

THE CITY OF PROVIDENCE
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

RESOLUTION OF THE CITY COUNCIL

No. 76

EFFECTIVE ~~APPROVED~~ January 31, 2011

WHEREAS, The Providence Public Buildings Authority (the "Authority") was constituted as a body corporate and politic of the City of Providence pursuant to the provisions of Chapter 50 of title 45 of the General Laws of Rhode Island (the "Act") and a resolution duly passed by this City Council on August 13, 1987; and

WHEREAS, The Authority's creation was approved by the Public Finance Management Board on February 12, 1988; and

WHEREAS, The Authority may now duly transact its business of acquiring and constructing public facilities, acquiring public equipment; maintaining, renovating, repairing and operating the same; and issuing its revenue bonds and/or notes to finance the public facilities and public equipment; and

WHEREAS, The Authority may develop its projects only upon the request of the Mayor and the City Council; and

WHEREAS, Such request must take the form of a proposal by the Mayor approved by the City Council; and

WHEREAS, The Mayor has submitted the proposal attached hereto as Exhibit "A" for the City Council's approval.

NOW, THEREFORE, BE IT RESOLVED,

1. That the City Council hereby approves the Proposal of the Mayor dated December 17, 2010 attached hereto (the "Proposal") which, among other things, requests the Authority to use its best efforts to finance the acquisition, renovation, repair, replacement, improvement, furnishing and equipping, including "green" energy efficiency improvements, of the School Administration Building located at 797 Westminster Street, the Knights of Columbus (Registration Building) located at 379 Washington Street, the parking lot at 369 Washington Street, the Esek Hopkins School, located at 480 Charles Street, the Veazie Street School located at 211 Veazie Street, the Carousel and Roundhouse concession located at Roger Williams Park, Modular classrooms, including, but not limited to those located at: George W. West School, 145 Branford Street, Robert F. Kennedy School, 195 Nelson Street, Webster Avenue School, 191 Webster Street, Reservoir Avenue School, 156 Reservoir Avenue, Laurel Hill Avenue School, 85 Laurel Avenue, Martin Luther King School, 35 Camp Street, Mary E. Fogarty School, 199 Oxford Street, and certain watershed property around the Scituate Reservoir, including design and feasibility, engineering or other studies which may be necessary in connection therewith and any other acts necessary or incidental thereto (the "Projects"), and to issue Bonds and/or Notes in an amount not to exceed Thirty-Five Million Dollars (\$35,000,000) to provide funding for the Projects, Five Million Dollars (\$5,000,000) of which shall fund "green" energy efficiency improvements. In connection therewith, the City may exercise its option under the existing leases of the Projects to acquire the Projects from the Authority.

2. That the City Council hereby authorizes the Mayor to sell and convey Project properties to the Authority and to negotiate and lease the Projects from the Authority and to transfer such additional property to the Authority as shall be necessary to provide adequate security for the Bonds or Notes.

3. That the Mayor, the Director of Finance and the City Treasurer be, and they hereby are, authorized to take any and all action and to execute, file and deliver any and all agreements, notes, deeds, leases and other documents, instruments, and papers, including tax compliance certificates, and amendments thereto, as they, in their sole discretion, may deem necessary or desirable to implement the transaction contemplated by the Proposal.

4. That the City's Department of Public Property shall submit all estimates, bids, etc. regarding such construction, renovation, rehabilitation, improvement, furnishing, and equipping of the Project to the Committee on Finance of the City Council as such estimates become available.


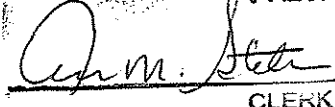
5. The City's Director of Finance is authorized to execute and deliver continuing disclosure certificates in connection with the bonds or notes issued by the Authority, in such form as shall be deemed advisable by the City's Director of Finance. The City hereby covenants and agrees that it will comply with and carry out all of the provisions of each continuing disclosure certificate, as it may be amended from time to time. Notwithstanding any other provision of this Resolution or the bonds or notes, failure of the City to comply with any continuing 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 to comply with its obligations under this Resolution and under any continuing disclosure certificate.

6. This Resolution is an affirmative action of the City Council towards the issuance of the Authority's Bonds and/or Notes in accordance with the purposes of the laws of the State. This Resolution constitutes the City's declaration of official intent, pursuant to Treasury Regulation § 1.150-2, to reimburse its General Fund in an amount not to exceed Five Million and 00/100 Dollars (\$5,000,000) for certain capital expenditures for the Projects 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 Authority's Bonds and/or Notes, or otherwise as permitted by such regulation. Amounts to be reimbursed shall be reimbursed not later than eighteen months after (a) the date on which the expenditure is paid or (b) the date the Projects are placed in service or abandoned, but in no event more than three (3) years after the date the expenditure is paid.

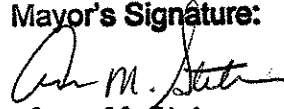
7. With respect to the Projects authorized herein, to the extent that the construction of such Projects requires any amendment of the zoning ordinance or zoning map of the City, the City Council hereby initiates the same and directs that the City Planning Commission at its earliest opportunity provide it with its findings and recommendations as provided for in Rhode Island General Laws Section 45-24-52, as amended, and that the City Clerk schedule a public hearing of the City Council with all reasonable dispatch, giving proper notice as prescribed in Rhode Island General Laws Section 45-24-53, for this City Council to act on the proposed amendment.

8. This Resolution shall take effect on passage.

IN CITY COUNCIL
JAN 20 2011
READ AND PASSED


PRES.

CLERK

Effective without the
Mayor's Signature:


Anna M. Stetson
City Clerk



Mayor of Providence

December 17, 2010

David N. Cicilline

Lloyd Granoff, Chairman
Providence Public Buildings Authority
400 Westminster Street
Providence, Rhode Island 02903

Dear Mr. Granoff:

Section 45-50-10 authorizes any authority created pursuant to the Municipal Public Buildings Authorities Law to acquire and construct public facilities and to acquire public equipment; to maintain, renovate, repair and operate the same; and to issue revenue bonds to finance the same.

Pursuant to Section 45-50-10 of the General Laws of the State of Rhode Island, I hereby propose and request the Providence Public Buildings Authority (the "Authority") to use its best efforts to finance the acquisition, renovation, repair, replacement, improvement, furnishing and equipping, including "green" energy efficiency improvements, of the School Administration Building located at 797 Westminster Street, the Knights of Columbus (Registration Building) located at 379 Washington Street, the parking lot at 369 Washington Street, the Esek Hopkins School, located at 480 Charles Street, the Veazie Street School located at 211 Veazie Street, the Carousel and Roundhouse concession located at Roger Williams Park, Modular classrooms, including, but not limited to those located at: George W. West School, 145 Branford Street, Robert F. Kennedy School, 195 Nelson Street, Webster Avenue School, 191 Webster Street, Reservoir Avenue School, 156 Reservoir Avenue, Laurel Hill Avenue School, 85 Laurel Avenue, Martin Luther King School, 35 Camp Street, Mary E. Fogarty School, 199 Oxford Street, and certain watershed property around the Scituate Reservoir, including design and feasibility, engineering or other studies which may be necessary in connection therewith and any other acts necessary or incidental thereto (the "Projects"), and to issue Bonds and/or Notes in an amount not to exceed Thirty-Five Million Dollars (\$35,000,000) to provide funding for the Projects, Five Million Dollars (\$5,000,000) of which shall fund "green" energy efficiency improvements for the Projects. The Authority is further requested to obtain title to or other interest in the real estate, equipment and improvements constituting the Projects or such additional property as shall be necessary to secure the Bonds or Notes and to cooperate with the City of Providence in the development, planning, construction, maintenance, and operation of the Projects and to lease the Projects to the City for the benefit of the citizens of Providence.

PRV 1105458.1

City of Providence, Rhode Island 02903
Phone (401) 421-7740 Fax (401) 274-8240

The Authority is requested to issue its Bonds and/or Notes in the amount not to exceed Thirty-Five Million Dollars (\$35,000,000) to provide funding for the Projects, to capitalize interest, at its option, to pay the costs of issuance of the bonds and/or notes and such other expenses as may be necessary or incidental to the completion of the Projects.

This request is subject to the approving vote of the Providence City Council.

Sincerely,

A handwritten signature in black ink, appearing to read "David N. Cicilline", with a stylized flourish extending to the right.

DAVID N. CICILLINE
Mayor of Providence