

AN ORDINANCE AUTHORIZING THE SALE AND DELIVERY OF THE CITY OF NEVADA, MISSOURI, REFUNDING CERTIFICATES OF PARTICIPATION, SERIES 2020, AND AUTHORIZING AND APPROVING CERTAIN OTHER DOCUMENTS AND ACTIONS RELATED TO THE CERTIFICATES.

WHEREAS, the City of Nevada, Missouri (the “City”) and Security Bank of Kansas City (the “Trustee”) have entered into a Site Lease (the “Site Lease”), pursuant to which the City, as lessor, has leased certain real estate and the improvements thereon to the Trustee, as lessee, to provide for the financing of the costs related to the construction, furnishing and equipping of the City’s municipal building complex (the “Project”), with all of the City’s present or hereafter acquired interest in those tracts of real estate on which the Project will be situated, together with all improvements now or hereafter situated thereon (the “Facilities”); and

WHEREAS, the Trustee and the City have entered into a Lease Purchase Agreement (the “Original Lease”), to provide for the lease of the Facilities from the Trustee back to the City on an annually renewable basis in consideration of Rental Payments (as defined therein) and upon the terms and conditions therein provided; and

WHEREAS, in order to provide funds to finance the costs related to the Project, the City and the Trustee entered into an Indenture of Trust dated as of December 1, 2011 (the “Original Indenture,” with the Original Indenture as amended by the First Supplemental Indenture of Trust (the “First Supplemental Indenture”), the Second Supplemental Indenture of Trust (the “Second Supplemental Indenture”), the Third Supplemental Indenture of Trust (the “Third Supplemental Indenture”), and the Fourth Supplemental Indenture of Trust (the “Fourth Supplemental Indenture”) described herein being the “Indenture”), to provide for the delivery of the City of Nevada, Missouri Certificates of Participation Series 2011 (the “Series 2011 Certificates”); and

WHEREAS, the City financed the costs of an additional project and refunding the principal component of and interest component on the Series 2011 Certificates payable on December 1, 2012 (the “2012 Refunded Certificates”) through the issuance of Additional Certificates under the Original Indenture as supplemented by the First Supplemental Indenture; and

WHEREAS, the City refunded the principal component of and interest component on the Series 2011 Certificates payable on December 1, 2013 (the “2013 Refunded Certificates”) through the delivery of Additional Certificates under the Original Indenture, as supplemented by the Second Supplemental Indenture; and

WHEREAS, the City refunded the principal component of and interest component on the Series 2011 Certificates payable on December 1, 2014 (the “2014 Refunded Certificates”) through the delivery of Additional Certificates under the Original Indenture, as supplemented by the Third Supplemental Indenture; and

WHEREAS, the City has determined that it is desirable to refund the Series 2011 Certificates outstanding (the “Refunded Certificates”) through the delivery of Additional Certificates, as supplemented by the Fourth Supplemental Indenture; and

WHEREAS, the City is authorized under the provisions of the laws of the State of Missouri and the Original Indenture to provide funds for such purpose; and

WHEREAS, the City Council finds and determines that it is advantageous and in the best interests of the City that the City enter into certain transactions with the Trustee relating to the delivery of \$2,875,000 principal amount of Refunding Certificates of Participation Series 2020 (the "Series 2020 Certificates"), for the purpose of providing funds for the refunding of the 2011 Certificates; and

WHEREAS, in connection with the delivery of the Series 2020 Certificates, the City Council authorizes the execution of a Fourth Supplemental Lease Purchase Agreement (the "Fourth Supplemental Lease"), that amends and supplements the Original Lease (with the Original Lease, as amended by the Fourth Supplemental Lease, the Third Supplemental Lease Purchase Agreement, the Second Supplemental Lease Purchase Agreement and the First Supplemental Lease Purchase Agreement, being the "Lease"), to provide for an amended schedule of rental payments and other terms and conditions provided therein.

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

Section 1. Approval of Delivery of the Certificates. The City hereby approves the delivery of \$2,875,000 principal amount of Refunding Certificates of Participation Series 2020 (the "Series 2020 Certificates"), for the purpose of refunding the 2011 Certificates and paying certain costs related to the sale and delivery of the Series 2020 Certificates. The Series 2020 Certificates shall be issued and secured pursuant to the herein approved Fourth Supplemental Indenture.

The Series 2020 Certificates shall be sold to Cedar Rapids Bank and Trust Company (the "Purchaser"), at the price equal to 100% of the principal amount thereof. The Series 2020 Certificates shall be in such denominations, shall be in such forms, shall be subject to prepayment prior to the stated payment dates thereof, shall have such other terms and provisions, and shall be executed and delivered in such manner subject to such provisions, covenants and agreements, as are set forth in the Indenture.

The outstanding principal amount of the Series 2011 Certificates maturing on or after December 1, 2021 are hereby called for prepayment on December 1, 2020. The Series 2011 Certificates shall be redeemed at the office of the Trustee, on the prepayment date by the payment of the principal thereof, together with the redemption premium and accrued interest thereon to the redemption date. In accordance with the requirements of the Indenture, the City Clerk is hereby directed to cause notice of the call for prepayment of the Series 2011 Certificates to be given in the manner provided in the Indenture. The officers of the City and the Trustee are hereby authorized and directed to take such other action as may be necessary in order to effect the prepayment of the Series 2011 Certificates as herein provided.

Section 2. Authorization of Documents. The City is hereby authorized to enter into the following documents (the "City Documents"), in substantially the forms presented to the City Council at this meeting (copies of which documents shall be filed in the records of the City), with such changes therein as shall be approved by the officials of the City executing such documents, such officials' signatures thereon being conclusive evidence of their approval thereof:

- (a) Fourth Supplemental Lease between the Trustee and the City.
- (b) Fourth Supplemental Indenture between the Trustee and the City.
- (c) Tax Compliance Agreement between the Trustee and the City.

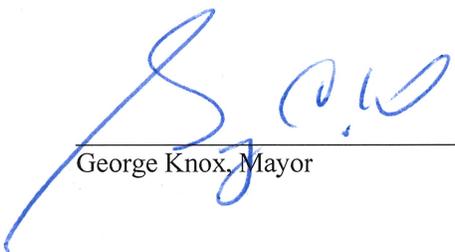
Section 3. Execution of Documents. The Mayor, City Manager, City Clerk and other appropriate officers of the City are hereby authorized and directed to execute and deliver, on behalf of the City, the City Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

Section 4. Further Authority. The officers, agents and employees of the City, including the Mayor, City Manager and City Clerk, are authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Ordinance, and to carry out, comply with and perform the duties of the City with respect to the City Documents and to make 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.

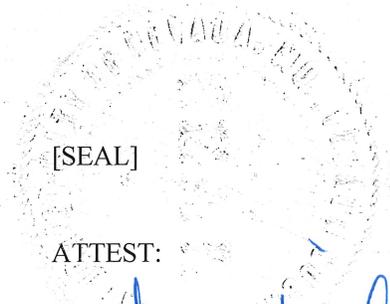
Section 5. Effective Date. This Ordinance shall take effect and be in full force immediately after its passage by the City Council and approval by the Mayor.

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PASSED by the City Council and **APPROVED** by the Mayor of the City of Nevada, Missouri,
this 15th day of September, 2020.

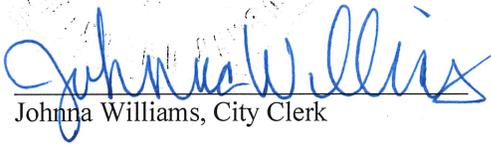


George Knox, Mayor



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ATTEST:



Johnna Williams, City Clerk