



## Legislation Details (With Text)

**File #:** 100863 **Version:** 1

**Type:** Resolution **Status:** Passed

**File created:** 11/3/2010 **In control:** FINANCE & PERSONNEL COMMITTEE

**On agenda:** **Final action:** 11/23/2010

**Effective date:**

**Title:** Substitute resolution authorizing and providing for the sale and issuance of Sewerage System Revenue Bonds for capital improvement purposes. (Comptroller)

**Sponsors:** THE CHAIR

**Indexes:** MUNICIPAL BORROWING, REVENUE BONDS, SEWER IMPROVEMENTS, SEWERS

**Attachments:** 1. Exhibit A, 2. Fiscal Impact Statement, 3. Hearing Notice List, 4. Comptroller's Certified Copy

| Date       | Ver. | Action By                     | Action                   | Result | Tally |
|------------|------|-------------------------------|--------------------------|--------|-------|
| 11/3/2010  | 0    | COMMON COUNCIL                | ASSIGNED TO              |        |       |
| 11/12/2010 | 0    | FINANCE & PERSONNEL COMMITTEE | HEARING NOTICES SENT     |        |       |
| 11/17/2010 | 1    | FINANCE & PERSONNEL COMMITTEE | RECOMMENDED FOR ADOPTION | Pass   | 5:0   |
| 11/17/2010 | 0    | FINANCE & PERSONNEL COMMITTEE | SUBSTITUTED              | Pass   | 5:0   |
| 11/17/2010 | 1    | CITY CLERK                    | DRAFT SUBMITTED          |        |       |
| 11/23/2010 | 1    | COMMON COUNCIL                | ADOPTED                  | Pass   | 14:0  |
| 12/6/2010  | 1    | MAYOR                         | SIGNED                   |        |       |

100863

Substitute 1

The Chair

Substitute resolution authorizing and providing for the sale and issuance of Sewerage System Revenue Bonds for capital improvement purposes. (Comptroller)

This substitute resolution authorizes and provides for the sale by the City a series of Sewerage System Revenue Bonds in the principal amount not to exceed \$25,000,000 for financing the costs of improvements to the City's Sewerage System; prescribing certain details of such bonds; and certain other matters related thereto. This resolution also amends the Valuation of Investments provision of the Sewerage Revenue Bonds to better conform with expected results.

Whereas, In interpreting the terms of the Series 2010 Resolution (hereinafter defined), all terms which are defined in Section 1.01 of the Resolution (hereinafter defined) shall have the same meanings, respectively, in this Series 2010 Resolution as such terms are given in said Section 1.01 of the Resolution. "Resolution" means Common Council Resolution File No. 991863 adopted by the Common Council on August 2, 2001. In addition, as used in this Series 2010 Resolution, unless the context shall otherwise require, the following terms

shall have the following respective meanings: “Series 2010 Bonds” means the Sewerage System Revenue Bonds authorized to be issued pursuant to and subject to the terms, conditions and limitations established in the Resolution and this Series 2010 Resolution. “Series 2010 Resolution” means this Series 2010 Resolution authorizing up to \$25,000,000 aggregate principal amount of the Series 2010 Bonds. “Tax Certificate” means the Tax Compliance Certificate executed by an Authorized Officer of the City in connection with the issuance of the Series 2010 Bonds; and

Whereas, The Resolution provides the authority (when utilized in conjunction with separate “Series” resolutions) for the issuance of Sewerage System Revenue Bonds to be payable from the revenues of the Sewerage System; and

Whereas, It is hereby found and determined that it is necessary and required that the City authorize and issue at this time a series of bonds to provide money for the improvement of any plant and equipment in the City’s Sewerage System, within or without the corporate limits of the City, for the collection, transportation, pumping, storage, treatment and disposal of sewage or storm water and surface water, including necessary lateral, main and interception sewers of the City; and

Whereas, It is hereby found and determined that it is desirable that the City amend the method by which investments are valued; and

Whereas, For purposes of amending the Resolution, this Series 2010 Resolution is adopted pursuant to Section 10.02 of the Resolution; and

Whereas, This Series 2010 Resolution is adopted pursuant to Section 66.0621, Wisconsin Statutes, and the Resolution, now, therefore, be it

Resolved, By The Common Council of the City of Milwaukee, that the City of Milwaukee does hereby authorize the issuance and sale of Series 2010 Sewerage System Revenue Bonds in a principal amount not to exceed \$25,000,000 for the purpose of financing the Costs of Improvements to the City’s Sewerage System (the “2010 Improvements”) consisting of repair, improvement, and replacement of existing sewers and lift/pumping stations, expansion of capacity, infiltration and inflow reduction projects, flow reduction projects, water quality projects, reduction of total suspended solids in storm water projects, and supervisory control and data acquisition (SCADA) upgrade at an estimated cost of \$25,000,000, to make such credit to the Reserve Account in the Special Redemption Fund as may be necessary in connection with the issuance and sale of the Series 2010 Bonds and to pay the costs of issuance of the Series 2010 Bonds. Such purposes shall also include the refunding of General Obligation debt issued for the above purposes. This authorization constitutes a Series Resolution within the meaning of the Resolution and is adopted in accordance with Article X of the Resolution, and shall be subject to the terms and conditions and limitations established in the Resolution; and, be it

Further Resolved, That the Series 2010 Bonds are to be issued in accordance with Sections 3.01 and 3.03 of the Resolution and shall be issued as Tax Exempt Bonds. The Series 2010 Bonds shall be issued as fully registered Bonds in the denominations of \$5,000 or any integral multiple thereof. The Series 2010 Bonds shall be numbered or lettered, or both, as shall be determined by the Commissioners of the Public Debt. The Series 2010 Bonds shall be issued as Book Entry Bonds and The Depository Trust Company shall be the depository therefor. The principal of and premium, if any, on the Series 2010 Bonds shall be paid upon presentation and surrender at the Office of the Treasurer of the City or at the corporate trust office of a bank, trust company designated by the Authorized Officer as the Paying Agent for the Series 2010 Bonds; and, be it

Further Resolved, That there is hereby delegated to the Commissioners of the Public Debt of the City subject to

the limitations as contained herein and in the Resolution, the power with respect to the Series 2010 Bonds to determine and carry out the following: (a) the date or dates, maturity date or dates and principal amount of each maturity of the Series 2010 Bonds or the method for calculating such dates and amounts, the amount and date of each Sinking Fund Installment, if any, or the method for calculating the Sinking Fund Installment and which Series 2010 Bonds are Serial or Term Bonds, if any, and the Record Date or Record Dates of the Series 2010 Bonds for which the Record Date or Record Dates is other than the 15<sup>th</sup> day (whether or not a Business Day) next preceding an interest payment date for such Series 2010 Bonds or the 45<sup>th</sup> day (whether or not a Business Day) preceding a redemption date; provided, however, that in accordance with the provisions of the Resolution, the Series 2010 Bonds shall mature at any such time or times not exceeding 40 years from the date of issuance; (b) the interest rate or rates, if any, of the Series 2010 Bonds or the manner of determining such rate or rates, the date from which interest on the Series 2010 Bonds shall accrue, the dates on which interest on the Series 2010 Bonds shall be payable, if any; provided, however, that the interest rate for the Series 2010 Bonds maturing in any year shall not exceed 6.00%; (c) the Redemption Price or Redemption Prices, if any, and subject to Article V of the Resolution, the redemption terms for the Series 2010 Bonds, provided, however, that the Series 2010 Bonds shall have a redemption price of par and the earliest redemption date shall be the first debt service payment date in 2020; (d) the provisions for the sale or exchange of the Series 2010 Bonds and for the delivery thereof; (e) directions for the application of the proceeds of the Series 2010 Bonds, including the interest on such Series 2010 Bonds to be capitalized from the proceeds thereof, if any, and the date or dates to which such capitalized interest shall accrue; (f) the series designation and form of the Series 2010 Bond or Bonds; and (g) any other provisions that are not in conflict with the Resolution or this Series 2010 Resolution. The Commissioners of the Public Debt of the City shall adopt in one or more resolutions actions taken pursuant to the authority granted herein or in the Resolution, which resolutions shall be filed with the City Clerk of the City; and, be it

Further Resolved, That the Series 2010 Bonds shall be sold at private sale on such date or dates and at such price or prices, all as shall be determined by the Commissioners of the Public Debt; provided that the Series 2010 Bonds shall be sold at a price not less than 99.0% of the par value thereof and at a true interest cost rate not in excess of 6.00%. An Authorized Officer is hereby authorized to prepare or cause to be prepared and distributed a Preliminary Official Statement relating to the Series 2010 Bonds. The final details of the Series 2010 Bonds, including the purchase price thereof, the interest rates to be borne thereby and the premium, if any, payable upon the redemption thereof shall be determined by subsequent resolution or resolutions of the Commissioners of the Public Debt of the City; provided further that the details of the Series 2010 Bonds shall otherwise comply with the provisions of this Series 2010 Resolution and the Resolution; and, be it

Further Resolved, That the Series 2010 Bonds shall be executed in accordance with the provisions of Section 4.02 of the Resolution. An Authorized Officer is hereby authorized to execute and deliver, in the name and on behalf of the City, any and all agreements, documents and instruments, and to do and cause to be done any and all acts and things, said Authorized Officer deems necessary or advisable in connection with the offering, sale and issuance of the Series 2010 Bonds and to carry out the transactions contemplated by this Series 2010 Resolution; and, be it

Further Resolved, That, pursuant to Section 6.07 of the Resolution there are hereby created and established the following special accounts of the City in the Construction Fund established and maintained under the Resolution: the "2010 Series Account" (or "2011 Series Account" if the bonds are issued in 2011) for the payment of the Costs of the 2010 Improvements and for the payment of costs of issuance of the Series 2010 Bonds and the "2010 Series Interest Account" (or "2011 Series Interest Account" if the bonds are issued in 2011) in the event any interest on the Series 2010 Bonds is capitalized from the proceeds of the Series 2010 Bonds, and that the proceeds of sale of the Series 2010 Bonds shall be credited to such Accounts in the sums required for such purposes; and be it

Further Resolved, That there is hereby created and established the "Series 2010 Debt Service Reserve Account" (or "Series 2011 Debt Service Reserve Account" if the bonds are issued in 2011) as a sub account of the Reserve Account of the Special Redemption Fund, and from and after the time of the delivery of the Series 2010 Bonds, there shall be on deposit in the the Series 2010 Debt Service Reserve Account therein, an amount equal to the Series 2010 Reserve Account Requirement which shall equal an amount equal to the maximum annual principal and interest requirements for the Sewerage System Revenue Bonds outstanding from time to time of Sewerage System Revenue Bonds outstanding at the time of the issuance of the Series 2010 Bonds, less amounts on deposit in the Reserve Account sub accounts for Sewerage System Revenue Bonds outstanding at the time of issuance of the Series 2010 Bonds. Any increase in the Reserve Account Requirement resulting from the issuance of the Series 2010 Bonds shall be funded from the proceeds of the Series 2010 Bonds; and, be it

Further Resolved, That the interest on the Series 2010 Bonds is intended to be excluded from gross income for purposes of federal income taxation. In order to maintain such exclusion, the City affirms that the tax covenant made in Section 8.13 of the Resolution shall apply to the Series 2010 Bonds. In furtherance of the foregoing, the City shall comply with the provisions of the Tax Certificate executed by an Authorized Officer in connection with the Series 2010 Bonds; the obligation of the City to comply with the provisions herein with respect to the rebate to the Department of the Treasury of the United States of America relating to the Series 2010 Bonds shall remain in full force and effect so long as the City shall be required by the Code to rebate such earnings on the gross proceeds of the Series 2010 Bonds notwithstanding that the Series 2010 Bonds are no longer outstanding; and, be it

Further Resolved, that the Series 2010 Bonds may be issued with other Sewerage System Revenue Bonds as one series of bonds pursuant to section 3.01(B) of the Resolution, including, but not limited to, refunding bonds authorized pursuant to File Number 100513 (the "Refunding Bonds"). This resolution shall be controlling for purposes of Series Designation and the reserve account requirement; and, be it

Further Resolved, that Section 6.10(B) of the Resolution that is contained in Common Council File Number 991863 as amended by Common Council File Number 021776 is hereby amended and restated in its entirety as shown in Exhibit A (the "Amendment and Restatement"); and be it

Further Resolved, that after the required bondholder consents have been obtained, the Amendment and Restatement shall take effect 70 days after the required notice of amendment has been published in an Authorized Newspaper, and has been mailed to bondholders; and be it

Further Resolved, that the City authorizes and directs the appropriate officers and employees of the City to take all action necessary or appropriate to solicit consent for, to provide proper notice of, and to fulfill any and all other requirements under the Resolution to place into effect, the Amendment and Restatement; and be it

Further Resolved, that the holders of any Bonds issued after the date this Resolution is adopted, including Bonds issued pursuant to File Number 100513, are hereby deemed to consent to the Amendment and Restatement; and be it

Further Resolved, That the Continuing Disclosure Certificate, in substantially the form of the Supplemental Certificate authorized by File Number 031384 adopted on February 10, 2004 (or File Number 100846 if the file is adopted prior to the issuance of the Series 2010 Bonds), is authorized to be executed and delivered by the Comptroller for the Series 2010 Bonds and the Refunding Bonds; and, be it

Further Resolved, That the City authorizes and directs the appropriate officers and employees of the City to take all action necessary or appropriate to comply with and carry out all of the provisions of the Continuing Disclosure Certificate as amended from time to time. Notwithstanding any other provision of the resolution, failure of the City to perform in accordance with the Continuing Disclosure Certificate shall not constitute a default under the resolution and the Continuing Disclosure Certificate may be enforced only as provided therein.

Comptroller  
RL  
11/16/2010  
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