

RESOLUTION OF THE CITY COUNCIL

No. 208

Approved March 31, 2003

WHEREAS, The Providence Redevelopment Agency (the "Agency") financed the acquisition by PortProv, Inc. from the City of Providence (the "City") of the City-owned marine terminal and related appurtenant facilities comprising the Port of Providence through the issuance of \$19,700,000 Certificates of Participation (Port of Providence Lease) Series 1994A (the "Prior Obligations"); and

WHEREAS, The refinancing of the Prior Obligations through the issuance of refunding bonds, certificates or other evidences of indebtedness (the "Refunding Obligations") would permit the Agency to take advantage of the lower interest rates which currently are prevailing; and

WHEREAS, The Agency is authorized pursuant to Section 45-35-5 of the General Laws of Rhode Island, as amended, to refund the Prior Obligations; and

WHEREAS, The City has determined that refunding the outstanding Prior Obligations would result in financial benefits to the Agency and the City; and

WHEREAS, The City, in accordance with its obligations pursuant to the Trust Agreement dated as of September 1, 1994 relating to the Prior Obligations (the "Trust Agreement"), has made payments to replenish shortfalls in the Reserve Account (as defined in the Trust Agreement); and

WHEREAS, The City has paid certain expenses in connection with the operation and maintenance of the Port of Providence; and

WHEREAS, it has been determined that the Port of Providence would benefit from certain capital improvements, including but not limited to dredging, in order to improve efficiency and facilitate commerce; and

WHEREAS, The City desires to be reimbursed for said payments and to finance the capital improvements through the issuance of additional bonds, certificates or other evidences of indebtedness in an amount not to exceed \$3,000,000 (the "Additional Obligations").

NOW, THEREFORE, BE IT RESOLVED, THAT:

1. The City Council hereby authorizes the Mayor to take any and all action and to execute, file, and deliver any and all agreements, indentures, certificates and other documents in such form as he may deem necessary or desirable to further the issuance of the Refunding Obligations and the Additional Obligations.

2. The City's Director of Finance is authorized to execute and deliver a continuing disclosure certificate in connection with the issuance of the Refunding Obligations and the Additional Obligations, in such form as shall be deemed advisable by the City's Director of Finance. The City hereby covenants and agrees that it will comply with and carry out all of the provisions of the continuing disclosure certificate, as it may be amended from time to time. Notwithstanding any other provision of this Resolution or the Refunding Obligations and the Additional Obligations, failure of the City to comply with the continuing disclosure certificate shall not be considered an event of default; however, any certificate holder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Resolution and under the continuing disclosure certificate.

JAN 16 2003
IN CITY COUNCIL
FIRST READING
REFERRED TO COMMITTEE ON
FINANCE
Michael R. Clement
CLERK
any

THE COMMITTEE ON
Finance
Recommends - Be Continued
Ann M. Stettin
1-23-03 CLERK

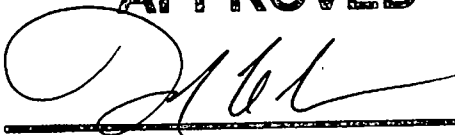
THE COMMITTEE ON
FINANCE
Approves Passage of
The Within Resolution
Ann M. Stettin
3-11-03

3. The City Council, pursuant to Section 45-32-5(3) of the General Laws of Rhode Island, authorizes the Providence Redevelopment Agency to retain a leasehold interest in the buildings, structures or other improvements constituting the Port of Providence until the Refunding Obligations and Additional Obligations are retired.

4. This Resolution shall take effect on passage.

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IN CITY COUNCIL
MAR 20 2003
READ AND PASSED
PRES.
Michael A. Clement
CLERK

APPROVED

3/31/03
MAYOR