

**CITY OF CORDOVA, ALASKA
RESOLUTION 05-10-28**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CORDOVA, ALASKA,
AUTHORIZING THE CITY TO ISSUE GENERAL OBLIGATION BONDS IN THE
PRINCIPAL AMOUNT OF NOT TO EXCEED \$385,000 TO PROVIDE FUNDS FOR
THE PLANNING, DESIGN AND CONSTRUCTION OF SCHOOL AND RELATED
CAPITAL IMPROVEMENTS, FIXING CERTAIN DETAILS OF SUCH BONDS AND
AUTHORIZING THEIR SALE.**

WHEREAS, the City of Cordova, Alaska (the "City") is a home rule city and under Section 11 of Article X of the Alaska Constitution may exercise all legislative power not prohibited by law or the charter of the City; and

WHEREAS, Section 6-1 of the Cordova City Charter authorizes the City to issue general obligation bonds or other such evidences of indebtedness, but only when authorized by the council for capital improvements and ratified by a majority of the qualified voters of the City; and

WHEREAS, pursuant to Resolution 01-10-04, adopted January 20, 2010, a question whether the City should issue general obligation bonds in the principal amount of not to exceed \$450,000 for the purpose of financing the planning, designing and construction of school and related capital improvements in the City, referred to at the regular City election held on March 2, 2010 as Proposition No. 3 ("Proposition 3"), was passed and approved; and

WHEREAS, said election has been duly canvassed and the results thereof certified and confirmed in accordance with law, and \$450,000 principal amount of general obligation bonds remains unissued under Proposition 3; and

WHEREAS, the Council finds that it is in the best interest of the City to plan, design and construct the school and related capital improvements described in Proposition 3 (the "Project"), and to issue not to exceed \$385,000 principal amount of general obligation bonds referred to in Proposition 3 to pay costs of the Project and costs of issuing the bonds; and

WHEREAS, under the Internal Revenue Code of 1986, as amended, the City may issue bonds to finance a portion of the Project as tax-exempt bonds or as taxable "Build America Bonds," and must issue the bonds to finance the remainder of the Project as taxable bonds; and

WHEREAS, the Council finds that it is necessary and appropriate to delegate to each of the City Manager and the City Finance Director authority to determine whether to issue the bonds as tax-exempt bonds, taxable "Build America Bonds" or taxable bonds, or as a combination thereof with each type of bonds being issued in a separate series, and to determine other matters that are not provided for in this resolution; and

WHEREAS, the City intends to sell the Bonds to the Alaska Municipal Bond Bank, which will purchase the Bonds with the proceeds of an issue of its general obligation bonds; and

WHEREAS, there has been presented to the City the form of a Loan Agreement between the Alaska Municipal Bond Bank and the City, which provides for the Alaska Municipal Bond Bank to purchase the bonds on the terms and conditions set forth therein and in this resolution, and it is in the best interest of the City that the City sell the bonds to the Alaska Municipal Bond Bank under such terms and conditions.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF CORDOVA, ALASKA, HEREBY RESOLVES that:

Section 1. Definitions. In addition to terms that are defined in the recitals above, the following terms shall have the following meanings in this resolution:

(A) "Bond" or "Bonds" means any of the "General Obligation School Bonds" of the City of Cordova issued in one or more series, the issuance and sale of which are authorized herein.

(B) "Bond Bank" means the Alaska Municipal Bond Bank, a public corporation of the State of Alaska.

(C) "Bond Bank Bonds" means the series of general obligation bonds issued by the Bond Bank, all or part of the proceeds of which are used to purchase a series of the Bonds.

(D) "Bond Register" means the registration books maintained by the Registrar, which include the names and addresses of the Registered Owners of the Bonds or their nominees.

(E) "Build America Bonds" means Bonds that are described in Section 54AA(d)(1) of the Code.

(F) "City" means the City of Cordova, a municipal corporation of the State of Alaska, organized as a home rule city 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 cost of planning, designing and construction of the Project, including interest on the Bonds during the period of from the date of the Bonds until the Project is placed in service, the cost whether incurred by the City or by another of field surveys and advance planning undertaken in connection with the Project properly allocable to the Project, the cost of acquisition of any land or interest therein required as the site or sites of the Project or for use in connection therewith, the cost of any indemnity and surety bonds and premiums on insurance incurred in connection with the Project prior to or during construction thereof, all related direct administrative and inspection expenses whether incurred by the City or by another in connection with the Project prior to or during construction thereof, and allocable portions of direct costs of the City, legal fees, costs of issuance of the Bonds by the City, including financing charges 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 moneys advanced from whatever source for the payment of any item or items of cost of the Project, and all other expenses necessary or incidental to the acquisition and development of the Project, the financing thereof and the putting of the same in use and operation.

(I) "Council" means the Council of the City of Cordova, as the general legislative authority of the City of Cordova, as the same shall be duly and regularly constituted from time to time.

(J) "Government Obligations" means obligations that are either (i) direct obligations of the United States of America or (ii) obligations of an agency or instrumentality of the United States of America the timely payment of the principal of and interest on which are unconditionally guaranteed by the United States of America

(K) "Loan Agreement" means the Loan Agreement between the City and the Bond Bank concerning the Bonds.

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

(M) "Registrar" means the City Finance Director, or any successor that the City may appoint by resolution.

(N) "Reserve Fund Obligations" means Bond Bank Bonds whose proceeds are allocated to fund a reserve to secure the Bond Bank Bonds

(O) "Resolution" means this Resolution 05-10-28 of the City.

(P) "Taxable Bonds" means Bonds the interest on which is not excludable from gross income under Section 103 of the Code, and which are not Build America Bonds.

(Q) "Tax-Exempt Bonds" means Bonds the interest on which is excludable from gross income under Section 103 of the Code.

Section 2. Authorization of Bonds and Purpose of Issuance. For the purpose of providing part of the funds required to pay the Costs of the Project, to provide for original issue discount, if any, and to pay all costs incidental thereto and to the issuance of the Bonds, the City hereby authorizes and determines to issue and sell the Bonds in one or more series in the aggregate principal amount of not to exceed \$385,000.

Section 3. Obligation of Bonds. The Bonds shall be direct and general obligations of the City and the full faith and credit of the City are hereby pledged to the payment of the principal of and interest on the Bonds. The City hereby irrevocably pledges and covenants that it will levy and collect taxes upon all taxable property within the City without limitation as to rate or

amount, in amounts sufficient, together with other funds legally available therefor, to pay the principal of and interest on the Bonds as the same become due and payable.

Section 4. Designation, Maturities, Interest Rates, and Other Details of Bonds. The Bonds shall be designated "City of Cordova, Alaska, General Obligation School Bonds." The Bonds shall be in the denomination of \$5,000 or any integral multiple thereof, shall be numbered separately in the manner and with such additional designation as the Registrar 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 be issued in one or more series in one or more of the following categories: Tax-Exempt Bonds, Build America Bonds or Taxable Bonds. The Bonds shall mature in one or more years commencing no earlier than 2011 and ending no later than 2022. The Bonds shall bear interest from their date, payable commencing on or after July 1, 2010, and semi-annually thereafter. Interest will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Subject to Section 2 and the remainder of this section, the dated date, the principal and interest payment dates and the record dates for principal and interest payments on each series of Bonds, the aggregate principal amount of Bonds and of each series of Bonds, and the principal amount of each maturity and the interest rates for each series of Bonds, shall be determined at the time of execution of the Loan Agreement under Section 17.

Section 5. Optional Redemption. The Bonds, if any, subject to optional redemption by the City, 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 Loan Agreement under Section 17.

Section 6. Selection of Bonds for Redemption; Notice of Redemption.

(A) Selection of Bonds for Redemption. When the Bond Bank is the Registered Owner of the Bonds, the selection of Bonds to be redeemed shall be made as provided in the Loan Agreement. When the Bond Bank is not the Registered Owner of the Bonds, the selection of Bonds to be redeemed shall be made as provided in this subsection (A). If the City redeems at any one time fewer than all of the Bonds of a series having the same maturity date, the particular Bonds or portions of Bonds of such series and maturity to be redeemed shall be selected by lot (or in such other manner determined by the Registrar) in increments of \$5,000. In the case of a Bond of a denomination greater than \$5,000, the City 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 amount of a Bond is redeemed, upon surrender of such Bond at the office of the Registrar 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 and maturity and interest rate in any of the denominations authorized herein.

(B) Notice of Redemption. When the Bond Bank is the Registered Owner of the Bonds, notice of any intended redemption of Bonds shall be given as provided in the Loan Agreement. When the Bond Bank is not the Registered Owner of the Bonds, notice of any intended redemption of Bonds shall be made as provided in this subsection (B). Notice of redemption shall be mailed not less than 30 nor more than 45 days prior to the date fixed for redemption by first class mail to the 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. Notice of redemption shall be deemed to have been given when the notice is mailed as herein provided, whether or not it is actually received by the Registered Owners. All 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 said 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 office of the Registrar.

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, such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as provided herein for the 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 and maturity in the amount of the unpaid principal. All Bonds which have been redeemed shall be canceled and destroyed by the Registrar and shall not be reissued.

Each check or other transfer of funds issued to pay the redemption price of Bonds shall bear the CUSIP number, if any, identifying, by maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

Section 7. 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 Resolution:

UNITED STATES OF AMERICA
STATE OF ALASKA

CITY OF CORDOVA
(A Municipal Corporation of the State of Alaska)

NO. _____ \$ _____

GENERAL OBLIGATION SCHOOL BOND, 2010 SERIES ____

Registered Owner

Principal Amount

DOLLARS

The City of Cordova (the "City"), a municipal corporation of the State of Alaska, hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or its registered assigns, the principal amount shown above in the following installments on _____ of each of the following years, and to pay interest on such installments from the date hereof, payable on _____, 2010 and semiannually thereafter on the ___ days of _____ and _____ of each year, at the rates per annum as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
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When this Bond is owned by the Alaska Municipal Bond Bank (the "Bond Bank"), payment of principal and interest shall be made as provided in the Loan Agreement between the Bond Bank and the City (the "Loan Agreement"). When this Bond is not owned by the Bond Bank, installments of principal and interest on this Bond shall be paid by check or draft mailed by first class mail to the Registered Owner as of the close of business on the _____ day of the month _____ each installment payment date; provided that the final installment of principal and interest on this Bond shall be payable upon presentation and surrender of this Bond by the Registered Owner at the office of the Registrar. Interest will be computed on the basis of a 360-day year consisting of twelve 30-day months. Both principal of and interest on this Bond are payable in lawful money of the United States of America which, on the respective dates of payment thereof, shall be legal tender for the payment of public and private debts.

This Bond is one of the General Obligation School Bonds, 2010 Series ___ of the City of Cordova, 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 paying the cost of school and related capital improvements in the City, and is issued under Resolution 05-10-28 of the City entitled:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CORDOVA, ALASKA, AUTHORIZING THE CITY TO ISSUE GENERAL OBLIGATION BONDS IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED \$385,000 TO PROVIDE FUNDS FOR THE PLANNING, DESIGN AND CONSTRUCTION OF SCHOOL AND RELATED CAPITAL IMPROVEMENTS, FIXING CERTAIN DETAILS OF SUCH BONDS AND AUTHORIZING THEIR SALE.

(the "Resolution").

Installments of principal of this Bond due on and after _____, 20___, shall be subject to prepayment on and after _____, 20___, at the option of the City (subject to any applicable provisions of the Loan Agreement), in such principal amounts and from such maturities as the

City may determine, and by lot within a maturity, at a redemption price equal to the principal amount to be prepaid, plus accrued interest to the date of prepayment.

This Bond is transferable as provided in the Resolution, (i) only upon the bond register of the City, 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 and maturity shall be issued to the transferee in exchange therefor as provided in the Resolution and upon the payment of charges, if any, as therein prescribed. The City may treat and consider the person in whose name this Bond is registered as the absolute owner hereof for the purpose 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 City of Cordova, and the full faith and credit of the City 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 and the home rule charter of the City to exist, 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 City, is within every debt and other limit prescribed by said constitution, statutes or charter.

IN WITNESS WHEREOF, THE CITY OF CORDOVA, 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 _____ 2010.

Mayor

A T T E S T:

Clerk

[S E A L]

Section 8. Execution. The Bonds shall be executed in the name of the City 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 City Clerk. The execution of a Bond on behalf of the City 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 delivery of the Bond or shall not have held office on the date of the Bond.

Section 9. 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. When the Bond Bank is the Registered Owner of the Bonds, payment of principal and interest on the Bonds shall be made as provided in the Loan Agreement. When the Bond Bank is not the Registered Owner of the Bonds, installments of principal and interest on the Bonds shall be paid by check mailed by first class mail to the Registered Owner as of the record date for the installment payment at the address appearing on the Bond Register; provided that the final installment of principal and interest on a Bond shall be payable upon presentation and surrender of the Bond by the Registered Owner at the office of the Registrar.

Section 10. Registration. The Bonds shall be issued only in registered form as to both principal and interest. The City designates the City Finance Director as Registrar for the Bonds. The Registrar shall keep, or cause to be kept, the Bond Register at the principal office of the City. The City covenants that, until all Bonds have been surrendered and canceled, it will maintain a system for recording the ownership of each Bond that complies with the provisions of Section 149 of the Code. The City and the Registrar 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 City nor the Registrar shall be affected by any notice to the contrary.

Section 11. Transfer and Exchange. Bonds shall be transferred only upon the books for the registration and transfer of Bonds kept at the office of the Registrar. Upon surrender for transfer or exchange of any Bond at such office, with a written instrument of transfer or authorization for exchange in form and with guaranty of signature satisfactory to the Registrar, duly executed by the Registered Owner or the duly authorized attorney of the Registered Owner, the City shall execute and deliver an equal aggregate principal amount of Bonds of the same series and maturity of any authorized denominations, subject to such reasonable regulations as the City may prescribe and upon payment sufficient to reimburse it 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 canceled by the Registrar.

Section 12. Bonds Mutilated, Destroyed, Stolen or Lost. Upon surrender to the Registrar of a mutilated Bond, the City shall execute and deliver a new Bond of like series, maturity and principal amount. Upon filing with the Registrar of evidence satisfactory to the City that a Bond has been destroyed, stolen or lost and of the ownership thereof, and upon furnishing the City with indemnity satisfactory to it, the City shall execute and deliver a new Bond of like series, maturity and principal amount. The person requesting the execution and delivery of a new Bond under this section shall comply with such other reasonable regulations as the City may prescribe and pay such expenses as the City may incur in connection therewith.

Section 13. Disposition of the Sale Proceeds of the Bonds. The sale proceeds of the Bonds representing accrued interest on the Bonds shall be applied to pay a portion of the interest due on the Bonds on the first interest payment date for the Bonds. The sale proceeds of the Bonds representing original issue premium on the Bonds shall be applied to pay issuance costs of the Bonds, a portion of the interest due on the Bonds on the first interest payment date for the Bonds, or Costs of the Project, and shall be deposited in such manner, as the City Manager or the City Finance Director may determine. The remaining sale proceeds of the Bonds shall be applied to pay Costs of the Project and issuance costs of the Bonds, and shall be deposited in the appropriate funds or accounts of the City for such purposes.

Section 14. Tax Covenants. The City covenants not to take or omit to take any action that if taken or omitted would cause (i) the interest on any Tax-Exempt Bond to be includable in gross income for federal income tax purposes; or (ii) any Build America Bond not to qualify as a Build America Bond. Without limiting the generality of the foregoing, the City covenants that it will make no use of the proceeds of the Tax-Exempt Bonds or the Build America Bonds that would cause such Bonds (if they were Tax-Exempt Bonds) to be "arbitrage bonds" subject to federal income taxation by reason of Section 148 of the Code, and that it will not take or permit any action that would cause the Tax-Exempt Bonds or the Build America Bonds (if they were Tax-Exempt Bonds) to be "private activity bonds" as defined in Section 141 of the Code.

Section 15. Amendatory and Supplemental Resolutions.

(A) The Council from time to time and at any time may adopt a resolution or resolutions supplemental hereto, which resolution or resolutions thereafter shall become a part of this Resolution, for any one or more of the following purposes:

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

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

Any such supplemental resolution 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 60 percent in aggregate principal amount of the Bonds at the time outstanding, the Council may adopt a resolution or resolutions supplemental hereto for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of this Resolution or of any supplemental resolution; provided, however, that no such supplemental resolution shall:

(1) Extend the fixed maturity of any of the Bonds, or reduce the rate of interest thereon, or extend the time of payment of any installment of principal or interest from its 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 percentage of Registered Owners of Bonds required to approve any such supplemental resolution 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 resolution, but it shall be sufficient if such consent approves the substance thereof.

(C) Upon the adoption of any supplemental resolution under this section, this Resolution shall be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under this Resolution of the City 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 resolution shall be deemed to be part of the terms and conditions of this Resolution for any and all purposes.

(D) Bonds executed and delivered after the adoption of any supplemental resolution under this section may bear a notation as to any matter provided for in such supplemental resolution, and if such supplemental resolution shall so provide, new Bonds modified so as to conform, in the opinion of the City, to any modification of this Resolution contained in any such supplemental resolution may be prepared by the City 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 16. Defeasance. In the event money and/or non-callable 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 moneys and the principal of and interest on such Government 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 17. Sale of Bonds. The Bonds shall be sold at negotiated sale to the Bond Bank as provided in the Loan Agreement. Subject to the limitations provided in Sections 2 and 4, each of the City Manager and the City Finance Director is hereby authorized to determine whether to issue the Bonds as Tax-Exempt Bonds, Build America Bonds or Taxable Bonds, or as a combination thereof with each type of Bonds being issued in a separate series, the aggregate principal amount, maturity amounts, interest rates, yields, dated date, principal and interest payment dates, redemption terms, if any, for each series of Bonds, and other details of each series of Bonds; provided that the true interest cost of a series of Tax-Exempt Bonds, if any, expressed as an annual rate, shall not exceed 5.0 percent, the true interest cost of a Series of Build America Bonds, if any, shall not exceed 7.5 percent, and the true interest cost of a Series of

Taxable Bonds, if any, shall not exceed 7.5 percent. In determining the maturity amounts, sinking fund installments, if any, interest rates, yields, and redemption terms, if any, for a series of Bonds, the City Manager or City Finance Director shall take into account those factors which, in his judgment, will result in the lowest true interest cost on the series of Bonds to their maturity, including without limitation current financial market conditions and current interest rates for obligations comparable in tenor and quality to the series of Bonds. Based upon the foregoing determinations, the City Manager and the City Finance Director each is authorized to execute the Loan Agreement, in substantially the form presented at this meeting.

Section 18. Authority of Officers. The Mayor, the acting Mayor, the City Manager, the acting City Manager, the City Finance Director, the acting City Finance Director, the Clerk and the acting Clerk each is authorized and directed to do and perform all things and determine all matters not determined by this Resolution, to the end that the City may carry out its obligations under the Bonds, the Loan Agreement and this Resolution.

Section 19. Prohibited Sale of Bonds. No person, firm or corporation, or any agent or employee thereof, acting as financial consultant to the City 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 20. Designation of Tax-Exempt Bonds as Qualified Tax Exempt Obligations. The series of Tax-Exempt Bonds, if any, plus the portion of the proceeds of the Reserve Fund Obligations that are used with respect to the series of Tax-Exempt Bonds, are hereby designated as "qualified tax exempt obligations" in accordance with Section 265(b)(3) of the Code, and the City hereby covenants that during the calendar year 2010 it shall not issue or designate as "qualified tax-exempt obligations" under Section 265(b)(3) of the Code an aggregate principal amount of tax-exempt obligations (other than tax exempt obligations described in Section 265(b)(3)(C)(ii) of the Code) exceeding \$30,000,000.

Section 21. Ongoing Disclosure. The City acknowledges that, under Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), the City may now or in the future be an "obligated person" with respect to the Bond Bank Bonds. In accordance with the Rule and as the Bond Bank may require, the City shall undertake to provide certain annual financial information and operating data as shall be set forth in the Loan Agreement.

Section 22. Miscellaneous.

(A) All payments made by the City 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 Resolution against any member of the Council or officer of the City 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

City, and do not and shall not create or constitute an indebtedness or obligation, either legal, moral or otherwise, of said state or of any political subdivision thereof, except the City.

Section 23. Severability. If any one or more of the provisions of this Resolution 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 Resolution and shall in no way affect the validity of the other provisions of this Resolution or of the Bonds.

Section 24. Effective Date. This resolution shall become effective upon adoption by the Cordova City Council.

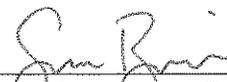
PASSED AND APPROVED THIS 5th DAY OF MAY 2010.





James Kallander, Mayor

ATTEST:



Susan Bourgeois, City Clerk