ITEM NO.  SUBJECT: Amendment and Further Amendment of Schedule "A" (Project List) to 1998 Port District Project Bond Indenture. See DRPA Resolutions 98-033, 99-051, 01-071, 08-020 and 09-052 (Urban Transit Hub)

COMMITTEE:  New Business

COMMITTEE MEETING DATE:  N/A

BOARD ACTION DATE:  December 28, 2009

PROPOSAL:  That the DRPA:  (i) amend and further amend, as the case may be, Schedule "A" (Project List) to the Port District Project Indenture of Trust, dated as of August 15, 1998 ("1998 PDP Indenture"), authorized by DRPA Bond Resolution 98-033 adopted on June 17, 1998, and its associated interest rate Swap agreement (collectively, the "PDP Bonds"); and (ii) reallocate certain General Fund moneys previously allocated to other capital projects not heretofore completed pursuant to DRPA Resolutions 93-052, 93-080, 93-131 and 99-049, adopted on June 16, 1993, December 15, 1993 and August 18, 1999, respectively, in order to allocate or reallocate, as applicable, (a) all or a portion of the remaining proceeds of the PDP Bonds and (b) certain General Fund moneys, for the purpose of providing funding for certain transportation, infrastructure and related capital improvements within the boundaries of the "Urban Transit Hub" in the City of Camden.

PURPOSE:  To authorize funding for certain transportation, transit oriented, infrastructure and/or capital projects with: (i) all or a portion of the remaining proceeds of the PDP Bonds not otherwise utilized, allocated or reallocated for certain economic development projects listed in Schedule "A" of the 1998 PDP Indenture; and (ii) certain General Fund moneys not otherwise utilized for other capital projects as previously authorized by DRPA Resolutions 93-052, 93-080, 93-131 and 99-049, respectively, all as permitted by and in conformity with the Compact, the DRPA Bylaws, the 1998 PDP Indenture and federal income tax rules and regulations, that will yield substantial economic benefits to the City of Camden and the surrounding region by the creation of jobs, infrastructure improvement and expansion and economic development.

BACKGROUND:  On June 16, 1993, the Board adopted DRPA Resolution 93-052 which authorized funding in the amount of $1,600,000 for the acquisition of real property, site remediation and preparation related to the construction of a retail shopping center as part of a larger redevelopment effort in the North Camden neighborhood of the City of Camden with available General Fund moneys.

On December 15, 1993, the Board adopted DRPA Resolution 93-131 which authorized funding in the amount of $1,400,000 to create a
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revolving fund for economic development project loans to initially be utilized in the Township of Pennsauken and the City of Gloucester City with available General Fund moneys.

On August 18, 1999, the Board adopted DRPA Resolution 99-049 which authorized the reallocation of funding in the amount of $1,000,000 for the construction of a skating rink as Phase I of a multi-purpose recreational facility in the City of Camden with moneys originally allocated from the General Fund pursuant to DRPA Resolution 93-080.

The Board now desires to authorize the Vice Chairman (or his designee) and the Chief Executive Officer, with the advice and counsel of DRPA staff, to identify and undertake certain transportation, transit oriented, infrastructure and/or capital improvements projects to be funded with: (i) PDP Bond proceeds not previously utilized or allocated and/or reallocated PDP Bond proceeds; and (ii) General Fund moneys previously allocated for other capital projects by DRPA Resolutions 93-052, 93-080, 93-131 and 99-049, pursuant to this Resolution, all in accordance and consistent with the DRPA's obligations under DRPA Resolution 98-033, the 1998 PDP Indenture, the Compact, the DRPA Bylaws and federal income tax rules and regulations so as to maintain the tax-exempt status of the interest on the PDP Bonds for federal income tax purposes. Upon identification of qualified alternative capital projects that shall be funded with PDP Bond proceeds, the Vice Chairman (or his designee) and Chief Executive Officer will have the authority to amend Schedule "A" to the 1998 PDP Indenture and shall immediately thereafter deposit said amendment in the records of the Corporate Secretary with the minutes of the Board meeting authorizing this Resolution.

SUMMARY:

Amount: $9,000,000
Source of Funds: Port District Project Bonds of Series A of 1998 (Tax-Exempt), and its associated interest rate Swap agreement; General Fund
Operating Budget: N/A
Master Plan Status: Pending
Other Fund Sources: to be determined
Duration of Contract: to be determined
Other Parties Involved: to be determined
Amendment and Further Amendment of Schedule “A” (Project List) to 1998 Port District Project Bond Indenture. See DRPA Resolutions 98-033, 99-051, 01-071, 08-020 and 09-052 (Urban Transit Hub)

RESOLUTION

RESOLVED: That the Board of Commissioners ("Board") hereby authorize the Vice Chairman (or his designee) and the Chief Executive Officer (each acting with the prior approval and consent of the other) to: (i) amend and further amend, as the case may be, Schedule "A" (Project List) to the Port District Project Indenture of Trust, dated as of August 15, 1998 ("1998 PDP Indenture"), authorized by DRPA Bond Resolution 98-033 adopted on June 17, 1998, and its associated interest rate Swap agreement (collectively, the "PDP Bonds"); and (ii) reallocate certain General Fund moneys previously allocated to other capital projects not heretofore completed pursuant to DRPA Resolutions 93-052, 93-080, 93-131 and 99-049, adopted on June 16, 1993, December 15, 1993 and August 18, 1999, respectively, upon the identification of qualified, alternative permissible uses, as described below, in order to allocate or reallocate, as applicable, a portion of: (i) all or a portion of the remaining proceeds of the PDP Bonds; and (ii) certain General Fund moneys, as applicable, for certain capital projects; and be it

FURTHER RESOLVED: That staff be and are hereby authorized and directed to undertake all necessary and convenient actions including, but not limited to, the negotiation of forms of agreement, contracts or other similar documents, subject in each case to review and advice of Counsel, in order to provide funding to qualified entities or persons in the aggregate amount of up to $9,000,000 for transportation, transit oriented, infrastructure and/or other capital improvements within the designated "Urban Transit Hub" (as such term is defined as of the date of this Resolution in N.J.S.A. 34:1B-208) in the City of Camden, all in accordance and consistent with, this Resolution, the 1998 PDP Indenture, the Compact, the DRPA Bylaws and in accordance with the applicable federal income tax rules and regulations to ensure the continued tax-exempt treatment of the interest on the PDP Bonds for federal income tax purposes; and be it
FURTHER RESOLVED: That it is the intention of this Resolution to reallocate: (i) all or a portion of the remaining proceeds of the PDP Bonds not utilized, allocated or reallocated; and (ii) reallocate certain General Fund moneys previously allocated to certain capital projects pursuant to DRPA Resolutions 93-052, 93-131 and 99-049 (which reallocated funds from DRPA Resolution 93-080); and be it

FURTHER RESOLVED: That the Vice Chairman (or his designee) and Chief Executive Officer (each acting with the prior approval and consent of the other) be and are hereby authorized and directed to consider the recommendations of staff prior to the funding of any qualified capital projects; and be it

FURTHER RESOLVED: Upon identification and approval of qualified capital projects to be funded with reallocated PDP Bond proceeds by the Vice Chairman (or his designee) and the Chief Executive Officer (each acting with the prior approval and consent of the other), Schedule "A" to the 1998 PDP Indenture shall be therewith amended to include such identified project without any further Board action and shall immediately thereafter deposit said amendment in the records of the Corporate Secretary with the minutes of the Board meeting authorizing this Resolution; and be it

FURTHER RESOLVED: That the Vice Chairman (or his designee) and Chief Executive Officer (each acting with the prior approval and consent of the other) are each hereby authorized and directed to approve and execute, with the advice of Counsel, all necessary agreements, contracts, or other documents on behalf of the DRPA for the purpose of effectuating the projects described in this Resolution. If any such agreements, contracts or other documents have been approved by the Vice Chairman (or his designee) and Chief Executive Officer, the Chief Executive Officer shall execute such agreements, contracts or other documents only where the Chair is otherwise absent or unavailable; and be it

FURTHER RESOLVED: That any agreements, contracts or other documents executed or delivered in connection with any qualified project shall include appropriate protections for DRPA, as issuer of the PDP Bonds, and to ensure the protection of the tax-exempt status of the interest on the PDP Bonds for federal income tax purposes.
**SUMMARY:**

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