

**CITY OF CORDOVA, ALASKA  
RESOLUTION 02-25-02**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CORDOVA, ALASKA,  
AUTHORIZING THE CITY TO ISSUE GENERAL OBLIGATION REFUNDING BONDS TO  
REFUND CERTAIN OUTSTANDING GENERAL OBLIGATION BONDS OF THE CITY,  
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**, pursuant to Resolution 01-15-06 adopted January 21, 2015, the City issued its General Obligation Road Bond, 2015 Series A, on March 17, 2015, in the original principal amount of \$1,805,000, of which \$1,120,000 is currently outstanding (the “2015A Bond”), to finance the cost of road and related capital improvements in the City; and

**WHEREAS**, pursuant to Resolution 01-15-08 adopted January 21, 2015, the City issued its General Obligation Refunding Bond, 2015 Series C, on March 17, 2015, in the original principal amount of \$10,065,000, of which \$4,830,000 is currently outstanding (the “2015C Bond”), to refund certain principal installments of the City’s General Obligation School Bond, 2009 Series A; and

**WHEREAS**, pursuant to Resolution 04-15-19 adopted April 1, 2015, as amended by Resolution 04-15-22 adopted April 20, 2015, the City issued its General Obligation Cordova Center Bond, 2015 Series D, on June 4, 2015, in the original principal amount of \$2,790,000, of which \$1,710,000 is scheduled to be outstanding as of March 1, 2025 (the “2015D Bond”), to finance the Cordova Center Project; and

**WHEREAS**, the City sold the 2015A Bond, the 2015C Bond, and the 2015D Bond to the Alaska Municipal Bond Bank (the “Bond Bank”) on the terms and conditions set forth in, among other documents, (i) the Loan Agreement dated as of March 1, 2015, between the Bond Bank and the City, related to the 2015A Bond (the “2015A Loan Agreement”), (ii) the Loan Agreement dated April 1, 2009, as amended by the Amendatory Loan Agreement dated as of March 1, 2015, each between the Bond Bank and the City, and each related to the 2015C Bond (together, the “2015C Loan Agreement”), and (iii) the Loan Agreement dated June 1, 2015, between the Bond Bank and the City, related to the 2015D Bond (the “2015D Loan Agreement”); and

**WHEREAS**, the Bond Bank issued its \$60,635,000 General Obligation and Refunding Bonds, 2015 Series One (the “2015-1 Bond Bank Bonds”), among other purposes, to provide funds to purchase the 2015A Bond and the 2015C Bond; and

**WHEREAS**, the Bond Bank issued its \$34,220,000 General Obligation and Refunding Bonds, 2015A Series Two (the “2015-2 Bond Bank Bonds”), among other purposes, to provide funds to purchase the 2015D Bond; and

**WHEREAS**, the Bond Bank has expressed its intent to issue refunding bonds (the “Bond Bank Refunding Bonds”) for the purpose of refunding a portion of the 2015-1 Bond Bank Bonds and a portion of the 2015A-2 Bond Bank Bonds to achieve debt service savings; and

**WHEREAS**, Article IX, Section 11 of the Alaska Constitution and Cordova Charter Section 6-1 provide that general obligation refunding bonds may be issued without an election, Section 29.47.340 of the Alaska Statutes provides that refunding bonds may be exchanged for the bonds being refunded, and Section 29.47.410 of the Alaska Statutes provides that the Council by resolution may provide for the form and manner of sale of bonds and notes; and

**WHEREAS**, the Council finds that it is in the best interest of the City to provide for the refunding, including the payment of principal of and interest on, all or a portion of the outstanding principal installments of the 2015A Bond, the 2015C Bond, and the 2015D Bond the Manager or the Finance Director determines will provide the percentage debt service savings specified in this resolution (the “Refunded Principal Installments”) by the issuance of general obligation refunding bonds in one or more series (the “Bonds”); and

**WHEREAS**, the Council wishes to effect a reduction in debt service on all or a portion of the Refunded Principal Installments by entering into Amendatory Loan Agreements, issuing its general obligation refunding bonds (and, if necessary, a replacement 2015A Bond, 2015C Bond, and 2015D Bond) in exchange for the 2015A Bond, the 2015C Bond, and/or the 2015D Bond, and participating in the refunding of a portion of the 2015-1 Bond Bank Bonds and 2015A-2 Bond Bank Bonds; and

**WHEREAS**, the Council finds that it is necessary and appropriate to delegate to the Manager and the Finance Director authority to determine the maturity amounts, interest rates, and other details of the Bonds, and to determine other matters that are not provided for in this resolution.

**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) “Amendatory Loan Agreement” means an Amendatory Loan Agreement between the City and the Bond Bank, amending the 2015A Loan Agreement, the 2015C Loan Agreement, or the 2015D Loan Agreement, as applicable.

(B) “Bond” or “Bonds” means any of the “General Obligation Refunding Bonds” of the City of Cordova, the issuance and sale of which are authorized herein.

(C) “Bond Bank” means the Alaska Municipal Bond Bank, a public corporation of the State of Alaska.

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

(E) “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.

(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) “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.

(I) “Government Obligations” means noncallable 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 payment of the principal of and interest on which are unconditionally guaranteed by the United States of America.

(J) “Loan Agreement” means the 2015A Loan Agreement, the 2015C Loan Agreement, or the 2015D Loan Agreement, as may be amended by an Amendatory Loan Agreement.

(K) “Registered Owner” means the person named as the registered owner of a Bond in the Bond Register.

(L) “Registrar” means the City Finance Director, or any successor that the City may appoint by resolution.

(M) “Resolution” means this Resolution 02-25-02 of the City.

Section 2. Authorization of Bonds and Purpose of Issuance. For the purpose of effecting the refunding of the Refunded Principal Installments by issuing Bonds (and, if necessary, a replacement 2015A Bond, 2015C Bond, and/or 2015D Bond) on the terms and conditions provided in this Resolution and the Amendatory Loan Agreements, 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.

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 issued in one or more series as determined by the Manager or Finance Director and be designated “City of Cordova, Alaska, General Obligation Refunding Bond” with such additional series and year designation as the Manager or Finance Director may fix and determine. 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 bear interest payable semi-annually on the dates and shall mature in one or more years on the date, and each principal installment shall be payable annually in the amount and on the

dates, all as shall be set forth in the applicable Loan Agreement. Interest on the Bonds shall be computed on the basis of a 360-day year composed 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 the Bonds, the aggregate principal amount of Bonds, and the principal amount of each maturity and the interest rates on the Bonds, shall be determined at the time of execution of the Amendatory Loan Agreements 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 Amendatory Loan Agreements 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 a Bond, the selection of such Bond to be redeemed shall be made as provided in the applicable Loan Agreement. When the Bond Bank is not the Registered Owner of a Bond, the selection of such Bond 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 randomly (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 principal amount to remain outstanding, 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 a Bond, notice of any intended redemption of such Bond shall be given as provided in the applicable Loan Agreement. When the Bond Bank is not the Registered Owner of a Bond, notice of any intended redemption of such Bond shall be given as provided in this subsection (B). Notice of redemption shall be mailed not less than 20 nor more than 45 days prior to the date fixed for redemption by first class mail to the Registered Owners of the Bond 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 of a series are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the such 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 Bond is 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, a Bond or portion of Bond 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 Bond or portion of Bond shall cease to bear interest. Upon surrender of such Bond for redemption in accordance with such notice, such Bond 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 maturity in the amount of the unpaid principal. All Bonds that 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 a Bond shall bear the CUSIP number, if any, identifying, by maturity, the Bond 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 REFUNDING BOND, 2025 SERIES \_\_\_\_\_

Registered Owner:  
Principal Amount:

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 \_\_\_\_\_ 1 of the following years, and to pay interest on such installments from the date hereof, payable on \_\_\_\_\_ 1 and semiannually thereafter on the first days of \_\_\_\_\_ and \_\_\_\_\_ of each year, at the rates per annum as follows:

Year	Principal Amount	Interest Rate	Year	Principal Amount	Interest Rate
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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 relating to this Bond, as amended by the Amendatory 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 15th day of the month preceding the 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

Refunding Bonds, 2025 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 refunding certain general obligation bonds issued by the City, and is issued under Resolution \_\_\_\_\_ of the City entitled:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CORDOVA, ALASKA, AUTHORIZING THE CITY TO ISSUE GENERAL OBLIGATION REFUNDING BONDS TO REFUND CERTAIN OUTSTANDING GENERAL OBLIGATION BONDS OF THE CITY, FIXING CERTAIN DETAILS OF SUCH BONDS, AND AUTHORIZING THEIR SALE (the "Resolution").

Installments of principal of this Bond due on and after \_\_\_\_\_ shall be subject to prepayment on and after \_\_\_\_\_ 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 randomly 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, ordinances, and resolutions 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, charter, ordinances, or resolutions.

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 \_\_\_\_\_, 2025.

CITY OF CORDOVA

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

ATTEST:

\_\_\_\_\_  
/specimen/  
City Clerk

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 a Bond, payment of principal and interest on such Bond shall be made as provided in the Loan Agreement. When the Bond Bank is not the Registered Owner of a Bond, installments of principal and interest on such Bond 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 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 amount or amounts 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 Bond Register 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 such Bond of the same 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 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. Designation of Refunded Principal Installments. The Manager or the Finance Director are each authorized to fix and determine which, if any of the outstanding principal installments of the 2015A Bond, 2015C Bond, and/or 2015D Bond are to be refunded by issuing the Bonds (and, if necessary, a replacement 2015A Bond, a replacement 2015C Bond, and/or a replacement 2015D Bond) in exchange therefor, provided that the refunding of the principal installments so designated as Refunded Principal Installments shall result in a debt service savings to the City in the aggregate of not less than two and one-half percent (2.5%) of their principal amount, net of all issuance costs and underwriting discount, on a present value basis.

Section 14. Tax Covenants. The City 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 for the exclusion of the interest on the Bonds from gross income for federal income tax purposes. Without limiting the generality of the foregoing, the City covenants that it will make no use of the proceeds of the Bonds that will cause the 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 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 a majority in aggregate principal amount of the Bonds then 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, 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, in each case 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. Exchange of Bonds; Amendatory Loan Agreements. The Bonds shall initially be delivered to the Bond Bank in exchange for the Refunded Principal Installments. Subject to the limitations set forth in Sections 2 and 4, each of the Manager and Finance Director is hereby authorized to determine the aggregate principal amount, the principal amount of each maturity, the interest rates, the dated date, the yields, the principal and interest payment dates, the record dates for principal and interest payments, and the redemption terms, if any, for the Bonds, and other details of the Bonds; provided that: (i) the principal amount of each maturity of the Bonds shall not exceed the principal amount of the portion of the corresponding maturity of the Bond Bank Bonds that is allocated to the making of a loan to the City; and (ii) the interest rate on each maturity of the Bonds shall not exceed the interest rate on the corresponding maturity of the Bond Bank Bonds. Based upon the foregoing determinations, the Manager or the Finance Director are authorized to negotiate, execute, and deliver the Amendatory Loan Agreements.

Section 18. Authority of Officers. The Mayor, the acting Mayor, the Manager, the acting Manager, the Finance Director, the acting Finance Director, the Clerk, and the acting Clerk are each individually 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 Agreements, 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. Ongoing Disclosure. The City acknowledges that, under Rule 15c2-12 of the United States Securities and Exchange Commission (“Rule 15c2-12”), the City may now or in the future be an “obligated person” with respect to the Bond Bank Bonds. In accordance with Rule 15c2-12 and as the Bond Bank may require, the City shall enter into a continuing disclosure agreement and undertake to provide certain annual financial information and operating data as shall be set forth in the Loan Agreement.

Section 21. 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 the State of Alaska or of any political subdivision thereof, except the City.

Section 22. 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 23. Effective Date. This resolution shall become effective upon adoption by the Cordova City Council.

**PASSED AND APPROVED THIS 19TH DAY OF FEBRUARY 2025**



David Allison, Mayor

ATTEST:

Susan Bourgeois, CMC, City Clerk