

# Scope of Services to be Performed

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## Workstream Key Tasks and Deliverables

The preparation of the required public finance legal documentation would include a detailed analysis of the legal framework governing each issue of outstanding bonds, a review of previous bond financings, a review of the existing amended and restated indenture of trust, including applicable supplemental indentures, and consultation with the City and STL. A projected calendar of the various dates for each step of the proceedings would be formulated at the outset of Fly 314's engagement, and drafts of proceedings submitted to the designated parties in ample time for their examination and comment. Meetings would be held as required and final documents delivered in sufficient time for their orderly adoption.

In connection with this Workstream, all of the following services would be provided:

- The Workstream will advise and assist the City and STL and their financing teams in structuring a proposed refinancing, including reviewing and fully understanding all Missouri and federal tax laws and other requirements applicable to the refinancing, attending meetings of the City and Airport financing team at which refinancing documents are discussed and reviewed, and assisting with public notices, if required by Missouri law.
- The Workstream will prepare the initial, subsequent and final drafts of the various legal documents essential to the authorization and eventual retirement of outstanding STL bonds, with the precise nature of these documents to depend on the form of financing transaction agreed upon by the parties.
- The Workstream will draft or assist in the development of suggested forms for customary closing documents (including incumbency, no litigation, tax compliance and other certificates required under federal and state tax law), and other legal documents comprising the transcript of proceedings which evidences the legal authority of the City to authorize the refinancing of outstanding STL debt.
- The Workstream will confer with other parties with respect to the refinancing and review refinancing documents for compliance with Missouri legal requirements.
- The Workstream will provide such other legal and financial advice and assistance as may be necessary or desirable in connection with the refinancing of Airport bonds, including advising the City and Airport of any legal or regulatory developments that may affect the refinancing.
- The Workstream will assist in the preparation for and in the presentation to rating agencies and bond insurance companies to the extent requested by the City and Airport.
- In the case of an advance refunding, if applicable, the Workstream's services will also include detailed assistance with the structuring of the refunding escrow portfolio and the computation of bond yield, escrow yield and, where appropriate, transferred proceeds adjustments. The appropriate Workstream Team members will work very





## VII. Compensation





## VIII. Other Required Content

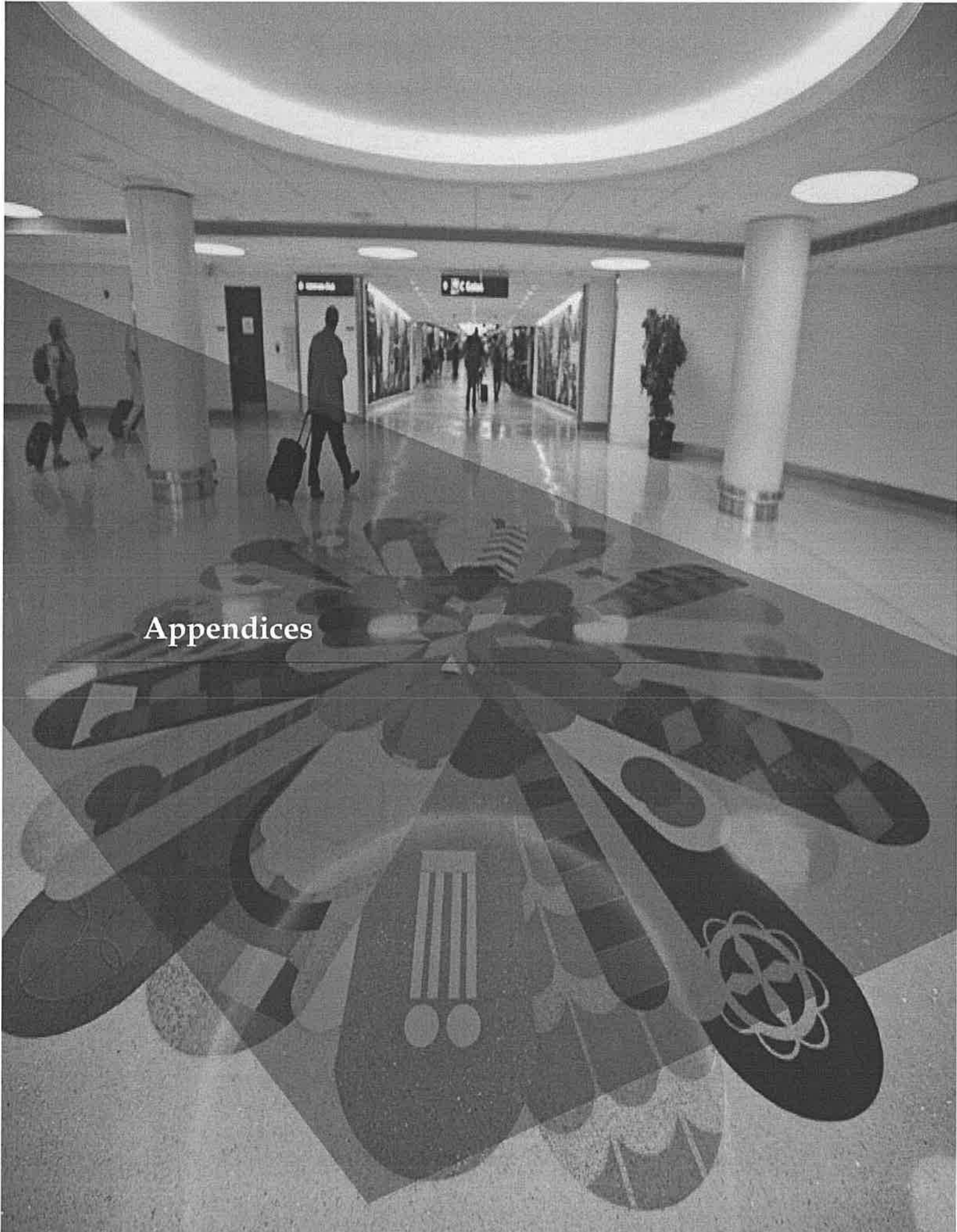












Appendices























