

CHAPTER 2020-11

No. 101 **AN ORDINANCE OF THE CITY OF PROVIDENCE APPROVING IMPROVEMENTS TO THE PROVIDENCE WATER SUPPLY BOARD'S DISTRIBUTION SYSTEM AND APPURTENANCES THERETO, INCLUDING, BUT NOT LIMITED TO THE CLEANING, RELINING, REPAIR AND REPLACEMENT OF WATER MAINS, TRANSMISSION LINES, SERVICE LINES AND VALVES, AND ALL ATTENDANT EXPENSES AND APPROVING THE FINANCING THEREOF BY THE ISSUANCE OF WATER REVENUE BONDS AND NOTES THEREFOR IN AN AMOUNT NOT TO EXCEED \$19,100,000**

Approved March 20, 2020

Be it ordained by the City of Providence:

SECTION 1. The sum of Nineteen Million One Hundred Thousand Dollars (\$19,100,000) is appropriated for improvements to the Providence Water Supply Board ("Providence Water") distribution system and appurtenances thereto, including but not limited to cleaning, relining, repair and replacement of water mains, transmission lines, service lines and valves (the "Project"), including funding a debt service reserve fund and costs of issuance. The period of usefulness of the improvements financed as part of the Project is expected to be not less than forty (40) years.

SECTION 2. In accordance with Chapter 46-12.8 of the Rhode Island General Laws, the City Treasurer and the Mayor are hereby authorized to borrow an amount not exceeding Nineteen Million One Hundred Thousand Dollars (\$19,100,000) from the Rhode Island Infrastructure Bank, and to evidence such loan, such officers are hereby authorized to issue and refund on behalf of the City, in an amount not exceeding Nineteen Million One Hundred Thousand Dollars (\$19,100,000) water revenue bonds (the "Bonds") of the City, at one time, or from time to time in order to meet the foregoing appropriation.

SECTION 3. The said officers from time to time may issue and refund not exceeding \$19,100,000 interest bearing or discounted water revenue notes (the "Notes") in anticipation of the issue of said Bonds.

SECTION 4. The Bonds and Notes shall be payable solely from revenues of the Providence water supply system. The City may issue bonds, notes, or other obligations on a parity with these Bonds. The manner of sale, amount, denominations, maturities, conversion or registration privileges, interest rates, medium of payment, and other terms, conditions and details of the Bonds or Notes may be fixed by the officers authorized to sign the Bonds or Notes. The net debt of the City is not affected by the issuance of the Bonds or Notes and the Bonds and Notes authorized hereby will be within all debt and other limitations prescribed by the Constitution and the laws of Rhode Island.

SECTION 5. Pending the issuance of the Bonds under Section 2 hereof or pending or in lieu of the issue of Notes under Section 3 hereof, the General Manager of Providence Water may expend funds from the Water Fund of the City for the purposes specified in Section 1 hereof. Any advances made under this section shall be repaid without interest from the proceeds of the Bonds or Notes issued hereunder or from the proceeds of applicable federal or state assistance or from other available funds.

SECTION 6. The City Treasurer, the Mayor and the General Manager of Providence Water are also authorized, empowered and directed, on behalf of the City, to: (i) execute, acknowledge and deliver a Supplemental Indenture (the "Supplemental Indenture") by and between the City and U. S. Bank, National Association, as trustee (the "Trustee") amending and supplementing the Trust Indenture dated June 5, 2008 by and between the City and the Trustee (as supplemented, the "Indenture") relating to the Bonds and any and all other loan agreements, documents, including disclosure documents for investors, certificates or instruments necessary to effectuate such borrowing; (ii) amend, modify or supplement the Indenture, the Bonds or Notes and any and all other loan agreements, documents, certificates or instruments at any time and from time to time, in such manner and for such purposes as such officers shall deem necessary, desirable or advisable; (iii) direct the Trustee with regard to investments of trust funds pursuant to the Trust Indenture, and (iv) do and perform all such other acts and things deemed by such officers to be necessary, desirable or advisable with respect to any matters contemplated by this Ordinance.

SECTION 7. The City Treasurer, the Mayor and the General Manager of Providence Water are hereby authorized to deliver the Bonds or Notes to the purchaser and said officers are hereby authorized and instructed to take all actions, on behalf of the City and Providence Water, necessary to ensure that interest on the Bonds or Notes will be excludable from gross income for federal income tax purposes and to refrain from all actions which would cause interest on the Bonds or Notes to become subject to federal income taxes.

SECTION 8. The Director of Finance, the Mayor and the General Manager of Providence Water are authorized to take all actions necessary to comply with federal tax and securities laws including Rule 15c2-12 of the Securities and Exchange Commission (the "SEC Rule") and to execute and deliver one or more Disclosure Certificates in connection with the Bonds or Notes in the form as shall be deemed advisable by the Director of Finance, the Mayor and the General Manager of Providence Water in order to comply with the SEC Rule. The City hereby covenants and agrees that it will comply with and carry out all of the provisions of the Disclosure Certificates, as they may be amended from time to time. Notwithstanding any other provision of this Ordinance or the Bonds or Notes, failure of the City or Providence Water to comply with a Disclosure Certificate shall not be considered an event of default; however, any Bondholder or Noteholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City or Providence Water to comply with its obligations under this Section and under the Disclosure Certificate.

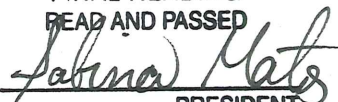

SECTION 9. This Ordinance shall take effect upon passage.

IN CITY COUNCIL
MAR 05 2020
FIRST READING
READ AND PASSED


 CLERK

IN CITY
COUNCIL

MAR 19 2020
FINAL READING
READ AND PASSED

 PRESIDENT


I HEREBY APPROVE.


Mayor
Date: 3/20/20



PROVIDENCE WATER

Tap Water Delivers

January 29, 2020

Council President Sabina Matos
Providence City Hall
25 Dorrance Street
Providence, RI 02903

Re: Providence Water Borrowing: \$19.1 Million for Water Main
Rehabilitation/Replacement Project

The Hon. Jorge O. Elorza
Mayor

Ricky Caruolo
General Manager

Dear President Matos:

In 2015, Providence Water filed its regulatory required twenty-year Infrastructure Replacement (IFR) plan with the RI Department of Health (RIDOH) for the period 2016 through 2035. This plan included \$789 million in infrastructure replacement projects and a structured funding plan consisting of a combination of existing revenue, new revenue, and additional bonds to finance the improvements over the 20-year period. Included in this plan is annual water main rehabilitation. Providence Water is looking to borrow \$19.1 million from the Rhode Island Infrastructure Bank (RIIB) to pay for water main rehabilitation within our distribution system. Attached is an ordinance approving this borrowing.

- In January of 2020, Providence Water entered into a Bilateral Compliance Agreement (BCA) with RIDOH that requires Providence Water to spend \$19.1 million per year on water main rehabilitation in fiscal years 2020, 2021 and 2022.
- The water main rehabilitation project has been approved by RIDOH and is included on the RIDOH Project Priority List, making it eligible for financing through the RI Infrastructure Bank (RIIB).
- The debt service will be paid utilizing funds from rates charged to Providence Water customers.
- This total of \$19.1 million will cover project costs, cost of issuance, the origination fee, as well as the debt service reserve fund deposit.
- The interest rate on this loan will be discounted 25% off of the market interest rate evidenced at the time of the closing.
- The term of the loan will be 20 years.
- This loan will cover project costs for fiscal years 2020 and 2021.
- The Providence Water Supply Board has approved this borrowing. The executed resolutions accompany this letter.

We are requesting that this matter be placed on the February 6, 2020 City Council meeting docket for approval.

Respectfully,
PROVIDENCE WATER SUPPLY BOARD

Ricky Caruolo
General Manager

BOARD OF DIRECTORS

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Vice Chairperson

Michael J. Correia
Council President Pro Tempore

Jo-Ann Ryan
Councilperson

Sara Silveria
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Cristen L. Raucci, Esq.
Member

Carissa R. Richard
Secretary

William E. O'Gara, Esq.
Legal Advisor

MEMBER

Rhode Island Water Works Assn.
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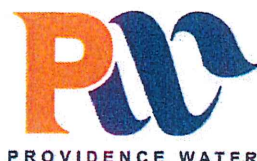
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Tap Water Delivers

RESOLUTION OF THE PROVIDENCE WATER SUPPLY BOARD

A Resolution of the City of Providence Water Supply Board expressing the intention of the Board to reimburse expenditures from the proceeds of the Notes, Bonds, or Loans for certain Infrastructure Improvements and to provide an effective date.

The Hon. Jorge O. Elorza
Mayor

Ricky Caruolo
General Manager

WHEREAS, the City of Providence Water Supply Board (the Board) is an agency of the City of Providence, Rhode Island and owns and operates a Water Supply system (the System); and

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Member

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Secretary

William E. O'Gara, Esq.
Legal Advisor

WHEREAS, the Board desires to make certain improvements to the Board's distribution system and appurtenances thereto, including but not limited to the cleaning, relining, repair and replacement of water mains, transmission lines, service lines and valves (the "Project"); and

WHEREAS, it is the intent of the Board to borrow funds in an amount, not to exceed nineteen million, one hundred thousand dollars (\$19,100,000.00) for the Project.

NOW, THEREFORE, BE IT RESOLVED:

❖ This Resolution is an affirmative action of the Board towards the issuance of Bonds, Notes, or Loans through the RI Infrastructure Bank and/or other funding avenues. This resolution constitutes the Board's declaration of official intent pursuant to Treasury Regulation 1.150-2 to reimburse the Board's funds and accounts for certain infrastructure expenditures paid on or after the date which is sixty (60) days prior to the date of this resolution but prior to the issuance of the Bonds, Notes, or Loans.

❖ That the Board authorizes the General Manager to borrow through the Rhode Island Infrastructure Bank and/or any other funding avenues for the Project.

❖ This resolution shall take effect upon passage.

The above and foregoing was duly adopted and approved at a meeting of the City of Providence Water Supply Board as held on January 15, 2020 by vote of the members of the Providence Water Supply Board present.

MEMBER

Rhode Island Water Works Assn.
New England Water Works Assn.
American Water Works Assn.
Water Research Foundation

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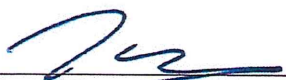
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Xaykham Khamsyvoravong, Chairman
Providence Water Supply Board


Carissa R. Richard, Secretary
Providence Water Supply Board



Tap Water Delivers

RESOLUTION OF THE PROVIDENCE WATER SUPPLY BOARD

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Ricky Caruolo
General Manager

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A Resolution of the City of Providence Water Supply Board expressing the intention of the Board to reimburse expenditures from the proceeds of the Notes, Bonds, or Loans for certain Infrastructure Improvements and to provide an effective date.

WHEREAS, the City of Providence Water Supply Board (the "Board") is an agency of the City of Providence, Rhode Island and owns and operates a Water Supply system (the "System"); and

WHEREAS, the Board desires to make certain improvements to the Board's distribution system and appurtenances thereto, including but not limited to the cleaning, relining, repair and replacement of water mains, transmission lines, service lines and valves (the "Project"); and


WHEREAS, it is the intent of the Board obtain financing from the Rhode Island Infrastructure Bank (RIIB) in an amount not to exceed nineteen million, one hundred thousand dollars (\$19,100,000.00) for the Project.


NOW, THEREFORE, BE IT RESOLVED:

❖ That the Board authorizes the General Manager to seek a bond ordinance from the City Council authorizing a borrowing and/or any other funding avenues for the Project.

❖ This resolution shall take effect upon passage.

The above and foregoing was duly adopted and approved at a meeting of the City of Providence Water Supply Board as held on January 15, 2020 by vote of the members of the Providence Water Supply Board present.


Xaykham Khamsyvoravong, Chairman
Providence Water Supply Board


Carissa R. Richard, Secretary
Providence Water Supply Board