



# RESOLUTION OF THE CITY COUNCIL

*No. 419*

**EFFECTIVE December 11, 2020**

WHEREAS, The City of Providence (the "City") has previously issued its \$30,545,000 General Obligation Refunding Bonds, 2010 Series A dated December 21, 2010 (the "2010 Bonds") and \$39,345,000 General Obligation Bonds, Series 2013A dated March 14, 2013 (the "2013 Bonds", and collectively with the 2010 Bonds, the "Prior Bonds"); and

WHEREAS, The City desires to issue general obligation refunding bonds (the "Refunding Bonds") in one or more series on a tax-exempt or taxable basis to refund all or a portion of the Prior Bonds which remain outstanding in order to take advantage of the lower interest rates which currently are prevailing.

NOW, THEREFORE, BE IT RESOLVED,

1. That the City is authorized pursuant to Chapter 12 of Title 45 of the General Laws of Rhode Island, as amended, to issue Refunding Bonds of the City in an amount necessary to refund all or a portion of the Prior Bonds and to provide for any principal of, redemption premium, if any, and interest on the Prior Bonds coming due on or prior to the date on which the Prior Bonds are to be redeemed, and the costs of issuance of the Refunding Bonds.
2. That the issuance of the Refunding Bonds will result in a financial benefit to the City.
3. That the Refunding Bonds will be within all debt and other limitations prescribed by the Constitution and laws of the State of Rhode Island.
4. That in accordance with the provisions of Chapter 12 of Title 45 of the General Laws of Rhode Island, as amended, the manner of sale, amount, denominations, maturities, interest rates and other terms, conditions and details of the Refunding Bonds authorized herein may be fixed by the City Treasurer and the Mayor, in consultation with the Chairperson of the Committee on Finance.
5. That the City Council hereby authorizes the City Treasurer and the Mayor, acting on behalf of the City, to issue the Refunding Bonds for the purposes set forth in this Resolution and to take all actions as he deems necessary to effect the issuance of the Refunding Bonds. The Refunding Bonds shall be issued by the City under its corporate name and seal or a facsimile of such seal. The Refunding Bonds shall be signed by the manual or facsimile signature of the City Treasurer and the Mayor.
6. The Refunding Bonds may be issued on a tax-exempt or taxable basis. To the extent the Refunding Bonds are issued on a tax-exempt basis, the City Treasurer and the Mayor are hereby authorized and instructed to take all actions, on behalf of the City, necessary to ensure that interest on the Refunding Bonds will be excludable from gross income for federal income tax purposes and to refrain from all actions which would cause interest on the Refunding Bonds to become subject to federal income taxes. The City Treasurer and the Mayor are further authorized to take all lawful action necessary or desirable to designate the Refunding Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code.

7. That the proceeds arising from the sale of such Refunding Bonds, exclusive of any premium, accrued interest and costs of issuance, shall, upon the receipt be paid immediately to the paying agent or paying agents for the Prior Bonds, and such paying agents shall hold the proceeds in trust until they are applied to pay or refund the Prior Bonds. While such proceeds are held in trust, they may be invested as permitted by Chapter 12 of Title 45 of the General Laws of Rhode Island, as amended. Proceeds of the Refunding Bonds will be used for no purpose other than the refunding of the Prior Bonds as described in Section 1 hereof.

8. That the City's Finance Director is 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 execute and deliver a continuing disclosure certificate in connection with the Refunding Bonds issued by the City, in such form as shall be deemed advisable by the City's Finance Director 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 continuing disclosure certificate, as it may be amended from time to time. Notwithstanding any other provision of this Resolution or the Refunding Bonds, failure of the City to comply with the continuing disclosure certificate shall not be considered an event of default; however, any bondholder 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.

9. That the Refunding Bonds may be issued in one or more series or consolidated with other issues of notes or bonds of the City.

10. The City Council hereby directs the Finance Director to pay any net savings from the refunding of the bonds. The payment shall be used to pay a pension payment above one hundred percent of the Annual Required Contribution and cannot supplant any pension payment.

11. That this Resolution shall take effect upon its passage.

IN CITY COUNCIL

DEC 09 2020

READ AND PASSED

  
PRES.

  
CLERK

Effective without the  
Mayor's Signature

  
Shawn Sallack  
City Clerk



Mayor of Providence

Jorge O. Elorza

December 10, 2020

VIA HAND DELIVERY

Mr. Shawn Selleck  
City Clerk  
City of Providence  
25 Dorrance Street  
Providence, RI 02903

Re: Return of Resolution authorizing Refunding of Providence Series 2010 A and Series 2013 Bonds

Dear Mr. Selleck:

Enclosed please find the resolution your office transmitted to my office earlier today which I understand was passed by the City Council last evening. The resolution authorizes the refunding of the City's \$30,545,000 General Obligation Refunding Bonds, 2010 Series A dated December 21, 2010 (the "2010 Bonds") and \$39,345,000 General Obligation Bonds, Series 2013 A dated March 14, 2013 (the "2013 Bonds") in order to take advantage of the lower interest rates which currently are prevailing.

Sincerely,

  
JORGE O. ELORZA  
Mayor of Providence

Enclosure

City Hall, 25 Dorrance Street, Providence, RI 02903  
Phone (401) 421-7740 Fax (401) 274-8240