

CLERK'S OFFICE

APPROVED

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Submitted by: Chairman of the Assembly at the
Request of the Mayor
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& Brecht
For Reading: May 14, 2002

MUNICIPALITY OF ANCHORAGE

ORDINANCE NO. AO 2002-81

AN ORDINANCE OF THE MUNICIPALITY OF ANCHORAGE, ALASKA, AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED FIFTY-FOUR MILLION THREE HUNDRED SIXTY-FIVE THOUSAND AND NO/100 DOLLARS (\$54,365,000) IN AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION GENERAL PURPOSE BONDS OF THE MUNICIPALITY FOR THE PURPOSE OF RAISING FUNDS TO PAY COSTS RELATED TO AMBULANCES, EMERGENCY SERVICE IMPROVEMENTS, ROAD AND DRAINAGE IMPROVEMENTS, FIRE PROTECTION IMPROVEMENTS, PUBLIC TRANSIT IMPROVEMENTS, CEMETERY IMPROVEMENTS, SENIOR CENTER IMPROVEMENTS, AND RELATED CAPITAL IMPROVEMENTS; FIXING CERTAIN DETAILS OF SAID BONDS; PROVIDING FOR THE FORM AND MANNER OF SALE OF SAID BONDS; PLEDGING THE FULL FAITH AND CREDIT OF THE MUNICIPALITY TO THE PAYMENT THEREOF; AUTHORIZING THE CHIEF FISCAL OFFICER TO NEGOTIATE AND EXECUTE A CONTRACT FOR THE PURCHASE AND SALE OF SAID BONDS; AND RELATED MATTERS.

WHEREAS, pursuant to Ordinance No. AO 2001-39 of the Municipality of Anchorage, Alaska (the "Municipality") passed and approved on February 13, 2001, the following question referred to at the general election held on April 3, 2001, as Proposition 6:

PROPOSITION NO. 6

Shall Anchorage borrow up to \$3,950,000 through the issuance of general obligation bonds to pay costs of equipping, rehabilitating, improving and constructing emergency communications systems and areawide communications systems, purchasing and/or refurbishing ambulances, designing and constructing a retaining wall with burial niches (Anchorage Cemetery), acquiring property for, rehabilitating, equipping, improving, constructing and upgrading the Anchorage Senior Center and related capital improvements within Anchorage?

Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated total 2001 areawide assessed valuation in Anchorage) an annual increase in taxes of approximately \$2.49 to retire the proposed debt.

1 The debt shall be paid from real and personal property taxes
2 levied and collected areawide within Anchorage. Anchorage
3 will also pledge its full faith and credit for payment of the
4 bonds. (No. AO 2001-39)

5 (herein called "Proposition 2001-6") was passed and approved and said general election
6 has been duly canvassed and the results thereof certified and confirmed in accordance
7 with law and the \$3,950,000 principal amount of said general obligation bonds remains
8 unissued under Proposition 2001-6; and

9 WHEREAS, pursuant to Ordinance No. AO 2001-6 of the Municipality passed and
10 approved on February 6, 2001, the following question referred to at the general election
11 held on April 3, 2001, as Proposition 7:

12 PROPOSITION NO. 7

13 Shall Anchorage borrow up to \$1,780,000 through the
14 issuance of general obligation bonds to pay costs of planning,
15 designing, acquiring, replacing, installing, and improving
16 Anchorage-owned transit fleet and facilities including safety
17 improvements and purchasing support vehicles and related
18 public transportation capital improvements within Anchorage?

19 Voter approval of this bond proposition authorizes for each
20 \$100,000 of assessed taxable property value (based on the
21 estimated 2001 areawide assessed valuation in Anchorage) an
22 annual increase in taxes of approximately \$2.18 necessary to
23 retire the proposed debt.

24 The debt will be paid from real and personal property taxes
25 levied and collected areawide in Anchorage. Anchorage will
26 also pledge its full faith and credit for payment of the debt.
27 (No. AO 2001-6)

28 (herein called "Proposition 2001-7") was passed and approved and said general election
has been duly canvassed and the results thereof certified and confirmed in accordance
with law and the \$1,780,000 principal amount of said general obligation bonds remains
unissued under Proposition 2001-7; and

WHEREAS, pursuant to Ordinance No. AO 2001-9 of the Municipality passed and
approved on February 6, 2001, the following question referred to at the general election

1 held on April 3, 2001, as Proposition 9:

2 PROPOSITION NO. 9

3 Shall Anchorage borrow up to \$4,365,000 through the
4 issuance of general obligation bonds to pay the costs of
5 acquiring property for and designing fire stations,
6 communication upgrades and related fire protection capital
improvements? The proposed capital improvements would be
located within the Anchorage Fire Service Area.

7 Voter approval of this bond proposition authorizes for each
8 \$100,000 of assessed taxable property value (based on the
9 estimated 2001 assessed valuation in the Anchorage Fire
Service Area), an annual increase in taxes of approximately
\$2.64 to retire the proposed debt.

10 The debt shall be paid first from real and personal property
11 taxes levied and collected within the Anchorage Fire Service
Area. Anchorage will also pledge its full faith and credit for
payment of the bonds. (No. AO 2001-9)

12 (herein called "Proposition 2001-9") was passed and approved, and said general election
13 has been duly canvassed and the results thereof certified and confirmed in accordance
14 with law, and the \$4,365,000 principal amount of said general obligation bonds remains
15 unissued under Proposition 2001-9; and

16 WHEREAS, pursuant to Ordinance No. AO 2001-41(As Amended) of the
17 Municipality passed and approved on February 13, 2001, the following question referred
18 to at the election held on April 3, 2001, as Proposition 10:

19 PROPOSITION NO. 10

20 Shall Anchorage borrow up to \$32,110,000 through the
21 issuance of general obligation bonds to pay costs of roadway
22 improvements, roadway safety improvements, drainage
collection, drainage treatment and related capital improve-
ments in the Anchorage Roads and Drainage Service Area?

23 Voter approval of this bond proposition authorizes for each
24 \$100,000 of assessed taxable property value (based on the
25 estimated 2001 assessed valuation in the Anchorage Roads
and Drainage Service Area) an annual increase in taxes of
approximately \$25.78 necessary to retire the proposed debt.

26 The debt shall be paid first from real and personal property

1 taxes levied and collected within the Anchorage Roads and
2 Drainage Service Area. Anchorage will also pledge its full faith
and credit for payment of the debt. (No. AO 2001-41 as
amended)

3 (herein called "Proposition 2001-10") was passed and approved, and said election has
4 been duly canvassed and the results thereof certified and confirmed in accordance with
5 law, and the \$32,110,000 principal amount of said general obligation bonds remains
6 unissued under Proposition 2001-10; and

7 WHEREAS, pursuant to Ordinance No. AO 2002-23(S) of the Municipality passed
8 and approved on February 12, 2002, the following question referred to at the general
9 election held on April 2, 2002, as Proposition 3:

10 PROPOSITION NO. 3

11 Shall Anchorage borrow up to \$34,730,000 through the
12 issuance of general obligation bonds and increase the
13 municipal tax cap by an annual amount not to exceed
\$73,100?

14 The bond proceeds would pay costs of roadway
15 improvements, roadway safety improvements, drainage
collection, drainage treatment and related capital improve-
16 ments in the Anchorage Roads and Drainage Service Area
and the increase in the municipal tax cap would pay the
associated annual operations and maintenance costs.

17 Voter approval of this bond proposition authorizes for each
18 \$100,000 of assessed taxable property value (based on the
19 estimated 2002 assessed valuation in the Anchorage Roads
and Drainage Service Area): (i) an annual increase in taxes of
20 approximately \$23.58 to retire the proposed bonds, and (ii) an
annual increase in the municipal tax cap (Charter 14.03(b)(2))
21 of approximately \$0.54 to pay for annual operations and
maintenance costs related to the proposed capital
improvements.

22 The debt shall be paid from real and personal property taxes
23 levied and collected within the Anchorage Roads and Drainage
Service Area. Anchorage will also pledge its full faith and
24 credit for payment of the debt. (No. AO 2002-23(S))

25 (herein called "Proposition 2002-3") was passed and approved, and said election has been
26 duly canvassed and the results thereof certified and confirmed in accordance with law, and

1 the \$34,730,000 principal amount of said general obligation bonds remains unissued under
2 Proposition 2002-3; and

3 WHEREAS, pursuant to Ordinance No. AO 2002-51 of the Municipality passed and
4 approved on February 26, 2002, the following question referred to at the special election
5 held on April 2, 2002, as Proposition B:

6 PROPOSITION NO. B

7 Shall Anchorage borrow up to \$3,490,000 through the
8 issuance of general obligation bonds and increase the
9 municipal tax cap by an annual amount not to exceed
10 \$417,700? The bond proceeds would pay a portion of the
11 costs of purchasing, equipping, constructing and improving the
areawide Emergency Operations Center, the
purchasing/refurbishing of ambulances, public safety site
restoration and related capital improvements.

12 The increase in the municipal tax cap would pay for associated
13 annual operations and maintenance costs of the capital
improvements. Voter approval of this bond proposition
14 authorizes for each \$100,000 of assessed taxable property
value (based on the estimated total 2002 areawide assessed
15 valuation in Anchorage): (i) an annual increase in taxes of
approximately \$2.74 to retire the proposed bonds, and (ii) an
16 annual increase in the municipal tax cap (Charter 14.03(b)(2))
of approximately \$2.48 to pay for annual operations and
17 maintenance costs related to the proposed capital
improvements. The debt shall be paid from real and personal
18 property taxes levied and collected areawide within Anchorage.
Anchorage will also pledge its full faith and credit for payment
19 of the bonds. (No. AO 2002-51)

20 (herein called "Proposition 2002-B") was passed and approved and said special election
21 has been duly canvassed and the results thereof certified and confirmed in accordance
22 with law and the \$3,490,000 principal amount of said general obligation bonds remains
23 unissued under Proposition 2002-B; and

24 WHEREAS, the Home Rule Charter of the Municipality provides in Section
25 15.03 that the Assembly by ordinance shall provide for the form and manner of sale of
26 bonds and notes including reasonable limitation upon the sale of bonds and notes to

1 financial consultants of the Municipality; and

2 WHEREAS, the Municipality has determined and does hereby determine that it is
3 necessary to proceed to plan, design, acquire property for, construct, acquire, rehabilitate,
4 replace, renovate, install and equip the capital improvements of the Municipality specified
5 in Propositions 2001-6, 2001-7, 2001-9, 2001-10, 2002-3, and 2002-B as the purpose for
6 the authorization of the bonds in Propositions 2001-6, 2001-7, 2001-9, 2001-10, 2002-3
7 and 2002-B, and to pay the capital costs thereof (hereinafter referred to, as specified in
8 said Propositions, as the "Projects"); and

9 WHEREAS, it is deemed necessary and advisable and in the best interest of the
10 Municipality and its inhabitants that not to exceed (a) \$3,950,000 principal amount of
11 general obligation bonds referred to in Proposition 2001-6, constituting the unsold general
12 obligation bonds referred to therein, (b) \$500,000 principal amount of general obligation
13 bonds referred to in Proposition 2001-7, constituting a portion of the \$1,780,000 principal
14 amount of the unsold general obligation bonds referred to therein, (c) \$4,365,000 principal
15 amount of general obligation bonds referred to in Proposition 2001-9, constituting the
16 unsold general obligation bonds referred to therein, (d) \$22,000,000 principal amount of
17 general obligation bonds referred to in Proposition 2001-10, constituting a portion of the
18 \$32,110,000 principal amount of the unsold general obligation bonds referred to therein,
19 (e) \$23,000,000 principal amount of general obligation bonds referred to in
20 Proposition 2002-3, constituting a portion of the \$34,730,000 unsold general obligation
21 bonds referred to therein, and (f) \$550,000 principal amount of general obligation bonds
22 referred to in Proposition 2002-B, constituting a portion of the \$3,490,000 principal amount
23 of unsold general obligation bonds referred to therein as hereinafter authorized, fixed and
24 determined, for the purpose of raising funds to pay the Costs (as hereinafter defined) of
25 the Projects.

26 NOW, THEREFORE, THE MUNICIPALITY OF ANCHORAGE ORDAINS:

1 Section 1. Purpose. The purpose of this Ordinance is to authorize the issuance
2 and sale of not to exceed Fifty-Four Million Three Hundred Sixty-Five Thousand and
3 No/100 Dollars (\$54,365,000) of general obligation general purpose bonds of the
4 Municipality (the "Bonds") to provide funds to pay the capital costs of the Projects, to pay
5 the costs of issuance of the Bonds authorized herein (including the bond insurance
6 premium, if any), to fix certain details and to provide for the form and manner of sale of
7 said Bonds to be issued.

8 Section 2. Definitions. The following terms shall have the following meanings in this
9 Ordinance:

10 (a) "Acquired Obligations" means any of the following securities, if and to the
11 extent the same are at the time legal for investment of funds of the Municipality: (1) any
12 bonds or other obligations which as to principal and interest constitute direct obligations
13 of, or are unconditionally guaranteed as to timely payment by, the United States of
14 America; direct obligations and fully guaranteed certificates of beneficial interest of the
15 Export-Import Bank of the United States; senior debt obligations of the Federal Home Loan
16 Banks; debentures of the Federal Housing Administration; guaranteed mortgage-backed
17 bonds and guaranteed pass-through obligations of the Government National Mortgage
18 Association; guaranteed Title XI financings of the U.S. Maritime Administration; and
19 participation certificates and senior debt obligations of the Federal Home Loan Mortgage
20 Corporation; or (2) any bonds or other obligations of any state of the United States of
21 America or of any agency, instrumentality or local governmental unit of any such state,
22 (a)(i) which are not callable at the option of the obligor prior to maturity, (ii) which are
23 callable prior to maturity and the issuer has foregone the right to call the obligations and
24 the obligations are irrevocably escrowed to maturity, or (iii) as to which irrevocable
25 instructions have been given to the trustee of such bonds or other obligations by the obligor
26 to give due notice of redemption and to call such bonds for redemption on the date or

1 dates specified in such instructions, (b)(i) which are fully secured as to principal and
2 interest and redemption premium, if any, by a fund consisting only of cash or bonds or
3 other obligations of the character described in clause (1) hereof which fund may be applied
4 only to the payment of such principal of and interest and redemption premium, if any, on
5 such bonds or other obligations on the maturity date or dates thereof or the specified
6 redemption date or dates pursuant to such irrevocable instructions, as appropriate, and (ii)
7 the principal of and interest on the bonds and obligations of the character described in
8 clause (1) hereof have been deposited in such fund and, along with any cash on deposit
9 in such fund, are sufficient to pay principal of and interest and redemption premium, if any,
10 on the bonds or other obligations described in this clause (2) on the maturity date or dates
11 thereof or on the redemption date or dates specified in the irrevocable instructions referred
12 to in subclause (a) of this clause (2), as appropriate, and (c) such securities are
13 unconditionally rated Aaa by Moody's Investors Service or unconditionally rated AAA by
14 Standard & Poor's Ratings Services, a Division of The McGraw Hill Companies.

15 (b) "Assembly" means the Municipal Assembly of the Municipality, as the general
16 legislative authority of the Municipality established pursuant to its Home Rule Charter, as
17 the same shall be duly and regularly constituted from time to time.

18 (c) "Authorized Municipal Representative" means the Chief Fiscal Officer of the
19 Municipality.

20 (d) "Bond" or "Bonds" means any of the bonds of the Municipality, the issuance
21 and sale of which are authorized herein as the evidence of the indebtedness referred to
22 in the Propositions 2001-6, 2001-7, 2001-9, 2001-10, 2002-3, and 2002-B.

23 (e) "Bond Insurer" means, with respect to the Bonds, an insurance company
24 which issues a policy of insurance with respect to payment of the interest on and principal
25 of the Bonds.

26 (f) "Bond Register" means the registration books maintained by the Paying
27

1 Agent (as "Bond Registrar"), as agent of the Municipality, which include the names and
2 addresses of the registered owners, or nominees of the registered owners, if the Bonds are
3 held in the Book-Entry System, of the Bonds.

4 (g) "Bond Registrar" means U.S. Bank, N.A., Seattle, Washington, or its
5 successors

6 (h) "Book-Entry System" means the system in which the Bonds (represented by
7 one Bond certificate for each maturity of the Bonds) are delivered into the possession of
8 DTC and are issued and fully-registered as to principal and interest in the name of Cede
9 & Co., and whereby beneficial interests in the Bonds are purchased by investors through
10 DTC Participants, such interests shown and transfers thereof effected only through the
11 records maintained by the respective DTC Participants from whom each such investor
12 acquired such beneficial interest.

13 (i) "Cede & Co." means Cede & Co., the nominee of DTC, and any successor
14 nominee of DTC with respect to the Bonds.

15 (j) "Code" means the Internal Revenue Code of 1986, as amended from time
16 to time, together with all regulations effective or promulgated and applicable thereto.

17 (k) "Commission" means the Securities and Exchange Commission.

18 (l) "Cost" or "Costs" means the cost of planning, designing, acquiring property
19 for, constructing, acquiring, rehabilitating, replacing, installing and equipping the Projects,
20 including interest on the Bonds during the period of planning, designing, acquiring property
21 for, constructing, acquiring, rehabilitating, replacing, installing and equipping the Projects,
22 the cost, whether incurred by the Municipality or by another, of field surveys and advance
23 planning undertaken in connection with the Projects properly allocable to the Projects, the
24 cost of acquisition of any land or interest therein required as the site or sites of the Projects
25 or for use in connection therewith, the cost of any indemnity and surety bonds and
26 premiums on insurance incurred in connection with the Projects prior to or during

1 acquisition or construction thereof, all related direct administrative and inspection
2 expenses, whether incurred by the Municipality or by another, in connection with the
3 Projects prior to or during acquisition or construction thereof and allocable portions of direct
4 costs of the Municipality, legal fees, fees and expenses of the Paying Agent, costs of
5 issuance of the Bonds by the Municipality, including financing charges and fees and
6 expenses of bond counsel, financial advisors and consultants in connection therewith, the
7 cost of any bond insurance premium, the cost of audits, the cost of all machinery,
8 apparatus and equipment, the cost of engineering, architectural services, designs, plans,
9 specifications and surveys, estimates of cost, the reimbursement of all moneys advanced
10 from whatever source for the payment of any item or items of cost of the Projects, and all
11 other expenses necessary or incident to determining the feasibility or practicability of the
12 Projects, and such other expenses not specified herein as may be necessary or incident
13 to the acquisition and development of the Projects, the financing thereof and the putting
14 of the same into use and operation.

15 (m) "DTC" means The Depository Trust Company, New York, New York, a limited
16 purpose trust company organized under the laws of the State of New York, as depository
17 for the Bonds pursuant to Section 6 hereof, and the term DTC shall include any corporate
18 successor thereto.

19 (n) "Letter of Representations" means the Blanket Issuer Letter of
20 Representations from the Municipality to DTC dated July 1, 1995, including DTC's
21 Operational Arrangements referenced in said letter, as they may be amended from time
22 to time.

23 (o) "MSRB" means the Municipal Securities Rulemaking Board or any successor
24 to its functions.

25 (p) "Municipality" means the Municipality of Anchorage created upon ratification
26 of the Home Rule Charter after the election thereon held on September 9, 1975, and the

1 successor thereunder to the City of Anchorage, the City of Glen Alps, the City of Girdwood
2 and the Greater Anchorage Area Borough, former municipal corporations of the State of
3 Alaska.

4 (q) "NRMSIR" means a nationally recognized municipal securities information
5 repository.

6 (r) "Ordinance" means this Ordinance of the Municipality.

7 (s) "Paying Agent " means U.S. Bank, N.A., Seattle, Washington, or its
8 successors as described in Section 13 of this Ordinance. The Paying Agent shall also act
9 as Bond Registrar pursuant to Section 13 hereof.

10 (t) "Paying Agent Agreement" means the Agreement between the Municipality
11 and the Paying Agent relating to the Bonds.

12 (u) "Rule" means the Commission's Rule 15c2-12 under the Securities and
13 Exchange Act of 1934, as the same may be amended from time to time.

14 (v) "SID" means a state information depository for the State of Alaska (should
15 one be created).

16 Section 3. Authority for Ordinance. The Municipality has ascertained and hereby
17 determines that each and every matter and thing as to which provision is made in this Ordi-
18 nance is necessary in order to carry out and effectuate the purposes of the Municipality in
19 accordance with the Constitution and statutes of the State of Alaska and the Home Rule
20 Charter of the Municipality, and to incur the indebtedness and issue the Bonds as referred
21 to in Propositions 2001-6, 2001-7, 2001-9, 2001-10, 2002-3, and 2002-B.

22 Section 4. Obligation of Bonds; Pledge. The Bonds shall be direct and general
23 obligations of the Municipality and the full faith and credit of the Municipality are hereby
24 pledged to the payment of the principal of and interest on the Bonds. The Municipality
25 hereby irrevocably pledges and covenants that it will levy and collect taxes upon all taxable
26 property within the Municipality without limitation as to rate or amount, in amounts

sufficient, together with other funds legally available therefor, to pay the principal of and interest on the Bonds as the same become due and payable. In the event that any Bond Insurer makes any payment under a bond insurance policy with respect to the Bonds, such payment shall not be deemed a payment of the Municipality and such payment amounts shall continue to be due and payable by the Municipality under this Ordinance.

Section 5. Authorization of Bonds and Purpose of Issuance. For the purpose of raising funds to pay the Costs of acquiring and developing the Projects as authorized by Propositions 2001-6, 2001-7, 2001-9, 2001-10, 2002-3, and 2002-B, which, in accordance with said Propositions, is hereby determined to be necessary, and to provide for original issue discount, if any, and to pay all costs incidental thereto and to the issuance of the Bonds as follows:

<u>Proposition No.</u>	<u>Not to Exceed Principal Amount</u>
2001-6	\$ 3,950,000
2001-7	500,000
2001-9	4,365,000
2001-10	22,000,000
2002-3	23,000,000
2002-B	550,000

general obligation bonds of the Municipality referred to in Propositions 2001-6, 2001-7, 2001-9, 2001-10, 2002-3, and 2002-B with such designation as is set forth in Section 6 hereof, are hereby authorized, and shall be issued in the aggregate principal amount of not to exceed Fifty-Four Million Three Hundred Sixty-Five Thousand and No/100 Dollars (\$54,365,000).

Section 6. Designation, Maturities, Payment Dates, Rates and Bonds. The Bonds shall be designated "Municipality of Anchorage, Alaska, 2002 General Obligation General Purpose Bonds, Series A" or such other or additional designation as may be made by the Chief Fiscal Officer, shall be issued in one or more series or may be combined and sold as a single series with other bonds authorized by an ordinance approved by the Assembly,

1 shall be dated and mature on such dates and may be redeemed in such manner as shall
2 be established by the Chief Fiscal Officer pursuant to Section 21 of this Ordinance or by
3 the Assembly by resolution adopted prior to delivery of the Bonds.

4 The Bonds shall bear interest from their dated date payable on such dates at such
5 rates as may be fixed and determined by the Chief Fiscal Officer pursuant to Section 21
6 of this Ordinance or by the Assembly by resolution adopted prior to the delivery of the
7 Bonds.

8 The Bonds shall be registered as to principal and interest as herein provided. The
9 Bonds shall each be of the denomination of Five Thousand (\$5,000) or any integral
10 multiple thereof of the same interest rate and maturity approved by the Municipality, such
11 approval to be evidenced by the execution of such Bonds. Each Bond shall bear a number
12 or letter, or a number and letter, distinguishing it from every other Bond in the manner and
13 with such additional designation as the Paying Agent deems necessary for purposes of
14 identification. The Bonds may be delivered with the aggregate principal amount of Bonds
15 maturing on one date represented by one Bond, in typewritten, printed or lithographed
16 form. The Bonds shall be substantially in the form of the Bond hereinafter set forth, with
17 such appropriate variations, omissions or insertions as are permitted or required by this
18 Ordinance, and may have endorsed thereon such legends or text as may be necessary or
19 appropriate to conform to the rules and regulations of any governmental authority or any
20 usage or requirement of law with respect thereto.

21 In order to induce DTC to accept the Bonds as eligible for deposit at DTC, the
22 Municipality has executed and delivered the Letter of Representations which has been
23 accepted by DTC. Unless the Chief Fiscal Officer, or the Assembly by resolution, shall
24 otherwise determine, the Bonds initially issued shall be available for purchase only through
25 brokers and dealers, who must be or act through participants in DTC, shall be held under
26 the Book-Entry System by DTC acting as depository pursuant to the terms and conditions

1 set forth in the Letter of Representations, shall be issued in denominations equal to the
2 aggregate principal amount of each maturity of the Bonds and shall initially be registered
3 in the name of Cede & Co., as the nominee of DTC.

4 Neither the Municipality nor the Paying Agent will have any responsibility or
5 obligation to DTC participants or the persons for whom they act as nominees with respect
6 to the Bonds regarding the accuracy of any records maintained by DTC or any DTC
7 participant, the payment by DTC or any DTC participant of any amount in respect of the
8 principal or redemption price of or interest on the Bonds, any notice which is permitted or
9 required to be given to registered owners of the Bonds under this Ordinance (except such
10 notices as shall be required to be given by the Municipality to the Paying Agent or to DTC),
11 the selection by DTC or any DTC participant of any person to receive payment in the event
12 of a partial redemption of the Bonds or any consent given or other action taken by DTC as
13 the owner of the Bonds. For so long as any Bonds are held under the Book-Entry System,
14 DTC or its successor depository shall be deemed to be the owner of the Bonds for all
15 purposes hereunder, and all references herein (except for Section 29) to the owner of the
16 Bonds or similar terms shall mean DTC or its nominee and shall not mean the owners of
17 any beneficial interest in the Bonds.

18 Section 7. Additional Details of Bonds. Each of the Bonds shall be signed by the
19 manual or facsimile signature of the Mayor or the Municipal Manager and the official seal
20 of the Municipality (or a facsimile thereof) shall be affixed, imprinted or otherwise
21 reproduced on the Bond and attested by the manual or facsimile signature of the Municipal
22 Clerk or Deputy Municipal Clerk. In case any officer whose signature or facsimile of whose
23 signature shall appear on any Bonds shall cease to be such officer before the delivery of
24 such Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for
25 all purposes the same as if he or she had remained in office until such delivery.

1 The Bonds shall contain a certificate of the Paying Agent in substantially the
2 following form:

3
4 PAYING AGENT'S CERTIFICATE
5 OF AUTHENTICATION

6 This Bond is one of the Municipality of Anchorage, Alaska, 2002 General Obligation
7 General Purpose Bonds, Series A described in and issued pursuant to the within
8 mentioned Ordinance.

9 U.S. BANK, N.A.,
10 as Paying Agent

11 Date of Authentication:

12 By _____
13 Authorized Agent

14 The principal, redemption price of and the interest on the Bonds shall be payable
15 in any coin or currency of the United States of America which, at the respective dates of
16 payment thereof, is legal tender for the payment of public and private debts.

17 For so long as all outstanding Bonds are held under the Book-Entry System,
18 payment of principal and interest thereof shall be made as provided in the Letter of
19 Representations.

20 In the event that the Bonds are not or are no longer held under the Book-Entry
21 System: (i) payment of principal on each principal payment date on all Bonds shall be
22 payable upon presentment at the corporate trust office of the Paying Agent in Seattle,
23 Washington, or such other location as may be designated by the Paying Agent; and (ii)
24 payment of interest on the Bonds shall be made by check or draft mailed by first class mail
25 to the owner of record as of the 15th day of the month preceding each interest payment
26 date at the address appearing on the Bond Register of the Municipality kept by the Paying
27 Agent, provided that any owner of Bonds in an aggregate principal amount of \$1,000,000
28 or more may, at its option, receive interest payments by wire transfer at any location within

1 the United States of America upon written notice delivered to the Paying Agent not later
2 than the 15th day of the month preceding any interest payment date.

3 Section 8. Redemption of Bonds. The Bonds may be subject to redemption by or
4 on behalf of the Municipality prior to maturity and upon notice as hereinafter provided, as
5 a whole or in part as may be fixed and determined by the Chief Fiscal Officer pursuant to
6 Section 21 of this Ordinance or by resolution of the Assembly adopted prior to or at the
7 time of delivery of the Bonds. If fewer than all of the Bonds within a single maturity are to
8 be called for redemption prior to their scheduled maturity, the portions of Bonds within a
9 maturity to be redeemed shall be selected by the Paying Agent, acting as Bond Registrar,
10 by lot in the manner chosen by the Paying Agent. In selecting Bonds to be redeemed in
11 part within a single maturity, the Paying Agent shall treat each Bond as representing that
12 number of Bonds of a \$5,000 denomination which is obtained by dividing the principal
13 amount of such Bond by \$5,000. As long as the Bonds are held under the Book-Entry
14 System, such selection shall be made by DTC in accordance with the Letter of Representa-
15 tions.

16 Section 9. Notice of Redemption. Except as hereafter provided in this Section 9,
17 when the Municipality determines to redeem any Bonds, the Paying Agent shall give notice
18 of such redemption (which notice may be conditional) in the manner then provided by law,
19 which notice shall state the redemption date and identify the Bonds to be redeemed by
20 reference to their numbers and/or letters and further may be conditional or may state that
21 on such redemption date there shall become due and payable upon each such Bond, or
22 portion thereof, the principal amount thereof plus the applicable premium, if any (the
23 "Redemption Price"), together with interest accrued to the redemption date, and that from
24 and after such date interest thereon shall cease to accrue. Such notice shall be given at
25 least 30 days but not more than 60 days prior to the redemption date by first class mail,
26 postage prepaid, to the registered owner of any Bond to be redeemed at the address of

1 the registered owner appearing on the Bond Register; provided, however, that for so long
2 as the Bonds are held under the Book-Entry System, all notices of redemption shall be
3 given only as provided in the Letter of Representations. In addition to the above required
4 mailing, the Paying Agent shall also cause to be mailed notice of such intended redemption
5 to the managing underwriter(s) of the Bonds or their respective business successors, if
6 any, to each NRMSIR or the MSRB, to any SID and, when there is a bond insurance policy
7 with respect to any Bonds, to the Bond Insurer, if any, by certified or registered mail.

8 If the Bonds are no longer held under the Book-Entry System, then, in addition to
9 the foregoing notice, further notice of redemption shall be given by the Paying Agent as set
10 out below, but no defect in said further notice nor failure to give all or any portion of such
11 further notice shall in any manner defeat the effectiveness of a call for redemption if notice
12 thereof is given as above prescribed.

13 Each further notice of redemption given hereunder shall contain the information
14 required above for an official notice of redemption plus: (i) if fewer than all outstanding
15 Bonds are to be redeemed, the identification (and, in the case of partial redemption, the
16 principal amounts) of the Bonds to be redeemed, (ii) if the Bonds are no longer held under
17 the Book-Entry System the Bonds are to be surrendered for payment at the corporate trust
18 office of the Paying Agent in Seattle, Washington, or such other location as may be
19 designated by the Paying Agent, (iii) the CUSIP numbers of all Bonds being redeemed, (iv)
20 the dated date of the Bonds, (v) the rate of interest for each Bond being redeemed, (vi) the
21 date of the notice, and (vii) any other descriptive information needed to identify accurately
22 the Bonds being redeemed.

23 The Municipality shall notify the Paying Agent of any optional redemption at least
24 20 days prior to the date on which notice pursuant to this Section 9 is to be given to DTC
25 or the registered owner of any Bond to be redeemed, as the case may be.

26 The foregoing notice provisions of this Section 9, including but not limited to the

1 information to be included in redemption notices and the persons designated to receive
2 notices, may be, but is not required to be, amended by additions, deletions and changes
3 in order to maintain compliance with duly promulgated regulations and recommendations
4 regarding notices of redemption of municipal securities.

5 Section 10. Payment of Redeemed Bonds. Unconditional notice of redemption
6 having been given in the manner provided in this Ordinance, the Bonds so called for
7 redemption shall become due and payable on the redemption date stated in said notice
8 at the applicable redemption price on said date plus interest accrued and unpaid to the
9 redemption date upon presentation and surrender thereof at the corporate trust office of
10 the Paying Agent. If, on the redemption date, moneys for the redemption of all the Bonds
11 to be redeemed, together with interest accrued and unpaid to the redemption date, shall
12 be held on behalf of the Municipality at the corporate trust office of the Paying Agent so as
13 to be available therefor on said date and if notice of redemption shall have been given as
14 aforesaid, then from and after the redemption date the Bonds so called for redemption
15 shall cease to bear interest.

16 Each check or other transfer of funds issued for the payment of the Redemption
17 Price of Bonds being redeemed shall bear the CUSIP number identifying, by issue and
18 maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

Section 11. Form of Bond. Each Bond shall be in substantially the following form, with such variations, omissions and insertions as may be required or permitted by this Ordinance or by resolution of the Assembly:

UNITED STATES OF AMERICA
STATE OF ALASKA

MUNICIPALITY OF ANCHORAGE
(A Municipal Corporation of the State of Alaska)

NO. GOGP- \$

2002 GENERAL OBLIGATION GENERAL PURPOSE BOND, SERIES A

INTEREST RATE MATURITY DATE: CUSIP NO.
%

REGISTERED OWNER: CEDE & Co.

PRINCIPAL AMOUNT:

The Municipality of Anchorage, a municipal corporation of the State of Alaska (the "Municipality"), for value received, acknowledges itself indebted and hereby promises to pay to the Registered Owner identified above, or registered assigns, on the Maturity Date identified above, upon presentation and surrender hereof, the Principal Amount shown above, and to pay interest on such principal sum from the date hereof until its obligation with respect to the payment of such principal sum shall be discharged, at the Interest Rate per annum shown above, payable on the first days of _____ and _____ in each year beginning _____, 200____. The principal, interest and redemption price of this Bond shall be payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts. Principal shall be paid to the Registered Owner or assigns upon presentation and surrender of this Bond at the corporate trust office of U.S. Bank, N.A. (hereinafter called the Paying Agent), or its successors. Payment of interest shall be made by check or draft mailed

1 to the Registered Owner, as of the 15th day of the month preceding the interest payment
2 date, at the address appearing on the Bond Register of the Municipality kept at the
3 corporate trust office of the Paying Agent. Notwithstanding the foregoing, if this Bond is
4 held in fully immobilized form, payment of principal and interest shall be as provided in the
5 Blanket Issuer Letter of Representations between the Municipality and The Depository
6 Trust Company, dated July 1, 1995, and The Depository Trust Company Operational
7 Arrangements referred to therein, as they may be amended from time to time (together,
8 the "Letter of Representations").

9 This Bond is one of the 2002 General Obligation General Purpose Bonds, Series A,
10 of Anchorage, Alaska, of like tenor and effect except as to interest rate, number,
11 redemption terms and maturity, aggregating \$_____ in principal amount, and
12 constituting Bonds authorized for the purpose of raising funds to pay the costs of capital
13 improvements in the Municipality, with the question of their issuance for such purpose
14 approved and ratified by a majority vote of the qualified voters of the Municipality who
15 voted on Propositions 2001-6, 2001-7, 2001-9, and 2001-10 at a general election held in
16 the Municipality on April 3, 2001, on Proposition 2002-3 at a general election held in the
17 Municipality on April 2, 2002, and on Proposition 2002-B at a special election held in the
18 Municipality on April 2, 2002, and is issued pursuant to Ordinance No. AO 2002-____ of
19 the Municipality entitled:

20 AN ORDINANCE OF THE MUNICIPALITY OF ANCHORAGE, ALASKA,
21 AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF NOT TO
22 EXCEED FIFTY-FOUR MILLION THREE HUNDRED SIXTY-FIVE
23 THOUSAND AND NO/100 DOLLARS (\$54,365,000) IN AGGREGATE
24 PRINCIPAL AMOUNT OF GENERAL OBLIGATION GENERAL PURPOSE
25 BONDS OF THE MUNICIPALITY FOR THE PURPOSE OF RAISING
26 FUNDS TO PAY COSTS RELATED TO EMERGENCY SERVICE
IMPROVEMENTS, ROAD AND DRAINAGE IMPROVEMENTS, FIRE
PROTECTION IMPROVEMENTS, PUBLIC TRANSIT IMPROVEMENTS,
CEMETERY IMPROVEMENTS, SENIOR CENTER IMPROVEMENTS, AND
RELATED CAPITAL IMPROVEMENTS; FIXING CERTAIN DETAILS OF
SAID BONDS; PROVIDING FOR THE FORM AND MANNER OF SALE OF
SAID BONDS; PLEDGING THE FULL FAITH AND CREDIT OF THE

MUNICIPALITY TO THE PAYMENT THEREOF; AUTHORIZING THE CHIEF FISCAL OFFICER TO NEGOTIATE AND EXECUTE A CONTRACT FOR THE PURCHASE AND SALE OF SAID BONDS; AND RELATED MATTERS.

(the "Ordinance").

The Bonds maturing in the years ____ through ____, inclusive, are not subject to redemption prior to maturity. The Bonds maturing on and after _____, ____ are subject to redemption at the option of the Municipality on and after _____ 1, _____, in whole on any date or in part in increments of \$5,000 with maturities selected by the Municipality on any interest payment date prior to maturity, at the following prices expressed as a percentage of the principal amount thereof, plus accrued interest to the date of redemption, upon notice as provided in the Ordinance and the Letter of Representations:

<u>Redemption Date</u>	<u>Redemption Price</u>
_____ 1, _____ through _____ 31, _____ _____ 1, _____ and thereafter	_____ %

Unless previously redeemed pursuant to the foregoing optional redemption provision, the Bonds maturing on _____ 1, 20__ are subject to mandatory redemption on _____ 1 of the following years, and in the following principal amounts, beginning on _____ 1, 20__, at a price of 100% of the principal amount thereof, plus accrued interest, if any, to the date of redemption, upon notice as provided in the Ordinance and the Letter of Representations:

<u>Redemption Year</u>	<u>Term Bonds</u>	<u>Principal Amount</u>
20__		\$
20__		
20__		
20__		
20__*		

* Final Maturity

1 Interest on any Bonds unconditionally called for redemption shall cease to accrue
2 on the date fixed for redemption unless such Bonds are not redeemed upon presentation
3 pursuant to such call. Notice of any redemption of Bonds shall be given as provided in the
4 Ordinance and the Letter of Representations. If fewer than all Bonds of like maturity are
5 to be redeemed, the particular Bonds to be redeemed shall be selected by lot within such
6 maturity as provided in the Ordinance and the Letter of Representations.

7 This Bond is transferable as provided in the Ordinance and the Letter of
8 Representations. The Municipality and the Paying Agent may treat and consider the
9 person in whose name this Bond is registered as the absolute owner hereof for the
10 purpose of receiving payment of, or on account of, the principal or redemption price, if any,
11 hereof and interest due hereon and for all other purposes whatsoever.

12 This Bond is a general obligation of the Municipality of Anchorage, Alaska, and the
13 full faith and credit of the Municipality are pledged for the payment of the principal of and
14 interest on the Bonds. The Municipality hereby irrevocably pledges and covenants that it
15 will levy and collect taxes upon all taxable property within the Municipality without limitation
16 as to rate or amount, in amounts sufficient, together with other funds legally available
17 therefor, to pay the principal of and interest on the Bonds as the same become due and
18 payable.

19 IT IS HEREBY CERTIFIED AND RECITED that all conditions, acts or things
20 required by the Constitution or statutes of the State of Alaska and the Home Rule Charter
21 of the Municipality to exist, to have happened or to have been performed precedent to or
22 in the issuance of this Bond, exist, have happened and have been performed, and that the
23 series of Bonds of which this is one, together with all other indebtedness of the Munic-
24 ipality, is within every debt and other limit prescribed by said Constitution, statutes or
25 Charter.

26 IN WITNESS WHEREOF, ANCHORAGE, ALASKA, has caused this Bond to be

1 signed in its name and on its behalf by the manual or facsimile signature of its Mayor and
2 its corporate seal to be hereunto impressed or imprinted or otherwise reproduced and
3 attested by the manual or facsimile signature of its Municipal Clerk, all as of the ____ day
4 of _____, 2002.

5
6 [S E A L]

GEORGE WUERCH
Mayor

7
8 A T T E S T:

9
10 _____
GREG MOYER
Municipal Clerk

11 In the event the Bonds are not or are no longer held under the Book-Entry System,
12 the form of the Bonds may be modified to conform to printing requirements and the terms
13 of this Ordinance.

14 Section 12. Disposition of Proceeds and Establishment of Funds . The net
15 proceeds of the sale of the Bonds shall be deposited in the hereby authorized funds and
16 accounts of the Municipality. There is hereby authorized to be created certain funds of the
17 Municipality to be held and maintained in the custody of the Paying Agent pursuant to the
18 terms of the Paying Agent Agreement. The funds maintained by the Paying Agent may be
19 further subdivided into accounts or subaccounts.

20 All moneys and securities deposited with the Paying Agent pursuant to the terms
21 of the Paying Agent Agreement shall be applied, and invested, only in accordance with the
22 provisions of the Paying Agent Agreement. All income earned, or gains realized, as a
23 result of the investment of amounts in funds or accounts created pursuant to the terms of
24 the Paying Agent Agreement shall be deposited therein and constitute a part thereof.

25 Section 13. Paying Agent and Bond Registrar . (a) U.S. Bank, N.A., Seattle,
26

1 Washington, is hereby appointed the Paying Agent for the Bonds and the term "Paying
2 Agent" shall include any business successor or successors thereto. Any company into
3 which the Paying Agent may be merged or converted or with which it may be consolidated
4 or any company resulting from any merger, conversion or consolidation to which it shall be
5 a party, provided such company shall be a bank or trust company organized under the laws
6 of any state of the United States of America or a national banking association and shall be
7 authorized by law to perform all the duties imposed upon it by this Ordinance, shall be the
8 successor to the Paying Agent without the execution or filing of any paper or the
9 performance of any further act.

10 The Paying Agent shall maintain a Bond Register which shall include the names and
11 addresses of the registered owners or nominees of the owners of the Bonds and which
12 shall provide for the registration, transfer and exchange of Bonds. The Municipality
13 covenants that, until all Bonds have been surrendered and canceled, it will maintain a
14 system for recording the ownership of each Bond that complies with the provisions of
15 Section 149 of the Code.

16 The Paying Agent may become the owner of or may deal in Bonds as fully and with
17 the same rights as if it was not the Paying Agent.

18 (b) Concerning the use of DTC,

19 (1) Unless otherwise provided by resolution of the Assembly, the Bonds shall
20 be registered initially in the name of Cede & Co., as nominee of DTC, with one
21 Bond maturing on each of the maturity dates established in a denomination
22 corresponding to the total principal amount therein designated to mature on such
23 date. Registered ownership of such immobilized Bonds, or any portions thereof,
24 may not thereafter be transferred except (i) to any successor of DTC or its nominee,
25 provided that any such successor shall be qualified under any applicable laws to
26 provide the service proposed to be provided by it; (ii) to any substitute depository

1 appointed by the Assembly pursuant to (2) below or such substitute depository's
2 successor; or (iii) to any person as provided in (4) below.

3 (2) Upon the resignation of DTC or its successor (or any substitute
4 depository or its successor) from its functions as depository or a determination by
5 the Assembly that it is no longer in the best interest of owners of beneficial interests
6 in the Bonds to continue the system of book-entry transfers through DTC or its
7 successors (or any substitute depository or its successor), the Assembly may
8 thereafter appoint a substitute depository. Any such substitute depository shall be
9 qualified under any applicable laws to provide the services proposed to be provided
10 by it.

11 (3) In the case of any transfer pursuant to clause (i) or (ii) of (1) above, the
12 Paying Agent shall, upon receipt of all outstanding Bonds, together with a written
13 request on behalf of the Assembly, issue a single new Bond for each maturity then
14 outstanding, registered in the name of such successor or such substitute depository,
15 or their nominees, as the case may be, all as specified in such written request of the
16 Assembly.

17 (4) In the event that (i) DTC or its successor (or substitute depository or its
18 successor) resigns from its functions as depository and no substitute depository can
19 be obtained, or (ii) the Assembly determines that it is in the best interest of the
20 registered owners of the Bonds that they be able to obtain Bond certificates, the
21 ownership of Bonds may then be transferred to any person or entity as herein
22 provided and the Bonds shall no longer be held under the Book-Entry System. The
23 Municipality shall deliver a written request to the Paying Agent, together with a
24 supply of definitive Bonds, to issue Bonds as herein provided in any authorized
25 denomination. Upon receipt of all then outstanding Bonds by the Paying Agent,
26 together with a written request on behalf of the Assembly to the Paying Agent, new

1 Bonds shall be issued in such denominations and registered in the names of such
2 persons as are requested in such written request.

3 Section 14. Mutilated, Destroyed, Stolen or Lost Bonds. In case any Bond shall
4 become mutilated or be destroyed, stolen or lost, the Municipality may cause to be
5 executed, and shall deliver, a new Bond of like interest rate, principal amount, maturity and
6 series in exchange and substitution for and upon cancellation of such mutilated Bond, or
7 in lieu of and in substitution for such Bond destroyed, stolen or lost, in each case upon the
8 registered owner thereof paying the reasonable expenses and charges of the Municipality
9 and the Paying Agent in connection therewith and in the case of a Bond destroyed, stolen
10 or lost, filing by the owner with the Paying Agent evidence satisfactory to the Paying Agent
11 and the Municipality that such Bond was destroyed, stolen or lost and the owner's
12 ownership thereof, and furnishing the Municipality and the Paying Agent with indemnity
13 satisfactory to them. Any new Bond so delivered may bear a number differing from the
14 number of the Bond it replaces.

15 Section 15. Transfer of Bonds and Delivery of New Bonds. If the Bonds are no
16 longer held in the Book-Entry System or immobilized form, any Bond may be transferred
17 only upon the books kept for the registration and transfer of Bonds by the Paying Agent,
18 upon surrender thereof at the corporate trust office of the Paying Agent in Seattle,
19 Washington, or such other location as may be designated by the Paying Agent, together
20 with an assignment duly executed by the registered owner or the registered owner's
21 attorney in such form as shall be satisfactory to the Paying Agent. Upon the transfer of any
22 such Bond, there shall be executed in the name of the transferee, and the Municipality
23 shall cause to be authenticated and delivered, a new registered Bond or Bonds of the
24 same maturity and aggregate principal amount in any of the authorized denominations.

1 In all cases in which Bonds may be transferred under this Ordinance, there shall be
2 executed, and the Municipality shall authenticate and deliver, Bonds in accordance with
3 the provisions of this Ordinance. Any such transfer shall be without cost to the registered
4 owner, except that the Municipality and the Paying Agent may make a charge for every
5 such registration, exchange or transfer of Bonds sufficient to reimburse them for any tax,
6 fee or other governmental charge required to be paid with respect to such registration, ex-
7 change or transfer, and such charge or charges shall be paid before any such new Bond
8 shall be delivered. Neither the Municipality nor the Paying Agent shall be required to make
9 any such registration, exchange or transfer of a Bond during (i) the 15 days next preceding
10 an interest payment date for such Bond, (ii) during a period of 15 days preceding any
11 selection of Bonds to be redeemed or thereafter until after the mailing of any notice of
12 redemption or (iii) following any publication of notice of redemption of such Bond.

13 Section 16. Ownership of Bonds. As to any Bond, the person in whose name the
14 same shall be registered on the Bond Register shall be deemed and regarded as the
15 absolute owner thereof for all purposes (except for Section 26 hereof), and payment of or
16 on account of the principal on such Bond and the interest on such Bond shall be made only
17 to or upon the order of the registered owner thereof or the registered owner's legal
18 representative, but such registration may be changed as hereinabove provided. All such
19 payments shall be valid and effectual to satisfy and discharge the liability upon such Bond,
20 including the interest thereon, to the extent of the sum or sums so paid.

21 The Bonds shall be uncertificated securities to the extent provided by Alaska
22 Statutes, Chapter 45.08. The Municipality and the Paying Agent shall be entitled to treat
23 the person in whose name any Bond is registered as the absolute owner thereof for all
24 purposes of this Ordinance and any applicable laws, notwithstanding any notice to the
25 contrary received by the Paying Agent or the Municipality. Neither the Municipality nor the
26 Paying Agent will have any responsibility or obligation, legal or otherwise, to any other

1 party, except to the registered owners of the Bonds.

2 Section 17. Arbitrage Covenant. The Municipality covenants with the registered
3 owners of all Bonds at any time outstanding that it will make no use of the proceeds of the
4 Bonds which will cause the Bonds to be "arbitrage bonds" subject to federal income
5 taxation by reason of Section 148 of the Code. To that end, so long as any of the Bonds
6 are outstanding, the Municipality, with respect to the proceeds of the Bonds, shall comply
7 with all requirements of said Section 148 and the regulations thereunder to the extent that
8 such requirements are, at the time, applicable and in effect.

9 Section 18. Compliance with Code. The Municipality hereby covenants to comply
10 with any and all applicable requirements set forth in the Code in effect from time to time
11 to the extent that such compliance shall be necessary for the exemption from federal
12 income taxes of the interest on the Bonds. The Municipality hereby further covenants to
13 observe any and all applicable requirements in any future federal tax legislation to the
14 extent that such compliance is determined by the Municipality to be legal and practicable
15 and required for such exemption.

16 The covenants of this Section 18 shall also be deemed to have been made for the
17 benefit of any Bond Insurer for so long as a Bond Insurer maintains a policy of insurance
18 with respect to any of the Bonds.

19 Section 19. Rebate Requirement. The Municipality covenants and agrees that it
20 will pay any amounts required to comply with the arbitrage rebate requirements of Section
21 148(f) of the Code.

22 Section 20. Defeasance. In the event money and/or Acquired Obligations maturing
23 at such times and bearing interest to be earned thereon in amounts sufficient to redeem
24 and retire any or all of the Bonds in accordance with their terms are set aside in a special
25 trust account to effect such redemption or retirement and such moneys and the principal
26 of and interest on such obligations are irrevocably set aside and pledged for such purpose,

1 then no further payments need be made to pay or secure the payment of the principal of
2 and interest on such Bonds and such Bonds shall be deemed not to be outstanding. If the
3 Bonds are insured, any defeasance of the Bonds shall be made by cash and/or direct, non-
4 callable obligations of the United States of America and/or agencies of the United States
5 of America.

6 Section 21. Sale of Bonds, Final Terms, Approval of Official Statement. The Bonds
7 shall be sold at negotiated sale to the Underwriters (as hereinafter defined). The Chief
8 Fiscal Officer, with the assistance of the Financial Advisor (as defined herein), is hereby
9 authorized to negotiate terms for the purchase of the Bonds by Salomon Smith Barney
10 Inc., Bear, Stearns & Co. Inc., Morgan Stanley, and George K. Baum & Company
11 (collectively, the "Underwriters"), and to execute a purchase contract with the
12 representative of the other Underwriters, and named therein, for the purchase of the Bonds
13 ("Purchase Contract") which is in the best interest of the Municipality.

14 The Municipality has been advised by its financial advisor, UBS PaineWebber Inc.
15 (the "Financial Advisor"), that market conditions continue to fluctuate and, as a result, the
16 most favorable market conditions may occur on a day other than a regular meeting date
17 of the Assembly. The Assembly has determined that it would be inconvenient, perhaps
18 impossible, to hold a special meeting on short notice and, accordingly, has determined that
19 it would be in the best interest of the Municipality to delegate to the Chief Fiscal Officer for
20 a limited time the authority to approve certain details of the Bonds including the date and
21 the delivery date, the principal amount of each maturity, the purchase price, the maturity
22 and interest payment dates, the redemption provisions and the interest rates of each
23 maturity. The interest rates for the Bonds of each maturity and the corresponding principal
24 amount of Bonds shall be determined by agreement among the Underwriters and the Chief
25 Fiscal Officer. The Chief Fiscal Officer shall take into account those factors which, in her
26 judgment, will result in the lowest true interest cost on the Bonds, and shall be set forth as

1 an exhibit to the purchase contract for the Bonds; provided that the true interest cost on
2 the Bonds is less than 6.25% and the Underwriters' discount does not exceed .75% of the
3 par value of the Bonds.

4 The Chief Fiscal Officer is hereby authorized to execute the Purchase Contract with
5 the Underwriters for the Bonds upon her approval of the details of the Bonds including the
6 date and the delivery date, the aggregate principal amount and the principal amount of
7 each maturity, the purchase price, the maturity and interest payment dates, the redemption
8 provisions and the interest rate of each maturity, the underwriters' discount and the true
9 interest cost on the Bonds. The authority granted to the Chief Fiscal Officer by this Section
10 21 shall expire in 90 days from the date of approval of this Ordinance. If the Purchase
11 Contract has not been executed by the Chief Fiscal Officer in accordance with the
12 delegated authority of this Section 21 by said date, the Bonds may only be sold in the
13 manner provided in the following paragraph.

14 The terms of this paragraph apply only if the Chief Fiscal Officer has not entered
15 into a Purchase Contract for the Bonds within 90 days of approval of this Ordinance. The
16 Chief Fiscal Officer is hereby authorized to solicit an offer or offers for the purchase of the
17 Bonds in such manner as she deems appropriate, and thereafter to negotiate a contract
18 for the purchase of the Bonds which is in the best interest of the Municipality, said contract
19 or contracts be executed by the Chief Fiscal Officer after approval of a Resolution by the
20 Assembly.

21 The Chief Fiscal Officer is hereby authorized to solicit commitments for a policy of
22 insurance with respect to payment of the interest on and principal of the Bonds and
23 thereafter to accept such commitment from an insurer (the "Bond Insurer") which in her
24 judgment is in the best interest of the Municipality. The Chief Fiscal Officer is hereby
25 further authorized to enter into such agreements with the Bond Insurer related to said
26 policy as are not inconsistent with this Ordinance and are, in her opinion, in the best

1 interest of the Municipality.

2 The Chief Fiscal Officer is authorized to approve the final terms of, and to execute
3 on behalf of the Municipality, the Paying Agent Agreement.

4 The Chief Fiscal Officer is further authorized to review and to deem final (in the case
5 of the preliminary official statement and approve (in the case of the final official statement),
6 on behalf of the Municipality, the preliminary official statement and final official statement
7 relating to the issuance and sale of the Bonds with such changes, if any, as may be
8 deemed by her to be appropriate, including changes necessary in order to evidence
9 compliance with Section (b)(5) of the Rule.

10 Section 22. Authority of Officers. The Mayor, the Municipal Manager, the Chief
11 Fiscal Officer, the Municipal Attorney, the Municipal Clerk and the Deputy Municipal Clerk
12 from time to time, are, and each of them is, hereby authorized and directed to do and
13 perform all things and determine all matters not determined by this Ordinance, or to be
14 determined by a subsequent ordinance or resolution of the Municipality, to the end that the
15 Municipality may carry out its obligations under the Bonds and this Ordinance.

16 Section 23. Amendatory and Supplemental Ordinances. (a) The Assembly from
17 time to time and at any time may adopt an ordinance or ordinances supplemental hereto,
18 which ordinance or ordinances thereafter shall become a part of this Ordinance, for any
19 one or more of the following purposes:

20 (1) To add to the covenants and agreements of the Municipality in this
21 Ordinance contained, other covenants and agreements thereafter to be observed,
22 or to surrender any right or power herein reserved to or conferred upon the
23 Municipality.

24 (2) To make such provisions for the purpose of curing any ambiguities or of
25 curing, correcting or supplementing any defective provision contained in this Ordi-
26 nance or in regard to matters or questions arising under this Ordinance as the

1 Assembly may deem necessary or desirable and not inconsistent with this
2 Ordinance and which shall not materially adversely affect the interests of the
3 registered owners of the Bonds.

4 Any such supplemental ordinance of the Assembly may be adopted without the
5 consent of the registered owner of any of the Bonds at any time outstanding, notwith-
6 standing any of the provisions of subsection (b) of this Section 23.

7 (b) With the consent of the registered owners of not less than 60% in aggregate
8 principal amount of the Bonds at the time outstanding affected by the supplemental
9 ordinance, the Assembly may adopt an ordinance or ordinances supplemental hereto for
10 the purpose of adding any provisions to or changing in any manner or eliminating any of
11 the provisions of this Ordinance or of any supplemental ordinance with respect to the
12 Bonds; provided, however, that no such supplemental ordinance shall:

13 (1) Extend the fixed maturity of any of the Bonds, or reduce the rate of
14 interest thereon, or reduce the amount or change the date of any sinking fund in-
15 stallment, or extend the time of payments of interest from their due date, or reduce
16 the amount of the principal thereof, or reduce any premium payable on the
17 redemption thereof, without the consent of the registered owners of each Bond so
18 affected; or

19 (2) Reduce the aforesaid percentage of registered owners of Bonds required
20 to approve any such supplemental ordinance without the consent of the registered
21 owners of all of the Bonds then outstanding;

22 and provided, further, that if the Bonds are insured any such supplemental ordinance may
23 not be adopted without the prior written consent of the Bond Insurer.

24 It shall not be necessary for the consent of the registered owners of the Bonds
25 under this subsection to approve the particular form of any proposed supplemental
26 ordinance, but it shall be sufficient if such consent approves the substance thereof.

1 (c) Upon the adoption of any supplemental ordinance pursuant to the provisions of
2 this Section 23, this Ordinance shall be deemed to be modified and amended in
3 accordance therewith, and the respective rights, duties and obligations of the Municipality
4 under this Ordinance and all registered owners of Bonds outstanding hereunder affected
5 by such supplemental ordinance shall thereafter be determined, exercised and enforced
6 thereunder, subject in all respects to such modification and amendment, and all the terms
7 and conditions of any such supplemental ordinance shall be deemed to be part of the
8 terms and conditions of this Ordinance for any and all purposes.

9 (d) Bonds executed and delivered after the execution of any supplemental
10 ordinance adopted pursuant to the provisions of this Section 23 may bear a notation as to
11 any matter provided for in such supplemental ordinance, and if such supplemental
12 ordinance shall so provide, new Bonds so modified so as to conform, in the opinion of the
13 Municipality, to any modification of this Ordinance contained in any such supplemental
14 ordinance may be prepared by the Municipality and delivered without cost to the registered
15 owners of the Bonds then outstanding, upon surrender for cancellation of such Bonds in
16 equal aggregate principal amounts.

17 Section 24. Prohibited Sale of Bonds. No person, firm or corporation, or any agent
18 or employee thereof, acting as financial consultant to the Municipality under an agreement
19 for payment in connection with the sale of the Bonds, is eligible to purchase the Bonds as
20 a member of the original underwriting syndicate either at public or private sale.

21 Section 25. Miscellaneous. No recourse shall be had for the payment of the
22 principal of or the interest on the Bonds or for any claim based thereon or on this
23 Ordinance against any member of the Assembly or officer of the Municipality or any person
24 executing the Bonds. The Bonds are not and shall not be in any way a debt or liability of
25 the State of Alaska or of any political subdivision thereof, except the Municipality, and do
26 not and shall not create or constitute an indebtedness or obligation, either legal, moral or

otherwise, of said State or of any political subdivision thereof, except the Municipality.

Section 26. Undertaking to Provide Ongoing Disclosure.

The Municipality will execute a certificate for ongoing disclosure in form and substance satisfactory to the Underwriters, and the Chief Fiscal Officer is hereby authorized and directed to execute such certificate.

Section 27. Severability. If any one or more of the covenants and agreements provided in this Ordinance to be performed on the part of the Municipality shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements shall be null and void and shall be deemed separable from the remaining covenants and agreements in this Ordinance and shall in no way affect the validity of the other provisions of this Ordinance or of the Bonds.

Section 28. Effective Date. This Ordinance shall take effect immediately.

PASSED AND APPROVED by the Anchorage Assembly, this 11th day of

June 2002.


Chairman

ATTEST:


Municipal Clerk



MUNICIPALITY OF ANCHORAGE

ASSEMBLY MEMORANDUM

AM No. 447-2002

Meeting Date: May 14, 2001

From: Mayor

Subject: Not to Exceed \$54,365,000 General Obligation Bonds (General Government)

Attached Ordinance No. AO 2002-81 provides for the issuance of not to exceed \$54,365,000 General Obligation Bonds (General Purpose). Proceeds from the sale are to be used for Municipality of Anchorage (general government) capital projects approved by the voters April 2001 and April 2002.

The current schedule for the sale and related matters calls for a public hearing on the ordinance on June 11, 2002. Sale of the bonds will follow soon after.

The Chief Fiscal Officer is authorized by Section 21 of the Ordinance to negotiate terms for purchase of the bonds and to execute a contract for their purchase, which is in the best interest of the Municipality.

THE ADMINISTRATION RECOMMENDS APPROVAL OF AO NO. 2002-81

Concurrence:

Harry J. Kieling, Jr.
Municipal Manager

Recommended by:

Kate Giard
Chief Fiscal Officer


Respectfully submitted,

George P. Wuerch
Mayor

Municipality of Anchorage
MUNICIPAL CLERK'S OFFICE
Agenda Document Control Sheet

AO 2002-81

(SEE REVERSE SIDE FOR FURTHER INFORMATION)

1	SUBJECT OF AGENDA DOCUMENT Not to Exceed \$54,365,000 General Obligation Bonds (General Government)	DATE PREPARED 5/9/02	
		Indicate Documents Attached <input checked="" type="checkbox"/> AO <input type="checkbox"/> AR <input checked="" type="checkbox"/> AM <input type="checkbox"/> AIM	
2	DEPARTMENT NAME Finance	DIRECTOR'S NAME Kate Giard	
3	THE PERSON THE DOCUMENT WAS ACTUALLY PREPARED BY Tony Price	HIS/HER PHONE NUMBER 343-6606	
4	COORDINATED WITH AND REVIEWED BY	INITIALS	DATE
	<input checked="" type="checkbox"/> Mayor		
	Heritage Land Bank		
	Merrill Field Airport		
	Municipal Light & Power		
	Port of Anchorage		
	Solid Waste Services		
	Water & Wastewater Utility		
	<input checked="" type="checkbox"/> Municipal Manager	<i>m</i>	<i>5/14</i>
	Cultural & Recreational Services		
	Employee Relations		
	<input checked="" type="checkbox"/> Finance, Chief Fiscal Officer		<i>5/10/02</i>
	Fire		
	Health & Human Services		
	Office of Management and Budget		
	Management Information Services		
	Police		
	Planning, Development & Public Works		
	Development Services		
	Facility Management		
	Planning		
	Project Management & Engineering		
	Street Maintenance		
	Traffic		
	Public Transportation Department		
	Purchasing		
	Municipal Attorney		
	Municipal Clerk		
	Other		
5	Special Instructions/Comments		
	<i>AO 2002-81</i> <i>9.F6. Introduction</i>		
6	ASSEMBLY HEARING DATE REQUESTED <i>5/14/02</i>	7	PUBLIC HEARING DATE REQUESTED <i>6/11/02</i>

MAY 14 2002
 CLERK'S OFFICE
 M.O.A.