



Memorandum

File #: 2019-31

City Council

7/18/2019

LEGISLATIVE ACTION ITEM

SPONSOR: Grover C. Robinson, IV, Mayor

SUBJECT:

RESOLUTION NO. 2019-31 - AUTHORIZING A FINANCING IN THE PRINCIPAL AMOUNT NOT TO EXCEED \$58,200,000 TO FINANCE THE ADVANCE REFUNDING OF THE OUTSTANDING CITY OF PENSACOLA, FLORIDA REDEVELOPMENT REVENUE BONDS, SERIES 2009B, AND FUND CERTAIN COMMUNITY REDEVELOPMENT IMPROVEMENTS IN THE URBAN CORE COMMUNITY REDEVELOPMENT AREA, AND AUTHORIZING AN INTERLOCAL AGREEMENT BETWEEN THE CITY OF PENSACOLA AND THE COMMUNITY REDEVELOPMENT AGENCY RELATING TO SUCH FINANCING.

RECOMMENDATION:

That City Council adopt Resolution No. 2019-31.

A RESOLUTION OF THE CITY OF PENSACOLA, FLORIDA AUTHORIZING THE ISSUANCE BY THE CITY OF AN URBAN CORE REDEVELOPMENT REFUNDING AND IMPROVEMENT REVENUE BOND, SERIES 2019, IN THE PRINCIPAL AMOUNT NOT TO EXCEED \$58,200,000 TO FINANCE THE ADVANCE REFUNDING OF THE OUTSTANDING CITY OF PENSACOLA, FLORIDA REDEVELOPMENT REVENUE BONDS, SERIES 2009B (FEDERALLY TAXABLE - BUILD AMERICA BONDS - DIRECT PAYMENT) AND CERTAIN COMMUNITY REDEVELOPMENT IMPROVEMENTS IN THE URBAN CORE COMMUNITY REDEVELOPMENT AREA AS DESCRIBED HEREIN; PLEDGING AS SECURITY FOR THE PAYMENT OF SAID SERIES 2019 BOND THE TAX INCREMENT REVENUES OF THE URBAN CORE COMMUNITY REDEVELOPMENT AREA; PROVIDING FOR THE RIGHTS, SECURITY, AND REMEDIES FOR THE REGISTERED OWNER OF THE SERIES 2019 BOND; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; AUTHORIZING THE AWARD OF THE SALE OF THE SERIES 2019 BOND; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW DEPOSIT AGREEMENT AND APPOINTING AN ESCROW HOLDER THEREUNDER; APPOINTING A VERIFICATION AGENT; AUTHORIZING FURTHER OFFICIAL ACTION IN CONNECTION WITH THE DELIVERY OF THE SERIES 2019 BOND; PROVIDING CERTAIN AMENDMENTS TO RESOLUTION NO. 33-09; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INTERLOCAL AGREEMENT BETWEEN THE CITY AND THE COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF PENSACOLA, FLORIDA; PROVIDING FOR

SEVERABILITY; PROVIDING FOR REPEAL OF INCONSISTENT PROVISIONS; AND PROVIDING AN EFFECTIVE DATE.

HEARING REQUIRED: No Hearing Required

SUMMARY:

On December 21, 2009, the City issued its Redevelopment Revenue Bonds, Series 2009A in the aggregate principal amount of \$6,715,000 (the "Series 2009A Bonds") and its Redevelopment Revenue Bonds, Series 2009B (Federally Taxable - Build America Bonds - Direct Payments) in an aggregate principal amount of \$38,925,000 (the "Series 2009B Bonds" and together with the Series 2009A Redevelopment Bonds, the "Series 2009 Bonds"). The Series 2009 Bonds were issued for the purpose of financing the public recreation, exhibition, entertainment and exposition facilities and public infrastructure portions of the Maritime Park Project. The Series 2009A Bonds mature on April 1, 2020 and the Series 2009B Bonds mature on April 1, 2039.

At the March 11, 2019 CRA Board meeting and at the May 28, 2019 City Council Agenda Conference, as part of the May 2019 Monthly Financial Review, the CRA and the City Council was informed of the potential refunding of the Series 2009B Bonds. The outstanding Series 2009B Bonds bear interest at fixed rates, ranging from 4.25% to 7.263% for the remaining bond years. In order to take advantage of the lower interest rate market and in anticipation of the need for additional project funds, City staff along with the City's Financial Advisor, Julie Santamaria of RBC Capital Markets, LLC, began reviewing market conditions and refinancing options. Current conditions indicate significant savings above the 3% minimum required by the City's Debt Incurrence and Administration Policy. With approximately twenty years and eight months left until maturity and \$38,925,000 in total principal amount outstanding, the recommendation to refinance the Series 2009B Bonds with a note privately placed with a financial institution is being brought forward for Council action. A refunding with long term, publicly offered bond financing was considered, however, professional fees are lower and disclosure requirements are less encumbering with a private placement as compared to a publicly offered bond issuance. The portion of the Series 2019 Bond issue allocated to the refunding of the Series 2009B Bonds will mature not later than the maturity date of the refunded Series 2009B Bonds. In addition, by issuing new money bonds maturing out to the December 31, 2043 sunset date of the Urban Core Redevelopment Area, the City is able to obtain an estimated \$17.744 million in new money to fund projects.

Upon approval of the financing by City Council, the Series 2019 Bond proceeds will be available at closing to fund capital improvements included in the SCAPE Waterfront Plan (such as the construction of certain street and streetscape projects and Bruce Beach improvements), Community Maritime Park Day Marina, sidewalk repairs and improvements and certain other community redevelopment capital improvements to the Urban Core Community Redevelopment Area included in Urban Core Community Redevelopment Plan. While the cost of the projects have not yet been determined, City staff anticipates setting aside funding for each project in the amounts identified below.

SCAPE - Bruce Beach	\$ 10,000,000
SCAPE - Street and Streetscape Improvements	4,000,000
Community Maritime Park Day Marina	2,100,000
Sidewalk Repairs & Improvements	1,500,000

Contingency	<u>144,000</u>
Total	<u>\$ 17,744,000</u>

The City's Financial Advisor has recommended BBVA Mortgage Corporation, formally known as Compass Mortgage Corporation, an affiliate of BBVA Compass Bank, as the lender. BBVA Mortgage Corporation has offered a twenty-four year and five month private placement financing with a fixed interest rate of 3.40%. Interest will be paid semi-annually on October 1 and April 1 of each year commencing on October 1, 2019 and principal payments will be paid annually on April 1 commencing on April 1, 2021 and maturing on December 31, 2043. The pledged revenues include Tax Increment Revenues derived from the Urban Core Redevelopment Area, and in the event that these revenues are insufficient, certain Non-Ad Valorem Revenues budgeted and appropriated for such purposes. The City's bond attorney has incorporated within the Resolution an Interlocal Agreement between the City of Pensacola and the CRA whereby the CRA agrees that in the event that Tax Increment Revenues are insufficient to fully pay the principal and interest on the Series 2019 Bond and the City advances any Non-Ad Valorem Revenues for the payment thereof, the CRA shall repay such advance plus interest to the City once funds become available. Since the Series 2019 Bond pledges the same revenue stream as the Series 2009A Bonds and the Urban Core Redevelopment Revenue Bond, Series 2017 ("Series 2017 Bond"), the Series 2019 Bond will be issued on parity with the Series 2009A Bonds and the Series 2017 Bond. In accordance with the Series 2009 Bonds Resolution, the City's bond attorney has incorporated within the Resolution the Report and Certificate of the Chief Financial Officer.

Based on current projections, Tax Increment Revenues are sufficient to meet debt service requirements for the twenty-four year and five month financing term as well as cover operating expenditures as currently structured in the Fiscal Year 2019 Budget. It is also projected that for the next twenty-four years and five months, should Tax Increment Revenues continue to increase as it has since fiscal year 2015, funds will continue to be available for additional projects.

BBVA Mortgage Corporation is represented by John Gormley, Senior Vice President of BBVA Compass Bank, Pensacola, FL. The financing team also included Randy Clement, Esq. with Bryant Miller Olive, the City's Bond Counsel.

In accordance with Section 163.346, Florida Statutes, a notice regarding the proposed issuance of the Urban Core Redevelopment Refunding and Improvement Revenue Bond, Series 2019 ("Series 2019 Bond") has been sent to each taxing authority which levies ad valorem taxes on taxable real property contained within the geographic boundaries of the redevelopment area. Further, a notice of the public meeting has been published in the Pensacola News Journal of such proposed action in accordance with Florida Statutes.

PRIOR ACTION:

October 8, 2009 - City Council approved Resolution No. 33-09 providing for the issuance of the Redevelopment Revenues Bonds, Series 2009A and Redevelopment Revenue Bonds, Series 2009B (Federally Taxable - Build America Bonds) in the amount of \$45,640,000.

November 9, 2017 - City Council approved Resolution No. 17-78 providing for the issuance of the Urban Core Redevelopment Revenue Bond, Series 2017 in the amount of \$8,000,000.

FUNDING:

N/A

FINANCIAL IMPACT:

Estimated closing costs of \$151,000 and estimated escrow costs for refinancing the Series 2009B Bonds of \$40,245,000 will be paid from the estimated \$58,140,000 in bond proceeds resulting in remaining estimated project funds of \$17,744,000. The City will receive final numbers once the securities for the investment if the escrow are bid. The anticipated closing date is July 25, 2019.

Based on discussions with the City's Financial Advisor, on May 30, 2019, the Chief Financial Officer locked in a 3.40% fixed rate with BBVA Mortgage Corporation, which will remain effective through July 29, 2019. Based on preliminary numbers, debt service payable from Tax Increment Revenues of the Urban Core Community Area will increase on average:

- \$342,400 for fiscal years 2021-2027
- \$473,500 for fiscal years 2028-2040 and
- \$4,205,600 in new debt service for fiscal years 2041-2044

CITY ATTORNEY REVIEW: Yes

6/28/2019

STAFF CONTACT:

Christopher L. Holley, City Administrator
Richard Barker, Jr., Chief Financial Officer
M. Helen Gibson, AICP, CRA Administrator

ATTACHMENTS:

- 1) Resolution No. 2019-31

PRESENTATION: No