

NON-CODE ORDINANCE

Sponsored by: Borough Manager  
Introduced: 02/07/17  
Public Hearing: 02/21/17  
Adopted: 02/21/17

**MATANUSKA-SUSITNA BOROUGH  
ORDINANCE SERIAL NO. 17-018**

AN ORDINANCE AUTHORIZING THE MATANUSKA-SUSITNA BOROUGH TO ISSUE AREAWIDE GENERAL OBLIGATION BONDS, IN ONE OR MORE SERIES, TO FINANCE THE CONSTRUCTION, ACQUISITION, IMPROVEMENT, AND EQUIPPING OF PARKS AND RECREATIONAL CAPITAL FACILITIES AND RELATED CAPITAL IMPROVEMENTS IN THE MATANUSKA-SUSITNA BOROUGH; FIXING CERTAIN DETAILS OF SUCH BONDS; AND AUTHORIZING THEIR SALE.

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WHEREAS, pursuant to Ordinance Serial No. 16-085 of the Matanuska-Susitna Borough (the "Borough"), adopted by the Assembly on June 21, 2016, a question whether the Borough should issue not to exceed \$22,160,000 in areawide general obligation bonds for the purpose of financing the construction, acquisition, improvement, and equipping of parks and recreation capital facilities and related capital improvements in the Borough, referred at the Borough regular election held on October 4, 2016, as Proposition No. B-4 ("Proposition B-4"), was passed and approved; and

WHEREAS, such election has been duly canvassed and the results thereof certified and confirmed in accordance with law; and

WHEREAS, the Assembly finds that it is in the best interest of the Borough to finance the construction, acquisition, improvement, and equipping of parks and recreation capital facilities and related capital improvements in the Borough, all as described in Proposition B-4 (collectively, the "Projects"), and to issue in one or more series not to exceed \$22,160,000 in aggregate principal amount of the areawide general obligation

bonds referred to in Proposition B-4, to pay costs of the Projects and costs of issuing such bonds; and

WHEREAS, the Assembly finds that, after the issuance of the Bonds (as defined in Section 2), the total outstanding principal amount of general obligation bonds of the Borough will not exceed seven percent of the total assessed valuation of taxable property in the Borough; and

WHEREAS, the Assembly finds that it is necessary and appropriate to delegate to each of the Borough Manager and Borough Finance Director authority to determine the principal amounts per maturity, interest rates and other details of the Bonds, to determine the manner of sale of the Bonds and to determine other matters that are not provided for in this ordinance;

NOW THEREFORE, BE IT ENACTED BY THE ASSEMBLY OF THE MATANUSKA-SUSITNA BOROUGH:

Section 1. Classification. This ordinance is a non-code ordinance.

Section 2. Definitions. The following terms shall have the following meanings in this ordinance:

(A) "Assembly" means the Assembly of the Matanuska-Susitna Borough, as the general legislative authority of the Matanuska-Susitna Borough, as the same shall be duly and regularly constituted from time to time.

(B) "Beneficial Owner" means the person in whose name a Bond is recorded as the beneficial owner of such Bond by the respective

systems of The Depository Trust Company and The Depository Trust Company Participants.

(C) "Bond" or "Bonds" means any or all of the General Obligation Park and Recreation Bonds, 2017 Series A, of the Borough issued pursuant to and for the purposes provided in this ordinance.

(D) "Bond Insurer" means any insurance company which issues a policy of insurance with respect to payment of the principal of and interest on the Bonds, as approved by the Borough Manager or Borough Finance Director under Section 20.

(E) "Bond Register" means the registration books maintained by the Paying Agent as Bond registrar, which include the names and addresses of the owners or nominee of the owners of the Bonds.

(F) "Borough" means the Matanuska-Susitna Borough, a municipal corporation of the State of Alaska, organized as a second class borough under Title 29 of the Alaska Statutes.

(G) "Code" means the Internal Revenue Code of 1986, as amended from time to time, together with all regulations applicable thereto.

(H) "Cost" or "Costs" means the costs of all necessary planning, acquisition of property for, site preparation, construction, installing, and equipping of the Projects, architectural, engineering, design, and other consulting services, inspection and testing, administrative expenses, and other costs incurred in connection with the Projects, including interest on the Bonds during the period of planning, designing, acquiring property for, constructing, installing and equipping of the

Projects, the cost whether incurred by the Borough or another of field surveys and advance planning undertaken in connection with the Projects properly allocable to the Projects, the cost of acquisition of any land or interest therein required as the site or sites of the Projects or for use in connection therewith, the cost of any indemnity and surety bonds and premiums on insurance incurred in connection with the Projects prior to or during construction thereof, all related direct administrative and inspection expenses whether incurred by the Borough or by another in connection with the Projects prior to or during construction thereof and allocable portions of direct costs of the Borough, legal fees, fees and expenses of the Paying Agent, costs of issuance of the Bonds by the Borough, including underwriting discount and fees and expenses of bond counsel, financial advisors and consultants in connection therewith, the cost of any bond insurance premium and bond ratings, the cost of audits, the cost of all machinery, apparatus, and equipment, cost of engineering, architectural services, designs, plans, specifications, and surveys, estimates of cost, the reimbursement of all money advanced from whatever source of the payment of any item or items of cost of the Projects, and all other expenses necessary or incidental to the acquisition and development of the Projects, the financing thereof and the putting of the same in use and operation.

(I) "DTC" means The Depository Trust Company, a limited purpose trust company organized under the laws of the State of New York, and its successors and assigns.

(J) "DTC Participant" means a trust company, bank, broker dealer, clearing corporation, and any other organization that is a participant of DTC.

(K) "Government Obligations" means obligations that are non-callable direct obligations of, or obligations the timely payment of principal of and interest on which are unconditionally guaranteed by, the United States of America.

(L) "Letter of Representations" means the blanket letter of representations from the Borough to DTC, dated as of November 20, 1998.

(M) "Ordinance" means this Ordinance Serial No. 17-018 of the Borough.

(N) "Paying Agent" means the entity appointed as Paying Agent pursuant to Section 12, and its successors. The Paying Agent shall also act as Bond registrar under Section 12.

(O) "Projects" means, collectively, the construction, acquisition, improvement, and equipping of parks and recreation capital facilities and related capital improvements in the Borough, all as more particularly described in Proposition B-4, including without limitation: Palmer and Wasilla Pool Improvements, Brett Memorial Ice Arena Improvements, Nine Trails Projects, Talkeetna and Willow Outdoor Ice Rinks, Willow Community Park Improvements, Big Lake Area Trail Bridges, Fish Lake Parking (Talkeetna), Trapper Creek Park and Community Center Improvements, and Meadow Lakes Sports Complex Improvements including Parking Lot Paving.

(P) "Registered Owner" means the person named as the registered owner of a Bond in the Bond Register.

(Q) "Underwriter" means RBC Capital Markets, LLC, or the initial purchaser of the Bonds as determined by the Borough Finance Director in accordance with the provisions of this ordinance.

Section 3. Authorization of Bonds and Purpose of Issuance.  
For the purpose of providing funds required to pay the Costs of the Projects, to provide for original issue premium or discount, if any, and to pay all costs incidental thereto and to the issuance of the Bonds, the Borough hereby authorizes and determines to issue and sell the Bonds in the aggregate principal amount of not to exceed Twenty-Two Million One Hundred Sixty Hundred Thousand Dollars (\$22,160,000).

Section 4. Obligation of Bonds. The Bonds shall be direct and general obligations of the Borough, and the full faith and credit of the Borough are hereby pledged to the payment of the principal of and interest on the Bonds. The Borough hereby irrevocably pledges and covenants that it will levy ad valorem taxes upon all taxable property within the Borough, without limitation of rate or amount, to pay the principal of and interest on the Bonds as the same become due and payable. In the event that any Bond Insurer makes any payment under a bond insurance policy with respect to the Bonds, such payment shall not be deemed a payment of the Borough and such payment amount shall continue to be due and payable by the Borough under this ordinance.

Section 5. Details of the Bonds. Each of the Bonds shall be in the denomination of \$5,000 or an integral multiple thereof within a single series, maturity and interest rate, shall be numbered separately in the manner and with such additional designation as the Paying Agent deems necessary for purposes of identification, and may have endorsed thereon such legends or text as may be necessary or appropriate to conform to the rules and regulations of any governmental authority or any usage or requirement of law with respect thereto.

The Bonds shall mature or have sinking fund installments due in one or more years commencing no earlier than Fiscal Year 2018 and ending no later than Fiscal Year 2038, with debt service on the Bonds in each year not exceeding \$2,000,000.

The Bonds shall bear interest from their date, payable commencing on a date after July 1, 2017 and before July 1, 2018, and semi-annually thereafter in each year. Interest will be computed on the basis of a 360-day year consisting of twelve 30-day months.

The dated date, the principal and interest payment dates, the principal amount of each maturity, the amount of each sinking fund installment and the interest rates on the Bonds shall be determined at the time of execution of the purchase contract for the Bonds under Section 20.

Section 6. Optional Redemption. The Bonds, if any, subject to optional redemption by the Borough, the time or times when such Bonds are subject to optional redemption, the terms upon which

such Bonds may be redeemed, and the redemption price or redemption prices for such Bonds, shall be determined at the time of execution of the purchase contract for the Bonds under Section 20.

Section 7. Mandatory Sinking Fund Redemption. The Bonds, if any, that are subject to mandatory redemption in part from sinking fund installments, and the amounts and due dates of such sinking fund installments, shall be determined at the time of execution of the purchase contract for the Bonds under Section 20. If Bonds subject to mandatory sinking fund redemption are (i) redeemed at the option of the Borough under Section 6, (ii) defeased under Section 19 or (iii) purchased by the Borough, there shall be credited to one or more future sinking fund installments (including the payment due at final maturity) with respect to such Bonds the amount of principal of the Bonds so redeemed, defeased or purchased that the Borough designates in written instructions delivered to the Paying Agent before the date of the optional redemption, defeasance or purchase; provided that if the Borough does not deliver such written instructions to the Paying Agent, there shall be credited to each such sinking fund installment (including the payment due at final maturity) a pro rata portion of the principal amount of the Bonds so redeemed, defeased or purchased.

Section 8. Selection of Bonds for Redemption; Notice of Redemption.

(A) Selection of Bonds for Redemption. Unless otherwise provided in the purchase contract for the Bonds under Section 20, as long as the Bonds are held in book-entry only form, the



selection of Bonds to be redeemed, if any, shall be made as provided in the Letter of Representations, and if the Bonds are no longer held in book-entry form, the selection of Bonds to be redeemed shall be made as provided in this subsection (A). If the Borough redeems at any one time fewer than all of the Bonds of a series having the same maturity date and interest rate, the particular Bonds or portions of Bonds of such maturity and interest rate to be redeemed shall be selected by lot (or in such other manner determined by the Paying Agent) in increments of \$5,000. In the case of a Bond of a denomination greater than \$5,000, the Borough and Paying Agent shall treat such Bond as representing such number of separate Bonds each of the denomination of \$5,000 as is obtained by dividing the actual principal amount of such Bond by \$5,000. In the event that only a portion of the principal sum of a Bond is redeemed, upon surrender of such Bond at the corporate trust office of the Paying Agent there shall be issued to the Registered Owner, without charge therefor, for the then unredeemed balance of the principal sum thereof, at the option of the Registered Owner, a Bond or Bonds of like series, maturity and interest rate in any of the denominations authorized herein.

(B) Notice of Redemption. Notice of any intended redemption of Bonds shall be given not less than 20 nor more than 45 days prior to the date fixed for redemption by first class mail to Registered Owners of the Bonds to be redeemed at their addresses as they appear on the Bond Register on the day the notice is mailed; provided, however, that for so long as the Bonds are

registered in the name of Cede & Co. or its registered assigns, all notices shall be given only as provided in the Letter of Representations. The requirements of this section shall be deemed to be met when notice is mailed as herein provided, whether or not it is actually received by the Registered Owners.

All official notices of redemption shall be dated and shall state:

- (1) the redemption date;
- (2) the redemption price;
- (3) if fewer than all outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed;
- (4) that on the redemption date the redemption price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after such date; and
- (5) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the corporate trust office of the Paying Agent.

Official notice of redemption having been given as aforesaid, Bonds or portions of Bonds to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Borough shall fail to deposit the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds

for redemption in accordance with such notice, such Bonds shall be paid by the Paying Agent at the redemption price. Each check or other transfer of funds issued to pay the redemption price of Bonds shall bear the CUSIP number identifying, by series, maturity and interest rate, the Bonds being redeemed with the proceeds of such check or other transfer. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender of any Bond for partial redemption, there shall be prepared for the Registered Owner a new Bond or Bonds of the same series, maturity and interest rate in the amount of the unpaid principal. All Bonds which have been redeemed shall be canceled and destroyed by the Paying Agent and shall not be reissued.

In addition to the foregoing notice, further notice shall be given by the Paying Agent as set forth below, but no defect in such further notice nor failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed. Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus: (i) the CUSIP numbers of all Bonds being redeemed; (ii) the date of issue of the Bonds as originally issued; (iii) the rate of interest borne by each Bond being redeemed; (iv) the maturity date of each Bond being redeemed; and (v) any other descriptive information needed to identify accurately the Bonds being redeemed. Each further notice of redemption shall be sent

electronically at least 20 days before the redemption date to the Municipal Securities Rulemaking Board.

Notwithstanding the foregoing provisions of this subsection (B), in the case of an optional redemption, the notice may state that the Borough retains the right to rescind the redemption notice and the related optional redemption of Bonds by giving a notice of rescission to the affected Registered Owners at any time on or prior to the scheduled optional redemption date. Any notice of optional redemption that is so rescinded shall be of no effect, and the Bonds for which the notice of optional redemption has been rescinded shall remain outstanding.

Section 9. Form of Bond. Each Bond shall be in substantially the following form, with such variations, omissions, and insertions as may be required or permitted by this ordinance:

NO. \_\_\_\_\_ \$ \_\_\_\_\_

UNITED STATES OF AMERICA

STATE OF ALASKA

MATANUSKA-SUSITNA BOROUGH

GENERAL OBLIGATION PARK AND RECREATION BOND, 2017 SERIES A

INTEREST RATE

MATURITY DATE

CUSIP NO.

Registered Owner: CEDE & CO.

Principal Amount \_\_\_\_\_ DOLLARS

The Matanuska-Susitna Borough (the "Borough"), a municipal corporation of the State of Alaska, hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner set forth above, or registered assigns, on the maturity date set forth above, the principal amount set forth above, and to pay interest on such principal amount from the date hereof until its obligation with respect to the payment of such principal amount shall be discharged, at the interest rate per annum set forth above, payable on the first days of \_\_\_\_\_ and \_\_\_\_\_ in each year beginning \_\_\_\_\_ 20\_\_\_. Interest will be computed on the basis of a 360-day year consisting of twelve 30-day months. The principal of and the interest on this Bond shall be payable in lawful money of the United States of America which at the time of payment is legal tender for the payment of public and private debts. Principal shall be paid to the Registered Owner or assigns upon presentation and surrender of this Bond at the corporate trust office of \_\_\_\_\_ (the "Paying Agent"), or its successors. Payment of interest shall be made by check or draft mailed to the Registered Owner as of the 15th day of the month preceding each interest payment date at the address appearing on the Bond Register of the Borough kept at the corporate trust office of the Paying Agent; provided, that interest to be paid to the Registered Owner of Bonds in the aggregate principal amount of \$1,000,000 or more may be made by wire transfer to any location in the United States of America as provided in the hereinafter defined Ordinance; and provided further, that if this Bond is held in fully immobilized form, payment of interest shall be made by wire transfer.

This Bond is one of the General Obligation Park and Recreation Bonds, 2017 Series A of the Matanuska-Susitna Borough, Alaska, of like tenor and effect except as to interest rate, serial number and maturity, aggregating \$\_\_\_\_\_ in principal amount, and constituting Bonds authorized for the purpose of financing the construction, acquisition, improvement, and equipping of parks and recreation capital facilities and related capital improvements in the Borough, and is issued under Ordinance Serial No. 17-018 of the Borough entitled:

AN ORDINANCE AUTHORIZING THE MATANUSKA-SUSITNA BOROUGH TO ISSUE AREAWIDE GENERAL OBLIGATION BONDS, IN ONE OR MORE SERIES, TO FINANCE THE CONSTRUCTION, ACQUISITION, IMPROVEMENT, AND EQUIPPING OF PARKS AND RECREATIONAL CAPITAL FACILITIES AND RELATED CAPITAL IMPROVEMENTS IN THE MATANUSKA-SUSITNA BOROUGH; FIXING CERTAIN DETAILS OF SUCH BONDS; AND AUTHORIZING THEIR SALE

(the "Ordinance").

The Bonds are subject to redemption prior to their stated maturity dates as provided in the Ordinance.

This Bond is transferable as provided in the Ordinance (i) only upon the Bond Register of the Borough kept for that purpose at the corporate trust office of the Paying Agent and (ii) upon surrender of this Bond together with a written instrument of transfer duly executed by the Registered Owner or the duly authorized attorney of the Registered Owner, and thereupon a new fully registered Bond or Bonds in the same aggregate principal amount, series, maturity and interest rate shall be issued to the transferee in exchange therefor as provided in the Ordinance and upon the payment of charges, if any, as therein prescribed. The Borough and the Paying Agent may treat and consider the person in whose name this Bond is of receiving payment of, or on account of, the principal or redemption price, if any, hereof and interest due hereon and for all other purposes whatsoever.

This Bond is a general obligation of the Matanuska-Susitna Borough, and the full faith and credit of the Borough are pledged for the payment of the principal of and interest on this Bond as the same shall become due.

IT IS HEREBY CERTIFIED AND RECITED that all conditions, acts or things required by the constitution or statutes of the State of Alaska to exist or the ordinances of the Borough, to have happened or to have been performed precedent to or in the issuance of this Bond exist, have happened and have been performed, and that the series of Bonds of which this is one, together with all other indebtedness of the Borough, is within every debt and other limit prescribed by such constitution, statutes or ordinances.

IN WITNESS WHEREOF, THE MATANUSKA-SUSITNA BOROUGH, ALASKA, has caused this Bond to be signed in its name and on its behalf by the manual or facsimile signature of its Mayor and its corporate seal (or a facsimile thereof) to be impressed or otherwise reproduced hereon and attested by the manual or facsimile signature of its Clerk, all as of the \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
/specimen/  
Borough Mayor

ATTEST:

\_\_\_\_\_  
/specimen/  
Borough Clerk

(SEAL)

Section 10. Execution and Authentication.

(A) The Bonds shall be executed in the name of the Borough by the manual or facsimile signature of the Mayor, and its corporate seal (or a facsimile thereof) shall be impressed or otherwise reproduced thereon and attested by the manual or facsimile signature of the Borough Clerk. The execution of a Bond on behalf of the Borough by persons who at the time of the execution are duly authorized to hold the proper offices shall be valid and sufficient for all purposes, although any such person shall have ceased to hold office at the time of authentication of the Bond or shall not have held office on the date of the Bond.

(B) The Bonds shall bear a certificate of authentication, executed manually by the Paying Agent, in the following form:

PAYING AGENT'S CERTIFICATE  
OF AUTHENTICATION

This Bond is one of the Matanuska-Susitna Borough, Alaska, General Obligation Park and Recreation Bonds, 2017 Series A, described in and issued pursuant to the within mentioned Ordinance.

\_\_\_\_\_ as Paying Agent

By: \_\_\_\_\_  
Authorized Officer

Only Bonds bearing such certificate of authentication, duly executed, shall be entitled to any right or benefit under this ordinance. No Bond shall be valid or obligatory for any purpose until such certificate of authentication thereon shall have been duly executed by the Paying Agent. Such certificate of authentication upon any Bond executed on behalf of the Borough shall be conclusive evidence that the Bond so authenticated has been duly authenticated and delivered under this Ordinance and that the Registered Owner thereof is entitled to the benefit of this Ordinance.

Section 11. Payment of Principal and Interest. The Bonds shall be payable in lawful money of the United States of America which at the time of payment is legal tender for the payment of public and private debts. For so long as all outstanding Bonds are held in book-entry form under Section 13, payment of principal thereof and interest thereon shall be made as provided in the Letter of Representations. In the event that the Bonds are no longer held in book-entry form under Section 13, payment of interest on the Bonds shall be made by check or draft mailed by first class mail to the Registered Owner of record as of the 15th day of the month preceding each interest payment date at the address appearing on the Bond Register of the Borough kept at the corporate trust office of the Paying Agent, provided that any owner of Bonds in an



aggregate principal amount of \$1,000,000 or more may, at its option, receive interest payments by wire transfer at any location within the United States of America upon notice delivered to the Paying Agent not later than the 15th day of the month preceding any interest payment date; and principal of the Bonds will be payable at the corporate trust office of the Paying Agent upon presentation and surrender of the Bonds representing such principal.

Section 12. Registration. Each of the Borough Manager and the Borough Finance Director is hereby authorized to appoint the Paying Agent for the Bonds. The Paying Agent shall be a bank or trust company duly authorized to exercise corporate trust powers and subject to examination by federal or state authority, and shall have such additional qualifications, if any, as the Borough Manager or Borough Finance Director may consider appropriate. The term "Paying Agent" shall include any successor or successors thereto. The Paying Agent as Bond registrar shall maintain at its corporate trust office a Bond Register which shall include the names and addresses of the Registered Owners or nominees of the Registered Owners of the Bonds.

Upon presentation for such purpose at such office, the Paying Agent shall, under such reasonable regulations as it may prescribe, register or transfer on the Bond Register any Bonds entitled to registration or transfer. The Borough and the Paying Agent may treat the person in whose name any Bond shall be registered as the absolute owner of such Bond for all purposes, whether or not the

Bond shall be overdue, and all payments of principal of and interest on a Bond made to the Registered Owner thereof or upon its order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the Borough nor the Paying Agent shall be affected by any notice to the contrary.

Section 13. Securities Depository.

(A) The Bonds shall be registered initially in the name of "Cede & Co.," as nominee of DTC, and shall be issued initially in the form of a single Bond for each maturity and interest rate of each series of the Bonds in the amount of such maturity and interest rate. Registered ownership of the Bonds, or any portions thereof, may not thereafter be transferred except (i) to any successor of DTC or its nominee, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (ii) to any substitute depository's successor; or (iii) to any person as provided in subsection (D) below.

(B) Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository or a determination by the Borough that it is no longer in the best interest of the Borough to continue the system of book-entry transfers through DTC or its successors (or any substitute depository or its successor), the Borough may appoint a substitute depository. Any such substitute depository shall be qualified

under any applicable laws to provide the services proposed to be provided by it.

(C) In the case of any transfer pursuant to clause (i) or (ii) of subsection (A) above, the Paying Agent shall, upon receipt of all outstanding Bonds, together with a written request of the Borough and a supply of new Bonds, authenticate a single new Bond for each maturity and interest rate of each series of the Bonds then outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such written request.

(D) In the event that DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained, or the Borough determines that it is in the best interest of the Borough or of the Beneficial Owners that Beneficial Owners be able to obtain bond certificates, the ownership of Bonds may then be transferred to any person or entity as provided in this Ordinance and the Bonds shall no longer be held in book-entry form. The Borough shall deliver a written request to the Paying Agent, together with a supply of definitive Bonds, to issue Bonds as provided in this Ordinance in any authorized denomination. Upon receipt of all then outstanding Bonds by the Paying Agent, together with a written request of the Borough to the Paying Agent, new Bonds shall be issued and authenticated in such denominations and registered in the names of such persons as are requested in such written request.

(E) For so long as the Bonds are held in book-entry form under this section, the Borough and the Paying Agent may treat DTC (or its nominee) as the sole and exclusive Registered Owner of the Bonds registered in its name for the purposes of payment of principal of and interest on the Bonds, giving any notice permitted or required to be given to Registered Owners under this Ordinance, registering the transfer of Bonds, and obtaining any consent or other action to be taken by Registered Owners and for all other purposes whatsoever; and neither the Borough nor the Paying Agent shall be affected by any notice to the contrary. Neither the Borough nor the Paying Agent shall have any responsibility or obligation to any DTC Participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any DTC Participant, or any other person not shown on the Bond Register as being a Registered Owner with respect to the accuracy of any records maintained by DTC or any DTC Participant, the payment by DTC or any DTC Participant of any amount in respect of the principal of or interest on the Bonds, any notice which is permitted or required to be given to Registered Owners under this Ordinance, or any consent given or other action taken by DTC as Registered Owner. The Paying Agent shall pay from money available hereunder all principal of and interest on the Bonds only to or upon the order of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Borough's obligations with respect to the principal of and interest on the Bonds to the extent of the sum or sums so paid.

Section 14. Transfer and Exchange. Bonds shall be transferred only upon the Bond Register. Upon surrender for transfer or exchange of any Bond, with a written instrument of transfer or authorization for exchange in form and with guaranty of signature satisfactory to the Paying Agent, duly executed by the duly authorized attorney of the Registered Owner, the Borough shall execute and the Paying Agent shall authenticate and deliver an equal aggregate principal amount of Bonds of the same series, maturity and interest rate of any authorized denominations, subject to such reasonable regulations as the Paying Agent may prescribe and upon payment sufficient to reimburse the Borough or the Paying Agent for any tax, fee, or other governmental charge required to be paid in connection with such transfer or exchange. All Bonds surrendered for transfer or exchange shall be cancelled by the Paying Agent.

Section 15. Mutilated, Destroyed, Stolen or Lost Bonds. Upon surrender to the Paying Agent of a mutilated Bond, the Borough shall execute and the Paying Agent shall authenticate and deliver a new Bond of like series, maturity, interest rate and principal amount. Upon filing with the Paying Agent of evidence satisfactory to the Borough and the Paying Agent that a Bond has been destroyed, stolen or lost and of the ownership thereof, and upon furnishing the Borough and the Paying Agent with indemnity satisfactory to them, the Borough shall execute and the Paying Agent shall authenticate and deliver a new Bond of like series, maturity, interest rate and principal amount. The person requesting the

authentication and delivery of a new Bond under this section shall comply with such other reasonable regulations as the Borough and the Paying Agent may prescribe and pay such expenses as the Borough and the Paying Agent may incur in connection therewith.

Section 16. Disposition of the Sale Proceeds of the Bonds.

(A) The sale proceeds of the Bonds representing accrued interest, if any, on the Bonds shall be applied to pay interest due on the Bonds on the first interest payment date for the Bonds. The sale proceeds of the Bonds allocated to pay issuance costs of the Bonds shall be deposited in the appropriate funds or accounts of the Borough for such purposes.

(B) The remaining sale proceeds of the Bonds shall be applied to pay Costs of the Projects and shall be deposited in the appropriate funds or accounts of the Borough for such purposes.

Section 17. Tax Covenants. The Borough covenants to comply with any and all applicable requirements set forth in the Code in effect from time to time to the extent that such compliance shall be necessary to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes. The Borough covenants that it will make no use of the proceeds of the Bonds that will cause the Bonds to be "arbitrage bonds" interest on which is subject to federal income taxation by reason of Section 148 of the Code. The Borough covenants that it will not take or permit any action that would cause the Bonds to be "private activity bonds" as defined in Section 141 of the Code.

Section 18. Amendatory and Supplemental Ordinances.

(A) The Assembly from time to time and at any time may adopt an ordinance or ordinances supplemental hereto, which ordinance or ordinances thereafter shall become a part of this Ordinance, for any one or more of the following purposes:

(1) To add to the covenants and agreements of the Borough in this Ordinance other covenants and agreements thereafter to be observed, or to surrender any right or power herein reserved to or conferred upon the Borough.

(2) To make such provisions for the purpose of curing any ambiguities or of curing, correcting or supplementing any defective provision contained in this Ordinance or in regard to matters or questions arising under this Ordinance as the Assembly may deem necessary or desirable and not inconsistent with this Ordinance and which shall not materially adversely affect the interests of the Registered Owners of the Bonds.

Any such supplemental ordinance may be adopted without the consent of the Registered Owner of any of the Bonds at any time outstanding, notwithstanding any of the provisions of subsection (B) of this section.

(B) With the consent of the Registered Owners of not less than a majority of the aggregate principal amount of the Bonds at the time outstanding, the Assembly may adopt an ordinance or ordinances supplemental hereto for the purpose of adding any provisions to or changing in any manner or eliminating any of the

provisions of this Ordinance or of any supplemental ordinance; provided, however, that no such supplemental ordinance shall:

(1) extend the fixed maturity of any of the Bonds, or reduce the rate of interest thereon, or reduce the amount or change the date of any sinking fund installment, or extend the time of payments of interest from their due date, or reduce the amount of the principal thereof, or reduce any premium payable on the redemption thereof, without the consent of the Registered Owners of each Bond so affected; or

(2) reduce the aforesaid number of Registered Owners of Bonds required to approve any such supplemental ordinance without the consent of the Registered Owners of all of the Bonds then outstanding.

It shall not be necessary for the consent of the Registered Owners of the Bonds under this subsection to approve the particular form of any proposed supplemental ordinance, but it shall be sufficient if such consent approves the substance thereof.

(C) Upon the adoption of any supplemental ordinance under this section, this Ordinance shall be deemed to be modified and amended in accordance therewith, and the respective rights, duties, and obligations under this Ordinance of the Borough and all Registered Owners of outstanding Bonds shall thereafter be subject in all respects to such modification and amendment, and all the terms and conditions of the supplemental ordinance shall be deemed to be part of the terms and conditions of this Ordinance for any and all purposes.



(D) Bonds executed and delivered after the execution of any supplemental ordinance adopted under this section may bear a notation as to any matter provided for in such supplemental ordinance, and if such supplemental ordinance shall so provide, new Bonds modified so as to conform, in the opinion of the Borough, to any modification of this Ordinance contained in any such supplemental ordinance may be prepared by the Borough and delivered without cost to the Registered Owners of the Bonds then outstanding, upon surrender for cancellation of such Bonds in equal aggregate principal amounts.

Section 19. Defeasance. In the event money and/or Government Obligations maturing at such times and bearing interest to be earned thereon in amounts sufficient to redeem and retire any or all of the Bonds in accordance with their terms are set aside in a special trust account to effect such redemption or retirement and such money and the principal of and interest on such obligations are irrevocably set aside and pledged for such purpose, then no further payments need be made to pay or secure the payment of the principal of and interest on such Bonds and such Bonds shall be deemed not to be outstanding.

Section 20. Sale of Bonds. The Bonds shall be sold at negotiated sale to the Underwriter. The Borough's financial advisor has advised the Assembly that bond market conditions are fluctuating and that the most favorable market conditions for the sale of the Bonds may not occur on the date of a regular Assembly meeting. The Assembly has determined that it would be inconvenient

to hold a special meeting on short notice to approve the manner and terms of the sale of the Bonds. Therefore, the Assembly hereby determines that it is in the best interest of the Borough to delegate the authority to approve the manner and terms of the sale of the Bonds as provided herein. Each of the Borough Manager and the Borough Finance Director is hereby authorized to determine the identity of the Underwriter, the principal amount per maturity, 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; provided, that the true interest cost of the Bonds does not exceed 5.5 percent per annum. In determining the identity of the Underwriter, principal amount per maturity, sinking fund installments, if any, interest rates, yields, and redemption terms, if any, for the Bonds, and other details of the Bonds, the Borough Manager or Borough Finance Director shall, in consultation with the Borough's financial advisor, take into account those factors which, in his or her judgment, will result in the lowest true interest cost on the Bonds, including current financial market conditions and current interest rates for obligations comparable in tenor and quality to the Bonds. The Borough Manager and Borough Finance Director each is further authorized to determine, in consultation with the Borough's financial advisor and the Underwriter, whether there shall be bond insurance for the Bonds, and to enter into one or more agreements for bond insurance; provided, that bond insurance shall be obtained only if the present value of the bond

insurance premium will be less than the present value of the expected interest savings on such Bonds as a result of the bond insurance. The agreement for bond insurance may contain such provisions relating to the rights of the Bond Insurer supplementary to and amendatory of the provisions of Sections 18 and 19 as the Borough Manager or Borough Finance Director may approve. Based upon the foregoing determinations, the Borough Manager and the Borough Finance Director each is authorized to execute a purchase contract for the Bonds with the Underwriter, in substantially the form presented at the meeting at which this Ordinance is adopted. The authority granted to the Borough Manager and Borough Finance Director by this section shall expire 270 days after the effective date of this Ordinance. If the Borough Manager or Borough Finance Director has not executed a purchase contract with the Underwriter within 270 days after the effective date of this Ordinance, no purchase contract for the Bonds may be executed on behalf of the Borough without further authorization from the Assembly.

Section 21. Official Statement. The distribution of the preliminary Official Statement for the Bonds in substantially the form presented at the meeting at which this Ordinance is adopted is approved. The preliminary Official Statement may be modified as the Borough Manager or Borough Finance Director may determine. The Borough Manager and Borough Finance Director each is hereby authorized to deem the preliminary Official Statement final for purposes of paragraph (b)(1) of Securities and Exchange Commission

Rule 15c2-12, and to execute and approve for distribution by the Underwriter the final Official Statement for the Bonds.

Section 22. Authority of Officers. The Mayor, the Borough Manager, the Borough Finance Director, the Borough Clerk, the Borough Attorney, and each of them, hereby is authorized and directed to do and perform all things and determine all matters not determined by this Ordinance, to the end that the Borough may carry out its obligations under the Bonds and this Ordinance.

Section 23. Prohibited Sale of Bonds. No person, firm, or corporation, or any agent or employee thereof, acting as financial consultant to the Borough under an agreement for payment in connection with the sale of the Bonds, is eligible to purchase the Bonds as a member of the original underwriting syndicate either at public or private sale.

Section 24. Miscellaneous.

(A) All payments made by the Borough of, or on account of, the principal of or interest on the Bonds shall be made on the several Bonds ratably and in proportion to the amount due thereon, respectively, for principal or interest as the case may be.

(B) No recourse shall be had for the payment of the principal of or the interest on the Bonds or for any claim based thereon or on this Ordinance against any member of the Assembly or officer of the Borough or any person executing the Bonds. The Bonds are not and shall not be in any way a debt or liability of the State of Alaska or of any political subdivision thereof, except the Borough, and do not and shall not create or constitute an indebtedness or

obligation, either legal, moral or otherwise, of the State of Alaska or of any political subdivision thereof, except the Borough.

Section 25. Continuing Disclosure. The Borough hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate in substantially the form presented at the meeting at which this Ordinance is adopted.

Notwithstanding any other provision of this Ordinance, failure of the Borough to comply with the Continuing Disclosure Certificate shall not be considered a default of the Borough's obligations under this Ordinance or the Bonds; however, the Registered Owner or Beneficial Owner of any Bond may bring an action for specific performance to cause the Borough to comply with its obligations under this section.

Section 26. Severability. If any one or more of the provisions of this Ordinance shall be declared by any court of competent jurisdiction to be contrary to law, then such provision shall be null and void and shall be deemed separable from the remaining provisions of this Ordinance and shall in no way affect the validity of the other provisions of this Ordinance or of the Bonds.

Section 27. Effective Date. This ordinance shall take effect upon adoption.

ADOPTED by the Matanuska-Susitna Borough Assembly this 21 day  
of February, 2017.

  
Vern Halter, Borough Mayor

ATTEST:

  
LONNIE R. MCKECHNIE, CMC, Borough Clerk  
(SEAL)

PASSED UNANIMOUSLY: Sykes, Beck, McKee, Colligan, Mayfield, Doty,  
and Kowalke