

Floor Amendment  
August 13, 2012

**IN THE COUNTY LEGISLATURE OF JACKSON COUNTY, MISSOURI**

**AN ORDINANCE** authorizing and directing the issuance, sale, and delivery of not to exceed \$43,000,000 principal amount of special obligation refunding bonds (Truman Medical Center Projects) Series 2012, of Jackson County, Missouri, and authorizing certain other documents and actions in connection therewith.

**ORDINANCE #4432**, July 30, 2012

**INTRODUCED BY** Dan Tarwater, County Legislator.

WHEREAS, Jackson County, Missouri (the "County"), operates pursuant to a County Charter, and is a political subdivision of the State of Missouri, duly created, organized, and existing under and by virtue of the Constitution and laws of the State of Missouri; and

WHEREAS, the County desires to refinance the costs of certain capital improvements and 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 County Legislature; and

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

BE IT ORDAINED by the County Legislature of Jackson County, Missouri, as follows:

**Section 1. Authorization of Bonds.** There shall be issued and hereby are authorized and directed to be issued the Special Obligation Refunding Bonds (Truman Medical Center Projects), Series 2012 (the "Bonds") of the County in the aggregate principal amount of not to exceed \$43,000,000 for the purpose of refunding that portion of the County's outstanding Tax Exempt Special Obligation Refunding and Improvement Bonds (Truman Medical Center Project), Series 2001A maturing on and after December 1, 2013 (the "Series 2001A Refunded Bonds") and that portion of the County's Special Obligation Bonds, Series 2002 maturing on and after December 1, 2013 (the "Series 2002 Refunded Bonds," together with the Series 2001A Refunded Bonds, the "Refunded Bonds"). The proceeds of the Bonds will also be used to pay the costs related to the issuance of the Bonds and the incidental costs of refunding the Refunded Bonds. Capitalized terms not defined herein shall have the meanings set forth on **Exhibit A** hereto. The Bonds will be subject to the terms and conditions of this Ordinance and the following exhibits:

Exhibit A - Additional Terms of the Bonds

Exhibit B - Form of Bonds

Exhibit C - Preliminary Official Statement

Exhibit D – [Continuing Disclosure] Bond Compliance Services Agreement

Exhibit E - Tax Compliance Agreement

Exhibit F - Tax-Exempt Financing Compliance Procedure

Exhibit G - Bond Purchase Agreement

Exhibit H - Requisition Certificate

**Section 2. Description of Bonds.** The Bonds shall consist of fully registered bonds without coupons, numbered from R-1 upward in order of issuance, in denominations of \$5,000 or any integral multiple thereof. The Bonds shall be substantially in the form set forth in **Exhibit B** attached hereto, and shall be subject to registration, transfer, and exchange as provided in **Section 203** of **Exhibit A**. All of the Bonds shall be dated their date of delivery, and shall be issued in an aggregate principal amount of not to exceed \$43,000,000. The Bonds shall bear interest at various interest rates, shall mature in principal installments, and shall be subject to redemption and payment prior to their Stated Maturities as provided in the Bond Purchase Agreement described herein, and the signatures of the officers of the County executing the Bond Purchase Agreement shall constitute conclusive evidence of their approval and the County's approval thereof; provided, however, that the Bonds shall have a final maturity not later than 2027, shall have a weighted average maturity of not less than 7 years and not more than 10 years, shall bear interest at various interest rates not to exceed a true interest cost of 3.25% per annum, and shall be subject to optional redemption prior to maturity not later than 2022. The Bonds shall provide net present value debt service savings of at least 8.0% of the principal amount of the Refunded Bonds.

The Bonds shall bear interest (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

June 1 and December 1 in each year, beginning on June 1, 2013. Principal of the Bonds shall be paid on each December 1, beginning December 1, 2013.

The Bonds shall be special obligations of the County payable as to both principal and interest solely from annual appropriations of funds by the County for such purpose to be deposited in the Debt Service Fund. The obligation of the County to make payments into the Debt Service Fund and any other obligations of the County to make payments under the Ordinance do not constitute a general obligation or indebtedness of the County for which the County is obligated to levy or pledge any form of taxation, or for which the County has levied or pledged any form of taxation and shall not be construed to be a debt of the County 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 out of (i) 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 County to make payments hereunder and to perform and observe any other covenant and agreement contained herein shall be absolute and unconditional.

**Section 3. Sale of the Bonds.** The sale of the Bonds to Oppenheimer & Co., Inc. (the "Purchaser"), with an underwriter's discount of not more than 1.25% of the principal amount thereof, as set forth in the Bond Purchase Agreement, is hereby approved. Delivery of the Bonds shall be made to the Purchaser as soon as practicable after the adoption of this Ordinance, upon payment therefor in accordance with the

terms of the Bond Purchase Agreement in substantially the form attached hereto as **Exhibit G**.

**Section 4. Tax-Exempt Financing Compliance Procedure.** The County hereby adopts the Tax-Exempt Financing Compliance Procedure dated as of the date of this Ordinance, in the form attached hereto as **Exhibit F**, as its general policy and procedure with respect to all tax-exempt financings entered into by the County.

**Section 5. Further Authority.** The officers of the County, including the County Executive and Clerk of the County Legislature, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Ordinance and to 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 6. Parties Interested Herein.** Nothing in this Ordinance expressed or implied is intended or shall be construed to confer upon, or to give or grant to, any person or entity, other than the County, the Paying Agent, and the Bondowners, any right, remedy, or claim under or by reason of this Ordinance or any covenant, condition, or stipulation hereof, and all covenants, stipulations, promises, and agreements in this Ordinance contained by and on behalf of the County shall be for the sole and exclusive benefit of the County, the Paying Agent, and the Bondowners.

**Section 7. 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 8. Governing Law.** This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

**Section 9: Effective Date.** This Ordinance shall take effect and be in full force from and after its adoption in accordance with the Charter of the County.

Effective Date: This ordinance shall be effective immediately upon its signature by the County Executive.

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Chief Deputy County Counselor

  
\_\_\_\_\_  
County Counselor

I hereby certify that the attached Ordinance, Ordinance # 4432 introduced on July 30, 2012, was duly passed on August 13, 2012 by the Jackson County Legislature. The votes thereon were as follows:

Yeas 9


Nays 0

Abstaining 0

Absent 0

This Ordinance is hereby transmitted to the County Executive for his signature.

8/13/12  
Date

  
\_\_\_\_\_  
Mary Jo Spino, Clerk of Legislature

I hereby approve the attached Ordinance # 4432

8/14/2012  
Date

  
\_\_\_\_\_  
Michael D. Sanders, County Executive