



Legislation Text

File #: 21-1253, Version: 1

City of Alexandria, Virginia

MEMORANDUM

DATE: JUNE 16, 2021

TO: THE HONORABLE MAYOR AND MEMBERS OF CITY COUNCIL

FROM: MARK B. JINKS, CITY MANAGER /s/

DOCKET TITLE:

Public Hearing, Second Reading and Final Passage of an Ordinance Authorizing and Empowering the Issuance, Sale and Delivery of General Obligation Bonds to Finance City and Schools Capital Projects and the Landmark Mall Redevelopment and to Refund Certain Outstanding Bonds of the City. [ROLL-CALL VOTE]

ISSUE: Consideration of an ordinance to authorize the issuance of General Obligation Bonds to finance public improvements reflected in multiple years of the City's Capital Improvement Program (FY 2020 to FY 2022) and to Refund Certain Outstanding Bonds of the City.

RECOMMENDATION: That City Council approve on first reading on June 22, 2021, and schedule for second reading, public hearing and final passage on July 6, an ordinance (Attachment 1) authorizing and empowering the issuance, sale and delivery of bonds up to \$176.8 million to finance various public improvements and \$160 million to fund the Landmark Mall Redevelopment project and to Refund Certain Outstanding Bonds of the City.

BACKGROUND: The proposed ordinance would authorize future issuance of:

- (1) \$140.0 million for Schools capital projects;
- (2) \$160.0 million for the Landmark Mall Site Redevelopment Project;
- (3) \$36.8 million for City capital projects; and
- (3) General Obligation Bonds to refund certain outstanding bonds of the City.

The City has been spending down existing bond balances rather than issuing new debt for the past two years based on the evaluation of the timing of cash needs for projects. In November 2019, debt was issued for the Potomac Yard Project and several school improvement projects. More recently, in January 2021, City Council authorized a Reimbursement Resolution, enabling several projects to move forward with existing cash,

including the Douglas MacArthur replacement and several stormwater projects. At this time, staff is seeking authorization to issue General Obligation Bonds for Schools Projects that have been identified in Capital Improvement Programs since FY 2020. The actual bond issuance is expected to be much lower to reflect the actual rate of spend of capital projects. The City will likely go to the bond market in the fall of 2021 to issue bonds to fund the projects underway and just \$21 million of the Landmark Mall project for first payment for land acquisition with later issuances expected in FY 2023 and FY 2024 based on cash flow needs. The attached ordinance provides maximum bond issuance flexibility for the upcoming issuance, including the likelihood that a portion, of the bonds to fund the Landmark Mall Redevelopment Project will be taxable 30-year debt. The bonds issued for the City and Schools public improvements are expected to be 20-year, tax exempt bonds. The ordinance also provides authorization for the City Manager and the Director of Finance to pursue the refinancing of existing debt when favorable market conditions and refunding opportunities exists. Since 2015, the City has saved \$24 million in debt service costs by refunding approximately \$268 million in outstanding debt.

In addition to the City’s capital projects and refunding, this authorization also provides authorization for the City’s bond funding of the Landmark Mall Redevelopment Project. Approval of funding authorization is contemplated at this time as part of the pending Development Agreement, but the borrowing for the project is expected to be made in three tranches, beginning with \$21 million in the fall of 2021 for the first payment of the land acquisition for INOVA and its medical facilities. The second tranche for the second land acquisition payment (\$33 million) and infrastructure investment (\$30 million) is planned for FY 2023. The final tranche of \$56 million for additional Landmark redevelopment infrastructure investment is currently planned to be borrowed in FY 2024. In total the City will be making \$86 million in infrastructure bond investment which is planning to be repaid through Tax Increment Financing (TIF) revenues which will be comprised of taxes generated on the Landmark site once it is redeveloped.

Since the Landmark infrastructure bonds will need to be issued prior to the development of the new residential, retail and office properties at Landmark, in the early years’ debt service on these bonds will not be able to be fully funded with the new tax revenues generated by the taxable new development. As a result, there will be four to five years where there will be a gap which will need to be funded by capitalized interest (the Potomac Yard Metrorail station funding also entailed the use of capitalized interest). The need for capitalized interest will increase the amount of bonds to be issued by \$10 million to \$20 million, and thereby result in a total Landmark bond issuance authorization of up to \$160 million. The amount of capitalized interest will be dependent on actual development timing and market conditions at the time of the bond sales. Full Landmark bond authorization is being sought at this time through a bond ordinance to demonstrate to the developer, property owners and the INOVA Hospital System, who cumulatively plan to invest over \$2 billion in constructing new Landmark site buildings, the City’s planned financial commitment which is key to the redevelopment plan of the Landmark site.

\$ 21 M	for first land acquisition payment in FY22
33 M	for second land acquisition payment in FY23
30 M	for infrastructure payments in FY23
56 M	for infrastructure payments in FY24
<u>20 M</u>	for capitalized interest (FY24 to about FY28)
\$160 M	Total Landmark Redevelopment Bonds

By providing the bonding authority for the full Landmark \$2 billion project at this time, the City is showing its commitment to the developer, INOVA and the two major property owners. This authorization is an estimate of the maximum authority that the City may need based on borrowing outlined and approved by Council in the

budget.

By managing cash flow and not borrowing funds until they are needed, the City is able to reduce the pace of growth of its debt service costs. The actual amount of bonds the City issues will depend on the projects' cash needs at the time of issuance, as well as interest rate conditions in the marketplace, but will not be higher than the amount authorized. The City currently holds two lines of credit, totaling \$250 million that provide access to resources to fund capital projects if needed to maximize cash flow as well. The interest rates on the lines of credit are lower than the interest rates the City will incur on longer term debt and are a potential short-term financing strategy for the City's CIP.

DISCUSSION: The major categories and estimated maximum amounts for the Landmark Mall Redevelopment Project and the capital projects covered by this bond authorization are described below:

- Schools Projects- \$140 million

Construction, remodeling and repairing of school buildings and acquisition of necessary land and equipment (includes projects contained in the capital improvement program under "Alexandria City Public Schools").

- City Park and Buildings - \$30 million

Construction, renovation and improvement of existing and new City buildings and park facilities and acquisition of necessary land and equipment (includes projects contained in the capital improvement program under "Recreation and Parks", "Public Buildings", and "Information Technology Plan").

- Transportation Improvements - \$6.8 million

Maintenance and upgrade of the City's transportation infrastructure, transit infrastructure, and traffic control infrastructure (includes projects contained in the capital improvement program under "Transportation & Transit Infrastructure," and including, without limitation, payment of the City's share of certain Washington Metropolitan Area Transit Authority (i.e., "METRO") capital improvements).

- Landmark Mall Site Redevelopment - \$160 million

Improvements, land acquisition and capitalized interest in connection with the development and redevelopment of a regional commercial and retail center known as Landmark Mall.

Proposed Structure of the Bonds: As is the City's practice, the contemplated future bond issue (or issues depending on cash flow timing) will be issued as full faith and credit general obligation bonds. They will be serial or term bonds with an aggressive repayment schedule of planned annual fixed repayment amounts over the life of the bonds, and they are expected to include a 10-year call provision and be competitively bid. With these provisions and the City's solid financial management practices, it is expected that bonds will be rated Aaa by Moody's Investor's Service and AAA by Standard and Poor's. Most of the bonds are expected to be issued as tax-exempt, fixed rate bonds. The bonds associated with the Landmark Mall Redevelopment project will likely be issued as a mix of taxable and tax-exempt bonds with most bonds expected to be issued as tax exempt. Based on the current market demands for AAA/Aaa-rated municipal bonds and given favorable market conditions that have seen the municipal bond market outperforming other markets. The City's rate for the 2019 20- year issuance was 2.13 percent, and the Federal Reserve has lowered interest rates since that time and the interest rates could be lower.

FISCAL IMPACT: Although this ordinance authorizes \$336.8 million in bond financing, the long-term bond issuance is likely to be much lower. The fiscal impact of an assumed \$150 million of taxable and tax-exempt bond issuance for City and School purposes will be approximately \$11 million in annual debt service payments. The utilization of short-term financing will reduce debt service costs by delaying borrowing until the funds are needed. These costs are already incorporated in the FY 2022 Approved Budget and CIP. The Landmark Mall Redevelopment debt service is expected to be paid with tax revenue generated from new development surrounding the site of the new INOVA hospital. An additional safeguard is expected to be put in place, by the establishment of a Community Development Authority (CDA). This CDA is expected to ensure that a mechanism is in place to repay the Landmark related debt service, in the event redevelopment and its related new tax generation does not occur as anticipated. Through the CDA, a special assessment could be assessed on properties within a defined area of the previous Landmark Mall site that would be used to pay the debt service. The boundaries of the CDA will be established in the forthcoming CDA ordinance.

ATTACHMENTS:

Attachment 1 - Ordinance Cover

Attachment 2 - Ordinance Authorizing the Issuance of General Obligation Capital Improvement
Bonds in the Estimated Maximum Amount of \$336.8 million

Attachment 3 - Exhibit A to Ordinance (2021a Bond Form)

STAFF:

Laura B. Triggs, Deputy City Manager

Kendel Taylor, Director of Finance

Morgan Routt, Director, Management and Budget

Arthur Wicks, Capital Improvement Program Manager, OMB

1	Introduction and first reading:	6/22/2021
2	Public hearing:	6/22/2021
3	Second reading and enactment:	7/6/2021

INFORMATION ON PROPOSED ORDINANCE

Title

AN ORDINANCE of the City Council of the City of Alexandria, Virginia authorizing the Issuance of General Obligation Bonds in the estimated maximum amount of \$336,800,000; and providing for reimbursement to the City of Alexandria from bond proceeds.

Summary

The proposed ordinance authorizes the issuance of general obligation bonds for the capital improvements for the City and the Schools and for the Landmark Mall Redevelopment project.

Sponsor

Kendel Taylor, Director of Finance

Staff

Laura B. Triggs, Deputy City Manager
Morgan Routt, Director, Management and Budget
Sarah McElveen, Assistant City Attorney

Authority

§ Title 15.2, Chapter 26, Code of Virginia of 1950, as amended (Public Finance Act of 1991)

Estimated Costs of Implementation

None

Attachments in Addition to Proposed Ordinance and its Attachments (if any)

None

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF ALEXANDRIA, VIRGINIA
 AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION CAPITAL
 IMPROVEMENT BONDS IN THE ESTIMATED MAXIMUM AMOUNT OF
 \$336,800,000 AND PROVIDING FOR REIMBURSEMENT TO THE CITY OF
 ALEXANDRIA FROM BOND PROCEEDS; AND AUTHORIZING THE ISSUANCE
 OF GENERAL OBLIGATION REFUNDING BONDS

THE CITY COUNCIL OF ALEXANDRIA HEREBY ORDAINS:

WHEREAS, the City Council (the "City Council") of the City of Alexandria, Virginia ("City") has determined that it is advisable to issue (a) up to \$336,800,000 general obligation bonds of the City to finance the cost, in whole or in part, of the various capital improvements as described below (collectively, the "Projects") and (b) general obligation refunding bonds of the City to refund in advance of their maturities certain bonds previously issued by the City in order to achieve debt service savings.

1. Authorization of New Money Bonds and Use of Proceeds. The City Council hereby determines that it is advisable to contract a debt and to issue and sell general obligation bonds in the aggregate maximum principal amount of \$336,800,000 (the "New Money Bonds"). The issuance and sale of the New Money Bonds are hereby authorized. The proceeds from the issuance and sale of the New Money Bonds shall be used to pay all or a portion of the costs of the Projects as described below, and the costs of issuing the New Money Bonds, and the City Manager and the Director of Finance of the City, or either one of them acting alone (the "Authorized Officer"), is authorized and directed to determine the portion of the cost of each Project to be financed with New Money Bond proceeds and to reallocate New Money Bond proceeds among the Projects if necessary or desirable.

<u>General Project Description</u>	<u>Estimated Maximum Cost</u>
<u>Schools</u> Construction, remodeling and repairing of school buildings and acquisition of necessary land and equipment (includes projects contained in the capital improvement program under "Alexandria City Public Schools").	\$140,000,000
<u>City Parks and Buildings</u> Construction, renovation and improvement of existing and new City buildings and park facilities and acquisition of necessary land and equipment (includes projects contained in the capital improvement program under "Recreation and Parks," "Public Buildings" and "Information Technology Plan).	\$30,000,000

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2	<u>Transportation Improvements</u>	\$6,800,000
3	Maintenance and upgrade of the City's	
4	transportation infrastructure, transit infrastructure	
5	and traffic control infrastructure (includes projects	
6	contained in the capital improvement program under	
7	"Transportation & Transit Infrastructure," and including,	
8	without limitation, payment of the City's share of	
9	certain Washington Metropolitan Area Transit	
10	Authority (i.e., "METRO") capital improvements).	
11		
12	<u>Landmark Mall Site Redevelopment</u>	\$160,000,000
13	Improvements, land acquisition and capitalized interest in connection	
14	with the development and redevelopment of a regional commercial and	
15	retail center known as Landmark Mall.	
16		
17	<u>Total:</u>	\$336,800,000
18		

19 2. Authorization of Refunding Bonds; Refunding of Prior Bonds. The City Council hereby
20 determines that it is advisable to contract a debt and to issue and sell, in addition to the New Money
21 Bonds authorized in paragraph 1 of this Ordinance, general obligation refunding bonds (the
22 "Refunding Bonds" and, together with the New Money Bonds, the "Bonds") on the terms
23 determined in the manner set forth in this Ordinance. The proceeds from the issuance and sale of
24 the Refunding Bonds shall be used to refund, redeem and/or defeasance certain outstanding bonds
25 issued by the City (the "Refunded Bonds") and to pay the costs of issuing the Refunding Bonds.
26 The specific bonds to be refunded shall be determined by the Authorized Officer, pursuant to the
27 criteria set forth in this paragraph. The Authorized Officer is authorized to determine the series,
28 maturities and amounts of the Refunded Bonds as such officer determines to be in the best interest
29 of the City. The Authorized Officer is authorized to enter into an escrow agreement providing for
30 the deposit of proceeds of the Refunding Bonds and the refunding and redemption of the Refunded
31 Bonds with such escrow agent as the Authorized Officer may select.

32
33 3. Pledge of Full Faith and Credit. The full faith and credit of the City are hereby
34 irrevocably pledged for the payment of the principal of, premium, if any, and interest on the Bonds
35 as the same become due and payable. The City Council shall levy an annual ad valorem tax upon
36 all property in the City, subject to local taxation, sufficient to pay the principal of, premium, if any,
37 and interest on the Bonds as the same shall become due for payment unless other funds are lawfully
38 available and appropriated for the timely payment thereof.

39
40 4. Details and Sale of Bonds. The Bonds shall be issued upon the terms established
41 pursuant to this Ordinance and upon such other terms as may be determined in the manner set forth
42 in this Ordinance. The Bonds shall be issued in one or more taxable or tax-exempt series, in fully
43 registered form, shall be dated such date or dates as the Authorized Officer may approve, shall be
44 in the denominations of \$5,000 each or whole multiples thereof and shall be numbered from R-1
45 upwards consecutively. The Bonds shall mature on such dates and in such amounts and shall be
46 issued in such principal amount as the Authorized Officer may approve, provided that: (a) the final

1 maturity of any New Money Bond is not more than approximately 30 years from its date and the
2 aggregate principal amount of the New Money Bonds is not more than \$336,800,000; and (b) the
3 final maturity of the Refunding Bonds is not later than one year after the final maturity of the
4 Refunded Bonds and the aggregate principal amount of the Refunding Bonds is not more than the
5 amount needed to pay the principal of and premium, if any, and interest on the Refunded Bonds to
6 their redemption date and to pay the costs of issuing the Refunding Bonds. The Bonds may be sold
7 pursuant to a public or private placement and may be sold on a negotiated or competitive bid basis,
8 all as may be determined by the Authorized Officer. The Authorized Officer is authorized and
9 directed, at his or her option, to accept a bid or bids for the purchase of the Bonds which results in
10 the lowest true interest cost to the City and the Bonds shall bear interest, payable semi-annually,
11 at such rate or rates and shall be sold to the successful bidder or bidders at such price as may be
12 set forth in the bid or bids so accepted, or, if he or she deems it to be in the City's financial interest,
13 to forego such competitive bidding and negotiate the sale of the Bonds to one or more initial
14 purchasers; provided that (a) the true interest cost of the New Money Bonds shall not exceed 6.5%
15 per annum and (b) the debt savings criteria set forth in paragraph 2 of this Ordinance is satisfied
16 with respect to the Refunding Bonds. The Authorized Officer is authorized and directed to approve
17 such optional redemption provisions for the Bonds as such officer or officers determine to be in
18 the best interest of the City. The City Council may provide for additional or other terms of the
19 Bonds by subsequent resolution.

20
21 5. Form of Bonds. The Bonds shall be in substantially the form attached to this Ordinance
22 as Exhibit A, with such appropriate variations, omissions and insertions as are permitted or
23 required by this Ordinance. There may be endorsed on the Bonds such legend or text as may be
24 necessary or appropriate to conform to any applicable rules and regulations of any governmental
25 authority or any usage or requirement of law with respect thereto.

26
27 6. Book-Entry-Only-Form. The Bonds may be issued in book-entry-only form. The
28 Bonds shall be issued in fully-registered form and may be registered in the name of Cede & Co.,
29 as nominee of The Depository Trust Company, New York, New York ("DTC") as registered owner
30 of the Bonds, or in the name of another DTC nominee, and immobilized in the custody of DTC.
31 One fully registered Bond in typewritten or printed form for the principal amount of each maturity
32 of the Bonds may be registered to DTC or its nominee. In such event, beneficial owners of the
33 Bonds shall not receive physical delivery of the Bonds and principal, premium, if any, and interest
34 payments on the Bonds shall be made to DTC or its nominee as registered owner of the Bonds on
35 the applicable payment date.

36
37 Transfer of ownership interest in the Bonds may be made by DTC and its participants (the
38 "Participants"), acting as nominees of the beneficial owners of the Bonds in accordance with rules
39 specified by DTC and its Participants. In such event, the City shall notify DTC of any notice
40 required to be given pursuant to this Ordinance or the Bonds not less than fifteen (15) calendar
41 days prior to the date upon which such notice is required to be given and the City shall also comply
42 with the agreements set forth in the City's Letter of Representations to DTC.

43
44 In the event the Bonds are issued in book-entry-only form and registered in the name of
45 DTC's nominee as permitted above, replacement Bonds (the "Replacement Bonds") may be issued

1 directly to beneficial owners of the Bonds rather than to DTC or its nominee but only in the event
2 that:

- 3
- 4 (i) DTC determines not to continue to act as securities depository for the Bonds; or
- 5
- 6 (ii) The City has advised DTC of its determination not to use DTC as a securities
7 depository; or
- 8
- 9 (iii) The City has determined that it is in the best interest of the beneficial owners of the
10 Bonds or the City not to continue the book-entry system of transfer.
- 11

12 Upon occurrence of an event described in (i) or (ii) above, the City shall attempt to locate
13 another qualified securities depository. If the City fails to locate another qualified securities
14 depository to replace DTC, the City Council shall execute and deliver Replacement Bonds
15 substantially in the form set forth in Exhibit A to this Ordinance to the Participants. In the event
16 the City Council, in its discretion, makes the determination noted in (iii) above and has made
17 provisions to notify the beneficial owners of the Bonds by mailing an appropriate notice to DTC,
18 the appropriate officers and agents of the City shall execute and deliver Replacement Bonds
19 substantially in the form set forth in Exhibit A to this Ordinance to any Participants requesting
20 such Replacement Bonds. Principal of and interest on the Replacement Bonds shall be payable as
21 provided in this Ordinance and in the Bonds, and Replacement Bonds will be transferable in
22 accordance with the provisions of paragraphs 10 and 11 of this Ordinance and the Bonds.

23

24 7. Appointment of Bond Registrar and Paying Agent. The Authorized Officer is
25 authorized and directed to appoint a Bond Registrar and Paying Agent for the Bonds, and as long
26 as the Bonds are in book-entry form, any Authorized Officer may serve as Paying Agent.

27

28 The Authorized Officer may appoint a subsequent registrar and/or one or more paying
29 agents for the Bonds upon giving written notice to the owners of the Bonds specifying the name
30 and location of the principal office of any such registrar or paying agent.

31

32 8. Execution of Bonds. The Mayor and the Clerk of the City are authorized and directed
33 to execute appropriate negotiable Bonds and to affix the seal of the City thereto and to deliver the
34 Bonds to the purchaser thereof upon payment of the purchase price. The manner of execution and
35 affixation of the seal may be by facsimile, provided, however, that if the signatures of the Mayor
36 and the Clerk are both by facsimile, the Bonds shall not be valid until signed at the foot thereof by
37 the manual signature of the Bond Registrar.

38

39 9. CUSIP Numbers. The Bonds may have CUSIP identification numbers printed thereon.
40 No such number shall constitute a part of the contract evidenced by the Bond on which it is
41 imprinted and no liability shall attach to the City, or any of its officers or agents by reason of such
42 numbers or any use made of such numbers, including any use by the City and any officer or agent
43 of the City, by reason of any inaccuracy, error or omission with respect to such numbers.

44

45 10. Registration, Transfer and Exchange. Upon surrender for transfer or exchange of any
46 Bond at the principal office of the Bond Registrar, the City shall execute and deliver and the Bond

1 Registrar shall authenticate in the name of the transferee or transferees a new Bond or Bonds of
2 any authorized denomination in an aggregate principal amount equal to the Bond surrendered and
3 of the same form and maturity and bearing interest at the same rate as the Bond surrendered, subject
4 in each case to such reasonable regulations as the City and the Bond Registrar may prescribe. All
5 Bonds presented for transfer or exchange shall be accompanied by a written instrument or
6 instruments of transfer or authorization for exchange, in form and substance reasonably
7 satisfactory to the City and the Bond Registrar, duly executed by the registered owner or by his or
8 her duly authorized attorney-in-fact or legal representative. No Bond may be registered to bearer.
9

10 New Bonds delivered upon any transfer or exchange shall be valid obligations of the City,
11 evidencing the same debt as the Bonds surrendered, and shall be secured by this Ordinance and
12 entitled to all of the security and benefits hereof to the same extent as the Bonds surrendered.
13

14 11. Charges for Exchange or Transfer. No charge shall be made for any exchange or
15 transfer of Bonds, but the City may require payment by the registered owner of any Bond of a sum
16 sufficient to cover any tax or other governmental charge which may be imposed with respect to
17 the transfer or exchange of such Bond.
18

19 12. Non-Arbitrage Certificate and Tax Covenants. The Authorized Officer and such
20 officers and agents of the City as the Authorized Officer may designate are authorized and directed
21 to execute with respect to the Bonds one or more Non-Arbitrage Certificates and Tax Covenants
22 setting forth the expected use and investment of the proceeds of the Bonds and containing such
23 covenants as may be necessary in order to comply with the provisions of the Internal Revenue
24 Code of 1986, as amended (the "Tax Code"), including the provisions of Section 148 of the Tax
25 Code and applicable regulations relating to "arbitrage bonds." The City Council covenants on
26 behalf of the City that the proceeds from the issuance and sale of the Bonds will be invested and
27 expended as set forth in the City's Non-Arbitrage Certificate and Tax Covenants relating to such
28 Bonds, to be delivered simultaneously with the issuance and delivery of such Bonds and that the
29 City shall comply with the other covenants and representations contained therein.
30

31 13. Defeasance. Bonds may be defeasance pursuant to Section 15.2-2623 of the Code of
32 Virginia of 1950, as amended, or any successor statute and shall be deemed no longer outstanding
33 upon the establishment of an escrow or sinking fund for such Bonds meeting the requirements of,
34 and the satisfaction of other conditions, if any, to defeasance set forth in such Section 15.2-2623
35 or successor statute.
36

37 14. Disclosure Documents. The Authorized Officer and such officers and agents of the
38 City as the Authorized Officer may designate are hereby authorized and directed to prepare,
39 execute, if required, and deliver appropriate notices of sale, preliminary official statements, official
40 statements, continuing disclosure agreements or such other offering or disclosure documents as
41 may be necessary to expedite the sale of the Bonds. The notices of sale, preliminary official
42 statements, official statements, continuing disclosure agreements or other documents shall be
43 published in such publications and distributed in such manner, including electronically, and at such
44 times as the Authorized Officer shall determine. The Authorized Officer is authorized and directed
45 to deem the preliminary official statements "final" for purposes of Securities and Exchange
46 Commission Rule 15c2-12.

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15. Further Actions. The Authorized Officer and such officers and agents of the City as the Authorized Officer may designate are authorized and directed to take such further action as they deem necessary regarding the issuance and sale of the Bonds including the execution and delivery of such bond purchase agreement or agreements as may be required in connection with any negotiated sale of the Bonds and the execution and delivery of any such other documents, agreements and certificates as they may deem necessary or desirable and all actions taken by such officers and agents in connection with the issuance and sale of the Bonds are ratified and confirmed.

16. Reimbursement. The City Council adopts this declaration of official intent under U.S. Treasury Regulations Section 1.150-2. The City Council reasonably expects to reimburse advances made or to be made by the City to pay the costs of the Projects from the proceeds of its debt. The maximum amount of debt expected to be issued for the Projects is set forth in paragraph 1 above. The City hereby authorizes the Authorized Officer, on behalf of the City, to specifically declare the City's official intent to reimburse portions of the cost of the Projects with New Money Bond proceeds.

17. Effective Date; Applicable Law. In accordance with Section 15.2-2601 of the Code of Virginia of 1950, as amended, the City Council elects to issue the Bonds pursuant to the provisions of the Public Finance Act of 1991 without regard to the requirements, restrictions or other provisions contained in the Charter of the City.

18. That this ordinance shall become effective upon the date and at the time of its final passage.

JUSTIN M. WILSON
Mayor

Introduction: 6/22/2021
First Reading: 6/22/2021
Publication:
Public Hearing: 7/6/2021
Second Reading: 7/6/2021
Final Passage:

Exhibit A

FORM OF BOND

**UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA**

**No. R- CITY OF ALEXANDRIA
GENERAL OBLIGATION [CAPITAL IMPROVEMENT] [REFUNDING] BOND,
SERIES _____**

MATURITY DATE

INTEREST RATE

CUSIP

REGISTERED OWNER:

PRINCIPAL AMOUNT:

CITY OF ALEXANDRIA, VIRGINIA (the “City”), for value received, acknowledges itself indebted and promises to pay to the registered owner of this Bond or legal representative, the principal amount stated above on the maturity date set forth above and to pay interest on the principal amount of this Bond at the rate specified above per annum, payable semiannually on _____ 1 and _____ 1, beginning on _____ 1, _____. This Bond shall bear interest (a) from [ISSUE DATE], if this Bond is authenticated before _____ 1, ____ or (b) otherwise from the _____ 1 or _____ 1 that is, or immediately precedes, the date on which this Bond is authenticated; provided that, if at the time of authentication of this Bond, interest on this Bond is in default, this Bond shall bear interest from the date to which interest has been paid. Interest on this Bond is computed on the basis of a 360-day year of twelve 30-day months. Both principal of and interest on this Bond are payable in lawful money of the United States of America. The principal of this Bond is payable upon presentation and surrender hereof at the office of the City’s [Director of Finance], as Bond Registrar and Paying Agent (the “Bond Registrar” or “Paying Agent”). Interest on this Bond is payable by check or draft mailed to the registered owner hereof at its address as it appears on the registration books maintained by the Bond Registrar without presentation of this Bond (or by wire if requested by any owner of at least \$1,000,000 in principal amount of the Bonds). All interest payments shall be made to the registered owner as it appears on the registration books kept by the Bond Registrar on the [first day of the month in which each interest payment date occurs][fifteenth day of the month preceding each interest payment date] (the “Record Date”).

This Bond has been duly authorized by the City Council of the City (the “City Council”) and is issued for the purpose of providing funds to pay the costs of [various capital improvements for the City][refunding certain maturities of the City’s _____ Bonds, Series _____]. The full faith and credit of the City are irrevocably pledged for the payment of the principal of and premium, if any, and interest on this Bond in accordance with its terms.

This Bond is one of a series of \$_____ General Obligation [Capital Improvement][Refunding] Bonds, Series _____ of the City, (the “Bonds”) of like date and tenor, except as to number, denomination, rate of interest and maturity, issued under the authority of and in full compliance with the Constitution and statutes of the Commonwealth of Virginia, and, more particularly, issued pursuant to the Public Finance Act of 1991, Chapter 26 of Title 15.2 of the Code of Virginia of 1950, as amended and an ordinance enacted by the City Council on _____, 2021 (the “Ordinance”).

[Bonds maturing on or before _____, ____ are not subject to redemption before maturity. Bonds at the time outstanding which are stated to mature on or after _____, ____ may be redeemed before their maturities on or after _____, _____, at the option of the City in whole or in part (in installments of \$5,000) at any time or from time to time during the following redemption periods upon payment of the following redemption prices (expressed as a percentage of the principal amount to be redeemed) together with the interest accrued thereon to the date fixed for redemption:

<u>Redemption Period</u> <u>(both dates inclusive)</u>	<u>Redemption Price</u>
_____, ____ through _____, ____	____%
_____, ____ through _____, ____	____%
_____, ____ and thereafter	____%]

If less than all of the Bonds are called for redemption, the Bonds to be redeemed shall be redeemed in such order as may be determined by the [Director of Finance] of the City in such officer’s discretion. If at any time less than all of the Bonds of any maturity are called for redemption, the particular Bonds of such maturity or portions thereof to be redeemed shall be selected by The Depository Trust Company or any successor securities depository, or, if the book-entry-only system is discontinued, by the Bond Registrar and Paying Agent by lot in such manner as the Bond Registrar in its discretion may determine.

If any of the Bonds or portions thereof are called for redemption, the Bond Registrar shall send notice of the call for redemption identifying the Bonds by serial or CUSIP numbers, and in the case of partial redemption, identifying the principal amount to be redeemed, and identifying the redemption date and price and the place where Bonds are to be surrendered for payment, by facsimile transmission, electronic mail, registered or certified mail or overnight express delivery not less than 30 nor more than 60 days before the redemption date to the registered owner of each Bond to be redeemed at such owner’s address as it appears on the registration books maintained by the Bond Registrar, but failure to mail such notice shall not affect the validity of the proceedings for redemption. Provided funds for their redemption are on deposit at the place of payment on the redemption date, all Bonds or portions thereof so called for redemption shall cease to bear interest on such date, shall no longer be secured by the Ordinance and shall not be deemed to be outstanding. If a portion of this Bond shall be called for redemption, a new Bond in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon the surrender of this Bond.

If at the time of mailing of any notice of optional redemption there has not been deposited with the Paying Agent for the Bonds moneys sufficient to redeem all of the Bonds called for redemption, the notice may state that it is conditional on the deposit of redemption moneys with the Paying Agent not later than the opening of business on the redemption date.

[Bonds maturing on _____, 20__ are required to be redeemed prior to maturity in part upon payments of 100% of the principal thereof plus interest accrued to the redemption date on _____ in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
-------------	---------------	-------------	---------------

*Maturity]

The Bonds are issuable as fully registered bonds in denominations of \$5,000 and integral multiples thereof. Any Bond may be exchanged for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations at the principal office of the Bond Registrar.

This Bond may be transferred only by an assignment duly executed by the registered owner hereof or such owner’s attorney or legal representative in a form satisfactory to the Bond Registrar. Such transfer shall be made in the registration books kept by the Bond Registrar upon presentation and surrender hereof and the City shall execute, and the Bond Registrar shall authenticate and deliver in exchange, a new Bond or Bonds having an equal aggregate principal amount, in authorized denominations, of the same form and maturity, bearing interest at the same rate, and registered in names as requested by the then registered owner hereof or such owner’s attorney or legal representative. Any such exchange shall be at the expense of the City, except that the Bond Registrar may charge the person requesting such exchange the amount of any tax or other governmental charge required to be paid with respect thereto.

The City may designate a successor Bond Registrar and/or Paying Agent, provided that written notice specifying the name and location of the principal office of any such successor shall be given to the registered owner of the Bonds. Upon registration of transfer of this Bond, the Bond Registrar shall furnish written notice to the transferee of the name and location of the principal office of the Bond Registrar and/or the Paying Agent.

The Bond Registrar shall treat the registered owner as the person exclusively entitled to payment of principal and interest and the exercise of all other rights and powers of the owner, except that interest payments shall be made to the person shown as the owner on the registration books on the Record Date.

This Bond shall not be valid or obligatory for any purpose unless and until authenticated at the foot hereof by the Bond Registrar.

It is hereby certified and recited that all acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia to happen, exist or be performed precedent to the issuance of this Bond have happened, exist or have been performed in due time, form and manner as so required and that the indebtedness evidenced by this Bond is within every debt and other limit prescribed by the Constitution and statutes of the Commonwealth of Virginia.

IN WITNESS WHEREOF, the City Council of the City of Alexandria, Virginia, has caused this Bond to be signed by the facsimile signature of its Mayor, a facsimile of its seal to be affixed and attested by the facsimile signature of its Clerk and this Bond to be dated _____, _____.

CITY OF ALEXANDRIA, VIRGINIA

By _____
Mayor, City of Alexandria, Virginia

[SEAL]

ATTEST:

Clerk, City Council,
City of Alexandria, Virginia

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE: _____

the within Bond and does hereby irrevocably constitute and appoint

_____, attorney, to transfer said Bond on the books kept for registration of said Bond, with full power of substitution in the premises.

Dated _____

Signature Guaranteed:

(NOTICE: Signature(s) must be guaranteed.)

Registered Owner
(NOTICE: The signature above must correspond with the name of the Registered Owner as it appears on the books kept for registration of this Bond in every particular, without alteration or change.)

CERTIFICATE OF AUTHENTICATION

The undersigned Bond Registrar hereby certifies that this is one of a series of Bonds of the City of Alexandria, Virginia described in the within-mentioned Ordinance.

Authentication Date: _____

By: _____
[Director of Finance], as Bond Registrar

139386157_6

ORDINANCE NO. 5359

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF ALEXANDRIA, VIRGINIA AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION CAPITAL IMPROVEMENT BONDS IN THE ESTIMATED MAXIMUM AMOUNT OF \$336,800,000 AND PROVIDING FOR REIMBURSEMENT TO THE CITY OF ALEXANDRIA FROM BOND PROCEEDS; AND AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS

THE CITY COUNCIL OF ALEXANDRIA HEREBY ORDAINS:

WHEREAS, the City Council (the "City Council") of the City of Alexandria, Virginia ("City") has determined that it is advisable to issue (a) up to \$336,800,000 general obligation bonds of the City to finance the cost, in whole or in part, of the various capital improvements as described below (collectively, the "Projects") and (b) general obligation refunding bonds of the City to refund in advance of their maturities certain bonds previously issued by the City in order to achieve debt service savings.

1. Authorization of New Money Bonds and Use of Proceeds. The City Council hereby determines that it is advisable to contract a debt and to issue and sell general obligation bonds in the aggregate maximum principal amount of \$336,800,000 (the "New Money Bonds"). The issuance and sale of the New Money Bonds are hereby authorized. The proceeds from the issuance and sale of the New Money Bonds shall be used to pay all or a portion of the costs of the Projects as described below, and the costs of issuing the New Money Bonds, and the City Manager and the Director of Finance of the City, or either one of them acting alone (the "Authorized Officer"), is authorized and directed to determine the portion of the cost of each Project to be financed with New Money Bond proceeds and to reallocate New Money Bond proceeds among the Projects if necessary or desirable.

<u>General Project Description</u>	<u>Estimated Maximum Cost</u>
<u>Schools</u> Construction, remodeling and repairing of school buildings and acquisition of necessary land and equipment (includes projects contained in the capital improvement program under "Alexandria City Public Schools").	\$140,000,000
<u>City Parks and Buildings</u> Construction, renovation and improvement of existing and new City buildings and park facilities and acquisition of necessary land and equipment (includes projects contained in the capital improvement program under "Recreation and Parks," "Public Buildings" and "Information Technology Plan).	\$30,000,000

Transportation Improvements \$6,800,000
Maintenance and upgrade of the City's transportation infrastructure, transit infrastructure and traffic control infrastructure (includes projects contained in the capital improvement program under "Transportation & Transit Infrastructure," and including, without limitation, payment of the City's share of certain Washington Metropolitan Area Transit Authority (i.e., "METRO") capital improvements).

Landmark Mall Site Redevelopment \$160,000,000
Improvements, land acquisition and capitalized interest in connection with the development and redevelopment of a regional commercial and retail center known as Landmark Mall.

Total: \$336,800,000

2. Authorization of Refunding Bonds; Refunding of Prior Bonds. The City Council hereby determines that it is advisable to contract a debt and to issue and sell, in addition to the New Money Bonds authorized in paragraph 1 of this Ordinance, general obligation refunding bonds (the "Refunding Bonds" and, together with the New Money Bonds, the "Bonds") on the terms determined in the manner set forth in this Ordinance. The proceeds from the issuance and sale of the Refunding Bonds shall be used to refund, redeem and/or defeasance certain outstanding bonds issued by the City (the "Refunded Bonds") and to pay the costs of issuing the Refunding Bonds. The specific bonds to be refunded shall be determined by the Authorized Officer, pursuant to the criteria set forth in this paragraph. The Authorized Officer is authorized to determine the series, maturities and amounts of the Refunded Bonds as such officer determines to be in the best interest of the City. The Authorized Officer is authorized to enter into an escrow agreement providing for the deposit of proceeds of the Refunding Bonds and the refunding and redemption of the Refunded Bonds with such escrow agent as the Authorized Officer may select.

3. Pledge of Full Faith and Credit. The full faith and credit of the City are hereby irrevocably pledged for the payment of the principal of, premium, if any, and interest on the Bonds as the same become due and payable. The City Council shall levy an annual ad valorem tax upon all property in the City, subject to local taxation, sufficient to pay the principal of, premium, if any, and interest on the Bonds as the same shall become due for payment unless other funds are lawfully available and appropriated for the timely payment thereof.

4. Details and Sale of Bonds. The Bonds shall be issued upon the terms established pursuant to this Ordinance and upon such other terms as may be determined in the manner set forth in this Ordinance. The Bonds shall be issued in one or more taxable or tax-exempt series, in fully registered form, shall be dated such date or dates as the Authorized Officer may approve, shall be in the denominations of \$5,000 each or whole multiples thereof and shall be numbered from R-1 upwards consecutively. The Bonds shall mature on such dates and in such amounts and shall be issued in such principal amount as the Authorized Officer may approve, provided that: (a) the final

maturity of any New Money Bond is not more than approximately 30 years from its date and the aggregate principal amount of the New Money Bonds is not more than \$336,800,000; and (b) the final maturity of the Refunding Bonds is not later than one year after the final maturity of the Refunded Bonds and the aggregate principal amount of the Refunding Bonds is not more than the amount needed to pay the principal of and premium, if any, and interest on the Refunded Bonds to their redemption date and to pay the costs of issuing the Refunding Bonds. The Bonds may be sold pursuant to a public or private placement and may be sold on a negotiated or competitive bid basis, all as may be determined by the Authorized Officer. The Authorized Officer is authorized and directed, at his or her option, to accept a bid or bids for the purchase of the Bonds which results in the lowest true interest cost to the City and the Bonds shall bear interest, payable semi-annually, at such rate or rates and shall be sold to the successful bidder or bidders at such price as may be set forth in the bid or bids so accepted, or, if he or she deems it to be in the City's financial interest, to forego such competitive bidding and negotiate the sale of the Bonds to one or more initial purchasers; provided that (a) the true interest cost of the New Money Bonds shall not exceed 6.5% per annum and (b) the debt savings criteria set forth in paragraph 2 of this Ordinance is satisfied with respect to the Refunding Bonds. The Authorized Officer is authorized and directed to approve such optional redemption provisions for the Bonds as such officer or officers determine to be in the best interest of the City. The City Council may provide for additional or other terms of the Bonds by subsequent resolution.

5. Form of Bonds. The Bonds shall be in substantially the form attached to this Ordinance as Exhibit A, with such appropriate variations, omissions and insertions as are permitted or required by this Ordinance. There may be endorsed on the Bonds such legend or text as may be necessary or appropriate to conform to any applicable rules and regulations of any governmental authority or any usage or requirement of law with respect thereto.

6. Book-Entry-Only-Form. The Bonds may be issued in book-entry-only form. The Bonds shall be issued in fully-registered form and may be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC") as registered owner of the Bonds, or in the name of another DTC nominee, and immobilized in the custody of DTC. One fully registered Bond in typewritten or printed form for the principal amount of each maturity of the Bonds may be registered to DTC or its nominee. In such event, beneficial owners of the Bonds shall not receive physical delivery of the Bonds and principal, premium, if any, and interest payments on the Bonds shall be made to DTC or its nominee as registered owner of the Bonds on the applicable payment date.

Transfer of ownership interest in the Bonds may be made by DTC and its participants (the "Participants"), acting as nominees of the beneficial owners of the Bonds in accordance with rules specified by DTC and its Participants. In such event, the City shall notify DTC of any notice required to be given pursuant to this Ordinance or the Bonds not less than fifteen (15) calendar days prior to the date upon which such notice is required to be given and the City shall also comply with the agreements set forth in the City's Letter of Representations to DTC.

In the event the Bonds are issued in book-entry-only form and registered in the name of DTC's nominee as permitted above, replacement Bonds (the "Replacement Bonds") may be issued

directly to beneficial owners of the Bonds rather than to DTC or its nominee but only in the event that:

- (i) DTC determines not to continue to act as securities depository for the Bonds; or
- (ii) The City has advised DTC of its determination not to use DTC as a securities depository; or
- (iii) The City has determined that it is in the best interest of the beneficial owners of the Bonds or the City not to continue the book-entry system of transfer.

Upon occurrence of an event described in (i) or (ii) above, the City shall attempt to locate another qualified securities depository. If the City fails to locate another qualified securities depository to replace DTC, the City Council shall execute and deliver Replacement Bonds substantially in the form set forth in Exhibit A to this Ordinance to the Participants. In the event the City Council, in its discretion, makes the determination noted in (iii) above and has made provisions to notify the beneficial owners of the Bonds by mailing an appropriate notice to DTC, the appropriate officers and agents of the City shall execute and deliver Replacement Bonds substantially in the form set forth in Exhibit A to this Ordinance to any Participants requesting such Replacement Bonds. Principal of and interest on the Replacement Bonds shall be payable as provided in this Ordinance and in the Bonds, and Replacement Bonds will be transferable in accordance with the provisions of paragraphs 10 and 11 of this Ordinance and the Bonds.

7. Appointment of Bond Registrar and Paying Agent. The Authorized Officer is authorized and directed to appoint a Bond Registrar and Paying Agent for the Bonds, and as long as the Bonds are in book-entry form, any Authorized Officer may serve as Paying Agent.

The Authorized Officer may appoint a subsequent registrar and/or one or more paying agents for the Bonds upon giving written notice to the owners of the Bonds specifying the name and location of the principal office of any such registrar or paying agent.

8. Execution of Bonds. The Mayor and the Clerk of the City are authorized and directed to execute appropriate negotiable Bonds and to affix the seal of the City thereto and to deliver the Bonds to the purchaser thereof upon payment of the purchase price. The manner of execution and affixation of the seal may be by facsimile, provided, however, that if the signatures of the Mayor and the Clerk are both by facsimile, the Bonds shall not be valid until signed at the foot thereof by the manual signature of the Bond Registrar.

9. CUSIP Numbers. The Bonds may have CUSIP identification numbers printed thereon. No such number shall constitute a part of the contract evidenced by the Bond on which it is imprinted and no liability shall attach to the City, or any of its officers or agents by reason of such numbers or any use made of such numbers, including any use by the City and any officer or agent of the City, by reason of any inaccuracy, error or omission with respect to such numbers.

10. Registration, Transfer and Exchange. Upon surrender for transfer or exchange of any Bond at the principal office of the Bond Registrar, the City shall execute and deliver and the Bond

Registrar shall authenticate in the name of the transferee or transferees a new Bond or Bonds of any authorized denomination in an aggregate principal amount equal to the Bond surrendered and of the same form and maturity and bearing interest at the same rate as the Bond surrendered, subject in each case to such reasonable regulations as the City and the Bond Registrar may prescribe. All Bonds presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in form and substance reasonably satisfactory to the City and the Bond Registrar, duly executed by the registered owner or by his or her duly authorized attorney-in-fact or legal representative. No Bond may be registered to bearer.

New Bonds delivered upon any transfer or exchange shall be valid obligations of the City, evidencing the same debt as the Bonds surrendered, and shall be secured by this Ordinance and entitled to all of the security and benefits hereof to the same extent as the Bonds surrendered.

11. Charges for Exchange or Transfer. No charge shall be made for any exchange or transfer of Bonds, but the City may require payment by the registered owner of any Bond of a sum sufficient to cover any tax or other governmental charge which may be imposed with respect to the transfer or exchange of such Bond.

12. Non-Arbitrage Certificate and Tax Covenants. The Authorized Officer and such officers and agents of the City as the Authorized Officer may designate are authorized and directed to execute with respect to the Bonds one or more Non-Arbitrage Certificates and Tax Covenants setting forth the expected use and investment of the proceeds of the Bonds and containing such covenants as may be necessary in order to comply with the provisions of the Internal Revenue Code of 1986, as amended (the "Tax Code"), including the provisions of Section 148 of the Tax Code and applicable regulations relating to "arbitrage bonds." The City Council covenants on behalf of the City that the proceeds from the issuance and sale of the Bonds will be invested and expended as set forth in the City's Non-Arbitrage Certificate and Tax Covenants relating to such Bonds, to be delivered simultaneously with the issuance and delivery of such Bonds and that the City shall comply with the other covenants and representations contained therein.

13. Defeasance. Bonds may be defeasance pursuant to Section 15.2-2623 of the Code of Virginia of 1950, as amended, or any successor statute and shall be deemed no longer outstanding upon the establishment of an escrow or sinking fund for such Bonds meeting the requirements of, and the satisfaction of other conditions, if any, to defeasance set forth in such Section 15.2-2623 or successor statute.

14. Disclosure Documents. The Authorized Officer and such officers and agents of the City as the Authorized Officer may designate are hereby authorized and directed to prepare, execute, if required, and deliver appropriate notices of sale, preliminary official statements, official statements, continuing disclosure agreements or such other offering or disclosure documents as may be necessary to expedite the sale of the Bonds. The notices of sale, preliminary official statements, official statements, continuing disclosure agreements or other documents shall be published in such publications and distributed in such manner, including electronically, and at such times as the Authorized Officer shall determine. The Authorized Officer is authorized and directed to deem the preliminary official statements "final" for purposes of Securities and Exchange Commission Rule 15c2-12.

15. Further Actions. The Authorized Officer and such officers and agents of the City as the Authorized Officer may designate are authorized and directed to take such further action as they deem necessary regarding the issuance and sale of the Bonds including the execution and delivery of such bond purchase agreement or agreements as may be required in connection with any negotiated sale of the Bonds and the execution and delivery of any such other documents, agreements and certificates as they may deem necessary or desirable and all actions taken by such officers and agents in connection with the issuance and sale of the Bonds are ratified and confirmed.

16. Reimbursement. The City Council adopts this declaration of official intent under U.S. Treasury Regulations Section 1.150-2. The City Council reasonably expects to reimburse advances made or to be made by the City to pay the costs of the Projects from the proceeds of its debt. The maximum amount of debt expected to be issued for the Projects is set forth in paragraph 1 above. The City hereby authorizes the Authorized Officer, on behalf of the City, to specifically declare the City's official intent to reimburse portions of the cost of the Projects with New Money Bond proceeds.

17. Effective Date; Applicable Law. In accordance with Section 15.2-2601 of the Code of Virginia of 1950, as amended, the City Council elects to issue the Bonds pursuant to the provisions of the Public Finance Act of 1991 without regard to the requirements, restrictions or other provisions contained in the Charter of the City.

18. That this ordinance shall become effective upon the date and at the time of its final passage.

Final Passage: July 6, 2021



JUSTIN M. WILSON
Mayor

ATTEST:



Gloria A. Sitton, CMC City Clerk

This Bond is one of a series of \$_____ General Obligation [Capital Improvement][Refunding] Bonds, Series _____ of the City, (the "Bonds") of like date and tenor, except as to number, denomination, rate of interest and maturity, issued under the authority of and in full compliance with the Constitution and statutes of the Commonwealth of Virginia, and, more particularly, issued pursuant to the Public Finance Act of 1991, Chapter 26 of Title 15.2 of the Code of Virginia of 1950, as amended and an ordinance enacted by the City Council on _____, 2021 (the "Ordinance").

[Bonds maturing on or before _____, _____ are not subject to redemption before maturity. Bonds at the time outstanding which are stated to mature on or after _____, _____ may be redeemed before their maturities on or after _____, _____, at the option of the City in whole or in part (in installments of \$5,000) at any time or from time to time during the following redemption periods upon payment of the following redemption prices (expressed as a percentage of the principal amount to be redeemed) together with the interest accrued thereon to the date fixed for redemption:

<u>Redemption Period</u> (both dates inclusive)	<u>Redemption Price</u>
_____, _____ through _____, _____	____%
_____, _____ through _____, _____	____%
_____, _____ and thereafter	____%]

If less than all of the Bonds are called for redemption, the Bonds to be redeemed shall be redeemed in such order as may be determined by the [Director of Finance] of the City in such officer's discretion. If at any time less than all of the Bonds of any maturity are called for redemption, the particular Bonds of such maturity or portions thereof to be redeemed shall be selected by The Depository Trust Company or any successor securities depository, or, if the book-entry-only system is discontinued, by the Bond Registrar and Paying Agent by lot in such manner as the Bond Registrar in its discretion may determine.

If any of the Bonds or portions thereof are called for redemption, the Bond Registrar shall send notice of the call for redemption identifying the Bonds by serial or CUSIP numbers, and in the case of partial redemption, identifying the principal amount to be redeemed, and identifying the redemption date and price and the place where Bonds are to be surrendered for payment, by facsimile transmission, electronic mail, registered or certified mail or overnight express delivery not less than 30 nor more than 60 days before the redemption date to the registered owner of each Bond to be redeemed at such owner's address as it appears on the registration books maintained by the Bond Registrar, but failure to mail such notice shall not affect the validity of the proceedings for redemption. Provided funds for their redemption are on deposit at the place of payment on the redemption date, all Bonds or portions thereof so called for redemption shall cease to bear interest on such date, shall no longer be secured by the Ordinance and shall not be deemed to be outstanding. If a portion of this Bond shall be called for redemption, a new Bond in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon the surrender of this Bond.

If at the time of mailing of any notice of optional redemption there has not been deposited with the Paying Agent for the Bonds moneys sufficient to redeem all of the Bonds called for redemption, the notice may state that it is conditional on the deposit of redemption moneys with the Paying Agent not later than the opening of business on the redemption date.

[Bonds maturing on _____, 20__ are required to be redeemed prior to maturity in part upon payments of 100% of the principal thereof plus interest accrued to the redemption date on _____ in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
-------------	---------------	-------------	---------------

*Maturity]

The Bonds are issuable as fully registered bonds in denominations of \$5,000 and integral multiples thereof. Any Bond may be exchanged for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations at the principal office of the Bond Registrar.

This Bond may be transferred only by an assignment duly executed by the registered owner hereof or such owner's attorney or legal representative in a form satisfactory to the Bond Registrar. Such transfer shall be made in the registration books kept by the Bond Registrar upon presentation and surrender hereof and the City shall execute, and the Bond Registrar shall authenticate and deliver in exchange, a new Bond or Bonds having an equal aggregate principal amount, in authorized denominations, of the same form and maturity, bearing interest at the same rate, and registered in names as requested by the then registered owner hereof or such owner's attorney or legal representative. Any such exchange shall be at the expense of the City, except that the Bond Registrar may charge the person requesting such exchange the amount of any tax or other governmental charge required to be paid with respect thereto.

The City may designate a successor Bond Registrar and/or Paying Agent, provided that written notice specifying the name and location of the principal office of any such successor shall be given to the registered owner of the Bonds. Upon registration of transfer of this Bond, the Bond Registrar shall furnish written notice to the transferee of the name and location of the principal office of the Bond Registrar and/or the Paying Agent.

The Bond Registrar shall treat the registered owner as the person exclusively entitled to payment of principal and interest and the exercise of all other rights and powers of the owner, except that interest payments shall be made to the person shown as the owner on the registration books on the Record Date.

This Bond shall not be valid or obligatory for any purpose unless and until authenticated at the foot hereof by the Bond Registrar.

It is hereby certified and recited that all acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia to happen, exist or be performed precedent to the issuance of this Bond have happened, exist or have been performed in due time, form and manner as so required and that the indebtedness evidenced by this Bond is within every debt and other limit prescribed by the Constitution and statutes of the Commonwealth of Virginia.

IN WITNESS WHEREOF, the City Council of the City of Alexandria, Virginia, has caused this Bond to be signed by the facsimile signature of its Mayor, a facsimile of its seal to be affixed and attested by the facsimile signature of its Clerk and this Bond to be dated _____, _____.

CITY OF ALEXANDRIA, VIRGINIA

By _____
Mayor, City of Alexandria, Virginia

[SEAL]

ATTEST:

Clerk, City Council,
City of Alexandria, Virginia

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE: _____

the within Bond and does hereby irrevocably constitute and appoint

_____, attorney, to transfer said Bond on the books kept for registration of said Bond, with full power of substitution in the premises.

Dated _____

Signature Guaranteed:

(NOTICE: Signature(s) must be guaranteed.)

Registered Owner
(NOTICE: The signature above must correspond with the name of the Registered Owner as it appears on the books kept for registration of this Bond in every particular, without alteration or change.)

CERTIFICATE OF AUTHENTICATION

The undersigned Bond Registrar hereby certifies that this is one of a series of Bonds of the City of Alexandria, Virginia described in the within-mentioned Ordinance.

Authentication Date: _____

By: _____
[Director of Finance], as Bond Registrar

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