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**ORDINANCE NO. 9617**

**OF THE**  
**CITY OF MOBERLY, MISSOURI**

**PASSED AND APPROVED SEPTEMBER 8, 2020**

**AUTHORIZING THE ISSUANCE OF**

**\$1,700,000**  
**CITY OF MOBERLY, MISSOURI**  
**DOWNTOWN MOBERLY PUBLIC FACILITIES**  
**NEIGHBORHOOD IMPROVEMENT DISTRICT**  
**LIMITED GENERAL OBLIGATION BONDS**  
**(DOWNTOWN MOBERLY PUBLIC FACILITIES IMPROVEMENTS PROJECT)**  
**SERIES 2020**

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**AN ORDINANCE APPROVING A BOND PURCHASE AGREEMENT; AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF \$1,700,000 AGGREGATE PRINCIPAL AMOUNT CITY OF MOBERLY, MISSOURI, DOWNTOWN MOBERLY PUBLIC FACILITIES NEIGHBORHOOD IMPROVEMENT DISTRICT LIMITED GENERAL OBLIGATION BONDS, (DOWNTOWN MOBERLY PUBLIC FACILITIES IMPROVEMENTS PROJECT) SERIES 2020; PRESCRIBING THE FORM AND DETAILS OF SAID BONDS AND THE COVENANTS AND AGREEMENTS MADE BY THE CITY TO FACILITATE AND PROTECT THE PAYMENT THEREOF; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS AND PRESCRIBING OTHER MATTERS RELATING THERETO.**

WHEREAS, the City of Moberly, Missouri (the “**City**”) is a city of the third classification and municipal corporation duly created, organized and existing under the constitution and laws of the State of Missouri; and

WHEREAS, the Neighborhood Improvement District Act, Sections 67.453 through 67.475 of the Revised Statutes of Missouri, as amended (the “**Act**”) authorizes the governing body of any Missouri city to establish Neighborhood Improvement Districts, as areas of the city within defined limits and boundaries which are created by vote or by petition and which are benefited by one or more improvements and are subject to special assessments against the real property therein for the cost of such improvements; and

WHEREAS, pursuant to the requirements of the Act, the Council of the City (the “**City Council**”) has established the Downtown Moberly Public Facilities Neighborhood Improvement District encompassing the area legally described in Exhibit A, attached to and incorporated by reference in this Ordinance and has ordered that financing be obtained for the “Downtown Moberly Public Facilities Improvements Project” (collectively, the “**Improvements**”); and

WHEREAS, the City Council has determined that it is necessary and desirable to adopt this Ordinance to issue its Downtown Moberly Public Facilities Neighborhood Improvement District Limited General Obligation Bonds (Downtown Moberly Public Facilities Improvements Project) Series 2020 (the “**Bonds**”) in the principal amount set forth on Schedule 1, attached hereto, to (1) pay the costs of the Improvements, and (2) pay the costs of issuing the Bonds; and

WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best interest of the City and its residents that the Bonds be issued and secured in the form and manner as hereinafter provided to provide funds for the above-described purpose;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF MOBERLY, MISSOURI, as follows, to wit:

## ARTICLE I DEFINITIONS

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

“**Act**” shall mean the Neighborhood Improvement District Act, Sections 67.453 through 67.475 of the Revised Statutes of Missouri, as amended.

“**Approving Ordinances**” shall mean Ordinance Nos. 9576 and 9577 of the City accepting and approving the plans and specifications and revised estimated costs of the Improvements.

“**Arbitrage Instructions**” shall mean the Arbitrage Instructions attached hereto as Exhibit C as the same may be amended or supplemented in accordance with the provisions thereof.

“**Authorized Denominations**” shall mean \$100,000 or any integral multiple thereof.

“**Bond Counsel**” shall mean Cunningham, Vogel & Rost, P.C., or other firm of nationally recognized bond counsel selected by the City.

“**Bond Fund**” shall mean the fund by that name established pursuant to Section 501 of this Ordinance, together with the accounts therein.

“**Bondowner**” or “**Registered Owner**” when used with respect to any Bond shall mean the person in whose name such Bond is registered on the Bond Register.

“**Bond Payment Date**” shall mean any date on which principal of or interest on any Bond is payable.

“**Bond Purchase Agreement**” shall mean the Bond Purchase Agreement between the City and the Purchaser in substantially the form attached to this Ordinance as Exhibit D.

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

“**Bonds**” shall mean the City of Moberly, Missouri Downtown Moberly Public Facilities Neighborhood Improvement District Limited General Obligation Bonds (Downtown Moberly Public Facilities Improvements Project) Series 2020, in the aggregate principal amount set forth on Schedule 1 hereto, authorized and issued pursuant to this Ordinance.

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

“**CID District**” shall mean the Downtown Moberly Community Improvement District a community improvement district and political subdivision of the State of Missouri established

pursuant to the Community Improvement District Act, sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended.

**“City”** shall mean the City of Moberly, Missouri, and any successors or assigns.

**“City Clerk”** shall mean the duly appointed and serving City Clerk of the City or designee.

**“City Council”** shall mean the duly elected and serving governing body of the City.

**“City Engineer”** shall mean the duly appointed and serving Director of Public Utilities of the City or designee.

**“City Manager”** shall mean the duly appointed and serving City Manager of the City or designee.

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

**“Costs of Issuance Fund”** shall mean the fund by that name established pursuant to Section 501 of this Ordinance.

**“Establishing Ordinance”** shall mean Ordinance No. 9310 of the City establishing the NID District.

**“Event of Default”** shall mean the failure of the City to make any payment of principal, interest or redemption premium due in respect of any of the Bonds in accordance with the terms of this Ordinance.

**“Finance Director”** shall mean the duly appointed and serving Director of Finance of the City or designee.

**“Government Obligations”** shall mean direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, or securities which represent an undivided interest in such obligations or securities to the extent that the United States Treasury is ultimately responsible for the payment thereof.

**“Improvements”** shall mean the Streetscape Improvements together with the Sewer System Improvements and including associated design, engineering and contingency costs comprising, collectively, the Downtown Moberly Public Facilities Improvements Project of the Downtown Moberly Public Facilities Neighborhood Improvement District as further described in the Establishing Ordinance and in Exhibits A and B to the Approving Ordinance.

**“Interest Payment Date”** shall mean the Stated Maturity of an installment of interest on any Bond.

**“Maturity”** or **“Maturities”** shall mean the date on which the principal of any Bond becomes due and payable as herein provided, whether at the Stated Maturity thereof or otherwise.

**“Mayor”** shall mean the duly elected and serving Mayor of the City.

**“NID District”** shall mean the Downtown Moberly Public Facilities Neighborhood Improvement District established by the Establishing Ordinance pursuant to the Act.

**“NID Petition”** shall mean the petition submitted in accordance with the Act requesting the establishment of the NID District and approved by the City Council in the Establishing Ordinance.

**“Ordinance”** shall mean this Ordinance No. 9617 as from time to time amended in accordance with the terms hereof.

**“Outstanding”** shall mean, when used with respect to Bonds as of any particular date, the Bonds theretofore issued and delivered under this Ordinance, except:

- (a) Bonds theretofore canceled by the Paying Agent or delivered to the Paying Agent for cancellation;
- (b) Bonds in exchange for or in lieu of which other Bonds have been registered and delivered hereunder; and
- (c) Bonds deemed to be paid in accordance with the provisions of Article X, of this Ordinance.

**“Paying Agent”** shall mean the Finance Director as paying agent for the payment of principal of and interest on the Bonds and bond registrar with respect to the registration, transfer and exchange of the Bonds as provided in Section 203 and Article XI of this Ordinance.

**“Permitted Investments”** shall mean any of the following securities and obligations, if and to the extent the same are at the time legal for investment of the City’s moneys held in the funds and accounts referred to in Section 501 of this Ordinance:

- (a) Government Obligations;
- (b) bonds, notes or other obligations of the State, or any political subdivision of the State, that at the time of their purchase are rated in either of the two highest rating categories by a nationally recognized rating service;
- (c) repurchase agreements with any bank, bank holding company, savings and loan association, trust company, or other financial institution organized under the laws of the United States or any state, that are continuously and fully secured by any one or more of the securities described in clause (a) or (b) above and have a market value, exclusive of accrued interest, at all times at least equal to the principal amount of such repurchase agreements and are held in a custodial or trust account for the benefit of the City;
- (d) obligations of the Federal National Mortgage Association, the Government National Mortgage Association, the Federal Financing Bank, the Federal Intermediate Credit Corporation, Federal Banks for Cooperatives, Federal Land Banks,

Federal Home Loan Banks, Farmers Home Administration and Federal Home Loan Mortgage Corporation;

(e) certificates of deposit or time deposits, whether negotiable or nonnegotiable, issued by any bank or trust company organized under the laws of the United States or any state provided that such certificates of deposit or time deposits shall be either (1) continuously and fully insured by the Federal Deposit Insurance Corporation, or (2) continuously and fully secured by such securities as are described above in clauses (a) through (c) above, inclusive, which shall have a market value, exclusive of accrued interest, at all times at least equal to the principal amount of such certificates of deposit or time deposits; and

(f) any other securities or investments that are lawful for the investment of moneys held in such funds or accounts under the laws of the State.

**“Project Fund”** shall mean the means the fund by that name established pursuant to Section 501 of this Ordinance, together with the accounts therein.

**“Purchaser”** shall mean Regional Missouri Bank, Moberly, Missouri, as original purchaser of the Bonds.

**“Rebate Fund”** shall mean the fund by that name established pursuant to Section 501 of this Ordinance.

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

**“Replacement Bonds”** shall mean Bonds issued to the beneficial owners of the Bonds in accordance with Section 212 of this Ordinance.

**“Sewer System Improvements”** shall mean, collectively, those improvements designated on Exhibit A to Ordinance No. 9576 of the Approving Ordinances as “Improvement 1” and including associated design, engineering and contingency.

**“Special Assessments”** shall mean special assessments based upon the final costs of the Improvements and assessed ratably per parcel deemed to be benefited thereby, based upon the acreage thereof, as further set forth on the assessment roll approved by the City Council pursuant to the Act.

**“State”** shall mean the State of Missouri.

**“Stated Maturity”** when used with respect to any Bond or any installment of interest thereon shall mean 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.

**“Streetscape Improvements”** shall mean, collectively, those improvements designated on Exhibit A to Ordinance No. 9576 of the Approving Ordinances as “Improvement 2” and including associated design, engineering and contingency.



## ARTICLE II AUTHORIZATION OF BONDS

**Section 201. Authorization of Bonds.** There is hereby authorized and directed to be issued an issue of bonds of the City consisting of a single series designated “City of Moberly, Missouri Downtown Moberly Public Facilities Neighborhood Improvement District Limited General Obligation Bonds (Downtown Moberly Public Facilities Improvements Project) Series 2020” in the principal amount set forth on Schedule 1 hereto (the “**Bonds**”), for the purposes of: (1) paying the costs of the Improvements, and (2) paying the costs of issuing the Bonds.

**Section 202. Description of the Bonds** The Bonds shall be fully registered bonds without coupons, numbered from 1 upward, in denominations of \$100,000 or any integral multiple thereof. The Bonds shall be substantially in the form set forth in Exhibit B hereto, dated as of the date of issuance and delivery, and shall be subject to registration, transfer and exchange as provided in Section 205 of this Ordinance. The Bonds shall become due in the amounts on the Stated Maturities set forth on Schedule 1 to this Ordinance, shall bear interest at the rates per annum set forth on Schedule 1. The Bonds shall: (1) have an aggregate principal amount of \$1,700,000; (2) have a rate 3.050%; and (3) be sold by the City to the Purchaser at a price no less than 99% of the principal amount of the Bonds all as otherwise provided on the Maturity Schedule set forth in Schedule 1 to this Ordinance.

The Bonds shall bear interest at the rates aforesaid (computed as provided on Schedule 1) from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable semi-annually on April 1 and October 1 in each year, beginning on April 1, 2021.

**Section 203. Designation of Paying Agent.** The Finance Director is hereby designated and shall act hereunder as the Paying Agent for the Bonds.

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

The principal of or Redemption Price of the Bonds shall be paid at Maturity by check or draft to the person in whose name each Bond is registered on the Bond Register at Maturity thereof, upon presentation and surrender of such Bond at the office of the Paying Agent.

The interest payable on the Bonds 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 (a) by check or draft mailed by the Paying Agent to such Registered Owner, or (b) in the case of an interest payment to any Registered Owner of \$500,000 or more in aggregate principal amount of Bonds, by electronic transfer to such Registered Owner upon written notice given to the Paying Agent by such Registered Owner not less than fifteen (15) days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank (which shall be in the continental United States), ABA routing number, and account number to which such Registered Owner wishes to have such transfer directed.

The Paying Agent shall keep in the Paying Agent's office a record of payment of principal of and interest on the Bonds.

**Section 205. Registration, Transfer and Exchange of Bonds.** The City covenants that the City will, so long as any of the Bonds remain Outstanding, cause the Bond Register to be kept at the office of the Paying Agent as in this Ordinance provided. The Bonds when issued shall be registered in the name of the Registered Owner thereof on the Bond Register.

The Bonds may be transferred and exchanged only upon the Bond Register as provided in this Section 205. Upon surrender thereof at the office of the Paying Agent, the Paying Agent shall transfer or exchange any Bond for a new Bond in any Authorized Denomination of the same Maturity and in the same principal amount Outstanding as the Bond that was presented for transfer or exchange. Any Bond 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. All fees and expenses 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 shall be paid from the Bond Fund. Any additional costs or fees that might be incurred in the secondary market shall remain the responsibility of the Registered Owners.

The City and the Paying Agent shall not be required 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 (15) days next preceding the first mailing of such notice of redemption. The City and the Paying Agent may deem and treat the person in whose name any Bond is registered as the absolute owner of such Bond, whether the Bond is overdue or not, for the purpose of receiving payment of, or on account of, the principal 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.

In the event a 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.

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

**Section 206. Execution, Authentication and Delivery of Bonds.** Each of 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 Mayor, 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 thereof appears on any Bond ceases to be such officer before the delivery of such Bond, such signature thereof shall nevertheless be valid and sufficient for all purposes, the same 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 are the proper officers to sign such Bond although at the date of such Bond such persons may not have been such officers.

The Mayor and City Clerk are hereby authorized and directed to prepare and execute the Bonds as hereinbefore specified, and to cause the Bonds to be registered in the office of the State Auditor of Missouri as provided by law, and, when duly executed and registered, 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 B to this Ordinance, which shall be manually executed by an authorized signatory of the Paying Agent, but it shall not be necessary that the same persons sign the certificate of authentication on all of the Bonds that may be issued under this Ordinance 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 until the 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 Purchaser, upon payment to the Paying Agent of the purchase price of the Bonds plus accrued interest thereon to the date of their delivery.

**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 the Paying Agent's satisfaction of the destruction, loss or theft of any Bond, and (b) there is delivered to the Paying Agent such security or indemnity as may be required to save the City and the Paying Agent harmless, then, in the absence of notice to the City or the Paying Agent that such Bond has been acquired by a bona fide purchaser, the City shall execute and the Paying Agent shall register and deliver, in exchange for or in lieu of any such mutilated, destroyed, lost or stolen Bond, a new Bond of the same 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 may, instead of delivering a new Bond, pay such Bond.

Upon the issuance of any new Bond under this Section 207, 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 connected therewith.

Every new Bond issued pursuant to this Section 207 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 canceled and destroyed by the Paying Agent in accordance with existing security regulations upon the payment or redemption of such Bond and the surrender thereof to the Paying Agent. The Paying Agent shall execute a certificate in duplicate describing the Bonds so canceled and destroyed, and shall file an executed counterpart of such certificate with the City.

**Section 209. Sale of Bonds.** The Bond Purchase Agreement under which the City agrees to sell the Bonds to the Purchaser upon the terms and conditions set forth therein is hereby approved in substantially the form attached hereto as Exhibit D and the Mayor of the City is hereby authorized to execute and deliver the Bond Purchase Agreement for and on behalf of the City with such ministerial changes therein as shall be approved by the City Manager, the signature of the Mayor thereon being conclusive evidence of the City's approval thereof.

### **ARTICLE III REDEMPTION OF BONDS**

**Section 301. No Optional Redemption.** The Bonds shall be not be subject to optional redemption prior to maturity.

### **ARTICLE IV SECURITY FOR THE BONDS**

**Section 401. Security for the Bonds.** The Bonds shall be general obligations of the City as authorized by the Act; *provided that* the taxing power of the City is not pledged to the payment of the Bonds either as to principal or interest. The Bonds shall be payable from and secured as to the payment of principal and interest by (a) the Special Assessments to be deposited in the Bond Fund; (b) in the event of any deficiency in the Bond Fund, from the first available moneys in the City's General Fund or other legally available City fund. The covenants and agreements of, and pledge by, the City contained in this Ordinance and in the Bonds shall be for the equal benefit, protection and security of the Registered 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 herein pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as to rate of interest, date of maturity and right of prior redemption as provided in this Ordinance.

**Section 402. Pledge of Certain Funds.** The moneys and securities held in, and moneys and securities to be deposited in the Bond Fund are hereby pledged to the payment of the Bonds.

### **ARTICLE V CREATION AND RATIFICATION OF FUNDS; DEPOSIT AND APPLICATION OF BOND PROCEEDS**

**Section 501. Creation of Funds.** There are hereby created and ordered to be established in the treasury of the City the following separate funds, which funds shall be held and administered by the Finance Director:

(a) the Downtown Moberly Public Facilities Neighborhood Improvement District Bond Fund (the “**Bond Fund**”);

(b) the Downtown Moberly Public Facilities Neighborhood Improvement District Costs of Issuance Fund (the “**Costs of Issuance Fund**”);

(c) the Downtown Moberly Public Facilities Neighborhood Improvement District Project Fund (the “**Project Fund**”) and within such Project Fund, a Streetscape Improvements Account and a Sewer System Improvements Account; and

(d) the Downtown Moberly Public Facilities Neighborhood Improvement District Rebate Fund (the “**Rebate Fund**”);

Said funds shall be segregated and kept separate and apart from all other moneys, revenues, funds and accounts of the City and shall not be commingled with any other moneys, revenues, funds and accounts. The Bond Fund together with the funds referred to in paragraphs (a) through (d), inclusive, above shall be maintained and administered by the Finance Director on behalf of the City solely for the purposes and in the manner as provided in this Ordinance so long as any of the Bonds remain Outstanding hereunder.

**Section 502. Deposit of Bond Proceeds.** The net proceeds received from the sale of the Bonds shall be deposited simultaneously with the delivery of the Bonds, as follows:

(a) Accrued interest, if any, and any premium on the Bonds shall be deposited in the Bond Fund and applied in accordance with Section 601 of this Ordinance.

(b) The sum set forth on Item C of Schedule 1 to this Ordinance from the proceeds of the Bonds shall be deposited in the Costs of Issuance Fund, and used to pay the costs of issuing the Bonds in accordance with Section 503 of this Ordinance.

(c) The sum set forth on Item D of Schedule 1 to this Ordinance from the proceeds of the Bonds shall be deposited in the Streetscape Improvements Account within the Project Fund, and applied to pay the costs of the Streetscape Improvements in accordance with Section 504 of this Ordinance.

(d) The sum set forth on Item E of Schedule 1 to this Ordinance from the proceeds of the Bonds shall be deposited in the Sewer System Improvements Account within the Project Fund, and applied to pay the costs of the Sewer System Improvements in accordance with Section 504 of this Ordinance.

(e) Any remaining unallocated balance of the proceeds of the Bonds shall be deposited in and credited to the Bond Fund and applied in accordance with Section 601 of this Ordinance.

**Section 503. Application of Moneys in the Costs of Issuance Fund.** Moneys in the Costs of Issuance Fund shall be used by the City for the sole purpose of paying the costs and expenses incident to the issuance of the Bonds. Upon payment by the City of all costs incurred in connection with the issuance of the Bonds, the Finance Director shall transfer all moneys

remaining in the Costs of Issuance Fund to the Bond Fund; *provided that* any such moneys remaining in the Costs of Issuance Fund and not used for the foregoing purposes within six (6) months after the date of issuance of the Bonds shall be transferred to and deposited in the Bond Fund.

**Section 504. Application of Moneys in the Project Fund.** Moneys in the Streetscape Improvements Account within the Project Fund shall be used for the sole purpose of paying the costs of the Streetscape Improvements and moneys in the Sewer System Improvements Account within the Project Fund shall be used for the sole purpose of paying the costs of the Sewer System Improvements. The Finance Director shall make withdrawals from the applicable account within the Project Fund only upon duly authorized and executed order of the City Council therefor accompanied by certification of such costs by the project architect or project engineer for the respective Improvement and a certificate executed by the City Engineer or designee that such payment is being made in accordance with and for a purpose identified in the Approving Ordinance. Upon completion of the Improvements and the payment by the City of the costs therefor, the Finance Director shall transfer any surplus remaining in the Project Fund to the Bond Fund.

**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 Arbitrage Instructions. All moneys at any time deposited in the Rebate Fund shall be held in trust, to the extent required to satisfy the Rebate Amounts (as defined in the Arbitrage Instructions), for payment to the United States of America, and neither the City nor the Registered Owner of any Bonds shall have any rights in or claim to such moneys. All amounts deposited into or on deposit in the Rebate Fund shall be governed by this Section 505 and by the Arbitrage Instructions.

(b) The City shall periodically determine the rebatable arbitrage under section 148(f) of the Code in accordance with the Arbitrage Instructions, and the City shall make payments to the United States of America at the times and in the amounts determined under the Arbitrage Instructions. Any moneys remaining in the Rebate Fund after redemption and payment of all Bonds and payment and satisfaction of any Rebate Amounts, or provision made therefor, shall be released to the City.

(c) Notwithstanding any other provision of this Ordinance, the obligation to pay rebatable arbitrage to the United States of America and to comply with other requirements of this Section 505 and the Arbitrage Instructions shall survive the defeasance or payment in full of the Bonds.

**Section 506. Non-presentment of Bonds.** If any Bond is not presented for payment when due at Maturity and 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 payment of such Bond shall forthwith cease, determine and completely be discharged, and thereupon the Paying Agent shall have the duty to hold such funds, without liability for the 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 such Registered Owner's part under this Ordinance or on, or with respect to, such Bond. If any Bond is not presented for payment within four (4) years

following the date when such Bond becomes due at Maturity, the Paying Agent shall pay to credit of the City without liability for interest thereon the funds theretofore held by the Paying Agent 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 paid to the City and the City shall not be liable for any interest thereon and shall not be regarded as a trustee of such money.

## **ARTICLE VI APPLICATION OF REVENUES**

**Section 601. Special Assessments; Other Revenues.** Except as hereinafter provided, all revenues from any premium and accrued interest, if any, on the Bonds and from the payment of all Special Assessments, including payments of interest accrued thereon, if any, made on account of any of the Improvements, shall, as and when received, be deposited in the Bond Fund and used for the sole purpose of paying principal of, premium, if any, and interest on the Bonds.

**Section 602. Bond Funds Valuation and Payments.** On April 1 \* and October 1 \* of each year, beginning on October 1, 2021 \*, the Finance Director shall value the Bond Fund. In the event the Finance Director determines that the amounts available in the Bond Fund are less than the amount required to pay principal of and premium, if any, and interest on the Bonds due and payable on the next succeeding Interest Payment Date, the City Manager and the Finance Director are each hereby authorized and directed, in the event of any such deficiency, to cause to be transferred amounts from available moneys in the City's General Fund or any other legally available City fund or source an amount equal to the deficiency in the Bond Fund.

Not later than five (5) Business Days prior to each such Interest Payment Date, the Finance Director shall transfer from the Bond Fund and as Paying Agent shall pay to the Registered Owners of the Bonds an aggregate amount equal to the amount required to pay principal of and interest and premium, if any, on the Bonds due and payable on such Interest Payment Date and shall pay such amounts to the Registered Owners of the Bonds in accordance with Section 204 of this Ordinance.

The moneys in the Bond Fund shall be administered and applied solely for the purposes and in the manner provided in this Ordinance and in the Act.

**Section 603. Transfer of Funds Upon Payment of Bonds.** When the principal of and interest and premium, if any, on all of the Bonds and all other amounts due under this Ordinance have been paid in full, or such payment has been provided for in accordance with Article X of this Ordinance, all funds remaining in the Bond Fund shall be transferred and paid to the City for application as permitted by the Act.

## **ARTICLE VII DEPOSIT AND INVESTMENT OF MONEYS**

**Section 701. Deposits of Moneys.** Moneys in each of the funds and accounts created by and referred to in this Ordinance shall be continuously and adequately secured as provided by the laws of the State.

**Section 702. Investment of Moneys.** Moneys held in any fund or account referred to in this Ordinance shall be invested at the direction of the Finance Director 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 was created. All earnings on any investments held in any fund or account shall accrue to and become a part of such fund or account. In determining the amount held in any fund or account under any provision of this Ordinance, obligations shall be valued at the lower of the cost or the market value thereof.

## **ARTICLE VIII ADDITIONAL BONDS AND OBLIGATIONS**

**Section 801. No Prior Lien Bonds.** The City will not issue any debt obligations payable from the Special Assessments which are superior in lien, security or otherwise to the Bonds.

**Section 802. Additional Bonds.** Nothing in Section 801 of this Ordinance shall prohibit or restrict the right of the City to issue additional bonds or other obligations, to pay the costs of other improvements within the NID District or within any other similar district, or for any other lawful purpose; *provided that* such additional bonds or other obligations shall have no right (senior, junior or equal to those attendant to the Bonds) to the Bond Fund other than the general revenues of the City.

**Section 803. Refunding Bonds.** Notwithstanding any other provision of this Ordinance to the contrary, the City shall have the right to refund any of the Bonds under the provisions of any law then available, and the refunding bonds so issued shall enjoy complete equality of pledge with any of the Bonds that are not refunded, if any, upon the funds pledged therefor under this Ordinance.

## **ARTICLE IX DEFAULT AND REMEDIES**

**Section 901. Remedies.** The provisions of this Ordinance, including the covenants and agreements herein contained, shall constitute a contract between the City and the Registered Owners of the Bonds and the Registered Owner or Registered Owners of not less than ten percent (10%) in principal amount of the Bonds at the time Outstanding shall have the following rights for the equal benefit and protection of all Registered Owners of the Bonds similarly situated:

(a) by mandamus or other suit, action or proceedings at law or in equity to enforce the rights of such Registered Owner or Registered 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;

(b) by suit, action or other proceedings in equity or at law to require the City, its officers, agents and employees to account as if they were the trustees of an express trust; and



(c) by suit, action or other proceedings in equity or at law to enjoin any acts or things which may be unlawful or in violation of the rights of the Registered Owners of the Bonds.

**Section 902. Limitation on Rights of Registered Owners.** The covenants and agreements of the City contained in this Ordinance and in the Bonds shall be for the equal benefit, protection, and security of the Registered 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 funds herein pledged to the payment of the principal of and interest on the Bonds, or otherwise, except as to rate of interest, or 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 any 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 that all proceedings at law or in equity shall be instituted, had and maintained in the manner herein provided and for the equal benefit of the Registered Owners of all Bonds then Outstanding.

**Section 903. Remedies Cumulative.** No remedy conferred by this Ordinance 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 any Registered Owner of the Bonds shall extend to or affect any subsequent default or breach of duty or contract or shall impair any rights or remedies 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. In case 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.

## **ARTICLE X DEFEASANCE**

**Section 1001. Defeasance.** When all of the Bonds have been paid and discharged, then the requirements contained in this Ordinance and the pledge of the City's full faith and credit made under this Ordinance and all other rights granted hereby shall terminate. The Bonds shall be deemed to have been paid and discharged within the meaning of this Ordinance if there has been deposited with to the account of the Paying Agent in any bank or trust company located in the State and having full trust powers, at or prior to the Maturity Date or Redemption Date of said Bonds, in trust for and irrevocably appropriated thereto, moneys and/or non-callable Government Obligations which, together with the interest to be earned on any such obligations, will be sufficient for the payment of the principal of said Bonds, the redemption premium thereon, if any, and interest to accrue to the date of Maturity or redemption, as the case may be,

or if default in such payment has occurred on such date, then to the date of the tender of such payments. Any moneys and obligations which at any time are so deposited for the purpose of paying and discharging any portion of the Bonds, shall be and are hereby assigned, transferred and set over for the respective Registered Owners of the Bonds, and such moneys shall be and are hereby irrevocably appropriated to the payment and discharge thereof. All moneys so deposited shall be deemed to be deposited in accordance with and subject to all of the provisions contained in this Ordinance.

## **ARTICLE XI PAYING AGENT**

**Section 1101. Acceptance of Duties.** The Finance Director hereby accepts the duties imposed upon the Paying Agent by this Ordinance and agrees to perform said duties as a paying agent and bond registrar ordinarily would perform similar duties.

## **ARTICLE XII MISCELLANEOUS PROVISIONS**

**Section 1201. 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 simple 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; or
- (b) effect a reduction in the amount which the City is required to pay by way of principal of or interest on any Bond; or
- (c) permit preference or priority of any Bonds over any other Bonds; or
- (d) 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 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 interests 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 adopted by the City Council amending or supplementing the provisions of this Ordinance and shall be deemed to be a part of this Ordinance. A certified copy of every such amendatory or supplemental ordinance, if any, and a certified copy of this Ordinance shall be kept on file in the office of the City Clerk and 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 ordinance or of this Ordinance will be sent by the City Clerk to any such Registered Owner or prospective Registered Owner.

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 the ordinance of the City hereinabove 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. 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 1202. Tax Covenants.**

(a) The City covenants and agrees that: (1) the City will comply with all applicable provisions of the Code, including Sections 103 and 141 through 150, necessary to maintain the exclusion from gross income for federal income tax purposes of the interest on the Bonds; and (2) the City will not use or permit the use of any proceeds of the Bonds or any other funds of the City nor take or permit any other action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from federal gross income of the interest on the Bonds. The City will also adopt such other ordinances or resolutions and take such other actions as may be necessary to comply with the Code and with all other applicable future laws, regulations, published rulings and judicial decisions, in order to ensure that the interest on the Bonds will remain excluded from federal gross income, to the extent any such actions can be taken by the City.

(b) The City covenants and agrees that: (1) the City will comply with all requirements of Section 148 of the Code to the extent applicable to the Bonds; (2) the City will use the proceeds of the Bonds as soon as practicable and with all reasonable dispatch for the purposes for which the Bonds are issued; and (3) the City will not invest or directly or indirectly use or permit the use of any proceeds of the Bonds or any other funds of the City in any manner, or take or omit to take any action, that would cause the Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code.

(c) The City covenants and agrees that the City will pay or provide for the payment from time to time of all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and any Treasury Regulations applicable to the Bonds from time to time. This covenant shall survive payment in full or defeasance of the Bonds. The City specifically covenants to pay or cause to be paid to the United States the required amounts of rebatable arbitrage at the times and in the amounts as determined by the Arbitrage Instructions. Notwithstanding anything to the contrary contained herein, the Arbitrage Instructions may be amended or replaced if, in the opinion of Bond Counsel, such amendment or replacement will

not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds.

(d) The City covenants and agrees that the City will not use any portion of the proceeds of the Bonds, including any investment income earned on such proceeds, directly or indirectly, (1) in a manner that would cause any Bond to be a “private activity bond” (other than a qualified Section 501(c)(3) bond) within the meaning of Section 141(a) of the Code, or (2) to make or finance a loan to any person who is not an organization described in Section 501(c)(3) of the Code. For purposes of the preceding sentence, a loan to an organization described in Section 501(c)(3) of the Code for use with respect to an unrelated trade or business, determined according to Section 513(a) of the Code, constitutes a loan to a person who is not an organization described in Section 501(c)(3) of the Code.

(e) The foregoing covenants shall remain in full force and effect notwithstanding the defeasance of the Bonds pursuant to Article X of this Ordinance or any other provision of this Ordinance, until the final maturity of the Bonds.

**Section 1203. Payments Due on Days Other Than Business Days.** In any case where the date of Maturity of principal of or interest on the Bonds or the date fixed for redemption of any Bond is not a Business Day, then payment of principal or interest need not be made on such date but may be made on the next succeeding Business Day with the same force and effect as if made on the date of Maturity or the date fixed for redemption, and no interest shall accrue for the period after such date.

**Section 1204. Notices, Consents and Other Instruments by Registered Owners.** Any notice, consent, request, direction, approval, objection or other instrument required by this Ordinance 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 the Bonds other than the assignment of ownership of a Bond as set forth in Exhibit B hereto, 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 the Bonds, the amount or amounts, numbers and other identification of the 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 1205. Principal Amount of the Bonds.** 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, the term "principal amount" shall mean the principal amount of Bonds Outstanding as of the date of the determination.

**Section 1206. Designation of Bonds as "Qualified Tax-exempt Obligations."** The City hereby designates the Bonds to be "qualified tax-exempt obligations" as such term is defined in Section 265(b)(3) of the Code. In addition, the City hereby represents that:

(a) The reasonably anticipated amount of tax-exempt obligations (other than private activity bonds) which will be issued by or on behalf of the City and all entities subordinate to the City during calendar year 2020 does not exceed \$10,000,000; and

(b) The aggregate principal amount of obligations designated by the City as "qualified tax-exempt obligations" during calendar year 2020, including the Bonds, does not exceed \$10,000,000.

**Section 1207. Approval of Agreements; Further Authority.** The selection of Cunningham, Vogel & Rost, P.C. as Bond Counsel in connection with the issuance of the Bonds is hereby confirmed and approved and the Bond Counsel fee in the amount of \$46,000 is hereby approved as a Cost of Issuance of the Bonds. Any and all actions taken by the Mayor, the City Manager, the Finance Director, the City Clerk, or any other City staff in furtherance of the purposes of this Ordinance prior to its adoption and approval are hereby ratified and approved. The officers of the City, including the Mayor, the City Manager, the Finance Director, and the City Clerk are hereby further 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 1208. 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 parts and provisions of this Ordinance.

**Section 1209. Governing Law.** This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State.

**Section 1210. Effective Date.** This Ordinance shall be in full force and effect from and after the date of its passage and approval.

PASSED AND ADOPTED by the Council of the City of Moberly, Missouri on this 8th day of September, 2020.

ATTEST:

  
\_\_\_\_\_  
Presiding Officer at Meeting

*Diane Kay Galloway*  
Diane Kay Galloway, CMC/MRCC, City Clerk

**CERTIFICATE OF CITY CLERK**

I, the undersigned, duly appointed and serving City Clerk of the **CITY OF MOBERLY, MISSOURI**, hereby certify that the above and foregoing constitutes a full, true and correct copy of Ordinance No. 9617 duly passed and approved by the City Council of the City at a meeting duly and regularly held on September 8, 2020; that said Ordinance has not been modified, amended or repealed, and is in full force and effect as of the date hereof; and that the same is on file in my office.

**WITNESS** my hand and official seal this 28th day of September, 2020.

(Seal)

*Diane Kay Galloway*  
Diane Kay Galloway, CMC/MRCC, City Clerk

## SCHEDULE 1

A. AGGREGATE PRINCIPAL AMOUNT: \$1,700,000.00

B. SALE PARAMETERS:

The Bonds shall: (1) have an aggregate principal amount of \$1,700,000; (2) have a rate of 3.05%; and (3) be sold by the City to the Purchaser at a price no less than 99% of the principal amount of the Bonds.

C. AMOUNT TO BE DEPOSITED IN COSTS OF ISSUANCE FUND: \$ 46,000.00

D. AMOUNT TO BE DEPOSITED IN STREETSCAPE IMPROVEMENT ACCOUNT WITHIN PROJECT FUND: \$ 137,005.59

E. AMOUNT TO BE DEPOSITED IN SEWER SYSTEM IMPROVEMENT ACCOUNT WITHIN PROJECT FUND: \$1,516,994.41

F. AMORTIZATION – PAYMENT SCHEDULE

<b>Funding Date:</b>	10/01/2020	<b>Compounding:</b>	U.S. Rule	<b>Principal:</b>	1,700,000.00
<b>First Payment Date:</b>	04/01/2021	<b>Period:</b>	Actual/365	<b>Initial Interest Rate:</b>	0.000%
		<b>Pmt Schedule:</b>	Semi-Annually	<b>Interest Rate:</b>	3.050%
				<b>Pmt Amount:</b>	64,457.30

Payment Number	Payment Date	Days	Payment Amount	Interest Amount	Principal Reduction	Outstanding Balance	Equity Built
1	04/01/2021	182	\$64,457.30	25,853.97	38,603.33	1,661,396.67	\$38,603.33
2	10/01/2021	183	\$64,457.30	25,405.71	39,051.59	1,622,345.08	\$77,654.92
3	04/01/2022	182	\$64,457.30	24,672.98	39,784.32	1,582,560.76	\$117,439.24
4	10/01/2022	183	\$64,457.30	24,200.17	40,257.13	1,542,303.63	\$157,696.37
5	04/01/2023	182	\$64,457.30	23,455.69	41,001.61	1,501,302.02	\$198,697.98
6	10/01/2023	183	\$64,457.30	22,957.58	41,499.72	1,459,802.30	\$240,197.70
7	04/01/2024	183	\$64,457.30	22,322.98	42,134.32	1,417,667.98	\$282,332.02
8	10/01/2024	183	\$64,457.30	21,678.67	42,778.63	1,374,889.35	\$325,110.65
9	04/01/2025	182	\$64,457.30	20,909.62	43,547.68	1,331,341.67	\$368,658.33
10	10/01/2025	183	\$64,457.30	20,358.58	44,098.72	1,287,242.95	\$412,757.05
11	04/01/2026	182	\$64,457.30	19,576.67	44,880.63	1,242,362.32	\$457,637.68
12	10/01/2026	183	\$64,457.30	18,997.93	45,459.37	1,196,902.95	\$503,097.05
13	04/01/2027	182	\$64,457.30	18,202.76	46,254.54	1,150,648.41	\$549,351.59
14	10/01/2027	183	\$64,457.30	17,595.46	46,861.84	1,103,786.57	\$596,213.43
15	04/01/2028	183	\$64,457.30	16,878.86	47,578.44	1,056,208.13	\$643,791.87
16	10/01/2028	183	\$64,457.30	16,151.30	48,306.00	1,007,902.13	\$692,097.87
17	04/01/2029	182	\$64,457.30	15,328.40	49,128.90	958,773.23	\$741,226.77
18	10/01/2029	183	\$64,457.30	14,661.35	49,795.95	908,977.28	\$791,022.72
19	04/01/2030	182	\$64,457.30	13,823.93	50,633.37	858,343.91	\$841,656.09
20	10/01/2030	183	\$64,457.30	13,125.61	51,331.69	807,012.22	\$892,987.78
21	04/01/2031	182	\$64,457.30	12,273.22	52,184.08	754,828.14	\$945,171.86
22	10/01/2031	183	\$64,457.30	11,542.67	52,914.63	701,913.51	\$998,086.49
23	04/01/2032	183	\$64,457.30	10,733.51	53,723.79	648,189.72	\$1,051,810.28
24	10/01/2032	183	\$64,457.30	9,911.97	54,545.33	593,644.39	\$1,106,355.61
25	04/01/2033	182	\$64,457.30	9,028.27	55,429.03	538,215.36	\$1,161,784.64
26	10/01/2033	183	\$64,457.30	8,230.27	56,227.03	481,988.33	\$1,218,011.67
27	04/01/2034	182	\$64,457.30	7,330.18	57,127.12	424,861.21	\$1,275,138.79
28	10/01/2034	183	\$64,457.30	6,496.88	57,960.42	366,900.79	\$1,333,099.21
29	04/01/2035	182	\$64,457.30	5,579.91	58,877.39	308,023.40	\$1,391,976.60
30	10/01/2035	183	\$64,457.30	4,710.23	59,747.07	248,276.33	\$1,451,723.67
31	04/01/2036	183	\$64,457.30	3,796.59	60,660.71	187,615.62	\$1,512,384.38
32	10/01/2036	183	\$64,457.30	2,868.98	61,588.32	126,027.30	\$1,573,972.70
33	04/01/2037	182	\$64,457.30	1,916.65	62,540.65	63,486.65	\$1,636,513.35
34	10/01/2037	183	\$64,457.30	970.82	63,486.48	.17	\$1,699,999.83
2037	<b>Totals:</b>		<b>2,191,548.20</b>	<b>491,548.37</b>	<b>1,699,999.83</b>		
	<b>Grand Totals:</b>		<b>2,191,548.20</b>	<b>491,548.37</b>	<b>1,699,999.83</b>		



**SCHEDULE 2  
DOWNTOWN MOBERLY PUBLIC FACILITIES IMPROVEMENTS**

<b><u>Improvement Designation</u></b>	<b><u>Cost Item<sup>1</sup></u></b>	<b><u>Cost<sup>2</sup></u></b>
<b>A</b>	<b>Sewer System Improvements</b>	\$ 1,273,337.50
<b>B</b>	<b>Streetscape Improvements</b>	\$ 115,000.00
<b>Subtotal</b>		<b>\$ 1,388,337.50</b>
	<b>Contingency (19%)<sup>3</sup></b>	<b>265,662.50</b>
<b>Total</b>		<b>\$ 1,654,000.00</b>

<sup>1</sup> As further described in Ordinance No. 9576 adopted and approved on January 6, 2020 and Ordinance No. 9577 adopted and approved on January 21, 2020 approving, among other things, a proposed Assessment Roll for the Improvements.

<sup>2</sup> Each Improvement includes design and engineering costs.

<sup>3</sup> To the extent not required as contingency for unforeseen and changed conditions, contingency amounts shall be used to expand the scope of the specified improvements, respectively, consistent with the NID Petition and the NID Act.

## EXHIBIT A

### LEGAL DESCRIPTION OF NEIGHBORHOOD IMPROVEMENT DISTRICT

*A tract of land lying in the Northwest Quarter of Section 1, Township 53 North Range 14 West, in the City of Moberly Missouri, and being Lots 1, 2, 3, 4, 5, 6, 19, 20, 21, 22, 23, 24 of Block Thirteen (13) of the Original town of Moberly, Missouri and being more particularly described as follows:*

*Commencing at a found iron pipe at the intersection of the South line of Coates Street and the East line of Sturgeon Street; thence South 06 degrees 43 minutes 27 seconds East a distance of 308.12 feet to a found pk nail, in the center of a concrete sidewalk, on the East right-of-way line of Sturgeon Street; thence Westerly a distance of 50.0 feet, more or less, to the Southeast Corner of Block 13 of the Original Town of Moberly and the Point of Beginning; thence Northerly along the East line of said Block 13 to the Northeast corner of Lot 19; thence Westerly along the North line of said Lot 19 to the Northwest corner thereof; thence continuing Westerly, along the same line, crossing a twenty foot alley, to the Northeast Corner of Lot 6 of Block 13 of the Original town of Moberly; thence continuing Westerly, along the North line of said Lot 6, to the Northwest Corner thereof; thence Southerly, along the West line of said Block 13, to the Southwest corner thereof; thence Easterly, along the North right-of-way of Reed Street, and the South line of said Block 13 to the Point of Beginning.*

**EXHIBIT B**

***NEITHER THIS BOND NOR ANY PORTION THEREOF MAY BE HYPOTHECATED, TRANSFERRED, ASSIGNED, NEGOTIATED NOR DISPOSITION MADE (OTHER THAN TO THE ISSUER HEREOF) EXCEPT TO AN "ACCREDITED INVESTOR," AS HEREINAFTER DEFINED, AND IN ACCORDANCE WITH THE PROVISIONS HEREOF.***

*Capitalized terms used and not defined in this Bond shall have the meanings ascribed to them in the Ordinance (as hereinafter defined).*

**NEIGHBORHOOD IMPROVEMENT DISTRICT BOND - (Form Only)**

**(Front Side)**

**UNITED STATES OF AMERICA  
STATE OF MISSOURI**

**REGISTERED  
NO. R-1**

**REGISTERED  
\$1,700,000.00**

**CITY OF MOBERLY, MISSOURI  
DOWNTOWN MOBERLY PUBLIC FACILITIES NEIGHBORHOOD IMPROVEMENT  
DISTRICT LIMITED GENERAL OBLIGATION BOND (DOWNTOWN MOBERLY  
PUBLIC FACILITIES IMPROVEMENTS PROJECT)  
SERIES 2020**

**Interest Rate  
3.050%**

**Maturity Date  
October 1, 2037**

**Dated Date  
October 1, 2020**

**REGISTERED OWNER: Regional Missouri Bank, Moberly, Missouri**

**PRINCIPAL AMOUNT: ONE MILLION SEVEN HUNDRED THOUSAND DOLLARS**

**THE CITY OF MOBERLY, MISSOURI**, a city of the third classification and political subdivision of the State of Missouri (the "City"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or registered assigns, the Principal Amount shown above, and to pay interest thereon at the Interest Rate per annum shown above (computed as provided on Schedule 1 to the Ordinance) 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 semi-annually on April 1 and October 1 in each year, beginning on April 1, 2021 until the Principal Amount has been paid.

The principal of this Bond shall be paid by check or draft at Maturity or upon earlier redemption to the person in whose name this Bond is registered at the Maturity upon presentation and surrender of this Bond at the office of the Director of Finance of the City as paying agent (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, which shall be the fifteenth (15<sup>th</sup>) day (whether or not a Business Day) of the calendar month preceding such Interest Payment Date (a) by check or draft mailed by the Paying Agent to such Registered Owner at the address shown on

the Bond Register or at such other address as is furnished to the Paying Agent in writing by such Registered Owner, or (b) in the case of an interest payment to any Registered Owner of \$500,000 or more in aggregate principal amount of Bonds, by electronic transfer to such Registered Owner upon written notice given to the Paying Agent by such Registered Owner not less than fifteen days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank (which shall be in the continental United States), ABA routing number and account number to which such Registered Owner wishes to have such transfer directed. The principal and interest on this Bond shall be payable in lawful money of the United States of America.

**THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE SIDE HEREOF AND SUCH CONTINUED TERMS AND PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS IF FULLY SET FORTH AT THIS PLACE.**

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

The City hereby certifies and declares that all conditions, acts and things required by law to exist, to happen, or to be done or performed precedent to and in the issuance of this Bond did exist, have happened, have been done, and have been performed in regular and due form, time and manner as required by law and that before the issuance of this Bond provision has been duly made for the assessment, collection, and segregation of the Special Assessments and for the application of the same as hereinbefore provided.

**IN WITNESS WHEREOF, THE CITY OF MOBERLY, MISSOURI**, by its City Council, has caused its official seal to be imprinted by facsimile hereon or hereunto affixed, and has caused this Bond to be signed by the duly authorized manual or facsimile signature of the Mayor of the City and attested to by the duly authorized manual or facsimile signature of the City Clerk.

**CERTIFICATE OF AUTHENTICATION**

**CITY OF MOBERLY, MISSOURI**

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

By: \_\_\_\_\_  
Mayor

Registration Date: \_\_\_\_\_, 2020

**Director of Finance**  
as Paying Agent

ATTEST:

By: \_\_\_\_\_  
Director of Finance

\_\_\_\_\_  
City Clerk

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(Form of Bond - Reverse Side)

**CITY OF MOBERLY, MISSOURI  
DOWNTOWN MOBERLY PUBLIC FACILITIES NEIGHBORHOOD IMPROVEMENT  
DISTRICT LIMITED GENERAL OBLIGATION BOND (DOWNTOWN MOBERLY  
PUBLIC FACILITIES IMPROVEMENTS PROJECT)  
SERIES 2020**

**ADDITIONAL PROVISIONS**

This Bond is one of a series of duly authorized bonds of the City designated “Downtown Moberly Public Facilities Neighborhood Improvement District Limited General Obligation Bonds (Downtown Moberly Public Facilities Improvements Project) Series 2020,” aggregating the original principal amount of \$1,700,000 (the “Bonds”). The Bonds are being issued for the purpose of (1) paying a portion of the costs of the Improvements and (2) paying the costs of issuing the Bonds, under authority and in full compliance with the constitution and laws of the State of Missouri, including particularly the Neighborhood Improvement District Act, Sections 67.453 through 67.475 of Revised Statutes of Missouri, as amended (the “Act”), and pursuant to Ordinance No. 9617 duly adopted on September 8, 2020 by the City Council (the “Ordinance”).

This Bond shall not be subject to optional redemption and payment prior to the Stated Maturity thereof.

The Bonds shall be general obligations of the City as authorized by the Act; *provided that* the taxing power of the City is not pledged to the payment of the Bonds either as to principal or interest. The Bonds shall be payable from and secured as to the payment of principal and interest by (a) Special Assessments to be assessed and levied on real property deemed to be benefited by the Improvements and deposited in the Bond Fund; and (b) if not so paid, from the first available moneys in the City’s General Fund or other legally available City fund.

The Bonds are issued in the form of fully registered bonds without coupons, in Authorized Denominations.

**THIS BOND shall be transferable only to an Accredited Investor and only upon the execution and delivery by the proposed transferee of a letter of representations in substantially the form attached as Annex A to this Bond.** The term “Accredited Investor” shall mean an “accredited investor” under Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended, and/or a “qualified institutional investor” under Rule 144A promulgated under the Securities Act of 1933, as amended or as such term may be commonly defined from time to time by applicable State and federal securities laws and regulations.

The Bonds may be transferred and exchanged as provided in the Ordinance only upon the Bond Register upon surrender of this Bond at the office of the Paying Agent. The Paying Agent shall transfer or exchange any Bond for a new Bond of the same Maturity and in the same principal amount Outstanding as the Bond that was presented for transfer or exchange. Any Bond 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. The City and the Paying Agent may deem and treat the person in whose name any Bond is registered on the Bond Register as the absolute owner of such Bond, whether the Bond is overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on said Bond and for all other purposes.

The proceedings relating to the issuance of the Bonds have been presented to and filed with the State Auditor of Missouri, who has examined the same and has issued a certificate that such proceedings comply with the laws and constitution of the State of Missouri and that the conditions of the contract under which the Bonds were ordered to be issued have been complied with.

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**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 Assignee)

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 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 on the face of the within Bond in every particular, without alteration, enlargement, or any change whatever.

Signature guaranteed by:

\_\_\_\_\_  
(Print or Type Name of Eligible Guarantor Institution as defined by SEC Rule 17 Ad-15 (17 CFR 240.17 Ad-15))

By: \_\_\_\_\_  
Title: \_\_\_\_\_

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**LEGAL OPINION**

The following is a true and correct copy of the approving opinion of Cunningham, Vogel & Rost, P.C., Bond Counsel, which was dated and issued as of the date of original issuance and delivery of the Bonds:

CUNNINGHAM, VOGEL & ROST, P.C.  
333 South Kirkwood Road, Suite 300  
St. Louis, Missouri 63122

(LEGAL OPINION OF BOND COUNSEL)

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ANNEX A

**TRANSFeree’S LETTER OF REPRESENTATIONS (Form Only)**

\_\_\_\_\_, 20\_\_\_\_

City of Moberly  
Moberly, Missouri

Re: \$1,700,000 City of Moberly, Missouri Downtown Moberly Public Facilities Neighborhood Improvement District Limited General Obligation Bond (Downtown Moberly Public Facilities Improvement Project) Series 2020 (the “Bonds”); *Capitalized terms used and not defined herein shall have the meanings ascribed to them in Ordinance No. 9617 duly adopted on September 8, 2020 by the Council of the City of Moberly, Missouri (the “Ordinance”).*

Ladies and Gentlemen:

\_\_\_\_\_ (the “Transferee”) proposes and agrees to purchase and accept an assignment and transfer of the Bonds or portion thereof in accordance with the terms and conditions thereof. This letter is to provide you with certain representations and agreements with respect to such purchase, assignment and transfer and, accordingly, the Transferee hereby represents and warrants to the addressee hereof, as follows:

1. The Transferee is an “accredited investor” under Rule 501(a) of Regulation D promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended, and/or a “qualified institutional investor” under Rule 144A promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended (or other applicable state and federal securities laws and regulations).
2. The Transferee has sufficient knowledge and experience in financial and business matters to be able to evaluate the risks and merits of the investment represented by the purchase and acceptance of assignment and transfer by the Transferee of the Bonds.
3. The Transferee has had opportunity to review the Bonds and all instruments and agreements related thereto and to ask questions and to receive answers regarding all matters relating to the Bonds. The Transferee has had opportunity to obtain any and all information which the Transferee deems relevant in order to make an informed decision as to an investment in the Bonds and to verify the accuracy of all information that has been furnished to the Transferee.
4. The Transferee acknowledges that no official statement or other offering document has been prepared with respect to the Bonds and that the absence of such offering material will limit the liquidity of the Bonds. The Transferee is familiar with and has counsel who is familiar with federal and state laws pertaining to the transfer and distribution of securities, including, without limitation, disclosure obligations of the seller incident to any such transfer or distribution. The Transferee understands and acknowledges that the Bonds are exempt from the continuing



disclosure requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission. The Transferee hereby covenants and agrees that the Transferee will not sell, offer for sale, pledge, transfer, convey, hypothecate, mortgage or dispose of the Bonds or any interest therein in violation of applicable federal or state law or in violation of the restrictions on sale, assignment, negotiation or transfer of the Bonds set forth in paragraph 7 of this letter.

5. The Transferee confirms that the Transferee’s purchase and acceptance of assignment and transfer of the Bonds constitutes an investment which is suitable for and consistent with the Transferee’s investment program and that the Transferee is capable of and prepared to bear the economic risk of the Transferee’s investment in the Bonds.

6. The Transferee is acquiring the Bonds solely as an investment and for the Transferee’s own account, as principal, (and not on behalf of another) with the present intent of holding the Bonds in the Transferee’s investment portfolio, and not with a view to or in connection with, any agreement or understanding looking toward any distribution, resale, fractionalization, subdivision or other disposition thereof, and no person other than the Transferee has direct or indirect interest in the Bonds.

7. The Transferee acknowledges that the right to sell, assign, negotiate or otherwise transfer the Bonds shall be limited to the sale, assignment, negotiation or transfer to an “accredited investor” as that term is used and defined in Rule 501(a) of Regulation D promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended, and a “qualified institutional investor” as that term is used and defined in Rule 144A promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended.

8. The Transferee agrees to indemnify and hold the addressee hereof and Bond Counsel each harmless from any claims, judgments, costs, fees and expenses of whatsoever nature, whether relating to litigation or otherwise, resulting from the attempted or affected sale, offer for sale, pledge, transfer, conveyance, hypothecation, mortgage, disposition of the Bonds or any portion thereof in violation or contravention of this letter.

9. The Transferee has satisfied itself that the Bonds may be legally purchased by and assigned and transferred to the Transferee.

Very truly yours,

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**“Transferee”**

**EXHIBIT C**

**ARBITRAGE INSTRUCTIONS**

**CITY OF MOBERLY, MISSOURI  
DOWNTOWN MOBERLY PUBLIC FACILITIES NEIGHBORHOOD IMPROVEMENT  
DISTRICT LIMITED GENERAL OBLIGATION BOND (DOWNTOWN MOBERLY  
PUBLIC FACILITIES IMPROVEMENTS PROJECT)  
SERIES 2020**

These Arbitrage Instructions (the “Instructions”) provide guidance regarding compliance with §148 of the Internal Revenue Code of 1986, as amended (the “Code”), to preserve the exclusion from federal gross income of the interest on the \$1,700,000 City of Moberly, Missouri, Downtown Moberly Public Facilities Neighborhood Improvement District Limited General Obligation Bonds (Downtown Moberly Public Facilities Improvements Project) Series 2020 (the “Bonds”), being issued by the City of Moberly, Missouri (the “City”) pursuant to Ordinance No. 9617 passed and approved by the City Council of the City on September 8, 2020 (the “Bond Ordinance”).

**Section 1. Definitions.** Unless the context indicates otherwise, words and phrases used herein shall have the meanings assigned in §148 of the Code and in the Treasury Regulations promulgated thereunder (the “Regulations”), and certain capitalized terms not specifically defined herein shall have the meanings set forth in the Bond Ordinance.

“**Bond Year**” means each one-year period ending September 1; except that the first Bond Year may be less than one year in duration.

“**Gross Proceeds**” means (i) sale proceeds, *i.e.*, all amounts actually or constructively received by the City from the sale of the Bonds; (ii) investment proceeds derived from the investment of the sale proceeds; (iii) amounts held in a sinking fund for the Bonds; (iv) amounts held in a pledged fund or reserve fund for the Bonds; and (v) any transferred proceeds. Specifically, Gross Proceeds include all amounts held in the following funds ratified or established in Section 501 of the Bond Ordinance:

- (a) the Bond Fund;
- (b) the Cost of Issuance Fund;
- (c) the Project Fund; and
- (d) the Rebate Fund.

“**Minor Portion**” means an amount equal to the lesser of \$100,000 or 5% of the sale proceeds of the Bonds.

“**Rebate Requirement**” means the amount of rebatable arbitrage earned with respect to Gross Proceeds which do not qualify for an exception from the requirements of

Section 148(f)(2) of the Code, computed as of the last day of any Bond Year pursuant to §1.148-3 of the Treasury Regulations.

**Section 2. Temporary Periods; Yield Restriction.** The amounts deposited in the funds and accounts established or ratified in the Bond Ordinance shall be invested as follows:

(a) Bond Fund. Moneys deposited in the Bond Fund may be invested without yield restriction for a period of thirteen (13) months after the date of deposit. Earnings on such amounts may be invested without yield restriction for a period not exceeding one year after the date of receipt of such earnings.

(b) Project Fund and Costs of Issuance Fund. Moneys deposited in the Project Fund and the Costs of Issuance Fund, and investment earnings on such proceeds, may be invested without yield restriction for a period of three (3) years after the Issuance Date. If any unspent proceeds remain in the Project Fund after three years, such amounts may continue to be invested without yield restriction so long as the Issuer 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.

Any such amounts not invested as described above shall be invested at a yield not greater than the yield on the Bonds.

**Section 3. Survival After Defeasance.** Notwithstanding anything in the Bond Ordinance to the contrary, the obligation to pay arbitrage rebate to the United States and to comply with all other requirements contained in these Arbitrage Instructions will survive the payment or defeasance of the Bonds.

**Section 4. Opinion of Bond Counsel.** These Instructions may be modified or amended in whole or in part upon receipt of an opinion of Bond Counsel to the effect that such modifications or amendments will not adversely affect the exclusion from gross income of the interest on the Bonds.

\* \* \* \* \*

**EXHIBIT D**

**BOND PURCHASE AGREEMENT**

**(included as Item 2 in Bond Transcript)**