

AGENDA
MAPLEWOOD CITY COUNCIL MEETING
TUESDAY, AUGUST 13, 2024 @ 7:00 PM
CITY COUNCIL CHAMBERS
7601 MANCHESTER ROAD, MAPLEWOOD, MO 63143
OR VIA TELECONFERENCE

Zoom link: <https://us02web.zoom.us/j/89452395834?pwd=SytBUTE0WXBIOUIPQnU0WjhqaFRMZz09>
Passcode: 113226
Dial in: (312) 626-6799
Webinar ID: 894 5239 5834

1. Call to Order
2. Pledge of Allegiance
3. Roll Call
4. Motion to Excuse Councilmember
5. Approval of the Council Agenda
6. Approval of the July 9, 2024 City Council meeting minutes
7. Approval of the July 9, 2024 City Council closed session minutes
8. Public hearing to hear citizens' comments on a request by Nodric Tankins of Tapped Social House, Inc. for a full and Sunday liquor license at 7278 Manchester Road
9. Public hearing to hear citizen's comments on a request to amend Planned Unit Development Ordinance #5104 to allow a financial institution (Navy Federal Credit Union) at 1811 Maplewood Commons Drive
10. Public Forum
11. Announcements
12. Parks & Recreation Commission Report by Kenan Ender and Pavin White
13. Motion to approve a malt liquor by the drink liquor license for Rebecca Goetz of the Archdiocese of St. Louis at 7240 Anna Avenue
14. Motion to approve a full and Sunday liquor license for Nodric Tankins of Tapped Social House, Inc. at 7278 Manchester Road

15. A Resolution of the City Council of the City of Maplewood, Missouri, honoring and commending Jerry Cook on the occasion of his retirement after 35 years of service with the City of Maplewood
16. A Resolution of the City Council of the City of Maplewood, Missouri, appointing Tanya Bohlken as Deputy City Clerk
17. A Resolution of the City Council of the City of Maplewood, Missouri, appointing residents and business owners to a Comprehensive Plan Steering Committee to guide the City's comprehensive planning process
18. A Resolution authorizing the offering for sale of General Obligation Bonds of the City of Maplewood, Missouri
19. A Resolution of the City Council of the City of Maplewood, Missouri, authorizing the City Manager to apply for a grant in the amount of four-hundred ten thousand (\$410,000) from the Municipal Parks Grant Commission of St. Louis county for improvements to Yale Park
20. A Resolution of the City Council of the City of Maplewood, Missouri, authorizing the City Manager to accept the proposal of Schiller's Audio Visual in the amount of one hundred twenty-two thousand eight hundred forty-nine dollars and fifty-one cents (\$122,849.51) to replace and upgrade the audio-visual system in Council Chambers and to add an audio-visual system in the adjacent conference room
21. A Resolution of the City Council of the City of Maplewood, Missouri, authorizing the City Manager to accept the proposal of Utility Associates, Inc. in the amount of one hundred thousand dollars (\$100,000) to purchase body-worn cameras with holster activation and in-car video camera systems
22. A Resolution of the City Council of the City of Maplewood, Missouri, authorizing the City Manager to accept the bid of May's Excavating, Inc. in the amount of twenty-four thousand one hundred twelve dollars (\$24,112) for sidewalk replacement in the 7200 block of Richmond Place using reallocated Community Development Block Grant funds
23. A Resolution of the City Council of the City of Maplewood, Missouri, to accept the bid of Spencer Contracting in the amount of two million seven hundred sixty-eight thousand seven hundred thirty-three dollars (\$2,768,733) for additional street and sidewalk reconstruction work and three hundred ninety thousand one hundred sixty-four dollars (\$390,164) for alley, isolated slab replacement, and stand-alone sidewalk work for a total of three million one hundred fifty-eight thousand eight hundred ninety-seven dollars (\$3,158,897)
24. A Resolution of the City Council of the City of Maplewood, Missouri, authorizing the City Manager to accept the proposal of Development Resource Partners, LLC and sign a contract to provide right of way consulting services for project number STP/CMAQ-9901 (667) Greenwood Boulevard Improvement Project

25. An Ordinance of the City Council of the City of Maplewood, Missouri, amending the Maplewood Commons Planned Unit Development Ordinance #5104 Section II. Uses, A. Permitted Uses to allow a financial institution at 1811 S. Hanley Road
26. An Ordinance of the City Council of the City of Maplewood, Missouri, authorizing the City Manager to execute an amended and restated agreement between the cities of Brentwood, Clayton, Maplewood, and Richmond heights to provide a Shared Fire Training Chief
27. An Ordinance authorizing and directing the issuance, sale and delivery of General Obligation Bonds, Series 2024, of the City of Maplewood, Missouri; prescribing the form and details of said bonds; providing for the levy and collection of an annual tax for the purpose of paying the principal of and interest on said bonds as they become due; and authorizing certain other documents and actions in connection therewith
28. Bill 6257, an Ordinance of the City Council of the City of Maplewood, Missouri, to re-adopt and to establish and make a public procedure to disclose potential conflicts of interest and substantial interests for certain municipal officials
29. Old Business
30. Council Communication
31. Mayor's Report
32. City Attorney's Report
33. City Manager's Report
34. Public Forum
35. Motion to hold a Closed Session, if needed, to discuss matters relating to litigation, legal actions, and/or communication from the City Attorney as provided for in Section 610.021(1)RSMO. and/or specifications for competitive bidding under Section 610.021(11) and/or sealed bids and related documents and sealed proposals and related documents under Section 610.021(11) and/or personnel matters under Section 610.021(13)RSMO. and/or employee matters under Section 610.021(3)RSMO. and/or real estate matters under Section 610.021(2)RSMO. and/or documents related to a negotiated contract under Section 610.021(12)RSMO
36. Adjournment



RECORD OF PROCEEDING

MEETING OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD AT 7601 MANCHESTER ROAD

JULY 9, 2024

The meeting was called to order at 7:00 p.m., Mayor Greenberg presiding.

PLEDGE OF ALLEGIANCE was recited.

ON ROLL CALL, the following members were PRESENT: Mayor Greenberg, Councilmember Coriell, Councilmember Garcia, Councilmember Homa, Councilmember Faulkingham, and Councilmember Page.

MOTION TO EXCUSE COUNCILMEMBER: Councilmember Faulkingham motioned to excuse Councilmember Mattox, seconded by Councilmember Homa, which motion received the approval of the Council.

APPROVAL OF COUNCIL AGENDA: Councilmember Faulkingham motioned to approve, seconded by Councilmember Homa, which motion received the approval of the Council.

APPROVAL OF THE JUNE 11, 2024 CITY COUNCIL MEETING MINUTES: Councilmember Faulkingham motioned to approve, seconded by Councilmember Homa, which motion received the approval of the Council.

PUBLIC HEARING TO HEAR CITIZENS' COMMENTS ON A REQUEST BY REBECCA GOETZ OF THE ARCHDIOCESE OF ST. LOUIS FOR A MALT LIQUOR BY THE DRINK LICENSE AT 7240 ANNA AVENUE:

Rebecca Goetz discussed the archdiocese's request and stated it was necessary due to a change in the managing officer of the liquor license. She added the past practice/activities for this license will remain the same.

Resident Patty Nourai spoke in favor of the application.

PUBLIC FORUM: None.

ANNOUNCEMENTS: Councilmember Garcia mentioned the upcoming Let Them Eat Art event.

HUMAN SERVICES COMMISSION REPORT: Commission Chair Amber Schanter provided the Council a detailed report on Commission activities. In reference to the enabling ordinance, Mayor Greenberg inquired about the composition of the Commission, specifically if all members were residents and if 9 members were necessary or would 7 suffice. Amber Schanter said all were residents and 9 allows coverage when there is board turnover. Councilmember Garcia thanked Amber for her report and the work the commission is doing.

PROPOSITION S GENERAL OBLIGATION BOND TIMETABLE PRESENTATION: Regan Holliday of UMB Bank updated the council on the schedule for the Proposition S general obligation bonds sale which is scheduled to take place on September 10th.

R24-43 A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, APPOINTING LACEY MITCHELL TO THE SPECIAL BUSINESS DISTRICT TAX ADVISORY COMMISSION AND ESTABLISHING HER TERM OF OFFICE AS EXPIRING JUNE 30, 2027 was introduced. It was moved by Councilmember Faulkingham, duly seconded by Councilmember Homa, to approve this resolution, which motion received the following roll call vote: Ayes, Mayor Greenberg, Councilmembers Coriell, Garcia, Homa, Faulkingham, and Page. Nays, none.

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, TO RE-ADOPT AND TO ESTABLISH AND MAKE A PUBLIC PROCEDURE TO DISCLOSE POTENTIAL CONFLICTS OF INTEREST AND SUBSTANTIAL INTERESTS FOR CERTAIN MUNICIPAL OFFICIALS was given its first reading. It was moved by Councilmember Faulkingham, duly seconded by Councilmember Homa, that the Bill be moved to its second reading, which motion received the approval, by voice vote, of the Council.

BILL 6256, AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AMENDING THE MAPLEWOOD CODE OF ORDINANCES, CHAPTER 56 ZONING, ARTICLE II. DISTRICT REGULATIONS, DIVISION 2. SR SINGLE-FAMILY RESIDENTIAL DISTRICT, SECTION 56-73 – USE REGULATIONS, AND ARTICLE V. NONCONFORMITIES, SECTION 56-1061 NON-CONFORMING LOTS OF RECORD (A) RESIDENTIAL DISTRICTS, SUBSECTION (1), TO BRING LOT SIZE AND SETBACK STANDARDS INTO ALIGNMENT WITH EXISTING AVERAGES AND TO PRESERVE LOCAL NEIGHBORHOOD CHARACTERISTICS AND HOUSING AFFORDABILITY was given its third and final reading. Mayor Greenberg stated he would prefer to hold off on the approval of this ordinance until after the Comprehensive Plan was updated to see what is suggested in the plan. Councilmember Garcia thought the recent changes to the ordinance were good and was fine moving forward. Councilmember Homa said although it may be imperfect, moving forward with this ordinance was his preference due to how long the Comprehensive Plan process would take to complete. It was moved by Councilmember Faulkingham, duly seconded by Councilmember Homa, that Bill 6256 be approved, which motion received the following roll call vote: Ayes, Councilmembers Coriell, Garcia, Homa, Faulkingham, and Page. Nays, Mayor Greenberg. Bill 6256 was approved by the City Council as Ordinance Number 6050.

OLD BUSINESS: None.

COUNCIL COMMUNICATION: None.

MAYOR'S REPORT: None.

CITY ATTORNEY'S REPORT: None.

CITY MANAGER’S REPORT: City Manager Withycombe mentioned the increase in public safety calls in our parks. She added that they will be holding upcoming Ward meetings to solicit comments from residents at these meetings. The first meeting will be in Ward 1. She mentioned our Court Administrator of 37 years has taken another job and asked the council to promote the opening to any interested applicants. She mentioned Anthony Traxler’s memo regarding MSD’s OCMI tax and that staff was recommending discontinuing this tax. Anthony Traxler provided a series of brief reasons why the tax is not beneficial to keep. City Manager Withycombe also briefed the council on the city’s recently performed SWOT analysis. There was general discussion regarding the analysis.

PUBLIC FORUM: Susan Piazza of Republic introduced herself and said the city staff she works with do a great job and she hopes to continue working with the City.

MOTION TO HOLD A CLOSED SESSION, IF NEEDED, TO DISCUSS MATTERS RELATING TO LITIGATION, LEGAL ACTIONS, AND/OR COMMUNICATION FROM THE CITY ATTORNEY AS PROVIDED FOR IN SECTION 610.021(1)RSMO. AND/OR SPECIFICATIONS FOR COMPETITIVE BIDDING UNDER SECTION 610.021(11) AND/OR SEALED BIDS AND RELATED DOCUMENTS AND SEALED PROPOSALS AND RELATED DOCUMENTS UNDER SECTION 610.021(11) AND/OR PERSONNEL MATTERS UNDER SECTION 610.021(13)RSMO. AND/OR EMPLOYEE MATTERS UNDER SECTION 610.021(3)RSMO. AND/OR REAL ESTATE MATTERS UNDER SECTION 610.021(2)RSMO. AND/OR DOCUMENTS RELATED TO A NEGOTIATED CONTRACT UNDER SECTION 610.021(12)RSMO: Mayor Greenberg asked for a motion to hold a closed session, which was moved by Councilmember Faulkingham and seconded by Councilmember Homa, which motion received the following roll call vote: Ayes, Mayor Greenberg, Councilmembers Coriell, Garcia, Homa, Faulkingham, and Page. Nays, none.

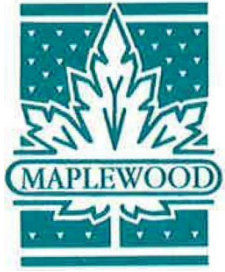
Council reconvened and there being no further business before the Council, the meeting adjourned.

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

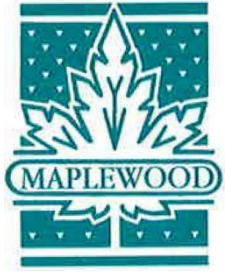
Attest:

Anthony Traxler, Deputy City Clerk



PUBLIC HEARING NOTICE

The Maplewood City Council will hold a public hearing on Tuesday, August 13, 2024, at 7:00 pm at City Hall and via ZOOM teleconference to hear citizens' comments on a request by Nodric Tankins of Tapped Social House, Inc. located at 7278 Manchester Road, for a full and Sunday liquor license.



PUBLIC HEARING NOTICE

The Maplewood City Council will hold a public hearing on Tuesday, August 13, 2024, at 7:00 pm at City Hall and via ZOOM teleconference to hear citizens' comments on a request to amend Planned Unit Development Ordinance #5104 to allow a financial institution (Navy Federal Credit Union) at 1811 Maplewood Commons Drive.

Maplewood Parks & Recreation Commission Update

Prepared for: Maplewood City Council
Presented by: Pavin White, Maplewood Parks & Recreation Commission

08/13/2024

Parks & Recreation Commission

Laine Schenkelberg, Chair

Johnny Lewis

Steve Brewer, Vice Chair

Kenan Ender

Sarah Walker, Secretary

Mary Killian

Beth Newman

Pavin White

Rebecca (Becky) Flynn

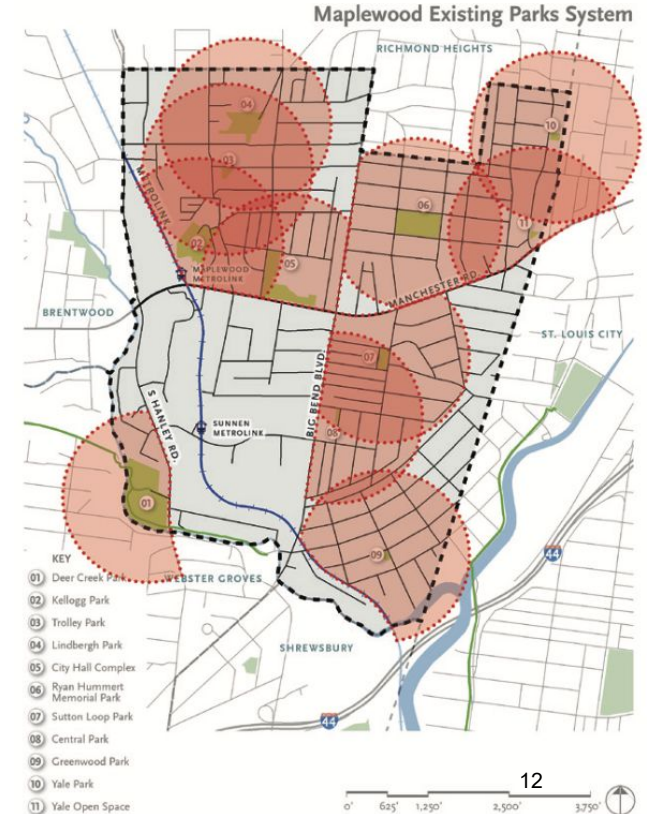
Parks & Recreation Commission Responsibilities

9 member commission that is to advise:

- As to **devising, extending, developing and maintaining a park or system of public parks** and recreational programs and facilities.
- As to the selection and **designation of lands** to be used and appropriated for park purposes and recreational programs and facilities.
- As to **leasing, purchasing, condemning or otherwise acquiring lands**, easements and other interests in realty for parks and recreational programs and facilities.
- As to **superintending, controlling and managing parks** and recreational programs and facilities of the city.
- As to **improving, constructing, adorning, regulating and maintaining city parks** and city recreational programs and facilities.
- As to ordinances necessary for the **regulation and government of city parks** and city recreational programs and facilities.
- As to the **planting, care, maintenance and removal of all trees in city parks** and on public rights-of-way.

Maplewood Parks System Overview

Park	Acres	Facilities & Amenities
Deer Creek Park	12.7 Acres	3 Pavilions; Restroom and Concessions Buildings; 1 Baseball Fields with Skinned Infield, Dugouts, and Bleachers; 2 Baseball Fields with Turf Infield; Fitness Stations; Sand Volleyball; Trail Access; Field Lighting; Playground; 2 Parking Lots; Overlay Soccer Field
Kellogg Park	5.7 Acres	1 Baseball Field with Turf Infield; Overlay Soccer Field; Playground; Comfort Station; Pavilion; 2 Parking Lots; Fenced Dog Park; Sledding Hill; Community Garden
Trolley Park	.6 Acre	Playground; Unprogrammed Open Space
Lindbergh Park	4.1 Acres	Playground; Unprogrammed Open Space; Community Garden
City Hall Complex	5.5 Acres	Skatepark; Outdoor Roller Hockey Rink; 2 Post Tensioned Concrete Tennis Courts; Multiple Parking Lots; Family Aquatic Center
Ryan Hummert Memorial Park	5.6 Acres	Comfort Station; Pavilion; 1 Baseball Fields with Skinned Infield; Parking Lot; 2 Overlay Soccer Field; Memorial(s); Playground; Bleachers
Sutton Loop Park	1.1 Acres	Comfort Station; Pavilion; Sculpture; Water Feature; On-Street Parking; Unprogrammed Open Space
Central Park	.3 Acres	Playground; Picnic Area; On-Street Parking; Unprogrammed Open Space
Greenwood Park	.3 Acres	Playground; On-Street Parking;
Yale Park	.4 Acres	Playground; On-Street Parking;
Yale Open Space	.2 Acres	Unprogrammed Open Space
TOTAL PARK ACREAGE	36.5 Acres	
TOTAL PARKS	11 (10 developed, 1 undeveloped)	



Parks System-Wide Master Plan Goals

Mission & Values to Drive Master Plan

National Recreation and Park Association (NRPA) Working Definition of Equitable Park & Recreation Access: The just and fair **quantity, proximity and connections** to quality parks and green space, recreation facilities, as well as programs that are **safe, inclusive, culturally relevant and welcoming** to everyone. When people have just and fair access, our health and social wellbeing improve, and our communities can protect and better recover from **environmental, social and economic challenges**.

Value Themes for Maplewood Parks & Rec Commission:

Accessibility & Connectivity - Inclusivity & Belonging - Sustainability - Positive Economic Impact - Healthy Living - Conservation - Safety

System-Wide Equity-Based Master Plan

A system-wide park master plan helps us understand the history and current barriers to park access and sets a vision and plan to remove these inequities and ensure parks and open space are providing the most benefit to communities.

The plan and process are grounded in community engagement, equity, and inclusion.

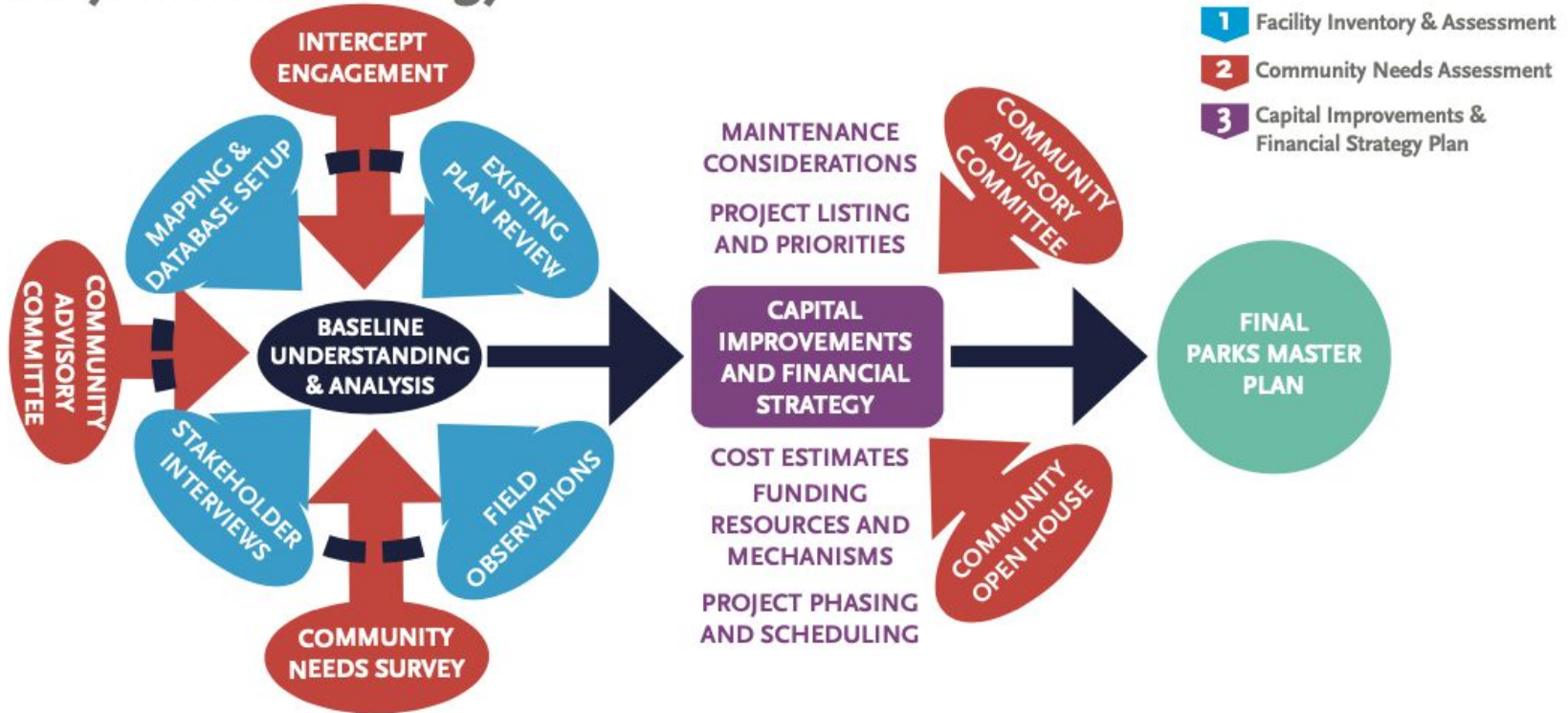
Deliverable: A comprehensive document and process that include an internal assessment, community engagement, resources and data collection, and development of an implementation plan.

[Maplewood Parks
System-Wide
Equity-Based Master
Plan](#)



System-Wide Approach

Project Methodology



System-Wide Approach

Added Amenities:

- Splash pad / water play amenity located in park setting (Yale)
- Pickleball Court(s)
- Basketball Court(s) (Trolley)

Security Camera

Incorporate security cameras at priority areas (playgrounds, pavilions, etc.) as required to help discourage issues with graffiti, vandalism, and other misuses of park space.

Level of Service

Explore future additional parkland opportunities to ensure equitable distribution and access to parkland across the city.

Communications

Maintain open feedback with community to ensure existing parks meet needs of the community via a variety of communication channels. Provide signage at parks that gives park information, specific contact info, links to City Information pages, etc. Signage should also be used for wayfinding to other parks.

Connectivity

Analyze and implement as needed walkway improvements to ensure adequate / safe access to existing parks and explore and future connections to larger trail networks.

Survey Results Used In Planning Decisions

Community Values Applied to Recommendations

A number of themes or value statements can be attributed to the various project recommendations to describe the community benefit that will be provided. These statements were created based on community input and goals for the plan established by the Parks & Recreation Commission.

SA *The City's park spaces are safe, comfortable, and accessible for all users.*

EQ *Equitable distribution of maintenance and improvements throughout the community.*

DV *Each park includes amenities that provide benefits to a diverse community.*

SP *Park systems provides unique opportunities and/or special amenities.*

UF *Park amenities are improved and maintained to ensure usability and functionality.*

Most Used Parks

- Ryan Hummert Memorial Park
- City Hall Park Amenities
- Deer Creek Park
- Sutton Loop Park
- Kellogg Park

Key Survey Takeaways Applied

- Adding bike trails and connecting to bike trails in surrounding communities.
- Parks and playground are in need of updates. Add inclusive playground equipment.
- Add shade and access to water at parks.
- Addition of splash pad element outside of the aquatic center in a park setting.
- Safety of Park Facilities.

Parks System-Wide Master Plan Funding

Funding

The City has engaged with GrantMatch to pursue funding to accelerate progress. We routinely are granted a St. Louis County Municipal Grant which allows us to improve one park per year and hope with additionally funding we can do two parks per year+.

1. **Central Park: \$430k - Work Beginning in Aug/Sep 2024 to conclude EOY**
2. **Yale Park: \$421k - Next park after Central Park, timing TBD based on funding**
3. City Hall Park Space: \$220k
4. Deer Creek: \$1.06m
5. Greenwood Park: \$370k
6. Kellogg Park: \$443k
7. Lindbergh Park: \$620k
8. Ryan Hummert Park: \$960k
9. Sutton Loop Park: \$406k
10. Trolley Park: \$865k
11. Yale Open Space: \$80k

Total: \$5.8m + 20% services & contingencies = **~\$7m**

Budget details for each park outlined in appendix

Central Park - 1st Park to be Improved

We have been approved for a St. Louis County Municipal Park Grant for this refresh of Central Park, work will begin in August/September 24 and conclude by EOY 24.

KEY

- 01** Design / Implement Playground Renovation
Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground equipment should be geared toward children aged toddler thru 12 years old.
- 02** Provide Shaded Amenity Area / Gathering Space
Provide a gathering space furnished with picnic tables and bench seating. Gathering space should be shaded with a fabric canopy.
- 03** Existing Lawn Area Renovation
Maintain and improve lawn area to provide unprogrammed passive use space within the park. Improve turf with aeration and overseeding with drought tolerant lawn cultivars.
- 04** Sidewalk and Parking ADA Improvements
Reconstruct existing asphalt sidewalk along the park perimeter with a new concrete sidewalk to provide for more accessible entry into the park.

VALUE STATEMENTS

Master Plan Budget

SA DV UF EQ	\$ 315,000
SA DV UF	\$ 85,000
UF	\$ 5,000
SA DV UF EQ	\$ 25,000

***Total Budget Costs**

\$ 430,000

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.



Central Park - Equipment



Barnyard

Oink! Moo! Quack!

Age range is 6-23 mos., 2-5 yrs.

Estimated List price is \$8,100

17 different play activities

No fall height



The Playful Fence

Cultivate Wonder!

Age range is 6-23 mos., 2-5 yrs.

Estimated List price is \$2,750

12 different play activities

No fall height



Yale Park - 2nd Park to be Improved

The City is working on submitting a municipal grant application to make improvements to Yale Park in 2025.

KEY	VALUE STATEMENTS	Master Plan Budget
01 Replace Drinking Fountain and Sump Replace existing drinking fountain with new drinking fountain. Drain drinking fountain to new gravel sump installed per manufacturers recommendations.	UF	\$ 25,000
02 Develop and Implement Successional Tree Planting Strategy Work with qualified consultant to evaluate conditions of existing tree canopy and to prepare plan for successional planting of trees within the park.	UF	\$ 10,000
03 Provide Shaded Amenity Area / Gathering Space Provide a gathering space furnished with picnic tables and bench seating. Gathering space should be shaded with a fabric canopy.	SA DV UF EQ	\$ 30,000
04 Design / Implement Playground Renovation Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground equipment should be geared toward children aged toddler thru 12 years old.	SA DV UF EQ	\$ 275,000
05 Implement Splash Pad / Water Feature Design and implement a small splash pad / spray ground. Include a variety of sprays features within the space. Installation should include necessary infrastructure (plumbing, electrical controls, drainage, etc.). Coordinate with MSD for requirements for drainage of the water feature.	SA DV EQ SP	\$ 75,000
06 Provide Accessible Pathways into Park Space Incorporate accessible pathway connections between sidewalks and the various park amenities (playground, sprayground, etc.).	SA UF	\$ 6,500
	*Total Budget Costs	\$ 421,500

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.



PARC Passport

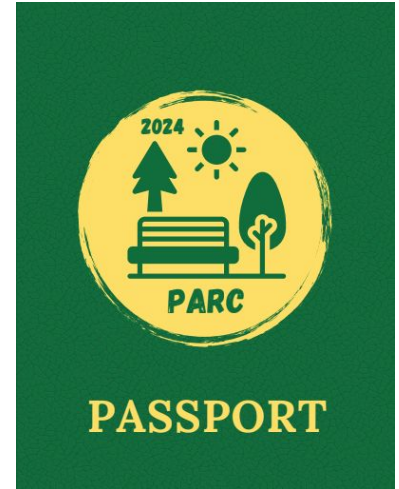
PARC Passport

We are in year 2 of our community park passport project! This is a fun program for our youth to encourage visitors to explore all our parks have to offer. Each month there is a passport activity. Once an activity has been completed, the sponsoring entity will stamp the passport book.

Grand Prize Drawing for those who complete 8+ activities

- Maplewood Family Aquatic Center Family Pass
- One-year Family Pass to The Heights

Passport books are available at Maplewood City Hall, Maplewood Public Library, The Heights, or The Richmond Heights Public Library.



[More Info](#)

Questions?

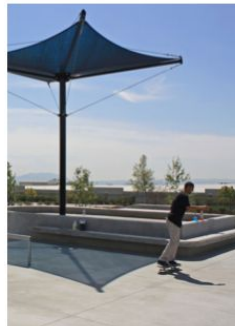
Appendix

City Hall Space

KEY	VALUE STATEMENTS	Master Plan Budget
01 Hockey Rink Boards Repair/Replacements Short-term replacement of broken dasher board components and broken fencing/netting. Coordinate replacement parts with manufacturer.	UF	\$ 50,000
02 Investigate and Implement Erosion Control Strategies Prepared design plans for and implement strategies for controlling erosion on slopes to the west and lawn areas surrounding the existing skate park.	SA UF	\$ 50,000
03 Provide Shade Structure / Amenities at Skate Park Incorporate shade canopy to provided shaded rest area within skate park area. Utilize cantilever shade configurations to minimize pole and foundation impacts on skating surface	SA DV UF SP	\$75,000
04 Update Tennis Court Lighting with Energy Efficient Fixtures Upgrade existing lighting fixture with LED energy efficient fixtures. If possible explore retrofit of existing poles with new light fixtures. Select fixtures that minimize glare and light trespass beyond courts.	UF	\$ 20,000
05 Repair / Replace Skate Park Concrete Surface as Needed Repair minor surface imperfections as need with surface patching treatments. Conduct more extensive repairs as needed with full depth replacements.	UF SP	\$ 25,000

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.

***Total Budget Costs \$ 220,000**



Deer Creek Park

KEY	VALUE STATEMENTS	Master Plan Budget
01 Grading and Drainage Improvements to Ballfields Make improvements to grading and drainage within ballfields to improve playability. Improvement should be made through ongoing maintenance including aeration, top dressing, and overseeding of fields. Regrade and make corrections to infield drainage on as needed basis.	UF	\$ 8,500
02 N. Ballfield Dugout and Backstop Renovation Replacement and renovation of existing backstops on main ballfield. Replace existing backstop fencing and install new covered dugouts to provide shade for players.	SA DV UF	\$ 80,000
03 Fitness Equipment Addition Install additional fitness equipment station along greenway trail that runs along Deer Creek. Place fitness stations in locations that are out of the field of play for adjacent ballfields. Estimate \$20,000 per piece of equipment, including surfacing and installation.	SA DV EQ SP	\$100,000
04 Turf Ballfield Backstop Replacement Replace backstops for turf ballfields with new chain link permanent backstops.	UF	\$ 15,000
05 Field Lighting Upgrade to LED Fixtures Upgrade existing lighting fixture with LED energy efficient fixtures. If possible explore retrofit of existing poles with new light fixtures. Select fixtures that minimize glare and light trespass beyond courts.	UF	\$ 250,000
06 South Parking Lot Renovation / Expansion Renovate existing asphalt parking lot, restripe parking stalls, reinstall curb stops. Expand parking lot area to east to include additional park stalls.	SA UF	\$ 130,000
07 General Amenity Area Expansion This area is designated for flexible use opens space in the short term, but setup for expansion of additional park amenities in the future. Park amenities could include but are not limited to playground space, courts (basketball, pickleball, tennis), etc. Future usage of this space should be determined through additional community feedback and demand identified for specific amenities.	DV UF	TBD
08 Design / Implement Playground Renovation Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground equipment should be geared toward multiple age groups. Utilize unique equipment with high play value, utilize existing topography in the area to incorporate additional play features. The existing "Rocket Ship" playground is considered an iconic feature within the community, consider carrying this theme on with the new playground equipment.	SA DV UF EQ	\$ 350,000
09 Add North/South Connector Walkway Add an accessible concrete walkway to connect the south pavilion and playground area with the main concessions area of the park.	SA DV UF EQ	\$ 45,000
10 Bioretention Installation as Required Several projects proposed within the park space are likely to require stormwater mitigation coordination with MSD. Incorporate bioretention and other BMPs as needed and required by coordination with MSD.	UF	\$ 85,000

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.

***Total Budget Costs** \$ 1,063,500



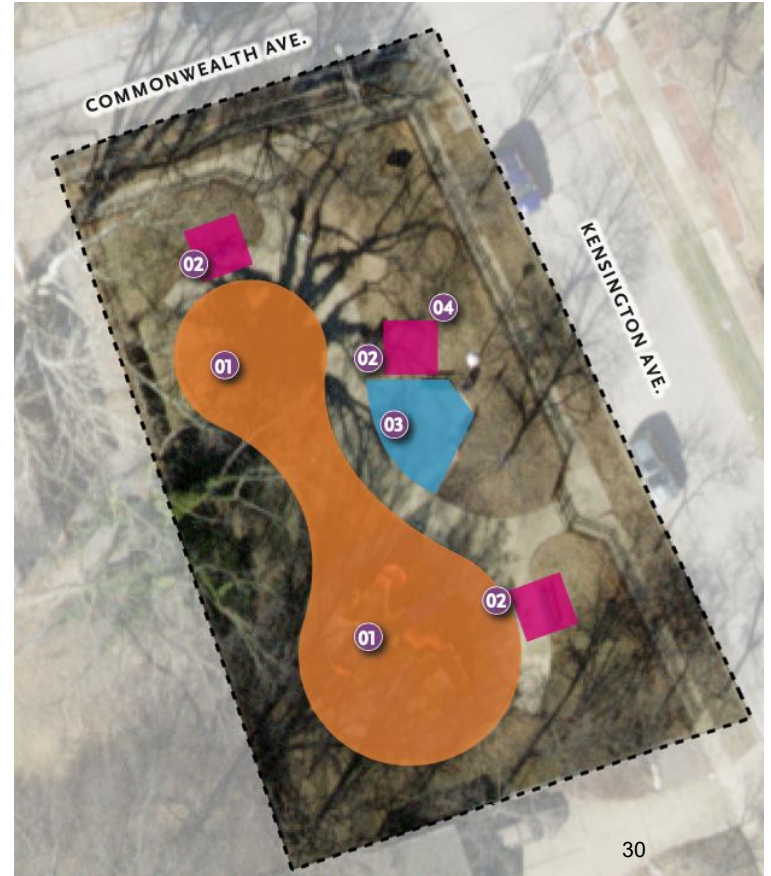
Greenwood Park

KEY

	VALUE STATEMENTS	Master Plan Budget
01 Design / Implement Playground Renovation Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground equipment should be geared toward children aged toddler thru 12 years old. Extend walkway around playground area to create a scooter track.	SA DV UF EQ	\$ 300,000
02 Small Shade Canopy with Bench Seating Install small fabric shade canopies at several locations. Provide a concrete pad for bench or picnic table seating beneath canopies.	UF	\$ 30,000
03 Water Play Feature - Umbrella Mister Install umbrella mister water feature. Provide needed water line, control features, and drainage infrastructure.	SA DV UF	\$ 30,000
04 Repair Perimeter Fence Repair and/or replace fence as needed.	SA UF	\$ 10,000

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.

***Total Budget Costs \$ 370,000**



Kellogg Park

KEY

VALUE STATEMENTS *Master Plan Budget*

01	Evaluate / Implement Erosion Control Measures for Dog Park Study options for controlling erosion issues at dog park. Improvements may include utilizing alternate surfacing material, adjustments to grading and drainage, and reconfiguration of dog park layout.	DV UF SP	\$ 40,000
02	Design / Implement Playground Renovation Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground is proposed to be shifted to another location within the park. Playground equipment should be geared toward more fitness-focused exercise equipment similar to a ninja warrior equipment course.	SA DV UF EQ	\$ 350,000
03	Field Improvements: Backstops, Infield, and Shaded Dugouts Repair and/or replace ballfield backstop as needed. Maintain ballfield infield as turf to allow for flexibility of field use. Make improvements to field drainage through ongoing maintenance including aeration, top dressing, and overseeding of fields.	SA DV UF	\$ 23,500
04	Accessible Pathway from Parking to Comfort Station Install an accessible pathway between designated accessible parking and the existing comfort station. Pathway should be designed to meet ADA guidelines.	SA DV UF EQ	\$ 10,000
05	Correct Streambank Erosion Issues Along West Edge of Park Coordinate streambank and stormwater improvements along the west edge of the park space with MSD.	UF	TBD
06	Invasive Vegetation Removal / Incorporate Native Planting Perform removal of invasive plant material and overgrowth along the west edge of the park. Coordinate this effort with future improvements made by MSD to the creek. Restore improved streambank area with native planting areas. If native planting is pursued, a 3-5 year maintenance and management agreement must be included as part of the capital improvements to establish native landscape areas.	DV UF SP	\$ 20,000
*Total Budget Costs			\$ 443,500



Lindbergh Park

KEY	VALUE STATEMENTS	Master Plan Budget
01	Existing Bridge Analysis - Repair/Replace as Needed Consult with a structural engineer to review condition of existing bridge and determine what repairs and/or replacement is required.	SA UF \$ 100,000
02	Playground Renovation - Nature Play Theme Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground should be designed as a nature playscape utilizing natural materials such as logs, tree, rocks, etc. to make up play features. Utilize natural wood fiber material for play surfacing, also consider including other surfacing such as sand and wood chips. Incorporate chip with canopies, tree plantings, or a combination of both.	SA DV UF EQ SP \$ 175,000
03	Bioretention Installation as Required Several projects proposed within the park space are likely to require stormwater mitigation coordination with MSD. Incorporate bioretention and other BMPs as needed and required by coordination with MSD.	UF \$ 50,000
04	Provide Shaded Amenity Area / Gathering Space Provide a gathering space furnished with picnic tables and bench seating. Gathering space should be shaded with a solid roof pavilion structure.	SA DV UF \$ 90,000
05	Expand Park Trails / Pathways, Provide Loop Trail West of Creek Activate park area west of the existing creek by expanding access with loop trails.	SA DV UF \$ 130,000
06	Incorporate Native Planting Zones to Reduce Mowing Convert existing turf areas highlighted along edges of park with native planting areas. If native planting is pursued, a 3-5 year maintenance and management agreement must be included as part of the capital improvements to establish the native landscape areas landscape.	DV UF EQ \$ 30,000
07	Incorporate Bird Meadow with Outdoor Classroom Space Convert existing turf areas highlighted native planting areas that are designed with plant materials suited to attract native birds. Consider adding bird houses and other similar elements. A 3-5 year maintenance and management agreement must be included as part of the capital improvements to establish the native landscape areas landscape. Add a small classroom space within the meadow using natural materials to create seating. Consider adding a shade canopy within the outdoor classroom space.	DV UF SP \$ 10,000
08	Invasion / Brush Removal In Overgrowth Areas Remove invasive plants in the overgrown area on the west side of the park. Re-establish disturbed area with native plantings. Add informal trail using natural surfacing materials to add additional trail space within the park.	UF \$ 15,000
09	Park Entrance Improvements Improve park entry with signage and landscape to highlight the park entry.	SA UF \$ 20,000
*Total Budget Costs		\$ 620,000

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.



Ryan Hummert Park

KEY	VALUE STATEMENTS	Master Plan Budget
01 Develop and Implement Successional Tree Planting Strategy Work with qualified consultant to evaluate conditions of existing tree canopy and to prepare plan for successional planting of trees along the park perimeter. Prioritize street trees along the northern edge of the park that are in conflict with overhead utilities. Offset new tree plantings from utilities to avoid future conflicts.	UF	\$ 50,000
02 Existing Parking Lot Renovation / Repair Renovate existing asphalt parking lot, restripe parking stalls. Rework parking layout to ensure ADA parking access to existing amenities.	SA UF	\$ 95,000
03 Design / Implement ADA Compliant Access to Ballfields Provide ADA access between parking lot and ballfields with a concrete sidewalk. Layout sidewalk with switchbacks as needed to allow for appropriate slopes on the walkway. Extend walkways to allow access to both ballfields.	SA DV UF EQ	\$ 30,000
04 Ballfield Improvements: Relocation, Infield, Backstop & Dugouts Relocate main ballfield and skinned infield to configuration shown on concept plan. Regrade field as needed to accommodate field adjustments. Add covered dugouts and spectator seating areas adjacent to the ballfield, provide ADA compliant access to these features. Install new backstop and fencing.	SA DV UF	\$ 142,000
05 Secondary Ballfield Improvements: Backstop Install new backstop for secondary ballfield. Adjust ballfield location with main ballfield reconfiguration. Infield to remain turf.	SA DV UF	\$ 20,000
06 Ballfield Drainage Improvements Make improvements to grading and drainage within ballfields to improve playability. Improvement should be made through ongoing maintenance including aeration, top dressing, and overseeding of fields. Regrade and make corrections to infield drainage on as needed basis.	UF	\$ 8,500
07 Design / Implement Playground Renovation Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground equipment should be geared toward multiple age groups. Utilize unique equipment with high play value and the provides features for a wide age range.	SA DV UF EQ	\$ 375,000
08 Incorporate Native Planting Zones to Reduce Mowing Convert existing turf areas highlighted along edges of park with native planting areas. If native planting is pursued, a 3-5 year maintenance and management agreement must be included as part of the capital improvements to establish the native landscape areas landscape. Consider modifying extents of native landscape area and adjust mowing schedule as needed to allow for use of hillside for sledding during winter months	DV UF EQ	\$ 35,000
09 Widen Park Perimeter Walkways - 6' minimum Widen walkways along perimeter of park to serve as a park loop trail. Walkway width may need to be reduced in areas to accommodate existing fencing and walls present along the park perimeter.	SA UF	\$ 205,000
*Total Budget Costs		\$ 960,500

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.



Sutton Loop Park

KEY	VALUE STATEMENTS	Master Plan Budget
01 Incorporate Successional Tree Plantings Work with qualified consultant to evaluate conditions of existing tree canopy and to prepare plan for successional planting of trees along the west park perimeter.	UF	\$ 1,500
02 Comfort Station Replacement Once restroom building has reached it usable lifespan, replace building with a new comfort station building that includes a family restroom facility and additional storage space. New comfort station building to be designed to provide ADA compliant access.	SA DV UF	\$ 300,000
03 Drainage Modifications/Corrections Correct existing drainage issues near alleyway on west edge of open space.	UF	\$ 5,000
04 Planting Beds Modifications to Reduce Maintenance Replant dead / missing plantings as needed. Ensure replacement plantings are low maintenance species that are drought tolerant. Reduce planting bed areas if needed to meet maintenance capacity.	UF EQ	\$ 10,000
05 Design / Implement Playground Install small playground area at edge of existing open lawn space. Playground feature(s) are intended to be more sculptural in form and to double as an informal seating/ gathering area.	SA DV UF EQ	\$ 75,000
06 Expand Existing Paver Gathering Space Expand existing paver gathering space to allow for additional picnic table seating. Consider adding table with built in shade or a shade canopy to provide additional shade to the space.	SA DV UF EQ	\$ 15,000

*Total Budget Costs \$ 406,500



Trolley Park

KEY

VALUE STATEMENTS

Master Plan Budget

01	Provide Accessible Pathways into Park Space Incorporate accessible pathway connections between sidewalks and the various park amenities (playground, restroom building, etc.). Provide sidewalk connections between Weaver and Jerome Ave. through the park space.	SA DV UF EQ	\$ 70,000
02	Design / Implement Playground Renovation Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground equipment should be geared toward multiple age groups. Provide unique equipment including equipment and features geared toward teenagers and young adults.	SA DV UF EQ SP	\$ 200,000
03	Provide Shaded Amenity Area / Gathering Space Provide a gathering space furnished with picnic tables and bench seating. Gathering space should be shaded with a fabric canopy.	SA DV UF	\$ 30,000
04	Install Fencing as Barrier Between Park and Street Install fencing along park edge to serve as a barrier between the playground and basketball courts and Weaver Ave. Provide non-gated openings in fence at pathway entries.	SA	\$ 35,000
05	Incorporate Small Parking Lot Within North Park Space Coordinate with MSD to utilize open space north of Weaver Ave as additional park space. Provide a small parking lot within this space to provide additional parking for amenities added to the park space.	SA UF	\$ 40,000
06	Basketball Court Installation Design and install a basketball court on the open space north of Weaver Ave. Basketball court is configured to be a full court layout, consider installing in phases a half court at a time. Provide bench seating and trash receptacles adjacent to court.	DV EQ SP	\$ 90,000
07	Restroom Building/Comfort Station Installation Provide a restroom building and required infrastructure to accommodate additional activity added to the park space. Consider utilizing a pre manufactured restroom building unit for ease of coordination and installation.	SA UF	\$ 300,000
08	Bioretention Installation as Required Several projects proposed within the park space are likely to require stormwater mitigation coordination with MSD. Incorporate bioretention and other BMPs as needed and required by coordination with MSD.	UF	\$ 100,000

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.

***Total Budget Costs \$ 865,000**



Yale Open Space

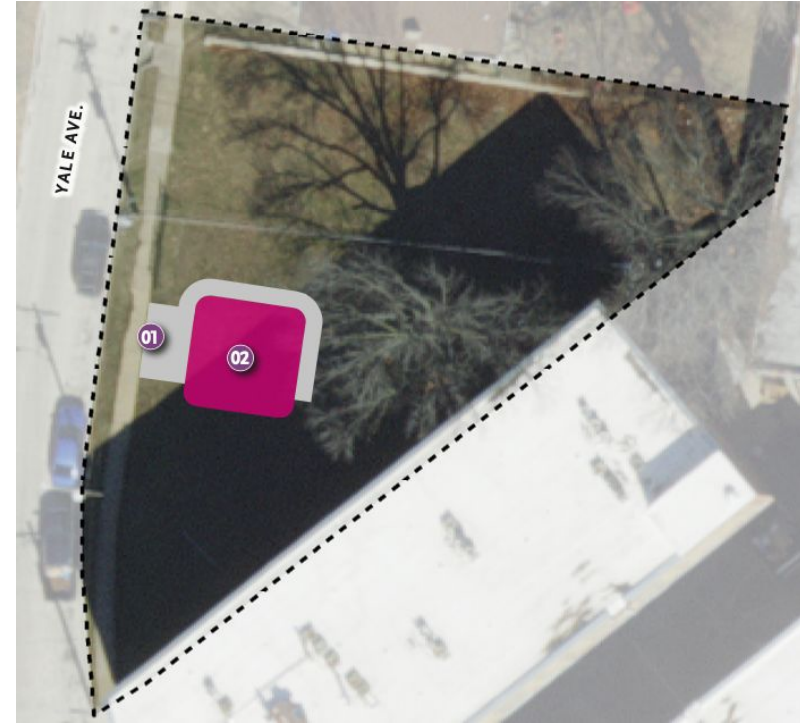
KEY

- 01** Provide Accessible Pathways into Park Space
Incorporate accessible pathway connections between sidewalks and the park amenities.
- 02** Provide Shaded Amenity Area / Gathering Space
Provide a gathering space furnished with picnic tables and bench seating. Gathering space should be shaded with a small shelter / pavilion.

* costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.

VALUE STATEMENTS *Master Plan Budget*

SA	DV	UF	EQ	\$ 20,000
SA	DV	UF	EQ	\$ 60,000
*Total Budget Costs				\$ 80,000



Memorandum



To: Mayor and City Council
From: Anthony Traxler, Assistant City Manager/Director of Public Works
Date: August 3, 2024
Re: **Jerry Cook's Retirement After 35 Years of Service**

It is with mixed emotions that I present a resolution honoring Jerry Cook on the occasion of his retirement after 35 years of exemplary service to the City of Maplewood.

Jerry, a 1977 graduate of MRH High School, has dedicated nearly his entire career to serving his hometown community. He began his journey with the City on September 11, 1989, as a Street Maintenance Worker I. Over the years, Jerry's unwavering commitment and exceptional work ethic propelled him through the ranks to his current position as Maintenance Foreman.

Jerry's dedication to Maplewood and its residents has been evident throughout his career. A performance evaluation from December 1994 captures the essence of Jerry's work ethic: "Jerry is one of the hardest working Street Department employees we have. Whenever a job is completed, Jerry always makes himself available for other jobs that need to be completed. Any assignment he is given is completed thoroughly and correct." This assessment has remained true throughout his 35 years of service.

In recognition of his outstanding contributions, Jerry was named Municipal Employee of the Year by the Mid County Chamber of Commerce in 2023, a testament to his enduring commitment to excellence and service.

As we prepare to bid farewell to Jerry, we cannot overstate our appreciation for his tireless efforts in maintaining and improving our city's infrastructure. His knowledge, expertise, and willingness to go above and beyond have been invaluable to our community. Jerry's retirement will undoubtedly leave a significant void in our maintenance department. We are honored to recognize the profound impact he has had on Maplewood over the past three and a half decades.

Jerry Cook

Date: July 22nd, 2024



Mr. Jason Watkins
Department of Public Works
2385 Maplewood Commons Drive
Maplewood, MO 63143

Dear Mr. Watkins,

I am writing to formally announce my retirement from my position at the City of Maplewood, effective September 1st, 2024. This decision comes after much contemplation and a fulfilling career spanning 35 years of dedicated service to our beloved city.

Throughout my tenure, I have been privileged to work alongside some of the most talented and dedicated individuals. I am profoundly grateful to you, as my direct supervisor, for your unwavering support and guidance. Your leadership has been instrumental in my professional growth and has greatly contributed to my success. I also want to extend my heartfelt thanks to the Director of Public Works, Mr. Anthony Traxler. His vision and commitment to excellence have inspired me daily, and I am proud to have been part of the initiatives that have propelled Maplewood forward.

A special note of gratitude goes to the City Manager, Ms. Amber Withycombe, whose leadership and dedication to our community have been truly inspiring. Working under her administration has been an honor, and I am thankful for her support and encouragement.

I also wish to express my deepest gratitude to Mr. Marty Corcoran for taking a chance on me and giving me a job so many years ago. His belief in me set the foundation for a rewarding career, and I am eternally grateful for the opportunity he provided.

Lastly, I want to express my deepest gratitude to all my colleagues and the people of Maplewood. Your collaboration, camaraderie, and encouragement have not only made me a better employee but also a better person. The friendships and connections I have made here are treasures I will carry with me into retirement.

As I embark on this new chapter of my life, I look back on my career with pride and satisfaction, knowing that I have contributed to the growth and betterment of our community. I am confident that the City of Maplewood will continue to thrive and achieve even greater heights.

Thank you once again for the opportunity to serve this wonderful city. I will cherish the memories and experiences forever.

Sincerely,

Jerry Cook
encl.

RESOLUTION

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, HONORING AND COMMENDING JERRY COOK ON THE OCCASION OF HIS RETIREMENT AFTER 35 YEARS OF SERVICE WITH THE CITY OF MAPLEWOOD

WHEREAS, Jerry Cook was hired as a Street Maintenance Worker I for the City of Maplewood on September 11, 1989; and

WHEREAS, Jerry has served the City for 35 years in an outstanding manner beginning as a Street Maintenance Worker and working his way to the position of Maintenance Foreman; and

WHEREAS, during Jerry's 35 years, the performance of his duties, responsibilities and his working relationships were always characterized by an obvious dedication to getting the job done in an exceptional manner; and

WHEREAS, Jerry was recognized by the Mid County Chamber of Commerce in 2023 as the Municipal Employee of the Year; and

WHEREAS, Jerry's work ethic was unmatched and there is no doubt there will be a significant void within the maintenance department due to Jerry's retirement; and

WHEREAS, Jerry will be missed both professionally and as a friend to the City of Maplewood, and we extend our very best wishes for continued success in his life's pursuits.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AS FOLLOWS:

The Mayor and City Council, on behalf of all of our citizens, do hereby express our sincere appreciation and thanks to Jerry Cook for his distinguished service to the community and commend Jerry for the manner in which he has carried out his duties and responsibilities for the past 35 years; and

BE IT FURTHER RESOLVED that the Mayor and City Council extend to Jerry best wishes for continued success.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of the City of Maplewood, Missouri, this 13rd day of August, 2024.

Shawn Faulkingham, Deputy Mayor

Memorandum



To: Mayor and City Council
From: Amber Withycombe, City Manager
Date: August 9, 2024
Re: **Deputy City Clerk Appointment**

Per my staffing memo to Council on May 28, 2024, I am formalizing Tanya Bohlken's appointment as Deputy City Clerk. The enclosed resolution will allow her to fulfill the duties outlined in the following position description, including recording Council proceedings and serving as a signatory on municipal records and payments.



CITY OF MAPLEWOOD, MISSOURI

POSITION IDENTIFICATION			
Position Title	Deputy City Clerk and Human Resources Assistant	FLSA Status	Exempt
Department	Executive	Reports To	City Manager
Location	Maplewood City Hall	Effective Date	July 1, 2024
Salary Range	\$59,983 - \$77,121		

POSITION SUMMARY
<p>The Deputy City Clerk and Human Resources Assistant is a dual role encompassing a broad spectrum of responsibilities, from recording City Council proceedings to facilitating recruitment processes and managing employee records. As the deputy custodian of records, the role ensures transparency and adherence to legal standards, while also meeting essential HR functions, such as managing payroll, streamlining hiring procedures, and facilitating employee development. The incumbent will navigate diverse tasks to help foster a positive work environment and contribute to the effective functioning of the city's administrative processes.</p>

ESSENTIAL DUTIES & RESPONSIBILITIES
<ul style="list-style-type: none"> • Attend, prepare agendas and minutes, and maintain records and proceedings of City Council. Facilitate record-keeping and agenda and minutes publication for City boards and commissions. • Document and publish ordinances and resolutions. Administer oaths of office. • Prepare public hearing notices. Record and file all City bid documents, contracts, and agreements. Manage electronic document signatures through DocuSign. • Monitor and support Council communications, including preparing correspondence and assisting with public inquiries. • Serve as Deputy Custodian of Records and assist in fulfilling Freedom of Information Act requests. • Serve as the City’s official for municipal elections in coordination with the St. Louis County Board of Elections. • Assist with the employee recruitment process by posting job vacancies, reviewing resumes, scheduling interviews, and corresponding with applicants. Coordinate pre-employment screenings, such as background checks and drug tests. • Assist in the onboarding process for new employees, including preparing new hire paperwork and ensuring completion of required forms and trainings. • Manage payroll processing, verify payroll calculations, and prepare payroll reports. Respond to employee inquiries regarding payroll issues and discrepancies. • Maintain human resources information system (HRIS), including entering and updating employee data, running reports, and troubleshooting system issues. • Facilitate annual performance evaluation processes. • Assist in ensuring compliance with HR policies, procedures, and regulations. Provide guidance to employees and supervisors on HR-related policies and practices.

- Assist with the coordination of training programs and professional development opportunities for employees.
- Assist employees with questions about benefits programs, enrollment processes, and changes to benefits. Process benefit enrollment forms, update employee records with changes in benefits status, and assist with benefits-related paperwork.
- Assist employees with requests for leave, including vacation, sick leave, and other types of time off. Maintain leave balances and records, track leave usage, and ensure compliance with applicable laws and policies.
- Manage internal staff appreciation committee and help execute staff appreciation events.
- Participate in regional salary survey processes.
- Maintain travel policy and offer guidance to employees and elected officials.
- Provide information to the public as requested.
- Provide customer-service support for visitors to City Hall as needed.

QUALIFICATIONS

- Bachelor’s degree from an accredited college or university.
- Strong analytical and problem-solving skills with exceptional attention to detail to ensure accuracy and compliance.
- Integrity, discretion, and the ability to handle confidential information with professionalism
- Flexibility and adaptability to meet changing priorities and deadlines.
- Effective written and verbal communication skills.
- Familiarity with municipal government operations, procedures, and regulations, including an understanding of city codes, ordinances, and parliamentary procedures.
- Knowledge of relevant laws, regulations, and best practices related to municipal governance, public records, elections, and open meetings laws.
- Proficiency in Microsoft Office 365, data entry, filing, document management, scheduling, and record-keeping.
- Must be able to work well with others, handle confidential information discreetly, and maintain a professional demeanor.
- Familiarity with basic HR functions such as recruitment, onboarding, benefits administration, and employee relations.
- Ability to prioritize tasks, manage multiple assignments simultaneously, and meet deadlines in a fast-paced environment.
- Strong customer service skills.
- Ability to troubleshoot issues, resolve conflicts, and escalate concerns appropriately.
- Willingness to collaborate with other departments to achieve organizational goals.
- Flexibility and adaptability to navigate changing circumstances and address unforeseen issues.

TOOLS & EQUIPMENT USED

Personal computer, including Microsoft Office 365 suite; cloud-based human resources information system; telephone; copy machine; scanner.

RESOLUTION

R24-44

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, APPOINTING TANYA BOHLKEN AS DEPUTY CITY CLERK.

WHEREAS, Section 5.2 of the City Charter provides for the City Manager to appoint all city employees and appointive administrative officers provided by law or by the terms of the personnel code adopted pursuant to the Charter; and

WHEREAS, per resolution R24-38, approved on May 28, 2024, the City Council appointed the City Manager to serve as City Clerk; and

WHEREAS, the City Clerk deems it prudent and necessary to appoint a Deputy City Clerk to maintain a journal of council proceedings, authenticate all ordinances and resolutions, and maintain the same as public records, as well as attest to all official acts of the city, administer oaths, and perform such other duties as may be required by law, the City Charter, or as directed by the City Clerk.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AS FOLLOWS:

Section I. Tanya Bohlken is hereby appointed to the position of Deputy City Clerk for the City of Maplewood, to serve at the direction of the City Clerk.

Section II. Said appointment shall be effective August 14, 2024.

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Mayor and City Council
From: Amber Withycombe, City Manager
Date: August 9, 2024
Re: **Comprehensive Plan Steering Committee**

As approved by the Council at its July 9, 2024 meeting, the City is undertaking a revision and update to its Comprehensive Plan, as required by RSMo 89.340, to guide Maplewood’s physical development. We have engaged PGAV to assist in this process. To ensure the plan reflects the diverse needs and aspirations of our community, we are establishing a Steering Committee composed of residents and business owners with varied experiences and expertise.

The enclosed resolution proposes the appointment of 11 individuals to the Steering Committee, representing a cross-section of our community. These include residents from all three wards, business owners, and individuals with relevant professional backgrounds.

As outlined in the invitation email sent to potential members, the committee will participate in 4-5 evening or weekend meetings and public workshops throughout the 13-month planning process. They will provide valuable insights, help shape the plan’s goals and priorities, and review draft materials. Members will work collaboratively with PGAV, City Council, the Plan and Zoning Commission, and city staff to ensure the plan reflects the collective vision of our community.

RESOLUTION

R24-45

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, APPOINTING RESIDENTS AND BUSINESS OWNERS TO A COMPREHENSIVE PLAN STEERING COMMITTEE TO GUIDE THE CITY'S COMPREHENSIVE PLANNING PROCESS

WHEREAS, the City of Maplewood has committed to creating a new comprehensive plan for the community; and

WHEREAS, the comprehensive plan is required under RSMo 89.340 to guide the physical development of the City; and

WHEREAS, PGAV has been engaged under contract to assist the City in preparing the comprehensive plan; and

WHEREAS, the City Council desires to have a steering committee of residents and business owners with a broad range of experience, expertise, and neighborhood representation to ensure that the plan reflects the diverse needs and aspirations of the community.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AS FOLLOWS:

The City Council appoints the following individuals to serve the City of Maplewood on the Comprehensive Plan Steering Committee for the duration of the planning process until the Comprehensive Plan is adopted by the City Council:

1. Rob Birenbaum, Special Business District property owner
2. Nikki Bisel, Ward 3 resident and owner of Seafoam Media
3. Ray Crader, Ward 2 resident and architect
4. Michael Dittrich, Ward 1 resident and MRH operations director
5. DeMon Givens, Ward 1 resident and City of Maplewood public works employee
6. Charles Hinderliter, Ward 1 resident and real estate governmental affairs professional
7. Tiffany Jones, owner of Cheryl's Herbs
8. Amber Lamb, Ward 2 resident and co-owner of Tiffany's Diner
9. Owen McGuire, Ward 1 resident and transportation planner
10. Meredith Mello, Ward 3 resident and business development professional
11. Denise Perry, Ward 2 resident and retired MRH employee
12. Kevin Sullivan, Ward 3 resident, attorney, and Plan & Zoning Commission chair

BE IT FURTHER RESOLVED THAT:

1. The Comprehensive Plan Steering Committee shall work collaboratively with PGAV, the City Council, the Plan and Zoning Commission, city staff, and other stakeholders to guide the development of a comprehensive plan
2. The Committee shall meet regularly to review progress, provide input, and make recommendations throughout the planning process.
3. The Committee shall actively engage with the community through various outreach methods to ensure broad public participation in the planning process.
4. The Committee shall strive to develop a plan that balances the preservation of Maplewood's unique character with opportunities for sustainable and inclusive growth and development.

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Mayor and City Council
From: Amber Withycombe, City Manager
Date: August 9, 2024
Re: **Authorization for Sale of General Obligation Bonds and Related Documents**

For your consideration, please find attached here and beginning on page 138 of the meeting packet the following documents related to the proposed sale of approximately \$6,000,000 in General Obligation Bonds, Series 2024:

1. Resolution authorizing the sale of bonds, including:
 - Exhibit A: Notice of Bond Sale
 - Exhibit B: Preliminary Official Statement
2. Ordinance authorizing the issuance of the bonds (first and second reading only), including:
 - Exhibit A: Form of the Bond
 - Exhibit B: Preliminary Official Statement
 - Exhibit C: Continuing Disclosure Undertaking
 - Exhibit D: Federal Tax Certificate

The resolution authorizes the competitive public sale of the bonds, with bids to be received via PARITY® until 10 am, Central Time, on September 10, 2024. Council will review bids and award the sale at its 7 pm meeting on the same date.

Please note that some details in the Ordinance and its exhibits, such as purchase price and interest rates, will remain blank until final pricing is received on September 10.

RESOLUTION NO. 24-46

A RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF GENERAL OBLIGATION BONDS OF THE CITY OF MAPLEWOOD, MISSOURI.

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF MAPLEWOOD:

Section 1. The City of Maplewood, Missouri, is hereby authorized to offer at competitive public sale approximately \$6,000,000 principal amount of General Obligation Bonds, Series 2024, as described in the Notice of Bond Sale (defined below).

Section 2. The Finance Director or other officers and representatives of the City are hereby authorized and directed to receive sealed proposals for the purchase of the Bonds via PARITY® until 10:00 a.m., Central Time, on September 10, 2024, upon the terms and conditions set forth in the Notice of Bond Sale (defined below), and to deliver all bids so received to the City Council at its meeting to be held at 7:00 p.m. on said date, at which meeting the City Council shall review such bids and shall award the sale of the Bonds or reject all bids.

Section 3. The Notice of Bond Sale is hereby approved in substantially the form attached hereto as **Exhibit A** (the “Notice of Bond Sale”), and the Finance Director is hereby authorized to execute such Notice of Bond Sale, with such changes and additions thereto as such official shall deem necessary or appropriate, and to use such document in connection with the public sale of the Bonds.

Section 4. The Preliminary Official Statement is hereby approved in substantially the form attached hereto as **Exhibit B** (the “Preliminary Official Statement”), with such changes and additions thereto as the Finance Director shall deem necessary or appropriate, and the appropriate officers and representatives of the City are hereby authorized to use such document in connection with the public sale of the Bonds.

Section 5. The City’s Municipal Advisor, Bond Counsel and the Finance Director are hereby authorized and directed to give notice of said bond sale by publishing the Notice of Bond Sale (or a summary thereof) in a newspaper of general circulation in the City and the electronic version of *The Bond Buyer*.

Section 6. For the purpose of enabling the purchaser of the Bonds (the “Original Purchaser”) to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the appropriate officers of the City are hereby authorized, if requested, to provide the Original Purchaser with a letter or certification to the effect that the City 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 to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Original Purchaser to comply with the requirement of such Rule.

Section 7. The City agrees to provide to the Original Purchaser within seven business days of the date of the sale of Bonds or within sufficient time to accompany any confirmation that requests payment from any customer of the Original Purchaser, whichever is earlier, the final Official Statement in Portable Document Format (PDF) to enable the Original Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 8. The Finance Director and other officers and representatives of the City are hereby authorized and directed to take such other action as may be necessary to carry out the public sale of the Bonds.

Section 9. This Resolution shall be in full force and effect from and after its adoption by the City Council.

Passed this 13th day of August, 2024.

Shawn Faulkingham, Deputy Mayor

ATTEST: (SEAL)

Anthony Traxler, Deputy City Clerk

EXHIBIT A

NOTICE OF BOND SALE

[On file in the office of the City Clerk]

EXHIBIT B

PRELIMINARY OFFICIAL STATEMENT

[On file in the office of the City Clerk]

NOTICE OF BOND SALE

\$6,000,000*
CITY OF MAPLEWOOD, MISSOURI
GENERAL OBLIGATION BONDS
SERIES 2024

Request for Bids. The City of Maplewood, Missouri (the “City”) will receive bids electronically via **PARITY®** (as more fully described below) for the purchase of \$6,000,000* principal amount of General Obligation Bonds, Series 2024 (the “Bonds”) of the City, herein described, on an all-or-none basis, until 10:00 a.m., Central Time (the “Submittal Time”), on

Tuesday, September 10, 2024*

All bids will be read and evaluated at said time, and the award of the Bonds will be acted upon at a meeting of the City Council to be held at 7:00 p.m. on said date.

Terms of the 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 the date of their initial issuance, which is expected to be September 25, 2024, and will become due in principal installments on March 1 in the years as follows*:

<u>Stated Maturity</u> <u>(March 1)*</u>	<u>Principal</u> <u>Amount*</u>	<u>Stated Maturity</u> <u>(March 1)*</u>	<u>Principal</u> <u>Amount*</u>
2025	\$170,000	2035	\$445,000
2026	40,000	2036	465,000
2027	45,000	2037	485,000
2028	40,000	2038	505,000
2029	45,000	2039	525,000
2030	45,000	2040	545,000
2031	50,000	2041	565,000
2032	50,000	2042	590,000
2033	55,000	2043	610,000
2034	90,000	2044	635,000

Any bidder electing to designate one or more maturities of term bonds shall specify the current serial bonds by year of maturity which are to comprise the term bonds. The final year designated shall be deemed the year of maturity of the term bonds. Term bonds shall be subject to mandatory sinking fund redemption by lot in the amounts currently specified for the serial bonds, at a redemption price of 100% of the principal amount thereof. For purposes of computing the true interest cost (as hereinafter defined) and awarding the Bonds, the maturity of such term bonds shall be treated as if the amounts subject to mandatory sinking fund redemption are equal to the amounts and mature on the dates currently specified as serial bonds.

* Subject to change as provided under the captions “Pre-Bid Revisions,” “Post-Bid Revisions” and “Alternate Sale Date” herein.

The Bonds will bear interest from the date thereof at rates to be determined when the Bonds are sold as hereinafter provided, which interest will be payable semiannually on March 1 and September 1 in each year, beginning on March 1, 2025.

When issued, the Bonds will be registered in the name of Cede & Co., as Bondowner and nominee for Depository Trust Company (“DTC”), New York, New York. DTC will act as securities depository for the Bonds. Purchases of the Bonds will be made in book-entry only form in the denomination of \$5,000 or integral multiples thereof. Purchasers will not receive certificates representing their interest in Bonds purchased. So long as Cede & Co. is the Bondowner, as nominee of DTC, references to the Bondowners or registered owners shall mean Cede & Co., as aforesaid, and shall not mean the Beneficial Owners (as defined in the Preliminary Official Statement) of the Bonds. See “**THE BONDS – Book-Entry Only System**” in the Preliminary Official Statement.

The successful bidder must furnish to DTC an underwriter’s questionnaire and must qualify the Bonds, if such qualification is necessary, in the jurisdictions in which it intends to reoffer the Bonds.

Capitalized Terms. Any capitalized terms not defined herein shall have the meanings ascribed for them in the Preliminary Official Statement, hereinafter described.

Place of Payment. UMB Bank, N.A., St. Louis, Missouri, has been designated as the Paying Agent for the Bonds. The principal of each Bond will be payable at maturity or upon earlier redemption to the registered owner upon presentation and surrender of such Bond at the payment office of the Paying Agent. Interest on each Bond will 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 (a) by check or draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register or at such other address as is furnished to the Paying Agent in writing by such Registered Owner 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 name and address of the bank, the bank’s ABA routing number and account number to which such Registered Owner wishes to have such wire directed and an acknowledgment that an electronic transfer fee may be applicable.

Optional Redemption of Bonds. At the option of the City, the Bonds or portions thereof maturing on March 1, 2035 and thereafter may be subject to redemption and payment prior to maturity on March 1, 2034 and thereafter in whole or in part at any time in such order of maturity determined by the City (Bonds of less than a single maturity to be selected in multiples of \$5,000 principal amount), at the redemption price of 100% of the principal amount thereof, plus accrued interest thereon to the redemption date.

Conditions of Bids. Proposals will be received on the 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, 1/20 or 1/100 of 1%. The interest rate on each maturity shall not exceed 5%. No supplemental interest payments will be authorized. No bid shall be for less than 102% or more than 108% of the principal amount of the Bonds. Each bid shall specify the total interest cost (expressed in dollars) during the life of the Bonds on the basis of such bid, the premium, if any, offered by the bidder, and the net interest cost (expressed in dollars) on the basis of such bid and the average annual net interest rate (expressed as a percentage) on the basis of such bid. Each bidder agrees that, if it is awarded the Bonds, it will (1) assist the City with establishing the issue price of the Bonds as described under the caption “Establishment of Issue Price,” (2) timely make the Deposit (as defined and described under the caption “Good Faith Deposit”) and (3) timely provide the initial offering prices of the Bonds described under the caption “Offering Prices.”

Basis of Award. The award of the Bonds will be made on the basis of the lowest true interest cost (“TIC”) as follows: the TIC is the discount rate (expressed as a per-annum percentage rate) which when used in computing the present value of all payments of principal and interest on the Bonds, from the payment dates to the date of the Bonds, produces an amount equal to the price bid, but excluding interest accrued to the date of delivery. Present value shall be computed on the basis of semiannual compounding and a 360-day year of twelve 30-day months. If two or more proper bids providing for identical amounts for the lowest true interest cost are received, the City in its sole discretion shall determine which bid, if any, shall be accepted, and its determination shall be final.

Pre-Bid Revisions. The City reserves the right to issue a Supplemental Notice of Bond Sale not later than 48 hours prior to the sale date via **PARITY**[®] (“Supplemental Notice”). If issued, the Supplemental Notice may modify (1) the maturity amounts and/or maturity dates of the Bonds and/or (2) such other terms of this Notice as the City determines. Any such modifications will supersede the maturities and such other terms as set forth herein.

Post-Bid Revisions. After bids are received on the sale date, the City may, in its discretion, revise the maturities of the Bonds; provided, that the principal amount of any maturity shall not be increased or decreased by an amount in excess of 30% and the aggregate principal amount of the Bonds shall not exceed \$6,000,000. **The successful bidder may neither withdraw nor modify its proposal as a result of any post-bid revisions to the Bonds made by the City.**

Alternative Sale Date. The City reserves the right to cancel or postpone, from time to time, the date or time established for the receipt of bids. In such event, the cancellation or postponement will be announced via **PARITY**[®] at least 48 hours prior to the time established for the receipt of bids. Following a postponement, a new date and time of sale will be announced via **PARITY**[®] at least 48 hours prior to the time bids are to be submitted. On such alternative sale date, bidders shall submit bids for the purchase of the Bonds in conformity with the provisions of this Notice of Bond Sale, subject to any pre-bid revisions announced via **PARITY**[®] as provided under the caption “Pre-Bid Revisions” herein.

Authority, Purpose and Security. The Bonds are being issued pursuant to the Constitution and laws of the State of Missouri, and the City’s Charter, for the purpose of providing funds to construct and improve aquatic centers in the City and pay the costs of issuing the Bonds. The Bonds and the interest thereon will constitute general obligations of the City, payable from ad valorem taxes which may be levied without limitation as to rate or amount upon all of the taxable tangible property, real and personal, within the territorial limits of the City.

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

Legal Opinion. The Bonds will be sold subject to the approving legal opinion of Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel, which opinion will be furnished and paid for by the City and delivered to the successful bidder when the Bonds are delivered. Said opinion will also include the opinion of Bond Counsel relating to the exclusion of the interest on the Bonds from gross income for federal and Missouri income tax purposes. Reference is made to the Preliminary Official Statement for further discussion of federal and Missouri income tax matters relating to the interest on the Bonds.

Establishment of Issue Price (Bidders Should Expect that the Competitive Sale Requirements Will be Satisfied - Bids Cancelled if Hold-the-Offering-Price Rule to Apply Unless Bidder Confirms its Bid).

(a) The winning bidder shall assist the City in establishing the issue price of the Bonds and shall execute and deliver to the City at Closing an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as **Exhibit A**, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the City and Bond Counsel. All actions to be taken by the City under this Notice of Sale to establish the issue price of the Bonds may be taken on behalf of the City by the City’s municipal advisor identified herein and any notice or report to be provided to the City may be provided to the City’s municipal advisor.

(b) The City intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Bonds) will apply to the initial sale of the Bonds (the “competitive sale requirements”) because:

- the City will disseminate this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- all bidders will have an equal opportunity to bid;
- the City expects to receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- the City expects to award the sale of the Bonds to the bidder who submits a firm offer to purchase the Bonds at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Bonds, as specified in the bid. As described in more detail in the following paragraphs, if the competitive sale requirements are not satisfied AND the City determines to apply the Hold-The-Offering-Price Rule (as described in the following paragraph) to any maturity of the Bonds, all bids shall be cancelled and deemed withdrawn, UNLESS the prospective winning bidder affirmatively confirms its bid and agrees to comply with the Hold-The-Offering-Price Rule, in the manner described below.

Bidders should prepare their bids on the assumption that the City will determine the issue price of the Bonds either based on the reasonably expected initial offering price to the public or by application of the 10% Test. No bidder will be required to comply with the Hold-The-Offering-Price Rule in connection with the initial sale of the Bonds to the public unless the bidder has confirmed its bid and agreed to comply with the Hold-The-Offering-Price Rule, as described below.

Paragraphs (c) through (g) below shall apply only if the competitive sale requirements are not satisfied.

(c) If the competitive sale requirements are not satisfied, the City shall so advise the prospective winning bidder prior to awarding the Bonds. The City may determine to treat (i) the price at which the first 10% of each maturity of the Bonds (the “10% Test”) is sold to the public as the issue price of that maturity and/or (ii) 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 “Hold-The-Offering-Price Rule”), in each case applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The prospective winning bidder shall advise the City if any maturity of the Bonds satisfies the 10% Test as of the date and time of the award of the Bonds. The City shall promptly advise the prospective winning bidder, at or before the time of award of the Bonds, which maturities (and if different interest rates apply within a maturity, which separate CUSIP number within that maturity) of the Bonds shall be subject to the 10% Test or shall be subject to the Hold-The-Offering-Price Rule.

(d) If the City has determined to apply the Hold-The-Offering-Price Rule to any maturity of the Bonds, no award shall be made to the prospective winning bidder and all bids shall be cancelled and deemed withdrawn unless and until the prospective winning bidder has affirmatively confirmed its bid and agreed to comply with the Hold-The-Offering-Price Rule. The prospective winning bidder must provide that confirmation to the City no later than 90 (ninety) minutes after receiving notification that the City has determined to apply the Hold-The-Offering-Price Rule to any maturity of the Bonds. Such confirmation may be provided orally, but must be promptly confirmed in writing.

If the prospective winning bidder does not provide its confirmation within the required time period, the prospective winning bidder’s bid shall be cancelled and deemed to be withdrawn. The City thereupon may award the Bonds to another bidder, provided that the new prospective winning bidder confirms its bid and agrees to comply with the Hold-The-Offering-Price Rule, or the City may cancel the sale of the Bonds, as set forth in this Notice of Sale. *If the City has determined to apply the 10% Test to all maturities of the Bonds, no bids shall be cancelled or deemed withdrawn and the City shall award the Bonds in accordance with this Notice of Sale.*

(e) If the City has determined to apply the Hold-The-Offering-Price Rule to any maturity of the Bonds and the winning bidder has confirmed its bid and its agreement to comply with the Hold-The-Offering-Price Rule, the winning bidder shall also confirm that the underwriters have offered or will offer the Bonds to the public on or before the date of award at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder. The winning bidder further shall agree, on behalf of the underwriters participating in the purchase of the Bonds, that the underwriters will neither offer nor sell unsold Bonds of any maturity to which the Hold-The-Offering-Price Rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

- the close of the fifth (5th) business day after the sale date; or
- the date on which the underwriters have sold at least 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder shall promptly advise the City when the underwriters have sold 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5th) business day after the sale date.

(f) Until the 10% Test has been satisfied as to each maturity of the Bonds, the winning bidder agrees to promptly report to the City the prices at which the unsold Bonds of that maturity have been sold to the public. At or promptly after the award of the Bonds, the winning bidder shall report to the City the price at which it has sold to the public the Bonds of each maturity sufficient to satisfy the 10% Test. If as of the award of the Bonds the 10% Test has not been satisfied as to any maturity of the Bonds, the winning bidder agrees to promptly report to the City the prices at which it subsequently sells Bonds of that maturity to the public until the 10% Test is satisfied. In either case, if Bonds constituting the first 10% of a certain maturity are sold at different prices, the winning bidder shall report to the City the prices at which Bonds

of such maturity are sold until the winning bidder sells 10% of the Bonds of such maturity at a single price. The winning bidder's reporting obligation shall continue as set forth above, whether or not the Closing Date has occurred.

(g) The City acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the Hold-The-Offering-Price Rule, as set forth in an agreement among underwriters and the related pricing wires, (ii) if a selling group has been created in connection with the initial sale of the Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the Hold-The-Offering-Price Rule, as set forth in a selling group agreement and the related pricing wires, and (iii) if an underwriter is a party to a retail distribution agreement that was employed in connection with the initial sale of the Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the Hold-The-Offering-Price Rule, as set forth in the retail distribution agreement and the related pricing wires. The City further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the Hold-The-Offering-Price Rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a retail distribution agreement to comply with its corresponding agreement regarding the Hold-The-Offering-Price Rule as applicable to the Bonds.

(h) By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to (A) report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% Test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public and (B) comply with the Hold-The-Offering-Price Rule, if applicable, in each case if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such retail distribution agreement to (A) report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% Test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public and (B) comply with the Hold-The-Offering-Price Rule, if applicable, in each case if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

(i) Sales of any Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

- (i) "public" means any person other than an underwriter or a related party,
- (ii) "underwriter" means (A) any person that agrees pursuant to a written contract with the City (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) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the public),

- (iii) a purchaser of any of the Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) at least 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), and
- (iv) “sale date” means the date that the Bonds are awarded by the City to the winning bidder.

Delivery and Payment. The City will pay for printing the Bonds and will deliver the Bonds to DTC (or to the Paying Agent as DTC’s “FAST” agent), properly prepared, executed and registered, without cost to the successful bidder within 30 days after the date of sale. The successful bidder will also be furnished with a certified transcript of the proceedings evidencing the authorization and issuance of the Bonds and the usual 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 (including a statement that the City has not made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading). Payment for the Bonds shall be made in federal reserve funds, immediately available for use by the City. The City will deliver Bonds in the denomination of each maturity registered in the name of DTC or its agent.

Good Faith Deposit. The apparent winning bidder of the Bonds (the “Purchaser”) is required to submit a good faith deposit (the “Deposit”) in the form of an electronic transfer of federal reserve funds immediately available for use by the City, pursuant to wire instructions that will be provided to the winning bidder, in the amount of \$120,000, no later than two hours after the Submittal Time. If the electronic transfer is not received at the time indicated above, the City will abandon its plan to award to such Purchaser, and will contact the next lowest bidder received and offer said bidder the opportunity to become the Purchaser, on the terms as outlined in said bidder’s bid, so long as said bidder submits a good faith electronic transfer within two hours of the time offered. The City will not award the Bonds to the Purchaser absent receipt of the Deposit prior to action awarding the Bonds. No interest on the Deposit will accrue to the Purchaser. The Deposit will be applied to the purchase price of the Bonds. If the Purchaser fails to honor its bid, the Deposit will be retained by the City as full and complete liquidated damages.

CUSIP Numbers. CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds in accordance with the terms of this Notice. All expenses in relation to the assignment and printing of CUSIP numbers on the Bonds will be paid by the City.

Bids. Each proposal must be submitted via **PARITY**[®] in accordance with this Notice of Bond Sale, until 10:00 a.m., Central Time, on September 10, 2024. 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. Electronic bids via **PARITY**[®] must be submitted in accordance with its Rules of Participation, as well as the provisions of this Notice of Bond Sale. Bids for the Bonds must be received prior to the

Submittal Time. The City shall not be responsible for any failure, misdirection or error in the means of transmission selected by any bidder. Bids received after the Submittal Time will not be considered. The City reserves the right to waive irregularities and to reject any or all bids.

PARITY®. Information about the electronic bidding services of **PARITY®** may be obtained from i-Deal LLC at 1359 Broadway, 2nd Floor, New York, NY 10018 (tel: (800/850-7422) and from the following website: www.newissuehome.i-deal.com.

Preliminary Official Statement and Official Statement. The City has prepared a Preliminary Official Statement, electronic copies of which may be obtained from the Finance Director or from the Municipal Advisor. The City has deemed the Preliminary Official Statement to be “final” as of its date for purposes of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, except for the omission of certain information as permitted by Rule 15c2-12(b)(1).

Upon the sale of the Bonds, the City will adopt the final Official Statement and will furnish the successful bidder with an electronic copy of such Official Statements within seven business days of the acceptance of the successful bidder’s proposal in order to comply with Rule 15c2-12(b)(4) of the Securities and Exchange Commission and Rule G-32 of the Municipal Securities Rulemaking Board. The City’s acceptance of the successful bidder’s proposal for the purchase of the Bonds shall constitute a contract between the City and such successful bidder for purposes of said Rules. Additional copies may be ordered by the successful bidder at its expense.

Continuing Disclosure. The City will agree in the ordinance authorizing the Bonds (the “Bond Ordinance”) to comply with and carry out all of the provisions of the Continuing Disclosure Undertaking, under which the City covenants to provide, 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 UNDERTAKING,” the following information with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access system: (1) certain annual financial information and operating data, including audited financial statements for the prior fiscal year, and (2) notice of the occurrence of certain material events with respect to the City and/or the Bonds. Such information shall be made available not later than 210 days following the end of each fiscal year of the City, commencing with the fiscal year ending June 30, 2024. Such notice shall be given within 10 business days after the occurrence of any of the material events. The City’s prior compliance with its continuing disclosure obligations is described in the Preliminary Official Statement under the caption “CONTINUING DISCLOSURE UNDERTAKING – Prior Compliance.”

Additional Information. Additional information regarding the Bonds may be obtained from the Municipal Advisor, Reagan Holliday, UMB Financial Services, Inc., 2 South Broadway, St. Louis, Missouri 63102 (314/477-8168).

DATED this 28th day of August, 2024.

CITY OF MAPLEWOOD, MISSOURI

By: /s/ Alexis Miller
Finance Director

EXHIBIT A

PURCHASER'S RECEIPT FOR BONDS AND CLOSING CERTIFICATE

§ _____
City of Maplewood, Missouri
General Obligation Bonds
Series 2024

The undersigned, on behalf of [*Purchaser*] (the “Original Purchaser”), as the Original Purchaser and Underwriter (defined herein) of the above-referenced bonds (the “Bonds”), being issued on the date of this Certificate by the City of Maplewood, Missouri (the “City”), hereby certifies and represents as follows:

1. Receipt for Bonds. The Original 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 Original Purchaser.

2. Issue Price.

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

(b) *Reasonably Expected Initial Offering Price.* As of the sale date of the Bonds (September 10, 2024), the reasonably expected initial offering prices of the Bonds to the Public by the Original 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 Original 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 City (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).

The representations set forth in this certificate are limited to factual matters only. Nothing in this Certificate represents the Original 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 City in executing and delivering the Federal Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, by UMB Financial Services, Inc., Municipal Advisor to the City 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 City from time to time relating to the Bonds.

DATED: September 25, 2024.

[*PURCHASER*]

By: _____
Name: _____
Title: _____

Schedule A

Initial Offering Prices

[Attach Initial Offering Prices Used in Formulating Bid]

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



\$6,000,000*
CITY OF MAPLEWOOD, MISSOURI
GENERAL OBLIGATION BONDS
SERIES 2024

Dated: Date of Issuance

Due: March 1, as shown on the inside cover

The General Obligation Bonds, Series 2024 (the “**Bonds**”), will be issued by the City of Maplewood, Missouri (the “**City**”), for the purpose of providing funds to pay (1) the costs of constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting, and (2) the costs of issuing the Bonds, as further described herein under the caption “**PLAN OF FINANCING.**”

Principal of the Bonds is payable annually as set forth on the inside cover of this Official Statement, commencing on March 1, 2025. Interest on the Bonds is payable semiannually on each March 1 and September 1, commencing on March 1, 2025, by check, draft or electronic transfer (subject to the conditions described herein) to the persons who are the registered owners of the Bonds as of the close of business on the fifteenth day of the month preceding the applicable interest payment date.

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

THE BONDS AND INTEREST THEREON WILL CONSTITUTE GENERAL OBLIGATIONS OF THE CITY, PAYABLE FROM AD VALOREM TAXES THAT MAY BE LEVIED WITHOUT LIMITATION AS TO RATE OR AMOUNT UPON ALL OF THE TAXABLE TANGIBLE PROPERTY, REAL AND PERSONAL, WITHIN THE TERRITORIAL LIMITS OF THE CITY. See the caption “**SECURITY FOR THE BONDS.**”

See inside cover for maturities, principal amounts, interest rates, prices and CUSIP numbers.

The Bonds are offered when, as and if issued by the City and accepted by the Underwriter, subject to the approval of validity by Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel to the City, and subject to certain other conditions. Bond Counsel will also pass on certain matters relating to this Official Statement. UMB Financial Services, Inc., is serving as municipal advisor to the City in connection with the issuance of the Bonds. It is expected that the Bonds will be available for delivery through the facilities of The Depository Trust Company in New York, New York, on or about September 25, 2024.

The date of this Official Statement is September __, 2024.

* Preliminary; subject to change.

\$6,000,000*
CITY OF MAPLEWOOD, MISSOURI
GENERAL OBLIGATION BONDS
SERIES 2024

MATURITY SCHEDULE*

Base CUSIP: 565590

SERIAL BONDS

<u>Maturity (March 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price</u>	<u>CUSIP</u>
2025	\$170,000	%	%	
2026	40,000			
2027	45,000			
2028	40,000			
2029	45,000			
2030	45,000			
2031	50,000			
2032	50,000			
2033	55,000			
2034	90,000			
2035	445,000			
2036	465,000			
2037	485,000			
2038	505,000			
2039	525,000			
2040	545,000			
2041	565,000			
2042	590,000			
2043	610,000			
2044	635,000			

* Preliminary; subject to change.

CITY OF MAPLEWOOD, MISSOURI

7601 Manchester Road
Maplewood, Missouri 63143
(314) 645-3600

ELECTED OFFICIALS

Barry Greenburg, *Mayor*
Shawn Faulkingham, *Deputy Mayor and Councilmember*
Matt Coriell, *Councilmember*
Krista Garcia, *Councilmember*
Chasity Mattox, *Councilmember*
Eric Page, *Councilmember*
Nick Homa, *Councilmember*

ADMINISTRATIVE OFFICIALS

Amber Withycombe, *City Manager and City Clerk*
Anthony Traxler, *Assistant City Manager and Director of Public Works*
Alexis Miller, *Finance Director*
Laura Miller, *Community Development Director*
Matt Nighbor, *Police Chief*
Peter Marsac, *Fire Chief*
Tanya Bohlken, *Deputy City Clerk*

CITY ATTORNEY

Lewis Rice LLC
St. Louis, Missouri

BOND AND DISCLOSURE COUNSEL

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

MUNICIPAL ADVISOR

UMB Financial Services, Inc.
St. Louis, Missouri

PAYING AGENT

UMB Bank, N.A.
St. Louis, Missouri

REGARDING USE OF THIS OFFICIAL STATEMENT

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

The information set forth herein has been obtained from the City and other sources that are deemed to be reliable, but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, the City. The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information

No dealer, broker, salesperson or any other person has been authorized by the City or the Underwriter to give any information or make any representations, other than those contained in this Official Statement, in connection with the offering of the Bonds, 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 by any person in any state in which it is unlawful for such person to make such offer, solicitation or sale. The information herein is subject to change without notice, and neither the delivery of this Official Statement nor the sale of any of the Bonds hereunder shall under any circumstances create any implication that there has been no change in the affairs of the City or the other matters described herein since the date hereof.

IN CONNECTION WITH THE OFFERING OF THE BONDS, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH 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.

CAUTIONARY STATEMENTS REGARDING FORWARDLOOKING 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 CITY NOR ANY OTHER PARTY PLANS TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD-LOOKING STATEMENTS IF OR WHEN THEIR EXPECTATIONS, OR EVENTS, CONDITIONS OR CIRCUMSTANCES UPON WHICH SUCH STATEMENTS ARE BASED OCCUR.

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OFFICIAL STATEMENT

CITY OF MAPLEWOOD, MISSOURI

\$6,000,000* **GENERAL OBLIGATION BONDS** **SERIES 2024**

INTRODUCTION

The following introductory information is subject in all respects to more complete information contained elsewhere in this Official Statement. The order and placement of materials in this Official Statement, including the appendices hereto, are not to be deemed to be a determination of relevance, materiality or relative importance, and this Official Statement, including the cover page and appendices, should be considered in its entirety. The offering of the Bonds to potential investors is made only by means of the entire Official Statement.

General

This Official Statement, including the cover page and appendices hereto, is furnished to prospective purchasers in connection with the offering and sale of \$6,000,000* aggregate principal amount of General Obligation Bonds, Series 2024 (the “**Bonds**”), by the City of Maplewood, Missouri (the “**City**”). The issuance and sale of the Bonds are authorized by an ordinance of the City Council of the City expected to be adopted on September 10, 2024 (the “**Ordinance**”). *All capitalized terms used herein and not otherwise defined herein have the meanings assigned to those terms in the Ordinance.*

Authorization and Purpose of the Bonds

On April 2, 2024, the voters of the City approved the issuance of general obligation bonds in the amount of \$6,000,000*. The Bonds are being issued for the purpose of providing funds to pay (1) the costs of constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting (the “**Project**”) and (2) the costs of issuing the Bonds. See the section herein captioned “**PLAN OF FINANCING.**”

Security for the Bonds

The Bonds will constitute general obligations of the City and will be payable as to both principal and interest from ad valorem taxes, which may be levied without limitation as to rate or amount upon all taxable tangible property, real and personal, within the territorial limits of the City. See the section herein captioned “**SECURITY FOR THE BONDS.**”

Continuing Disclosure

The City has covenanted in a Continuing Disclosure Undertaking dated as of September 1, 2024 (the “**Continuing Disclosure Undertaking**”) to provide certain financial information and operating data relating to the City and to provide notices of the occurrence of certain enumerated events relating to the Bonds. The Continuing Disclosure Undertaking was entered into by the City to comply with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “**Rule**”). See the section herein captioned “**CONTINUING DISCLOSURE UNDERTAKING**” and the proposed form of the Continuing Disclosure Undertaking, which is included as *Appendix C*.

* Preliminary; subject to change.

THE BONDS

General

The Bonds are being issued in the aggregate principal amount of \$6,000,000*. The Bonds are dated as of the date of original issuance and delivery thereof. Principal is payable on March 1 in the years and in the principal amounts set forth on the inside cover page hereof, subject to redemption and payment prior to maturity, upon the terms and conditions described under the section herein captioned “**THE BONDS – Redemption Provisions.**” Interest on the Bonds is calculated at the rates per annum set forth on the inside cover page, computed on the basis of a 360-day year of twelve 30-day months. The Bonds shall consist of fully-registered bonds in denominations of \$5,000 or any integral multiple thereof. Interest on the Bonds is payable from the date thereof or the most recent date to which interest has been paid and is payable semiannually on March 1 and September 1 in each year, beginning March 1, 2025.

The principal or Redemption Price (as defined herein) of the Bonds will be paid at maturity or upon earlier redemption to the person in whose name such Bond is registered on the registration books (the “**Bond Register**”) at the maturity or Redemption Date (as defined herein) thereof, upon presentation and surrender of such Bond at the principal payment office of UMB Bank, N.A., St. Louis, Missouri (the “**Paying Agent**”), or such other office designated by the Paying Agent. Payment of the interest on the Bonds will be made to the person in whose name such Bond is registered on the Bond Register at the close of business on the fifteenth day (whether or not a Business Day) of the calendar month preceding the interest payment date (the “**Record Date**”). The principal or Redemption Price of and interest on the Bonds will be made by check or draft mailed by the Paying Agent to the address of each Registered Owner shown on the Bond Register or such other address as is furnished to the Paying Agent in writing by such Registered Owner, or by electronic transfer to such Registered Owner upon written notice signed by such Registered Owner and given to the Paying Agent not less than 15 days prior to the Record Date for such payment, containing the electronic transfer instructions including the name and address of the bank, the bank’s 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.

Redemption Provisions

Optional Redemption. At the option of the City, the Bonds or portions thereof maturing on and after March 1, 2035 may be called for redemption and payment prior to their Stated Maturity on and after March 1, 2034, in whole or in part, at any time, in such amounts for each Stated Maturity as shall be determined by the City, at the Redemption Price of 100% of the principal amount thereof, plus accrued interest thereon to the Redemption Date.

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

In the case of a partial redemption of Bonds, when Bonds of denominations greater than \$5,000 are then-Outstanding, then for all purposes in connection with such redemption each \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value represented by any Bond are selected for redemption, then upon notice of intention to redeem such \$5,000 unit or units, the Registered Owner of such Bond or the Registered Owner’s duly authorized agent shall present and surrender such Bond to the Paying Agent (1) for payment of the price at which such Bond is to be redeemed (the “**Redemption Price**”) and interest to the date fixed for

* Preliminary; subject to change.

redemption (the “**Redemption Date**”) of such \$5,000 unit or units of face value called for redemption and (2) for exchange, without charge to the Registered Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If the Registered Owner of any such Bond shall fail to present such Bond to the Paying Agent for payment and exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the Redemption Date to the extent of the \$5,000 unit or units of face value called for redemption (and to that extent only).

Notice of Redemption. Unless waived by any Registered Owner of Bonds to be redeemed, official notice of any redemption shall be given by the Paying Agent on the City’s behalf, by mailing a copy of an official redemption notice by first-class mail at least 30 days and not more than 60 days prior to the Redemption Date to the State Auditor of Missouri and each Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register.

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

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

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

Effect of Call for Redemption. After an amount of money sufficient to pay the Redemption Price has been deposited with the Paying Agent and official notice of redemption has been given as aforesaid, (1) the Bonds or portions of Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption Price specified in the notice, and (2) from and after the Redemption Date (unless the City defaults in the payment of the Redemption Price) such Bonds or portions of Bonds shall cease to bear interest.

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

Book-Entry Only System

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

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

DTC and its Participants. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“**Direct Participants**”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“**DTCC**”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

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

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

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

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

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

Payments of Principal, Redemption Price and Interest. Payment of the principal or Redemption Price of and interest on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent, on the payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participants and not of DTC, the Paying Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of the principal or Redemption Price of and interest on the Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

The City 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 the Registered Owners.

Registration, Transfer and Exchange of Bonds

The City 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 the Bonds as provided in the Ordinance. Upon surrender of any Bond at the principal payment office of the Paying Agent, or at such other office designated by the Paying Agent, the Paying Agent shall transfer or exchange such Bond as provided in the Ordinance.

The Paying Agent shall transfer or exchange such Bond for a new Bond or Bonds in any authorized denomination of the same Stated Maturity and in the same aggregate principal amount as the Bond that was presented for transfer or exchange. Bonds presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Paying Agent, duly executed by the Registered Owner thereof or by the Registered Owner's duly authorized agent. Any additional costs or fees that might be incurred in the secondary market, other than fees of the Paying Agent, are the responsibility of the Registered Owners of the Bonds. If any Registered Owner fails to provide a correct taxpayer identification number to the Paying Agent, the Paying Agent may make a charge against such Registered Owner sufficient to pay any governmental charge required to be paid as a result of such failure. The City and the Paying Agent shall not be required (1) to register the transfer or exchange of any Bond that has been called for redemption after notice of such redemption has been mailed by the Paying Agent in accordance with the Ordinance and during the period of 15 days next preceding the date of mailing of

such notice of redemption, or (2) to register the transfer or exchange of any Bond during a period beginning at the opening of business on the day after receiving written notice from the City of its intent to pay Defaulted Interest and ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to the Ordinance.

SECURITY FOR THE BONDS

Pledge of Full Faith and Credit. The Bonds will constitute general obligations of the City and will be payable as to both principal and interest from ad valorem taxes, which may be levied without limitation as to rate or amount upon all the taxable tangible property, real and personal, within the territorial limits of the City.

Levy and Collection of Annual Tax. Under the Ordinance, the City has authorized the imposition upon all of the taxable tangible property within the City of a direct annual tax sufficient to produce the amounts necessary for the payment of the principal of and interest on the Bonds as the same becomes due and payable in each year. Such taxes shall be extended upon the tax rolls in each year, and shall be levied and collected at the same time and in the same manner as the other ad valorem taxes of the City are levied and collected. The proceeds derived from said taxes shall be deposited in the Debt Service Fund, shall be kept separate and apart from all other funds of the City and shall be used solely for the payment of the principal of and interest on the Bonds, as and when the same becomes due, and the fees and expenses of the Paying Agent.

RISK FACTORS

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

Ad Valorem Property Taxes

Under the Ordinance, the City has authorized the levy of a direct annual tax on all taxable tangible property within the City sufficient to produce amounts necessary for the payment of the principal of and interest on the Bonds each year. Declining property values in the City, whether caused by national or global financial crises, natural disasters, local economic downturns, or other reasons, may require higher levy rates, which may increase the burden on local taxpayers and affect certain taxpayers' willingness or ability to continue timely paying property taxes. See "**PROPERTY TAX INFORMATION – Property Valuations**" in *Appendix A* of this Official Statement. In addition, the issuance of additional general obligation bonds by the City or other indebtedness by other political subdivisions within the boundaries of the City would increase the tax burden on taxpayers within the boundaries of the City. See "**DEBT STRUCTURE OF THE CITY – General Obligation Indebtedness**" and "**– Overlapping General Obligation Indebtedness**" in *Appendix A* of this Official Statement. Missouri law limits the amount of general obligation debt issuable by the City to 20% of the assessed valuation of taxable tangible property within the boundaries of the City. Other political subdivisions within the boundaries of the City are subject to similar limitations on general obligation debt imposed by Missouri law, including school districts, counties and certain other political subdivisions, which are limited to general obligation debt of 15%, 10% and 5% of assessed valuation of taxable tangible property, respectively.

Concentration of property ownership within the boundaries of the City would expose the City's ability to collect ad valorem property taxes to the financial strength, ability and willingness of major taxpayers to pay

property taxes. See “**PROPERTY TAX INFORMATION – Property Valuations**” and “– **Major Property Taxpayers**” in *Appendix A* of this Official Statement.

Senior Property Tax Credit Program

In 2023, the Missouri General Assembly passed Senate Bill 190, which authorizes counties to grant property tax credits to residential property owners eligible to receive social security benefits equal to the difference between the real property tax liability on the homestead in the current year minus the real property tax liability on such homestead in the year in which the taxpayer became eligible to receive the tax credit (the “**Senior Property Tax Credit Program**”). Implementation of the Senior Property Tax Credit Program requires either adoption of an ordinance by the county or an initiative petition and voter approval process. Property tax bills within counties that participate in the Senior Property Tax Credit Program will reflect the tax credit on property tax bills for eligible taxpayers, thereby reducing the amount of property taxes that the eligible taxpayer would otherwise pay. On October 17, 2023, the St. Louis County Council passed a bill implementing the Senior Property Tax Credit Program in St. Louis County, which became law on November 1, 2023, and will be effective beginning for the 2024 property tax cycle.

The potential financial impact of the Senior Property Tax Credit Program on the City is not yet ascertainable. If the City’s property tax revenues are reduced in a given year as a result of the Senior Property Tax Credit Program, there will be less property tax revenues available to pay principal of and interest on the Bonds. However, the City is permitted to retain in its debt service fund up to one year’s debt service payments and can increase the debt service levy for future years to address the potential decrease from implementation of the Senior Property Tax Credit Program and to ensure continued payment of the principal of and interest on the Bonds. See “**PROPERTY TAX INFORMATION**” in *Appendix A* of this Official Statement.

Potential Impact of Public Health Emergencies

Regional, national or global public health emergencies, such as the outbreak of the novel coronavirus in December 2019 (“**COVID-19**” or the “**Pandemic**”), could have materially adverse regional, national or global economic and social impacts causing, among other things, the promulgation of local or state orders limiting certain activities, extreme fluctuations in financial markets and contraction in available liquidity, prohibitions of gatherings and public meetings in such places as entertainment venues, extensive job losses and declines in business activity across important sectors of the economy, impacts on supply chain and availability of resources, declines in business and consumer confidence that negatively impact economic conditions or cause an economic recession. The City cannot predict the extent to which its operations or financial condition may decline nor the amount of increased costs, if any, that may be incurred by the City associated with operating during any public health emergencies including, but not limited to, the amount of (1) increases in required services of the City, (2) costs to clean, sanitize and maintain its facilities, (3) costs to hire additional and/or substitute employees, (4) costs to acquire supporting goods and services, or (5) costs to operate remotely and support the employees of the City. Accordingly, the City cannot predict the effect any public health emergencies will have on the finances or operations of the City or whether any such effects will have a material adverse effect on the ability to support payment of debt service on the Bonds.

The City receives the majority of its revenue from sales taxes. Historical revenues and expenditures for the City’s General Fund for the fiscal years ended June 30, 2020 through 2023 are set forth under the caption “**FINANCIAL INFORMATION CONCERNING THE CITY – The General Fund**” in *Appendix A* of this Official Statement.

Secondary Market Prices and Liquidity

The Underwriter will not be obligated to repurchase any of the Bonds, and no representation is made concerning the existence of any secondary market for the Bonds. No assurance is given that any secondary

market will develop following the completion of the offering of the Bonds, and no assurance is given that the initial offering price for the Bonds will continue for any period of time.

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 the operating performance or tax collection patterns of issuers. Particularly, prices of outstanding municipal securities should be expected to decline if prevailing market interest rates rise. Municipal securities are generally viewed as long-term investments, subject to material unforeseen changes in the investor's or the issuer's circumstances and may require commitment of the investor's funds for an indefinite period of time, perhaps until maturity.

Rating

S&P Global Ratings, a division of S&P Global Inc. ("**S&P**") has assigned the Bonds the rating set forth under "**BOND RATING**" in this Official Statement. The rating reflects only the views of S&P, and an explanation of the significance of such 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 S&P if, in its judgment, circumstances warrant. Any such downward revision or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

Bankruptcy

In addition to the limitations on remedies contained in the 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 of Missouri. Section 108.180 of the Revised Statutes of Missouri requires that any interest and sinking fund moneys only be used to pay principal of and interest on the Bonds. The City, like all other Missouri political subdivisions, is specifically authorized by Missouri law 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.

Amendment of the Ordinance

Certain amendments, effected by ordinance of the City, to the Bonds and the Ordinance may be made with the written consent of the Registered Owners of not less than a majority in principal amount of the Bonds then-Outstanding. Such amendments may adversely affect the security of the owners of the Bonds; provided that, no amendments may (1) extend the maturity of any payment of principal or interest due upon any Bond, (2) alter the optional redemption provisions of any Bond, (3) effect a reduction in the amount which the City is required to pay as principal of or interest on any Bond, (4) permit preference or priority of any Bond over any other Bond, or (5) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of the Ordinance without the written consent of the Registered Owners of all of the Bonds at the time Outstanding. The City may also amend or supplement the Ordinance, without notice to or the consent of any Registered Owners, for the purpose of curing any formal defect, omission, inconsistency or ambiguity therein or in connection with any other change therein that is not materially adverse to the security of the Registered Owners.

Loss of Premium from Redemption

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

Tax-Exempt Status and Risk of Audit

The failure of the City to comply with certain covenants set forth in the Ordinance could cause the interest on the Bonds to become included in gross income for federal and Missouri income tax purposes retroactive to the date of issuance of the Bonds. The Ordinance does not provide for the payment of any additional interest, redemption premium or penalty if the interest on the Bonds becomes included in gross income for federal and Missouri income tax purposes. See “**TAX MATTERS**” in this Official Statement.

The Internal Revenue Service (the “**IRS**”) 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. Owners of the Bonds are advised that, if an audit of the Bonds were commenced, the IRS, in accordance with its current published procedures, is likely to treat the City as the taxpayer, and the owners of the Bonds may not have a right to participate in such audit. Public awareness of any audit could adversely affect the market value and liquidity of the Bonds during the pendency of the audit, regardless of the ultimate outcome of the audit.

Defeasance Risks

When any or all of the Bonds or scheduled interest payments thereon are deemed paid and discharged as provided in the Ordinance, the requirements contained in the Ordinance and the pledge of the City’s faith and credit thereunder and all other rights granted thereby will 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 Ordinance if there has been deposited with the Paying Agent, or other commercial bank or trust company, moneys and/or Defeasance Obligations that, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of and redemption premium, if any, on the Bonds and/or interest accrued to the Stated Maturity or prior Redemption Date. There is no legal requirement in the 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.

Future Economic, Demographic and Market Conditions

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

Cybersecurity Risks

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

of any cybersecurity breaches or attacks. The City maintains an insurance policy to help mitigate the costs of a cybersecurity event.

PLAN OF FINANCING

Authorization of Bonds

The Bonds are authorized pursuant to and in full compliance with the Constitution and statutes of the State of Missouri, including particularly Article VI, Section 26 of the Missouri Constitution and Section 95.115 et seq., of the Revised Statutes of Missouri. On April 2, 2024, the voters of the City approved, by a vote of 1,289 for and 430 against, the issuance of general obligation bonds in the amount of \$6,000,000 for the purpose of constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting. The City has not issued any of the Bonds so authorized. The Bonds are being issued pursuant to the Ordinance, and once issued, the City will not have any remaining voted authority.

The Project

A portion of the Bond proceeds are expected to be used to make the following street, sidewalk, and street lighting improvements throughout the City:

Streets:

- Repair and reconstruction of portions of approximately eleven concrete streets and five asphalt streets (estimated cost: \$4,520,000)
- Construction of approximately five traffic calming measures (estimated cost: \$255,000)

Sidewalks:

- Repair and reconstruction of portions of approximately thirty sidewalks (estimated cost: \$1,027,500)

Street Lighting:

- Installation of approximately twenty-five streetlights (estimated cost: \$197,500)

Construction is expected to begin in July 2024 and to be completed in June 2027.

Sources and Uses of Funds

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

Sources of Funds:

Par Amount of the Bonds	\$
Original Issue Premium	_____
Total	<u><u>\$</u></u>

Uses of Funds:

Project Costs	\$
Costs of Issuance (including Underwriter's Discount)	_____
Total	<u><u>\$</u></u>

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

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

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

Bank Qualification. The Bonds are “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code.

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

Other Tax Consequences

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

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

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

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

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

tax advisors as to the applicability of these tax consequences and other federal income tax consequences of the purchase, ownership and disposition of the Bonds, including the possible application of state, local, foreign and other tax laws.

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

CONTINUING DISCLOSURE UNDERTAKING

General

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

Prior Compliance

The City has made similar undertakings with respect to its outstanding obligations to annually file its audited financial statements and certain operating data (together, the “**Annual Report**”) and notices of the occurrence of certain enumerated events. To the best of the City’s knowledge and belief, the City has complied in all material respects with its prior continuing disclosure undertakings under the Rule for the past five years.

The City has contracted with Gilmore & Bell, P.C. to assist the City in complying with its continuing disclosure undertakings.

BOND RATING

S&P has assigned the Bonds a rating of “_____” based on S&P’s evaluation of the creditworthiness of the City. Such rating reflects only the view of S&P at the time the rating is given, and the City, the Underwriter and the Municipal Advisor make no representation as to the appropriateness of such rating. An explanation of the significance of the rating may be obtained only from S&P. The City furnished S&P with certain information and materials relating to the Bonds and the City that has not been included in this Official Statement. Generally, rating agencies base their ratings on the information and materials so furnished and on investigations, studies and assumptions by the rating agencies. There is no assurance that a particular rating will remain in effect for any given period of time or that it will not be revised downward or withdrawn entirely if, in the judgment of the rating agency, circumstances warrant. Any downward revision or withdrawal of the rating may 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 City’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 City 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 the levy and collection of a tax to pay the principal and interest thereof, or which might affect the City’s ability to meet its obligations to pay the Bonds.

UNDERWRITING

_____, _____, _____ (the “Underwriter”), has agreed to purchase the Bonds at a price of \$ _____ (which is equal to the aggregate original principal amount of the Bonds, plus a net original issue premium of \$ _____, less an underwriting discount of \$ _____). The Underwriter is purchasing the Bonds 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.

MUNICIPAL ADVISOR

UMB Financial Services, Inc., St. Louis, Missouri (the “Municipal Advisor”), is employed as Municipal Advisor to the City to render certain professional services, including advising the City on a plan of financing in connection with the sale of the Bonds. The Municipal Advisor has read this Official Statement. Under the terms of its engagement, the Municipal Advisor is not obligated to undertake, and has not undertaken to make, an independent verification of, or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement, other than this section.

The Municipal Advisor’s duties, responsibilities and fees in connection with this issuance arise solely from the services for which it is engaged to perform as financial advisor on the Bonds. The Municipal Advisor’s compensation is conditional on the successful closing of the Bonds.

MISCELLANEOUS

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

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

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The City has duly authorized the delivery of this Official Statement.

CITY OF MAPLEWOOD, MISSOURI

By: _____
Mayor

APPENDIX A

INFORMATION REGARDING THE CITY

APPENDIX B

**ANNUAL COMPREHENSIVE FINANCIAL REPORT
FOR THE FISCAL YEAR ENDED JUNE 30, 2023**

APPENDIX C

FORM OF CONTINUING DISCLOSURE UNDERTAKING

CONTINUING DISCLOSURE UNDERTAKING

This **CONTINUING DISCLOSURE UNDERTAKING** dated as of September 25, 2024 (this “*Undertaking*”) is executed and delivered by the **CITY OF MAPLEWOOD, MISSOURI** (the “*Issuer*”).

RECITALS

1. This Undertaking is executed and delivered by the Issuer in connection with the issuance by the Issuer of **\$6,000,000* General Obligation Bonds, Series 2024** (the “*Bonds*”), pursuant to an ordinance adopted by the governing body of the Issuer on September _____, 2024 (the “*Ordinance*”).

2. The Issuer is entering into this Undertaking for the benefit of the Beneficial Owners of the Bonds and in order to assist the Participating Underwriter 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” (as defined by the Rule) with responsibility for continuing disclosure hereunder.

In consideration of the foregoing, 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 Undertaking unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“*Annual Report*” means any Annual Report filed 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, depositories 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 corporate trust office or designated payment office of the trustee, any paying agent or the Dissemination Agent, as applicable, 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 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

* Preliminary; subject to change.

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 **July 1** and ending on **June 30** 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 the offering of the Bonds.

Section 2. Provision of Annual Reports.

- (a) The Issuer shall, not later than **210** days after the end of the Issuer’s Fiscal Year, commencing with the Fiscal Year ending June 30, 2024, 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 accounting principles described in the notes to the financial statements included as Appendix A to the final Official Statement for the Bonds and audited by its independent auditors. If audited financial statements are not available by the time the Annual Report is required to be filed pursuant to this Section, the Annual Report shall contain unaudited financial statements in a format similar to the audited financial information contained in the final Official Statement relating to the Bonds, 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 related to the Bonds, as described in **Exhibit A** hereto, with such modifications to the formatting and general presentation thereof as deemed appropriate by the Issuer; provided, any substantive change to information provided shall be made only in accordance with **Section 6** hereof.

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 filed with 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 shall 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 shall 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.

No 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 (which shall be deemed to occur as provided in the Rule);
- (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(a)** hereof, the Issuer shall send a notice to the MSRB, in substantially the form attached hereto as **Exhibit B**, 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 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 Undertaking are assumed in full by some other entity, such entity shall be responsible for compliance with this Undertaking in the same manner as if it were the Issuer, and the Issuer shall have no further responsibility hereunder. If such assumption occurs prior to the final maturity of the Bonds, the Issuer shall give notice of such assumption in the same manner as for a Material Event under **Section 3** hereof.

Section 5. *Dissemination Agent.*

The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this 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. The 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 Undertaking.

Section 6. *Amendment; Waiver.*

Notwithstanding any other provision of this Undertaking, the Issuer may amend this Undertaking and any provision of this 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 Undertaking.

In the event of any amendment or waiver of a provision of this 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, (a) notice of such change shall be given in the same manner as for a Material Event under **Section 3** hereof, and (b) 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 Undertaking shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this 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 this 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 which is specifically required by this Undertaking, the Issuer shall have no obligation under this 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 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 Undertaking. A default under this Undertaking shall not be deemed an event of default under the Ordinance or the Bonds, and the sole remedy under this Undertaking if there is any failure of the Issuer to comply with this Undertaking shall be an action to compel performance.

Section 9. *Beneficiaries.*

This Undertaking shall inure solely to the benefit of the Issuer, the Participating Underwriter and the 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 Undertaking, the Ordinance or the Bonds shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of this Undertaking 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 Undertaking shall be governed by and construed in accordance with the laws of the State of Missouri.

IN WITNESS WHEREOF, the Issuer has caused this Undertaking to be executed as of the day and year first above written.

CITY OF MAPLEWOOD, MISSOURI

By: _____
Mayor

**EXHIBIT A
TO CONTINUING DISCLOSURE UNDERTAKING**

**FINANCIAL INFORMATION AND OPERATING DATA TO BE
INCLUDED IN ANNUAL REPORT**

The financial information and operating data contained in the tables in the following-described sections of Appendix A to the final Official Statement relating to the Bonds:

- “FINANCIAL INFORMATION CONCERNING THE CITY - The General Fund”
- “PROPERTY TAX INFORMATION - Property Valuations”
- “PROPERTY TAX INFORMATION - Tax Levies and Collection”
- “PROPERTY TAX INFORMATION – Tax Rates”
- “PROPERTY TAX INFORMATION - Major Property Taxpayers”

**EXHIBIT B
TO CONTINUING DISCLOSURE UNDERTAKING
FORM OF FAILURE TO FILE EVENT NOTICE**

Event Notice Pursuant to SEC Rule 15c2-12(b)(5)(C)

Issuer/Obligated Person: City of Maplewood, Missouri
(the "Obligated Person")

**Issues to which this
Notice relates:** General Obligation Bonds, Series 2024

CUSIP Numbers for Issue to which this Report relates:

<u>Maturity Date</u>	<u>CUSIP Number</u>
-----------------------------	----------------------------

Event Reported: Failure to Timely File Annual Financial Information, Operating Data and/or Audited Financial Statements

The Obligated Person did not timely file its financial information and operating data for the fiscal year ended June 30, 20___. Such financial information and operating data [*will be*] [*were*] filed with the MSRB through EMMA on _____, 20___.

The Obligated Person did not timely file its audited financial statements for the fiscal year ended June 30, 20___. Such audited financial statements [*will be*] [*were*] filed with the MSRB through EMMA on _____, 20___.

The information contained in this Notice has been submitted by the Obligated Person pursuant to contractual undertakings the Obligated Person made in accordance with SEC Rule 15c2-12. Nothing contained in the undertaking or this Notice is, or should be construed as, a representation by the Obligated Person that the information included in this Notice constitutes all of the information that may be material to a decision to invest in, hold or dispose of any of the securities listed above, or any other securities of the Obligated Person.

For additional information, contact:

Finance Director
City of Maplewood, Missouri
7601 Manchester Road
Maplewood, Missouri 63143
(314) 645-3600

Date Submitted: _____, 20___

CITY OF MAPLEWOOD, MISSOURI

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GENERAL INFORMATION CONCERNING THE CITY

General

The City is located in south-central St. Louis County (the “County”), just west of the City of St. Louis, east of the City of Brentwood, north of the City of Webster Groves and south of the City of Richmond Heights. The City is 1.5 square miles and the current population is estimated to be 8,041.

The City has 10 parks within its boundaries that offer lighted ball fields, soccer fields, playgrounds, picnic areas and pavilions. The City also has a skate park, roller rink, family aquatic center and library. Residents of the City also have access to a recreation center located in nearby Richmond Heights that has a weight room, gym, meeting rooms, swimming pool, hot tub, sauna and is connected to the Richmond Heights Library. The City is a member of the Parks and Recreation Cooperative, which began in 2003 and allows citizens of the City, the City of Brentwood and the City of Richmond Heights to use each other’s parks and recreation facilities.

The City has a thriving business community convenient to both the City of St. Louis to the east and St. Charles County to the west. The City has three main shopping areas and continues to attract several new businesses while retaining the majority of existing businesses. The Special Business District is located in downtown Maplewood. It is a part of Historic Route 66 and is a collection of unique shops and restaurants. To the south, Deer Creek Center is a large shopping district that houses several large retailers. To the north, Maplewood Commons shopping district houses three big box stores - Wal-Mart, Lowes and Sam’s Club - along with several other stores and restaurants. The City is also home to Sunnen Business Park, a business and manufacturing district, which is anchored by Sunnen Products Company and is the location of several other businesses. Sunnen Business Park is in the process of redevelopment and continues to add new businesses.

Type of Government

The City is a Charter City and operates under a City Manager form of government. The City Council is comprised of six council members (two from each ward). Council members are elected to serve three-year terms. The City Manager is appointed by a majority vote of the City Council and is responsible for the day-to-day management of the City. The City Manager enforces the policies set by the Mayor and City Council and is responsible for all personnel decisions. The Mayor is elected at large to serve a three-year term. Each elected official can serve no more than three consecutive terms. The current Mayor and the members of the City Council are as follows:

	<u>Year First Elected</u>	<u>Year Present Term Expires</u>
Barry Greenburg, Mayor ⁽¹⁾	2024	2027
Matt Coriell, Councilmember, Ward 1	2023	2025
Krista Garcia, Councilmember, Ward 1	2023	2026
Chasity Mattox, Councilmember, Ward 2	2023	2026
Eric Page, Councilmember, Ward 2	2021	2025
Shawn Faulkingham, Deputy Mayor Councilmember, Ward 3	2005	2026
Nick Homa, Councilmember, Ward 3	2022	2025

⁽¹⁾ Barry Greenburg was previously Mayor of the City from 2018 – 2021 and was re-elected in 2024.

Amber Withycombe was appointed City Manager for the City in January 2024. Ms. Withycombe was formerly the Director of Donor Communications and Recognition at Washington University in St. Louis and a former member of the Board of Education for the Maplewood-Richmond Heights School District. She has previously served on the City’s Planning and Zoning Commission. Ms. Withycombe has a Bachelor of Arts degree from the University of California, Berkeley and a Master of Fine Arts degree from the University of Iowa.

She will receive a Master of Public Administration degree with a focus on local government management and public sector leadership from Southern Illinois University Edwardsville in December 2024.

Employees

The City currently has 75 full-time and 3 part-time employees. Benefits provided to full-time employees include: health, dental and life insurance, a retirement plan (see the caption “**Pension Plans**” herein) and paid time off. In 2007, the Missouri Supreme Court held that public employees have a constitutional right to collectively bargain under Missouri’s Constitution. No City employees are currently covered by a collective bargaining agreement; however, City firefighters are currently in negotiations with the City. The City has no record of any work stoppages or labor disputes.

Pension Plans

Missouri Local Government Employees Retirement System (“LAGERS”). The City participates in LAGERS, a multiple-employer public employee retirement system that acts as a common investment and administrative agent for local government entities in the State of Missouri (the “**State**”). 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 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 Governor.

LAGERS issues a publicly-available financial report that includes financial statements and required supplementary information. The LAGERS Annual Comprehensive Financial Report for the fiscal year ended June 30, 2023 (the “**2023 LAGERS Annual Report**”) is available at <https://www.molagers.org/financial-reports/>. The link to the 2023 LAGERS Annual Report is provided for general background information only, and the information in the 2023 LAGERS Annual Report is not incorporated by reference herein. The 2023 LAGERS Annual Report 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.

All full-time employees of the City working in a LAGERS-covered department are eligible to participate in LAGERS. The City is required by statute to contribute at an actuarially determined rate for each category of participating employees. For LAGERS’ fiscal year ended June 30, 2023, the City contributed \$1,815,201 to LAGERS on behalf of participating employees. The City’s actuarially determined contribution rates for 2023 were 11.5% for general employees, 28.3% for police and 32.3% for fire. The City’s actuarially determined contribution rates for 2024 are 11.3% for general employees, 29.3% for police and 30.2% for fire. All full-time employees participating in LAGERS make a required contribution of 4% of their gross pay as well.

For additional information regarding the City’s participation in LAGERS relating to the fiscal year ended June 30, 2023 see Note 6 – Retirement Plans in **Appendix B**. For additional information regarding LAGERS, see the 2023 LAGERS Annual Report.

Deferred Compensation Plan. The City offers its employees a deferred compensation plan created in accordance with Section 457 of the Internal Revenue Code. The plan, available to all City employees, permits them to defer a portion of their salary until future years. The deferred compensation is not available to employees until termination, retirement, death or unforeseeable emergency.

The City funds all amounts of compensation deferred under the plan, at the direction of the covered employee, through investments in the International City Manager Association (“**ICMA**”) Retirement Corporation. It is the opinion of the City’s legal counsel that the City has no liability for losses under the plan but does have the duty of due care that would be required of an ordinary prudent investor.

The plan assets are required to be held in trust for the exclusive benefit of plan participants and their beneficiaries. The City does not report the deferred compensation plan assets and liabilities on its combined balance sheet and the City does not have significant administrative involvement with the plan, nor does the City perform the investing function for the plan. For additional information regarding the City's deferred compensation plan, see Note 6 – Retirement Plans in *Appendix B*.

Other Post-Employment Benefits

The City of Maplewood Other Postemployment Benefits (“**OPEB**”) Plan (the “**Plan**”) provides OPEB for certain eligible employees who retire from the City and their dependents. The Plan is a single-employer defined benefit OPEB plan that is administered by the City. The benefits and benefit levels are governed by City policy. No assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions. The Plan does not issue a stand-alone financial report.

The Plan provides an opportunity for continuation of medical and dental insurance benefits to eligible retirees and their dependents. In order to be eligible, City retirees must be eligible for normal or early retirement. General employees are eligible for normal retirement at age 60 with 5 years of service or early retirement at age 55 with 5 years of service. Police and fire employees are eligible for normal retirement at age 55 with 5 years of service or early retirement at age 50 with 5 years of service. Retirees who elect to participate must pay 100% of the required premium in effect for the current plan year or any subsequent year at the premium rates in effect at that time. Since the retirees pay a premium for each year, the City's share of any premium cost is determined on the basis of a blended rate or implicit rate subsidy calculation. The City's total liability of \$1,158,519 was measured as of June 30, 2023 and was determined by an actuarial valuation as of June 30, 2022 and rolled forward to June 30, 2023. There have been no significant changes between the valuation date and fiscal year end. For more details on OPEB see Note 9 – Post Retirement Health Care Benefits in *Appendix B*.

Risk Management

Significant losses are covered by participation in three public entity risk pools described below. For insured programs, there have been no significant reductions in insurance coverage. Settlement amounts did not exceed insurance coverage for the three years ended June 30, 2023.

In August 1986, the City joined an association of County municipalities called St. Louis Area Insurance Trust (“**SLAIT**”). SLAIT administers an insurance plan which provides coverage for workers' compensation insurance for the municipalities. The premiums paid to SLAIT by the municipalities are used to form a reserve for paying claims. This reserve insures the City for workers' compensation claims up to \$1,000,000 and provides reinsurance for claims between \$1,000,000 and \$5,000,000. The City's premium payment was \$437,434 for the year ended June 30, 2023.

SLAIT also administers an insurance plan which provides \$2,000,000 of general liability and automobile liability coverage for the municipalities. The premiums paid to SLAIT are used to form a reserve for paying claims. The City's premium payment was \$116,324 for the year ended June 30, 2023.

The City also participates in a health insurance program for municipalities that is administered by SLAIT. The premiums paid to SLAIT are used to form a reserve for paying claims. The City's premium payments totaled \$1,164,481 for the year ended June 30, 2023. For more information, see Note 7 – Insurance Programs in *Appendix B*.

Municipal Utilities and Services

The City provides a full range of services associated with municipalities of similar size and type, including police, fire protection and emergency medical services, the construction and maintenance of streets

and infrastructure, parks and recreational activities. These services are financed from revenues of the City. Missouri-American Water Company provides water service to the City, The Metropolitan St. Louis Sewer District provides sewer service to the City and Republic Services contracts with the City for solid waste collection services. AmerenUE provides electricity and Spire Gas provides natural gas to the City.

Public Safety

The City maintains its own police department. The police department is comprised of 33 sworn officers and 2 civilian employees. The department participates in a community-oriented policing program and also has an officer assigned to juvenile duties.

Fire protection and emergency medical services are provided by the Maplewood Fire Department (the “**Department**”). It covers 1.5 square miles, encompassing residential, commercial, light and heavy rail systems, as well as industrial response within the City. The Department provides mutual aid to surrounding communities and has an Insurance Service Office (“**ISO**”) rating of 2; ISO ratings range from 1 to 10, and 1 is the best rating.

The Department has 21 fire fighters trained through St. Louis County Fire Academy who are crossed trained to provide emergency medical service. The majority of these personnel are paramedics who provide Advanced Life Support, the highest level of pre-hospital care available, to residents and surrounding communities.

The Department currently has 14 Rescue Specialists certified in multiple technical rescue disciplines including rope rescue, confined space rescue, trench rescue, swift water rescue, and structural collapse.

Communications

Telecommunications services are provided by numerous telecommunications providers. Residents of the City are able to receive broadcast signals from all St. Louis radio and television stations. Local newspapers include the *St. Louis Post-Dispatch*.

Transportation

The City is located approximately 1 mile from Interstate 44 and 2.5 miles from Interstate 64 (US Route 40). Regularly scheduled air passenger and freight service is available at St. Louis Lambert International Airport located approximately 15 miles northwest of the City. MetroLink, the commuter railroad that serves the St. Louis area, has 2 stations in the City.

Educational Institutions and Facilities

The City is served by the Maplewood-Richmond Heights School District. The district is independent of the City and has its own officials, budgets, administrators and taxing powers. The district is currently assigned “accredited” status by the Missouri Department of Elementary and Secondary Education, the highest accreditation status given to Missouri school districts.

Post-secondary educational facilities located in the surrounding area include both public and private colleges and universities such as St. Louis Community College, the University of Missouri-St. Louis, Lindenwood University, Washington University in St. Louis, St. Louis University, Maryville University and Webster University.

Medical and Health Facilities

SSM St. Mary’s Health Center (“**St. Mary’s**”) is located near the City’s corporate limits. St. Mary’s is a two-time winner of Premier Healthcare Alliance’s Premier Award for Quality and has earned The Joint

Commission’s Gold Seal of Approval for the Advanced Primary Heart Attack Center Certification. Centrally located in metro St. Louis, the 525-bed hospital has capabilities in heart attack care, high-risk pregnancies, fetal surgery, a chest pain center, advanced stroke care and imaging and outpatient services. As a teaching hospital, St. Mary’s offers an independent, accredited internal medicine residency program and is the headquarters for Saint Louis University School of Medicine’s Department of Obstetrics and Gynecology and its Family Practice residency programs. Also located in the surrounding area are Washington University Medical Center at Barnes-Jewish Hospital, St. Louis University Hospital, and Mercy Medical Center, as well as numerous doctor’s offices, nursing facilities and other healthcare providers.

Employment

The following table sets forth the total labor force, number of employed and unemployed workers in the City and, for comparative purposes, the unemployment rates for the City, the County, the State and the United States for the years 2020 through 2024:

Year	City Labor Force			Unemployment Rates			
	Employed	Unemployed	Total	City	County	State	United States
2024 ⁽¹⁾	5,553	75	5,628	1.3%	3.2%	3.2%	3.5%
2023	5,352	69	5,421	1.3	3.0	3.0	3.6
2022	5,287	78	5,365	1.5	2.5	2.6	3.6
2021	5,120	128	5,248	2.4	4.2	4.2	5.3
2020	5,402	80	5,482	1.5	6.4	6.2	8.1

⁽¹⁾ As reported in April 2024; not an annualized figure.

Source: U.S. Department of Labor, Bureau of Labor Statistics.

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The following list sets forth the names and approximate employment of the top ten employers in the St. Louis Metropolitan Statistical Area as of December 2023:

Employer	Type of Business	Employees
BJC HealthCare	Health care	30,920
Washington University in St. Louis	Education	19,617
Walmart Inc.	Retail	17,500
Boeing Defense, Space & Security	Aerospace engineering and manufacturing	15,796
Mercy	Health care	15,084
SSM Health	Health care	14,226
Scott Air Force Base	Military	13,000
Schnuck Markets Inc.	Grocery retailer	8,768
McDonald’s Corporation	Fast food	8,415
Archdiocese of St. Louis	Religious	7,000

Source: St. Louis Business Journal.

Housing

The median value of owner-occupied housing units in the City, the County and the State are estimated to be as follows:

City	\$228,300
County	249,400
State	199,400

Source: United States Census Bureau, 2018-2022 American Community Survey 5-Year Estimates.

Demographic Statistics

Population. According to the U.S. Census Bureau, the population patterns for the City, the County and the State have been as follows:

Year	City		County		State	
	Population	Percentage Change	Population	Percentage Change	Population	Percentage Change
2020	8,269	+2.7%	1,004,125	+0.5%	6,154,913	+2.8%
2010 ⁽¹⁾	8,046	-14.7	998,954	-1.7	5,988,927	+7.0
2000	9,228	-1.4	1,016,315	+2.3	5,595,211	+9.3
1990	9,962	-8.0	993,529	+2.0	5,117,073	+4.1
1980	10,960	N/A	973,896	N/A	4,916,686	N/A

⁽¹⁾ The decline in population in the City was largely attributable to commercial development that eliminated a significant number of residential units.

Source: United States Census Bureau; Decennial Census.

The following table sets forth the population by age categories for the City, the County and the State:

Age	City	County	State
Under 5 years	446	57,011	360,175
5-19 years	1,292	187,729	1,180,009
20-24 years	610	61,772	415,129
25-44 years	3,121	251,382	1,583,002
45-64 years	2,040	257,522	1,553,624
65 and over	696	184,287	1,062,483
Median Age	33.5	40.2	38.8

Source: United States Census Bureau, 2018-2022 American Community Survey 5-Year Estimates.

Other Statistics. The following table presents median family income for the City, the County and the State:

	<u>Median Family Income</u>
City	\$ 88,684
County	104,371
State	84,745

Source: United States Census Bureau, 2018-2022 American Community Survey 5-Year Estimates.

The following table presents per capita personal income⁽¹⁾ for the County and the State for the years 2018 through 2022, the latest date for which such information is available:

<u>Year</u>	<u>County Per Capita Personal Income</u>	<u>State Per Capita Personal Income</u>
2022	\$93,405	\$57,818
2021	87,474	56,073
2020	78,750	52,095
2019	71,970	48,401
2018	69,917	46,680

⁽¹⁾ **“Per Capita Personal Income”** is the annual total personal income of residents divided by the resident population as of July 1. **“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).

Source: U.S. Department of Commerce, Bureau of Economic Analysis.

FINANCIAL INFORMATION CONCERNING THE CITY

Accounting, Budgeting and Auditing Procedures

The financial statements of the City have been prepared in conformity with generally accepted accounting principles, as applied to government units. GASB is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant accounting policies of the City are described below.

Basis of Accounting. The Government-wide financial statements are reported in the economic resources measurement focus and the accrual basis of accounting, as are the fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be measurable and available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period.

Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to claims and judgments, are recorded only when payment is due.

Fund Accounting. The fund financial statements of the City are organized on the basis of funds, each of which is considered a separate fiscal and accounting entity with self-balancing accounts that comprise its assets, liabilities, deferred outflows/inflows of resources, fund balance, revenues, and expenditures. Governmental resources are allocated to and accounted for in individual funds based upon the purposes for which they are to be spent and the means by which spending activities are controlled. The following fund types are used by the City:

Governmental Fund Types. Governmental funds are those through which most governmental functions of the City are financed. The acquisition, use and balances of the City's expendable financial resources and the related liabilities are accounted for through governmental funds. The measurement focus is upon determination of changes in financial position rather than upon net income. The following are the City's major governmental funds:

General Fund – The General Fund is the general operating fund of the City. It is used to account for all financial resources except those required to be accounted for in another fund.

Park and Stormwater Fund – The Park and Stormwater Fund is used to account for a ½ cent sales tax that was created by voter approval. The uses of the funds from this tax are restricted to parks and recreation operations and improvements and storm water infrastructure improvements.

Fire Sales Tax Fund – The ¼ Cent Fire Sales Tax Fund is used to account for sales tax monies that was created by voter approval for the purpose of providing additional funding to the fire department.

Solid Waste Disposal Fund – The Solid Waste Disposal Fund was created in April 2004 by voter approval. The tax must be used for the purpose of funding residential trash collection for single family, duplexes, triplexes, and four family residences.

Capital Improvement Fund – The ½ Cent Capital Improvement Fund is used to account for a sales tax levy and grants restricted for funding City capital improvements.

Prop P Fund – The Prop P Fund is used to account for the accumulation of sales taxes which must be used for public safety expenditures.

Public Safety Pension Tax Fund – The Public Safety Pension Tax Fund is used to account for a separate property tax levied to provide pension benefits to individuals who provide public safety services to the City.

The other governmental funds of the City are considered non-major. They are special revenue funds which account for the proceeds of specific revenue sources that are legally restricted to expenditures for specific purposes, debt service funds which are used to account for the accumulation of resources for, and the payment of, general long-term debt principal, interest and related costs and a capital projects fund used to account for financial resources to be used for the acquisition or construction related to a municipal firehouse and related facilities.

The City also reports the following fund types:

Investment Trust Fund – The investment trust fund accounts for deposits, withdrawals, and earnings of the local government investment trust fund.

Custodial Fund – The custodial fund accounts for monies held for court bonds.

Budgetary Information. The City follows the following procedures in establishing the budgetary data reflected in the financial statements:

1. The City Manager submits to the City Council a proposed operating budget for the fiscal year commencing the following July 1. The operating budget includes proposed operating expenditures, capital expenditures and the means of financing them.
2. Public hearings are conducted to obtain comments from all interested parties.
3. The budget is formally adopted on or before the last day of the current fiscal year.
4. The City Manager is authorized to transfer budgeted amounts within any department. However, any transfers between departments, between funds or any alteration of the total expenditures of any fund must be approved by the City Council.
5. Expenditures may not legally exceed budgeted appropriations at the department level, unless the City Manager first certifies that there is sufficient unencumbered balance to cover the claim or meet the obligation. The legal level of budgetary control is at the fund level.

The General Fund

In accordance with established accounting procedures of governmental units, the City 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 City's Annual Comprehensive Financial Report for the fiscal year ended June 30, 2023 is included in this Official Statement as **Appendix B**. Copies of prior fiscal year's audits and financial reports are on file with the City. The table on the following page sets forth the revenues, expenditures and fund balances for the City's General Fund for the last four fiscal years.

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**SUMMARY OF OPERATIONS
FISCAL YEARS ENDED JUNE 30**

	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
REVENUES				
Taxes	\$6,940,327	\$6,769,986	\$7,439,801	\$ 7,991,333
Licenses and Permits	870,881	1,385,956	929,112	1,028,875
Fines and Court Costs	270,765	99,866	152,741	123,457
Intergovernmental ⁽¹⁾	37,978	67,478	40,912	1,697,272
Interest Income	29,193	5,745	5,858	12,331
Charges for Services	24,283	7,678	3,073	8,696
Miscellaneous ⁽²⁾	<u>123,345</u>	<u>736,953</u>	<u>158,395</u>	<u>98,651</u>
Total Revenues	<u>\$8,296,772</u>	<u>\$9,073,662</u>	<u>\$8,729,892</u>	<u>\$10,960,615</u>
EXPENDITURES				
Current:				
General Governmental	\$1,784,665	\$1,863,915	\$2,336,862	\$2,387,118
Public Safety ⁽³⁾	5,659,411	5,497,194	5,329,683	0
Public Works	1,568,592	1,248,652	1,072,883	1,349,910
Community Development	-	0	0	364
Capital Outlay	<u>29,555</u>	<u>0</u>	<u>3,800</u>	<u>251,690</u>
Total Expenditures	<u>\$9,042,223</u>	<u>\$8,609,761</u>	<u>\$8,743,228</u>	<u>\$3,989,082</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	\$ (745,451)	\$ 463,901	\$ (13,336)	\$6,971,533
OTHER FINANCING SOURCES (USES) ⁽⁴⁾	<u>-</u>	<u>-</u>	<u>(239,250)</u>	<u>(4,544,052)</u>
NET CHANGE IN FUND BALANCES	\$ (745,451)	\$ 463,901	\$ (252,586)	\$2,427,481
FUND BALANCE -- BEGINNING OF YEAR ⁽⁵⁾	<u>\$6,062,297</u>	<u>\$5,316,846</u>	<u>\$6,382,447</u>	<u>\$6,129,861</u>
FUND BALANCE -- END OF YEAR ⁽⁵⁾	<u>\$5,316,846</u>	<u>\$5,780,747</u>	<u>\$6,129,861</u>	<u>\$8,557,342</u>

(1) Increase in Intergovernmental revenue in Fiscal Year 2023 was primarily attributable to the City's receipt of \$1,632,848 in American Rescue Plan Act ("ARPA") funds related to COVID-19.

(2) Increase in Miscellaneous revenue in Fiscal Year 2021 was primarily attributable to the City's receipt of \$553,331 in Coronavirus Aid, Relief, and Economic Security ("CARES") Act funds related to COVID-19.

(3) Beginning in Fiscal Year 2023, public safety funds were no longer accounted for in the General Fund and were allocated to the Prop P Fund and the Fire Sales Tax Fund.

(4) In Fiscal Year 2022, \$239,250 was transferred from the General Fund to the Firehouse Bond Fund. Other Financing Uses in Fiscal Year 2023 included a transfer of \$1,009,233 from the General Fund to the Fire Sales Tax Fund and a transfer of \$3,578,422 from the General Fund to the Proposition P Fund to cover the additional costs of public safety not covered by the taxes within those two funds. Other Financing Sources in Fiscal Year 2023 include proceeds of insurance.

(5) The difference between the ending fund balance in Fiscal Year 2021 and beginning fund balance in Fiscal Year 2022 is due to a prior period adjustment of \$601,700. The adjustment was required to show the proper accrual of sales taxes.

Source: City's Annual Comprehensive Financial Reports for the fiscal years ended June 30, 2020 - 2023.

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Sources of Revenue

The City finances its general operations through taxes and other sources. The estimated sources of revenue for the fiscal year ended June 30, 2024 are shown below:

<u>Source</u>	<u>Amount</u>	<u>Percent of Total</u>
Taxes		
Sales	\$4,770,000	48.99%
Property	994,900	10.22
Utility	<u>2,120,000</u>	<u>21.77</u>
Total Taxes	\$7,884,900	80.99%
Licenses and Permits	880,215	9.04
Fines and Court Costs	130,000	1.34
Intergovernmental	695,767	7.15
Charges for Services	3,700	0.04
Miscellaneous	<u>141,474</u>	<u>1.45</u>
Total	<u>\$9,736,056</u>	<u>100.00%</u>

Source: City’s unaudited financial statements for fiscal year ended June 30, 2024.

Sales Tax

The sales tax receipts for general purposes are from a 1¹/₄% City sales tax. The following table shows the sales tax receipts of the City based on the 1¹/₄% sales tax described above for the fiscal years listed:

<u>Year</u>	<u>Sales Tax</u>
2023	\$4,434,668
2022	4,296,785
2021	3,245,627
2020	3,252,431
2019	3,281,081

In the County, local sales taxes are collected by the State of Missouri and remitted to the County for distribution. Within the County, some cities are “pool” cities and some cities are “point-of-sale” cities. Maplewood is a point-of-sale city. Pursuant to the Missouri Revised Statutes, 12% of the City’s 1¹/₄% general sales tax is contributed to the pool. Under a complicated formula, a portion of the 1% general sales tax is contributed to the pool and varies from city to city depending upon per capita sales tax for the city compared to the per capita countywide average. Point-of-sale cities receive the balance of sales tax revenues generated within their borders. In addition to the general sales tax, subject to voter approval, cities in the County may impose a 1/2% sales tax for each of the following purposes: capital improvements, parks and storm water, fire protection and economic development. The City levies all or a portion of each of these taxes except for economic development.

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Capital Improvement Sales Tax

In 1994, voters approved a 1/2% capital improvement sales tax. By statute the tax may be used only for capital improvements. The following table shows the total capital improvement sales tax receipts of the City for the fiscal years listed:

<u>Year</u>	<u>Sales Tax</u>
2023	\$1,649,080
2022	1,595,215
2021	1,462,404
2020	1,418,711
2019	1,412,060

Park and Storm Water Sales Tax

In 1997, voters approved a 1/2% sales tax for park and storm water projects. The tax is a point-of-sale tax with 15% being contributed to the County's capital improvement sales tax pool. By statute, this tax may be used solely for capital and operating expenses for parks and for storm water infrastructure projects. The following table shows the total park and storm water sales tax receipts of the City for the fiscal years listed:

<u>Year</u>	<u>Sales Tax</u>
2023	\$1,724,031
2022	1,669,413
2021	1,469,085
2020	1,498,661
2019	1,511,311

Fire Protection Sales Tax

In 2003, voters approved a 1/4% sales tax for fire protection. By statute, this tax may be used solely for funding capital and operating expenses relating to the fire department. In 2020, voters approved an additional 1/4% sales tax for fire protection. Collection of this tax began in the second quarter of 2021. The following table shows the fire protection sales tax receipts of the City for the fiscal years listed:

<u>Year</u>	<u>Sales Tax</u>
2023	\$1,719,494
2022	1,653,771
2021	855,586
2020	749,330
2019	755,655

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DEBT STRUCTURE OF THE CITY

Legal Debt Capacity

Article VI, Sections 26(b) and 26(c) of the Constitution of Missouri limits the net outstanding amount of authorized general obligation bonds for a city to 10 percent of the assessed valuation of the city. Article VI, Sections 26(d) and 26(e), however, provide that a city may, with the required voter approval, issue general obligation bonds in an amount not to exceed an additional 10 percent of assessed valuation for the purpose of acquiring rights-of-way; constructing, extending and improving streets and avenues; constructing, extending and improving sanitary or storm sewer systems; or purchasing or constructing waterworks or electric light plants; provided that the total general obligation indebtedness of a city does not exceed 20 percent of the assessed valuation. The legal debt margin of the City based upon the 2023 assessed valuation is calculated as follows:

2023 Assessed Valuation	\$263,880,651
Debt Limit (20% of Assessed Valuation)	52,776,130
Less: General Obligation Bonds Outstanding ⁽¹⁾	<u>9,280,000*</u>
Legal Debt Margin	<u>\$43,496,130*</u>

⁽¹⁾ Includes the Bonds.

Outstanding Indebtedness

Following the issuance of the Bonds, the City will have the following series of general obligation bonds outstanding:

<u>Name of Bonds</u>	<u>Stated Maturity</u>	<u>Principal Amount Outstanding</u>
General Obligation Bonds, Series 2015	March 1, 2034	\$3,280,000
The Bonds	March 1, 2044*	<u>6,000,000*</u>
Total		<u>\$9,280,000*</u>

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* Preliminary; subject to change.

Debt Service Requirements

The following table sets forth the debt service requirements on all of the outstanding general obligation indebtedness of the City as of the date of this Official Statement:

Fiscal Year Ending <u>June 30</u>	<u>Series 2024 Bonds</u>			
	<u>Outstanding Bonds⁽¹⁾</u>	<u>Principal*</u>	<u>Interest</u>	<u>Total</u>
2025	\$290,000	\$170,000		
2026	300,000	40,000		
2027	305,000	45,000		
2028	315,000	40,000		
2029	325,000	45,000		
2030	335,000	45,000		
2031	345,000	50,000		
2032	355,000	50,000		
2033	365,000	55,000		
2034	345,000	90,000		
2035	-	445,000		
2036	-	465,000		
2037	-	485,000		
2038	-	505,000		
2039	-	525,000		
2040	-	545,000		
2041	-	565,000		
2042	-	590,000		
2043	-	610,000		
2044	-	635,000		
TOTAL	<u>\$3,280,000</u>	<u>\$6,000,000*</u>		

⁽¹⁾ Includes the City's outstanding General Obligation Bonds, Series 2015.

Overlapping General Obligation Indebtedness

The following table sets forth the overlapping general obligation indebtedness of political subdivisions with boundaries overlapping the City that will be outstanding on August 1, 2024, and the percent attributable to the City. The table was compiled from information furnished by the jurisdictions responsible for the debt, and the City 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.

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* Preliminary; subject to change.

<u>Taxing Jurisdiction</u>	<u>Outstanding General Obligation Indebtedness</u>	<u>Percent Applicable to City</u>	<u>Amount Applicable to City</u>
St. Louis County ⁽¹⁾	\$54,945,000	0.76%	\$ 416,834
Maplewood-Richmond Heights School District	41,535,000	56.08	23,294,285
Municipal Library District of Maplewood	<u>3,000,000</u>	98.78	<u>2,963,352</u>
Totals	<u>\$99,480,000</u>		<u>\$26,674,472</u>

⁽¹⁾ Overlapping bonded indebtedness excludes neighborhood improvement district general obligation bonds which are paid from special assessments.

Source: St. Louis County Department of Revenue, Taxing jurisdictions' records and Municipal Securities Rulemaking Board (EMMA).

Debt Ratios and Related Information

Population:	8,041
Assessed Valuation (2023):	\$263,880,651
Estimated Actual Value (2023):	\$1,110,402,663
Outstanding Direct General Obligation Debt ⁽¹⁾ :	\$9,280,000*
Per Capita Direct General Obligation Debt:	\$1,154.09*
Ratio of Direct General Obligation Debt to Assessed Valuation:	3.52%*
Ratio of Direct General Obligation Debt to Estimated Actual Value:	0.84%*
Overlapping General Obligation Debt ⁽²⁾ :	\$26,674,472
Direct and Overlapping General Obligation Debt ⁽¹⁾ :	\$35,954,472*
Per Capita Direct and Overlapping General Obligation Debt:	\$4,471.39*
Ratio of Direct and Overlapping General Obligation Debt to Assessed Valuation:	13.63%*
Ratio of Direct and Overlapping General Obligation Debt to Estimated Actual Valuation:	3.24%*

⁽¹⁾ Includes the Bonds.

⁽²⁾ For further details see the caption "DEBT STRUCTURE OF THE CITY – Overlapping General Obligation Indebtedness."

Source: St. Louis County Department of Revenue; U.S. Census Bureau Estimates.

Annual Appropriation Obligations

Lease or other obligations secured by annually appropriated funds do not constitute an indebtedness for the purposes of any Missouri statutory or constitutional debt limit. Such obligations are payable solely from annually appropriated funds of a governmental body available therefor and neither taxes nor a specific source of revenue can be pledged to make payments on such obligations. Any increase in taxes required to generate sufficient funds with which to make payments on such obligations are subject to voter approval.

The City has from time to time entered into, and in the future may enter into, leases or other annual appropriation agreements. During 2017, the City entered into a Lease Purchase Agreement in the amount of \$645,695 to finance energy efficiency improvements to the City's facilities. The Lease Purchase Agreement bears interest at 2.51% and matures on December 28, 2025. Rental payments equal to the principal and interest of \$198,370 are made annually throughout the life of the lease.

During 2020, the City entered into a Master Tax-Exempt Lease Purchase Agreement in the amount of \$1,099,999 to finance a street sweeper and fire trucks. The Master Tax-Exempt Lease Purchase Agreement bears interest at 2.276% and matures on January 17, 2026. Annual payments are \$73,814.

* Preliminary; subject to change.

Future Debt

The City is planning to enter into a lease purchase agreement in the Summer 2025 in the approximate amount of \$1,000,000 to finance a new fire truck. Other than this lease financing, the City is not currently anticipating any future borrowings.

History of Debt Payment

The City has never defaulted on any indebtedness.

PROPERTY TAX INFORMATION

Property Valuations

Assessment Procedure. All taxable real and personal property within the City is assessed by the St. Louis County Assessor. Missouri law requires that personal property be assessed at 33-1/3% of true value (except for a few subclasses of minimal value that are assessed at a lower percentage) and that real property be assessed at the following percentages of true value:

- Residential real property.....19%
- Agricultural and horticultural real property.....12%
- Utility, industrial, commercial, railroad and all other real property32%

On January 1 in every odd-numbered year, each County Assessor must adjust the assessed valuation of all real property located within the county in accordance with a two-year assessment and equalization maintenance plan approved by the State Tax Commission.

The County Assessor is responsible for preparing the tax roll each year and for submitting the tax roll to the Board of Equalization. The County Board of Equalization has the authority to adjust and equalize the values of individual properties appearing on the tax rolls.

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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 City according to the assessment for December 31, 2023, as adjusted by the Board of Equalization, including state assessed railroad and utility property:

<u>Category</u>	<u>Assessed Valuation</u>	<u>Assessment Rate</u>	<u>Estimated Actual Valuation</u>
Real estate:			
Residential	\$ 135,532,390	19%	\$ 713,328,368
Commercial ⁽¹⁾	93,539,140	32	292,309,813
Agricultural	0	12	0
State Assessed Railroad and Utility	<u>2,696,953</u>	32	<u>8,427,978</u>
Sub-Total	\$231,768,483		\$1,014,066,159
Personal property			
Regular ⁽¹⁾	\$ 31,629,630	33-1/3 ⁽²⁾	\$ 94,888,890
State Assessed Railroad and Utility	<u>482,538</u>	33-1/3 ⁽²⁾	<u>1,447,614</u>
Sub-Total	32,112,168		\$ 96,336,504
TOTAL	<u>\$263,880,651</u>		<u>\$1,110,402,663</u>

⁽¹⁾ Includes assessed valuation for Locally Assessed Railroad & Utilities.

⁽²⁾ 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. See the caption “**PROPERTY TAX INFORMATION - Property Valuations - Assessment Procedure**” herein.

Source: St. Louis County Department of Revenue.

History of Property Valuations. The total assessed valuation of all taxable tangible property situated in the City, including state and locally assessed railroad and utility property according to the assessments of December 31 in the years 2019 through 2023:

<u>Year</u>	<u>Real Estate Residential</u>	<u>Real Estate Commercial</u>	<u>State Assessed</u>	<u>Personal Property</u>	<u>Less TIF Valuation</u>	<u>Total Valuation Excluding TIF</u>
2023	\$135,532,390	\$93,539,140	\$2,696,953	\$32,112,168	\$(10,851,110)	\$253,029,541
2022	113,246,600	79,499,300	2,562,851	28,837,971	(9,143,270)	215,003,452
2021	112,745,170	76,873,240	2,496,230	23,263,925	(9,527,070)	205,851,495
2020	102,246,420	79,936,220	2,458,018	22,200,689	(10,133,150)	196,708,197
2019	101,886,260	80,931,820	2,350,521	22,679,591	(10,127,580)	197,720,612

Source: St. Louis County Department of Revenue.

Property Tax Levies and Collections

Tax Collection Procedure. Property taxes are levied and collected for the City by the County. The City must fix its ad valorem property tax rates and certify them to the County Clerk not later than October 1 for entry in the tax books.

The County Clerk receives the county tax books from the County Assessor, which sets forth the assessments of real and personal property. The County Clerk enters the tax rates certified to him by the local taxing bodies in the tax books and assesses such rates against all taxable property in the City as shown in the books. The County Clerk forwards the tax books by October 31 to the County Collector, who is charged with levying and collecting taxes as shown therein. The County Collector extends the taxes on the tax rolls and issues

the tax statements in early December. Taxes are due by December 31 and become delinquent if not paid to the County Collector at that time. All tracts of land and city lots on which delinquent taxes are due are charged a penalty of eighteen percent of each year's delinquency. All lands and lots on which taxes are delinquent and unpaid are subject to sale at public auction in August of each year.

The County Collector is required to make disbursements of collected taxes to the City each month. Because of the tax collection procedure described above, the City will receive the bulk of its moneys from local property taxes in the months of December, January and February.

Tax Rates

Political subdivisions in the County must establish separate tax rates for residential, commercial, agricultural and personal property, except for the tax rate for payment of general obligation bonds. The purpose of the law is to help reduce the property tax burden on homeowners in areas where residential assessments are increasing at a faster rate than commercial assessments. The following table shows the tax rate for 2023 based on the assessment categories.

	<u>Residential</u>	<u>Commercial</u>	<u>Personal</u>
General	\$0.1180	\$0.5000	\$0.5670
Pension Fund	0.2670	0.4130	0.4450
Solid Waste	0.2240	0.2580	0.3180
Debt Service	<u>0.2800</u>	<u>0.2800</u>	<u>0.2800</u>
Total	<u>\$0.8890</u>	<u>\$1.4510</u>	<u>\$1.6100</u>

Source: Missouri State Auditor.

The following table shows blended tax rates for the tax years listed.

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
General	\$0.3201	\$0.3214	\$0.3211	\$0.3305	\$0.3023
Solid Waste Landfill	0.2446	0.2452	0.2422	0.2492	0.2418
Pension Fund	0.3587	0.3598	0.3596	0.3697	0.3383
Debt Service	<u>0.3720</u>	<u>0.2610</u>	<u>0.2260</u>	<u>0.2010</u>	<u>0.2800</u>
Total	<u>\$1.2954</u>	<u>\$1.1874</u>	<u>\$1.1489</u>	<u>\$1.1504</u>	<u>\$1.1624</u>

Source: Missouri State Auditor.

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Tax Levies and Collection

Billing and collection of property taxes are performed by the County. The following table shows information regarding tax collections for the City’s past five fiscal years.

<u>Fiscal Year</u>	<u>Total Taxes Levied</u>	<u>Current Taxes</u>		<u>Current and Back Taxes</u>	
		<u>Collected⁽¹⁾</u>	<u>% Collected</u>	<u>Collected</u>	<u>% Collected⁽²⁾</u>
2023	\$2,485,647	\$2,425,965	97.60%	\$2,490,090	100.18%
2022	2,359,096	2,346,070	99.45	2,369,466	100.44
2021	2,331,310	2,238,758	96.03	2,288,033	98.14
2020	2,481,148	2,244,747	90.47	2,329,628	93.89
2019	2,119,836	2,028,948	95.71	2,024,334	95.49

⁽¹⁾ Represents amounts collected within the fiscal year of the levy.

⁽²⁾ Back taxes are shown in the year payment is actually received, which may cause the percent collected of current and back taxes to exceed 100%.

Source: St. Louis County Collector; City.

Major Property Taxpayers

The ten largest property taxpayers in the City according to their 2023 assessed valuations are listed below:

<u>Name</u>	<u>Assessed Valuation</u>	<u>Percent of Total Assessed Value</u>
1. Ramco Gershenson Properties LP	\$ 7,203,270	2.73%
2. Sunquad LLLP	6,431,770	2.44
3. Autohaus West Inc.	6,022,570	2.28
4. Wal-Mart Real Estate Business Trust	5,214,300	1.98
5. Sunquad LP	3,716,940	1.41
6. THF Maplewood South Development LLC	3,254,430	1.23
7. Sam’s Real Estate Business Trust	3,086,270	1.17
8. Indigo Properties STL LLC	2,850,750	1.08
9. Sunco II LLC	2,360,770	0.89
10. THF Maplewood Outparcel Development LLC	<u>2,334,970</u>	<u>0.88</u>
Total	<u>\$42,476,040</u>	<u>16.10%</u>

Source: St. Louis County Department of Revenue.

Tax Abatement and Tax Increment Financing

Under Missouri law, tax abatement is available for redevelopers of areas determined by the governing body of a municipality to be “blighted.” The Land Clearance for Redevelopment Authority Law authorizes ten-year tax abatement pursuant to Sections 99.700 to 99.715, Revised Statutes of Missouri. Redevelopment corporations formed pursuant to Chapter 353, Revised Statutes of Missouri, may seek real property tax abatement for up to 25 years. In addition, the Industrial Development Corporations Law, Chapter 100, Revised Statutes of Missouri, authorizes real and personal property tax abatement for industrial development and other commercial projects.

The Real Property Tax Increment Allocation Redevelopment Act (the “Act”), Sections 99.800 to 99.865, Revised Statutes of Missouri, makes available tax increment financing for redevelopment projects in certain areas determined by the governing body of a municipality or county to be a “blighted area,” “conservation area” or “economic development area,” each as defined in such statute.

Neither tax abatement nor tax increment financing diminishes the amount of property tax revenues currently collected by the City in an affected area, but instead acts to freeze such revenues at current levels and deprives the City and other taxing districts of future increases (in whole or in part, depending on the terms of the transaction) in ad valorem property tax revenues that otherwise would have resulted from increases in assessed valuation in such areas until the tax increment financing obligations issued are repaid or the tax abatement period terminates.

The City has several Tax Increment Financing (“TIF”) Areas that were established pursuant to the Act to provide a funding mechanism to promote and enhance redevelopment of specific areas of the City. Pursuant to the Act, a city may pay for redevelopment project costs (as defined by the Act) over a period not longer than twenty-three years from the date in which the Tax Increment Financing Area is established by ordinance. When tax increment financing is adopted for a redevelopment area, the assessed value of real property in such redevelopment area is frozen for tax purposes at the current base level prior to the construction of the improvements. The owners of the property continue to pay property taxes at the base level. As the property is improved, the assessed value of the real property in such redevelopment area should increase above the base level. By applying the tax rate of all taxing districts having taxing power within the redevelopment area to the increase in assessed valuation of the improved property over the base level, a “tax increment” is produced. The tax increments, referred to as “payments in lieu of taxes,” are paid by the owners of property in the same manner as regular property taxes. The payments in lieu of taxes are transferred by the collecting agency to the treasurer of the city and deposited in a “special allocation fund”.

In addition, fifty percent (50%) of the total additional revenue from taxes which are imposed by a city or other taxing district and which are generated by economic activities in the redevelopment area over the base amount (the amount in the calendar year prior to the establishment of the TIF Area) of such taxes generated by economic activities within the redevelopment area, are deposited in the special allocation fund.

Monies in the special allocation fund may be used for payment of redevelopment project costs or for payment of principal and interest on obligations issued to finance such costs.

The City’s outstanding TIF obligations are described in Note 4 to the financial statements included as *Appendix B* to this Official Statement. All of the City’s TIF bonds and notes are payable from payments in lieu of taxes attributable to the increase in assessed value of real property in the project area and economic activity taxes collected by the TIF District special revenue funds.

* * *

Memorandum



To: Amber Withycombe, City Manager

From: Tiffany Hyde, Resource Development & Public Engagement Manager

Date: August 3, 2024

Subject: St. Louis County Municipal Parks Grant Commission – Yale Park Improvements

In line with the Parks Master Plan completed in 2023, I am recommending that the City apply for a St. Louis County Municipal Park Commission grant to renovate Yale Park. SWT Design has prepared an updated cost proposal for this project, totaling \$585,315.50.

The proposed renovation would significantly enhance Yale Park’s amenities and accessibility. It includes a new playground and splash pad, which will provide improved recreational opportunities for families. Additionally, the plan incorporates accessible walking pathways to ensure the park is inclusive for all community members. A shaded amenity area is also proposed, offering a comfortable space for visitors to relax and gather.

To fund this project, I recommend applying for a grant from the Municipal Park Commission in the amount of \$410,000, which is the maximum award available to a city of our size. The grant application is due on August 30, 2024, and I have enclosed a resolution authorizing its submission for City Council approval.

If the grant is awarded, the City would be obligated to cover the remainder of the project cost, approximately \$175,315. The 2025-26 parks budget currently includes a \$140,000 allocation for Parks Master Plan improvements, which encompasses Yale Park. To address the \$35,315 difference between the projected budget and anticipated cost, I will recommend adjustments to the parks budget for 2025-26 during next year’s budget planning process.

This renovation aligns with our commitment to implementing the Parks Master Plan and would significantly improve one of our key community spaces in Ward 2. The grant opportunity allows us to leverage external funding to maximize the impact of our investment in our parks system.

Please review the attached resolution authorizing the grant application submission. If you have any questions or comments about this proposal, don’t hesitate to contact me at 314-646-3640.



Master Plan Cost Opinion

Numbers based upon Conceptual Master Plan dated July 26, 2022

1 Demolition / Earthwork / Tree Protection

Item	Quantity	Unit	Unit Cost	Subtotal
Site Demolition	1	al	\$ 12,500.00	\$ 12,500.00
Tree Protection	1	al	\$ 1,500.00	\$ 1,500.00
Earthwork & Erosion Control	1	al	\$ 3,500.00	\$ 3,500.00
			Subtotal	\$ 17,500.00

2 Site Improvements

Item	Quantity	Unit	Unit Cost	Subtotal
Concrete Walks / Paving - Std. Broom Finish	3,050	sf	\$ 13.00	\$ 39,650.00
Electrical Service Upgrade	1	al	\$ 5,000.00	\$ 5,000.00
Decorative Pedestrian Scale Lighting (3 Lights)	3	ea	\$ 12,000.00	\$ 36,000.00
Shade Canopy - Fabric Shade	1	ea	\$ 15,000.00	\$ 15,000.00
			Subtotal	\$ 95,650.00

3 Landscape

Item	Quantity	Unit	Unit Cost	Subtotal
Canopy Trees - 3" Cal.	6	ea	\$ 800.00	\$ 4,800.00
Turf Renovation - Aeration and Seeding	5,300	sf	\$ 1.50	\$ 7,950.00
			Subtotal	\$ 12,750.00

4 Playground Equipment / Surfacing / Splash Pad

Item	Quantity	Unit	Unit Cost	Subtotal
Playground Equipment	1	al	\$ 105,000.00	\$ 105,000.00
Playground Equipment - Installation	1	al	\$ 36,750.00	\$ 36,750.00
Resilient Safety Surfacing - Including Installation	3,290	sf	\$ 32.00	\$ 105,280.00
Splash Pad - Main Tap / Meter	1	al	\$ 7,500.00	\$ 7,500.00
Splash Pad - 2" Copper Water Service	60	lf	\$ 55.00	\$ 3,300.00
Splash Pad - Street Repair	120	sf	\$ 12.00	\$ 1,440.00
Splash Pad - Water Service Excavation / Backfill	20	cy	\$ 55.00	\$ 1,100.00
Splash Pad - Delegated Engineering	1	al	\$ 7,000.00	\$ 7,000.00
Splash Pad - Equipment (6 ground sprays, 2 vertical elen)	1	al	\$ 32,000.00	\$ 32,000.00
Splash Pad - Domestic System MEP	1	al	\$ 30,000.00	\$ 30,000.00
Splash Pad - BMP and Storm Sewer Tie In	1	al	\$ 10,000.00	\$ 10,000.00
Splash Pad - Install	1	al	\$ 21,700.00	\$ 21,700.00
			Subtotal	\$ 361,070.00

5 Site Furnishings

Item	Quantity	Unit	Unit Cost	Subtotal
6' Metal Benches	4	ea	\$ 1,500.00	\$ 6,000.00
6' Metal Picnic Tables	2	ea	\$ 2,000.00	\$ 4,000.00
Park Information Sign	1	ea	\$ 7,500.00	\$ 7,500.00
Trash Receptacles	3	ea	\$ 1,500.00	\$ 4,500.00
			Subtotal	\$ 22,000.00

Sub Total: \$ 508,970.00

9% A/E Design Fees \$ 45,807.30

6% Professional Construction Period Management Fees \$ 30,538.20

Grand Total: \$ 585,315.50

KEY

ea. - each

lf. - linear foot

ls. - lump sum

sf. - square foot

al. - allowance

sf./f - square foot of wall face

cy. - cubic yard

sy. - square yard

N.I.C. - not in contract

Cal. - caliper

Ht. - height

Yale Park

KEY	VALUE STATEMENTS	Master Plan Budget
01 Replace Drinking Fountain and Sump Replace existing drinking fountain with new drinking fountain. Drain drinking fountain to new gravel sump installed per manufacturers recommendations.	UF	\$ 25,000
02 Develop and Implement Successional Tree Planting Strategy Work with qualified consultant to evaluate conditions of existing tree canopy and to prepare plan for successional planting of trees within the park.	UF	\$ 10,000
03 Provide Shaded Amenity Area / Gathering Space Provide a gathering space furnished with picnic tables and bench seating. Gathering space should be shaded with a fabric canopy	SA DV UF EQ	\$ 30,000
04 Design / Implement Playground Renovation Prepare design for and implement playground renovation to replace existing equipment and play surfacing. Playground equipment should be geared toward children aged toddler thru 12 years old.	SA DV UF EQ	\$ 275,000
05 Implement Splash Pad / Water Feature Design and implement a small splash pad / spray ground. Include a variety of sprays features within the space. Installation should include necessary infrastructure (plumbing, electrical controls, drainage, etc.). Coordinate with MSD for requirements for drainage of the water feature.	SA DV EQ SP	\$ 75,000
06 Provide Accessible Pathways into Park Space Incorporate accessible pathway connections between sidewalks and the various park amenities (playground, sprayground, etc.)	SA UF	\$ 6,500
*Total Budget Costs		\$ 421,500

¹ costs do not include professional architecture and engineering services, overhead, or construction contingency. These costs are for budgeting purposes and are rough order of magnitude. Anticipate 20-25% additional costs to ranges described above.



84 Maplewood Parks Master Plan

RESOLUTION

R24-47

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AUTHORIZING THE CITY MANAGER TO APPLY FOR A GRANT IN THE AMOUNT OF FOUR-HUNDRED TEN THOUSAND (\$410,000) FROM THE MUNICIPAL PARKS GRANT COMMISSION OF ST. LOUIS COUNTY FOR IMPROVEMENTS TO YALE PARK.

WHEREAS, in 2001, voters in St. Louis County and adjacent counties in the metropolitan area in both Missouri and Illinois approved a sales tax of 1/10 cent for parks and trails development; and

WHEREAS, the Municipal Parks Grant Commission of St. Louis County was established to administer a grant program to distribute a portion of the funds collected through the sales tax; and

WHEREAS, the City of Maplewood is desirous of applying for a grant from the Municipal Parks Grant Commission of St. Louis County for improvements to Yale Park; and

WHEREAS, the City of Maplewood has the financial capacity to complete the proposed project and maintain it for its useful life.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AS FOLLOWS:

Section 1. The City Manager is hereby authorized to apply for a grant from the Municipal Parks Grant Commission of St. Louis County for improvements to Yale Park (2114 Yale Avenue) which is estimated to cost \$585,315.50, of which the City will be responsible for providing at least \$175,315.50.

Section II. The City Manager is hereby authorized to sign and execute the necessary documents for the submission of this grant application and to enter into an agreement on behalf of the City of Maplewood with the Commission regarding said grant.

Section IV. The City of Maplewood acknowledges and agrees that it is responsible for full payment for the project, with reimbursement from the Commission in the amount of the grant.

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Mayor and City Council
From: Amber Withycombe, City Manager
Date: August 9, 2024
Re: **Council Chambers Audio-Visual System Upgrade**

Enclosed for your consideration is a proposal for a significant upgrade to the audio-visual (AV) systems in Council Chambers and the adjacent conference room. This upgrade will enhance our public meeting spaces, improve transparency, and significantly enhance our ability to conduct effective meetings and improve public engagement.

The proposed upgrade will provide a robust, high-quality space for local presentations and conferencing, with improved video and audio capture, large displays, and a user-friendly control system. The design uses commercial-grade components for reliability and easy servicing, while also allowing flexibility for future use-cases.

Following our RFP process, city staff recommends accepting the bid from Schiller's Audio Visual for \$122,849.51. This recommendation is based on the firm's capability to meet our needs, their responsiveness to the RFP, and positive references from other municipalities. While the proposed allocation exceeds our budgeted amount of \$100,000, I am confident we will be able to identify other medium-priority capital expenditures that we can defer until next budget year to offset the additional expense.



CITY OF MAPLEWOOD COUNCIL CHAMBERS AV SYSTEM REPLACEMENT AND UPGRADE

JULY 15,2024

9240 Manchester Rd.
St. Louis, MO 63144

314-968-3650

av@schillers.com

City of Maplewood
ATTN: Laura Miller
7601 Manchester Road
Maplewood, MO 63143

RE: RFP – COUNCIL CHAMBERS AUDIO/VIDEO SYSTEM REPLACEMENT AND UPGRADE DATED JUNE 11, 2024

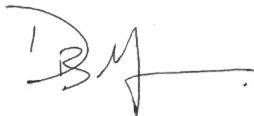
To Whom it May Concern,

Schillers Audio Visual is pleased to present this proposal in response to the RFP issued by the City of Maplewood, MO dated June 11, 2024 “COUNCIL CHAMBERS AUDIO/VIDEO SYSTEM REPLACEMENT AND UPGRADE”. Per the requirements listed in the aforementioned RFP, the following pages contain the following documentation and information:

- Functional Scope and System Design Notes (Page 2)
- Scope of Work (Page 4)
- Agency Information (Page 6)
- References and Similar Projects (Page 8)
- Pricing (Page 9)
- Warranty Information & Options (Page 13)
- Certificate of Insurance – Available upon Request (Page 17)

I am certain Schillers AV is well positioned to exceed your expectations as your AV partner for this project. We have decades of experience and a deep bench of knowledge and talent in designing, building, installing and supporting audiovisual systems for local municipalities and governments similar to the proposed system on the following pages. I encourage you to engage with the listed references and get an understanding of how Schillers provides exceptional client service throughout the life of the system – from conceptual design through implementation and support.

If you have any questions or would like to discuss anything further, please do not hesitate to contact me via email at danmiller@schillers.com or by phone at 314-412-4121.



Daniel B. Miller

W. Schiller & Co., Inc.

FUNCTIONAL SCOPE & SYSTEM DESIGN NOTES

COUNCIL CHAMBERS SPACE

CLIENT OBJECTIVES

- Provide robust, high quality space for local presentation and conferencing
 - o Improved, semi-automated video capture and tracking of individuals seated at dais and in audience
 - o Excellent audio capture for persons of interest at seated dais positions, fixed tables, and audience members
 - o Large displays for content facing audience and dais members
- Cost-effective design while using commercial-grade components and features which make the system reliable and easily servicable
- Customized control system tailored to meet the demands of the space, but approachable for operators of various technical skill levels
- Built-in flexibility for future use-cases

FUNCTIONAL SCOPE & DESIGN NOTES

- System to provide operators simplistic, semi-automated control of entire system
 - o Conferencing will be hosted using an owner-furnished room pc to be mounted in the equipment rack
 - o Data and video signal extension will be incorporated from room pc mounted in equipment rack to “boat” (city clerk seating position) via a table box with power. This provides ability to operate computer from boat, while allowing for removal of peripherals such as keyboard, mice, monitor, flash drive while room is not in use.
 - o 10” Touch Panel tethered to the table box will allow for control of A/V system during use of the room. This will provide the operator the ability to adjust volume, mute/unmute microphones, begin/end streaming and recording, select inputs and outputs, power on/off the system, etc
 - o Control system will provide functionality to meet all requirements listed in RFP
- System incorporates two PTZ cameras to capture dais and audience. Camera system will allow for auto-tracking based on microphone mute/unmute status at dais. This functionality will be custom-programmed with Schillers to find a reasonable level of tracking which frames participants without jumping around in a distracting manner.
- Streaming and Recording will be accomplished using an Epiphan device which provides for Picture-In-Picture processing – allowing users on the far-end or those watching recordings to see both room participants and content on a single display simultaneously.
 - o Streaming and Recording functions will be independently controlled, such features may be used together or independently

- Gooseneck Microphones incorporate mute buttons at each seating position and LED mute/unmute indicators, allowing meeting participants to more easily ascertain whether or not they are live.
- System incorporates inputs from Room PC and HDMI Input at Primary Dais position, and a wireless sharing appliance
 - o Wireless sharing can happen over the network via an application, or with a USB-C dongle adapter
- Advanced signal routing will allow control of audio and video sources and outputs via a matrix switch and digital signal processor
 - o Additional input and outputs built-in for future use cases
 - o Six ceiling speakers will provide even, clear audio coverage through the space
 - o Two 86" 4K LED displays will flank the dais to provide data visualization and content reproduction for audience
 - o One 98" 4k LED display will be mounted in the back of the room in view the dais members
- Reliability and Serviceability
 - o System uses signal extension over CAT cable where possible
 - o System uses highly servicable equipment rack and display mounting apparatus to aid in quick diagnosis of issues and easy access to hard to reach areas
 - o System relies on best-in-class Crestron control and signal distribution

FUNCTIONAL SCOPE & SYSTEM DESIGN NOTES

CONFERENCE ROOM SPACE

CLIENT OBJECTIVES

- Provide easy-to-use, plug-and-play conferencing and presentation system with dependability and cost efficiency in mind

FUNCTIONAL SCOPE & DESIGN NOTES

- System incorporates an 86" 4K LED display for data visualization and content
- System will feature a table box with HDMI and USB connections so users may bring their own device (BYOD) conference within the space and easily share content to the display
- No control system necessary, users simply plug in their computers at the table box and power on the display and adjust conferencing bar with included remote controls.
- ADA compliant floor track for power and data connectivity at the table prevents slips, trips, and falls over cabling in the space – avoids needing to core drill floor for wire pathway.

SCOPE OF WORK

COUNCIL CHAMBERS SPACE

SCHILLERS RESPONSIBILITIES

- Furnish equipment listed in proposal to provide complete and functioning system
- Uninstall existing AV system components to be abandoned in new system
- Install new AV equipment as necessary, architecturally integrate within space
- Run cable where necessary, terminate and land. Populate equipment rack
- Add table boxes to existing boat table with data and HDMI, and power to proposed new table on right side of dais
- Commission, program AV system; work with Client project contact to design user interface to meet needs of the Client
- Assign a project manager to be the main point of contact for all project communication
- Develop and maintain an implementation schedule with client project contact and electrical contractor; provide updates to schedule as needed
- Coordinate with project team, City Building Officials, and other contractors where necessary to assist in coordination of each project phase
- Supervise all on-site labor
- Work with client IT personnel, designated contact to deploy equipment on network and configure
- Trash removal, placement of uninstalled equipment in designated location on-site for client storage and removal from premises
- Upon finalization of project, go through system with project contact and attain final approval
- Provide functionality training session to Client
- Provide wiring diagrams, quick start guide to Client

CLIENT RESPONSIBILITIES

- Assign a decision maker for resource coordination, scheduling, access, change approval, and project acceptance
- Assign a point person for network configuration, troubleshooting, deployment
- Network, configuration and bandwidth requisite for streaming, recording, conferencing
- Network drops at equipment rack location
- Provide unimpeded access to space during installation period during normal business hours

NOTES

- Proposal includes additions of AC Power, man/material lifts, and furniture cut for table boxes where necessary

- Proposal does not include any new furniture for the space including but not limited to tables, chairs, desks, etc.
- Proposal assumes client Room PC, Keyboard, Mouse are Owner-Furnished. Schillers does not provide a warranty on client-furnished or legacy equipment.

SCOPE OF WORK

CONFERENCE ROOM SPACE

SCHILLERS RESPONSIBILITIES

- Furnish equipment listed in proposal to provide complete and functioning system
- Install new AV equipment as necessary, architecturally integrate within space
- Add table box to existing table with power, HDMI, and USB connections
- Assign a project manager to be the main point of contact for all project communication
- Develop and maintain an implementation schedule with client project contact and electrical contractor; provide updates to schedule as needed
- Coordinate with project team, City Building Officials, and other contractors where necessary to assist in coordination of each project phase
- Supervise all on-site labor
- Trash removal, placement of uninstalled equipment in designated location on-site for client storage and removal from premises
- Upon finalization of project, go through system with project contact and attain final approval
- Provide functionality training session to Client
- Provide wiring diagrams, quick start guide to Client

CLIENT RESPONSIBILITIES

- Assign a decision maker for resource coordination, scheduling, access, change approval, and project acceptance
- Assign a point person for network configuration, troubleshooting, deployment
- Network configuration and bandwidth requisite for conferencing
- Provide unimpeded access to space during installation period during normal business hours

NOTES

- Proposal includes additions of AC Power, furniture cut for table boxes where necessary
- Proposal does not include any new furniture for the space including but not limited to tables, chairs, desks, etc.

AGENCY INFORMATION

CONTACT INFORMATION

Schillers Audio Visual (W. Schiller & Co., Inc.)

9240 Manchester Road, St. Louis, MO 63144

(314) 968 – 3650

av@schillers.com

CORPORATE DESCRIPTION

W. Schiller & Co., Inc. operates three separate and distinct business units, each in a unique industry. Schillers is a 5th generation family-owned and operated business founded in 1892. A common attitude rests at the core of all Schiller business units, and has persisted since our founding more than 130 years ago – a relentless focus on serving our customers, whatever it takes.

A brief description of each business is below.

Schillers Audio Visual

Schillers is a commercial audiovisual systems integrator. The AV group designs, builds, installs, and services custom audiovisual systems for organizations of all sizes. Schillers is a licensed low-voltage contractor, employing our own staff of accredited consultants, technicians, programmers, designers, and project managers to ensure quality from start to finish and achieve true architectural integration. Schillers services a wide array of markets and venues and offers tailored solutions for each of them.

Markets

Construction
Enterprise
Entertainment
Government & Law Enforcement
Healthcare
Higher Education
Houses of Worship
K-12 Education
Non-Profit
Utilities & Critical Infrastructure

Venues

Athletic Fields
Auditoriums
Classrooms
Command Centers
Common Areas
Conference Rooms
Gymnasiums
Huddle Spaces
Lobbies
Open Offices
Theaters
Training Rooms

Solutions

Acoustic Treatment
Assistive Listening
Audio Conferencing
Digital Signage
Engineering & Design
Furniture
Interactive Collaboration Systems
LED Video Walls
Presentation Systems
Room Scheduling
Sound Systems
Speech Privacy
Video Conferencing
Web Conferencing
Wireless Collaboration

Schillers Camera

Schillers is a specialty photo retailer selling cameras, camera accessories, photographic equipment, classes, media and lab services. We are an authorized dealer of all major camera brands and have a broad inventory of both new and used equipment. We pride ourselves in being well positioned to cater to all types of photographers, from seasoned professionals to young people who have never held a camera. Schillers Commercial Photo Group deals with businesses, schools, governments, and photo studios – organizations with unique needs related to scale, standardization, and subject matter. Schillers Lab Services prints everything from wallet-sized portraits to 40x60 inch landscapes on a variety of mediums like traditional photo paper, canvas and even metal. Lab Services also include digital restoration, bringing those treasured, worn-out family photos back to life. Additionally, Schillers Camera digitally transfers film, movie film, negatives and prints to modern format storage devices.

Schillers Digital Printer Group (DPG)

Schillers DPG sells and services commercial-grade wide format inkjet printers, laminators, and vinyl cutters. These devices accommodate traditional wide format printing for applications including vehicle wraps, point of sale posters, and outdoor/indoor signage. These large format printers also facilitate printing onto nontraditional surfaces such as textured banners, clothing, and specialty signage. Schillers employs a staff of factory-trained service technicians and maintains a well-stocked local inventory of spare parts, specialized media, inks, and laminates. Brands we sell and service include Roland, Epson, and Canon.

We sincerely appreciate your interest in our business and your inquiry as to what we offer. Our company has built its reputation on longstanding relationships since our inception more than 130 years ago. We have fostered these relationships by providing *the right solutions* to build trust - and we take your trust in our business extremely seriously. Should any needs arise, please let us know.

YOUR SERVICE TEAM (SUBJECT TO CHANGE)

Dan Miller, CPA – AV Systems Account Manager – Primary Contact

Mike Chitwood, CTS – AV Systems Division Manager

Eddie Chickering – Field Operations / Service Coordinator

Dave Lepper, CTS – Senior Project Manager

Jeremy Scheipeter, CTS-I – Lead Technician

John Hanson, MBA, CTS – Lead Design Engineer

SIMILAR COMPLETED PROJECTS

City of Clayton, MO – Council Chambers (Design + Build)

City of Richmond Heights, MO – Council Chambers (Design + Build)

City of Brentwood, MO – Council Chambers (Design + Build)

Contact information for individuals at each client and additional references are available upon request

PRICING

COUNCIL CHAMBERS SPACE

AUDIO SYSTEM			
QTY	MFR.	ITEM DESCRIPTION	MFR. PART #
9	AUDIO-TECHNICA	MICROPHONE, GOOSENECK W/ MUTE SWITCH AND LED INDICATORS	ES925C18/DS5
3	AUDIO-TECHNICA	MICROPHONE, GOOSENECK W/ MUTE SWITCH AND LED INDICATORS	ES925C18/DS5
2	SHURE	DUAL-CHANNEL WIRELESS HANDHELD MICROPHONE SYSTEM	SLXD24D/SM58
2	BIAMP	DIGITAL SIGNAL PROCESSOR, 12X8, WITH AVB	TesiraForte AVB VT
1	BIAMP	5-PORT AVB NETWORK SWITCH	TesiraConnect TC-5
1	BIAMP	LOGIC CONTROL EXPANSION MODULE F/ DSP	Tesira EX-LOGIC
3	TOA	SPEAKER (PAIR), 6.5", CO-AXIAL, CEILING-RECESSED, WIDE-DISPERSION	F-2852CU2
1	JBL	2-CHANNEL AMP, 300W	CSA2300Z

CONTROL PROCESSING & SIGNAL DISTRIBUTION			
QTY	MFR.	ITEM DESCRIPTION	MFR. PART #
2	SHURE	50' MICROPHONE ANTENNA DIST. EXTENSION CABLE	UA850
2	SHURE	BIAS-T POWER MODULE F/ ANTENNA DIST.	UABIAST
2	SHURE	WIDEBAND WIRELESS MICROPHONE ANTENNA, WALL-MOUNT	UA864US
1	SHURE	ANTENNA SPLITTER	UA221
1	CRESTRON	10" TABLETOP TOUCH SCREEN CONTROL PANEL	TS-1070-B-S
1	CRESTRON	HDMI TRANSMITTER, WALL PLATE, DM-LITE	HD-TX-4KZ-101-1G-B
3	CRESTRON	HDMI & RS-232 TRANSMITTER, BOX, DM-LITE, 70M	HD-TXC-4KZ-101
4	CRESTRON	HDMI & RS-232 RECEIVER, BOX, DM-LITE, 70M	HD-RXC-4KZ-101
1	CRESTRON	CONTROL PROCESSOR	CP4N
1	COVID	HDMI TRANSMITTER/RECEIVER BOX SET F/ MONITOR	EHB-200
1	LUXUL	12 PORT SWITCH FOR ISOLATED CONTROL NETWORK	AMS-1208P
1	EXTRON	CABLE CUBBY 1202, DUPLEX POWER, USB EXTENDER, HDMI	60-1472-22
1	EXTRON	USB EXTENDER SYSTEM, TRANSMITTER	60-1471-12
1	EPIPHAN	AV STREAMING & RECORDING PROCESSOR	PEARL NANO

VIDEO SYSTEM			
QTY	MFR.	ITEM DESCRIPTION	MFR. PART #
1	CRESTRON	8X8 HDMI MATRIX SWITCH	HD-MD8X8-4KZ-E
1	AVER	30X ZOOM PTZ CAMERA, AUTO-TRACKING, DIAS	TR335V3
1	AVER	12X ZOOM PTZ CAMERA, AUDIENCE	PTZ310UV2
2	COVID	HDMI TRANSMITTER/RECEIVER BOX SET F/ CAMERAS	EHB-220-W
2	NEWLINE	DISPLAY, 86", 4K,LED, 24/7 RATED, COMMERCIAL-GRADE	TT-8623NT-PLUS
1	NEWLINE	DISPLAY, 98", 4K,LED, 24/7 RATED, COMMERCIAL-GRADE	TT-9823NT-PLUS
1	CRESTRON	AIRMEDIA RECEIVER	AM-3100-WF
1	CRESTRON	AIRMEDIA CONNECT ADAPTER	AM-TX3-100

INFRASTRUCTURE & MISC. HARDWARE			
QTY	MFR.	ITEM DESCRIPTION	MFR. PART #
2	CHIEF	DISPLAY WALL MOUNT,LARGE FORMAT W/ BACKRACK, PULL-OUT ACCESSORY	AS3LD
1	CHIEF	DISPLAY WALL MOUNT, TILT, EXTRA-LARGE FORMAT, MICRO-ADJUSTABLE	XTM1U
1	CHIEF	DISPLAY WALL MOUNT PULL-OUT ACCESSORY	FCAXV1U
1	EXTRON	CABLE CUBBY 100 US AC	60-1933-01
1	EXTRON	CAPTIVE CABLE KIT - 1 LARGE CABLE HOLE	30-317-11
1	FSR	SMART WAY FLOOR TRACK F/ LOW-VOLTAGE AND POWER	VARIOUS
750	LIBERTY	Wire, CAT6A, Shielded, Plenum-Rated	24-4P-P-L6ASH
1	LOWELL	EQUIPMENT RACK, FLOOR STANDING, 27RU, GLASS DOOR	LCDR-2724
1	LOWELL	POWER DISTRIBUTION W/ SURGE-SUPPRESSION, RACK	ACR-1509-S
3	MIDDLE ATLANTIC	COMPACT SURGE SUPPRESSOR, 2-OUTLET	PDX-215C
1	VARIOUS	MISC. RACK HARDWARE, CABLING, WIRE, PATCH CABLING, ETC.	VARIOUS

EQUIPMENT TOTALS

Audio System	\$ 16,805.25
Control Processing & Signal Distribution	\$ 11,880.00
Video System	\$ 20,510.94
Infrastructure & Miscellaneous Hardware	\$ 11,837.32

Equipment Total – Council Chambers Space \$ 61,033.51

LABOR TOTALS

Equipment Installation & Removal, Rack Build, Cable Runs	\$ 17,480.00
Engineering & Design, Drawings, Project Management	\$ 10,260.00
Programming & Commissioning	\$ 16,340.00
Equipment Lifts, A/C Power Additions, Table Cuts	\$ 5,800.00

Labor Total – Council Chambers Space **\$ 49,880.00**

Proposal Total – Council Chambers Space – Base Bid **\$ 110,913.51**

OPTIONS

Option pricing below includes equipment & requisite additional labor (installation & programming)

OPTION - OVERFLOW AREA SPACE			
QTY	MFR.	ITEM DESCRIPTION	MFR. PART #
2	TOA	SPEAKER (PAIR), 6.5", CEILING-RECESSED	F-2852CU2
1	NEWLINE	DISPLAY, 65", 4K,LED, 24/7 RATED, COMMERCIAL-GRADE	TT-6523NT-PLUS
1	CHIEF	DISPLAY WALL MOUNT,LARGE FORMAT W/ BACKRACK, PULL-OUT ACCESSORY	AS3LD
1	MIDDLE ATLANTIC	COMPACT SURGE SUPPRESSOR, 2-OUTLET	PDX-215C
1	CRESTRON	HDMI & RS-232 TRANSMITTER, BOX, DM-LITE, 70M	HD-TXC-4KZ-101
1	CRESTRON	HDMI & RS-232 RECEIVER, BOX, DM-LITE, 70M	HD-RXC-4KZ-101

OPTION - ASSISTIVE LISTENING			
QTY	MFR.	ITEM DESCRIPTION	MFR. PART #
1	LISTEN	ASSISTIVE LISTENING SYSTEM	LS-100-01
4	LISTEN	IR RECEIVER	LR-4200-IR
4	LISTEN	NECK LOOP	LA-430
4	LISTEN	UNIVERSAL EAR SPEAKER	LA-401
1	LISTEN / VARIOUS	MISC. PARTS & HARDWARE	MZZ PT

ADD: Overflow Area Space – Total – \$ 5,579.00

ADD: Assistive Listening System – Total - \$3,985.00

TERMS: NET 30

PRICING

CONFERENCE ROOM SPACE

CONFERENCE ROOM SPACE			
QTY	MFR.	ITEM DESCRIPTION	MFR. PART #
1	NEWLINE	DISPLAY, 86", 4K,LED, 24/7 RATED, COMMERCIAL-GRADE	TT-8623NT-PLUS
2	CHIEF	DISPLAY WALL MOUNT,LARGE FORMAT W/ BACKRACK, PULL-OUT ACCESSORY	AS3LD
3	MIDDLE ATLANTIC	COMPACT SURGE SUPPRESSOR, 2-OUTLET	PDX-215C
1	MAXHUB	WEB CONFERENCING BAR - CAMERA, MICROPHONES, SPEAKERS	UC S07
1	FSR	SMART WAY FLOOR TRACK F/ LOW-VOLTAGE AND POWER	VARIOUS
1	EXTRON	TABLE BOX W/ POWER, HDMI, USB 3.2	VARIOUS
1	COVID	CABLE, USB 3.2G2, ACTIVE OPTICAL, A/C M/M, PL, 35'	P-U31A-AC-35
1	COVID	CABLE, HDMI, 4K-RATED, ACTIVE OPTICAL, M/M, PL, 35'	P-HDA20-35

Equipment Total – Conference Room Space \$ 6,146.00

Labor Total – Conference Room Space \$ 5,790.00

Proposal Total – Conference Room Space \$ 11,936.00

TERMS: NET 30

WARRANTY INFORMATION

STANDARD WARRANTY STATEMENT

With either of these systems purchased from and installed by Schillers AV from the date of signoff, Schillers provides the following:

1 Year Standard Workmanship Warranty

Schillers Audio Visual provides a one-year workmanship warranty on installed systems. Workmanship is defined as the quality of work done by the hands of an installer or craftsman, or the result of labor. All warranty work will be during normal business hours (7:00 AM to 4:00 PM) and excludes all Schiller observed holidays.

1 Year Standard Labor Warranty

Schillers provides a 1 year labor warranty to troubleshoot and/or remove and replace/repair any defective manufacturer's equipment. All warranty work will be during normal business hours (7:00 AM to 4:00 PM) and excludes all Schiller observed holidays. Please note, this warranty does not cover equipment costs for failed or defective equipment.

On-Site Service Calls

After the 1 year labor warranty, all service calls directly related to an installation are billed at the service rates stated below and will be subject to travel charges. All service work will be performed during normal business hours (7:00 AM to 4:00 PM) and excludes all Schiller observed holidays.

Priority Scheduling

Equipment purchased through and installed by Schillers will receive priority service scheduling.

Telephone Support

Schillers provides telephone support during normal business hours for systems purchased from or installed by Schillers.

Manufacturer's Equipment Warranty

All equipment sold and integrated into audio-visual systems by Schillers is subject to the respective manufacturer's warranties. All extended equipment warranties sold through Schillers are Manufacturer's warranties and are subject to the manufacturer's limitations. This Standard Warranty Statement does not extend any manufacturer's warranties.

Equipment Warranty Claims

Schillers shall contact the manufacturer, request RMAs, and work directly with the respective manufacturer to get a replacement or a repaired unit for the duration of the agreement. Equipment may have costs associated with the repair or replacement. Freight charges may also apply. Please note, this agreement neither extends nor modifies any manufacturer warranties.

Service Rates (Normal Business Hours)

\$ 225.00 Standard 1 hour service call (travel charges may apply)

\$ 135.00/Hour Standard Labor Rate

Service Rates (After Hours/Weekends/Holidays)

\$ 240.00 Standard 1 hour service call (travel charges may apply)

\$ 200.00/Hour OT Labor Rate

EXTENDED SERVICE PLAN INFORMATION

Please see below for pricing and details on standard extended service agreements for the council chambers space. Schillers AV is happy to work with the City of Maplewood to custom tailor a service agreement to meet your expectations and needs for your particular systems.

COUNCIL CHAMBERS

SERVICE AGREEMENT – “YEAR 2” \$ 4,575.00

SERVICE AGREEMENT – “YEAR 3” \$ 5,548.00

CONFERENCE ROOM

SERVICE AGREEMENT – “YEAR 2” \$ 650.00

SERVICE AGREEMENT – “YEAR 3” \$ 775.00

ENHANCED WORKMANSHIP WARRANTY

Schillers Audio Visual provides an additional 1-year workmanship warranty on installed systems. “Workmanship” is defined as quality of work done by the hands of an installer or craftsman or the result of labor. All warranty work will be during normal business hours (7:00 AM to 4:00 PM) and excludes all Schiller observed holidays.

ENHANCED LABOR WARRANTY

Schillers will provide an additional 1-year labor warranty to troubleshoot and/or remove and replace/repair any defective manufacturer’s equipment. All warranty work will be during normal business hours (7:00 AM to 4:00 PM).

EQUIPMENT WARRANTY CLAIMS

Schillers shall contact the manufacturer, request RMAs, and work directly with the respective manufacturer to get a replacement or a repaired unit for the duration of the agreement. Equipment may have costs associated with the repair or replacement. Freight charges may also apply. Please note, this agreement neither extends nor modifies any manufacturer warranties.

ENHANCED PRIORITY SERVICE ROUTING

All systems included in this agreement shall be prioritized ahead of general service calls and calls for systems installed by schillers not otherwise covered by a service agreement.

FREE TELEPHONE TECHNICAL SUPPORT

Schillers will provide telephone system support during normal business hours by calling 314-968-3650.

TOUCH PANEL CONFIGURATION & MODIFICATIONS

Schillers will provide one round of programming for touch panel modifications (up to 8 hours) for the period covered by this agreement.

ITEMS AND SERVICES NOT INCLUDED (unless otherwise specified in the agreement)

1. System Upgrades, programming or functionality modifications beyond what is described above
2. Service for owner furnished equipment (OFE)
3. Local or regional work permits and parking permits
4. After hours service, unless otherwise specified in the agreement
5. Computer or Network Troubleshooting
6. On-site calls where:
 - a. the covered equipment was not the cause of the reported problem or
 - b. no problem was found or
 - c. Improper use of the equipment resulted in the issue
7. Freight, unless otherwise specified in the agreement
8. Client negligence, accidents, fire, smoke, or acts of God (see conditions).

Conditions

1. W. Schiller & Co., Inc. (Schillers) does not guarantee the uninterrupted performance of any hardware or software used in installations or while conducting service under this agreement. Neither the client nor W. Schiller and Co., Inc. shall be held liable for damages caused by delay or failure to perform hereunder, when

such delay or failure is due to weather, fire, or other acts of God, civil unrest, or negligence or intentional damage caused by client.

2. Client shall hold Schillers blameless and Schillers shall not be liable for any damages resulting from lack of performance by a manufacturer's product or the failure of a manufacturer's product to meet their published specifications.
3. This contract becomes null and void without refund if any service or installation work is performed on this system by either the client, client's representatives, or other contractors other than Schillers without the written consent of Schillers.
4. Schillers' warranty does not include required measures to reduce or eliminate image vibration or electrical interference. Costs associated with dealing with vibration issues or electrical interference is the sole responsibility of the building owner.
5. Schiller Care is customized for the clients of W. Schiller and Co., Inc. Schillers reserves the right to make changes to the Schiller Care program at any time. Any change would not affect an executed agreement.
6. Cancellation of this agreement can occur, at any time, by one party providing the other with a 30 Day written notice. Cancellation by client would result in any unshipped orders for parts being cancelled and any parts on hand being delivered and invoiced to client. The fees paid for the agreement are non-refundable.
7. This agreement contains the entire understanding between Schillers and the client. Any verbal representation or modifications of this agreement shall not be in force unless it is a written modification signed by both parties. Neither Party will use, copy, adapt, alter, or part with possession of any information of the other which is disclosed or otherwise comes into its possession under or in relation to this Agreement and which is of a confidential nature. This obligation will not apply to information which the recipient can prove was in its possession at the date it was received or obtained or which the recipient obtains from some other person with good legal title to it or which is in or comes into the public domain otherwise than through the default or negligence of the recipient or which is independently developed by or for the recipient.
8. The failure of either party to enforce its rights under this Agreement at any time for any period shall not be construed as a waiver of such rights.
9. If any part, term, or provision of this Agreement is held to be illegal or unenforceable neither the validity nor enforceability of the remainder of this Agreement shall be affected.
10. Neither Party shall assign or transfer all or any part of its rights under this Agreement without the consent of the other Party.
11. This Agreement may not be amended for any other reason without the prior written agreement of both Parties.
12. This agreement is in force only if the payment terms are met.
13. This agreement is governed by the laws of the state of Missouri.

Force Majeure

Schillers shall not be considered in default if performance of its obligations hereunder is prevented or delayed by acts of God or government, labor disputes, failure or delay of transportation, illness, vendors, subcontractors, manufacturers, or any other similar cause or causes beyond the reasonable control of Schillers.

CERTIFICATE OF INSURANCE

A Certificate of Insurance can be made available upon request.

RESOLUTION

R24-48

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AUTHORIZING THE CITY MANAGER TO ACCEPT THE PROPOSAL OF SCHILLER’S AUDIO VISUAL IN THE AMOUNT OF ONE HUNDRED TWENTY-TWO THOUSAND EIGHT HUNDRED FORTY-NINE DOLLARS AND FIFTY-ONE CENTS (\$122,849.51) TO REPLACE AND UPGRADE THE AUDIO-VISUAL SYSTEM IN COUNCIL CHAMBERS AND TO ADD AN AUDIO-VISUAL SYSTEM IN THE ADJACENT CONFERENCE ROOM

WHEREAS, the City of Maplewood issued a Request for Proposals (RFP) for replacement and upgrade of the Audio-Visual System in Council Chambers and adjacent conference room; and

WHEREAS, three firms responded to the request, all of which were deemed qualified to execute the project; and

WHEREAS, one firm provided a responsive proposal; and

WHEREAS, City staff recommends the proposal of \$122,849.51 from Schiller’s Audio Visual for the following reasons:

- 1) The Firm’s capability to meet the Scope of Services outlined in the RFP
- 2) The Firm’s responsiveness to the RFP
- 3) References from other municipalities

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AS FOLLOWS:

The City Manager is hereby authorized to accept the proposal of Schiller’s Audio Visual to replace and upgrade the audio-visual systems in Council Chambers and the adjacent conference room at a cost of one hundred twenty-two thousand eight hundred forty-nine dollars and fifty-one cents (\$122,849.51).

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Amber Withycombe, City Manager
From: Chief Matthew Nighbor
Date: August 6, 2024
Re: Replacement of Body-Worn and In-Car Camera System

The Maplewood Police Department is currently facing significant challenges with its body-worn and in-car video cameras, which are essential tools for modern law enforcement. Generally, the average life span of police body-worn cameras (BWC) and in-car video cameras is three to five years. The Maplewood Police Department purchased in-car video cameras in 2017 and BWCs in 2019. Currently, this agency is experiencing technical issues with its BWCs and in-car video cameras. The body-worn cameras have failing batteries which will not hold a charge. The average cost to replace these batteries each time is \$396.59. The batteries are also back-ordered for up to two months, forcing officers to share cameras. Two vehicle in-car video cameras need repair wherein they will not automatically activate when the emergency lights and sirens are utilized. With these continuing challenges, there is the potential of a critical incident not being recorded.

In addition to the above, the current redaction software is inefficient and time-consuming, making it difficult to redact videos efficiently and quickly. The system is also not user-friendly and hampers the process of sharing videos securely with municipal and state prosecutors, other law enforcement agencies, and public records requests. Videos are instead transferred to DVDs or flash drives. Lastly, the ongoing costs for maintenance, repairs, and software are substantial.

Members of the Police Department have spent months researching multiple BWC and in-car video system vendors by means of meeting with these companies or visiting with local police agencies to view the various camera systems in the region. The camera system provided by Utility Associates, Inc. meets and exceeds all the needs of this agency to include high quality video and audio, system performance, improved redaction and sharing, cost efficiency, and storage. The camera system also contains advanced technology such as holster activation (automatically activates recording when weapon is drawn), officer down alerts (emergency alerts with GPS coordinates), and live stream (real time actionable intelligence).

Utility Associates, Inc. is endorsed by the NAACP. Regional law enforcement agencies currently utilizing the Utility Associates, Inc. camera system include the St. Louis Metropolitan Police Department, St. Louis County, St. Charles County, Richmond Heights, Creve Coeur, Shrewsbury, Florissant, and Chesterfield.

Upon City Council approval, the 2024/2025 fiscal police department budget allocated \$100,280 in Capital Outlay for BWCs and in-car video cameras. Accordingly, the Police Department made a Request for Proposal from Utility Associates, Inc. for the purchase of thirty (30) body-worn cameras with holster activation and ten (10) in-car video cameras.

Utility Associates Inc submitted Proposal #20240731-205902277 dated July 31, 2024, to the City of Maplewood with respect to the purchase of thirty (30) body worn cameras with holster activation and ten (10) in-car video cameras for \$220,976 through NASPO (National Association of State Procurement Officials) Master Agreement #OK-MA-145-21-900. Chapter 34, Section 34.046 of Missouri Revised Statutes and Chapter 2, Section 292 of the Maplewood Code of Ordinances permits such cooperative purchasing agreements.

Please note the \$220,976 is the total cost over a five-year period:

- Year 1 - \$100,000
- Year 2 - \$30,244
- Year 3 - \$30,244
- Year 4 - \$30,244
- Year 5 - \$30,244

I request authorization to purchase the body worn cameras and in-car video cameras through Utility Associates, Inc. at a cost of \$100,000 for year one of the agreement.

Respectfully submitted,
Chief Matthew Nighbor

Enclosures:

- NAACP Endorsement Letter
- Utility Associates Inc Proposal #20240731-205902277 dated July 31, 2024



NAACP

Derrick Johnson
*President and
Chief Executive Officer*

Leon W. Russell
*Chairman
National Board of Directors*

May 12, 2020

RE: ENDORSEMENT OF POLICY-BASED RECORDINGS FOR LAW ENFORCEMENT

The National Association for the Advancement of Colored People (NAACP), our nation's oldest, largest and most widely recognized grassroots-based civil rights organization, fully supports the use of policy-based automatic body-worn camera solutions by law enforcement in our communities.

We believe the use of this technology aligns with our efforts toward continued improvement in the overall protection of and accountability to our citizenry. To that end, we agree that capabilities and features of efficient technology would include the following:

- Software-driven body-worn cameras and in-car video recording systems that can be configured to automatically start or stop recording based on a police department's specific recording policies.
- Policy-based recordings that deliver and ensure consistent, bias-free and reliable automatic video recordings of all citizen and police interactions.
- Automatic-start, real-time video and audio recordings in the field when a call is answered or a weapon drawn.
- Compliance and collaboration with police department procedures and policies.

From conversations held, it is our best understanding that BodyWorn by Utility provides an automatic camera solution with the noted capabilities. Based on several conversations, it appears to be one of the most advanced in the world. The NAACP urges you to consider this technology.

If you have questions or I can be of further assistance, please do not hesitate to contact me.

Sincerely,

Derrick Johnson
President and CEO



City of Maplewood, MO Police - Holster deal

City of Maplewood, MO Police

7601 Manchester Road
Maplewood, MO 63143
United States

Jason Schuster

j-schuster@cityofmaplewood.com
314-646-3631

Matt Nighbor

m-nighbor@cityofmaplewood.com
3146463621

Reference: 20240731-205902277

Quote created: July 31, 2024

Quote expires: September 29, 2024

Quote created by: Mark Osborn

"Business Manager"

mosborn@utility.com

+13174571577

Comments from Mark Osborn

Utility is honored the Maplewood Police Department has chosen the Utility BodyWorn solution for its officers. We Look forward to partnering with you to serve the Maplewood, MO community. Please accept this professional services agreement and proposal for review and consideration.

*The below items will service 30 Officers with 30 BWC's, 30 Holster Sensors and 10 Police Vehicles with RocketIoT Communications and In-car Video and tablet systems.

**No CAD Integration or Activation

***The value on this quote covers all 5 years of the service agreement.

NASPO Master Agreement OK-MA-145-21-900

Products & Services

Item & Description	Quantity	Unit Price	Total
EOS and In-Car Video System with Rocket Communications Bundle - 5YR EOS Camera and Mount, Media Controller, USB-C Breakaway Charging Cable, Rocket In-Car Video System Hardware Bundle, Battery Backup, OBD II, POLARIS SaaS, Warranty, and 24/7 Technical Support.	10	\$14,422.00	\$115,376.00 after 20% discount for 5 years
EOS Bundle - 5YR EOS Camera and Mount, Media Controller, USB-C Breakaway Charging Cable, POLARIS SaaS, Warranty, and 24/7 Technical Support, Installation, Training.	20	\$5,645.00	\$90,320.00 after 20% discount for 5 years
Tablet Interface - 5YR Ruggedized Tablet Display and Mount	10	\$1,010.00	\$8,080.00 after 20% discount for 5 years
Holster Sensor Kit - 5YR EOS Holster Sensor Bundle.	30	\$300.00	\$7,200.00 after 20% discount for 5 years
One-time subtotal			\$220,976.00 after \$55,244.00 discount
Total			\$220,976.00

Purchase terms

Signature

Signature

Date

Printed name

Payment Schedule

Name	Due	Amount
Payment 1	Upon receipt	\$100,000.00
Payment 2	Year Anniversary	\$30,244.00
Payment 3	Year Anniversary	\$30,244.00
Payment 4	Year Anniversary	\$30,244.00
Payment 5	Year Anniversary	\$30,244.00

Questions? Contact me



Mark Osborn

"Business Manager"

mosborn@utility.com

+13174571577

Utility, Inc.

250 E. Ponce de Leon Ave

Suite 700

Decatur, GA 30030

US

RESOLUTION

R24-49

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AUTHORIZING THE CITY MANAGER TO ACCEPT THE PROPOSAL OF UTILITY ASSOCIATES, INC. IN THE AMOUNT OF ONE HUNDRED THOUSAND DOLLARS (\$100,000) TO PURCHASE BODY-WORN CAMERAS WITH HOLSTER ACTIVATION AND IN-CAR VIDEO CAMERA SYSTEMS

WHEREAS, the Maplewood Police Department is experiencing significant technical issues with its current body-worn and in-car video cameras, which are essential tools for modern law enforcement; and

WHEREAS, the Police Department has conducted extensive research on multiple camera system vendors to identify a solution that meets the Department’s needs; and

WHEREAS, Utility Associates, Inc. has submitted a proposal for the purchase of thirty (30) body-worn cameras with holster activation and ten (10) in-car video cameras at a total cost of \$220,976 over a five-year period, with the first-year cost being \$100,000; and

WHEREAS, the proposal is made through NASPO (National Association of State Procurement Officials) Master Agreement #OK-MA-145-21-900, which is permitted under Chapter 34, Section 34.046 of Missouri Revised Statutes and Chapter 2, Section 292 of the Maplewood Code of Ordinances.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AS FOLLOWS:

The City Manager is hereby authorized to accept the proposal of Utility Associates, Inc. in the amount of One Hundred Thousand Dollars (\$100,000) for the purchase of thirty (30) body-worn cameras with holster activation and ten (10) in-car video cameras.

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Amber Withycombe, City Manager

From: Tiffany Hyde, Resource Development & Public Engagement Manager

Date: August 2, 2024

Subject: CDBG Fund Reallocation and Approval Request for Sidewalk Replacement Bid

The City was previously approved for \$64,000 in 2022 Community Development Block Grant (CDBG) funds allocated for sidewalk repairs. Because the 7200 block of Richmond Place was not included in the original 2022 Block Grant application, a reallocation process was necessary to address the deteriorating sidewalks in this area.

A public hearing was held on Tuesday, February 13, 2024, to hear citizens' comments on the proposed reallocation of block grant funds. Following the public hearing, the City Council passed a resolution authorizing the City Manager to submit a reallocation request to the St. Louis County Office of Community Development.

With the reallocation approved, staff proceeded with the bid process for the sidewalk replacement in the 7200 block of Richmond Place:

1. Bid requests were published in the *St. Louis Countian* (July 1, 2024) and the *St. Louis American* (July 4, 2024).
2. Request for Bids were also emailed directly to NB West, Foster's Concrete, and Spencer Contracting.
3. Bids were publicly opened on July 23, 2024, with four submissions received:
 1. Sweetens Concrete \$25,519.10
 2. Spencer Contracting \$56,841.00
 3. Kingsland Concrete \$29,351.00
 4. May Excavating \$24,112.00

After careful review, we recommend awarding the contract to May Excavating, the lowest bidder at \$24,112.00. This bid is well within our reallocated budget of \$64,000, allowing for potential contingencies or additional work if needed. Additionally, if sufficient funds are available at the conclusion of the project, we will seek approval from St. Louis County and the Council to update additional sidewalks with the remaining funds.

If you have any questions, comments, or concerns, including the fund reallocation process or the current bid recommendation, please contact me at 314-646-3640.

RESOLUTION

R24-50

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AUTHORIZING THE CITY MANAGER TO ACCEPT THE BID OF MAY’S EXCAVATING, INC. IN THE AMOUNT OF TWENTY-FOUR THOUSAND ONE HUNDRED TWELVE DOLLARS (\$24,112) FOR SIDEWALK REPLACEMENT IN THE 7200 BLOCK OF RICHMOND PLACE USING REALLOCATED COMMUNITY DEVELOPMENT BLOCK GRANT FUNDS.

WHEREAS, the City Council previously authorized the reallocation of Community Development Block Grant funds for sidewalk replacement in the 7200 block of Richmond Place; and

WHEREAS, bids for this project were duly advertised in the *St. Louis Countian* and the *St. Louis American* and publicly opened on July 23, 2024; and

WHEREAS, four (4) bids were received, all of which were considered responsive; and

WHEREAS, May Excavating, Inc. submitted the low bid in the amount of \$24,112; and

WHEREAS, the City has set aside \$64,000 in reallocated 2022 Community Development Block Grant funds for this project.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AS FOLLOWS:

The City Manager is hereby authorized to accept the bid of May’s Excavating, Inc. in the amount of \$24,112 for sidewalk replacement in the 7200 block of Richmond Place.

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Mayor and City Council
From: Anthony Traxler, Assistant City Manager/Director of Public Works
Date: July 29, 2024
Subject: 2024 Additional Proposition S Capital Projects Change Order

As was previously discussed when Spencer Contracting was awarded the City’s 2024 Streets Contracting bid in May 2024, they indicated they have capacity to take on additional street and sidewalk work in Maplewood. Attached is a copy of the prior memo detailing the bid Spencer previously submitted for Proposition S projects. Because of the advantageous pricing of the bid, staff has been working to complete as much road and sidewalk work done this year as possible. Spencer is planning to bring in two more crews to complete the additional work proposed below. Staff is requesting to add the following street and associated sidewalk work to our 2024 capital projects:

Maple Avenue (Sutton to Hazel) – Concrete	\$338,341
Ellis Avenue (Oakland to Big Bend) – Asphalt	\$41,265
Commonwealth Avenue (Kensington to City Limits) – Concrete	\$672,003
Oxford Avenue (Sussex to Kensington) – Concrete	\$284,320
Sutton Boulevard (Manchester to Zephyr) – Concrete	\$611,625
Jerome Avenue (Laclede Station to Florent) – Concrete	\$799,510
West Point Drive (West Point to Laclede Station) – Asphalt	<u>\$21,669</u>
	\$2,768,733

In addition to the aforementioned street and associated sidewalk work, staff is requesting the following unit pricing for alleys, isolated slab replacement, and stand-alone sidewalk work not to exceed **\$390,164**:

- **Alley asphalt reconstruction** - \$294.14 per ton (approximately \$56.41 per square yard, depending on depth of excavation).
- **Alley concrete slab replacement** - \$102.50 per square yard.
- **Isolated pavement and sidewalk repairs** for areas less than 250 square yards as follows:
 - Sidewalks - \$116/square yard
 - Concrete street pavement - \$252/square yard
 - Concrete street pavement with asphalt overlay - \$379/square yard
 - Asphalt patching - \$127 square yard

Please see the attached resolution requesting City Council approval of a Spencer Contracting Change Order for additional capital project work. Funds for this additional work will come from the \$6,000,000 in Proposition S bond issue funding, which was approved by voters in April. If you have any questions, comments, or concerns regarding this matter, please do not hesitate to contact me at 314-646-3635.

INTEROFFICE MEMORANDUM



To: Mayor and City Council
From: Anthony Traxler, Assistant City Manager/Director of Public Works
Date: May 8, 2024
Subject: 2024 Capital Projects, Change Order for Prop S Street and Sidewalk Work

2024 Capital Projects Bid:

A request for bids was placed in the St. Louis Countian on February 23, 2024 for the 2024 Capital Projects. The bid sought pricing for concrete street construction for **Elm Avenue** (Big Bend Blvd dead-end to Sutton Blvd) and asphalt overlays for **Bredell Avenue** (West Bruno to Folk Avenue), **Oakview Terrace** (Zephyr Place to Lyndover Place), and half of **Zephyr Place** (Big Bend Blvd to Sutton Blvd & Roseland Terrace to Bellevue Avenue). Sidewalk slabs on the aforementioned blocks will also be improved as part of this bid. The bid requested the installation of traffic calming measures (speed humps) on **Flora Avenue** (Laclede Station Road to Sutton Blvd) and **Lyndover Place** (Big Bend Blvd to Bellevue Avenue).

Bids were publicly opened on March 21, 2024 and four bids were received:

Spencer Contracting	\$843,876
Gershenson Construction	\$1,142,052
E. Meier Contracting	\$1,173,621
Pavement Solutions	\$1,387,665

Staff has worked successfully on multiple occasions with Spencer Contracting, most recently Spencer Contracting was awarded the 2020, 2021, 2022 and 2023 Capital Projects Bids. Therefore, staff recommends Spencer Contracting be awarded the 2024 Capital Projects Bid.

Proposition S Change Order Approval Request:

The bid from Spencer Contracting was so low compared to staff's estimates and the other bidders, (two of which previously performed road work in Maplewood) that after Proposition S was approved, staff approached Spencer Contracting to verify the accuracy of their bid and gauge their capacity and willingness to extend their unit bid pricing for similar work on other roads scheduled to be improved with the passage of Proposition S. Spencer Contracting indicated that within the

next 18 months, they should be able to complete the majority of the roads listed under Proposition S. Doing so would result in a savings to the City of Maplewood of approximately \$1,600,000.

If the City Council agrees that staff should pursue completing as many streets as possible under the current advantageous pricing structure Spencer Contracting is offering, staff anticipates signing numerous change orders as Spencer Contracting jumps from street to street. Prior to signing these change orders, staff will request approval from the City Council for the funding necessary to complete the aforementioned change orders so you will all be kept up to speed on these capital projects.

If you have any questions, comments or concerns regarding this matter, please do not hesitate to contact me at 314-646-3635.

COPY

City of Maplewood		Estimated Cost
Proposed Two-Year Capital Improvement Plan for Prop S Funds		
Bartold Avenue - 2600 Block, Circle Drive and Manchester Road Alley Concrete reconstruction of Bartold Avenue and the adjacent alley		\$200,000
Bredell Avenue - West Bruno Avenue to Folk Avenue Asphalt overlay and sidewalks		\$200,000
Bredell Avenue - Rannells Avenue to Manchester Road Asphalt overlay and sidewalks		\$275,000
City Hall Sidewalks/ADA Access Reconstruct sidewalk behind City Hall and install an ADA accessible ramp to City Hall entrance		\$100,000
Commonwealth Avenue - Kensington Avenue to St. Elmo Avenue Concrete reconstruction and sidewalks		\$525,000
Commonwealth Avenue - St. Elmo Avenue to STL City Limits Concrete reconstruction and sidewalks		\$325,000
Ellis Avenue - Oakland Avenue to Big Bend Blvd Concrete reconstruction and sidewalks		\$250,000
Elm Avenue - Big Bend Blvd to Sutton Blvd Concrete reconstruction and sidewalks- Widen road approximately 18 inches for safety/maneuverability		\$400,000
Greenwood Blvd - Sussex Avenue to Canterbury Avenue City's matching portion of a Federal Grant project - Concrete reconstruction, sidewalks & pedestrian path		\$350,000
Jerome Avenue - Laclede Station Road to Bredell Avenue Concrete reconstruction and sidewalks		\$425,000
Jerome Avenue - Bredell Avenue to Florent Avenue Concrete reconstruction and sidewalks		\$450,000

Proposed Two-Year Capital Improvement Plan for Prop S Funds Cont.

Estimated Cost

Laclede Station Road - Rannells Avenue to Manchester Road	\$50,000
Pre-engineering for STP Grant for concrete reconstruction and sidewalks to be constructed in 2028	
Maple Avenue - Sutton Blvd to Hazel Avenue	\$600,000
Concrete reconstruction and sidewalks	
Oakview Terrace - Zephyr Place to Lyndover Place	\$150,000
Asphalt overlay and sidewalks	
Oxford - Sussex Avenue to Kensington Avenue	\$300,000
Concrete reconstruction and sidewalks	
Sutton Blvd - Zephyr Place to Manchester Road	\$300,000
Asphalt overlay and sidewalks	
Zephyr Place - Big Bend Blvd to Sutton Blvd	\$200,000
Asphalt overlay and sidewalks	
Traffic Calming Measures - Speed Bumps/Speed Ramps	
Bellevue Avenue - Manchester Road north to City Limits	\$75,000
Lyndover Place - Big Bend Blvd to Bellevue Avenue	\$50,000
Flora Avenue - Laclede Station Road to Sutton Blvd	\$50,000
Rannells Avenue - Laclede Station Road to Big Bend Blvd	\$40,000
Oxford Avenue - Big Bend Blvd to Kensington Avenue	\$40,000
Solar Streetlights	
Install solar streetlights throughout the City in areas that need additional light	25 @\$7,900 = \$197,500
Stand-Alone Isolated Sidewalk Replacements and Grinding (12 - 15 city blocks)	\$447,500
Repair damaged sidewalk slabs and/or grind trip hazards throughout the City	
TOTAL	\$6,000,000

RESOLUTION

R24-51

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, TO ACCEPT THE PROPOSAL OF SPENCER CONTRACTING IN THE AMOUNT OF TWO MILLION SEVEN HUNDRED SIXTY-EIGHT THOUSAND SEVEN HUNDRED THIRTY- THREE DOLLARS (\$2,768,733) FOR ADDITIONAL STREET AND SIDEWALK RECONSTRUCTION WORK AND THREE HUNDRED NINETY THOUSAND ONE HUNDRED SIXTY-FOUR DOLLARS (\$390,164) FOR ALLEY, ISOLATED SLAB REPLACEMENT, AND STAND-ALONE SIDEWALK WORK FOR A TOTAL OF THREE MILLION ONE HUNDRED FIFTY-EIGHT THOUSAND EIGHT HUNDRED NINETY-SEVEN DOLLARS (\$3,158,897)

WHEREAS, bids for street work in the city related to Proposition S were duly advertised and publicly opened on February 23, 2024; and

WHEREAS, four (4) bids were received, all of which were considered responsive; and

WHEREAS, Spencer Contracting submitted the low bid in the amount of \$843,876 and was awarded the contract; and

WHEREAS, Spencer Contracting has the capacity to take on and complete additional road and sidewalk work; and

WHEREAS, Spencer Contracting has agreed to honor its 2024 bid pricing for the additional road work.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AS FOLLOWS:

The City Manager is hereby authorized to accept the proposal of Spencer Contracting in the amount of \$3,158,897 to perform additional street, sidewalk, slab, patching, and alley work.

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Mayor and City Council
From: Anthony Traxler, Assistant City Manager/Director of Public Works
Date: August 9, 2024
Subject: Selection of Right of Way Consultant – Greenwood Boulevard

Federal road project grant stipulations now require that cities receiving federal funds for road projects must hire right of way consultants (previously engineering firms were responsible). Right of way consultants are typically responsible for title research, appraisals, appraisal reviews, negotiations for temporary construction easements, and closings. MODOT has a list of pre-approved right of way consultants.

Because the Greenwood Boulevard project is a joint effort between the City of Maplewood and Great Rivers Greenway (GRG), staff was hopeful to utilize the same right of way consultant for both projects. GRG previously selected Development Resource Partners, LLC as their right of way consultant. Staff researched this firm and obtained pricing from two other MODOT pre-approved firms. Development Resource Partners, LLC's references were excellent and their pricing beat the other firms staff contacted. In addition, GRG has graciously agreed to cover a significant portion of the right of way consultant's cost.

Below is a breakdown of the services which will include 35 temporary construction easements (no permanent right of way required) that will be provided by Development Resources Partners, LLC. Note, any right of way bid must make certain pricing assumptions due to the uncertainty of the process (donation of construction easement, length of negotiations, unreasonable price anticipated by property owner, etc.).

Required right of way action items for the City of Maplewood: Acquisition/consulting fees \$31,500 and recording fees \$2,400 for a total of \$33,900. The City will also be responsible to pay for the cost to actually acquire the temporary construction easement (payment to property owner) which is estimated to cost \$34,000.

Required right of way action items for GRG: Pay estimate fees \$8,750 and title work \$17,500 for a total of \$26,250.

Please see the attached resolution authorizing the City Manager to approve the proposal by Resource Partners, LLC for right of way consulting and acquisition services. If you have any questions, comments or concerns regarding this matter, please do not hesitate to contact me at 314-646-3635.

RESOLUTION

R24-52

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AUTHORIZING THE CITY MANAGER TO ACCEPT THE PROPOSAL OF DEVELOPMENT RESOURCE PARTNERS, LLC AND SIGN A CONTRACT TO PROVIDE RIGHT OF WAY CONSULTING SERVICES FOR PROJECT NUMBER STP/CMAQ-9901 (667) GREENWOOD BOULEVARD IMPROVEMENT PROJECT

WHEREAS, the City of Maplewood approved a program agreement to reconstruct Greenwood Boulevard via a Surface Transportation Program grant on September 12, 2022; and

WHEREAS, the City approved an amended program agreement to consolidate its Greenwood Boulevard reconstruction project with Great Rivers Greenway’s pedestrian path project on February 13, 2024; and

WHEREAS, STP/CMAQ-9901 is a joint project between the City of Maplewood and Great Rivers Greenway; and

WHEREAS, Great Rivers Greenway is under contract to utilize Development Resource Partners, LLC for right of way consulting services; and

WHEREAS, Development Resource Partners, LLC is a Missouri Department of Transportation approved right of way consultant; and

WHEREAS, Development Resource Partners, LLC’s pricing was competitive and its references were complementary.

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI AS FOLLOWS:

The City Manager is hereby authorized to sign a Missouri Department of Transportation approved contract with Development Resource Partners, LLC for right of way consulting services which includes temporary construction easements, recordings, and appraiser and review appraiser services for the STP/CMAQ-9901 (667) – Greenwood Improvement Project.

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Plan Commission
From: Anthony Traxler, Assistant City Manager/Director of Public Works
Date: July 26, 2024
Re: **Petition #2024 -10, Amendment to Maplewood Commons Planned Unit Development Ordinance #5104 to allow a financial institution at 1811 S. Hanley Road**

BACKGROUND

The subject property, 1811 S. Hanley Road, is a commercial suite within the northernmost outlet of the Maplewood Commons Shopping Center. Massage Envy operated at this location for years but recently closed.

The City of Maplewood approved Planned Unit Development Ordinance #5104 on May 27, 2003 to allow a Wal-Mart, Sam's Wholesale Club and various retail shops and restaurants along Hanley Road north of Folk Avenue. The planned unit development district was created to boost the city's sales tax base. Because of this, the planned unit development ordinance emphasized retail uses as opposed to service uses such as financial institutions. However, since the passage of this ordinance, retail has changed dramatically, mostly due to online retail sales. Because of this, municipalities across the nation have had to grapple with modifying ordinances that require strict retail standards vs. empty storefronts.

The City of Maplewood has amended the Planned Unit Development ordinance on three occasions. The first was amending the ordinance to allow an urgent care center, the second was to allow a bank at 2200 S. Hanley Road, and the third was to allow a car wash facility.

ZONING REQUEST

The petitioner, Navy Federal Credit Union, is requesting an amendment to planned unit development ordinance #5104 to allow a financial institution at 1811 S. Hanley Road.

Approval of this request would allow Navy Federal Credit Union to open a financial institution at the above location.

PLAN & ZONING ISSUES

1. **Business Operations:** The proposed credit union would have traditional banking hours. However, Navy Federal Credit union has more foot traffic than a typical bank as they offer more financial advisory services than a bank.

Navy Federal Credit union has over 130,000 members in the Greater St. Louis metropolitan area which are currently served by one branch in O'Fallon, IL. From the period of April 2023 to March 2024, their national network of branches averaged 6,100 member visits per month. Navy Federal Credit Union has indicated that there are 48,272 existing members

within 20 minutes of Maplewood Commons. Because of this, Navy Federal Credit Union is anticipating that this will be a busy location.

2. **Parking:** The site has adequate parking to support the proposed use.
3. **Financial Institution Use:** The financial institution will generate no sales tax which is a concern. However, as previously stated, the credit union should generate foot traffic to the shopping center which should lead to credit union patrons frequenting the retail generating uses when on site. Although the credit union would not be considered the highest and best use for this site, in today's retail climate, staff believes this is a good use for the shopping center as a whole.

FINDING

Staff recommends approval of the proposed amendment based on the following findings of fact.

- 1) Retail trends are changing, making it more difficult for shopping centers to fill outlot suites.
- 2) Online retail sales have negatively impacted smaller retail stores that have traditionally operated in suburban shopping center outlots.
- 3) The proposed credit union is anticipated to generate an above average amount of patron visits which should benefit nearby retail stores.

BILL NO.

ORDINANCE NO.

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AMENDING THE MAPLEWOOD COMMONS PLANNED UNIT DEVELOPMENT ORDINANCE #5104 SECTION II. USES, A. PERMITTED USES TO ALLOW A FINANCIAL INSTITUTION AT 1811 S. HANLEY ROAD

WHEREAS, the Plan and Zoning Commission recommended approval of the amendment to Planned Unit Development Ordinance #5104 at its August 5, 2024 meeting by a vote of 6 ayes and 0 nays; and

WHEREAS, the City Council held a public hearing at its August 13, 2024 meeting regarding the proposed amendment.

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

Section I. Planned Unit Development Ordinance #5104, Section II. Uses, A. Permitted Uses is hereby amended to add the following text:

- (28) A financial institution at 1811 S. Hanley Road.

Section II. This ordinance shall be in full force and effect fifteen (15) days after its passage and approval.

Passed this th day of , 2024

Barry Greenberg, Mayor

Attest:

Tanya Bohlken, Deputy City Clerk

Approved this th day of , 2024

Barry Greenberg, Mayor

Attest:

Tanya Bohlken, Deputy City Clerk

Memorandum



To: Mayor and City Council
From: Amber Withycombe, City Manager
Date: August 9, 2024
Re: **Amended and Restated Cooperative Fire Training Chief Agreement**

Enclosed for your consideration is a request for Maplewood to continue its Cooperative Fire Training Chief Agreement with Brentwood, Clayton, and Richmond Heights. This agreement builds upon our collaboration established in 2016 and readopted in 2021.

Key points of the amended agreement include:

1. **Purpose:** To enhance our cooperative program for a shared Training Chief dedicated to training firefighters, paramedics, and other fire department personnel across the four municipalities.
2. **Duration:** Three-year term starting August 24, 2024, with automatic one-year renewals thereafter.
3. **Cost Sharing:** Expenses divided per capita, based on each city's budgeted fire department staff. New provisions added for capital purchases.
4. **Services:** The Training Chief will evaluate needs, facilitate training, develop guidelines, and assist with equipment evaluation and professional development. Non-member organizations may now participate in training on a fee basis.
5. **Oversight:** Member Fire Chiefs will supervise the Training Chief's activities, with quarterly review meetings.

Key changes in the amended agreement include updated terminology; more detailed cost-sharing processes; provisions for non-member participation; and clearer procedures for renewal, withdrawal, and adding new member cities

This agreement continues to provide enhanced training capacity, improved coordination with neighboring departments, and cost-effective high-quality training. The amendments refine our existing collaboration while allowing for potential expansion.

**AMENDED AND RESTATED
COOPERATIVE FIRE TRAINING CHIEF AGREEMENT**

THIS AGREEMENT, entered into on the effective date hereinafter set forth, by and between the City of Brentwood, Missouri ("Brentwood"), City of Clayton, Missouri ("Clayton"), City of Richmond Heights ("Richmond Heights"), and the City of Maplewood, Missouri ("Maplewood") (each a "Member City" and collectively "Member Cities"):

WITNESSETH

WHEREAS, firefighters, emergency medical technicians (EMT's), and paramedics are called upon to protect public health, safety and welfare in a wide variety of settings and situations; and

WHEREAS, due to technical advances in firefighting, the growing complexity of emergency medical responses, threats from hazardous materials, and other factors, the expertise required of firefighters, EMT's and paramedics has never been greater; and

WHEREAS, training is a critical element for the operation of an effective and efficient fire and rescue operation; and

WHEREAS, it is challenging for individual municipal fire and rescue departments to provide required training programs at reasonable cost; and

WHEREAS, the municipalities participating in this Agreement have determined that a cooperative fire training chief program is an efficient means of building their training capacity and improving coordination between the departments; and

WHEREAS, Chapter 70 of the Revised Statutes of Missouri authorizes joint exercise by two or more local governments of any power common to them; and

WHEREAS, it is the desire of the signatories hereto to provide for a cooperative fire training chief program for their mutual advantage; and

WHEREAS, the municipalities subscribing to this Amended and Restated Cooperative Fire Training Chief Agreement previously entered into a predecessor Cooperative Fire Training Officer Agreement ("Original Agreement") with an effective date of August 24, 2021, (pursuant to Paragraph 13 of the Original Agreement) and a duration of three (3) years to August 23, 2024 ("Original Term") with provision for extension thereof, which Original Agreement the Member Cities now wish to amend and restate as hereinafter provided;

NOW, THEREFORE, for and in consideration of the premises, the mutual advantages to be derived therefrom and in consideration of the mutual covenants herein contained, it is agreed by and between the Member Cities hereto as follows:

1. Cooperative Agreement Established. Pursuant to the joint-powers authorization of Chapter 70 of the Revised Statutes of Missouri, the undersigned do hereby enter into a cooperative agreement for the provision of a -Training Chief to be dedicated solely to the training and development of firefighters, paramedics and other personnel of the fire departments of Brentwood, Clayton, Richmond Heights, and Maplewood.

2. Selection of Training Chief to Provide Services under Agreement. A qualified, highly trained Command Officer shall be selected from the fire department of one of the participating municipalities to serve as the Training Chief to perform services specified under this Agreement. The City Manager or City Administrator of each municipality participating in this Agreement ("City Managers") shall approve the selection of and compensation and benefits (consistent with existing employer parameters) for the Training Chief, after his or her credentials have been reviewed by and a recommendation is made collectively, by the Fire Chiefs participating in this agreement. The Training Chief selected shall remain an employee of the single municipality by which he or she is employed ("Employer City"), but his or her duties will be limited to those specified under this Agreement. The Training Chief shall be insured by the Employer City in such manner as reasonably agreed by the City Managers.

3. Services Provided by Training Chief. The Training Chief shall provide the following training and employee development services to each municipality participating in this Agreement:

(a) Evaluation of each department's training needs and development of training curricula;

(b) Facilitation of training classes and exercises for participating departments (including various levels of training- whether it be individual, company level, shift-level, department-wide, and/or mutual aid);

(c) Development of consistent Standard Operating Guidelines (SOG's) to be considered for adoption by all participating departments;

(d) Evaluation of existing and proposed equipment and coordination and planning related to future acquisitions of equipment;

(e) Employee professional development, including recommending individual courses of study, certifications, etc.

(f) Training of employees on emergency preparedness and response and as per the current, established job description, the Training Chief will be subject to potential after-hours response.

(g) Other such activities related to Fire-Rescue-EMS or emergency management training and professional development as may be determined necessary by the Fire Chiefs.

In order to properly evaluate the effectiveness of training and assist in maintaining safe operations while on scene (Safety Officer, Sector/Division/Group Command, other roles, etc.) all participating municipalities shall allow the Training Chief as per current, established job description to respond and participate within a designated role per the Incident Commander as a Command Officer within the context of emergency calls for service, at the direction of the Fire Chiefs.

4. Proportional Division of Training Chief Services. The services of the Training Chief will be divided proportionally among each participating municipality in accordance with the division of the Cooperative Training Chief Program costs as set out in Section 6 of this Agreement. It shall be the responsibility of the Training Chief to document services provided to and/or proportional benefits received by each of the municipalities participating in this Agreement. This documentation shall be reviewed regularly by the Fire Chiefs.

5. Additional Members and Non-Member Participation. Additional member agencies may be added to this cooperative and this Agreement through a written agreement approved by unanimous consent of the current Fire Chiefs and subsequent unanimous approval of the participating City Managers.

With unanimous approval of the Fire Chiefs, the Training Chief may offer limited participation in training activities and programs to non-member organizations on a fee basis provided it does not reduce or otherwise limit the quality of services provided to participating municipalities. Non-member organizations are defined as those that are not named participating municipalities in this Agreement. Fees will be determined in consideration of the market rate for the given type of training offered as determined by the Fire Chiefs. Funds will be used to offset the cost of future budgetary operational expenditures and program enhancements. Clayton will provide billing and related accounting services.

6. Cooperative Training Chief Program Costs. Costs shall be divided on a per capita basis. The municipalities participating in this agreement agree to pay the Employing City a proportionate share of the operational and employment costs associated with the Training Chief based on the number of employees budgeted at the execution of this agreement and as budgeted in each city's adopted annual budget each subsequent year (number of employees for future calculations will be based on the number of employees as of July 1 of each calendar year going forward after the signing of this agreement). The Employer City shall bill each participating municipality quarterly the amounts provided for above, and the municipality shall pay the fee within 30 days of being invoiced. Capital purchases will be established through the current budget practices. Large capital purchases (in excess of \$10,000) will be amortized over a mutually agreed upon period according to the number of personnel served by the training cooperative. The training vehicle will be replaced according to the agreed upon set replacement schedule. The residual value of future retired equipment and/or vehicles will be incorporated into the BCM budget for future capital equipment purchases.

7. Additional Support Costs for Training Chief Cost sharing for administrative workspace provided will be provided by one of the participating agencies (as agreed upon by member agencies) for the Training Chief.

8. Accountability and Program Oversight. The Fire Chiefs of the participating municipalities shall provide supervision to the Training Chief and as a group shall direct the Training Chiefs projects and activities. This oversight shall include decision-making regarding allocation of the Training Chief's efforts among the municipalities in accordance with this Agreement in order to ensure that each municipality is receiving the agreed upon level of service. The Fire Chiefs shall meet and confer no less than quarterly to discuss the Training Chief's accomplishments, plan future training activities, and generally direct shared training efforts under this program.

9. Amendments. This Agreement may be amended, by written amendment and resolution of all the then Member Cities to it. Policies and procedures may be adopted and amended from time to time by unanimous recommendation of the Fire Chiefs and majority written agreement of the City Managers, provided such amendments do not conflict with the terms set forth in this Agreement.

10. Term. The term of this Amended and Restated Agreement shall be three (3) years from the Effective Date specified below ("Term"). Thereafter, the Agreement shall automatically renew for successive periods of one (1) year (each a "Renewal Term"). This Agreement may be terminated at any time by written unanimous consent of the cities that are then Member Cities to the Agreement. Any participating City may withdraw (a) during the Term by written unanimous consent of the cities that are then Member Cities to the Agreement; or (b) during a Renewal Term, by delivering written notice to the City Managers of the other Member Cities at least ninety (90) days prior to August 23. Any withdrawal shall be effective at 11:59 PM on August 23 of the year specified by the withdrawing City,.

11. Tenure of Training Chief. Should the Training Chief become unable to perform services provided for in this Agreement or if a majority of the Fire Chiefs determine that the Training Chief is failing to satisfactorily perform the services outlined under this Agreement, the participating municipalities may remove the Training Chief and suspend payment (regarding personnel cost for Training Chief) until such time that a new Training Chief can be selected.

12. Enforcement. Each member shall have the right to enforce this Agreement against any other member. If in conjunction with enforcing this Agreement legal action is necessary, a defaulting member shall pay reasonable attorney's fees as adjudicated by the court.

13. Authorization. Prior to execution of this Agreement, each participating municipality shall deliver to the other a certified copy of an ordinance authorizing the execution of this Agreement.

14. Effective Date. This Amended and Restated Agreement shall become effective at 12:01 AM, August 24, 2024. The effective date upon which any newly participating

city becomes a Member City will be that date when payment of one quarterly payment to the Employer City is made following delivery of an executed duplicate original copy of this Agreement subscribed on behalf of the new Member City to each of the current Member Cities along with a certified copy of the ordinance authorizing the execution of this Agreement .

IN WITNESS WHEREOF, the undersigned have set their signatures on the respective dates set forth below. This document may be signed in duplicate originals.

CITY OF BRENTWOOD, MISSOURI

By: _____
Date:

CITY OF CLAYTON, MISSOURI

By: _____
Date:

Date
CITY OF MAPLEWOOD, MISSOURI

By: _____
Date:

CITY OF RICHMOND HEIGHTS

By: _____
Date:

BILL NO.

ORDINANCE NO.

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, AUTHORIZING THE CITY MANAGER TO EXECUTE AN AMENDED AND RESTATED AGREEMENT BETWEEN THE CITIES OF BRENTWOOD, CLAYTON, MAPLEWOOD, AND RICHMOND HEIGHTS TO PROVIDE A SHARED FIRE TRAINING CHIEF.

WHEREAS, the cities of Brentwood, Clayton, Maplewood, and Richmond Heights have successfully participated in a cooperative fire training program since 2016; and

WHEREAS, the municipalities have determined that continuing and enhancing this cooperative fire training chief program remains an efficient means of building training capacity and improving coordination between the departments while still being fiscally responsible; and

WHEREAS, due to technical advances in firefighting, the growing complexity of emergency medical responses, threats from hazardous materials, and other factors, the expertise required of firefighters, EMTs, and paramedics continues to increase; and

WHEREAS, Chapter 70 of the Revised Statutes of Missouri authorizes joint exercise by two or more local governments of any power common to them; and

WHEREAS, it is the desire of the signatories hereto to amend and restate the existing agreement to provide for an enhanced cooperative fire training chief program for their mutual advantage.

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

Section I. The City Manager is hereby authorized to enter into an Amended and Restated Cooperative Fire Training Chief Agreement for the provision of a Training Chief to be dedicated solely to the training and development of firefighters, paramedics, and other personnel of the fire departments of Brentwood, Clayton, Maplewood, and Richmond Heights.

Section II. This ordinance shall be in full force and effect fifteen (15) days after its passage and approval.

Passed this th day of , 2024

Barry Greenberg, Mayor

Attest:

Tanya Bohlken, Deputy City Clerk

Approved this th day of , 2024

Barry Greenberg, Mayor

Attest:

Tanya Bohlken, Deputy City Clerk

BILL NO. ____

ORDINANCE NO. ____

OF THE

CITY OF MAPLEWOOD, MISSOURI

PASSED AND APPROVED

SEPTEMBER 10, 2024

[\$PRINCIPAL AMT**]
GENERAL OBLIGATION BONDS
SERIES 2024**

ORDINANCE

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Exhibit A - Form of Bonds

Exhibit B - Preliminary Official Statement

Exhibit C - Continuing Disclosure Undertaking

Exhibit D - Federal Tax Certificate

BILL NO. _____

ORDINANCE NO. _____

AN ORDINANCE AUTHORIZING AND DIRECTING THE ISSUANCE, SALE AND DELIVERY OF GENERAL OBLIGATION BONDS, SERIES 2024, OF THE CITY OF MAPLEWOOD, MISSOURI; PRESCRIBING THE FORM AND DETAILS OF SAID BONDS; PROVIDING FOR THE LEVY AND COLLECTION OF AN ANNUAL TAX FOR THE PURPOSE OF PAYING THE PRINCIPAL OF AND INTEREST ON SAID BONDS AS THEY BECOME DUE; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the City of Maplewood, Missouri (the “City”), is a home rule city and a political subdivision of the State of Missouri, duly created, organized and existing under and by virtue of the City Charter, the Constitution and laws of the State of Missouri; and

WHEREAS, the City is authorized under the provisions of Article VI, Section 26 of the Constitution of Missouri and Section 95.115 *et seq.*, of the Revised Statutes of Missouri (collectively, the “General Obligation Bond Law”) and the City Charter, to incur indebtedness and issue and sell general obligation bonds of the City to evidence such indebtedness for lawful purposes, upon obtaining the approval of at least four-sevenths of the qualified electors of the City voting on the question to incur indebtedness at a municipal, primary or general election; and

WHEREAS, pursuant to the General Obligation Bond Law, an election was duly held in the City at the general municipal election on April 2, 2024 (the “Election”), on the following proposition:

Shall the City of Maplewood, Missouri, issue its general obligation bonds in the amount of \$6,000,000 for the purpose of constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting?

WHEREAS, the votes cast at the Election were duly canvassed as provided by law, and it was found and declared that more than four-sevenths of the qualified voters of the City voting at the Election on the proposition voted in favor of the issuance of said bonds, the vote having been 1,289 votes for the issuance of said bonds and 430 votes against the issuance of said bonds; and

WHEREAS, none of the bonds authorized at the Election have been issued and the City desires to issue \$[**PRINCIPAL AMT**] of the bonds so authorized; and

[****WHEREAS**, the City has determined it is necessary and advisable under current market conditions to generate funds by agreeing to sell bonds with original issue premium (the “Premium Bonds”) resulting in an aggregate reoffering price of _____%; and

WHEREAS, the City acknowledges that the interest rates on the Premium Bonds result in debt service payments that are higher than if the Premium Bonds had been sold at interest rates equal to the yield on each maturity of the Premium Bonds; and**]

WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best interest of the City and of its inhabitants at this time to authorize the issuance and delivery of said bonds pursuant to the General Obligation Bond Law and the City Charter for the purposes aforesaid and as herein provided.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF MAPLEWOOD:

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 City.

“Bond Payment Date” means any date on which principal or Redemption Price 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 General Obligation Bonds, Series 2024, authorized and issued by the City 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.

“City” means the City of Maplewood, Missouri, and any successors or assigns.

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

“Construction Fund” means the fund by that name created by **Section 501**.

“Continuing Disclosure Undertaking” means the City’s Continuing Disclosure Undertaking dated as of September 25, 2024, in substantially the form attached hereto as **Exhibit C**.

“Debt Service Fund” means the fund by that name created in **Section 501**.

“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, if and to the extent the same are at the time legal for investment of the City’s funds:

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

(b) 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:

(i) 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;

(ii) 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;

(iii) 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;

(iv) 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;

(v) 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

(vi) the obligations are rated in the same rating category as United States Government Obligations or higher by a nationally recognized rating service.

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

“Federal Tax Certificate” means the City’s Federal Tax Certificate, dated September 25, 2024, in substantially the form attached hereto as **Exhibit D**, as the same may be amended or supplemented in accordance with the provisions thereof.

“Interest Payment Date” means the Stated Maturity of an installment of interest on any Bond.

“Maturity” means, when used with respect to any Bond, 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 call for redemption or otherwise.

“Ordinance” means this Ordinance adopted by the City Council of the City, 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:

(a) Bonds theretofore cancelled 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**; and

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

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

“Permitted Investments” means any legally permissible investment of the City’s funds.

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

“Project” means constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting, all as described in the proposition approved at the Election.

“Purchaser” means [****Purchaser****], _____, _____, the original purchaser of the Bonds.

“Rebate Fund” means the fund by that name created by **Section 501**.

“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.

“Redemption Date” when used with respect to any Bond to be redeemed, means the date fixed for redemption pursuant to the terms of this Ordinance.

“Redemption Price” when used with respect to any Bond to be redeemed means the price at which such Bond is to be redeemed pursuant to the terms of this Ordinance, including the applicable redemption premium, if any, but excluding installments of interest whose Stated Maturity is on or before the Redemption Date, which price is to be stated as a percentage of the principal amount of those Bonds to be redeemed.

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

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

“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 thereon 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 or higher as the United States of America by a nationally recognized rating service and such obligations are held in a custodial account for the City’s benefit.

ARTICLE II

AUTHORIZATION OF BONDS

Section 201. Authorization of Bonds. There is hereby authorized and directed to be issued the General Obligation Bonds, Series 2024, of the City in the aggregate principal amount of \$[**PRINCIPAL AMT**] (the “Bonds”), which are being issued for the purpose of providing funds to pay (1) the costs of the Project and (2) the costs of issuance of the Bonds.

Section 202. Description of Bonds. The Bonds shall consist of fully-registered bonds, numbered from 1 upward in order of issuance, in denominations of \$5,000 or any integral multiple thereof. The Bonds, as originally issued or issued upon transfer, exchange or substitution, 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**. All of the Bonds shall be dated the date of their original issuance and delivery, shall become due in the amounts on the Stated Maturities, subject to redemption and payment prior to their Stated Maturities as provided in **Article III**, and shall bear interest at rates per annum as follows:

SERIAL BONDS

<u>Stated Maturity</u> <u>(March 1)</u>	<u>Principal</u> <u>Amount</u>	<u>Annual Rate</u> <u>of Interest</u>
2025		
2026		
2027		
2028		
2029		
2030		
2031		
2032		
2033		
2034		
2035		
2036		
2037		
2038		
2039		
2040		
2041		
2042		
2043		
2044		

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 March 1 and September 1 in each year, beginning on [**March 1, 2025**].

Section 203. Designation of Paying Agent.

(a) UMB Bank, N.A., a national banking association with a payment office located in St. Louis, Missouri, is hereby designated as the City'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 (the "Paying Agent").

(b) The City will at all times maintain a Paying Agent meeting the qualifications herein described for the performance of the duties hereunder. The City 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 upon giving written notice by first class mail to the City 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 the 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, having an office in the State of Missouri 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 or Redemption Price 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 or Redemption Price of and interest on the Bonds shall be payable (i) by check or draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register or such other address furnished to the Paying Agent in writing by such Registered Owner, or (ii) by electronic transfer to any Registered Owner upon written notice given to the Paying Agent by such Registered Owner and given to the Paying Agent not less than 15 days prior to the Record Date. Any written notice for electronic transfer shall be signed by the owner and shall include the name and address of the bank, the bank's ABA routing number and the account number to which such Registered Owner wishes to have such transfer directed and an acknowledgment that an electronic transfer fee may be applicable.

(c) The interest payable on each bond on any Interest Payment Date shall be paid by the Paying Agent 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 Payment Date.

(d) Any payment of principal of, Redemption Price, or interest on the Bonds that becomes due on a day which is not a Business Day shall be made on the next succeeding Business Day without additional interest accruing after the stated due date.

(e) 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 City 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 City 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 City and the Paying Agent agree to a shorter time period. The Paying Agent shall promptly notify the City of such Special Record Date and, in the name and at the City's expense, 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.

(f) The Paying Agent shall keep a record of the payment of principal and Redemption Price of and interest paid on all Bonds and, upon the City's written request, forward a copy or summary of such records to the City.

Section 205. Registration, Transfer and Exchange of Bonds.

(a) The City 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 for the registration, transfer and exchange of Bonds as herein provided. Each Bond when issued shall be registered in the name of the Registered 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 City shall pay the reasonable fees and expenses of the Paying Agent for the registration, transfer and exchange of Bonds provided for by this Ordinance and the reasonable 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 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. 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 City and the Paying Agent shall not be required to (i) register the transfer or exchange of any Bond that has been called for redemption after notice of such redemption has been mailed by the

Paying Agent pursuant to **Section 303** and during the period of 15 days next preceding the date of mailing of such notice of redemption, or (ii) register the transfer or exchange of any Bond during a period beginning at the opening of business on the day after receiving written notice from the City of its intent to pay Defaulted Interest and ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to **Section 204**.

(e) The City 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 or Redemption Price 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 City 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 City, the Registered Owners of 10% or more of the aggregate principal amount of the Bonds then Outstanding or any designated representatives of such Registered Owners. The authority of any designated representative of such Registered Owners must be 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 Mayor and attested by the manual or facsimile signature of the City Clerk or Deputy City Clerk and shall have the official seal of the City 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 Mayor and the City Clerk or Deputy City Clerk are hereby authorized and directed to prepare and execute the Bonds in the manner herein specified, and to cause the Bonds to be registered in the office of the State Auditor of Missouri as provided by law, 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, upon payment to the City of the purchase price of the Bonds plus accrued interest thereon 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 City 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 City 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 City may, in its discretion, direct the Paying Agent to pay such Bond instead of delivering a new Bond.

(c) Upon the issuance of any new Bond under this Section, the City 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 City'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 cancelled by the Paying Agent immediately upon the payment, redemption 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 cancelled and shall file an executed counterpart of such certificate with the City.

Section 209. Preliminary and Final Official Statement.

(a) The Preliminary Official Statement, in the form attached hereto as **Exhibit B**, 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 Mayor 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 City 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 City 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 City are hereby authorized, if requested, to provide the Purchaser with 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 City agrees to provide to the Purchaser within seven business days of the date of the sale of Bonds or within sufficient time to accompany any confirmation that requests payment from any customer of the Purchaser, whichever is earlier, sufficient copies of the final Official Statement to enable the Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 210. Sale of Bonds. The sale of the Bonds to the Purchaser at a purchase price of \$_____ (which is equal to the aggregate principal amount of the Bonds, plus **[**an**]** **[**a net**]** original issue premium of \$_____ and 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, the following terms shall have the following meanings:

“Beneficial Owner” means, 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.” means Cede & Co., the nominee of the Securities Depository, and any successor nominee of the Securities Depository with respect to the Bonds.

“Participant” means any broker-dealer, bank or other financial institution for which the Securities Depository holds Bonds as securities depository.

“Representation Letter” means, collectively, the Representation Letter from the City to the Securities Depository and the Representation Letter from the Paying Agent to the Securities Depository with respect to the Bonds.

“Securities Depository” means The Depository Trust Company, New York, New York.

(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 the Securities Depository. The Paying Agent and the City may treat the Securities Depository (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal or Redemption Price of and interest on the Bonds, 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 City shall be affected by any notice to the contrary. Neither the Paying Agent nor the City shall have any responsibility or obligation to any Participant, any Person claiming a beneficial ownership interest in the Bonds under or through the Securities Depository 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 the Securities Depository or any Participant, with respect to the payment by the Securities Depository or any Participant of any amount with respect to the principal or Redemption Price of and interest on the Bonds, with respect to any notice which is permitted or required to be given to the Registered Owners of Bonds under this Ordinance, or with respect to any consent given or other action taken by the Securities Depository as Registered Owner of the Bonds. The Paying Agent shall pay the principal or Redemption Price 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 City's obligations with respect to the principal or Redemption Price of and interest on the Bonds to the extent of the sum or sums so paid. No Person other than the Securities Depository (or the Paying Agent as the Security Depository's FAST Agent) shall receive an authenticated Bond for each separate Stated Maturity evidencing the City's obligation to make payments of principal and interest. Upon delivery by the Securities Depository to the Paying Agent of written notice to the effect that the Securities Depository 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, such Participants may notify the Securities Depository and the Paying Agent, whereupon the Securities Depository shall notify the Participants of the availability through the Securities Depository of Bond certificates. In such event, the Bonds will be transferable in accordance with paragraph (e) hereof. The Securities Depository may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the City 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 the Securities Depository, all payments with respect to the principal or Redemption Price of and interest on of such Bond and all notices with respect to such Bond shall be made and given, respectively, to the Securities Depository 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 the Securities Depository 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 or Redemption Price of and interest on such Bonds. In the event that Bonds are issued to holders other than the Securities Depository, the Paying Agent may rely on information provided by the Securities Depository or any Participant as to the names, addresses of and principal amounts held by the Beneficial Owners of the Bonds.

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional Redemption of Bonds.

(a) *Optional Redemption.* At the option of the City, the Bonds or portions thereof maturing on March 1, 2035 and thereafter, may be called for redemption and payment prior to their Stated Maturity on March 1, 2034 and thereafter as a whole or in part at any time at the Redemption Price of 100% of the principal amount thereof plus accrued interest thereon to the Redemption Date.

(b) *Mandatory Redemption.* The Bonds maturing in the years 20__ and 20__ (collectively, the "Term Bonds") shall be subject to mandatory redemption and payment prior to their Stated Maturity pursuant to the mandatory redemption requirements of this Section at a Redemption Price equal to 100% of the principal amount thereof plus accrued interest to the Redemption Date. The taxes levied in **Article IV**

hereof which are to be deposited into the Debt Service Fund shall be sufficient to redeem, and the City shall redeem on March 1 in each year, the following principal amounts of such Term Bonds:

Term Bonds Maturing on March 1, 20__

<u>Year</u>	<u>Principal Amount</u>
20__	
20__ [†]	
<hr/>	
[†] Final Maturity	

Term Bonds Maturing on March 1, 20__

<u>Year</u>	<u>Principal Amount</u>
20__	
20__ [†]	
<hr/>	
[†] Final Maturity	

At its option, to be exercised on or before the 45th day next preceding any mandatory Redemption Date, the City may: (1) deliver to the Paying Agent for cancellation Term Bonds subject to mandatory redemption on said mandatory Redemption Date, in any aggregate principal amount desired, (2) furnish the Paying Agent funds, together with appropriate instructions, for the purpose of purchasing any Term Bonds subject to mandatory redemption on said mandatory Redemption Date from any Registered Owner thereof whereupon the Paying Agent shall expend such funds for such purpose to such extent as may be practical, or (3) receive a credit with respect to the mandatory redemption obligation of the City under this Section for any Term Bonds subject to mandatory redemption on said mandatory Redemption Date which, prior to such date, have been redeemed (other than through the operation of the mandatory redemption requirements of this subsection (b)) and cancelled by the Paying Agent and not theretofore applied as a credit against any redemption obligation under this subsection (b). Each Term Bond so delivered or previously purchased or redeemed shall be credited at 100% of the principal amount thereof on the obligation of the City to redeem Term Bonds of the same Stated Maturity on such mandatory Redemption Date, and any excess of such amount shall be credited on future mandatory redemption obligations for Term Bonds of the same Stated Maturity in chronological order, and the principal amount of Term Bonds of the same Stated Maturity to be redeemed by operation of the requirements of this Section shall be accordingly reduced. If the City intends to exercise any option granted by the provisions of clauses (1), (2) or (3) above, the City will, on or before the 45th day next preceding each mandatory Redemption Date, furnish the Paying Agent a written certificate indicating to what extent the provisions of said clauses (1), (2) and (3) are to be complied with, with respect to such mandatory redemption payment.

Section 302. Selection of Bonds to be Redeemed.

(a) The Paying Agent shall call Bonds for redemption and payment and shall give notice of such redemption as herein provided upon receipt by the Paying Agent at least 45 days prior to the Redemption Date of the City's written instructions specifying the principal amount, Stated Maturities, Redemption Date and Redemption Prices of the Bonds to be called for redemption. The Paying Agent may in its discretion waive such notice period so long as the notice requirements set forth in **Section 303** are

met. [**The foregoing provisions of this paragraph shall not apply to the mandatory redemption of Bonds hereunder, and Term Bonds shall be called by the Paying Agent for redemption pursuant to such mandatory redemption requirements without the necessity of any action by the City and whether or not the Paying Agent holds in the Debt Service Fund moneys available and sufficient to effect the required redemption.**]

(b) Bonds shall be redeemed only in the principal amount of \$5,000 or any integral multiple thereof. When less than all of the Outstanding Bonds are to be redeemed, such Bonds shall be redeemed in such order of their Stated Maturities, as shall be determined by the City, and Bonds of less than a full Stated Maturity shall be selected by the Paying Agent in \$5,000 units of principal amount in such equitable manner as the Paying Agent may determine.

(c) In the case of a partial redemption of Bonds, when Bonds of denominations greater than \$5,000 are then Outstanding, then for all purposes in connection with such redemption each \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value represented by any Bond are selected for redemption, then upon notice of intention to redeem such \$5,000 unit or units, the Registered Owner of such Bond or the Registered Owner's duly authorized agent shall present and surrender such Bond to the Paying Agent (i) for payment of the Redemption Price and interest to the Redemption Date of such \$5,000 unit or units of face value called for redemption, and (ii) for exchange, without charge to the Registered Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If the Registered Owner of any such Bond fails to present such Bond to the Paying Agent for payment and exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the Redemption Date to the extent of the \$5,000 unit or units of face value called for redemption (and to that extent only).

Section 303. Notice and Effect of Call for Redemption.

(a) Unless waived by any Registered Owner of Bonds to be redeemed, official notice of any redemption shall be given by the Paying Agent on the City's behalf by mailing a copy of an official redemption notice by first class mail at least 30 days but not more than 60 days prior to the Redemption Date to the State Auditor of Missouri and each Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register.

(b) All official notices of redemption shall be dated and shall contain the following information:

(i) the Redemption Date;

(ii) the Redemption Price;

(iii) if less than all Outstanding Bonds are to be redeemed, the identification number, Stated Maturity and, in the case of partial redemption of any Bonds, the respective principal amounts) of the Bonds to be redeemed;

(iv) a statement that on the Redemption Date the Redemption Price will become due and payable upon each such Bond or portion thereof called for redemption and that interest thereon shall cease to accrue from and after the Redemption Date; and

(v) the place where such Bonds are to be surrendered for payment of the Redemption Price, which shall be the principal payment office of the Paying Agent or such other office as the Paying Agent shall designate.

(c) Prior to any Redemption Date, the City shall deposit with the Paying Agent an amount of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds that are to be redeemed on such Redemption Date.

(d) Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption Price therein specified, and from and after the Redemption Date (unless the City defaults in the payment of the Redemption Price) such Bonds or portion of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with such notice, the Redemption Price of such Bonds shall be paid by the Paying Agent. Installments of interest due on or prior to the Redemption Date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, the Paying Agent shall prepare for the Registered Owner a new Bond or Bonds of the same Stated Maturity in the amount of the unpaid principal as provided herein. All Bonds that have been surrendered for redemption shall be cancelled and destroyed by the Paying Agent as provided herein and shall not be reissued.

(e) The failure of any Registered Owner to receive the foregoing notice or any defect therein shall not invalidate the effectiveness of the call for redemption.

(f) In addition to the foregoing notice, further notice shall be given by the Paying Agent on the City's behalf as set out below, but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if official notice thereof is given as above prescribed.

(i) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (A) the CUSIP numbers, if any, of all Bonds being redeemed; (B) the date of issue of the Bonds as originally issued; (C) the rate of interest borne by each Bond being redeemed; (D) the Stated Maturity of each Bond being redeemed; and (E) any other descriptive information needed to identify accurately the Bonds being redeemed.

(ii) Each further notice of redemption shall be filed on the Electronic Municipal Market Access system for municipal securities disclosures ("EMMA") established and maintained by the Municipal Securities Rulemaking Board (or any successor to EMMA established by the Municipal Securities Rulemaking Board). If EMMA ceases to exist, then each further notice of redemption shall be sent by first class, registered or certified mail or overnight delivery, as determined by the Paying Agent, to one or more national information services that disseminate notices of redemption of obligations such as the Bonds.

(g) Each check or other transfer of funds issued for the payment of the Redemption Price of Bonds being redeemed shall bear or have enclosed therewith the CUSIP number, if any, of the Bonds being redeemed with the proceeds of such check or other transfer.

(h) The Paying Agent is also directed to comply with any mandatory or voluntary standards then in effect for processing redemptions of municipal securities established by the Securities and Exchange Commission. Failure to comply with such standards shall not affect or invalidate the redemption of any Bond.

(i) Any notice of optional redemption may be conditioned upon moneys being on deposit with the Paying Agent on or prior to the Redemption Date in an amount sufficient to pay the Redemption Price on the Redemption Date. If such notice is conditional and either the Paying Agent receives written notice from the City that moneys sufficient to pay the Redemption Price will not be on deposit on the Redemption

Date, or such moneys are not received on the Redemption Date, then such notice shall be of no force and effect, the Paying Agent shall not redeem such Bonds and the Paying Agent shall give notice, in the same manner in which the notice of redemption was given, that such moneys were not or will not be so received and that such Bonds will not be redeemed.

ARTICLE IV

SECURITY FOR AND PAYMENT OF BONDS

Section 401. Security for the Bonds. The Bonds shall be general obligations of the City payable as to both principal and interest from ad valorem taxes which may be levied without limitation as to rate or amount upon all the taxable tangible property, real and personal, within the City's territorial limits. The full faith, credit and resources of the City are hereby irrevocably pledged for the prompt payment of the principal of and interest on the Bonds as the same become due.

Section 402. Levy and Collection of Annual Tax.

(a) For the purpose of providing for the payment of the principal of and interest on the Bonds as the same become due, there is hereby levied upon all of the taxable tangible property within the City a direct annual tax sufficient to produce the amounts necessary for the payment of such principal and interest as the same becomes due and payable in each year.

(b) The taxes referred to above shall be extended upon the tax rolls in each of the several years, respectively, and shall be levied and collected at the same time and in the same manner as the City's other ad valorem taxes are levied and collected. The proceeds derived from said taxes shall be deposited in the Debt Service Fund, shall be kept separate and apart from all other funds of the City and shall be used solely to pay the principal of and interest on the Bonds as and when the same become due, and the fees and expenses of the Paying Agent.

(c) If at any time said taxes are not collected in time to pay the principal of or interest on the Bonds when due, the City's Finance Director is hereby authorized and directed to pay said principal or interest out of the City's general funds and to reimburse said general funds for money so expended when said taxes are collected.

ARTICLE V

ESTABLISHMENT OF FUNDS; DEPOSIT AND APPLICATION OF MONEY

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

- (a) Construction Fund.
- (b) Debt Service Fund.
- (c) Rebate Fund.

Section 502. Deposit of Bond Proceeds. The net proceeds received from the sale of the Bonds shall be deposited with the delivery of the Bonds as follows:

(a) All accrued interest, if any, received from the sale of the Bonds shall be deposited in the Debt Service Fund and applied in accordance with **Section 504**.

(b) The sum of \$ _____ from the proceeds of the Bonds shall be deposited into the Construction Fund and applied in accordance with **Section 503**.

Section 503. Application of Moneys in the Construction Fund.

(a) Moneys in the Construction Fund shall be used by the City solely for the purpose of (i) paying the costs of the Project as hereinbefore provided, in accordance with the plans and specifications therefor prepared by the City's architects or engineers heretofore approved by the City Council and on file in the office of the City Clerk, including any alterations in or amendments to said plans and specifications deemed advisable by the City's architects or engineers and approved by the City Council, and (ii) paying the costs and expenses of issuing the Bonds.

(b) The City's Finance Director shall make withdrawals from the Construction Fund only upon receipt of a certificate executed by the City's engineers that such payment is being made for a purpose within the scope of this Ordinance and that the amount of such payment represents only the contract price of the property, equipment, labor, materials or service being paid for or, if such payment is not being made pursuant to an express contract, that such payment is not in excess of the reasonable value thereof. Nothing hereinbefore contained shall prevent the payment out of the Construction Fund of all costs and expenses incidental to the issuance of the Bonds without a certificate from the City's engineers.

(c) Upon completion of the purpose for which the Bonds have been issued, any surplus remaining in the Construction Fund shall be transferred to and deposited in the Debt Service Fund.

Section 504. Application of Money in the Debt Service Fund.

(a) All amounts paid and credited to the Debt Service Fund shall be expended and used by the City for the sole purpose of paying the principal or Redemption Price 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 City's Finance Director is authorized and directed to withdraw from the Debt Service Fund sums sufficient to pay both principal or Redemption Price 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, Redemption Price, interest and fees and expenses 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 City. All money 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 money.

(b) Any money or investments remaining in the Debt Service Fund after the retirement of the indebtedness for which the Bonds were issued and all other indebtedness of the City shall be transferred and paid into the City's general fund.

Section 505. 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 satisfy the Rebate Amount (as defined in the Federal Tax Certificate), for payment to the United States of America, and neither the City 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 City shall periodically determine the amount of arbitrage rebate under Section 148(f) of the Code in accordance with the Federal Tax Certificate, and the City 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 redemption and payment of all of the Bonds and payment and satisfaction of any Rebate Amount, or provision made therefor, shall be released to the City.

(c) Notwithstanding any other provision of this Ordinance, including in particular **Article VII**, the obligation to pay arbitrage rebate to the United States 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 506. Deposits and Investment of Money.

(a) Money 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 money held in the funds created by this Ordinance shall be kept separate and apart from all other funds of the City so that there shall be no commingling of such funds with any other funds of the City.

(b) Money held in any fund referred to in this Ordinance may be invested by the City's Finance Director, in accordance with this Ordinance and the Federal Tax Certificate, in Permitted Investments; provided, however, that no such investment may be made for a period extending longer than to the date when the money 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 507. 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 City 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 or her 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, without liability for interest thereon, repay to the City 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 City, and the Registered Owner thereof shall be entitled to look only to the City for payment, and then only to the extent of the amount so repaid to it by the Paying Agent, and the City shall not be liable for any interest thereon and shall not be regarded as a trustee of such money.

Section 508. 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, Redemption Price or interest 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.

ARTICLE VI

REMEDIES

Section 601. Remedies. The provisions of this Ordinance, including the covenants and agreements herein contained, shall constitute a contract between the City 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 City 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 City, 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 City 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, her 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 City 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. Exception for Continuing Disclosure. This Article VI shall not apply to Section 805 regarding the City's continuing disclosure obligations, and Beneficial Owners (as defined in

the Continuing Disclosure Undertaking) shall have no remedies for enforcement of said obligations other than the remedies provided for in **Section 805** and in the City's Continuing Disclosure Undertaking.

ARTICLE VII

DEFEASANCE

Section 701. Defeasance.

(a) When any or all of the principal of the Bonds or scheduled interest payments thereon have been paid and discharged, then the requirements contained in this Ordinance and the pledge of the City's faith and credit hereunder and all other rights granted hereby shall terminate with respect to the Bonds or scheduled interest payments thereon so paid and discharged. Principal of the 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 or Redemption Date of said principal of the Bonds or the interest payments thereon, in trust for and irrevocably appropriated thereto, cash and/or 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 and redemption premium, if any, on said Bonds and interest accrued to the Stated Maturity or Redemption Date, or if default in such payment has occurred on such date, then to the date of the tender of such payments; provided, however, that if any such Bonds are to be redeemed prior to their Stated Maturity, (1) the City has elected to redeem such Bonds, and (2) either notice of such redemption has been given, or the City has given irrevocable instructions, or shall have provided for an escrow agent to give irrevocable instructions, to the Paying Agent to give such notice of redemption in compliance with **Section 302(a)**.

(b) Any money and Defeasance Obligations that at any time are deposited by or on behalf of the City with the Paying Agent or other commercial bank or trust company, for the purpose of paying and discharging any of the principal of the Bonds, or the interest payments thereon, 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 money and Defeasance Obligations 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.

(c) To accomplish a defeasance of the principal of the Bonds or scheduled interest payments thereon that will not be paid within 90 days of the deposit referred to in paragraph (a) above, the City shall cause to be delivered to the Paying Agent (i) a report of an independent firm of nationally recognized certified public accountants verifying the sufficiency of the escrow established to pay the Bonds in full at Maturity, (ii) an escrow agreement, and (iii) an opinion of Bond Counsel to the effect that the principal of the Bonds or scheduled interest payments thereon are no longer "Outstanding" under this Ordinance. Bonds shall be deemed "Outstanding" under this Ordinance unless and until they are in fact paid and retired or the criteria of this Section are met.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 801. Tax Covenants. The City covenants and agrees to comply with all provisions and requirements of the Federal Tax Certificate, which is hereby approved in substantially the form attached hereto as **Exhibit D**, with such changes therein as shall be approved by the Mayor and the Finance Director, as Bond Compliance Officer. Those officers are hereby authorized to execute the Federal Tax Certificate for and on behalf of the City, such officers' 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 City will cause an audit to be made of its funds and accounts for the preceding fiscal year by an independent public accountant or firm of independent public accountants.

(b) Within 30 days after the completion of each such audit, a copy thereof shall be filed in the office of the City Clerk. 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.

(c) As soon as possible after the completion of the annual audit, the City Council of the City shall review such audit, and if the audit discloses that proper provision has not been made for all of the requirements of this Ordinance, the City shall promptly cure such deficiency.

Section 803. Amendments.

(a) The rights and duties of the City 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 City 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 City Clerk. No such modification or alteration may:

- (i) extend the maturity of any payment of principal or interest due upon any Bond;
- (ii) alter the optional redemption provisions of any Bond;
- (iii) effect a reduction in the amount which the City is required to pay as principal of or interest on any Bond;
- (iv) permit preference or priority of any Bond over any other Bond; or
- (v) 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 City Council of the City 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 City 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 City Council of the City 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 City Clerk and 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 City Clerk 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 City Clerk a copy of the ordinance of the City 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 City 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**) 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 City 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 City 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 City.

Section 805. Continuing Disclosure. The City hereby covenants and agrees that it will comply with and carry out all of the provisions of a Continuing Disclosure Undertaking to be executed by the City and dated the date of issuance and delivery of the Bonds, in substantially the same form attached as **Exhibit C** hereto, as originally executed and as it may be amended from time to time in accordance with the terms thereof. Upon the City's failure to comply with the Continuing Disclosure Undertaking, any Registered Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Section.

Section 806. Further Authority. The officers of the City, including the Mayor, the City Manager, the Finance Director, the City Clerk and the Deputy City Clerk, 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 807. Parties Interested Herein. Nothing in this Ordinance, expressed or implied, is intended or shall be construed to confer upon, or to give to, any person or entity, other than the City, the Paying Agent and the Registered Owners of the Bonds, any right, remedy or claim under or by reason of this Ordinance or any covenant, condition or stipulation thereof, and all covenants, stipulations, promises and agreements in this Ordinance contained by and on behalf of the City shall be for the sole and exclusive benefit of the City, the Paying Agent and the Registered Owners of the Bonds.

Section 808. 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 809. Severability. If any section or other part of this Ordinance 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 811. Effective Date. This Ordinance shall take effect and be in full force from and after fifteen (15) days after its adoption by the City Council.

[Remainder of Page Intentionally Left Blank.]

Passed this 10th day of September, 2024.

Barry Greenberg, Mayor

ATTEST: (SEAL)

Tanya Bohlken, Deputy City Clerk

Approved this 10th day of September, 2024.

Barry Greenberg, Mayor

ATTEST: (SEAL)

Tanya Bohlken, Deputy City Clerk

**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.** _____

**Registered
\$** _____

**CITY OF MAPLEWOOD, MISSOURI
GENERAL OBLIGATION BOND
SERIES 2024**

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>CUSIP No.</u>
_____ %	March 1, _____	September 25, 2024	_____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

THE CITY OF MAPLEWOOD, MISSOURI, a home rule city and political subdivision of the State of Missouri (the “City”), 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 unless called for redemption prior to said maturity date, 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 March 1 and September 1 in each year, beginning on [**March 1, 2025**] until said principal amount has been paid.

The principal or Redemption Price of and interest payable on this Bond shall be payable to the Person in whose name this Bond is registered on the registration books (the “Bond Register”) maintained by UMB Bank, N.A., St. Louis, Missouri (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 month in which any payment on any Bond is to be made and shall be paid by (a) check or

draft mailed by the Paying Agent to the address of such Registered Owner shown on the Bond Register or such other address furnished to the Paying Agent in writing by such Registered Owner, or (b) electronic transfer to any Registered Owner upon written notice given to the Paying Agent by such Registered Owner and given to the Paying Agent not less than 15 days prior to the Record Date. Any written notice for electronic transfer shall be signed by the owner and shall include the name and address of the bank, the bank's ABA routing number and the 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 or Redemption Price 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 City designated "General Obligation Bonds, Series 2024," aggregating the principal amount of \$[**PRINCIPAL AMT**] (the "Bonds"), issued by the City for the purpose of paying the costs of (1) constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting, and (2) issuing the Bonds, under the authority of and in full compliance with the City's Charter, 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 City Council of the City.

At the option of the City, the Bonds or portions thereof maturing on March 1, 2035 and thereafter, may be called for redemption and payment prior to their Stated Maturity on March 1, 2034 and thereafter as a whole or in part at any time at the Redemption Price of 100% of the principal amount thereof plus accrued interest thereon to the Redemption Date.

The Term Bonds are subject to mandatory redemption and payment prior to maturity pursuant to the mandatory redemption requirements of the Ordinance at a Redemption Price equal to 100% of the principal amount thereof plus accrued interest to the Redemption Date.

Notice of redemption, unless waived, is to be given by the Paying Agent by mailing an official redemption notice (which may be conditional upon the sale of refunding obligations by the City) by first class mail at least 30 days but not more than 60 days prior to the redemption date to the State Auditor of Missouri and each registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register maintained by the Paying Agent. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the City defaults in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

The Bonds constitute general obligations of the City payable as to both principal and interest from ad valorem taxes which may be levied without limitation as to rate or amount upon all the taxable tangible property, real and personal, within the territorial limits of the City. The full faith, credit and resources of the City are irrevocably pledged for the prompt payment of the principal of and interest on the Bonds as the same become due.

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 effected on the records of the Securities Depository and its participants. The Paying Agent and the City will recognize the Securities Depository nominee, while the Registered Owner of this Bond, as the owner of this Bond for all purposes, including (i) payments of the principal or Redemption Price of and interest on this Bond, (ii) notices and (iii) voting. Transfers of principal or Redemption Price of 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 City 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 the principal or Redemption Price of and interest on this Bond shall be made in accordance with existing arrangements between the Paying Agent, the City 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 as 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 City 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, principal or Redemption Price of and interest due hereon and for all other purposes and neither the City nor the Paying Agent shall be affected by any notice to the contrary.

The proceedings relating to the issuance of the Bonds have been presented to and filed with the State Auditor of Missouri, who has examined the same and has issued a certificate that such proceedings comply with the laws of the State of Missouri and that the conditions of the contract under which the Bonds were ordered to be issued have been complied with.

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.

[Remainder of Page Intentionally Left Blank.]

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; that a direct annual tax upon all taxable tangible property situated in the City has been levied for the purpose of paying the principal of and interest on the Bonds when due; and that the total indebtedness of the City, including this Bond and the series of which it is one, does not exceed any constitutional or statutory limitation.

IN WITNESS WHEREOF, THE CITY OF MAPLEWOOD, MISSOURI, has caused this Bond to be executed by the manual or facsimile signature of its Mayor and attested by the manual or facsimile signature of its City Clerk or Deputy City Clerk and its official seal to be affixed or imprinted hereon.

CERTIFICATE OF AUTHENTICATION

CITY OF MAPLEWOOD, MISSOURI

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

By: _____
Mayor

Registration Date: _____

(Seal)

UMB BANK, N.A.,
as Paying Agent

ATTEST:

By: _____
Authorized Signatory

Deputy City Clerk

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 on the face of the within Bond in every particular.

Medallion Signature Guarantee:

EXHIBIT B

PRELIMINARY OFFICIAL STATEMENT

[On file in the office of the City Clerk]

EXHIBIT C

CONTINUING DISCLOSURE UNDERTAKING

[On file in the office of the City Clerk]

EXHIBIT D

FEDERAL TAX CERTIFICATE

[On file in the office of the City Clerk]

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



\$6,000,000*
CITY OF MAPLEWOOD, MISSOURI
GENERAL OBLIGATION BONDS
SERIES 2024

Dated: Date of Issuance

Due: March 1, as shown on the inside cover

The General Obligation Bonds, Series 2024 (the “**Bonds**”), will be issued by the City of Maplewood, Missouri (the “**City**”), for the purpose of providing funds to pay (1) the costs of constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting, and (2) the costs of issuing the Bonds, as further described herein under the caption “**PLAN OF FINANCING.**”

Principal of the Bonds is payable annually as set forth on the inside cover of this Official Statement, commencing on March 1, 2025. Interest on the Bonds is payable semiannually on each March 1 and September 1, commencing on March 1, 2025, by check, draft or electronic transfer (subject to the conditions described herein) to the persons who are the registered owners of the Bonds as of the close of business on the fifteenth day of the month preceding the applicable interest payment date.

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

THE BONDS AND INTEREST THEREON WILL CONSTITUTE GENERAL OBLIGATIONS OF THE CITY, PAYABLE FROM AD VALOREM TAXES THAT MAY BE LEVIED WITHOUT LIMITATION AS TO RATE OR AMOUNT UPON ALL OF THE TAXABLE TANGIBLE PROPERTY, REAL AND PERSONAL, WITHIN THE TERRITORIAL LIMITS OF THE CITY. See the caption “**SECURITY FOR THE BONDS.**”

See inside cover for maturities, principal amounts, interest rates, prices and CUSIP numbers.

The Bonds are offered when, as and if issued by the City and accepted by the Underwriter, subject to the approval of validity by Gilmore & Bell, P.C., St. Louis, Missouri, Bond Counsel to the City, and subject to certain other conditions. Bond Counsel will also pass on certain matters relating to this Official Statement. UMB Financial Services, Inc., is serving as municipal advisor to the City in connection with the issuance of the Bonds. It is expected that the Bonds will be available for delivery through the facilities of The Depository Trust Company in New York, New York, on or about September 25, 2024.

The date of this Official Statement is September __, 2024.

* Preliminary; subject to change.

\$6,000,000*
CITY OF MAPLEWOOD, MISSOURI
GENERAL OBLIGATION BONDS
SERIES 2024

MATURITY SCHEDULE*

Base CUSIP: 565590

SERIAL BONDS

<u>Maturity (March 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price</u>	<u>CUSIP</u>
2025	\$170,000	%	%	
2026	40,000			
2027	45,000			
2028	40,000			
2029	45,000			
2030	45,000			
2031	50,000			
2032	50,000			
2033	55,000			
2034	90,000			
2035	445,000			
2036	465,000			
2037	485,000			
2038	505,000			
2039	525,000			
2040	545,000			
2041	565,000			
2042	590,000			
2043	610,000			
2044	635,000			

* Preliminary; subject to change.

CITY OF MAPLEWOOD, MISSOURI

7601 Manchester Road
Maplewood, Missouri 63143
(314) 645-3600

ELECTED OFFICIALS

Barry Greenburg, *Mayor*
Shawn Faulkingham, *Deputy Mayor and Councilmember*
Matt Coriell, *Councilmember*
Krista Garcia, *Councilmember*
Chasity Mattox, *Councilmember*
Eric Page, *Councilmember*
Nick Homa, *Councilmember*

ADMINISTRATIVE OFFICIALS

Amber Withycombe, *City Manager and City Clerk*
Anthony Traxler, *Assistant City Manager and Director of Public Works*
Alexis Miller, *Finance Director*
Laura Miller, *Community Development Director*
Matt Nighbor, *Police Chief*
Peter Marsac, *Fire Chief*
Tanya Bohlken, *Deputy City Clerk*

CITY ATTORNEY

Lewis Rice LLC
St. Louis, Missouri

BOND AND DISCLOSURE COUNSEL

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

MUNICIPAL ADVISOR

UMB Financial Services, Inc.
St. Louis, Missouri

PAYING AGENT

UMB Bank, N.A.
St. Louis, Missouri

REGARDING USE OF THIS OFFICIAL STATEMENT

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

The information set forth herein has been obtained from the City and other sources that are deemed to be reliable, but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, the City. The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information

No dealer, broker, salesperson or any other person has been authorized by the City or the Underwriter to give any information or make any representations, other than those contained in this Official Statement, in connection with the offering of the Bonds, 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 by any person in any state in which it is unlawful for such person to make such offer, solicitation or sale. The information herein is subject to change without notice, and neither the delivery of this Official Statement nor the sale of any of the Bonds hereunder shall under any circumstances create any implication that there has been no change in the affairs of the City or the other matters described herein since the date hereof.

IN CONNECTION WITH THE OFFERING OF THE BONDS, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH 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.

CAUTIONARY STATEMENTS REGARDING FORWARDLOOKING 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 CITY NOR ANY OTHER PARTY PLANS TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD-LOOKING STATEMENTS IF OR WHEN THEIR EXPECTATIONS, OR EVENTS, CONDITIONS OR CIRCUMSTANCES UPON WHICH SUCH STATEMENTS ARE BASED OCCUR.

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OFFICIAL STATEMENT

CITY OF MAPLEWOOD, MISSOURI

\$6,000,000*

GENERAL OBLIGATION BONDS SERIES 2024

INTRODUCTION

The following introductory information is subject in all respects to more complete information contained elsewhere in this Official Statement. The order and placement of materials in this Official Statement, including the appendices hereto, are not to be deemed to be a determination of relevance, materiality or relative importance, and this Official Statement, including the cover page and appendices, should be considered in its entirety. The offering of the Bonds to potential investors is made only by means of the entire Official Statement.

General

This Official Statement, including the cover page and appendices hereto, is furnished to prospective purchasers in connection with the offering and sale of \$6,000,000* aggregate principal amount of General Obligation Bonds, Series 2024 (the “**Bonds**”), by the City of Maplewood, Missouri (the “**City**”). The issuance and sale of the Bonds are authorized by an ordinance of the City Council of the City expected to be adopted on September 10, 2024 (the “**Ordinance**”). *All capitalized terms used herein and not otherwise defined herein have the meanings assigned to those terms in the Ordinance.*

Authorization and Purpose of the Bonds

On April 2, 2024, the voters of the City approved the issuance of general obligation bonds in the amount of \$6,000,000*. The Bonds are being issued for the purpose of providing funds to pay (1) the costs of constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting (the “**Project**”) and (2) the costs of issuing the Bonds. See the section herein captioned “**PLAN OF FINANCING.**”

Security for the Bonds

The Bonds will constitute general obligations of the City and will be payable as to both principal and interest from ad valorem taxes, which may be levied without limitation as to rate or amount upon all taxable tangible property, real and personal, within the territorial limits of the City. See the section herein captioned “**SECURITY FOR THE BONDS.**”

Continuing Disclosure

The City has covenanted in a Continuing Disclosure Undertaking dated as of September 1, 2024 (the “**Continuing Disclosure Undertaking**”) to provide certain financial information and operating data relating to the City and to provide notices of the occurrence of certain enumerated events relating to the Bonds. The Continuing Disclosure Undertaking was entered into by the City to comply with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “**Rule**”). See the section herein captioned “**CONTINUING DISCLOSURE UNDERTAKING**” and the proposed form of the Continuing Disclosure Undertaking, which is included as *Appendix C*.

* Preliminary; subject to change.

THE BONDS

General

The Bonds are being issued in the aggregate principal amount of \$6,000,000*. The Bonds are dated as of the date of original issuance and delivery thereof. Principal is payable on March 1 in the years and in the principal amounts set forth on the inside cover page hereof, subject to redemption and payment prior to maturity, upon the terms and conditions described under the section herein captioned “**THE BONDS – Redemption Provisions.**” Interest on the Bonds is calculated at the rates per annum set forth on the inside cover page, computed on the basis of a 360-day year of twelve 30-day months. The Bonds shall consist of fully-registered bonds in denominations of \$5,000 or any integral multiple thereof. Interest on the Bonds is payable from the date thereof or the most recent date to which interest has been paid and is payable semiannually on March 1 and September 1 in each year, beginning March 1, 2025.

The principal or Redemption Price (as defined herein) of the Bonds will be paid at maturity or upon earlier redemption to the person in whose name such Bond is registered on the registration books (the “**Bond Register**”) at the maturity or Redemption Date (as defined herein) thereof, upon presentation and surrender of such Bond at the principal payment office of UMB Bank, N.A., St. Louis, Missouri (the “**Paying Agent**”), or such other office designated by the Paying Agent. Payment of the interest on the Bonds will be made to the person in whose name such Bond is registered on the Bond Register at the close of business on the fifteenth day (whether or not a Business Day) of the calendar month preceding the interest payment date (the “**Record Date**”). The principal or Redemption Price of and interest on the Bonds will be made by check or draft mailed by the Paying Agent to the address of each Registered Owner shown on the Bond Register or such other address as is furnished to the Paying Agent in writing by such Registered Owner, or by electronic transfer to such Registered Owner upon written notice signed by such Registered Owner and given to the Paying Agent not less than 15 days prior to the Record Date for such payment, containing the electronic transfer instructions including the name and address of the bank, the bank’s 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.

Redemption Provisions

Optional Redemption. At the option of the City, the Bonds or portions thereof maturing on and after March 1, 2035 may be called for redemption and payment prior to their Stated Maturity on and after March 1, 2034, in whole or in part, at any time, in such amounts for each Stated Maturity as shall be determined by the City, at the Redemption Price of 100% of the principal amount thereof, plus accrued interest thereon to the Redemption Date.

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

In the case of a partial redemption of Bonds, when Bonds of denominations greater than \$5,000 are then-Outstanding, then for all purposes in connection with such redemption each \$5,000 of face value shall be treated as though it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of face value represented by any Bond are selected for redemption, then upon notice of intention to redeem such \$5,000 unit or units, the Registered Owner of such Bond or the Registered Owner’s duly authorized agent shall present and surrender such Bond to the Paying Agent (1) for payment of the price at which such Bond is to be redeemed (the “**Redemption Price**”) and interest to the date fixed for

* Preliminary; subject to change.

redemption (the “**Redemption Date**”) of such \$5,000 unit or units of face value called for redemption and (2) for exchange, without charge to the Registered Owner thereof, for a new Bond or Bonds of the aggregate principal amount of the unredeemed portion of the principal amount of such Bond. If the Registered Owner of any such Bond shall fail to present such Bond to the Paying Agent for payment and exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the Redemption Date to the extent of the \$5,000 unit or units of face value called for redemption (and to that extent only).

Notice of Redemption. Unless waived by any Registered Owner of Bonds to be redeemed, official notice of any redemption shall be given by the Paying Agent on the City’s behalf, by mailing a copy of an official redemption notice by first-class mail at least 30 days and not more than 60 days prior to the Redemption Date to the State Auditor of Missouri and each Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register.

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

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

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

Effect of Call for Redemption. After an amount of money sufficient to pay the Redemption Price has been deposited with the Paying Agent and official notice of redemption has been given as aforesaid, (1) the Bonds or portions of Bonds to be redeemed shall become due and payable on the Redemption Date, at the Redemption Price specified in the notice, and (2) from and after the Redemption Date (unless the City defaults in the payment of the Redemption Price) such Bonds or portions of Bonds shall cease to bear interest.

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

Book-Entry Only System

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

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

DTC and its Participants. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“**Direct Participants**”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“**DTCC**”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

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

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

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

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

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

Payments of Principal, Redemption Price and Interest. Payment of the principal or Redemption Price of and interest on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent, on the payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participants and not of DTC, the Paying Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of the principal or Redemption Price of and interest on the Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

The City 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 the Registered Owners.

Registration, Transfer and Exchange of Bonds

The City 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 the Bonds as provided in the Ordinance. Upon surrender of any Bond at the principal payment office of the Paying Agent, or at such other office designated by the Paying Agent, the Paying Agent shall transfer or exchange such Bond as provided in the Ordinance.

The Paying Agent shall transfer or exchange such Bond for a new Bond or Bonds in any authorized denomination of the same Stated Maturity and in the same aggregate principal amount as the Bond that was presented for transfer or exchange. Bonds presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Paying Agent, duly executed by the Registered Owner thereof or by the Registered Owner's duly authorized agent. Any additional costs or fees that might be incurred in the secondary market, other than fees of the Paying Agent, are the responsibility of the Registered Owners of the Bonds. If any Registered Owner fails to provide a correct taxpayer identification number to the Paying Agent, the Paying Agent may make a charge against such Registered Owner sufficient to pay any governmental charge required to be paid as a result of such failure. The City and the Paying Agent shall not be required (1) to register the transfer or exchange of any Bond that has been called for redemption after notice of such redemption has been mailed by the Paying Agent in accordance with the Ordinance and during the period of 15 days next preceding the date of mailing of

such notice of redemption, or (2) to register the transfer or exchange of any Bond during a period beginning at the opening of business on the day after receiving written notice from the City of its intent to pay Defaulted Interest and ending at the close of business on the date fixed for the payment of Defaulted Interest pursuant to the Ordinance.

SECURITY FOR THE BONDS

Pledge of Full Faith and Credit. The Bonds will constitute general obligations of the City and will be payable as to both principal and interest from ad valorem taxes, which may be levied without limitation as to rate or amount upon all the taxable tangible property, real and personal, within the territorial limits of the City.

Levy and Collection of Annual Tax. Under the Ordinance, the City has authorized the imposition upon all of the taxable tangible property within the City of a direct annual tax sufficient to produce the amounts necessary for the payment of the principal of and interest on the Bonds as the same becomes due and payable in each year. Such taxes shall be extended upon the tax rolls in each year, and shall be levied and collected at the same time and in the same manner as the other ad valorem taxes of the City are levied and collected. The proceeds derived from said taxes shall be deposited in the Debt Service Fund, shall be kept separate and apart from all other funds of the City and shall be used solely for the payment of the principal of and interest on the Bonds, as and when the same becomes due, and the fees and expenses of the Paying Agent.

RISK FACTORS

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

Ad Valorem Property Taxes

Under the Ordinance, the City has authorized the levy of a direct annual tax on all taxable tangible property within the City sufficient to produce amounts necessary for the payment of the principal of and interest on the Bonds each year. Declining property values in the City, whether caused by national or global financial crises, natural disasters, local economic downturns, or other reasons, may require higher levy rates, which may increase the burden on local taxpayers and affect certain taxpayers' willingness or ability to continue timely paying property taxes. See "**PROPERTY TAX INFORMATION – Property Valuations**" in *Appendix A* of this Official Statement. In addition, the issuance of additional general obligation bonds by the City or other indebtedness by other political subdivisions within the boundaries of the City would increase the tax burden on taxpayers within the boundaries of the City. See "**DEBT STRUCTURE OF THE CITY – General Obligation Indebtedness**" and "**– Overlapping General Obligation Indebtedness**" in *Appendix A* of this Official Statement. Missouri law limits the amount of general obligation debt issuable by the City to 20% of the assessed valuation of taxable tangible property within the boundaries of the City. Other political subdivisions within the boundaries of the City are subject to similar limitations on general obligation debt imposed by Missouri law, including school districts, counties and certain other political subdivisions, which are limited to general obligation debt of 15%, 10% and 5% of assessed valuation of taxable tangible property, respectively.

Concentration of property ownership within the boundaries of the City would expose the City's ability to collect ad valorem property taxes to the financial strength, ability and willingness of major taxpayers to pay

property taxes. See “**PROPERTY TAX INFORMATION – Property Valuations**” and “– **Major Property Taxpayers**” in *Appendix A* of this Official Statement.

Senior Property Tax Credit Program

In 2023, the Missouri General Assembly passed Senate Bill 190, which authorizes counties to grant property tax credits to residential property owners eligible to receive social security benefits equal to the difference between the real property tax liability on the homestead in the current year minus the real property tax liability on such homestead in the year in which the taxpayer became eligible to receive the tax credit (the “**Senior Property Tax Credit Program**”). Implementation of the Senior Property Tax Credit Program requires either adoption of an ordinance by the county or an initiative petition and voter approval process. Property tax bills within counties that participate in the Senior Property Tax Credit Program will reflect the tax credit on property tax bills for eligible taxpayers, thereby reducing the amount of property taxes that the eligible taxpayer would otherwise pay. On October 17, 2023, the St. Louis County Council passed a bill implementing the Senior Property Tax Credit Program in St. Louis County, which became law on November 1, 2023, and will be effective beginning for the 2024 property tax cycle.

The potential financial impact of the Senior Property Tax Credit Program on the City is not yet ascertainable. If the City’s property tax revenues are reduced in a given year as a result of the Senior Property Tax Credit Program, there will be less property tax revenues available to pay principal of and interest on the Bonds. However, the City is permitted to retain in its debt service fund up to one year’s debt service payments and can increase the debt service levy for future years to address the potential decrease from implementation of the Senior Property Tax Credit Program and to ensure continued payment of the principal of and interest on the Bonds. See “**PROPERTY TAX INFORMATION**” in *Appendix A* of this Official Statement.

Potential Impact of Public Health Emergencies

Regional, national or global public health emergencies, such as the outbreak of the novel coronavirus in December 2019 (“**COVID-19**” or the “**Pandemic**”), could have materially adverse regional, national or global economic and social impacts causing, among other things, the promulgation of local or state orders limiting certain activities, extreme fluctuations in financial markets and contraction in available liquidity, prohibitions of gatherings and public meetings in such places as entertainment venues, extensive job losses and declines in business activity across important sectors of the economy, impacts on supply chain and availability of resources, declines in business and consumer confidence that negatively impact economic conditions or cause an economic recession. The City cannot predict the extent to which its operations or financial condition may decline nor the amount of increased costs, if any, that may be incurred by the City associated with operating during any public health emergencies including, but not limited to, the amount of (1) increases in required services of the City, (2) costs to clean, sanitize and maintain its facilities, (3) costs to hire additional and/or substitute employees, (4) costs to acquire supporting goods and services, or (5) costs to operate remotely and support the employees of the City. Accordingly, the City cannot predict the effect any public health emergencies will have on the finances or operations of the City or whether any such effects will have a material adverse effect on the ability to support payment of debt service on the Bonds.

The City receives the majority of its revenue from sales taxes. Historical revenues and expenditures for the City’s General Fund for the fiscal years ended June 30, 2020 through 2023 are set forth under the caption “**FINANCIAL INFORMATION CONCERNING THE CITY – The General Fund**” in *Appendix A* of this Official Statement.

Secondary Market Prices and Liquidity

The Underwriter will not be obligated to repurchase any of the Bonds, and no representation is made concerning the existence of any secondary market for the Bonds. No assurance is given that any secondary

market will develop following the completion of the offering of the Bonds, and no assurance is given that the initial offering price for the Bonds will continue for any period of time.

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 the operating performance or tax collection patterns of issuers. Particularly, prices of outstanding municipal securities should be expected to decline if prevailing market interest rates rise. Municipal securities are generally viewed as long-term investments, subject to material unforeseen changes in the investor's or the issuer's circumstances and may require commitment of the investor's funds for an indefinite period of time, perhaps until maturity.

Rating

S&P Global Ratings, a division of S&P Global Inc. ("**S&P**") has assigned the Bonds the rating set forth under "**BOND RATING**" in this Official Statement. The rating reflects only the views of S&P, and an explanation of the significance of such 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 S&P if, in its judgment, circumstances warrant. Any such downward revision or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

Bankruptcy

In addition to the limitations on remedies contained in the 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 of Missouri. Section 108.180 of the Revised Statutes of Missouri requires that any interest and sinking fund moneys only be used to pay principal of and interest on the Bonds. The City, like all other Missouri political subdivisions, is specifically authorized by Missouri law 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.

Amendment of the Ordinance

Certain amendments, effected by ordinance of the City, to the Bonds and the Ordinance may be made with the written consent of the Registered Owners of not less than a majority in principal amount of the Bonds then-Outstanding. Such amendments may adversely affect the security of the owners of the Bonds; provided that, no amendments may (1) extend the maturity of any payment of principal or interest due upon any Bond, (2) alter the optional redemption provisions of any Bond, (3) effect a reduction in the amount which the City is required to pay as principal of or interest on any Bond, (4) permit preference or priority of any Bond over any other Bond, or (5) reduce the percentage in principal amount of Bonds required for the written consent to any modification or alteration of the provisions of the Ordinance without the written consent of the Registered Owners of all of the Bonds at the time Outstanding. The City may also amend or supplement the Ordinance, without notice to or the consent of any Registered Owners, for the purpose of curing any formal defect, omission, inconsistency or ambiguity therein or in connection with any other change therein that is not materially adverse to the security of the Registered Owners.

Loss of Premium from Redemption

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

Tax-Exempt Status and Risk of Audit

The failure of the City to comply with certain covenants set forth in the Ordinance could cause the interest on the Bonds to become included in gross income for federal and Missouri income tax purposes retroactive to the date of issuance of the Bonds. The Ordinance does not provide for the payment of any additional interest, redemption premium or penalty if the interest on the Bonds becomes included in gross income for federal and Missouri income tax purposes. See “**TAX MATTERS**” in this Official Statement.

The Internal Revenue Service (the “**IRS**”) 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. Owners of the Bonds are advised that, if an audit of the Bonds were commenced, the IRS, in accordance with its current published procedures, is likely to treat the City as the taxpayer, and the owners of the Bonds may not have a right to participate in such audit. Public awareness of any audit could adversely affect the market value and liquidity of the Bonds during the pendency of the audit, regardless of the ultimate outcome of the audit.

Defeasance Risks

When any or all of the Bonds or scheduled interest payments thereon are deemed paid and discharged as provided in the Ordinance, the requirements contained in the Ordinance and the pledge of the City’s faith and credit thereunder and all other rights granted thereby will 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 Ordinance if there has been deposited with the Paying Agent, or other commercial bank or trust company, moneys and/or Defeasance Obligations that, together with the interest to be earned on any such Defeasance Obligations, will be sufficient for the payment of the principal of and redemption premium, if any, on the Bonds and/or interest accrued to the Stated Maturity or prior Redemption Date. There is no legal requirement in the 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.

Future Economic, Demographic and Market Conditions

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

Cybersecurity Risks

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

of any cybersecurity breaches or attacks. The City maintains an insurance policy to help mitigate the costs of a cybersecurity event.

PLAN OF FINANCING

Authorization of Bonds

The Bonds are authorized pursuant to and in full compliance with the Constitution and statutes of the State of Missouri, including particularly Article VI, Section 26 of the Missouri Constitution and Section 95.115 et seq., of the Revised Statutes of Missouri. On April 2, 2024, the voters of the City approved, by a vote of 1,289 for and 430 against, the issuance of general obligation bonds in the amount of \$6,000,000 for the purpose of constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting. The City has not issued any of the Bonds so authorized. The Bonds are being issued pursuant to the Ordinance, and once issued, the City will not have any remaining voted authority.

The Project

A portion of the Bond proceeds are expected to be used to make the following street, sidewalk, and street lighting improvements throughout the City:

Streets:

- Repair and reconstruction of portions of approximately eleven concrete streets and five asphalt streets (estimated cost: \$4,520,000)
- Construction of approximately five traffic calming measures (estimated cost: \$255,000)

Sidewalks:

- Repair and reconstruction of portions of approximately thirty sidewalks (estimated cost: \$1,027,500)

Street Lighting:

- Installation of approximately twenty-five streetlights (estimated cost: \$197,500)

Construction is expected to begin in July 2024 and to be completed in June 2027.

Sources and Uses of Funds

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

Sources of Funds:

Par Amount of the Bonds	\$
Original Issue Premium	_____
Total	\$ <u> </u>

Uses of Funds:

Project Costs	\$
Costs of Issuance (including Underwriter's Discount)	_____
Total	\$ <u> </u>

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

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

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

Bank Qualification. The Bonds are “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code.

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

Other Tax Consequences

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

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

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

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

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

tax advisors as to the applicability of these tax consequences and other federal income tax consequences of the purchase, ownership and disposition of the Bonds, including the possible application of state, local, foreign and other tax laws.

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

CONTINUING DISCLOSURE UNDERTAKING

General

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

Prior Compliance

The City has made similar undertakings with respect to its outstanding obligations to annually file its audited financial statements and certain operating data (together, the “**Annual Report**”) and notices of the occurrence of certain enumerated events. To the best of the City’s knowledge and belief, the City has complied in all material respects with its prior continuing disclosure undertakings under the Rule for the past five years.

The City has contracted with Gilmore & Bell, P.C. to assist the City in complying with its continuing disclosure undertakings.

BOND RATING

S&P has assigned the Bonds a rating of “_____” based on S&P’s evaluation of the creditworthiness of the City. Such rating reflects only the view of S&P at the time the rating is given, and the City, the Underwriter and the Municipal Advisor make no representation as to the appropriateness of such rating. An explanation of the significance of the rating may be obtained only from S&P. The City furnished S&P with certain information and materials relating to the Bonds and the City that has not been included in this Official Statement. Generally, rating agencies base their ratings on the information and materials so furnished and on investigations, studies and assumptions by the rating agencies. There is no assurance that a particular rating will remain in effect for any given period of time or that it will not be revised downward or withdrawn entirely if, in the judgment of the rating agency, circumstances warrant. Any downward revision or withdrawal of the rating may 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 City’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 City 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 the levy and collection of a tax to pay the principal and interest thereof, or which might affect the City’s ability to meet its obligations to pay the Bonds.

UNDERWRITING

_____, _____, _____ (the “Underwriter”), has agreed to purchase the Bonds at a price of \$ _____ (which is equal to the aggregate original principal amount of the Bonds, plus a net original issue premium of \$ _____, less an underwriting discount of \$ _____). The Underwriter is purchasing the Bonds 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.

MUNICIPAL ADVISOR

UMB Financial Services, Inc., St. Louis, Missouri (the “Municipal Advisor”), is employed as Municipal Advisor to the City to render certain professional services, including advising the City on a plan of financing in connection with the sale of the Bonds. The Municipal Advisor has read this Official Statement. Under the terms of its engagement, the Municipal Advisor is not obligated to undertake, and has not undertaken to make, an independent verification of, or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement, other than this section.

The Municipal Advisor’s duties, responsibilities and fees in connection with this issuance arise solely from the services for which it is engaged to perform as financial advisor on the Bonds. The Municipal Advisor’s compensation is conditional on the successful closing of the Bonds.

MISCELLANEOUS

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

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

[Remainder of page intentionally left blank.]

The City has duly authorized the delivery of this Official Statement.

CITY OF MAPLEWOOD, MISSOURI

By: _____
Mayor

APPENDIX A

INFORMATION REGARDING THE CITY

APPENDIX B

**ANNUAL COMPREHENSIVE FINANCIAL REPORT
FOR THE FISCAL YEAR ENDED JUNE 30, 2023**

APPENDIX C

FORM OF CONTINUING DISCLOSURE UNDERTAKING

CONTINUING DISCLOSURE UNDERTAKING

This **CONTINUING DISCLOSURE UNDERTAKING** dated as of September 25, 2024 (this “*Undertaking*”) is executed and delivered by the **CITY OF MAPLEWOOD, MISSOURI** (the “*Issuer*”).

RECITALS

1. This Undertaking is executed and delivered by the Issuer in connection with the issuance by the Issuer of **\$6,000,000* General Obligation Bonds, Series 2024** (the “*Bonds*”), pursuant to an ordinance adopted by the governing body of the Issuer on September _____, 2024 (the “*Ordinance*”).

2. The Issuer is entering into this Undertaking for the benefit of the Beneficial Owners of the Bonds and in order to assist the Participating Underwriter 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” (as defined by the Rule) with responsibility for continuing disclosure hereunder.

In consideration of the foregoing, 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 Undertaking unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“*Annual Report*” means any Annual Report filed 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, depositories 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 corporate trust office or designated payment office of the trustee, any paying agent or the Dissemination Agent, as applicable, 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 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

* Preliminary; subject to change.

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 **July 1** and ending on **June 30** 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 the offering of the Bonds.

Section 2. Provision of Annual Reports.

- (a) The Issuer shall, not later than **210** days after the end of the Issuer’s Fiscal Year, commencing with the Fiscal Year ending June 30, 2024, 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 accounting principles described in the notes to the financial statements included as Appendix A to the final Official Statement for the Bonds and audited by its independent auditors. If audited financial statements are not available by the time the Annual Report is required to be filed pursuant to this Section, the Annual Report shall contain unaudited financial statements in a format similar to the audited financial information contained in the final Official Statement relating to the Bonds, 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 related to the Bonds, as described in **Exhibit A** hereto, with such modifications to the formatting and general presentation thereof as deemed appropriate by the Issuer; provided, any substantive change to information provided shall be made only in accordance with **Section 6** hereof.

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 filed with 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 shall 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 shall 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.

No 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 (which shall be deemed to occur as provided in the Rule);
- (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(a)** hereof, the Issuer shall send a notice to the MSRB, in substantially the form attached hereto as **Exhibit B**, 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 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 Undertaking are assumed in full by some other entity, such entity shall be responsible for compliance with this Undertaking in the same manner as if it were the Issuer, and the Issuer shall have no further responsibility hereunder. If such assumption occurs prior to the final maturity of the Bonds, the Issuer shall give notice of such assumption in the same manner as for a Material Event under **Section 3** hereof.

Section 5. *Dissemination Agent.*

The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this 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. The 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 Undertaking.

Section 6. *Amendment; Waiver.*

Notwithstanding any other provision of this Undertaking, the Issuer may amend this Undertaking and any provision of this 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 Undertaking.

In the event of any amendment or waiver of a provision of this 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, (a) notice of such change shall be given in the same manner as for a Material Event under **Section 3** hereof, and (b) 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 Undertaking shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this 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 this 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 which is specifically required by this Undertaking, the Issuer shall have no obligation under this 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 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 Undertaking. A default under this Undertaking shall not be deemed an event of default under the Ordinance or the Bonds, and the sole remedy under this Undertaking if there is any failure of the Issuer to comply with this Undertaking shall be an action to compel performance.

Section 9. *Beneficiaries.*

This Undertaking shall inure solely to the benefit of the Issuer, the Participating Underwriter and the 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 Undertaking, the Ordinance or the Bonds shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of this Undertaking 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 Undertaking shall be governed by and construed in accordance with the laws of the State of Missouri.

IN WITNESS WHEREOF, the Issuer has caused this Undertaking to be executed as of the day and year first above written.

CITY OF MAPLEWOOD, MISSOURI

By: _____
Mayor

**EXHIBIT A
TO CONTINUING DISCLOSURE UNDERTAKING**

**FINANCIAL INFORMATION AND OPERATING DATA TO BE
INCLUDED IN ANNUAL REPORT**

The financial information and operating data contained in the tables in the following-described sections of Appendix A to the final Official Statement relating to the Bonds:

- “FINANCIAL INFORMATION CONCERNING THE CITY - The General Fund”
- “PROPERTY TAX INFORMATION - Property Valuations”
- “PROPERTY TAX INFORMATION - Tax Levies and Collection”
- “PROPERTY TAX INFORMATION – Tax Rates”
- “PROPERTY TAX INFORMATION - Major Property Taxpayers”

**EXHIBIT B
TO CONTINUING DISCLOSURE UNDERTAKING
FORM OF FAILURE TO FILE EVENT NOTICE**

Event Notice Pursuant to SEC Rule 15c2-12(b)(5)(C)

Issuer/Obligated Person: City of Maplewood, Missouri
(the "Obligated Person")

**Issues to which this
Notice relates:** General Obligation Bonds, Series 2024

CUSIP Numbers for Issue to which this Report relates:

<u>Maturity Date</u>	<u>CUSIP Number</u>
-----------------------------	----------------------------

Event Reported: Failure to Timely File Annual Financial Information, Operating Data and/or Audited Financial Statements

The Obligated Person did not timely file its financial information and operating data for the fiscal year ended June 30, 20___. Such financial information and operating data [*will be*] [*were*] filed with the MSRB through EMMA on _____, 20___.

The Obligated Person did not timely file its audited financial statements for the fiscal year ended June 30, 20___. Such audited financial statements [*will be*] [*were*] filed with the MSRB through EMMA on _____, 20___.

The information contained in this Notice has been submitted by the Obligated Person pursuant to contractual undertakings the Obligated Person made in accordance with SEC Rule 15c2-12. Nothing contained in the undertaking or this Notice is, or should be construed as, a representation by the Obligated Person that the information included in this Notice constitutes all of the information that may be material to a decision to invest in, hold or dispose of any of the securities listed above, or any other securities of the Obligated Person.

For additional information, contact:

Finance Director
City of Maplewood, Missouri
7601 Manchester Road
Maplewood, Missouri 63143
(314) 645-3600

Date Submitted: _____, 20___

CITY OF MAPLEWOOD, MISSOURI

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GENERAL INFORMATION CONCERNING THE CITY

General

The City is located in south-central St. Louis County (the “County”), just west of the City of St. Louis, east of the City of Brentwood, north of the City of Webster Groves and south of the City of Richmond Heights. The City is 1.5 square miles and the current population is estimated to be 8,041.

The City has 10 parks within its boundaries that offer lighted ball fields, soccer fields, playgrounds, picnic areas and pavilions. The City also has a skate park, roller rink, family aquatic center and library. Residents of the City also have access to a recreation center located in nearby Richmond Heights that has a weight room, gym, meeting rooms, swimming pool, hot tub, sauna and is connected to the Richmond Heights Library. The City is a member of the Parks and Recreation Cooperative, which began in 2003 and allows citizens of the City, the City of Brentwood and the City of Richmond Heights to use each other’s parks and recreation facilities.

The City has a thriving business community convenient to both the City of St. Louis to the east and St. Charles County to the west. The City has three main shopping areas and continues to attract several new businesses while retaining the majority of existing businesses. The Special Business District is located in downtown Maplewood. It is a part of Historic Route 66 and is a collection of unique shops and restaurants. To the south, Deer Creek Center is a large shopping district that houses several large retailers. To the north, Maplewood Commons shopping district houses three big box stores - Wal-Mart, Lowes and Sam’s Club - along with several other stores and restaurants. The City is also home to Sunnen Business Park, a business and manufacturing district, which is anchored by Sunnen Products Company and is the location of several other businesses. Sunnen Business Park is in the process of redevelopment and continues to add new businesses.

Type of Government

The City is a Charter City and operates under a City Manager form of government. The City Council is comprised of six council members (two from each ward). Council members are elected to serve three-year terms. The City Manager is appointed by a majority vote of the City Council and is responsible for the day-to-day management of the City. The City Manager enforces the policies set by the Mayor and City Council and is responsible for all personnel decisions. The Mayor is elected at large to serve a three-year term. Each elected official can serve no more than three consecutive terms. The current Mayor and the members of the City Council are as follows:

	<u>Year First Elected</u>	<u>Year Present Term Expires</u>
Barry Greenburg, Mayor ⁽¹⁾	2024	2027
Matt Coriell, Councilmember, Ward 1	2023	2025
Krista Garcia, Councilmember, Ward 1	2023	2026
Chasity Mattox, Councilmember, Ward 2	2023	2026
Eric Page, Councilmember, Ward 2	2021	2025
Shawn Faulkingham, Deputy Mayor Councilmember, Ward 3	2005	2026
Nick Homa, Councilmember, Ward 3	2022	2025

⁽¹⁾ Barry Greenburg was previously Mayor of the City from 2018 – 2021 and was re-elected in 2024.

Amber Withycombe was appointed City Manager for the City in January 2024. Ms. Withycombe was formerly the Director of Donor Communications and Recognition at Washington University in St. Louis and a former member of the Board of Education for the Maplewood-Richmond Heights School District. She has previously served on the City’s Planning and Zoning Commission. Ms. Withycombe has a Bachelor of Arts degree from the University of California, Berkeley and a Master of Fine Arts degree from the University of Iowa.

She will receive a Master of Public Administration degree with a focus on local government management and public sector leadership from Southern Illinois University Edwardsville in December 2024.

Employees

The City currently has 75 full-time and 3 part-time employees. Benefits provided to full-time employees include: health, dental and life insurance, a retirement plan (see the caption “**Pension Plans**” herein) and paid time off. In 2007, the Missouri Supreme Court held that public employees have a constitutional right to collectively bargain under Missouri’s Constitution. No City employees are currently covered by a collective bargaining agreement; however, City firefighters are currently in negotiations with the City. The City has no record of any work stoppages or labor disputes.

Pension Plans

Missouri Local Government Employees Retirement System (“LAGERS”). The City participates in LAGERS, a multiple-employer public employee retirement system that acts as a common investment and administrative agent for local government entities in the State of Missouri (the “**State**”). 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 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 Governor.

LAGERS issues a publicly-available financial report that includes financial statements and required supplementary information. The LAGERS Annual Comprehensive Financial Report for the fiscal year ended June 30, 2023 (the “**2023 LAGERS Annual Report**”) is available at <https://www.molagers.org/financial-reports/>. The link to the 2023 LAGERS Annual Report is provided for general background information only, and the information in the 2023 LAGERS Annual Report is not incorporated by reference herein. The 2023 LAGERS Annual Report 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.

All full-time employees of the City working in a LAGERS-covered department are eligible to participate in LAGERS. The City is required by statute to contribute at an actuarially determined rate for each category of participating employees. For LAGERS’ fiscal year ended June 30, 2023, the City contributed \$1,815,201 to LAGERS on behalf of participating employees. The City’s actuarially determined contribution rates for 2023 were 11.5% for general employees, 28.3% for police and 32.3% for fire. The City’s actuarially determined contribution rates for 2024 are 11.3% for general employees, 29.3% for police and 30.2% for fire. All full-time employees participating in LAGERS make a required contribution of 4% of their gross pay as well.

For additional information regarding the City’s participation in LAGERS relating to the fiscal year ended June 30, 2023 see Note 6 – Retirement Plans in **Appendix B**. For additional information regarding LAGERS, see the 2023 LAGERS Annual Report.

Deferred Compensation Plan. The City offers its employees a deferred compensation plan created in accordance with Section 457 of the Internal Revenue Code. The plan, available to all City employees, permits them to defer a portion of their salary until future years. The deferred compensation is not available to employees until termination, retirement, death or unforeseeable emergency.

The City funds all amounts of compensation deferred under the plan, at the direction of the covered employee, through investments in the International City Manager Association (“**ICMA**”) Retirement Corporation. It is the opinion of the City’s legal counsel that the City has no liability for losses under the plan but does have the duty of due care that would be required of an ordinary prudent investor.

The plan assets are required to be held in trust for the exclusive benefit of plan participants and their beneficiaries. The City does not report the deferred compensation plan assets and liabilities on its combined balance sheet and the City does not have significant administrative involvement with the plan, nor does the City perform the investing function for the plan. For additional information regarding the City's deferred compensation plan, see Note 6 – Retirement Plans in *Appendix B*.

Other Post-Employment Benefits

The City of Maplewood Other Postemployment Benefits (“**OPEB**”) Plan (the “**Plan**”) provides OPEB for certain eligible employees who retire from the City and their dependents. The Plan is a single-employer defined benefit OPEB plan that is administered by the City. The benefits and benefit levels are governed by City policy. No assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions. The Plan does not issue a stand-alone financial report.

The Plan provides an opportunity for continuation of medical and dental insurance benefits to eligible retirees and their dependents. In order to be eligible, City retirees must be eligible for normal or early retirement. General employees are eligible for normal retirement at age 60 with 5 years of service or early retirement at age 55 with 5 years of service. Police and fire employees are eligible for normal retirement at age 55 with 5 years of service or early retirement at age 50 with 5 years of service. Retirees who elect to participate must pay 100% of the required premium in effect for the current plan year or any subsequent year at the premium rates in effect at that time. Since the retirees pay a premium for each year, the City's share of any premium cost is determined on the basis of a blended rate or implicit rate subsidy calculation. The City's total liability of \$1,158,519 was measured as of June 30, 2023 and was determined by an actuarial valuation as of June 30, 2022 and rolled forward to June 30, 2023. There have been no significant changes between the valuation date and fiscal year end. For more details on OPEB see Note 9 – Post Retirement Health Care Benefits in *Appendix B*.

Risk Management

Significant losses are covered by participation in three public entity risk pools described below. For insured programs, there have been no significant reductions in insurance coverage. Settlement amounts did not exceed insurance coverage for the three years ended June 30, 2023.

In August 1986, the City joined an association of County municipalities called St. Louis Area Insurance Trust (“**SLAIT**”). SLAIT administers an insurance plan which provides coverage for workers' compensation insurance for the municipalities. The premiums paid to SLAIT by the municipalities are used to form a reserve for paying claims. This reserve insures the City for workers' compensation claims up to \$1,000,000 and provides reinsurance for claims between \$1,000,000 and \$5,000,000. The City's premium payment was \$437,434 for the year ended June 30, 2023.

SLAIT also administers an insurance plan which provides \$2,000,000 of general liability and automobile liability coverage for the municipalities. The premiums paid to SLAIT are used to form a reserve for paying claims. The City's premium payment was \$116,324 for the year ended June 30, 2023.

The City also participates in a health insurance program for municipalities that is administered by SLAIT. The premiums paid to SLAIT are used to form a reserve for paying claims. The City's premium payments totaled \$1,164,481 for the year ended June 30, 2023. For more information, see Note 7 – Insurance Programs in *Appendix B*.

Municipal Utilities and Services

The City provides a full range of services associated with municipalities of similar size and type, including police, fire protection and emergency medical services, the construction and maintenance of streets

and infrastructure, parks and recreational activities. These services are financed from revenues of the City. Missouri-American Water Company provides water service to the City, The Metropolitan St. Louis Sewer District provides sewer service to the City and Republic Services contracts with the City for solid waste collection services. AmerenUE provides electricity and Spire Gas provides natural gas to the City.

Public Safety

The City maintains its own police department. The police department is comprised of 33 sworn officers and 2 civilian employees. The department participates in a community-oriented policing program and also has an officer assigned to juvenile duties.

Fire protection and emergency medical services are provided by the Maplewood Fire Department (the “**Department**”). It covers 1.5 square miles, encompassing residential, commercial, light and heavy rail systems, as well as industrial response within the City. The Department provides mutual aid to surrounding communities and has an Insurance Service Office (“**ISO**”) rating of 2; ISO ratings range from 1 to 10, and 1 is the best rating.

The Department has 21 fire fighters trained through St. Louis County Fire Academy who are crossed trained to provide emergency medical service. The majority of these personnel are paramedics who provide Advanced Lift Support, the highest level of pre-hospital care available, to residents and surrounding communities.

The Department currently has 14 Rescue Specialists certified in multiple technical rescue disciplines including rope rescue, confined space rescue, trench rescue, swift water rescue, and structural collapse.

Communications

Telecommunications services are provided by numerous telecommunications providers. Residents of the City are able to receive broadcast signals from all St. Louis radio and television stations. Local newspapers include the *St. Louis Post-Dispatch*.

Transportation

The City is located approximately 1 mile from Interstate 44 and 2.5 miles from Interstate 64 (US Route 40). Regularly scheduled air passenger and freight service is available at St. Louis Lambert International Airport located approximately 15 miles northwest of the City. MetroLink, the commuter railroad that serves the St. Louis area, has 2 stations in the City.

Educational Institutions and Facilities

The City is served by the Maplewood-Richmond Heights School District. The district is independent of the City and has its own officials, budgets, administrators and taxing powers. The district is currently assigned “accredited” status by the Missouri Department of Elementary and Secondary Education, the highest accreditation status given to Missouri school districts.

Post-secondary educational facilities located in the surrounding area include both public and private colleges and universities such as St. Louis Community College, the University of Missouri-St. Louis, Lindenwood University, Washington University in St. Louis, St. Louis University, Maryville University and Webster University.

Medical and Health Facilities

SSM St. Mary’s Health Center (“**St. Mary’s**”) is located near the City’s corporate limits. St. Mary’s is a two-time winner of Premier Healthcare Alliance’s Premier Award for Quality and has earned The Joint

Commission’s Gold Seal of Approval for the Advanced Primary Heart Attack Center Certification. Centrally located in metro St. Louis, the 525-bed hospital has capabilities in heart attack care, high-risk pregnancies, fetal surgery, a chest pain center, advanced stroke care and imaging and outpatient services. As a teaching hospital, St. Mary’s offers an independent, accredited internal medicine residency program and is the headquarters for Saint Louis University School of Medicine’s Department of Obstetrics and Gynecology and its Family Practice residency programs. Also located in the surrounding area are Washington University Medical Center at Barnes-Jewish Hospital, St. Louis University Hospital, and Mercy Medical Center, as well as numerous doctor’s offices, nursing facilities and other healthcare providers.

Employment

The following table sets forth the total labor force, number of employed and unemployed workers in the City and, for comparative purposes, the unemployment rates for the City, the County, the State and the United States for the years 2020 through 2024:

Year	City Labor Force			Unemployment Rates			United States
	Employed	Unemployed	Total	City	County	State	
2024 ⁽¹⁾	5,553	75	5,628	1.3%	3.2%	3.2%	3.5%
2023	5,352	69	5,421	1.3	3.0	3.0	3.6
2022	5,287	78	5,365	1.5	2.5	2.6	3.6
2021	5,120	128	5,248	2.4	4.2	4.2	5.3
2020	5,402	80	5,482	1.5	6.4	6.2	8.1

⁽¹⁾ As reported in April 2024; not an annualized figure.

Source: U.S. Department of Labor, Bureau of Labor Statistics.

[Remainder of Page Intentionally Left Blank.]

The following list sets forth the names and approximate employment of the top ten employers in the St. Louis Metropolitan Statistical Area as of December 2023:

Employer	Type of Business	Employees
BJC HealthCare	Health care	30,920
Washington University in St. Louis	Education	19,617
Walmart Inc.	Retail	17,500
Boeing Defense, Space & Security	Aerospace engineering and manufacturing	15,796
Mercy	Health care	15,084
SSM Health	Health care	14,226
Scott Air Force Base	Military	13,000
Schnuck Markets Inc.	Grocery retailer	8,768
McDonald’s Corporation	Fast food	8,415
Archdiocese of St. Louis	Religious	7,000

Source: St. Louis Business Journal.

Housing

The median value of owner-occupied housing units in the City, the County and the State are estimated to be as follows:

City	\$228,300
County	249,400
State	199,400

Source: United States Census Bureau, 2018-2022 American Community Survey 5-Year Estimates.

Demographic Statistics

Population. According to the U.S. Census Bureau, the population patterns for the City, the County and the State have been as follows:

<u>Year</u>	<u>City</u>		<u>County</u>		<u>State</u>	
	<u>Population</u>	<u>Percentage Change</u>	<u>Population</u>	<u>Percentage Change</u>	<u>Population</u>	<u>Percentage Change</u>
2020	8,269	+2.7%	1,004,125	+0.5%	6,154,913	+2.8%
2010 ⁽¹⁾	8,046	-14.7	998,954	-1.7	5,988,927	+7.0
2000	9,228	-1.4	1,016,315	+2.3	5,595,211	+9.3
1990	9,962	-8.0	993,529	+2.0	5,117,073	+4.1
1980	10,960	N/A	973,896	N/A	4,916,686	N/A

⁽¹⁾ The decline in population in the City was largely attributable to commercial development that eliminated a significant number of residential units.

Source: United States Census Bureau; Decennial Census.

The following table sets forth the population by age categories for the City, the County and the State:

<u>Age</u>	<u>City</u>	<u>County</u>	<u>State</u>
Under 5 years	446	57,011	360,175
5-19 years	1,292	187,729	1,180,009
20-24 years	610	61,772	415,129
25-44 years	3,121	251,382	1,583,002
45-64 years	2,040	257,522	1,553,624
65 and over	696	184,287	1,062,483
Median Age	33.5	40.2	38.8

Source: United States Census Bureau, 2018-2022 American Community Survey 5-Year Estimates.

Other Statistics. The following table presents median family income for the City, the County and the State:

	<u>Median Family Income</u>
City	\$ 88,684
County	104,371
State	84,745

Source: United States Census Bureau, 2018-2022 American Community Survey 5-Year Estimates.

The following table presents per capita personal income⁽¹⁾ for the County and the State for the years 2018 through 2022, the latest date for which such information is available:

<u>Year</u>	<u>County Per Capita Personal Income</u>	<u>State Per Capita Personal Income</u>
2022	\$93,405	\$57,818
2021	87,474	56,073
2020	78,750	52,095
2019	71,970	48,401
2018	69,917	46,680

⁽¹⁾ **“Per Capita Personal Income”** is the annual total personal income of residents divided by the resident population as of July 1. **“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).

Source: U.S. Department of Commerce, Bureau of Economic Analysis.

FINANCIAL INFORMATION CONCERNING THE CITY

Accounting, Budgeting and Auditing Procedures

The financial statements of the City have been prepared in conformity with generally accepted accounting principles, as applied to government units. GASB is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant accounting policies of the City are described below.

Basis of Accounting. The Government-wide financial statements are reported in the economic resources measurement focus and the accrual basis of accounting, as are the fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be measurable and available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period.

Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to claims and judgments, are recorded only when payment is due.

Fund Accounting. The fund financial statements of the City are organized on the basis of funds, each of which is considered a separate fiscal and accounting entity with self-balancing accounts that comprise its assets, liabilities, deferred outflows/inflows of resources, fund balance, revenues, and expenditures. Governmental resources are allocated to and accounted for in individual funds based upon the purposes for which they are to be spent and the means by which spending activities are controlled. The following fund types are used by the City:

Governmental Fund Types. Governmental funds are those through which most governmental functions of the City are financed. The acquisition, use and balances of the City's expendable financial resources and the related liabilities are accounted for through governmental funds. The measurement focus is upon determination of changes in financial position rather than upon net income. The following are the City's major governmental funds:

General Fund – The General Fund is the general operating fund of the City. It is used to account for all financial resources except those required to be accounted for in another fund.

Park and Stormwater Fund – The Park and Stormwater Fund is used to account for a ½ cent sales tax that was created by voter approval. The uses of the funds from this tax are restricted to parks and recreation operations and improvements and storm water infrastructure improvements.

Fire Sales Tax Fund – The ¼ Cent Fire Sales Tax Fund is used to account for sales tax monies that was created by voter approval for the purpose of providing additional funding to the fire department.

Solid Waste Disposal Fund – The Solid Waste Disposal Fund was created in April 2004 by voter approval. The tax must be used for the purpose of funding residential trash collection for single family, duplexes, triplexes, and four family residences.

Capital Improvement Fund – The ½ Cent Capital Improvement Fund is used to account for a sales tax levy and grants restricted for funding City capital improvements.

Prop P Fund – The Prop P Fund is used to account for the accumulation of sales taxes which must be used for public safety expenditures.

Public Safety Pension Tax Fund – The Public Safety Pension Tax Fund is used to account for a separate property tax levied to provide pension benefits to individuals who provide public safety services to the City.

The other governmental funds of the City are considered non-major. They are special revenue funds which account for the proceeds of specific revenue sources that are legally restricted to expenditures for specific purposes, debt service funds which are used to account for the accumulation of resources for, and the payment of, general long-term debt principal, interest and related costs and a capital projects fund used to account for financial resources to be used for the acquisition or construction related to a municipal firehouse and related facilities.

The City also reports the following fund types:

Investment Trust Fund – The investment trust fund accounts for deposits, withdrawals, and earnings of the local government investment trust fund.

Custodial Fund – The custodial fund accounts for monies held for court bonds.

Budgetary Information. The City follows the following procedures in establishing the budgetary data reflected in the financial statements:

1. The City Manager submits to the City Council a proposed operating budget for the fiscal year commencing the following July 1. The operating budget includes proposed operating expenditures, capital expenditures and the means of financing them.
2. Public hearings are conducted to obtain comments from all interested parties.
3. The budget is formally adopted on or before the last day of the current fiscal year.
4. The City Manager is authorized to transfer budgeted amounts within any department. However, any transfers between departments, between funds or any alteration of the total expenditures of any fund must be approved by the City Council.
5. Expenditures may not legally exceed budgeted appropriations at the department level, unless the City Manager first certifies that there is sufficient unencumbered balance to cover the claim or meet the obligation. The legal level of budgetary control is at the fund level.

The General Fund

In accordance with established accounting procedures of governmental units, the City 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 City's Annual Comprehensive Financial Report for the fiscal year ended June 30, 2023 is included in this Official Statement as **Appendix B**. Copies of prior fiscal year's audits and financial reports are on file with the City. The table on the following page sets forth the revenues, expenditures and fund balances for the City's General Fund for the last four fiscal years.

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**SUMMARY OF OPERATIONS
FISCAL YEARS ENDED JUNE 30**

	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
REVENUES				
Taxes	\$6,940,327	\$6,769,986	\$7,439,801	\$ 7,991,333
Licenses and Permits	870,881	1,385,956	929,112	1,028,875
Fines and Court Costs	270,765	99,866	152,741	123,457
Intergovernmental ⁽¹⁾	37,978	67,478	40,912	1,697,272
Interest Income	29,193	5,745	5,858	12,331
Charges for Services	24,283	7,678	3,073	8,696
Miscellaneous ⁽²⁾	<u>123,345</u>	<u>736,953</u>	<u>158,395</u>	<u>98,651</u>
Total Revenues	<u>\$8,296,772</u>	<u>\$9,073,662</u>	<u>\$8,729,892</u>	<u>\$10,960,615</u>
EXPENDITURES				
Current:				
General Governmental	\$1,784,665	\$1,863,915	\$2,336,862	\$2,387,118
Public Safety ⁽³⁾	5,659,411	5,497,194	5,329,683	0
Public Works	1,568,592	1,248,652	1,072,883	1,349,910
Community Development	-	0	0	364
Capital Outlay	<u>29,555</u>	<u>0</u>	<u>3,800</u>	<u>251,690</u>
Total Expenditures	<u>\$9,042,223</u>	<u>\$8,609,761</u>	<u>\$8,743,228</u>	<u>\$3,989,082</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	\$ (745,451)	\$ 463,901	\$ (13,336)	\$6,971,533
OTHER FINANCING SOURCES (USES) ⁽⁴⁾	<u>-</u>	<u>-</u>	<u>(239,250)</u>	<u>(4,544,052)</u>
NET CHANGE IN FUND BALANCES	\$ (745,451)	\$ 463,901	\$ (252,586)	\$2,427,481
FUND BALANCE -- BEGINNING OF YEAR ⁽⁵⁾	<u>\$6,062,297</u>	<u>\$5,316,846</u>	<u>\$6,382,447</u>	<u>\$6,129,861</u>
FUND BALANCE -- END OF YEAR ⁽⁵⁾	<u>\$5,316,846</u>	<u>\$5,780,747</u>	<u>\$6,129,861</u>	<u>\$8,557,342</u>

(1) Increase in Intergovernmental revenue in Fiscal Year 2023 was primarily attributable to the City's receipt of \$1,632,848 in American Rescue Plan Act ("ARPA") funds related to COVID-19.

(2) Increase in Miscellaneous revenue in Fiscal Year 2021 was primarily attributable to the City's receipt of \$553,331 in Coronavirus Aid, Relief, and Economic Security ("CARES") Act funds related to COVID-19.

(3) Beginning in Fiscal Year 2023, public safety funds were no longer accounted for in the General Fund and were allocated to the Prop P Fund and the Fire Sales Tax Fund.

(4) In Fiscal Year 2022, \$239,250 was transferred from the General Fund to the Firehouse Bond Fund. Other Financing Uses in Fiscal Year 2023 included a transfer of \$1,009,233 from the General Fund to the Fire Sales Tax Fund and a transfer of \$3,578,422 from the General Fund to the Proposition P Fund to cover the additional costs of public safety not covered by the taxes within those two funds. Other Financing Sources in Fiscal Year 2023 include proceeds of insurance.

(5) The difference between the ending fund balance in Fiscal Year 2021 and beginning fund balance in Fiscal Year 2022 is due to a prior period adjustment of \$601,700. The adjustment was required to show the proper accrual of sales taxes.

Source: City's Annual Comprehensive Financial Reports for the fiscal years ended June 30, 2020 - 2023.

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Sources of Revenue

The City finances its general operations through taxes and other sources. The estimated sources of revenue for the fiscal year ended June 30, 2024 are shown below:

<u>Source</u>	<u>Amount</u>	<u>Percent of Total</u>
Taxes		
Sales	\$4,770,000	48.99%
Property	994,900	10.22
Utility	<u>2,120,000</u>	<u>21.77</u>
Total Taxes	\$7,884,900	80.99%
Licenses and Permits	880,215	9.04
Fines and Court Costs	130,000	1.34
Intergovernmental	695,767	7.15
Charges for Services	3,700	0.04
Miscellaneous	<u>141,474</u>	<u>1.45</u>
Total	<u>\$9,736,056</u>	<u>100.00%</u>

Source: City’s unaudited financial statements for fiscal year ended June 30, 2024.

Sales Tax

The sales tax receipts for general purposes are from a 1¼% City sales tax. The following table shows the sales tax receipts of the City based on the 1¼% sales tax described above for the fiscal years listed:

<u>Year</u>	<u>Sales Tax</u>
2023	\$4,434,668
2022	4,296,785
2021	3,245,627
2020	3,252,431
2019	3,281,081

In the County, local sales taxes are collected by the State of Missouri and remitted to the County for distribution. Within the County, some cities are “pool” cities and some cities are “point-of-sale” cities. Maplewood is a point-of-sale city. Pursuant to the Missouri Revised Statutes, 12% of the City’s ¼% general sales tax is contributed to the pool. Under a complicated formula, a portion of the 1% general sales tax is contributed to the pool and varies from city to city depending upon per capita sales tax for the city compared to the per capita countywide average. Point-of-sale cities receive the balance of sales tax revenues generated within their borders. In addition to the general sales tax, subject to voter approval, cities in the County may impose a ½% sales tax for each of the following purposes: capital improvements, parks and storm water, fire protection and economic development. The City levies all or a portion of each of these taxes except for economic development.

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Capital Improvement Sales Tax

In 1994, voters approved a 1/2% capital improvement sales tax. By statute the tax may be used only for capital improvements. The following table shows the total capital improvement sales tax receipts of the City for the fiscal years listed:

<u>Year</u>	<u>Sales Tax</u>
2023	\$1,649,080
2022	1,595,215
2021	1,462,404
2020	1,418,711
2019	1,412,060

Park and Storm Water Sales Tax

In 1997, voters approved a 1/2% sales tax for park and storm water projects. The tax is a point-of-sale tax with 15% being contributed to the County's capital improvement sales tax pool. By statute, this tax may be used solely for capital and operating expenses for parks and for storm water infrastructure projects. The following table shows the total park and storm water sales tax receipts of the City for the fiscal years listed:

<u>Year</u>	<u>Sales Tax</u>
2023	\$1,724,031
2022	1,669,413
2021	1,469,085
2020	1,498,661
2019	1,511,311

Fire Protection Sales Tax

In 2003, voters approved a 1/4% sales tax for fire protection. By statute, this tax may be used solely for funding capital and operating expenses relating to the fire department. In 2020, voters approved an additional 1/4% sales tax for fire protection. Collection of this tax began in the second quarter of 2021. The following table shows the fire protection sales tax receipts of the City for the fiscal years listed:

<u>Year</u>	<u>Sales Tax</u>
2023	\$1,719,494
2022	1,653,771
2021	855,586
2020	749,330
2019	755,655

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DEBT STRUCTURE OF THE CITY

Legal Debt Capacity

Article VI, Sections 26(b) and 26(c) of the Constitution of Missouri limits the net outstanding amount of authorized general obligation bonds for a city to 10 percent of the assessed valuation of the city. Article VI, Sections 26(d) and 26(e), however, provide that a city may, with the required voter approval, issue general obligation bonds in an amount not to exceed an additional 10 percent of assessed valuation for the purpose of acquiring rights-of-way; constructing, extending and improving streets and avenues; constructing, extending and improving sanitary or storm sewer systems; or purchasing or constructing waterworks or electric light plants; provided that the total general obligation indebtedness of a city does not exceed 20 percent of the assessed valuation. The legal debt margin of the City based upon the 2023 assessed valuation is calculated as follows:

2023 Assessed Valuation	\$263,880,651
Debt Limit (20% of Assessed Valuation)	52,776,130
Less: General Obligation Bonds Outstanding ⁽¹⁾	<u>9,280,000*</u>
Legal Debt Margin	<u>\$43,496,130*</u>

⁽¹⁾ Includes the Bonds.

Outstanding Indebtedness

Following the issuance of the Bonds, the City will have the following series of general obligation bonds outstanding:

<u>Name of Bonds</u>	<u>Stated Maturity</u>	<u>Principal Amount Outstanding</u>
General Obligation Bonds, Series 2015	March 1, 2034	\$3,280,000
The Bonds	March 1, 2044*	<u>6,000,000*</u>
Total		<u>\$9,280,000*</u>

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* Preliminary; subject to change.

Debt Service Requirements

The following table sets forth the debt service requirements on all of the outstanding general obligation indebtedness of the City as of the date of this Official Statement:

Fiscal Year Ending <u>June 30</u>	<u>Series 2024 Bonds</u>			
	<u>Outstanding Bonds⁽¹⁾</u>	<u>Principal*</u>	<u>Interest</u>	<u>Total</u>
2025	\$290,000	\$170,000		
2026	300,000	40,000		
2027	305,000	45,000		
2028	315,000	40,000		
2029	325,000	45,000		
2030	335,000	45,000		
2031	345,000	50,000		
2032	355,000	50,000		
2033	365,000	55,000		
2034	345,000	90,000		
2035	-	445,000		
2036	-	465,000		
2037	-	485,000		
2038	-	505,000		
2039	-	525,000		
2040	-	545,000		
2041	-	565,000		
2042	-	590,000		
2043	-	610,000		
2044	-	635,000		
TOTAL	<u>\$3,280,000</u>	<u>\$6,000,000*</u>		

⁽¹⁾ Includes the City's outstanding General Obligation Bonds, Series 2015.

Overlapping General Obligation Indebtedness

The following table sets forth the overlapping general obligation indebtedness of political subdivisions with boundaries overlapping the City that will be outstanding on August 1, 2024, and the percent attributable to the City. The table was compiled from information furnished by the jurisdictions responsible for the debt, and the City 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.

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* Preliminary; subject to change.

<u>Taxing Jurisdiction</u>	<u>Outstanding General Obligation Indebtedness</u>	<u>Percent Applicable to City</u>	<u>Amount Applicable to City</u>
St. Louis County ⁽¹⁾	\$54,945,000	0.76%	\$ 416,834
Maplewood-Richmond Heights School District	41,535,000	56.08	23,294,285
Municipal Library District of Maplewood	<u>3,000,000</u>	98.78	<u>2,963,352</u>
Totals	<u>\$99,480,000</u>		<u>\$26,674,472</u>

(1) Overlapping bonded indebtedness excludes neighborhood improvement district general obligation bonds which are paid from special assessments.

Source: St. Louis County Department of Revenue, Taxing jurisdictions' records and Municipal Securities Rulemaking Board (EMMA).

Debt Ratios and Related Information

Population:	8,041
Assessed Valuation (2023):	\$263,880,651
Estimated Actual Value (2023):	\$1,110,402,663
Outstanding Direct General Obligation Debt ⁽¹⁾ :	\$9,280,000*
Per Capita Direct General Obligation Debt:	\$1,154.09*
Ratio of Direct General Obligation Debt to Assessed Valuation:	3.52%*
Ratio of Direct General Obligation Debt to Estimated Actual Value:	0.84%*
Overlapping General Obligation Debt ⁽²⁾ :	\$26,674,472
Direct and Overlapping General Obligation Debt ⁽¹⁾ :	\$35,954,472*
Per Capita Direct and Overlapping General Obligation Debt:	\$4,471.39*
Ratio of Direct and Overlapping General Obligation Debt to Assessed Valuation:	13.63%*
Ratio of Direct and Overlapping General Obligation Debt to Estimated Actual Valuation:	3.24%*

(1) Includes the Bonds.

(2) For further details see the caption "DEBT STRUCTURE OF THE CITY – Overlapping General Obligation Indebtedness."

Source: St. Louis County Department of Revenue; U.S. Census Bureau Estimates.

Annual Appropriation Obligations

Lease or other obligations secured by annually appropriated funds do not constitute an indebtedness for the purposes of any Missouri statutory or constitutional debt limit. Such obligations are payable solely from annually appropriated funds of a governmental body available therefor and neither taxes nor a specific source of revenue can be pledged to make payments on such obligations. Any increase in taxes required to generate sufficient funds with which to make payments on such obligations are subject to voter approval.

The City has from time to time entered into, and in the future may enter into, leases or other annual appropriation agreements. During 2017, the City entered into a Lease Purchase Agreement in the amount of \$645,695 to finance energy efficiency improvements to the City's facilities. The Lease Purchase Agreement bears interest at 2.51% and matures on December 28, 2025. Rental payments equal to the principal and interest of \$198,370 are made annually throughout the life of the lease.

During 2020, the City entered into a Master Tax-Exempt Lease Purchase Agreement in the amount of \$1,099,999 to finance a street sweeper and fire trucks. The Master Tax-Exempt Lease Purchase Agreement bears interest at 2.276% and matures on January 17, 2026. Annual payments are \$73,814.

* Preliminary; subject to change.

Future Debt

The City is planning to enter into a lease purchase agreement in the Summer 2025 in the approximate amount of \$1,000,000 to finance a new fire truck. Other than this lease financing, the City is not currently anticipating any future borrowings.

History of Debt Payment

The City has never defaulted on any indebtedness.

PROPERTY TAX INFORMATION

Property Valuations

Assessment Procedure. All taxable real and personal property within the City is assessed by the St. Louis County Assessor. Missouri law requires that personal property be assessed at 33-1/3% of true value (except for a few subclasses of minimal value that are assessed at a lower percentage) and that real property be assessed at the following percentages of true value:

- Residential real property.....19%
- Agricultural and horticultural real property.....12%
- Utility, industrial, commercial, railroad and all other real property32%

On January 1 in every odd-numbered year, each County Assessor must adjust the assessed valuation of all real property located within the county in accordance with a two-year assessment and equalization maintenance plan approved by the State Tax Commission.

The County Assessor is responsible for preparing the tax roll each year and for submitting the tax roll to the Board of Equalization. The County Board of Equalization has the authority to adjust and equalize the values of individual properties appearing on the tax rolls.

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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 City according to the assessment for December 31, 2023, as adjusted by the Board of Equalization, including state assessed railroad and utility property:

<u>Category</u>	<u>Assessed Valuation</u>	<u>Assessment Rate</u>	<u>Estimated Actual Valuation</u>
Real estate:			
Residential	\$ 135,532,390	19%	\$ 713,328,368
Commercial ⁽¹⁾	93,539,140	32	292,309,813
Agricultural	0	12	0
State Assessed Railroad and Utility	<u>2,696,953</u>	32	<u>8,427,978</u>
Sub-Total	\$231,768,483		\$1,014,066,159
Personal property			
Regular ⁽¹⁾	\$ 31,629,630	33-1/3 ⁽²⁾	\$ 94,888,890
State Assessed Railroad and Utility	<u>482,538</u>	33-1/3 ⁽²⁾	<u>1,447,614</u>
Sub-Total	32,112,168		\$ 96,336,504
TOTAL	<u>\$263,880,651</u>		<u>\$1,110,402,663</u>

⁽¹⁾ Includes assessed valuation for Locally Assessed Railroad & Utilities.

⁽²⁾ 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. See the caption “**PROPERTY TAX INFORMATION - Property Valuations - Assessment Procedure**” herein.

Source: St. Louis County Department of Revenue.

History of Property Valuations. The total assessed valuation of all taxable tangible property situated in the City, including state and locally assessed railroad and utility property according to the assessments of December 31 in the years 2019 through 2023:

<u>Year</u>	<u>Real Estate Residential</u>	<u>Real Estate Commercial</u>	<u>State Assessed</u>	<u>Personal Property</u>	<u>Less TIF Valuation</u>	<u>Total Valuation Excluding TIF</u>
2023	\$135,532,390	\$93,539,140	\$2,696,953	\$32,112,168	\$(10,851,110)	\$253,029,541
2022	113,246,600	79,499,300	2,562,851	28,837,971	(9,143,270)	215,003,452
2021	112,745,170	76,873,240	2,496,230	23,263,925	(9,527,070)	205,851,495
2020	102,246,420	79,936,220	2,458,018	22,200,689	(10,133,150)	196,708,197
2019	101,886,260	80,931,820	2,350,521	22,679,591	(10,127,580)	197,720,612

Source: St. Louis County Department of Revenue.

Property Tax Levies and Collections

Tax Collection Procedure. Property taxes are levied and collected for the City by the County. The City must fix its ad valorem property tax rates and certify them to the County Clerk not later than October 1 for entry in the tax books.

The County Clerk receives the county tax books from the County Assessor, which sets forth the assessments of real and personal property. The County Clerk enters the tax rates certified to him by the local taxing bodies in the tax books and assesses such rates against all taxable property in the City as shown in the books. The County Clerk forwards the tax books by October 31 to the County Collector, who is charged with levying and collecting taxes as shown therein. The County Collector extends the taxes on the tax rolls and issues

the tax statements in early December. Taxes are due by December 31 and become delinquent if not paid to the County Collector at that time. All tracts of land and city lots on which delinquent taxes are due are charged a penalty of eighteen percent of each year's delinquency. All lands and lots on which taxes are delinquent and unpaid are subject to sale at public auction in August of each year.

The County Collector is required to make disbursements of collected taxes to the City each month. Because of the tax collection procedure described above, the City will receive the bulk of its moneys from local property taxes in the months of December, January and February.

Tax Rates

Political subdivisions in the County must establish separate tax rates for residential, commercial, agricultural and personal property, except for the tax rate for payment of general obligation bonds. The purpose of the law is to help reduce the property tax burden on homeowners in areas where residential assessments are increasing at a faster rate than commercial assessments. The following table shows the tax rate for 2023 based on the assessment categories.

	<u>Residential</u>	<u>Commercial</u>	<u>Personal</u>
General	\$0.1180	\$0.5000	\$0.5670
Pension Fund	0.2670	0.4130	0.4450
Solid Waste	0.2240	0.2580	0.3180
Debt Service	<u>0.2800</u>	<u>0.2800</u>	<u>0.2800</u>
Total	<u>\$0.8890</u>	<u>\$1.4510</u>	<u>\$1.6100</u>

Source: Missouri State Auditor.

The following table shows blended tax rates for the tax years listed.

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
General	\$0.3201	\$0.3214	\$0.3211	\$0.3305	\$0.3023
Solid Waste Landfill	0.2446	0.2452	0.2422	0.2492	0.2418
Pension Fund	0.3587	0.3598	0.3596	0.3697	0.3383
Debt Service	<u>0.3720</u>	<u>0.2610</u>	<u>0.2260</u>	<u>0.2010</u>	<u>0.2800</u>
Total	<u>\$1.2954</u>	<u>\$1.1874</u>	<u>\$1.1489</u>	<u>\$1.1504</u>	<u>\$1.1624</u>

Source: Missouri State Auditor.

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Tax Levies and Collection

Billing and collection of property taxes are performed by the County. The following table shows information regarding tax collections for the City’s past five fiscal years.

<u>Fiscal Year</u>	<u>Total Taxes Levied</u>	<u>Current Taxes</u>		<u>Current and Back Taxes</u>	
		<u>Collected⁽¹⁾</u>	<u>% Collected</u>	<u>Collected</u>	<u>% Collected⁽²⁾</u>
2023	\$2,485,647	\$2,425,965	97.60%	\$2,490,090	100.18%
2022	2,359,096	2,346,070	99.45	2,369,466	100.44
2021	2,331,310	2,238,758	96.03	2,288,033	98.14
2020	2,481,148	2,244,747	90.47	2,329,628	93.89
2019	2,119,836	2,028,948	95.71	2,024,334	95.49

⁽¹⁾ Represents amounts collected within the fiscal year of the levy.

⁽²⁾ Back taxes are shown in the year payment is actually received, which may cause the percent collected of current and back taxes to exceed 100%.

Source: St. Louis County Collector; City.

Major Property Taxpayers

The ten largest property taxpayers in the City according to their 2023 assessed valuations are listed below:

<u>Name</u>	<u>Assessed Valuation</u>	<u>Percent of Total Assessed Value</u>
1. Ramco Gershenson Properties LP	\$ 7,203,270	2.73%
2. Sunquad LLLP	6,431,770	2.44
3. Autohaus West Inc.	6,022,570	2.28
4. Wal-Mart Real Estate Business Trust	5,214,300	1.98
5. Sunquad LP	3,716,940	1.41
6. THF Maplewood South Development LLC	3,254,430	1.23
7. Sam’s Real Estate Business Trust	3,086,270	1.17
8. Indigo Properties STL LLC	2,850,750	1.08
9. Sunco II LLC	2,360,770	0.89
10. THF Maplewood Outparcel Development LLC	<u>2,334,970</u>	<u>0.88</u>
Total	<u>\$42,476,040</u>	<u>16.10%</u>

Source: St. Louis County Department of Revenue.

Tax Abatement and Tax Increment Financing

Under Missouri law, tax abatement is available for redevelopers of areas determined by the governing body of a municipality to be “blighted.” The Land Clearance for Redevelopment Authority Law authorizes ten-year tax abatement pursuant to Sections 99.700 to 99.715, Revised Statutes of Missouri. Redevelopment corporations formed pursuant to Chapter 353, Revised Statutes of Missouri, may seek real property tax abatement for up to 25 years. In addition, the Industrial Development Corporations Law, Chapter 100, Revised Statutes of Missouri, authorizes real and personal property tax abatement for industrial development and other commercial projects.

The Real Property Tax Increment Allocation Redevelopment Act (the “Act”), Sections 99.800 to 99.865, Revised Statutes of Missouri, makes available tax increment financing for redevelopment projects in certain areas determined by the governing body of a municipality or county to be a “blighted area,” “conservation area” or “economic development area,” each as defined in such statute.

Neither tax abatement nor tax increment financing diminishes the amount of property tax revenues currently collected by the City in an affected area, but instead acts to freeze such revenues at current levels and deprives the City and other taxing districts of future increases (in whole or in part, depending on the terms of the transaction) in ad valorem property tax revenues that otherwise would have resulted from increases in assessed valuation in such areas until the tax increment financing obligations issued are repaid or the tax abatement period terminates.

The City has several Tax Increment Financing (“TIF”) Areas that were established pursuant to the Act to provide a funding mechanism to promote and enhance redevelopment of specific areas of the City. Pursuant to the Act, a city may pay for redevelopment project costs (as defined by the Act) over a period not longer than twenty-three years from the date in which the Tax Increment Financing Area is established by ordinance. When tax increment financing is adopted for a redevelopment area, the assessed value of real property in such redevelopment area is frozen for tax purposes at the current base level prior to the construction of the improvements. The owners of the property continue to pay property taxes at the base level. As the property is improved, the assessed value of the real property in such redevelopment area should increase above the base level. By applying the tax rate of all taxing districts having taxing power within the redevelopment area to the increase in assessed valuation of the improved property over the base level, a “tax increment” is produced. The tax increments, referred to as “payments in lieu of taxes,” are paid by the owners of property in the same manner as regular property taxes. The payments in lieu of taxes are transferred by the collecting agency to the treasurer of the city and deposited in a “special allocation fund”.

In addition, fifty percent (50%) of the total additional revenue from taxes which are imposed by a city or other taxing district and which are generated by economic activities in the redevelopment area over the base amount (the amount in the calendar year prior to the establishment of the TIF Area) of such taxes generated by economic activities within the redevelopment area, are deposited in the special allocation fund.

Monies in the special allocation fund may be used for payment of redevelopment project costs or for payment of principal and interest on obligations issued to finance such costs.

The City’s outstanding TIF obligations are described in Note 4 to the financial statements included as *Appendix B* to this Official Statement. All of the City’s TIF bonds and notes are payable from payments in lieu of taxes attributable to the increase in assessed value of real property in the project area and economic activity taxes collected by the TIF District special revenue funds.

* * *

CONTINUING DISCLOSURE UNDERTAKING

Dated as of September 25, 2024

by the

CITY OF MAPLEWOOD, MISSOURI

[\$PRINCIPAL AMT**]
General Obligation Bonds
Series 2024**

CONTINUING DISCLOSURE UNDERTAKING

This **CONTINUING DISCLOSURE UNDERTAKING** dated as of September 25, 2024 (this “*Undertaking*”) is executed and delivered by the **CITY OF MAPLEWOOD, MISSOURI** (the “*Issuer*”).

RECITALS

1. This Undertaking is executed and delivered by the Issuer in connection with the issuance by the Issuer of \$[**PRINCIPAL AMT**] **General Obligation Bonds, Series 2024** (the “*Bonds*”), pursuant to an ordinance adopted by the governing body of the Issuer on September 10, 2024 (the “*Ordinance*”).

2. The Issuer is entering into this Undertaking for the benefit of the Beneficial Owners of the Bonds and in order to assist the Participating Underwriter 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” (as defined by the Rule) with responsibility for continuing disclosure hereunder.

In consideration of the foregoing, 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 Undertaking unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“*Annual Report*” means any Annual Report filed 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, depositories 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 corporate trust office or designated payment office of the trustee, any paying agent or the Dissemination Agent, as applicable, 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 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 **July 1** and ending on **June 30** 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 the offering of the Bonds.

Section 2. Provision of Annual Reports.

- (a) The Issuer shall, not later than **210** days after the end of the Issuer’s Fiscal Year, commencing with the Fiscal Year ending June 30, 2024, 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 accounting principles described in the notes to the financial statements included as Appendix A to the final Official Statement for the Bonds and audited by its independent auditors. If audited financial statements are not available by the time the Annual Report is required to be filed pursuant to this Section, the Annual Report shall contain unaudited financial statements in a format similar to the audited financial information contained in the final Official Statement relating to the Bonds, 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 related to the Bonds, as described in **Exhibit A** hereto, with such modifications to the formatting and general presentation thereof as deemed appropriate by the Issuer; provided, any substantive change to information provided shall be made only in accordance with **Section 6** hereof.

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 filed with 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 shall 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 shall 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.

No 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 (which shall be deemed to occur as provided in the Rule);
- (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(a)** hereof, the Issuer shall send a notice to the MSRB, in substantially the form attached hereto as **Exhibit B**, 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 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 Undertaking are assumed in full by some other entity, such entity shall be responsible for compliance with this Undertaking in the same manner as if it were the Issuer, and the Issuer shall have no further responsibility hereunder. If such assumption occurs prior to the final maturity of the Bonds, the Issuer shall give notice of such assumption in the same manner as for a Material Event under **Section 3** hereof.

Section 5. Dissemination Agent.

The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this 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. The 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 Undertaking.

Section 6. Amendment; Waiver.

Notwithstanding any other provision of this Undertaking, the Issuer may amend this Undertaking and any provision of this 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 Undertaking.

In the event of any amendment or waiver of a provision of this 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, (a) notice of such change shall be given in the same manner as for a Material Event under **Section 3** hereof, and (b) 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 Undertaking shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this 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 this 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 which is specifically required by this Undertaking, the Issuer shall have no obligation under this 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 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 Undertaking. A default under this Undertaking shall not be deemed an event of default under the Ordinance or the Bonds, and the sole remedy under this Undertaking if there is any failure of the Issuer to comply with this Undertaking shall be an action to compel performance.

Section 9. Beneficiaries.

This Undertaking shall inure solely to the benefit of the Issuer, the Participating Underwriter and the 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 Undertaking, the Ordinance or the Bonds shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of this Undertaking 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 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 Undertaking to be executed as of the day and year first above written.

CITY OF MAPLEWOOD, MISSOURI

By: _____
Mayor

[Continuing Disclosure Undertaking]

**EXHIBIT A
TO CONTINUING DISCLOSURE UNDERTAKING**

**FINANCIAL INFORMATION AND OPERATING DATA TO BE
INCLUDED IN ANNUAL REPORT**

The financial information and operating data contained in the tables in the following-described sections of Appendix A to the final Official Statement relating to the Bonds:

- “FINANCIAL INFORMATION CONCERNING THE CITY - The General Fund”
- “PROPERTY TAX INFORMATION - Property Valuations”
- “PROPERTY TAX INFORMATION - Tax Levies and Collection”
- “PROPERTY TAX INFORMATION – Tax Rates”
- “PROPERTY TAX INFORMATION - Major Property Taxpayers”

**EXHIBIT B
TO CONTINUING DISCLOSURE UNDERTAKING**

FORM OF FAILURE TO FILE EVENT NOTICE

Event Notice Pursuant to SEC Rule 15c2-12(b)(5)(C)

Issuer/Obligated Person: City of Maplewood, Missouri
(the "Obligated Person")

**Issues to which this
Notice relates:** General Obligation Bonds, Series 2024

CUSIP Numbers for Issue to which this Report relates:

Maturity Date CUSIP Number

Event Reported: Failure to Timely File Annual Financial Information, Operating Data
and/or Audited Financial Statements

The Obligated Person did not timely file its financial information and operating data for the fiscal year ended June 30, 20___. Such financial information and operating data [*will be*] [*were*] filed with the MSRB through EMMA on _____, 20___.

The Obligated Person did not timely file its audited financial statements for the fiscal year ended June 30, 20___. Such audited financial statements [*will be*] [*were*] filed with the MSRB through EMMA on _____, 20___.

The information contained in this Notice has been submitted by the Obligated Person pursuant to contractual undertakings the Obligated Person made in accordance with SEC Rule 15c2-12. Nothing contained in the undertaking or this Notice is, or should be construed as, a representation by the Obligated Person that the information included in this Notice constitutes all of the information that may be material to a decision to invest in, hold or dispose of any of the securities listed above, or any other securities of the Obligated Person.

For additional information, contact:

Finance Director
City of Maplewood, Missouri
7601 Manchester Road
Maplewood, Missouri 63143
(314) 645-3600

Date Submitted: _____, 20__

CITY OF MAPLEWOOD, MISSOURI

FEDERAL TAX CERTIFICATE

Dated September 25, 2024

**OF THE
CITY OF MAPLEWOOD, MISSOURI**

[\$PRINCIPAL AMT**]
General Obligation Bonds
Series 2024**

FEDERAL TAX CERTIFICATE

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EXHIBIT A – Debt Service Schedule and Proof of Bond Yield

EXHIBIT B – IRS Form 8038-G

EXHIBIT C – Description of Property Comprising the Project and Financed Facility [**and List of Reimbursement Expenditures**]

EXHIBIT D – Sample Annual Compliance Checklist

EXHIBIT E – Sample Final Written Allocation

EXHIBIT F – Bond Compliance Policy and Procedure

EXHIBIT G – Ordinance of Official Intent

* * *

FEDERAL TAX CERTIFICATE

THIS FEDERAL TAX CERTIFICATE (this “Tax Certificate”) is executed as of September 25, 2024, by the **CITY OF MAPLEWOOD, 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 \$[**PRINCIPAL AMT**] principal amount of General Obligation Bonds, Series 2024 (the “Bonds”), under an Ordinance adopted on September 10, 2024 (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 Bond Compliance Policy and Procedure on October 22, 2013, a copy of which is attached as **Exhibit F** (the “Tax Compliance Procedure”), 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, 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:

“Adjusted Gross Proceeds” means the Gross Proceeds of the Bonds reduced by amounts (a) in a Bona Fide Debt Service Fund or a reasonably required reserve or replacement fund, (b) that as of the Issue Date are not expected to be Gross Proceeds, but which arise after the end of the applicable spending period, and (c) representing grant repayments or sale or Investment proceeds of any purpose Investment.

“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** and substantially in the form of **Exhibit D**.

“Available Construction Proceeds” means the sale proceeds of the Bonds, increased by (a) Investment earnings on the sale proceeds, (b) earnings on amounts in a reasonably required reserve or replacement fund allocable to the Bonds but not funded from the Bonds, and (c) earnings on such earnings, reduced by sale proceeds (1) in any reasonably required reserve fund or (2) used to pay issuance costs of the Bonds. But Available Construction Proceeds do not include Investment earnings on amounts in a reasonably required reserve or replacement fund after the earlier of (A) the second anniversary of the Issue Date or (B) the date the Financed Facility are substantially completed.

“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 Finance Director 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 one-year period (or shorter period for the first Bond Year) ending March 1, or another one-year period selected by the Issuer.

“Code” means the Internal Revenue Code of 1986, as amended.

“Computation Date” means each date on which arbitrage rebate and yield reduction amounts for the Bonds are computed. The Issuer may treat any date as a Computation Date, subject to the following limits:

(a) the first rebate installment payment must be made for a Computation Date not later than five years after the Issue Date;

(b) each subsequent rebate installment payment must be made for a Computation Date not later than five years after the previous Computation Date for which an installment payment was made; and

(c) the date the last Bond is discharged is the final Computation Date.

The Issuer selects September 1, 2029 as the first Computation Date but reserves the right to select a different date consistent with the Regulations.

“**Final Written Allocation**” means the Final Written Allocation of expenditures prepared by the Bond Compliance Officer in accordance with the Tax Compliance Procedure and **Section 4.2(b)**.

“**Financed Facility**” means the portion of the Project being financed or refinanced with the proceeds of the Bonds 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 or other Investment 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, and (e) any other replacement proceeds. Specifically, Gross Proceeds includes (but is not limited to) amounts held in the following funds and accounts:

- (1) Construction Fund.
- (2) Debt Service Fund.
- (3) Rebate Fund (to the extent funded with sale proceeds or Investment proceeds of the Bonds).

“**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 two 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 September 25, 2024.

“**Issuer**” means the City of Maplewood, 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. 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), however, 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, the period beginning on the later of (a) the Issue Date or (b) the date the property is placed in service and ending on the earlier of (1) the final maturity date of the Bonds or (2) 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.

“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 November 14, 2023, as described in **Section 2.1(i)**.

“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.

“Ordinance” means the ordinance passed by the City Council of the Issuer on September 10, 2024, as amended and supplemented in accordance with the provisions thereof.

“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 the constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting using Bond proceeds and Qualified Equity, all as described on **Exhibit C**.

“Purchaser” means [****PURCHASER****], _____, _____, the original purchaser of the Bonds.

“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:

(a) 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.

(b) 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 (1) 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 (2) 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.

(c) 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 (1) 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, (2) 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 (3) the Financed Facility were 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.

(d) 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 were 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.

“Reasonable Retainage” means Gross Proceeds retained by the Issuer for reasonable business purposes, such as to ensure or promote compliance with a construction contract; provided that such amount may not exceed (a) for purposes of the 18-month spending test, 5% of net sale proceeds of the Bonds on the date 18 months after the Issue Date, or (b) for purposes of the 2-year spending test, 5% of the Available Construction Proceeds as of the end of the 2-year spending period.

“Rebate Analyst” means Gilmore & Bell, P.C. or any successor Rebate Analyst selected pursuant to this Tax Certificate.

“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.

“Tax-Advantaged Bond File” means documents and records for the Bonds, 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 Bond Compliance Policy and Procedure, dated October 22, 2013, a copy of which is attached as **Exhibit F**.

“Transcript” means the Transcript of Proceedings relating to the authorization and issuance 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 execute and deliver the Bonds and this Tax Certificate, and to carry out its obligations under the Ordinance, the Bonds, and this Tax Certificate, and (3) by all necessary action has been duly authorized to execute and deliver the Ordinance, 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 will finance the Project with Bond proceeds and Qualified Equity. For purposes of the covenants in this **Section 2.1** relating to Non-Qualified Use of the Project, any Non-Qualified Use shall be treated as first allocated entirely to the portion of the Project financed with Qualified Equity, and then, but only to the extent of any excess Non-Qualified Use, to the portion of the Project financed by Bond proceeds (that is, the Financed Facility).

(c) *Governmental Obligations—Use of Proceeds.* Throughout the Measurement Period, (1) all of the Financed Facility are expected to be owned by the Issuer or another Qualified User, (2) no portion of the Financed Facility are 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.* As of the Issue Date, the Issuer expects that none of the principal of and interest on the Bonds will be (under the terms of the Bonds or any underlying arrangement) directly or indirectly:

(1) secured by (A) any interest in property used or to be used for a Non-Qualified Use, or (B) any interest in payments in respect of such property; or

(2) 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 Non-Qualified Use.

For purposes of the foregoing, taxes of general application, including payments in lieu of taxes, are not treated as private payments or as private security. The Issuer will not permit any private security or payment with respect to the Bonds without first consulting with Bond Counsel.

(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 not entered into a Management or Service Agreement for any portion of the Project with Non-Qualified Users. During the Measurement Period, the Issuer will not enter into any Management or Service Agreement for any portion of the Project with any Non-Qualified User without first consulting with Bond Counsel.

(g) *Leases.* As of the Issue Date, the Issuer has not entered into any leases of any portion of the Project other than Qualified Use Agreements. During the Measurement Period, the Issuer will not enter into any lease or similar agreement or arrangement of any portion of the Project 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.

(i) *Expenditure of Bond Proceeds and Use of Bond Proceeds for Pre-Issuance Expenditures.*

(1) Expenditure and Allocation of Bond Proceeds. The Issuer will evidence each allocation of the proceeds of the Bonds and Qualified Equity for the Project to an expenditure in writing. No allocation will be made more than 18 months following the later of (i) the date of the expenditure or (ii) the date the Project was placed in service.

(2) Declaration of Official Intent. On the Official Intent Date, the Issuer adopted an ordinance declaring the Issuer’s intent to issue tax-exempt bonds and loan the proceeds from the sale thereof to the Issuer to finance costs of the Project for the Issuer, and to reimburse the Issuer for expenditures made for the Project prior to the issuance of the Bonds. A copy of the ordinance is attached to this Tax Agreement as **Exhibit G**.

(3) Reimbursement Expenditures. As of the Issue Date, the Issuer will allocate \$ _____ of the proceeds of the Bonds to expenditures paid by the Issuer prior to the Issue Date and this amount should be shown on line 45 of Form 8038-G. A list of expenditures to be reimbursed is included as part of **Exhibit C**. No portion of the Net Proceeds of the Bonds will be used to reimburse an expenditure paid by the Issuer more than 60 days prior to the date the resolution was adopted. No reimbursement allocation will be made for an expenditure made more than 3 years prior to the date of the reimbursement allocation. In addition, no reimbursement allocation will be made more than 18 months following the later of (i) the date of the expenditure or (ii) the date the Project was placed in service (except as otherwise permitted under Regulations § 1.150-2).

(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. A copy of the “as-filed” copy along with proof of filing will be included as **Exhibit B** hereto.

(m) *Hedge Bonds.* At least 85% of the net sale proceeds (the sale proceeds of the Bonds less any sale proceeds invested in a reserve fund) of the Bonds will be used to carry out the governmental purpose of the Bonds within three years after the Issue Date, and not more than 50% of the proceeds of the Bonds will be invested in Investments having a substantially guaranteed Yield for four 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. 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 Obligations.* The Issuer designates the Bonds as “qualified tax-exempt obligations” under Code § 265(b)(3), and with respect to this designation certifies as follows:

(1) the Issuer reasonably anticipates that the amount of tax-exempt obligations (other than private activity bonds that are not qualified 501(c)(3) bonds) that will be issued by or on behalf of the Issuer (and all subordinate entities of the Issuer) during calendar year 2024, including the Bonds, will not exceed \$10,000,000; and

(2) the Issuer (including all subordinate entities of the Issuer) will not issue tax-exempt obligations (other than private activity bonds that are not qualified 501(c)(3) bonds) during calendar year 2023, including the Bonds, in an aggregate principal amount or aggregate issue price in excess of \$10,000,000, without first obtaining advice of Bond Counsel that the designation of the Bonds as “qualified tax-exempt obligations” will not be adversely affected.

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 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 (a) finance costs of the Project and (b) pay certain costs of issuing the Bonds.

Section 3.4. Funds and Accounts. The following funds and accounts have been established under the Ordinance:

- (a) Construction Fund.
- (b) Debt Service Fund.
- (c) Rebate Fund.

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:

Principal Amount	\$[**PRINCIPAL AMT**].00
Plus Original Issue Premium	
Less Underwriting Discount	— 0
Total Proceeds Received by Issuer	<u> \$</u>

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

(1) Bond proceeds in the amount of \$ _____ will be deposited in the Construction Fund, of which \$ _____ will be used to pay costs of issuance and the balance of \$ _____ will be used to pay costs of the Project. [**As shown on **Exhibit C**, \$ _____ of Bond proceeds deposited into the Construction Fund will be used reimburse expenditures paid by the Issuer prior to the Issue Date.**]

Section 3.6. Multipurpose Issue. Pursuant to Regulations § 1.148-9(h), the Issuer is applying the arbitrage rules to separate financing purposes of the issue that have the same initial temporary period as if they constitute a single issue for purposes of applying the arbitrage rules.

Section 3.7. No Current Refunding. No Bond proceeds will be used to pay the principal of or interest on any other debt obligation.

Section 3.8. Project Completion. The Issuer has incurred or will incur within six months after the Issue Date, a substantial binding obligation to a third party to spend at least 5% of the Net Proceeds of the Bonds on the Financed Facility. The completion of the Financed Facility and the allocation of the Net Proceeds of the Bonds to expenditures will proceed with due diligence. At least 85% of the Net Proceeds of the Bonds will be allocated to expenditures on the Financed Facility within three years after the Issue Date.

Section 3.9. Sinking Funds. The Issuer is required to make periodic payments in amounts sufficient to pay the principal of and interest on the Bonds. Such 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 3.10. 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, 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 3.11. 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 3.12. Issue Price and Yield on Bonds.

(a) *Issue Price.* Based on the Purchaser's certifications in the Purchaser's Receipt for Bonds and Closing Certificate and the municipal advisor's certifications in the Certificate of Municipal Advisor, 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 Bound Counsel and shown on **Exhibit A**.

Section 3.13. 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 and other money contributed by the Issuer, do not exceed the cost of the governmental purpose of the Bonds as described above.

Section 3.14. 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 procedure (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 is 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 advice or 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 three 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 and 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.* The Bond Compliance Officer will account for the investment and expenditure of Bond proceeds in the level of detail required by the Tax Compliance Procedure. The Bond Compliance Officer will supplement the expected allocation of Bond proceeds and Qualified Equity to expenditures with a Final Written Allocation as required by the Tax Compliance Procedure. A sample form of Final Written Allocation is attached as **Exhibit E**.

(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 Project at least annually in accordance with the Tax Compliance Procedure. If 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 the advice of Bond Counsel or as described in the Tax Compliance Procedure 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) *Construction Fund.* Bond proceeds deposited in the Construction Fund and investment earnings on those proceeds may be invested without Yield restriction for up to three years following the Issue Date. If any unspent proceeds remain in the Construction Fund after three years, those amounts may continue to be invested without Yield restriction so long as the Issuer pays to the IRS all Yield reduction payments in accordance with Regulations § 1.148-5(c). These payments are required whether or not the Bonds are exempt from the arbitrage rebate and yield reduction amounts requirements of Code § 148.

(b) *Debt Service Fund.* To the extent that the Debt Service Fund qualifies as a Bona Fide Debt Service Fund, money in such account 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 one year after the date of receipt of such earnings.

(c) *Rebate Fund.* Money other than sale proceeds or Investment proceeds of the Bonds on deposit in the Rebate Fund may be invested without Yield restriction.

(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. 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 one 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 Issuer is applying Regulations § 1.148-5(d)(6)(iii)(A) to the Bonds. 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 three “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 three 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 one of the three 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 three 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 the 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 three bids on the Investment must be received from persons with no financial interest in the Bonds (*e.g.*, as underwriters or brokers); and

(2) the Yield on the Investment must be equal to or greater than the Yield offered under the highest bid.

Section 4.5. Certain Gross Proceeds Exempt from the Rebate Requirement.

(a) *General*. A portion of the Gross Proceeds of the Bonds may be exempt from rebate pursuant to one or more of the following exceptions. The exceptions typically will not apply with respect to all Gross Proceeds of the Bonds and will not otherwise affect the application of the Investment limitations described in **Section 4.3**. Unless specifically noted, the obligation to compute, and if necessary, to pay rebate as set forth in **Section 4.6** applies even if a portion of the Gross Proceeds of the Bonds is exempt from the rebate requirement. To the extent all or a portion of the Bonds is exempt from rebate the Rebate Analyst may account for such fact in connection with its preparation of a rebate report described in **Section 4.6**. The Issuer may defer the final rebate Computation Date and the payment of rebate for the Bonds to the extent permitted by Regulations §§ 1.148-7(b)(1) and 1.148-3(e)(2) but only in accordance with specific written instructions provided by the Rebate Analyst.

(b) *Applicable Spending Exceptions*.

(1) The Issuer expects that at least 75% of the Available Construction Proceeds will be used for construction or rehabilitation expenditures for property owned by the Issuer.

(2) The following optional rebate spending exceptions can apply to the Bonds:

- (A) 6-month spending exception (Code § 148(f)(4)(B) and Regulations § 1.148-7(c)).
- (B) 18-month spending exception (Regulations § 1.148-7(d)).
- (C) 2-year spending exception (Code § 148(f)(4)(C) and Regulations § 1.148-7(e)).

(3) The Issuer expects to earn approximately \$ _____ in investment earnings on Bond proceeds in the Construction Fund.

(c) *Special Elections Made with Respect to Spending Exception Elections.* No special elections are being made in connection with the application of the spending exceptions.

(d) *Bona Fide Debt Service Fund.* To the extent that the Debt Service Fund qualifies as a Bona Fide Debt Service Fund, Investment earnings in the fund cannot be taken into account in computing arbitrage rebate and yield reduction amounts (1) with respect to such portion that meets the 6-month, 18-month or 2-year spending exception, or (2) for a given Bond Year, if the gross earnings on the Debt Service Fund for such Bond Year are less than \$100,000. If the average annual debt service on the Bonds does not exceed \$2,500,000, the \$100,000 earnings test may be treated as satisfied in every Bond Year.

(e) *Documenting Application of Spending Exception.* At any time prior to the first Computation Date, the Issuer may engage the Rebate Analyst to determine whether one or more spending exceptions has been satisfied, and the extent to which the Issuer must continue to comply with **Section 4.6**.

(f) *General Requirements for Spending Exception.* The following general requirements apply in determining whether a spending exception is met.

(1) Using Adjusted Gross Proceeds or Available Construction Proceeds to pay principal of any Bonds is not taken into account as an expenditure for purposes of meeting any of the spending tests.

(2) The 6-month spending exception generally is met if all Adjusted Gross Proceeds of the Bonds are spent within six months following the Issue Date. The test may still be satisfied even if up to 5% of the sale proceeds remain at the end of the initial 6-month period, so long as this amount is spent within one year of the Issue Date.

(3) The 18-month spending exception generally is met if all Adjusted Gross Proceeds of the Bonds are spent in accordance with the following schedule:

Time Period After the Issue Date	Minimum Percentage of Adjusted Gross Proceeds Spent
6 months	15%
12 months	60%
18 months (Final)	100%

(4) The 2-year spending exception generally is met if all Available Construction Proceeds are spent in accordance with the following schedule:

Time Period After the Issue Date	Minimum Percentage of Available Construction Proceeds Spent
6 months	10%
12 months	45%
18 months	75%
24 months (Final)	100%

(5) For purposes of applying the 18-month and 2-year spending exceptions only, the failure to satisfy the **final** spending requirement is disregarded if the Issuer uses due diligence to complete the Financed Facility and the failure does not exceed the lesser of 3% of the aggregate issue price of the Bonds or \$250,000. **No such exception applies for any other spending period.**

(6) For purposes of applying the 18-month and 2-year spending exceptions only, the Bonds meet the applicable spending test even if, at the end of the **final** spending period, proceeds not exceeding a Reasonable Retainage remain unspent, so long as such Reasonable Retainage is spent within 30 months after the Issue Date in the case of the 18-month spending exception or three years after the Issue Date in the case of the 2-year spending exception.

Section 4.6. Computation and Payment of Arbitrage Rebate and Yield Reduction Amounts.

(a) *Rebate Fund.* The Issuer will keep the Rebate Fund separate from all other funds and will administer the Rebate Fund under this Tax Certificate. Any Investment earnings derived from the Rebate Fund will be credited to the Rebate Fund, and any Investment loss will be charged to the Rebate Fund.

(b) *Computation of Rebate Amount.* The Issuer will provide the Rebate Analyst Investment reports relating to each fund held by it that contains Gross Proceeds of the Bonds together with copies of Investment reports for any funds containing Gross Proceeds that are held by a party other than the Issuer annually as of the end of each Bond Year and not later than 10 days following each Computation Date. Each Investment report provided to the Rebate Analyst will contain a record of each Investment, including (1) purchase date, (2) purchase price, (3) information establishing the fair market value on the date such Investment was allocated to the Bonds, (4) any accrued interest paid, (5) face amount, (6) coupon rate, (7) frequency of interest payments, (8) disposition price, (9) any accrued interest received, and (10) disposition date. Such records may be supplied in electronic form. The Rebate Analyst will compute rebate following each Computation Date and deliver a written report to the Issuer together with an opinion or certificate of the Rebate Analyst stating that arbitrage rebate and yield reduction amounts were determined in accordance with the Regulations. Each report and opinion will be provided not later than 45 days following the Computation Date to which it relates. In performing its duties, the Rebate Analyst may rely, in its discretion, on the correctness of financial analysis reports prepared by other professionals. If the sum of the amount on deposit in the Rebate Fund and the value of prior rebate payments is less than the arbitrage rebate and yield reduction amounts due, the Issuer will, within 55 days after such Computation Date, pay the amount of the deficiency for deposit into the Rebate Fund. If the sum of the amount on deposit in the Rebate Fund and the value of prior rebate payments is greater than the arbitrage rebate and yield reduction amounts due, the Issuer will transfer such surplus in the Rebate Fund to the Debt Service Fund. After the final Computation Date or at any other time if the Rebate Analyst has advised the Issuer, any money left in the Rebate Fund will be paid to the Issuer and may be used for any purpose not prohibited by law.

(c) *Rebate Payments.* Within 60 days after each Computation Date, the Issuer will pay to the United States the rebate and yield reduction amount then due, determined in accordance with the Regulations. Each payment must be (1) accompanied by IRS Form 8038-T and such other forms, documents or certificates as may be required by the Regulations, and (2) mailed or delivered to the IRS at the address shown below, or to such other location as the IRS may direct:

Internal Revenue Service Center
Ogden, UT 84201

Section 4.7. Successor Rebate Analyst. If the firm acting as the Rebate Analyst resigns or becomes incapable of acting for any reason, or if the Issuer desires that a different firm act as the Rebate Analyst, then the Issuer by an instrument or concurrent instruments in writing delivered to the firm then serving as the Rebate Analyst and any other party to this Tax Certificate, will name a successor Rebate Analyst. In each case the successor Rebate Analyst must be a firm of nationally recognized bond counsel or a firm of independent certified public accountants and such firm must expressly agree to undertake the responsibilities assigned to the Rebate Analyst hereunder.

Section 4.8. 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 the advice of Bond Counsel.

Section 4.9. Survival after Defeasance. Notwithstanding anything in the Ordinance to the contrary, the obligation to pay arbitrage rebate and yield reduction amounts to the United States will survive the payment or defeasance of the Bonds.

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** 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 Issuer without notice to or the consent of any of the Bondowners, 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 Bond Counsel 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 and its respective successors and assigns, and inures to the benefit of the Issuer and the owners of the Bonds. Nothing in this Tax Certificate, the Ordinance or the Bonds, express or implied, gives to any person, other than the Issuer, its 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 Mayor and the Bond Compliance Officer of the Issuer, 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.

CITY OF MAPLEWOOD, MISSOURI

By: _____
Title: Mayor

By: _____
Title: Finance Director, as 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 PROJECT AND FINANCED FACILITY;
[**AND LIST OF REIMBURSEMENT EXPENDITURES**]**

EXHIBIT D

SAMPLE ANNUAL COMPLIANCE CHECKLIST

Name of tax-exempt bonds (“Bonds”) financing the Project:	\$[**PRINCIPAL AMT**] General Obligation Bonds, Series 2024
Issue Date of Bonds:	September 25, 2024
Placed in service date of Project:	_____
Name of Bond Compliance Officer:	_____
Period covered by request (“Annual Period”):	_____

Item	Question	Response
1 Ownership	Was the entire Project owned by the Issuer during the entire Annual Period? If “Yes,” skip to Item 2.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If answer above was “No,” was the advice of Bond Counsel obtained prior to the transfer? If “Yes,” include a description of the advice in the Tax-Advantaged Bond File. If “No,” contact Bond Counsel and include description of ordinance in the Tax-Advantaged Bond File.	<input type="checkbox"/> Yes <input type="checkbox"/> No

2 Leases & Other Rights to Possession	During the Annual Period, was any part of the Project leased at any time pursuant to a lease or similar agreement for more than 50 days? If “No,” skip to Item 3.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If answer above was “Yes,” was the advice of Bond Counsel obtained prior to entering into the lease or other arrangement? If “Yes,” include a description of the advice in the Tax-Advantaged Bond File. If “No,” contact Bond Counsel and include description of ordinance in the Tax-Advantaged Bond File.	<input type="checkbox"/> Yes <input type="checkbox"/> No

Item	Question	Response
3 Management or Service Agreements	During the Annual Period, has the management of all or any part of the operations of the Project (e.g., operations, maintenance, etc.) been assumed by or transferred to another entity? If “No,” skip to Item 4.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If answer above was “Yes,” was the advice of Bond Counsel obtained prior to entering into the Management or Service Agreement? If “Yes,” include a description of the advice in the Tax-Advantaged Bond File. If “No,” contact Bond Counsel and include description of ordinance in the Tax-Advantaged Bond File.	<input type="checkbox"/> Yes <input type="checkbox"/> No
4 Other Use	Was any other agreement entered into with an individual or entity that grants special legal rights or privileges to the Project to such individual or entity that are not otherwise available to the general public? If “No,” skip to Item 5.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If answer above was “Yes,” was the advice of Bond Counsel obtained prior to entering into the agreement? If “Yes,” include a description of the advice in the Tax-Advantaged Bond File. If “No,” contact Bond Counsel and include description of ordinance in the Tax-Advantaged Bond File.	<input type="checkbox"/> Yes <input type="checkbox"/> No
5 Arbitrage & Rebate	Have all rebate and yield reduction calculations mandated in the Federal Tax Certificate been prepared for the current year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If “No,” contact Rebate Analyst and incorporate report or include description of ordinance in the Tax-Advantaged Bond File.	

Bond Compliance Officer: _____

Date Completed: _____

EXHIBIT E

SAMPLE FINAL WRITTEN ALLOCATION

City of Maplewood, Missouri General Obligation Bonds Series 2024

Final Written Allocation

The undersigned is the Bond Compliance Officer of the City of Maplewood, Missouri, (the “Issuer”) and in that capacity is authorized to execute federal income tax returns required to be filed by the Issuer and to make appropriate elections and designations regarding federal income tax matters on behalf of the Issuer. This allocation of the proceeds of the bond issue referenced above (the “Bonds”) is necessary for the Issuer to satisfy ongoing reporting and compliance requirements under federal income tax laws.

Purpose. This document, together with the schedules and records referred to below, is intended to memorialize allocations of Bond proceeds to expenditures for purposes of §§ 141 and 148 of the Internal Revenue Code of 1986, as amended (the “Code”). All allocations are or were previously made no later than 18 months following the date the expenditure was made by the Issuer or, if later, the date the Project (as defined in the Federal Tax Certificate) was Placed in Service (as described below), and no later than 60 days following the 5th anniversary of the Issue Date (as defined below).

Background. The Bonds were issued on September 25, 2024 (the “Issue Date”) by the Issuer pursuant to Ordinance No. _____. The Bonds were issued in order to provide funds needed to pay the costs of (1) constructing, reconstructing, extending, repairing and improving city streets, sidewalks, and street lighting (the “Project”), and (2) issuing the Bonds. Bond proceeds were deposited to the Construction Fund.

Sources Used to Fund Project Costs and Allocation of Proceeds to Project Costs. The costs of the Project were paid from sale proceeds of the Bonds, earnings from the investment of sale proceeds of the Bonds, and to the extent necessary, other funds of the Issuer, as shown on **Exhibit A** to this Final Written Allocation.

Identification of Financed Assets. The portions of the Project financed from Bond proceeds (i.e., the “Financed Facility” referenced in the Federal Tax Certificate) are listed on page 1 of **Exhibit B** to this Final Written Allocation.

Identification and Timing of Expenditures for Arbitrage Purposes. For purposes of complying with the arbitrage rules, the Issuer allocates the proceeds of the Bonds to the various expenditures described in the invoices, requisitions or other substantiation attached as **Exhibit B** to this Final Written Allocation. In each case, the cost requisitioned was either paid directly to a third party or reimbursed the Issuer for an amount it had previously paid or incurred. Amounts received from the sale of the Bonds and retained as underwriter’s discount are allocated to that purpose and spent on the Issue Date. Amounts allocated to interest expense are treated as paid on the interest payment dates for the Bonds.

Placed in Service. The Project was Placed in Service on the date set out on **Exhibit B** to this Final Written Allocation. For this purpose, an asset is considered to be Placed in Service as of the date on which, based on all the facts and circumstances: (a) the constructing and equipping of the asset has reached a degree

of completion which would permit its operation at substantially its designed level and (b) the asset is, in fact, in operation at that level.

This allocation has been prepared based on statutes and regulations existing as of this date. The Issuer reserves the right to amend this allocation to the extent permitted by future Treasury Regulations or similar authorities.

CITY OF MAPLEWOOD, MISSOURI

By: _____
Name: _____
Title: _____

Dated: _____

Name of Legal Counsel/Law Firm Reviewing Final Written Allocation:

Date of Review: _____

**EXHIBIT A
TO FINAL WRITTEN ALLOCATION**

ALLOCATION OF SOURCES AND USES

**EXHIBIT B
TO FINAL WRITTEN ALLOCATION**

**IDENTIFICATION OF PROJECT ASSETS
&
DETAILED LISTING OF EXPENDITURES**

EXHIBIT F

BOND COMPLIANCE POLICY AND PROCEDURE

EXHIBIT G

ORDINANCE OF OFFICIAL INTENT

[Refer to Tab No. ___ of the Transcript of Proceedings.]

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MAPLEWOOD, MISSOURI, TO RE-ADOPT AND TO ESTABLISH AND MAKE PUBLIC A PROCEDURE TO DISCLOSE POTENTIAL CONFLICTS OF INTEREST AND SUBSTANTIAL INTERESTS FOR CERTAIN MUNICIPAL OFFICIALS

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

Section I. Declaration of Policy. The proper operation of municipal government requires that public officials and employees be independent, impartial and responsible to the people; that government decisions and policy be made in the proper channels of the governmental structure; that public office not be used for personal gain; and that the public have confidence in the integrity of its government. In recognition of these goals, there is hereby established a procedure for disclosure by certain officials and employees of private financial or other interests in matters affecting the City. Terms used herein shall have the meanings ascribed to them in Section 105.450, R.S. Mo. (as amended).

Section II. Conflicts of Interest. The Mayor or any member of the City Council who has a substantial personal or private interest in any measure, bill, order or ordinance shall disclose on the records of the City Council the nature of their interest and shall disqualify themselves from voting on any matters relating to this interest. Substantial personal or private interest is defined as ownership by the individual, their spouse or dependent children, whether singularly or collectively, directly or indirectly of: (1) 10% or more of any business entity; or (2) an interest having a value of \$10,000 or more; or (3) the receipt of a salary, gratuity or other compensation or remuneration of \$5,000 or more per year from any individual, partnership, organization or association within a calendar year.

Section III. Disclosure Reports. Each elected official of the City and the City Manager shall disclose in writing the following information by May 1 if any such transactions were engaged in during the previous calendar year:

- a. For such person, and all persons within the first degree of consanguinity or affinity of such person, the date and the identities of the parties to each transaction with a total value in excess of five hundred dollars, if any, that such person had with the City of Maplewood, other than compensation received as an employee or payment of any tax, fee or penalty due to the City of Maplewood, and other than transfers for no consideration to the City of Maplewood; and
- b. The date and the identities of the parties to each transaction known to the person with a total value in excess of five hundred dollars, if any, that any business entity in which such person had a substantial interest, had with the City of Maplewood, other than payment of any tax, fee or penalty due to the City of Maplewood or transactions involving payment for providing utility service to the City of Maplewood, and other than transfers for no consideration to the City of Maplewood.

- c. The City Manager also shall disclose by May 1 for the previous calendar year the following information:
 1. The name and address of each of the employers of the City Manager from whom income of one thousand dollars or more was received during the year covered by the statement;
 2. The name and address of each sole proprietorship that he owned; the name, address and the general nature of the business conducted of each general partnership and joint venture in which he was a partner or participant; the name and address of each partner or co-participant for each partnership or joint venture unless such names and addresses are filed by the partnership or joint venture with the Missouri Secretary of State; the name, address and general nature of the business conducted of any closely held corporation or limited partnership in which he owned ten percent or more of any class of the outstanding stock or limited partnership units; and the name of any publicly traded corporation or limited partnership that is listed on a regulated stock exchange or automated quotation system in which he owned two percent or more of any class of outstanding stock, limited partnership units or other equity interests;
 3. The name and address of each corporation for which the City Manager served in the capacity of a director, officer or receiver.

Section IV. Filing of Reports. Reports shall be filed with the City Clerk and with the Missouri Ethics Commission. The reports shall be available for public inspection and copying during normal business hours.

Section V. When Filed. The financial interest statements required to be filed hereunder shall be filed at the following times, but no person shall be required to file more than one financial interest statement in any calendar year:

- a. Each person appointed to office shall file any statement required hereunder within thirty days of such appointment or employment;
- b. Every other person required to file a financial interest statement hereunder shall file the statement annually not later than May 1 and the statement shall cover the calendar year ending the immediately preceding December 31; provided that any member of the City Council may supplement the financial interest statement to report additional interests acquired after December 31 of the covered year until the date of filing of the financial interest statement.

Section VI. Filing of ordinance. The City Clerk shall send a certified copy of this ordinance on to the Missouri Ethics Commission within ten days of its adoption.

Section VII. Exclusion from Requirements of Sections 105.483 and 105.485, R.S.Mo.
As provided in Section 105.485.4, R.S.Mo. (as amended) by the adoption of this Ordinance the City of Maplewood hereby excludes the City and its officers and employees from the requirements of Sections 105.483(11) and 105.485.2.

Section VIII. This Ordinance shall be in full force and effect fifteen (15) days after its passage and approval.

Passed this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Approved this 13th day of August, 2024

Shawn Faulkingham, Deputy Mayor

Attest:

Anthony Traxler, Deputy City Clerk

Memorandum



To: Mayor and City Council
From: Amber Withycombe, City Manager
Date: August 9, 2024
Re: City Manager's Report

GFOA Certificate of Achievement for Excellence in Financial Reporting

I am pleased to announce that the Government Finance Officers Association (GFOA) has awarded the Certificate of Achievement for Excellence in Financial Reporting to the City for its annual comprehensive financial report for the fiscal year ended June 30, 2023. This prestigious national award recognizes our commitment to transparent and high-quality financial reporting. The report was judged by an impartial panel to meet the program's standards, which includes demonstrating a constructive “spirit of full disclosure” to clearly communicate the City's financial story.

This achievement is primarily due to the hard work and expertise of Alexis Miller, our Finance Director. Her outstanding efforts in maintaining the highest standards of excellence in financial reporting benefit our residents by ensuring fiscal transparency and accountability. I encourage stakeholders to review the award-winning report, which is available on our city's website at https://cms7files1.revize.com/cityofmaplewoodmo/Document_center/Department/Finance/Comprehensive%20Annual%20Financial%20Reports/Maplewood_ACFR%20FS%202023.pdf This recognition reinforces our commitment to openness and sound financial management for the City of Maplewood.

Maplewood Regional Night Out

Maplewood's annual Regional Night Out is Tuesday, October 1, from 6 to 9 pm. This citywide event features block parties with free food and drinks provided by the Police Department and Walmart, plus a resident t-shirt contest. Block Leaders should contact Corporal Dustin Hoskins at 314-646-3626 to confirm participation and receive supplies. New participants are welcome and should reach out to Corporal Hoskins to start their own block party. We welcome all residents to join us in celebrating neighborhood unity across Maplewood.

Strengthening Maplewood's Business Community Amid Recent Challenges

City staff have received questions and concerns from residents and business owners regarding recent business closures in Maplewood. The email on the following page was sent to local business owners on August 1.

As the email conveys, while any business closure is unfortunate, the recent events are the result of individual circumstances rather than an indication of a broader economic downturn in Maplewood. Each closure has its own unique story, and it's important not to conflate these individual situations with an emerging negative trend. That being said, we recognize that these closures highlight the ongoing need to support and strengthen our local business community. In

light of this, City staff are taking several proactive steps. A key initiative is the revision of our comprehensive plan. This process will create a robust framework for driving inclusive business and residential growth, ensuring that Maplewood remains a vibrant place to live and do business.

Alongside this larger planning effort, staff is engaged in three important processes. First, we're assessing opportunities to relax some of our more restrictive commercial zoning requirements, aiming to create a more flexible and business-friendly environment. Second, we're meeting directly with property owners to bolster their efforts in filling vacancies, providing support and resources where we can. Third, and equally important, we're taking an active role in helping to recruit businesses to these vacant spaces. By combining these strategies, we aim to create a robust, resilient local economy that can adapt to changing market conditions and continue to serve our community's needs.

Maintaining a thriving, diverse business community is crucial to Maplewood's continued success. As we move forward with these initiatives, we encourage all residents and business owners to stay engaged. Input and participation, particularly in the upcoming comprehensive plan discussions, will be invaluable in shaping the future of our community.

August 1, 2024

Maplewood Business Community –

We hope this email finds you well. We are writing to acknowledge the recent string of business closures, particularly in our downtown area. It has been some time since we have experienced a cycle of this kind, and we understand the concern it brings to our community. Unfortunately, no community is immune to such challenges.

It is important to note that each of the recent business closings has been for varied reasons, all unrelated to Maplewood as a community and business district. While these closures are indeed disheartening, they reflect a range of individual circumstances rather than a reflection on the vitality of our community.

Our business community is truly like no other, characterized by its remarkable solidarity and mutual support. It is this spirit that makes our community strong and vibrant, even in the face of adversity.

We are actively taking steps to address the recent closures. This includes seeking new businesses to join our community, collaborating with property owners to fill vacancies promptly, and looking at opportunities to adjust some of the more restrictive zoning areas. We understand the importance of maintaining a dynamic and thriving business environment and are dedicated to fostering growth and innovation.

Additionally, we are exploring various initiatives to support your operations, whether through facilitating access to resources, providing networking opportunities, or offering guidance on adapting to the changing market conditions. We are fortunate to have a vibrant and engaged Chamber of Commerce that supports similar initiatives and is committed to collaboration in building a robust economy. Our goal is to foster an ecosystem where businesses can thrive, even amidst uncertainty.

We encourage you to reach out to us with any concerns, ideas, or suggestions. Your insights are invaluable as we work together to strengthen our business community. Let us continue to support one another, share knowledge, and build a resilient future.

Thank you for your unwavering commitment to our community. Together, we can overcome these challenges and emerge even stronger.

Sincerely,

Amber Withycombe
City Manager

Laura Miller
Community Development Director



Government Finance Officers Association
203 North LaSalle Street, Suite 2700
Chicago, Illinois 60601-1210
312.977.9700 fax: 312.977.4806

6/21/2024

Amber Withycombe
Manager
City of Maplewood, Missouri

Dear Amber:

We are pleased to notify you that your annual comprehensive financial report for the fiscal year ended June 30, 2023 qualifies for GFOA's Certificate of Achievement for Excellence in Financial Reporting. The Certificate of Achievement is the highest form of recognition in governmental accounting and financial reporting, and its attainment represents a significant accomplishment by a government and its management.

When a Certificate of Achievement is awarded to a government, an Award of Financial Reporting Achievement (AFRA) is also presented to the individual(s) or department designated by the government as primarily responsible for its having earned the Certificate. This award has been sent to the submitter as designated on the application.

We hope that you will arrange for a formal presentation of the Certificate and Award of Financial Reporting Achievement, and give appropriate publicity to this notable achievement. A sample news release is included to assist with this effort.

We hope that your example will encourage other government officials in their efforts to achieve and maintain an appropriate standard of excellence in financial reporting.

Sincerely,

A handwritten signature in black ink that reads "Michele Mark Levine". The signature is written in a cursive, flowing style.

Michele Mark Levine
Director, Technical Services

● Join Us for ●

MAPLEWOOD

Regional Night Out

An annual community-building campaign that promotes police-community partnerships and neighborhood camaraderie to make our neighborhoods safer, more caring places to live.



TUESDAY, OCTOBER 1ST, 2024 6PM - 9PM

A MAPLEWOOD BLOCK NEAR YOU

**CONTACT: CORPORAL DUSTIN HOSKINS
D-HOSKINS@CITYOFMAPLEWOOD.COM**

314-646-3626

**BLOCK
PARTIES**



**FOOD &
BEVERAGES**

**T-SHIRT
CONTEST**

