

# City of Philadelphia



(Bill No. 140715)

## AN ORDINANCE

Authorizing and approving the modification of a Service Agreement between the City of Philadelphia and the Philadelphia Authority for Industrial Development relating to the refinancing of certain bonds, approving the issuance by the Philadelphia Authority for Industrial Development of bonds, notes or other evidences of indebtedness in one or more series, or in a combined series with certain other authorized indebtedness, to refinance certain bonds; and authorizing and approving the obligation of the City of Philadelphia to pay in full when due the Service Fee and other amounts payable under the Service Agreement, as modified; authorizing certain City officers to take certain actions required to issue bonds, notes or other evidences of indebtedness; covenanting that the City of Philadelphia will make necessary appropriations in each of the City's fiscal years to provide for the Service Fee and other amounts due under the Service Agreement, as modified; covenanting that the City of Philadelphia will make timely payments of the Service Fee and other amounts due under the Service Agreement, as modified; and authorizing City officials to take necessary or appropriate actions, all under certain terms and conditions.

WHEREAS, The City of Philadelphia (the "City") and the Philadelphia Authority for Industrial Development ("PAID") have determined that PAID will, at the direction, and with the cooperation, of the City, undertake pursuant to the Modified Service Agreement (as defined herein) to provide financial services to the City through the financing of a project consisting of refunding PAID's \$27,275,000 City Service Agreement Revenue Bonds, Series 2014A (Federally Taxable) (the "2014A Bonds"); and

WHEREAS, The Council of the City will consider an Ordinance (Bill No. 140609) authorizing the execution and delivery of a Service Agreement (the "Service Agreement") between the City and PAID in connection with the incurrence of certain indebtedness by PAID, as further described in such Ordinance; and

WHEREAS, The Council of the City has, by this Ordinance, determined that it is in the best interests of the City to: (i) authorize and approve certain modifications to the Service Agreement (the Service Agreement, as so modified, the "Modified Service Agreement"); (ii) approve the issuance by PAID of bonds, notes or other evidences of indebtedness in such amount and for such purposes as described in Section 1 herein in one or more series, or in a combined series with the indebtedness authorized by the Ordinance (Bill No. 140609) referenced above, either as taxable or tax-exempt obligations; and (iii) authorize and approve the performance by the City of its obligation to pay in full when due the

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Service Fee (as defined in the Modified Service Agreement) and other amounts payable under the Modified Service Agreement; and

WHEREAS, The City is authorized to modify the Service Agreement and to enter into the Modified Service Agreement to enable the refinancing of the 2014A Bonds; now, therefore

## *THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:*

SECTION 1. The Council of the City (the “Council”) hereby: (i) authorizes and approves the modifications to the Service Agreement (whether at the time of initial execution or by subsequent amendment) as further described herein; (ii) approves the issuance from time to time by PAID of bonds, notes or other evidences of indebtedness (the “Obligations”) in an aggregate principal amount not to exceed Twenty Seven Million Two Hundred and Seventy Five Thousand Dollars (\$27,275,000), net of original issue discount, plus amounts necessary for costs of issuance, amounts necessary to effect any refunding of Obligations and of the 2014A Bonds, interest on the Obligations and costs of credit or liquidity enhancement, at any one time outstanding, in one or more series, either as taxable or tax-exempt obligations, to finance interest on the Obligations, costs of credit or liquidity enhancement, amounts necessary to effect any refunding of Obligations and of the 2014A Bonds, and the costs of issuing the Obligations; and (iii) authorizes and approves the performance by the City of its obligation to pay in full when due the Service Fee payable under the Modified Service Agreement (the “Service Fee”) and other amounts payable under the Modified Service Agreement.

SECTION 2. The Director of Finance is hereby authorized to execute and deliver, on behalf of the City, the Modified Service Agreement. The modifications to the Service Agreement hereby approved shall be those required in connection with the issuance of Obligations to refinance the 2014A Bonds, as the City Solicitor shall advise and the Director of Finance shall approve, consistent with the terms of this Ordinance. No modification of the Modified Service Agreement which permits the aggregate principal amount (at any one time outstanding) described in Section 1 hereof to be exceeded shall be executed unless first approved by ordinance of the Council.

SECTION 3. The issuance of Obligations to refund outstanding Obligations (whether at maturity, through redemption or otherwise) is hereby authorized, and the Director of Finance is hereby authorized to execute and deliver, on behalf of the City, any required amendment or supplement to the Modified Service Agreement in such form as the City Solicitor shall advise and the Director of Finance shall approve, consistent with the terms of this Ordinance; provided that no amendment or supplement to the Modified Service Agreement shall permit the issuance of Obligations which cause the aggregate principal amount (at any one time outstanding) described in Section 1 hereof to be exceeded unless first approved by ordinance of the Council.

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SECTION 4. The Modified Service Agreement authorized by this Ordinance shall be executed in conjunction with the issuance by PAID of its Obligations for the purpose of refinancing the 2014A Bonds, in an aggregate principal amount (at any one time outstanding) that does not exceed that set forth in Section 1 hereof to be applied for the purposes described in Section 1 hereof. The Obligations shall not be executed or delivered until the Director of Finance has approved the terms thereof.

SECTION 5. The City covenants to budget and make appropriations beginning in Fiscal Year 2015 and in each and every fiscal year thereafter in such amounts as shall be required in order to make timely all Service Fee payments due and payable and to pay timely all other amounts due and payable under the Modified Service Agreement.

SECTION 6. As long as the Obligations issued by PAID are outstanding, the City covenants unconditionally to make all Service Fee payments and all other amounts due as provided for under the Modified Service Agreement directly to any trustee and/or other entity (the "Trustee") to which the Service Fee may be assigned as security for payment of the Obligations, any other payments due to a lender or holder with respect to any Obligations, and the obligations of PAID under any credit facility and/or liquidity facility securing the Obligations, only out of current revenues of the City, which payments shall not be suspended, abated, reduced, abrogated, waived, diminished or otherwise modified in any manner or to any extent whatsoever and regardless of any rights of set-off, recoupment or counterclaim that the City may have against PAID or the Trustee or any holder of Obligations or any other party or parties and regardless of any contingency, act of God, event or cause whatsoever and notwithstanding any circumstances or occurrence that may arise after the date thereof.

SECTION 7. The City agrees to be bound by each and every provision, covenant and agreement set forth in the Modified Service Agreement.

SECTION 8. The Director of Finance and all other proper officials of the City are hereby authorized, jointly and severally, on behalf of the City, to execute all documents (including without limitation one or more continuing disclosure agreements and a letter of representations) as may be necessary in order to accomplish the intent and purpose of this Ordinance and to take all actions as may be required by the Constitution and the laws of the Commonwealth of Pennsylvania in order to effectuate the financing approved hereby and the issuance of the Obligations.

SECTION 9. This Ordinance shall take effect only upon the effectiveness of the Ordinance (Bill No. 140609) referenced above.

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CERTIFICATION: This is a true and correct copy of the original Bill, Passed by the City Council on October 9, 2014. The Bill was Signed by the Mayor on October 14, 2014.



Michael A. Decker  
Chief Clerk of the City Council