



# Executive Committee

## Open Meeting

Thursday, August 12, 2021 @ 8:30 AM

Virtual Meeting

211 North Broadway, 6th Floor

St. Louis, MO, 63102



## Executive Committee Meeting - August 12, 2021 at 8:30 AM

### Notice of Meeting and Agenda

- |   |          |                     |
|---|----------|---------------------|
| 1. Call to Order  | Approval | Chair<br>Windmiller |
| 2. Roll Call  | Quorum   | M. Bennett          |
| 3. Fixing and Determining the Final Terms of the Agency's Taxable Arch Tram Refunding Revenue Bonds, Series 2021 (Resolution #1149) | Approval | T. Fulbright        |
| A. Resolution 1149 - 3  |          |                     |
| B. Redlined Version - Resolution 1149 - 5   |          |                     |
| 4. Adjournment  | Approval | Chair<br>Windmiller |

**A RESOLUTION OF THE EXECUTIVE COMMITTEE OF THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT FIXING AND DETERMINING THE FINAL TERMS OF THE AGENCY'S TAXABLE ARCH TRAM REFUNDING REVENUE BONDS, SERIES 2021; AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS RELATING TO SUCH BONDS, ALL AS AUTHORIZED PURSUANT TO A RESOLUTION OF THE BOARD ADOPTED ON JUNE 26, 2020**

**PREAMBLES:**

*Whereas*, under Section 30.080 of its Collected Board Policies, the Board of Commissioners (the "Board") of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency") is given authority over the Agency's debt issuance and administration; and

*Whereas*, on June 26, 2020, the Board adopted a resolution (the "Resolution") authorizing the issuance and sale by the Agency of its Taxable Arch Tram Refunding Revenue Bonds, Series 2021 (the "Series 2021 Bonds"); and

*Whereas*, the Resolution provides that the Series 2021 Bonds shall be issued in such aggregate principal amount, bear interest at such rate or rates, mature and have such redemption provisions and other terms to be approved by the Executive Committee (provided, however, that for the purposes of this resolution, a quorum of the Executive Committee shall consist of not less than two of the four members of the Executive Committee); and

*Whereas*, it is feasible, necessary and in the public interest of the Agency for the Executive Committee of the Board to exercise its authority to approve the terms of the issuance of the Series 2021 Bonds, including, but not limited to, the principal amounts, interest rates, maturity and redemption provisions.

**NOW, THEREFORE, THE EXECUTIVE COMMITTEE DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

Section 1. Preambles Incorporated. The Executive Committee hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Definitions. Unless otherwise defined herein, terms defined in the Master Trust Indenture dated as of December 1, 2014 (the "Master Indenture"), and the Supplemental Trust Indenture No. 2 dated as of August 1, 2021 ("Supplemental Indenture No. 2") each between the Agency and BOKF, N.A., as Trustee, shall have the same meanings when used herein.

Section 3. Final Terms of Series 2021 Bonds.

(a) Upon unanimous consent of the members of the Executive Committee present at this meeting, the Executive Committee, for and on behalf of the Agency, hereby approves the Series 2021 Bonds in an original aggregate principal amount of \$7,483,283, which does not exceed \$7,850,000 as required by the Resolution. The purchase price for the Series 2021 Bonds is \$7,483,283, which is 100% of the par amount of the Bonds as required by the Resolution. The final maturity of the Series 2021 Bonds is December 1, 2044. The interest rate of the Series 2021 Bonds is 2.52% per annum, which does not exceed 3.60% as required by the Resolution. The final terms of the Series 2021 Bonds are set forth in the Supplemental Indenture No. 2 in substantially the form presented to this meeting.

(b) Upon unanimous consent of the members of the Executive Committee present at this meeting, the Executive Committee, for and on behalf of the Agency, hereby determines that the final terms for the Series 2021 Bonds are in the best interest of the Agency.

Section 4. Supplemental Indenture No. 2. The Executive Committee hereby authorizes and approves the Supplemental Indenture No. 2 in substantially the form submitted to this meeting.

Section 5. Bank Agreements. The Executive Committee hereby authorizes and approves (a) the Continuing Covenant Agreement, (b) the Forward Fixed Rate Lock Letter, both between the Agency and PNC Bank, National Association, as purchaser of the Series 2021 Bonds, in substantially the forms submitted to this meeting.

Section 6. Effective Date. This Resolution shall be dated August 12, 2021, and shall become effective immediately upon its passage.

**EXECUTIVE COMMITTEE OF THE BOARD OF  
COMMISSIONERS OF THE BI-STATE  
DEVELOPMENT AGENCY OF THE MISSOURI-  
ILLINOIS METROPOLITAN DISTRICT**

[SEAL]

Attest:

By: \_\_\_\_\_  
Name: Rose Windmiller  
Title: Chair

By: \_\_\_\_\_  
Chief Financial Officer

**A RESOLUTION OF THE EXECUTIVE COMMITTEE OF THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT FIXING AND DETERMINING THE FINAL TERMS OF THE AGENCY'S TAXABLE ARCH TRAM REFUNDING REVENUE BONDS, SERIES 2021; AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS RELATING TO SUCH BONDS, ALL AS AUTHORIZED PURSUANT TO A RESOLUTION OF THE BOARD ADOPTED ON JUNE 26, 2020**

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*Whereas*, on June 26, 2020, the Board adopted a resolution (the "Resolution") authorizing the issuance and sale by the Agency of its Taxable Arch Tram Refunding Revenue Bonds, Series 2021 (the "Series 2021 Bonds"); and

*Whereas*, the Resolution provides that the Series 2021 Bonds shall be issued in such aggregate principal amount, bear interest at such rate or rates, mature and have such redemption provisions and other terms to be approved by the Executive Committee (provided, however, that for the purposes of this resolution, a quorum of the Executive Committee shall consist of not less than two of the four members of the Executive Committee); and

*Whereas*, it is feasible, necessary and in the public interest of the Agency for the Executive Committee of the Board to exercise its authority to approve the terms of the issuance of the Series 2021 Bonds, including, but not limited to, the principal amounts, interest rates, maturity and redemption provisions.

**NOW, THEREFORE, THE EXECUTIVE COMMITTEE DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

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DEVELOPMENT AGENCY OF THE MISSOURI-  
ILLINOIS METROPOLITAN DISTRICT**

[SEAL]

Attest:

By: \_\_\_\_\_  
Name: Rose Windmiller  
Title: Chair

By: \_\_\_\_\_  
Chief Financial Officer