

**AN ORDINANCE OF THE CITY OF WILDWOOD, MISSOURI, APPROPRIATING \$155,527 FOR THE REDEEMING OF OUTSTANDING NEIGHBORHOOD IMPROVEMENT DISTRICT LIMITED GENERAL OBLIGATION REFUNDING BONDS (TOWN CENTER SEWERAGE IMPROVEMENTS PROJECT NO. 1), SERIES 2012, OF THE CITY OF WILDWOOD, MISSOURI, AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.**

**WHEREAS**, the City of Wildwood, Missouri (the “City”), has heretofore issued \$1,910,000 original principal amount of Neighborhood Improvement District Limited General Obligation Refunding Bonds (Town Center Sewerage Improvements Project No. 1), Series 2012 (the “Series 2012 Bonds”); and

**WHEREAS**, the City desires to redeem all outstanding Series 2012 Bonds (the “Redeemed Bonds”);

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

**Section One.** Authorization of Letter of Instructions. The City is hereby authorized to deliver the Letter of Instructions to Redeem Bonds (the “Instruction Letter”) to The Bank of New York Mellon Trust Company, N.A., as paying agent (the “Paying Agent”), in substantially the form attached hereto as **Exhibit A**. The Mayor is hereby authorized and directed to execute the Instruction Letter with such changes therein as he may deem appropriate, for and on behalf of and as the act and deed of the City. The Paying Agent is hereby authorized to carry out, on behalf of the City, the duties, terms and provisions of the Instruction Letter.

**Section Two.** Redemption of Redeemed Bonds. The Redeemed Bonds are hereby called for redemption and payment prior to maturity on the earliest practicable date, at the redemption price of 100% of the principal amount thereof, plus accrued interest thereon to the redemption date. The officers and employees of the City, including the Mayor and the Finance Officer, are hereby directed to cause notice of the call for redemption and payment of the Redeemed Bonds to be given in the manner provided in the ordinance authorizing the Series 2012 Bonds and to take such other action as may be necessary to effect the redemption and payment of the Redeemed Bonds.

**Section Three.** Appropriation of Money. The City Council hereby irrevocably budgets and appropriates \$155,527.00 from the Series 2012 Bond Fund and Series 2012 Bond Reserve Fund to be deposited with the Paying Agent to be used to pay the Redeemed Bonds.

**Section Four.** The officers, agents and employees of the City are authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Ordinance, and to carry out, comply with and perform the duties of the City, and to 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 of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

**Section Five. Severability.** If any section or other part of this Ordinance, whether large or small, is for any reason held invalid, the invalidity thereof shall not affect the validity of the other provisions of this Ordinance.

**Section Six.** This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

**Section Seven.** This Ordinance shall be in full force and effect from and after its passage and approval as provided by law.

This Bill was passed and approved this 8th day of April, 2024 by the Council of the City of Wildwood after having been read by title or in full two times prior to passage.



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Presiding Officer



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James R. Bowlin, Mayor

ATTEST:



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City Clerk

ATTEST:



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City Clerk

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Board Member

**EXHIBIT A**  
**INSTRUCTION LETTER**

## LETTER OF INSTRUCTIONS TO REDEEM BONDS

April 12, 2024

Ms. Charlotte Kardatzke  
The Bank of New York Mellon Trust Company, N.A.  
4655 Salisbury Road, Suite 300  
Jacksonville, FL 32256

Re: Letter of Instructions to Redeem the Neighborhood Improvement District Limited General Obligation Refunding Bonds (Town Center Sewerage Improvements Project No. 1), Series 2012, of the City of Wildwood, Missouri

Dear Ms. Kardatzke:

As Paying Agent with respect to the above-referenced bonds (the "Series 2012 Bonds") of the City of Wildwood, Missouri (the "City"), you are hereby notified that the City Council has determined to redeem on May 13, 2024 (the "Redemption Date") all of the outstanding Series 2012 Bonds (the "Redeemed Bonds"), at a redemption price equal to 100% of the principal amount of the Redeemed Bonds, plus accrued interest to the Redemption Date.

Pursuant to the provisions of the ordinance of the City authorizing the Series 2012 Bonds passed by the City Council on December 10, 2012 (the "Series 2012 Ordinance"), you are hereby irrevocably instructed to redeem the Redeemed Bonds on the Redemption Date and to give notice of such redemption, in substantially the form attached as **Exhibit A**, at least 30 days but not more than 60 days prior to the Redemption Date, by first-class mail addressed to the State Auditor of the State of Missouri and the registered owners of the Redeemed Bonds, all in accordance with the Series 2012 Ordinance. You are further authorized and instructed to take such other action as may be necessary in order to effect the redemption and payment of the Redeemed Bonds.

On this date, the City has transferred to you the sum of \$155,558.00. You are instructed to hold such funds uninvested. On the Redemption Date, you shall use the proceeds thereof to redeem the Redeemed Bonds on the Redemption Date. The liability of the Paying Agent to make the payments required by this paragraph shall be limited to any cash held by the Paying Agent pursuant to this Letter and the Series 2012 Ordinance.

The Paying Agent shall not be liable for any loss resulting from any investment, sale, transfer or other disposition made pursuant to this Letter in compliance with the provisions hereof. The Paying Agent shall have no lien whatsoever on any of the money held pursuant to this Letter for the payment of fees and expenses for services rendered by the Paying Agent under this Letter or otherwise.

The Paying Agent shall not be liable for the sufficiency of the money to pay the Redeemed Bonds. So long as the Paying Agent applies the money as provided herein, the Paying Agent shall not be liable for any deficiencies in the amounts necessary to pay the Redeemed Bonds on the Redemption Date. Notwithstanding the foregoing, the Paying Agent shall not be relieved of liability arising from and proximate to its negligence or willful misconduct.

The City, to the extent permitted by law and without waiving the City's rights to sovereign immunity, hereby assumes liability for, and hereby agrees (whether or not any of the transactions contemplated hereby are consummated) to indemnify, protect, save and hold the Paying Agent harmless and its respective successors, assigns, agents, directors, officers, employees and servants, from and against

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any and all liabilities, obligations, losses, damages, penalties, claims, actions, suits, costs, expenses and disbursements (including legal fees and disbursements) of whatever kind and nature which may be imposed on, incurred by, or asserted against, at any time, the Paying Agent (whether or not also indemnified against the same by the City or any other person under any other agreement or instrument) and in any way relating to or arising out of the duties described herein, the acceptance of the moneys deposited pursuant to this Letter, and any payment, transfer or other application of moneys by the Paying Agent in accordance with the provisions of this Letter; provided however, that the City shall not be required to indemnify the Paying Agent against its own negligence or willful misconduct. The indemnities contained in this Letter shall survive the termination of this Letter.

The Paying Agent and its respective successors, assigns, agents, directors, officers, employees and servants shall not be held to any personal liability whatsoever, in tort, contract or otherwise, in connection with the execution and delivery of this Letter, the acceptance of the moneys described herein, the retention moneys hereunder or any payment, transfer or other application of the moneys held by the Paying Agent in accordance with the provisions of this Letter or by reason of any non-negligent act, omission or error of the Paying Agent made in good faith in the conduct of its duties. The duties and obligations of the Paying Agent shall be determined by the express provisions of this Letter. The Paying Agent may consult with counsel who may or may not be counsel to the City, and in reliance upon the opinion of such counsel shall have full and complete authorization and protection in respect of any action taken, suffered or omitted by it in good faith in accordance therewith. Whenever the Paying Agent shall deem it necessary or desirable that a matter be proved or established prior to taking, suffering or omitting any action under this Letter, such matter may be deemed to be conclusively established by a certificate signed by an authorized officer of the City.

Please acknowledge your receipt hereof by signing at the bottom of this Letter and return a copy of this Letter to the City's bond counsel as follows: Shannon W. Creighton, Esq., Gilmore & Bell, P.C., 211 North Broadway, Suite 2000, St. Louis, Missouri 63102.

Please call Ms. Creighton at (314) 436-1000 if you have any questions concerning these instructions.

Very truly yours,

**CITY OF WILDWOOD, MISSOURI**

By: \_\_\_\_\_

  
\_\_\_\_\_  
Mayor

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Acknowledged and agreed to this 12th day of April, 2024.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A., as Paying Agent**

By: \_\_\_\_\_  
Title: Authorized Officer

**EXHIBIT A  
FORM OF NOTICE OF REDEMPTION**

**CITY OF WILDWOOD, MISSOURI  
NEIGHBORHOOD IMPROVEMENT DISTRICT LIMITED GENERAL OBLIGATION  
REFUNDING BONDS (TOWN CENTER SEWERAGE IMPROVEMENTS PROJECT NO. 1)  
SERIES 2012**

**DATED DATE: SEPTEMBER 23, 2015**

Notice is hereby given that the City of Wildwood, Missouri, has called for redemption and will redeem and pay on May 13, 2024, at the payment office of The Bank of New York Mellon Trust Company, N.A., all of the outstanding maturities of the above-described series of bonds, as further described in the table below. All of said bonds will be redeemed and paid in accordance with the requirements of the ordinance authorizing said bonds, by payment on said date and at said place of the principal thereof together with accrued interest thereon to the date of redemption. Payment on the redemption date will be made only upon presentation and surrender of said bonds at the location specified above. All of said bonds so called for redemption and payment will cease to bear interest from and after May 13, 2024.

| <u>Maturity Date<br/>(March 1)</u> | <u>Outstanding<br/>Principal<br/>Amount</u> | <u>Principal<br/>Amount Being<br/>Redeemed</u> | <u>Interest Rate</u> | <u>CUSIP<br/>Number</u> |
|------------------------------------|---|--|----------------------|-------------------------|
| 2025                               | \$155,000                                   | \$155,000                                      | 1.80%                | 968198 BH3              |

Dated: \_\_\_\_\_, 20\_\_.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A., Paying Agent**

By: \_\_\_\_\_  
Title: \_\_\_\_\_