivery of the Bonds in the Project Fund and shall be applied in accordance with **Section 503** hereof.

Section 503. Application of Moneys in the Project Fund. Moneys in the Project Fund shall be used by the City solely for the purpose of (a) paying the cost of the Project as hereinbefore provided, in accordance with the plans and specifications therefor prepared by the City's architects for the Project, if any, as heretofore 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 City's architects, if any, and approved by the Council of the City, and (b) paying the costs and expenses incident to the issuance of the Bonds, including, but not limited to, the fees of attorneys, financial consultants, accountants, printers and others employed to render professional services and other costs, fees and expenses incurred in connection with the issuance of the Bonds.

Upon completion of the Project as hereinbefore provided, any surplus money remaining in the Project Fund and not required for the payment of unpaid costs thereof shall be deposited into the Special Obligation Debt Service Fund for the Bonds and applied in accordance with **Section 504** hereof.

Section 504. Application of Moneys in the Special Obligation Debt Service Fund. All amounts paid and credited to the Special Obligation Debt Service Fund shall be expended and used by the

City for the purpose of paying the Bonds as and when the same become due and the usual and customary fees and expenses of the Paying Agent. The Finance Director is authorized and directed to withdraw from the Special Obligation Debt Service Fund sums sufficient to pay the Bonds and the fees and expenses of the Paying Agent as and when the same become due, and to forward such sums to the Paying Agent in a manner which ensures that the Paying Agent will receive immediately available funds in such amounts on or before the Business Day immediately preceding the dates when such principal, interest and fees of the Paying Agent will become due. If, through the lapse of time or otherwise, the Registered Owners of Bonds are no longer entitled to enforce payment of the Bonds or the interest thereon, the Paying Agent shall return said funds to the City. All moneys deposited with the Paying Agent shall be deemed to be deposited in accordance with and subject to all of the provisions contained in this Ordinance and shall be held in trust by the Paying Agent for the benefit of the Registered Owners of the Bonds entitled to payment from such moneys.

Any moneys or investments remaining in the Special Obligation Debt Service Fund after the retirement of the indebtedness for which the Bonds were issued and all other indebtedness of the City shall be transferred and paid into the appropriate fund(s) of the City as required by law.

Section 505. Application of Moneys in the Rebate Fund.

(a) There shall be deposited in the Rebate Fund such amounts as are required to be deposited therein pursuant to the Federal Tax Certificate. All money in the Rebate Fund shall be held in trust, to the extent required to pay arbitrage rebate (as determined pursuant to the Federal Tax Certificate) to the United States of America, and neither the City nor the Registered Owner of any Bond shall have any rights in or claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be governed by this Section and the Federal Tax Certificate.

(b) The City shall periodically determine the rebatable arbitrage under Section 148(f) of the Code in accordance with the Federal Tax Certificate, and the City shall make payments to the United States Government at the times and in the amounts determined under the Federal Tax Certificate. Any funds remaining in the Rebate Fund after redemption and payment of all of the Bonds and the interest thereon and payment and satisfaction of any rebate amount, or provision made therefor, shall be released to the City.

(c) Notwithstanding any other provision of this Ordinance, including in particular **Article VII** hereof, the obligation to pay rebatable arbitrage to the United States and to comply with all other requirements of this Section and the Federal Tax Certificate shall survive the defeasance or payment in full of the Bonds.

Section 506. Deposits and Investment of Moneys.

(a) Moneys in each of the funds and accounts created by and referred to in this Ordinance shall be deposited in a bank or banks or other legally permitted financial institutions 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 or financial institutions holding such deposits as provided by the laws of the State of Missouri.

(b) Moneys held in any fund or account held in the custody of the City referred to in this 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.

Section 507. Nonpresentment of Bonds. If any Bond is not presented for payment when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have been made available to the Paying Agent, all liability of the City to the Registered Owner thereof for the payment of such 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 Bond, who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Ordinance or on, or with respect to, said Bond. If any Bond is not presented for payment within one year following the date when such Bond becomes due at Maturity, the Paying Agent shall repay to the City without liability for interest thereon the funds theretofore held by it for payment of such Bond, and such 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.

Section 508. 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.

ARTICLE VI

DEFAULT AND REMEDIES

Section 601. Events of Default. An Event of Default means any of the following events:

- (a) default in the payment of any interest on any Bond for which funds have been appropriated by the City Council;
- (b) default in the payment of the principal of (or premium, if any, on) any Bond when the same becomes due and payable (whether at maturity, upon proceedings for redemption, by acceleration or otherwise) for which funds have been appropriated by the City Council; or
- (c) the City or its governing body or any of the officers, agents or employees thereof fail or refuse to comply with any of the provisions of this Ordinance or of the constitution or statutes of the State of Missouri, and such default continues for a period of 30 days after written notice specifying such default has been given to the City by any Registered Owner of any Bond then Outstanding.

Section 602. Remedies.

- (a) Upon an Event of Default, the Registered Owner or Owners of not less than 10% in principal amount of the Bonds at the time Outstanding may:
 - (1) 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 this Ordinance or by the constitution and laws of the State of Missouri;

(2) 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;

(3) 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 Bonds; or

(4) declare the principal of and interest on the Bonds scheduled to become due in the then-current Fiscal Year for which funds have been appropriated by the City Council immediately due and payable.

(b) Upon an Event of Nonappropriation, the Registered Owner or Owners of not less than 10% in principal amount of the Bonds at the time Outstanding may declare the principal of and interest on the Bonds scheduled to become due in the then-current Fiscal Year for which funds have been appropriated by the City Council immediately due and payable.

Section 603. Limitation on Rights of Registered Owners. The covenants and agreements of the City contained herein 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 the Bonds shall be of equal rank and without preference or priority of one Bond over any other Bond in the application of the funds herein pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as to date of Maturity or right of prior redemption as provided in this Ordinance. No one or more Registered Owners secured hereby shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security granted and provided for herein, or to enforce any right hereunder, except in the manner herein provided, 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 Bonds.

Section 604. Remedies Cumulative. No remedy conferred herein upon the Registered Owners is intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in addition to every other remedy and may be exercised without exhausting and without regard to any other remedy conferred herein. No waiver of any default or breach of duty or contract by the Registered Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract or shall impair any rights or remedies consequent thereon. No delay or omission of any Registered Owner to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon the Registered Owners of the Bonds by this Ordinance may be enforced and exercised from time to time and as often as may be deemed expedient. If any suit, action or proceedings taken by any Registered Owner on account of any default or to enforce any right or exercise any remedy has been discontinued or abandoned for any reason, or has been determined adversely to such Registered Owner, then, and in every such case, the City and the Registered Owners of the Bonds shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Registered Owners shall continue as if no such suit, action or other proceedings had been brought or taken.

Section 605. No Obligation to Levy Taxes. Nothing contained in this Ordinance shall be construed as imposing on the City any duty or obligation to levy any taxes either to meet any obligation incurred herein or to pay the principal of or interest on the Bonds.

ARTICLE VII

DEFEASANCE

Section 701. Defeasance. When any or all of the Bonds or the interest payments thereon shall have been paid and discharged, then the requirements contained in this Ordinance and all other rights granted hereby shall terminate with respect to the Bonds or interest payments so paid and discharged. Bonds or the interest payments thereon shall be deemed to have been paid and discharged within the meaning of this 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 Bonds or the interest payments thereon, in trust for and irrevocably appropriated thereto, moneys 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 Bonds, and/or interest to accrue on such 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; provided, however, that if any such Bonds shall be redeemed prior to the Stated Maturity thereof, (1) the City shall have 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 redeem such Bonds in compliance with **Section 303** of this Ordinance. Any moneys and Defeasance Obligations that at any time shall be deposited with the Paying Agent or other commercial bank or trust company by or on behalf of the City, for the purpose of paying and discharging any of the Bonds or the interest payments thereon, shall be and are hereby assigned, transferred and set over to the Paying Agent or other bank or trust company in trust for the respective Registered Owners of such Bonds, and such moneys shall be and are hereby irrevocably appropriated to the payment and discharge thereof. All moneys and Defeasance Obligations deposited with the Paying Agent or other bank or trust company shall be deemed to be deposited in accordance with and subject to all of the provisions contained in this Ordinance.

To accomplish a defeasance of the principal of the Bonds or scheduled interest payments thereon when the City will rely on interest to be earned on any Defeasance Obligations deposited as described above, the City shall cause to be delivered a verification report of an independent recognized public accountant verifying the sufficiency of the amounts on deposit with the Paying Agent or other escrow agent to provide for payment in full of the Bonds as provided herein.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 801. Tax Covenants. The City hereby covenants and agrees to comply with all provisions and requirements of the Federal Tax Certificate, which is hereby approved in substantially the form attached hereto as **Exhibit B**, with such changes therein as shall be approved by the City Manager and Finance Director, which officials are hereby authorized to execute the Federal Tax Certificate for and on behalf of the City, such official's signature thereon being conclusive evidence of his or her approval thereof.

Section 802. Amendments. The rights and duties of the City and the Registered Owners, and the terms and provisions of the Bonds or of this 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 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 Bond;
- (b) alter the optional Redemption Date of any Bond;
- (c) effect a reduction in the amount which the City is required to pay as principal of or interest on any Bond;
- (d) permit preference or priority of any Bond over any other Bond; or
- (e) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of this Ordinance.

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

Without notice to or the consent of any Registered Owners, the City may amend or supplement this 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 Registered Owners.

Every amendment or modification of the provisions of the Bonds or of this Ordinance to which the written consent of the Registered Owners is given, as above provided, shall be expressed in an ordinance passed by the governing body of the City amending or supplementing the provisions of this Ordinance and shall be deemed to be a part of this Ordinance. Any and all modifications made in the manner hereinabove provided shall not become effective until there has been filed with the City Clerk a copy of this Ordinance of the City herein provided for, duly certified, as well as proof of any required consent to such modification by the Registered Owners of the Bonds then Outstanding. It shall not be necessary to note on any of the Outstanding Bonds any reference to such amendment or modification. A certified copy of every such amendatory or supplemental proceedings and a certified copy of this Ordinance shall be made available for inspection by the Registered Owner of any Bond or a prospective purchaser or owner of any Bond authorized by this Ordinance, and upon payment of the reasonable cost of preparing the same, a certified copy of any such amendatory or supplemental proceedings or of this Ordinance will be sent by the City Clerk to any such Registered Owner or prospective Registered Owner.

The City shall furnish to the Paying Agent a copy of any amendment to the Bonds or this Ordinance made hereunder which affects the duties or obligations of the Paying Agent under this Ordinance.

Section 803. Notices, Consents and Other Instruments by Registered Owners. Any notice, consent, request, direction, approval or other instrument to be signed and executed by the Registered Owners may be in any number of concurrent writings of similar tenor and may be signed or executed by such Registered Owners in person or by agent appointed in writing. Proof of the execution of any such instrument or of the writing appointing any such agent and of the ownership of Bonds, other than the assignment of the ownership of a Bond, if made in the following manner, shall be sufficient for any of the purposes of this Ordinance, and shall be conclusive in favor of the City and the Paying Agent with regard to any action taken, suffered or omitted under any such instrument, namely:

(a) The fact and date of the execution by any person of any such instrument may be proved by a certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the person signing such instrument acknowledged before such officer the execution thereof, or by affidavit of any witness to such execution.

(b) The fact of ownership of Bonds, the amount or amounts, numbers and other identification of Bonds, and the date of holding the same shall be proved by the Bond Register.

In determining whether the Registered Owners of the requisite principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver under this Ordinance, Bonds owned by the City shall be disregarded and deemed not to be Outstanding under this Ordinance, except that, in determining whether the Registered Owners shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Registered Owners know to be so owned shall be so disregarded. Notwithstanding the foregoing, Bonds so owned which have been pledged in good faith shall not be disregarded as aforesaid if the pledgee establishes to the satisfaction of the Registered Owners the pledgee's right so to act with respect to such Bonds and that the pledgee is not the City.

Section 804. Corporate Existence. The City will maintain its corporate identity and existence so long as any of the Bonds remain Outstanding, unless another body corporate and politic by operation of law succeeds to the powers, privileges, rights, liabilities, disabilities and duties of the City and is obligated by law to comply with the terms and provisions of this Ordinance without materially adversely affecting at any time the privileges and rights of any Registered Owner of any Outstanding Bond.

Section 805. Insurance. The City will carry and maintain fire and extended coverage insurance with respect to the Project upon all of the properties forming a part of the Project 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 of such insurance to reconstruct and replace the property damaged or destroyed, or to pay the claims on account of which such proceeds were received, or if such reconstruction or replacement is unnecessary or impracticable, then the City will pay and deposit the proceeds of such insurance into the Special Obligation Debt Service Fund.

Section 806. Further Authority. The officers and officials of the City, including the Mayor, City Manager, Finance Director, City Counselor and City Clerk, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable to carry out and perform the purposes of this Ordinance and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 807. Annual Audit and Budget. Annually, promptly after the end of the Fiscal Year, the City will cause an audit to be made of its funds and accounts for the preceding Fiscal Year (in substantially the same form as the most recent audit or in such other form as is reasonably acceptable to the Lender) by an independent public accountant or firm of independent public accountants.

Within 30 days after the completion of each such audit and not later than the March 31 following the end of the Fiscal Year to which the audit applies, a copy thereof shall be mailed to the Lender if the

audit is not posted on the City's website. Such audits shall at all times during the usual business hours be open to the examination and inspection by any Registered Owner of any of the Bonds, or by anyone acting for or on behalf of such Registered Owner.

As soon as possible after the completion of the annual audit, the City Council shall review such audit, and if the audit discloses that proper provision has not been made for all of the requirements of the Ordinance, the City shall, subject to **Section 401** hereof, promptly cure such deficiency.

Prior to the commencement of each Fiscal Year, the City will cause to be prepared a budget setting forth the estimated receipts and expenditures of the City for the next succeeding Fiscal Year (in substantially the same form as the budget for the current Fiscal Year or in such other form as is reasonably acceptable to the Lender). The Finance Director will, promptly following the Council's approval of the budget, mail a copy of said budget to the Lender if the budget is not posted on the City's website.

Upon the occurrence of an Event of Default or an Event of Nonappropriation with respect to the Bonds, the City agrees to (a) immediately, and not later than 10 Business Days following the occurrence of such event, post notice of the occurrence of such event on the Electronic Municipal Market Access system for municipal securities disclosures established and maintained by the Municipal Securities Rulemaking Board, and (b) provide the Lender with evidence of such posting.

Section 808. Severability. If any section or other part of this Ordinance, whether large or small, is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Ordinance.

Section 809. Governing Law. This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 810. Electronic Storage of Documents. The City agrees that the transaction described herein may be conducted and related documents may be sent, received or stored by electronic means.

Section 811. Effective Date. This Ordinance shall take effect and be in full force from and after its passage by the City Council.

PASSED this _____ day of _____, 2020.

ATTEST:

City Clerk

Mayor and Presiding Officer

APPROVED AS TO FORM:

City Counselor

**EXHIBIT A
TO ORDINANCE
(FORM OF BONDS)**

**UNITED STATES OF AMERICA
STATE OF MISSOURI**

**Registered
No. _____**

**Registered
\$14,120,000**

**CITY OF COLUMBIA, MISSOURI
SPECIAL OBLIGATION BOND
(AIRPORT PROJECT)
SERIES 2020A**

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>
1.90%	October 1, 2034_	May 6, 2020

REGISTERED OWNER: REGIONS CAPITAL ADVANTAGE, INC.

PRINCIPAL AMOUNT: FOURTEEN MILLION ONE HUNDRED TWENTY THOUSAND DOLLARS

THE CITY OF COLUMBIA, MISSOURI, a constitutional charter city and a political subdivision of the State of Missouri (the “City”), for value received, hereby promises to pay to the Registered Owner shown above, or registered assigns, but solely from the source and in the manner herein specified, the Principal Amount shown above on the Maturity Date shown above, unless called for redemption prior to said Maturity Date, and to pay interest thereon, but solely from the source and in the manner herein specified, at the Interest Rate per annum shown above (computed on the basis of a 360-day year of twelve 30-day months) from the Dated Date shown above or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable semiannually on April 1 and October 1 in each year, beginning on October 1, 2020, until said Principal Amount has been paid. Notwithstanding the foregoing, upon the occurrence of (a) a Determination of Taxability, the rate of interest on this Bond shall be adjusted to the Taxable Rate as described in Section 202 of the Ordinance and the Registered Owner shall be entitled to certain other payments as set forth in Section 202 of the Ordinance to compensate for the occurrence of the Determination of Taxability, or (b) an Event of Default or Event of Nonappropriation, the interest rate on this Bond shall be increased by 5.00% above the otherwise applicable rate (i.e., the Taxable Rate or otherwise), until such default is cured or funds are appropriated, as applicable.

The Principal Amount or Redemption Price of this Bond shall be paid at Maturity or upon earlier redemption by check, electronic transfer or draft to the Person in whose name this Bond is registered at the Maturity or Redemption Date thereof, upon presentation and surrender of this Bond at the office of the City’s Finance Director (the “Paying Agent”). The interest payable on this Bond on any Interest Payment Date shall be paid to the Person in whose name this Bond is registered on the Bond Register at the close

of business on the Record Date for such interest (being the 15th day, whether or not a Business Day, of the calendar month next preceding the Interest Payment Date) by check or draft mailed by the Paying Agent to such Registered Owner at the address shown on the Bond Register or by electronic transfer to such Registered Owner upon written notice signed by such Registered Owner and given to the Paying Agent 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 acknowledgment that an electronic transfer fee may be applicable.

Notwithstanding any provision herein or in the Ordinance to the contrary, the Bonds are not subject to presentation and surrender for the payment of scheduled mandatory sinking fund redemptions pursuant to Section 301(b) of the Ordinance.

This Bond is one of an authorized series of bonds of the City designated “Special Obligation Bonds (Airport Project), Series 2020A,” aggregating the principal amount of \$14,120,000 (the “Bonds”), issued by the City for the purpose of paying the costs of improvements to the City’s airport and paying the costs of issuance of the Bonds, under the authority of and in full compliance with the constitution and laws of the State of Missouri, and pursuant to ordinance duly passed by the Council of the City (herein called the “Ordinance”). Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Ordinance.

At the option of the City, Bonds may be called for redemption and payment prior to maturity on October 2, 2028, and thereafter in whole or in part at any time in such amounts for each maturity as shall be determined by the City in inverse order of mandatory sinking fund redemptions at the Redemption Price of 100% of the principal amount thereof, plus accrued interest thereon to the Redemption Date.

The Bonds are subject to mandatory redemption and payment prior to maturity pursuant to the mandatory redemption requirements of the Ordinance at a Redemption Price equal to 100% of the principal amount represented by the Bonds being redeemed plus accrued interest to the Redemption Date, on October 1, 2021, and on each October 1 thereafter until maturity, as follows:

<u>Year</u>	<u>Principal Amount</u>
2021	\$ 455,000
2022	470,000
2023	490,000
2024	505,000
2025	1,085,000
2026	1,115,000
2027	1,140,000
2028	1,175,000
2029	1,205,000
2030	1,235,000
2031	1,260,000
2032	1,295,000
2033	1,325,000
2034 [†]	1,365,000

[†] Final Maturity

Bonds shall be redeemed only in the principal amount of \$100,000 and integral multiples of \$5,000 in excess thereof. When less than all of the Outstanding Bonds are to be redeemed, such Bonds shall be redeemed from the Stated Maturities selected by the City, and Bonds of less than a full Stated Maturity shall be selected by the Paying Agent in \$100,000 units of principal amount by lot or in such other equitable manner as the Paying Agent may determine.

Notice of redemption, unless waived, is to be given by the Paying Agent by mailing an official redemption notice by first class mail at least 10 days prior to the Redemption Date, to each Registered Owner of each of the Bonds to be redeemed at the address shown on the Bond Register. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall, on the Redemption Date, become due and payable at the Redemption Price therein specified, and from and after such date (unless the City defaults in the payment of the Redemption Price) such Bonds or portions of Bonds shall cease to bear interest.

The Bonds shall be special obligations of the City payable as to both principal and interest solely from annual appropriations of funds by the City for such purpose. The obligation of the City to make payments into the Special Obligation Debt Service Fund and for any other obligations of the City under the Ordinance do not constitute a general obligation or indebtedness of the City for which the City is obligated to levy or pledge any form of taxation, or for which the City has levied or pledged any form of taxation and shall not be construed to be a debt of the City in contravention of any applicable constitutional, statutory or charter limitation or requirement but in each Fiscal Year shall be payable solely from the amounts pledged or appropriated therefor (i) out of the income and revenues provided for such year plus (ii) any unencumbered balances for previous years.

The Bonds are issued in fully-registered form in the denomination of \$100,000 or any integral multiple of \$5,000 in excess thereof. This Bond may be exchanged at the office of the Paying Agent for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations upon the terms provided in the Ordinance.

The Bonds may be transferred in whole only, and the Lender agrees that it will only offer, sell, pledge, transfer or exchange this Bond (a) in accordance with an available exemption from the registration requirements of Section 5 of the Securities Act of 1933, as amended, (b) in accordance with any applicable state securities laws, and (c) in accordance with the provisions of the Ordinance. This Bond may be transferred or exchanged, as provided in the Ordinance, only on the Bond Register kept for that purpose at the office of the Paying Agent, upon surrender of this Bond together with a written instrument of transfer or exchange satisfactory to the Paying Agent duly executed by the Registered Owner or the Registered Owner's duly authorized agent, and thereupon a new Bond or Bonds in any authorized denomination having the same Maturity Date and in the same aggregate principal amount shall be issued to the transferee in exchange therefor as provided in the Ordinance and upon payment of the charges therein prescribed. The City and the Paying Agent may deem and treat the Person in whose name this Bond is registered on the Bond Register as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes and neither the City nor the Paying Agent shall be affected by any notice to the contrary.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Ordinance until the Certificate of Authentication hereon has been executed by the Paying Agent.

IT IS HEREBY DECLARED AND CERTIFIED that all acts, conditions and things required to be done and to exist precedent to and in the issuance of the Bonds have been done and performed and do exist in due and regular form and manner as required by the constitution and laws of the State of Missouri.

IN WITNESS WHEREOF, the **CITY OF COLUMBIA, MISSOURI**, has caused this Bond to be executed by the manual or facsimile signature of its City Manager and attested by the manual or facsimile signature of its City Clerk and its official seal to be affixed or imprinted hereon.

CERTIFICATE OF AUTHENTICATION

CITY OF COLUMBIA, MISSOURI

This Bond is one of the Bonds of the issue described in the within-mentioned Ordinance.

By: _____
City Manager

Registration Date: May 6, 2020

**FINANCE DIRECTOR OF THE
CITY OF COLUMBIA, MISSOURI,**
Paying Agent

(SEAL)

ATTEST:

By: _____
Finance Director

City Clerk

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

Print or Type Name, Address and Social Security Number
or other Taxpayer Identification Number of Transferee

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ agent to transfer the within Bond on the books kept by the Paying Agent for the registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular.

Medallion Signature Guarantee:

**EXHIBIT B
TO ORDINANCE**

FEDERAL TAX CERTIFICATE

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

FEDERAL TAX CERTIFICATE

Dated as of May 6, 2020

OF

CITY OF COLUMBIA, MISSOURI

\$14,120,000
SPECIAL OBLIGATION BONDS
(AIRPORT PROJECT)
SERIES 2020A

FEDERAL TAX CERTIFICATE

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- D. SAMPLE ANNUAL COMPLIANCE CHECKLIST
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- F. CERTIFICATE OF APPROVAL OF THE MAYOR OF THE CITY OF COLUMBIA

Schedule 1 Debt Service Schedule and Proof of Yield

* * *

FEDERAL TAX CERTIFICATE

THIS FEDERAL TAX CERTIFICATE (the “Tax Certificate”) is executed as of May 6, 2020 (the “Issue Date”), by the **City of Columbia, Missouri**, a political subdivision organized and existing under the laws of the State of Missouri (the “City”).

RECITALS

1. This Tax Certificate is being executed and delivered in connection with the issuance by the City of \$14,120,000 principal amount of Special Obligation Bonds (Airport Project), Series 2020A (the “Bonds”), under an Ordinance passed on April 20, 2020 (the “Bond Ordinance”), for the purposes described in this Tax Certificate and in the Bond Ordinance.

2. The Internal Revenue Code of 1986, as amended (the “Code”), and the applicable Regulations and rulings issued by the U.S. Treasury Department (the “Regulations”), impose certain limitations on the uses and investment of the Bond proceeds and of certain other money relating to the Bonds and set forth the conditions under which the interest on the Bonds will be excluded from gross income for federal income tax purposes.

3. The City is executing this Tax Certificate to set forth certain facts, covenants, representations, and expectations relating to the use of Bond proceeds and the property financed or refinanced with those proceeds and the investment of the Bond proceeds and of certain other related money, in order to establish and maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes and to provide guidance for complying with the arbitrage rebate provisions of Code § 148(f).

4. The City adopted a Tax-Advantaged Financing Compliance Policy and Procedure on May 19, 2014 (the “Tax Compliance Procedure”) for the purpose of setting out general procedures for the City to continuously monitor and comply with the federal income tax requirements set out in the Code and the Regulations. This Tax Certificate is entered into as required by the Tax Compliance Procedure to set out specific tax compliance procedures applicable to the Bonds.

NOW, THEREFORE, in consideration of the foregoing and the mutual representations, covenants and agreements set forth in this Tax Certificate, the City represents, covenants and agrees as follows:

ARTICLE I

DEFINITIONS

Section 1.01 Definitions of Words and Terms. Except as otherwise provided in this Tax Certificate or unless the context otherwise requires, capitalized words and terms used in this Tax Certificate have the same meanings as set forth in the Bond Ordinance, and certain other words and phrases have the meanings assigned in Code §§ 103, 141-150 and the Regulations. The following words and terms used in this Tax Certificate have the following meanings:

“**Adjusted Gross Proceeds**” means the Gross Proceeds of the Bonds reduced by amounts (a) in a Bona Fide Debt Service Fund or a reasonably required reserve or replacement fund, (b) that as of the

Issue Date, are not expected to be Gross Proceeds, but which arise after the end of the applicable spending period, and (c) representing grant repayments or sale or Investment proceeds of any purpose Investment.

“Airport” generally means: (a) facilities that are directly related and essential to (1) servicing aircraft or enabling aircraft to take off and land, or (2) transferring passengers or cargo to or from aircraft, provided those facilities need to be located at, or in close proximity to, the runway area in order to perform their function, and (b) storage and training facilities directly related to the facilities described in clause (a) of this definition. For example, terminals, runways, hangars, loading facilities, repair shops, land-based navigation aids (*e.g.*, radar installations), facilities for the preparation of in-flight meals, restaurants and retail stores located in terminals, and parking facilities are facilities that generally satisfy this definition.

“Annual Compliance Checklist” means a checklist for each of the Financed Improvements designed to measure compliance with the requirements of this Tax Certificate and the Tax Compliance Procedure after the Issue Date, as further described in *Section 4.02* and substantially in the form attached as *Exhibit D*.

“Available Construction Proceeds” means the sale proceeds of the Bonds, increased by (a) Investment earnings on the sale proceeds, (b) earnings on amounts in a reasonably required reserve or replacement fund allocable to the Bonds but not funded from the Bonds, and (c) earnings on such earnings, reduced by sale proceeds (1) in any reasonably required reserve fund or (2) used to pay issuance costs of the Bonds. But Available Construction Proceeds do not include Investment earnings on amounts in a reasonably required reserve or replacement fund after the earlier of (A) the second anniversary of the Issue Date or (B) the date the Financed Improvements are substantially completed.

“Bona Fide Debt Service Fund” means a fund, which may include Bond proceeds, that: (a) is used primarily to achieve a proper matching of revenues with principal and interest payments within each Bond Year; and (b) is depleted at least once each Bond Year, except for a reasonable carryover amount not to exceed the greater of (1) the earnings on the fund for the immediately preceding Bond Year, or (2) one-twelfth of the principal and interest payments on the Bonds for the immediately preceding Bond Year.

“Bond” or **“Bonds”** means any bond or bonds described in the recitals, authenticated and delivered under the Bond Ordinance.

“Bond Compliance Officer” means the City’s Finance Director or other person named in the Tax Compliance Procedure.

“Bond Counsel” means Gilmore & Bell, P.C., or other firm of nationally recognized bond counsel acceptable to the City.

“Bond Ordinance” means Ordinance No. _____ of the City duly passed by the governing body of the City on April 20, 2020, as amended and supplemented in accordance with the provisions of the Bond Ordinance.

“Bond Year” means each one-year period (or shorter period for the first Bond Year) ending October 1 or another one-year period selected by the City.

“Code” means the Internal Revenue Code of 1986, as amended.

“Computation Date” means each date on which arbitrage rebate for the Bonds is computed. The City may treat any date as a Computation Date, subject to the following limits:

- (a) The first rebate installment payment must be made for a Computation Date not later than 5 years after the Issue Date;
- (b) Each subsequent rebate installment payment must be made for a Computation Date not later than 5 years after the previous Computation Date for which an installment payment was made; and
- (c) The date the last Bond is discharged is the final Computation Date.

The City selects May 1, 2025 as the first Computation Date but reserves the right to select a different date consistent with the Regulations.

“Final Written Allocation” means the Final Written Allocation of expenditures prepared by the Bond Compliance Officer in accordance with the Tax Compliance Procedure and *Section 4.02(b)* of this Tax Certificate.

“Financed Improvements” means the portion of the Improvements financed or refinanced with the proceeds of the Bonds as described in the Bond Ordinance, all as described on *Exhibit C*.

“Gross Proceeds” means (a) sale proceeds (any amounts actually or constructively received by the City from the sale of the Bonds, including amounts used to pay underwriting discount or fees, but excluding pre-issuance accrued interest), (b) Investment proceeds (any amounts received from investing sale proceeds or other Investment proceeds), (c) any amounts held in a sinking fund for the Bonds, (d) any amounts held in a pledged fund or reserve fund for the Bonds, and (e) any other replacement proceeds.

Specifically, the term Gross Proceeds includes (but is not limited to) amounts held in the following funds:

- (1) Project Fund;
- (2) Special Obligation Debt Service Fund; and
- (3) Rebate Fund (to the extent funded with sale proceeds or investment proceeds of the Bonds).

“Guaranteed Investment Contract” is any Investment with specifically negotiated withdrawal or reinvestment provisions and a specifically negotiated interest rate, including any agreement to supply Investments on two or more future dates (*e.g.*, a forward supply contract).

“Improvements” means all of the property acquired, developed, constructed, renovated, and equipped by the City using Bond proceeds and other money contributed by the City, as described on *Exhibit C*.

“Investment” means any security, obligation, annuity contract or other investment-type property that is purchased directly with, or otherwise allocated to, Gross Proceeds. This term does not include a tax-exempt bond, except for “specified private activity bonds” as defined in Code § 57(a)(5)(C), but does include the investment element of most interest rate caps.

“IRS” means the United States Internal Revenue Service.

“Issue Date” means May 6, 2020.

“City” means the City of Columbia, Missouri, and its successors and assigns, or any body, agency or instrumentality of the State succeeding to or charged with the powers, duties and functions of the City.

“Lender” means Regions Capital Advantage, Inc., Birmingham, Alabama, as the purchaser of the Bonds.

“Minor Portion” means \$100,000.

“Net Proceeds” means the sale proceeds of the Bonds (excluding pre-issuance accrued interest), less any proceeds deposited in a reasonably required reserve or replacement fund, plus all Investment earnings on such sale proceeds.

“Opinion of Bond Counsel” means the written opinion of Bond Counsel to the effect that the proposed action or the failure to act will not adversely affect the exclusion of the interest on the Bonds from gross income for federal income tax purposes.

“Post-Issuance Tax Requirements” means those requirements related to the use of proceeds of the Bonds, the use of the Financed Improvements and the investment of Gross Proceeds that apply after the Issue Date.

“Preliminary Expenditures” means: (a) costs incurred for architectural, engineering, surveying, soil testing, costs of issuance, and similar costs prior to commencement of acquisition, construction, or rehabilitation of the Financed Improvements, other than land acquisition, site preparation, and similar costs incident to commencement of construction of the Financed Improvements up to an amount not in excess of 20 percent of the issue price of the Bonds; and (b) costs incurred in an amount not in excess of the lesser of \$100,000 or 5% of the sale proceeds of the Bonds.

“Reasonable Retainage” means Gross Proceeds retained by the City for reasonable business purposes, such as to ensure or promote compliance with a construction contract; provided that such amount may not exceed (a) for purposes of the 18-month spending test, 5% of Net Proceeds of the Bonds on the date 18 months after the Issue Date, or (b) for purposes of the 2-year spending test, 5% of the Available Construction Proceeds as of the end of the 2-year spending period.

“Rebate Analyst” means Gilmore & Bell, P.C. or any successor rebate analyst selected pursuant to this Tax Certificate.

“Regulations” means all Regulations issued by the U.S. Treasury Department to implement the provisions of Code §§ 103 and 141 through 150 and applicable to the Bonds.

“State” means the State of Missouri.

“Tax Certificate” means this Federal Tax Certificate as it may from time to time be amended and supplemented in accordance with its terms.

“Tax Compliance Procedure” means the City’s Tax-Advantaged Financing Compliance Policy and Procedure, dated May 19, 2014.

“**Tax-Exempt Bond File**” means documents and records for the Bonds, maintained by the Bond Compliance Officer pursuant to the Tax Compliance Procedure.

“**Transcript**” means the Transcript of Proceedings relating to the authorization and issuance of the Bonds.

“**Yield**” means yield on the Bonds, computed under Regulations § 1.148-4, and yield on an Investment, computed under Regulations § 1.148-5.

ARTICLE II

GENERAL REPRESENTATIONS AND COVENANTS

Section 2.01 Representations and Covenants of the City. The City represents and covenants as follows:

(a) *Organization and Authority.* The City (1) is a constitutional charter city, duly created, organized and existing under the Constitution and laws of the State, (2) has lawful power and authority to issue the Bonds for the purposes set forth in the Bond Ordinance, to enter into, execute and deliver the Bond Ordinance, the Bonds, and this Tax Certificate and to carry out its obligations under this Tax Certificate and under such documents, and (3) by all necessary action has been duly authorized to execute and deliver the Bond Ordinance, the Bonds, and this Tax Certificate, acting by and through its duly authorized officials.

(b) *Tax-Exempt Status of Bonds—General Covenant.* The City (to the extent within its power or direction) will not use any money on deposit in any fund or account maintained in connection with the Bonds, whether or not such money was derived from the proceeds of the sale of the Bonds or from any other source, in a manner that would cause the Bonds to be “arbitrage bonds,” within the meaning of Code § 148, and will not (to the extent within its power or direction) otherwise use or permit the use of any Bond proceeds or any other funds of the City, directly or indirectly, in any manner, or take or permit to be taken any other action or actions, that would cause interest on the Bonds to be included in gross income for federal income tax purposes.

(c) *Private Activity Bond Volume Cap – Not Required.* Pursuant to Code § 146(g)(3), exempt facility Airport bonds meeting the requirements of Code § 142(a)(1) do not require an allocation of private activity bond volume cap from the State.

(d) *Public Hearing and Approval.* In connection with the issuance of the Bonds, the City held a public hearing as required under Code § 147(f) regarding the proposed issuance of the Bonds, at 7:00 p.m. on April 20, 2020, at the City Hall in Columbia, Missouri, after publicly given notice of the hearing advised the public that a hearing would be held on that date to discuss the proposed issuance of the Bonds and that interested parties would have an opportunity to express their views at that hearing. The hearing was open to the public, and those present were invited to express their views relating to the issuance of the Bonds and the proposed use of the Bond proceeds. After the public hearing, the Mayor of the City approved the issuance of the Bonds as required by Code § 147(f). The Mayor’s Certificate of Approval is attached to this Tax Agreement as *Exhibit F*, together with evidence of publication of the notice of the hearing.

(e) *IRS Form 8038.* A copy of IRS Form 8038 (Information Return for Tax-Exempt Private Activity Bond Issues), prepared by Bond Counsel based on information provided by the City, which is to be filed with the IRS in connection with the Bonds under Code § 149(e), is attached to this Tax Agreement as **Exhibit A**. The City does not know of any inaccuracies in the Form 8038 included as **Exhibit A**. The City agrees to timely execute and return to Bond Counsel the execution copy of Form 8038 for filing with the IRS. The City will execute any other IRS Forms (such as IRS Form 8038T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate) in the future, based on the instructions of Bond Counsel or the Rebate Analyst. The City specifically confirms the accuracy of the following information for Part V of Form 8038:

Line 31—Type of Property Financed by Nonrefunding Proceeds:

- a Land
 - b Buildings and structures
 - c Equipment with recovery period of more than 5 years
 - d Equipment with recovery period of 5 years or less
 - e Other (Capitalized Interest, Land Improvements)
- Total** – (Should Equal Line 30 on Form 8038)

Line 32—North American Industry Classification System code: 481111

(f) *Reimbursement of Expenditures; Official Intent.* On April 6, 2020, the governing body of the City adopted a resolution declaring the intent of the City to finance the Financed Improvements with tax-exempt bonds and to reimburse the City for expenditures made for the Financed Improvements prior to the issuance of those bonds. No portion of the Net Proceeds of the Bonds will be used to reimburse an expenditure paid by the City more than 60 days prior to the date the resolution identified in this subsection (f) was adopted, except for Preliminary Expenditures. No reimbursement allocation will be made for an expenditure made more than 3 years before the date of the reimbursement allocation, except for Preliminary Expenditures. No reimbursement allocation will be made more than 18 months following the later of (i) the date of the expenditure or (ii) the date the Financed Improvements were placed in service, except for Preliminary Expenditures. The City will evidence each allocation of the proceeds of the Bonds to an expenditure in writing.

(g) *Registered Bonds.* The Bonds will be issued and held in registered form within the meaning of Code § 149(a).

(h) *Single Issue; Other Issues.* The Bonds constitute a single “issue” under Regulations § 1.150-1(c). There are no other debt obligations of the City that satisfy the following criteria: (1) are being sold within 15 days of the sale of the Bonds, (2) are being sold under the same plan of financing as the Bonds, and (3) are expected to be paid from substantially the same source of funds as the Bonds (disregarding guarantees from unrelated parties, such as bond insurance).

(i) *Purpose of Bonds – General Description.* Proceeds of the Bonds will be used to finance the Financed Improvements. The City has preliminarily allocated proceeds of the Bonds as shown on **Exhibit C**. After the Financed Improvements are placed in service, the City will complete a Final Written Allocation in the form similar to **Exhibit E**.

(j) *Use of Bond Proceeds and Improvements.*

(1) 95% Requirement. At least 95% of the Net Proceeds will be used to finance Eligible Costs (*i.e.*, costs that can or must be chargeable to the City's capital account under general federal income tax principles) of an Airport. The City will operate the Financed Improvements as an Airport in compliance with Code § 142(c), the Regulations and this Tax Certificate as long as any Bond remains outstanding.

(2) Governmental Ownership. All of the Financed Improvements will be owned by the City or other "qualified owner" (*i.e.*, a state, territory, possession of the United States, the District of Columbia, or any political subdivision thereof, or any instrumentality of such entity, excluding the United States or any agency or instrumentality thereof) until the earlier of (A) the end of the useful life of the Financed Improvements or (B) the final maturity of the Bonds. For purposes of the foregoing, the City will be considered the "owner" of the Financed Improvements even if it enters into a lease of, or an agreement to operate or manage, the Financed Improvements so long as:

(A) the lessee or contractor makes an irrevocable election (binding also on successors in interest) not to claim depreciation or investment tax credit with respect to the property;

(B) the lease or contract term is not more than 80% of the reasonably expected economic life of the property; and

(C) the lessee or contractor has no option to purchase the property other than at fair market value as of the time the option is exercised.

The City will include the provisions described above in any lease of, or agreement to operate or manage, the Financed Improvements.

(3) Public Use. All of the Financed Improvements will be available for use by members of the general public or for use by common carriers or charter carriers that serve members of the general public or for use by other service providers that serve members of the general public.

(4) Storage and Training Facilities. Any storage and training facilities financed by the Bonds will be directly related to the Airport and physically located on or adjacent to the Airport.

(5) Offices. Any office space financed by the Bonds will be located on the premises of the Airport, and not more than a *de minimis* amount of the functions to be performed at such office is not directly related to the day-to-day operations at the Airport.

(6) Prohibition of Certain Uses. Other than as described below, no Bond proceeds will be used (directly or indirectly) to finance the following facilities without an Opinion of Bond Counsel:

(A) any lodging facility (including airport hotels);

(B) any retail facility (including food and beverage facilities) in excess of a size necessary to serve passengers and employees at the Airport;

(C) any retail facility (other than parking) for passengers or the general public located outside the Airport;

(D) any office building for individuals who are not employees of a governmental unit or of the operating authority for the Airport; and

(E) any industrial park or manufacturing facility.

The City will use a portion of the Bond proceeds to finance the construction of a new Airport terminal and related improvements. The terminal is expected to service only the passengers and employees of the Columbia Regional Airport and will not be built in excess of a size necessary to serve such passengers and employees.

(k) *Land.* Not more than 25% of the Net Proceeds of the Bonds will be used (directly or indirectly) for the acquisition of land (or any interest therein). For this purpose, the term “land” includes any rights to the air above ground to the extent such property right is not depreciable.

(l) *Acquisition of Existing Property/Rehabilitation Requirements.* No Bond proceeds will be used to acquire used property.

(m) *Prohibited Facilities.* No portion of the Bond proceeds will be used to provide any airplane, skybox, or other private luxury box, any facility primarily used for gambling, or any store the principal business of which is the sale of alcoholic beverages for consumption off premises, as such terms are used in Code § 147(e).

(n) *Limit on Costs of Issuance.* Not more than 2% of the sale proceeds of the Bonds will be used to pay Costs of Issuance.

(o) *Bonds Not Federally Guaranteed.* The City will not take any action or permit any action to be taken that would cause the Bonds to be “federally guaranteed” within the meaning of Code § 149(b).

(p) *Hedge Bonds.* The City reasonably expects that at least 85% of the Net Proceeds of the Bonds will be used to carry out the governmental purpose of the Bonds within 3 years after the Issue Date, and not more than 50% of the proceeds of the Bonds will be invested in Investments having a substantially guaranteed Yield for four years or more.

(q) *Limit on Bond Maturity.* A list of the assets of the Financed Improvements and a computation of their “average reasonably expected economic life” is attached to this Tax Certificate as *Exhibit C*. Based on this computation, the “average maturity” of the Bonds, as computed by Bond Counsel and shown on *Exhibit C*, does not exceed 120% of the average reasonably expected economic life of the Financed Improvements.

(r) *Interest Rate Swap.* As of the Issue Date, the City has not entered into an interest rate swap agreement or any other similar arrangement designed to modify its interest rate risk with respect to the Bonds. The City will not enter into any such arrangement in the future without obtaining an Opinion of Bond Counsel.

(s) *Guaranteed Investment Contract.* As of the Issue Date, the City does not expect to enter into a Guaranteed Investment Contract for any Gross Proceeds of the Bonds. The City will be responsible for complying with *Section 4.04(d)* hereof if it decides to enter into a Guaranteed Investment Contract at a later date.

(t) *Bank Qualified Tax-Exempt Obligation.* The Bonds are **not** “qualified tax-exempt obligations” under Code § 265(b)(3).

(u) *Compliance with Current and Future Tax Requirements; Remedial Action.* The City understands that, to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes, the City must comply with the requirements and restrictions governing the investment and uses of Bond proceeds and the operation of the Financed Improvements as set forth in this Tax Certificate. In addition, future changes in the Code and regulatory guidance from the IRS may impose new or different restrictions and requirements on the City in the future. The City will comply with all of the current and future restrictions or will take remedial action to redeem all or a portion of the Bonds, in accordance with Regulations § 1.142-2 (which action will be accompanied by an Opinion of Bond Counsel), as necessary to cause interest on the Bonds to remain excludable from gross income for federal income tax purposes.

Section 2.02 Continuing Application of Representations and Covenants. All representations, covenants and certifications contained in this Tax Certificate or in any certificate or other instrument delivered by the City under this Tax Certificate, will survive the execution and delivery of such documents and the issuance of the Bonds, as representations of facts existing as of the date of execution and delivery of the instruments containing such representations. The foregoing covenants of this Section will remain in full force and effect notwithstanding the defeasance of the Bonds.

ARTICLE III

ARBITRAGE CERTIFICATIONS AND COVENANTS

Section 3.01 General. The purpose of this Article is to certify, under Regulations § 1.148-2(b), the City’s expectations as to the sources, uses and investment of Bond proceeds and other money, to support the City’s conclusion that the Bonds are not arbitrage bonds. The persons executing this Tax Certificate on behalf of the City are officers of the City responsible for issuing the Bonds.

Section 3.02 Reasonable Expectations. The facts, estimates and expectations set forth in this Article are based upon and in reliance upon the City’s understanding of the documents and certificates that comprise the Transcript, and the representations, covenants and certifications of the parties contained therein. To the City’s knowledge, the facts and estimates set forth in this Tax Certificate are accurate, and the expectations of the City set forth in this Tax Certificate are reasonable. The City has no knowledge that would cause it to believe that the representations, warranties and certifications described in this Tax Certificate are unreasonable or inaccurate or may not be relied upon.

Section 3.03 Purpose of Financing. The Bonds are being issued for the purpose of providing funds to pay a portion of the costs of the Improvements.

Section 3.04 Funds and Accounts. The following funds have been established under the Bond Ordinance:

- (a) Project Fund;
- (b) Special Obligation Debt Service Fund; and
- (c) Rebate Fund.

Section 3.05 Amount and Use of Bond Proceeds.

(a) *Amount of Bond Proceeds.* The total proceeds to be received by the City from the sale of the Bonds is \$14,120,000.

(b) *Use of Bond Proceeds.* Bond proceeds will be deposited in the Project Fund, of which \$14,050,000 will be used to pay or reimburse the City for costs of the Financed Improvements and \$70,000 will be used to pay costs of issuing the Bonds.

Section 3.06 Multipurpose Issue. The City is applying the arbitrage rules to separate financing purposes of the issue that have the same initial temporary period as if they constitute a single issue for purposes pursuant to Regulations § 1.148-9(h)(3)(i).

Section 3.07 No Refunding. No proceeds of the Bonds will be used to pay principal of or interest on any debt obligation.

Section 3.08 Completion of Financed Improvements. The City has incurred, or will incur within 6 months after the Issue Date, a substantial binding obligation to a third party to spend at least 5% of the Bonds on the Financed Improvements. The completion of the Financed Improvements and the allocation of the Net Proceeds of the Bonds to expenditures will proceed with due diligence. At least 85% of the Net Proceeds of the Bonds will be allocated to expenditures on the Financed Improvements within 3 years after the Issue Date.

Section 3.09 Sinking Funds. The City is required to make periodic payments in amounts sufficient to pay the principal of and interest on the Bonds. These payments will be deposited into the Special Obligation Debt Service Fund. Except for the Special Obligation Debt Service Fund, no sinking fund or other similar fund that is expected to be used to pay principal of or interest on the Bonds has been established or is expected to be established. The Special Obligation Debt Service Fund is used primarily to achieve a proper matching of revenues with principal and interest payments on the Bonds within each Bond Year, and the City expects that the Special Obligation Debt Service Fund will qualify as a Bona Fide Debt Service Fund.

Section 3.10 Reserve, Replacement and Pledged Funds.

(a) *No Reserve Fund.* No reserve fund has been or will be established for the Bonds.

(b) *No Replacement or Pledged Funds.* None of the Bond proceeds will be used as a substitute for other funds that were intended or earmarked to pay costs of the Financed Improvements, and that instead has been or will be used to acquire higher yielding Investments. Except for the Special Obligation Debt Service Fund, there are no other funds pledged or committed in a manner that provides a reasonable assurance that such funds would be available for payment of the principal of or interest on the Bonds if the City encounters financial difficulty.

Section 3.11 Purpose Investment Yield. The proceeds of the Bonds will not be used to purchase an Investment for the purpose of carrying out the governmental purpose of the financing.

Section 3.12 Issue Price and Yield on Bonds.

(a) *Issue Price.* Based on the certifications of the Lender in the Lender’s Receipt and Representations attached to this Tax Certificate as **Exhibit B**, the issue price of the Bonds pursuant to Regulations § 1.148-1(f)(2)(i) (relating to the so-called “private placement rule”) is the price paid by the Lender (\$14,120,000).

(b) *Bond Yield.* Based on the issue price of the Bonds, the Yield on the Bonds is 1.9000848%, as computed by Bond Counsel and shown on **Schedule I** attached to this Tax Certificate. The City has not entered into an interest rate swap agreement with respect to any portion of the proceeds of the Bonds.

Section 3.13 Miscellaneous Arbitrage Matters.

(a) *No Abusive Arbitrage Device.* The Bonds are not and will not be part of a transaction or series of transactions that has the effect of: (1) enabling the City to exploit the difference between tax-exempt and taxable interest rates to gain a material financial advantage, and (2) overburdening the tax-exempt bond market.

(b) *No Over-Issuance.* The sale proceeds of the Bonds, together with expected Investment earnings thereon and other money contributed by the City do not exceed the cost of the governmental purpose of the Bonds as described above.

Section 3.14 Conclusion. On the basis of the facts, estimates and circumstances set forth in this Tax Certificate, the City does not expect that the Bond proceeds will be used in a manner that would cause any Bond to be an “arbitrage bond” within the meaning of Code § 148 and the Regulations.

ARTICLE IV

TAX COMPLIANCE POLICIES AND PROCEDURES

Section 4.01 General.

(a) *Purpose of Article.* The purpose of this Article is to supplement the Tax Compliance Procedure and to set out specific policies and procedures governing compliance with the federal income tax requirements that apply after the Bonds are issued. The City recognizes that interest on the Bonds will remain excludable from gross income only if the Post-Issuance Tax Requirements are followed after the Issue Date. The City further acknowledges that written evidence substantiating compliance with the Post-Issuance Tax Requirements must be retained in order to permit the Bonds to be refinanced with tax-exempt obligations and substantiate the position that interest on the Bonds is exempt from gross income in the event of an audit of the Bonds by the IRS.

(b) *Written Policies and Procedures of the City.* The City intends for the Tax Compliance Procedure, as supplemented by this Tax Certificate, to be its primary written policies and procedures for monitoring compliance with the Post-Issuance Tax Requirements for the Bonds and to supplement any other formal policies and procedures related to the Post-Issuance Tax Requirements that the City has established or establishes in the future. The provisions of this Tax Certificate are intended to be

consistent with the Tax Compliance Procedure. In the event of any inconsistency between the Tax Compliance Procedure and this Tax Certificate, the terms of this Tax Certificate will govern.

(c) *Bond Compliance Officer.* The City, when necessary to fulfill the Post-Issuance Tax Requirements, will, through its Bond Compliance Officer, sign Form 8038-T in connection with the payment of arbitrage rebate or Yield reduction payments, participate in any federal income tax audit of the Bonds or related proceedings under a voluntary compliance agreement procedures (VCAP) or undertake a remedial action procedure pursuant to Regulations § 1.141-12. In each case, all costs and expenses incurred by the City shall be treated as a reasonable cost of administering the Bonds and the City shall be entitled to reimbursement and recovery of its costs to the same extent as provided in the Bond Ordinance or State law.

Section 4.02 Record Keeping; Use of Bond Proceeds and Use of Financed Improvements.

(a) *Record Keeping.* The Bond Compliance Officer will maintain the Tax-Exempt Bond File for the Bonds in accordance with the Tax Compliance Procedure. Unless otherwise specifically instructed in a written Opinion of Bond Counsel or to the extent otherwise provided in this Tax Certificate, the Bond Compliance Officer shall retain records related to the Post-Issuance Tax Requirements until 3 years following the final maturity of (1) the Bonds or (2) any obligation issued to refund the Bonds. Any records maintained electronically must comply with Section 4.01 of Revenue Procedure 97-22, which generally provides that an electronic storage system must (A) ensure an accurate and complete transfer of the hardcopy records that indexes, stores, preserves, retrieves and reproduces the electronic records, (B) include reasonable controls to ensure integrity, accuracy and reliability of the electronic storage system and to prevent unauthorized alteration or deterioration of electronic records, (C) exhibit a high degree of legibility and readability both electronically and in hardcopy, (D) provide support for other books and records of the City and (5) not be subject to any agreement that would limit the ability of the IRS to access and use the electronic storage system on the City's premises.

(b) *Accounting and Allocation of Bond Proceeds to Expenditures.* The Bond Compliance Officer will maintain accounting records showing the investment and expenditure of Bond proceeds as part of the Tax-Exempt Bond File. The expected allocation of Bond proceeds to expenditures for the Improvements is set forth on *Exhibit C*. The City will prepare a Final Written Allocation to account for the allocation of Bond proceeds to expenditures for the Improvements, within 18 months after the later of (1) the date the last expenditure is made, or (2) the date the Improvements are placed in service, and in any event not later than 60 days after the fifth anniversary of the Issue Date or the date the Bonds are retired. A sample form of Final Written Allocation is attached as *Exhibit E*.

(c) *Annual Compliance Checklist.* Attached as *Exhibit D* is a sample Annual Compliance Checklist for the Bonds. The Bond Compliance Officer will prepare and complete an Annual Compliance Checklist for the Financed Improvements at least annually in accordance with the Tax Compliance Procedure. In the event the Annual Compliance Checklist identifies a deficiency in compliance with the requirements of this Tax Certificate, the Bond Compliance Officer will take the actions identified in an Opinion of Bond Counsel or the Tax Compliance Procedure to correct any deficiency.

(d) *Opinions of Bond Counsel.* The Bond Compliance Officer is responsible for obtaining and delivering to the City any Opinion of Bond Counsel required under the provisions of this Tax Certificate or the Annual Compliance Checklist.

Section 4.03 Restrictions on Investment Yield. Except as described below, Gross Proceeds must not be invested at a Yield greater than the Yield on the Bonds:

(a) *Project Fund.* Bond proceeds deposited in the Project Fund and Investment earnings on those proceeds may be invested without Yield restriction for up to 3 years following the Issue Date. If any unspent proceeds remain in such fund after 3 years, those amounts may continue to be invested without Yield restriction so long as the City pays to the IRS all Yield reduction payments in accordance with Regulations § 1.148-5(c). These payments are required whether or not the Bonds are exempt from the arbitrage rebate requirements of Code § 148.

(b) *Special Obligation Debt Service Fund.* To the extent that the Special Obligation Debt Service Fund qualifies as a Bona Fide Debt Service Fund, money in such account may be invested without Yield restriction for 13 months after the date of deposit. Earnings on such amounts may be invested without Yield restriction for 1 year after the date of receipt of such earnings.

(c) *Minor Portion.* In addition to the amounts described above, Gross Proceeds not exceeding the Minor Portion may be invested without Yield restriction.

Section 4.04 Procedures for Establishing Fair Market Value of Investments.

(a) *General.* No Investment may be acquired with Gross Proceeds for an amount (including transaction costs) in excess of the fair market value of such Investment, or sold or otherwise disposed of for an amount (including transaction costs) less than the fair market value of the Investment. The fair market value of any Investment is the price a willing buyer would pay to a willing seller to acquire the Investment in a bona fide, arm's-length transaction. Fair market value will be determined in accordance with Regulations § 1.148-5.

(b) *Established Securities Market.* Except for Investments purchased for a yield-restricted defeasance escrow, if an Investment is purchased or sold in an arm's-length transaction on an established securities market (within the meaning of Code § 1273), the purchase or sale price constitutes the fair market value. Where there is no established securities market for an Investment, market value must be established using one of the paragraphs below. The fair market value of Investments purchased for a Yield-restricted defeasance escrow must be determined in a bona fide solicitation for bids that complies with Regulations § 1.148-5.

(c) *Certificates of Deposit.* The purchase price of a certificate of deposit (a "CD") is treated as its fair market value on the purchase date if (1) the CD has a fixed interest rate, a fixed payment schedule, and a substantial penalty for early withdrawal, (2) the Yield on the CD is not less than the Yield on reasonably comparable direct obligations of the United States, and (3) the Yield is not less than the highest Yield published or posted by the CD issuer to be currently available on reasonably comparable CDs offered to the public.

(d) *Guaranteed Investment Contracts.* The purchase price of a Guaranteed Investment Contract is treated as its fair market value on the purchase date if all of the following requirements are met:

(1) *Bona Fide Solicitation for Bids.* The City makes a bona fide solicitation for the Guaranteed Investment Contract, using the following procedures:

(A) The bid specifications are in writing and are timely forwarded to potential providers, or are made available on an internet website or other similar electronic media that is regularly used to post bid specifications to potential bidders. A writing includes a hard copy, a fax, or an electronic e-mail copy.

(B) The bid specifications include all “material” terms of the bid. A term is material if it may directly or indirectly affect the yield or the cost of the Guaranteed Investment Contract.

(C) The bid specifications include a statement notifying potential providers that submission of a bid is a representation (i) that the potential provider did not consult with any other potential provider about its bid, (ii) that the bid was determined without regard to any other formal or informal agreement that the potential provider has with the City, or any other person (whether or not in connection with the bond issue), and (iii) that the bid is not being submitted solely as a courtesy to the City, or any other person, for purposes of satisfying the requirements of the Regulations.

(D) The terms of the bid specifications are “commercially reasonable.” A term is commercially reasonable if there is a legitimate business purpose for the term other than to increase the purchase price or reduce the yield of the Guaranteed Investment Contract.

(E) The terms of the solicitation take into account the City’s reasonably expected deposit and draw-down schedule for the amounts to be invested.

(F) All potential providers have an equal opportunity to bid. If the bidding process affords any opportunity for a potential provider to review other bids before providing a bid, then providers have an equal opportunity to bid only if all potential providers have an equal opportunity to review other bids. Thus, no potential provider may be given an opportunity to review other bids that is not equally given to all potential providers (that is no exclusive “last look”).

(G) At least 3 “reasonably competitive providers” are solicited for bids. A reasonably competitive provider is a provider that has an established industry reputation as a competitive provider of the type of investments being purchased.

(2) *Bids Received.* The bids received by the City must meet all of the following requirements:

(A) The City receives at least 3 bids from providers that were solicited as described above and that do not have a “material financial interest” in the issue. For this purpose, (i) a lead underwriter in a negotiated underwriting transaction is deemed to have a material financial interest in the issue until 15 days after the issue date of the issue, (ii) any entity acting as a financial advisor with respect to the purchase of the Guaranteed Investment Contract at the time the bid specifications are forwarded to potential providers has a material financial interest in the issue, and (iii) a provider that is a related party to a provider that has a material financial interest in the issue is deemed to have a material financial interest in the issue.

(B) At least 1 of the 3 bids received is from a reasonably competitive provider, as defined above.

(C) If the City uses an agent or broker to conduct the bidding process, the agent or broker did not bid to provide the Guaranteed Investment Contract.

(3) *Winning Bid.* The winning bid is the highest yielding bona fide bid (determined net of any broker's fees).

(4) *Fees Paid.* The obligor on the Guaranteed Investment Contract certifies the administrative costs that it pays (or expects to pay, if any) to third parties in connection with supplying the Guaranteed Investment Contract.

(5) *Records.* The City retains the following records with the bond documents until 3 years after the last outstanding Bond is redeemed:

(A) A copy of the Guaranteed Investment Contract.

(B) The receipt or other record of the amount actually paid by the City for the Guaranteed Investment Contract, including a record of any administrative costs paid by the City, and the certification as to fees paid, described in paragraph (d)(4) above.

(C) For each bid that is submitted, the name of the person and entity submitting the bid, the time and date of the bid, and the bid results.

(D) The bid solicitation form and, if the terms of the Guaranteed Investment Contract deviated from the bid solicitation form or a submitted bid is modified, a brief statement explaining the deviation and stating the purpose for the deviation.

(e) *Other Investments.* If an Investment is not described above, the fair market value may be established through a competitive bidding process, as follows:

(1) At least 3 bids on the Investment must be received from persons with no financial interest in the Bonds (e.g., as underwriters or brokers); and

(2) the Yield on the Investment must be equal to or greater than the Yield offered under the highest bid.

Section 4.05 Certain Gross Proceeds Exempt from the Rebate Requirement.

(a) *General.* A portion of the Gross Proceeds of the Bonds may be exempt from rebate pursuant to one or more of the following exceptions. The exceptions typically will not apply with respect to all Gross Proceeds of the Bonds and will not otherwise affect the application of the Investment limitations described in **Section 4.03**. Unless specifically noted, the obligation to compute, and if necessary, to pay rebate as set forth in **Section 4.06** applies even if a portion of the Gross Proceeds of the Bonds is exempt from the rebate requirement. To the extent all or a portion of the Bonds is exempt from rebate, the Rebate Analyst may account for such fact in connection with its preparation of a rebate report described in **Section 4.06**. The City may defer the final rebate Computation Date and the payment of rebate for the Bonds to the extent permitted by Regulations §§ 1.148-7(b)(1) and 1.148-3(e)(2) but only in accordance with specific written instructions provided by the Rebate Analyst.

(b) *Applicable Spending Exceptions.*

(1) The City expects that at least 75% of the Available Construction Proceeds will be used for construction or rehabilitation expenditures for property owned by the City.

(2) The following optional rebate spending exceptions can apply separately to the Bonds:

- (A) 6-month spending exception (Code § 148(f)(4)(B) and Regulations § 1.148-7(c)).
- (B) 18-month spending exception (Regulations § 1.148-7(d)).
- (C) 2-year spending exception (Code § 148(f)(4)(C) and Regulations § 1.148-7(e)).

(c) *Special Elections Made with Respect to Spending Exception Elections.* No special elections are being made in connection with the application of the spending exceptions.

(d) *Bona Fide Debt Service Fund.* To the extent that the Special Obligation Debt Service Fund qualifies as a Bona Fide Debt Service Fund, Investment earnings therein cannot be taken into account in computing arbitrage rebate: (1) with respect to such portion that meets the 6-month spending exception; or (2) for a given Bond Year, if the gross earnings on the Special Obligation Debt Service Fund for such Bond Year are less than \$100,000. If the average annual debt service on the Bonds does not exceed \$2,500,000, the \$100,000 earnings test may be treated as satisfied in every Bond Year.

(e) *Documenting Application of Spending Exception.* At any time prior to the first Computation Date, the City may engage the Rebate Analyst to determine whether one or more spending exceptions has been satisfied, and the extent to which the City must continue to comply with **Section 4.06**.

(f) *General Requirements for Spending Exception.* The following general requirements apply in determining whether a spending exception is met:

(1) Using Adjusted Gross Proceeds or Available Construction Proceeds to pay principal of any Bonds is not taken into account as an expenditure for purposes of meeting any of the spending tests.

(2) The six-month spending exception generally is met if all Adjusted Gross Proceeds of the Bonds are spent within 6 months following the Issue Date. The test may still be satisfied even if up to 5% of the sale proceeds remain at the end of the initial six-month period, so long as this amount is spent within one year of the Issue Date.

(3) The 18-month spending exception generally is met if all Adjusted Gross Proceeds of the Bonds are spent in accordance with the following schedule:

Time Period After the Issue Date	Minimum Percentage of Adjusted Gross Proceeds Spent
6 months	15%
12 months	60%
18 months (Final)	100%

(4) The 2-year spending exception generally is met if all Available Construction Proceeds are spent in accordance with the following schedule:

Time Period After the Issue Date	Minimum Percentage of Available Construction Proceeds Spent
6 months	10%
12 months	45%
18 months	75%
24 months (Final)	100%

(5) For purposes of applying the 18-month and 2 year spending exceptions only, the failure to satisfy the **final** spending requirement is disregarded if the City uses due diligence to complete the Financed Improvements and the failure does not exceed the lesser of 3% of the aggregate issue price the Bonds or \$250,000. **No such exception applies for any other spending period.**

(6) For purposes of applying the 18-month and 2-year spending exceptions only, the Bonds meet the applicable spending test even if, at the end of the **final** spending period, proceeds not exceeding a Reasonable Retainage remain unspent, so long as such Reasonable Retainage is spent within 30 months after the Issue Date in the case of the 18-month exception or 3 years after the Issue Date in the case of the 2-year spending exception.

(g) *Investment Records.* The City will retain records related to (1) the expenditure of the sale proceeds of the Bonds; and (2) the Investment and expenditure of money on deposit in the Special Obligation Debt Service Fund in accordance with **Section 4.02(a)** of this Tax Certificate.

Section 4.06 Computation and Payment of Arbitrage Rebate.

(a) *Computation of Rebate Amount.* The City will provide the Rebate Analyst Investment reports relating to each fund held by it that contains Gross Proceeds of the Bonds together with copies of Investment reports for any funds containing Gross Proceeds that are held by a party other than the City annually as of the end of each Bond Year and not later than ten days following each Computation Date. Each Investment report provided to the Rebate Analyst will contain a record of each Investment, including (1) purchase date, (2) purchase price, (3) information establishing the fair market value on the date such Investment was allocated to the Bonds, (4) any accrued interest paid, (5) face amount, (6) coupon rate, (7) frequency of interest payments, (8) disposition price, (9) any accrued interest received, and (10) disposition date. Such records may be supplied in electronic form. The Rebate Analyst will compute rebate following each Computation Date and deliver a written report to the City together with an opinion or certificate of the Rebate Analyst stating that arbitrage rebate was determined in accordance with the Regulations. Each report and opinion will be provided not later than 45 days following the Computation Date to which it relates. In performing its duties, the Rebate Analyst may rely, in its discretion, on the correctness of financial analysis reports prepared by other professionals.

(c) *Rebate Payments.* Within 60 days after each Computation Date, the City will pay to the United States the rebate amount then due, determined in accordance with the Regulations. Each payment must be (1) accompanied by IRS Form 8038-T and such other forms, documents or certificates as may be required by the Regulations, and (2) mailed or delivered to the IRS at the address shown below, or to such other location as the IRS may direct:

Internal Revenue Service Center
Ogden, UT 84201

(d) *Successor Rebate Analyst.* If the firm acting as the Rebate Analyst resigns or becomes incapable of acting for any reason, or if the City desires that a different firm act as the Rebate Analyst, then the City by an instrument or concurrent instruments in writing delivered to the firm then serving as the Rebate Analyst and any other party to this Tax Certificate, will name a successor Rebate Analyst. In each case the successor Rebate Analyst must be a firm of nationally recognized bond counsel or a firm of independent certified public accountants and such firm must expressly agree to undertake the responsibilities assigned to the Rebate Analyst hereunder.

(e) *Filing Requirements.* The City will file or cause to be filed with the IRS such reports or other documents as are required by the Code in accordance with an Opinion of Bond Counsel.

(f) *Survival after Defeasance.* Notwithstanding anything in the Bond Ordinance to the contrary, the obligation to pay arbitrage rebate to the United States will survive the payment or defeasance of the Bonds.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 5.01 Term of Tax Certificate. This Tax Certificate will be effective concurrently with the issuance and delivery of the Bonds and will continue in force and effect until the principal of, redemption premium, if any, and interest on all Bonds have been fully paid and all such Bonds are cancelled; provided that the provisions of *Article IV* of this Tax Certificate regarding payment of arbitrage rebate and yield reduction amounts and all related penalties and interest will remain in effect until all such amounts are paid to the United States and the provisions in *Section 4.02* relating to record keeping shall continue in force for the period described therein for records to be retained.

Section 5.02 Amendments. This Tax Certificate may be amended from time to time by the City without notice to or the consent of any of the Bond Owners, but only if such amendment is in writing and is accompanied by an Opinion of Bond Counsel to the effect that, under then existing law, assuming compliance with this Tax Certificate as so amended and the Bond Ordinance, such amendment will not cause any Bond to be an arbitrage bond under Code § 148 or otherwise cause interest on any Bond to be included in gross income for federal income tax purposes. No amendment will become effective until the City receives an Opinion of Bond Counsel, addressed to the City that the amendment will not adversely affect the exclusion of the interest on the Bonds from gross income for federal income tax purposes.

Section 5.03 Opinion of Bond Counsel. The City may deviate from the provisions of this Tax Certificate if furnished with an Opinion of Bond Counsel to the effect that the proposed deviation will not adversely affect the exclusion of interest on the Bonds from gross income for federal income tax purposes. The City further agrees to comply with any further or different instructions provided in an Opinion of Bond Counsel to the effect that the further or different instructions need to be complied with in order to maintain the validity of the Bonds or the exclusion from gross income of interest on the Bonds.

Section 5.04 Reliance. In delivering this Tax Certificate the City is making only those certifications, representations and agreements as are specifically attributed to it in this Tax Certificate. The City is not aware of any facts or circumstances that would cause it to question the accuracy of the facts, circumstances, estimates or expectations of any other party providing certifications as part of this Tax Certificate and, to the best of its knowledge, those facts, circumstances, estimates and expectations are reasonable. The City understands that its certifications will be relied upon by Bond Counsel in

rendering its opinion as to the validity of the Bonds and the exclusion from federal gross income of the interest on the Bonds.

Section 5.05 Severability. If any provision in this Tax Certificate or in the Bonds is determined to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will not be affected or impaired.

Section 5.06 Benefit of Certificate. This Tax Certificate is binding upon the City, its respective successors and assigns, and inures to the benefit of the City and the owners of the Bonds. Nothing in this Tax Certificate, the Bond Ordinance or the Bonds, express or implied, gives to any person, other than the City, its successors and assigns, and the owners of the Bonds, any benefit or any legal or equitable right, remedy or claim under this Tax Certificate.

Section 5.07 Default, Breach and Enforcement. Any misrepresentation of a party contained herein or any breach of a covenant or agreement contained in this Tax Certificate may be pursued by the Bond Owners pursuant to the terms of the Bond Ordinance or any other document that references this Tax Certificate and gives remedies for a misrepresentation or breach thereof.

Section 5.08 Governing Law. This Tax Certificate will be governed by and construed in accordance with the laws of the State.

Section 5.09 Electronic Transactions. The transactions described in this Tax Certificate may be conducted, and related documents may be stored, by electronic means.

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THE UNDERSIGNED, City Manager and Finance Director of the City, by their execution of this Tax Certificate, hereby make the foregoing certifications, representations, and agreements contained in this Tax Certificate on behalf of the City as of the Issue Date.

CITY OF COLUMBIA, MISSOURI

By: _____
Title: City Manager

By: _____
Title: Finance Director

EXHIBIT A

IRS FORM 8038

(EVIDENCE OF FILING OF FORM 8038)

EXHIBIT B

RECEIPT AND REPRESENTATION

\$14,120,000

CITY OF COLUMBIA, MISSOURI

SPECIAL OBLIGATION BONDS

(AIRPORT PROJECT)

SERIES 2020A

DATED MAY 6, 2020

This certificate is being delivered by Regions Capital Advantage, Inc., Birmingham, Alabama (the “Lender”) in connection with the issuance of the above-described bonds (the “Bonds”), being issued on the date of this Receipt by the City of Columbia, Missouri (the “City”). Based on its records and information available to the undersigned that the undersigned believes to be correct, the Lender represents as follows:

The undersigned, on behalf of Regions Capital Advantage, Inc. (the “Lender”), as the purchaser of the above-described bonds (the “Bonds”), being issued on the date of this Certificate by the City of Columbia, Missouri (the “City”), hereby certifies, represents, warrants and agrees as follows:

1. Receipt for Bonds. The Lender acknowledges receipt on the date hereof of the Bonds, consisting of fully-registered Bonds numbered from 1 consecutively upward in denominations of \$100,000 plus integral multiples of \$5,000, as evidence of a loan to the City.

2. Issue Price.

(a) *Purchase Price.* On the date of this Certificate, the Lender is purchasing the Bonds for the amount of \$14,120,000, equal to the principal amount thereof. The Lender is not acting as an Underwriter with respect to the Bonds. The Lender has no present intention to sell, reoffer, or otherwise dispose of the Bonds (or any portion of the Bonds or any interest in the Bonds). The Lender has not contracted with any person pursuant to a written agreement to have such person participate in the initial sale of the Bonds, and the Lender has not agreed with the City pursuant to a written agreement to sell the Bonds to persons other than the Lender or a Related Party to the Lender.

(b) *Defined Terms.*

(i) The term “Public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to an Underwriter.

(ii) The term “Related Party” is defined in U.S. Treasury Regulation § 1.150-1(b), which generally provides that the term related party means any two or more persons who have a greater than 50% common ownership, directly or indirectly.

(iii) The term “Underwriter” means (A) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or

a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public).

The Lender expresses no views regarding the legal sufficiency of any computations or the correctness of any legal interpretation made by Gilmore & Bell, P.C., as bond counsel.

3. Reliance. The City may rely on the foregoing representations in executing and delivering its Federal Tax Certificate with respect to its certification as to issue price of the Bonds under the Internal Revenue Code of 1986, as amended (the “Code”), and Gilmore & Bell, P.C., Bond Counsel may rely on the foregoing representations in rendering its opinion relating to the exclusion from federal gross income of the interest on the Bonds under the Code. The Lender makes no representation as to the legal sufficiency of the factual matters set forth herein.

[BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK]

Dated: May 6, 2020.

REGIONS CAPITAL ADVANTAGE, INC.

By: _____
Title: _____

EXHIBIT C

**DESCRIPTION OF PROPERTY COMPRISING THE FINANCED IMPROVEMENTS
AND LIST OF REIMBURSEMENT EXPENDITURES**

\$14,120,000

**CITY OF COLUMBIA, MISSOURI
SPECIAL OBLIGATION BONDS
(AIRPORT PROJECT)
SERIES 2020A
DATED MAY 6, 2020**

EXHIBIT D

FORM OF ANNUAL COMPLIANCE CHECKLIST

\$14,120,000
CITY OF COLUMBIA, MISSOURI
SPECIAL OBLIGATION BONDS
(AIRPORT PROJECT)
SERIES 2020A
DATED MAY 6, 2020

The Bond Compliance Officer is the person that the City has identified in the Tax Compliance Procedure who is primarily responsible for working with other City officials, departments and administrators and for consulting with Bond Counsel, other legal counsel and outside experts to the extent necessary to carry out the Post-Issuance Tax Requirements for the Bonds. On the Issue Date, the City identified certain assets financed in whole or in part by the Bonds (the “Financed Improvements”), as evidenced on *Exhibit C* to the Federal Tax Certificate. Please complete this checklist within 90 days after the conclusion of the City’s Fiscal Year. Should you have questions or need assistance in completing the checklist, please contact Bond Counsel at the address below. A completed copy of this annual checklist should be placed in the Tax-Exempt Bond File and retained in the City’s permanent records for at least 3 years after the final maturity of (1) the Bonds or (2) any obligation issued to refund the Bonds.

Bond Compliance Officer Name: [_____]
Bond Compliance Officer Signature: [_____]
Date of Report: [_____]
Annual Period Covered by Report: [_____]

****If the answers to any of the following questions identify any compliance deficiencies, the Bond Compliance Officer should immediately contact Bond Counsel and take actions required in the Tax Compliance Procedure.****

Item	Question	Response
1 Ownership	Were all of the Financed Improvements owned by the City during the entire Annual Period?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If answer above was “No,” was an Opinion of Bond Counsel obtained prior to the transfer? If Yes, include a copy of the Opinion in the Tax-Exempt Bond File. If No, contact Bond Counsel and include description of resolution in the Tax-Exempt Bond File.	<input type="checkbox"/> Yes <input type="checkbox"/> No

Item	Question	Response
2 Airport Terminal	Does the airport terminal predominantly serve passengers and employees of the airport?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If answer above was "No," was an Opinion of Bond Counsel obtained? If Yes, include a copy of the Opinion in the Tax-Exempt Bond File. If No, contact Bond Counsel and include description of resolution in the Tax-Exempt Bond File.	<input type="checkbox"/> Yes <input type="checkbox"/> No
3 Public Use	Were all of the Financed Improvements available for use by members of the general public or for use by common carriers or charter carriers that serve members of the general public or for use by other service providers that serve members of the general public?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If answer above was "No," was an Opinion of Bond Counsel obtained? If Yes, include a copy of the Opinion in the Tax-Exempt Bond File. If No, contact Bond Counsel and include description of resolution in the Tax-Exempt Bond File.	<input type="checkbox"/> Yes <input type="checkbox"/> No
4 Proceeds & Investments	Have any Gross Proceeds of the Bonds been invested in a Guaranteed Investment Contract?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	Has the City entered into an Interest Rate Swap Agreement with respect to the Bonds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	Has any sinking or reserve fund for the payment of the Bonds been established (other than funds and accounts created in the Bond Ordinance)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	Have any of the Bonds been redeemed or refunded in advance of their scheduled maturities?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If answer to any of the above questions was "Yes," notify Bond Counsel with such information and place a copy of documentation in the Tax-Exempt Bond File.	
5 Arbitrage & Rebate	Have all rebate and yield reduction calculations mandated in the Tax Compliance Agreement been prepared for the current year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If No, contact Rebate Analyst and incorporate report or include description of resolution in the Tax-Exempt Bond File.	

EXHIBIT E

FORM OF FINAL WRITTEN ALLOCATION

\$14,120,000

CITY OF COLUMBIA, MISSOURI

SPECIAL OBLIGATION BONDS

(AIRPORT PROJECT)

SERIES 2020A

DATED MAY 6, 2020

The Bond Compliance Officer is the person that the City has identified in the Tax Compliance Procedure who is primarily responsible for the Post-Issuance Tax Requirements for the Bonds. On the Issue Date, the City identified certain categories of assets financed in whole or in part by the Bonds (the “Financed Improvements”), as evidenced on *Exhibit C* to the Federal Tax Certificate. The Tax Compliance Procedure requires the Bond Compliance Officer to complete a Final Written Allocation of the proceeds of the Bonds, in substantially the following form, when all proceeds (including Investment earnings on proceeds) are expended, but not later than 18 months after the Financed Improvements are placed in service. A completed copy of this Final Written Allocation should be placed in the Tax-Exempt Bond File and retained in the City’s permanent records for at least 3 years after the final maturity of (1) the Bonds or (2) any obligation issued to refund the Bonds.

The undersigned is the Bond Compliance Officer of the City of Columbia, Missouri (the “City”) and in that capacity is authorized to execute federal income tax returns required to be filed by the City and to make appropriate elections and designations regarding federal income tax matters on behalf of the City. This allocation of the proceeds of the bond issue referenced above (the “Bonds”) is necessary for the City to satisfy ongoing reporting and compliance requirements under federal income tax laws.

Purpose. This document, together with the schedules and records referred to below, is intended to memorialize allocations of Bond proceeds to expenditures for purposes of §§ 141, 142 and 148 of the Internal Revenue Code (the “Code”). All allocations are or were previously made no later than 18 months following the date the expenditure was made by the City or, if later, the date the “Financed Improvements” were “placed in service” (both as defined below), and no later than 60 days following the 5th anniversary of the issue date of the Bonds.

Definitions. Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Federal Tax Certificate, relating to the Bonds, issued May 6, 2020 (the “Issue Date”).

Background. The Bonds were issued pursuant to the Bond Ordinance in order to provide funds needed to finance the Financed Improvements. Proceeds of the Bonds were deposited into the Funds and Accounts as described in the Federal Tax Certificate.

Sources Used to Fund Improvements and Allocation of Proceeds to Costs of Financed Improvements. A portion of the costs of the Improvements were paid from sale proceeds of the Bonds, and earnings from the investment of Bond sale proceeds as shown on *Schedule 1* to this Final Written Allocation.

Identification of Financed Improvements. The Financed Improvements are listed on *Schedule 2* to this Final Written Allocation.

Identification and Timing of Expenditures for Arbitrage Purposes. For purposes of complying with the arbitrage rules, the City allocates the proceeds of the Bonds to the various expenditures described in the invoices, requisitions or other substantiation attached as **Schedule 2** to this Final Written Allocation. In each case, the cost requisitioned was either paid directly to a third party or reimbursed the City for an amount it had previously paid or incurred. Amounts allocated to interest expense are treated as paid on the Interest Payment Dates for the Bonds.

Placed In Service. The Financed Improvements were “placed in service” on the date(s) set out on **Schedule 2** to this Final Written Allocation. For this purpose, the assets are considered to be “placed in service” as of the date on which, based on all the facts and circumstances: (a) the constructing and equipping of the asset has reached a degree of completion that would permit its operation at substantially its design level; and (b) the asset is, in fact, in operation at that level.

This allocation has been prepared based on statutes and regulations existing as of this date. The City reserves the right to amend this allocation to the extent permitted by future Treasury Regulations or similar authorities.

CITY OF COLUMBIA, MISSOURI

Date: _____

By: _____
Bond Compliance Officer

This Final Written Allocation has been prepared in the manner required by the Tax Compliance Procedure:

[City Counsel/Bond Counsel]

Date of review: _____

**SCHEDULE 1
TO FINAL WRITTEN ALLOCATION**

ALLOCATION OF SOURCES AND USES

**SCHEDULE 2
TO FINAL WRITTEN ALLOCATION**

IDENTIFICATION OF FINANCED ASSETS

Description	Actual Date Placed in Service	Estimated Useful Life	Actual Total Cost	Actual Amount Financed From Bonds
	[month/year]	[] years	\$[]	\$[]

*note: exclude land costs

DETAILED LISTING OF EXPENDITURES*

<i>Item No.</i>	<i>Date Paid</i>	<i>Amount Paid</i>	<i>Category</i>	<i>Payee</i>	<i>Description</i>	<i>Reference</i>

* or attach General Ledger or Project Ledger

EXHIBIT F

**CERTIFICATE OF APPROVAL OF THE MAYOR
OF THE CITY OF COLUMBIA, MISSOURI**

**CITY OF COLUMBIA, MISSOURI
SPECIAL OBLIGATION BONDS
(AIRPORT PROJECT)
SERIES 2020A
DATED MAY 6, 2020**

ISSUER & GOVT. UNIT: City of Columbia, Missouri (the “City”)

**MAXIMUM PRINCIPAL
AMOUNT OF OBLIGATIONS:** \$14,500,000

PROJECT DESCRIPTION: The issuance of the City’s tax-exempt obligations in an amount not to exceed \$14,500,000, to provide funds for City municipal airport projects as set forth in the attached notice of public hearing (the “Project”).

ORIGINAL POSTING DATE: April __, 2020 on the meeting schedule webpage of the City’s official website.

PUBLIC HEARING DATE: April 20, 2020

I, the undersigned, Mayor and chief elected executive officer of the City, do hereby certify that a public hearing was held at the offices of the City, on the above-stated public hearing date, concerning the City’s issuance of tax-exempt obligations to finance costs of the above-described Project. Attached hereto is a certificate of the City regarding posting of notice of the public hearing and the public hearing.

Based on the foregoing, the issuance of tax-exempt obligations by the City to finance costs of the Project is hereby approved in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended.

Date: April __, 2020

Mayor

**CERTIFICATE REGARDING
PUBLIC HEARING AND NOTICE OF SUCH HEARING**

The City of Columbia, Missouri (the “City”), does hereby certify in connection with the proposed issuance of its not to exceed \$14,500,000 principal amount of Special Obligation Bonds (Airport Project), Series 2020A (the “Bonds”) as follows.

1. Public Hearing. In connection with the issuance of the Bonds, the City was authorized to hold a hearing as required under Section 147 of the Internal Revenue Code of 1986, as amended, regarding the proposed issuance of the Bonds. On **April 20, 2020** at the City Hall, 701 East Broadway in Columbia, Missouri, a public hearing was held concerning the Bonds as provided in the notice of public hearing described below. The hearing was open to the public, and the public was invited to express their views prior to or at the hearing relating to the issuance of the Bonds and the proposed use of the proceeds of the Bonds.

2. Notice of Public Hearing. The posted notice of the public hearing as shown on **Exhibit A** advised the public that a public hearing would be held on April 20, 2020 to discuss the proposed issuance of the Bonds and that interested parties would be afforded an opportunity to express their views at that hearing. The notice of public hearing was posted and publicly available on **April __, 2020**, through the hearing date, by posting on the City’s official website at www.como.gov, which website is used to inform its residents of public meeting and events affecting its residents and their corresponding dates and times.

IN WITNESS WHEREOF, the City has caused this certificate to be executed as of this ____ day of April, 2020.

CITY OF COLUMBIA, MISSOURI

By _____
Finance Director

EXHIBIT A

Website Postings Screenshots

SCHEDULE 1

DEBT SERVICE SCHEDULE AND PROOF OF YIELD