File #: 260895, **Version:** 1

ORDINANCE NO. 260895

Sponsor: Director of Finance Department

Authorizing the issuance of not to exceed $100,000,000.0 principal amount of Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program) Series 2026A of the City of Kansas City, Missouri, for the purpose of extending and improving the City's sanitary sewer system; prescribing the form and details of the bonds and the agreements made by the City to facilitate and protect their payment; renaming Fund No. 8197 of the City; and prescribing other related matters.

FINANCE COMMITTEE recommends "Advance and Do Pass, Debate."

WHEREAS, the City of Kansas City, Missouri (the "City"), is a constitutional charter city organized and existing under the constitution, the City's Charter and laws of the State of Missouri; and

WHEREAS, the City now owns and operates a revenue producing sanitary sewer system, consisting of sanitary sewers and combined sewers, serving the City, its inhabitants and others within its service area, including connected and related appurtenances and facilities and extensions, improvements, additions and enlargements made or acquired by the City after the date of this Ordinance (the "Sanitary Sewer System" or the "System"); and

WHEREAS, the City desires to construct certain improvements to the System (the "Project"), such improvements to be financed by the issuance by the City pursuant to this Ordinance of its Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program) Series 2026A (the "Bonds") in the maximum principal amount of $100,000,000.00 (the "Maximum Principal Amount"); and

WHEREAS, to provide for the most cost-effective financing of the Project, the City desires to participate in the State of Missouri Clean Water State Revolving Fund Direct Loan Program (the "CWSRF Direct Loan Program") of the Missouri Department of Natural Resources ("DNR") and the Clean Water Commission of the State of Missouri (the "Commission"); and

WHEREAS, in connection with the Project, the Commission has approved a loan to the City to be made by DNR pursuant to a Purchase Agreement (the "Purchase Agreement") by and between the City and DNR (the "Loan"); and

WHEREAS, in order to evidence the Loan, it is hereby found and determined that it is necessary and advisable and in the best interest of the City and its inhabitants that the City issue its Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program) Series 2026A (the "Bonds") in the maximum principal amount of $100,000,000 pursuant to this Ordinance; and

WHEREAS, the City is authorized under the provisions of Chapter 250 of the Revised Statutes of Missouri, as amended (the "Act"), to issue and sell revenue bonds for the purpose of paying all or part of the cost of extending and improving the System, with the cost of operation and maintenance of the System and the principal of and interest on revenue bonds payable solely from the Net Sanitary Sewer Revenues (as defined below); and

WHEREAS, pursuant to the Act, a special bond election was duly held in the City on April 5, 2022 (the "Election") on the following question:

QUESTION

> Shall the City of Kansas City, Missouri issue sanitary sewer revenue bonds in the principal amount of $750,000,000.00 for the purpose of rehabilitating, expanding and improving the City's sanitary sewer system, including acquiring necessary land and rights of way, in order to provide for its continuing operation and to maintain compliance with federal, state and judicial requirements, with the principal of and interest on said revenue bonds to be payable solely from the revenues derived by the City from the operation of its sanitary sewer system, including all future rehabilitations, improvements and expansions thereto?

and it was found and determined that more than a simple majority of the qualified electors of the City voting on the question had voted in favor of the question, the vote having been 24,977 votes for said question to 6,444 votes against said question; and

WHEREAS, $195,430,000.00 of the bonds authorized at the Election have been issued and the City finds and determines that it is necessary and advisable and in the best interest of the City and of its inhabitants to issue an additional amount of not to exceed $100,000,000 of the bonds so authorized; and

WHEREAS, contemporaneously with the issuance of the Bonds, the City is currently anticipating issuing its Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program) Series 2026B (the "Series 2026B Bonds"), which will utilize an amount of not to exceed $100,000,000.00 of the bonds so authorized at the Election; and

WHEREAS, the City has previously issued and has outstanding or is currently contemplating the issuance of one or more series of bonds or obligations payable solely from, and secured by a pledge of, Net Sanitary Sewer Revenues (as defined herein) (collectively, the "Outstanding Parity Bonds") pursuant to one or more ordinances (collectively, the "Outstanding Parity Bond Ordinance"), all as further identified in Exhibit C hereto; and

WHEREAS, the City, upon the issuance of the Bonds, will not have outstanding any other bonds or other obligations payable solely from, and secured by a pledge of, the Net Sanitary Sewer Revenues other than the Outstanding Parity Bonds and the Bonds; and

WHEREAS, under the provisions of the Outstanding Parity Bond Ordinance, the City may issue additional bonds payable out of the Net Sanitary Sewer Revenues that are on a parity with the Outstanding Parity Bonds, only if certain conditions are met; and

WHEREAS, it is hereby found and determined that it is necessary and advisable and in the best interest

of the City and its inhabitants that revenue bonds be issued and secured in the form and manner provided in this Ordinance and be sold to DNR under the CWSRF Direct Loan Program, and to provide the remainder of costs of extending and improving the System that may be required from subsequent issues of bonds, grants or funds of the City otherwise available and to take other related actions; NOW, THEREFORE,

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF KANSAS CITY:

ARTICLE I

DEFINITIONS

Section 101. Definition of Words and Terms. Capitalized words and terms not otherwise defined in this Ordinance have the meanings set forth in the Purchase Agreement and the Escrow Agreement (each as defined below). In addition to the foregoing and words and terms defined in the Recitals, Schedule I and elsewhere in this Ordinance, capitalized words and terms have the following meanings in this Ordinance:

"Administrative Expense Fund" means the fund designated as such and established by Section 4 of the Escrow Agreement. The Administrative Expense Fund does not constitute part of the CWSRF Direct Loan Program.

"Administrative Fee" means the semiannual administrative fee of DNR equal to 0.25% of the aggregate amount of the Bonds Outstanding as of each Administrative Fee Calculation Date (including the final maturity date of the Bonds), payable to the Paying Agent within 30 days after the City's receipt of a statement from the Paying Agent for deposit to the Administrative Expense Fund and subsequent transfers to DNR as described in Section 9 of the Escrow Agreement.

"Administrative Fee Calculation Date" means the Business Day preceding each Principal Payment Date.

"Administrative Service Fees" means that portion of the Current Sanitary Sewer Expenses paid to the general fund of the City for office space and certain administrative, data processing, accounting and other support services provided to the Sanitary Sewer System of the City.

"Authority" means the State Environmental Improvement and Energy Resources Authority, a body corporate and politic and a governmental instrumentality of the State.

"Authorized Representative" means the representative of the City designated as such by the City in accordance with the Regulations.

"BABs Interest Subsidy Payments" means any payments to be received by the City from the U.S. Department of the Treasury under Section 54AA or Section 6431 of the Internal Revenue Code of 1986, as amended, in connection with the payments of interest on System Revenue Bonds.

"Bonds" means the Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program) Series 2026A, authorized and issued under this Ordinance.

"Bond Debt Service" means the amount of the principal of and interest due on the Bonds on the date of calculation required in this Ordinance.

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"Bond Register" means the books for the registration, transfer and exchange of Bonds kept at the office of the Paying Agent.

"Closing Date" means the date of the initial issuance and delivery of the Bonds.

"Construction Fund" means the Construction Fund established by Section 4 of the Escrow Agreement.

"Consultant" means the Consulting Engineer, a registered municipal advisor, an independent certified public accountant or a firm of independent certified public accountants.

"Consulting Engineer" means each independent engineer or engineering firm with experience in designing and constructing wastewater treatment, sanitary sewerage and water pollution control facilities and retained by the City.

"Cumulative Principal Amount Outstanding" means the sum of (a) the purchase price of the Bonds paid by the Owner to the Paying Agent on the Closing Date in accordance with the Purchase Agreement and deposited into the funds pursuant to Section 403, plus (b) each additional Purchase Price Installment, as notated on the Bonds by the Paying Agent, less (c) the principal amount redeemed pursuant to Article III.

"Current Sanitary Sewer Expenses" means all reasonable and necessary expenses of ownership, operation, maintenance and repair of the System and keeping the System in good repair and working order, determined in accordance with accounting principles generally accepted in the United States of America, including current maintenance charges, expenses of reasonable upkeep and repairs, salaries, wages, costs of materials and supplies, Administrative Fee, paying agent fees and expenses, annual audits, periodic Consultant's reports, properly allocated share of charges for insurance, the cost of purchased water, gas and power, obligations (other than for borrowed money or for rents payable under financing leases) incurred in the ordinary course of business, liabilities incurred by endorsement for collection or deposit of checks or drafts received in the ordinary course of business, short-term obligations incurred and payable within a particular Fiscal Year, obligations incurred for the purpose of leasing (pursuant to a true or operating lease) equipment, fixtures, inventory or other personal property, and all other expenses incident to the ownership and operation of the System, but excluding interest paid on, and swap, hedge or other interest-like payments made with respect to, System Revenue Bonds, depreciation, amortization and other noncash charges (including payments into the Depreciation and Replacement Account), and all general administrative expenses of the City not related to the operation of the System.

"Debt Service Fund" means the Debt Service Fund established by Section 4 of the Escrow Agreement.

"Defeasance Securities" means:

(a) Federal Securities;

(b) obligations of the Resolution Funding Corporation or any successor, but only if the use of the obligations to pay and discharge Bonds pursuant to Article X will cause the discharged Bonds to be rated in the highest long-term category by the Rating Agency; or

(c) obligations of any state of the United States of America or of any agency, instrumentality or local government unit of any state that:

(i) are not callable at the option of the obligor prior to maturity or for which irrevocable instructions have been given by the obligor to call on the date specified in the instructions, and

(ii) are fully secured as to principal, redemption premium and interest by a fund, consisting of cash or Federal Securities, that:

(A) may be applied only to the payment of principal, redemption premium and interest on the obligations, and

(B) is sufficient, as verified by an independent certified public accountant, to pay the principal, redemption premium and interest on the obligations.

"Depreciation and Replacement Account" means the fund or account designated as such and created or ratified by Section 401.

"Director of Finance" means the Director, Deputy Director or any Acting Director of the Department of Finance of the City.

"Escrow Agreement" means the Escrow Trust Agreement between the City and the Paying Agent, as supplemented, modified or amended in accordance with its terms, related to the Bonds.

"Federal Securities" means any direct obligation of, or obligation the timely payment of the principal of and interest on which is unconditionally guaranteed by, the United States of America and backed by its full faith and credit.

"Fiscal Year" means the fiscal year of the City, currently May 1 to April 30.

"Funds Transfer Method" means electronic transfer in immediately available funds, automated clearing house (ACH) funds, or other method approved by DNR at the written request of the City with written notice to the Paying Agent.

"Interest Payment Date" means each January 1 and July 1, commencing January 1, 2027.

"Interest Period" means each six-month period from January 1 through June 30 and July 1 through December 31.

"Interest Rate" means the annual rate equal to 30% of the Revenue Bond Index as published in *The Bond Buyer* most recently prior to the Closing Date, rounded up to the nearest 0.01%.

"Investment Securities" means any securities or investments that are legal for the investment of funds of the City at the time of purchase.

"Net Sanitary Sewer Revenues" means Sanitary Sewer Revenues less Current Sanitary Sewer Expenses.

"Ordinance" means this Ordinance as from time to time amended in accordance with its terms.

"Outstanding" means, as of the date of determination, all Bonds issued and delivered under this Ordinance, except:

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

(2) Bonds for the payment of the principal or redemption price of and interest on which money or Defeasance Securities are held under Section 1001;

(3) Bonds in exchange for which, or in lieu of which, other Bonds have been registered and delivered pursuant to this Ordinance; and

(4) Bonds allegedly mutilated, destroyed, lost, or stolen and paid under Section 208.

"Outstanding Parity Bonds" means, collectively, all of the outstanding bonds described in Exhibit C attached hereto.

"Outstanding Parity Bond Ordinance" means, collectively, all of the ordinances adopted by the City under which the Outstanding Parity Bonds have been issued and identified in Exhibit C attached hereto.

"Owner" means DNR or any assignee, successor or transferee of DNR.

"Parity Bonds" means, collectively, the Outstanding Parity Bonds and any other bonds or other obligations issued under Section 802 payable solely from, and secured by a pledge of, the Net Sanitary Sewer Revenues on a parity basis with the Bonds.

"Parity Ordinance" means, collectively, the Outstanding Parity Bond Ordinance and any other ordinance under which any other Parity Bonds are issued.

"Paying Agent" means UMB Bank, N.A., the paying agent and escrow agent, and its successors and assigns acting at any time as Paying Agent and Escrow Agent under this Ordinance and the Escrow Agreement.

"Principal Payment Date" means each January 1 and July 1, commencing July 1, 2028, and any date on which all or part of the Bonds are optionally redeemed in accordance with Section 301.

"Purchase Agreement" means the Purchase Agreement between the City and DNR, as supplemented, modified or amended in accordance with its terms, related to the Bonds.

"Purchase Price Installment" means the amount paid by DNR from time to time in accordance with Section 3.3 of the Purchase Agreement and deposited in the Construction Fund or otherwise in accordance with Section 403.

"Quarterly Payment Date" means each March 15, June 15, September 15 and December 15, commencing December 15, 2026.

"Rating Agency" means Moody's Investors Service, Inc. or S&P Global Ratings, a division of S&P Global Inc., and their respective successors.

"Record Date" means the 25th day (whether or not a Business Day) of the calendar month next

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preceding the applicable Interest Payment Date.

"Repayment Fund" means the fund designated as such and established by Section 4 of the Escrow Agreement. The Repayment Fund does not constitute part of the CWSRF Direct Loan Program.

"Revenue Fund" means the fund or account designated as such and created or ratified by Section 401.

"Sanitary Sewer Revenues" means all income and revenues derived by the City from the System, including investment and rental income, net proceeds from business interruption insurance, sales tax revenues and/or other moneys that have been annually appropriated by the City or that are limited solely to the payment of improvements to or expenses of the System, and any amounts deposited in escrow in connection with the acquisition, construction, remodeling, renovation and equipping of facilities to be applied during the period of determination to pay interest on System Revenue Bonds, but excluding any profits or losses on the early extinguishment of debt or on the sale or other disposition of investments or fixed or capital assets not in the ordinary course of business.

"SRF Program" means the Missouri Leveraged State Drinking Water Revolving Fund Program, the Missouri Leveraged State Water Pollution Control Revolving Fund Program, the State of Missouri Drinking Water State Revolving Fund Direct Loan Program, and/or the State of Missouri Clean Water State Revolving Fund Direct Loan Program.

"SRF Subsidy" means, with respect to any applicable System Revenue Bonds issued through the SRF Program, the amount of investment earnings that will accrue on the reserve fund established for such bonds during the Fiscal Year and allocable to the City.

"State" means the State of Missouri.

"Stated Maturity" means July 1, 2047, the final maturity date of the Bonds; provided, however, that such date shall be subject to change pursuant to Section 302 hereof and Section 3.4 of the Purchase Agreement.

"Subsidy Payments" means funds received (or with respect to Section 802(a)(2)(B) funds that are reasonably expected to be received) by the City that either (a) must be used or (b) have been used (or with respect to Section 802(a)(2)(B) are reasonably expected to be used) to reduce the interest or principal payments on System Revenue Bonds. Such Subsidy Payments would include, but are not limited to, BABs Interest Subsidy Payments, SRF Subsidy and other payments received by the City through a federal or State program.

"Surplus Account" means the fund or account created or ratified in Section 401.

"System Revenue Bonds" means, collectively, the Bonds, the Parity Bonds and all other revenue bonds or obligations that are payable solely from, and secured by a pledge of, the Net Sanitary Sewer Revenues.

"User Charge Ordinance" means Article I, Chapter 60 of the Code of Ordinances, City of Kansas City, Missouri, as amended by Ordinance No. 260209, adopted by the Governing Body on March 26, 2026, and as may be further amended, supplemented or replaced from time to time.

ARTICLE II

AUTHORIZATION OF BONDS

Section 201. Authorization of Bonds. The Bonds are authorized and directed to be issued in the Maximum Principal Amount subject to the terms and for the purposes of this Ordinance. Upon the Completion of Funding pursuant to the Purchase Agreement, the principal amount of the Bonds issued under this Ordinance will be the Cumulative Principal Amount Outstanding as of the Completion of Funding plus the principal amount previously redeemed pursuant to Article III. The remaining voted authorization, if any, under the Election will be the voted amount less the sum of the amount previously issued as described in the Recitals and the amount issued as calculated pursuant to the preceding sentence.

Section 202. Security for Bonds.

(a) The Bonds are special, limited obligations of the City payable solely from, and secured by a pledge of, the Net Sanitary Sewer Revenues. The taxing power of the City is not pledged to the payment of the Bonds. The Bonds do not constitute a general obligation of the City or an indebtedness of the City within the meaning of any constitutional, charter or statutory provision, limitation or restriction.

(b) The Bonds are issued on a parity with the Outstanding Parity Bonds.

Section 203. Description of Bonds. The Bonds consist of fully-registered bonds numbered from R-1 consecutively upward, in denominations of $100,000 or any integral multiple of $0.01 in excess thereof, or if the principal amount of the Bonds is less than $100,000, then an amount equal to the principal amount of the Bonds. The Bonds will be issued in substantially the form of Exhibit A and will be registered, transferred and exchanged as provided in Section 206. The Bonds are dated as of the Closing Date. The Bonds will mature and become due on the Stated Maturity (subject to optional and mandatory redemption prior to Stated Maturity as provided in Article III). The Bonds will bear interest on the Cumulative Principal Amount Outstanding at the Interest Rate from the Closing Date and the date of receipt of each Purchase Price Installment by the Paying Agent pursuant to the Purchase Agreement (as set forth on Schedule A to a Bond) or from the most recent Interest Payment Date to which interest has been paid or provided for. Interest is computed on the basis of a 360-day year of twelve 30-day months and is payable on each Interest Payment Date.

Section 204. Designation of Paying Agent. The City has designated the Paying Agent as the City's paying agent for the payment of the principal of and interest on the Bonds, bond registrar for the registration, transfer and exchange of Bonds and escrow agent with respect to the funds and accounts established with the Paying Agent under the Escrow Agreement.

Section 205. Method and Place of Payment of Bonds.

(a) Payment of the Bonds will be made with any coin or currency that is legal tender for the payment of debts due the United States of America on the payment date.

(b) The payment of the principal of and redemption premium, if any, payable on each Bond at Stated Maturity or upon earlier redemption and the interest payable on each Bond on any Interest Payment Date will be made by check or draft mailed by the Paying Agent to the address of the Owner shown in the Bond Register. The principal of and redemption premium, if any, and interest on the Bonds is also payable by electronic transfer in immediately available federal funds to a bank in the continental United States of America pursuant to instructions from any Owner received by the Paying Agent prior to the Record Date.

(c) Payments of principal on the Bonds pursuant to Article III may be made directly to the Owner

without surrender of any Bond to the Paying Agent. Accordingly, any transferee of a Bond should verify with the Paying Agent the principal of the Bond outstanding prior to such purchase or transfer, and the records of the Paying Agent shall be conclusive for such purposes.

(d) The Paying Agent will keep a record of payment of the principal, redemption premium, if any, and interest on all Bonds and, at least annually, at the written request of the City, will forward a copy or summary of the record of payments to the City.

(e) The Bonds will be held by the Paying Agent in trust for each Owner, unless the Paying Agent is otherwise directed in writing by an Owner.

Section 206. Registration, Transfer and Exchange of Bonds.

(a) The City will cause the Paying Agent to keep the Bond Register. Each Bond when issued will be registered in the name of the Owner on the Bond Register. Bonds will be transferred and exchanged only upon the Bond Register.

(b) Upon surrender of any Bond at the payment office of the Paying Agent in St. Louis, Missouri (or other office designated by the Paying Agent), the Paying Agent will transfer or exchange the 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. All Bonds presented for transfer or exchange must be accompanied by a written instrument of transfer or authorization for exchange, in a form and with guarantee of signature satisfactory to the Paying Agent, duly executed by the Owner or by the Owner's authorized agent. All Bonds presented for transfer or exchange must be surrendered to the Paying Agent for cancellation.

(c) For every exchange or transfer of Bonds the City or the Paying Agent may levy a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid for the exchange or transfer. The person requesting the exchange or transfer must pay the charge. Payment of the charge is a condition precedent to the exchange or transfer. If any Owner fails to provide a correct taxpayer identification number to the Paying Agent, the Paying Agent may make a charge against the Owner sufficient to pay any governmental charge required to be paid as a result of such failure. In compliance with Section 3406 of the Internal Revenue Code of 1986, as amended, this amount may be deducted by the Paying Agent from amounts payable to the Owner under this Ordinance and the Bonds.

(d) The City and the Paying Agent will treat the person in whose name any Bond is registered on the Bond Register as the absolute owner of the Bond, whether or not payment of the Bond is overdue, for the purpose of receiving payment of the principal of, redemption premium, if any, and interest on the Bond and for all other purposes. All payments made to any Owner or upon the Owner's order will be valid and effective to satisfy and discharge the City's liability for payment of the Bond to the extent of the sum or sums paid. Neither the City nor the Paying Agent will be affected by any notice to the contrary.

(e) At reasonable times and under reasonable rules established by the Paying Agent, the Owners of 25% or more in principal amount of the Outstanding Bonds, or their representative designated in a manner satisfactory to the Paying Agent, may inspect and copy the Bond Register.

Section 207. Execution, Authentication and Delivery of Bonds.

(a) Each Bond must be signed by the manual or facsimile signature of the Mayor and attested by the manual or facsimile signature of the City Clerk, and have the official seal of the City affixed or imprinted thereon. If any officer whose manual or facsimile signature appears on any Bond ceases to be an officer before the delivery of any Bond signed by the officer, the manual or facsimile signature on the Bond will be valid and sufficient for all purposes of this Ordinance.

(b) The Mayor and the City Clerk are directed to prepare and execute the Bonds as specified in this Article, and when executed, to deliver the Bonds to the Paying Agent for authentication. Each Bond will be authenticated by any authorized signatory of the Paying Agent. No Bond is entitled to any security or benefit under this Ordinance or is valid or obligatory for any purpose until authenticated by the Paying Agent.

(c) Prior to the Completion of Funding, promptly upon the receipt by the Paying Agent of each Purchase Price Installment paid by the Owner in accordance with the Purchase Agreement, an authorized signatory of the Paying Agent will endorse Schedule A to a Bond with the date of receipt of the Purchase Price Installment, the amount of the Purchase Price Installment and the resulting Cumulative Principal Amount Outstanding. No further entries to Schedule A will be made after the Completion of Funding related to Purchase Price Installments.

Section 208. Mutilated, Destroyed, Lost and Stolen Bonds.

(a) If (i) any mutilated Bond is surrendered to the Paying Agent, or the City and the Paying Agent receive evidence to their satisfaction of the mutilation, destruction, loss or theft of any Bond, and (ii) there is delivered to the City and the Paying Agent security or indemnity as required by them, in the absence of notice to the City or the Paying Agent that the Bond has been acquired by a bona fide purchaser, the City will execute and the Paying Agent will register and deliver, in exchange for or in lieu of any mutilated, destroyed, lost or stolen Bond, a new Bond of the same Stated Maturity and of like tenor and principal amount. If the Bond has become or is about to become due, the City may pay the Bond instead of issuing a new Bond.

(b) Upon the issuance of any new Bond under this Section, the City or the Paying Agent may require the payment by the Owner of a sum sufficient to cover any tax or other governmental charge imposed and any other expenses (including the fees and expenses of the Paying Agent) connected with the issuance of the Bond.

(c) Every new Bond issued pursuant to this Section in lieu of any mutilated, destroyed, lost or stolen Bond will constitute a replacement of the prior obligation of the City, whether or not the mutilated, destroyed, lost or stolen Bond is enforceable by anyone at any time, and will be entitled to all the benefits of this Ordinance equally and ratably with all other Outstanding Bonds.

Section 209. Cancellation and Destruction of Bonds Upon Payment. All Bonds that have been paid or redeemed or that have otherwise been surrendered to the Paying Agent, either at or before Stated Maturity, will be canceled immediately upon the payment or redemption and the Paying Agent's receipt of the Bonds. The Paying Agent will periodically destroy canceled Bonds. If requested by City, the Paying Agent will execute a certificate describing the destroyed Bonds and file an executed counterpart of the certificate with the City.

Section 210. Sale of the Bonds; Authorization and Execution of Documents.

(a) The Bonds will be sold to the Owner at the purchase price of 100% of the initial Purchase Price Installment paid on the Closing Date plus each Purchase Price Installment made by the Owner thereafter

pursuant to Section 3.3 of the Purchase Agreement, without accrued interest.

(b) The City is authorized to enter into the Purchase Agreement and the Escrow Agreement, in substantially the forms presented to the Governing Body. The Director of Finance is authorized to execute the Purchase Agreement and the Escrow Agreement for and on behalf of and as the act and deed of the City, with changes approved by the Director of Finance, which approval will be conclusively evidenced by the signature of the Director of Finance of the City. The Director of Finance is further authorized and directed to execute other documents, certificates and instruments that are necessary or desirable to carry out the intent of this Ordinance. The City Clerk is authorized and directed to attest the execution of the Purchase Agreement and the Escrow Agreement and any other documents, certificates and instruments that are necessary or desirable to carry out the intent of this Ordinance.

Section 211. Administrative Fee and Paying Agent's Fee. Subject to Section 202, the City will pay to the Paying Agent, within 30 days after receipt of a statement from the Paying Agent, (a) the Administrative Fee, and (b) an amount equal to the Paying Agent's fees and expenses, from legally appropriated funds, as provided in the Escrow Agreement.

ARTICLE III

REDEMPTION OF BONDS

Section 301. Optional Redemption. At the option of the City, with the prior written consent of the Owner, the Bonds or any portion thereof may be called for redemption and payment prior to the Stated Maturity thereof in whole or in part at any time on or after the 10th anniversary of the Closing Date, at the redemption price of 100% of the principal amount thereof so redeemed plus accrued interest thereon to the date of redemption. If an optional redemption is in part, the principal amount for each Principal Payment Date following the optional redemption will be reduced on a proportionate basis (to the nearest $0.01). If the Bonds or a portion thereof are optionally redeemed prior to the Stated Maturity thereof, the Owner may require the payment by the City of a sum sufficient to cover any professional costs, fees and expenses (including the fees and expenses of the Paying Agent and other consultants (legal, financial or otherwise) of the Owner and the Authority) incurred in connection with the early redemption of the Bonds or any portion thereof.

Section 302. Mandatory Redemption Provisions.

(a) The Bonds are subject to mandatory sinking fund redemption in part, at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date, on the Principal Payment Dates and in the principal amounts as set forth on Exhibit B.

(b) If upon the Completion of Funding, the Cumulative Principal Amount Outstanding is less than the Maximum Principal Amount (disregarding any scheduled redemptions above that have occurred prior to the Completion of Funding), the principal amount for each Principal Payment Date following the Completion of Funding will be reduced on a proportionate basis (to the nearest $0.01).

(c) If the final date of Initiation of Operations, as certified by the City pursuant to Section 3.4(a) of the Purchase Agreement, will cause the final Principal Payment Date to be more than 20 years from the date of Initiation of Operations, the Stated Maturity of the Bonds will be revised to be not more than 20 years from the certified date of Initiation of Operations and the principal amount for each remaining Principal Payment Date will be modified on a proportionate basis (to the nearest $0.01). In no event will the revised Stated Maturity of

the Bonds exceed 35 years from the Closing Date.

Section 303. Revisions to Exhibit B; Selection of Bonds Upon Partial Redemption.

(a) Upon the partial redemption of the Bonds pursuant to Section 301 or if Section 302(b) is applicable, the Owner will provide a replacement Exhibit B, reflecting the reductions to the principal amounts, to the Paying Agent and the City, which will be binding on the City absent manifest error and will replace the previous Exhibit B without any further action on the part of the City. The revised Exhibit B is subject to such verification requirements as may be reasonably established by the Paying Agent.

(b) The redemption of the Bonds in part will be reflected in the records maintained by the Paying Agent.

Section 304. Notice and Effect of Call for Redemption.

(a) No notice of the mandatory redemption of Bonds is required to be given. If the Bonds are being optionally redeemed, notice of redemption will be given in the manner described below. Unless waived by any Owner of Bonds to be redeemed, the Paying Agent, on behalf of the City, will give notice by mailing a redemption notice, at least 15 days, but not more than 30 days, prior to the date fixed for redemption, to the Owner of Bonds to be redeemed at the address shown on the Bond Register.

(b) All redemption notices will be dated and include the following information:

(1) the redemption date,

(2) the redemption price, consisting of the principal amount, redemption premium, if any, and interest to the redemption date,

(3) if less than all Outstanding Bonds are to be redeemed, the identification number, if any, Stated Maturity and, in the case of partial redemption of any Bond, the respective principal amounts of the Bonds to be redeemed,

(4) a statement that on the redemption date the redemption price will become due and payable upon each Bond or portion of a Bond called for redemption, and that interest ceases to accrue on the redeemed amount from and after the redemption date, and

(5) the address of the principal office of the Paying Agent where the Bonds must be surrendered for payment of the redemption price.

(c) If notice of redemption has been given or waived, the Bonds or portions to be redeemed will become due and payable on the redemption date at the redemption price specified in the notice. From and after the redemption date (unless the City defaults in the payment of the redemption price), the called Bonds will cease to bear interest. Upon the surrender of Bonds for payment of the redemption price in accordance with the notice, the Paying Agent will pay the redemption price to the applicable Owners.

ARTICLE IV

RATIFICATION AND ESTABLISHMENT OF FUNDS AND ACCOUNTS

Section 401. Ratification and Establishment of Funds and Accounts; Renaming of Fund No. 8197.

(a) The following separate funds and accounts in the treasury of the City are created in, or ratified by, this Ordinance and/or the Outstanding Parity Bond Ordinance:

(i) Sewer Fund (herein referred to as the "Revenue Fund");

(ii) any debt service reserve fund or account established for the Outstanding Parity Bonds under an Outstanding Parity Bonds Ordinance (collectively, the "Outstanding Parity Bond Debt Service Reserve Account");

(iii) any debt service fund or account, repayment fund or account, principal account, and interest account established for the Outstanding Parity Bonds under an Outstanding Parity Bonds Ordinance (collectively, the "Outstanding Parity Bond Debt Service Account"); and

(iv) Sanitary Sewer Renewal and Replacement Account (herein referred to as the "Depreciation and Replacement Account"); and

(v) Sanitary Sewer Surplus Account (the "Surplus Account").

(b) The City hereby establishes the following special funds and accounts with the Paying Agent under the Escrow Agreement:

(i) the Debt Service Fund;

(ii) the Construction Fund;

(iii) the Repayment Fund, consisting of the Principal Account and the Interest Account; and

(iv) the Administrative Expense Fund.

(c) Fund No. 8197, the 2026B SRF Sewer Revenue Bond Fund, is hereby renamed the 2026A SRF Sewer Revenue Bond Fund in the books and records of the City.

Section 402. Administration of Funds and Accounts. The funds and accounts described in Section 401(a)(i), (iv) and (v) will be maintained and administered by the City under this Ordinance and the Outstanding Parity Bond Ordinance while any of the Bonds and the Outstanding Parity Bonds are outstanding. The funds and accounts described in Section 401(a)(ii) and (iii) will be maintained and administered by or on behalf of the City while the applicable series of Outstanding Parity Bonds are outstanding. The funds and accounts described in Section 401(b) will be maintained and administered by the Paying Agent pursuant to the Escrow Agreement while the Bonds are Outstanding.

Section 403. Deposits and Application of Bond Proceeds.

(a) The proceeds received from the sale of the Bonds on the Closing Date will be deposited upon the delivery of the Bonds into the Construction Fund and the Administrative Expense Fund as provided in the Escrow Agreement. Thereafter, each Purchase Price Installment will be deposited into the Construction Fund.

(b) Moneys in the Construction Fund will be disbursed to the City for the sole purpose of paying the Eligible Costs of the Project in accordance with the plans and specifications prepared by the Consulting Engineer, previously approved by the Governing Body and DNR and on file in the office of the City Clerk, including any alterations in or amendments to the plans and specifications approved by the Governing Body and DNR with the advice of the Consulting Engineer.

(c) Requisitions will be submitted for funding of the Purchase Price Installments and resulting withdrawals from the Construction Fund in accordance with Article III of the Purchase Agreement. Funds will be disbursed from the Administrative Expense Fund as provided in the Escrow Agreement.

ARTICLE V

APPLICATION OF REVENUES

Section 501. Revenue Fund. The City covenants and agrees that from and after the delivery of the Bonds and so long as any of the Bonds remain outstanding and unpaid, all Sanitary Sewer Revenues derived and collected by the City will be deposited into the Revenue Fund when received. The Sanitary Sewer Revenues will be segregated from all other moneys, revenues, funds and accounts of the City. The Revenue Fund will be administered and applied solely for the purposes and in the manner provided in the Outstanding Parity Bond Ordinance, this Ordinance and any other ordinance with respect to System Revenue Bonds.

Section 502. Application of Moneys in Funds and Accounts.

(a) The City will apply moneys in the Revenue Fund on the dates, in the amounts and in the order as follows:

(1) *Operation and Maintenance.* On the first day of each month, an amount sufficient to pay the estimated cost of operating and maintaining the System for the ensuing 30-day period, which amount shall *include* (i) on the dates required by the Outstanding Parity Bond Ordinance, the amounts required to pay the fees described in the Outstanding Parity Bond Ordinance, if any, and (ii) on the dates required by Section 211, transfers to the Paying Agent for further deposit to the Administrative Expense Fund, the amounts required to pay the Administrative Fee and the Paying Agent's Fees and expenses but *exclude* Administrative Service Fees;

(2) *Repayment Fund and Debt Service Account*. On a parity basis (i) at the times required under the Outstanding Parity Bond Ordinance, to the Outstanding Parity Bond Debt Service Account the amount required under the Outstanding Parity Bond Ordinance, (ii) to any debt service fund or account for any other Parity Bonds issued by the City in the amounts and at the times required under the applicable Parity Ordinance, and (iii) by the Funds Transfer Method, on each Quarterly Payment Date, to the Paying Agent for credit to the Interest Account and the Principal Account of the Repayment Fund:

(A) to the Interest Account of the Repayment Fund, on December 15, 2026, the total amount of interest due on the Bonds on the next Interest Payment Date, and on each Quarterly Payment Date thereafter, 1/2 of the amount of interest due on the Bonds on the next Interest Payment Date with the balance in the Debt Service Fund and the Interest Account on an Interest Payment Date after the payment of the principal of and interest due on the Bonds on the Interest Payment Date to be credited against the next succeeding Quarterly Payment; provided that prior

to the Completion of Funding,

(i) the investment earnings on the Construction Fund for the preceding calendar quarter will be credited against the next Quarterly Payment,

(ii) for purposes of the first Quarterly Payment of each Interest Period, except as provided in Section 10 of the Escrow Agreement, the amount of interest due on the next Interest Payment Date will be estimated based upon an expected disbursement schedule for the Interest Period provided by the City to DNR and the Paying Agent, and

(iii) for purposes of the second Quarterly Payment of each Interest Period, the interest due on the next Interest Payment Date will be calculated by the Paying Agent based upon Purchase Price Installments funded at least three Business Days prior to the Quarterly Payment Date and the second Quarterly Payment calculated so that the amount on deposit in the Interest Account after receipt of the second Quarterly Payment will equal interest payable on the Bonds on the Interest Payment Date; and

(B) to the Principal Account of the Repayment Fund, on March 15, 2028, and on each Quarterly Payment Date thereafter, 1/2 of the principal due on the Bonds on the next succeeding Principal Payment Date, whether at Stated Maturity or upon mandatory sinking fund redemption; provided, however, that if the Initiation of Operations specified in the certificate delivered by the City under Section 3.4(a) of the Purchase Agreement is earlier than the expected Initiation of Operations, all remaining unpaid principal installments of the Bonds will be paid on the Quarterly Payment Date that is not more than 20 years after the certified date of Initiation of Operations (as set forth in the revised debt service schedule and replacement Exhibit B (Mandatory Sinking Fund Redemption Schedule) provided by DNR pursuant to Section 3.4(b) of the Purchase Agreement);

(3) *Debt Service Reserve Account*. After payments and credits required at the time to be made under the provisions of paragraphs (1) and (2) of this subsection have been made, there shall next be paid and credited to the Outstanding Parity Bond Debt Service Reserve Account and any other debt service reserve fund or account for any other Parity Bonds issued by the City in the amounts and at the times required under the Parity Ordinance;

(4) *Administrative Service Fees.* After payments and credits required at the time to be made under the provisions of paragraphs (1), (2) and (3) of this subsection have been made, there shall next be paid and credited on the first day of each month, the Administrative Service Fees for the ensuing 30-day period;

(5) *Depreciation and Replacement Account*. After all payments and credits required at the time to be made under the provisions of paragraphs (1), (2), (3) and (4) of this subsection have been made, there shall next be paid and credited to the Depreciation and Replacement Account any amounts and at the times required under the provisions of any Parity Ordinance; and

(6) *Surplus Account*. At the times required under the Outstanding Parity Bond Ordinance or, after the date on which the Outstanding Parity Bonds are no longer outstanding, on each Quarterly Payment Date, the remaining balance to the Surplus Account. Moneys in the Surplus Account are to be expended for the following purposes as determined by the Governing Body:

(1) paying the cost of the operation, maintenance and repair of the System to the extent necessary after the application of the moneys pursuant to Sections 502(a)(1), (4) and (5);

(2) paying the cost of extending, enlarging or improving the System;

(3) preventing default in, anticipating payments into or increasing the amounts in the accounts confirmed or established in Section 401, or establishing or increasing the amount of any debt service account or debt service reserve account created by the City for the payment of any System Revenue Bonds subsequently issued;

(4) redeeming and paying prior to Stated Maturity, or, at the option of the City, purchasing in the open market at the best price obtainable not exceeding the call price (if any bonds are callable), the Bonds, the Outstanding Parity Bonds or any other System Revenue Bonds hereafter issued under the conditions hereinafter specified and standing on a parity with the Bonds, including principal, redemption premium, if any, and interest; or

(5) subject to Section 502(c), any other lawful purpose in connection with the operation of the System and benefiting the System including, but not limited to, payments with respect to bonds or other obligations of the System and payments on capital lease obligations.

(b) All amounts paid and credited pursuant to Sections 502(a)(1) and (4) will be expended solely for the purpose of paying the Current Sanitary Sewer Expenses of the System.

(c) No moneys derived by the City from the System will be diverted to the general governmental or municipal functions of the City.

(d) If the amounts paid and credited pursuant to Sections 502(a)(1) and (4) (the "OM Deposits") required under this Section are greater than any OM Deposits required in the User Charge Ordinance, the OM Deposits under the User Charge Ordinance will be deemed a credit toward OM Deposits required under this Section. If the OM Deposits required under this Section are less than any of those required in the User Charge Ordinance, OM Deposits under this Section will be deemed a credit to OM Deposits required under the User Charge Ordinance.

Section 503. Deficiency of Payments into Funds and Accounts.

(a) If the Sanitary Sewer Revenues are insufficient to make any payment on any date specified in this Article, the City will make good the amount of the deficiency by making additional payments out of the first available Sanitary Sewer Revenues for application in the order specified in Section 502.

(b) If the moneys in the Outstanding Parity Bond Debt Service Account, the Outstanding Parity Bond Debt Service Reserve Account, the Principal Account, the Interest Account, the Debt Service Fund, or any debt service fund or account or debt service reserve fund or account for any Parity Bonds issued by the City are not sufficient to pay the principal of and interest on the Outstanding Parity Bonds, the Bonds and any other Parity Bonds issued by the City as and when the same become due, the City will apply moneys in the Surplus Account and the Depreciation and Replacement Account on a proportionate basis (based upon the outstanding principal amounts of the Bonds, the Outstanding Parity Bonds and any other Parity Bonds issued by the City) to the Outstanding Parity Bond Debt Service Account, the Principal Account, the Interest Account and the Debt

Service Fund and the debt service fund or account for any Parity Bonds issued by the City to prevent any default in the payment of the principal of and interest thereon.

Section 504. Transfer of Funds to Paying Agent. Subject to the provision of Section 503(b) with respect to the application of funds on a proportionate basis with the Outstanding Parity Bonds and any other Parity Bonds issued by the City, the Director of Finance is authorized and directed to make the payments to the Principal Account, the Interest Account and the Debt Service Fund as provided in Section 502, and, to the extent necessary to prevent a default in the payment of the Bonds, from the Surplus Account and from the Depreciation and Replacement Account as provided in Sections 502 and 503, sums sufficient to pay the Bonds when due, and to forward amounts to the Paying Agent by the Funds Transfer Method that ensures the Paying Agent will have sufficient available funds on or before the second Business Day immediately preceding the dates when payments on the Bonds are due. Upon the payment of all principal and interest on the Bonds, the Paying Agent will return any excess funds to the City. Except as otherwise provided in the Escrow Agreement, all moneys deposited by the City with the Paying Agent are subject to the provisions of this Ordinance.

Section 505. Business Days. If any date for the payment of principal of, or redemption premium, if any, or interest on the Bonds or the taking of any other action hereunder is not a Business Day, then such payment shall be due, or such action shall be taken, on the first Business Day thereafter with the same force and effect as if made on the date fixed for payment or performance.

ARTICLE VI

INVESTMENT OF MONEYS

Section 601. Investment of Moneys.

(a) Moneys held in any fund or account referred to in this Ordinance may be invested in Investment Securities; provided, however, that any fund or account held by the Paying Agent shall be invested as provided in Section 11 of the Escrow Agreement. No such investment will be made for a period extending longer than the date when the money invested may be needed. All earnings on any investments held in any fund or account will accrue to the applicable fund or account. In determining the amount held in any fund or account under this Ordinance, obligations will be valued at the lower of cost or market value. If the amount in any fund or account held within the Treasury of the City is greater than the required amount, the City may transfer the excess to the Revenue Fund.

(b) If the Outstanding Parity Bonds are outstanding, any investments made pursuant to this Section are subject to the applicable restrictions in the Outstanding Parity Bond Ordinance.

ARTICLE VII

PARTICULAR COVENANTS OF THE CITY

Section 701. Efficient and Economical Operation; User Charge Ordinance. The City will continuously own and will operate the System in an efficient and economical manner and will keep and maintain the System in good repair and working order. The City has duly approved the User Charge Ordinance and will enforce the provisions thereof.

Section 702. Rate Covenant. The City will fix, establish, maintain and collect rates, fees and charges

for the use and services furnished by or through the System to produce income and revenues sufficient to (a) pay the costs of the operation and maintenance of the System including Administrative Service Fees; (b) pay the principal of and interest on the Bonds as and when due; (c) enable the City to have in each Fiscal Year Net Sanitary Sewer Revenues of not less than 110% of the amount required to be paid by the City in the Fiscal Year on account of both principal of and interest on all System Revenue Bonds at the time outstanding, provided that (i) interest on any System Revenue Bonds will be reduced by Subsidy Payments, if any, and (ii) principal and/or interest on any System Revenue Bonds will be reduced by amounts deposited in trust or escrowed for the payment thereof with the Owner or commercial bank or trust company located in the State of Missouri having full trust powers and acting as trustee or escrow agent and that are reasonably expected to be used for the payment of principal and/or interest on any System Revenue Bonds during the calculation period; and (d) provide reasonable and adequate reserves for the payment of the Bonds and the interest thereon and for the protection and benefit of the System as provided in this Ordinance. The City will require the prompt payment of accounts for service rendered by or through the System and will promptly take whatever action is legally permissible to enforce and collect delinquent charges. Each Fiscal Year, the City shall review the rates, fees and charges for the use and services furnished by or through the System and revise such rates, fees and charges as necessary to ensure that the System generates Net Sanitary Sewer Revenues sufficient to meet the requirements of this Section.

Section 703. Reasonable Charges for all Services. None of the facilities or services provided by the System will be furnished to any user (excepting the City itself) without a reasonable charge being made therefor. If the income and revenues derived by the City from the System are insufficient to pay the reasonable expenses of operation and maintenance of the System and the principal of and interest on the Bonds when due, the City will pay into the Revenue Fund a fair and reasonable payment in accordance with effective applicable rates and charges for all services or other facilities furnished to the City or any of its departments by the System.

Section 704. Annual Budget. Prior to the commencement of each Fiscal Year, the City will cause a budget setting forth the estimated receipts and expenditures of the System for the next succeeding Fiscal Year to be prepared and filed with the City Treasurer. The City Treasurer, within 30 days after the end of the current Fiscal Year, will mail a copy of the budget to the Owner. The annual budget will be prepared in accordance with the laws of the State.

Section 705. Annual Audit.

(a) Promptly after the end of each Fiscal Year, the City will cause an audit of the System for the preceding Fiscal Year to be made by a certified public accountant or firm of certified public accountants employed for that purpose and paid from the Sanitary Sewer Revenues. The annual audit will cover in reasonable detail the operation of the System during the Fiscal Year.

(b) As soon as possible after the completion of the annual audit, the Governing Body will review the annual audit, and if the annual audit reveals any breach of this Ordinance, the City agrees to promptly cure the breach.

(c) Within 30 days after the acceptance of the audit by the Governing Body, a copy of the annual audit will be filed in the office of the City Clerk. The annual audit will be open to examination and inspection during normal business hours by any taxpayer, any user of the services of the System, the Owner, or anyone acting for or on behalf of the taxpayer, user or Owner.

(d) The City acknowledges its undertakings set forth in Section 2.1(v) of the Purchase Agreement.

Section 706. Performance of Duties. The City will faithfully and punctually perform all duties and obligations with respect to the operation of the System, including all extensions and improvements thereto, now or hereafter imposed upon the City by the constitution and laws of the State and by the provisions of this Ordinance.

ARTICLE VIII

ADDITIONAL BONDS

Section 801. Prior Lien Bonds. The City will not issue any debt obligations payable out of the Net Sanitary Sewer Revenues that are superior in lien, security or otherwise to the Bonds.

Section 802. Parity Lien Bonds or Obligations.

(a) The City will not issue any additional bonds or other long-term obligations payable out of the Net Sanitary Sewer Revenues of the System that stand on parity or equality with the Bonds unless the following conditions are met:

(1) the City is not in default in the payment of principal or interest on the Bonds or any Parity Bonds or in making any deposit into the funds and accounts under this Ordinance or any Parity Ordinance; and

(2) the City provides to the Owner a certificate showing either of the following:

(A) the average annual Net Sanitary Sewer Revenues as set forth in the two most recent annual audits for Fiscal Years preceding the issuance of additional bonds, are at least 110% of the average annual debt service on the System Revenue Bonds, including the additional bonds proposed to be issued, to be paid out of the Net Sanitary Sewer Revenues in all succeeding Fiscal Years. Interest to be paid on any System Revenue Bonds will be reduced by Subsidy Payments, if any. Principal and/or interest to be paid on any System Revenue Bonds will be reduced by amounts deposited in trust or escrowed for the payment thereof with the Owner or commercial bank or trust company located in the State of Missouri having full trust powers and acting as trustee or escrow agent and that are reasonably expected to be used for the payment of principal and/or interest on any System Revenue Bonds during the calculation period. If the City has made any increase in rates for the use and services of the System and the increase has not been in effect during all of the two Fiscal Years for which annual audits are available, the City may add to the audited Net Sanitary Sewer Revenues the additional Net Sanitary Sewer Revenues that would have resulted if the rate increase had been in effect for the entire period, as certified by a Consultant; or

(B) the estimated average annual Net Sanitary Sewer Revenues for the two Fiscal Years immediately following the issuance of the additional bonds or, if improvements are to be made to the System with the proceeds of the additional bonds, for the two Fiscal Years immediately following the Fiscal Year in which the improvements to the System being financed by the additional bonds are to be in commercial operation, as certified by a Consultant, is at least 110% of the average annual debt service on the System Revenue Bonds, including the additional bonds proposed to be issued, to be paid out of the Net Sanitary Sewer Revenues in succeeding

Fiscal Years following the commencement of commercial operation of the improvements. Interest to be paid on any System Revenue Bonds will be reduced by Subsidy Payments, if any. Principal and/or interest to be paid on any System Revenue Bonds will be reduced by amounts deposited in trust or escrowed for the payment thereof with the Owner or commercial bank or trust company located in the State of Missouri having full trust powers and acting as trustee or escrow agent and that are reasonably expected to be used for the payment of principal and/or interest on any System Revenue Bonds during the calculation period. In determining the amount of estimated Net Sanitary Sewer Revenues for the purpose of this subsection, a Consultant may adjust the estimated net income and revenues by adding the estimated increase in Net Sanitary Sewer Revenues resulting from any increase in rates for the use and services of the System approved by the City and to become effective during the two Fiscal Years immediately following the Fiscal Year in which the improvements to the System being financed by the additional bonds are to be in commercial operation.

(b) If the conditions set forth in this Section are satisfied, the City (i) may issue additional revenue bonds or other obligations of the City on a parity with the Bonds and that enjoy complete equality of the lien on the Net Sanitary Sewer Revenues with the Bonds, (ii) may make equal provision for paying the additional revenue bonds or other obligations from the Revenue Fund, and (iii) may secure the additional revenue bonds or other obligations by funding reasonable System debt service accounts and debt service reserve accounts from the Net Sanitary Sewer Revenues.

(c) The City has covenanted in each Outstanding Parity Bond Ordinance to comply with the additional bonds test set forth in the applicable Outstanding Parity Bond Ordinance so long as such Outstanding Parity Bonds are outstanding.

Section 803. Junior Lien Bonds. Nothing in this Article prohibits or restricts the right of the City to issue additional revenue obligations, including revenue bonds, for the purpose of extending, improving, enlarging, repairing or altering the System, or refunding obligations issued for such purposes, that are junior and subordinate to the Bonds if, at the time of the issuance of the additional revenue obligations, the City is not in default in the performance of any covenant or agreement in this Ordinance. If the City is in default in paying either interest on or principal of the Bonds, the City will not make any payments on the subordinate revenue obligations until the default is cured. Subject to the limitations in this Section, the City may make provision for paying the principal of and interest on the subordinate revenue bonds or obligations from moneys in the Revenue Fund.

Section 804. Refunding Bonds. The City may, without complying with the provisions of Section 802, refund any of the Bonds or any Parity Bonds in a manner that provides net present value debt service savings to the City, and the refunding bonds so issued will be on a parity with any of the Bonds and any Parity Bonds that are not refunded. If the Bonds or any Parity Bonds are refunded in part and the refunding bonds bear a higher average rate of interest or become due on a date earlier than that of the Bonds or the Parity Bonds that are refunded, the City must obtain the prior written consent of the Owner to the issuance of the refunding bonds.

ARTICLE IX

DEFAULT AND REMEDIES

Section 901. Events of Default. If (a) the City defaults in the payment of the principal of or interest on any of the Bonds, or (b) the City or its Governing Body or any of its officers, agents or employees fails or

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refuses to comply with any provision of this Ordinance, the Purchase Agreement or the Escrow Agreement or the Constitution, its Charter or the laws of the State relating to the Bonds or the operation of the System and default continues for a period of 60 days after written notice specifying the non-payment default has been given to the City by the Owner of any Bond then Outstanding, at any time thereafter and while the default continues, the City shall pay to DNR the penalties assessed by DNR in accordance with the Regulations.

Section 902. Remedies.

(a) The provisions of this Ordinance constitute a contract between the City and the Owners of the Bonds. The Owner or Owners of not less than 10% in principal amount of the Bonds at the time Outstanding have the right for the equal benefit and protection of all Owners of Bonds similarly situated:

(1) by any proceeding at law or in equity to enforce the rights of the Owner or Owners against the City and its officers, agents and employees, and to compel the performance by the City of its duties and obligations under this Ordinance, the Constitution, its Charter and the laws of the State;

(2) by any proceeding at law or in equity to require the City, its officers, agents and employees to account as if they were the trustees of an express trust; and

(3) by any proceeding at law or in equity to enjoin any act or thing that is unlawful or in violation of the rights of the Owners of the Bonds.

(b) Any amounts paid on the Bonds to the Owners will be applied first to interest and second to principal, to the extent due and payable.

Section 903. Limitation on Rights of Owners. No Owner has any right in any manner whatever by the Owner's action to affect, disturb or prejudice the security granted and provided for in, or enforce any right under, this Ordinance, except in the manner provided in this Ordinance. All proceedings at law or in equity will be for the equal benefit of all Owners.

Section 904. Remedies Cumulative. No remedy conferred upon the Owners is intended to be exclusive of any other remedy. Each remedy is in addition to every other remedy and may be exercised without exhausting any other remedy conferred under this Ordinance. No waiver by any Owner of any default or breach of duty or contract of the City under this Ordinance will affect any subsequent default or breach of duty or contract by the City or impair any rights or remedies thereon. No delay or omission of any Owner to exercise any right or power accruing upon any default will impair any right or power or will be construed to be a waiver of any default. Every substantive right and every remedy conferred upon the Owners of the Bonds by this Ordinance may be enforced and exercised from time to time and as often as may be expedient. If any Owner discontinues any proceeding or the decision in the proceeding is against the Owner, the City and the Owners of the Bonds will be restored to their former positions and rights under this Ordinance.

Section 905. No Obligation to Levy Taxes. Nothing in this Ordinance imposes any duty or obligation on the City to levy any taxes either to meet any obligation incurred under this Ordinance or to pay the principal of or interest on the Bonds.

ARTICLE X

DEFEASANCE

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Section 1001. Defeasance. When all of the Bonds have been paid and discharged, then the requirements contained in this Ordinance and the pledge of revenues made hereunder and all other rights granted hereby shall terminate. Bonds shall be deemed to have been paid and discharged within the meaning of this Ordinance if there shall have been deposited with the Paying Agent, or other bank or trust company located in the State of Missouri, having full trust powers and meeting the requirements of a successor Paying Agent (as set forth in the Escrow Agreement) impressed with a first lien to the Paying Agent for the benefit of the Owners, at or prior to Stated Maturity or redemption date of said Bonds, in trust for and irrevocably appropriated thereto, moneys and/or non-callable Defeasance Securities (the "Defeasance Escrow") which, together with the interest to be earned on any such obligations, will be sufficient for the payment of the principal of said Bonds and interest to accrue to the Stated Maturity or date of redemption, as the case may be, or if default in such payment shall have occurred on such date, then to the date of the tender of such payments, provided; however, that if any such Bonds shall be redeemed prior to Stated Maturity, (a) the City shall have elected to redeem such Bonds, and (b) either notice of such redemption shall have been given or the City shall have given irrevocable instructions to the Paying Agent to redeem such Bonds; and provided further, however, there shall be filed with the City, the Owner and the Paying Agent (1) an opinion of Bond Counsel to the effect that the conditions for the defeasance of the Bonds pursuant to this Section have been complied with and (2) if the interest on the Defeasance Escrow is to be used to pay debt service on the Bonds at their Stated Maturity or upon redemption, the written report of an independent certified public accountant evidencing the sufficiency of the Defeasance Escrow. Any moneys and obligations which at any time shall be deposited with the Paying Agent, or other bank by or on behalf of the City, for the purpose of paying and discharging any of the Bonds shall be and are hereby assigned, transferred and set over to the Paying Agent or other bank or trust company in trust for the respective Owners of the Bonds, and such moneys shall be and are hereby irrevocably appropriated to the payment and discharge of this Ordinance. All moneys 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 contained in this Ordinance.

ARTICLE XI

AMENDMENTS

Section 1101. Amendments.

(a) Any provision of the Bonds or of this Ordinance may be amended by an ordinance with the prior written consent of the Owners. Consent must be evidenced by an instrument executed by the Owners, acknowledged or proved in the manner of a deed to be recorded, and filed with the City Clerk.

(b) No amendment will be effective until (i) the City has delivered to the Owners and the Paying Agent an opinion of Bond Counsel stating that the amendment is permitted by this Ordinance and the Act, complies with their respective terms and is valid and binding upon the City in accordance with its terms, and (ii) the City Clerk has on file a copy of the amendment and all required consents.

ARTICLE XII

MISCELLANEOUS PROVISIONS

Section 1201. Further Authority. The officers of the City, including the Mayor, the City Manager, the City Treasurer, the Director of Finance and the City Clerk, are authorized and directed to execute all documents

and take the actions as are necessary or advisable in order to carry out and perform the purposes of this Ordinance and to make ministerial changes in the documents approved by this Ordinance which they may approve. The execution of any document or taking of any related action constitutes conclusive evidence of the necessity or advisability of the action or change.

Section 1202. Electronic Transactions. The transactions described in this Ordinance and the Bonds may be conducted and related documents may be stored, received and delivered 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 1203. Severability. If any section or other part of this Ordinance is for any reason held invalid, the invalidity will not affect the validity of the other provisions of this Ordinance.

Section 1204. Governing Law. This Ordinance is governed by and will be construed in accordance with the laws of the State.

Section 1205. Effective Date. This Ordinance will take effect and be in full force and effect ten (10) days after its passage.

EXHIBIT A

FORM OF BOND

[THIS BOND IS TRANSFERABLE ONLY TO ANY SUCCESSOR TO THE MISSOURI DEPARTMENT OF NATURAL RESOURCES OR ITS ASSIGNS]

Registered
No. R-_____

Registered
Not to exceed $100,000,000

UNITED STATES OF AMERICA
STATE OF MISSOURI

CITY OF KANSAS CITY, MISSOURI

SANITARY SEWER SYSTEM REVENUE BOND
(STATE OF MISSOURI - DIRECT LOAN PROGRAM)
SERIES 2026A

Closing Date	Interest Rate	Stated Maturity
		July 1, 2047

REGISTERED OWNER: MISSOURI

DEPARTMENT OF NATURAL RESOURCES

PRINCIPAL AMOUNT: NOT TO EXCEED ONE HUNDRED MILLION DOLLARS

The CITY OF KANSAS CITY, MISSOURI, a constitutional charter city and political subdivision of the State of Missouri (the "City"), for value received, hereby promises to pay to the Owner shown above, or registered assigns, the Cumulative Principal Amount Outstanding set forth on Schedule A to this Bond on the Maturity Date shown above, and to pay interest thereon at the Interest Rate per annum shown above, on January 1 and July 1 in each year, commencing January 1, 2027 (each an "Interest Payment Date"), from the date shown on Schedule A or from the most recent Interest Payment Date to which interest has been paid or duly provided for, computed on the basis of a 360-day year of twelve 30-day months. Terms not otherwise defined in this Bond have the respective meanings as set forth in the Ordinance.

The principal of this Bond shall be paid at maturity or upon earlier redemption to the person in whose name this Bond is registered on the Bond Register at the maturity or redemption date thereof, upon presentation and surrender of this Bond at the payment office of UMB Bank, N.A., St. Louis, Missouri (the "Paying Agent"), or such other office designated by the Paying Agent. The payment of the principal of and redemption premium, if any, payable on this Bond at maturity or upon earlier redemption and the interest payable on this Bond on any Interest Payment Date will be made by check or draft mailed by the Paying Agent to the address of the Owner shown in the Bond Register. The principal of and redemption premium, if any, and interest on this Bond is also payable by electronic transfer in immediately available federal funds to a bank in the continental United States of America pursuant to instructions from any Owner received by the Paying Agent prior to the Record Date. The principal of and interest on this Bond is payable in lawful money of the United States of America.

This Bond is one of a duly authorized series of bonds of the City designated "Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program) Series 2026A" (the "Bonds"), issued by the City for the purpose of extending and improving the sanitary sewer system owned and operated by the City (said system, together with all future improvements and extensions thereto hereafter constructed or acquired by the City, being herein called (the "Sanitary Sewer System" or the "System"), under the authority of and in full compliance with Chapter 250 of the Revised Statutes of Missouri, as amended, and the City's Charter and pursuant to an election duly held in the City and an ordinance duly passed by the governing body of the City (the "Ordinance").

At the option of the City, this Bond may be called for redemption and payment prior to maturity in whole or in part at any time on or after the 10th anniversary of the Closing Date with the prior written consent of the Owner as provided in the Ordinance at a redemption price equal to 100% of the principal amount so redeemed plus accrued interest thereon to the redemption date.

The 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 plus accrued interest to the redemption date.

Except as otherwise provided in the Ordinance, notice of redemption, unless waived, is to be given by the Paying Agent by mailing an official redemption notice by registered or certified mail at least 15 days, but not more than 30 days, prior to the date fixed for redemption, to the Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such

Owner to the Paying Agent. Notice of redemption having been given or waived as aforesaid, the Bonds or portions of Bonds so 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 shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

The Bonds are limited obligations of the City payable solely from, and secured as to the payment of principal and interest by a pledge of, the Net Sanitary Sewer Revenues. The taxing power of the City is not pledged to the payment of the Bonds either as to principal or interest. The Bonds do not constitute a general obligation of the City or an indebtedness of the City within the meaning of any constitutional, charter or statutory provision, limitation or restriction.

The Bonds are issued on a parity with the Outstanding Parity Bonds.

Under the conditions set forth in the Ordinance, the City has the right to issue additional bonds payable from the Net Sanitary Sewer Revenues; provided, however, that such additional bonds may be so issued only in accordance with and subject to the covenants, conditions and restrictions relating thereto set forth in the Ordinance.

The City covenants with the Owner of this Bond to keep and perform all covenants and agreements contained in the Ordinance, and the City will fix, establish, maintain and collect rates, fees and charges for the use and services furnished by or through the System to produce Sanitary Sewer Revenues sufficient to pay the operation and maintenance costs of the System, pay the principal of and interest on the Bonds and provide reasonable and adequate reserve funds. Reference is made to the Ordinance for a description of the agreements made by the City with respect to the collection, segregation and application of the Sanitary Sewer Revenues, the nature and extent of the security for the Bonds, the rights, duties and obligations of the City with respect to the Bonds, and the rights of the Owners.

The Bonds are issuable in the form of fully-registered Bonds in denomination of $100,000 or any integral multiple of $0.01 in excess thereof, or if the principal amount of the Bonds is less than $100,000, then an amount equal to the principal amount of the Bonds.

This Bond may be transferred or exchanged, as provided in the Ordinance, only upon the registration books kept for that purpose at the above-mentioned office of the Paying Agent, upon surrender of this Bond together with a written instrument of transfer or exchange satisfactory to the Paying Agent duly executed by the Owner or the 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, the principal or redemption price hereof and interest due hereon and for all other purposes.

This Bond will not be valid or be entitled to any security or benefit under the Ordinance until the Paying Agent has executed the Certificate of Authentication.

[Remainder of Page Intentionally Left Blank]

IT IS HEREBY CERTIFIED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to the issuance of the Bonds have existed, happened and been performed in due time, form and manner as required by law, and that before the issuance of the Bonds, provision has been duly made for the collection, segregation and application of the income and revenues of the System as provided in the Ordinance.

IN WITNESS WHEREOF, the CITY OF KANSAS CITY, MISSOURI, has executed this Bond by causing it to be signed by the manual or facsimile signature of its Mayor and attested by the manual or facsimile signature of its City Clerk, and its official seal to be affixed hereto or imprinted hereon.

(SEAL) CITY OF KANSAS CITY, MISSOURI

ATTEST:

By

City Clerk Mayor

CERTIFICATE OF AUTHENTICATION

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

Registration Date:

UMB BANK, N.A., Paying Agent

By

Authorized Signatory

RECORD OF PRINCIPAL PAYMENTS AND PREPAYMENTS

Under the provisions of the Ordinance, payments of the principal installments of this Bond and partial prepayments of the principal of this Bond will be made directly to the Owner without surrender of this Bond to the Paying Agent. Accordingly, any purchaser or other transferee of this Bond should verify with the Paying Agent the principal of this Bond outstanding prior to such purchase or transfer, and the records of the Paying Agent shall be conclusive for such purposes.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned 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 UMB BANK, N.A., 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:

SCHEDULE A

CITY OF KANSAS CITY, MISSOURI
SANITARY SEWER SYSTEM REVENUE BOND
(STATE OF MISSOURI - DIRECT LOAN PROGRAM)
SERIES 2026A

CUMULATIVE PRINCIPAL AMOUNT OUTSTANDING

Date()	Purchase Price Installment	Principal Amount Redeemed()	Cumulative Principal Amount Outstanding	Authorized Signatory of Paying Agent

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EXHIBIT B

MANDATORY SINKING FUND REDEMPTION SCHEDULE

Redemption Date	Principal Amount†	Redemption Date	Principal Amount†
July 1, 2028	$2,080,000	January 1, 2038	$2,550,000
January 1, 2029	2,100,000	July 1, 2038	2,570,000
July 1, 2029	2,120,000	January 1, 2039	2,600,000
January 1, 2030	2,150,000	July 1, 2039	2,630,000
July 1, 2030	2,170,000	January 1, 2040	2,660,000
January 1, 2031	2,190,000	July 1, 2040	2,690,000
July 1, 2031	2,220,000	January 1, 2041	2,710,000
January 1, 2032	2,240,000	July 1, 2041	2,740,000
July 1, 2032	2,260,000	January 1, 2042	2,770,000
January 1, 2033	2,290,000	July 1, 2042	2,800,000
July 1, 2033	2,310,000	January 1, 2043	2,830,000
January 1, 2034	2,340,000	July 1, 2043	2,860,000
July 1, 2034	2,360,000	January 1, 2044	2,890,000
January 1, 2035	2,390,000	July 1, 2044	2,930,000
July 1, 2035	2,410,000	January 1, 2045	2,960,000
January 1, 2036	2,440,000	July 1, 2045	2,990,000
July 1, 2036	2,470,000	January 1, 2046	3,020,000
January 1, 2037	2,490,000	July 1, 2046	3,050,000
July 1, 2037	2,520,000	January 1, 2047	3,090,000
		July 1, 2047††	3,110,000

†Subject to change pursuant to Sections 302 and 303 of the Ordinance

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††Stated Maturity; subject to change pursuant to Section 302 of the Ordinance and Section 3.4 of the Purchase Agreement

EXHIBIT C

OUTSTANDING PARITY BONDS

Name of Issue	Dated Date	Outstanding Parity Bond Ordinance No.	Final Maturity	Original Principal Amount
Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program - ARRA), Series 2009B (the "Series 2009B Bonds")	December 18, 2009	090968	January 1, 2030	$14,387,757.78
Sanitary Sewer System Improvement and Refunding Revenue Bonds, Series 2016A (the "Series 2016A Bonds")	February 10, 2016	151037	January 1, 2040	$183,740,000.00
Sanitary Sewer System Improvement Revenue Bonds, Series 2018A (the "Series 2018A Bonds")	February 14, 2018	171029	January 1, 2042	$165,000,000.00
Sanitary Sewer System Refunding Revenue Bonds, Series 2018B (Forward Delivery) (the "Series 2018B Bonds")	October 4, 2018	171030	January 1, 2034	$42,055,000.00
Sanitary Sewer System Improvement Revenue Bonds, Series 2019A (the "Series 2019A Bonds")	July 2, 2019	190401	January 1, 2044	$59,735,000.00
Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program), Series 2021 (the "Series 2021 Bonds")	April 28, 2021	210312	January 1, 2044	$100,000,000
Sanitary Sewer System Refunding Revenue Bonds, Series 2021B (the "Series 2021B Bonds")	November 16, 2021	210846	January 1, 2037	$102,765,000.00
Sanitary Sewer System Improvement Revenue Bonds, Series 2023A (the "Series 2023A Bonds")†	February 2, 2023	221046	January 1, 2048	$95,910,000.00

Sanitary Sewer System Improvement Revenue Bonds, Series 2024A (the "Series 2024A Bonds")†	February 6, 2024	231010	January 1, 2049	$99,520,000.00
Sanitary Sewer System Revenue Bonds (State of Missouri - Direct Loan Program), Series 2026B (the "Series 2026B Bonds")†	TBD	TBD	July 1, 2047	$100,000,000.00

* * *

Approved as to form:

Samuel Miller
Associate City Attorney