ORDINANCE AUTHORIZING TOWN OF LISBON TO ISSUE $6,000,000 GENERAL OBLIGATION BONDS AND NOTES FOR RENOVATIONS AND SCHOOL CONSTRUCTION AT PHILIP W. SUGG MIDDLE SCHOOL

BE IT ORDAINED, pursuant to Articles 6.09 and 8.11(b)(2) of the Charter of the Town of Lisbon and section 5772 of Title 30-A of the Maine Revised Statutes:

That the Town be authorized to issue general obligation bonds in an amount not to exceed $6,000,000.00 and notes in anticipation thereof (collectively, the "Bonds"), to finance all or a portion of the costs of the renovation, improvement, and equipment of the Philip W. Sugg Middle School and related facilities, including but not limited to the gymnasium, offices, and kitchen and construction of a five-classroom addition (the "Project");

That the proceeds of the Bonds, including any investment earnings on the Bonds, be appropriated for the costs of the Project;

That the Town Finance Director, be authorized to arrange for the sale of the Bonds at public or private sale to such parties, including the Maine Municipal Bond Bank, as the Finance Director determines to be in the Town's interest, to negotiate loan agreements and other contracts for that purpose, and to hire such financial advisors and other consultants, if any, as the Finance Director deems necessary to assist with the sale of the Bonds, all on such terms not inconsistent with this Ordinance as the Finance Director shall approve;

That any or all of the Bonds may be consolidated with and become a part of any other issue of temporary notes or general obligation bonds authorized to be issued by any previous or subsequent action of the Town Council;

That the Bonds be issued in registered form in the name of the Town, and that the Bonds and any related loan agreements be executed and delivered by the Finance Director and countersigned by the Chair of the Town Council ("Council Chair"), whose execution shall be conclusive evidence of approval of the terms and conditions thereof, and Town Manager under the official seal of the Town, as applicable, attested by the Town Clerk, and that any signature thereon may be by facsimile to the extent permitted by law;

That to the extent not inconsistent with this Ordinance, the Finance Director be authorized to approve the date(s), maturity(ies), denomination(s), interest rate(s), place(s) of payment, form(s) and other terms, provisions, and details of the Bonds, and provide for the sale and delivery against payment thereof;

That the Finance Director be authorized to provide on behalf of the Town that the Bonds may be redeemable or callable, with or without premium, prior to their maturity;

That no part of the proceeds of the Bonds shall be used, directly or indirectly, in any manner that would cause the Bonds to be "arbitrage bonds" or "private activity bonds" within the meaning of Sections 148 and 141 of the Internal Revenue Code of 1986, as amended (the "Code");

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That in connection with the Bonds, the Finance Director be authorized to execute and deliver on behalf of the Town an Arbitrage and Use of Proceeds Certificate in form approved by the Town's bond counsel, and to covenant on behalf of the Town to file any information report and pay any rebate due to the United States in connection with the issuance of the Bonds, and to take all other lawful actions necessary to insure that the interest on the Bonds will be excludable from the gross income of the owners thereof for purposes of federal income taxation and to refrain from taking any action which would cause interest on the Bonds to become includable in the gross income of the owners thereof;

That the Finance Director, as applicable, may designate any of the Bonds as qualified tax-exempt obligations within the meaning of Section 265(b)(3) of the Code;

That the Finance Director be authorized to covenant and agree, on behalf of the Town, for the benefit of the holders of the Bonds, that the Town will file any required reports, make any annual financial or material event disclosure, and take any other actions that may be necessary to ensure that the disclosure requirements imposed by Rule 15c2-12 of the Securities and Exchange Commission, if applicable, are met;

That the Finance Director, Town Manager, Clerk, Council Chair and any other appropriate officers or officials of the Town be authorized to execute and deliver on behalf of the Town such other documents and certificates as may be necessary or convenient to the issuance, execution, or delivery of the Bonds;

That if the Clerk, Finance Director, Council Chair, or Town Manager for any reason be unavailable to, as applicable, approve, execute, or attest the Bonds or any related financing documents, the person or persons then acting in any such capacity, whether as assistant, deputy, or otherwise, be authorized to act for such unavailable official with the same force and effect as if such official had himself/herself performed such act;

That if any of the officers or officials of the Town who have signed, attested, or sealed the Bonds shall cease to be such officers or officials before the Bonds so signed, attested, and sealed shall have been actually authenticated or delivered by the Town, such Bonds nevertheless may be authenticated, delivered, and issued with the same force and effect as though the person or persons who signed, attested, or sealed the Bonds had not ceased to be such officer or official; and also, any such Bonds may be signed, attested, or sealed on behalf of the Town by those persons who, at the actual date of execution of the Bonds, shall be the proper officers or officials of the Town, although at the nominal date of the Bonds any such person shall not have been such officer or official;

That the term "cost" or "costs" as used herein and applied to the Project, or any portion thereof, includes, without limitation (i) the purchase price or acquisition cost of all or any portion of the Project; (ii) the cost of construction, building, alteration, enlargement, reconstruction, renovation, improvement, and equipping of the Project; (iii) the cost of all appurtenances and other facilities either on, above, or under the ground that are used or usable in connection with the Project; (iv) the cost of landscaping, site preparation, and remodeling of any improvements or

facilities related to the Project; (v) the cost of all labor, materials, building systems, machinery, and equipment related to the Project; (vi) the cost of land, structures, real property interests, rights, easements, and franchises acquired in connection with the Project; (vii) the cost of all utility extensions and site improvements and development related to the Project; (viii) the cost of planning, developing, preparation of specifications, surveys, engineering, feasibility studies, legal and other professional services associated with the Project; (ix) the cost of environmental studies and assessments performed in connection with the Project; (x) the cost of financing charges and issuance costs, including premiums for insurance, interest for a period not to exceed three years from the issue date of the Bonds and for any additional period permitted under Section 148 of the Code, underwriters' fees and costs, legal and accounting fees and costs, application fees, and other fees and expenses relating to the financing transaction; and (xi) the cost of all other financing authorized hereunder, whether related or unrelated to the foregoing;

That the Town hereby resolves and declares its official intent pursuant to Section 1.150-2(e) of the Treasury Regulations that the Town reasonably expects to use the proceeds of the Bonds to reimburse certain original expenditures from the Town's general or other fund, paid not earlier than 60 days prior to adoption of this Ordinance or to be paid, which original expenditures have been or will be incurred in connection with costs of the Project; and that the Town reasonably expects that the maximum principal amount that the Town will issue to finance the Project is the amount of Bonds authorized hereunder ($6,000,000); and further that an attested copy of this resolution and declaration of official intent be kept in the permanent records of the Town and be reasonably available for public inspection;

That any and all actions heretofore taken by any Town officers or officials in relation to the Bonds and in furtherance of the purport and intent of this Ordinance and not contrary to this Ordinance are hereby ratified, approved and confirmed;

That it shall be a condition to the foregoing authority conferred by this Ordinance that the voters of the Town, pursuant to Article 8.11(b)(2) of the Town Charter, ratify the adoption of this Ordinance; and

That the Town Clerk file an attested copy of this Ordinance with the minutes of this meeting and in accordance with section 8.25(b) of the Town Charter make attested copies of this Ordinance available to the public.

So Ordained, this ___ day of _____, 2024.

_____ _____

_____ _____

_____ _____

_____

Lisbon Town Council

A true copy, attest:

_____
Lisbon Town Clerk
(Town Clerk to file an attested copy of this Ordinance with the Council meeting minutes)