

Order 187-17/18

Amended to remove Hadlock Field Lighting, \$550,000, add Stroudwater Dam repairs \$60,000, fully fund sidewalk rehabilitation with an additional \$200,000, and add \$290,000 to the Ocean Avenue Landfill Project: 9-0 on 4/18/2018

Passage as amended: 9-0 on 4/18/2018

ETHAN K. STRIMLING (MAYOR)
BELINDA S. RAY (1)
SPENCER R. THIBODEAU (2)
BRIAN E. BATSON (3)
JUSTIN COSTA (4)

CITY OF PORTLAND
IN THE CITY COUNCIL

KIMBERLY COOK (5)
JILL C. DUSON (A/L)
PIOUS ALI (A/L)
NICHOLAS M. MAVODONES, JR (A/L)

**ORDER AUTHORIZING GENERAL OBLIGATION BONDS
TO FINANCE A PORTION OF THE CITY'S FISCAL YEAR 2019 CAPITAL
IMPROVEMENT PROGRAM IN AN AMOUNT NOT TO EXCEED \$31,648,595**

FOLLOWING a public hearing of the City Council of the City of Portland, Maine, held upon due notice pursuant to Article VII, Section 9 of the City Charter, **IT IS HEREBY ORDERED THAT:**

There be and hereby is authorized and approved the incurring of indebtedness by the City of Portland and the issue and sale of general obligation bonds and notes in anticipation thereof in the aggregate principal amount not to exceed Thirty-One Million Six Hundred Forty-Eight Thousand Five Hundred Ninety-Five Dollars (\$31,648,595) to finance the items identified in the City's 2019 Capital Improvement Program attached hereto as Exhibit A and all other costs (as defined herein) related and ancillary thereto (the "Projects").

BE IT FURTHER ORDERED:

1. That the Finance Director be and hereby is authorized to prepare, issue, and sell such bonds in the name of and on behalf of the City, in the aggregate amount of \$31,648,595 (the "Bonds") at one time, or from time to time, as one or more separate bond issues, and to determine the date, form, minimum denomination, interest rates (as term bonds or serial bonds or some combination thereof), maturities (with the last maturity not to exceed the maximum term permitted by law) and all other details, terms and provisions, not inconsistent herewith, including the form and manner of their sale and award as he may approve, such approval to be conclusively evidenced by the execution thereof;

2. That the Finance Director be and hereby is authorized to borrow money in anticipation of said Bonds by the issuance and sale of notes or renewal notes in anticipation of said Bonds ("BANs"), and to determine the date, form, minimum denominations, interest rate, maturities (with the last maturity not to exceed 3 years from its date of issuance) and all other details of each issue of BANs, including the form and manner of their sale and award, subject to the provisions of the law, the City Charter and this Order;

3. That the Finance Director be and hereby is authorized to provide that any of the Bonds and BANs hereinbefore authorized be made subject to call for redemption, with or without premium, prior to their stated dates of maturity, as provided in 30-A M.R.S.A. §5772(6), as amended;

4. That the Bonds and BANs issued hereunder shall be signed by the Finance Director and by the Mayor, either or both of whose signatures may be by facsimile to the extent permitted by law, attested to by the City Clerk, under the seal of the City, and shall be in such form and contain such terms and provisions not inconsistent herewith as they may approve, their approval to be conclusively evidenced by their execution thereof;

5. That the Finance Director is authorized to negotiate, execute, and deliver, in the name of and on behalf of the City such contracts, agreements, instruments and other documents and certificates as may be necessary or appropriate, as determined and approved by the Finance Director, in connection with the financing of the Projects, including a loan agreement in usual and customary form with the Maine Municipal Bond Bank (the "Bond Bank"), to the extent any of the Bonds or BANs authorized herein are issued pursuant to the State of Maine Clean Water Revolving Loan Fund (CWSRF) program established under 30-A M.R.S.A. §6006-A and administered by the Department of Environmental Protection, which contracts, agreements, loan agreements, instruments and other documents and certificates shall be in such form and contain such terms and conditions, not inconsistent herewith, as may be approved by the Finance Director, such approval to be conclusively evidenced by his execution thereof;

6. That the Finance Director be and hereby is authorized to select the underwriter for the Bonds or BANs heretofore authorized and the Finance Director be and hereby is authorized and empowered to execute and deliver such contracts or agreements as may be necessary or appropriate in connection therewith;

7. That the Finance Director be and hereby is authorized to prepare, or cause to be prepared, a Preliminary Official Statement and an Official Statement for use in the offering and sale of the Bonds or BANs heretofore authorized, such Preliminary Official Statement and Official Statement to be in such form and contain such information as may be approved by the Finance Director, with the advice of the bond counsel for the City, and that the use and distribution of the Preliminary Official Statement and the Official Statement in the name of and on behalf of the City in connection with offering the Bonds or BANs for sale be and hereby is approved;

8. That the Finance Director be and hereby is authorized to select the registrar, paying agent and transfer agent (the "Transfer Agent") for the Bonds or BANs heretofore authorized and to execute and deliver such contracts and agreements as may be necessary or appropriate to secure their services;

9. That the Bonds or BANs heretofore authorized shall be transferable only on the registration books of the City kept by the Transfer Agent, and said principal amount of the bonds of the same maturity (but not of other maturity) in minimum denominations of \$5,000 and any integral multiple in excess thereof upon surrender thereof at the principal office of the transfer agent, with a written instrument of transfer satisfactory to the transfer agent duly executed by the registered owner or his attorney duly authorized in writing. Upon each exchange or transfer of a bond the City and the Transfer Agent shall make a charge sufficient to cover any tax, fee or any other governmental charge required to be payable with respect to such exchange or transfer, and with respect to such exchange or transfer, and subsequent to the first exchange or transfer, the cost of preparing new bonds upon exchanges or transfer thereof to be paid by the person requesting the same;

10. That the Finance Director be and hereby is authorized to undertake all acts necessary to provide for the issuance and transfer of such Bonds or BANs heretofore authorized in book-entry form pursuant to the Depository Trust Company Book-Entry Only System, as an alternative to the provisions of the foregoing paragraph above regarding physical transfer of Bonds or BANs, and the Finance Director be and hereby is authorized and empowered to enter into a Letter of Representation or any other contract, agreement or understanding necessary or, in his opinion, appropriate in order to qualify the Bonds or BANs for and participate in the Depository Trust Company Book-Entry Only System;

11. That the Finance Director and Mayor from time to time shall execute such Bonds or BANs as may be required to provide for exchanges or transfers of Bonds or BANs as heretofore authorized, all such Bonds or BANs to bear the original signature of the Finance Director and Mayor, and in case any officer of the City whose signature appears on any Bond or BAN shall cease to be such officer before the delivery of said Bond or BAN, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery thereof;

12. That if the Bonds or BANs, or any part of them, are issued on a tax-exempt basis, the Finance Director be and hereby is authorized and directed to covenant and certify on behalf of the City that no part of the proceeds of the issue and sale of the Bonds or BANs authorized to be issued hereunder shall be used directly or indirectly to acquire any securities or obligations, the acquisition of which would cause such Bonds or BANs to be "private activity bonds" or "arbitrage bonds" within the meaning of Sections 141 and 148 of the Internal Revenue Code of 1986, as amended;

13. That if the Bonds or BANs, or any part of them, are issued on a tax-exempt basis, the officers or officials executing the Bonds or BANs be and hereby are individually authorized to covenant and agree, on behalf of the City, for the benefit of the holders of such Bonds or BANs, that the City will file any required reports and take any other action that may be necessary to insure that interest on the notes will remain exempt from federal income taxation, and that the City will refrain from any action that would cause interest on the Bonds or BANs to be subject to federal income taxation;

14. That the officers executing the Bonds or BANs be and hereby are individually authorized to covenant, certify and agree, on behalf of the City, for the benefit of the holders of such Bonds or BANs, that the City will file any required reports, make any annual financial or material event disclosure, and take any other action that may be necessary to insure that the disclosure requirements imposed by Rule 15c2-12 of the Securities and Exchange Commission, if applicable, are met;

15. That any or all of the Bonds or BANs issued hereunder may be consolidated with and become a part of any other issue of temporary notes or general obligation bonds authorized to be issued by any previous or subsequent order of the City Council of the City of Portland;

16. That the term "cost" or "costs" as used herein and applied to the Projects, or any portion thereof, includes, but is not limited to (1) the cost to design, acquire, construct, renovate, improve, furnish and equip the Project, or any portion thereof; (2) the cost of land, easements and other real property interests, landscaping and site preparation, including demolition and environmental remediation work on any existing building or structure and on the property where the Project is located, utility extensions and site improvements, and all appurtenances and other fixtures, facilities, buildings and structures either on, above, or under the ground which are used or usable in connection with the Project; (3) the cost of feasibility studies, surveys, environmental studies and assessments,

engineering, plans and specifications, legal and other professional services associated with the Project; (4) issuance costs, including premiums for insurance, capitalized interest and other fees and expenses relating to the financing transaction.

17. That if the actual cost of any Project differs from the estimated cost on the attached Exhibit A, whether due to completion, delay or abandonment of the Project for any other reason, the Finance Director is authorized, in his discretion, to reallocate proceeds of the Bonds to any other listed Project on the attached Exhibit A, or to any other project or improvement that the City Council has approved or may in the future approve as part of the City's annual capital improvement plan;

18. That the Finance Director, Mayor and Clerk and other proper officials of the City be, and hereby are authorized and empowered in its name and on its behalf to do or cause to be done all such acts and things, not inconsistent herewith, as may be necessary or desirable in order to effect the issuance, sale and delivery of the Bonds or BANs hereinabove authorized;

19. That if any of the officers or officials of the City who have signed or sealed the Bonds shall cease to be such officers or officials before the Bonds or BANs so signed and sealed shall have been actually authenticated or delivered by the City, such Bonds or BANs nevertheless may be authenticated, issued, and delivered with the same force and effect as though the person or persons who signed or sealed such Bonds or BANs had not ceased to be such officer or official; and also any such bonds or notes may be signed and sealed on behalf of the City by those persons who, at the actual date of the execution of such Bonds or BANs, shall be the proper officers and officials of the City, although at the nominal date of such Bonds or BANs any such person shall not have been such officer or official;

20. That if the Finance Director, Mayor or Clerk are for any reason unavailable to approve and execute the Bonds or BANs or any other documents necessary or convenient to the issuance, execution and delivery of the Bonds or BANs, the person or persons then acting in any such capacity, whether as an assistant, a deputy, or otherwise, is authorized to act for such official with the same force and effect as if such official had performed such act.

21. That the Bonds or BANs authorized by this Order are in addition to any bonds or notes previously authorized for the same or similar purposes;

22. That to the extent not payable from other funds, an amount sufficient for the payment of the annual payments of principal and interest on the Bonds or any BANs issued hereunder shall be included in the tax levy of each year until the debt represented by said Bonds or BANs is extinguished;

23. That the following resolutions required by Section C(4)(e) of the State of Maine Revolving Loan Fund Rules, Chapter 595, Department of Environmental Protection and Maine Municipal Bond Bank (the "SRF Regulations"), and governing the loan to be made to the City under the State Revolving Loan Fund Program be and hereby are adopted:

- a. That a Project Account shall be created for the Projects which shall be separate from all other accounts of the City. If operating revenues are to be used to retire the debt, a sub-account will be established;

- b. That the Project Account shall be maintained in accordance with standards set forth by the Bond Bank and in accordance with generally accepted government account standards;
- c. That a final accounting shall be made to the Bond Bank of the total cost of each Project upon completion of the Project performance certification as set out in Section G(3) of the SRF Regulations and the City acknowledges that the Bond Bank reserves the right at its sole discretion to be provided with a cost certification of the Project as built;
- d. That an annual audit of the City, prepared by a certified public accountant or licensed public accountant be provided to the Bond Bank for the term of the loan;
- e. That the City shall maintain insurance coverage on the Projects in an amount adequate to protect the Bond Bank's interest for the term of the loan with the Bond Bank named as loss payee;
- f. That the City will comply with any special conditions specified by the Department of Environmental Protection's environmental determination until all financial obligations to the State have been discharged;
- g. That the City certify to the Bond Bank that it has secured all permits, licenses and approvals necessary and that it has a dedicated source of revenue for repayment;
- h. That the City establish a rate, charge or assessment schedule in order to pay principal and interest. Such rate change or schedule shall provide total operations and debt service coverage at a level at which the coverage for the Bond Bank is sufficient;
- i. That the City must demonstrate the ability to pay reasonably anticipated costs of operating and maintaining the financed Project;
- j. That the City abide by the SRF Regulations, as revised and amended and relevant State statutes of the State of Maine; and

24. That during the term any of the Bonds (or bonds issued to refund such Bonds) are outstanding, the Finance Director be and hereby is authorized to issue and deliver refunding bonds to refund some or all of the Bonds then outstanding, and to determine the date, form, interest rate, maturities and all other details of such refunding bonds, including the form and manner of their sale and award. The Finance Director be and hereby is further authorized to provide that any of such refunding bonds hereinbefore authorized be made callable, with or without premium, prior to their stated date(s) of maturity, and each refunding bond issued hereunder shall be signed by the Finance Director and by the Mayor, either or both of whose signatures may be by facsimile to the extent permitted by law, attested to by the City Clerk, under the seal of the City, and shall be in such form and contain such terms and provisions not inconsistent herewith as they may approve, their approval to be conclusively evidenced by their execution thereof.

FY19 CIP - General Fund

	Bonded Amount	Other Funding
Transportation		
<i>PACTS/Match/Other Leveraged Funds</i>		
PACTS RTMS - Traffic Signals	\$ 270,000	\$ -
MPI PACTS Paving - Allen Avenue (Yale-Pennell)	203,400	-
PACTS Washington Avenue Road & Signals	150,000	-
PACTS Collector Paving - Allen Avenue	106,250	-
PACTS USM Roundabout	100,000	-
<i>Traffic Signals / Lights</i>		
Traffic Signals Upgrade Program	480,000	20,000
<i>Streets/Sidewalks</i>		
Woodford's Corner Project - Supplemental Funding	878,241	-
Pavement Preservation Program	750,000	-
CSO Compliance - SRF Ineligibles	600,000	-
MPI DOT Paving - Washgtn Ave(Ocean - Allen)	550,000	-
Street Rehabilitation Program	250,000	-
Arterial Street Ped Crossings	100,000	-
Andrew Square Rehabilitation	100,000	-
Park Ave Protected Bike Lanes	100,000	-
CPR Paving - Park Avenue	83,000	-
CPR Paving - Valley St (entire)	72,400	-
RR Quiet Zone Compliance Program	25,000	-
Franklin Street Design Completion and Construction	-	250,000
Sidewalk Rehabilitation/Accessibility	<u>600,000</u>	100,000
<i>Other</i>		
Neighborhood Byway Network Implementation	100,000	-
Congress Square Redesign	15,000	-
<u>Stroudwater Dam Repairs</u>	<u>60,000</u>	-
<u>Ocean Avenue Landfill Remediation and Pre-Solar Array Work</u>	<u>540,000</u>	-
Transportation Total	\$ 6,133,291	\$ 370,000
Facilities		
<i>Buildings/Garages</i>		
Barron Center - Generator Replacement	\$ 430,000	\$ -
Barron Center - Expansion of walk in cooler and freezer FY19	90,628	-
Fire Station Rehabilitation and Upgrades	100,000	-
Temple St Garage Cond. Appraisal Rrs Concrete & S/W 1	290,000	-
Continued Course Improvements at Riverside Golf Course	50,000	-
Sanitation office/ crew space	200,000	-
<i>Marine</i>		
On going pile/pier work at OG and P.O.T	150,000	-

Replace Ocean Gateway Plaza Sidewalk	100,000	-
Utility Upgrades	500,000	-
<i>School Facilities</i>		
Lincoln School ADA accessibility and secure entry vestibule	712,126	-
King School - Boiler Replacement	500,000	-
School District ADA compliance upgrades	338,198	-
Moore School - Fire Alarm System Replacement - Engineering and Installation	270,000	-
King School - Fire Alarm System Replacement - engineering and installation	270,000	-
DHS - Fire Sprinkler System Installation	255,130	1,000,000
PHS - Roof Replacement - Engineering	130,000	-
School Energy Management Control Upgrades	50,000	-
DHS Kitchen Remodel/Upgrade	50,000	-
Facilities Total	\$ 4,486,082	\$ 1,000,000
Parks, Fields, Trails		
<i>Parks, Fields, Trails</i>		
Memorial Field Artificial Turf Replacement	\$ 672,772	\$ -
Lincoln Park Fence	100,000	-
Dougherty Skate Park Expansion	50,000	-
Parks, Fields, Trails Total	\$ 822,772	\$ -
Equipment and Vehicles		
<i>Equipment</i>		
Barron Center - Replace Patient Call System Phase II	\$ 48,000	\$ -
Barron Center - Domestic Hot Water Heaters	46,400	-
Upgrade Network switches	150,000	-
Observatory Flagpole and Lightning Protection Replacement	45,000	-
109 Middle Street - Replace Boiler #2	40,000	-
Traffic Signal Upgrades with Paving Programs	400,000	100,000
District Phone System	335,000	-
Records Management System	-	600,000
Virtualization, Storage and Redundancy Upgrade	100,000	-
Phone System Upgrade	100,000	-
Police - Patrol Full Body Cameras	-	400,000
<i>Vehicles</i>		
School Bus Replacements	97,000	-
Trash and Recycling Trucks	770,000	-
Police Cruisers (7) Replacement - Police	266,000	-
Grader Replacement - Winter 5096	225,000	-
Loader DPS 5116	210,000	-
TA Dump Truck Replacement - Districting 3096	210,000	-
SA Dump Truck Replacement - Peaks 3114	170,000	-
SA Dump Truck Replacement - Winter 3115	170,000	-
Wheel Loader Replacement - Trades 5006	135,000	-
1 Ton Dump Truck Replacement - Peaks 2508	70,000	-
1 Ton Dump Truck Replacement - Parks 3101	65,000	-
Replace Utility Truck - DPW Traffic 2515	62,000	-

Mower Hill Climber 10' Replacement - Parks 7158	60,000	-	
3/4 Ton Pickup - PRF Ballfields - 2199	40,000	-	
3/4 Ton Pickup - PRF Parks - 2202	40,000	-	
3/4 Ton Pickup Replacement - Parks 2203	40,000	-	
Car 7 & Service Truck 2 Replacement - Fire	40,000	-	
3/4 Ton Pickup - PRF - Rangers - 2037	38,000	-	
Compact Pickup DPW Engineers 2051	25,000	-	
3/4 Ton Utility Van Replacement - Trades 2006	25,000	-	
3/4 Ton Utility Van Replacement - Trades 2045	25,000	-	
Compact Pickup Replacement - PRF Ballfields	15,000	-	
Equipment and Vehicles Total	\$ 4,062,400	\$ 1,100,000	
Sub-Total FY19 CIP (General Fund)	\$ 15,504,545	\$ 2,470,000	
<u>FY19 CIP - Sewer Fund</u>			
Sewer / Stormwater			
Bedford Street Sewer Separation Project	\$ 8,500,000	\$ -	
CMOM - Pump Station Rehabilitation	670,000	-	
CMOM - Inflow and Infiltration Program	790,000	-	
CMOM - Sewer System Renewal	1,100,000	-	
CSO - Close CSO #42	100,000	-	
Warren - Hicks to Hemingway Sewer Separation	400,000	-	
Forest - Avalon to Warren Sewer Separation	250,000	-	
Integrated Planning LTCP and Post Construction Monitoring Program	400,000	-	
Brighton - Dorset to Lomond Sewer Separation	1,000,000	-	
Thames St Stormwater Outfall	150,000	-	
Thames St Sewer / Stormwater Extension	225,000	-	
Pavement Preservation Program - Utility costs	200,000	-	
MPI/CPR Paving Programs - Utility costs	127,050	-	
Street Rehab Program - Utility costs	800,000	-	
PACTS Paving - ineligible Utility costs	30,000	-	
Pump Station at 109 District Road	120,000	-	
Stormwater Retrofits on Riverside Street	185,000	-	
Bell Street Sewer Replacement	350,000	-	
Stormwater Infrastructure Improvements	272,000	-	
Street Sweepers Replacement	270,000	-	
Catch Basin Cleaning Vehicle Replacement - Sewer 3127	145,000	-	
Service Truck - DPW Water Resources	60,000	-	
Sewer / Stormwater Total (Sewer Fund)	\$ 16,144,050	\$ -	
TOTAL CIP (General Fund & Sewer Fund)	\$ 31,648,595	\$ 2,470,000	\$ 34,118,595
Citywide property revaluation	\$ -	\$ 1,055,000	
TOTAL CIP & Revaluation	\$ 31,648,595	\$ 3,525,000	
Reallocated Bond Proceeds		\$ (470,000)	
Total Appropriation	\$ 31,648,595	\$ 3,055,000	\$ 34,703,595