Legislation Details (With Text)

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Title: Resolution Approving the General Obligation Limited Tax Refunding Bonds, Series 2012 (Roll Call Vote Required - One Reading)

Sponsors: Marcia Higgins

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Date	Ver.	Action By	Action	Result
12/19/2011	2	City Council	Approved	Pass

Resolution Approving the General Obligation Limited Tax Refunding Bonds, Series 2012 (Roll Call Vote Required - One Reading)

Recommended for Council is a Resolution approving the issuance by the City of Ann Arbor of its General Obligation Limited Tax Refunding Bonds, Series 2012 in the maximum principal amount of $2,400,000.00 (the "Refunding Bonds"), for the purpose of refinancing the $2,230,000.00 outstanding principal amount Building Authority Bonds (Fourth and William Parking Structure Project) (Limited Tax General Obligation), originally issued by the City's Building Authority in 2002. The City's municipal financial advisors have calculated that based on current interest rates, and after factoring in bond issuance costs, the refunding will yield net present value debt service savings of approximately $195,000.00 over the next 10 years. The Refunding Bonds are to be sold through competitive bidding.

The Refunding Bonds will mature in the years 2013 through 2022. The principal maturity schedule and other terms of the Refunding Bonds have been prepared by the City's municipal financial advisors. Under the Resolution the City pledges its limited tax full faith and credit for payment of the Refunding Bonds.

The Resolution authorizes the Mayor, City Clerk, City Treasurer and Chief Financial Officer to execute and deliver all required documentation in connection with the issuance, sale and delivery of the Refunding Bonds.

The City's bond counsel, Dykema Gossett, prepared the resolution, with further review by the City Attorney.

Prepared by: Tom Crawford, Chief Financial Officer

Reviewed by: Mary Joan Fales, Senior Assistant City Attorney

Approved by: Steven D. Powers, City Administrator

Whereas, The Revised Municipal Finance Act, Act 34, Public Acts of Michigan, 2001, as amended ("Act 34"), authorizes the City of Ann Arbor, County of Washtenaw, State of Michigan (the "City"), to refund all or any part of its outstanding securities;

Whereas, Pursuant to the provisions of Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended ("Act 31"), the City of Ann Arbor Building Authority (the "Authority") has previously issued its Building Authority Bonds (Fourth and Williams Parking Structure Project) (Limited Tax General Obligation), dated May 1, 2002, in the original principal amount of $3,600,000.00, with callable maturities due serially March 1 in the years 2013 through 2022 (the "Prior Bonds");

Whereas, In connection with the issuance of the Prior Bonds, the City and the Authority have entered into a certain Limited Tax Full Faith and Credit General Obligation Contract of Lease (the "Contract"), pursuant to which the City leased certain facilities acquired by the Authority, agreed to pay cash rentals to the Authority at such times and in such amounts as necessary for the Authority to make payments due under the Prior Bonds (the "Cash Rentals"), and pledged its limited tax full faith and credit as security for payment therefor;

Whereas, The Contract is an "outstanding security" of the City for purposes of Act 34;

Whereas, The City determines that it is in its best interest to refund in full the Cash Rentals due under the Contract for the purpose of financing the refunding of the Prior Bonds maturing in the years 2013-2022, inclusive, of which the principal amount of $2,230,000.00 is currently outstanding (the "Prior Bonds to be Refunded"), based upon the significant net present value interest cost savings projected to be realized under current market conditions;

Whereas, The cost of so refunding the Prior Bonds to be Refunded is presently estimated not to exceed Two Million Four Hundred Thousand Dollars ($2,400,000.00);

Whereas, To finance the cost of refunding the Contract and correspondingly financing the redemption by the Authority of the Prior Bonds to be Refunded, the City deems it necessary to borrow the sum of not to exceed Two Million Four Hundred Thousand Dollars ($2,400,000.00) and to issue its refunding bonds therefor, secured by the pledge of the City's full faith and credit, subject to applicable constitutional, statutory and charter limitations, as authorized by Act 34 (the "Bonds");

Whereas, The City proposes to sell the Bonds by competitive sale, and to delegate to the City Treasurer and, in his absence, the Chief Financial Officer of the City (the "Bond Award Officers") the authority to award the bonds to the lowest bidder based on a true interest cost calculation and to issue an order awarding bonds, subject to the conditions and parameters set forth herein.

RESOLVED, That:

1. <u>Approval of Refunding.</u> The City hereby approves the refunding in full of the Cash Rentals due under the Contract and correspondingly the redemption by the Authority of the Prior Bonds to be Refunded. The Treasurer shall take, and shall cause the Authority to take, all actions necessary to call the Prior Bonds to be Refunded for redemption on their March 1, 2012 interest payment date (or such other date as determined by the Bond Award Officers to be most economically advantageous to the Authority and the City), including the preparation and distribution of a notice of redemption and transfers of funds on deposit in the debt retirement fund for the Prior Bonds to be Refunded, as necessary, and to execute all agreements, instruments and certificates necessary or incidental to the refunding of the Contract and the redemption of the Prior Bonds to be Refunded.

2. Bond Details. The City shall borrow not to exceed $2,400,000.00 and issue its bonds therefor (the "Bonds"), pursuant to Act 34, for the purposes of paying the costs of refunding the Contract, redeeming all Prior Bonds to be Refunded, and issuing the Bonds. The Bonds shall be designated as "City of Ann Arbor General Obligation Limited Tax Refunding Bonds, Series 2012." The Bonds shall be fully registered Bonds, both as to principal and interest, registrable upon the books of the Bond Registrar (as hereinafter defined), and may be issued in any denomination which is $5,000.00, or any integral multiple thereof up to a single maturity, numbered from 1 upwards. Bonds initially issued shall be dated the date of their original issuance and delivery, and shall bear interest payable semi-annually from that date or from the March 1 or September 1 through which interest has been paid. The Bonds shall mature serially on March 1 of each year in the period from 2013 through 2022, inclusive, in the following principal amounts (aggregating $2,300,000.00):

Year	Amount
2013	$200,000.00
2014	$210,000.00
2015	$215,000.00
2016	$220,000.00
2017	$225,000.00
2018	$235,000.00
2019	$240,000.00
2020	$245,000.00
2021	$250,000.00
2022	$260,000.00

The Bond Award Officers may adjust such maturity schedule and principal amounts prior to sale of the Bonds as required by changes in costs of refunding the Prior Bonds to be Refunded, the timing of bond issuance, or bond market conditions, within the maximum principal amount of $2,400,000.00, and with the final maturity date being not later than March 1, 2022. Additionally, the City shall reserve the right to increase or decrease the aggregate principal amount of the Bonds stated in the notice of sale of the Bonds by not more than $75,000.00 after receipt of bids and prior to the award of the Bonds, through adjustments of the principal amount of any one or more maturities selected by the Bond Award Officers, provided that such adjustments will be made in increments of $5,000.00 not exceeding $10,000.00 for any maturity, and subject to the authorized $2,400,000.00 maximum aggregate principal amount of the Bonds.

The initial purchaser of the Bonds may designate any one or more maturities as term bonds and the consecutive maturities which shall be aggregated in any such term bonds. Any such designation must be made within 24 hours of the bond sale. The amounts of the maturities which are aggregated in any such designated term bond shall be subject to mandatory redemption on March 1 of the years and in the amounts as set forth in the foregoing maturity schedule (subject to adjustment as provided above) at a redemption price of par, plus accrued interest, to the date of mandatory redemption.

The Bonds shall not be issued unless the refunding of the Prior Bonds to be Refunded will yield a net present value debt service savings of at least 3%, as determined by the Bond Award Officers based upon generally accepted refunding savings analysis methods, with a true interest cost not in excess of 4.0%.

The Bonds shall be in substantially the form attached as Exhibit A, with such changes, additions or deletions as are not inconsistent with this resolution.

3. Interest Payment and Date of Record. The Bonds shall bear interest payable September 1, 2012 and each March 1 and September 1 thereafter until maturity, with the rate of interest on Bonds maturing in any one year being not in excess of 4.0%. The rate of interest borne by any one maturity of Bonds shall not be less than the interest rate borne by the preceding maturity, and shall not exceed the interest rate borne by any preceding maturity by more than 1.0%. Interest shall be paid by check or draft mailed by first class mail to the registered owner of each Bond as of the applicable date of record. The date of record shall be February 15 with respect to interest payments made on March 1 and August 15 with respect to interest payments made on September 1.

4. Prior Redemption. The Bonds shall not be subject to optional redemption prior to maturity.

5. Bond Registrar. A financial institution to serve as the paying agent and bond registrar for the Bonds (the "Bond Registrar") shall be appointed in the Sale Order (as defined in Section 18), and shall perform all payment, registration, transfer, exchange and other functions otherwise required by this resolution to be performed by the Bond Registrar.

6. Transfer or Exchange of Bonds. Any Bond shall be transferable on the bond register maintained by the Bond Registrar with respect to the Bonds at any time prior to the applicable date of record preceding an interest payment date upon the surrender of the Bond together with an assignment executed by the registered owner or his or her duly authorized attorney in form satisfactory to the Bond Registrar. Upon receipt of a properly assigned Bond, the Bond Registrar shall authenticate and deliver a new Bond or Bonds in equal aggregate principal amount and like interest rate and maturity to the designated transferee or transferees.

Bonds may likewise be exchanged at any time prior to the applicable date of record preceding an interest payment date for one or more other Bonds with the same interest rate and maturity in authorized denominations aggregating the same principal amount as the Bond or Bonds being exchanged. Such exchange shall be effected by surrender of the Bond to be exchanged to the Bond Registrar with written instructions signed by the registered owner of the Bond or his or her attorney in form satisfactory to the Bond Registrar. Upon receipt of a Bond with proper written instructions, the Bond Registrar shall authenticate and deliver a new Bond or Bonds to the registered owner of the Bond or his or her properly designated transferee or transferees or attorney.

The Bond Registrar shall not be required to honor any transfer or exchange of Bonds during the period from the applicable date of record preceding an interest payment date to such interest payment date. Any service charge made by the Bond Registrar for any such registration, transfer or exchange shall be paid by the City. The Bond Registrar may, however, require payment by a bondholder of a sum sufficient to cover any tax or other governmental charge payable in connection with any such registration, transfer or exchange.

7. Global Form; Securities Depository.

(a) Except as otherwise provided in this Section, the Bonds shall initially be issued in the form of global Bonds, shall be registered in the name of the Securities Depository (as defined below) or its nominee and ownership thereof shall be maintained in book entry form by the Securities Depository for the account of the Agent Members (as defined below) thereof. Except as provided in subsection (c) of this Section, Bonds may be transferred, in whole but not in part, only to the Securities Depository or a nominee of the Securities Depository, or to a successor Securities Depository selected by the City, or to a nominee of such successor Securities Depository.

(b) The City and the Bond Registrar shall have no responsibility or obligation with respect to:

(i) the accuracy of the records of the Securities Depository or any Agent Member with respect to any beneficial ownership interest in the Bonds;

(ii) the delivery to any Agent Member, beneficial owner of the Bonds or other person, other than the Securities Depository, of any notice with respect to the Bonds;

(iii) the payment to any Agent Member, beneficial owner of the Bonds or other person, other than the Securities Depository, of any amount with respect to the principal of, premium, if any, or interest on, the Bonds;

(iv) any consent given by Cede & Co., as Bondholder of the Bonds or any successor nominee of a Securities Depository as Bondholder of such Bonds; or

(v) the selection by the Securities Depository or any Agent Member of any beneficial owners to receive payment if any Bonds are redeemed in part.

So long as the certificates for the Bonds are not issued pursuant to subsection (c) of this Section, the City and the Bond Registrar may treat the Securities Depository as, and deem the Securities Depository to be, the absolute owner of such Bonds for all purposes whatsoever, including without limitation:

(A) the payment of principal, premium, if any, and interest on such Bonds;

(B) giving notices of redemption and other matters with respect to such Bonds; and

(C) registering transfers with respect to such Bonds.

(c) If at any time the Securities Depository notifies the City or the Bond Registrar that it is unwilling or unable to continue as Securities Depository with respect to the Bonds or if at any time the Securities Depository shall no longer be registered or in good standing under the Securities Exchange Act of 1934, as amended, or other applicable statute or regulation and a successor Securities Depository is not appointed by the City within 90 days after the City or the Bond Registrar receives notice or becomes aware of such condition, as the case may be, subsections (a) and (b) of this Section shall no longer be applicable and the City shall execute and the Bond Registrar shall authenticate and deliver certificates representing the Bonds as provided in subsection (d) below. In addition, the City may determine at any time that the Bonds shall no longer be represented by global certificates and that the provisions of subsections (a) and (b) above shall no longer apply to the Bonds. In any such event the City shall execute and the Bond Registrar shall authenticate and deliver certificates representing the Bonds as provided in subsection (d) below.

(d) Certificates for the Bonds issued in exchange for global certificates shall be registered in such names and authorized denominations as the Securities Depository, pursuant to instructions from the Agent Members or otherwise, shall instruct the City and the Bond Registrar. The Bond Registrar shall deliver such certificates representing the Bonds to the persons in whose names such Bonds are so registered as soon as possible.

As used in this Resolution, “Securities Depository” shall mean the Depository Trust Company, New York, New York (“DTC”) and its successors and assigns if any or if (i) the then-Securities Depository resigns from its functions as depository of the Bonds or (ii) the City discontinues use of the then-Securities Depository pursuant to this Section 6, any other securities depository which agrees to follow the procedures required to be followed by a securities depository in connection with the Bonds and which is selected by the City.

As used in this Resolution, “Agent Member” shall mean a member of, or participant in, the Securities Depository.

The Authorized Officers (as defined below) are hereby authorized and directed to execute the standard form of DTC Letter of Representations relating to the Bonds (or a DTC Blanket Issuer Letter of Representations).

Notwithstanding any other provision of this Resolution to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal of, premium, if any, and interest on such Bonds, and all notices with respect to such Bonds shall be made and given, respectively, to DTC as provided in the Letter of Representations.

8. Execution and Delivery. The Mayor and the City Clerk are authorized and directed to execute the Bonds for and on behalf of the City by manually executing the Bonds, or by causing their facsimile signatures to be affixed to the Bonds, provided in the latter instance the Bonds are thereafter authenticated by the Bond Registrar. The Bonds shall be sealed with the seal of the City or a facsimile thereof. When so executed, the Bonds shall be delivered by the City Treasurer to the Bond Registrar for authentication, and thereafter to the purchaser upon receipt in full of the purchase price for the Bonds.

9. Bond Payment Fund. The City shall establish a separate depository account, to be designated “City of Ann Arbor 2012 Refunding Bonds Bond Payment Fund” (the “Bond Payment Fund”), into which shall be deposited the tax collections and other available funds to the extent provided in paragraph 11 below. Additionally, all accrued interest and premium, if any, received from the purchaser of the Bonds, shall be deposited in the Bond Payment Fund.

Moneys in the Bond Payment Fund shall be used solely to pay principal of and premium, if any, and interest on the Bonds.

Moneys in the Bond Payment Fund may be continuously invested and reinvested in any legal investment for City funds, which shall mature, or which shall be subject to redemption by the holder thereof, not later than the dates when moneys in the Bond Payment Fund will be required to pay the principal of and interest on the Bonds. Obligations purchased as an investment of moneys of the Bond Payment Fund shall be deemed at all times to be a part of such fund, and the interest accruing thereon and any profit realized from such investment shall be credited to such fund.

10. Refunding Escrow Fund. The City shall establish a Refunding Escrow Fund into which shall be deposited proceeds from the sale of the Bonds (after the deposits to the Bond Payment Fund provided for in Section 9) together with any moneys transferred by the Authority at the time of sale of the Bonds from the debt retirement funds for the Prior Bonds to be Refunded and any other available funds of the City in an aggregate amount sufficient, without reinvestment, to pay the principal, interest and redemption premiums (if any) on the Prior Bonds to be Refunded as they become due pursuant to maturity or the call for redemption required by Section 1. Such moneys shall be held as uninvested cash or invested in direct obligations of or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America or other obligations the principal of and interest on which are fully secured by the foregoing, and shall be transferred in a timely manner to the paying agent for the Prior Bonds to be Refunded, to be applied to redemption of all Prior Bonds to be Refunded on the Redemption Date. The Bond Award Officers shall select an institution to serve as escrow agent for the foregoing purposes (the "Escrow Agent"), to be identified in the Sales Order (as defined below). The Treasurer is authorized to negotiate and to execute and deliver an Escrow Agreement with such Escrow Agent, consistent with the foregoing provisions. The Refunding Escrow Fund shall be dissolved upon the redemption of all outstanding Prior Bonds. In the alternative to the foregoing provisions, the proceeds and other available moneys referenced above as being deposited to the Refunding Escrow Fund may be transferred immediately upon issuance and sale of the Bonds to the paying agent for the Prior Bonds to be Refunded as above provided. The balance of the proceeds of the Bonds after establishment and funding of the Refunding Escrow Fund shall be used to pay the costs incidental to issuance of the Bonds and to the refunding of the Prior Bonds to be Refunded.

Following establishment of the Refunding Escrow Fund, any amounts remaining in the debt retirement funds for the Prior Bonds to be Refunded shall be transferred to the Bond Payment Fund for the Bonds or shall be transferred to the Refunding Escrow Fund.

11. Limited Tax Pledge as Security for Payment of the Bonds. The City hereby irrevocably pledges its full faith and credit for the payment of principal of and interest on the Bonds, and shall as a first budget obligation advance sufficient moneys from its general funds for such payments, including the collection of any ad valorem taxes which the City is authorized to levy, but any such levy shall be subject to applicable constitutional, charter and statutory tax rate limitations.

12. Mutilated, Lost, Stolen or Destroyed Bonds. In the event any Bond is mutilated, lost, stolen or destroyed, the Mayor and City Clerk may, on behalf of the City, execute and deliver, or order the Bond Registrar to authenticate and deliver, a new Bond having a number not then outstanding, of like date, maturity, interest rate and denomination as that mutilated, lost, stolen or destroyed Bond.

In the case of a mutilated Bond, a replacement Bond shall not be delivered unless and until such mutilated Bond is surrendered to the Bond Registrar. In the case of a lost, stolen or destroyed Bond a replacement Bond shall not be delivered unless and until the City and the Bond Registrar shall have received such proof of ownership and loss and indemnity as they determine to be sufficient, which shall consist at least of (i) a lost instrument bond for principal and interest remaining unpaid on the lost, stolen or destroyed Bond; (ii) an affidavit of the registered owner (or his or her attorney) setting forth ownership of the Bond lost, stolen or destroyed and the circumstances under which it was lost, stolen or destroyed; (iii) the agreement of the owner of the Bond (or his or her attorney) to fully indemnify the City and the Bond Registrar against loss due to the lost, stolen or destroyed Bond and the issuance of any replacement Bond in connection therewith; and (iv) the agreement of the owner of the Bond (or his or her attorney) to pay all expenses of the City and the Bond Registrar in connection with the replacement, including the transfer and exchange costs which otherwise would be paid by the City.

13. Arbitrage and Tax Covenants. Notwithstanding any other provision of this Resolution, the City covenants that it will not at any time or times:

(a) Permit any proceeds of the Bonds or any other funds of the City or under its control to be used directly or indirectly (i) to acquire any securities or obligations, the acquisition of which would cause any Bond to be an "arbitrage bond" as defined in Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), or (ii) in a manner which would result in the exclusion of any Bond from the treatment afforded by Section 103(a) of the Code by reason of the classification of any Bond as a "private activity bond" within the meaning of Section 141(a) of the Code, as a "private loan bond" within the meaning of Section 141(a) of the Code or as an obligation guaranteed by the United States of America within the meaning of Section 149(b) of the Code; or

(b) Take any action, or fail to take any action (including failure to file any required information or other returns with the United States Internal Revenue Service or to rebate amounts to the United States, if required, at or before the time or times required), within its control which action or failure to act would (i) cause the interest on the Bonds to be includible in gross income for federal income tax purposes or cause the interest on the Bonds to be includible in computing any alternative minimum tax (other than the alternative minimum tax applicable to interest on all tax-exempt obligations generally) or (ii) adversely affect the exemption of the Bonds and the interest thereon from State of Michigan income taxation.

14. Not Qualified Tax-Exempt Obligations. The Bonds shall not be designated as "qualified tax-exempt obligations" for purposes of deduction of interest expense by financial institutions under the provisions of Section 265(b)(3)(B) of the Code.

15. Defeasance or Redemption of Bonds. If at any time,

(a) the whole amount of the principal of and interest on all outstanding Bonds shall be paid, or

(b) (i) sufficient moneys, or Government Obligations (as defined in this Section) not callable prior to maturity, the principal of and interest on which when due and payable will provide sufficient moneys, to pay the whole amount of the principal of and premium, if any, and interest on all outstanding Bonds as and when due at maturity or upon redemption prior to maturity shall be deposited with and held by a trustee or an escrow agent for the purpose of paying the principal of and premium, if any, and interest on such Bonds as and when due, and (ii) in the case of redemption prior to maturity, all outstanding Bonds shall have been duly called for redemption (or irrevocable instructions to call such Bonds for redemption shall have been given), then, at the time of the payment referred to in clause (a) of this Section or of the deposit referred to in clause (b) of this Section, the City shall be released from all further obligations under this resolution, and any moneys or other assets then held or pledged pursuant to this resolution for the purpose of paying the principal of and interest on the Bonds (other than the moneys deposited with and held by a trustee or an escrow agent as provided in clause (b) of this Section) shall be released from the conditions of this resolution, paid over to the City and considered excess proceeds of the Bonds. In the event moneys or Government Obligations shall be so deposited and held, the trustee or escrow agent holding such moneys or Government Obligations shall, within thirty (30) days after such moneys or Government Obligations shall have been so deposited, send written notice to the registered owners of the Bondse, setting forth (x) the date or dates, if any, designated for the redemption of the Bonds, (y) a description of the moneys or Government Obligations so held by it and (z) that the City has been released from its obligations under this resolution. All moneys and Government Obligations so deposited and held shall be held in trust and applied only to the payment of the principal of and premium, if any, and interest on the Bonds at maturity or upon redemption prior to maturity, as the case may be, as provided in this Section.

The trustee or escrow agent referred to in this Section shall (a) be a bank or trust company permitted by law to offer and offering the required services, (b) be appointed by an Authorized Officer (as defined herein) and (c) at the time of its appointment and so long as it is serving as such, have at least $25,000,000 of capital and unimpaired surplus. The same bank or trust company may serve as trustee or escrow agent under this Section and as Bond Registrar so long as it is otherwise eligible to serve in each such capacity.

As used in this Section, the term "Government Obligations" means direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America.

16. Discount and Premium. The Bonds may be purchased at a discount of no greater than 1.0% or with a premium of no greater than 2.0%.

17. Official Notice of Sale. The Bonds shall be advertised and sold, and sealed proposals for their purchase shall be received, at a time to be later determined by the Treasurer. Notice of the sale of the Bonds shall be published in accordance with the law in The Bond Buyer or such other publication approved for such purpose by the Local Audit &

Finance Division of the Michigan Department of Treasury, which Notice shall be in substantially the form of Exhibit B attached hereto.

18. Sale Order. The Treasurer (or in his absence the Chief Financial Officer) is authorized to execute and deliver an order on behalf of the City awarding the Bonds to the bidder whose bid produces the lowest true interest cost as determined in the manner provided in the Notice of Sale (the “Sale Order”).

19. Execution and Delivery of Required Documents. The Mayor, City Clerk, Treasurer and Chief Financial Officer (each an “Authorized Officer”), or any one of them, are authorized on behalf of the City to apply for such rulings, orders and approvals and file or submit appropriate elections or other documents to any federal, state or local governmental agency in order that the Bonds may be validly issued and, if applicable, cause the interest thereon to be exempt from federal income taxation. Such Authorized Officers, or any one of them, are further authorized to execute and deliver such other certificates, documents, instruments and other papers as may be required or may be necessary or convenient to effectuate the valid sale and delivery of the Bonds as tax-exempt bonds in accordance with the terms thereof. The Authorized Officers, or any one of them, are authorized and directed to approve the circulation of a preliminary and a final official statement describing the Bonds and providing information relative to the City, and to deem the preliminary official statement “final” for purposes of Securities and Exchange Commission Rule 15c2-12 (the “Rule”), subject to the applicability of an exemption from the Rule.

20. Filings with Local Audit & Finance Division. The Authorized Officers are, and each is, hereby authorized and directed to make all necessary filings with the Local Audit and Finance Division of the Michigan Department of Treasury with respect to the issuance and sale of the Bonds, including a post-issuance Security Report, and to pay all fees required in connection therewith.

21. Continuing Financial Disclosure. The City shall provide continuing financial disclosure in compliance with the Rule during the term of the Bonds, subject to applicable exemptions from the requirements of the Rule. The Authorized Officers are each authorized and directed on behalf of the City to take all necessary action and to execute and deliver such documents as may be required to satisfy the City’s obligations under the Rule.

22. Contract. The provisions of this resolution shall constitute a contract between the City and the holder or holders of the Bonds from time to time, and after the issuance of such Bonds, no change, variation or alternation to the provisions of this resolution may be made which would lessen the security for the Bonds. The provisions of this resolution shall be enforceable by appropriate proceedings taken by such Bondholder either at law or in equity.

23. Conflicting Resolutions. All resolutions and parts of resolutions in conflict with the foregoing are hereby rescinded.