

RESOLUTION IFA 18-01

STATE OF OREGON INFRASTRUCTURE FINANCE AUTHORITY BOARD

RESOLUTION AUTHORIZING THE ISSUANCE OF OREGON BOND BANK BONDS AND CERTAIN RELATED ACTIONS

WHEREAS, Oregon Revised Statutes (“ORS”) 285A.093 authorizes the Oregon Infrastructure Finance Authority Board (the “Board”) to establish policies, and procedures for loan and grant programs administered by the Oregon Infrastructure Finance Authority (the “Authority”); and

WHEREAS, pursuant to ORS 285B.467 and 285B.572, the Authority shall determine the eligibility for revenue bond financing of development projects that have qualified for assistance under the Special Public Works Fund Pursuant to ORS 285B.410 to 285B.482 (“SPWF Act”), and water projects that have qualified for assistance under the Water Fund pursuant to ORS 285B.560 to 285B.599 (the “Water Act”); and

WHEREAS, pursuant to ORS 285B.467 to 285B.482, 285B.572 to 285B.599 and ORS Chapter 286A, the State Treasurer, at the request of the Oregon Business Development Department (the “Department”), may issue revenue bonds secured by moneys paid to the Special Public Works Fund to finance or refinance the costs of development projects or secured by moneys paid to the Water Fund to finance or refinance the costs of water projects; and

WHEREAS, the state of Oregon (the “State”), acting by and through its State Treasurer and its Oregon Economic and Community Development Department (now known as the Oregon Business Development Department) has executed a Second Restated Indenture of Trust dated May 27, 2009 (the “Master Indenture”), to establish the terms and conditions under which such revenue bonds may be issued pursuant to the SPWF Act and the Water Act (the “Oregon Bond Bank Program”); and

WHEREAS, the Board has reviewed information related to development projects and water projects from a number of borrowers, including projects for city of Rainier, city of Tillamook, Coos County Airport District, city of Gold Beach that may be eligible for financing under the Oregon Bond Bank Program; and

WHEREAS, the State previously issued its Oregon Bond Bank Revenue Bonds (Oregon Economic and Community Development Department) 2007 Series A (Governmental Purpose) (the “2007 Bonds”) and its Oregon Bond Bank Revenue Bonds (Oregon Economic and Community Development Department), 2009 Series A (Governmental Purpose) (the “2009 Bonds” and together with the 2007 Bonds, the “Refundable Bonds”) under the Oregon Bond Bank Program for the benefit of certain borrowers (the “Refundable Borrowers”); and

WHEREAS, current interest rates are lower than the interest rates borne by the Refundable Bonds and the State may be able to obtain debt service savings for the Refundable Borrowers by refunding all or a portion of the Refundable Bonds; and

WHEREAS, the Board adopts this resolution authorizing the Authority to determine the eligibility of certain development projects and water projects through the Oregon Bond Bank Program, and authorizes the Department to request the State Treasurer to issue Oregon Bond Bank Bonds for such projects determined eligible and for the refunding of the Refundable Bonds, and authorizes certain Oregon Business Development Department officials to take necessary actions to facilitate the issuance of such Oregon Bond Bank Bonds.

THE INFRASTRUCTURE FINANCE AUTHORITY BOARD OF THE STATE OF OREGON RESOLVES, that:

1. **Authorization of Oregon Bond Bank Bonds.** The Board hereby authorizes the Authority to determine the eligibility for financing through the Oregon Bond Bank Program of the projects for city of Rainier (Loan B18002), city of Tillamook (Loan B18001), Coos County Airport District (Loan B17001), city of Gold Beach (Loan B18003), and other projects for borrowers that the Department Official (defined below) on behalf of the Authority finds are eligible and in the State’s best interest to finance pursuant to Section 4.11 below (together the “2018 Borrowers”). The Authority shall forward, or cause to be forwarded, to the State Treasurer, a description of the projects for the 2018 Borrowers that it determines eligible. The Board hereby authorizes the issuance of the Oregon Bond Bank Program revenue bonds (the “Project Bonds”) for the 2018 Borrowers in one or more series in an aggregate principal amount not to exceed \$17,000,000.

2. **Authorization of Oregon Bond Bank Refunding Bonds.** The Board hereby authorizes the issuance of Oregon Bond Bank Program revenue bonds (the "Refunding Bonds") in such series and principal amounts as the State Treasurer, after consultation with the Department, shall determine to result in adequate savings.
3. **Security.** The Project Bonds and Refunding Bonds (together, the "Bonds") shall be issued as "Additional Bonds" as defined in the Master Indenture, which are payable from the Trust Estate, as defined in the Master Indenture, and includes loan repayments made by borrowers whose projects are financed or refinanced by Oregon Bond Bank Program revenue bonds, loan repayments of additional loans pledged to the payment of Oregon Bond Bank Program revenue bonds, and any debt service reserve fund that may be pledged pursuant to Section 3.4 below.
4. **Delegation for Issuance of Bonds.** The Director of the Department, the Assistant Director for Economic Development, the Authority Administrator, or the director's designee (the "Department Official") is hereby authorized on behalf of the Department and without further action by the Board to consult with the State Treasurer to determine the following:
 - 4.1 Provide that the Bonds may be issued in one or more series which may be sold at different times.
 - 4.2 Participate in the preparation of, authorize the distribution of, and deem final the preliminary and final official statements and any other disclosure documents for each series of the Bonds.
 - 4.3 Establish the final principal amounts, maturity schedules, interest rates, sale prices, redemption terms, payment terms and dates, record dates and other terms for each series of the Bonds.
 - 4.4 Determine whether any series of the Bonds shall be secured by a debt service reserve fund and whether to pledge additional Authority loans previously executed by the Authority and borrowers to provide additional security for the Bonds.
 - 4.5 Publish a notice of sale, receive bids and award the sale of each series to the bidder complying with the notice and offering the most favorable terms to

the state, or select one or more underwriters and negotiate the sale of any series of Bonds with those underwriters and execute bond purchase agreements with those underwriters.

4.6 Undertake to provide continuing disclosure for each series of the Bonds in accordance with SEC Rule 15c2-12.

4.7 Apply for and purchase municipal bond insurance, reserve sureties or other forms of credit enhancements for any series of Bonds, and enter into related agreements.

4.8 Finalize the terms of, execute and deliver supplemental indentures that describe the terms of each series of the Bonds. The supplemental indentures may also contain covenants for the benefit of the owners of the Bonds and providers of credit enhancement.

4.9 Issue any qualifying series of Bonds as “tax-exempt bonds” bearing interest that is excludable from gross income under the Internal Revenue Code of 1986, as amended, (the “Code”) and enter into covenants for the benefit of the owners of those series to maintain the excludability of interest on those series from gross income under the Code.

4.10 Issue any series of Bonds as “taxable bonds” bearing interest that is includable in gross income under the Code.

4.11 Determine that other development projects and water projects are eligible for revenue bond financing and that it is in the best interest of the State and the borrowers to include such projects as projects to be financed with the Bonds.

4.12 Execute any documents and take any other action in connection with the Bonds which the director finds will be advantageous to the state.

**ADOPTED BY OFFICIAL ACTION OF THE INFRASTRUCTURE FINANCE AUTHORITY FOR THE STATE
OF OREGON, ON THE SECOND DAY OF FEBRUARY,
TWO THOUSAND EIGHTEEN.**

Niki Iverson, Board Chair