



Legislation Details (With Text)

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**On agenda:**      **Final action:** 4/12/2018

**Title:** Constituting the Twenty-First Supplemental Ordinance to the Restated General Water and Wastewater Revenue Bond Ordinance of 1989, as amended and supplemented (the "General Ordinance"), providing for certain amendments to the General Ordinance under certain terms and conditions.

**Sponsors:** Council President Clarke, Councilmember Blackwell

**Indexes:** BONDS

**Code sections:**

**Attachments:** 1. CertifiedCopy171110-A02.pdf

Date	Ver.	Action By	Action	Result	Tally
4/24/2018	2	MAYOR	SIGNED		
4/12/2018	2	CITY COUNCIL	READ AND PASSED	Pass	16:0
4/5/2018	2	CITY COUNCIL	AMENDED		
4/5/2018	2	CITY COUNCIL	ORDERED PLACED ON FINAL PASSAGE CALENDAR FOR NEXT MEETING.		
4/5/2018	1	CITY COUNCIL	READ		
3/22/2018	1	CITY COUNCIL	ORDERED PLACED ON THIS DAY'S FIRST READING CALENDAR		
3/22/2018	1	CITY COUNCIL	SUSPEND THE RULES OF THE COUNCIL	Pass	
3/22/2018	1	CITY COUNCIL	READ AND ORDERED PLACED ON NEXT WEEK'S SECOND READING CALENDAR		
3/19/2018	0	Committee on Finance	HEARING NOTICES SENT		
3/19/2018	0	Committee on Finance	HEARING HELD		
3/19/2018	0	Committee on Finance	AMENDED		
3/19/2018	1	Committee on Finance	REPORTED FAVORABLY, RULE SUSPENSION REQUESTED		
12/14/2017	0	CITY COUNCIL	Introduced and Referred	Pass	

Constituting the Twenty-First Supplemental Ordinance to the Restated General Water and Wastewater Revenue Bond Ordinance of 1989, as amended and supplemented (the "General Ordinance"), providing for certain amendments to the General Ordinance under certain terms and conditions.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. *Amendment of Section 2.01 of the General Ordinance.* Section 2.01 of the Restated General Water and Wastewater Revenue Bond Ordinance of 1989, as amended and supplemented (the "General Ordinance"), entitled *Definitions* is

hereby amended, as follows.

- (a) The defined term “Balloon Bonds” is added after “Act” as set forth below.

“Balloon Bonds” means any Series of Bonds, or any portion of a Series of Bonds, designated by a Determination as Balloon Bonds, (a) 25% or more of the principal payments (including mandatory sinking fund payments) of which are due in a single year, or (b) 25% or more of the principal of which may, at the option of the holder or holders thereof, be redeemed at one time; provided, however that a Variable Rate Bond that is able to be redeemed at the option of the Holder shall not constitute a Balloon Bond.

- (b) The definition of “Credit Facility” is restated in its entirety as set forth below.

“Credit Facility” means any letter of credit, standby bond purchase agreement, line of credit, surety bond, insurance policy or other insurance commitment or similar agreement (other than a Qualified Swap or an Exchange Agreement) that is provided by a commercial bank, insurance company or other institution.

- (c) The defined term “Debt Reserve Facility” is added after “Debt Reserve Account” as set forth below.

“Debt Reserve Facility” has the meaning set forth in Section 4.09(e) hereof.

- (d) The definition of “Debt Reserve Requirement” is restated in its entirety as set forth below.

“Debt Reserve Requirement” means (i) with respect to all Bonds outstanding (regardless whether interest thereon may be excluded from the gross income of the holder thereof for federal income tax purposes) (a) whose Debt Service Requirements are payable from the Sinking Fund (i.e., excluding Subordinated Bonds) and (b) that are of a Series for which the City has not created a Series Debt Reserve Subaccount, an amount equal to the greatest amount of Debt Service Requirements on such Bonds payable in any one Fiscal Year (except that such Debt Service Requirements will be computed as if any Qualified Swap did not exist and the Debt Service Requirements attributable to any Variable Rate Bonds may be based upon the fixed rate of interest as set forth in the Supplemental Ordinance or Determination for such Bonds) determined as of any particular date, and (ii) with respect to the amount to be deposited in the Debt Reserve Account, pursuant to the first paragraph of Section 4.09 hereof, in connection with the issuance of such a Series of Bonds, the lesser of (x) the amount necessary to comply clause (i) and (y) the maximum amount permitted to be financed with proceeds of Bonds permitted by Section 148(d) (1) the Code (or any successor provision).

- (e) The definition of “Debt Service Requirements” is restated in its entirety as set forth below.

“Debt Service Requirements,” with reference to a specified period, means:

A. amounts required to be paid into any mandatory sinking fund established for the benefit of Bonds during the period;

B. amounts needed to pay the principal or redemption price of Bonds maturing during the period and not to be redeemed at or prior to maturity through any sinking fund established for the Bonds;

C. interest payable on Bonds during the period, with adjustments for capitalized interest or redemption through any sinking fund established for the benefit of Bonds; and

D. all net amounts, if any, due and payable by the City under a Qualified Swap during such period.

For purposes of estimating Debt Service Requirements for any future period, (i) any

Option Bond outstanding during such period shall be assumed to mature on the stated maturity date thereof, except that the principal amount of any Option Bond tendered for payment and cancellation before its stated maturity date shall be deemed to accrue on the date required for payment pursuant such tender; and (ii) Debt Service Requirements on Bonds for which the City has entered into a Qualified Swap shall be calculated assuming that the interest rate on such Bonds shall equal the stated fixed or variable rate on the Qualified Swap or, if applicable and if greater such stated rate, the applicable rate for any Bonds issued in connection with the Qualified Swap adjusted, the case of a variable rate obligation, as provided in Section 5.01 hereof. Calculation of Debt Service Requirements with respect to Variable Rate Bonds and Balloon Bonds shall be subject to adjustment as permitted by Section 5.01(c) hereof.

(f) The defined term “Kroll” is added after “Interim Debt” as set forth below.

“Kroll” means Kroll Bond Rating Agency, Inc. and any successor thereto.

(g) The definition of “Rating Agency” is restated in its entirety as set forth below.

“Rating Agency” means any rating service that has issued a credit rating on the Bonds which is in effect at the time in question or, upon discontinuance of any of such rating services, such other nationally recognized rating service or services if any such rating service has issued a credit rating on the Bonds at the request of the City and such credit rating is in effect at the time in question.”

(h) The defined term “Series Debt Reserve Requirement” is added after “Series” as set forth below.

“Series Debt Reserve Requirement” means, for any Series of Bonds, the amount, if any, required pursuant to a Supplemental Ordinance or Determination to be reserved and (if such amount is greater than zero dollars (\$0)) deposited or maintained in the Series Debt Reserve Subaccount established for such Series of Bonds; provided that such amount may equal zero dollars (\$0); and provided further that such amount may not exceed the lesser of (i) the greatest amount of Debt Service Requirements payable on such Series of Bonds in any one Fiscal Year and (ii) the maximum amount permitted to be financed with proceeds of such Series of Bonds permitted by Section 148(d)(1) the Code (or any successor provision).

(i) The defined term “Series Debt Reserve Subaccount” is added after “Series Debt Reserve Requirement” as set forth below.

“Series Debt Reserve Subaccount” means any subaccount of the Debt Reserve Account created, pursuant to a Supplemental Ordinance or Determination for a particular Series of Bonds, which Series of Bonds will not otherwise be secured by the Debt Reserve Account and for which a Series Debt Reserve Requirement applies.

(j) The definition of “Substitute Credit Facility” is restated in its entirety as set forth below.

“Substitute Credit Facility” means any letter of credit, standby bond purchase agreement, line of credit, surety bond, insurance policy or other insurance commitment or similar agreement (other than a Qualified Swap or an Exchange Agreement) that replaces a Credit Facility and is provided by a commercial bank, insurance company or other financial institution.”

SECTION 2. *Amendment of Section 4.09 of General Ordinance.* Section 4.09 of the General Ordinance is restated in its entirety as set forth below.

Section 4.09. *Debt Reserve Account.*

(a) Unless otherwise provided in the applicable Supplemental Ordinance in compliance with this Section 4.09, the City shall, under direction of the Director of Finance, deposit in the Debt Reserve Account from the proceeds of sale of each Series of Bonds issued hereunder, an amount which, when added to the existing balance in the Debt Reserve Account, will be equal to the Debt Reserve Requirement immediately after the issuance of such Series of

Bonds. The money and investments in the Debt Reserve Account shall be held and maintained in an amount equal at all times to the Debt Reserve Requirement; provided that if the Supplemental Ordinance authorizing a Series of Bonds shall authorize the accumulation from Project Revenues of a reserve of such amount in respect of such Bonds over a period of not more than three (3) Fiscal Years after the issuance and delivery of such Bonds, then the full payment of the annual deposits required under such Supplemental Ordinance will meet the Debt Reserve Requirements of this Ordinance in respect of such Bonds.

(b) Notwithstanding any provision of subsection (a) of this Section 4.09 to the contrary, a Supplemental Ordinance may provide for the establishment of a Series Debt Reserve Requirement for each Series of Bonds issued pursuant to such Supplemental Ordinance, and a separate Series Debt Reserve Subaccount (if such Series Debt Reserve Requirement is greater than zero dollars (\$0)) within the Debt Reserve Account in respect of such Series of Bonds. The City shall not designate a Series Debt Reserve Requirement for a Series of Bonds unless (i) such Series of Bonds will be refunding Bonds issued pursuant to Section 5.04(g) hereof, or (ii) the City first obtains written confirmation from any one Rating Agency then rating the Bonds that such action, in and of itself, will not result in a downgrade, suspension or withdrawal of the credit rating on any Bonds Outstanding hereunder. The City shall deposit in the Series Debt Reserve Subaccount created pursuant to any Supplemental Ordinance, the Series Debt Reserve Requirement for such Series of Bonds. The money and investments in each Series Debt Reserve Subaccount shall be held and maintained in an amount equal at all times to the Series Debt Reserve Requirement for such Series secured thereby, as provided in the Supplemental Ordinance authorizing such Series of Bonds. All amounts in each Series Debt Reserve Subaccount shall be available solely to secure and pay the Debt Service Requirements of the Bonds for which such subaccount was created pursuant to such Supplemental Ordinance; and the Holders of such Bonds shall otherwise have no interests in or rights to amounts in the Debt Reserve Account.

(c) If at any time and for any reason, the moneys in the Debt Service Account of the Sinking Fund shall be insufficient to pay, as and when due, the principal of (and premium, if any) or interest on any Bond or Bonds or other obligations payable from the Debt Service Account then due (including under Swap Agreements and Credit Facilities), the Fiscal Agent is hereby authorized and directed to withdraw from the Debt Reserve Account or, as applicable, any Series Debt Reserve Subaccount, and pay over the amount of such deficiency for deposit in the Debt Service Account to pay such obligations. If by reason of such withdrawal or for any other reason there shall be a deficiency in the Debt Reserve Account or a Series Debt Reserve Subaccount, the City hereby covenants to restore such deficiency promptly from Net Revenues; provided that in the event that there simultaneously shall be deficiencies in the Debt Reserve Account and one or more Series Debt Reserve Subaccounts, the City hereby covenants to restore such deficiencies from Net Revenues on a pari passu basis, based on the Debt Reserve Requirement and the Series Debt Reserve Requirement(s) outstanding; and provided further, that notwithstanding the preceding proviso, the Supplemental Ordinance or Determination pursuant to which a Series Debt Reserve Requirement is established may provide for the restoration of such a deficiency in the related Series Debt Reserve Subaccount from Net Revenues on a less than pari passu basis for the related Series of Bonds.

(d) (i) Subject to the provisions of Section 4.09(d)(ii) and Section 4.09(e), any moneys in the Debt Reserve Account or any Series Debt Reserve Subaccount in excess of, respectively, the Debt Reserve Requirement or the Series Debt Reserve Requirement, shall be transferred and applied, at the written direction of the City, to any of the following purposes:

(A) to the Debt Service Account, to pay the Debt Service Requirements on Bonds secured by such account or subaccount, including without limitation redemption price in connection with the optional redemption of any such Bonds; or

(B) to an escrow fund or account established to facilitate the payment of Bonds pursuant to Section 11.01 hereof, to pay the Debt Service Requirements on Bonds secured by such account or subaccount, including without limitation redemption price in connection with the optional redemption of any such

Bonds; or

(C) if such moneys do not constitute tax-exempt bond proceeds, to the Residual Fund for the purposes thereof.

(ii) In connection with the issuance of refunding Bonds pursuant to Section 5.04 (g) hereof, the City may transfer amounts from the Debt Reserve Account or a Series Debt Reserve Subaccount held by the Fiscal Agent in respect of the Bonds being refunded to the Debt Reserve Account or a Series Debt Reserve Subaccount to satisfy any debt reserve requirements in respect of such refunding Bonds.

(e) Notwithstanding the foregoing provisions, in lieu of the required deposits into the Debt Reserve Account or any Series Debt Reserve Subaccount thereof, the City may cause to be deposited therein a surety bond or an insurance policy payable to the Fiscal Agent for the account of the Bondholders and any Qualified Swap or an irrevocable letter of credit to be benefitted thereby in an amount equal to the difference between the Debt Reserve Requirement or the Series Debt Reserve Requirement and the remaining sums, if any, then on deposit in the Debt Reserve Account or Series Debt Reserve Subaccount. The surety bond, insurance policy or letter of credit (hereinafter referred to, collectively, as the "Debt Reserve Facility") shall be payable (upon the giving of notice as required thereunder) on any interest payment date on which moneys will be required to be withdrawn from the Debt Reserve Account or Series Debt Reserve Subaccount and applied to the payment of Debt Service Requirements of the Bonds secured thereby if such withdrawal cannot be met by amounts on deposit in the Debt Reserve Account or Series Debt Reserve Subaccount, or provided from any other Fund under this Ordinance.

If a disbursement is made pursuant to a surety bond, an insurance policy or a letter of credit provided pursuant to this subsection, the City shall be obligated either (i) to reinstate the maximum limits of the surety bond insurance policy or letter of credit or (ii) to deposit into the Debt Reserve Account or applicable Series Debt Reserve Subaccount, funds in the amount of the disbursement made under such surety bond insurance policy or letter of credit, or combination of such alternatives, as shall provide that the amount in the Debt Reserve Account or applicable Series Debt Reserve Subaccount equals the Debt Reserve Requirement or the Series Debt Reserve Requirement within a time period not longer than would be required to restore the Debt Reserve Account or the Series Debt Reserve Requirement by operation of this Section 4.09 and from the same source of funds as provided herein.

The insurer providing a surety bond or insurance policy pursuant to this subsection (e) shall be an insurer whose municipal bond insurance policies insuring the payment, when due, of the principal of and interest on municipal bond issues results in such issues being rated in not lower than the "A" category (without regard to gradations) by any one Rating Agency. The letter of credit issuer providing a letter of credit pursuant to this subsection (e) shall be a bank or trust company that is rated not lower than the "A" category (without regard to gradations) by any one Rating Agency; and the letter of credit itself shall be rated in at least "A" category of such Rating Agency. Upon the occurrence of any reduction or suspension of any credit rating with respect to such bond insurance policy or letter of credit or the provider thereof) required by this Section 4.09, the City shall so notify the provider of the surety, bond insurance policy or letter of credit and prior to the effective date of any cancellation of such surety, bond insurance policy or letter of credit, shall either provide a substitute surety bond, insurance policy or letter of credit rating requirements of this Section 4.09 or shall deposit cash in the Debt Reserve Account or applicable Series Debt Reserve Subaccount so that the amount in such account or subaccount shall equal the Debt Reserve Requirement or Series Debt Reserve Requirement, respectively.

In the event that after the City has deposited cash as required in connection with a Debt Reserve Facility rating reduction or suspension, but prior to any cancellation thereof, such Debt Reserve Facility meets the rating criteria set forth in this subsection for deposit, no excess of the Debt Reserve Requirement shall result for purposes of Section 4.09(d) hereof.

SECTION 3. *Amendment of Section 5.01 of General Ordinance.* Section 5.01 of the General Ordinance is restated in its entirety as set forth below.

Section 5.01. *Rate Covenant.*

(a) The City covenants with the Bondholders that it will, at a minimum, impose, charge and collect in each Fiscal Year such water and wastewater rents, rates, fees and charges as shall yield Net Revenues which shall be equal to at least:

(i) 1.20 times the Debt Service Requirements for such Fiscal Year (excluding Debt Service Requirements in respect of Subordinated Bonds); and

(ii) 0.90 times Debt Service Requirements for such Fiscal Year (excluding Debt Service Requirements in respect of Subordinated Bonds); provided that, for purposes of this clause (ii), Net Revenues shall be calculated to exclude therefrom any amounts transferred from the Rate Stabilization Fund to the Revenue Fund in, or as of the end of, such Fiscal Year; and

(iii) 1.00 times (A) the Debt Service Requirements for such Fiscal Year (including Debt Service Requirements in respect of Subordinated Bonds); (B) amounts required to be deposited into the Debt Reserve Account during such Fiscal Year; (C) the principal or redemption price of and interest on General Obligation Bonds payable during such Fiscal Year; (D) debt service requirements on Interim Debt payable during such Fiscal Year; and (E) the Capital Account Deposit Amount for such Fiscal Year (less any amounts transferred from the Residual Fund to the Capital Account during such Fiscal Year).

(b) In estimating Debt Service Requirements on any Interim Debt for the purposes of projecting compliance with this Section, the City shall be entitled to assume that (i) such Interim Debt will be amortized over a period of up to the maximum term permitted by the Act, provided, however, such period shall not be in excess of the useful life of the assets to be financed, on an approximately level debt service basis and bear interest at the average interest rate on bonds of a similar maturity and credit rating (without any credit enhancement) as the Bonds outstanding under this Ordinance. Promptly upon any material change in the circumstances which were contemplated at the time such rents, rates, fees and charges were most recently reviewed, but not less frequently than once in each Fiscal Year, the City shall review the rents, rates, fees and charges as necessary to enable the City to comply with the foregoing requirements; provided that such rents, rates, fees and charges shall in any event produce moneys sufficient to enable the City to comply with its covenants in this Ordinance.

(c) In estimating Debt Service Requirements on any Variable Rate Bonds for purposes of projecting compliance with this Section or funding the Reserve Account, the City shall be entitled to assume that such Variable Rate Bonds will bear interest at a rate equal to (i) the average interest rate on the Variable Rate Bonds during the period of twenty-four (24) consecutive calendar months preceding the date of calculation or (ii) if the Variable Rate Bonds were not Outstanding during the entire twenty-four (24) month period, the average interest rate on the Variable Rate Bonds since their date of issue or (iii) such other rate as may be specified in a Supplemental Ordinance or Determination.

(d) The City represents that it has, by its Code of General Ordinances, as amended, authorized the imposition of rents, rates, fees and charges by the Water Department sufficient from time to time to comply with the Rate Covenant and covenants with the Holders of Bonds that it will not repeal or materially adversely dilute or impair such authorization.

SECTION 4. *Amendment of Section 5.01(c) of General Ordinance.* Section 5.01 of the General Ordinance is further amended by restating subsection (c) thereof in its entirety as set forth below.

(c)(i) In the event that any Bonds Outstanding are, or any proposed Series of Bonds are to be, Balloon Bonds, then Debt Service Requirements on such Balloon Bonds shall be calculated for purposes of projecting compliance with this Section and Section 5.04, or for purposes of determining the Debt Reserve Requirement or Series Debt Reserve Requirement (as applicable) for a particular Series of Balloon Bonds, whether for any period prior to or after the date of calculation, as follows.

(A) If such Balloon Bonds are not Capital Appreciation Bonds, then, for purposes of determining Debt Service Requirements, each maturity that constitutes Balloon Bonds shall, unless otherwise provided in a Supplemental Ordinance under which such Balloon Bonds are issued, be treated as if it were to be amortized over a period of no more than 30 years and with substantially level annual debt service funding payments commencing not later than the year following the year in which such Balloon Bonds were issued, and extending not later than the stated or deemed, as the case may be, final maturity of such Balloon Bonds, but in no event later than 30 years from the date such Balloon Bonds were originally issued; and the interest rate used for such computation shall be that rate quoted in The Bond Buyer 25 Revenue Bond Index, or its successor or replacement index, for the last week of the month preceding the date of calculation as published by *The Bond Buyer*, or if that index is no longer published, another similar index designated in a Determination, or if a Determination fails to select a replacement index, that rate determined by a banking institution or an investment banking institution as the interest rate or rates at which the City could reasonably expect to borrow by incurring indebtedness with the same term as assumed above, with no credit enhancement and taking into consideration whether such Bonds bear interest which is or is not excluded from gross income for federal income tax purposes; with respect to any Bonds only a portion of which constitutes Balloon Bonds, the remaining portion shall be treated as described in such other provision of the definition of Debt Service Requirements as shall be applicable and, with respect to any Bonds or that portion of a series thereof which constitutes Balloon Bonds, all Debt Service Requirements becoming due prior to the year of the stated maturity of the Balloon Bonds shall be treated as described in such other provision of Debt Service Requirements as shall be applicable; and

(B) If such Balloon Bonds are Capital Appreciation Bonds, by assuming that the Accreted Value of such Bonds for purposes of determining Debt Service Requirements, each maturity that constitutes Balloon Bonds shall, unless otherwise provided in a Supplemental Ordinance under which such Balloon Bonds are issued, be treated as if it were to be amortized over a period of no more than 30 years and with substantially level annual debt service funding payments commencing not later than the year following the year in which such Balloon Bonds were issued, and extending not later than the stated or deemed, as the case may be, final maturity of such Balloon Bonds, but in no event later than |10|3|0 years from the date such Balloon Bonds were originally issued; and the interest rate used for such computation shall be that rate quoted in The Bond Buyer 25 Revenue Bond Index, or its successor or replacement index, for the last week of the month preceding the date of calculation as published by *The Bond Buyer*, or if that index is no longer published, another similar index designated in a Determination, or if a Determination fails to select a replacement index, that rate determined by a banking institution or an investment banking institution as the interest rate or rates at which the City could reasonably expect to borrow by incurring indebtedness with the same term as assumed above, with no credit enhancement and taking into consideration whether such Bonds bear interest which is or is not excluded from gross income for federal income tax purposes; with respect to any Bonds only a portion of which constitutes Balloon Bonds, the remaining portion shall be treated as described in such other provision of the definition of Debt Service Requirements as shall be applicable and, with respect to any Bonds or that portion of a series thereof which constitutes Balloon Bonds, all Debt Service Requirements becoming due prior to the year of the stated maturity of the Balloon Bonds shall be treated as described in such other provision of Debt Service Requirements as shall be applicable.

(ii) In estimating Debt Service Requirements on any Variable Rate Bonds for purposes of projecting compliance with this Section or funding the Reserve Account, the City shall be entitled to assume that such Variable Rate Bonds will bear interest at a rate equal to (A) the average interest rate on the Variable Rate Bonds during the period of twenty-four (24) consecutive calendar months preceding the date of calculation or (B) if the Variable Rate Bonds were not Outstanding during the entire twenty-four (24) month period, the average interest rate on the Variable Rate Bonds since their date of issue or (C) such other rate as may be specified in a Supplemental Ordinance or Determination.

SECTION 5. *Amendment of Section 10.01 of General Ordinance.* Section 10.01 of the General Ordinance is restated in

its entirety as set forth below.

Section 10.01. *Amendments and Modifications.* In addition to the enactment of Supplemental Ordinances supplementing or amending this Ordinance in connection with the issuance of successive Series of Bonds, this Ordinance and any Supplemental Ordinance may be further supplemented, modified or amended: (a) to cure any ambiguity, formal defect or omission herein or therein or to make such provisions in regard to matters or questions arising hereunder or thereunder which shall not be inconsistent with the provisions hereof or thereof and which shall not adversely affect the interests of Bondholders; (b) to grant to or confer upon Bondholders, or a trustee, if any, for the benefit of Bondholders any additional rights, remedies, powers, authority, or security that may be lawfully granted or conferred; (c) to incorporate modifications requested by any Rating Agency or Credit Facility provider to obtain or maintain a credit rating on any Series of Bonds; (d) to comply with any mandatory provision of state or federal law or with any permissive provision of such law or regulation which does not substantially impair the security or right to payment of the Bonds; provided however that no amendment or modification discussed in parts (a)-(d) of this Section 10.01 shall be made with respect to any Outstanding Bonds to alter the amount, rate or time of payment, respectively, of the principal thereof or the interest thereon or to alter the redemption provisions thereof without the written consent of the Holders of all affected Outstanding Bonds; and (e) except as aforesaid, in such other respect as may be authorized in writing by the Holders of a majority in principal amount or Original Value in the case of Capital Appreciation Bonds of the Bonds Outstanding and affected. In the case of a Credit Facility, Standby Agreement or Qualified Swap, if and to the extent provided in the Supplemental Ordinance and Determination of Bonds related thereto, the provider thereof may be the representative of the Bondholders of such Series or portion of such Series for purposes of Bondholder consent, approval or authorization. The written authorization of Bondholders of any supplement to or modification or amendment of this Ordinance or any Supplemental Ordinance need not approve the particular form of any proposed supplement, modification or amendment but only the substance thereof. Bonds, the payment for which has been provided for in accordance with Section 6.04 hereof, shall be deemed to be not Outstanding.

SECTION 6. *Other Elections Under the General Ordinance.* The Bond Committee is authorized on behalf of the City, without any further action by City Council, to make any and all additional elections under the General Ordinance as it shall determine to be in the best interest of the City as and when it shall deem such elections to be appropriate.

SECTION 7. *Effect of Ordinance.* This Ordinance is amendatory and supplementary to the General Ordinance and all sections of the General Ordinance and the Act not inconsistent herewith shall remain effective. All definitions of terms contained in the General Ordinance shall apply to such terms in this Ordinance, except to the extent they are amended by this Ordinance. No further action of City Council is necessary for this Ordinance to become effective. Sections 1(c), 1(d) and 1(f), Section 3 and Section 7 shall become effective immediately. Notwithstanding Section 8, the amendments set forth in Sections 1 through 5 (except Sections 1(c), 1(d) and 1(f) and Section 3) shall become effective upon the consent of the Holders of at least sixty-seven percent (67%) of the Outstanding Bonds (the "67% Effective Date"). The City, through the Director of Finance, shall publish notice of the 67% Effective Date to all Holders upon the occurrence of the consent of at least sixty-seven percent (67%) of the Outstanding Bonds. Publication through the Electronic Municipal Market Access System (EMMA) or such other nationally recognized municipal securities information repository shall constitute an acceptable mode of publication.

SECTION 8. *Effective Date.* Subject to the provisions of Section 7, this Ordinance shall take effect immediately.