



CITY OF NEW BEDFORD
JONATHAN F. MITCHELL, MAYOR

October 19, 2017

City Council President Joseph P. Lopes, and
Honorable Members of the City Council
133 William Street
New Bedford, MA 02740

Dear Council President Lopes and Honorable Members of the City Council:

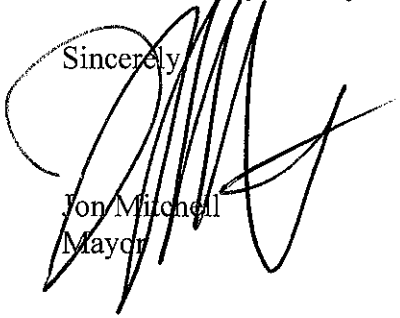
I am requesting your approval of the attached order authorizing the City to enter into a capital lease for the purchase of replacement vehicles assigned to the departments of Facilities and Fleet Management and Public Infrastructure.

The FY 2018 budget includes funding to continue the City's ongoing vehicle replacement program. This program was initiated in FY 2016, in part as a response to ongoing attrition to the City's snow removal fleet. As a result of this program, the average age of the fleet has been reduced from 20 years to 15. These efforts must continue in order to ensure that the City possesses an adequate response capability going forward.

This year's fleet purchase will replace 14 vehicles which entered service between 1988 and 1998, as well as a 1997 backhoe assigned to the Water Enterprise Fund. The entire purchase will total \$976,236, of which \$517,795 will be supported by the General Fund, \$398,177 by the Water Enterprise Fund, and \$60,264 by the Wastewater Fund. Finance costs for these acquisitions were included in the respective departments' FY 2018 budgets. The attached order will authorize the City to enter into a five-year lease-purchase agreement at an extremely favorable interest rate, thereby allowing us to address these serious replacement needs.

Thank you for your consideration of this important request.

Sincerely,


Jon Mitchell
Mayor



CITY OF NEW BEDFORD

CITY COUNCIL

October 26, 2017

ORDER

ORDERED, that the City of New Bedford is hereby authorized to enter into a five (5) year lease with All American Investment Group, LLC, for the purchase of ten (10) trucks, four (4) cargo vans, and one backhoe. Submitted for City Council approval in accordance with M.G.L. c.30B, Section 12 (b) for contracts in excess of three years' duration.

All American Investment Group, LLC

Private Investment Banking

Ron Klein
Senior Vice President
rlk@allaminv.com

Email/Fax Proposal from Ron Klein

DATE: October 13, 2017
TO: Ari Sky – CFO
FAX/EMAIL: Ari.Sky@newbedford-ma.gov

All American Investment Group, LLC (All American) is pleased to provide you with the following tax-exempt lease purchase financing proposal for **New Bedford, MA (as "Municipal Client")**.

EQUIPMENT/PROJECT: Various Vehicles and equipment
ACQUISITION COST: \$976,235.80
DOWN PAYMENT: \$ 0.00
AMOUNT FINANCED: \$976,235.80
LEASE TERM: 5 Fiscal Year Term
FREQUENCY OF PAYMENTS: Annual in Arrears
INTEREST RATE: * 2.79%
PAYMENT AMOUNT: \$210,227.58
FIRST PAYMENT DUE: July 15, 2018 and then annually thereafter
(see the amortization schedule)

* This rate expires on 11/15/2017.

** To determine payment amount, simply multiply the lease factor times the amount to be financed/acquisition cost.

TERMS AND CONDITIONS:

- This proposal is subject to credit review, approval and execution of mutually acceptable lease documentation including MSRB Rule G-17 Disclosure.
 - Payments under the lease are subject to annual appropriations and to all authorizations required under law.
 - Lessee shall have an option to purchase the equipment during the lease term, and at the end of the lease term, when all Payments due have been made by Lessee, Lessee shall own the equipment outright.
 - This transaction will be designated as tax-exempt under Section 265(b)(3) of the IRS Code of 1986.
 - For credit review, audited financial statements and a budget summary for the current fiscal year will be required.
 - A documentation fee of \$200.00 will be charged only if the total amount financed is less than \$100,000.00.
- The undersigned certifies under penalties of perjury that this bid or proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word "person" shall mean any natural person, business, partnership, corporation, union, committee, club, or other organization, entity, or group of individuals.*

Please don't hesitate to call me if you have any questions or need more information.

All American Investment Group, LLC
1890 Hunters Drive, Steamboat Springs, CO 80487
Direct Toll Free: 877-539-3500 Fax: 970-797-1979 Cell: 970-596-5353 Email: rlk@allaminv.com

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FEDERALLY REQUIRED DISCLOSURE DOCUMENT

MSRB Rule G-17 Disclosure from All American Investment Group, LLC

Dear Municipal Client,

This document describes our placement agent services, and provides certain disclosures as required by the Municipal Securities Rulemaking Board (MSRB) Rule G-17 as set forth in Notice 2012-25. Under new federal regulations, all underwriters and placement agents are now required to send the following disclosures to you as the borrower of the **Lease Purchase Agreement** (the "Securities") in order to clarify the role of an underwriter or placement agent and other matters relating to a private placement of the Securities.

As the borrower of the Securities, you will be a party to certain legal documents to be entered into in connection with the authorization and advancement of the Securities and any material financial risks described in this letter will be borne by you, as set forth in those legal documents.

Our Role as Placement Agent:

In serving as placement agent for the Securities, these are some important disclosures that clarify our role and responsibilities:

1. MSRB Rule G-17 requires us to deal fairly at all times with both municipal issuers and investors;
2. Our primary role is to act as a Placement Agent for borrower (the "Issuer") with a view to arrange for a placement of the Securities on commercially reasonable rates and terms while we have financial and other interests that differ from your interests;
3. Unlike a municipal advisor, we do not have a fiduciary duty to you under the federal securities laws and we are, therefore, not required by federal law to act in your best interests without regard to our own financial or other interests;
4. We have a duty to place the Securities for you at a fair and reasonable price, but must balance that duty with our duty to sell the Securities to investors at prices that are fair and reasonable; and
5. If applicable, we will review the official statement for the issuance of the Securities in accordance with and as part of our responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of the transaction (however, we do not presently expect that an official statement will be prepared with respect to the Securities).

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Our Compensation:

Our compensation for serving as the placement agent for the Securities will be contingent on the closing of the transaction and will be based on the par amount of the Securities. The rules of the MSRB require us to inform you that compensation that is contingent on the closing of a transaction or par amount of a transaction presents a conflict of interest, because it may cause us to recommend a transaction that is unnecessary or to recommend that the size of the transaction be larger than is necessary.

Risk Disclosures:

In accordance with the requirements of MSRB Rule G-17, attached to this letter as Appendix A is a description of the material aspects of typical fixed rate municipal bonds, as modified to reflect some of the unique characteristics of the Securities. Attached as Appendix B is a description of the material aspects of the Securities which may be considered unique and/or complex. This letter may be later supplemented if the material terms of the Securities change from what is described here.

If you have any questions or concerns about these disclosures, please make those questions or concerns known immediately to me at the contact information below. In addition, you should consult with your own financial, legal, accounting, tax and other advisors, as applicable, to the extent you deem appropriate.

Under MSRB Rules, we are required to seek your acknowledgement that you have received this letter. Accordingly, please send me an email to that effect, or sign and return the enclosed copy of this letter to our main office at the address below:

All American Investment Group
730 17th Street, Suite 830
Denver, CO 80202

Respectfully submitted,

All American Investment Group, LLC

Authorized Officer

ACCEPTED this ____ day of _____, 2015.

Authorized Officer

All American Investment Group, LLC
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Appendix A – Fixed Rate

The following is a general description of the financial characteristics and security structures of fixed rate municipal obligations, including the Securities (“Fixed Rate Obligations”), as well as a general description of certain financial risks that you should consider before deciding whether to issue Fixed Rate Obligations.

Financial Characteristics

Maturity and Interest. Obligations are interest-bearing debt securities issued by state and local governments, political subdivisions and agencies and authorities. Maturity dates for Fixed Rate Obligations are fixed at the time of issuance and may include serial maturities (specified principal amounts are payable on the same date in each year until final maturity) or one or more term maturities (specified principal amounts are payable on each term maturity date) or a combination of serial and term maturities.

Redemption. Obligations may be subject to optional redemption, which allows you, at your option, to redeem some or all of the Fixed Rate Obligations on a date prior to scheduled maturity, such as in connection with the issuance of refunding Fixed Rate Obligations to take advantage of lower interest rates.

Fixed Rate Obligations may be subject to redemption only after the passage of a specified period of time and upon payment of the redemption price set forth in the Fixed Rate Obligations, which may include a redemption premium.

Security

Payment of principal of and interest on a municipal security, including Fixed Rate Obligations, may be backed by various types of pledges and forms of security. The Securities have certain features in common with Annual Appropriation Obligations, described below, subject to the caveats described below. Your issuance of the Securities is referred to below as the “Obligations”:

Annual Appropriation Obligations. Annual Appropriation Obligations are not considered debt, but are securities whose repayment is subject to annual appropriation by the borrower. The issuer of annual appropriation obligations is not legally compelled to make payment of principal or interest on such securities beyond the current fiscal year.

In the event of default in the payments of interest or principal on annual appropriation obligations, the holders remedies are limited to the collateral specified in the financing documents.

In the case of the Securities, you are issuing annual appropriation obligations and as such, purchasers of the Securities are entitled to all payments appropriated for principal and interest on the Securities when due and may take possession of the collateral and lease the collateral to another party to recoup amounts remaining owed on the Securities.

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Financial Risk Considerations

Certain risks may arise in connection with your issuance of the Securities (referred to below as the "Obligations"), including some or all of the following:

Issuer Default Risk. You may be in default if the funds pledged to secure your Obligations are not sufficient to pay debt service on the Obligations when due. The consequences of a default may be serious for you and, depending on applicable state law and the terms of the authorizing documents, the holders of the Obligations, the trustee and any credit support provider may be able to exercise a range of available remedies against you. Other budgetary adjustments also may be necessary to enable you to provide sufficient funds to pay debt service on the Obligations. A default may negatively impact your credit ratings and may effectively limit your ability to publicly offer bonds or other securities at market interest rate levels. Further, if you are unable to provide sufficient funds to remedy the default, subject to applicable state law and the terms of the authorizing documents, you may find it necessary to consider available alternatives under state law, including (for some issuers) state-mandated receivership or bankruptcy. A default also may occur if you are unable to comply with covenants or other provisions agreed to in connection with the issuance of the Obligations.

This description is only a brief summary of issues relating to defaults and is not intended as legal advice. You should consult with your bond counsel for further information regarding defaults and remedies.

Redemption Risk. Your ability to redeem the Obligations prior to maturity may be limited, depending on the terms of any optional redemption provisions. In the event that interest rates decline, you may be unable to take advantage of the lower interest rates to reduce debt service.

In the case of the Securities, optional prepayment is permitted.

Refinancing Risk. If your financing plan contemplates refinancing some or all of the Obligations at maturity (for example, if you have term maturities or if you choose a shorter final maturity than might otherwise be permitted under the applicable federal tax rules), market conditions or changes in law may limit or prevent you from refinancing those Obligations when required. Further, limitations in the federal tax rules on advance refunding of Obligations (an advance refunding of Obligations occurs when tax-exempt Obligations are refunded more than 90 days prior to the date on which those Obligations may be retired) may restrict your ability to refund the Obligations to take advantage of lower interest rates.

Reinvestment Risk. You may have proceeds of the Obligations to invest prior to the time that you are able to spend those proceeds for the authorized purpose. Depending on market conditions, you may not be able to invest those proceeds at or near the rate of interest that you are paying on the Obligations, which is referred to as "negative arbitrage."

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Tax Compliance Risk. The issuance of tax-exempt Obligations is subject to a number of requirements under the United States Internal Revenue Code, as enforced by the Internal Revenue Service (IRS). You must take certain steps and make certain representations prior to the issuance of tax-exempt Obligations. You also must covenant to take certain additional actions after issuance of the tax-exempt Obligations. A breach of your representations or your failure to comply with certain tax-related covenants may cause the interest on the Obligations to become taxable retroactively to the date of issuance of the Obligations, which may result in an increase in the interest rate that you pay on the Obligations or the mandatory redemption of the Obligations. The IRS also may audit you or your Obligations, in some cases on a random basis and in other cases targeted to specific types of Obligations issues or tax concerns. If the Obligations are declared taxable, or if you are subject to audit, the market price of your Obligations may be adversely affected. Further, your ability to issue other tax-exempt Obligations also may be limited.

This description of tax compliance risks is not intended as legal advice and you should consult with your bond counsel regarding tax implications of issuing the Obligations.

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Appendix B - Complex Risks

Financial Characteristics

The following is a general description of additional financial characteristics of the Securities, as well as a general description of certain financial risks that are known to us and reasonably foreseeable at this time and that you should consider before deciding whether to proceed with the Securities. If you have any questions or concerns about these disclosures, please make those questions or concerns known immediately to us. In addition, you should consult with your financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent you deem appropriate.

Description of Unique Qualities of Lease Purchase Agreement Securities. Some of the terms of the Securities are similar to terms of commercial bank loans, which tend to have different characteristics than traditional municipal bond financings in several respects. They often have triggers for events of default that differ from traditional municipal bonds and remedies that can also vary from those frequently used in the traditional bond market. The Securities may have some of these characteristics. Also see the covenants section of the documents, which may vary slightly from traditional municipal financings.

Description of the Maturity Structure. The Securities are currently structured with an approximate 5 year final maturity with principal payments until the final maturity date.

Financial Risk Considerations

Certain risks may arise in connection with a bank loan, including some or all of the following:

Bank Qualification. Pursuant to the United States Internal Revenue Code, banks may deduct 80% of the carrying cost of a “qualified tax-exempt obligation.” In order for Securities to be qualified tax-exempt obligations the bonds must be (i) issued by a “qualified small issuer,” (ii) issued for public purposes, and (iii) designated as qualified tax-exempt obligations. A “qualified small issuer” is (with respect to bonds issued during any calendar year) an issuer that issues no more than \$10 million of tax-exempt bonds during the calendar year. The Issuer must consult legal counsel as to the effectiveness of such installments, made in separate calendar years, in achieving “qualified” treatment of such obligations in this manner.

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City of New Bedford

SAMPLE AMORTIZATION SCHEDULE 10-13-2017

Nominal Annual Rate:

2.79%

TOTAL - ALL FUNDS & ALL EQUIPMENT

	Date	Payment	Interest	Principal	Balance
Loan	11/1/2017				\$976,235.80
1	7/15/2018	\$210,227.58	\$19,368.52	\$190,859.06	\$785,376.74
2	7/15/2019	\$210,227.58	\$21,912.01	\$188,315.57	\$597,061.17
3	7/15/2020	\$210,227.58	\$16,658.01	\$193,569.57	\$403,491.60
4	7/15/2021	\$210,227.58	\$11,257.42	\$198,970.16	\$204,521.44
5	7/15/2022	\$210,227.58	\$5,706.14	\$204,521.44	\$0.00
Totals		\$1,051,137.90	\$74,902.10	\$976,235.80	

City of New Bedford - Lessee Schedule

Nominal Annual Rate: 2.790%

GENERAL FUND

	Date	Payment	Interest	Principal	Balance
Loan	11/1/2017				\$ 517,794.80
1	7/15/2018	\$ 111,504.56	\$ 10,273.05	\$ 101,231.51	\$ 416,563.29
2	7/15/2019	\$ 111,504.56	\$ 11,622.12	\$ 99,882.44	\$ 316,680.85
3	7/15/2020	\$ 111,504.56	\$ 8,835.40	\$ 102,669.16	\$ 214,011.69
4	7/15/2021	\$ 111,504.56	\$ 5,970.93	\$ 105,533.63	\$ 108,478.06
5	7/15/2022	\$ 111,504.56	\$ 3,026.50	\$ 108,478.06	\$ -
Totals		\$ 557,522.80	\$ 39,728.00	\$ 517,794.80	

City of New Bedford - Lessee Schedule

Nominal Annual Rate: 2.790%

WATER ENTERPRISE FUND

	Date	Payment	Interest	Principal	Balance
Loan	11/1/2017				\$ 398,176.85
1	7/15/2018	\$ 85,745.43	\$ 7,899.83	\$ 77,845.60	\$ 320,331.25
2	7/15/2019	\$ 85,745.43	\$ 8,937.24	\$ 76,808.19	\$ 243,523.06
3	7/15/2020	\$ 85,745.43	\$ 6,794.29	\$ 78,951.14	\$ 164,571.92
4	7/15/2021	\$ 85,745.43	\$ 4,591.56	\$ 81,153.87	\$ 83,418.05
5	7/15/2022	\$ 85,745.43	\$ 2,327.38	\$ 83,418.05	\$ -
Totals		\$ 428,727.15	\$ 30,550.30	\$ 398,176.85	

City of New Bedford - Lessee Schedule

Nominal Annual Rate: 2.790%

WASTEWATER ENTERPRISE FUND

	Date	Payment	Interest	Principal	Balance
Loan	11/1/2017				\$ 60,264.15
1	7/15/2018	\$ 12,977.59	\$ 1,195.64	\$ 11,781.95	\$ 48,482.20
2	7/15/2019	\$ 12,977.59	\$ 1,352.65	\$ 11,624.94	\$ 36,857.26
3	7/15/2020	\$ 12,977.59	\$ 1,028.32	\$ 11,949.27	\$ 24,907.99
4	7/15/2021	\$ 12,977.59	\$ 694.93	\$ 12,282.66	\$ 12,625.33
5	7/15/2022	\$ 12,977.59	\$ 352.26	\$ 12,625.33	\$ -
Totals		\$ 64,887.95	\$ 4,623.80	\$ 60,264.15	

FY 2018 Vehicle Purchase Breakdown

Description	Per Unit	Quantity	Total	Comments
<u>General Fund</u>				
2018 Chevrolet City Express Cargo Vans	20,211.45	4	80,845.80	3 DFFM - 1 LIBRARY
2018 Chevrolet K3500 4X4 P-UP	43,079.05	1	43,079.05	Zoo
2018 Ford F550 4WD Cab/Chassi	66,771.95	1	66,771.95	Stakebody
2018 FreightlinerCab & Chassis	88,914.00	2	177,828.00	DPI - Sander Truck
2018 Freightliner Body & Insert	30,385.00	2	60,770.00	DPI - Sander Insert
2017 Ford - F550 4X4 Cab & Chassis	49,362.00	1	49,362.00	DPI - Mini Packer Truck
<u>2017 Ford -8 CYD Quantum body</u>	<u>39,138.00</u>	<u>1</u>	<u>39,138.00</u>	<u>DPI - Mini Packer Body</u>
Total General Fund:			517,794.80	
<u>Water Enterprise Fund</u>				
Liberty Chevrolet- 2018 Dump w/ I-Pak (1 Ton w/Plow)	64,536.75	2	129,073.50	DPI
Liberty Chevrolet- 2018 Double Cab Utility w/Plow	50,444.60	2	100,889.20	DPI
Liberty Chevrolet- 2018 DRW Utility, Welder's Truck	60,264.15	1	60,264.15	DPI
<u>Schmidt- 2017 Deere 410L Backhoe Loader</u>	<u>107,950.00</u>	<u>1</u>	<u>107,950.00</u>	<u>DPI</u>
Total Water Enterprise Fund:			398,176.85	
<u>Wastewater Enterprise Fund</u>				
<u>Liberty Chevrolet- 2018 DRW Utility, Mechanic's Truck</u>	<u>60,264.15</u>	<u>1</u>	<u>60,264.15</u>	<u>DPI</u>
Total Wastewater Enterprise Fund:			60,264.15	
Total 2018 Vehicle Purchase:			976,235.80	