

Meeting minutes of the Board of Trustees for the University City Public Library for
February 10, 2022 special meeting

Members present: Helen Nelling, Jerrold Lander, Cindy Zirwes, Aren Ginsberg, Edmund Acosta, Mark Barnes, Joan Greco-Cohen, Kathleen Simpson.

Members absent: LaTrice Johnson

City Council Liaison:

Library staff: Patrick Wall—Director, Kathleen Gallagher, Cindy Deichmann

Guests: Martin Ghafoori and Becky Esrock from Stifel; Erick Creach from Gilmore & Bell

The meeting was held online due the COVID-19 (novel coronavirus) pandemic. Board members and staff participated via Zoom, and the meeting was livestreamed for the public via the Library's Facebook page and YouTube channel.

The meeting was called to order at 5:15 pm by Helen Nelling, President, following roll call. Mark Barnes joined the meeting at 5:17 pm.

Discussion Items – Martin Ghafoori discussed the day's bond sales and pricing. Erick Creach discussed the type of financing structure being used by the Library and the documents to be approved.

Action Items

Vote on approval of bond sales. Jerrold Lander made a motion to approve Resolution 2022-01, seconded by Joan Greco-Cohen. Aye votes: Edmund Acosta, Mark Barnes, Aren Ginsberg, Joan Greco-Cohen, Jerrold Lander, Helen Nelling, Kathleen Simpson, Cindy Zirwes. Nay votes: none. Motion passed by roll call vote at 5:53 pm.

The text of Resolution 2022-01 is appended to these minutes.

The next regularly scheduled Board meeting will be Wednesday, March 9, 2022, at 5:15 pm.

There being no further business, Edmund Acosta made a motion to adjourn. The meeting was adjourned at 5:55 pm.

RESOLUTION NO. 2022-01

A RESOLUTION AUTHORIZING THE CITY OF UNIVERSITY CITY MUNICIPAL LIBRARY DISTRICT TO ENTER INTO A LEASE PURCHASE TRANSACTION, THE PROCEEDS OF WHICH WILL BE USED TO FINANCE THE COSTS OF ACQUIRING, CONSTRUCTING, RECONSTRUCTING, REMODELING, EQUIPPING, FURNISHING AND OTHERWISE IMPROVING ITS LIBRARY FACILITY; AND APPROVING THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH.

WHEREAS, the City of University City Municipal Library District (the “District”) desires to obtain funds to acquire, construct, reconstruct, remodel, equip, furnish and otherwise improve its library facility (the “Project”); and

WHEREAS, the District finds and determines that it is advantageous and in the best interests of the District to authorize the delivery of Certificates of Participation (City of University City Municipal Library District, Lessee), Series 2022 (the “Certificates”), in the aggregate principal amount of \$5,950,000, for the purpose of providing funds to (a) pay the costs of the Project and (b) pay the costs of executing and delivering the Certificates; and

WHEREAS, to facilitate the foregoing and to pay the costs thereof, it is necessary and desirable for the District to take the following actions:

(a) Enter into an annually-renewable Lease Purchase Agreement (the “Lease”) with BOKF, N.A., as trustee (the “Trustee”), pursuant to which the Trustee will convey a portion of the Project consisting of certain personal property described therein (the “Equipment”) on a year-to-year basis to the District with an option to purchase the Trustee’s interest in the Equipment, in substantially the form attached as **Exhibit A**;

(b) Approve a Declaration of Trust (the “Declaration of Trust”) by the Trustee, pursuant to which the Certificates will be executed and delivered, in substantially the form attached as **Exhibit B**;

(c) Approve an Official Statement with respect to the Certificates, to be in substantially the same form as the Preliminary Official Statement with respect to the Certificates, in substantially the form attached as **Exhibit C** (the “Preliminary Official Statement” and as supplemented and amended, the “Official Statement”);

(d) Execute a Continuing Disclosure Undertaking (the “Continuing Disclosure Undertaking”), pursuant to which the District will agree to provide certain financial information, operating data and notices of certain enumerated events with respect to the Certificates, in substantially the form attached as **Exhibit D**;

(e) Enter into a Tax Compliance Agreement (the “Tax Compliance Agreement”) with the Trustee, which sets forth certain representations, facts, expectations, terms and conditions relating to the use and investment of the proceeds of the Certificates to establish and maintain the exclusion of the Interest Portion of Basic Rent (as defined in the Lease) represented by the Certificates from gross income for federal income tax purposes and to provide guidance for complying with the arbitrage rebate provisions of §148(f) of the Internal Revenue Code, in substantially the form attached as **Exhibit E**;

(f) Enter into a Certificate Purchase Agreement (the “Purchase Agreement”), by and among the District, the Trustee and Stifel, Nicolaus & Company, Incorporated, as underwriter (the “Underwriter”), pursuant to which the District will sell the Certificates to the Underwriter, in substantially the form attached as **Exhibit F**;

(g) Approve a Tax and Disclosure Compliance Procedure (the “Compliance Procedure”) in connection with the Certificates and future tax-exempt and disclosure obligations, in substantially the form attached as **Exhibit G**; and

(h) Enter into a Disclosure Compliance Services Proposal (the “Disclosure Compliance Services Proposal”) with Gilmore & Bell, P.C. in connection with the Certificates and future disclosure obligations, in substantially the form attached as **Exhibit H**.

The Lease, the Continuing Disclosure Undertaking, the Tax Compliance Agreement, the Purchase Agreement and the Disclosure Compliance Services Proposal are referred to together herein as the “District Documents.” Capitalized terms used herein and not otherwise defined herein have the meaning assigned to such terms in the Declaration of Trust; and

WHEREAS, the Board of Trustees of the District finds and determines that it is necessary and desirable in connection with the lease of the Equipment and the delivery of the Certificates that the District enter into certain documents and that the District take certain other actions and approve the execution of certain other documents as herein provided;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE CITY OF UNIVERSITY CITY MUNICIPAL LIBRARY DISTRICT, AS FOLLOWS:

Section 1. Approval of Sale and Delivery of the Certificates. The District hereby approves the sale and delivery of the Certificates in the aggregate principal amount of \$5,950,000 for the purposes set forth in the recitals to this Resolution. The Certificates shall be sold to the Underwriter at the purchase price and upon the terms provided in the Purchase Agreement. Delivery of the Certificates shall occur as soon as practicable after the passage of this Resolution and upon payment for the Certificates in accordance with the terms of the sale as provided in the Purchase Agreement. The Certificates shall be delivered and secured pursuant to the Declaration of Trust. The Certificates shall be in such denominations, shall be in such forms, shall have such other terms and provisions, and shall be executed and delivered in such manner subject to such provisions, covenants and agreements as are set forth in the Declaration of Trust.

Section 2. Limited Obligations. The obligation of the District to pay Basic Rent under the Lease is subject to annual appropriation and shall constitute a current expense of the District and shall not in any way be construed to be an indebtedness or liability of the District in contravention of any applicable constitutional or statutory limitation or requirement concerning the creation of indebtedness or liability by the District, nor shall anything contained in the Lease constitute a pledge of the general tax revenues, funds or moneys of the District, and all provisions of the Lease shall be construed so as to give effect to such intent.

Section 3. Authorization and Approval of District Documents and Declaration of Trust. The District Documents and the Declaration of Trust are hereby approved in substantially the forms attached to this Resolution, with such changes therein as shall be approved by the President of the Board of Trustees (the "President"). The President's execution of the District Documents shall be conclusive evidence of such approval. The President is hereby authorized and directed to execute and deliver the District Documents on behalf of and as the act and deed of the District. The Secretary of the Board of Trustees is hereby authorized to attest said signature.

Section 4. Affirmative Declaration Regarding Nature of Equipment. The District hereby affirmatively states that its library facility located at 6701 Delmar Boulevard and the underlying real estate are not being sold, leased, given away or otherwise disposed of in connection with the execution and delivery of the Certificates. Upon an Event of Nonappropriation or an Event of Default as defined in the Lease, the Trustee will only have the right to take possession of the Equipment and not the library facility or the underlying real estate.

Section 5. Approval of Official Statement. The Preliminary Official Statement and the final Official Statement are hereby authorized and approved, in such form as shall be approved by the President, said person's execution thereof to be conclusive evidence of the approval thereof, and the public distribution of the final Official Statement by the Underwriter is in all respects hereby authorized and approved. The President is hereby authorized and directed to execute and deliver the final Official Statement on behalf of and as the act and deed of the District.

For the purpose of enabling the Underwriter to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the "Rule"), the District hereby deems the information contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by the Rule, and the President is hereby authorized, if requested, to provide the Underwriter a letter or certification to such effect and to take such other actions or execute such other documents as such officer in its reasonable judgment deems necessary to enable the Underwriter to comply with the requirements of the Rule.

Section 6. Approval of Compliance Procedure. The Compliance Procedure is hereby approved in substantially the form attached to this Resolution, with such changes therein as shall be approved by the President.

Section 7. Further Authority. The District shall, and the officials and agents of the District are hereby authorized and directed to, take such actions, expend such funds and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution, including engaging counsel to assist with post-issuance disclosure matters, carry out, comply with and perform the duties of the District with respect to the issuance of the Certificates, make 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 8. Effective Date. This Resolution shall take effect and be in full force immediately after its passage by the Board of Trustees.

PASSED by the Board of Trustees of the City of University City Municipal Library District, this 10th day of February, 2022.

President of the Board of Trustees

ATTEST:

Secretary of the Board of Trustees

EXHIBIT A

LEASE PURCHASE AGREEMENT

[On file with the Secretary of the Board of Trustees.]

EXHIBIT B

DECLARATION OF TRUST

[On file with the Secretary of the Board of Trustees.]

EXHIBIT C

PRELIMINARY OFFICIAL STATEMENT

[On file with the Secretary of the Board of Trustees.]

EXHIBIT D

CONTINUING DISCLOSURE UNDERTAKING

[On file with the Secretary of the Board of Trustees.]

EXHIBIT E

TAX COMPLIANCE AGREEMENT

[On file with the Secretary of the Board of Trustees.]

EXHIBIT F

CERTIFICATE PURCHASE AGREEMENT

[On file with the Secretary of the Board of Trustees.]

EXHIBIT G

TAX AND DISCLOSURE COMPLIANCE PROCEDURE

[On file with the Secretary of the Board of Trustees.]

EXHIBIT H

DISCLOSURE COMPLIANCE SERVICES PROPOSAL

[On file with the Secretary of the Board of Trustees.]