

A BILL TO CREATE AN ORDINANCE ENTITLED:

AN ORDINANCE AUTHORIZING THE CITY OF CENTRALIA, MISSOURI, TO ENTER INTO A LEASE PURCHASE TRANSACTION, THE PROCEEDS OF WHICH WILL BE USED TO PAY THE COSTS OF ACQUIRING, CONSTRUCTING AND INSTALLING A COMMUNITY RECREATION CENTER AND TO APPROVE THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH.

WHEREAS, the City of Centralia, Missouri (the "City") desires to obtain funds to pay the costs of acquiring, constructing and installing a community recreation center (the "Improvements"); and

WHEREAS, the City owns or will acquire the real property on which the Improvements will be located (the "Real Property," and together with the Improvements, the "Project"); and

WHEREAS, in order to facilitate the foregoing and to pay the cost thereof, it is necessary and desirable for the City to take the following actions:

1. Enter into a Base Lease (the "Base Lease") with the City, as lessor, and UMB Bank, n.a. (the "Trustee"), as lessee, pursuant to which the City will lease the Real Property to the Trustee on the Terms and conditions set forth therein, the form of which is attached hereto;
2. Enter into an annually renewable Lease Purchase Agreement (the "Lease") with the Trustee, pursuant to which to City, as lessee, will lease the Project from the Trustee, as lessor, on a year-to-year basis with an option to purchase the Trustee's interest in the Project, the form of which is attached hereto;
3. Enter into a Limited Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") with the Trustee pursuant to which the City agrees to provide certain financial and other information with respect to the Certificates of Participation (Recreation Center Project), Series 2008 (the "Certificates of Participation"), evidencing proportionate interests of the owners thereof in basic rent payments to be make by the City under the Lease, the form of which is attached hereto;
4. Enter into a Tax Compliance Agreement (the "Tax Compliance Agreement") with the Trustee pursuant to which the City makes certain representations and covenants related to the exclusion of the interest portions of Basic Rent under the Lease from gross income for purposes of federal income taxation, the form of which is attached hereto;
5. Enter into a Certificate Purchase Agreement (the "Purchase Agreement") with Piper Jaffray & Co., the underwriter of the Certificates, pursuant to which the City agrees to the sale of and the Underwriter agrees to purchase the Certificates of Participation, the form of which is attached hereto;
6. Approve a Declaration of Trust (the "Declaration of Trust") by the Trustee, pursuant to which the Certificates of Participation will be executed and delivered, the form of while is attached hereto; and
7. Approve an Official Statement respecting the Certificates of Participation, to be in substantially the same form as the Preliminary Official Statement respecting the certificates of Participation, the form of which is attached hereto (the "Preliminary Official Statement," and together, the Official Statement").

The Base Lease, the Lease, the Continuing Disclosure Agreement, the Purchase Agreement and the Tax Compliance Agreement are referred to together herein as the "City Documents".

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF CENTRALIA, MISSOURI, AS FOLLOWS:

Section 1. Authorization and Approval of City Documents and Declaration of Trust. The City Documents and the Declaration of Trust are hereby approved in substantially the forms submitted to and reviewed by the Board of Aldermen on the date hereof, with such changes therein as are approved by the Mayor. The mayor's execution of the City Documents will be conclusive evidence of such approval.

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

The Mayor is hereby authorized and directed to execute and deliver the City Documents and to approve changes to the Declaration of Trust on behalf of and as the act and deed of the City. The City Clerk

is hereby authorized to affix the City's seal to the City Documents and attest said seal.

Section 2. Approval of Official Statement. The final Official Statement is hereby authorized and approved, supplementing, amending and completing the Preliminary Official Statement, with such changes therein and additions thereto as are approved by the officer of the City executing the final Official Statement, and officer's execution thereof to be conclusive evidence of said officer's approval thereof, and the public distribution of the final Official statement by Piper Jaffray & Co. (The "Underwriter") are in all respects hereby authorized and approved. The Mayor of the City is hereby authorized to execute and deliver the final Official Statement on behalf of and as the act and deed of the City.

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 City hereby deems the information regarding the City contained in the Preliminary Official Statement to be "final" as of this date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the City are hereby authorized, if requested, to provide the Underwriter a letter of certification to such effect and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Underwriter to comply with the requirement of such Rule.

Section 3. Further Authority. The City will, and the officials and agents of the City 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 Ordinance and to carry out, comply with and perform the duties of the City with respect to the City Documents, the other documents authorized or approved hereby and the Project. Without limiting the foregoing, the Mayor is hereby authorized, if required, to execute any certificate or agreement to allow the Underwriter to comply with Rule 15c2-12 of the Securities and Exchange Commission.

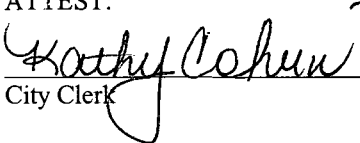
Section 4. Effective Date. This Ordinance will take effect and be in full force from and after its passage by the Board of Aldermen and approval by the Mayor.

READ two times, **PASSED** by the Board of Aldermen and **APPROVED** by the Mayor of the City of Centralia, Missouri, this August 18, 2008.

PASSED this 18th day of August, 2008.



Mayor


ATTEST:


City Clerk

This ordinance approved by the Mayor this 18th day of August, 2008.



Mayor

ATTEST:


City Clerk