AN ORDINANCE AUTHORIZING AND DIRECTING THE ISSUANCE, SALE AND DELIVERY OF SPECIAL OBLIGATION REFUNDING BONDS, SERIES 2020, OF ST. CHARLES COUNTY, MISSOURI; AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, St. Charles County, Missouri (the “County”) is a charter county and political subdivision of the State of Missouri, duly created, organized and existing under and by virtue of the Constitution and laws of the State of Missouri; and

WHEREAS, the County desires to and is authorized under the provisions of the Constitution of the State of Missouri to issue and sell $23,290,000 aggregate principal amount of Special Obligation Refunding Bonds, Series 2020 (the “Bonds”) for the purpose of providing funds to (a) refund the County’s Taxable Special Obligation Bonds (Recovery Zone Economic Development Bonds), Series 2010C maturing in the years 2025 and thereafter in the outstanding principal amount of $13,610,000 (the “Series 2010C Refunded Bonds”), (b) refund the County’s Special Obligation Bonds (Bank Qualified), Series 2010D maturing in the years 2020 and thereafter in the outstanding principal amount of $10,865,000 (the “Series 2010D Refunded Bonds” and, together with the Series 2010C Refunded Bonds, the “Refunded Bonds”), and (c) pay the costs of issuing the Bonds; and
WHEREAS, the principal of and interest on the Bonds will be payable solely from the revenues derived from annual appropriations by the County Council; and

WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best interest of the County and of its inhabitants that the Bonds be issued and secured in the form and manner as hereinafter provided to provide funds for such purposes.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNTY COUNCIL OF ST. CHARLES COUNTY, MISSOURI, AS FOLLOWS:

Section 1. The St. Charles County Council hereby authorizes the issuance of special obligation refunding bonds as set forth below:

ARTICLE I
DEFINITIONS

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

“Bond Counsel” means Gilmore & Bell, P.C., St. Louis, Missouri, or other attorneys or firm of attorneys with a nationally recognized standing in the field of municipal bond financing selected by the County.

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

“Bond Register” means the books for the registration, transfer and exchange of Bonds kept at the office of the Paying Agent.
“Bonds” means the Special Obligation Refunding Bonds, Series 2020, authorized and issued by the County pursuant to this Ordinance.

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

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

“Continuing Disclosure Undertaking” means the Continuing Disclosure Undertaking related to the Bonds, in substantially the form attached hereto as Exhibit C.

“Costs of Issuance Fund” means the fund by that name referred to in Section 501 hereof and held by the Escrow Agent under the Escrow Instruction Letter.

“County” means St. Charles County, Missouri, and any successors or assigns.

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

“Defaulted Interest” means interest on any Bond which is payable but not paid on any Interest Payment Date.

“Defeasance Obligations” means any of the following obligations:
(a) cash (insured at all times by the Federal Deposit Insurance Corporation or otherwise collateralized with obligations described in paragraph (b) or (c) below); or

(b) United States Government Obligations that are not subject to redemption in advance of their maturity dates; or

(c) obligations of any state or political subdivision of any state, the interest on which is excluded from gross income for federal income tax purposes and which meet the following conditions:

   (1) the obligations are (A) not subject to redemption prior to maturity or (B) the trustee for such obligations has been given irrevocable instructions concerning their calling and redemption and the issuer of such obligations has covenanted not to redeem such obligations other than as set forth in such instructions;

   (2) the obligations are secured by cash or United States Government Obligations that may be applied only to principal of, premium, if any, and interest payments on such obligations;

   (3) such cash and the principal of and interest on such United States Government Obligations serving as security for the obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the obligations;

   (4) such cash and United States Government Obligations serving as security for the obligations are held in an escrow fund by an escrow agent or a trustee irrevocably in trust;
(5) such cash and United States Government Obligations serving as security for the obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and

(6) the obligations are rated in a rating category by Moody’s Investors Service, Inc. or S&P Global Ratings that is no lower than the rating category then assigned to United States Government Obligations.

“Escrow Agent” means BOKF, N.A., St. Louis, Missouri, and any successors or assigns.

“Escrow Fund” means the fund by that name referred to in Section 501 hereof and held by the Escrow Agent under the Escrow Instruction Letter.

“Escrow Instruction Letter” means the Letter of Escrow Instructions from the County to the Escrow Agent, in substantially the form attached hereto as Exhibit D.

“FAST Agent” means the Paying Agent when acting as agent for DTC in accordance with rules established by DTC for Fast Automated Securities Transfers.

“Federal Tax Certificate” means the Federal Tax Certificate relating to the Bonds, in substantially the form attached hereto as Exhibit E.

“Fiscal Year” means the fiscal year of the County, currently the period beginning January 1 and ending December 31.

“Interest Payment Date” means the Stated Maturity of an installment of interest on any Bond.
“Maturity” when used with respect to any Bond means the date on which the principal of such Bond becomes due and payable as therein and herein provided, whether at the Stated Maturity thereof or otherwise.

“Ordinance” means this Ordinance authorizing the issuance of the Bonds, as amended from time to time.

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

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

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

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

“Paying Agent” means BOKF, N.A., St. Louis, Missouri, and any successors or assigns.

“Permitted Investments” means any legally permitted investment of the County’s funds.

“Person” means any natural person, corporation, partnership, limited liability company, joint venture, association, firm, joint-stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof or other public body.

“Preliminary Official Statement” means the Preliminary Official Statement, in substantially the form attached hereto as Exhibit B.
“Purchaser” means ____________________, the original purchaser of the Bonds.

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

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


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

“Series 2010C Bonds” means the Taxable Special Obligation Bonds (Recovery Zone Economic Development Bonds), Series 2010C issued by the County in the original principal amount of $14,900,000.

“Series 2010C Ordinance” means Ordinance No. 10-030 adopted by the County Council of the County on April 26, 2010 and authorizing the issuance of the Series 2010C Bonds.

“Series 2010C Refunded Bonds” means the Series 2010C Bonds maturing in the years 2025 and thereafter, outstanding in the aggregate principal amount of $13,610,000.

“Series 2010D Bonds” means the Special Obligation Bonds (Bank Qualified), Series 2010D issued by the County in the original principal amount of $23,260,000.

“Series 2010D Ordinance” means Ordinance No. 10-053 adopted by the County Council of the County on July 26, 2010 and authorizing the issuance of the Series 2010D Bonds.
“Series 2010D Refunded Bonds” means the Series 2010D Bonds maturing in the years 2020 and thereafter in the aggregate principal amount of $10,865,000.

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

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

“United States Government Obligations” means bonds, notes, certificates of indebtedness, treasury bills or other securities constituting direct obligations of, or obligations the principal of and interest on which are fully and unconditionally guaranteed as to full and timely payment by, the United States of America, including evidences of a direct ownership interest in future interest or principal payments on obligations issued or guaranteed by the United States of America (including the interest component of obligations of the Resolution Funding Corporation), or securities which represent an undivided interest in such obligations, which obligations are rated in the same rating category as the United States of America or higher by a nationally recognized rating service and such obligations are held in a custodial account for the benefit of the County.

ARTICLE II

AUTHORIZATION OF BONDS

Section 201. Authorization of Bonds. There shall be issued and hereby are authorized and directed to be issued the Special Obligation Refunding Bonds, Series 2020, of the County in the aggregate principal
amount of $23,290,000, for the purpose of providing funds to (a) refund the Refunded Bonds and (b) pay the costs of issuing the Bonds.

Section 202. Description of Bonds. The Bonds shall consist of fully-registered bonds, numbered from R-1 upward in order of issuance, in denominations of $5,000 or any integral multiple thereof. The Bonds shall be substantially in the form set forth in Exhibit A attached hereto, and shall be subject to registration, transfer and exchange as provided in Section 205 hereof. All of the Bonds shall be dated the date of original issuance and delivery thereof, shall become due in the amounts on the Stated Maturities, and shall bear interest at the rates per annum, as follows:

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<th>Stated Maturity (October 1)</th>
<th>Principal Amount</th>
<th>Annual Rate of Interest</th>
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The Bonds shall bear interest at the above-specified rates (computed on the basis of a 360-day year of twelve 30-day months) from the date thereof or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable semiannually on April 1 and October 1 in each year, beginning on April 1, 2021.
Section 203. Designation of Paying Agent.

(a) BOKF, N.A., St. Louis, Missouri (the “Paying Agent”), is hereby designated as the County’s 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 Bonds.

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

(c) Every Paying Agent appointed hereunder shall at all times be a commercial banking association or corporation or trust company located in the State of Missouri organized and doing business under the laws of the United States of America or of the State of Missouri, authorized under such laws to exercise trust powers and subject to supervision or examination by federal or state regulatory authority.

(d) The Paying Agent shall be paid its fees and expenses for its services in connection with the Bonds.

Section 204. Method and Place of Payment of Bonds.

(a) The principal of and interest on the Bonds shall be payable in any coin or currency of the United States of America that, on the
respective dates of payment thereof, is legal tender for the payment of public and private debts.

(b) The principal of each Bond shall be paid at Maturity by check, electronic transfer or draft to the Person in whose name such Bond is registered on the Bond Register, upon presentation and surrender of such Bond at the principal payment office of the Paying Agent, or such other office designated by the Paying Agent.

(c) The interest payable on each Bond on any Interest Payment Date shall be paid to the Registered Owner of such Bond as shown on the Bond Register at the close of business on the Record Date for such interest by (i) check or draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register or (ii) electronic transfer to such Registered Owner upon written notice given to the Paying Agent by such Registered Owner not less than 15 days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank, ABA routing number and account number to which such Registered Owner wishes to have such transfer directed and an acknowledgment that an electronic transfer fee may be applicable.

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

(e) The Paying Agent shall keep a record of payment of principal of and interest on all Bonds and, upon the County’s written request, at least annually forward a copy or summary of such records to the County.

Section 205. Registration, Transfer and Exchange of Bonds.

(a) The County covenants that, as long as any of the Bonds remain Outstanding, it will cause the Bond Register to be kept at the principal payment office of the Paying Agent or such other office designated by the Paying Agent for the registration, transfer and exchange of Bonds as herein provided. Each Bond when issued shall be registered in the name of the owner thereof on the Bond Register.

(b) Bonds may be transferred and exchanged only on the Bond Register as provided in this Section. 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 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.

(c) In all cases in which the privilege of transferring or exchanging Bonds is exercised, the Paying Agent shall authenticate and deliver Bonds in accordance with the provisions of this Ordinance. The County shall pay the fees and expenses of the Paying Agent for the registration, transfer and exchange of Bonds provided for by this Ordinance and the cost of printing a reasonable supply of registered bond blanks. Any additional costs or fees that might be incurred in the secondary market, other than fees of the Paying Agent, are the responsibility of the Registered Owners of the Bonds. If any Registered Owner fails to provide 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.

(d) The County and the Paying Agent shall not be required 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 County of its intent to pay Defaulted Interest and ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to Section 204 hereof.

(e) The County 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 such 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 effective to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the County nor the Paying Agent shall be affected by any notice to the contrary.

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

Section 206. Execution, Registration, Authentication and Delivery of Bonds.

(a) Each of the Bonds, including any Bonds issued in exchange or as substitutions for the Bonds initially delivered, shall be signed by the manual or facsimile signature of the County Executive or Director of Finance and attested by the manual or facsimile signature of the County Registrar and shall have the official seal of the County affixed or imprinted thereon. In case any officer whose signature appears on any Bond ceases to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, as if such person had remained in office until delivery. Any Bond may be signed by such persons who at the actual time of the execution of such Bond are the proper officers to sign such Bond although at the date of such Bond such persons may not have been such officers.

(b) The County Executive or Director of Finance and the County Registrar are hereby authorized and directed to prepare and execute the Bonds in the manner herein specified, and, when duly executed and registered, to deliver the Bonds to the Paying Agent for authentication.

(c) The Bonds shall have endorsed thereon a certificate of authentication substantially in the form set forth in Exhibit A attached
hereto, which shall be manually executed by an authorized signatory of the Paying Agent, but it shall not be necessary that the same signatory sign the certificate of authentication on all of the Bonds that may be issued hereunder at any one time. No Bond shall be entitled to any security or benefit under this Ordinance or be valid or obligatory for any purpose unless and until such certificate of authentication has been duly executed by the Paying Agent. Such executed certificate of authentication upon any Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Ordinance. Upon authentication, the Paying Agent shall deliver the Bonds to or upon the order of the Purchaser, or shall hold the Bonds as FAST Agent for the benefit of the Beneficial Owners (as hereinafter defined), upon payment to the County of the purchase price of the Bonds plus accrued interest thereon, if any, to the date of their delivery.

Section 207. Mutilated, Destroyed, Lost and Stolen Bonds.

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

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

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

(d) Every new Bond issued pursuant to this Section shall constitute a replacement of the County’s prior obligation 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 by the Paying Agent immediately upon the payment and surrender thereof to the Paying Agent and subsequently destroyed in accordance with the customary practices of the Paying Agent. The Paying Agent shall execute a certificate in duplicate describing the Bonds so canceled and shall file an executed counterpart of such certificate with the County.

Section 209. Preliminary and Final Official Statement.

(a) The Preliminary Official Statement is hereby ratified and approved, and the final Official Statement is hereby authorized and approved by supplementing, amending and completing the Preliminary Official Statement, with such changes and additions thereto as are necessary to conform to and describe the transaction. The County Executive or Director of Finance is hereby authorized to execute the final Official Statement as so supplemented, amended and completed, and the use and public distribution of the final Official Statement by the Purchaser in connection with the reoffering of the Bonds is hereby authorized. The proper officials of the County are hereby authorized to execute and deliver a certificate pertaining to such Official Statement as prescribed therein, dated as of the date of payment for and delivery of the Bonds.
(b) For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the “SEC”), the County hereby deems the Preliminary Official Statement to be “final” as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the County are hereby authorized, if requested, to provide the Purchaser a letter or certification to such effect and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Purchaser to comply with the requirement of such Rule.

(c) The County agrees to provide to the Purchaser within seven business days of the date of the sale of Bonds sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the SEC and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board (the “MSRB”).

Section 210. Sale of Bonds. The sale of the Bonds to the Purchaser at a purchase price of $___________ (consisting of the original principal amount of the Bonds, plus original issue premium of $___________, less an underwriting discount of $___________), plus accrued interest to the date of delivery, if any, is hereby ratified and confirmed. Delivery of the Bonds shall be made to the Purchaser as soon as practicable after the adoption of this Ordinance, upon payment therefor in accordance with the terms of sale.

Section 211. Securities Depository.

(a) For purposes of this Section 211, the following terms shall have the following meanings:

“Beneficial Owner” shall mean, whenever used with respect to a Bond, the person in whose name such Bond is recorded as the beneficial
owner of such Bond by a Participant on the records of such Participant, or such person’s subrogee.

“Cede & Co.” shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds.

“DTC” shall mean The Depository Trust Company of New York, New York.

“Participant” shall mean any broker-dealer, bank or other financial institution for which DTC holds Bonds as securities depository.

“Representation Letter” shall mean the Representation Letter from the County and the Paying Agent to DTC with respect to the Bonds.

(b) The Bonds shall be initially issued as one single authenticated fully registered bond for each Stated Maturity. Upon initial issuance, the ownership of such Bonds shall be registered in the Bond Register kept by the Paying Agent in the name of Cede & Co., as nominee of DTC. The Paying Agent and the County may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Registered Owners of Bonds under this Ordinance, registering the transfer of Bonds, and for all other purposes whatsoever; and neither the Paying Agent nor the County shall be affected by any notice to the contrary. Neither the Paying Agent nor the County shall have any responsibility or obligation to any Participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any Participant, or any other person which is not shown on the Bond Register kept by the Paying Agent as being a Registered Owner of any Bonds, with respect to the accuracy of any records maintained by DTC or any Participant, with respect to the payment by DTC or any Participant of any amount with respect to the principal of or interest on
the Bonds, with respect to any notice which is permitted or required to be given to Owners of Bonds under this Ordinance, with respect to the selection by DTC or any Participant of any Person to receive payment in the event of a partial redemption of the Bonds, or with respect to any consent given or other action taken by DTC as Registered Owner of the Bonds. The Paying Agent shall pay all principal of and interest on the Bonds only to Cede & Co. in accordance with the Representation Letter, and all such payments shall be valid and effective to fully satisfy and discharge the County’s obligations with respect to the principal of and interest on the Bonds to the extent of the sum or sums so paid. No person other than DTC (or the Paying Agent as Fast Agent) shall receive an authenticated Bond for each separate stated maturity evidencing the obligation of the County to make payments of principal of and interest. Upon delivery by DTC to the Paying Agent of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the Bonds will be transferable to such new nominee in accordance with paragraph (e) hereof.

(c) If Participants holding a majority position in the Bonds determine that it is in the best interest of the Beneficial Owners that they be able to obtain certificated bonds, the Participants may notify DTC and the Paying Agent, whereupon DTC shall notify the Participants of the availability through DTC of bonds. In such event, the Bonds will be transferable in accordance with paragraph (e) hereof. DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the County and the Paying Agent and discharging its responsibilities with respect thereto under applicable law. In such event the Bonds will be transferable in accordance with paragraph (e) hereof.

(d) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal of and interest on such Bond and all notices with respect to such Bond shall be
made and given, respectively, to DTC as provided in the Representation Letter.

(e) If any transfer or exchange of Bonds is permitted under paragraph (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Paying Agent from the Registered Owners thereof of the Bonds to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee in accordance with the provisions of this Ordinance. If Bonds are issued to holders other than Cede & Co., its successor as nominee for DTC as holder of all the Bonds, or other securities depository as holder of all the Bonds, the provisions of this Ordinance shall also apply to all matters relating thereto, including, without limitation, the printing of such Bonds and the method of payment of the principal of and interest on such Bonds. In the event that Bonds are issued to holders other than DTC, the Paying Agent may rely on information provided by DTC or any Participant as to the names, addresses of and principal amounts held by the beneficial owners of the Bonds.

**Section 212. Authorization of Escrow Instruction Letter.** The County is hereby authorized to enter into the Escrow Instruction Letter in substantially the form attached to this Ordinance as Exhibit D and the County Executive is hereby authorized and directed to execute the Escrow Instruction Letter with such changes as he may deem appropriate, for and on behalf of and as the act and deed of the County. The Escrow Agent is hereby authorized to carry out, on behalf of the County, the duties, terms and provisions of the Escrow Instruction Letter.

**ARTICLE III**

**REDEMPTION OF BONDS**
Section 301. No Redemption of Bonds. The Bonds are not subject to optional redemption and payment prior to their Stated Maturity.

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds.

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

(b) The covenants and agreements of the County contained herein 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 to the payment of the principal of and the interest on the Bonds, or otherwise,
Section 402. Covenant to Request Appropriations. The County Council hereby directs the County Executive, the Director of Finance or any other officer of the County at any time charged with the responsibility of formulating budget proposals to (a) 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 (b) 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. This does not obligate the County Council to appropriate such funds.

ARTICLE V

ESTABLISHMENT OF FUNDS; DEPOSIT AND APPLICATION OF MONEYS

Section 501. Establishment of Funds. There have been or shall be established in the treasury of the County and shall be held and administered by the Director of Finance of the County the following separate funds:

(a) Debt Service Fund.

(b) Rebate Fund.
The Escrow Instruction Letter establishes the Escrow Fund and the Costs of Issuance Fund to be held and administered by the Escrow Agent in accordance with the provisions of the Escrow Instruction Letter. The investment and use of money in the Escrow Fund and the Costs of Issuance Fund shall be governed by the provisions of the Escrow Instruction Letter.

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) The sum of $__________ from proceeds of the Bonds shall be transferred to the Escrow Agent and deposited in the Costs of Issuance Fund and shall be disbursed to pay the costs of issuing the Bonds, including the fees of attorneys, financial consultants, accountants, rating agencies, printers and others employed to render professional services and other costs, fees and expenses incurred in connection with the issuance of the Bonds. Any such money not used for such purpose shall be applied to the payment of interest due on the Bonds on April 1, 2021.

(b) The sum of $__________ from proceeds of the Bonds shall be transferred to the Escrow Agent and deposited in the Escrow Fund to pay the principal of and interest on the Refunded Bonds.

Section 503. Application of Moneys in Debt Service Fund.

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

(b) Any moneys or investments remaining in the Debt Service Fund after the retirement of the Bonds shall be transferred and paid into the general fund of the County.

Section 504. Deposits and Investment of Moneys.

(a) Moneys in each of the funds created by and referred to in this Ordinance shall be deposited in a bank or banks or other legally permitted financial institutions located in the State of Missouri that are members of the Federal Deposit Insurance Corporation. All such deposits shall be continuously and adequately secured by the financial institutions holding such deposits as provided by the laws of the State of Missouri. All moneys held in the funds created by this Ordinance shall be kept separate and apart from all other funds of the County so that there shall be no commingling of such funds with any other funds of the County.

(b) Moneys held in any fund referred to in this Ordinance may be invested by the Director of Finance in accordance with the investment policy of the County, as such policy may be amended from time to time, in accordance with this Ordinance and the Federal Tax Certificate, in
Permitted Investments; provided, however, that no such investment shall be made for a period extending longer than to 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 shall accrue to and become a part of such fund.

Section 505. Nonpresentment of Bonds. If any Bond is not presented for payment when the principal thereof becomes due at Maturity, if funds sufficient to pay such Bond have been made available to the Paying Agent all liability of the County to the Registered Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the Registered Owner of such Bond, who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Ordinance or on, or with respect to, said Bond. If any Bond is not presented for payment within one year following the date when such Bond becomes due at Maturity, the Paying Agent shall repay without liability for interest thereon, to the County the funds theretofore held by it for payment of such Bond, and such Bond shall, subject to the defense of any applicable statute of limitation, thereafter be an unsecured obligation of the County, and the Registered Owner thereof shall be entitled to look only to the County for payment, and then only to the extent of the amount so repaid to it by the Paying Agent, and the County shall not be liable for any interest thereon and shall not be regarded as a trustee of such money.

Section 506. Payments Due on Saturdays, Sundays and Holidays. In any case where a Bond Payment Date is not a Business Day, then payment of the principal of and interest on the Bonds need not be made on such Bond Payment Date but may be made on the next succeeding Business Day with the same force and effect as if made on such Bond Payment Date, and no interest shall accrue for the period after such Bond Payment Date.
Section 507. Application of Money in the Rebate Fund.

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

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

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

Section 508. Redemption of Refunded Bonds. The Refunded Bonds are hereby called for redemption and payment prior to maturity on November 1, 2020. The Refunded Bonds shall be redeemed at the payment office of UMB Bank, N.A., the paying agent for the Refunded Bonds, by the payment on the redemption date of the principal thereof, together with accrued interest thereon to the redemption date. In accordance with the requirements of the Series 2010C Ordinance and the Series 2010D Ordinance, the County Council hereby authorizes the
County Executive or the Director of Finance to cause notice of the call for redemption and payment of the Refunded Bonds to be given in the manner provided in the Series 2010C Ordinance and Series 2010D Ordinance. The officers of the County and the paying agent for the Refunded Bonds are hereby authorized and directed to take such other action as may be necessary in order to affect the redemption and payment of the Refunded Bonds as herein provided.

ARTICLE VI

REMEDIES

Section 601. Remedies. The provisions of this Ordinance, including the covenants and agreements herein contained, shall constitute a contract between the County and the Registered Owners of the Bonds, and the Registered Owner or Owners of not less than 10% in principal amount of the Bonds at the time Outstanding shall have the right for the equal benefit and protection of all Registered Owners of 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 Owners against the County and its officers, agents and employees, and to require and compel duties and obligations required by the provisions of this Ordinance or by the constitution and laws of the State of Missouri;

(b) by suit, action or other proceedings in equity or at law to require the County, 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 602. Limitation on Rights of Registered Owners. The covenants and agreements of the County contained herein and in the Bonds shall be for the equal benefit, protection and security of the legal owners of any or all of the Bonds. All of the Bonds shall be of equal rank and without preference or priority of one Bond over any other Bond in the application of the funds herein pledged to the payment of the principal of and the interest on the Bonds, or otherwise, except as to rate of interest or date of Maturity as provided in this Ordinance. No one or more Registered Owners secured hereby shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security granted and provided for herein, or to enforce any right hereunder, except in the manner herein provided, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Registered Owners of such Outstanding Bonds.

Section 603. Remedies Cumulative. No remedy conferred herein upon the Registered Owners is intended to be exclusive of any other remedy, but each such remedy shall be cumulative and in addition to every other remedy and may be exercised without exhausting and without regard to any other remedy conferred herein. No waiver of any default or breach of duty or contract by the Registered Owner of any Bond shall extend to or affect any subsequent default or breach of duty or contract or shall impair any rights or remedies consequent thereon. No delay or omission of any Registered Owner to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon the Registered Owners of the Bonds by this Ordinance may be enforced and exercised from time to time and as often as may be deemed expedient. If any suit, action or proceedings taken by any Registered Owner on account of any default or to enforce any right or exercise any remedy has been discontinued or abandoned for any reason, or has been determined adversely to such Registered Owner, then, and in every such case, the County and the Registered Owners of the Bonds shall be restored to
their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Registered Owners shall continue as if no such suit, action or other proceedings had been brought or taken.

**Section 604. No Acceleration.** Notwithstanding anything herein to the contrary, the Bonds are not subject to acceleration upon the occurrence of an event of default hereunder.

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

**Section 606. Exception for Continuing Disclosure.** This Article VI shall not apply to Section 806 hereof regarding the County’s continuing disclosure obligations, and Registered Owners or Beneficial Owners (as defined in the Continuing Disclosure Undertaking) of the Bonds shall have no remedies for enforcement of said obligations other than the remedies provided for in Section 806 hereof and the Continuing Disclosure Undertaking.

**ARTICLE VII**

**DEFEASANCE**

**Section 701. Defeasance.** When any or all of the Bonds or scheduled interest payments thereon have been paid and discharged, then the requirements contained in this Ordinance and all other rights granted hereby shall terminate with respect to the Bonds or scheduled interest payments thereon so paid and discharged. Bonds or scheduled interest payments thereon shall be deemed to have been paid and discharged within the meaning of this Ordinance if there has been deposited with the Paying Agent, or other commercial bank or trust company located in the State of Missouri and having full trust powers, at
or prior to the Stated Maturity of said Bonds or the interest payments thereon, in trust for and irrevocably appropriated thereto, moneys and Defeasance Obligations which, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of said Bonds and interest accrued to the Stated Maturity, or if default in such payment has occurred on such date, then to the date of the tender of such payments. Any money and Defeasance Obligations that at any time shall be deposited with the Paying Agent or other commercial bank or trust company by or on behalf of the County, for the purpose of paying and discharging any of the Bonds, shall be and are hereby assigned, transferred and set over to the Paying Agent or other bank or trust company in trust for the respective Registered Owners of the Bonds, and such moneys shall be and are hereby irrevocably appropriated to the payment and discharge thereof. All money and Defeasance Obligations deposited with the Paying Agent or other bank or trust company shall be deemed to be deposited in accordance with and subject to all of the provisions of this Ordinance.

ARTICLE VIII

MISCELLANEous PROVISIONS

Section 801. Tax Covenants. The County covenants and agrees to comply with all provisions and requirements of the Federal Tax Certificate, which is hereby approved, with such changes therein as shall be approved by the County Executive or Director of Finance, which officers are hereby authorized to execute the Federal Tax Certificate for and on behalf of the County, such officer’s signature thereon being conclusive evidence of his or her approval thereof.
Section 802. Annual Audit.

(a) Annually, promptly after the end of the Fiscal Year, the County will cause an audit to be made of its funds and accounts for the preceding Fiscal Year by an independent certified public accountant or firm of independent certified public accountants.

(b) Within 30 days after the completion of each such audit, a copy thereof shall be filed in the office of the County Registrar. Such audits shall at all times during the usual business hours be open to the examination and inspection by any taxpayer, any Registered Owner of any of the Bonds, or by anyone acting for or on behalf of such taxpayer or Registered Owner.

Section 803. Amendments.

(a) Notwithstanding the County’s obligations under the Continuing Disclosure Undertaking, which may be modified as provided therein, the rights and duties of the County 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 County with the written consent of the Registered Owners of not less than a majority in principal amount of the Bonds then Outstanding, such consent to be evidenced by an instrument or instruments executed by such Registered Owners and duly acknowledged or proved in the manner of a deed to be recorded, and such instrument or instruments shall be filed with the County Registrar, but no such modification or alteration shall:

(i) extend the maturity of any payment of principal or interest due upon any Bond;

(ii) effect a reduction in the amount which the County is required to pay as principal of or interest on any Bond;
(iii) permit preference or priority of any Bond over any other Bond; or

(iv) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of this Ordinance.

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

(c) Without notice to or the consent of any Registered Owners, the County 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.

(d) 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 County 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 always be kept on file in the office of the County Registrar, 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 County Registrar to any such Registered Owner or prospective Registered Owner.

(e) Any and all modifications made in the manner hereinabove provided shall not become effective until there has been filed with the
County Registrar a copy of the ordinance of the County 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.

(f) The County shall furnish to the Paying Agent a copy of any amendment to the Bonds or this Ordinance which affects the duties or obligations of the Paying Agent under this Ordinance.

Section 804. Notices, Consents and Other Instruments by Registered Owners.

(a) Any notice, consent, request, direction, approval or other instrument to be signed and executed by the Registered Owners may be in any number of concurrent writings of similar tenor and may be signed or executed by such Registered Owners in person or by agent appointed in writing. Proof of the execution of any such instrument or of the writing appointing any such agent and of the ownership of Bonds (other than the assignment of the ownership of a Bond as provided for in the form of Bond set forth in Exhibit A attached 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 County and the Paying Agent with regard to any action taken, suffered or omitted under any such instrument, namely:

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

(b) 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 County 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 County.

Section 805. Continuing Disclosure. The County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Undertaking as originally executed and as it may be amended from time to time in accordance with the terms thereof. The County Executive or Director of Finance is hereby authorized to execute the Continuing Disclosure Undertaking. Upon the County’s failure to comply with the Continuing Disclosure Undertaking, any Registered Owner may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the County to comply with its obligations under this Section. In no event will a default under the Continuing Disclosure Undertaking be considered a default pursuant to this Ordinance.

Section 806. Electronic Transactions. The transaction described herein may be conducted and related documents may be sent, received or stored by electronic means. Copies, telecopies, facsimiles,
electronic files and other reproductions of original executed documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

**Section 807. Further Authority.** The officers of the County, including the County Executive, the Director of Finance and the County Registrar are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Ordinance and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments and other documents herein approved, authorized and confirmed which they may approve, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

**Section 808. Parties Interested Herein.** Nothing in this Ordinance expressed or implied is intended or shall be construed to confer upon, or to give or grant to, any person or entity, other than the County, the Paying Agent and the Registered Owners, any right, remedy or claim under or by reason of this Ordinance or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Ordinance contained by and on behalf of the County shall be for the sole and exclusive benefit of the County, the Paying Agent and the Registered Owners.

**Section 809. Severability.** If any section or other part of this Ordinance, whether large or small, is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Ordinance.

**Section 810. Governing Law.** This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.
Section 2. This Ordinance shall take effect and be in full force from and after its passage and approval.

_______________________________________
Date Passed

_______________________________________
Date Approved by County Executive

______________________________
Chair of the Council

[SEAL]

______________________________
County Executive

ATTEST:

_______________________________________
County Registrar
EXHIBIT A
TO ORDINANCE

(FORM OF BONDS)

EXCEPT AS OTHERWISE PROVIDED IN THE ORDINANCE (DESCRIBED HEREIN), THIS GLOBAL BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO ANOTHER NOMINEE OF THE SECURITIES DEPOSITORY (DESCRIBED HEREIN) OR TO A SUCCESSOR SECURITIES DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES DEPOSITORY.

UNITED STATES OF AMERICA
STATE OF MISSOURI

Registered
No. _____

$ ____________

ST. CHARLES COUNTY, MISSOURI

SPECIAL OBLIGATION REFUNDING BOND
SERIES 2020

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<td>October __, 2020</td>
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REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ______________________________ DOLLARS

ST. CHARLES COUNTY, MISSOURI, a first class charter county and political subdivision of the State of Missouri (the “County”),
for value received, hereby acknowledges itself to be indebted and promises to pay to the registered owner shown above, or registered assigns, the principal amount shown above on the maturity date shown above and to pay interest thereon at the interest rate per annum shown above (computed on the basis of a 360-day year of twelve 30-day months) from the Dated Date shown above or from the most recent interest payment date to which interest has been paid or duly provided for, payable semiannually on April 1 and October 1 in each year, beginning on April 1, 2021, until said principal amount has been paid.

The principal of this Bond shall be paid at maturity by check, electronic transfer or draft to the person in whose name this Bond is registered at the maturity, upon presentation and surrender of this Bond at the principal payment office of BOKF, N.A., St. Louis, Missouri (the “Paying Agent”), or such other office designated by 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 registration books maintained by the Paying Agent at the close of business on the Record Date for such interest, which shall be the 15th day (whether or not a business day) of the calendar month next preceding the interest payment date. Such interest shall be payable (a) by check or draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register or (b) by electronic transfer to such Registered Owner upon written notice given to the Paying Agent by such Registered Owner not less than 15 days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank, ABA routing number and account number to which such Registered Owner wishes to have such transfer directed and an acknowledgment that an electronic transfer fee may be applicable. The principal of and interest on the Bonds shall be payable by check or draft in any coin or currency that, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.
This Bond is one of an authorized series of bonds of the County designated “Special Obligation Refunding Bonds, Series 2020,” aggregating the principal amount of $23,290,000 (the “Bonds”), issued by the County for the purpose of providing funds to (a) refund the County’s Taxable Special Obligation Bonds (Recovery Zone Economic Development Bonds), Series 2010C maturing in the years 2025 and thereafter in the outstanding principal amount of $13,610,000, (b) refund the County’s Special Obligation Bonds (Bank Qualified), Series 2010D maturing in the years 2020 and thereafter in the outstanding principal amount of $10,865,000, and (c) pay the costs of issuing the Bonds, under the authority of and in full compliance with the Constitution and laws of the State of Missouri, and pursuant to an ordinance duly passed (the “Ordinance”) and proceedings duly and legally had by the County Council of the County. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Ordinance.

The Bonds are not subject to optional redemption and payment prior to their Stated Maturity.

The Bonds shall be special obligations of the County payable as to both principal and interest solely from annual appropriations of funds by the County for such purpose. The obligation of the County to make payments into the Debt Service Fund and any other obligations of the County to make payments under the Ordinance do not constitute a general obligation or indebtedness of the County for which the County is obligated to levy or pledge any form of taxation, or for which the County has levied or pledged any form of taxation and shall not be construed to be a debt of the County in contravention of any applicable constitutional, statutory or charter limitation or requirement but in each Fiscal Year shall be payable solely from the amounts pledged or appropriated therefor (a) out of the income and revenues provided for such year plus (b) any unencumbered balances for previous years.
The Bonds are issuable in the form of fully-registered Bonds in the denominations of $5,000 or any integral multiple thereof.

The Bonds are being issued by means of a book-entry system with no physical distribution of bond certificates to be made except as provided in the Ordinance. One Bond certificate with respect to each date on which the Bonds are stated to mature, registered in the nominee name of the Securities Depository, is being issued and required to be delivered to and immobilized with the Securities Depository or with the Paying Agent as the Securities Depository’s FAST Agent. The book-entry system will evidence positions held in the Bonds by the Securities Depository’s participants, beneficial ownership of the Bonds in authorized denominations being evidenced in the records of such participants. Transfers of ownership shall be affected on the records of the Securities Depository and its participants. The Paying Agent and the County will recognize the Securities Depository nominee, while the Registered Owner of this Bond, as the owner of this Bond for all purposes, including (a) payments of principal of and interest on, this Bond, (b) notices and (c) voting. Transfers of principal and interest payments to participants of the Securities Depository will be the responsibility of such participants and other nominees of such beneficial owners. The Paying Agent and the County will not be responsible or liable for such transfers of payments or for maintaining, supervising or reviewing the records maintained by the Securities Depository, the Securities Depository nominee, its participants or persons acting through such participants. While the Securities Depository nominee is the owner of this Bond, notwithstanding the provision hereinabove contained, payments of principal of and interest on this Bond shall be made in accordance with existing arrangements between the Paying Agent, the County and the Securities Depository.

EXCEPT AS OTHERWISE PROVIDED IN THE ORDINANCE, THIS GLOBAL BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO ANOTHER NOMINEE OF THE SECURITIES DEPOSITORY OR TO A SUCCESSOR SECURITIES
DEPOSITORY OR TO A NOMINEE OF A SUCCESSOR SECURITIES DEPOSITORY.

This Bond may be transferred or exchanged, as provided in the Ordinance, only on the Bond Register kept for that purpose at the principal payment office of the Paying Agent, or such other office designated by the Paying Agent, upon surrender of this Bond together with a written instrument of transfer or authorization for exchange satisfactory to the Paying Agent duly executed by the Registered Owner or the Registered Owner’s duly authorized agent, and thereupon a new Bond or Bonds in any authorized denomination of the same maturity and in the same aggregate principal amount shall be issued to the transferee in exchange therefor as provided in the Ordinance and upon payment of the charges therein prescribed. The County and the Paying Agent may deem and treat the Person in whose name this Bond is registered on the Bond Register as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal hereof and interest due hereon and for all other purposes and neither the County nor the Paying Agent shall be effected by any notice to the contrary.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Ordinance until the Certificate of Authentication hereon has been executed by the Paying Agent.
IT IS HEREBY DECLARED AND CERTIFIED that all acts, conditions and things required to be done and to exist precedent to and in the issuance of the Bonds have been done and performed and do exist in due and regular form and manner as required by the constitution and laws of the State of Missouri.

IN WITNESS WHEREOF, ST. CHARLES COUNTY, MISSOURI, has caused this Bond to be executed by the manual or facsimile signature of its County Executive or Director of Finance and attested by the manual or facsimile signature of its County Registrar and its official seal to be affixed or imprinted hereon.

CERTIFICATE OF AUTHENTICATION

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

By: ________________________________
Authorized Signatory

ST. CHARLES COUNTY, MISSOURI

Registration Date: ____________________

BOKF, N.A.,
Paying Agent

(Seal)

ATTEST:

By

Authorized Signatory

County Registrar
ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto
______________________________________________________________________________
Print or Type Name, Address and Social Security Number
or other Taxpayer Identification Number of Transferee

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

Dated: ____________________ __________________________________

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

Signature Guaranteed By:

(Name of Eligible Guarantor Institution as defined by SEC Rule 17
Ad-15 (17 CFR 240.17 Ad-15))

By: ______________________________
Title: ______________________________
EXHIBIT B
TO ORDINANCE

PRELIMINARY OFFICIAL STATEMENT

[On file in the office of the County Registrar]
EXHIBIT C
TO ORDINANCE

CONTINUING DISCLOSURE UNDERTAKING

[On file in the office of the County Registrar]
EXHIBIT D
TO ORDINANCE

ESCROW INSTRUCTION LETTER

[On file in the office of the County Registrar]
EXHIBIT E
TO ORDINANCE

FEDERAL TAX CERTIFICATE

[On file in the office of the County Registrar]
CERTIFICATE

I, the undersigned, hereby certify that the above and foregoing is a true and correct copy of the Ordinance of the St. Charles County, Missouri, adopted by the County Council on September 28, 2020, authorizing the issuance of $23,290,000 aggregate principal amount of Special Obligation Refunding Bonds, Series 2020, as the same appears of record in my office, and that said Ordinance has not been modified, amended or repealed and is in full force and effect as of this date.


(Seal) County Registrar of St. Charles County, Missouri
EXHIBIT A

NOTICE OF BOND SALE
$23,290,000*
ST. CHARLES COUNTY, MISSOURI
SPECIAL OBLIGATION REFUNDING BONDS
SERIES 2020

Bids to be Accepted

Bids for the purchase of $23,290,000* aggregate principal amount of Special Obligation Refunding Bonds, Series 2020 (the “Bonds”), of St. Charles County, Missouri (the “County”), will be received by the County via PARITY® until 10:00 o’clock a.m., Central Time, on Monday, September 28, 2020 (the “Sale Date”).

The award of the Bonds will be acted upon at a meeting of the County Council to be held at 7:00 o’clock p.m. on the Sale Date.

Terms of Bonds

The Bonds will consist of fully-registered bonds in the denomination of $5,000 or any integral multiple thereof. The Bonds will be dated as of the date of original issuance and delivery, which is expected to be October 7, 2020 (and should be considered to be the dated date for purposes of the bid), and will mature serially in the amounts and on the dates as set forth below, subject to adjustment as described under the section “Term Bonds and Adjustment of Principal”:

<table>
<thead>
<tr>
<th>Maturity</th>
<th>Principal Amount*</th>
</tr>
</thead>
<tbody>
<tr>
<td>October 1</td>
<td></td>
</tr>
<tr>
<td>2021</td>
<td>$3,750,000</td>
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<tr>
<td>2022</td>
<td>3,865,000</td>
</tr>
<tr>
<td>2023</td>
<td>3,755,000</td>
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<td>1,490,000</td>
</tr>
<tr>
<td>2028</td>
<td>1,540,000</td>
</tr>
<tr>
<td>2029</td>
<td>1,580,000</td>
</tr>
</tbody>
</table>

The Bonds will bear interest from their date at the rates to be determined when the Bonds are sold as hereinafter provided, which interest will be payable semiannually on April 1 and October 1, commencing on April 1, 2021.

Place of Payment

Interest on the Bonds will be payable to the holders of record at the close of business on the 15th day (whether or not a Business Day) of the calendar month preceding each Payment Date. So long as DTC or its nominee, Cede & Co., is the Bondowner, such payments will be made by BOKF, N.A., St. Louis, Missouri, as paying agent and bond registrar (the “Paying Agent”) directly to such Bondowner. Disbursement of such payments to the DTC Participants is the responsibility of DTC. Distribution of such payments to the Beneficial Owners is the responsibility of the DTC Participants and Indirect Participants, as more fully described in the Preliminary Official Statement under the caption “THE BONDS – Book-Entry Only System.”

* Subject to Change
Authority, Purpose and Security

The Bonds are authorized pursuant to the Constitution and statutes of the State of Missouri, the County’s Charter and an ordinance expected to be adopted by the County on the Sale Date (the “Bond Ordinance”).

Proceeds from the Bonds will be used to refund $13,610,000 aggregate principal amount of outstanding Taxable Special Obligation Bonds (Recovery Zone Economic Development Bonds), Series 2010C and $10,865,000 aggregate principal amount of outstanding Special Obligation Bonds, Series 2010D (the “Refunded Bonds”). The refunding is being implemented in order to achieve present value savings of at least 3.0% of the principal amount of the Refunded Bonds.

The Bonds and the interest thereon will constitute special obligations of the County payable solely from amounts appropriated in each Fiscal Year (i) out of the income and revenues of the County provided for such Fiscal Year plus (ii) any unencumbered balances from previous years. The Bonds do not constitute general obligations or indebtedness of the County within the meaning of any constitutional, statutory or charter limitation or provision, and the County does not pledge its full faith and credit and is not obligated to levy taxes or resort to any other moneys of the County to pay the principal of and interest on the Bonds. Although a specific source of revenue is not pledged to the payment of the Bonds, the intent of the County is to pay for a portion of the Bonds from general revenue from the Family Arena and the balance from its Capital Improvements Sales Tax (see the caption “FINANCIAL INFORMATION CONCERNING THE COUNTY – Capital Improvements Sales Tax” in the Preliminary Official Statement).

Redemption

The Bonds are not subject to optional redemption prior to maturity.

Submission of Bids

Bids must be submitted via PARITY® in accordance with this Notice of Bond Sale, until 10:00 o’clock a.m. Central Time, on the Sale Date. To the extent any instructions or directions set forth in PARITY® conflict with this Notice of Bond Sale, the terms of this Notice of Bond Sale shall control. Further information about the electronic bidding services of PARITY® may be obtained from Parity at (212) 849-5021.

Term Bonds and Adjustment of Principal

A bidder may designate as term bonds any consecutive maturities of Bonds currently shown as serial bonds. Any bidder electing to designate term bonds shall specify the current serial bonds by year of maturity which are to comprise a term bond. The final year designated shall be deemed the year of maturity of the term bond. Term bonds shall be subject to mandatory sinking fund redemption by lot in the amounts specified for the serial bonds, at a redemption price of 100% of the principal amount thereof.

The County reserves the right, in its sole discretion on the Sale Date, to increase or decrease the principal amount of each maturity of Bonds or, in the case of term bonds, such amounts that are subject to mandatory sinking fund redemption.

If any changes are made to the principal amount of any maturity of Bonds or, in the case of term bonds, any mandatory sinking fund redemption lot, the purchase price will be adjusted to result in the same dollar amount of profit per $1,000 principal amount of bonds based on the reasonably expected initial offering prices provided to the Municipal Advisor on the Sale Date as described under the caption “Offering Yields and Certification as to Offering Prices” in this Notice of Bond Sale.
The principal amounts and maturity dates shown on the first page of this Notice of Bond Sale shall be used for purposes of computing the TIC (as hereinafter defined) used for awarding the Bonds.

The County reserves the right to waive irregularities and to reject any or all bids. In the event the present value of savings, based on the best bid received, is less than 3.0% of the principal amount of the Refunded Bonds, the County may reject all bids, may accept the bid or may enter into negotiations with the bidder submitting the best bid.

**Conditions of Bids**

Proposals will be received on Bonds bearing such rate or rates of interest as may be specified by the bidders, subject to the following conditions: The same rate shall apply to all Bonds of the same maturity. Each interest rate specified shall be a multiple of 1/8 or 1/100 of 1%. No interest rate shall exceed 3.50% per annum. No supplemental interest payments will be authorized. Bids must be for all of the Bonds at a purchase price of not less than 100.0%. Each bidder agrees that, if it is awarded the Bonds, it will provide the County a certificate regarding offering prices of the Bonds as described under the caption “Offering Yields and Certification as to Offering Prices” in this Notice of Bond Sale. Bidders are requested (but not required) to specify the total interest cost (expressed in dollars) and to supply an estimate of the true interest cost (expressed as a rate) for the Bonds to the County as specified herein on the basis of their respective bids, which shall be considered as informative only and not binding on either the bidder or the County. By submitting a bid, each bidder represents that it has an established industry reputation for underwriting new issuances of municipal securities.

**Good Faith Deposit**

A good faith deposit (the “Deposit”) in the amount of $465,800 shall be made by the bidder expected to be awarded the Bonds (the “Underwriter”) by federal wire not later than 2:00 o’clock p.m. Central Time on the Sale Date, according to wire transfer instructions provided by the County or its Municipal Advisor. In the event the Deposit is not received as provided above, the County may award the Bonds to the bidder submitting the next best bid provided such bidder agrees to such award. If a bid is accepted, the Deposit shall be held by the County until the Underwriter shall have complied with all of the terms and conditions of this Notice of Bond Sale, at which time the Deposit shall be deducted from the purchase price. If a bid is accepted but the County shall fail to deliver the Bonds to the Underwriter in accordance with the terms and conditions of this Notice of Bond Sale, said Deposit shall be returned to the Underwriter. If a bid is accepted but the Underwriter defaults in the performance of any of the terms and conditions of this Notice of Bond Sale, the Deposit shall be retained by the County as and for liquidated damages.

**Award of the Bonds**

If the Bonds are awarded, the award will be to the bidder whose bid will result in the lowest interest cost to the County determined in accordance with the true interest cost (“TIC”) method of calculation by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments from the payment dates to the date of the Bonds to equal the price bid. In the event that two or more bidders offer bids at the same lowest TIC, the County shall determine by lot which bidder shall be awarded the Bonds. Interest will be computed on a 360-day year basis. (See the section “Offering Yields and Certification of Offering Prices”.)

The County reserves the right to waive irregularities and to reject any or all bids which could result in the rescheduling of the sale date or the sale of the Bonds through a negotiated process.
Delivery and Payment

The County will pay for printing the Bonds and will deliver the Bonds to DTC or the Paying Agent as DTC’s agent properly prepared, executed and registered, without cost to the Underwriter within 30 days after the date of sale at such security depository, bank or trust company as may be specified by the Underwriter. The Underwriter will also be furnished with a certified transcript of the proceedings evidencing the authorization and issuance of the Bonds and customary closing documents, including a certificate that there is no litigation pending or threatened at the time of delivery of the Bonds affecting their validity, and a certificate regarding the completeness and accuracy of the Official Statement. Payment for the Bonds shall be made in Federal Reserve funds, immediately available for use by the County.

CUSIP Numbers

CUSIP identification numbers will be assigned to the Bonds, but neither the failure to assign such number to any Bond nor any error with respect thereto shall constitute cause for failure or refusal by the Underwriter to accept delivery of and pay for the Bonds in accordance with the terms of this Notice of Bond sale. All expenses in relation to the assignment of CUSIP numbers will be paid by the County.

Rating

S&P Global Ratings, a division of S&P Global, Inc., has assigned the Bonds a “AA” rating. The rating is described in greater detail in the Preliminary Official Statement under the caption “BOND RATING.”

Legal Opinion

The Bonds will be sold subject to the legal opinion of Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel, whose approving legal opinion will be furnished and paid for by the County, and delivered to the Underwriter when the Bonds are delivered. The opinion will state that interest on the Bonds is exempt from income taxation by the State of Missouri and is excludable from gross income of the owners thereof for federal income tax purposes.

The opinion will also state that the Bonds have not been designated as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

The opinion of Bond Counsel is described in greater detail in the Preliminary Official Statement under the caption “TAX MATTERS.”

Offering Yields and Certification as to Offering Prices

At or before 11:00 o’clock a.m. Central Time on September 28, 2020, the bidder offering the lowest TIC in conformance with the terms of this Notice of Bond Sale must provide to the County’s Municipal Advisor at jhoward@wmfinancialstrategies.com the reasonably expected initial offering prices to the public of each maturity of the Bonds. In addition, to provide the County with information necessary for compliance with Section 148 of the Code, the Selected Bidder will be required to complete, execute and deliver to Bond Counsel prior to the date of issuance and delivery of the Bonds, a certificate regarding the “issue price” of the Bonds (as defined in Section 148 of the Code) as described below:
(1) In the event the County receives 3 or more bids, a certificate regarding the issue price in substantially the form attached hereto as Exhibit A.

or

(2) In the event the County receives fewer than 3 bids, the bid will not be subject to cancellation by the bidder. The bidder offering the lowest TIC will be required to comply with the “hold-the-offering-price rule,” as further described below, and in Exhibit B hereto and to use the initial offering price to the public as of the sale date of any maturity of the Bonds as the issue price of that maturity.

The bidder offering the lowest TIC in conformance with the terms of this Notice of Bond Sale shall have until 3:00 p.m. o’clock p.m. Central Time on September 28, 2020 to certify to the Municipal Advisor and Bond Counsel (i) each maturity of the Bonds for which at least 10% have been sold to the public at the reasonably expected initial offering prices provided and (ii) agree to hold the offering price on all maturities by agreeing that it will neither offer nor sell any Bonds of any maturity, to which option (i) does not apply, to any person at a price that is higher than the initial offering price to the public during the period starting on September 28, 2020 and ending on the earlier of the 5th business day after the date of sale or the date on which 10% of the Bonds of such maturity are sold to the public at a price that is no higher than the initial offering price to the public. The Selected Bidder will be required to execute and deliver to Bond Counsel prior to the date of issuance and delivery of the Bonds, a certificate regarding the issue price in substantially the form attached hereto as Exhibit B.

Official Statement

The County has prepared a Preliminary Official Statement dated September 14, 2020, copies of which may be obtained from the undersigned or from the Municipal Advisor. The Preliminary Official Statement has been deemed final by the County as of its date, except for the omission of the information permitted to be omitted under Rule 15c2-12 of the Securities and Exchange Commission. The County agrees to deliver to the Underwriter, within seven (7) business days after the award of the Bonds, the final Official Statement in Portable Document Format (PDF).

Continuing Disclosure Undertaking

The County will agree in the Continuing Disclosure Undertaking to provide or cause to be provided, in accordance with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “Rule”) and as described in greater detail in the Preliminary Official Statement under the caption “CONTINUING DISCLOSURE” to the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access System (“EMMA”) (i) on or before July 1 of each year, commencing July 1, 2021 for the Fiscal Year ended December 31, 2020, audited financial statements for the preceding fiscal year and certain annual financial information and operating data, (ii) timely notice of the occurrence of certain events with respect to the Bonds, and (iii) timely notice of a failure by the County to provide the required annual financial information on or before the date specified in (i) above.

The Underwriter’s obligation to purchase the Bonds shall be conditioned upon its receiving, at or prior to the delivery of the Bonds, the Continuing Disclosure Undertaking evidencing that the County has made the continuing disclosure undertaking set forth above for the benefit of the holders of the Bonds.
Additional Information

Additional information regarding the Bonds may be obtained from the undersigned at (636) 949-7465 or from the County’s Municipal Advisor, Ms. Joy A. Howard, WM Financial Strategies, 11710 Administration Drive, Suite 7, St. Louis, Missouri 63146, (314) 423-2122.

This Notice of Bond Sale is dated September 14, 2020.

ST. CHARLES COUNTY, MISSOURI

By /S/ Robert Schnur
Director of Finance
EXHIBIT A

PURCHASER’S RECEIPT FOR BONDS AND CLOSING CERTIFICATE
(Competitive Bidding Requirements Met)

St. Charles County, Missouri
Special Obligation Refunding Bonds
Series 2020

The undersigned, on behalf of [Name of Underwriter] (the “Purchaser”), as the original purchaser and Underwriter (as defined below) of the above-described bonds (the “Bonds”), being issued on the date of this Certificate by St. Charles County, Missouri (the “Issuer”), certifies and represents as follows:

1. Receipt for Bonds. The Purchaser acknowledges receipt on the date hereof of all of the Bonds, consisting of fully-registered Bonds in authorized denominations in a form acceptable to the Purchaser.

2. Issue Price.

(a) Public Offering. The Purchaser offered all of the Bonds to the Public (as defined below) in a bona fide initial offering.

(b) Reasonably Expected Initial Offering Prices. As of the sale date of the Bonds (September 28, 2020), the reasonably expected initial offering prices of the Bonds to the Public by the Purchaser are the prices listed in Schedule A (the “Initial Offering Prices”). The Initial Offering Prices are the prices for the Maturities of the Bonds used by the Purchaser in formulating its bid to purchase the Bonds.

(c) Defined Terms.

(i) The term “Maturity” means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate maturities.

(ii) The term “Public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” is defined in U.S. Treasury Regulation § 1.150-1(b) which generally provides that the term related party means any two or more persons who have a greater than 50 percent common ownership, directly or indirectly.

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

The representations set forth in this certificate are limited to factual matters only. Nothing in this Certificate represents the Purchaser’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the certifications contained herein will be relied upon by the Issuer in executing and delivering the Federal Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, by WM Financial Strategies, Municipal Advisor to the Issuer, in executing the Certificate of Municipal Advisor relating to the Bonds, and by Gilmore & Bell, P.C., Bond Counsel, in rendering its opinion relating to the exclusion from federal gross income of the interest on the Bonds and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

Dated: __________, 2020

[UNDERWRITER NAME]

By: ____________________________
Title: ____________________________
Schedule A

Initial Offering Prices

[Attach Pricing Information]
EXHIBIT B

PURCHASER’S RECEIPT FOR BONDS AND CLOSING CERTIFICATE
(Competitive Bidding Requirements Not Met)

St. Charles County, Missouri
Special Obligation Refunding Bonds
Series 2020

The undersigned, on behalf of [Name of Underwriter] (the “Purchaser”), as the original purchaser and underwriter of the above-described bonds (the “Bonds”), being issued on the date of this Certificate by St. Charles County, Missouri (the “Issuer”), certifies and represents as follows:

1. **Receipt for Bonds.** The Purchaser acknowledges receipt on the date hereof of all the Bonds, consisting of fully-registered Bonds in authorized denominations in a form acceptable to the Purchaser.

2. **Issue Price.**

   For purposes of this Section the following definitions apply.

   “Effective Time” means the time on the Sale Date that the Purchaser’s agreement to purchase the Bonds became enforceable.

   “Holding Period” means with respect to each Undersold Maturity the period beginning on the Sale Date and ending on the earlier of the following:

   (1) the close of the fifth (5th) business day after the Sale Date; or

   (2) the date and time at which the Purchaser has sold at least 10% of that Undersold Maturity of the Bonds to the Public at one or more prices that are no higher than the Initial Offering Price.

   “Initial Offering Price” means the price listed on Schedule 1 for each Maturity.

   “Maturity” means Bonds with the same credit and payment terms; Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate maturities.

   “Public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriting Firm or a related party to an Underwriting Firm. An Underwriting Firm and a person are related if it and the person are subject, directly or indirectly, to (i) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other).

“Undersold Maturity” or “Undersold Maturities” means any Maturity for which less than 10% of the principal amount of Bonds of that Maturity were sold as of the Effective Time.

“Underwriting Firm” means (A) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) of this definition to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public).

The Purchaser represents as follows:

(a) Attached as Attachment 1 is a copy of the pricing wire or similar communication used to communicate the Initial Offering Price of each Maturity to the Public.

(b) As of the Effective Time all the Bonds were the subject of an initial offering to the Public.

(c) As of the Effective Time none of the Bonds were sold to any person at a price higher than the Initial Offering Price for that Maturity.

(d) [*As of the Effective Time there were no Undersold Maturities.*] [For any Undersold Maturity, during the Holding Period each Underwriting Firm did not offer nor sell Bonds of the Undersold Maturity to the Public at a price that is higher than the respective Initial Offering Price for that Undersold Maturity*].

(e) [*Any separate agreement among any Underwriting Firm related to the sale of an Undersold Maturity during the Holding Period contained the agreement referenced in (d) above.*]

3. Reliance.

The representations set forth in this certificate are limited to factual matters only. Nothing in this Certificate represents the Purchaser’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the certifications contained herein will be relied upon by the Issuer in executing and delivering the Federal Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, by WM Financial Strategies, Municipal Advisor to the Issuer, in executing the Certificate of Municipal Advisor relating to the Bonds, and by Gilmore & Bell, P.C., Bond Counsel, in rendering its opinion relating to the exclusion from federal gross income of the interest on the Bonds and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

Dated: ______________, 2020

[UNDERWRITER NAME]

By: ___________________________
Title: ___________________________
Schedule 1

Sale Prices and Initial Offering Prices

[Attach Sale Price and Initial Offering Price Information]
Attachment 1

Pricing Wire or Equivalent Communication

[Attach Documentation]
EXHIBIT B

PRELIMINARY OFFICIAL STATEMENT DATED SEPTEMBER ___, 2020

NEW ISSUE
BOOK-ENTRY ONLY

S&P RATING: “AA”
(See “BOND RATING” herein)

In the opinion of Gilmore & Bell, P.C., Bond Counsel to the County, 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 have not been designated as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code. See “TAX MATTERS” in this Official Statement.

$23,290,000*
ST. CHARLES COUNTY, MISSOURI
SPECIAL OBLIGATION REFINDBING BONDS
SERIES 2020

Dated: Date of Delivery
Due: October 1, as shown on the inside cover

The Special Obligation Refunding Bonds, Series 2020 (the “Bonds”) will be issued by St. Charles County, Missouri (the “County”) for the purpose of providing funds to (1) refund certain of the County’s outstanding special obligation bonds, as further described herein under the section captioned “PLAN OF FINANCING – The Refunding,” and (2) pay the costs of issuing the Bonds.

The Bonds will be issued as fully-registered bonds in the denomination of $5,000 or integral multiple thereof. Principal will be payable annually on April 1 as shown on the inside cover. Interest on the Bonds will be paid on each April 1 and October 1, beginning on April 1, 2021, by check or draft mailed by the Paying Agent (as defined herein), or by electronic transfer upon written request as provided herein.

The Bonds are not subject to optional redemption prior to maturity.

The Bonds and the interest thereon will constitute special obligations of the County, payable solely from amounts appropriated in each Fiscal Year (as defined herein) (1) out of the income and revenues of the County provided for such Fiscal Year plus (2) any unencumbered balances from previous years. The Bonds do not constitute general obligations or indebtedness of the County within the meaning of any constitutional, statutory or charter limitation or provision, and the County does not pledge its full faith and credit and is not obligated to levy taxes or resort to any other moneys of the County to pay the principal of and interest on 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 County, subject to the approval of legality by Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel to the County. Certain legal matters related to this Official Statement will be passed upon by Gilmore & Bell, P.C., St. Louis, Missouri. WM Financial Strategies is serving as municipal advisor to the County on this transaction. It is expected that the Bonds will be available for delivery at DTC, on or about October 7, 2020.

The date of this Official Statement is September ___, 2020.

* Preliminary; subject to change.
$23,290,000*
ST. CHARLES COUNTY, MISSOURI
SPECIAL OBLIGATION REFUNDING BONDS
SERIES 2020

BASE CUSIP: 78775R

MATURITY SCHEDULE*

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<th>Price</th>
<th>CUSIP</th>
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</tbody>
</table>

* Preliminary; subject to change.
ST. CHARLES COUNTY, MISSOURI

201 N. 2nd Street
St. Charles, Missouri 63301
(636) 949-7900

Elected Officials

Steve Ehlmann, *County Executive*
Terry Holland, *County Council Chair and Member*
Joe Brazil, *County Council Vice Chair and Member*
Mike Elam, *County Council Member*
Joe Cronin, *County Council Member*
Dave Hammond, *County Council Member*
John White, *County Council Member*
Nancy Schneider, *County Council Member*

Administrative Officials

Joann Leykam, *Director of Administration*
John Watson, Esq., *County Counselor*
Robert Schnur, CPA, *Director of Finance*

BOND AND DISCLOSURE COUNSEL

Gilmore & Bell, P.C.
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BOKF, N.A.
St. Louis, 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.

No dealer, broker, salesman or other person has been authorized by the County, the Municipal Advisor, 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 County 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 County 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.

This Preliminary Official Statement is in a form deemed final by the County for purposes of Rule 15c2-12 issued under the Securities Exchange Act of 1934, as amended, except for certain information to be omitted pursuant to Rule 15c2-12(B)(1).
CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT

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 COUNTY 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.
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COMPREHENSIVE ANNUAL FINANCIAL
REPORT WITH INDEPENDENT AUDITOR’S
REPORT FOR THE FISCAL YEAR ENDED
DECEMBER 31, 2019
OFFICIAL STATEMENT

$23,290,000*
ST. CHARLES COUNTY, MISSOURI
SPECIAL OBLIGATION REFUNDING BONDS
SERIES 2020

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 appendix 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 (1) St. Charles County, Missouri (the “County”) and (2) the County’s Special Obligation Refunding Bonds, Series 2020, to be issued in the aggregate principal amount of $23,290,000* (the “Bonds”).

The County

The County was organized in 1812 and contains approximately 558 square miles. The County is located approximately 18 miles northwest of the City of St. Louis, Missouri, at the confluence of the Missouri and the Mississippi Rivers. See the captions “GENERAL INFORMATION CONCERNING THE COUNTY,” “ECONOMIC INFORMATION CONCERNING THE COUNTY,” “PROPERTY TAXATION,” “DEBT STRUCTURE OF THE COUNTY” and “FINANCIAL INFORMATION CONCERNING THE COUNTY” for further information relating to the County.

The Bonds

The Bonds are being issued pursuant to an ordinance (the “Bond Ordinance”) expected to be adopted by the County Council on September 28, 2020 for the purpose of providing funds to (1) refund the County’s outstanding Taxable Special Obligation Bonds (Recovery Zone Economic Development Bonds), Series 2010C (the “Series 2010C Bonds”), being those Series 2010C Bonds maturing in the years 2025 and thereafter, in the aggregate principal amount of $13,610,000 (the “Series 2010C Refunded Bonds”), (2) refund the County’s outstanding Special Obligation Bonds (Bank Qualified), Series 2010D (the “Series 2010D Bonds”) maturing in the years 2020 and thereafter in the outstanding principal amount of $10,865,000 (the “Series 2010D Refunded Bonds” and, together with the Series 2010C Refunded Bonds, the “Refunded Bonds”), and (3) pay costs of issuing the Bonds. See the caption “PLAN OF FINANCING” herein.

Security and Sources of Payment

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

The Bonds and the interest thereon will constitute special obligations of the County payable solely from amounts appropriated in each Fiscal Year (herein defined) (1) out of the income and revenues of the County provided for such Fiscal Year plus (2) any unencumbered balances from previous years. The County is not

* Preliminary; subject to change.
obligated to make any such annual appropriation. The Fiscal Year of the County begins on each January 1 and ends on the following December 31 (the “Fiscal Year”). Although a specific source of revenue is not pledged to the payment of the principal of and interest on the Bonds, the intent of the County is to make such payments from its capital improvements sales tax.

The Bonds do not constitute general obligations or indebtedness of the County within the meaning of any constitutional, statutory or charter limitation or provision, and the County 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 County to pay the principal of and interest on the Bonds.

See the caption “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS” herein.

Continuing Disclosure

The County will covenant in a Continuing Disclosure Undertaking dated as of October 1, 2020 (the “Continuing Disclosure Undertaking”) to provide certain financial information and operating data relating to the County and to provide notices of the occurrence of certain enumerated events relating to the County and the Bonds. The financial information, operating data and notice of events will be filed by the County in compliance with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “Rule”). See the caption “CONTINUING DISCLOSURE” herein.

PLAN OF FINANCING

Funding Sources

The County intends to annually budget and appropriate revenues from its capital improvements sales tax and revenues generated by the Family Arena to pay the principal of and interest on the Bonds and, to the extent required, other funds of the County. Such revenues are not pledged as security for the payment of the Bonds, and there can be no assurance that the County will appropriate funds for payment of the Bonds. See the captions “FINANCIAL INFORMATION CONCERNING THE COUNTY – The General Fund,” “– Family Arena Proprietary Fund” and “– Capital Improvements Sales Tax” herein.

The Refunding

On the date of issuance of the Bonds, the County will transfer all of the proceeds of the Bonds to UMB Bank, N.A., as escrow agent (the “Escrow Agent”), with a portion of the proceeds deposited in the Escrow Fund to pay the principal of and interest on the Refunded Bonds and the balance of the proceeds deposited in the Costs of Issuance Fund to pay the costs of issuance of the Bonds. Moneys deposited in the Escrow Fund will be sufficient to redeem and pay the Refunded Bonds on November 1, 2020 at a redemption price of 100% of the principal amount thereof, plus accrued interest thereon to the date of redemption. The proceeds of the Bonds so deposited in the Escrow Fund will be irrevocably pledged to the payment of the Refunded Bonds.

The Series 2010C Bonds financed the acquisition and installation of capital equipment necessary to dispatching of fire protection, emergency ambulance service and law enforcement agencies and other emergency services. The Series 2010D Bonds refinanced the costs of constructing, furnishing and equipping the Family Arena and financed the construction of a parking garage and storage facility for use by the County’s sheriff department.
Sources and Uses of Funds

The following table summarizes the estimated sources and uses of funds related to the refunding of the Refunded Bonds:

Sources of Funds*:

<table>
<thead>
<tr>
<th>Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Par Amount of the Bonds</td>
<td>$23,290,000</td>
</tr>
<tr>
<td>Net Original Issue Premium</td>
<td>1,778,671.00</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$25,068,671.00</strong></td>
</tr>
</tbody>
</table>

Uses of Funds*:

<table>
<thead>
<tr>
<th>Use</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Refund the Refunded Bonds</td>
<td>$24,794,391.82</td>
</tr>
<tr>
<td>Costs of Issuance (including Underwriter’s Discount)</td>
<td>274,279.18</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$25,068,671.00</strong></td>
</tr>
</tbody>
</table>

VERIFICATION OF MATHEMATICAL COMPUTATIONS

Upon delivery of the Bonds, Robert Thomas CPA, LLC, Shawnee Mission, Kansas, will deliver a report indicating that such firm has examined, in accordance with standards established by the American Institute of Certified Public Accountants, the information and assertions provided by the County and its representatives. Included in the scope of its examination will be a verification of the mathematical accuracy of the adequacy of the amount of Bond proceeds deposited in an escrow fund to pay the principal of and interest on the Refunded Bonds (as described under the caption “PLAN OF FINANCING – The Refunding”).

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.

Authority

The Bonds are authorized pursuant to the Constitution and laws of the State of Missouri (the “State”), including the County’s Charter and the Bond Ordinance.

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 delivery, and will mature on October 1 in the years and in the principal amounts set forth on the inside cover page hereof. 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 April 1 and October 1, beginning on April 1, 2021. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

* Preliminary; subject to change.
The principal of each Bond shall be paid at Maturity by check, electronic transfer or draft to the Person in whose name such Bond is registered on the books for the registration, transfer and exchange of Bonds (the “Bond Register”) kept at the principal payment office of BOKF, N.A. (the “Paying Agent”), upon presentation and surrender of such Bond at the principal payment office of the Paying Agent or such other office designated by the Paying Agent.

The interest payable on each Bond on any Interest Payment Date shall be paid to the Registered Owner of such Bond as shown on the Bond Register at the close of business on the fifteenth day of the month preceding the respective Interest Payment Dates (the “Record Date”) for such interest (a) by check or draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register or (b) by electronic transfer to such Registered Owner upon written notice given to the Paying Agent by such Registered Owner, not less than 15 days prior to the Record Date for such interest, containing the electronic transfer instructions including the bank, ABA routing number and account number to which such Registered Owner wishes to have such transfer directed and an acknowledgment that an electronic transfer fee may be applicable.

Book-Entry Only System

The Depository Trust Company (“DTC”), New York, New York, 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 will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

Purchases of the 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 confirmation from DTC of their purchase. 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 the Beneficial Owner 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.
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 the Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect 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.

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 the 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 tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of the 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.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 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 County 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 the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payment of principal 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 County 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 Participant and not of DTC, the Paying Agent, or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal 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 County 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.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the County or the Paying Agent. Under such circumstances, in the event that 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 and delivered to DTC.

The information in this section concerning DTC and DTC’s book-entry system has been obtained from sources that County believes to be reliable, but the County takes no responsibility for the accuracy thereof.
Registration, Transfer and Exchange of Bonds Upon Discontinuance of Book-Entry Only System

The Paying Agent will keep or cause to be kept the Bond Register at its principal payment office or such other office designated by 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 Bonds as provided in the Bond Ordinance.

Any Bond may be transferred upon the Bond Register by the person in whose name it is registered and 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 Registered Owner requesting such transfer or exchange will be required to pay any additional costs or fees that might be incurred in the secondary market with respect to such exchange. In the event any Registered Owner fails to provide a correct taxpayer identification number to the Paying Agent, the Paying Agent may make a charge against such Registered Owner sufficient to pay any governmental charge required to be paid as a result of such failure.

No Optional Redemption

The Bonds are not subject to optional redemption prior to maturity.

SECURITY AND SOURCES OF PAYMENT FOR THE BONDS

Limited Obligation

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

In the Bond Ordinance, the County Council has directed the Director of Finance or any other officer of the County at any time charged with the responsibility of formulating budget proposals, subject to the provisions of the Bond Ordinance, from and after delivery of the Bonds and so long as any of the Bonds are outstanding, (1) to include in each annual budget prepared and presented to the County Council an appropriation of the amount necessary to pay the principal of and interest 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 the principal of and interest on the Bonds in the next succeeding Fiscal Year.

The payment of the principal of and interest on the Bonds is subject to annual appropriation by the County. The County is not required or obligated to make any such annual appropriation, and the decision whether or not to appropriate such funds will be solely within the discretion of the then current County Council. No property of the County is pledged or encumbered as security for 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 County legally available for such purpose, the County intends to annually budget and appropriate revenues to pay debt service on (a) the portion of the Bonds allocated to refund the Series 2010C Refunded Bonds from the County’s capital improvements sales tax, and (b) the portion of the Bonds allocated to refund the Series 2010D Refunded Bonds from revenues generated by the Family Arena to extent available and then from the County’s capital improvements sales tax.
NO REVENUES ARE PLEDGED AS SECURITY FOR THE PAYMENT OF THE BONDS. THERE CAN BE NO ASSURANCE THAT THE COUNTY WILL APPROPRIATE FUNDS FOR PAYMENT OF THE BONDS.

RISK FACTORS

This section describes certain risk factors affecting the payment of and security for the Bonds. The following discussion of risks is not meant to be an exhaustive list of the risks associated with the purchase of Bonds and does not necessarily reflect the relative importance of the various risks. Potential investors are advised to consider the following factors along with all other information in this Official Statement in evaluating the Bonds. There can be no assurance that other risk factors will not become material in the future.

Nature of Obligation

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

The Bonds are special obligations of the County payable solely from the annual appropriation of funds by the County 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 County provided for such year plus (2) any unencumbered balances for previous years, and the decision whether to make such appropriation each year shall be within the sole discretion of the then current County Council. Subject to the preceding sentence, the obligations of the County to make payments of the principal of and interest on the Bonds and to perform and observe any other covenant and agreement contained in the Bond Ordinance shall be absolute and unconditional.

If the County 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 County is pledged or encumbered to secure payment of the Bonds.

The Bonds are not subject to acceleration upon the occurrence of a default under the Bond Ordinance.

The County 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 County. Accordingly, the likelihood that the County will appropriate funds to timely pay the Bonds is dependent upon certain factors which are beyond the control of the Registered Owners of the Bonds, including the demographic conditions within the County and the County’s ability to generate sufficient revenues, property taxes, user fees and charges, and other sources to pay the Bonds and its other obligations.

Potential Risks Relating to COVID-19

In December 2019, a novel strain of coronavirus (which leads to the disease known as “COVID-19”) was discovered and has spread throughout the world and has been characterized by the World Health Organization as a pandemic. The COVID-19 pandemic is expected to be broad-based and to negatively impact national, state and local economies. In response to such expectations, the President of the United States on March 13, 2020, declared a “national emergency,” which, among other effects, allows the executive branch to disburse disaster relief funds to address the COVID-19 pandemic and related economic dislocation. In addition, on March 27, 2020, President of the United States signed the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”), which is directed at mitigating the economic downturn and health care crisis caused by COVID-19. The estimated $2 trillion CARES Act, among other items, creates a $150 billion...
Coronavirus Relief Fund (the “Coronavirus Relief Fund”) for state, local and tribal governments to use for expenditures incurred due to the public health emergency with respect to COVID-19.

On March 13, 2020, Missouri’s Governor signed an Executive Order declaring a state of emergency in Missouri in response to COVID-19. On April 24, 2020, the Governor signed another Executive Order extending the state of emergency in the State through June 15, 2020. On June 11, 2020, the Governor signed another Executive Order extending the state of emergency in the State through December 30, 2020. The stated purpose of the Executive Order is to allow more flexibility in utilizing resources and deploying them around the State where they are most appropriate, including allowing the Governor to waive certain State laws and regulations where necessary. On April 3, 2020, the Governor issued a “stay at home order” for all Missouri residents, which began on April 6, 2020, and ended on May 4, 2020, requiring all Missourians to avoid leaving their residences unless necessary and to practice social distancing when they need to travel outside their homes to work, access foods, prescriptions, health care, and other necessities, or to engage in an outdoor activity.

The Bonds are payable solely from the funds appropriated annually by the County for that purpose. The impact of COVID-19 on the County’s finances is unpredictable and rapidly-changing; however, the County is not currently anticipating a material impact to its finances. The County has received $47 million from the Coronavirus Relief Fund. The County estimates $3.5 million from the Coronavirus Relief Fund will be used to pay personnel costs, including salary and overtime expenses related to its health department and police department. In addition, sales tax collections for the year through September 2020 (for taxable sales through July 2020) have increased 4.7% over the same period last year.

The COVID-19 outbreak is ongoing, and its dynamic nature leads to uncertainties, including (1) the geographic spread of the virus; (2) the severity of the disease; (3) the duration of the outbreak; (4) actions that may be taken by governmental authorities to contain or mitigate the outbreak or recurrences thereof; (5) the development of medical therapeutics or vaccinations; and (6) the impact of the outbreak and actions taken in response to the outbreak on the County’s revenues, expenses and financial condition.

No Reserve Fund or Credit Enhancement

No debt service reserve fund will be funded and no financial guaranty insurance policy, letter of credit or other credit enhancement will be issued to insure payment of the Bonds. There is no assurance that the County will have funds available for the timely payment of the principal of and interest on the Bonds. Accordingly, any potential purchaser of the Bonds should consider the financial ability of the County to pay the Bonds.

Local Economy

Some of the County’s sales taxes are used to fund its operations and the County intends to appropriate a portion of its capital improvements sales tax revenue to pay a portion of the principal of and interest on the Bonds when due. Sales tax revenues are dependent on the strength of the local economy, including rates of employment and economic growth and the level of residential and commercial development. It is not possible to predict to what extent any changes in economic conditions, e-commerce, demographic characteristics, population or commercial and industrial activity will occur and what impact such changes would have on the finances of the County and its ability to pay the principal of and interest on the Bonds when due.

Bankruptcy

In addition to the limitations on remedies contained in the Bond Ordinance, the rights and remedies provided by the Bonds may be limited by and are subject to (1) bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and other laws affecting creditors’ rights, (2) the application of equitable principles, and (3) the exercise of judicial discretion in appropriate cases and to limitations on legal remedies against political subdivisions in the State. The County, like all other political subdivisions of the State, is specifically authorized by the law of the State to institute proceedings under Chapter 9 of the
Federal Bankruptcy Code. Such proceedings, if commenced, are likely to have an adverse effect on the market price of the Bonds.

**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 was includible in the gross income of the Registered Owner of a Bond for federal income tax purposes. *It may be that Registered 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 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. Registered Owners of the Bonds are advised that, if an audit of the Bonds were commenced, in accordance with its current published procedures, the Service would likely treat the County as the taxpayer, and the Registered 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 for 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 underwriters, 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.

**Defeasance**

When any or all of the Bonds or scheduled interest payments thereon have been paid and discharged, then the requirements contained in the Bond Ordinance and all other rights granted by the Bond Ordinance shall terminate with respect to the Bonds or scheduled interest payments thereon so paid and discharged. Bonds or scheduled 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 and having full trust powers, at or prior to the Stated Maturity of said Bonds or the interest payments thereon, in trust for and irrevocably appropriated thereto, moneys and Defeasance Obligations which, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of said Bonds and interest accrued to the Stated Maturity. There is no legal requirement in the Bond Ordinance that Defeasance Obligations be 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

The County relies on electronic systems and technologies to conduct its operations in support of its governmental activities, including financial matters. In the past several years, a number of entities have sought to gain unauthorized access to electronic systems of various organizations for the purposes of misappropriating assets or personal, operational, financial or other sensitive information, or causing operational disruption. These attempts, which are increasing, include highly sophisticated efforts to electronically circumvent security measures as well as more traditional intelligence gathering aimed at obtaining information necessary to gain access.

The County is committed to deterring attacks on its electronic systems and responding to such attacks to minimize their impact on operations. However, no assurances can be given that the County’s security measures will be able to prevent cyber-attacks on its electronic systems, and no assurances can be given that any cyber-attacks, if successful, will not have a material adverse effect on the operations or financial condition of the County.

Need for Effective Management

Effective management and the ability to secure contracts with advertisers and users of the Family Arena that are viewed as beneficial to the County are essential to the success of the Family Arena and could impact the County’s ability to pay debt service on the Bonds.

Competition

The events held at the Family Arena compete with other sports and recreational events scheduled on the same dates. Events at the Family Arena compete with other theaters and arenas for the patronage of spectators, as well as for promotions and sponsorships.

The Family Arena competes with numerous smaller and larger facilities which host sports and recreational events in the St. Louis area, including the Chaifetz Arena which is located on the campus of Saint Louis University approximately 24 miles from the Family Arena. Besides the Chaifetz Arena, there are no other enclosed facilities in the St. Louis area of which the County is aware that currently operate or are planned with the same seating capacity as the Family Arena. There can be no assurance that such additional facilities will not be built and operated in the St. Louis area in the future.

GENERAL INFORMATION CONCERNING THE COUNTY

General

The County is a first-class county organized in 1812 and comprises approximately 558 square miles. The County is in the eastern part of the State. The estimated population of the County is 402,022, as of July 2019, making it Missouri’s third-most populous county. There are 18 incorporated municipalities in the County including the following cities: St. Charles (the County Seat), Lake St. Louis, O’Fallon, St. Peters, Dardenne Prairie and Wentzville.

Services provided by the County include animal & pet services, building and planning services, emergency management, health & social services, law & public safety, and park maintenance and development.
Government

The County operates under a charter form of government. The governing body of the County is composed of a legislative body of seven council members and a County Executive. One council member is elected from each of the seven districts of the County. A Council Chair is elected by the County Council from amongst its members and serves a one-year term. The County Executive is elected by the registered voters of the County for a four-year term. The County’s Charter provides that all executive powers of the County are vested in the County Executive.

Other elected administrative officials of the County are: the County Collector, who is responsible for tax billing and collection; the Sheriff, who is responsible for court security, transporting prisoners and process serving; the Assessor, who is responsible for appraising and recording the value of real estate; the Recorder of Deeds, who is responsible for maintaining the land and marriage records; the Prosecuting Attorney, who is responsible for prosecuting crimes committed within the County; and the Director of Elections, who is responsible for planning and administration of elections within the County.

In addition to the elected officials, the County Executive appoints the following officials: a Director of Administration, a County Counselor, a County Engineer, a Director of Corrections, a Medical Examiner, a Director of Government Communications, a Director (Executive Director) of Workforce Development, a Director of Finance, a Director of Family Arena, a Director of Community Development, a Director of Parks and Recreation, a Director of Community Health and the Environment and a County Municipal Judge. In addition, the County Council appoints the Auditor. The County Registrar, who is responsible for keeping records of the proceedings of the County, is appointed by the Director of Finance. Finally, the Circuit Court of St. Charles County appoints a Circuit Clerk and Public Administrator.

Certain key elected and appointed officials of the County are set out below:

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steve Ehlmann</td>
<td>County Executive</td>
<td>December 31, 2022</td>
</tr>
<tr>
<td>Joe Brazil</td>
<td>County Council Member</td>
<td>December 31, 2020</td>
</tr>
<tr>
<td>Joe Cronin</td>
<td>County Council Member</td>
<td>December 31, 2022</td>
</tr>
<tr>
<td>Mike Elam</td>
<td>County Council Member</td>
<td>December 31, 2022</td>
</tr>
<tr>
<td>Dave Hammond</td>
<td>County Council Member</td>
<td>December 31, 2020</td>
</tr>
<tr>
<td>Terry Hollander</td>
<td>County Council Member</td>
<td>December 31, 2022</td>
</tr>
<tr>
<td>Nancy Schneider</td>
<td>County Council Member</td>
<td>December 31, 2020</td>
</tr>
<tr>
<td>John White</td>
<td>County Council Member</td>
<td>December 31, 2022</td>
</tr>
<tr>
<td>Joann Leykam</td>
<td>Director of Administration</td>
<td>Appointed by County Executive</td>
</tr>
<tr>
<td>Robert Schnur, CPA</td>
<td>Director of Finance</td>
<td>Appointed by County Executive</td>
</tr>
<tr>
<td>John Watson</td>
<td>County Counselor</td>
<td>Appointed by County Executive</td>
</tr>
<tr>
<td>Brent Statler, CPA</td>
<td>Auditor</td>
<td>Appointed by County Council</td>
</tr>
</tbody>
</table>

Employees and Employee Relations

The County has approximately 1,074 full-time employees and 225 part-time employees. Under State law, employees of the County have the authority to bargain collectively, but have no authority to strike. The County estimates that no more than 10% of the County’s workforce have elected union membership. The County does not currently have a contract with any union, but instead operates under memoranda of understanding that govern certain departmental operating procedures applicable to the employees electing union membership. The memoranda of understanding do not govern salaries, benefits or other personnel matters already addressed in the County’s Personnel Administration Plan.
Public Safety

Police protection is provided by the County’s police department, which consists of approximately 173 employees and 10 part-time employees, including approximately 135 commissioned officers.

The following cities have their own police department: Cottleville, Foristell, Lake St. Louis, O’Fallon, St. Charles, St. Peters and Wentzville. There are 10 fire protection districts and one municipal fire department within the County, which operate independently of the County government. The City of St. Charles Fire Department, Central County Fire and Rescue Protection District, Wentzville Fire Protection District and the Cottleville Community Fire Protection District are staffed with full-time career firefighters. The Lake St. Louis, New Melle and O’Fallon Fire Protection Districts employ a combination of career and volunteer firefighters to protect their citizens. The Augusta, Old Monroe, Orchard Farm and Rivers Pointe Fire Protection Districts are staffed by volunteers. St. Charles County Ambulance District provides 24-hour transfer service and emergency medical treatment from 16 bases located throughout the County. Ambulance service in the City of St. Charles is provided by the St. Charles Fire Department.

Transportation

The County is traversed by eight major highways: Interstate 70, State Highway 370, Interstate 64, U.S. Highway 67, U.S. Highway 61, State Highway 364 and State Routes 79 and 94. Interstate 70 provides direct access to St. Louis, approximately 20 miles east of the County, and to Kansas City, approximately 235 miles west of the County. State Highway 370 serves as an outerbelt from Interstate 70 in St. Peters to Interstate 270 in St. Louis County.

Regularly scheduled air passenger and freight service is available at the St. Louis Lambert International Airport located on Interstate 70 in St. Louis County. Two small airports are located in the County.

The County is located at the junction of the Missouri and Mississippi Rivers, near the center of a 7,000-mile inland water-way system with numerous barge line companies serving industrial centers in 20 states.

Educational Institutions and Facilities

Primary and secondary education are provided primarily by five public school districts: Fort Zumwalt R-II School District, Francis Howell R-III School District, Orchard Farm R-V School District, Wentzville R-IV School District, and School District of the City of St. Charles. All five districts are accredited by the Missouri Department of Elementary and Secondary Education (“DESE”), the highest accreditation status given by DESE. There are a number of private and parochial elementary schools serving approximately 20% of the total K-8 school population. Lewis and Clark Career Center, a part of the School District of the City of St. Charles, provides specialized vocational education for County students.

Post-secondary education is provided by the St. Charles Community College and Lindenwood University, both located within the County, and by the numerous institutions of higher education located in the St. Louis metropolitan area, including Saint Louis University, Washington University and the University of Missouri-St. Louis.

St. Charles Community College provides a combination of two-year vocational programs appropriate to the needs of County business and industry, the first two years of basic college courses, and adult education programs that allow County residents to improve job skills and programs to retrain displaced workers and homemakers.
Lindenwood University is a private four-year, liberal arts institution offering more than 200 undergraduate and graduate degree programs to approximately 16,000 students. Continuing adult education at Lindenwood University includes not-for-credit courses, workshops and seminars.

**Medical Services**

There are six hospitals located in the County with over 800 beds. The largest hospital is SSM Health St. Joseph Hospital, which is a member of SSM Health Care System and has facilities in the Cities of St. Charles, Lake St. Louis and Wentzville. SSM Health St. Joseph Hospital - St. Charles has approximately 256 beds. SSM Health St. Joseph Hospital - Lake St. Louis has 199 beds and SSM St. Joseph Hospital - Wentzville has approximately 86 beds.

Located in the City of St. Peters is Barnes-Jewish St. Peters’ Hospital, owned by Barnes-Jewish Hospital, part of the highly acclaimed Washington University Medical Complex located in St. Louis and is an acute care facility and has approximately 127 beds.

Located in the City of O’Fallon is Progress West Hospital, a member of BJC HealthCare. Progress West Health Center has approximately 68 beds.

Centerpointe Hospital, a 150-bed facility located in the City of Weldon Spring, is owned and managed by Little Hills Healthcare LLC. Centerpointe Hospital is a private psychiatric hospital serving the behavioral needs of children, adolescents and adults.

**Recreation and Cultural Activities**

Residents of the County enjoy the best of two worlds: life in a pleasant community with an excellent park system, historical sights and recreational facilities; and access to St. Louis, one of the nation’s largest cities with all of its activities including the St. Louis Arch, St. Louis Zoological Park, Missouri Botanical Gardens, Cardinals Baseball, and the St. Louis Symphony.

The St. Charles County Parks and Recreation Department operates 15 parks encompassing more than 3,600 acres. Facilities at the parks include picnic shelters, camping facilities, nature trails, disc golf and indoor lodges that can host weddings, family functions, and business conferences.

Other recreational facilities within the County, are numerous public parks owned by the incorporated cities, tennis courts, swimming pools and golf courses, including the Katy Trail State Park, a hiking and biking trail along the route of the Missouri-Kansas-Texas Railroad, which ceased operation in 1986. Other attractions in the County include the August A. Busch Wildlife Preserve, consisting of approximately 16,918 acres of land near Weldon Springs with facilities for hunting, fishing, and hiking; and the historic districts in the City of St. Charles with many historic buildings, antique shops, home-style restaurants and Missouri’s first state capitol.

Ameristar Casino, located in the City of St. Charles, includes an approximately 130,000 square foot casino with approximately 2,700 slot and video machines and a wide variety of table games.

**The Family Arena**

The Family Arena, which opened in 1999, is located on an approximately 60-acre site in the City of St. Charles, Missouri. The Family Arena, a 192,855 square-foot single concourse facility, contains 10,000 seats, 48 additional luxury boxes (each box having a capacity for 12 occupants), parking facilities for approximately 3,400 vehicles, locker rooms, concession stands, ticket booths and other related amenities. In 2019, 162 events were held at the Family Arena, including sporting events, convocations, concerts, exhibitions, horse shows, trade shows and other commercial shows. Previously the St. Louis Steamers (Major
Indoor Soccer League), the Missouri River Otters (United Hockey League), St. Louis Flight (American Basketball Association) and the Show Me Believers (National Indoor Football League) played at the Family Arena. Currently, no professional teams are playing at the arena.

Population

The following table shows the population of the County and the State:

<table>
<thead>
<tr>
<th>Year</th>
<th>County Population</th>
<th>Percent Change</th>
<th>State Population</th>
<th>Percent Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>402,022</td>
<td>+11.52%</td>
<td>6,126,452</td>
<td>+2.30%</td>
</tr>
<tr>
<td>2010</td>
<td>360,485</td>
<td>+26.98%</td>
<td>5,988,927</td>
<td>+7.04%</td>
</tr>
<tr>
<td>2000</td>
<td>283,883</td>
<td>+33.33%</td>
<td>5,595,211</td>
<td>+9.34%</td>
</tr>
<tr>
<td>1990</td>
<td>212,907</td>
<td>N/A</td>
<td>5,117,073</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Source: U.S. Census Bureau official census counts except for 2019 which is an estimate as of July 1, 2019.

The following table shows the population by age categories for the County and the State:

<table>
<thead>
<tr>
<th>Age</th>
<th>County Population</th>
<th>State Population</th>
</tr>
</thead>
<tbody>
<tr>
<td>under 5 years</td>
<td>23,161</td>
<td>370,408</td>
</tr>
<tr>
<td>5-19 years</td>
<td>78,827</td>
<td>1,166,859</td>
</tr>
<tr>
<td>20-24 years</td>
<td>24,385</td>
<td>406,398</td>
</tr>
<tr>
<td>25-44 years</td>
<td>105,863</td>
<td>1,561,475</td>
</tr>
<tr>
<td>45-64 years</td>
<td>107,257</td>
<td>1,586,238</td>
</tr>
<tr>
<td>65 and over</td>
<td>59,689</td>
<td>1,035,074</td>
</tr>
</tbody>
</table>

Median Age 38.7 38.8

Source: U.S. Census Bureau, 2018 American Community Survey 1-year estimates.

ECONOMIC INFORMATION CONCERNING THE COUNTY

Economy

The County has experienced strong growth in its industrial and commercial sectors during the past two decades. The quality of its transportation network, its central location in the United States, and its expanding resources of labor and materials have contributed to sustained rapid growth in the area. Residential growth has been considerable as a result of expanded employment opportunities. In addition, the County is an attractive suburban community providing employment opportunities outside the County through its proximity to employment centers throughout the St. Louis Metropolitan Area.

Manufacturing establishments produce over 80 different products in the County. More than twenty industrial parks are currently located on more than 2,000 acres within the County and there are many large tracts suitable for commercial or industrial usage.

There are numerous shopping centers, shopping corridors and business districts located throughout the County. The largest shopping center is Mid Rivers Mall, a regional shopping center, which opened in 1987.
The Mall contains approximately 1,000,000 square feet with approximately 100 stores including the following anchors: J.C. Penney, Macy’s and Dillard’s.

Much of the economic and financial information in this Official Statement is historic in nature and generally predates the COVID-19 pandemic. It is not possible to predict whether any of the trends shown herein will continue in the future. See “RISK FACTORS – Potential Risks Relating to COVID-19” in this Official Statement.

Labor Force

The following table shows the total labor force, number of employed and unemployed workers in the County and, for comparative purposes, the unemployment rates for the County, the State and the United States for 2015 through 2019:

<table>
<thead>
<tr>
<th>Year</th>
<th>Employed</th>
<th>Unemployed</th>
<th>Total</th>
<th>County</th>
<th>State</th>
<th>United States</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>221,305</td>
<td>5,780</td>
<td>227,085</td>
<td>2.5%</td>
<td>3.3%</td>
<td>3.7%</td>
</tr>
<tr>
<td>2018</td>
<td>219,001</td>
<td>5,589</td>
<td>224,590</td>
<td>2.5</td>
<td>3.2</td>
<td>3.9</td>
</tr>
<tr>
<td>2017</td>
<td>216,099</td>
<td>6,326</td>
<td>222,425</td>
<td>2.8</td>
<td>3.7</td>
<td>4.4</td>
</tr>
<tr>
<td>2016</td>
<td>213,718</td>
<td>7,776</td>
<td>221,494</td>
<td>3.5</td>
<td>4.6</td>
<td>4.9</td>
</tr>
<tr>
<td>2015</td>
<td>209,114</td>
<td>8,388</td>
<td>217,502</td>
<td>3.9</td>
<td>5.0</td>
<td>5.3</td>
</tr>
</tbody>
</table>


Employment

Employment in the County is well distributed among the manufacturing, trade and service industries. The following table shows information relating to the composition of employment in the County:

<table>
<thead>
<tr>
<th>Industry Class</th>
<th>Employment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Educational, health and social services</td>
<td>44,829</td>
</tr>
<tr>
<td>Manufacturing</td>
<td>27,830</td>
</tr>
<tr>
<td>Professional and technical services</td>
<td>23,446</td>
</tr>
<tr>
<td>Retail Trade</td>
<td>22,624</td>
</tr>
<tr>
<td>Finance, insurance, real estate, and rental and leasing</td>
<td>20,924</td>
</tr>
<tr>
<td>Arts, entertainment, recreation, accommodation, food services</td>
<td>19,542</td>
</tr>
<tr>
<td>Construction</td>
<td>14,141</td>
</tr>
<tr>
<td>Transportation and warehousing, and utilities</td>
<td>9,087</td>
</tr>
<tr>
<td>Other services</td>
<td>8,796</td>
</tr>
<tr>
<td>Public administration</td>
<td>7,148</td>
</tr>
<tr>
<td>Wholesale Trade</td>
<td>7,049</td>
</tr>
<tr>
<td>Information</td>
<td>2,972</td>
</tr>
<tr>
<td>Agriculture, forestry, fishing and hunting, and mining</td>
<td>1,345</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>209,733</strong></td>
</tr>
</tbody>
</table>

Largest Employers

Listed below are the largest private employers in the County:

<table>
<thead>
<tr>
<th>Employer</th>
<th>Product or Service</th>
<th>Employment</th>
</tr>
</thead>
<tbody>
<tr>
<td>General Motors Corporation</td>
<td>Automobile Manufacturer</td>
<td>4,141</td>
</tr>
<tr>
<td>MasterCard Worldwide</td>
<td>Financial Services</td>
<td>4,000</td>
</tr>
<tr>
<td>Citi</td>
<td>Financial Services</td>
<td>3,000</td>
</tr>
<tr>
<td>Ameristar/Pinnacle Casino</td>
<td>Casino</td>
<td>1,600</td>
</tr>
<tr>
<td>SSM St. Joseph Health Care</td>
<td>Hospital</td>
<td>1,308</td>
</tr>
<tr>
<td>Boeing Company</td>
<td>Aerospace Manufacturer</td>
<td>1,170</td>
</tr>
<tr>
<td>Barnes-Jewish St. Peters Hospital</td>
<td>Hospital</td>
<td>900</td>
</tr>
<tr>
<td>Enterprise Holdings</td>
<td>Transportation Services</td>
<td>857</td>
</tr>
<tr>
<td>GC Services</td>
<td>Call Center Management</td>
<td>753</td>
</tr>
<tr>
<td>SSM St. Joseph Hospital West</td>
<td>Hospital</td>
<td>730</td>
</tr>
</tbody>
</table>


Several of the above employers, including the Ameristar/Pinnacle Casino and Enterprise Holdings, furloughed employees within the last several months due to the COVID-19 pandemic. Certain furloughed employees have already returned to work. See the caption “RISK FACTORS – Potential Impact of COVID-19” in the Official Statement.

Income

The following table shows certain income statistics for the County, the State and the United States:

<table>
<thead>
<tr>
<th></th>
<th>Median Family Income 2018 (dollars)</th>
<th>Per Capita Income 2018 (dollars)</th>
</tr>
</thead>
<tbody>
<tr>
<td>County</td>
<td>$99,140</td>
<td>$38,203</td>
</tr>
<tr>
<td>State</td>
<td>69,188</td>
<td>30,498</td>
</tr>
<tr>
<td>United States</td>
<td>76,401</td>
<td>33,831</td>
</tr>
</tbody>
</table>

Source: U.S. Census Bureau, 2018 American Community Survey 1-year estimates.
**Income Statistics**

The following table shows per capita personal income\(^{(1)}\) for the County and the State for the years 2016 through 2018, the latest year for which such information is available:

<table>
<thead>
<tr>
<th>Year</th>
<th>County Per Capita Personal Income</th>
<th>State Per Capita Personal Income</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>$53,745</td>
<td>$47,746</td>
</tr>
<tr>
<td>2017</td>
<td>51,137</td>
<td>45,744</td>
</tr>
<tr>
<td>2016</td>
<td>49,356</td>
<td>44,336</td>
</tr>
</tbody>
</table>


\(^{(1)}\) “Per Capita Personal Income” is the annual total personal income of residents divided by the resident population. “Personal Income” is the sum of net earnings by place of residence, rental income of persons, personal dividend income, personal interest income, and transfer payments. “Net Earnings” is earnings by place of work - the sum of wage and salary disbursements (payrolls), other labor income, and proprietors’ income - less personal contributions for social insurance, plus an adjustment to convert earnings by place of work to a place-of-residence basis. Personal Income is measured before the deduction of personal income taxes and other personal taxes and is reported in current dollars (no adjustment is made for price changes).

**Housing**

The following table shows the median value of owner-occupied housing units in the County, the State and the United States:

<table>
<thead>
<tr>
<th></th>
<th>Median Value</th>
<th>Built Since 2000</th>
<th>Built Before 1939</th>
</tr>
</thead>
<tbody>
<tr>
<td>County</td>
<td>$228,800</td>
<td>32.76%</td>
<td>2.57%</td>
</tr>
<tr>
<td>State</td>
<td>162,600</td>
<td>17.51%</td>
<td>13.99%</td>
</tr>
<tr>
<td>United States</td>
<td>229,700</td>
<td>19.65%</td>
<td>12.47%</td>
</tr>
</tbody>
</table>

Source: U.S. Census Bureau, 2018 American Community Survey 1-year estimates.
PROPERTY TAXATION

Property Valuations

Current Assessed Valuation. The following table shows the total assessed valuation and the estimated actual valuation, by category, of all taxable tangible property situated in the County for 2019, following certification by the Board of Equalization:

<table>
<thead>
<tr>
<th>Category</th>
<th>Assessed Valuation</th>
<th>Assessment Rate</th>
<th>Estimated Total Valuation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Real estate:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Residential</td>
<td>$6,210,956,260</td>
<td>19%</td>
<td>$32,689,243,474</td>
</tr>
<tr>
<td>Commercial</td>
<td>1,604,984,119</td>
<td>32%</td>
<td>5,015,575,372</td>
</tr>
<tr>
<td>Agricultural</td>
<td>22,769,950</td>
<td>12%</td>
<td>189,749,583</td>
</tr>
<tr>
<td>Railroad &amp; Utility</td>
<td>246,932,759</td>
<td>32%</td>
<td>771,664,872</td>
</tr>
<tr>
<td>Sub-Total</td>
<td>$8,085,643,088</td>
<td></td>
<td>$38,666,233,301</td>
</tr>
<tr>
<td>Personal Property (1)</td>
<td>$1,411,215,913</td>
<td>33.33%</td>
<td>$4,234,071,146</td>
</tr>
<tr>
<td>TOTAL</td>
<td>$9,496,859,001</td>
<td></td>
<td>$42,900,304,447</td>
</tr>
</tbody>
</table>

Source: County’s Comprehensive Annual Financial Report for the fiscal year ended December 31, 2019.

(1) Assumes all personal property is assessed at 33-1/3%; because certain subclasses of tangible personal property are assessed at less than 33-1/3%, the estimated actual valuation for personal property would likely be greater than that shown above.

History of Property Valuation. The following table shows the total assessed valuation of all taxable tangible property situated in the County, including state-assessed railroad and utility property, according to the assessments of January 1, following certification by the Board of Equalization, in each of the following years:

<table>
<thead>
<tr>
<th>Year</th>
<th>Assessed Valuation</th>
<th>Percentage Increase (Decrease)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>$9,496,859,001</td>
<td>+10.2%</td>
</tr>
<tr>
<td>2018</td>
<td>8,620,213,993</td>
<td>+2.2</td>
</tr>
<tr>
<td>2017</td>
<td>8,438,272,411</td>
<td>+8.9</td>
</tr>
<tr>
<td>2016</td>
<td>7,751,981,166</td>
<td>+2.1</td>
</tr>
<tr>
<td>2015</td>
<td>7,592,447,197</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Source: County’s Comprehensive Annual Financial Report for the fiscal year ended December 31, 2019.

Assessment Procedure. Property within the County is assessed by the St. Charles County Assessor. Missouri Law requires real property to be assessed at the following percentages of estimated appraised value: commercial real estate, 32%; residential real estate, 19%; and agriculture real estate, 12%. Personal property is generally assessed at 33.3% of book value, however, subclasses of tangible personal property are assessed at different percentages. These percentages are as follows: ½% for grain and other agricultural crops in an unmanufactured condition, 12% for livestock, farm machinery and poultry, and 5% for historic motor vehicles. By law, all real estate within the County must be reassessed by the County Assessor in every odd-numbered year.
County Tax Rates

The following table shows the County tax rates per $100 assessed valuation for real and personal property for years 2015-2019:

<table>
<thead>
<tr>
<th>Fund</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Road and Bridge Fund</td>
<td>$0.1962</td>
<td>$0.1962</td>
<td>$0.1879</td>
<td>$0.1879</td>
<td>$0.1781</td>
</tr>
<tr>
<td>Dispatch &amp; Alarm Fund</td>
<td>0.0378</td>
<td>0.0441</td>
<td>0.0422</td>
<td>0.0422</td>
<td>0.0400</td>
</tr>
<tr>
<td>TOTAL</td>
<td>$0.2340</td>
<td>$0.2403</td>
<td>$0.2301</td>
<td>$0.2301</td>
<td>$0.2181</td>
</tr>
</tbody>
</table>

Source: County’s Comprehensive Annual Financial Report for the fiscal year ended December 31, 2019.

Tax Collection Record

The following table sets forth tax collection information for the County in each of the following years:

<table>
<thead>
<tr>
<th>Levy Year</th>
<th>Total Taxes Levied</th>
<th>Current Taxes Total</th>
<th>Percentage Collected</th>
<th>Delinquent Taxes Total</th>
<th>Percentage Collected</th>
<th>Total Taxes Percentage Collected</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>$32,359,200</td>
<td>$30,707,562</td>
<td>94.9%</td>
<td>$0</td>
<td>-</td>
<td>$30,707,562 94.9%</td>
</tr>
<tr>
<td>2018</td>
<td>31,227,219</td>
<td>29,371,505</td>
<td>94.1</td>
<td>1,631,631</td>
<td>5.2</td>
<td>31,003,136 99.3</td>
</tr>
<tr>
<td>2017</td>
<td>30,490,881</td>
<td>28,684,629</td>
<td>94.1</td>
<td>1,758,803</td>
<td>5.7</td>
<td>30,443,432 99.8</td>
</tr>
<tr>
<td>2016</td>
<td>28,986,751</td>
<td>27,259,841</td>
<td>94.0</td>
<td>1,689,052</td>
<td>5.8</td>
<td>28,948,893 99.9</td>
</tr>
<tr>
<td>2015</td>
<td>27,499,855</td>
<td>27,013,022</td>
<td>98.2</td>
<td>457,564</td>
<td>1.6</td>
<td>27,470,586 99.9</td>
</tr>
</tbody>
</table>

Source: County’s Comprehensive Annual Financial Report for the fiscal year ended December 31, 2019.

Major Taxpayers

The table below sets forth the 10 largest property taxpayers within the boundaries of the County for 2019 based on such taxpayer’s assessed valuation of real estate and personal property:

<table>
<thead>
<tr>
<th>Taxpayer</th>
<th>Type of Business</th>
<th>Assessed Valuation</th>
<th>% of County’s Total Assessed Valuation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pinnacle Entertainment Inc.</td>
<td>Gaming Facilities</td>
<td>$ 92,158,495</td>
<td>0.97%</td>
</tr>
<tr>
<td>General Motors Corporation</td>
<td>Automobile Assembly Division</td>
<td>71,350,416</td>
<td>0.75%</td>
</tr>
<tr>
<td>True Mfg., Three T’s, True Femme</td>
<td>Refrigeration Manuf.</td>
<td>31,323,754</td>
<td>0.33%</td>
</tr>
<tr>
<td>McDonnell Douglas Corporation</td>
<td>Aerospace Manuf.</td>
<td>26,810,831</td>
<td>0.28%</td>
</tr>
<tr>
<td>Union Electric Co.</td>
<td>Utility</td>
<td>26,177,905</td>
<td>0.28%</td>
</tr>
<tr>
<td>Airwick Industries</td>
<td>Air Freshener Manuf.</td>
<td>25,943,162</td>
<td>0.27%</td>
</tr>
<tr>
<td>Cuivre River Electric Cooperative</td>
<td>Utility</td>
<td>20,551,408</td>
<td>0.22%</td>
</tr>
<tr>
<td>Enterprise Rent A Car Company</td>
<td>Automobile Leasing</td>
<td>20,196,327</td>
<td>0.21%</td>
</tr>
<tr>
<td>Spire Missouri Inc.</td>
<td>Utility</td>
<td>19,357,799</td>
<td>0.20%</td>
</tr>
<tr>
<td>Centene Data Center</td>
<td>Health Care Data</td>
<td>18,573,724</td>
<td>0.20%</td>
</tr>
</tbody>
</table>

$352,443,821 3.71%

Source: County’s Comprehensive Annual Financial Report for the fiscal year ended December 31, 2019.
DEBT STRUCTURE OF THE COUNTY

General Obligation Indebtedness

The County has no outstanding voter approved general obligation bonds. Subject to voter approval, the County is authorized to issue general obligation bonds payable from unlimited ad valorem taxes to finance capital improvements upon a four-sevenths or two-thirds majority vote of the qualified voters voting on the specific proposition, depending upon the specific date of the election. The County may issue general obligation bonds in an amount not exceeding 10% of the total assessed valuation of the taxable property of the County.

Neighborhood Improvement District Bonds

Cities and counties in Missouri are authorized to issue bonds pursuant to the Neighborhood Improvement District Act to finance improvements (such as streets, sidewalks and utilities) within designated areas. Such bonds constitute limited general obligation bonds of the issuer payable as to both principal and interest from special assessments that are levied and assessed upon real property benefited by the improvements and, if not so paid, from current income and revenue and surplus funds of the issuer. The full faith and credit of the issuer are irrevocably pledged for the prompt payment of the principal of and interest on such bonds as the same become due; provided, however, the issuer may not impose any new or increased ad valorem property taxes to pay principal of or interest on such bonds without the voter approval required by the Constitution and laws of the State.

The County has issued the following general obligation neighborhood improvement district bonds (the “NID Bonds”):

<table>
<thead>
<tr>
<th>Date of Issue</th>
<th>Amount of Issue</th>
<th>Amount Outstanding</th>
<th>Final Maturity Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>February 7, 2002</td>
<td>$2,941,000</td>
<td>$ 382,000</td>
<td>February 1, 2022</td>
</tr>
<tr>
<td>March 1, 2003</td>
<td>362,000</td>
<td>56,000</td>
<td>September 1, 2022</td>
</tr>
<tr>
<td>March 11, 2004</td>
<td>272,000</td>
<td>62,000</td>
<td>August 1, 2023</td>
</tr>
<tr>
<td>August 1, 2006</td>
<td>795,000</td>
<td>310,000</td>
<td>March 1, 2026</td>
</tr>
<tr>
<td>July 28, 2009</td>
<td>2,300,000</td>
<td>1,255,000</td>
<td>March 1, 2029</td>
</tr>
<tr>
<td><strong>$2,065,000</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Statement of Legal Debt Limit

The following table shows the legal debt limitation and debt margin of the County:

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>2019 Assessed Valuation</td>
<td>$9,496,859,001</td>
</tr>
<tr>
<td>Debt Limit - 10% of Assessed Value</td>
<td>$949,685,900</td>
</tr>
<tr>
<td>Less: Total General Obligation Indebtedness(^{(1)})</td>
<td>(2,065,000)</td>
</tr>
<tr>
<td>Legal Debt Margin</td>
<td>$ 947,620,900</td>
</tr>
</tbody>
</table>

\(^{(1)}\) The County does not have any general obligation bonds outstanding. The Neighborhood Improvement District Act and the constitutional provision authorizing neighborhood improvement districts expressly provide a debt limitation of 10% of the issuer’s then-current assessed valuation. Spradlin v. Fulton raised, but did not answer, the question of whether the Neighborhood Improvement District Act and constitutional authorization established a debt limit independent of other general obligation debt limitations. Accordingly, at this time, neighborhood improvement district bonds are computed as part of the general debt limitation.
### Debt Service Schedule for NID Bonds

The following table sets forth the annual debt service requirements for the NID Bonds:

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Principal</td>
<td>Interest</td>
<td>Principal</td>
<td>Interest</td>
<td>Principal</td>
<td>Interest</td>
</tr>
<tr>
<td>2020(1)</td>
<td>$115,000</td>
<td>$55,819</td>
<td>$45,000</td>
<td>$15,893</td>
<td>$15,000</td>
<td>$930</td>
</tr>
<tr>
<td>2021</td>
<td>120,000</td>
<td>51,119</td>
<td>45,000</td>
<td>13,778</td>
<td>15,000</td>
<td>705</td>
</tr>
<tr>
<td>2022</td>
<td>125,000</td>
<td>46,219</td>
<td>50,000</td>
<td>11,520</td>
<td>16,000</td>
<td>480</td>
</tr>
<tr>
<td>2023</td>
<td>125,000</td>
<td>41,219</td>
<td>50,000</td>
<td>9,120</td>
<td>16,000</td>
<td>240</td>
</tr>
<tr>
<td>2024</td>
<td>130,000</td>
<td>35,875</td>
<td>55,000</td>
<td>6,600</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2025</td>
<td>140,000</td>
<td>29,969</td>
<td>50,000</td>
<td>4,080</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2026</td>
<td>145,000</td>
<td>23,734</td>
<td>60,000</td>
<td>1,440</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2027</td>
<td>155,000</td>
<td>17,172</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2028</td>
<td>160,000</td>
<td>10,281</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2029</td>
<td>155,000</td>
<td>3,391</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>$1,370,000</td>
<td>$314,798</td>
<td>$355,000</td>
<td>$62,431</td>
<td>$62,000</td>
<td>$2,355</td>
</tr>
</tbody>
</table>

(1) Includes payments already made during the fiscal year ending December 31, 2020.

[Remainder of Page Intentionally Left Blank.]
Overlapping Debt

The following table sets forth bonded indebtedness of political subdivisions with boundaries overlapping the County as of August 1, 2020 (unless otherwise indicated and excluding neighborhood improvement district debt), and the percent attributable (on the basis of assessed valuation) to the County. The table was compiled from information furnished by the jurisdiction responsible for the debt and the County has not independently verified the accuracy or completeness of such information. Furthermore, political subdivisions may have ongoing programs requiring the issuance of substantial additional bonds, the amounts of which cannot be determined at this time.

<table>
<thead>
<tr>
<th>Overlapping Debt</th>
<th>Outstanding Bonds(1)</th>
<th>Percent Applicable to County</th>
<th>Overlapping Debt Applicable to County</th>
</tr>
</thead>
<tbody>
<tr>
<td>City of St. Charles</td>
<td>$ 8,390,000</td>
<td>100%</td>
<td>$ 8,390,000</td>
</tr>
<tr>
<td>City of St. Peters</td>
<td>55,745,000</td>
<td>100</td>
<td>55,745,000</td>
</tr>
<tr>
<td>City of O’Fallon</td>
<td>54,055,000</td>
<td>100</td>
<td>54,055,000</td>
</tr>
<tr>
<td>City of Lake Saint Louis</td>
<td>5,575,000</td>
<td>100</td>
<td>5,575,000</td>
</tr>
<tr>
<td>School District of Washington</td>
<td>63,630,000</td>
<td>5.3</td>
<td>3,372,390</td>
</tr>
<tr>
<td>Ft. Zumwalt School District</td>
<td>136,179,954</td>
<td>100</td>
<td>136,179,954</td>
</tr>
<tr>
<td>Francis Howell School District</td>
<td>88,345,000</td>
<td>100</td>
<td>88,345,000</td>
</tr>
<tr>
<td>St. Charles School District</td>
<td>44,330,000</td>
<td>100</td>
<td>44,330,000</td>
</tr>
<tr>
<td>Orchard Farm School District</td>
<td>40,780,000</td>
<td>100</td>
<td>40,780,000</td>
</tr>
<tr>
<td>Wentzville School District</td>
<td>240,879,885</td>
<td>100</td>
<td>240,879,885</td>
</tr>
<tr>
<td>St. Charles County Community College</td>
<td>15,840,000</td>
<td>100</td>
<td>15,840,000</td>
</tr>
<tr>
<td>East Central College</td>
<td>9,121,963</td>
<td>2.4</td>
<td>218,927</td>
</tr>
<tr>
<td>St. Charles County Ambulance District</td>
<td>47,060,000</td>
<td>100</td>
<td>47,060,000</td>
</tr>
<tr>
<td>Central County Fire Protection District</td>
<td>15,495,000</td>
<td>100</td>
<td>15,495,000</td>
</tr>
<tr>
<td>Wentzville Fire Protection District</td>
<td>23,800,000</td>
<td>100</td>
<td>23,800,000</td>
</tr>
<tr>
<td>O’Fallon Fire Protection District</td>
<td>8,030,000</td>
<td>100</td>
<td>8,030,000</td>
</tr>
<tr>
<td>Portage des Sioux</td>
<td>15,000</td>
<td>100</td>
<td>15,000</td>
</tr>
<tr>
<td>Lake St. Louis Fire Protection District</td>
<td>5,100,000</td>
<td>100</td>
<td>5,100,000</td>
</tr>
<tr>
<td>Cottleville Comm. Fire Protection District(2)</td>
<td>9,030,000</td>
<td>100</td>
<td>9,030,000</td>
</tr>
<tr>
<td>TOTAL OVERLAPPING</td>
<td>$802,241,156</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Source: Taxing jurisdiction records; Missouri State Auditor’s Office.
(1) Lease and loan obligations which are subject to annual appropriation for payment and for which a tax levy cannot be imposed without voter approval are excluded from this table. The table also excludes Neighborhood Improvement District Bonds that are a general obligation of the issuer but are expected to be paid from special assessments and for which the issuer may not levy a general property tax.
(2) Outstanding as of August 24, 2020.

Special Obligation Bonds

The County is authorized pursuant to its charter to issue special obligation bonds, which are obligations that are payable solely from annually appropriated funds of the County.
The following table sets forth the annual debt service requirements for the County’s outstanding special obligation bonds following the issuance of the Bonds, which are all expected to be paid from the County’s capital improvements sales tax and revenues generated from the Family Arena:

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Series 2017 Bonds(1)</th>
<th>The Bonds*</th>
<th>Total*</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Principal</td>
<td>Interest</td>
<td>Principal</td>
</tr>
<tr>
<td>2020</td>
<td>$227,375</td>
<td></td>
<td>$2,750,000</td>
</tr>
<tr>
<td>2021</td>
<td>$905,000</td>
<td>436,650</td>
<td>$3,750,000</td>
</tr>
<tr>
<td>2022</td>
<td>$940,000</td>
<td>399,750</td>
<td>3,865,000</td>
</tr>
<tr>
<td>2023</td>
<td>$980,000</td>
<td>361,350</td>
<td>3,755,000</td>
</tr>
<tr>
<td>2024</td>
<td>$1,020,000</td>
<td>321,350</td>
<td>3,875,000</td>
</tr>
<tr>
<td>2025</td>
<td>$1,060,000</td>
<td>279,750</td>
<td>1,985,000</td>
</tr>
<tr>
<td>2026</td>
<td>$1,100,000</td>
<td>236,550</td>
<td>1,450,000</td>
</tr>
<tr>
<td>2027</td>
<td>$1,145,000</td>
<td>191,650</td>
<td>1,490,000</td>
</tr>
<tr>
<td>2028</td>
<td>$1,190,000</td>
<td>150,900</td>
<td>1,540,000</td>
</tr>
<tr>
<td>2029</td>
<td>$1,225,000</td>
<td>114,675</td>
<td>1,580,000</td>
</tr>
<tr>
<td>2030</td>
<td>$1,260,000</td>
<td>77,400</td>
<td></td>
</tr>
<tr>
<td>2031</td>
<td>$1,300,000</td>
<td>39,000</td>
<td></td>
</tr>
<tr>
<td>2032</td>
<td>$650,000</td>
<td>9,750</td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>$12,775,000</td>
<td>$2,846,150</td>
<td>$23,290,000</td>
</tr>
</tbody>
</table>


Lease and Loan Obligations

The County entered into a lease agreement for the acquisition of speaker equipment for the Family Arena. The County will pay $35,000 in Fiscal Year 2020 and $26,250 in Fiscal Year 2021.

Future Debt Plans

The County is exploring options for renovating the County’s justice center; however, the cost, timing and source of revenues for the financing have not been determined.

History of Debt Payment

The County has never defaulted on any indebtedness of the County and has never failed to appropriate funds for the payment of annual appropriated obligations.

FINANCIAL INFORMATION CONCERNING THE COUNTY

Accounting, Budgeting and Auditing Procedures

The Comprehensive Annual Financial Report of the County, including the audited financial statements for the fiscal year ended December 31, 2019, is included in Appendix A to this Official Statement. A summary of the County’s significant accounting policies and a description of the County’s funds and accounts are contained therein in the Notes accompanying the audited financial statements.

* Preliminary; subject to change.
The County has received a Certificate of Achievement for Excellence in Financial Reporting (the "Certificate of Achievement") for the last 19 consecutive years for its comprehensive annual financial reports ("CAFR"). The Certificate of Achievement is awarded by the Government Finance Officers Association of the United States and Canada ("GFOA") and is the highest form of recognition for excellence in state and local government financial reporting. To be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. The County administration believes that its current CAFR continues to meet the Certificate of Achievement Program’s requirements and the County plans to submit it to GFOA to determine its eligibility for another certificate.

Employee Retirement System

The County participates in the Missouri Local Government Employees’ Retirement System ("LAGERS"), an agent multiple-employer public employee retirement system that acts as a common investment and administrative agent for local government entities in Missouri. LAGERS was created and is governed by state statute, and is a defined-benefit pension plan that provides retirement, disability and death benefits. The plan is qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (the “Code”) and is tax-exempt. LAGERS is governed by a seven-member Board of Trustees consisting of three trustees elected by participating employees, three trustees elected by participating employers and one trustee appointed by the Missouri Governor.

LAGERS issues a publicly available financial report that includes financial statements and required supplementary information. The LAGERS Comprehensive Annual Financial Report for the fiscal year ended June 30, 2019 (the “2019 LAGERS CAFR”) is available at http://www.molagers.org/financial-reports.html. The link to the 2019 LAGERS CAFR is provided for general background information only, and the information in the 2019 LAGERS CAFR is not incorporated by reference into this Official Statement. The 2019 LAGERS CAFR provides detailed information about LAGERS, including its financial position, investment policy and performance information, actuarial information and assumptions affecting plan design and policies, and certain statistical information about the plan.

For information specific to the County’s participation in LAGERS, including the County’s past contributions, net pension liability, and pension expense, see Note XI to the County’s financial statements included in Appendix A to this Official Statement. For additional information regarding LAGERS, see the 2019 LAGERS CAFR.

The General Fund

In accordance with established accounting procedures of governmental units, the County records its financial transactions under various funds. The largest is the General Fund, from which all general operating expenses are paid and to which taxes and all other revenues not specifically allocated by law or contractual agreement to other funds are deposited. The following table sets forth the revenues, expenditures and fund balances for the County’s General Fund for the past four fiscal years. The audited financial statements of the County for the fiscal years ended December 31, 2016 through December 31, 2018 are available upon request from the County. The County’s audited financial statements for the fiscal year ended December 31, 2019 are included in this Official Statement as Appendix A.
# GENERAL FUND

## STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE

<table>
<thead>
<tr>
<th></th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>REVENUES</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Taxes</td>
<td>$42,626,979</td>
<td>$43,319,869</td>
<td>$43,992,116</td>
<td>$46,183,048</td>
</tr>
<tr>
<td>Fees, licenses and permits</td>
<td>16,984,852</td>
<td>18,378,932</td>
<td>20,600,495</td>
<td>21,524,365</td>
</tr>
<tr>
<td>Intergovernmental</td>
<td>6,859,296</td>
<td>6,738,618</td>
<td>7,148,881</td>
<td>8,879,212</td>
</tr>
<tr>
<td>Investment income</td>
<td>179,902</td>
<td>96,885</td>
<td>208,355</td>
<td>351,037</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>1,371,716</td>
<td>1,291,893</td>
<td>1,338,387</td>
<td>1,494,232</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>$68,022,745</td>
<td>$69,826,197</td>
<td>$73,288,234</td>
<td>$78,431,894</td>
</tr>
<tr>
<td><strong>EXPENDITURES</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Current:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Administration</td>
<td>1,354,185</td>
<td>1,348,513</td>
<td>1,395,622</td>
<td>1,405,886</td>
</tr>
<tr>
<td>Government Operations</td>
<td>12,345,459</td>
<td>12,771,519</td>
<td>13,227,358</td>
<td>14,821,448</td>
</tr>
<tr>
<td>State Functions</td>
<td>2,580,282</td>
<td>2,659,939</td>
<td>2,807,294</td>
<td>2,872,308</td>
</tr>
<tr>
<td>Health and Human Services</td>
<td>4,850,481</td>
<td>4,888,004</td>
<td>6,479,701</td>
<td>6,756,269</td>
</tr>
<tr>
<td>Community Development</td>
<td>3,887,194</td>
<td>4,081,475</td>
<td>3,538,387</td>
<td>4,160,312</td>
</tr>
<tr>
<td>Court Functions</td>
<td>9,477,462</td>
<td>9,593,317</td>
<td>10,082,875</td>
<td>10,233,455</td>
</tr>
<tr>
<td>Public Safety</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Police</td>
<td>16,448,513</td>
<td>16,480,850</td>
<td>17,173,449</td>
<td>17,980,094</td>
</tr>
<tr>
<td>Sheriff</td>
<td>3,528,086</td>
<td>3,540,655</td>
<td>3,578,976</td>
<td>3,714,694</td>
</tr>
<tr>
<td>Corrections</td>
<td>12,901,241</td>
<td>13,084,903</td>
<td>13,855,130</td>
<td>14,931,410</td>
</tr>
<tr>
<td>Other Public Safety</td>
<td>575,694</td>
<td>603,039</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Capital Outlay:</td>
<td>138,400</td>
<td>110,915</td>
<td>122,096</td>
<td>72,958</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>68,086,997</td>
<td>69,163,129</td>
<td>72,260,888</td>
<td>76,948,834</td>
</tr>
<tr>
<td><strong>EXCESS OF REVENUES OVER EXPENDITURES</strong></td>
<td>(64,252)</td>
<td>663,068</td>
<td>1,027,346</td>
<td>1,483,060</td>
</tr>
<tr>
<td><strong>OTHER FINANCING SOURCES (USES)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transfers In</td>
<td>1,594,026</td>
<td>2,002,135</td>
<td>1,868,645</td>
<td>2,361,651</td>
</tr>
<tr>
<td>Sale of capital assets</td>
<td>70,077</td>
<td>137,105</td>
<td>118,808</td>
<td>69,149</td>
</tr>
<tr>
<td><strong>Total Other Financing Sources (Uses)</strong></td>
<td>(2,577,346)</td>
<td>(969,491)</td>
<td>(299,795)</td>
<td>896,544</td>
</tr>
<tr>
<td><strong>Net Change in Fund Balances</strong></td>
<td>(2,641,598)</td>
<td>(306,423)</td>
<td>727,551</td>
<td>2,379,604</td>
</tr>
<tr>
<td><strong>FUND BALANCE -- BEGINNING OF YEAR</strong></td>
<td>20,353,403</td>
<td>17,711,805</td>
<td>17,405,382</td>
<td>18,132,933</td>
</tr>
<tr>
<td><strong>FUND BALANCE -- END OF YEAR</strong></td>
<td>$17,711,805</td>
<td>$17,405,382</td>
<td>$18,132,933</td>
<td>$20,512,537</td>
</tr>
</tbody>
</table>


(1) In 2016, $1,500,000 was transferred to the risk management fund due to a shortfall in medical premium payments and $1,400,000 was transferred to a new fund created to consolidate emergency communication systems. In 2017, $1,850,000 was transferred to the risk management fund due to a shortfall in medical premium payments.

(2) The fund balance includes amounts owed from other funds, including money owed from the Family Arena which is currently not expected to be repaid to the General Fund. For the 2019 Fiscal Year, $4,279,562 is due from the Family Arena Proprietary Fund to the General Fund. See the section captioned “Family Arena Proprietary Fund” below.
Family Arena Proprietary Fund

The Family Arena Proprietary Fund accounts for the activities of the Family Arena. The following table sets forth the revenues, expenditures and fund balances for the Family Arena Fund for the past four fiscal years.

<table>
<thead>
<tr>
<th>OPERATING REVENUES</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operations</td>
<td>$4,603,214</td>
<td>$4,422,956</td>
<td>$4,216,416</td>
<td>$4,104,660</td>
</tr>
<tr>
<td>Food and beverage</td>
<td>1,683,213</td>
<td>1,669,658</td>
<td>1,618,766</td>
<td>1,751,765</td>
</tr>
<tr>
<td>Parking</td>
<td>662,340</td>
<td>620,357</td>
<td>593,064</td>
<td>567,828</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>228,081</td>
<td>242,884</td>
<td>240,850</td>
<td>270,081</td>
</tr>
<tr>
<td><strong>Total Operating Revenues</strong></td>
<td><strong>7,176,848</strong></td>
<td><strong>6,955,855</strong></td>
<td><strong>6,669,096</strong></td>
<td><strong>6,694,334</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>OPERATING EXPENSES</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Labor and benefits</td>
<td>1,898,054</td>
<td>1,820,114</td>
<td>1,833,901</td>
<td>1,918,795</td>
</tr>
<tr>
<td>Costs of Goods sold</td>
<td>494,365</td>
<td>453,244</td>
<td>441,434</td>
<td>461,966</td>
</tr>
<tr>
<td>General administration</td>
<td>160,680</td>
<td>90,364</td>
<td>93,512</td>
<td>87,864</td>
</tr>
<tr>
<td>Chemicals</td>
<td>5,707</td>
<td>6,792</td>
<td>5,410</td>
<td>8,745</td>
</tr>
<tr>
<td>Professional services</td>
<td>4,129,252</td>
<td>4,197,217</td>
<td>3,752,203</td>
<td>3,674,854</td>
</tr>
<tr>
<td>Utilities &amp; fuel</td>
<td>489,369</td>
<td>569,456</td>
<td>565,968</td>
<td>418,626</td>
</tr>
<tr>
<td>Repairs and maintenance</td>
<td>152,331</td>
<td>116,143</td>
<td>156,266</td>
<td>200,919</td>
</tr>
<tr>
<td>Capital</td>
<td>40,039</td>
<td>-</td>
<td>3,668</td>
<td>17,091</td>
</tr>
<tr>
<td>Insurance</td>
<td>100,000</td>
<td>110,000</td>
<td>120,000</td>
<td>100,000</td>
</tr>
<tr>
<td>Depreciation</td>
<td>1,370,840</td>
<td>1,365,587</td>
<td>1,408,995</td>
<td>1,398,408</td>
</tr>
<tr>
<td><strong>Total Operating Expenses</strong></td>
<td><strong>8,840,637</strong></td>
<td><strong>8,728,917</strong></td>
<td><strong>8,381,357</strong></td>
<td><strong>8,287,268</strong></td>
</tr>
</tbody>
</table>

| Operating Loss       | (1,663,789) | (1,773,062) | (1,712,261) | (1,592,934) |

<table>
<thead>
<tr>
<th>NONOPERATING REVENUES (EXPENSES)</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest expense and fees</td>
<td>(714,814)</td>
<td>(646,379)</td>
<td>(575,830)</td>
<td>(497,765)</td>
</tr>
<tr>
<td>Gain (Loss) on disposal of assets</td>
<td>-</td>
<td>(5,415)</td>
<td>(466)</td>
<td>110</td>
</tr>
<tr>
<td><strong>TOTAL NONOPERATING REVENUE</strong> (EXPENSES)</td>
<td>(714,814)</td>
<td>(651,794)</td>
<td>(576,296)</td>
<td>(497,765)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Income (Loss) before contributions and transfers</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Transfers in(1)</td>
<td>(2,378,603)</td>
<td>(2,424,856)</td>
<td>(2,288,557)</td>
<td>(2,090,699)</td>
</tr>
<tr>
<td>Transfers out</td>
<td>2,916,826</td>
<td>3,116,439</td>
<td>3,205,094</td>
<td>2,919,963</td>
</tr>
<tr>
<td>Change in net position</td>
<td>524,376</td>
<td>677,446</td>
<td>916,537</td>
<td>829,264</td>
</tr>
</tbody>
</table>

Net position – beginning | (6,951,365) | (6,426,989) | (5,749,543) | (4,876,004) |

Adjustment to net position – prior period terms | - | - | (42,998) | - |

Net position – restated beginning | - | - | (5,792,541) | - |

Net position - ending(1) | $6,426,989 | $(5,749,543) | $(4,876,004) | $(4,046,740) |

(1) Transfers are made from the General Fund to cover operating losses. For the 2019 Fiscal Year, $4,279,562 is due from the Family Arena Proprietary Fund to the General Fund.

**Intergovernmental Agreement**

The County and the City of St. Charles, Missouri (the “City”) have entered into an Amended Family Arena Substitute Intergovernmental Cooperation Agreement dated as of December 27, 2010 (the “Intergovernmental Agreement”). Under the Intergovernmental Agreement, the City has agreed to pay to the County the amount of $300,000 per year until the first to occur of (a) December 31, 2025, or (b) the County sells the Family Arena to a third party that is not a public governmental body. The obligation of the City to make such payments is subject to annual appropriation by the City Council of the City. If the City Council of the City fails to make such an appropriation, the Intergovernmental Agreement provides that the amount of $300,000 becomes a penalty due and owning from the City, which penalty is enforceable by the County in a court of competent jurisdiction. In addition, the City may fail to make such an appropriation if at least 115 events are not booked at the Family Arena for each 12-month period commencing June 1. The $300,000 annual payment is subject to adjustment each year depending on the amount of taxable sales generated at the Family Arena; provided that the annual payment shall in no event be less than $240,000.

**Sources of General Fund Revenue**

The County derives its revenue from a variety of sources. The following table shows the estimated allocation of the County’s General Fund revenue by source for the 2019 Fiscal Year:

<table>
<thead>
<tr>
<th>Source</th>
<th>Amount Received</th>
<th>% of Total General Fund Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales taxes</td>
<td>$45,954,266</td>
<td>58.59%</td>
</tr>
<tr>
<td>Fees, licenses and permits</td>
<td>21,524,365</td>
<td>27.44%</td>
</tr>
<tr>
<td>Intergovernmental</td>
<td>8,879,212</td>
<td>11.32%</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>1,494,346</td>
<td>1.91%</td>
</tr>
<tr>
<td>Investment earnings</td>
<td>351,037</td>
<td>0.45%</td>
</tr>
<tr>
<td>Property taxes</td>
<td>228,668</td>
<td>0.29%</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$78,431,894</strong></td>
<td><strong>100.00%</strong></td>
</tr>
</tbody>
</table>


**General Sales Tax**

The County imposes a three-quarter cent general sales tax to fund general governmental activities. The following are the County’s general sales tax revenues for the five most recent Fiscal Years:

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Sales Tax Revenues</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>$45,954,266</td>
</tr>
<tr>
<td>2018</td>
<td>43,819,497</td>
</tr>
<tr>
<td>2017</td>
<td>43,115,133</td>
</tr>
<tr>
<td>2016</td>
<td>42,448,292</td>
</tr>
<tr>
<td>2015</td>
<td>40,320,292</td>
</tr>
</tbody>
</table>

2020 Budget

For the 2020 Fiscal Year, the County budgeted a $7,959,630 ending fund balance for its general fund with revenues of $79,389,587 and expenditures of $88,781,391. The budgeted drawdown in reserves for the 2020 Fiscal Year reflects, in part, conservative budgeting (as noted by the difference between the budget and actual results for the 2019 Fiscal Year) and a budgeted line-item of $2,381,688 for “Emergency Reserves” as part of the $88,781,391 of budgeted expenses. In preparing its budget, the County adhered to its informal reserve policy that is intended to result in an ending general fund balance of not less than 10% of budgeted revenues.

Capital Improvements Sales Tax

The County imposes a capital improvements sales tax for the purpose of paying costs of capital improvements throughout the County that are accounted for in the County’s Capital Projects Fund. On April 5, 2005, the voters of the County approved a one-fifth cent capital improvements sales tax to be imposed from January 1, 2007 to December 31, 2031. On August 4, 2009, the voters of the County reauthorized the existing capital improvements sales tax and approved an increase to such sales tax to one-quarter cent, which increase became effective on January 1, 2011. The one-quarter cent capital improvements sales tax ends on December 31, 2026; however, the County plans to ask voters to extend the sunset date prior to the expiration date. If the sunset date is not extended, the capital improvements sales tax will be reduced back to a one-fifth cent sales tax ending on December 31, 2031. The County intends to satisfy its obligation to pay principal of and interest on the Bonds by annually appropriating revenues generated from the capital improvements sales tax. The County does not have the authority under Missouri law to pledge such revenues to the payment of the Bonds. The following are the County’s capital improvements sales tax revenues for the five most recent Fiscal Years:

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Sales Tax Revenues</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>$15,317,930</td>
</tr>
<tr>
<td>2018</td>
<td>14,605,906</td>
</tr>
<tr>
<td>2017</td>
<td>14,370,738</td>
</tr>
<tr>
<td>2016</td>
<td>14,149,320</td>
</tr>
<tr>
<td>2015</td>
<td>13,436,488</td>
</tr>
</tbody>
</table>

Source: County’s Comprehensive Annual Financial Report for fiscal years ended December 31, 2019.

BOND RATING

S&P Global Ratings, a division of S&P Global Inc. (the “Rating Agency”), has assigned the Bonds a rating of “AA”. Any explanation as to the significance of such rating may only be obtained from such rating agency.

Such rating reflects only the views of the Rating Agency, and an explanation of the significance of the rating may be obtained therefrom. There is no assurance that the rating will remain in effect for any given period of time or that it will not be revised, either downward or upward, or withdrawn entirely, by the Rating Agency if, in its judgment, circumstances warrant. Any revision or withdrawal of the rating could have an adverse effect on the market price and marketability of the Bonds.
ABSENCE OF LITIGATION

As of the date hereof, there is no controversy, suit or other proceeding of any kind pending or, to the County’s knowledge, threatened wherein or whereby any question is raised or may be raised, questioning, disputing or affecting in any way the legal organization of the County or its boundaries, or the right or title of any of its officers to their respective offices, or the legality of any official act in connection with the authorization, issuance and sale of the Bonds, or the constitutionality or validity of the Bonds or any of the proceedings had in relation to the authorization, issuance or sale thereof, or which might affect the County’s ability to meet its obligations to pay the Bonds.

LEGAL MATTERS

Legal matters with respect to the authorization, execution and delivery of the Bonds are subject to the approval of Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel to the County, whose approving opinion will be available at the time of delivery of the Bonds. Gilmore & Bell, P.C. will also pass upon certain legal matters relating to this Official Statement.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of that expression of professional judgment, of the transactions opined upon, or of the future performance of parties to such transaction, nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

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 County, under the law existing as of the issue date of the Bonds:

Federal and 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 have not been designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of 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 County 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 County 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 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 (“OID”) is the excess of the stated redemption price at maturity of a Bond over its issue price. 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, OID on tax-exempt bonds accrues on a compound basis. The amount of OID 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 OID 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 OID 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 OID.

**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 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 tax-exempt bonds 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, an 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 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, 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.

**CONTINUING DISCLOSURE**

The County will covenant in the Continuing Disclosure Undertaking to file certain financial information and operating data relating to the County on or before July 1 of each year (the “Annual Report”), commencing July 1, 2021 for the fiscal year ended December 31, 2020, and to file notices of the occurrence of certain enumerated events. The Annual Report shall be filed by or on behalf of the County with the Municipal Securities Rulemaking Board (the “MSRB”), through the Electronic Municipal Market Access system (“EMMA”).

**Provision of Annual Reports**

The Annual Report will include:

1. The audited financial statements of the County, prepared in accordance with the modified accrual basis of accounting, for the prior fiscal year. If audited financial statements are not available by the time the Annual Report is required to be provided, the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in this Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report promptly after they become available.

2. Updates as of the end of the fiscal year of certain financial information and operating data contained in the tables under the following captions: “PROPERTY TAXATION,” “DEBT STRUCTURE OF THE COUNTY” (excluding overlapping debt information) and “FINANCIAL INFORMATION CONCERNING THE COUNTY;” in substantially the same format contained in this Official Statement with such adjustments to formatting or presentation determined to be reasonable by the County.
Reporting of Material Events

Pursuant to the Continuing Disclosure Undertaking, within 10 business days after the occurrence of any of the following events, the County shall give, or cause to be given to the MSRB through EMMA, notice of the occurrence of any of the following events with respect to the Bonds ("Material Events"): 

1. principal and interest payment delinquencies;
2. non-payment related defaults, if material;
3. unscheduled draws on debt service reserves reflecting financial difficulties;
4. unscheduled draws on credit enhancements reflecting financial difficulties;
5. substitution of credit or liquidity providers, or their failure to perform;
6. adverse tax opinions; the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. modifications to rights of bondholders, if material;
8. bond calls, if material, and tender offers;
9. defeasances;
10. release, substitution or sale of property securing repayment of the Bonds, if material;
11. rating changes;
12. bankruptcy, insolvency, receivership or similar event of the County;
13. the consummation of a merger, consolidation, or acquisition involving the County or the sale of all or substantially all of the assets of the County, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. appointment of a successor or additional trustee or the change of name of the trustee, if material;
15. incurrence of a financial obligation of the County, if material, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a financial obligation of the County, any of which affect bondholders, if material; and
16. default, event of acceleration, termination event, modification of terms or other similar events under the terms of a financial obligation of the County, any of which reflect financial difficulties.

If the County has not submitted the Annual Report to the MSRB by the date specified in the Continuing Disclosure Undertaking, the County shall file a failure to file notice with the MSRB.

Termination of Reporting Obligation

The County’s obligations under the Continuing Disclosure Undertaking with respect to the Bonds shall terminate upon the legal defeasance, redemption or payment in full of all of the Bonds.

Dissemination Agent

The County may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations under the Continuing Disclosure Undertaking, and may discharge any such agent, with or without appointing a successor dissemination agent. The dissemination agent will not be responsible in any manner for the content of any notice or report prepared by the County pursuant to the Continuing Disclosure Undertaking.
Additional Information

Nothing in the Continuing Disclosure Undertaking will be deemed to prevent the County from disseminating any other information, using the means of dissemination set forth in the Continuing Disclosure Undertaking or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is required by the Continuing Disclosure Undertaking. If the County chooses to include any information in any Annual Report or notice of occurrence of a Material Event in addition to that which is specifically required by the Continuing Disclosure Undertaking, the County will have no obligation under the Continuing Disclosure Undertaking to update such information or include it in any future Annual Report or notice of occurrence of a Material Event.

Default

If the County fails to comply with any provision of the Continuing Disclosure Undertaking, the Underwriter or any Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the County to comply with its obligations under the Continuing Disclosure Undertaking. A default under the Continuing Disclosure Undertaking will not be deemed an event of default under the Bond Ordinance or the Bonds and the sole remedy under the Continuing Disclosure Undertaking in the event of any failure of the County to comply with the Continuing Disclosure Undertaking shall be an action to compel performance.

Beneficiaries

The Continuing Disclosure Undertaking will inure solely to the benefit of the County, the Participating Underwriter and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Electronic Municipal Market Access System (EMMA)

All Annual Reports and notices of Material Events required to be filed by the County pursuant to the Continuing Disclosure Undertaking must be submitted to the MSRB through EMMA. EMMA is an internet-based, online portal for free investor access to municipal bond information, including offering documents, material event notices, real-time municipal securities trade prices and MSRB education resources, available at www.emma.msrb.org. Nothing contained on EMMA relating to the County or the Bonds is incorporated by reference in this Official Statement.

These covenants have been made in order to assist the Underwriter in complying with the Rule. The Continuing Disclosure Undertaking is being entered into by the County to enhance the efficiency of the administration of the County’s obligations, including the Bonds, and to promote timely secondary market disclosure by the County.

Prior Compliance

The County believes it has complied during the past five years with its prior undertakings under the Rule, except as described herein. Prior to March 2017, the County did not comply with all of the requirements for its prior undertakings under the Rule, including failing to timely file (1) audited financial statements for its outstanding special obligation bonds, (2) 2015 audited financial statements for its Neighborhood Improvement District Bonds, Series 2009, and (3) additional financial information and operating data for the Fiscal Years ended December 31, 2015 and 2016. The County did not timely file its audited financial statements and operating data for the Fiscal Year ended December 31, 2019, but did timely file notice of such failure. The County did not file any event notices regarding rating changes for the Fiscal Years ended December 31, 2015 and 2016. On March 27, 2017, the Municipal Advisor (as defined herein) assisted the County in filing such financial information and operating data. The County has engaged the Municipal Advisor to assist with
compliance with its future annual continuing disclosure obligations under the Continuing Disclosure Undertaking.

The County has adopted bond policies and procedures which assist the County in remaining in compliance with its continuing disclosure obligations in the future. The policies and procedures include: (1) designation of a bond compliance officer as the person responsible for complying with the County’s continuing disclosure obligations; (2) training personnel responsible for compliance to ensure comprehensive understanding of compliance requirements and the importance of timely submission of information; and (3) annual review by the designated compliance officer of each continuing disclosure undertaking to determine what financial information and operating data is required to be included in the Annual Report to be filed on EMMA.

MISCELLANEOUS

Municipal Advisor

WM Financial Strategies, St. Louis, Missouri (the “Municipal Advisor”), has been employed by the County as municipal advisor to provide certain professional services in connection with the issuance of the Bonds. The Municipal Advisor is not obligated to undertake, and has not undertaken to make, an independent verification nor to assume any responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

Underwriting

__________________________ (the “Underwriter”) has agreed to purchase the Bonds from the County at a price equal to $________ (which is equal to the par amount of the Bonds, less an underwriting discount of $________, plus net original issue premium of $________). The Underwriter is purchasing the Bonds from the County for resale in the normal course of the Underwriter’s business activities. 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, determines.

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 Registered Owners. Copies of such documents may be obtained from the County. 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 County, the Paying Agent, the Municipal Advisor or the Underwriter and the purchasers or Registered Owners of any Bonds.
The form of this Official Statement, and its distribution and use by the Underwriter, have been approved by the County.

ST. CHARLES COUNTY, MISSOURI

By: ________________________________
County Executive
APPENDIX A

EXCERPTS OF THE COMPREHENSIVE ANNUAL FINANCIAL REPORT
WITH INDEPENDENT AUDITOR’S REPORT
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019

The audited financial statements presented within this Appendix have been extracted from the County’s Comprehensive Annual Financial Report for the fiscal year ended December 31, 2019. The statistical section of such Report has been excluded from this Appendix.
CONTINUING DISCLOSURE UNDERTAKING

Dated as of October 1, 2020

By

ST. CHARLES COUNTY, MISSOURI

$23,290,000
SPECIAL OBLIGATION REFUNDING BONDS
SERIES 2020
CONTINUING DISCLOSURE UNDERTAKING

This CONTINUING DISCLOSURE UNDERTAKING dated as of October 1, 2020 (the “Continuing Disclosure Undertaking”), is executed and delivered by ST. CHARLES COUNTY, MISSOURI (the “Issuer”).

RECITALS

1. This Continuing Disclosure Undertaking is executed and delivered by the Issuer in connection with the issuance by the Issuer of $23,290,000 aggregate principal amount of Special Obligation Refunding Bonds, Series 2020 (the “Bonds”), pursuant to an ordinance adopted by the governing body of the Issuer on September 28, 2020 (the “Ordinance”).

2. The Issuer is entering into this Continuing Disclosure Undertaking for the benefit of the Beneficial Owners (defined herein) of the Bonds and in order to assist the Participating Underwriter (defined herein) in complying with Rule 15c2-12 of the Securities and Exchange Commission under the Securities Exchange Act of 1934 (the “Rule”). The Issuer is the only “obligated person” with responsibility for continuing disclosure hereunder.

The Issuer covenants and agrees as follows:

Section 1. Definitions. In addition to the definitions set forth in the Ordinance, which apply to any capitalized term used in this Continuing Disclosure Undertaking unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” means any Annual Report provided by the Issuer pursuant to, and as described in, Section 2 hereof.

“Beneficial Owner” means any registered owner of any Bonds and any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositaries or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

“Business Day” means a day other than (a) a Saturday, Sunday or legal holiday, (b) a day on which banks located in any city in which the principal office or designated payment office of the paying agent or the Dissemination Agent is located are required or authorized by law to remain closed or (c) a day on which the Securities Depository or the New York Stock Exchange is closed.

“Dissemination Agent” means any entity designated in writing by the Issuer to serve as dissemination agent pursuant to this Continuing Disclosure Undertaking and which has filed with the Issuer a written acceptance of such designation.

“EMMA” means the Electronic Municipal Market Access system for municipal securities disclosures established and maintained by the MSRB, which can be accessed at www.emma.msrb.org.

“Financial Obligation” means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of (a) or (b) in this definition; provided however, the term Financial Obligation shall not
include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

“Fiscal Year” means the 12-month period beginning on January 1 and ending on December 31 or any other 12-month period selected by the Issuer as its Fiscal Year for financial reporting purposes.

“Material Events” means any of the events listed in Section 3 hereof.

“MSRB” means the Municipal Securities Rulemaking Board, or any successor repository designated as such by the Securities and Exchange Commission in accordance with the Rule.

“Participating Underwriter” means any of the original underwriter(s) of the Bonds required to comply with the Rule in connection with offering of the Bonds.

Section 2. Provision of Annual Reports.

(a) The Issuer shall, not later than July 1 of each year, commencing July 1, 2021, file with the MSRB, through EMMA, the following financial information and operating data (the “Annual Report”):

(1) The audited financial statements of the Issuer for the prior Fiscal Year, prepared in accordance with the modified accrual basis of accounting. If audited financial statements are not available by the time the Annual Report is required to be provided pursuant to this Section, the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement relating to the Bonds, and the audited financial statements shall be provided in the same manner as the Annual Report promptly after they become available.

(2) Updates as of the end of the Fiscal Year of certain financial information and operating data contained in tables in the final Official Statement related to the Bonds under the following captions: “DEBT STRUCTURE” (excluding overlapping debt information), “PROPERTY TAXATION” and “FINANCIAL INFORMATION CONCERNING THE COUNTY;” in substantially the same format contained in such final Official Statement with such adjustments to formatting or presentation determined to be reasonable by the Issuer.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues with respect to which the Issuer is an “obligated person” (as defined by the Rule), which have been provided to the MSRB and are available through EMMA or the Securities and Exchange Commission. If the document included by reference is a final official statement, it must be available from the MSRB on EMMA. The Issuer will clearly identify each such other document so included by reference.

In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in this Section; provided that the audited financial statements of the Issuer may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the Issuer’s Fiscal Year changes, it will give notice of such change in the same manner as for a Material Event under Section 3 hereof.
(b) The Annual Report shall be filed with the MSRB in such manner and format as is prescribed by the MSRB.

Section 3. Reporting of Material Events. Not later than 10 Business Days after the occurrence of any of the following events, the Issuer shall give, or cause to be given to the MSRB, through EMMA, notice of the occurrence of any of the following events with respect to the Bonds (“Material Events”):

(a) principal and interest payment delinquencies;
(b) non-payment related defaults, if material;
(c) unscheduled draws on debt service reserves reflecting financial difficulties;
(d) unscheduled draws on credit enhancements reflecting financial difficulties;
(e) substitution of credit or liquidity providers, or their failure to perform;
(f) adverse tax opinions; the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
(g) modifications to rights of bondholders, if material;
(h) bond calls, if material, and tender offers;
(i) defeasances;
(j) release, substitution or sale of property securing repayment of the Bonds, if material;
(k) rating changes;
(l) bankruptcy, insolvency, receivership or similar event of the Issuer;
(m) the consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
(n) appointment of a successor or additional trustee or the change of name of the trustee, if material.
(o) incurrence of a Financial Obligation of the Issuer, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the Issuer, any of which affect security holders, if material; and
(p) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the Issuer, any of which reflect financial difficulties.

If the Issuer has not submitted the Annual Report to the MSRB by the date required in Section 2 hereof, the Issuer shall send a notice to the MSRB of the failure of the Issuer to file on a timely basis the Annual Report, which notice shall be given by the Issuer in accordance with this Section 3.

Section 4. Termination of Reporting Obligation. The Issuer’s obligations under this Continuing Disclosure Undertaking shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If the Issuer’s obligations under this Continuing Disclosure Undertaking are assumed in full by some other entity, such person shall be responsible for compliance with this Continuing Disclosure Undertaking in the same manner as if it were the Issuer, and the Issuer shall have no further responsibility hereunder. If such termination or substitution occurs prior to the final maturity of the Bonds, the Issuer shall give notice of such termination or substitution in the same manner as for a Material Event under Section 3 hereof.
Section 5. Dissemination Agents. The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Continuing Disclosure Undertaking, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent may resign as dissemination agent hereunder at any time upon 30 days prior written notice to the Issuer. A Dissemination Agent shall not be responsible in any manner for the content of any notice or report (including without limitation the Annual Report) prepared by the Issuer pursuant to this Continuing Disclosure Undertaking.

Section 6. Amendment; Waiver. Notwithstanding any other provision of this Continuing Disclosure Undertaking, the Issuer may amend this Continuing Disclosure Undertaking and any provision of this Continuing Disclosure Undertaking may be waived, provided that Bond Counsel or other counsel experienced in federal securities law matters provides the Issuer with its written opinion that the undertaking of the Issuer contained herein, as so amended or after giving effect to such waiver, is in compliance with the Rule and all current amendments thereto and interpretations thereof that are applicable to this Continuing Disclosure Undertaking.

In the event of any amendment or waiver of a provision of this Continuing Disclosure Undertaking, the Issuer shall describe such amendment or waiver in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or, in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the Issuer. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (1) notice of such change shall be given in the same manner as for a Material Event under Section 3 hereof, and (2) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Section 7. Additional Information. Nothing in this Continuing Disclosure Undertaking will be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Continuing Disclosure Undertaking or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Material Event, in addition to that required by this Continuing Disclosure Undertaking. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Material Event, in addition to that specifically required by this Continuing Disclosure Undertaking, the Issuer shall have no obligation under this Continuing Disclosure Undertaking to update such information or include it in any future Annual Report or notice of occurrence of a Material Event.

Section 8. Default. If the Issuer fails to comply with any provision of this Continuing Disclosure Undertaking, any Participating Underwriter or any Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under this Continuing Disclosure Undertaking. A default under this Continuing Disclosure Undertaking will not be deemed an event of default under the Ordinance or the Bonds, and the sole remedy under this Continuing Disclosure Undertaking in the event of any failure of the Issuer to comply with this Continuing Disclosure Undertaking will be an action to compel performance.
Section 9. Beneficiaries. This Continuing Disclosure Undertaking will inure solely to the benefit of the Issuer, the Participating Underwriter, and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Section 10. Severability. If any provision in this Continuing Disclosure Undertaking, the Ordinance or the Bonds shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

Section 11. Electronic Transactions. The arrangement described herein may be conducted and related documents may be sent, received or stored by electronic means. Copies, telecopies, facsimiles, electronic files and other reproductions of original documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

Section 12. Governing Law. This Continuing Disclosure Undertaking shall be governed by and construed in accordance with the laws of the State of Missouri.

[Remainder of Page Intentionally Left Blank.]
IN WITNESS WHEREOF, the Issuer has caused this Continuing Disclosure Undertaking to be executed as of the day and year first above written.

ST. CHARLES COUNTY, MISSOURI

By: ________________________________
Title: County Executive
LETTER OF ESCROW INSTRUCTIONS

October 7, 2020

Mr. Victor Zarrilli  
BOKF, N.A.  
200 North Broadway, Suite 1710  
St. Louis, Missouri 63102

Re: $14,900,000 original principal amount of St. Charles County, Missouri, Taxable Special Obligation Bonds (Recovery Zone Economic Development Bonds), Series 2010C (the “Series 2010C Bonds”)  
$23,260,000 original principal amount of St. Charles County, Missouri, Special Obligation Bonds (Bank Qualified), Series 2010D (the “Series 2010D Bonds”)

Dear Mr. Zarrilli:

St. Charles County, Missouri (the “County”) has authorized the issuance of Special Obligation Refunding Bonds, Series 2020 (the “Bonds”) to pay the principal of and interest on the (a) Series 2010C Bonds maturing in the years 2025 and thereafter in the outstanding principal amount of $13,610,000 (the “Series 2010C Refunded Bonds”) and (b) Series 2010D Bonds maturing in the years 2020 and thereafter in the outstanding principal amount of $10,865,000 (the “Series 2010D Refunded Bonds”) and, together with the Series 2010C Refunded Bonds, the “Refunded Bonds) on November 1, 2020 (the “Redemption Date”).

BOKF, N.A., as escrow agent (the “Escrow Agent”), shall create and establish the following special and irrevocable trust funds to be held in the custody of the Escrow Agent and designated as follows:

(a) the “Escrow Fund for St. Charles County, Missouri, Special Obligation Bonds, Series 2010CD” (the “Escrow Fund”); and

(b) the “Costs of Issuance Fund for St. Charles County, Missouri, Special Obligation Refunding Bonds, Series 2020” (the “Costs of Issuance Fund”).

Upon the issuance of the Bonds, the Escrow Agent will receive (a) $_________ of proceeds of the Bonds for deposit in the Escrow Fund, and (b) $_________ of proceeds of the Bonds for deposit in the Costs of Issuance Fund.
The Escrow Agent shall apply the money in the Costs of Issuance Fund to pay the costs of issuance set forth on Schedule 1 hereto. Upon the earlier of the payment of all costs identified on Schedule 1 hereto or April 1, 2021, all remaining money in the Costs of Issuance Fund shall be transferred to the County for deposit in the County’s Debt Service Fund.

You are hereby instructed to invest the money in the Escrow Fund in a U.S. Treasury Bill or Note maturing on or before the Redemption Date so long as the interest earnings exceed the costs of investment; otherwise, you are to keep such money uninvested until the Redemption Date. The holders of the Refunded Bonds are hereby given an express lien on and security interest in the cash and investments, if any, in the Escrow Fund. The cash and investments, if any, in the Escrow Fund are hereby pledged and assigned and shall be applied solely to the payment of the principal of and interest on the Refunded Bonds on the Redemption Date.

On the Redemption Date, the Escrow Agent shall withdraw from the Escrow Fund $__________ and shall transfer such amount on the Redemption Date to UMB Bank, N.A., N.A., as paying agent for the Refunded Bonds (the “Paying Agent”), pursuant to the wiring instructions on Exhibit A hereto, so that immediately available funds will reach the office of the Paying Agent on or before 12:00 Noon, Central Time, on the Redemption Date for the payment of the principal of and interest on the Refunded Bonds.

The Escrow Agent shall not be liable for any loss resulting from any transfer, investment or other disposition made pursuant to this Letter in compliance with the provisions hereof. The Escrow Agent shall have no lien whatsoever on any of the money on deposit in the Escrow Fund for the payment of fees and expenses for services rendered by the Escrow Agent under this Letter or otherwise.

The Escrow Agent shall not be liable for the accuracy of the calculations as to the sufficiency of the money to pay the Refunded Bonds. So long as the Escrow Agent applies the money as provided herein, the Escrow Agent shall not be liable for any deficiencies in the amounts necessary to pay the Refunded Bonds caused by such calculations. Notwithstanding the foregoing, the Escrow Agent shall not be relieved of liability arising from and proximate to its failure to comply fully with the terms of this Letter.

The aggregate amount of the costs, fees and expenses of the Escrow Agent in connection with the creation of the escrow described in and created by this Letter and in carrying out any of the duties, terms or provisions of this Letter is a one-time fee of $__________ payable upon the delivery of the Bonds.

The Escrow Agent and its respective successors, assigns, agents, directors, officers, employees and servants shall not be held to any personal liability whatsoever, in tort, contract or otherwise, in connection with the execution and delivery of this Letter, the establishment of the Escrow Fund, the acceptance of the moneys deposited therein, or any payment, transfer or other application of the moneys or securities held by the Escrow Agent in accordance with the provisions of this Letter or by reason of any non-negligent act, omission or error of the Escrow Agent made in good faith in the conduct of its duties. The duties and obligations of the Escrow Agent shall be determined by the express provisions of this Letter. The Escrow Agent may consult with counsel who may or may not be counsel to the County, and in reliance upon the opinion of such counsel shall have full and complete authorization and protection in respect of any action taken, suffered or omitted by it in good faith in accordance therewith. Whenever the Escrow Agent shall deem it necessary or desirable that a matter be proved or established prior to taking, suffering or omitting any action under this Letter, such matter may be deemed to be conclusively established by a certificate signed by an authorized officer of the County.
Very truly yours,

ST. CHARLES COUNTY, MISSOURI

By: 
County Executive

Acknowledged and agreed to this 7th day of October, 2020.

BOKF, N.A.,
as Escrow Agent

By: 
Title: Senior Vice President
EXHIBIT A

WIRING INSTRUCTIONS TO
UMB BANK, N.A.
## SCHEDULE 1

### COSTS OF ISSUANCE

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FEDERAL TAX CERTIFICATE
Dated as of October 7, 2020
OF
ST. CHARLES COUNTY, MISSOURI

$23,290,000
Special Obligation Refunding Bonds
Series 2020
# FEDERAL TAX CERTIFICATE

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Exhibit C – Description of Property Comprising the Financed Facility
Exhibit D – Sample Annual Compliance Checklist
Exhibit E – Tax and Disclosure Compliance Procedure
Exhibit F – Additional Examples of Operating Expenditures

***
FEDERAL TAX CERTIFICATE

THIS FEDERAL TAX CERTIFICATE (the “Tax Certificate”), is executed as of October 7, 2020, by the ST. CHARLES COUNTY, MISSOURI, a political subdivision organized and existing under the laws of the State of Missouri (the “Issuer”).

RECITALS

1. This Tax Certificate is being executed and delivered in connection with the issuance by the Issuer of $23,290,000 principal amount of Special Obligation Refunding Bonds, Series 2020 (the "Bonds"), under an ordinance approved by the County Council of the Issuer on September 28, 2020 (the “Ordinance”), for the purposes described in this Tax Certificate and in the Ordinance.

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

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

4. The Issuer adopted a Tax and Disclosure Compliance Procedure on July 10, 2017 (the “Tax Compliance Procedure”), a copy of which is attached hereto as Exhibit E, for the purpose of setting out general procedures for the Issuer to continuously monitor and comply with the federal income tax requirements set out in the Code and the Regulations.

5. This Tax Certificate is entered into as required by the Tax Compliance Procedure to set out specific tax compliance procedures applicable to the Bonds.

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

ARTICLE I

DEFINITIONS

Section 1.1. Definitions of Words and Terms. Except as otherwise provided in this Tax Certificate or unless the context otherwise requires, capitalized words and terms used in this Tax Certificate have the same meanings as set forth in the Ordinance, and certain other words and phrases have the
meanings assigned in Code §§ 103, 141-150 and the Regulations. The following words and terms used in this Tax Certificate have the following meanings:

“Annual Compliance Checklist” means a checklist for the Bonds designed to measure compliance with the requirements of this Tax Certificate and the Tax Compliance Procedure after the Issue Date, as further described in Section 4.2 hereof and substantially in the form attached hereto as Exhibit D.

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

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

“Bond Compliance Officer” means the Issuer’s Director of Finance or, if the position of Director of Finance is vacant, the person filling the responsibilities of the Director of Finance for the Issuer or other person named in the Tax Compliance Procedure.

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

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


“Costs of Issuance Fund” means the fund by that name referred to in the Ordinance and established pursuant to the Escrow Agreement.

“Escrow Agent” means UMB Bank, N.A., St. Louis, Missouri, and any successors or assigns.

“Escrow Agreement” means the Letter of Escrow Instructions dated as of October 7, 2020, from the Issuer to the Escrow Agent.

“Escrow Fund” means the fund by that name referred to in the Ordinance and established pursuant to the Escrow Agreement.

“Final Written Allocation” means the written allocation of expenditures of proceeds of the Original Obligations maintained by the Bond Compliance Officer as part of the Tax-Advantaged Bond File, a summary of which is set forth on Exhibit C.

“Financed Facility” means the portion of the Project financed or refinanced with the proceeds of the Original Obligations as described on Exhibit C.

“Gross Proceeds” means (a) sale proceeds (any amounts actually or constructively received by the Issuer from the sale of the Bonds, including amounts used to pay underwriting discount or fees, but excluding pre-issuance accrued interest), (b) Investment proceeds (any amounts received from investing sale proceeds, other Investment proceeds or transferred proceeds), (c) any amounts held in a sinking fund
for the Bonds, (d) any amounts held in a pledged fund or reserve fund for the Bonds, (e) any other replacement proceeds, and (f) any transferred proceeds. Specifically, Gross Proceeds includes (but is not limited to) amounts held in the following funds:

(A) Debt Service Fund.
(B) Escrow Fund (to the extent funded from sale or Investment proceeds).
(C) Costs of Issuance Fund.

“Guaranteed Investment Contract” is any Investment with specifically negotiated withdrawal or reinvestment provisions and a specifically negotiated interest rate, including any agreement to supply Investments on 2 or more future dates (e.g., a forward supply contract).

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

“IRS” means the United States Internal Revenue Service.

“Issue Date” means October 7, 2020.

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

“Management or Service Agreement” means a legal agreement defined in Regulations § 1.141-3(b) as a management, service, or incentive payment contract with an entity that provides services involving all or a portion of any function of the Financed Facility, such as a contract to manage the entire Financed Facility or a portion of the Financed Facility. However, contracts for services that are solely incidental to the primary governmental function of the Financed Facility (for example, contracts for janitorial, office equipment repair, billing or similar services) are not treated as Management or Service Agreements.

“Measurement Period” means, with respect to each item of property financed as part of the Financed Facility with proceeds of the Original Obligations, the period beginning on the later of (a) the issue date of the Original Obligations or (b) the date the property was or will be placed in service, and ending on the earlier of (i) the final maturity date of the Bonds or (ii) the end of the expected economic useful life of the property.

“Minor Portion” means the lesser of $100,000 or 5% of the sale proceeds of the Bonds.

“Municipal Advisor” means WM Financial Strategies, St. Louis, Missouri.

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

“Non-Qualified Use” means use of Bond proceeds or the Financed Facility in a trade or business carried on by any Non-Qualified User. The rules set out in Regulations § 1.141-3 determine whether Bond proceeds or the Financed Facility are “used” in a trade or business. Generally, ownership, a lease, or any
other use that grants a Non-Qualified User a special legal right or entitlement with respect to the Financed Facility, will constitute use under Regulations § 1.141-3.

“Non-Qualified User” means any person or entity other than a Qualified User.

“Official Intent Date” means January 20, 2010 as described in Section 2.1(i).

“Operating Expenditures” means amounts excluded from the definition of “private payments” pursuant to Regulation §1.141-4(c)(2)(i)(C) as operating and maintenance expenses. Operating Expenditures generally include all ordinary and necessary expenditures paid to operate a facility that would be deductible under Section 162 of the Code as an ordinary and necessary expense, including routine maintenance expenses exclusive of any expenditure for general administrative overhead. Operating Expenditures are further described in Exhibit F.

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

“Original Obligations” means the Series 2005A Certificates and the Series 2010C Bonds, which were the first issues of tax-advantaged governmental bonds that financed or refinanced a portion of the Financed Facility.

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

“Project” means all of the property acquired, developed, constructed, renovated, and equipped by the Issuer using proceeds of the Original Obligations and Qualified Equity, all as described on Exhibit C.

“Qualified Equity” means funds that are not derived from proceeds of a tax-exempt financing that are spent on the Project at any time during the period beginning not earlier than the later of (a) 60 days prior to the Official Intent Date or (b) three years prior to the Issue Date, and ending not later than the date the Project is capable of and actually used at substantially its designed level. Qualified Equity excludes an ownership interest in real property or tangible personal property.

“Qualified Use Agreement” means any of the following:

1. A lease or other short-term use by members of the general public who occupy the Financed Facility on a short-term basis in the ordinary course of the Issuer’s governmental purposes.

2. Agreements with Qualified Users or Non-Qualified Users to use all or a portion of the Financed Facility for a period up to 200 days in length pursuant to an arrangement whereby (a) the use of the Financed Facility under the same or similar arrangements is predominantly by natural persons who are not engaged in a trade or business and (b) the compensation for the use is determined based on generally applicable, fair market value rates that are in effect at the time the agreement is entered into or renewed. Any Qualified User or Non-Qualified User using all or any portion of the Financed Facility under this type of arrangement may have a right of first refusal to renew the agreement at rates generally in effect at the time of the renewal.
(3) Agreements with Qualified Users or Non-Qualified Users to use all or a portion of the Financed Facility for a period up to 100 days in length pursuant to arrangements whereby (a) the use of the property by the person would be general public use but for the fact that generally applicable and uniformly applied rates are not reasonably available to natural persons not engaged in a trade or business, (b) the compensation for the use under the arrangement is determined based on applicable, fair market value rates that are in effect at the time the agreement is entered into or renewed, and (c) the Financed Facility was not constructed for a principal purpose of providing the property for use by that Qualified User or Non-Qualified User. Any Qualified User or Non-Qualified User using all or any portion of the Financed Facility under this type of arrangement may have a right of first refusal to renew the agreement at rates generally in effect at the time of the renewal.

(4) Agreements with Qualified Users or Non-Qualified Users to use all or a portion of the Financed Facility for a period up to 50 days in length pursuant to a negotiated arm’s-length arrangement at fair market value so long as the Financed Facility was not constructed for a principal purpose of providing the property for use by that person.

“Qualified User” means a State, territory, possession of the United States, the District of Columbia, or any political subdivision thereof, or any instrumentality of such entity, but it does not include the United States or any agency or instrumentality of the United States.

“Refunded Obligations” means, collectively, the Refunded Series 2010C Bonds and the Refunded Series 2010D Bonds.

“Refunded Series 2010C Bonds” means the Series 2010C Bonds maturing October 1 in the years 2021 through 2029, inclusive, in the outstanding principal amount of $13,610,000.

“Refunded Series 2010D Bonds” means the Series 2010D Bonds maturing November 1 in the years 2020 through 2025, inclusive, in the outstanding principal amount of $10,865,000.

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

“RZEDB Interest Subsidy Payments” means payments received by the Issuer from the U.S. Department of the Treasury under Code §§ 1400U-2 and 6431 in connection with the payment of interest on the Series 2010C Bonds.

“Ordinance” means the Ordinance adopted by the County Council of the Issuer on September 28, 2020, which authorized the issuance of the Bonds.


“Series 2005A Certificates” means the Issuer’s $29,570,000 original principal amount Certificates of Participation (St. Charles County, Missouri, Lessee), Series 2005A, issued May 17, 2005, the proceeds of which were used to refund the Series 1998 Bonds.
“Series 2010C Bonds” means the Issuer’s $14,900,000 original principal amount Taxable Special Obligation Bonds (Recovery Zone Economic Development Bonds), Series 2010C, issued on April 26, 2010, the proceeds of which financed new money capital expenditures.

“Series 2010D Bonds” means the Issuer’s $23,260,000 original principal amount Special Obligation Bonds (Bank Qualified) Series 2010D, issued August 10, 2010, the proceeds of which were used to refund the Series 2005A Certificates.

“Tax-Advantaged Bond File” means documents and records for the Bonds and the Original Obligations maintained by the Bond Compliance Officer pursuant to the Tax Compliance Procedure.

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

“Tax Compliance Procedure” means the Issuer’s Tax and Disclosure Compliance Procedure, dated July 10, 2017, a copy of which is attached hereto as Exhibit E.

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

“Underwriter” means ________________, __________, ____________, underwriter of the Bonds.

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

ARTICLE II

GENERAL REPRESENTATIONS AND COVENANTS

Section 2.1. Representations and Covenants of the Issuer. The Issuer represents and covenants as follows:

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

(b) Tax-Exempt Status of Bonds—General Covenant and Allocation of Proceeds to Project.

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

(2) The Issuer has accounted for the expenditure of the Bond proceeds and Qualified Equity for the Project as described in Section 4.2. For purposes of the following covenants related to the use of the Financed Facility portion of the Project, any Non-Qualified Use shall be treated as first allocated entirely to the portion of the Project financed with Qualified Equity.

(c) Governmental Obligations—Use of Proceeds. Throughout the Measurement Period, (1) all of the Financed Facility has been and is expected to be owned by the Issuer or another Qualified User, (2) other than as described in Section 2.1(g), no portion of the Financed Facility has been or is expected to be used in a Non-Qualified Use, and (3) the Issuer will not permit any Non-Qualified Use of the Financed Facility without first consulting with Bond Counsel.

(d) Governmental Obligations—Private Security or Payment – No Impermissible Agreements.

(1) The Issuer will not permit more than 10% of the principal and interest on the Bonds to be (under the terms of the Bonds or any underlying arrangement) directly or indirectly:

(A) secured by (i) any interest in property used or to be used for a private business use, or (ii) any interest in payments in respect of such property; or

(B) derived from payments (whether or not such payments are made to the Issuer) in respect of property, or borrowed money, used or to be used for a private business use.

(2) For purposes of the forgoing, payments derived from the operation of the Project in a private business use (including use occurring as a result of a management contract or a lease) that directly or indirectly are paid to or benefit the Issuer are included in determining whether the 10% limitation on private payments has been exceeded (the “Private Payment Limit”). However, to the extent such payments do not exceed the Operating Expenditures incurred and paid with respect to the Project, the payments are not counted against the Private Payment Limit. In addition, any private payments incurred with respect to the Project must be allocated amongst the Bonds and any Qualified Equity used to finance the Project.

(3) On an annual basis, the Issuer agrees to maintain records and substantiation sufficient to calculate (i) the amount of revenue received from the operation of the Project and (ii) the amount of Operating Expenditures related to the Project.

(e) No Private Loan. Not more than 5% of the net proceeds of the Bonds will be loaned directly or indirectly to any Non-Qualified User.

(f) Management or Service Agreements. As of the Issue Date, the Issuer has no Management or Service Agreements with Non-Qualified Users. During the Measurement Period, the Issuer has not and will not enter into or renew any Management or Service Agreement with any Non-Qualified User without first consulting with Bond Counsel.

(g) Leases. As of the Issue Date, other than the License Agreement between the Issuer and The Ambush Soccer Club, entered into in 2018, the Issuer has not entered into any leases of any portion of
the Financed Facility other than Qualified Use Agreements during the Measurement Period. During the Measurement Period, the Issuer has not and will not enter into or renew any lease or similar agreement or arrangement other than a Qualified Use Agreement without first consulting with Bond Counsel.

(h) **Limit on Maturity of Bonds.** A list of the assets included in the Project and a computation of the “average reasonably expected economic life” is attached to this Tax Certificate as Exhibit C. Based on this computation, the “average maturity” of the Bonds as computed by Bond Counsel, does not exceed the average reasonably expected economic life of the Financed Facility, as such terms are used in Code § 147(b). The “average reasonably expected economic life” of the Financed Facility was determined as follows: the average economic life of the Project as of the issue dates of the Original Obligations was first multiplied by 120%, then reduced by the number of years elapsed from the respective issue date of the Original Obligations to the Issue Date.

(i) **Expenditure of Bond Proceeds.**

(1) **General.** The Issuer evidenced each allocation of the proceeds of the Original Obligations and Qualified Equity for the Project to an expenditure in writing. No allocation was made more than 18 months following the later of (i) the date of the expenditure or (ii) the date the Financed Facility was placed in service.

(2) **Reimbursement of Expenditures; Official Intent.** On the Official Intent Date, the governing body of the Issuer adopted a resolution declaring the intent of the Issuer to finance the Financed Facility with tax-advantage bonds and to reimburse the Issuer for expenditures made for the Financed Facility prior to the issuance of those bonds. No portion of the Net Proceeds of the Original Obligations was used to reimburse an expenditure paid by the Issuer more than 60 days prior to the date the resolution was adopted, except as described in the Federal Tax Certificate for the Original Obligations.

(j) **Registered Bonds.** The Ordinance requires that all of the Bonds will be issued and held in registered form within the meaning of Code § 149(a).

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

(l) **IRS Form 8038-G.** Bond Counsel will prepare Form 8038-G (Information Return for Tax-Exempt Governmental Obligations) based on the representations and covenants of the Issuer contained in this Tax Certificate or otherwise provided by the Issuer. Bond Counsel will sign the return as a paid preparer following completion and will then deliver copies to the Issuer for execution and for the Issuer’s records. The Issuer agrees to timely execute and return to Bond Counsel the execution copy of Form 8038-G for filing with the IRS. An “as-filed” copy of the Form 8038-G, along with proof of filing, will be included as Exhibit B.

(m) **Hedge Bonds.** At least 85% of the net sale proceeds (the sale proceeds of the Original Obligations less any sale proceeds invested in a reserve fund) of the Original Obligations were used to carry out the governmental purpose of the Original Obligations within 3 years after the issue date of the Original Obligations, and not more than 50% of the proceeds of the Original Obligations were invested in Investments having a substantially guaranteed Yield for 4 years or more.

(n) **Compliance with Future Tax Requirements.** The Issuer understands that the Code and the Regulations may impose new or different restrictions and requirements on the Issuer in the future. The
Issuer will comply with such future restrictions that are necessary to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes.

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

(p) Interest Rate Swap. As of the Issue Date, the Issuer has not entered into an interest rate swap agreement or any other similar arrangement designed to modify its interest rate risk with respect to the Bonds or the Refunded Obligations. The Issuer will not enter into any such arrangement in the future without first consulting with Bond Counsel.

(q) Guaranteed Investment Contract. As of the Issue Date, the Issuer does not expect to enter into a Guaranteed Investment Contract for any Gross Proceeds of the Bonds. The Issuer will be responsible for complying with Section 4.4(d) if it decides to enter into a Guaranteed Investment Contract at a later date.

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

(s) Termination of RZEDB Interest Subsidy Payments. In connection with the issuance of the Series 2010C Bonds, the Issuer made an irrevocable election under Code § 1400U-2(b) to designate the Series 2010C Bonds as a “qualified bond” eligible for RZEDB Interest Subsidy Payments. On the Issue Date, proceeds of the Bonds will be deposited in the Escrow Fund and used to redeem the outstanding principal of and interest on the Refunded Obligations. The Issuer agrees and covenants not to claim any RZEDB Interest Subsidy Payments for interest accruing on the Series 2010C Bonds after the Issue Date.

Section 2.2. Survival of Representations and Covenants. All representations, covenants and certifications contained in this Tax Certificate or in any certificate or other instrument delivered by the Issuer under this Tax Certificate, will survive the execution and delivery of such documents and the issuance of the Bonds, as representations of facts existing as of the date of execution and delivery of the instruments containing such representations. The foregoing covenants of this Section will remain in full force and effect notwithstanding the defeasance of the Bonds.

ARTICLE III

ARBITRAGE CERTIFICATIONS AND COVENANTS

Section 3.1. General. The purpose of this Article III is to certify, under Regulations § 1.148-2(b), the Issuer’s expectations as to the sources, uses and investment of Bond proceeds and other money, in order to support the Issuer’s conclusion that the Bonds are not arbitrage bonds. The individuals executing this Tax Certificate on behalf of the Issuer are officers of the Issuer responsible for issuing the Bonds.

Section 3.2. Reasonable Expectations. The facts, estimates and expectations set forth in this Article III are based upon and in reliance upon the Issuer’s understanding of the documents and certificates that comprise the Transcript, and the representations, covenants and certifications of the parties contained
therein. To the Issuer’s knowledge, the facts and estimates set forth in this Tax Certificate are accurate, and the expectations of the Issuer set forth in this Tax Certificate are reasonable. The Issuer has no knowledge that would cause it to believe that the representations, warranties and certifications described in this Tax Certificate are unreasonable or inaccurate or may not be relied upon.

Section 3.3. Purposes of the Financing. The Bonds are being issued for the purpose of providing funds to refund the Refunded Obligations and pay certain costs of issuing the Bonds. The purpose of refunding the Refunded Obligations is to (a) achieve interest cost savings, (b) reduce the debt service requirements for the next several years, and (c) provide an orderly plan of financing.

Section 3.4. Funds and Accounts. The Debt Service Fund has been established under the Ordinance. In addition, the Escrow Fund and the Costs of Issuance Fund have been established in the care of the Escrow Agent under the Escrow Agreement.

Section 3.5. Amount and Use of Bond Proceeds.

(a) Amount of Bond Proceeds. The total proceeds to be received by the Issuer from the sale of the Bonds will be as follows:

<table>
<thead>
<tr>
<th>Principal Amount</th>
<th>$</th>
</tr>
</thead>
<tbody>
<tr>
<td>Plus Net Original Issue Premium</td>
<td></td>
</tr>
<tr>
<td>Less Underwriting Discount</td>
<td>( )</td>
</tr>
</tbody>
</table>

Total Proceeds Received by Issuer $__________

(b) Use of Bond Proceeds. The Bond proceeds are expected to be allocated to expenditures as follows:

1. $____________ from the proceeds of the Bonds will be transferred to the Escrow Agent for deposit in the Costs of Issuance Fund to pay the costs of issuing the Bonds.

2. $____________ from the proceeds of the Bonds will be transferred to the Escrow Agent for deposit in the Escrow Fund to be applied as provided in the Escrow Agreement to pay the principal of and interest on the Refunded Obligations on November 1, 2020, the redemption date of the Refunded Obligations.

Section 3.6. Current Refunding.

(a) Proceeds Used For Current Refunding. Proceeds of the Bonds will be used to pay principal of and interest on the Refunded Obligations. All such proceeds shall be spent on November 1, 2020, which is not later than 90 days after the Issue Date.

(b) Transferred Proceeds. There are no unspent proceeds (sale proceeds, Investment proceeds or transferred proceeds) of the Refunded Obligations. Therefore, there are no transferred proceeds of the Bonds.

Section 3.7. Project Completion. The Financed Facility has previously been completed.

Section 3.8. Sinking Funds. The Issuer is required to make periodic payments in amounts sufficient to pay the principal of and interest on the Bonds. These payments will be deposited into the Debt Service Fund. Except for the Debt Service Fund, no sinking fund or other similar fund that is expected to
be used to pay principal of or interest on the Bonds has been established or is expected to be established. The Debt Service Fund is used primarily to achieve a proper matching of revenues with principal and interest payments on the Bonds within each Bond Year, and the Issuer expects that the Debt Service Fund will qualify as a Bona Fide Debt Service Fund.

Section 3.9. Reserve, Replacement and Pledged Funds.

(a) Debt Service Reserve Fund. No reserve or replacement fund has been established for the Bonds.

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

Section 3.10. Purpose Investment Yield. The proceeds of the Bonds will not be used to purchase an Investment for the purpose of carrying out the governmental purpose of the financing.

Section 3.11. Issue Price and Yield on Bonds.

(a) Issue Price. Based on the Underwriter’s certifications in the Underwriter’s Receipt for Bonds and Closing Certificate and the Municipal Advisor’s certifications in the Municipal Advisor’s Closing Certificate, the Issuer hereby elects to establish the issue prices of the Bonds pursuant to Regulations § 1.148-1(f)(2)(iii) (relating to the so-called “competitive sales rule”). Therefore, the aggregate issue price of the Bonds for such purpose is $__________.

(b) Bond Yield. Based on the issue price, the Yield on the Bonds is __________%, as computed by Bond Counsel as shown on Exhibit A. The Issuer has not entered into an interest rate swap agreement with respect to any portion of the proceeds of the Bonds.

Section 3.12. Miscellaneous Arbitrage Matters.

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

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

Section 3.13. Conclusion. On the basis of the facts, estimates and circumstances set forth in this Tax Certificate, the Issuer does not expect that the Bond proceeds will be used in a manner that would cause any Bond to be an “arbitrage bond” within the meaning of Code § 148 and the Regulations.
ARTICLE IV

POST-ISSUANCE TAX REQUIREMENTS, POLICIES AND PROCEDURES

Section 4.1. General.

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

(b) Written Policies and Procedures of the Issuer. The Issuer intends for the Tax Compliance Procedure, as supplemented by this Tax Certificate, to be its primary written policies and procedures for monitoring compliance with the Post-Issuance Tax Requirements for the Bonds and to supplement any other formal policies and procedures related to tax compliance that the Issuer has established. The provisions of this Tax Certificate are intended to be consistent with the Tax Compliance Procedure. In the event of any inconsistency between the Tax Compliance Procedure and this Tax Certificate, the terms of this Tax Certificate will govern.

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

Section 4.2. Record Keeping; Use of Bond Proceeds and Use of Financed Facility.

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

(b) Accounting and Allocation of Bond Proceeds and Qualified Equity to Expenditures. Proceeds of the Bonds will be used as described in Sections 3.5 and 3.6. The Bond Compliance Officer will maintain accounting records showing the investment and expenditure of this money as part of the Tax-
Advantaged Bond File. The Bond Compliance Officer has prepared written records substantiating the allocation of proceeds of the Original Obligations to the Financed Facility. This allocation is summarized on Exhibit C and is intended to constitute the Final Written Allocation for the Original Obligations.

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

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

Section 4.3. Temporary Periods/Yield Restriction. Except as described below, the Issuer will not invest Gross Proceeds at a Yield greater than the Yield on the Bonds:

(a) Costs of Issuance Fund. Amounts held in the Costs of Issuance Fund may be invested without Yield restriction for 13 months.

(b) Escrow Fund. Proceeds of the Bonds deposited in the Escrow Fund or otherwise allocable to a current refunding of the Refunded Obligations (see Section 3.6) may be invested without Yield restriction for up to 90 days after the Issue Date.

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

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

Section 4.4. Procedures for Establishing Fair Market Value.

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

(b) Established Securities Market. Except for Investments purchased for a Yield-restricted defeasance escrow, if an Investment is purchased or sold in an arm’s-length transaction on an established securities market (within the meaning of Code § 1273), the purchase or sale price constitutes the fair market value. Where there is no established securities market for an Investment, market value must be established using 1 of the paragraphs below. The fair market value of Investments purchased for a Yield-restricted defeasance escrow must be determined in a bona fide solicitation for bids that complies with Regulations § 1.148-5.
(c) **Certificates of Deposit.** The purchase price of a certificate of deposit (a “CD”) is treated as its fair market value on the purchase date if (1) the CD has a fixed interest rate, a fixed payment schedule, and a substantial penalty for early withdrawal, (2) the Yield on the CD is not less than the Yield on reasonably comparable direct obligations of the United States, and (3) the Yield is not less than the highest Yield published or posted by the CD issuer to be currently available on reasonably comparable CDs offered to the public.

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

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

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

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

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

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

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

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

   (G) At least 3 “reasonably competitive providers” are solicited for bids. A reasonably competitive provider is a provider that has an established industry reputation as a competitive provider of the type of Investments being purchased.
(2) **Bids Received.** The bids received must meet all of the following requirements:

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

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

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

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

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

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

   (A) A copy of the Guaranteed Investment Contract.

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

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

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

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

   (1) at least 3 bids on the Investment must be received from persons with no financial interest in the Bonds (e.g., as underwriters or brokers); and
the Yield on the Investment must be equal to or greater than the Yield offered under the highest bid.

Section 4.5. Rebate Instructions. The proceeds of the Bonds will be used to currently refund the Refunded Obligations on November 1, 2020, or used to pay costs of issuance of the Bonds on or before April 1, 2021. Any unspent sale proceeds of the Bonds deposited in the Costs of Issuance Fund not used to pay costs of issuance of the Bonds on or before April 1, 2021, will be transferred to the Issuer and deposited in the Debt Service Fund to be used to pay the principal of or interest on the Bonds. No sinking, pledge, or reserve fund or other similar fund has been or is expected to be established for the Bonds. Based on these certifications, Bond Counsel has advised the Issuer that no rebate computations are expected to be required with respect to the Bonds, so long as the sale and Investment proceeds of the Bonds are spent for the purposes described in this Section 4.5. If the proceeds are not so spent, or if the Issuer establishes any sinking, pledge, reserve fund or other similar fund, the Issuer is obligated to engage Bond Counsel, an independent certified public accountant or a rebate analyst to compute arbitrage rebate on the Bonds and to pay rebate to the United States at least once every five years, and within 60 days after the discharge of the last Bond, in accordance with Code § 148(f). Notwithstanding anything in the Ordinance to the contrary, the obligation to pay arbitrage rebate to the United States will survive the payment or defeasance of the Bonds.

Section 4.6. Filing Requirements. The Issuer will file or cause to be filed with the IRS such reports or other documents as are required by the Code in accordance with an Opinion of Bond Counsel.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 5.1. Term of Tax Certificate. This Tax Certificate will be effective concurrently with the issuance and delivery of the Bonds and will continue in force and effect until the principal of, redemption premium, if any, and interest on all Bonds have been fully paid and all such Bonds are cancelled; provided that, the provisions of Article IV of this Tax Certificate regarding payment of arbitrage rebate and yield reduction amounts and all related penalties and interest will remain in effect until all such amounts are paid to the United States and the provisions of Section 4.2 hereof relating to record keeping shall continue in force for the period described therein for records to be retained.

Section 5.2. Amendments. This Tax Certificate may be amended from time to time by the parties to this Tax Certificate without notice to or the consent of any of the Bond owners, but only if such amendment is in writing and is accompanied by an Opinion of Bond Counsel to the effect that, under then existing law, assuming compliance with this Tax Certificate as so amended such amendment will not cause interest on any Bond to be included in gross income for federal income tax purposes. No such amendment will become effective until the Issuer receives this Opinion of Bond Counsel.

Section 5.3. Opinion of Bond Counsel. The Issuer may deviate from the provisions of this Tax Certificate if furnished with an Opinion of Bond Counsel to the effect that the proposed deviation will not adversely affect the exclusion of interest on the Bonds from gross income for federal income tax purposes. The Issuer will comply with any further or different instructions provided in an Opinion of Bond Counsel to the effect that the further or different instructions need to be complied with in order to maintain the validity of the Bonds or the exclusion from gross income of interest on the Bonds.
Section 5.4. Reliance. In delivering this Tax Certificate the Issuer is making only those certifications, representations and agreements as are specifically attributed to it in this Tax Certificate. The Issuer is not aware of any facts or circumstances which would cause it to question the accuracy of the facts, circumstances, estimates or expectations of any other party providing certifications as part of this Tax Certificate and, to the best of its knowledge, those facts, circumstances, estimates and expectations are reasonable. The Issuer understands that its certifications will be relied upon by the law firm of Gilmore & Bell, P.C., in rendering its opinion as to the validity of the Bonds and the exclusion from federal gross income of the interest on the Bonds.

Section 5.5. Severability. If any provision in this Tax Certificate or in the Bonds is determined to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will not be affected or impaired.

Section 5.6. Benefit of Agreement. This Tax Certificate is binding upon the Issuer its respective successors and assigns, and inures to the benefit of the parties to this Tax Certificate and the owners of the Bonds. Nothing in this Tax Certificate or in the Ordinance or the Bonds, express or implied, gives to any person, other than the parties to this Tax Certificate, their successors and assigns, and the owners of the Bonds, any benefit or any legal or equitable right, remedy or claim under this Tax Certificate.

Section 5.7. Default, Breach and Enforcement. Any misrepresentation of a party contained herein or any breach of a covenant or agreement contained in this Tax Certificate may be pursued by the Bondowners pursuant to the terms of the Ordinance or any other document which references this Tax Certificate and gives remedies for a misrepresentation or breach thereof.

Section 5.8. Execution in Counterparts. This Tax Certificate may be executed in any number of counterparts, each of which so executed will be deemed to be an original, but all such counterparts will together constitute the same instrument.

Section 5.9. Governing Law. This Tax Certificate will be governed by and construed in accordance with the laws of the State of Missouri.

Section 5.10. Electronic Transactions. The transaction described in this Tax Certificate may be conducted, and related documents may be sent, received or stored, by electronic means.

[Remainder of Page Intentionally Left Blank.]
IN WITNESS WHEREOF, the undersigned, by their execution of this Tax Certificate, hereby make the foregoing certifications, representations, and agreements contained in this Tax Certificate on behalf of the Issuer as of the Issue Date.

ST. CHARLES COUNTY, MISSOURI

By:                                     
Title:  County Executive

By:                                     
Title:  Bond Compliance Officer
EXHIBIT A

DEBT SERVICE SCHEDULE AND PROOF OF BOND YIELD
EXHIBIT B

IRS FORM 8038-G
EXHIBIT C

DESCRIPTION OF PROPERTY COMPRISING THE FINANCED FACILITY

[See Attached Spreadsheet]
**EXHIBIT D**

**SAMPLE ANNUAL COMPLIANCE CHECKLIST**

<table>
<thead>
<tr>
<th>Name of tax-exempt bonds (“Bonds”) financing Financed Facility:</th>
<th>Special Obligation Refunding Bonds, Series 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Issue Date of Bonds:</td>
<td>October 7, 2020</td>
</tr>
<tr>
<td>Placed in service date of Financed Facility:</td>
<td></td>
</tr>
<tr>
<td>Name of Bond Compliance Officer:</td>
<td></td>
</tr>
<tr>
<td>Period covered by request (“Annual Period”):</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Item</th>
<th>Question</th>
<th>Response</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Ownership</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Was the entire Financed Facility owned by the Issuer during the entire Annual Period? If “Yes,” skip to Item 2.</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If answer above was “No,” was advice of Bond Counsel obtained prior to the transfer?</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If Yes, include a description of the advice in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>If No, contact Bond Counsel and include description of resolution in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Leases &amp; Other Rights to Possession</td>
<td></td>
</tr>
<tr>
<td></td>
<td>During the Annual Period, other than the Ambush Lease, was any part of the Financed Facility leased at any time pursuant to a lease or similar agreement for more than 50 days? If “No,” skip to Item 3.</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If answer above was “Yes,” was advice of Bond Counsel obtained prior to entering into the lease or other arrangement?</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If Yes, include a description of the advice in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>If No, contact Bond Counsel and include description of resolution in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
<tr>
<td>Item</td>
<td>Question</td>
<td>Response</td>
</tr>
<tr>
<td>------</td>
<td>----------</td>
<td>----------</td>
</tr>
<tr>
<td>3 Management or Service Agreements</td>
<td>During the Annual Period, has the management of all or any part of the operations of the Financed Facility (e.g., cafeteria, gift shop, etc.) been assumed by or transferred to another entity? If “No,” skip to Item 4.</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If answer above was “Yes,” was advice of Bond Counsel obtained prior to entering into the Management or Service Agreement?</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If Yes, include a description of the advice in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>If No, contact Bond Counsel and include description of resolution in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
<tr>
<td>4 Other Use</td>
<td>Was any other agreement entered into with an individual or entity that grants special legal rights to the Financed Facility? If “No,” skip to Item 5</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If answer above was “Yes,” was advice of Bond Counsel obtained prior to entering into the agreement?</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If Yes, include a description of the advice in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>If No, contact Bond Counsel and include description of resolution in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
<tr>
<td>5 Arbitrage &amp; Yield Restriction</td>
<td>(1) Were all sale proceeds of the Bonds spent as described in Section 4.5 of the Federal Tax Certificate?</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>(2) Has the Issuer set aside money in any fund or account in excess of an amount needed to pay debt service on the Bonds within the next 12 months (i.e. is more than one year of debt service pre-funded)?</td>
<td>□ Yes □ No</td>
</tr>
<tr>
<td></td>
<td>If “No” to Question 1 or “Yes” to Question 2, contact Rebate Analyst or Bond Counsel and incorporate report or include description of resolution in the Tax-Advantaged Bond File.</td>
<td></td>
</tr>
</tbody>
</table>

Bond Compliance Officer: ____________________________

Date Completed: ____________________________
EXHIBIT E

TAX AND DISCLOSURE COMPLIANCE PROCEDURE
EXHIBIT F

ADDITIONAL EXAMPLES OF OPERATING EXPENDITURES

The following paragraphs provide examples which may be useful for purposes of determining expenditures that qualify as Operating Expenditures. These examples are based on statutes and regulations, including proposed regulations in effect on the Issue Date, and except for the example related to general overhead and administrative expenses, are based on the deductibility of costs under §162 of the Code under the circumstances described.

(A) Routine Maintenance Expenses.

Routine Maintenance Expenses related to the Project qualify as ordinary and necessary operating expenses incurred in connection with the operation and maintenance of the Project. Accordingly, these expenses are allowed to offset revenues that would otherwise count toward the Private Payment Limit. For example, as a result of ordinary use, seats in the Project are broken or the scoreboard lights burn out. Repairing or replacing the seats or purchasing and installing scoreboard lights or, if necessary a new scoreboard of similar quality and purpose qualify as Routine Maintenance Expenses of the Project and will be available to offset revenues that would otherwise count toward the Private Payment Limit, even if the replacement seats or scoreboard have an expected useful life in excess of one year.

(B) General Overhead and Administrative Expenses.

General overhead and administrative expenses are not directly attributable to operation and maintenance of the Project Facility. Accordingly, these expenses are not available to offset revenues that count toward the Private Payment Limit. For example, the Issuer receives a $1000 payment for use of the Project $400 of which is properly allocable to the electricity used by the Project. The remaining $600 of the $1000 payment is used to reimburse salaries of Issuer staff that devote part of their time administrative review of the Project. The $400 payment is an Operating Expenditure. The $600 used to reimburse Issuer staff salaries is a general overhead and administrative expense and this amount will count toward the Private Payment Limit.

(C) Major Rehabilitation Expenditures vs. Ongoing Routine Maintenance Expenses.

Expenditures incurred to return the Project to its original operating condition after it has deteriorated to a point where it is no longer functional for its intended use are not Routine Maintenance Expenses and will not be available to offset revenues that count toward the Private Payment Limit. For example, over time the Project is not maintained and a number of serious issues arise such as broken HVAC, leaks in the roof and broken and damaged seats. The City is forced to close the Project. A year later the City undertakes the repairs and replacements necessary to make it possible to reopen the Project. The expenses incurred to rehabilitate the Project to a condition where it becomes possible to again use it for its intended purpose will not be available to offset revenues that count against the Private Payment Limit because these expenditures are not routine maintenance expenses. Had these repairs and replacements been undertaken periodically, over-time as they arose, so that the Project was able to operate on a continuous basis, the same expenditures would be considered Routine Maintenance Expenses, and thus could be used to offset private payments that otherwise would have counted toward the Private Payment Limit.
(D)  *Capital Improvements.*

Repair and maintenance expenditures resulting in a substantial improvement or betterment to the Project do not qualify as Routine Maintenance. An improvement occurs: 1) by ameliorating a material condition or defect that either existed prior to or arose during construction; 2) by constructing a material addition to the Project; 3) by materially increasing the capacity, productivity, efficiency, strength, or quality of the Project. Thus, if a repair occurs where the Project receives a capital improvement, then the expenditure will not be available to offset revenues that count toward the Private Payment Limit. For example, after the Project has been open for a few years it becomes desirable to construct new team locker rooms and a new media center to support a minor league hockey franchise. The addition of these improvements is a material addition to the capacity and usefulness of the Project and expenditures incurred in the project will not be available to offset revenues that count toward the Private Payment Limit.

(E)  *Adapting Project Facility to New and Different Use.*

Payments made to adapt the Project to a new use not consistent with the Issuer’s original intended use of the Project at the time the Project is placed in service are not considered Routine Maintenance. For example, ten years into operation of the Project, the Issuer decides to demolish the portion of the Project containing the practice ice rink and convert it to retail space. Amounts spent for the demolition and conversion of the portion of the Project to a use inconsistent with the Issuer’s original intended use will not be considered Routine Maintenance and no expenditures incurred will be available to offset revenues that count toward the Private Payment Limit.