

COUNCIL OF THE CITY OF PHILADELPHIA
COMMITTEE ON FINANCE

Room 400, City Hall
Philadelphia, Pennsylvania
Wednesday, September 19, 2012
2:10 p.m.

PRESENT:

COUNCILMAN BILL GREEN, CHAIR
COUNCILWOMAN JANNIE BLACKWELL
COUNCILMAN W. WILSON GOODE, JR.
COUNCILMAN WILLIAM K. GREENLEE
COUNCILWOMAN BLONDELL REYNOLDS BROWN
COUNCILWOMAN MARIAN B. TASCO

BILL 120643 - An ordinance authorizing and approving the execution and delivery of a Service Agreement between the City of Philadelphia and the Philadelphia Authority for Industrial Development relating to the financing of the repayment of a certain deferred funding obligation...

BILL 120644 - An ordinance constituting the Thirteenth Supplemental Ordinance to the Amended and Restated General Airport Revenue Bond Ordinance...

- - -

1

2

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

COUNCILMAN GREEN: I'm calling the hearing of the Finance Committee to order on Bills No. 120643 and 120644. I note the presence of a quorum in the persons of Councilmembers Brown, Goode, Greenlee, Blackwell, and Tasco.

Will the Clerk please read the title of the bills.

THE CLERK: Bill No. 120643, an ordinance authorizing and approving the execution and delivery of a Service Agreement between the City of Philadelphia and the Philadelphia Authority for Industrial Development relating to the financing of the repayment of a certain deferred funding obligation, the issuance by the Philadelphia Authority for Industrial Development of bonds, notes or other evidences of indebtedness in one or more series, to finance repayment of such deferred funding obligation; and the obligation of the City of Philadelphia to pay in full when due the Service Fee and

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 other amounts payable under the Service
3 Agreement; authorizing certain City
4 officers to take certain actions required
5 to issue bonds, notes and other evidences
6 of indebtedness; covenanting that the
7 City of Philadelphia will make necessary
8 appropriations in each of the City's
9 fiscal years to provide for the Service
10 Fee and other amounts due under the
11 Service Agreement; and covenanting that
12 the City of Philadelphia will make timely
13 payments of the Service Fee and other
14 amounts due under the Service Agreement;
15 all under certain terms and conditions.

16 Bill No. 120644, an ordinance
17 constituting the Thirteenth Supplemental
18 Ordinance to the Amended and Restated
19 General Airport Revenue Bond Ordinance;
20 authorizing the Mayor, the City
21 Controller and the City Solicitor, or a
22 majority of them, to issue and sell one
23 or more series or subseries of tax-exempt
24 or taxable airport revenue bonds or notes
25 of the City of Philadelphia, some or all

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 of which may be used for the
3 implementation of a commercial paper
4 program; setting forth the use of
5 proceeds; determining the sufficiency of
6 pledged Amounts Available for Debt
7 Service; covenanting for the payment of
8 interest and principal; authorizing the
9 Bond Committee to take certain action
10 with regard to the terms and conditions
11 of the airport revenue bonds or notes and
12 related agreements and the elections
13 under the Amended and Restated General
14 Airport Revenue Bond Ordinance;
15 authorizing the Director of Finance to
16 take certain actions with regard to the
17 sale of such airport revenue bonds or
18 notes, the investment of the proceeds
19 thereof and the City's continuing
20 disclosure obligation; amending the
21 Amended and Restated General Airport
22 Revenue Bond Ordinance; and specifying
23 applicability of sections of The First
24 Class City Revenue Bond Act and the
25 Amended and Restated General Airport

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 Revenue Bond Ordinance.

3 COUNCILMAN GREEN: Thank you.

4 Nancy Winkler is here to
5 testify on both bills.

6 I've submitted a memo to the
7 Chief Clerk and to the stenographer
8 recusing myself because of a potential
9 conflict of interest under the state
10 Ethics Act on both these bills. I would
11 like to ask Vice Chair Tasco to take
12 over. Thank you.

13 COUNCILWOMAN TASCO: Would you
14 please state your name for the record and
15 proceed with your testimony.

16 MS. WINKLER: Good afternoon,
17 Vice Chair Tasco and members of the
18 Committee of Finance. I'm Nancy Winkler,
19 City Treasurer of the City of
20 Philadelphia. I'm here to testify in
21 favor of Bill No. 120643. I want to
22 thank the City Council President's office
23 and Councilman Green for their
24 cooperation in introducing this bill and
25 scheduling it for a hearing as quickly as

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 possible, which will allow the City to
3 achieve significant savings.

4 The purpose of this bill is to
5 authorize the City and PAID to obtain
6 funding to pay off an outstanding \$230
7 million loan from the City Pension Fund
8 to the City, as well as to pay costs of
9 issuance on the obligations. This loan
10 was incurred when the City General Fund,
11 Water Department, and Aviation Department
12 deferred pension contributions
13 aggregating 150 million in Fiscal Year
14 '10 and 80 million in Fiscal Year '11.
15 Because debt can be issued at much lower
16 interest rates in the current market than
17 the rate on the loan from the Pension
18 Fund, the City can save significant
19 amounts in debt cost.

20 Bill 120643 would authorize
21 PAID to issue bonds or other debt in an
22 aggregate principal amount not to exceed
23 \$231,500,000 net of original issue
24 discount, plus amounts necessary for
25 costs of credit enhancement. Proceeds

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 from the obligations will be used to
3 repay the \$230 million loan and to
4 finance the costs of issuing the
5 obligations.

6 As soon as the debt is issued,
7 the City will pay off its loan from the
8 Pension Fund in full, which is expected
9 to be in October of 2012. At the time of
10 payment, the City will pay the Pension
11 Fund the principal plus interest accrued
12 at 8.25 percent from July 1, 2012 to the
13 closing date, plus a voluntary payment of
14 approximately \$422,000 structured to
15 compensate the Pension Fund for the 15
16 basis point differential between the
17 actuarial 8.1 percent rate and the 8.25
18 percent rate on the scheduled amounts.
19 These additional payments will not be
20 financed. Rather, they will be paid from
21 operating revenues. The bonds will be
22 taxable and will mature April 1 of 2013
23 and April 1 of 2014.

24 Issuing the debt will allow the
25 City to realize considerable interest

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 savings estimated to be between 8 and 10
3 million in Fiscal Year '13 and between 6
4 and 8 and a half million in Fiscal Year
5 '14. The City does not intend to extend
6 the maturity date of the repayments
7 beyond the original repayment date. We
8 note, however, that the City has asked
9 for the ability to refinance the
10 obligations in the event of the
11 unanticipated extreme fiscal stress.
12 This is for rating agency purposes only,
13 and we do not plan to use that authority.

14 The City views this transaction
15 as a simple high-to-low interest rate
16 refunding of a private loan into public
17 debt. The City's written debt policy
18 calls for a refunding to generate at
19 least 3 percent net present value savings
20 of refunded principal. Current estimates
21 of savings on this transaction are in
22 excess of 6.25 percent.

23 Approximately 86 percent of the
24 savings will be allocated to the General
25 Fund, 8 percent of the savings will be

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 allocated to the Water Department, 4
3 percent to the Division of Aviation, and
4 the remainder will be allocated to other
5 funds pro rata with salary allocations.

6 We would like this bill passed
7 as soon as possible, because the sooner
8 we can issue the debt, the sooner we can
9 achieve the savings we anticipate. I
10 would like to request a waiver of the
11 rules to allow for a first reading of the
12 bill at the next meeting of City Council.

13 This concludes my testimony,
14 and I'm happy to answer any questions you
15 may have at this time.

16 COUNCILWOMAN TASC0: Thank you
17 very much.

18 Are there questions from
19 members of the Committee?

20 (No response.)

21 COUNCILWOMAN TASC0: Do you
22 have any goal, minority goals, for
23 participation?

24 MS. WINKLER: Yeah. What we
25 typically do is, we assign at least one

1 9/19/12 - FINANCE - BILLS 120643 and 120644

2 minority investment banking firm to
3 participate in the transaction, and we
4 will establish a minimum allocation of
5 the total compensation to the
6 underwriters that will be allocated to
7 the minority investment banking firm
8 that's participating in this transaction.

9 The minority firm in this case is an
10 investment banking firm called Castle
11 Oak. They're the number one firm in the
12 country, minority-owned firm in the
13 country -- it's an African American-owned
14 firm -- number one in the taxable space,
15 selling taxable municipal bonds, and this
16 is a taxable bond transaction.

17 COUNCILWOMAN TASC0: They are
18 not located in Philadelphia?

19 MS. WINKLER: They are not
20 located in Philadelphia.

21 COUNCILWOMAN TASC0: Where are
22 they?

23 MS. WINKLER: They're all over
24 the country.

25 COUNCILWOMAN TASC0: They have

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 offices all over, but they don't have an
3 office here? There's no one local who
4 could meet the qualifications that you
5 were looking for, locally in
6 Philadelphia?

7 MS. WINKLER: A local
8 minority-owned firm?

9 COUNCILWOMAN TASC0: Yes.

10 MS. WINKLER: No. We didn't
11 have a local minority-owned firm that
12 was -- we chose this firm because they've
13 been covering us, the staff has been
14 covering us, and has a very strong --
15 they have a very strong skill in this
16 particular taxable environment.

17 COUNCILWOMAN TASC0: Any other
18 questions?

19 Councilwoman Brown.

20 MS. WINKLER: We also recently
21 named a firm that does have, you'll hear
22 in a moment on the Airport, a firm with a
23 local presence. Our minority firm there
24 has a local office. So we do try to
25 assign work to different firms to

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 encourage more people to cover us.

3 COUNCILWOMAN TASCO:

4 Councilwoman Brown.

5 COUNCILWOMAN BROWN: How do you
6 do that? You say we do try to encourage.

7 MS. WINKLER: Well, it's a
8 whole process, I'd say. It's a process
9 of meeting with firms, giving them
10 information, if they have questions so
11 that they can better understand what our
12 office's goals and objectives are so that
13 they can better understand, so when they
14 come with ideas, they have more
15 information so that they can be a strong
16 competitor in a proposal response
17 scenario. We also -- we have the firms
18 participate in the documentation work so
19 that they understand the process and the
20 documentation work so they can learn
21 during the financing process more about
22 us.

23 So, for example, we've had with
24 both the firm that we're working with on
25 the Airport and the firm on this

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 transaction, we've had extensive
3 meetings, one-on-one meetings, with their
4 staff to, frankly, both get what I would
5 consider to be valuable information from
6 those firms back to us in terms --
7 because they're highly regarded firms,
8 but also for them to keep a rich dialogue
9 with us around our financial goals and
10 objectives.

11 COUNCILWOMAN BROWN: So is it
12 fair to say that you actually provide
13 technical assistance to these firms to
14 help bring them along so that they can be
15 where you need them to be for
16 consideration for opportunities?

17 MS. WINKLER: Well, these are
18 very -- these are already pretty
19 qualified firms. So this is more about
20 being available to -- because it's very
21 difficult -- we have a very complex and
22 sophisticated financing program and
23 capital structure, so it's more about
24 sitting with them and explaining what are
25 our particular issues, what we're

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 concerned about, what we -- how they
3 might be able to bring ideas.

4 So, for example -- and I am
5 moving into the other, but just to
6 broadly answer the question in terms of
7 process. To the Airport, the minority
8 firm that is going to be participating in
9 that, we told them we wanted to do a
10 commercial paper program, and they came
11 and actually, to be honest, they gave us
12 a seminar on how they would approach
13 putting that together. It's Loop
14 Capital. And they have a very strong
15 commercial paper, trading, variable rate
16 practice.

17 COUNCILWOMAN BROWN: What's the
18 name of the company again?

19 MS. WINKLER: It's called Loop
20 Capital Markets, and they recently opened
21 an office here in Philadelphia.

22 COUNCILWOMAN BROWN: My final
23 question is, you say at least one
24 minority firm. So that's out of a total
25 of how many firms in the --

1 9/19/12 - FINANCE - BILLS 120643 and 120644

2 MS. WINKLER: In the City?

3 COUNCILWOMAN BROWN: With this
4 particular effort.

5 MS. WINKLER: For this
6 particular one, there are four. So they
7 should be getting a very significant
8 portion of the total compensation.

9 COUNCILWOMAN BROWN: Okay. And
10 is that customary that you --

11 MS. WINKLER: Yeah. I would
12 say -- well, first of all, it's how we
13 typically run every bond issue, but it's
14 also fairly common in -- it's a common
15 practice for many large urban issuers to
16 have a minority firm participating or
17 multiple minority firms participating.

18 We will be doing a Water
19 refunding, for which you guys have
20 already issued the authority for us to do
21 the refunding. That financing will be
22 led by a minority-owned firm, Siebert
23 Brandford Shank, and their co-senior
24 manager will be a Hispanic-owned firm,
25 Ramirez. So they're just going to be

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 running the whole transaction.

3 COUNCILWOMAN BROWN: Very
4 helpful. Thank you very much.

5 COUNCILWOMAN TASC0: Thank you.
6 I want to make sure they get into the 1
7 percent category.

8 MS. WINKLER: I think they're
9 there. Some of those people are there.

10 COUNCILWOMAN TASC0: Let's go
11 on to the next.

12 Any other questions?

13 (No response.)

14 COUNCILWOMAN TASC0: Thank you
15 very much. Let's go to Bill 120644.

16 MS. WINKLER: So good afternoon
17 again, members of the Committee on
18 Finance. I am Nancy Winkler, City
19 Treasurer of the City of Philadelphia.
20 I'm here to testify in favor of Bill No.
21 120644. I want to thank the Council
22 President's office and Councilman Green
23 for their cooperation in introducing this
24 bill and scheduling it for a hearing as
25 quickly as possible.

1 9/19/12 - FINANCE - BILLS 120643 and 120644

2 As you may recall, I testified
3 regarding Bill No. 120176 on June 4th,
4 2012, which authorized the issuance of
5 Airport Revenue Bonds. That bill was
6 passed on June 14, 2012 and signed by the
7 Mayor on June 27th, 2012. Due to a
8 problem with respect to documentation
9 related to the transaction, I am here
10 before you again to request the same
11 authorization, which is substantially the
12 same as the authorization passed in June.

13 As with Bill No. 120176, Bill
14 No. 120644 would provide authorization to
15 issue airport revenue bonds or notes in
16 an aggregate principal amount of up to
17 \$350 million, exclusive of costs of
18 issuance and certain other items.

19 Proceeds from the sale of the
20 bonds shall be used only for authorized
21 capital projects of the airport system,
22 as well as to pay costs of issuance
23 and/or capitalized interest on the notes.
24 The planned issuance of commercial paper
25 notes will allow the Airport and the City

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 to realize substantial cost savings on
3 debt service for capital expenditures
4 during the initial construction phase of
5 the Airport's Capacity Enhancement
6 Program versus traditional fixed-rate
7 financing by issuing low-cost, short-term
8 CP, commercial paper. A CP program will
9 also reduce the cost of capital over the
10 coming months by allowing the Airport to
11 ramp up borrowing as invoices need to be
12 paid.

13 That would be instead of
14 issuing all the money up front and
15 investing it at what is today very low
16 interest rates.

17 The issuance of short-term
18 commercial paper is consistent with our
19 debt policy because it will result in low
20 borrowing costs for the Airport's
21 near-term capital needs. The City's debt
22 policy lists commercial paper as an
23 acceptable type of short-term debt,
24 noting CP has maturities of up to 270
25 days and is commonly used to finance

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 project construction. It can be issued
3 incrementally as funds are needed and
4 then refunded with long-term financing
5 once the project is completed to take
6 advantage of short-term rates.

7 Because of the delay related to
8 the prior bill and the Airport's desire
9 to proceed with the capital projects
10 already approved by Council funded by
11 this debt, we would like this bill passed
12 as soon as possible. I would, therefore,
13 like to request a waiver of the rules to
14 allow for a first reading of the bill at
15 the next meeting of Council.

16 This concludes my testimony.
17 I'm happy to answer any questions you may
18 have at this time.

19 COUNCILWOMAN TASC0: Thank you
20 very much.

21 Are there any questions?

22 (No response.)

23 COUNCILWOMAN TASC0: Thank you
24 very much.

25 Is there anyone else here to

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 testify on these bills?

3 (No response.)

4 COUNCILWOMAN TASC0: Okay.

5 Therefore, we will adjourn the public
6 hearing and go into the public meeting.

7 The Chair recognizes
8 Councilwoman Blackwell to report out Bill
9 120643.

10 COUNCILWOMAN BLACKWELL: Thank
11 you, Madam Chair. I move that Bill No.
12 120643 be reported out of Committee with
13 a favorable recommendation and also a
14 recommendation for suspension of the
15 rules so as to permit first reading at
16 our next session of Council.

17 (Duly seconded.)

18 COUNCILWOMAN TASC0: Thank you.
19 It has been moved and seconded that Bill
20 120643 be reported out of Committee with
21 a favorable recommendation and a request
22 that the rules of Council be suspended so
23 that this bill can be heard at Council's
24 next session.

25 All in favor will say aye.

1 9/19/12 - FINANCE - BILLS 120643 and 120644

2 (Aye.)

3 COUNCILWOMAN TASC0: Is there
4 any opposition?

5 (No response.)

6 COUNCILWOMAN TASC0: There
7 being none, the motion is carried.

8 The Chair recognizes Councilman
9 Greenlee to vote out Bill 120644.

10 COUNCILMAN GREENLEE: Thank
11 you, Madam Chair. I move that Bill No.
12 120644 be reported out of this Committee
13 with a favorable recommendation and that
14 the rules of Council be suspended to
15 allow first reading at our next session
16 of Council.

17 (Duly seconded.)

18 COUNCILWOMAN TASC0: It has
19 been moved and properly seconded that
20 Bill 120644 be reported out of Committee
21 with a favorable recommendation and that
22 a request for the suspension of rules be
23 honored -- and that there will be a
24 request for suspension of the rules so
25 that this bill can be heard at Council's

1 9/19/12 - FINANCE - BILLS 120643 and 120644
2 next session.

3 All in favor will say aye.

4 (Aye.)

5 COUNCILWOMAN TASC0: Is there
6 any opposition?

7 (No response.)

8 COUNCILWOMAN TASC0: There
9 being none, this bill is passed.

10 There being no further business
11 of this Committee, this Committee is
12 adjourned.

13 Thank you very much.

14 (Committee on Finance adjourned
15 at 2:30 p.m.)

16 - - -

17

18

19

20

21

22

23

24

25

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

CERTIFICATE

I HEREBY CERTIFY that the
proceedings, evidence and objections are
contained fully and accurately in the
stenographic notes taken by me upon the
foregoing matter on September 19, 2012, and
that this is a true and correct transcript of
same.

MICHELE L. MURPHY
RPR-Notary Public

(The foregoing certification of this
transcript does not apply to any reproduction
of the same by any means, unless under the
direct control and/or supervision of the
certifying reporter.)

A ability 8:9 able 14:3 acceptable 18:23 accrued 7:11 accurately 23:5 achieve 6:3 9:9 Act 4:24 5:10 action 4:9 actions 3:4 4:16 actuarial 7:17 additional 7:19 adjourn 20:5 adjourned 22:12 22:14 advantage 19:6 African 10:13 afternoon 5:16 16:16 agency 8:12 aggregate 6:22 17:16 aggregating 6:13 Agreement 1:15 2:13 3:3,11,14 agreements 4:12 airport 1:19 3:19 3:24 4:11,14,17 4:21,25 11:22 12:25 14:7 17:5 17:15,21,25 18:10 Airport's 18:5,20 19:8 allocated 8:24 9:2 9:4 10:6 allocation 10:4 allocations 9:5 allow 6:2 7:24 9:11 17:25 19:14 21:15 allowing 18:10 Amended 1:19 3:18 4:13,21,25 amending 4:20 American-owned 10:13	amount 6:22 17:16 amounts 3:2,10 3:14 4:6 6:19,24 7:18 and/or 17:23 23:23 answer 9:14 14:6 19:17 anticipate 9:9 applicability 4:23 apply 23:21 approach 14:12 appropriations 3:8 approved 19:10 approving 1:14 2:11 approximately 7:14 8:23 April 7:22,23 asked 8:8 assign 9:25 11:25 assistance 13:13 authority 1:15 2:15,19 8:13 15:20 authorization 17:11,12,14 authorize 6:5,20 authorized 17:4 17:20 authorizing 1:14 2:11 3:3,20 4:8 4:15 available 4:6 13:20 Aviation 6:11 9:3 aye 20:25 21:2 22:3,4 B B 1:12 back 13:6 banking 10:2,7,10 basis 7:16 better 12:11,13	beyond 8:7 bill 1:10,14,18 2:10 3:16 5:21 5:24 6:4,20 9:6 9:12 16:15,20 16:24 17:3,5,13 17:13 19:8,11 19:14 20:8,11 20:19,23 21:9 21:11,20,25 22:9 bills 2:4,9 3:1 4:1 5:1,5,10 6:1 7:1 8:1 9:1 10:1 11:1 12:1 13:1 14:1 15:1 16:1 17:1 18:1 19:1 20:1,2 21:1 22:1 Blackwell 1:10 2:7 20:8,10 BLONDELL 1:12 bond 1:19 3:19 4:9,14,22,24 5:2 10:16 15:13 bonds 2:20 3:5,24 4:11,17 6:21 7:21 10:15 17:5 17:15,20 borrowing 18:11 18:20 Brandford 15:23 bring 13:14 14:3 broadly 14:6 Brown 1:12 2:6 11:19 12:4,5 13:11 14:17,22 15:3,9 16:3 business 22:10 C called 10:10 14:19 calling 2:2 calls 8:18 Capacity 18:5 capital 13:23 14:14,20 17:21	18:3,9,21 19:9 capitalized 17:23 carried 21:7 case 10:9 Castle 10:10 category 16:7 certain 1:16 2:17 3:3,4,15 4:9,16 17:18 CERTIFICATE 23:2 certification 23:20 CERTIFY 23:3 certifying 23:24 Chair 1:10 5:11 5:17 20:7,11 21:8,11 Chief 5:7 chose 11:12 City 1:2,6,15 2:13 2:24 3:3,7,12,20 3:21,25 4:24 5:19,19,22 6:2,5 6:7,8,10,18 7:7 7:10,25 8:5,8,14 9:12 15:2 16:18 16:19 17:25 City's 3:8 4:19 8:17 18:21 Class 4:24 Clerk 2:8,10 5:7 closing 7:13 come 12:14 coming 18:10 commercial 4:3 14:10,15 17:24 18:8,18,22 Committee 1:3 2:3 4:9 5:18 9:19 16:17 20:12,20 21:12 21:20 22:11,11 22:14 common 15:14,14 commonly 18:25 company 14:18	compensate 7:15 compensation 10:5 15:8 competitor 12:16 completed 19:5 complex 13:21 concerned 14:2 concludes 9:13 19:16 conditions 3:15 4:10 conflict 5:9 consider 13:5 considerable 7:25 consideration 13:16 consistent 18:18 constituting 1:18 3:17 construction 18:4 19:2 contained 23:5 continuing 4:19 contributions 6:12 control 23:23 Controller 3:21 cooperation 5:24 16:23 correct 23:8 cost 6:19 18:2,9 costs 6:8,25 7:4 17:17,22 18:20 Council 1:2 5:22 9:12 16:21 19:10,15 20:16 20:22 21:14,16 Councilman 1:10 1:11,11 2:2 5:3 5:23 16:22 21:8 21:10 Councilmembers 2:6 Councilwoman 1:10,12,12 5:13 9:16,21 10:17 10:21,25 11:9
---	---	--	--	--

11:17,19 12:3,4 12:5 13:11 14:17,22 15:3,9 16:3,5,10,14 19:19,23 20:4,8 20:10,18 21:3,6 21:18 22:5,8 Council's 20:23 21:25 country 10:12,13 10:24 covenanting 3:6 3:11 4:7 cover 12:2 covering 11:13,14 co-senior 15:23 CP 18:8,8,24 credit 6:25 current 6:16 8:20 customary 15:10	documentation 12:18,20 17:8 doing 15:18 due 2:25 3:10,14 17:7 Duly 20:17 21:17	5:18 6:1 7:1,4 8:1 9:1 10:1 11:1 12:1 13:1 14:1 15:1 16:1 16:18 17:1 18:1 18:25 19:1 20:1 21:1 22:1,14 financed 7:20 financial 13:9 financing 1:16 2:16 12:21 13:22 15:21 18:7 19:4 firm 10:2,7,9,10 10:11,12,14 11:8,11,12,21 11:22,23 12:24 12:25 14:8,24 15:16,22,24 firms 11:25 12:9 12:17 13:6,7,13 13:19 14:25 15:17 first 4:23 9:11 15:12 19:14 20:15 21:15 fiscal 3:9 6:13,14 8:3,4,11 fixed-rate 18:6 foregoing 23:7,20 forth 4:4 four 15:6 frankly 13:4 front 18:14 full 2:25 7:8 fully 23:5 Fund 6:7,10,18 7:8,11,15 8:25 funded 19:10 funding 1:17 2:17 2:23 6:6 funds 9:5 19:3 further 22:10	8:24 generate 8:18 getting 15:7 giving 12:9 go 16:10,15 20:6 goal 9:22 goals 9:22 12:12 13:9 going 14:8 15:25 good 5:16 16:16 Goode 1:11 2:6 Green 1:10 2:2 5:3,23 16:22 Greenlee 1:11 2:7 21:9,10 guys 15:19	intend 8:5 interest 4:8 5:9 6:16 7:11,25 8:15 17:23 18:16 introducing 5:24 16:23 investing 18:15 investment 4:18 10:2,7,10 invoices 18:11 issuance 2:18 6:9 17:4,18,22,24 18:17 issue 3:5,22 6:21 6:23 9:8 15:13 17:15 issued 6:15 7:6 15:20 19:2 issuers 15:15 issues 13:25 issuing 7:4,24 18:7,14 items 17:18
D date 7:13 8:6,7 days 18:25 debt 4:6 6:15,19 6:21 7:6,24 8:17 8:17 9:8 18:3,19 18:21,23 19:11 deferred 1:17 2:17,23 6:12 delay 19:7 delivery 1:14 2:12 Department 6:11 6:11 9:2 desire 19:8 determining 4:5 Development 1:16 2:15,20 dialogue 13:8 different 11:25 differential 7:16 difficult 13:21 direct 23:23 Director 4:15 disclosure 4:20 discount 6:24 Division 9:3	E effort 15:4 elections 4:12 encourage 12:2,6 enhancement 6:25 18:5 environment 11:16 establish 10:4 estimated 8:2 estimates 8:20 Ethics 5:10 event 8:10 evidence 23:4 evidences 2:21 3:5 example 12:23 14:4 exceed 6:22 excess 8:22 exclusive 17:17 execution 1:14 2:12 expected 7:8 expenditures 18:3 explaining 13:24 extend 8:5 extensive 13:2 extreme 8:11	F fair 13:12 fairly 15:14 favor 5:21 16:20 20:25 22:3 favorable 20:13 20:21 21:13,21 Fee 2:25 3:10,13 final 14:22 finance 1:3 2:3,22 3:1 4:1,15 5:1	H half 8:4 Hall 1:6 happy 9:14 19:17 hear 11:21 heard 20:23 21:25 hearing 2:3 5:25 16:24 20:6 help 13:14 helpful 16:4 highly 13:7 high-to-low 8:15 Hispanic-owned 15:24 honest 14:11 honored 21:23	J JANNIE 1:10 JR 1:11 July 7:12 June 17:3,6,7,12
		G General 1:19 3:19 4:13,21,25 6:10	I ideas 12:14 14:3 implementation 4:3 incrementally 19:3 incurred 6:10 indebtedness 2:21 3:6 Industrial 1:16 2:15,19 information 12:10,15 13:5 initial 18:4	K K 1:11 keep 13:8
				L L 23:15 large 15:15 learn 12:20 led 15:22 Let's 16:10,15 lists 18:22 loan 6:7,9,17 7:3 7:7 8:16 local 11:3,7,11,23 11:24 locally 11:5 located 10:18,20

long-term 19:4	multiple 15:17	22:6	3:12,25 5:20	purpose 6:4
looking 11:5	municipal 10:15	order 2:4	10:18,20 11:6	purposes 8:12
Loop 14:13,19	MURPHY 23:15	ordinance 1:14,18	14:21 16:19	putting 14:13
low 18:15,19		1:18,19 2:11	plan 8:13	p.m 1:7 22:15
lower 6:15	N	3:16,18,19 4:14	planned 17:24	
low-cost 18:7	name 5:14 14:18	4:22 5:2	please 2:8 5:14	Q
	named 11:21	original 6:23 8:7	pledged 4:6	qualifications
M	Nancy 5:4,18	outstanding 6:6	plus 6:24 7:11,13	11:4
Madam 20:11	16:18		point 7:16	qualified 13:19
21:11	near-term 18:21	P	policy 8:17 18:19	question 14:6,23
majority 3:22	necessary 3:7	paid 6:5,21 7:20	18:22	questions 9:14,18
manager 15:24	6:24	18:12	portion 15:8	11:18 12:10
MARIAN 1:12	need 13:15 18:11	paper 4:3 14:10	possible 6:2 9:7	16:12 19:17,21
market 6:16	needed 19:3	14:15 17:24	16:25 19:12	quickly 5:25
Markets 14:20	needs 18:21	18:8,18,22	potential 5:8	16:25
matter 23:7	net 6:23 8:19	participate 10:3	practice 14:16	quorum 2:5
mature 7:22	note 2:5 8:8	12:18	15:15	
maturities 18:24	notes 2:20 3:5,24	participating	presence 2:5	R
maturity 8:6	4:11,18 17:15	10:8 14:8 15:16	11:23	Ramirez 15:25
Mayor 3:20 17:7	17:23,25 23:6	15:17	present 1:9 8:19	ramp 18:11
means 23:22	noting 18:24	participation	President's 5:22	rata 9:5
meet 11:4	number 10:11,14	9:23	16:22	rate 6:17 7:17,18
meeting 9:12 12:9		particular 11:16	pretty 13:18	8:15 14:15
19:15 20:6	O	13:25 15:4,6	principal 4:8 6:22	rates 6:16 18:16
meetings 13:3,3	Oak 10:11	passed 9:6 17:6	7:11 8:20 17:16	19:6
members 5:17	objections 23:4	17:12 19:11	prior 19:8	rating 8:12
9:19 16:17	objectives 12:12	22:9	private 8:16	read 2:8
memo 5:6	13:10	pay 2:25 6:6,8 7:7	pro 9:5	reading 9:11
MICHELE 23:15	obligation 1:17	7:10 17:22	problem 17:8	19:14 20:15
million 6:7,13,14	2:18,23,24 4:20	payable 3:2	proceed 5:15 19:9	21:15
7:3 8:3,4 17:17	obligations 6:9	payment 4:7 7:10	proceedings 23:4	realize 7:25 18:2
minimum 10:4	7:2,5 8:10	7:13	proceeds 4:5,18	recall 17:2
minority 9:22	obtain 6:5	payments 3:13	6:25 17:19	recognizes 20:7
10:2,7,9 11:23	October 7:9	7:19	process 12:8,8,19	21:8
14:7,24 15:16	office 5:22 11:3	Pennsylvania 1:6	12:21 14:7	recommendation
15:17	11:24 14:21	pension 6:7,12,17	program 4:4	20:13,14,21
minority-owned	16:22	7:8,10,15	13:22 14:10	21:13,21
10:12 11:8,11	officers 3:4	people 12:2 16:9	18:6,8	record 5:14
15:22	offices 11:2	percent 7:12,17	project 19:2,5	recusing 5:8
moment 11:22	office's 12:12	7:18 8:19,22,23	projects 17:21	reduce 18:9
money 18:14	Okay 15:9 20:4	8:25 9:3 16:7	19:9	refinance 8:9
months 18:10	once 19:5	permit 20:15	properly 21:19	refunded 8:20
motion 21:7	one-on-one 13:3	persons 2:6	proposal 12:16	19:4
move 20:11 21:11	opened 14:20	phase 18:4	provide 3:9 13:12	refunding 8:16,18
moved 20:19	operating 7:21	Philadelphia 1:2	17:14	15:19,21
21:19	opportunities	1:6,15,15 2:14	public 8:16 20:5,6	regard 4:10,16
moving 14:5	13:16	2:14,19,24 3:7	23:16	regarded 13:7
	opposition 21:4			regarding 17:3

related 4:12 17:9 19:7 relating 1:16 2:16 remainder 9:4 repay 7:3 repayment 1:16 2:17,22 8:7 repayments 8:6 report 20:8 reported 20:12,20 21:12,20 reporter 23:24 reproduction 23:21 request 9:10 17:10 19:13 20:21 21:22,24 required 3:4 respect 17:8 response 9:20 12:16 16:13 19:22 20:3 21:5 22:7 Restated 1:19 3:18 4:13,21,25 result 18:19 revenue 1:19 3:19 3:24 4:11,14,17 4:22,24 5:2 17:5 17:15 revenues 7:21 REYNOLDS 1:12 rich 13:8 Room 1:6 RPR-Notary 23:16 rules 9:11 19:13 20:15,22 21:14 21:22,24 run 15:13 running 16:2	savings 6:3 8:2,19 8:21,24,25 9:9 18:2 scenario 12:17 scheduled 7:18 scheduling 5:25 16:24 seconded 20:17 20:19 21:17,19 sections 4:23 sell 3:22 selling 10:15 seminar 14:12 September 1:7 23:7 series 2:22 3:23 service 1:15 2:12 2:25 3:2,9,11,13 3:14 4:7 18:3 session 20:16,24 21:15 22:2 setting 4:4 Shank 15:23 short-term 18:7 18:17,23 19:6 Siebert 15:22 signed 17:6 significant 6:3,18 15:7 simple 8:15 sitting 13:24 skill 11:15 Solicitor 3:21 soon 7:6 9:7 19:12 sooner 9:7,8 sophisticated 13:22 space 10:14 specifying 4:22 staff 11:13 13:4 state 5:9,14 stenographer 5:7 stenographic 23:6 stress 8:11 strong 11:14,15 12:15 14:14 structure 13:23	structured 7:14 submitted 5:6 subseries 3:23 substantial 18:2 substantially 17:11 sufficiency 4:5 supervision 23:23 Supplemental 1:18 3:17 sure 16:6 suspended 20:22 21:14 suspension 20:14 21:22,24 system 17:21	think 16:8 Thirteenth 1:18 3:17 time 7:9 9:15 19:18 timely 3:12 title 2:9 today 18:15 told 14:9 total 10:5 14:24 15:8 trading 14:15 traditional 18:6 transaction 8:14 8:21 10:3,8,16 13:2 16:2 17:9 transcript 23:8,21 Treasurer 5:19 16:19 true 23:8 try 11:24 12:6 type 18:23 typically 9:25 15:13	want 5:21 16:6,21 wanted 14:9 Water 6:11 9:2 15:18 Wednesday 1:7 we're 12:24 13:25 we've 12:23 13:2 WILLIAM 1:11 WILSON 1:11 Winkler 5:4,16 5:18 9:24 10:19 10:23 11:7,10 11:20 12:7 13:17 14:19 15:2,5,11 16:8 16:16,18 work 11:25 12:18 12:20 working 12:24 written 8:17
S salary 9:5 sale 4:17 17:19 save 6:18	S salary 9:5 sale 4:17 17:19 save 6:18	T take 3:4 4:9,16 5:11 19:5 taken 23:6 Tasco 1:12 2:7 5:11,13,17 9:16 9:21 10:17,21 10:25 11:9,17 12:3 16:5,10,14 19:19,23 20:4 20:18 21:3,6,18 22:5,8 taxable 3:24 7:22 10:14,15,16 11:16 tax-exempt 3:23 technical 13:13 terms 3:15 4:10 13:6 14:6 testified 17:2 testify 5:5,20 16:20 20:2 testimony 5:15 9:13 19:16 thank 5:3,12,22 9:16 16:4,5,14 16:21 19:19,23 20:10,18 21:10 22:13 thereof 4:19	U unanticipated 8:11 understand 12:11 12:13,19 underwriters 10:6 urban 15:15 use 4:4 8:13	Y Yeah 9:24 15:11 Year 6:13,14 8:3 8:4 years 3:9
				\$ \$230 6:6 7:3 \$231,500,000 6:23 \$350 17:17 \$422,000 7:14
				1 1 7:12,22,23 16:6 10 6:14 8:2 11 6:14 120176 17:3,13 120643 1:14 2:4 2:10 3:1 4:1 5:1 5:21 6:1,20 7:1 8:1 9:1 10:1 11:1 12:1 13:1 14:1 15:1 16:1 17:1 18:1 19:1 20:1,9,12,20 21:1 22:1 120644 1:18 2:4

3:1,16 4:1 5:1 6:1 7:1 8:1 9:1 10:1 11:1 12:1 13:1 14:1 15:1 16:1,15,21 17:1 17:14 18:1 19:1 20:1 21:1,9,12 21:20 22:1 13 8:3 14 8:5 17:6 15 7:15 150 6:13 19 1:7 23:7 2 2:10 1:7 2:30 22:15 2012 1:7 7:9,12 17:4,6,7 23:7 2013 7:22 2014 7:23 27th 17:7 270 18:24 3 3 8:19 4 4 9:2 4th 17:3 400 1:6 6 6 8:3 6.25 8:22 8 8 8:2,4,25 8.1 7:17 8.25 7:12,17 80 6:14 86 8:23 9 9/19/12 3:1 4:1 5:1 6:1 7:1 8:1 9:1 10:1 11:1 12:1 13:1 14:1	15:1 16:1 17:1 18:1 19:1 20:1 21:1 22:1			
---	---	--	--	--