

ORDINANCE NO. 2679-2020

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF INCOME TAX SPECIAL OBLIGATION BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$800,000, FOR THE PURPOSE OF PAYING THE COSTS OF IMPROVING THE VILLAGE'S PUBLIC SAFETY FACILITIES BY CONSTRUCTING, FURNISHING AND EQUIPPING A BUILDING TO PROVIDE FIRE AND EMERGENCY MEDICAL SERVICES, TOGETHER WITH ALL NECESSARY APPURTENANCES THERETO, AND DECLARING AN EMERGENCY.

WHEREAS, this Village Council passed Ordinance No. 979 on December 7, 1970 authorizing the levy and collection of a municipal income tax at the effective rate of one percent (1.00%) (the "1970 Original Income Tax") to provide funds for the purposes of general municipal operation, maintenance of equipment, extension, enlargement and improvement of municipal services and facilities and capital improvements; and

WHEREAS, this Village Council passed Ordinance No. 2163 on February 7, 1994, which was approved by a majority vote of the electors on May 3, 1994, authorizing the levy and collection of an additional municipal income tax at the effective rate of one-half of one percent (0.50%) (the "1994 Additional Income Tax") to provide funds for the purposes of general municipal operation, maintenance of equipment, extension, enlargement and improvement of municipal services and facilities and capital improvements, and together with the 1970 Original Income Tax, the Village now levies and collects a municipal income tax at the combined effective rate of one and one-half percent (1.50%) (the "General Income Tax"); and

WHEREAS, this Village has determined to pay the costs of the Improvement as described in Section 2 by the issuance of bonds which will now be or continue to be supported by the General Income Tax (the "Bonds"); and

WHEREAS, this Village Council has requested that the Fiscal Officer, as fiscal officer of this Village, certify the estimated life or period of usefulness of the Improvement described in Section 2 and the maximum maturity of the Bonds described in Section 2; and

WHEREAS, the Fiscal Officer has certified to this Village Council that the estimated life or period of usefulness of the Improvement described in Section 2 is at least five (5) years and that the maximum maturity of the Bonds described in Section 2 is twenty-nine (29) years;

NOW, THEREFORE, BE IT ORDAINED by the Council of the Village of Crooksville, Perry County, Ohio, that:

Section 1. Definitions and Interpretation. In addition to the words and terms elsewhere defined in this Ordinance, unless the context or use clearly indicates another or different meaning or intent:

“*Act*” means, collectively, Section 3, Article XVIII of the Ohio Constitution, and Chapter 133 of the Ohio Revised Code.

“*Additional Bonds*” means any additional bonds or other obligations of the Village which may be subsequently issued and payable solely from the General Income Tax Receipts on a parity with the Bonds including Additional Bonds in anticipation of which notes have been issued. In no event shall general obligation notes or bonds of the Village be treated as Additional Bonds.

“*Authorized Denominations*” means the minimum denominations or any integral multiple in excess thereof as set forth in the Certificate of Award.

“*Bond Proceedings*” means, collectively, this Ordinance, the Certificate of Award and such other proceedings of the Village, including the Bonds, that provide collectively for, among other things, the rights of holders of the Bonds.

“*Bond Register*” means all books and records necessary for the registration, exchange and transfer of Bonds as provided in Section 5.

“*Bond Registrar*” means the Fiscal Officer, the Original Purchaser or a bank or trust company authorized to do business in the State of Ohio, as designated by the Fiscal Officer in the Certificate of Award pursuant to Section 4 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds under the Certificate of Award and until a successor Bond Registrar shall have become such pursuant to the provisions of the Certificate of Award and, thereafter, “*Bond Registrar*” shall mean the successor Bond Registrar.

“*Bonds*” means, collectively, the Serial Bonds and the Term Bonds, each as is designated as such in the Certificate of Award.

“*Certificate of Award*” means the certificate authorized by Section 6, to be executed by the Fiscal Officer, setting forth and determining those terms or other matters pertaining to the Bonds and their issuance, sale and delivery as this Ordinance requires or authorizes to be set forth or determined therein.

“*Closing Date*” means the date of physical delivery of, and payment of the purchase price for, the Bonds.

“*Code*” means the Internal Revenue Code of 1986, as amended, the Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

“*Financing Costs*” shall have the meaning given in Section 133.01 of the Ohio Revised Code.

“*Fiscal Officer*” means the Fiscal Officer of the Village or any person serving in an interim or acting capacity with respect to that office.

“*General Income Tax*” means the Village’s municipal income tax collected by the Village pursuant to the General Income Tax Ordinance at the effective rate of one and one-half percent (1.50%) and which is allocated to the General Fund for the purposes of general municipal operation, maintenance of equipment, extension, enlargement and improvement of municipal services and facilities and capital improvements.

“*General Income Tax Bond Account*” means the General Income Tax Bond Account created by Section 8 of this Ordinance.

“*General Income Tax Ordinance*” means, collectively, (a) Ordinance No. 979 passed by this Village Council on December 7, 1970 and (b) Ordinance No. 2163 passed by this Village Council on February 7, 1994, as each has been heretofore amended, and together providing for the current General Income Tax at the rate of one and one-half percent (1.50%).

“*General Income Tax Receipts*” means the moneys received by the Village from the General Income Tax.

“*Interest Payment Dates*” means, unless otherwise specified in the Certificate of Award, June 1 and December 1 of each year that the Bonds are outstanding, commencing on the date specified in the Certificate of Award.

“*Mandatory Redemption Date*” shall have the meaning set forth in Section 3(b).

“*Mandatory Sinking Fund Redemption Requirements*” shall have the meaning set forth in Section 3(e)(i).

“*Mayor*” means the Mayor of the Village or any person serving in an interim or acting capacity with respect to that office.

“*Original Purchaser*” means the purchaser of the Bonds specified in the Certificate of Award.

“*Principal Payment Dates*” means, unless otherwise specified in the Certificate of Award, December 1 in each of the years from and including 2021 to and including 2040; *provided* the first Principal Payment Date may be advanced or deferred up to one year and the last Principal Payment Date may be advanced or deferred by such number of years, as determined by the Fiscal Officer, and *provided further* that in no case shall the final Principal Payment Date exceed the maximum maturity limitation referred to in the preambles hereto, all of which determinations shall be made by the Fiscal Officer in the Certificate of Award in such manner as to be in the best interest of and financially advantageous to the Village.

“*Regulations*” means Treasury Regulations issued pursuant to the Code or to the statutory predecessor of the Code.

“*Serial Bonds*” means those Bonds designated as such and maturing on the dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and not subject to mandatory sinking fund redemption.

“*Term Bonds*” means those Bonds designated as such and maturing on the date or dates set forth in the Certificate of Award, bearing interest payable on each Interest Payment Date and subject to mandatory sinking fund redemption.

“*Village*” means the Village of Crooksville, Ohio.

The captions and headings in this Ordinance are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Ordinance unless otherwise indicated.

Section 2. Authorized Principal Amount and Purpose; Application of Proceeds. This Village Council determines that it is necessary and in the best interest of the Village to issue bonds of this Village in the maximum principal amount of \$800,000 (the “*Bonds*”) for the purpose of paying the costs of improving the Village’s public safety facilities by constructing, furnishing and equipping a building to provide fire and emergency medical services, together with all necessary appurtenances thereto (the “*Improvement*”). The Bonds shall be issued pursuant to the Act, this Ordinance and the Certificate of Award.

The aggregate principal amount of Bonds to be issued shall not exceed the maximum principal amount specified in this Section 2 and shall be issued in an amount determined by the Fiscal Officer in the Certificate of Award to be the aggregate principal amount of Bonds required to be issued at this time for the purpose stated in this Section 2, taking into account the costs of the Improvement, the estimates of the Financing Costs and the interest rates on the Bonds.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds, and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued. Any portion of those proceeds representing premium or accrued interest shall be paid into the General Income Tax Bond Account.

Section 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions. The Bonds shall be issued in one lot and only as fully registered bonds, in Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as provided in the Certificate of Award, *provided* that their dated date shall not be more than sixty (60) days prior to the Closing Date. If requested by the Original Purchaser, the Fiscal Officer is hereby authorized to prepare one bond representing the aggregate principal amount of Bonds maturing on all of the Principal Payment Dates, all as set forth in the Certificate of Award.

(a) Interest Rates and Payment Dates. The Bonds shall bear interest at the rate or rates per year and computed on the basis as shall be determined by the Fiscal Officer, subject to subsection (c) of this Section 3, in the Certificate of Award. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been

paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements on the Principal Payment Dates in principal amounts as shall be determined by the Fiscal Officer, subject to subsection (c) of this Section 3, in the Certificate of Award, which determination shall be in the best interest of and financially advantageous to the Village.

Consistent with the foregoing and in accordance with the Fiscal Officer's determination of the best interest of and financially advantageous to the Village, the Fiscal Officer shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date and (ii) the aggregate principal amount of Bonds to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (each a "*Mandatory Redemption Date*") and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The net interest cost for the Bonds determined by taking into account the respective principal amounts of the Bonds and terms to maturity or Mandatory Sinking Fund Redemption Requirements of those principal amounts of Bonds shall not exceed 6.00%.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of and any premium on the Bonds shall be payable when due upon presentation and surrender of the Bonds at the main office of the Bond Registrar; *provided, however,* to the extent that the Bonds are represented by a single Term Bond as permitted by this Section 3, principal of the Bonds which is redeemed pursuant to a Mandatory Sinking Fund Redemption Requirement shall be payable when due without prior presentation or surrender of the Bond but redemption of such principal shall be duly endorsed on the Bond Register, and in the case of the final principal payment due hereunder, surrender of the Bond at the main office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15<sup>th</sup> day of the calendar month next preceding that Interest Payment Date.

(e) Redemption Provisions. The Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund redemption

requirements, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts being referred to as the "*Mandatory Sinking Fund Redemption Requirements*").

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on any Term Bonds on each Mandatory Redemption Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to the Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

The Village shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the Village, as specified by the Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bearing interest at the same rate as the Term Bonds so delivered. That option shall be exercised by the Village on or before the 45<sup>th</sup> day preceding any Mandatory Redemption Date with respect to which the Village wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the Fiscal Officer, setting forth the extent of the credit to be applied with respect to the then current or any subsequent Mandatory Sinking Fund Redemption Requirement for Term Bonds stated to mature on the same Principal Payment Date and bearing interest at the same rate as the Term Bonds so delivered. If the certificate is not timely furnished to the Bond Registrar, the current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current or any subsequent Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation), as specified by the Fiscal Officer, also shall be received by the Village for any Term Bonds which prior thereto have been redeemed (other than through the operation of the applicable Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Sinking Fund Redemption Requirement, for Term Bonds stated to mature on the same Principal Payment Date and bearing interest at the same rate as the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations), as specified by the Fiscal Officer, for Term Bonds stated to mature on the same Principal Payment Date and bearing interest at the same rate as the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) Optional Redemption. The Bonds of the maturities and interest rates specified in the Certificate of Award (if any are so specified) shall be subject to optional redemption by and at the sole option of the Village, in whole or in part in Authorized

Denominations, on the dates and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, to be determined by the Fiscal Officer in the Certificate of Award; *provided* that the redemption price for any optional redemption date shall not be greater than 103%.

If optional redemption of Term Bonds at a redemption price exceeding 100% of the principal amount to be redeemed is to take place as of any Mandatory Redemption Date applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity (and interest rate within a maturity if applicable) to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements. Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the Fiscal Officer to the Bond Registrar, given upon the direction of the Village by passage of an ordinance or adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity (and interest rate within a maturity if applicable) of Bonds to be redeemed, and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity (or interest rate within a maturity if applicable) are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates selected by the Village. If fewer than all of the Bonds of a single maturity (or interest rate within a maturity if applicable) are to be redeemed, the selection of Bonds of that maturity (or interest rate within a maturity if applicable) to be redeemed, or portions thereof in Authorized Denominations, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than the Authorized Denominations are then outstanding, each Authorized Denomination unit of principal thereof shall be treated as if it were a separate Bond of the Authorized Denomination. If it is determined that one or more, but not all, of the Authorized Denomination units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of an Authorized Denomination unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (A) for payment of the redemption price of the Authorized Denomination unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (B) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the

Village by mailing a copy of the redemption notice by first-class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the 15<sup>th</sup> day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above, there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of Section 3(d), upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds; *provided* that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the Village to the extent not required for the payment of the Bonds called for redemption.

Section 4. Execution and Authentication of Bonds; Appointment of Bond Registrar. The Bonds shall be signed by the Mayor and the Fiscal Officer, in the name of the Village and in their official capacities; *provided* that either or both of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the Fiscal Officer, shall be numbered as determined by the Fiscal Officer in order to distinguish each Bond from any other Bond and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to the Act, this Ordinance and the Certificate of Award.

The Fiscal Officer is hereby authorized to designate in the Certificate of Award the Fiscal Officer, the Original Purchaser or a bank or trust company authorized to do business in the State of Ohio to act as the initial Bond Registrar. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Certificate of



Award, except to the extent paid or reimbursed by the Original Purchaser in accordance with the Certificate of Award, from the proceeds of the Bonds to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond Proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond Proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the Fiscal Officer on behalf of the Village. The same person need not sign the certificate of authentication on all of the Bonds.

Section 5. Registration; Transfer and Exchange.

(a) Bond Register. So long as any of the Bonds remain outstanding, the Village will cause the Bond Registrar to maintain and keep the Bond Register at its main office. Subject to the provisions of Section 3(d), the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond Proceedings. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; neither the Village nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section 5. All such payments shall be valid and effectual to satisfy and discharge the Village's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the main office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the main office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the Village are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the Village. In all cases of Bonds exchanged or transferred, the Village shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond Proceedings. The exchange or transfer shall be without charge to the owner, except that the Village and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The Village or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated

upon any exchange or transfer shall be valid obligations of the Village, evidencing the same debt, and entitled to the same security and benefit under the Bond Proceedings as the Bonds surrendered upon that exchange or transfer. Neither the Village nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15<sup>th</sup> day preceding the mailing of notice of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

Section 6. Sale of the Bonds to the Original Purchaser. The Fiscal Officer is authorized to sell the Bonds at private sale to the Original Purchaser at a purchase price, not less than 97% of the aggregate principal amount thereof, as shall be determined by the Fiscal Officer in the Certificate of Award, plus accrued interest (if any) on the Bonds from their date to the Closing Date, and shall be awarded by the Fiscal Officer with and upon such other terms as are required or authorized by this Ordinance to be specified in the Certificate of Award, in accordance with law and the provisions of this Ordinance.

The Fiscal Officer shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price.

The Mayor, the Fiscal Officer, the Village Solicitor and other Village officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Ordinance. The actions of the Mayor, the Fiscal Officer, the Village Solicitor or other Village officials, as appropriate, in doing any and all acts necessary in connection with the issuance and sale of the Bonds are hereby ratified and confirmed.

Section 7. Bonds are Special Obligations and Provision for Levy and Collection of General Income Tax. The Bonds are special obligations of the Village, and the principal of and interest (and any premium) on the Bonds and any Additional Bonds are payable solely from the General Income Tax Receipts, and such payment is secured by a pledge of General Income Tax Receipts as provided by the Act and this Ordinance.

The Village has heretofore levied and covenants that it shall continue to collect the General Income Tax for so long as the Bonds and any Additional Bonds are outstanding. The Village hereby covenants and agrees that, so long as the Bonds and any Additional Bonds are outstanding, it shall not suffer the repeal, amendment or any other change in this Ordinance, or the General Income Tax Ordinance, that in any way materially and adversely affects or impairs (a) the sufficiency of the General Income Tax Receipts levied and collected or otherwise available for the payment of the Bonds and any Additional Bonds or (b) the pledge or the application of the General Income Tax Receipts to the payment of the Bonds and any Additional Bonds.

The Bonds do not constitute a general obligation debt or a pledge of the full faith or credit or property taxing power of the Village. Nothing herein shall be construed as requiring the Village to use or apply to the payment of principal of and interest (and any premium) on the

Bonds any funds or revenues from any source other than General Income Tax Receipts. Nothing herein, however, shall be deemed to prohibit the Village, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Ordinance or of the Bonds.

If the Village shall pay or cause to be paid and discharged the Bonds, the covenants, agreements and other obligations of the Village hereunder and in the Bonds shall be discharged and satisfied. The Village shall be considered to have caused a Bond to be paid and discharged if the Village has placed in escrow, and pledged for the payment of debt charges on such Bond, money or direct or guaranteed obligations of the United States, or a combination of those obligations, determined by an independent firm experienced in making such determinations to be sufficient, with the interest or other investment income accruing on those direct or guaranteed obligations, for the payment of debt charges on that Bond. For purposes of this Section 7, "direct obligations of or obligations guaranteed as to payment by the United States" includes rights to receive payment or portions of payments of the principal of or interest or other investment income on those obligations, and other obligations fully secured as to payment by those obligations and the interest or other investment income on those obligations.

All of the agreements, covenants and duties under this Ordinance are hereby established as duties specifically enjoined by law or resulting from an office, trust or station upon this Village within the meaning of Section 2731.01 of the Ohio Revised Code.

Section 8. Creation of General Income Tax Bond Account and Application of General Income Tax Receipts. The General Income Tax Bond Account is hereby created as of the date of initial delivery of the Bonds as a bond retirement fund or an account of a bond retirement fund established pursuant to Sections 133.01(D) and 5705.09 of the Ohio Revised Code for payment of debt service and Financing Costs related to the Bonds and Additional Bonds, and shall be maintained by the Fiscal Officer in the custody of the Village. The Fiscal Officer is hereby authorized to maintain, or permit the maintenance of, such separate accounts in that Fund, and such separate subaccounts in any account, as is determined to be in the best interest of the Village. Any moneys on deposit in the General Income Tax Bond Account shall be invested to the extent permitted by law.

To the extent other moneys have not been appropriated and made available for the purpose, the Village hereby covenants, subject and pursuant to the Constitution and laws of the State of Ohio, to appropriate and pay from the General Income Tax Receipts into the General Income Tax Bond Account on or before each Interest Payment Date or Principal Payment Date an amount which, after giving effect to any amounts then on deposit in the General Income Tax Bond Account, including any interest earnings retained in that Fund, would result in an amount sufficient to pay the interest and principal due and payable on all outstanding Bonds and Additional Bonds on that next respective Interest Payment Date and Principal Payment Date. For that purpose, in each year while the Bonds and any Additional Bonds are outstanding, to the extent other moneys have not been appropriated and made available for the purpose, this Village Council will appropriate General Income Tax Receipts required to pay the principal of and interest (and any premium) on the Bonds and any Additional Bonds in that year. Further, this Village Council will give effect to such appropriations in all ordinances it passes or resolutions it adopts thereafter in that year appropriating money for expenditure and encumbrance and limit

the other appropriations of General Income Tax Receipts in that year to the amount available after deducting the amount required to pay the principal of and interest (and any premium) on the Bonds and any Additional Bonds in that year to the extent other moneys have not been appropriated and made available for those principal, interest and premium payments.

Any portion of the General Income Tax Receipts not otherwise required to be deposited into the General Income Tax Bond Account in accordance with this Section 8 shall be used to meet other obligations of the Village as may be lawfully discharged from the General Income Tax.

Section 9. Additional Bonds. The Village shall have the right from time to time to issue Additional Bonds on a parity with the Bonds, which Additional Bonds shall, unless paid from other sources, be payable solely from the General Income Tax Receipts, and such payment shall be secured by a pledge of the General Income Tax Receipts as provided by the Act and by an ordinance passed by this Village Council authorizing the issuance of those Additional Bonds.

If determined by the Fiscal Officer to be in the best interest of and financially advantageous to the Village, the Fiscal Officer may provide in the Certificate of Award that the issuance of any Additional Bonds shall be subject to a Coverage Test (as hereinafter defined). The Fiscal Officer may provide in the Certificate of Award that before any Additional Bonds are issued, the Village shall be required to furnish a certificate of the Fiscal Officer showing that the aggregate amount of General Income Tax Receipts received during the fiscal year immediately preceding the issuance of those Additional Bonds is at least equal a certain percentage (which percentage shall not be more than three hundred percent (300%)) of the largest amount required to be paid in any succeeding calendar year to meet interest and principal maturities of the Bonds and any Additional Bonds to be outstanding immediately after the issuance of such Additional Bonds (the "*Coverage Test*"). For bond anticipation notes, the principal and interest on the Additional Bonds anticipated by the notes shall be used in calculating compliance with this provision.

The moneys in the General Income Tax Bond Account shall be applied to all Additional Bonds in the manner provided for in Section 8 hereof as if the Additional Bonds were the Bonds. The proceeds of any sale of Additional Bonds shall be allocated in the manner provided in the ordinance authorizing their issuance. Junior lien or other subordinate obligations payable from the General Income Tax Receipts may be issued without limitation, unless the Fiscal Officer determines, as set forth in the Certificate of Award, it is in the best interest of the Village to include them as Additional Bonds for the Coverage Test, or to establish a separate coverage test for junior lien or other subordinate obligations that is less than the maximum percentage Coverage Test applicable to the Bonds and Additional Bonds set forth above, taking into account current market conditions and the financial advantages to the Village.

The Additional Bonds shall bear such designation as may be necessary to distinguish them from the Bonds or other Additional Bonds having different provisions and shall have maturities, interest rates, Interest Payment Dates, redemption provisions, denominations and other provisions as provided in the ordinances hereafter adopted providing for the issuance of the Additional Bonds; *provided, however*, that those terms and provisions shall not be inconsistent with this Ordinance, or the then outstanding Bonds.

Section 10. Federal Tax Considerations. The Village covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (b) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The Village further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The Fiscal Officer, or any other officer of the Village having responsibility for issuance of the Bonds, is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the Village with respect to the Bonds as the Village is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties with respect to the Bonds, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments with respect to the Bonds, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the Village, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the Village, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the Village regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds. The Fiscal Officer or any other officer of the Village having responsibility for issuance of the Bonds is specifically authorized to designate the Bonds as "qualified tax-exempt obligations" if such designation is applicable and desirable, and to make any related necessary representations and covenants.

Section 11. Financing Costs. The expenditure of the amounts necessary to pay any Financing Costs in connection with the Bonds, to the extent not paid by the Original Purchaser in accordance with the Certificate of Award, is authorized and approved, and the Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

Section 12. Bond Counsel. The legal services of the law firm of Squire Patton Boggs (US) LLP are hereby retained. Those legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the authorization, sale and issuance of the Bonds and rendering at delivery related legal opinions, all as set forth in the form of engagement letter from that firm which is now on file in the office of the Fiscal Officer. In providing those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of this Village in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State of Ohio, any county or municipal corporation or of this Village, or the execution of public trusts. For those legal services, that firm shall be paid just and reasonable compensation and shall be reimbursed for actual out-of-pocket expenses incurred in providing those legal services. The Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm. The amounts necessary to pay those fees and any reimbursement are hereby appropriated from the proceeds of the Bonds, if available, and otherwise from available moneys in the General Fund.

Section 13. Satisfaction of Conditions for Bond Issuance. This Village Council determines that all acts and conditions necessary to be done or performed by the Village or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding special obligations of the Village have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the General Income Tax Receipts of the Village are pledged for the timely payment of the debt charges on the Bonds; that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds; and that the Bonds are being authorized and issued pursuant to the Act, this Ordinance, the Certificate of Award and other authorizing provisions of law.

Section 14. Compliance with Open Meeting Requirements. This Village Council finds and determines that all formal actions of this Village Council and any of its committees concerning and relating to the passage of this Ordinance were taken in an open meeting of this Village Council or any of its committees, and that all deliberations of this Village Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Section 15. Effective Date. This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health, or safety of the inhabitants of the Village, and for the further reason that this Ordinance is required to be immediately effective in order to issue and sell the Bonds, which is necessary to enable the Village to facilitate the timely execution of one or more contracts relating to the Improvement; wherefore, this Ordinance shall be in full force and effect immediately upon its passage.

Passed: September 8, 2020

\_\_\_\_\_  
Presiding Officer

Attest: Maryann L. Homan  
Fiscal Officer