

**PRELIMINARY OFFICIAL STATEMENT DATED FEBRUARY \_\_\_, 2023**

**NEW ISSUE—BOOK-ENTRY ONLY  
BANK QUALIFIED**

**S&P Rating: “\_\_\_”  
See “BOND RATING” herein**

*In the opinion of Gilmore & Bell, P.C., Bond Counsel to the City, under existing law and assuming continued compliance with certain requirements of the Internal Revenue Code of 1986, as amended (the “Code”), the interest on the Bonds (including any original issue discount properly allocable to an owner thereof) (1) is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax and (2) is exempt from income taxation by the State of Missouri. The Bonds are “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code. Bond Counsel notes that for tax years beginning after December 31, 2022, interest on the Bonds may be included in adjusted financial statement income of applicable corporations for purposes of determining the applicability and amount of the federal corporate alternative minimum tax. See “TAX MATTERS” in this Official Statement.*



**CITY OF REPUBLIC, MISSOURI  
\$9,395,000\*  
SPECIAL OBLIGATION BONDS  
SERIES 2023**

**Dated: Date of Delivery**

**Due: May 1, as shown on the inside cover**

The Special Obligation Bonds, Series 2023 (the “Bonds”), will be issued by the City of Republic, Missouri (the “City”), for the purpose of providing funds to (1) finance the costs of capital improvements to the City’s parks and recreational facilities, including but not limited to the expansion of the aquatic center and the construction of a new community event space, and (2) pay the costs of issuing the Bonds, as further described under the caption “**PLAN OF FINANCING.**”

The Bonds will be issued as fully-registered bonds in denominations of \$5,000 or any integral multiple thereof. Principal of the Bonds will be payable annually on May 1, beginning on May 1, 2024\*. Interest on the Bonds will be paid semiannually on each May 1 and November 1, beginning on November 1, 2023\*, by check or draft (or by electronic transfer in certain circumstances as described herein).

The Bonds are subject to redemption prior to maturity. See the caption “**THE BONDS – Redemption Provisions.**”

**The Bonds and the interest thereon will constitute special obligations of the City, payable solely from amounts appropriated in each Fiscal Year (herein defined) (1) out of the income and revenues of the City provided for such year, plus (2) any unencumbered balances from previous years. The Bonds do not constitute general obligations or indebtedness of the City within the meaning of any constitutional, statutory or charter limitation or provision, and the City does not pledge its full faith and credit and is not obligated to levy taxes or resort to any other moneys or property of the City to pay the principal of and interest on the Bonds.**

Payment of the principal of and interest on the Bonds is subject to annual appropriation by the City. The City is not required or obligated to make any such annual appropriation. **No property of the City is pledged or encumbered to secure payment of the Bonds.**

Certain risk factors are associated with the purchase of the Bonds. See “**RISK FACTORS**” herein.

*The Bonds are offered when, as and if issued by the City, subject to the approval of legality by Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel to the City. Certain legal matters related to this Official Statement will be passed upon by Gilmore & Bell, P.C., St. Louis, Missouri. Certain legal matters will be passed upon for the Underwriter by FisherBroyles, LLP. It is expected that the Bonds will be available for delivery at The Depository Trust Company in New York, New York, on or about March 23, 2023.*

**STIFEL**

The date of this Official Statement is March \_\_\_, 2023.

\* Preliminary; subject to change.

**CITY OF REPUBLIC, MISSOURI**

**\$9,395,000\***  
**SPECIAL OBLIGATION BONDS**  
**SERIES 2023**

**MATURITY SCHEDULE\***

**Base CUSIP: 760612**

**SERIAL BONDS**

<b><u>Maturity</u></b> <b><u>(May 1)</u></b>	<b><u>Principal</u></b> <b><u>Amount</u></b>	<b><u>Interest</u></b> <b><u>Rate</u></b>	<b><u>Price</u></b>	<b><u>CUSIP</u></b> <b><u>Extension</u></b>
2024	\$290,000	%	%	
2025	80,000			
2026	110,000			
2027	145,000			
2028	180,000			
2029	220,000			
2030	260,000			
2031	305,000			
2032	350,000			
2033	400,000			
2034	455,000			
2035	510,000			
2036	570,000			
2037	635,000			
2038	705,000			

**TERM BONDS**

<b><u>Maturity</u></b> <b><u>(May 1)</u></b>	<b><u>Principal</u></b> <b><u>Amount</u></b>	<b><u>Interest</u></b> <b><u>Rate</u></b>	<b><u>Price</u></b>	<b><u>CUSIP</u></b> <b><u>Extension</u></b>
2040	\$1,620,000	%	%	
2043	2,560,000			

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\* Preliminary; subject to change.

**RENDERINGS OF THE AQUATIC CENTER AND COMMUNITY EVENT SPACE**



**CITY OF REPUBLIC, MISSOURI**

204 North Main Avenue  
Republic, Missouri 65738  
(417) 732-3100

**ELECTED OFFICIALS**

Matt Russell, *Mayor*  
Eric Gerke, *Councilmember, Ward I*  
Eric Franklin, *Councilmember, Ward I*  
Garry Wilson, *Councilmember, Ward II*  
Gerry Pool, *Councilmember, Ward II*  
Christopher Updike, *Councilmember, Ward III*  
Brandon Self, *Councilmember, Ward III*  
Jennifer Mitchell, *Councilmember, Ward IV*  
Clint Gerlek, *Councilmember, Ward IV*

**ADMINISTRATIVE OFFICIALS**

David Cameron, *City Administrator*  
Andrew Nelson, *Deputy City Administrator*  
Jared Keeling, *Assistant City Administrator and Parks and Recreation Director*  
Lisa Addington, *Chief of Staff and Human Resources Director*  
Chris Crosby, *Information Systems Director*  
Karen Haynes, *BUILDS Administrator*  
Megan McCullough, *City Attorney*  
Laura Burbridge, *City Clerk*  
Brian Sells, *Police Chief*  
Duane Compton, *Fire Chief*

**UNDERWRITER**

Stifel, Nicolaus & Company, Incorporated  
St. Louis, Missouri

**BOND AND DISCLOSURE COUNSEL**

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

**UNDERWRITER'S COUNSEL**

FisherBroyles, LLP

**PAYING AGENT**

UMB Bank, N.A.  
Kansas City, Missouri

## **REGARDING USE OF THIS OFFICIAL STATEMENT**

**IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.**

**THE BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR UNDER ANY STATE SECURITIES OR "BLUE SKY" LAWS. THE BONDS ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE SECURITIES AND EXCHANGE COMMISSION.**

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

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

**IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

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**CAUTIONARY STATEMENTS REGARDING FORWARD-  
LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT**

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Certain statements included or incorporated by reference in this Official Statement constitute “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended. Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “anticipate,” “projected,” “budget” or other similar words.

THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. THESE FUTURE RISKS AND UNCERTAINTIES INCLUDE THOSE DISCUSSED IN THE “RISK FACTORS” SECTION OF THIS OFFICIAL STATEMENT. NEITHER THE CITY NOR ANY OTHER PARTY PLANS TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD-LOOKING STATEMENTS IF OR WHEN THEIR EXPECTATIONS, OR EVENTS, CONDITIONS OR CIRCUMSTANCES UPON WHICH SUCH STATEMENTS ARE BASED OCCUR OTHER THAN AS SET FORTH IN *APPENDIX C*.

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**OFFICIAL STATEMENT**  
**CITY OF REPUBLIC, MISSOURI**  
**\$9,395,000\***  
**SPECIAL OBLIGATION BONDS**  
**SERIES 2023**

**INTRODUCTION**

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

**Purpose of the Official Statement**

The purpose of this Official Statement is to furnish information relating to the City of Republic, Missouri (the “**City**”), and the City’s Special Obligation Bonds, Series 2023, to be issued in the principal amount of \$9,395,000\* (the “**Bonds**”).

**The City**

The City is a constitutional charter city and political subdivision of the State of Missouri. The City is located in southwestern Missouri, immediately adjacent to Springfield, Missouri. The City has a rapidly-growing population, which currently stands at approximately 18,750. See the caption “**GENERAL INFORMATION CONCERNING THE CITY**” in *Appendix A* to this Official Statement.

**The Bonds and the Projects**

The Bonds are being issued pursuant to an ordinance (the “**Bond Ordinance**”) expected to be adopted by the City Council on March 7, 2023. Approximately \$7,500,000 will be used to expand the aquatic center (the “**Aquatic Center Project**”), and approximately \$1,700,000 will be used to construct a new community event space at J.R. Martin Park (the “**Event Space Project**”). The Aquatic Center Project and the Event Space Project are collectively referred to as the “**Projects**.” Any remaining funds will be applied toward the construction of a regional athletic complex to be developed as part of a new community park.

See the caption “**PLAN OF FINANCING**” herein.

**Security and Sources of Payment**

Payment of the principal of and interest on the Bonds is subject to annual appropriation by the City. The City is not required or obligated to make any such annual appropriation. No property of the City is pledged or encumbered to secure payment of the Bonds.

The Bonds and the interest thereon will constitute special obligations of the City, payable solely from amounts appropriated in each Fiscal Year (herein defined) (1) out of the income and revenues of the City provided for such year, plus (2) any unencumbered balances from previous years. The City is not obligated to make any such annual appropriation. The fiscal year of the City begins on January 1 and ends on December 31 (the “**Fiscal Year**”).

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\* Preliminary; subject to change.



The Bonds do not constitute general obligations or indebtedness of the City within the meaning of any constitutional, statutory or charter limitation or provision, and the City does not pledge its full faith and credit and is not obligated to levy taxes or resort to any other moneys or property of the City to pay the principal of and interest on the Bonds.

On August 2, 2022, voters within the City approved the extension of a 1/4-cent capital improvement sales tax for the purpose of funding local park improvements, including the Projects (the “**Park Improvements Sales Tax**”). Although payment of the principal of and interest on the Bonds may be made, subject to annual appropriation, from any funds of the City legally available for such purpose, the City intends to annually budget and appropriate revenues generated from the Park Improvements Sales Tax for repayment of the Bonds. Such revenues are not pledged as security for the payment of the Bonds. See the caption “**TAX INFORMATION – Sales Tax Information – Capital Improvement Sales Taxes**” in *Appendix A* to this Official Statement.

### **Financial Statements**

The Basic Financial Statements for the Fiscal Year ended December 31, 2021 are included in *Appendix B* to this Official Statement.

### **Continuing Disclosure**

The City will undertake, pursuant to a Continuing Disclosure Undertaking dated as of March 1, 2023 (the “**Continuing Disclosure Undertaking**”), to provide certain financial information and operating data relating to the City and to provide notices of the occurrence of certain enumerated events relating to the Bonds. The financial information, operating data and notices of events will be filed by the City in compliance with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “**Rule**”). See the caption “**CONTINUING DISCLOSURE**” herein and the form of the Continuing Disclosure Undertaking in *Appendix C*.

## **THE BONDS**

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

### **Authorization and Purpose of the Bonds**

The Bonds are being issued pursuant to and in full compliance with the Constitution and the statutes of the State of Missouri, the City Charter and the Bond Ordinance. The Bonds are being issued for the purpose of providing funds to pay the costs of the Projects and the costs of issuing the Bonds.

### **General Description**

The Bonds are issuable as fully-registered bonds in denominations of \$5,000 or any integral multiple thereof. The Bonds will be dated as of the date of original issuance and will mature on May 1 in the years and in the principal amounts set forth on the inside cover page hereof. The Bonds will bear interest from the date thereof or from the most recent interest payment date to which interest has been paid at the rates per annum set forth on the inside cover page hereof, payable semiannually on each May 1 and November 1, beginning on November 1, 2023\*. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

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\* Preliminary; subject to change.

Principal of the Bonds will be payable at the payment office of UMB Bank, N.A., Kansas City, Missouri (the “**Paying Agent**”), at the maturity date thereof. The principal of and interest on the Bonds will be payable (1) by check or draft of the Paying Agent mailed to each registered owner of the Bonds as of the commencement of business on the 15th day of the calendar month preceding the respective payment date (the “**Record Date**”), or (2) by electronic transfer to such registered owner upon written notice delivered to the Paying Agent not less than 15 days before the Record Date from and signed by such registered owner containing electronic transfer instructions including the name of the bank, ABA routing number and account number to which such registered owner wishes to have such transfer directed, together with an acknowledgement that an electronic transfer fee may be applicable. If the specified date for any payment on the Bonds is not a business day, such payment may be made on the next business day without additional interest and with the same force and effect as if made on the specified date for such payment.

**Redemption Provisions**

**Optional Redemption.** At the option of the City, the Bonds or portions thereof maturing on May 1, 20\_\_ and thereafter may be called for redemption and payment prior to their stated maturity on May 1, 20\_\_ and thereafter as a whole or in part at any time at the Redemption Price (herein defined) of 100% of the principal amount thereof plus accrued interest thereon to the date fixed for redemption (the “**Redemption Date**”).

**Mandatory Redemption.** The Bonds maturing in 2040\* and 2043\* (the “**Term Bonds**”) are subject to mandatory redemption and payment prior to their stated maturity pursuant to the mandatory redemption requirements of the Bond Ordinance at a Redemption Price of 100% of the principal amount thereof plus accrued interest thereon to the Redemption Date on May 1 in each of the years and in the amounts set forth below:

<u>Term Bonds Maturing May 1, 2040*</u>	
<u>Year</u>	<u>Principal Amount</u>
2039	\$775,000
2040†	845,000

†Final Maturity

<u>Term Bonds Maturing May 1, 2043*</u>	
<u>Year</u>	<u>Principal Amount</u>
2041	\$920,000
2042	995,000
2043†	645,000

†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 Term Bonds, in any aggregate principal amount desired, (2) furnish the Paying Agent funds, together with appropriate instructions, for the purpose of purchasing any Term Bonds from any registered owners thereof, whereupon the Paying Agent shall expend such funds for such purpose to such extent as may be practical or (3) receive a credit with respect to the mandatory redemption obligation of the City for any Term Bonds which prior to such date have been redeemed (other than through the

operation of the mandatory redemption requirements of the Bond Ordinance) and canceled by the Paying Agent and not theretofore applied as a credit against any redemption obligation. Each Term 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 Term Bonds of the same stated maturity on such Redemption Date, and any excess of such amount shall be credited on future mandatory redemption obligations for Term Bonds of the same stated maturity in chronological order, and the principal amount of Term Bonds of the same stated maturity to be redeemed by operation of the requirements of the Bond Ordinance shall be accordingly reduced. If the City intends to exercise any option granted by the provisions of clause (1), (2) or (3) above, the City will, on or before the 45th day next preceding each mandatory Redemption Date, furnish the Paying Agent a written certificate indicating to what extent the provisions of said clauses (1), (2) and (3) are to be complied with, with respect to such mandatory redemption payment.

***Selection of Bonds to Be Redeemed.*** Bonds shall be redeemed only in the principal amount of \$5,000 or any integral multiple thereof. When less than all of the outstanding Bonds are to be redeemed, such Bonds shall be redeemed in such order of their stated maturities as determined by the City, and Bonds of less than a full stated maturity shall be selected by the Paying Agent in \$5,000 units of principal amount in such equitable manner as the Paying Agent may determine.

In the case of a partial redemption of Bonds, when Bonds of denominations greater than \$5,000 are then-outstanding, then for all purposes in connection with such redemption each \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value represented by any Bond are selected for redemption, then upon notice of intention to redeem such \$5,000 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 price at which such Bond is to be redeemed (the "**Redemption Price**") and interest to the Redemption Date of such \$5,000 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 \$5,000 unit or units of face value called for redemption (and to that extent only).

***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 the City's behalf by mailing a copy of an official redemption notice by first-class mail at least 30 days before the Redemption Date to each registered owner of the Bonds to be redeemed at the address shown on the bond register.

Any notice of optional redemption may be conditioned upon moneys being on deposit with the Paying Agent on or before the Redemption Date in an amount sufficient to pay the Redemption Price on the Redemption Date. If such notice is conditional and either the Paying Agent receives written notice from the City that moneys sufficient to pay the Redemption Price will not be received by the Redemption Date, or such moneys are not received on the Redemption Date, then such notice shall be of no force and effect, the Paying Agent shall not redeem such Bonds and the Paying Agent shall give notice, in the same manner in which the notice of redemption was given, that such moneys were not or will not be so received and that such Bonds will not be redeemed.

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 portions 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 provided in the Bond Ordinance for payment of interest. Upon surrender for any partial redemption of any Bond, the Paying Agent shall prepare for the registered owner a new Bond or Bonds of the same stated maturity in the amount of the

unpaid principal. All Bonds that have been surrendered for redemption shall be canceled and destroyed by the Paying Agent and shall not be reissued.

So long as the Book-Entry System (herein defined) is used for the Bonds, the Paying Agent will provide notices of redemption only to DTC (herein defined), as the registered owner of the Bonds. It is expected that DTC, in turn, will notify its Participants (herein defined) and that the Participants, in turn, will notify or cause to be notified, the Beneficial Owners (herein defined) of such redemption. Any failure on the part of DTC or a Participant, or failure on the part of a nominee of a Beneficial Owner of a Bond (having been mailed notice from the Paying Agent, DTC, a Participant or otherwise) to notify the Beneficial Owner of the Bond so affected, shall not affect the validity of the redemption of such Bond.

The failure of any registered owner to receive the foregoing notice or any defect therein shall not invalidate the effectiveness of the call for redemption.

### **CUSIP Numbers**

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bonds nor any error in the printing of such numbers shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for any Bonds.

### **Book-Entry Only System**

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

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

**The following information concerning DTC and DTC’s Book-Entry System has been obtained from DTC. The City takes no responsibility for the accuracy or completeness thereof, and neither the Indirect Participants (defined herein) nor the Beneficial Owners should rely on the following information with respect to such matters but should instead confirm the same with DTC or the Direct Participants (defined herein), as the case may be. There can be no assurance that DTC will abide by its procedures or that such procedures will not be changed from time to time.**

**DTC and its Participants.** DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“**Direct Participants**”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“**DTCC**”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is

owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**” and, together with Direct Participants, “**Participants**”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

**Purchases of Ownership Interests.** Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“**Beneficial Owner**”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmations from DTC of their purchases. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which they entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the Book-Entry System for the Bonds is discontinued.

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

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

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

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

**Payments of Principal, Redemption Price and Interest.** Payment of principal or Redemption Price of and interest on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from the City or the Paying Agent, on the payment date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such

Participants and not of DTC, the Paying Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal or Redemption Price of and interest on the Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

The Direct Participants holding a majority position in the Bonds may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed, registered in the name of DTC's partnership nominee, Cede & Co. (or such other name as may be requested by an authorized representative of DTC), and delivered to DTC (or a successor securities depository), to be held by it as securities depository for the Direct Participants. If, however, the system of book-entry-only transfers has been discontinued and a Direct Participant has elected to withdraw its Bonds from DTC (or a successor securities depository), Bond certificates may be delivered to Beneficial Owners in the manner described herein under the caption "**Registration, Transfer and Exchange of Bonds Upon Discontinuance of Book-Entry Only System.**"

#### **Registration, Transfer and Exchange of Bonds Upon Discontinuance of Book-Entry Only System**

The City will cause the bond register to be kept at the principal payment office of the Paying Agent. Upon surrender of any Bond at the principal payment office of the Paying Agent, or such other office designated by the Paying Agent, the Paying Agent shall transfer or exchange such Bond as provided in the Bond Ordinance.

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. 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. If 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. The City and the Paying Agent shall not be required (1) to register the transfer or exchange of any Bond that has been called for redemption after notice of such redemption has been mailed by the Paying Agent and during the period of 15 days next preceding the date of mailing of such notice of redemption, or (2) 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.

#### **SECURITY AND SOURCES OF PAYMENT FOR THE BONDS**

The Bonds are special obligations of the City, payable solely from amounts pledged or appropriated therefor in each Fiscal Year out of the income and revenues provided for such year, plus any unencumbered balances for previous years. The Bonds do not constitute general obligations or indebtedness of the City within the meaning of any constitutional, statutory or charter limitation or provision, and the City does not pledge its full faith and credit and is not obligated to levy taxes or resort to any other moneys or property of the City to pay the principal of and interest on the Bonds.

Pursuant to the Bond Ordinance, the City Council will direct the City Administrator or any other officer of the City at any time charged with the responsibility of formulating budget proposals, from and after delivery of the Bonds and so long as any of the Bonds remain outstanding, subject to the provisions of the Bond Ordinance, (1) 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 in the next succeeding Fiscal Year, and (2) to take such further action (or cause the same to be taken) as may be necessary or desirable to assure the availability of moneys appropriated to pay such debt service on the Bonds in the next succeeding Fiscal Year.

Payment of the principal of and interest on the Bonds is subject to annual appropriation by the City. The City is not required or obligated to make any such annual appropriation, and the decision of whether or not to appropriate such funds will be solely within the discretion of the then-current City Council. No property of the City is pledged or encumbered to secure payment of the Bonds.

Although payment of the principal of and interest on the Bonds may be made, subject to annual appropriation, from any funds of the City legally available for such purpose, the City intends to annually budget and appropriate revenues generated from the Park Improvements Sales Tax for repayment of the Bonds. See the caption “**TAX INFORMATION – Sales Tax Information – Capital Improvement Sales Taxes**” in *Appendix A* to this Official Statement.

**THERE CAN BE NO ASSURANCE THAT THE CITY WILL APPROPRIATE FUNDS FOR PAYMENT OF THE BONDS.**

## **PLAN OF FINANCING**

### **The Projects**

The City expects to spend approximately \$7,500,000 to expand the aquatic center and approximately \$1,700,000 to construct a new community event space at J.R. Martin Park.

***The Aquatic Center Project.*** The City’s aquatic center opened in 2005. The expansion project will nearly double the size of the existing facility and will include a 575-foot lazy river, an additional zero-depth entry area, private cabanas, new party zones, dedicated space for food trucks and additional restrooms. Construction of the Aquatic Center Project is expected to begin in mid-2023 and to be complete by the summer of 2024. The City has entered into a contract with Sapp Design Architects for architectural and engineering services for this project. The City has requested bids for contracting services, which are due by March 7, 2023. City staff will present the bids received and recommend a contractor to the City Council on March 21, 2023.

***The Event Space Project.*** J.R. Martin Park is a 24-acre park located in the heart of the City. Current amenities include a pavilion, grill, picnic tables and benches, restroom facilities, an amphitheater and four tennis courts. Early in 2023, the tennis courts will be relocated to Miller Park to make space for the new community event space to be constructed. The event space will include a large, open-air pavilion, plaza space with seating and shade, playgrounds and sculptures, a concessions/support building and a food truck and pedestrian boulevard. Construction of the Event Space Project is expected to begin in mid-2023 and to be complete by the summer of 2024. The City has entered into a contract with Sapp Design Architects for architectural and engineering services for this project. Final schematic design and construction plans are scheduled to be completed no later than April 2023, and the City will request bids for contracting services in due course.

If any Bond proceeds remain after completion of the Projects, the City intends to apply those funds toward the construction of a regional athletic complex to be developed as part of a new community park. See “**DEBT STRUCTURE OF THE CITY – Future Debt Plans**” in *Appendix A* to this Official Statement.

## Sources and Uses of Funds

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

### *Sources of Funds:*

Par Amount of the Bonds	\$
Net Original Issue Premium	
Total	\$

### *Uses of Funds:*

Costs of the Projects	\$
Costs of Issuance, including Underwriter's Discount	
Total	\$

## RISK FACTORS

*The following is a discussion of certain risks that could affect the payment of and security for the Bonds. To identify risk factors and make an informed investment decision, potential investors should be thoroughly familiar with this entire Official Statement (including its appendices). Prospective purchasers of the Bonds should consider carefully all possible factors that may result in a default in the payment of the Bonds, the redemption of the Bonds prior to maturity, a determination that the interest on the Bonds might be deemed taxable for purposes of federal and State of Missouri income taxation, or that may affect the market price or liquidity of the Bonds. **This discussion of risk factors is not, and is not intended to be, comprehensive or exhaustive.***

### Limited Obligations

**The Bonds do not give rise to a general obligation or other indebtedness of the City, the State of Missouri or any political subdivision thereof within the meaning of any constitutional, statutory or charter debt limitation or provision.**

**The Bonds are special obligations of the City, payable solely from the annual appropriation of funds by the City for that purpose. In each Fiscal Year, payments of principal of and interest on the Bonds shall be made solely from the amounts appropriated therefor (1) out of the income and revenues of the City provided for such year, plus (2) any unencumbered balances for previous years. The City is not required or obligated to make any such annual appropriation, and the decision of whether or not to appropriate such funds will be solely within the discretion of the then-current City Council. Subject to the preceding sentence, the obligations of the City to make payments under the Bond Ordinance and to perform and observe any other covenant and agreement contained in the Bond Ordinance shall be absolute and unconditional.**

**If the City fails to appropriate amounts sufficient to pay the principal of and interest on the Bonds in any Fiscal Year, no other funds or property will be available to pay such principal and interest. No property of the City is pledged or encumbered to secure payment of the Bonds.**

**No debt service reserve fund has been funded with respect to the Bonds.**

The City has declared its current intention and expectation to appropriate funds to pay the Bonds. However, such a declaration cannot be construed as contractually obligating or otherwise binding the City. Accordingly, the likelihood that the City will appropriate funds to timely pay the Bonds is dependent upon certain



factors which are beyond the control of the bondholders, including the demographic conditions within the City and the City's ability to generate sufficient revenues, property taxes, sales taxes, and other sources to pay the Bonds and its other obligations.

### **Construction Risks**

The construction of the Projects is subject to the usual risks associated with construction, including circumstances or events beyond the control of the City. Those circumstances may include, among others, strikes or other labor disputes, shortages in various labor trades, material shortages, adverse weather conditions, fire or other casualty damage, unanticipated subsoil conditions, unanticipated construction difficulties or the financial failure of the contractor or various subcontractors, any of which may affect the timely construction of the Projects. In particular, the COVID-19 pandemic has increased delivery times for many raw materials and other products, which has resulted in significant uncertainty regarding the delivery of construction projects.

The City may experience construction cost overruns beyond the normal construction contingencies built into the estimated costs of the Projects, even if the related construction contracts are for a fixed price or a "guaranteed maximum price." The price of many raw materials has increased significantly due to the COVID-19 pandemic. Any costs exceeding the amount funded with Bond proceeds would either require additional borrowing or would need to be funded from other available City revenues. In either case, construction cost overruns may have an adverse impact on the availability of revenues to pay debt service on the Bonds. Further, the City may have difficulty borrowing additional amounts ultimately needed to complete the Projects as a result of future credit market conditions or otherwise, which could have an adverse impact on the completion of the Projects and could adversely impact the availability of revenues to pay debt service on the Bonds.

### **Potential Impact of Pandemics**

Recent events with the COVID-19 pandemic have shown that an outbreak of infectious disease can trigger governmentally-imposed restrictions and changes in consumer behavior that could negatively impact local economic conditions. Such changes can cause unemployment rates to rise, supply chain disruptions, taxable sales to decrease, delinquencies in tax payments, and other negative pressures on economic activity that could result in decreased or delayed tax collections for the City, or otherwise adversely affect the City's operations and finances.

While conditions have significantly improved, the COVID-19 pandemic is ongoing. New, more harmful variants of the virus or significant spreading of existing variants of the virus (or other viruses or pandemics) could cause reduced healthcare availability and reduced economic activity. Such reduced economic activity could in turn negatively impact sales taxes, property values, the collections of such taxes, and the operations and finances of the City.

The City receives the majority of its revenue from property and sales taxes, and the City did not experience a decrease in revenues due to COVID-19. Historical revenues and expenditures for the City's General Fund for the fiscal years ended December 31, 2019 through 2021 are set forth under the caption "**FINANCIAL INFORMATION CONCERNING THE CITY – The General Fund**" in *Appendix A* to this Official Statement.

### **Determination of Taxability**

The Bonds are not subject to redemption, nor are the interest rates on the Bonds subject to adjustment, in the event of a determination by the Internal Revenue Service (the "Service") or a court of competent jurisdiction that the interest paid or to be paid on any Bond is or will be included in the gross income of the owner of such Bond for federal income tax purposes. Such determination may, however, result in a breach of the City's tax covenants set forth in the Bond Ordinance which may constitute a default under the Bond Ordinance. Likewise, the Bond Ordinance does not require the redemption of the Bonds or the adjustment of interest rates on the Bonds if the

interest thereon loses its exemption from income taxes imposed by the State of Missouri. *It may be that owners would continue to hold their Bonds, receiving principal and interest as and when due, but would be required to include such interest payments in gross income for federal and state income tax purposes.*

### **Risk of Audit**

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

### **Investment Rating and Secondary Market**

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

### **No Credit Enhancement**

No financial guaranty insurance policy, letter of credit or other credit enhancement will be issued to ensure payment of the Bonds. Accordingly, any potential purchaser of the Bonds should consider the financial ability of the City to pay the Bonds. See the caption "**SECURITY AND SOURCES OF PAYMENT FOR THE BONDS**" herein.

### **Future Economic, Demographic and Market Conditions**

Adverse economic conditions or changes in demographics in the City, including increased unemployment and inability to control expenses in periods of inflation, could adversely impact payment of taxes by taxpayers in the City and, therefore, the City's financial condition.

### **Limited Remedies**

Payment of the principal of and interest on the Bonds is not secured by any deed of trust, mortgage or other lien on any property of the City. This is in contrast to leasehold revenue bonds and certificates of participation, wherein the lessee of bond-financed property can lose control of the property if the lessee fails to appropriate funds to repay the obligations. In this case, there is no lease of any bond-financed property, so Bond owners have no ability to take over the property or otherwise penalize the City in the event of non-appropriation.

## **Loss of Premium from Redemption**

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

## **Defeasance Risks**

When any or all of the Bonds or the interest payments thereon have been paid and discharged, then the requirements contained in the Bond Ordinance and all other rights granted thereby 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 the Bond Ordinance if there has been deposited with the Paying Agent or other commercial bank or trust company located in the State of Missouri and having full trust powers, at or prior to the stated maturity or Redemption Date of said 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 give such notice of redemption in compliance with the Bond Ordinance. Defeasance Obligations include bonds, notes, certificates of indebtedness, treasury bills and other securities constituting direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States of America. There is no legal requirement in the Bond Ordinance that Defeasance Obligations be or remain rated in the highest rating category by any rating agency. Prices of municipal securities in the secondary market are subject to adjustment upward and downward in response to changes in the credit markets and that could include the rating of Bonds defeased with Defeasance Obligations to the extent the Defeasance Obligations have a change or downgrade in rating.

## **Cybersecurity Risks**

The City relies on its information systems to provide security for processing, transmission and storage of confidential personal, health-related, credit and other information. It is possible that the City’s security measures will not prevent improper or unauthorized access or disclosure of personally identifiable information resulting from cyber-attacks. Security breaches, including electronic break-ins, computer viruses, attacks by hackers and similar breaches can create disruptions or shutdowns of the City and the services it provides, or the unauthorized disclosure of confidential personal, health-related, credit and other information. If personal or otherwise protected information is improperly accessed, tampered with or distributed, the City may incur significant costs to remediate possible injury to the affected persons, and the City may be subject to sanctions and civil penalties if it is found to be in violation of federal or state laws or regulations. Any failure to maintain proper functionality and security of information systems could interrupt the City’s operations, delay receipt of revenues, damage its reputation, subject it to liability claims or regulatory penalties and could have a material adverse effect on its operations, financial condition and results of operations. In October 2022, the City was the subject of an attempted cyber fraud attack that did not result in any pecuniary losses. The City has purchased an insurance policy to help mitigate the costs of a cybersecurity event.

## **BOND RATING**

S&P Global Ratings, a division of S&P Global Inc. (the “**Rating Agency**”), has assigned the Bonds a rating of “\_\_\_” based on the creditworthiness of the City. The rating reflects only the view of the Rating Agency

at the time the rating is given, and the Underwriter and the City make no representation as to the appropriateness of such rating. An explanation of the significance of the rating may be obtained from the Rating Agency.

The City has furnished the Rating Agency with certain information and materials relating to the Bonds and the City that have not been included in this Official Statement. Generally, rating agencies base their ratings on the information and materials so furnished and on investigations, studies and assumptions made by the rating agencies. There is no assurance that a particular rating will be maintained for any given period of time or that it will not be lowered or withdrawn entirely if, in the judgment of the rating agency originally establishing the rating, circumstances warrant. Any downward revision or withdrawal of the rating may have an adverse effect on the market price and marketability of the Bonds.

The Underwriter has not undertaken any responsibility to bring to the attention of the holders of the Bonds any proposed revision or withdrawal of any rating of the Bonds or to oppose any such proposed revision or withdrawal. Pursuant to the Continuing Disclosure Undertaking, the City is required to bring to the attention of the holders of the Bonds any rating changes but has not undertaken any responsibility to disclose any rating revisions proposed by the Rating Agency or to oppose any such proposed revision or withdrawal of the rating of the Bonds. See the form of the Continuing Disclosure Undertaking in *Appendix C*.

## LEGAL MATTERS

### **Absence of Litigation**

There is not now pending or, to the City's knowledge, threatened any litigation (1) seeking to restrain or enjoin the issuance of the Bonds, (2) challenging the proceedings or authority under which the Bonds are to be issued, (3) materially affecting the security for the Bonds, (4) challenging or threatening the City's powers to enter into or carry out the transactions contemplated by the Bond Ordinance and this Official Statement, or (5) that would otherwise materially adversely affect the City's financial condition or its ability to repay the Bonds.

### **Approval of Legality**

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

## TAX MATTERS

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

## Opinion of Bond Counsel

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

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

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

**Bank Qualification.** The Bonds are “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

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

## Other Tax Consequences

**Original Issue Discount.** For federal income tax purposes, original issue discount is the excess of the stated redemption price at maturity of a Bond over its issue price. The stated redemption price at maturity of a Bond is the sum of all payments on the Bond other than “qualified stated interest” (*i.e.*, interest unconditionally payable at least annually at a single fixed rate). The issue price of a Bond is generally the first price at which a substantial amount of the Bonds of that maturity have been sold to the public. Under Section 1288 of the Code, original issue discount on tax-exempt bonds accrues on a compound basis. The amount of original issue discount that accrues to an owner of a Bond during any accrual period generally equals (1) the issue price of that Bond, plus the amount of original issue discount accrued in all prior accrual periods, multiplied by (2) the yield to maturity on that Bond (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period), minus (3) any interest payable on that Bond during that accrual period. The amount of original issue discount accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period, will be excludable from gross income for federal income tax purposes, and will increase the owner’s tax basis in that Bond. Prospective investors should consult their own tax advisors concerning the calculation and accrual of original issue discount.

**Original Issue Premium.** For federal income tax purposes, premium is the excess of the issue price of a Bond over its stated redemption price at maturity. The stated redemption price at maturity of a Bond is the sum of all payments on the Bond other than “qualified stated interest” (*i.e.*, interest unconditionally payable at least annually at a single fixed rate). The issue price of a Bond is generally the first price at which a substantial amount of the Bonds of that maturity have been sold to the public. Under Section 171 of the Code, premium on a Bond amortizes over the term of the Bond using constant yield principles, based on the purchaser’s yield to maturity. As premium is amortized, the owner’s basis in the Bond and the amount of tax-exempt interest received will be reduced by the amount of amortizable premium properly allocable to the owner, which will result in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes on sale or disposition of the Bond prior to its maturity. Even though the owner’s basis is reduced, no federal income tax

deduction is allowed. Prospective investors should consult their own tax advisors concerning the calculation and accrual of bond premium.

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

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

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

Bond Counsel notes that for tax years beginning after December 31, 2022, the interest on the Bonds may be included in adjusted financial statement income of applicable corporations for purposes of determining the applicability and amount of the federal corporate alternative minimum tax.

## CONTINUING DISCLOSURE

The City will enter into the Continuing Disclosure Undertaking to assist the Underwriter in complying with the Rule. The form of the Continuing Disclosure Undertaking is included in this Official Statement as ***Appendix C***. The City is the only "obligated person" with responsibility for continuing disclosure.

Over the past five years, the City believes it has complied in all material respects with its prior continuing disclosure undertakings under the Rule except as follows:

On June 29, 2021, the City filed an annual report for the fiscal year ended December 31, 2020. The annual report contained all of the operating data required by the City's prior undertakings but did not include the requisite financial information. The City did not file a failure to file notice related to the missing information. On September 2, 2021, the City filed a new annual report that included its audited financial statements for the fiscal year ended December 31, 2020.

## MISCELLANEOUS

### Financial Statements

Audited financial statements of the City, as of and for the Fiscal Year ended December 31, 2021, are included in *Appendix B* to this Official Statement. These financial statements have been audited by KPM CPAs, PC, Springfield, Missouri.

### Certain Relationships

Gilmore and Bell, P.C., Bond Counsel to the City, represents the Underwriter in other financings but is not representing the Underwriter in connection with the issuance of the Bonds.

FisherBroyles, LLP, counsel to the Underwriter, has represented the Paying Agent in transactions unrelated to the delivery of the Bonds but is not representing the Paying Agent in connection with the delivery of the Bonds.

### Underwriting

Stifel, Nicolaus & Company, Incorporated, St. Louis, Missouri (the “**Underwriter**”), has agreed to purchase the Bonds from the City at a price equal to \$\_\_\_\_\_ (which is equal to the par amount of the Bonds, plus a net original issue premium of \$\_\_\_\_\_ and less an underwriting discount of \$\_\_\_\_\_). The Underwriter is purchasing the Bonds from the City for resale in the normal course of the Underwriter’s business activities. The Underwriter intends to offer the Bonds to the public initially at the offering prices set forth on the inside cover page of this Official Statement, which may subsequently change without any requirement of prior notice. The Underwriter reserves the right to offer any of the Bonds to one or more purchasers on such terms and conditions and at such price or prices as the Underwriter, in its discretion, shall determine.

### Certification and Other Matters Regarding Official Statement

The references, excerpts and summaries of all documents referred to herein do not purport to be complete statements of the provisions of such documents, and reference is made to all such documents for full and complete statements of all matters of fact relating to the Bonds, the security for the payment of the Bonds and the rights of the owners thereof. During the period of the offering, copies of drafts of such documents may be examined at the offices of the Underwriter; following delivery of the Bonds, copies of such documents may be examined at the principal payment office of the Paying Agent. The information contained in this Official Statement has been compiled from official and other sources that are deemed to be reliable, and while not guaranteed as to completeness or accuracy, is believed to be correct as of this date.

Any statement made in this Official Statement involving matters of opinion or of estimates, whether or not expressly so stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the information presented herein since the date hereof. This Official Statement is not to be construed as a contract or agreement between the City, the Paying Agent or the Underwriter and the purchasers or owners of any Bonds.

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

**CITY OF REPUBLIC, MISSOURI**

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



**APPENDIX A**

**GENERAL AND DEMOGRAPHIC INFORMATION  
REGARDING THE CITY**

**APPENDIX B**

**BASIC FINANCIAL STATEMENTS FOR  
FISCAL YEAR ENDED DECEMBER 31, 2021**

**APPENDIX C**

**FORM OF CONTINUING DISCLOSURE UNDERTAKING**