

RESOLUTION NO. 14-10

A RESOLUTION OF THE CITY OF SCAPPOOSE, OREGON AUTHORIZING THE REFINANCING OF THE CITY'S 2009 AND 2010 FINANCING AGREEMENTS AND NOTES.

WHEREAS, on September 30, 2009 the City executed a Note to U.S. Bank National Association in the loan amount of \$396,770.68 (the "Series 2009 Note") to refinance the Connelly Property Purchase (a.k.a. Scappoose Veterans Park);

WHEREAS, on August 24, 2010 the City executed a Note to U.S. Bank National Association in the loan amount of \$544,310.00 (the "Series 2010 Note") to finance the acquisition of certain property and improvements in Scappoose, Oregon (the "Property") described as A51500 Columbia River Hwy, Scappoose, Oregon 97056 (a.k.a. Pool Land Loan) recorded in Columbia County, Oregon, Ticor Title Insurance Company Escrow No. 73809001828-TTCOL07;

WHEREAS, Oregon Revised Statutes Section 287A.360 authorizes Oregon cities to refund outstanding borrowings and related Note (the "Financing Agreement"); and

WHEREAS, it is now desirable to authorize the refunding of the Series 2009 Note and the Series 2010 Note (the "Project");

NOW, THEREFORE, the City of Scappoose resolves as follows:

Section 1. Borrowing authorized. The City hereby authorizes the issuance of a full faith and credit financing agreement (the "Financing Agreement") to refund the Project and finance any costs of issuance. The Financing Agreement shall be sold and issued as provided in this Resolution and pursuant to ORS Chapter 287A and ORS 271.390. The Financing Agreement may be issued in an amount that does not exceed \$764,897.00 and matures in not more than eight years. Pursuant to ORS 271.390, the City finds that the Project is needed for a public purpose and that the estimated weighted average life of the Financing Agreement does not exceed the estimated dollar weighted average life of the Project.

Section 2. Delegation. The Mayor, Interim City Manager, City Manager or a person designated by the Mayor, Interim City Manager or City Manager to act on behalf of the City under this resolution (each of whom is referred to herein as a "City Official") is hereby authorized, on behalf of the City and without further action by the City Council, to:

- (1) Determine the final principal amount, interest rates, payment dates, prepayment rights and all other terms of the financing;
- (2) Execute, negotiate and deliver a financing agreement and a note to evidence amounts due under the Financing Agreement;
- (3) Negotiate the terms of the sale of the Financing Agreement with U.S. Bank National Association (the "Lender") and enter into the Financing Agreement to U.S. Bank National Association;

- (4) Enter into additional covenants for the benefit of the Lender that the City Official determines are desirable to obtain more favorable terms for the Financing Agreement;
- (5) Covenant for the benefit of the Lender to comply with all provisions of the Internal Revenue Code of 1986, as amended (the "Code") that are required for the interest paid under the Financing Agreement to be excluded from gross income for federal income tax purposes;
- (6) Designate the borrowing as a "qualified tax-exempt obligation" pursuant to Section 265(b)(3) of the Code, if applicable;
- (7) Engage the services of Hawkins Delafield & Wood LLP as Bond Counsel and any other professionals whose services are desirable for the financing;
- (8) Execute and deliver any other certificates or documents and take any other actions that the City Official determines are desirable to carry out this resolution.

Section 3. Security. The Financing Agreement shall constitute an unconditional obligation of the City that is payable from all legally available funds of the City. The City Official may pledge the City's full faith and credit and taxing power within the limitations of Sections 11 and 11b of Article XI of the Oregon Constitution, and any and all of the City's legally available funds, to make the payments due under the Financing Agreement.

Section 4. Effective Date. This resolution is effective immediately upon adoption.

ADOPTED by the City Council of the City of Scappoose, Columbia County, Oregon this 2nd day of June, 2014.

**CITY OF SCAPPOOSE
COLUMBIA COUNTY, OREGON**

By: Scott Burge
Scott Burge, Mayor

ATTEST:

By: Susan M. Reeves
Susan M. Reeves, MMC, City Recorder