Submitted by: Chairman of the Assembly at the Request of the Mayor 1 Prepared by: Wohlforth, Vassar, Johnson & Brecht 2 September 21, 2004 For Reading: CLERK'S OFFICE 3 MUNICIPALITY OF ANCHORAGE APPROVED ORDINANCE NO. AO 2004-134 Date:... 4 5 AN ORDINANCE OF THE MUNICIPALITY OF ANCHORAGE, ALASKA, AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF NOT TO 6 EXCEED FIFTY-TWO MILLION THREE HUNDRED SEVENTY-FIVE THOUSAND AND NO/100 DOLLARS (\$52,375,000) IN AGGREGATE 7 PRINCIPAL AMOUNT OF GENERAL OBLIGATION GENERAL PURPOSE BONDS OF THE MUNICIPALITY FOR THE PURPOSE OF RAISING 8 **PAY FUNDS** COSTS RELATED TO AMBULANCES. EMERGENCY/AREAWIDE COMMUNICATIONS IMPROVEMENTS, ROAD 9 AND DRAINAGE IMPROVEMENTS. PUBLIC TRANSIT IMPROVEMENTS. FIRE PROTECTION IMPROVEMENTS, POLICE AND PUBLIC SAFETY 10 IMPROVEMENTS, PARK AND RECREATION IMPROVEMENTS, AND RELATED CAPITAL IMPROVEMENTS; FIXING CERTAIN DETAILS OF 11 SAID BONDS; PROVIDING FOR THE FORM AND MANNER OF SALE OF SAID BONDS: PLEDGING THE FULL FAITH AND CREDIT OF THE 12 MUNICIPALITY TO THE PAYMENT THEREOF; AUTHORIZING THE CHIEF FISCAL OFFICER TO NEGOTIATE AND EXECUTE A CONTRACT FOR 13 THE PURCHASE AND SALE OF SAID BONDS; AND RELATED MATTERS. 14 WHEREAS, pursuant to Ordinance No. AO 2001-6 of the Municipality passed and 15 approved on February 6, 2001, the following question referred to at the general election 16 held on April 3, 2001, as Proposition 7: 17 PROPOSITION NO. 7 18 Shall Anchorage borrow up to \$1,780,000 through the issuance of general obligation bonds to pay costs of planning, 19 designing, acquiring, replacing, installing, and improving Anchorage-owned transit fleet and facilities including safety 20 improvements and purchasing support vehicles and related public transportation capital improvements within Anchorage? 21 Voter approval of this bond proposition authorizes for each 22 \$100,000 of assessed taxable property value (based on the estimated 2001 areawide assessed valuation in Anchorage) an 23 annual increase in taxes of approximately \$2.18 necessary to 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 also pledge its full faith and credit for payment of the debt. 26 (No. AO 2001-6) 27 (herein called "Proposition 2001-7") was passed and approved and said general election 28

has been duly canvassed and the results thereof certified and confirmed in accordance with law, \$780,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2001-7; and

WHEREAS, pursuant to Ordinance No. AO 2001-26 of 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 8:

PROPOSITION NO. 8

# ANCHORAGE PARKS AND RECREATION SERVICE AREA CAPITAL IMPROVEMENT BONDS

Shall Anchorage borrow up to \$4,790,000 through the issuance of general obligation bonds to pay the costs of equipping and constructing park improvements, recreational facilities, trail upgrades and related capital improvements and increase the municipal tax cap by an amount up to \$88,900 to pay for associated annual operations and maintenance costs? Proposed capital improvements would be located within the Anchorage Parks and Recreation Service Area.

Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated total 2001 assessed valuation in the Anchorage Parks and Recreation Service Area): (i) an annual increase in taxes of approximately \$3.09 to retire the proposed bonds, and (ii) an annual increase in the municipal tax cap (Charter 14.03(b)(2)) of approximately \$0.66 to pay for annual operation and maintenance costs related to the proposed capital improvements.

The debt shall be paid first from real and personal property taxes levied and collected within the **Anchorage Parks and Recreation Service Area**. Anchorage will also pledge its full faith and credit for payment of the bonds.

(No. AO 2001-26)

(herein called "Proposition 2001-8") was passed and approved, and said general election has been duly canvassed and the results thereof certified and confirmed in accordance with law, and \$1,750,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2001-8; and

WHEREAS, pursuant to Ordinance No. AO 2001-41(As Amended) of the

1 "	Municipality passed and approved on February 13, 2001, the following question referred to
2	at the election held on April 3, 2001, as Proposition 10: PROPOSITION NO. 10
3 4	Shall Anchorage borrow up to \$32,110,000 through the issuance of general obligation bonds to pay costs of roadway
5	improvements, roadway safety improvements, drainage collection, drainage treatment and related capital improve-
6	ments in the Anchorage Roads and Drainage Service Area?
7	Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated 2001 assessed valuation in the Anchorage Roads
8	and Drainage Service Area) an annual increase in taxes of approximately \$25.78 necessary to retire the proposed debt.
9	The debt shall be paid first from real and personal property
10 11	taxes levied and collected within the Anchorage Roads and Drainage Service Area. Anchorage will also pledge its full faith and credit for payment of the debt. (No. AO 2001-41 as
12	amended)
13	(herein called "Proposition 2001-10") was passed and approved, and said election has
14	been duly canvassed and the results thereof certified and confirmed in accordance with
15	law, and \$10,110,000 principal amount of said general obligation bonds remain authorized,
16	but unissued, under Proposition 2001-10; and
17	WHEREAS, pursuant to Ordinance No. AO 2002-23(S) of the Municipality passed
18	and approved on February 12, 2002, the following question referred to at the general
19	election held on April 2, 2002, as Proposition 3:
20	PROPOSITION NO. 3
21	Shall Anchorage borrow up to \$34,730,000 through the issuance of general obligation bonds and increase the
22	municipal tax cap by an annual amount not to exceed \$73,100?
23	The bond proceeds would pay costs of roadway
24	improvements, roadway safety improvements, drainage collection, drainage treatment and related capital improve-
25	ments in the Anchorage Roads and Drainage Service Area and the increase in the municipal tax cap would pay the
26	associated annual operations and maintenance costs.
27	Voter approval of this bond proposition authorizes for each
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\$100,000 of assessed taxable property value (based on the estimated 2002 assessed valuation in the Anchorage Roads and Drainage Service Area): (i) an annual increase in taxes of approximately \$23.58 to retire the proposed bonds, and (ii) an annual increase in the municipal tax cap (Charter 14.03(b)(2)) of approximately \$0.54 to pay for annual operations and maintenance costs related to the proposed capital improvements.

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

(herein called "Proposition 2002-3") was passed and approved, and said election has been duly canvassed and the results thereof certified and confirmed in accordance with law, and \$11,730,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2002-3; and

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

#### PROPOSITION NO. B

Shall Anchorage borrow up to \$3,490,000 through the issuance of general obligation bonds and increase the municipal tax cap by an annual amount not to exceed \$417,700? The bond proceeds would pay a portion of the 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.

The increase in the municipal tax cap would pay for associated annual operations and maintenance costs of the capital improvements. Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated total 2002 areawide assessed valuation in Anchorage): (i) an annual increase in taxes of

approximately \$2.74 to retire the proposed bonds, and (ii) an annual increase in the municipal tax cap (Charter 14.03(b)(2)) of approximately \$2.48 to pay for annual operations and maintenance costs related to the proposed capital improvements. The debt shall be paid from real and personal property taxes levied and collected areawide within Anchorage. Anchorage will also pledge its full faith and credit for payment

(herein called "Proposition 2002-B") was passed and approved and said special election has been duly canvassed and the results thereof certified and confirmed in accordance with law and \$840,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2002-B; and

of the bonds. (No. AO 2002-51)

WHEREAS, pursuant to Ordinance No. AO 2003-18 of the Municipality of Anchorage, Alaska (the Municipality) passed and approved on February 11, 2003, the following question referred to at the general election held on April 1, 2003, as Proposition 4:

#### PROPOSITION NO. 4

Shall Anchorage borrow up to \$39,950,000 through the issuance of general obligation bonds and increase the municipal tax cap by an annual amount not to exceed \$181,000? The bond proceeds would pay costs of roadway improvements, roadway safety improvements, drainage collection, drainage treatment and related capital improvements 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.

Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated 2003 assessed valuation in the Anchorage Roads and Drainage Service Area): (i) an annual increase in taxes of approximately \$24.38 to retire the proposed bonds, and (ii) an annual increase in the municipal tax cap (Charter 14.03(b)(2)) of approximately \$1.21 to pay for annual operations and maintenance costs related to the proposed capital improvements.

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The debt shall be paid from real and personal property taxes levied and collected within the Anchorage Roads and Drainage Service Area. Anchorage will also pledge its full faith and credit for payment of the debt. (No. AO 2003-18)

(herein called "Proposition 2003-4") was passed and approved and said general election has been duly canvassed and the results thereof certified and confirmed in accordance with law and \$19,950,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2003-4; and

WHEREAS, pursuant to Ordinance No. AO 2003-13 of the Municipality passed and approved on February 11, 2003, the following question referred to at the general election held on April 1, 2003, as Proposition 5:

#### PROPOSITION NO. 5

Shall Anchorage borrow up to \$2,930,000 through the issuance of general obligation bonds and increase the municipal tax cap by an annual amount not to exceed \$659,000? The bond proceeds would pay a portion of the costs of replacing the existing 911 system, acquiring property for, equipping, rehabilitating, improving, constructing and upgrading emergency areawide communications systems, purchasing and/or refurbishing medic units (e.g. ambulances), and related capital improvements within Anchorage and the increase in the municipal tax cap would pay the associated annual operations and maintenance costs.

Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated total 2003 areawide assessed valuation in Anchorage) an annual increase in taxes of approximately \$1.85 to retire the proposed debt and (ii) an annual increase in the municipal tax cap (Charter 14.03(b)(2)) of approximately \$3.51 to pay for annual operation and maintenance costs related to the proposed capital improvements.

The debt shall be paid from real and personal property taxes levied and collected areawide within Anchorage. Anchorage will also pledge its full faith and credit for payment of the bonds. (No. AO 2003-13)

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(herein called "Proposition 2003-5") was passed and approved and said general election has been duly canvassed and the results thereof certified and confirmed in accordance with law and \$1,730,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2003-5; and

WHEREAS, pursuant to Ordinance No. AO 2004-36(S) of the Municipality passed and approved on February 17, 2004, the following question referred to at the general election held on April 6, 2004, as Proposition 7:

PROPOSITION NO. 7

### ANCHORAGE FIRE SERVICE AREA FIRE PROTECTION BONDS

Shall Anchorage borrow up to \$5,650,000 through the issuance of general obligation bonds to pay the costs of fire protection capital improvements and increase the municipal tax cap by an annual amount not to exceed \$767,400? The proposed capital improvements would be located within the Anchorage Fire Service Area.

Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated 2004 assessed valuation in the Anchorage Fire Service Area) (i) an annual increase in taxes of approximately \$2.78 to retire the proposed bonds and (ii) an annual increase in the municipal tax cap (Charter 14.03(b)(2)) of approximately \$3.84 to pay for annual operation and maintenance costs related to the proposed capital improvements.

The debt shall be paid from real and personal property 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 2004-36(S))

(herein called "Proposition 2004-7") was passed and approved and said general election has been duly canvassed and the results thereof certified and confirmed in accordance with law and \$5,650,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2004-7; and

WHEREAS, pursuant to Ordinance No. AO 2004-35 of the Municipality passed and approved on February 17, 2004, the following question referred to at the general election

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#### MOA/2004 General Obligation Bonds, Series C Ordinance No. AO 2004-134

ANCHORAGE METROPOLITAN POLICE SERVICE AREA FACILITIES BONDS

Shall Anchorage borrow up to \$2,000,000 through the issuance of general obligation bonds to pay the costs of public safety facilities and related police protection capital improvements and increase the municipal tax cap by an annual amount up to \$36,000 to pay for associated annual operations and maintenance costs? The proposed capital improvements would be located within the Anchorage Metropolitan Police Service Area.

The annual increase in taxes on \$100,000 of assessed real and personal property value (based on the estimated 2004 assessed valuation in the Anchorage Metropolitan Police Service Area): (i) necessary to retire the proposed debt is approximately \$0.82 and (ii) an annual increase in the municipal tax cap (Charter 14.03(b)(2)) of approximately \$0.17 to pay for annual operation and maintenance costs related to the proposed capital improvements.

The debt shall be paid from real and personal property taxes levied and collected in the Anchorage Metropolitan Police Service Area. Anchorage will also pledge its full faith and credit for payment of the bonds.

(No. AO 2004-35)

(herein called "Proposition 2004-8") was passed and approved and said general election has been duly canyassed and the results thereof certified and confirmed in accordance with law and \$2,000,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2004-8; and

WHEREAS, pursuant to Ordinance No. AO 2004-37(S) of the Municipality passed and approved on February 17, 2004, the following question referred to at the general election held on April 6, 2004, as Proposition 9:

### PROPOSITION NO. 9

# AMBULANCES AND AREAWIDE COMMUNICATION SYSTEM UPGRADES CAPITAL IMPROVEMENT BONDS

Shall Anchorage borrow up to \$1,210,000 through the issuance of general obligation bonds to pay for ambulances. areawide communication system upgrades, and related capital improvements within Anchorage?

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Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated total 2004 areawide assessed valuation in Anchorage) an annual increase in taxes of approximately \$0.69 to retire the proposed debt.

The debt shall be paid from real and personal property taxes levied and collected areawide within Anchorage. Anchorage will also pledge its full faith and credit for payment of the bonds.

(No. AO 2004-37(S))

(herein called "Proposition 2004-9") was passed and approved and said general election has been duly canvassed and the results thereof certified and confirmed in accordance with law and \$1,210,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2004-9; and

WHEREAS, pursuant to Ordinance No. AO 2004-43(S) of the Municipality passed and approved on February 17, 2004, the following question referred to at the general election held on April 6, 2004, as Proposition 10:

PROPOSITION NO. 10

### ANCHORAGE ROADS AND DRAINAGE SERVICE AREA ROAD AND. STORM DRAINAGE BONDS

Shall Anchorage borrow up to \$46,520,000 through the issuance of general obligation bonds to pay costs of roadway improvements, roadway safety improvements, drainage collection, drainage treatment and related capital improvements and increase the municipal tax cap by an annual amount not to exceed \$285,000 to pay the associated annual operations and maintenance costs?

Voter approval of this bond proposition authorizes for each \$100,000 of assessed taxable property value (based on the estimated 2004 assessed valuation in the Anchorage Roads and Drainage Service Area): (i) an annual increase in taxes of approximately \$24.60 to retire the proposed bonds, and (ii) an annual increase in the municipal tax cap (Charter 14.03(b)(2)) of approximately \$1.70 to pay for annual operations and maintenance costs related to the proposed improvements.

The debt shall be paid from real and personal property taxes

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levied and collected within the Anchorage Roads and Drainage Service Area. Anchorage will also pledge its full faith and credit for payment of the debt.

(No. AO 2004-43(S))

(herein called "Proposition 2004-10") 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 \$46,520,000 principal amount of said general obligation bonds remain authorized, but unissued, under Proposition 2004-10; and

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

WHEREAS, the Municipality has determined and does hereby determine that it is necessary to proceed to plan, design, acquire property for, construct, acquire, rehabilitate, replace, renovate, install and equip the capital improvements of the Municipality specified in Propositions 2001-7, 2001-8, 2001-10, 2002-3, 2002-B, 2003-4, 2003-5, 2004-7, 2004-8, 2004-9, and 2004-10 as the purpose for the authorization of the bonds in said Propositions, and to pay the capital costs thereof (hereinafter referred to, as specified in said Propositions, as the "Projects"); and

WHEREAS, it is deemed necessary and advisable and in the best interest of the Municipality and its inhabitants that (a) not to exceed \$780,000 principal amount of general obligation bonds referred to in Proposition 2001-7, consisting of the remaining authorized, but unissued, principal amount of general obligation bonds referred to therein, (b) not to exceed \$1,750,000 principal amount of general obligation bonds referred to in Proposition 2001-8 consisting of the remaining authorized, but unissued, principal amount of general obligation bonds referred to therein, (c) not to exceed \$10,110,000 principal amount of general obligation bonds referred to in Proposition 2001-10, consisting of the remaining

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authorized, but unissued, principal amount of general obligation bonds referred to therein, (d) not to exceed \$6,060,000 principal amount of general obligation bonds referred to in Proposition 2002-3, consisting of a portion of the remaining authorized, but unissued, \$11,730,000 principal amount of general obligation bonds referred to therein, (e) not to exceed \$840,000 principal amount of general obligation bonds referred to in Proposition 2002-B, consisting of the remaining authorized, but unissued, principal amount of general obligation bonds referred to therein, (f) not to exceed \$7,350,000 principal amount of general obligation bonds referred to in Proposition 2003-4, consisting of a portion of the remaining authorized, but unissued, \$19,950,000 principal amount of unsold general obligation bonds referred to therein, (g) not to exceed \$1,730,000 principal amount of general obligation bonds referred to in Proposition 2003-5, consisting of the remaining authorized, but unissued, principal amount of general obligation bonds referred to therein, (h) not to exceed \$5,650,000 principal amount of general obligation bonds referred to in Proposition 2004-7, consisting of the remaining authorized, but unissued, principal amount of general obligation bonds referred to therein, (i) not to exceed \$2,000,000 principal amount of general obligation bonds referred to in Proposition 2004-8, consisting of the remaining authorized, but unissued, principal amount of general obligation bonds referred to therein, (i) not to exceed \$1,210,000 principal amount of general obligation bonds referred to in Proposition 2004-9, consisting of the remaining authorized, but unissued, principal amount of general obligation bonds referred to therein, and (k) not to exceed \$14,895,000 principal amount of general obligation bonds referred to in Proposition 2004-10, consisting of a portion of the remaining authorized, but unissued, \$46,520,000 principal amount of unsold general obligation bonds referred to therein, as hereinafter authorized, fixed and determined, for the purpose of raising funds to pay the Costs (as hereinafter defined) of the Projects.

NOW, THEREFORE, THE MUNICIPALITY OF ANCHORAGE ORDAINS:

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Section 1. <u>Purpose</u>. The purpose of this Ordinance is to authorize the issuance and sale of not to exceed Fifty-Two Million Three Hundred Seventy-Five Thousand and No/100 Dollars (\$52,375,000) of general obligation general purpose bonds of the Municipality (the "Bonds") to provide funds to pay the capital costs of the Projects, to pay the costs of issuance of the Bonds authorized herein (including the bond insurance premium, if any), to fix certain details and to provide for the form and manner of sale of said Bonds to be issued.

Section 2. <u>Definitions</u>. The following terms shall have the following meanings in this Ordinance:

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

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

- "Assembly" means the Municipal Assembly of the Municipality, as the general legislative authority of the Municipality established pursuant to its Home Rule Charter, as the same shall be duly and regularly constituted from time to time.
- (c) "Authorized Municipal Representative" means the Chief Fiscal Officer of the Municipality or his written designee.
- (d) "Bond" or "Bonds" means any of the bonds of the Municipality, the issuance and sale of which are authorized herein as the evidence of the indebtedness referred to in the Propositions 2001-7, 2001-8, 2001-10, 2002-3, 2002-B, 2003-4, 2003-5, 2004-7, 2004-8, 2004-9, and 2004-10.
- (e) "Bond Insurer" means, with respect to the Bonds, an insurance company which issues a policy of insurance with respect to payment of the interest on and principal of the Bonds.

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- (f) "Bond Register" means the registration books maintained by the Paying Agent (as "Bond Registrar"), as agent of the Municipality, which include the names and addresses of the registered owners, or nominees of the registered owners, if the Bonds are held in the Book-Entry System, of the Bonds.
- (g) "Bond Registrar" means U.S. Bank National Association, Seattle, Washington, or its successors
- (h) "Book-Entry System" means the system in which the Bonds (represented by one Bond certificate for each maturity of the Bonds) are delivered into the possession of DTC and are issued and fully-registered as to principal and interest in the name of Cede & Co., and whereby beneficial interests in the Bonds are purchased by investors through DTC Participants, such interests shown and transfers thereof effected only through the records maintained by the respective DTC Participants from whom each such investor acquired such beneficial interest.
- (i) "Cede & Co." means Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds.
- (j) "Code" means the Internal Revenue Code of 1986, as amended from time to time, together with all regulations effective or promulgated and applicable thereto.
  - (k) "Commission" means the Securities and Exchange Commission.
  - (I) "Cost" or "Costs" means the cost of planning, designing, acquiring property for, constructing, acquiring, rehabilitating, replacing, installing and equipping the Projects, including interest on the Bonds during the period of planning, designing, acquiring property for, constructing, acquiring, rehabilitating, replacing, installing and equipping the Projects, the cost, whether incurred by the Municipality or by another, of field surveys and advance planning undertaken in connection with the Projects properly allocable to the Projects, the cost of acquisition of any land or interest therein required as the site or

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

- (m) "<u>DTC</u>" means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, as depository for the Bonds pursuant to Section 6 hereof, and the term DTC shall include any corporate successor thereto.
- (n) "<u>Letter of Representations</u>" means the Blanket Issuer Letter of Representations from the Municipality to DTC dated July 1, 1995, including DTC's Operational Arrangements referenced in said letter, as they may be amended from time to

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

- (p) "Municipality" means the Municipality of Anchorage created upon ratification of the Home Rule Charter after the election thereon held on September 9, 1975, and the successor thereunder to the City of Anchorage, the City of Glen Alps, the City of Girdwood and the Greater Anchorage Area Borough, former municipal corporations of the State of Alaska.
- (q) "NRMSIR" means a nationally recognized municipal securities information repository.
  - (r) "Ordinance" means this Ordinance of the Municipality.
- (s) "Paying Agent" means U.S. Bank National Association, Seattle, Washington, or its successors as described in Section 13 of this Ordinance. The Paying Agent shall also act as Bond Registrar pursuant to Section 13 hereof.
- (t) "Paying Agent Agreement" means the Agreement between the Municipality and the Paying Agent relating to the Bonds.
- (u) "Rule" means the Commission=s Rule 15c2-12 under the Securities and Exchange Act of 1934, as the same may be amended from time to time.
- (v) "SID" means a state information depository for the State of Alaska (should one be created).

Section 3. <u>Authority for Ordinance</u>. The Municipality has ascertained and hereby determines that each and every matter and thing as to which provision is made in this Ordinance is necessary in order to carry out and effectuate the purposes of the Municipality in accordance with the Constitution and statutes of the State of Alaska and the Home Rule Charter of the Municipality, and to incur the indebtedness and issue the Bonds as referred to in the Propositions 2001-7, 2001-8, 2001-10, 2002-3, 2002-B, 2003-4, 2003-5, 2004-7,

Section 4. Obligation of Bonds; Pledge. The Bonds shall be direct and general obligations of the Municipality and the full faith and credit of the Municipality are hereby pledged to the payment of the principal of and interest on the Bonds. The Municipality hereby irrevocably pledges and covenants that it will levy and collect taxes upon all taxable 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. <u>Authorization of Bonds and Purpose of Issuance</u>. For the purpose of raising funds to pay the Costs of acquiring and developing the Projects as authorized by the Propositions 2001-7, 2001-8, 2001-10, 2002-3, 2002-B, 2003-4, 2003-5, 2004-7, 2004-8, 2004-9, and 2004-10, 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:

Proposition No.	Not to Exceed  Principal Amount		
2001-7	\$ 780,000		
2001-8	1,750,000		
2001-10	10,110,000		
2002-3	6,060,000		
2002-B	840,000		
2003-4	7,350,000		
2003-5	1,730,000		
2004-7	5,650,000		
2004-8	2,000,000		
2004-9	1,210,000		
2004-10	14.895.000		

general obligation bonds of the Municipality referred to in the Propositions 2001-7, 2001-8,

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2001-10, 2002-3, 2002-B, 2003-4, 2003-5, 2004-7, 2004-8, 2004-9, and 2004-10 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-Two Million Three Hundred Seventy-Five Thousand and No/100 Dollars (\$52,375,000).

Section 6. Designation, Maturities, Payment Dates, Rates and Bonds. The Bonds shall be designated "Municipality of Anchorage, Alaska, 2004 General Obligation Bonds, Series C (General Purpose)" or such other or additional designation as may be made by the Authorized Municipal Representative, 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, shall be dated and mature on such dates and may be redeemed in such manner as shall be established by the Authorized Municipal Representative pursuant to Section 21 of this Ordinance or by the Assembly by resolution adopted prior to delivery of the Bonds.

The Bonds shall bear interest from their dated date payable on such dates at such rates as may be fixed and determined by the Authorized Municipal Representative pursuant to Section 21 of this Ordinance or by the Assembly by resolution adopted prior to the delivery of the Bonds.

The Bonds shall be registered as to principal and interest as herein provided. The Bonds shall each be of the denomination of Five Thousand (\$5,000) or any integral multiple thereof of the same interest rate and maturity approved by the Municipality, such approval to be evidenced by the execution of such Bonds. Each Bond shall bear a number or letter, or a number and letter, distinguishing it from every other Bond in the manner and with such additional designation as the Paying Agent deems necessary for purposes of identification. The Bonds may be delivered with the aggregate principal amount of Bonds maturing on one date represented by one Bond, in typewritten, printed or lithographed form. The Bonds shall be substantially in the form of the Bond hereinafter set forth, with

such appropriate variations, omissions or insertions as are per 1 Ordinance, and may have endorsed thereon such legends or tex appropriate to conform to the rules and regulations of any gove usage or requirement of law with respect thereto.

In order to induce DTC to accept the Bonds as eligible Municipality has executed and delivered the Letter of Represe accepted by DTC. Unless the Authorized Municipal Represent resolution, shall otherwise determine, the Bonds initially issu purchase only through brokers and dealers, who must be or a DTC, shall be held under the Book-Entry System by DTC acting the terms and conditions set forth in the Letter of Representa denominations equal to the aggregate principal amount of each shall initially be registered in the name of Cede & Co., as the n

Neither the Municipality nor the Paying Agent will have obligation to DTC participants or the persons for whom they act to the Bonds regarding the accuracy of any records maintain participant, the payment by DTC or any DTC participant of any principal or redemption price of or interest on the Bonds, any no required to be given to registered owners of the Bonds under thi notices as shall be required to be given by the Municipality to the the selection by DTC or any DTC participant of any person to rec of a partial redemption of the Bonds or any consent given or oth the owner of the Bonds. For so long as any Bonds are held unde DTC or its successor depository shall be deemed to be the c purposes hereunder, and all references herein (except for Sect Bonds or similar terms shall mean DTC or its nominee and sha

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MOA/2004 General Obligation Bonds, Series C Ordinance No. AO 2004-134

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any beneficial interest in the Bonds. 1 Section 7. Additional Details of Bonds. Each of the Bonds shall be signed by the 2 manual or facsimile signature of the Mayor or the Municipal Manager and the official seal 3 of the Municipality (or a facsimile thereof) shall be affixed, imprinted or otherwise 4 reproduced on the Bond and attested by the manual or facsimile signature of the Municipal 5 Clerk or Deputy Municipal Clerk. In case any officer whose signature or facsimile of whose 6 signature shall appear on any Bonds shall cease to be such officer before the delivery of 7 such Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for 8 all purposes the same as if he or she had remained in office until such delivery. 9 The Bonds shall contain a certificate of the Paying Agent in substantially the 10 following form: 11 PAYING AGENT'S CERTIFICATE OF AUTHENTICATION 12 This Bond is one of the Municipality of Anchorage, Alaska, 2004 General Obligation Bonds, 13 Series C (General Purpose) described in and issued pursuant to the within mentioned Ordinance. 14 U.S. BANK NATIONAL ASSOCIATION, 15 as Paying Agent Date of Authentication: 16 17 **Authorized Agent** 18 19 The principal, redemption price of and the interest on the Bonds shall be payable in 20 any coin or currency of the United States of America which, at the respective dates of 21 payment thereof, is legal tender for the payment of public and private debts. 22 For so long as all outstanding Bonds are held under the Book-Entry System. 23 payment of principal and interest thereof shall be made as provided in the Letter of 24 Representations. 25 26 27 MOA/2004 General Obligation Bonds, Series C 28

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

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

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Section 9. Notice of Redemption. Except as hereafter provided in this Section 9. when the Municipality determines to redeem any Bonds, the Paying Agent shall give notice of such redemption (which notice may be conditional) in the manner then provided by law, which notice shall state the redemption date and identify the Bonds to be redeemed by reference to their numbers and/or letters and further may be conditional or may state that on such redemption date there shall become due and payable upon each such Bond, or portion thereof, the principal amount thereof plus the applicable premium, if any (the "Redemption Price"), together with interest accrued to the redemption date, and that from and after such date interest thereon shall cease to accrue. Such notice shall be given at least 30 days but not more than 60 days prior to the redemption date by first class mail, postage prepaid, to the registered owner of any Bond to be redeemed at the address of the registered owner appearing on the Bond Register; provided, however, that for so long as the Bonds are held under the Book-Entry System, all notices of redemption shall be given only as provided in the Letter of Representations. In addition to the above required mailing, the Paying Agent shall also cause to be mailed notice of such intended redemption to the managing underwriter(s) of the Bonds or their respective business successors, if any, to each NRMSIR or the MSRB, to any SID and, when there is a bond insurance policy with respect to any Bonds, to the Bond Insurer, if any, by certified or registered mail.

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

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

The Municipality shall notify the Paying Agent of any optional redemption at least 5 days prior to the date on which notice pursuant to this Section 9 is to be given to DTC or the registered owner of any Bond to be redeemed, as the case may be.

The foregoing notice provisions of this Section 9, including but not limited to the information to be included in redemption notices and the persons designated to receive notices, may be, but is not required to be, amended by additions, deletions and changes in order to maintain compliance with duly promulgated regulations and recommendations regarding notices of redemption of municipal securities.

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

1	Each check or other transfer of funds issued for the payment of the Redemption
2	Price of Bonds being redeemed shall bear the CUSIP number identifying, by issue and
3	maturity, the Bonds being redeemed with the proceeds of such check or other transfer.
4	Section 11. Form of Bond. Each Bond shall be in substantially the following form,
5	with such variations, omissions and insertions as may be required or permitted by this
6	Ordinance or by other ordinance or resolution of the Assembly:
7	UNITED STATES OF AMERICA
8	STATE OF ALASKA
9	MUNICIPALITY OF ANCHORAGE  (A Municipal Corporation of the State of Alegka)
10	(A Municipal Corporation of the State of Alaska) NO. GOGP- \$
11	2004 GENERAL OBLIGATION BOND, SERIES C (GENERAL PURPOSE)
12	(GENERAL FOR GOL)
13	INTEREST RATE MATURITY DATE: CUSIP NO.
14	REGISTERED OWNER: CEDE & Co.
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16	PRINCIPAL AMOUNT:
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27	MOA/2004 General Obligation Bonds, Series C
28	Ordinance No. AO 2004-134  H:WIS DOCUMENTSWY DOCUMENTS/CHECKEDINDOCS/2004-09-21/AO 2004-134 GO \$52 MILLION.DOC  Page 24

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 National Association (hereinafter called the Paying Agent), or its successors. Payment of interest shall be made by check or draft mailed to the Registered Owner, as of the 15th day of the month preceding the interest payment date, at the address appearing on the Bond Register of the Municipality kept at the corporate trust office of the Paying Agent. Notwithstanding the foregoing, if this Bond is held in fully immobilized form, payment of principal and interest shall be as provided in the Blanket Issuer Letter of Representations between the Municipality and The Depository Trust Company, dated July 1, 1995, and The Depository Trust Company Operational Arrangements referred to therein, as they may be amended from time to time (together, the "Letter of Representations"). This Bond is one of the 2004 General Obligation Bonds, Series A (General

Purpose), of Anchorage, Alaska, of like tenor and effect except as to interest rate, number, redemption terms and maturity, aggregating \$ in principal amount, and constituting Bonds authorized for the purpose of raising funds to pay the costs of capital improvements in the Municipality, with the question of their issuance for such purpose

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approved and ratified by a majority vote of the qualified voters of the Municipality who voted on Propositions 2001-7, 2001-8, and 2001-10 at the election held in the Municipality on April 3, 2001, Propositions 2002-3 and 2002-B at the election held in the Municipality on April 2, 2002, Propositions 2003-4 and 2003-5 at the election held in the Municipality on April 1, 2003, and Propositions 2004-7, 2004-8, 2004-9, and 2004-10 at the election held in the Municipality on April 6, 2004, and is issued pursuant to Ordinance No. AO 2004-\_\_\_\_ of the Municipality entitled:

AN ORDINANCE OF THE MUNICIPALITY OF ANCHORAGE, ALASKA, AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF NOT TO

EXCEED FIFTY-TWO MILLION THREE HUNDRED SEVENTY-FIVE

THOUSAND AND NO/100 DOLLARS (\$52,375,000) IN AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION GENERAL PURPOSE BONDS OF THE MUNICIPALITY FOR THE PURPOSE OF RAISING

EMERGENCY/AREAWIDE COMMUNICATIONS IMPROVEMENTS, ROAD

AND DRAINAGE IMPROVEMENTS, PUBLIC TRANSIT IMPROVEMENTS,

FIRE PROTECTION IMPROVEMENTS, POLICE AND PUBLIC SAFETY IMPROVEMENTS, PARK AND RECREATION 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.

RELATED

TO

AMBULANCES.

COSTS

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**FUNDS** 

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18 (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:

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MOA/2004 General Obligation Bonds, Series C Ordinance No. AO 2004-134

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5	provision, the Bonds maturing on 1, 20 are sometimes redemption on 1 of the following years, and in the follow	subject to mandatory ving principal amounts
6	beginning on1, 20, at a price of 100% of the principal accrued interest, if any, to the date of redemption, upon notice	al amount thereof, plus
7	Ordinance and the Letter of Representations:	
8	8 Redemption Year Principal Ar	<u>nount</u>
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14	Interest on any Bonds unconditionally called for redemption sh	nall cease to accrue or
15	the date fixed for redemption unless such Bonds are not redeem	ed upon presentation
16	pursuant to such call. Notice of any redemption of Bonds shall be gi	ven as provided in the
17	Ordinance and the Letter of Representations.	
18	This Bond is transferable as provided in the Ordinanc	e and the Letter of
19	Representations. The Municipality and the Paying Agent may tr	eat and consider the
20	person in whose name this Bond is registered as the absolute	owner hereof for the
21	purpose of receiving payment of, or on account of, the principal or re	demption price, if any
22	hereof and interest due hereon and for all other purposes whatsoe	ver.
23	This Bond is a general obligation of the Municipality of Ancho	orage, Alaska, and the
24	full faith and credit of the Municipality are pledged for the payment	of the principal of and
25	interest on the Bonds. The Municipality hereby irrevocably pledges	and covenants that it
26	will levy and collect taxes upon all taxable property within the Municip	pality without limitation

MOA/2004 General Obligation Bonds, Series C
Ordinance No. AO 2004-134

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accounts of the Municipality. There is hereby authorized to be created certain funds of the Municipality to be held and maintained in the custody of the Paying Agent pursuant to the terms of the Paying Agent Agreement. The funds maintained by the Paying Agent may be further subdivided into accounts or subaccounts.

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

Section 13. Paying Agent and Bond Registrar. (a) U.S. Bank National Association, Seattle, Washington, is hereby appointed the Paying Agent for the Bonds and the term "Paying Agent" shall include any business successor or successors thereto. Any company into which the Paying Agent may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party, provided such company shall be a bank or trust company organized under the laws of any state of the United States of America or a national banking association and shall be authorized by law to perform all the duties imposed upon it by this Ordinance, shall be the successor to the Paying Agent without the execution or filing of any paper or the performance of any further act.

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

The Paying Agent may become the owner of or may deal in Bonds as fully and with

the same rights as if it was not the Paying Agent.

- (b) Concerning the use of DTC,
- (1) Unless otherwise provided by resolution of the Assembly, the Bonds shall be registered initially in the name of Cede & Co., as nominee of DTC, with one Bond maturing on each of the maturity dates established in a denomination corresponding to the total principal amount therein designated to mature on such date. Registered ownership of such immobilized Bonds, or any portions thereof, may not thereafter be transferred except (i) to any successor of DTC or its nominee, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (ii) to any substitute depository appointed by the Assembly pursuant to (2) below or such substitute depository's successor; or (iii) to any person as provided in (4) below.
- (2) Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository or a determination by the Assembly that it is no longer in the best interest of owners of beneficial interests in the Bonds to continue the system of book-entry transfers through DTC or its successors (or any substitute depository or its successor), the Assembly may thereafter appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.
- (3) In the case of any transfer pursuant to clause (i) or (ii) of (1) above, the Paying Agent shall, upon receipt of all outstanding Bonds, together with a written request on behalf of the Assembly, issue a single new Bond for each maturity then outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such written request of the Assembly.

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

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

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

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

Section 16. Ownership of Bonds. As to any Bond, the person in whose name the same shall be registered on the Bond Register shall be deemed and regarded as the absolute owner thereof for all purposes (except for Section 26 hereof), and payment of or on account of the principal on such Bond and the interest on such Bond shall be made only

to or upon the order of the registered owner thereof or the registered owner's legal representative, but such registration may be changed as hereinabove provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond, including the interest thereon, to the extent of the sum or sums so paid.

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

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

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

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The covenants of this Section 18 shall also be deemed to benefit of any Bond Insurer for so long as a Bond Insurer maint with respect to any of the Bonds.

Section 19. Rebate Requirement. The Municipality cover pay any amounts required to comply with the arbitrage rebate 148(f) of the Code.

Section 20. Defeasance. In the event money and/or Acq at such times and bearing interest to be earned thereon in amo and retire any or all of the Bonds in accordance with their terms trust account to effect such redemption or retirement and such n and interest on such obligations are irrevocably set aside and p then no further payments need be made to pay or secure the p and interest on such Bonds and such Bonds shall be deemed no Bonds are insured, any defeasance of the Bonds shall be made callable obligations of the United States of America and/or agen America.

Section 21. Sale of Bonds, Final Terms, Approval of Office shall be sold at negotiated sale to the Underwriters (as h Authorized Municipal Representative, with the assistance of defined herein), is hereby authorized to negotiate terms for the Bear, Stearns, & Co., Inc., Citicorp Global Markets Inc., Geor Morgan Stanley, and Siebert Brandford Shank & Co., LLC (collection) and to execute a purchase contract with the representative of purchase of the Bonds ("Purchase Contract") which is in Municipality.

The Municipality has been advised by its financial adviso

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Inc. (the "Financial Advisor"), that market conditions continue to fluctuate and, as a result, the most favorable market conditions may occur on a day other than a regular meeting date of the Assembly. The Assembly has determined that it would be inconvenient, perhaps impossible, to hold a special meeting on short notice and, accordingly, has determined that it would be in the best interest of the Municipality to delegate to the Authorized Municipal Representative for a limited time the authority to approve certain details of the Bonds including the date and the delivery date, the principal amount of each maturity, the purchase price, the maturity and interest payment dates, the redemption provisions and the interest rates of each maturity. The interest rates for the Bonds of each maturity and the corresponding principal amount of Bonds shall be determined by agreement among the Underwriters and the Authorized Municipal Representative. The Authorized Municipal Representative shall take into account those factors which, in his judgment, will result in the lowest true interest cost on the Bonds, and shall be set forth as an exhibit to the purchase contract for the Bonds; provided that the true interest cost on the Bonds is less than 6.00% and the Underwriters' discount does not exceed .75% of the par value of the Bonds.

The Authorized Municipal Representative is hereby authorized to execute the Purchase Contract with the Underwriters for the Bonds upon his approval of the details of the Bonds including the date and the delivery date, the aggregate principal amount and the principal amount of each maturity, the purchase price, the maturity and interest payment dates, the redemption provisions and the interest rate of each maturity, the underwriters' discount and the true interest cost on the Bonds. The authority granted to the Authorized Municipal Representative by this Section 21 shall expire in 90 days from the date of approval of this Ordinance. If the Purchase Contract has not been executed by the Authorized Municipal Representative in accordance with the delegated authority of this Section 21 by said date, the Bonds may only be sold in the manner provided in the

The terms of this paragraph apply only if the Authorized Municipal Representative has not entered into a Purchase Contract for the Bonds within 90 days of approval of this Ordinance. The Authorized Municipal Representative is hereby authorized to solicit an offer or offers for the purchase of the Bonds in such manner as he deems appropriate, and thereafter to negotiate a contract for the purchase of the Bonds which is in the best interest of the Municipality, said contract or contracts be executed by the Authorized Municipal Representative after approval of a Resolution by the Assembly.

The Authorized Municipal Representative is hereby authorized to solicit commitments for a policy of insurance with respect to payment of the interest on and principal of the Bonds and thereafter to accept such commitment from an insurer (the "Bond Insurer") which in his judgment is in the best interest of the Municipality. The Authorized Municipal Representative is hereby further authorized to enter into such agreements with the Bond Insurer related to said policy as are not inconsistent with this Ordinance and are, in his opinion, in the best interest of the Municipality.

The Authorized Municipal Representative is authorized to approve the final terms of, and to execute on behalf of the Municipality, the Paying Agent Agreement.

The Authorized Municipal Representative is further authorized to review and to deem final (in the case of the preliminary official statement and approve (in the case of the final official statement), on behalf of the Municipality, the preliminary official statement and final official statement relating to the issuance and sale of the Bonds with such changes, if any, as may be deemed by his to be appropriate, including changes necessary in order to evidence compliance with Section (b)(5) of the Rule.

Section 22. <u>Authority of Officers</u>. The Mayor, the Municipal Manager, the Chief Fiscal Officer, the Municipal Attorney, the Municipal Clerk, the acting Municipal Clerk and the Deputy Municipal Clerk from time to time, are, and each of them is, hereby authorized

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and directed to do and perform all things and determine all matters not determined by this Ordinance, or to be determined by a subsequent ordinance or resolution of the Municipality, to the end that the Municipality may carry out its obligations under the Bonds and this Ordinance.

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

- (1) To add to the covenants and agreements of the Municipality in this Ordinance contained, other covenants and agreements thereafter to be observed, or to surrender any right or power herein reserved to or conferred upon the Municipality.
- (2) To make such provisions for the purpose of curing any ambiguities or of curing, correcting or supplementing any defective provision contained in this Ordinance or in regard to matters or questions arising under this Ordinance as the Assembly may deem necessary or desirable and not inconsistent with this Ordinance and which shall not materially adversely affect the interests of the registered owners of the Bonds.

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

(b) With the consent of the registered owners of not less than 60% in aggregate principal amount of the Bonds at the time outstanding affected by the supplemental ordinance, the Assembly may adopt an ordinance or ordinances supplemental hereto for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of this Ordinance or of any supplemental ordinance with respect to the

Bonds; provided, however, that no such supplemental ordinance shall:

- (1) Extend the fixed maturity of any of the Bonds, or reduce the rate of interest thereon, or reduce the amount or change the date of any sinking fund installment, or extend the time of payments of interest from their due date, or reduce the amount of the principal thereof, or reduce any premium payable on the redemption thereof, without the consent of the registered owners of each Bond so affected; or
- (2) Reduce the aforesaid percentage of registered owners of Bonds required to approve any such supplemental ordinance without the consent of the registered owners of all of the Bonds then outstanding;

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

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

- (c) Upon the adoption of any supplemental ordinance pursuant to the provisions of this Section 23, this Ordinance shall be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations of the Municipality under this Ordinance and all registered owners of Bonds outstanding hereunder affected by such supplemental ordinance shall thereafter be determined, exercised and enforced thereunder, subject in all respects to such modification and amendment, and all the terms and conditions of any such supplemental ordinance shall be deemed to be part of the terms and conditions of this Ordinance for any and all purposes.
- (d) Bonds executed and delivered after the execution of any supplemental ordinance adopted pursuant to the provisions of this Section 23 may bear a notation as to any matter provided for in such supplemental ordinance, and if such supplemental

ordinance shall so provide, new Bonds so modified so as to conform, in the opinion of the Municipality, to any modification of this Ordinance contained in any such supplemental ordinance may be prepared by the Municipality and delivered without cost to the registered owners of the Bonds then outstanding, upon surrender for cancellation of such Bonds in equal aggregate principal amounts.

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

Section 25. Miscellaneous. No recourse shall be had for the payment of the principal of or the interest on the Bonds or for any claim based thereon or on this Ordinance against any member of the Assembly or officer of the Municipality or any person executing the Bonds. The Bonds are not and shall not be in any way a debt or liability of the State of Alaska or of any political subdivision thereof, except the Municipality, and do 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 Authorized Municipal Representative 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.

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1	Section 28. <u>Effective Date</u> . This Ordinance shall take effect immediately.						
2	PASSED AND APPROVED by the Anchorage Assembly, this 124 day of						
3	actober 2004.						
4	Oan Dah						
5	Chairman ATTEST:						
6	Para & Donat						
7	Balane & Brunste Municipal Clerk						
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28	MOA/2004 General Obligation Bonds, Series C Ordinance No. AO 2004-134						



# **MUNICIPALITY OF ANCHORAGE**

## ASSEMBLY MEMORANDUM

AM No. 709-2004

Meeting Date: September 21, 2004

From: Mayor 1 2 3 Subject: Not to Exceed \$52,375,000 General Obligation Bonds (General Purpose) 4 Attached Ordinance No. AO 2004-134 provides for the issuance of not to exceed 5 \$52,375,000 General Obligation Bonds (General Purpose). Proceeds from the sale are 6 to be used for Municipality of Anchorage (General Government) capital projects approved by the voters April 2001, April 2002, April 2003 and April 2004. 10 The current schedule for the sale and related matters calls for a public hearing on the Ordinance on October 12, 2004. Sale of the bonds will follow soon after. 11 12 The Chief Fiscal Officer is authorized by Section 21 of the Ordinance to negotiate terms 13 for purchase of the bonds and to execute a contract for their purchase in the 14 Municipality's best interest. 15 16 THE ADMINISTRATION RECOMMENDS APPROVAL OF AO NO. 2004-134. 17 18 Recommended by: Richard G. Whitehead, Acting Public Finance Director 19 Concurrence: Jeffrey E. Sinz , Chief Fiscal Officer 20 Concurrence: Denis C. LeBlanc, Municipal Manager 21 Respectfully submitted: Mark Begich, Mayor 22

#### **Content Information**

**Content ID: 002182** 

Type: Ordinance - AO

**Title:** An Ordinance Authorizing and Providing for the Issuance of NTE \$52,375,000 General Obligation General Purpose Bonds

**Author:** pruittns

**Initiating Dept: Finance** 

Keywords: General Obligation, General Purpose, Bonds

Date Prepared: 9/16/04 2:25 PM **Director Name: Jeffrey Sinz** 

Assembly Meeting 9/21/04 Date MM/DD/YY:

Public Hearing Date MM/DD/YY: 10/12/04

2004 SEP 16 FM 9: 59

**Workflow History** 

Workflow Name	Action Date	<u>Action</u>	<u>User</u>	Security Group	Content ID
AllOrdinanceWorkflow	9/16/04 2:29 PM	Checkin	pruittns	Public	002182
Finance_SubWorkflow	9/16/04 2:52 PM	Approve	sinzje	Public	002182
OMB_SubWorkflow	9/16/04 3:02 PM	Approve	pearcydl	Public	002182
Legal_SubWorkflow	9/16/04 4:19 PM	Approve	fehlenri	Public	002182
MuniManager_SubWorkflow	9/16/04 5:13 PM	Approve	leblancdc	Public	002182
MuniMgrCoord_SubWorkflow	9/17/04 8:22 AM	Approve	katkusja	Public	002182