

By: Finance Department  
Adopted: October 27, 2014

Vote: Buswell, Graham, O'Barr, Sullivan-Leonard, Wall, and Wilson in favor

**City of Wasilla  
Resolution Serial No. 14-40**

**An resolution of the Wasilla City Council authorizing the issuance and sale of not to exceed \$9,500,000 variable rate demand revenue bonds (SouthCentral Foundation Project), series 2014; The execution and delivery of an indenture of trust and a loan agreement to secure the bonds; the execution of a bond purchase agreement; and providing for related matters.**

WHEREAS, Southcentral Foundation ("Southcentral") proposes to (i) construct a primary care and wellness center in Sutton, and (ii) finance and refinance health care facilities in Anchorage (the "Projects"), and Southcentral has requested that the City issue its not to exceed \$9,500,000 Variable Rate Demand Revenue Bonds (Southcentral Foundation Project), Series 2014 (the "Bonds") to provide funds to finance the Project; and

WHEREAS, the City finds that the undertaking of the Projects by Southcentral will enhance the delivery of health care services to residents of the City, and that the financing of the same through non-recourse revenue bonds issued by the City is in the best interest, and will promote the public purposes, of the City; and

WHEREAS, the City will loan the proceeds of the Bonds to Southcentral pursuant to a Loan Agreement (the "Loan Agreement") between Southcentral and the City, under the terms of which Southcentral will be obligated to pay an amount sufficient to pay when due the principal of, premium, if any, and interest on the Bonds, together with all expenses of the City properly incurred therewith; and

WHEREAS, the Bonds will be issued under and pursuant to and are to be secured by an Indenture of Trust (the "Indenture") between the City and Wells Fargo Bank, National Association, as trustee; and

WHEREAS, the City will sell the Bonds to Wells Fargo Bank, National Association (the "Purchaser") pursuant to a Bond Purchase Agreement (the "Bond Purchase Agreement") among the City, Southcentral and the Purchaser; and

WHEREAS, there have been presented to the City the forms of the following documents which the City proposes to enter into in connection with the issuance of the Bonds:

1. The form of the Loan Agreement;
2. The form of the Indenture; and
3. The form of the Bond Purchase Agreement; and

WHEREAS, it appears that each of the instruments referred to above, which now are before the City, is in appropriate form and is an appropriate instrument for the purposes intended; and

WHEREAS, Section 147(f) of the Internal Code of 1986 (the "Code") provides that interest on the Bonds will not be exempt from federal income taxation unless each governmental unit issuing the Bonds, or having jurisdiction over the area in which a facility that is to be financed with proceeds of the Bonds is located, has approved the Bonds after a public hearing; and

WHEREAS, a public hearing on the Bonds has been duly noticed and held before the Council, and the Council finds that the use of proceeds of the Bonds to finance the Projects is in the best interest of the City and its residents.

NOW, THEREFORE, BE IT RESOLVED BY THE WASILLA CITY COUNCIL that:

**Section 1.** In order to provide funds to (i) construct a primary care and wellness center in Sutton, and (ii) finance and refinance health care facilities in Anchorage, the issuance and delivery of the Bonds in the principal amount necessary for such purpose, but in no event to exceed \$9,500,000, and in substantially the form and content set forth in the Indenture now before this meeting, subject to appropriate insertions and revisions, hereby are in all respect authorized, approved and confirmed, and the form of the Bonds set forth in the Indenture now before this meeting is in all respects authorized, approved and confirmed, and the Mayor and Deputy Mayor, and the Clerk and Deputy Clerk of the City hereby are authorized, empowered and directed to execute the Bonds (either by manual or facsimile signature), seal the Bonds with the official seal of the City (manually or by facsimile), and deliver the Bonds on behalf of the City to the Purchaser. The Bonds do not constitute an indebtedness or other liability of the City, but shall be payable solely from payments to be made by Southcentral under the Loan Agreement. Neither the faith and credit nor the taxing power of the City shall be pledged to the payment of the Bonds.

**Section 2.** Each of the Mayor, the Deputy Mayor and the City Finance Director is hereby authorized to determine, in consultation with Southcentral and the Purchaser, the aggregate principal amount, maturity amounts, sinking fund installments, if any, interest rates, yields, dated date, principal and interest payment dates, redemption terms, if any, for the Bonds, and other details of the Bonds at the time of execution of the Bond Purchase Agreement.

**Section 3.** The form and content of the Loan Agreement and the Indenture hereby are in all respects authorized, approved and confirmed, and the Mayor and the Deputy Mayor each hereby is authorized, empowered and directed to execute and deliver to the counterparties each said document on behalf of the City, in substantially the form and content now before this meeting but with such changes, modifications, additions and deletions therein as shall to him seem necessary desirable or appropriate, the execution thereof to constitute conclusive evidence of approval of any and all changes, modifications, additions or deletions therein from the form and content of the said documents now before this meeting, and from and after the execution and delivery of the said documents, the Mayor, the Deputy Mayor, the Clerk and the Deputy Clerk each hereby is authorized, empowered and directed to do all acts and things and to execute all documents as may be necessary to carry out and comply with the provisions of the said documents as executed.

**Section 4.** The form and content of the Bond Purchase Agreement hereby are in all respects authorized, approved and confirmed, and the Mayor and the Deputy Mayor each hereby is authorized, empowered and directed to execute and deliver the Bond Purchase Agreement on behalf of the City, in substantially the form and content now before this meeting but with such changes, modifications, additions or deletions therein as shall to him seem necessary, desirable or appropriate, the execution thereof to constitute conclusive evidence of approval of any and all changes, modifications, additions or deletions therein from the form and content of the Bond Purchase Agreement now before this meeting, and from and after the execution of the Bond Purchase Agreement, the Mayor, the Deputy Mayor, the Clerk and the Deputy Clerk each hereby is authorized, empowered and directed to do all acts and things and to execute all documents as may be necessary to carry out and comply with the provisions of the Bond Purchase Agreement as executed.

**Section 5.** The Mayor, the Deputy Mayor, the Finance Director, the Clerk and the Deputy Clerk or any other person authorized by the City each hereby is authorized to execute and deliver for and on behalf of the City any and all additional certificates, documents, opinions or other papers and perform all other acts as they may deem necessary or appropriate in order to implement and carry out the intent and purposes of this resolution.

**Section 6.** The issuance of the Bonds in a principal amount of not to exceed \$9,500,000 to provide funds to Southcentral to finance the Projects is hereby approved. This constitutes the public approval of the Bonds by the City that is required under Section 147(f) of the Code.

**Section 7.** The provisions of this resolution hereby are declared to be separable, and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections phrases or provisions hereof.

**Section 8.** This resolution shall take effect upon adoption by the Wasilla City Council.

ADOPTED by the Wasilla City Council on October 27, 2014.

  
BERT L. COTTLE, Mayor

ATTEST:

  
KRISTIE SMITHERS, MMC, City Clerk

[SEAL]