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3 CLERK'S OFFICE
4 APPROVED
5 Date: 1-29-08
6

Requested by: Chair of the Assembly at the
Request of the Mayor
Prepared by: Cynthia M. Weed, Bond Counsel
K&L Preston Gates Ellis LLP
For Reading: January 8, 2008

7
8 MUNICIPALITY OF ANCHORAGE, ALASKA
9 ORDINANCE No. AO 2008-2
10

11 AN ORDINANCE OF THE MUNICIPALITY OF ANCHORAGE, ALASKA,
12 PROVIDING FOR, AUTHORIZING AND APPROVING THE ISSUANCE OF
13 SUBORDINATE LIEN PORT REVENUE NOTES (COMMERCIAL PAPER) FOR THE
14 PORT OF ANCHORAGE IN ONE OR MORE SERIES IN THE AGGREGATE
15 PRINCIPAL AMOUNT OF NOT TO EXCEED TWO HUNDRED FIFTEEN MILLION
16 DOLLARS (\$215,000,000) FOR THE PURPOSE OF PROVIDING FUNDS TO
17 FINANCE CERTAIN CAPITAL PROJECTS.
18

19
20
21 **WHEREAS**, the Municipality of Anchorage, Alaska (the "Municipality") owns and
22 operates port facilities (the "Port Facilities") as a public enterprise of the Municipality; and

23 **WHEREAS**, the Port Facilities are in need of additional capital expansion and
24 improvements (hereinafter defined as the "Projects"); and

25 **WHEREAS**, the U.S. Department of Transportation has recognized the important national
26 contributions of the Port as (i) an economic driver to the national economy due to the
27 Port's critical location, (ii) the State's center for homeland security as the homeport for the
28 U.S. Coast Guard Marine Safety and Security Team and (iii) a strategic facility for military
29 deployments, including the Stryker Brigade Combat team; and

30 **WHEREAS**, the Port of Anchorage's strategic global location makes it uniquely well-
31 positioned to capitalize on shipments from Asia; and

1 **WHEREAS**, the Port of Anchorage can enhance Intermodal opportunities resulting from a
2 future rail link to Canada and the Lower 48, and from increased military access to interior
3 Alaska training ranges; and

4 **WHEREAS**, the Municipality has determined to establish a commercial paper program to
5 meet the Port Facilities additional financial needs; and

6 **WHEREAS**, the Municipality now deems it to be in the best interest of the inhabitants of
7 the Municipality to provide for the financing of the Projects by the issuance of one or more
8 series of subordinate lien port revenue notes (commercial paper) herein authorized
9 (hereinafter defined as the "Notes") with an aggregate principal amount of not to exceed
10 \$215,000,000; and

11 **WHEREAS**, the Municipality has held a public hearing on the issuance of a series of
12 revenue obligations as required by Section 147(f) of the Internal Revenue Code; and

13 **WHEREAS**, it is necessary to establish the form and manner of sale of such revenue notes
14 by ordinance; now, therefore,

15 **THE ANCHORAGE ASSEMBLY ORDAINS:**

16 **Section 1.** **Purpose.** The purpose of this ordinance is to approve and provide for the
17 issuance and sale of not to exceed \$215,000,000 of subordinate lien port revenue notes
18 (commercial paper) to provide moneys to pay the costs of the Projects (hereinafter
19 defined), to pay costs of issuance, to capitalize interest, to provide for reserves and to fix
20 the form, certain covenants and manner of sale for said revenue notes.

1 **Section 2.** **Definitions.** As used in this ordinance, unless a different meaning clearly
2 appears from the context:

3 ***Assembly*** means the general legislative authority of the Municipality, as the same
4 may be constituted from time to time.

5 ***Charter*** means the Anchorage Municipal Charter as the same may be amended
6 from time to time.

7 ***Chief Fiscal Officer*** means the chief fiscal officer of the Municipality appointed
8 and confirmed pursuant to Section 5.05 of the Charter.

9 ***Dealer(s)*** has the meaning given such term in the Trust Agreement.

10 ***Dealer Agreement(s)*** means the dealer agreement(s) for each series of the Notes
11 between the Municipality and the Dealers entered into pursuant to the terms of
12 Section 6 of this ordinance.

13 ***Municipality*** means Anchorage, Alaska, a municipal corporation organized and
14 existing under the Constitution and laws of the State of Alaska.

15 ***Note*** or ***Notes*** means any of the subordinate lien port revenue notes (commercial
16 paper) of the Municipality the issuance and sale of which are approved herein.

17 ***Port Facilities*** means the existing port properties and facilities operated by the Port,
18 as the same may be added to, improved and extended by the Municipality.

19 ***Port Fund*** means the special fund of that name maintained by the Municipality.

20 ***Projects*** means the improvements made and to be made to the Port Facilities, as
21 approved in Section 3 of this ordinance.

1 ***Subordinate Lien Note Fund*** means the special fund designated as the “Anchorage
2 Subordinate Lien Port Revenue Note Fund” established pursuant to the Trust
3 Agreement.

4 ***Trust Agreement*** means each agreement(s) of that name between the Municipality
5 and the Trustee, acting in the capacity of a trustee thereunder, with respect to each
6 series of the Notes.

7 ***Trustee*** means the financial institution selected by the Chief Fiscal Officer to
8 perform the duties of the Trustee under this ordinance and the Trust Agreement.

9 **Section 3. Authorization of Commercial Paper Program.** The Municipality hereby
10 authorizes the issuance and sale of not to exceed \$215,000,000 of subordinate lien port
11 revenue notes (commercial paper) in one or more series and/or subseries (the “Notes”) to
12 be issued from time to time (the “Program”). The terms of the Program shall be set forth in
13 more detail in a trust agreement (the “Trust Agreement”) to be entered into between the
14 Municipality and a banking institution (the “Trustee”). The Notes shall be designated as
15 provided in the Trust Agreement, and be subject to the terms approved by the Chief Fiscal
16 Officer, as set forth in the Trust Agreement.

17 The Notes shall be deemed to mature on the date(s) and principal amount(s) set
18 forth and approved in the Trust Agreement approved by the Chief Fiscal Officer pursuant
19 to Section 6 of this ordinance; provided that the final maturity of all Notes may not be later
20 than April 1, 2020. The Notes shall be marketed by one or more brokerage firms acting in
21 the capacity of dealer(s) (the “Dealer”) under the terms of dealer agreement(s) (the “Dealer
22 Agreement”). The Notes shall be issued at such times, be sold to such purchasers at such
23 prices, bear interest (calculated on the basis of a year of actual (365/366) days, as

appropriate), mature on such business days and otherwise have such terms and conditions as shall be determined by the Chief Fiscal Officer in concert with the Dealer in accordance with the Dealer Agreement(s); provided, however, that no Note shall be issued with a maturity date later than 270 days from its date of issuance.

The proceeds of the Notes shall be used to pay or to reimburse the Municipality for the costs of the Port of Anchorage Intermodal Expansion Project, as approved for the period through 2012, as such Project may be amended and updated by the Port and the Assembly (collectively, the "Projects"); to fund or provide for reserves; to capitalize interest on a portion of the Notes; and to pay costs of issuance.

The aggregate principal amount of Notes Outstanding under this ordinance and the Trust Agreement at any time or from time to time shall not exceed \$215,000,000. The Notes shall be payable in the manner and from such fund or funds and shall be secured all as provided in the hereafter authorized Trust Agreement.

Section 4. Form of Notes. The Notes shall be in substantially the following form with such additions and modifications as shall be appropriate to reflect the final negotiated terms of the Notes.

UNITED STATES OF AMERICA

No. _____ \$ _____

STATE OF ALASKA
ANCHORAGE, ALASKA
SUBORDINATE LIEN PORT REVENUE NOTE, 2008 (COMMERCIAL PAPER)
SERIES [A][B][Additional Designations]
Master Note

MATURITY DATE: Not later than _____

REGISTERED OWNER: CEDE & Co.

1 PRINCIPAL AMOUNT: TOGETHER WITH ALL OTHER NOTES
2 OUTSTANDING NOT EXCEEDING TWO HUNDRED
3 FIFTEEN MILLION AND NO/100 DOLLARS
4 (\$215,000,000)
5

6 Anchorage, Alaska (the "Municipality"), a municipal corporation of the State of
7 Alaska, hereby acknowledges itself to owe and for value received promises to pay to the
8 Registered Owner identified above, or its registered assigns, solely out of the special fund
9 of the Municipality known as the "Anchorage Subordinate Lien Port Revenue Note Fund"
10 (the "Note Fund") created by the Trust Agreement on the Maturity Date identified above,
11 the Principal Amount indicated above or so much thereof as shall have been advanced
12 hereunder and remain outstanding and to pay interest thereon, at the rate determined as
13 herein provided at the rates and from and on the dates shown in the records of the
14 Municipality and the Trustee. Payments of principal of and interest on this note shall be
15 made as provided in The Depository Trust Company Operational Arrangements
16 Memorandum dated December 12, 1994, as amended from time to time and referred to in
17 the Blanket Issuer Letter of Representations dated July 1, 1995, between the Municipality
18 and The Depository Trust Company (together, the "Letter of Representations") for so long
19 as this note is held in book entry only form. _____,

20 _____ has been appointed as the trustee (authentication agent, paying agent and
21 registrar) for the notes of this issue (the "Trustee"). Capitalized terms used in this Note
22 have the meanings given such terms in the Trust Agreement between the Municipality and
23 the Trustee dated _____, 2008 (the "Trust Agreement"). Interest on this Note shall
24 accrue as provided in the Trust Agreement.
25

26 This note is issued pursuant to the Constitution and statutes of the State of Alaska
27 and the Home Rule Charter and duly adopted ordinances and resolutions of the
28 Municipality, including particularly, Ordinance No. AO 2008-____ of the Municipality (the
29 "Note Ordinance") and the Trust Agreement for the purpose of paying or reimbursing the
30 costs of certain capital projects and to pay costs of issuance. The definitions contained in
31 the Note Ordinance shall apply to capitalized terms contained herein.
32

33 The Municipality does hereby pledge and bind itself to set aside out of Gross
34 Revenues and the money in the Port Fund and to pay into the Note Fund the various
35 amounts required by the Note Ordinance and the Trust Agreement to be paid into and
36 maintained in said fund all within the times provided in the Note Ordinance and the Trust
37 Agreement. The Municipality has further pledged and bound itself to pay into such Port
38 Fund, as collected, all Gross Revenues.
39

40 The pledge of Gross Revenues and moneys in the Port Fund contained herein and in
41 the Note Ordinance and Trust Agreement may be discharged by making provision, at any
42 time, for the payment of the principal of and interest on this note in the manner provided in
43 the Trust Agreement.
44

1 The amounts so pledged to be paid out of said Port Fund into the Note Fund are
2 hereby declared to be a lien and charge upon the money in the Port Fund and Gross
3 Revenues superior to all other charges of any kind or nature except Operating Expenses,
4 and subordinate to the lien and charge thereon for amounts pledged to the payment of
5 _____, and equal in lien to any subordinate lien port revenue bonds of
6 the Municipality issued in the future on a parity therewith and herewith.

7
8 It is hereby certified that all acts, conditions and things required by the Constitution
9 and statutes of the State of Alaska and the Home Rule Charter, resolutions and ordinances
10 of the Municipality to be done precedent to and in the issuance of this Note have happened,
11 been done and performed.

12
13 IN WITNESS WHEREOF, the Municipality of Anchorage, Alaska, has caused this
14 Note to be executed with the manual or facsimile signature of its Mayor or Municipal
15 Manager and to be attested with the manual or facsimile signature of the Clerk or Deputy
16 Clerk and the official seal of the Municipality to be impressed, imprinted or otherwise
17 reproduced hereon, this ____ day of _____, 2008.

18
19 MUNICIPALITY OF ANCHORAGE,
20 ALASKA

21
22
23 By /s/ manual or facsimile signature
24 Mayor/Municipal Manager

25 Attested:

26
27 /s/manual or facsimile signature
28 Clerk/Deputy Clerk

29
30 (Form of Certificate of Authentication)

31
32 Date of Authentication:

33
34 This Note is one of the Municipality of Anchorage, Alaska, Subordinate Lien Port
35 Revenue Notes, 2008 (Commercial Paper), Series [A][B][additional set designations],
36 described in and issued pursuant to the within mentioned Note Ordinance.

37
38 _____, as
39 Trustee

40
41 By _____
42 Authorized Signer
43
44

1 In the event the Notes are no longer held in book-entry only form, the form of Notes
2 may be modified to conform to printing requirements and the terms of this ordinance and
3 the Trust Agreement.

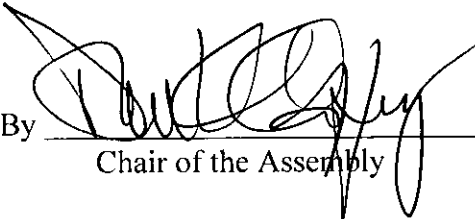
4 **Section 5.** Execution of Notes. The Notes of each series shall be executed on behalf of
5 the Municipality with the manual or facsimile signature of the Mayor or Municipal
6 Manager, attested with the manual or facsimile signature of the Clerk or Deputy Clerk of
7 the Municipality and authenticated by the manual signature of an authorized representative
8 of the Trustee. The official seal of the Municipality shall be impressed or imprinted or
9 otherwise reproduced on each Note. In case any of the officers who shall have signed,
10 attested or registered any of the Notes shall cease to be such officer before such Notes have
11 been actually issued and delivered, such Notes shall be valid nevertheless and may be
12 issued by the Municipality with the same effect as though the persons who had signed,
13 attested or registered such Notes had not ceased to be such officers.

14 **Section 6.** Authorization of Documents. In order to implement the Program, the Chief
15 Fiscal Officer is hereby authorized and delegated the authority to select a financial
16 institution to act as the Trustee and to negotiate the final terms of the Trust Agreement.
17 The Chief Fiscal Officer is hereby further authorized to select one or more Dealers at any
18 time during the course of the Program and to negotiate the terms of the Dealer
19 Agreement(s). The Notes may be secured by a letter of credit, bond insurance and/or a
20 liquidity facility in the form of a standby bond purchase agreement. The Chief Fiscal
21 Officer is authorized and delegated the authority to select the provider(s) of credit support
22 for the Program during the course of the Program and to negotiate the terms of such credit
23 support and execute credit support documents, including reimbursement notes, at such

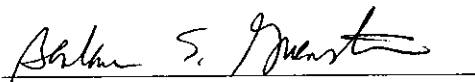
1 times and under terms deemed beneficial by her/him. Dealers and credit support providers
2 may be replaced during the Program at the option of the Chief Fiscal Officer. The Chief
3 Fiscal Officer is further authorized to approve offering memoranda and all other
4 documentation necessary and desirable in order to implement the Program.

5 **Section 7.** Effective Date. This ordinance shall be effective immediately upon passage
6 and approval by the Assembly.

7 PASSED AND APPROVED by the Assembly of the Municipality of Anchorage this 29th
8 day of January, 2008.

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10
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12
13
14 By 
Chair of the Assembly

15 ATTEST:

16 
17 Municipal Clerk

MUNICIPALITY OF ANCHORAGE, ALASKA

ORDINANCE No. AO 2008-2

AN ORDINANCE OF THE MUNICIPALITY OF ANCHORAGE, ALASKA, PROVIDING FOR, AUTHORIZING AND APPROVING THE ISSUANCE OF SUBORDINATE LIEN PORT REVENUE NOTES (COMMERCIAL PAPER) FOR THE PORT OF ANCHORAGE IN ONE OR MORE SERIES IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED TWO HUNDRED FIFTEEN MILLION DOLLARS (\$215,000,000) FOR THE PURPOSE OF PROVIDING FUNDS TO FINANCE CERTAIN PORT CAPITAL PROJECTS.

Prepared by

K&L PRESTON GATES ELLIS LLP

1 **WHEREAS**, the Port of Anchorage can enhance Intermodal opportunities resulting from a
2 future rail link to Canada and the Lower 48, and from increased military access to interior
3 Alaska training ranges; and

4 **WHEREAS**, the Municipality has determined to establish a commercial paper program to
5 meet the Port Facilities additional financial needs; and

6 **WHEREAS**, the Municipality now deems it to be in the best interest of the inhabitants of
7 the Municipality to provide for the financing of the Projects by the issuance of one or more
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10 \$215,000,000; and

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MUNICIPALITY OF ANCHORAGE

Summary of Economic Effects - Port of Anchorage Commercial Paper Program

AO Number: 2008-2

Title: AN ORDINANCE OF THE MUNICIPALITY OF ANCHORAGE, ALASKA, PROVIDING FOR, AUTHORIZING AND APPROVING THE ISSUANCE OF SUBORDINATE LIEN PORT REVENUE NOTES (COMMERCIAL PAPER) FOR THE PORT OF ANCHORAGE IN ONE OR MORE SERIES IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$215,000,000 FOR THE PURPOSE OF PROVIDING FUNDS TO FINANCE CERTAIN PORT CAPITAL PROJECTS.

Sponsor: MAYOR

Preparing Agency: Public Finance and Investments Division

Others Impacted: Port of Anchorage

CHANGES IN EXPENDITURES AND REVENUES:

(Thousands of Dollars)

	FY08	FY09	FY10	FY11	FY12
<hr/>					
Operating Expenditures					
1000 Personal Services					
2000 Supplies					
3000 Other Services *					
4000 Debt Service *	898	2,069	3,740	6,425	8,075
5000 Capital Outlay					
<hr/>					
TOTAL DIRECT COSTS:	898	2,069	3,740	6,425	8,075

ADD: 6000 Charge from Others

LESS: 7000 Charge to Others

FUNCTION COST:

REVENUES:

CAPITAL:

POSITIONS:

PUBLIC SECTOR ECONOMIC EFFECTS:

The above analysis is conservative. It shows total estimated interest expense, issuance expense and bank fees. In reality, much of the net interest expense associated with the construction phase of the Port expansion can be capitalized as an *"ancillary charge necessary to place the asset in its intended location and condition for use"* and later depreciated.

PRIVATE SECTOR ECONOMIC EFFECTS:

The estimated first year interest and issuance expense of \$898,000 is based upon market conditions as of November 30, 2007.

* Subject to market rates and timing



MUNICIPALITY OF ANCHORAGE

ASSEMBLY MEMORANDUM

AM No. 18-2008

Meeting Date: January 8, 2008

From: MAYOR

Subject: AN ORDINANCE OF THE MUNICIPALITY OF ANCHORAGE, ALASKA, PROVIDING FOR, AUTHORIZING AND APPROVING THE ISSUANCE OF SUBORDINATE LIEN PORT REVENUE NOTES (COMMERCIAL PAPER) FOR THE PORT OF ANCHORAGE IN ONE OR MORE SERIES IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED TWO HUNDRED FIFTEEN MILLION DOLLARS (\$215,000,000) FOR THE PURPOSE OF PROVIDING FUNDS TO FINANCE CERTAIN CAPITAL PROJECTS.

Passage of this ordinance delegates authority to the Chief Fiscal Officer to negotiate the terms of a Commercial Paper Program in a manner which is determined by her/him to be in the best interest of the Municipality. The Chief Fiscal Officer, with the assistance of the Municipality's Financial Advisor, is authorized to establish, implement and manage a tax-exempt commercial paper program for the benefit of the Port of Anchorage (the "Port") as an interim financing program until such time that the outstanding balance of the commercial paper is taken out or refunded by long term Port Revenue Bonds.

The Port currently has no outstanding debt and has no debt service related expenses. The Commercial Paper Program will provide funds with tax-exempt interest rates during the expansion project, currently expected to be completed in the year 2012. It is anticipated that the commercial paper notes will be refinanced in 2012, but no later than April 1, 2020, with long term revenue bonds of the Port to be secured by the revenues of the Port. Neither the commercial paper nor the long term revenue bonds of the Port will be general obligations of the Municipality of Anchorage.

PLAN OF FINANCE. Financing of the expansion program is expected to be obtained from a number of sources including, equity funds of the Port of Anchorage, Federal and state funds, including grants, tax-exempt debt, initially in the form of commercial paper, with long term funding to be provided by port revenue bonds. The debt will be secured by revenues of the Port, including state and Federal funds to be received, and will not be a general obligation of the Municipality of Anchorage. The Port and Finance Department staffs have developed this plan of finance in conjunction with the Municipality's Bond Counsel and Financial Advisor. An Assembly work session has been scheduled for Friday, January 25, 2008 to review this plan of finance and the commercial paper program.

1 **OVERVIEW.** The Port of Anchorage Intermodal Expansion Project (PIEP) is a major
2 transportation infrastructure project currently underway. With estimated projected development
3 cost at approximately \$500 million, PIEP activities include but are not limited to; Passenger
4 Terminal, Expanded Wharf, Barge Terminal Development, and Road and Rail Access
5 Development that will add over 135 acres of new real estate at the Port. The barge terminal and
6 the road and rail access are especially important as dual use facilities that will serve as both a
7 commercial intermodal facility and as the platform for the deployment of the U.S. Army 3rd
8 Stryker Brigade Combat Team (SBCT) that can deploy anywhere in the world within 96 hours.
9 The Department of Defense chose the Port of Anchorage as its 15th "Strategic Port" because of
10 its deep water capability and shared connectivity to two military installations with assets critical
11 to the nation's defense and to Alaska's force projection mission.

12
13 **BACKGROUND.** The Port serves 80 percent of the State with 90 percent of all consumer
14 goods. The Port is planning a variety of expansion activities to enhance the transportation of
15 these goods to its supported communities within the State of Alaska. Potential expansion
16 activities are scheduled to occur over approximately the next six years, utilizing federal and non-
17 federal funds administered by the U.S. Department of Transportation (DOT) Maritime
18 Administration (MARAD). Expansion activities include, but are not limited to:

- 19
20 • Expansion of commercial dock space,
21 • Support of military rapid deployment from Alaskan bases, including the U.S. Army's Stryker
22 Brigade Combat Team Sealift Operation,
23 • Additional barge dock capacity,
24 • Passenger Terminal,
25 • Improved rail connection to the Port for commercial and military use, and
26 • Acquisition, installation, and operation of security equipment and services.

27
28 The Port intends to implement this expansion program through multiple projects to accomplish
29 multiple goals in a relatively short time period. To meet the goals of the expansion program, the
30 Port obtained environmental permits and records of decision and now must: ensure funding,
31 evaluate various niche market opportunities, perform programming and planning, devise and
32 manage multiple interactive schedules, coordinate with the community, manage design and
33 construction activities, direct and oversee contractor activities, interface with the U.S. Army
34 Stryker Combat Team, acquire Port Intelligent Transportation Systems (ITS) and security
35 equipment and services, and maintain budgets and program progress.

36
37
38 Prepared by: Ross Risvold, Public Finance & Investments Manager

39 Concurrence: Sharon Weddleton, CFO

40 Concurrence: William J. Sheffield, Port Director

41 Concurrence: Mary Jane Michael, Executive Director

42 Office of Economic & Community Development

43 Concurrence: James N. Reeves, Municipal Attorney

44 Concurrence: Denis C. LeBlanc, Municipal Manager

45 Respectfully submitted: Mark Begich, Mayor

Content Information**Content ID :** 005850**Type:** Ordinance - AO

Issuance of Subordinate Lien Port Revenue Notes (Commercial Paper)

Title: for the Port and Authorizing the CFO to Negotiate the terms of a Commercial Paper Program, Finance**Author:** maglaquijp**Initiating Dept:** Finance**Review Depts:** ECD, Port**Keywords:** Port Revenue, Commercial Paper, Capital Projects, Paper Program**Date Prepared:** 12/21/07 10:37 AM**Director Name:** Sharon Weddleton**Assembly****Meeting Date:** 1/8/08**Public Hearing****Date:** 1/29/08

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2007 DEC 20 AM 9:54
CLERK OF COURT

Workflow History

<u>Workflow Name</u>	<u>Action Date</u>	<u>Action</u>	<u>User</u>	<u>Security Group</u>	<u>Content ID</u>
AllOrdinanceWorkflow	12/21/07 10:44 AM	Checkin	pruittns	Public	005850
Finance_SubWorkflow	12/21/07 10:56 AM	Approve	weddletonsb	Public	005850
ECD_SubWorkflow	12/21/07 11:01 AM	Approve	thomasm	Public	005850
Port_SubWorkflow	12/24/07 9:07 AM	Approve	sheffieldwj	Public	005850
OMB_SubWorkflow	12/27/07 4:17 PM	Approve	holmesba	Public	005850
Legal_SubWorkflow	12/27/07 4:41 PM	Approve	fehlenrl	Public	005850
MuniManager_SubWorkflow	12/27/07 4:46 PM	Checkin	maglaquijp	Public	005850
MuniManager_SubWorkflow	12/27/07 5:01 PM	Approve	abbottmk	Public	005850
MuniMgrCoord_SubWorkflow	12/27/07 5:01 PM	Approve	abbottmk	Public	005850