

ORDINANCE

IT IS HEREBY ORDAINED BY THE TOWN OF SMITHFIELD AS FOLLOWS:

CHAPTER 184

ORDINANCE APPROVING AND AUTHORIZING THE ISSUE OF NOT TO EXCEED \$6,618,000 APPROPRIATION BONDS OR OTHER APPROPRIATION OBLIGATIONS FOR THE PURPOSE OF FINANCING ENERGY EFFICIENCY PROJECTS IN THE TOWN.

CHAPTER 184 EFFICIENT BUILDINGS

Sec. 184-1. Efficient Buildings Projects

WHEREAS, the Town is developing a program under which to structure its borrowings with the Rhode Island Infrastructure Bank under the Efficient Buildings Program, and

WHEREAS, the Town is proposing to fund energy efficiency projects throughout the Town; and

WHEREAS, the Town will finance these projects with a borrowing from the Rhode Island Infrastructure Bank.

NOW, therefore, the Town of Smithfield hereby ordains as follows:

1. The sum of Six Million, Six Hundred Eighteen Thousand Dollars (\$6,618,000) is appropriated for the purpose of financing energy efficiency projects in the Town (the "Project"). The period of usefulness of the Project is expected to be not less than twelve (12) years.
2. In accordance with Chapter 46-12.2 of the Rhode Island General Laws, the Town Manager and Town Treasurer are authorized to finance the Project through an appropriation bond or other appropriation obligations (the "Bonds") in an amount not exceeding Six Million Six Hundred Eighteen Thousand Dollars (\$6,618,000) issued to the Rhode Island Infrastructure Bank, to evidence such loan, subject to annual appropriation therefor by the Town and not as a general obligation of the Town. The said officers are authorized, directed and empowered to enter into a Loan Agreement with the Rhode Island Infrastructure Bank and any and all related agreements, certificates and other documents deemed necessary or desirable to implement the Project and issue the Bonds (collectively, the "Financing Documents"), and to do and perform all such other acts and things deemed by said officers to be necessary, desirable or advisable with respect to any matters contemplated by this Ordinance in order to effectuate said borrowing and the intent thereof.

3. The manner of sale and the forms, denominations, maturities, interest rates and other details of the Bonds and the form and other details, terms and conditions of the Financing Documents shall be fixed by the said officers.
4. The Town Manager and the Town Treasurer are hereby authorized, if required, to take all lawful action necessary under the Internal Revenue Code of 1986, as amended (the "Code"), to ensure that the interest of the Bonds will remain exempt from federal income taxation to the extent provided in Section 103 of the Code, and to refrain from taking any action which will cause interest on the Bonds to lose the benefit of exclusion from gross income provided by Section 103(a) of the Code.
5. This Ordinance is an affirmative action of the Town Council of the Town toward the issuance of Bonds in accordance with the purposes of the laws of the State. This Ordinance constitutes the Town's declaration of official intent, pursuant to Treasury Regulations Sec. 1.150-2, to reimburse the Town funds and accounts for certain expenditures for the Project paid on or after the date which is sixty (60) days prior to the date of this Ordinance but prior to the issuance of the Bonds. Such amounts to be reimbursed shall be reimbursed not later than eighteen (18) months after (a) the date on which the expenditure is paid or (b) the date the particular project is placed in service or abandoned, but in no event more than three (3) years after the date the expenditure is paid.
6. The Town Manager and the Town Treasurer are hereby authorized to take all lawful action necessary to comply with federal tax and securities laws including Rule 15c2-12 of the Securities and Exchange Commission (the "SEC Rule") and to execute and deliver a Continuing Disclosure Certificate in connection with the Bonds in the form as shall be deemed advisable by the Town Manager and the Town Treasurer in order to comply with the SEC Rule. The Town hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate, as it may be amended from time to time. Notwithstanding any other provisions of this Ordinance or the Bonds, failure of the Town to comply with the Continuing Disclosure Certificate shall not be considered an event of default; however, any Bondholder may take such action as may be necessary and appropriate, including seeking mandate or specific performances by court order, to cause the Town to comply with its obligations under this subsection and under the Continuing Disclosure Certificate.
7. Nothing contained herein, or in the Financing Documents or any other instrument shall be construed with respect to the Town as incurring a pecuniary liability or charge upon the general credit of the Town or against its taxing power, nor shall the breach

of any agreement contained in this Ordinance, the Financing Documents or any other instrument or document executed in connection therewith impose any pecuniary liability upon the Town or any charge upon its general credit or against its taxing power, except to the extent that the payments payable under the Financing Documents are special limited obligations of the Town.

THIS ORDINANCE WILL BECOME EFFECTIVE AT THE EXPIRATION OF THIRTY (30) DAYS AFTER ADOPTION.

APPROVED AS TO ITS FORM AND LEGALITY:

TOWN SOLICITOR

ADOPTED: October 4, 2022

TOWN COUNCIL PRESIDENT

ACTING TOWN CLERK