

Order 33-16/17

Second reading waived: 8-0 (Hinck absent) on 8/1/2016

Passage: 8-0 (Hinck absent) on 8/1/2016

Effective 8/11/2016

ETHAN K. STRIMLING (MAYOR)  
BELINDA S. RAY (1)  
SPENCER R. THIBODEAU (2)  
EDWARD J. SUSLOVIC (3)  
JUSTIN COSTA (4)

**CITY OF PORTLAND  
IN THE CITY COUNCIL**

DAVID H. BRENERMAN (5)  
JILL C. DUSON (A/L)  
JON HINCK (A/L)  
NICHOLAS M. MAVODONES, JR (A/L)

**ORDER AUTHORIZING REFUNDING OF  
GENERAL AIRPORT REFUNDING REVENUE BONDS**

**WHEREAS**, the City previously issued its \$26,420,000 General Airport Revenue Bonds, Series 2008 (Non-AMT) dated June 18, 2008 (the “Prior Bonds”) to finance the Portland Jetport parking garage (the “Project”); and

**WHEREAS**, due to a drop in interest rates, the City desires to refinance and refund the Prior Bonds through an advance refunding in order to obtain debt service savings on the Prior Bonds;

**WHEREAS**, due to the need to access the public markets to effect the refunding as quickly as possible, the City Council has voted to dispense with and waive any requirement for a second reading of this Order on a separate day; and

**NOW, THEREFORE**, following a public hearing of the City Council of the City of Portland, Maine, held upon due notice pursuant to Article VII, Section 11 of the City Charter, **IT IS HEREBY ORDERED THAT:**

**Pursuant to the City Charter and the Revenue Producing Municipal Facilities Act, Title 30-A, c. 213 of the Maine Revised Statutes, as amended, there be and hereby is authorized the issue and sale of the City’s General Airport Revenue Bonds in the aggregate principal amount not to exceed Twenty-Four Million Dollars (\$24,000,000) (the “Refunding Revenue Bonds”) to refinance and refund the Prior Bonds and to finance such other expenses as may be incidental and related thereto, including but not limited to issuance costs and funding a debt service reserve fund.**

**BE IT FURTHER ORDERED**

1. That the Director of Finance be and hereby is authorized, in the name of and on behalf of the City, to prepare, issue, and sell such Refunding Revenue Bonds under and pursuant to that certain General Certificate of Terms of Issuance of General Airport Revenue Bonds – Portland International Jetport dated as of July 1, 2003 (as such has been or may be supplemented, amended or modified, the “General Certificate”), in the aggregate principal amount not to exceed \$24,000,000, at one time, or from time to time as one or more separate bond issues or series of bonds, and to determine the date, form, interest rate(s), maturities (as term bonds or serial bonds or some combination thereof and with the last maturity not to exceed 30 years from its date of

issuance) and all other details of such Refunding Revenue Bonds, including the form and manner of their sale and award;

2. That such Refunding Revenue Bonds shall **not** constitute a general obligation of the City nor be backed by a pledge of the faith and credit of the City, but shall be payable solely from revenues derived from the Portland International Jetport as provided in the General Certificate and shall not directly or indirectly obligate the City to levy or to pledge any form of taxation whatever therefor or to make any appropriation for their payment, except from the revenues pledged therefor;

3. That each Bond shall state on its face that it is a limited obligation of the City payable solely from such revenues pledged therefor and that the City is not obligated to levy or to pledge any form of taxation whatever therefor or to make any appropriation for its payment, except from the revenues of the Portland International Jetport pledged therefor;

4. That each Revenue Bond issued hereunder shall be signed by the Director of Finance and by the Mayor, either or both of whose signatures may be by facsimile to the extent permitted by law, attested to by the Clerk;

5. That the Director of Finance be and hereby is authorized, in the name of and on behalf of the City, and pursuant to and as provided in the General Certificate, to pledge the revenues from the Portland International Jetport to the payment of the principal of, premium, if any, and interest and other charges on the Refunding Revenue Bonds and that the Director of Finance be and hereby is authorized to enter into a supplement to the General Certificate or other pledge agreement, trust indenture or similar other agreements as may be required in order to evidence such pledge of the revenues from the Portland International Jetport, such supplement or agreements to be in such form and contain such terms and provisions, not inconsistent herewith, as he or she may approve, such approval to be conclusively evidenced by his or her execution thereof;

6. That the Director of Finance be and hereby is authorized to provide that any of the Refunding Revenue Bonds hereinbefore authorized be made callable, with or without premiums, prior to their stated dates of maturity;

7. That the Director of Finance be and hereby is authorized to select the underwriter for the Refunding Revenue Bonds and to execute and deliver such contracts or agreements as may be necessary or appropriate in connection therewith;

8. That the Director of Finance be and hereby is authorized to prepare, or cause to be prepared, a Preliminary Official Statement and an Official Statement, a Request for Proposal or any other offering document for use in the offering and sale of the Refunding Revenue Bonds, such Preliminary Official Statement and Official Statement, Request for Proposal or offering document to be in such form and contain such information as may be approved by the Director of Finance, with the advice of the bond counsel for the City, and that the use and distribution of the Preliminary Official Statement and the Official Statement or offering document in the name of and on behalf of the City in connection with offering the Refunding Revenue Bonds for sale be and hereby is approved;

9. That the Director of Finance be and hereby is authorized to select the registrar, paying agent and transfer agent (the “Transfer Agent”) and an escrow agent for the Refunding Revenue Bonds and to execute and deliver such contracts and agreements as may be necessary or appropriate to secure their services;

10. That the Refunding Revenue Bonds shall be transferable only on the registration books of the City kept by the Transfer Agent, in the same principal amount of the Refunding Revenue Bonds of the same maturity (but not of another maturity) upon surrender thereof at the principal office of the Transfer Agent, with a written instrument of transfer satisfactory to the Transfer Agent duly executed by the registered owner or his or her attorney duly authorized in writing. Upon each exchange or transfer of a Revenue Bond, the City and the Transfer Agent shall make a charge sufficient to cover any tax, fee or any other governmental charge required to be payable with respect to such exchange or transfer, and with respect to such exchange or transfer, and subsequent to the first exchange or transfer, the cost of preparing new Refunding Revenue Bonds upon exchanges or transfer thereof to be paid by the person requesting the same;

11. That the Director of Finance be and hereby is authorized to undertake all acts necessary to provide for the issuance and transfer of such Refunding Revenue Bonds in book-entry form pursuant to the Depository Trust Company Book-Entry Only System, as an alternative to the provisions of the foregoing paragraph 10 above regarding physical transfer of Refunding Revenue Bonds, and the Director of Finance be and hereby is authorized and empowered to enter into a Letter of Representation or any other contract, agreement or understanding necessary or, in his or her opinion, appropriate in order to qualify the Refunding Revenue Bonds for and participate in the Depository Trust Company Book-Entry Only System;

12. That the Director of Finance and Mayor from time to time shall execute such Refunding Revenue Bonds as may be required to provide for exchanges or transfers of Refunding Revenue Bonds as heretofore authorized, all such Refunding Revenue Bonds to bear the original signature of the Director of Finance and Mayor, and in case any officer of the City whose signature appears on any bond shall cease to be such officer before the delivery of said bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery thereof;

13. That, if the Refunding Revenue Bonds are issued on a tax-exempt basis, the Director of Finance be and hereby is authorized and directed to covenant and certify in the name of and on behalf of the City that no part of the proceeds of the issue and sale of such Refunding Revenue Bonds or the Project shall be used directly or indirectly in a manner that would cause such Refunding Revenue Bonds to be “private activity bonds” or “arbitrage bonds” within the meaning of Sections 141 and 148 of the Internal Revenue Code of 1986, as amended;

14. That, if the Refunding Revenue Bonds are issued on a tax-exempt basis, the Director of Finance be and hereby is authorized to covenant and agree, in the name of and on behalf of the City, for the benefit of the holders of such Refunding Revenue Bonds, that the City will file any required reports and take any other action that may be necessary to insure that interest on the Refunding Revenue Bonds will remain exempt from federal income taxation, and that the City will refrain from any action that would cause interest on the Refunding Revenue Bonds to be subject to federal income taxation;

15. That the Director of Finance be and hereby is authorized to covenant, certify and agree, in the name of and on behalf of the City, for the benefit of the holders of such Refunding Revenue Bonds, that the City will file any required reports, make any annual financial or material event disclosure, and take any other action that may be necessary to insure that the disclosure requirements imposed by Rule 15c2-12 of the Securities and Exchange Commission, if applicable, are met;

16. That the Refunding Revenue Bonds authorized by this Order are in addition to any bonds previously authorized for the same or similar purposes;

17. That the City Council finds and declares that the remaining estimated period of utility of the Project is at least twenty-three years;

18. That the Director of Finance be and hereby is authorized to negotiate, execute, and deliver, in the name of and on behalf of the City such contracts, agreements, and other documents, including refunding escrow agreements, contracts, leases, instruments, documents and certificates as may be necessary or appropriate as determined and approved by the Director of Finance in connection with the issuance of the Refunding Revenue Bonds and the refinancing of the Prior Bonds and the Project, which documents shall be in such form and contain such terms and conditions, not inconsistent herewith, as may be approved by the Director of Finance such approval to be conclusively evidenced by his or her execution thereof;

19. That the Director of Finance, Mayor and Clerk and other proper officials of the City be, and hereby are authorized and empowered in the name of and on behalf of the City to do or cause to be done all such acts and things, not inconsistent herewith, as may be necessary or desirable in order to effect the issuance, sale and delivery of the Refunding Revenue Bonds hereinabove authorized;

20. That if any of the officers or officials of the City who have signed or sealed the Refunding Revenue Bonds shall cease to be such officers or officials before the Refunding Revenue Bonds so signed and sealed shall have been actually authenticated or delivered by the City, such Refunding Revenue Bonds nevertheless may be authenticated, issued, and delivered with the same force and effect as though the person or persons who signed or sealed such Refunding Revenue Bonds had not ceased to be such officer or official; and also any such Refunding Revenue Bonds may be signed and sealed in the name of and on behalf of the City by those persons who, at the actual date of the execution of such Refunding Revenue Bonds, shall be the proper officers and officials of the City, although at the nominal date of such Refunding Revenue Bonds any such person shall not have been such officer or official; and

21. That if the Director of Finance, Mayor or Clerk are for any reason unavailable to approve and execute the Refunding Revenue Bonds in anticipation thereof or any other documents necessary or convenient to the issuance, execution and delivery of such Refunding Revenue Bonds, the person or persons then acting in any such capacity, whether as an assistant, a deputy, or otherwise, is authorized to act for such official with the same force and effect as if such official had performed such act;

22. That the investment earnings on the proceeds of the Refunding Revenue Bonds, if

any, and the excess proceeds of the Refunding Revenue Bonds (including premium), if any, be and hereby are authorized to be used to fund the refunding escrow for the Prior Bonds, to pay redemption premium on the Prior Bonds, to pay interest on the Prior Bonds or the Refunding Revenue Bonds and to pay issuance costs for the Refunding Revenue Bonds;

23. That during the term any of the Refunding Revenue Bonds are outstanding, the Director of Finance be and hereby is authorized to issue and deliver refunding bonds to refund on either a current or advance refunding basis some or all of the Refunding Revenue Bonds then outstanding, and to determine the date, form, interest rate, maturities and all other details of such refunding bonds, including the form and manner of their sale and award. The Director of Finance be and hereby is further authorized to provide that any of such refunding bonds hereinbefore authorized be made callable, with or without premium, prior to their stated date(s) of maturity, and each refunding bond issued hereunder shall be signed by the Director of Finance and by the Mayor, either or both of whose signatures may be by facsimile to the extent permitted by law, attested to by the City Clerk, under the seal of the City, and shall be in such form and contain such terms and provisions not inconsistent herewith as they may approve, their approval to be conclusively evidenced by their execution thereof.