

BILL NO.

ORDINANCE NO. 09-825

ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF AN
OBLIGATION AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION
WITH THE ISSUANCE AND SALE OF THE OBLIGATION

WHEREAS, the Village of St. Elizabeth, Missouri (the "Participant") is a political subdivision, political corporation or body corporate and politic of the State of Missouri (the "State"); and

WHEREAS, the Missouri Department of Natural Resources (the "DNR"), in cooperation with the Clean Water Commission of the State of Missouri, is authorized under Section 644.122 RSMo, as amended (the "Act"), to make loans to finance the costs of wastewater improvements in the State; and

WHEREAS, pursuant to the Act and in furtherance of the above-described purposes, DNR, by appropriate action duly taken, has established a program designed to assist political subdivisions by providing low interest rate loans to finance the costs of such improvements (the "Program"), which loans shall be in the form and manner specified by DNR; and

WHEREAS, the Participant is authorized and empowered to issue and has duly authorized the issuance and sale to DNR of the Obligation (defined below) pursuant to the terms set forth herein and therein, in the aggregate principal amount of not to exceed \$100,000 for the purpose of financing a portion of the costs of improvements to the Participant's waterworks and sewerage system as set forth in the application of the Participant for inclusion in the Program (the "Project"); and

WHEREAS, the governing body of the Participant further finds and determines that it is necessary and desirable in connection with the issuance and sale of the Obligation to DNR that the Participant enter into the Purchase Agreement (defined below) with DNR, and that the Participant take certain other actions as herein provided;

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF TRUSTEES OF THE VILLAGE OF ST. ELIZABETH, MISSOURI, AS FOLLOWS:

Section 1. Authorization of Obligation. The Participant is hereby authorized to issue the Obligation in the principal amount of not to exceed \$100,000 for the purpose of providing funds to finance a portion of the costs of the Project. The Obligation will be in substantially the form presented to and reviewed by the governing body at this meeting (a copy of which Obligation shall be filed in the records of the Participant), with such changes therein as shall be approved by the officers of the Participant executing the Obligation, such officers' signatures thereon being conclusive evidence of their approval thereof.

Section 2. Limited Obligation. The Obligation, by the terms thereof, is subject to annual appropriation by the Participant and shall not constitute a debt, liability or indebtedness of the Participant within the meaning of any constitutional or statutory debt limitation or restriction.

Although it is not required by the terms hereof to do so, the Participant intends to budget or appropriate funds to make Repayments and Additional Payments under the Obligation until all amounts are fully paid. The Participant reasonably believes that legally available funds in an amount sufficient to make all Repayments and Additional Payments (as defined in the Purchase Agreement and the Obligation) will be obtained.

Section 3. Authorization of Purchase Agreement. The Participant is hereby authorized to enter into the Purchase and Funding Agreement to be dated its date of execution and delivery (the "Purchase Agreement"), between DNR and the Participant, in substantially the form presented to and reviewed by the governing body at this meeting (a copy of which document shall be filed in the records of the Participant), with such changes therein as shall be approved by the officers of the Participant executing such document, such officers' signatures thereon being conclusive evidence of their approval thereof.

Section 4. Execution of Documents. The Participant is hereby authorized to enter into and the Chairman of the Board of Trustees and the Village Clerk are hereby authorized and directed to execute and deliver, for and on behalf of and as the act and deed of the Participant, the Purchase Agreement and the Obligation, and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent expressed herein.

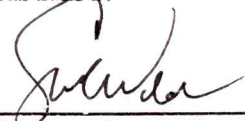
Section 5. Further Authority. The Participant shall, and the officers, agents and employees of the Participant are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent expressed herein, and to carry out, comply with and perform the duties of the Participant with respect to the Purchase Agreement and the Obligation.

Section 6. Effective Date. This Ordinance shall take effect and be in full force immediately after its passage by Board of Trustees of the Participant and approval by the Chairman of the Board of Trustees.

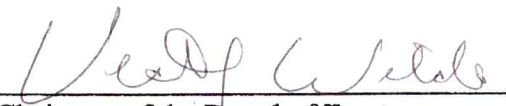
Section 7. Electronic Transactions. The parties agree that the transaction described herein may be conducted and related documents may be stored by electronic means.

PASSED by the Board of Trustees of the Village of St. Elizabeth, Missouri on this 12 day of October, 2009.

(Seal)
ATTEST:



Village Clerk



Chairman of the Board of Trustees