



Legislation Text

File #: CB 120779, Version: 1

CITY OF SEATTLE

ORDINANCE _____

COUNCIL BILL _____

AN ORDINANCE relating to public art museum facilities; authorizing a restatement of a guarantee and reimbursement agreement with the Museum Development Authority of Seattle and other parties that amends the second amended and restated guarantee and reimbursement agreement, as originally authorized by Ordinance 121950, as amended by Ordinance 122458, and as further amended by Ordinance 124429; and ratifying and confirming certain prior acts.

WHEREAS, Ordinance 121950 authorized a City guarantee for the debt service reserve established in connection with the Museum Development Authority of Seattle’s 2005 Special Obligation Bonds (the “2005 Bonds”) (issued to pay the cost of acquiring and equipping an addition to its downtown museum facilities), pursuant to the Guarantee and Reimbursement Agreement among the City, the Museum Development Authority, and other parties, which was executed and dated as of November 1, 2005; and

WHEREAS, Ordinance 121950, as amended, prohibited various actions by City officers in connection with the Guarantee and Reimbursement Agreement without future authorization by City ordinance; and

WHEREAS, Ordinance 122458 authorized certain amendments to that Guarantee and Reimbursement Agreement, memorialized in the First Amended and Restated Guarantee and Reimbursement Agreement, which was executed and dated as of October 1, 2007; and

WHEREAS, Ordinance 123893 further authorized certain specific actions that require the approval of the City Council under the terms of Ordinances 121950 and 122458, including consent to certain lease terms and certain other clarifications, waivers, and consents; and

WHEREAS, Ordinance 124429 authorized certain additional amendments to that First Amended and Restated

Guarantee and Reimbursement Agreement to permit the refunding of the 2005 Bonds by the issuance by the Authority of its Special Obligation Refunding Bonds, 2014 (the “2014 Refunding Bonds”), for the purpose of achieving a debt service savings over the life of the bonds, and those amendments were memorialized in the Second Amended and Restated Guarantee and Reimbursement Agreement, which was executed and dated as of April 29, 2014; and

WHEREAS, the Museum Development Authority of Seattle now desires to refund its outstanding 2014 Refunding Bonds by the issuance of its Special Obligation Refunding Bonds, 2024 (the “2024 Refunding Bonds”), for the purpose of achieving additional debt service savings over the life of the bonds; and

WHEREAS, in connection with the refunding of the 2014 Refunding Bonds and the issuance of the 2024 Refunding Bonds, it is in the interest of the City to authorize, by this ordinance, certain specific revisions to the Second Amended and Restated Guarantee and Reimbursement Agreement and to allow the Director of Finance to approve these certain specific revisions in the form of a Third Amended and Restated Guarantee and Reimbursement Agreement attached to this ordinance as Exhibit A; NOW, THEREFORE,

BE IT ORDAINED BY THE CITY OF SEATTLE AS FOLLOWS:

Section 1. Amendments Authorized. The Director of Finance is hereby authorized to approve and sign the amendments to the Second Amended Guarantee and Reimbursement Agreement, as set forth in the form of a Third Amended and Restated Guarantee and Reimbursement Agreement by and among the City, the Museum Development Authority of Seattle (the “Authority”), the Seattle Art Museum (the “Museum”), U.S. Bank Trust Company, National Association, as Bond Trustee, and U.S. Bank Trust Company, National Association, as Lockbox Agent, that includes all of, and only, the amendments to the Second Amended and Restated Guarantee and Reimbursement Agreement, dated as of April 29, 2014, that are specifically shown on Exhibit A to this ordinance. The Director of Finance is also authorized to execute a continuing disclosure undertaking, in

substantially the form attached as Exhibit B to this ordinance (with such additions, changes, or deletions as the Director of Finance deems necessary), and such other certificates, documents, agreements, and instruments (including amendments to previously executed certificates, documents, agreements, and instruments to conform with the terms of this ordinance) as the Director of Finance deems necessary in order to carry out the refunding of the Authority’s Special Obligation Refunding Bonds, 2014, as described in this ordinance and in the form of the Third Amended and Restated Guarantee and Reimbursement Agreement shown in Exhibit A.

Section 2. Authorizations. The authorizations, directions, and limitations set forth in Ordinance 121950, as amended by Ordinance 122458, as further clarified by Ordinance 123893, and as further amended by Ordinance 124429, shall apply to actions to be taken in connection with the Third Amended and Restated Guarantee and Reimbursement Agreement authorized herein, as if it were the Guarantee Agreement, the First Amended and Restated Guarantee and Reimbursement Agreement, or the Second Amended and Restated Guarantee and Reimbursement Agreement, as applicable, referred to in each of those ordinances.

Section 3. Ratify and Confirm. Any act consistent with the authority of this ordinance taken after its passage and prior to its effective date is ratified and confirmed.

Section 4. Effective Date. This ordinance shall take effect as provided by Seattle Municipal Code Sections 1.04.020 and 1.04.070.

Passed by the City Council the _____ day of _____, 2024, and signed by
me in open session in authentication of its passage this _____ day of _____, 2024.

President _____ of the City Council

Approved / returned unsigned / vetoed this ____ day of _____, 2024.

Bruce A. Harrell, Mayor

Filed by me this _____ day of _____, 2024.

Scheereen Dedman, City Clerk

(Seal)

Attachments:

Exhibit A - Form of Third Amended and Restated Guarantee and Reimbursement Agreement, (showing amendments to Second Amended and Restated Guarantee and Reimbursement Agreement in strikethrough/underline format)

Exhibit B - Form of Undertaking to Provide Continuing Disclosure