

RESOLUTION NO. 5953

A RESOLUTION OF THE CITY OF ALBANY, OREGON AUTHORIZING THE PREPAYMENT OF ITS LIMITED TAX PENSION OBLIGATIONS, SERIES 2002B AND RELATED MATTERS.

WHEREAS, on February 13, 2002, the City Council (the "Council") of the City of Albany, Oregon (the "City") adopted Resolution No. 4618 (the "Authorizing Resolution") authorizing the City to participate in the issuance and delivery of certain Limited Tax Pension Pool Bonds, Series 2002 (the "Bonds"), which were issued by certain Oregon cities, counties and special districts, including the City (together, the "Issuers"); and

WHEREAS, the Bonds, including the Limited Tax Pension Obligations, Series 2002B (the "2002B Obligations"), were issued pursuant to the Authorizing Resolution and a Trust Agreement dated as of March 15, 2002 (the "Trust Agreement"), by and among the Issuers and Wells Fargo Bank, National Association (as successor to Wells Fargo Bank Northwest, National Association) (the "Trustee"); and

WHEREAS, pursuant to the Trust Agreement, certain principal components of the City's portion of the 2002B Obligations (the "City 2002B Obligations") are subject to prepayment on and after June 1, 2007, on any date, subject to certain notice and timing requirements set forth in the Authorizing Resolution and the Trust Agreement; and

WHEREAS, on September 22, 2010 the City Council adopted Resolution No. 5945, authorizing the use of certain litigation settlement proceeds (the "Settlement Proceeds") for a variety of purposes, including to prepay portions of the City 2002B Obligations; and

WHEREAS, the City adopts this Resolution to provide the terms under which the City 2002B Obligations shall be prepaid.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ALBANY, OREGON, as follows:

Section 1. Authorization of Prepayment of City 2002B Obligations. The City hereby authorizes the prepayment the City 2002B Obligations from Settlement Proceeds and other lawfully available revenues of the City, if needed. The terms and conditions of the prepayment shall be established by the Authorized Representatives (as defined below), consistent with the terms of this Resolution, the Authorizing Resolution and the Trust Agreement.

Section 2. Designation of Authorized Representative. The City Council designates each of the City Manager, the Finance Director, or their designee (each, an "Authorized Representative"), to act on behalf of the City to prepay the City 2002B Obligations and carry out the purposes and intents of this Resolution.

Section 3. Notice of Prepayment; Waiver of Notice to Trustee. Notice of prepayment shall be given to the holders of the City 2002B Obligations pursuant to the provisions of the Trust Agreement and the Authorizing Resolution; provided, however, that the City has requested and the Trustee has granted a waiver of the provisions of Section 5 of the Authorizing Resolution,

which require delivery of written notice to the Trustee not less than 50 days prior to the prepayment date.

Section 4. Delegation for Establishment of Terms of Prepayment. The Authorized Representative is hereby authorized, on behalf of the City and without further action of the City Council, to:


- (a) irrevocably call for prepayment certain callable portions of the City 2002B Obligations on the earliest date those obligations are subject to prepayment and cause notice of prepayment to be given pursuant to Section 3 of this Resolution;
- (b) if necessary or desirable, defease the City 2002B Obligations pursuant to the requirements of the Authorizing Resolution and Trust Agreement, and to execute and deliver such agreements, documents and certificates related to the defeasance of the City 2002B Obligations;
- (c) if necessary or desirable, appoint a certified public accounting firm or other qualified firm to act as verification agent to produce a report demonstrating the sufficiency of the moneys or other obligations on deposit with the Trustee to meet all future debt service and related costs relative to the City 2002B Obligations to the date fixed for prepayment;
- (d) deposit Settlement Proceeds, in the amount required to pay the principal and interest components of the City 2002B Obligations, with the Trustee for the prepayment of the callable portion of the City 2002B Obligations on or after December 1, 2010;
- (e) approve, execute, and deliver any agreements, documents and certificates related to the prepayment of the City 2002B Obligations, including a certificate specifying the action taken by the Authorized Representative pursuant to this Section 4.

Section 5. Effective Date of Resolution. This Resolution shall take effect immediately upon its adoption by the City Council and execution by the Mayor.

DATED AND EFFECTIVE THIS 13TH DAY OF OCTOBER 2010.


Mayor

ATTEST:


City Clerk

