ORDINANCE NO.: 2013-07
SPONSOR: MAYOR NORTON
INTRODUCED: MAY 14, 2013 **ASSIGNED TO:** FINANCE

AN ORDINANCE AUTHORIZING THE ISSUANCE OF BONDS IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF $1,350,000, FOR THE PURPOSE OF REFUNDING RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS ISSUED IN 2010 TO PAY COSTS OF IMPROVING GLOBAL GATEWAY DRIVE IN THE CITY, AND DECLARING AN EMERGENCY.

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF GREEN, COUNTY OF SUMMIT, STATE OF OHIO:

SECTION ONE:
Findings and Determinations. This Council finds and determines the following matters (capitalized terms are defined in Section 14):

(a) The City has previously issued the Outstanding Bonds to finance the costs of improvements to Global Gateway Drive in the City.

(b) It is now necessary for the City to issue the Series 2013B Bonds for the purpose of (1) refunding the outstanding maturities of the Outstanding Bonds, and (2) paying Financing Costs of the Series 2013B Bonds.

(c) The Director of Finance, as fiscal officer, has certified to this Council the maximum maturity of the Outstanding Bonds.

(d) All acts and conditions necessary to be performed by the City or to have been met for the issuance of the Series 2013B Bonds in order to make them legal, valid, and binding general obligations of the City, have been performed and met, or will have been performed and met at the time of delivery of the Series 2013B Bonds, as required by law.

(e) No statutory or constitutional limitation of indebtedness or taxation will be exceeded by the issuance of the Series 2013B Bonds.

SECTION TWO:
Terms of the Bonds. The Series 2013B Bonds will have the following terms:

(a) **Amount.** The Series 2013B Bonds will be issued in the maximum Original Principal Amount of $1,350,000. The principal amounts of the Series 2013B Bonds to be issued as Current Interest Bonds, as Capital Appreciation Bonds, as Capital Appreciation Bonds that convert at some future date to Current Interest Bonds, as Serial Bonds, and as Term Bonds will be determined by the Director of Finance in the Certificate of Award.

(b) **Date.** The Current Interest Bonds will be dated the Closing Date, or any other date, not more than 31 days before the Closing Date, as determined by the Director of Finance in the Certificate of Award. The Capital Appreciation Bonds will be dated the Closing Date.

(c) **Maturity.** The Series 2013B Bonds will mature or be payable by Mandatory Sinking Fund Redemption in the amounts and on the Principal Payment Dates as follows:

Year	Amount	Year	Amount
2013	$75,000	2022	$75,000
2014	75,000	2023	75,000
2015	75,000	2024	75,000
2016	75,000	2025	75,000
2017	75,000	2026	75,000
2018	75,000	2027	75,000
2019	75,000	2028	75,000
2020	75,000	2029	75,000
2021	75,000	2030	75,000

The Director of Finance may adjust the principal payment schedule shown above, by (1) increasing or decreasing the principal amounts of the Series 2013B Bonds maturing or payable by Mandatory Sinking Fund Redemption on any one or more of the Principal Payment Dates, or (2) by shortening the schedule so that the Series 2013B Bonds will mature over a lesser number of years. The Director of Finance must set forth any adjustment of the principal payment schedule in the Certificate of Award.

(d) **Redemption Before Stated Maturity.** The Series 2013B Bonds will be subject to redemption before their stated maturity as described in this Section 2(d), unless otherwise determined by the Director of Finance in the Certificate of Award.

(1) ***Mandatory Sinking Fund Redemption.*** If any of the Series 2013B Bonds are issued as Term Bonds, the Term Bonds will be subject to Mandatory Sinking Fund Redemption, in part, on the Mandatory Redemption Dates, at a redemption price of 100% of the principal amount being redeemed, plus interest accrued to the redemption date. The principal amounts to be paid by Mandatory Sinking Fund Redemption will be those in the principal payment schedule in Section 2(c) above.

The City will have the option to deliver Term Bonds in any principal amount to the Registrar for cancellation. The City will be entitled to a credit against its obligation to pay Debt Service by Mandatory Sinking Fund Redemption on any future Mandatory Redemption Date for Term Bonds that (A) are delivered by the City to the Registrar, (B) have previously been redeemed other than by Mandatory Sinking Fund Redemption, or (C) have been purchased and canceled by the Registrar as provided in the Registrar Agreement.

(2) ***Optional Redemption***. The Series 2013B Bonds maturing on or after December 1, 2023 will be subject to redemption, at the option of the City, on or after December 1, 2022, in whole or in part on any date, in whole multiples of $1,000, at the redemption price of 100% of the principal amount being redeemed, plus interest accrued to the redemption date.

The Director of Finance may determine to change the optional redemption provisions relating to the Series 2013B Bonds set forth above by (A) changing the earliest optional redemption date, which may be any date before the final maturity of the Series 2013B Bonds, (B) changing the redemption prices for the Series 2013B Bonds, which may not exceed 110% in any year in which the Series 2013B Bonds are subject to optional redemption, and (C) determining that the Series 2013B Bonds will not be subject to optional redemption. The Director of Finance must set forth any change to the optional redemption provisions in the Certificate of Award.

The City's option to redeem the Series 2013B Bonds shall be exercised by a notice from the Director of Finance to the Registrar as provided in the Registrar Agreement.

(3) ***Terms of Redemption***. The other terms of redemption and provisions for partial redemption, for notices of redemption, and provisions for payment of redeemed Series 2013B Bonds will be set forth in the Registrar Agreement.

(e) **Interest Rates.** The Series 2013B Bonds will bear interest at the rate or rates determined in the Certificate of Award. The weighted average of the rates of interest on the Series 2013B Bonds, determined by taking into account the principal amounts of the Series 2013B Bonds and the terms to maturity or Mandatory Redemption Dates of those principal amounts, may not exceed 9% per annum. Interest will be calculated on a 360-day year of twelve, 30-day months.

(1) ***Current Interest Bonds***. Current Interest Bonds will 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. Interest on the

Current Interest Bonds will be payable on the Interest Payment Dates until the principal amount has been paid or provided for. All Current Interest Bonds with the same stated maturity must bear interest at the same rate.

(2) ***Capital Appreciation Bonds.*** Any Capital Appreciation Bonds will bear interest from their date. The rate of interest on a Capital Appreciation Bond must be a rate that will result in a Maturity Amount for that Capital Appreciation Bond, payable at maturity, as determined by the Director of Finance in the Certificate of Award. Interest on a Capital Appreciation Bond will be accrued and compounded on each Interest Payment Date, and will be payable at maturity. All Capital Appreciation Bonds with the same stated maturity must bear interest at the same compounding rate.

The total interest accrued on any Capital Appreciation Bond as of any date will be an amount equal to the amount by which the Compound Accreted Amount of that Capital Appreciation Bond exceeds the Original Principal Amount of that Capital Appreciation Bond as of that date. The Compound Accreted Amounts of the Capital Appreciation Bonds as of the Interest Payment Dates must be set forth in the Certificate of Award. The Compound Accreted Amount of a Capital Appreciation Bond as of any date other than an Interest Payment Date will be calculated in the manner described in the definition of "Compound Accreted Interest" in Section 14.

(f) **Form, Numbering, and Denominations.** The Series 2013B Bonds must be issued in fully registered form. They must be issued in Authorized Denominations and in such numbers as requested by the Original Purchaser and approved by the Director of Finance. They must be numbered as determined by the Registrar. They must express on their faces the purpose for which they are issued and that they are issued in accordance with this ordinance. The Series 2013B Bonds will be designated "Global Gateway Drive General Obligation Refunding Bonds, Series 2013B" unless otherwise designated in the Certificate of Award.

SECTION THREE:

Payment. The Debt Service on the Series 2013B Bonds will be payable in lawful money of the United States of America without deduction for the services of the Paying Agent. Principal and any premium on the Series 2013B Bonds will be payable when due upon presentation and surrender of the Series 2013B Bonds at the office of the Paying Agent. Interest on the Current Interest Bonds will be paid on each Interest Payment Date by check or draft mailed on the Interest Payment Date to the Holder as shown on the Register at the close of business on the 15th day of the month preceding the Interest Payment Date. Interest on the Capital Appreciation Bonds will be payable at maturity, in accordance with Section 2(e)(2) of this ordinance. Notwithstanding the foregoing, so long as the Series 2013B Bonds are issued in book-entry form in a book-entry system, Debt Service on the

Series 2013B Bonds will be payable as provided in any agreement entered into by the City in connection with the book-entry system. Payment of Debt Service on any Series 2013B Bond will be made only to or upon the order of the Holder. All such payments will be valid and effectual to satisfy and discharge the City's liability upon that Series 2013B Bond to the extent of the amount or amounts so paid.

SECTION FOUR:
Signing and Authentication.

(a) **Signing.** The Series 2013B Bonds must be signed on behalf of the City by the Mayor and the Director of Finance. In the absence of the Mayor, the Series 2013B Bonds must be signed by the President of Council and, in the absence of the Director of Finance, the Series 2013B Bonds must be signed by the Tax Administrator. Both signatures on the Series 2013B Bonds may be facsimiles.

(b) **Authentication.** No Series 2013B Bond will be valid or obligatory for any purpose or will be entitled to any security or benefit under the Bond Proceedings unless and until the certificate of authentication printed on the bond certificate is signed by the Registrar as authenticating agent. Authentication by the Registrar will be conclusive evidence that the Series 2013B 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 Registrar or by any other person acting as an agent of the Registrar and approved by the Director of Finance on behalf of the City. The same person need not sign the certificate of authentication on all of the Series 2013B Bonds.

SECTION FIVE:
Registration; Transfer and Exchange; Book-Entry System.

(a) **Registration.** So long as any of the Series 2013B Bonds remain outstanding, the City must cause the Registrar to maintain the Register. The person in whose name a Series 2013B Bond is registered on the Register will be regarded as the absolute owner of that Series 2013B Bond for all purposes of the Bond Proceedings. Neither the City nor the Registrar will be affected by any notice to the contrary, but the registration may be changed as provided in this Section and in the Registrar Agreement.

(b) **Transfer and Exchange.** Any Series 2013B Bond may be transferred or exchanged for Series 2013B Bonds of any Authorized Denomination, as provided in the Registrar Agreement. All Series 2013B Bonds issued and authenticated upon any exchange or transfer will be valid obligations of the City, evidencing the same debt,

and entitled to the same security and benefit under the Bond Proceedings as the Series 2013B Bonds surrendered upon that exchange or transfer.

(c) **Book-Entry System.** If a series of Series 2013B Bonds is issued in book-entry form, they must be originally issued to a Depository, initially The Depository Trust Company, for use in a book-entry system upon the terms provided in the Registrar Agreement. Under the book-entry system, the Series 2013B Bonds will be registered in the name of a Depository or its nominee, the bond certificates in fully-registered form will be deposited with and retained in the custody of the Depository or its agent, and the ownership of interests in the Series 2013B Bonds may be transferred only through a book entry on the records of the Depository.

Subject to the provisions of this ordinance relating to the City's Continuing Disclosure Agreement, the City and the Registrar must recognize and treat the Depository as the Holder of the Series 2013B Bonds for all purposes, including payment of Debt Service, redemption and other notices, and enforcement of remedies.

If any Depository determines not to continue to act as a Depository for the Series 2013B Bonds for use in a book-entry system or if the City determines to discontinue the book-entry system, the Director of Finance may attempt to establish a securities depository/book-entry relationship with another qualified Depository. If the Director of Finance does not do so, the Director of Finance must direct the Registrar to make provision for notification of the book-entry interest owners by the Depository and to make any other arrangements necessary for the withdrawal of the Series 2013B Bonds from the book-entry system.

If the Series 2013B Bonds are sold in a private placement and not in book-entry form, the City, if requested by a Holder of the Series 2013B Bonds, will complete the necessary procedures to qualify the Series 2013B Bonds as book-entry bonds.

SECTION SIX:
Sale of Series 2013B Bonds.

(a) **Private Sale.** This Council authorizes and directs the Director of Finance to sell the Series 2013B Bonds in a private sale to the Original Purchaser. The purchase price of the Series 2013B Bonds must not be less than 97% of the aggregate principal amount of the Series 2013B Bonds, plus any accrued interest on the Series 2013B Bonds from their date to the Closing Date. The Director of Finance may either sell the Series 2013B Bonds to an investment banker, acting as an underwriter, or to a financial institution or other entity or person in a private placement. If the Director of Finance sells the Series 2013B Bonds in a private placement, this Council authorizes the Director of Finance to select a placement agent for that private

placement. The Director of Finance may enter into a Purchase Agreement with the Original Purchaser in that private sale, or may sell the Series 2013B Bonds without a Purchase Agreement. The Director of Finance may sell the Series 2013B Bonds at the same time, in the same manner, and in the same offering with other securities of the City, whether or not those other securities have been consolidated with the Series 2013B Bonds in accordance with (b) below.

(b) **Consolidation.** If the Director of Finance determines it to be in the best interest of the City, he may combine the Series 2013B Bonds with one or more other general obligation bonds of the City, payable from taxes subject to the ten-mill tax limitation.

(c) **Certificate of Award.** The Director of Finance must deliver a Certificate of Award to the Original Purchaser in connection with the sale of the Series 2013B Bonds. The Director of Finance must state the following in the Certificate of Award: the principal amounts to be issued as Current Interest Bonds, Capital Appreciation Bonds, convertible Capital Appreciation Bonds, Serial Bonds, and Term Bonds; the interest rates on the Series 2013B Bonds; the Maturity Amounts and Compound Accreted Amounts of any Capital Appreciation Bonds; the first Interest Payment Date of the Series 2013B Bonds; the purchase price for the Series 2013B Bonds; the designated Registrar and Paying Agent; the designated Original Purchaser; whether the Series 2013B Bonds will be issued and designated as "qualified tax-exempt obligations" in accordance with Code Section 265(b)(3); the designation of the Series 2013B Bonds; and any other terms required by this ordinance. The Director of Finance may state the following in the Certificate of Award: any changes in the date of the Series 2013B Bonds, any changes in the principal payment schedule, and changes in the redemption provisions; whether the Series 2013B Bonds are to be consolidated with other bond issues; and any other terms authorized by this ordinance, subject to the limitations stated in this ordinance.

(d) **Delivery.** The Director of Finance must cause the Series 2013B Bonds to be prepared, signed, and delivered to the Original Purchaser. This Council authorizes and directs the Clerk of Council to deliver a true transcript of proceedings for the issuance of the Series 2013B Bonds to the Original Purchaser upon payment of the purchase price.

SECTION SEVEN:
Disclosure.

(a) **Primary Offering Disclosure—Official Statement.** This Council authorizes and directs the Mayor and the Director of Finance, or either of them, if they determine it to be necessary in connection with the sale of the Series 2013B Bonds, to (1) prepare

or cause to be prepared, and to make or authorize modifications, completions, or changes of or supplements to, a disclosure document in the form of an official statement, (2) determine, and certify or otherwise represent, when the official statement is to be "deemed final" (except for permitted omissions) or is a final official statement for purposes of the SEC Rule, (3) use and distribute, or authorize the use and distribution of, that official statement and any supplements in connection with the original issuance of the Series 2013B Bonds, and (4) complete and sign the final official statement together with certificates, statements, or other documents in connection with the finality, accuracy, and completeness of that official statement.

(b) **Secondary Market Disclosure—Continuing Disclosure Agreement.** For the benefit of the Holders of the Series 2013B Bonds and the beneficial owners of book-entry interests in the Series 2013B Bonds, the City agrees, as the only obligated person with respect to the Series 2013B Bonds under the SEC Rule, to provide financial information and operating data, financial statements, and notices, in the manner required for purposes of paragraph (b)(5)(i) of the SEC Rule.

(1) ***Information Filing***. The City further agrees, in particular, to provide:

(A) to the MSRB through the EMMA System, in an electronic format as prescribed by the MSRB and containing such identifying information as prescribed by the MSRB, (1) Annual Information for each City fiscal year, not later than the end of the ninth month following the end of the fiscal year, and (2) when and if available, audited City financial statements for each of those fiscal years; and

(B) to the MSRB through the EMMA System, in an electronic format as prescribed by the MSRB and containing such identifying information as prescribed by the MSRB, in a timely manner, notice of (1) any Specified Event, within 10 business of the occurrence of a Specified Event, (2) the City's failure to provide the Annual Information within the time specified above, (3) any change in the accounting principles applied in the preparation of its annual financial statements, (4) any change in its fiscal year, (5) its failure to appropriate funds to meet costs to be incurred to perform the Continuing Disclosure Agreement, and (6) the termination of the Continuing Disclosure Agreement.

(2) ***Continuing Disclosure Certificate***. To further describe and specify certain terms of the Continuing Disclosure Agreement, this Council authorizes and directs the Director of Finance to (A) complete, sign, and deliver the Continuing Disclosure Certificate, in the name and on behalf of the City, and (B) to specify in reasonable detail the Annual Information to be provided

(which may be provided by specific reference to other documents previously filed and available in accordance with the SEC Rule), whether the City has obtained any credit enhancement for the Series 2013B Bonds, and the City's expectations as to whether audited financial statements will be prepared, the accounting principles to be applied in their preparation, and whether they will be available together with, or separately from, the Annual Information.

(3) ***Disclosure Procedures***. This Council further authorizes and directs the Director of Finance to establish procedures to ensure compliance by the City with the Continuing Disclosure Agreement, including timely provision of information and notices as described above. Before making any filing in accordance with (b)(2) above or providing notice of the occurrence of any other events, the Director of Finance may consult with and obtain legal advice from bond counsel or other qualified independent special counsel selected by the City. The Director of Finance, acting in the name and on behalf of the City, may rely upon that legal advice in determining whether a filing should be made.

(4) ***Amendments***. The City reserves the right to amend the Continuing Disclosure Agreement, and to obtain the waiver of noncompliance with any provision of the Continuing Disclosure Agreement, as may be necessary or appropriate to achieve its compliance with any applicable federal securities law or rule, to cure any ambiguity, inconsistency, or formal defect or omission, and to address any change in circumstances arising from a change in legal requirements, change in law, or change in the identity, nature, or status of the City, or type of business conducted by the City. Any amendment or waiver will not be effective unless the Continuing Disclosure Agreement (as amended or taking into account that waiver) would have complied with the requirements of the SEC Rule at the time of the primary offering of the Series 2013B Bonds, after taking into account any applicable amendments to or official interpretations of the SEC Rule, as well as any change in circumstances, and until the City has received either (A) a written opinion of bond counsel or other qualified independent special counsel selected by the City that the amendment or waiver would not materially impair the interests of Holders or beneficial owners of book-entry interests in the Series 2013B Bonds, or (B) the written consent to the amendment or waiver by the Holders of at least a majority of the principal amount of the Series 2013B Bonds then outstanding. Annual Information containing any revised operating data or financial information must explain, in narrative form, the reasons for any amendment or waiver and the impact of the change on the type of operating data or financial information being provided.

(5) ***Enforcement.*** The Continuing Disclosure Agreement will be solely for the benefit of the Holders of, and beneficial owners of book-entry interests in, the Series 2013B Bonds. The exclusive remedy for any breach of the Continuing Disclosure Agreement by the City will be limited, to the extent permitted by law, to a right of Holders and beneficial owners to institute and maintain legal proceedings to obtain the specific performance by the City of its obligations under the Continuing Disclosure Agreement. Any individual Holder or beneficial owner may institute and maintain those proceedings to require the City to provide a filing if the filing is due and has not been made. Any proceedings to require the City to perform any other obligation under the Continuing Disclosure Agreement (including any proceedings that contest the sufficiency of any filing) may be instituted and maintained only (A) by a trustee appointed by the Holders and beneficial owners of not less than 25% in principal amount of the Series 2013B Bonds then outstanding, or (B) by Holders and beneficial owners of not less than 10% in principal amount of the Series 2013B Bonds then outstanding, in accordance with Section 133.25(B)(4)(b) or (C)(1), Revised Code, as applicable, or any comparable successor provisions.

(6) ***Appropriation.*** The performance by the City of the Continuing Disclosure Agreement will be subject to the annual appropriation of any funds that may be necessary to perform it.

(7) ***Term.*** The Continuing Disclosure Agreement will remain in effect only for the period that the Series 2013B Bonds are outstanding in accordance with their terms and the City is an obligated person with respect to the Series 2013B Bonds within the meaning of the SEC Rule. The obligation of the City to provide the Annual Information, audited financial statements, and notices of the events described above will terminate if and when the City is no longer an obligated person with respect to the Series 2013B Bonds.

SECTION EIGHT:
Financing Costs. The City retains the professional services and authorizes the payment of the Financing Costs for the Series 2013B Bonds, as provided in this Section 5.

(a) **Bond Counsel.** The City retains the legal services of Vorys, Sater, Seymour and Pease LLP, as bond counsel for the Series 2013B Bonds. The legal services will be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the issuance and sale of the Series 2013B Bonds and rendering legal opinions upon the delivery of the Series 2013B Bonds. Bond Counsel will render those services to the City in an attorney-client relationship. Bond Counsel will be paid just and reasonable compensation for those legal services

and will be reimbursed for actual out-of-pocket expenses it incurs in rendering those legal services.

(b) **Original Purchaser.** This Council authorizes and directs the Director of Finance to select the Original Purchaser of the Series 2013B Bonds, either as an underwriter or a purchaser in a private placement. If the Director of Finance selects the Original Purchaser to act as an underwriter of the Series 2013B Bonds, it will be Ross, Sinclaire & Associates, LLC, and the City retains the services of the Original Purchaser as senior manager for the Series 2013B Bonds. The senior manager may designate additional members of the underwriting syndicate. The Original Purchaser will be paid for services in accordance with any Purchase Agreement or, if there is no Purchase Agreement, in accordance with its proposal.

(c) **Ratings and Insurance.** If, in the judgment of the Director of Finance, the filing of an application for (1) a rating on the Series 2013B Bonds by one or more nationally recognized statistical rating organizations, or (2) a policy of insurance, from one or more bond insurance providers, to better assure the payment of Debt Service on the Series 2013B Bonds, is in the best interest of and financially advantageous to the City, this Council authorizes and directs the Director of Finance to prepare and submit those applications and to provide to those rating agencies or insurance providers the information required for the purpose. This Council further authorizes the fees for those ratings and the premiums for the insurance to be included in Financing Costs authorized under Section 8(j) below.

(d) **Verification Agent.** This Council authorizes and directs the Director of Finance to select a Verification Agent unless the Director of Finance has determined that it is unnecessary that the Refunded Bonds be no longer considered outstanding as provided in Section 133.34(D), Revised Code. The Verification Agent must be an independent public accounting firm. The Verification Agent must be paid for its services in accordance with its letter of engagement.

(e) **Escrow Agent.** This Council authorizes and directs the Director of Finance to select an Escrow Agent for the Refunded Outstanding Bonds unless the Director of Finance determines to establish the Escrow Fund in the Bond Retirement Fund of the City. The Escrow Agent must be a bank or trust company authorized to exercise corporate trust powers in Ohio. The Escrow Agent must be paid for its services in accordance with the Escrow Agreement or its letter of engagement.

(f) **Paying Agent**. This Council authorizes the Director of Finance to appoint a Paying Agent for the Series 2013B Bonds. The Paying Agent must be a bank or trust company, may be the same entity serving as Registrar, and may provide its paying agency services under the terms of its Registrar Agreement or under a separate paying agency agreement. The City retains the services of the Paying Agent for the

Series 2013B Bonds. The Paying Agent must be compensated for those services in accordance with any paying agency agreement or Registrar Agreement. The Paying Agent must be designated in the Certificate of Award.

(g) **Registrar.** This Council authorizes and directs the Director of Finance to appoint a Registrar for the Series 2013B Bonds. The Registrar must be a financial institution able to complete transfer and exchange functions for the Series 2013B Bonds in accordance with standards and conditions applicable to registered corporate securities. The City retains the services of the Registrar for the Series 2013B Bonds. The Registrar will perform the services as bond registrar, authenticating agent, paying agent, and transfer agent for the Series 2013B Bonds as provided in this ordinance. The Registrar will be paid for those services in accordance with the Registrar Agreement. The Registrar must be designated in the Certificate of Award.

(h) **Financial Adviser.** This Council retains the services of Sudsina & Associates, LLC, as financial adviser for the Series 2013B Bonds. The financial adviser will be paid for those services in accordance with its letter of engagement. This Council authorizes the fees for the financial adviser's services to be included in the Financing Costs authorized under Section 8(j) below.

(i) **Limits on Authority of Service Providers.** In rendering the services described above, as independent contractors, those service providers must not exercise any administrative discretion on behalf of the City in the formulation of public policy; expenditure of public funds; enforcement of laws, rules and regulations of the State, the City, or any other political subdivision; or the execution of public trusts.

(j) **Payment of Financing Costs.** This Council authorizes and approves the expenditure of the amounts necessary to pay those Financing Costs specifically authorized above and all other necessary Financing Costs in connection with the issuance and sale of the Series 2013B Bonds. Those Financing Costs may be paid by the Original Purchaser in accordance with any Purchase Agreement. To the extent they are not paid by the Original Purchaser, this Council authorizes and directs the Director of Finance to provide for the payment of those Financing Costs from the proceeds of the Series 2013B Bonds to the extent available and, otherwise, from any other funds lawfully available and appropriated for the purpose.

SECTION NINE:
Use of Proceeds and Refunding. The proceeds from the sale of the Series 2013B Bonds must be deposited and used, and the Refunded Bonds must be paid, as provided in this Section 9.

(a) This Council appropriates those proceeds for the following purposes, and those proceeds must be used for those purposes.

(1) Any accrued interest or premium received on the sale of the Series 2013B Bonds must be deposited in the Bond Retirement Fund of the City and used for the payment of interest on the Series 2013B Bonds on the first Interest Payment Date.

(2) An amount necessary to pay the Financing Costs of the Series 2013B Bonds, to the extent not paid by the Original Purchaser in accordance with any Purchase Agreement and to the extent that the Director of Finance determines to pay those Financing Costs from the proceeds of the Series 2013B Bonds, must be deposited in a separate fund and used for the payment of those Financing Costs.

(3) The remainder of the proceeds must be deposited into the applicable Escrow Fund. If the Escrow Fund is held by the Escrow Agent under the Escrow Agreement, and if the proceeds of the Series 2013B Bonds in the Escrow Fund are not needed to pay the Debt Service on the Refunded Bonds, either as determined in the Verification Report or upon payment and discharge of the Refunded Bonds, those excess proceeds must be transferred to the Bond Retirement Fund.

(b) This Council establishes the Escrow Fund, either as a separate account in the Bond Retirement Fund or as a separate fund in the custody of the Escrow Agent, as determined by the Director of Finance. The money in the Escrow Fund is pledged for the purpose of refunding the Refunded Bonds.

(1) The money in the Escrow Fund to be invested must be invested in direct obligations of or obligations guaranteed as to payment by the United States. Any money not so invested must remain uninvested.

(2) The investments in the Escrow Fund must mature or be subject to redemption by and at the option of the holder of those investments not later than the date or dates when the money, together with interest or other investment income accrued on that money, will be required for the payment of Debt Service on the Refunded Bonds.

(3) If the Director of Finance has determined to appoint a Verification Agent to deliver a Verification Report under Section 8(d), that Verification Agent must deliver its Verification Report to the Escrow Agent and the City on the Closing Date. The Verification Report must establish that the investments in the Escrow Fund, together with the interest or other investment income on those investments and any uninvested money in the Escrow Fund, will be sufficient, without further reinvestment, for the payment of principal of and interest on the Refunded Bonds due and payable after the Closing Date for

the Series 2013B Bonds and before the Redemption Dates, and the payment of the remaining principal, any premium, and all accrued interest on the Refunded Bonds on the Redemption Dates. The Verification Report must also determine the yield on the investments in the Escrow Fund and the yield on the Series 2013B Bonds and the Refunded Bonds.

(4) This Council authorizes and directs the Director of Finance to select the series and maturities of the Outstanding Bonds to be refunded, to establish the Redemption Dates of the Refunded Bonds, and to give any required notices of redemption of the Refunded Bonds. The Redemption Dates must be the earliest date on which the Refunded Bonds are subject to redemption at par, or any earlier date that will achieve greater interest cost savings to the City, or any later date that will achieve greater interest cost savings to the City and that is permitted by the Code.

SECTION TEN:
Security and Sources of Payment. The Series 2013B Bonds will be general obligations of the City.

(a) This Council pledges to the payment of Debt Service on the Series 2013B Bonds the full faith and credit of the City including, without limitation:

(1) The general taxing power of the City, including the power to levy taxes within the ten-mill limitation, as defined in Section 5705.02, Revised Code.

(2) Any money remaining from the sale of the Series 2013B Bonds after the payment of accrued interest or premium and the Financing Costs of the Series 2013B Bonds and not required to refund the Refunded Bonds.

(b) The Debt Service on the Series 2013B Bonds must be paid at their maturity from any of the amounts set forth above pledged to their payment, or any funds of the City otherwise available for their payment.

(c) During the years while the Series 2013B Bonds are outstanding, there will be levied on all the taxable property in the City, in addition to all other taxes, a direct tax annually, in an amount sufficient to pay Debt Service on the Series 2013B Bonds when due. The tax will be not less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax must be and is ordered to be computed, certified, levied, and extended upon the tax list and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of those years are computed, certified, levied, extended, and collected. The tax must be placed before and in preference to all other items and for its full amount. The money derived from that tax levy must be placed in the Bond

Retirement Fund of the City and is irrevocably pledged for the payment of the Debt Service on the Series 2013B Bonds, when and as that Debt Service falls due.

(d) The tax provided in (c) above will be reduced in each year the Series 2013B Bonds are outstanding by the sum of the following items, if available to pay Debt Service on the Series 2013B Bonds and appropriated for that purpose:

(1) Any surplus in the Bond Retirement Fund.

(2) Proceeds received from the sale of any bonds issued to refund the Series 2013B Bonds.

(3) Any other money lawfully available to the City.

SECTION ELEVEN:
Federal Tax Matters. The City covenants that it will take those actions required to maintain the Federal Tax Status of the Series 2013B Bonds and that it will not take or permit to be taken any actions that would adversely affect that Federal Tax Status. Without limiting these covenants, the City specifically covenants as follows:

(a) **Private Activity Bonds.** The City will apply the proceeds received from the sale of the Series 2013B Bonds to the uses described in Section 9. The City will not permit the use of the Project by any person, will not secure or derive the money for payment of Debt Service on the Series 2013B Bonds by any property or payments, and will not loan the proceeds of the Series 2013B Bonds to any person, all in a manner as to cause the Series 2013B Bonds to be "private activity bonds" within the meaning of Code Section 141(a).

(b) **Arbitrage.** The City will restrict the use of proceeds of the Series 2013B Bonds in the manner and to the extent as may be necessary, after taking into account reasonable expectations on the Closing Date, so that the Series 2013B Bonds will not constitute "arbitrage bonds" within the meaning of Code Section 148. The Director of Finance or any other official having responsibility for issuing the Series 2013B Bonds, is authorized and directed, alone or in conjunction with any other official, employee, or consultant of the City, to sign and deliver a certificate of the City, for inclusion in the transcript of proceedings for the Series 2013B Bonds. That certificate must set forth the reasonable expectations of the City on the Closing Date, regarding the amount and use of the proceeds of the Series 2013B Bonds in accordance with Code Section 148. If required, the City will limit the yield on any "investment property" (as defined in Code Section 148(b)(2)) acquired with the proceeds of the Series 2013B Bonds.

(c) **Arbitrage Rebate.** Unless the gross proceeds of the Series 2013B Bonds are expended in accordance with one of the spending period exceptions set forth in Treas. Reg. §1.148-7, the City will pay the amounts required by Code Section 148(f)(2) to the United States at the times required by Code Section 148(f)(3). The City will maintain the books and records and make calculations and reports as required to comply with the Code's arbitrage rebate requirements.

(d) **Federal Guarantee.** The City will not permit the use of the Project, or make loans of the proceeds of the Series 2013B Bonds, or invest the proceeds of the Series 2013B Bonds in a manner as to cause the Series 2013B Bonds to be "federally guaranteed" within the meaning of Code Section 149(b).

(e) **Information Reporting.** This Council authorizes and directs the Director of Finance or any other official of the City having responsibility for issuing the Series 2013B Bonds to sign and file Form 8038-G for the Series 2013B Bonds with the Internal Revenue Service.

(f) **Bank-Qualified Obligations.** This Council authorizes and directs the Director of Finance to designate the Series 2013B Bonds as "qualified tax-exempt obligations" in the Certificate of Award for purposes of Code Section 265(b)(3) if the Director of Finance determines in the Certificate of Award that the Series 2013B Bonds qualify to be issued as qualified tax-exempt obligations.

SECTION TWELVE:
Signing and Delivery of Series 2013B Bonds and Documents. This Council authorizes and directs the Mayor and the Director of Finance, or the persons designated to sign in their absence, to sign and deliver the Series 2013B Bonds in accordance with Section 4 of this ordinance. This Council authorizes and directs the Mayor and the Director of Finance, or either of them, to sign and approve a preliminary official statement, a final official statement, and supplements and amendments to both in accordance with Section 7 of this ordinance.

(a) This Council authorizes and directs the Director of Finance to sign and deliver, on behalf of the City:

(1) The Certificate of Award.

(2) Any Purchase Agreement.

(3) The Registrar Agreement.

(4) The Continuing Disclosure Certificate.

(5) Any Escrow Agreement.

(6) Any agreements or letters of representation in connection with a book-entry system for the Series 2013B Bonds.

(7) Applications for and agreements in connection with obtaining a policy of municipal bond insurance for the Series 2013B Bonds.

(8) Applications for and agreements in connection with obtaining one or more ratings for the Series 2013B Bonds.

(9) Any agreements with one or more financial institutions, including agreements to enable the City to more efficiently structure the Escrow Fund to both maximize Debt Service savings and minimize negative arbitrage in connection with the refunding of the Refunded Bonds.

In the absence of the Director of Finance, this Council authorizes and directs the Mayor to sign and deliver any of those documents and certificates.

(b) This Council authorizes and directs the Director of Finance to sign and deliver, on behalf of the City, in his capacity as fiscal officer of the City:

(1) Any certificates in accordance with Section 5705.41, Revised Code, for any of the agreements in connection with the Series 2013B Bonds.

(2) The statements of indebtedness required by Section 133.33(B), Revised Code.

In the absence of the Fiscal Officer, this Council authorizes and directs the Tax Administrator to sign and deliver any of those documents and certificates.

(c) This Council authorizes and directs the Mayor, the Director of Finance, the Law Director, the Clerk of Council, and any other City officials:

(1) to sign and deliver any agreements, certificates, instruments, and other documents that the official considers necessary or appropriate in connection with the issuance and sale of the Series 2013B Bonds, and that are not inconsistent with this ordinance; and

(2) to take such actions as are necessary or appropriate to consummate the transactions contemplated by this ordinance.

SECTION THIRTEEN:
Certification to County Fiscal Officer. This Council directs the Clerk of Council or the Director of Finance to forward a certified copy of this ordinance and a copy of the Certificate of Award to the County Fiscal Officer.

SECTION FOURTEEN:
Definitions. Words and terms are used in this ordinance with the following meanings:

"Annual Information" means the annual financial information and operating data of the type to be specified in the Continuing Disclosure Certificate in accordance with the SEC Rule.

"Authorized Denominations" means the denomination of $1,000 or any whole multiple of $1,000.

"Bond Proceedings" means, collectively, this ordinance, the Certificate of Award, the Continuing Disclosure Agreement, the Registrar Agreement, any Escrow Agreement, and the other proceedings of the City, including the Series 2013B Bonds, that provide collectively for, among other things, the rights of Holders and beneficial owners of the Series 2013B Bonds.

"Capital Appreciation Bonds" means those Series 2013B Bonds designated as Capital Appreciation Bonds in the Certificate of Award and bearing interest compounded on each Interest Payment Date and payable at maturity.

"Certificate of Award" means the certificate authorized by Section 6(c) of this ordinance, setting forth the terms and other provisions of the Series 2013B Bonds required or authorized by this ordinance.

"Closing Date" means the date of delivery of and payment for the Series 2013B Bonds.

"Code" means the Internal Revenue Code of 1986, as amended. References to the Code and sections of the Code include applicable regulations (whether temporary or final) under the Code, and any amendments of, or successor provisions to, those sections or regulations.

"Compound Accreted Amount" means, for a Capital Appreciation Bond, the Original Principal Amount of the Capital Appreciation Bond, plus interest accrued and compounded on each Interest Payment Date or other date of determination. The Compound Accreted Amount of a Capital Appreciation Bond as of any date other than an Interest Payment Date is the sum of:

(a) the Compound Accreted Amount for the most recent Interest Payment Date, plus

(b) the product of (1) times (2) where

(1) is the difference between

(A) the Compound Accreted Amount of that Capital Appreciation Bond on the most recent Interest Payment Date, and

(B) the Compound Accreted Amount of that Capital Appreciation Bond on the next Interest Payment Date, and

(2) is the ratio of

(A) the number of days from the most recent Interest Payment Date to the date of calculation, to

(B) the total number of days from the most recent Interest Payment Date to the next Interest Payment Date.

In determining the Compound Accreted Amount of a Capital Appreciation Bond as of a determination date before the first Interest Payment Date, the Closing Date is treated as the most recent Interest Payment Date and the Original Principal Amount of that Capital Appreciation Bond is treated as the Compound Accreted Amount as of the Closing Date.

"Continuing Disclosure Agreement" means the continuing disclosure agreement made by the City for the benefit of Holders and beneficial owners of the Series 2013B Bonds in accordance with the SEC Rule. It consists of the covenants in Section 7(b) of this ordinance and the Continuing Disclosure Certificate.

"Continuing Disclosure Certificate" means the certificate authorized by Section 7(b).

"Current Interest Bonds" means those Series 2013B Bonds designated as Current Interest Bonds in the Certificate of Award and bearing interest payable on each Interest Payment Date.

"Debt Service" means all amounts due as principal, interest, and any premium on an issue of securities.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book-entry system to record ownership of book-entry interests in securities or the principal of and interest on securities, and to effect transfers of securities in book-entry form.

"EMMA System" means the MSRB's Electronic Municipal Market Access system.

"Escrow Agent" means the escrow agent selected by the Director of Finance in accordance with Section 8(e).

"Escrow Agreement" means any Escrow Agreement between the City and the Escrow Agent providing for the deposit of proceeds of the Series 2013B Bonds to refund the Refunded Bonds.

"Escrow Fund" means the escrow fund established under the Escrow Agreement, or the escrow fund established as a separate account in the Bond Retirement Fund of the City.

"Federal Tax Status" means the status of the interest on the Series 2013B Bonds as excluded from gross income for federal tax income tax purposes and not treated as an item of tax preference for purposes of the alternative minimum tax.

"Financing Costs" means any financing costs authorized to be paid by Section 133.01(K), Revised Code.

"Holder" means, as to any Series 2013B Bond, the person in whose name the Series 2013B Bond is registered on the Register.

"Interest Payment Dates" means June 1 and December 1 of each year, beginning on the first Interest Payment Date designated by the Director of Finance in the Certificate of Award.

"Mandatory Redemption Dates" means December 1 in each of the years designated in the Certificate of Award as Mandatory Redemption Dates.

"Mandatory Sinking Fund Redemption" means redemption in accordance with the mandatory redemption requirements, if any, for the Series 2013B Bonds as determined in the Certificate of Award and as described in Section 2(d).

"Maturity Amount" means, as to a Capital Appreciation Bond, the principal and interest due at stated maturity on that Capital Appreciation Bond.

"MSRB" means the Municipal Securities Rulemaking Board.

"Original Principal Amount" means (a) as to a Current Interest Bond, the face amount, and (b) as to a Capital Appreciation Bond, the principal amount that, when added to the interest on that principal amount accrued and compounded to the Principal Payment Date for that Capital Appreciation Bond, results in the Maturity Amount for that Capital Appreciation Bond.

"Original Purchaser" means the entity selected by the Director of Finance in accordance with Section 8(b) as the purchaser of the Series 2013B Bonds.

"Outstanding Bonds" means the City's Global Gateway Drive General Obligation Bonds, Taxable Series 2010 (Recovery Zone Economic Development Bonds—Direct Payment), issued in the original principal amount of $1,320,832.

"Paying Agent" means the entity designated as the Paying Agent by the Director of Finance in the Certificate of Award in accordance with Section 8(f).

"Principal Payment Dates" means December 1 of the years set forth in the table in Section 2(c) of this ordinance or in the Certificate of Award.

"Project" means constructing, reconstructing, and otherwise improving Global Gateway Drive in the CAK International Business Park by paving; constructing curbs and gutters; constructing and installing storm sewers and sanitary sewers; installing other utilities; and preparing designs, plans, specifications, and surveys in connection with the improvement; together with all necessary appurtenances.

"Purchase Agreement" means any Bond Purchase Agreement, Bondholder Agreement, or similar purchase agreement between the City and an Original Purchaser, either as an underwriter or a purchaser in a private placement, entered into in accordance with Section 6.

"Refunded Outstanding Bonds" means the maturities of the Outstanding Bonds being refunded by the Series 2013B Bonds, as selected by the Director of Finance under Section 9(b)(4).

"Redemption Dates" means the redemption dates for the Refunded Bonds, established by the Director of Finance under Section 9(b)(4).

"Register" means all books and records necessary for the registration, exchange, and transfer of the Series 2013B Bonds.

"Registrar" means the entity designated as the Registrar by the Director of Finance in the Certificate of Award in accordance with Section 8(g).

"Registrar Agreement" means any Bond Registrar Agreement between the City and the Registrar.

"SEC Rule" means SEC Rule 15c2-12.

"Serial Bonds" means Series 2013B Bonds designated as Serial Bonds in the Certificate of Award and maturing on the dates set forth in the Certificate of Award, and not subject to Mandatory Sinking Fund Redemption.

"Series 2013B Bonds" means the bond authorized by this ordinance.

"Specified Events" means any of the events specified in SEC Rule Section (b)(5)(C), as in effect and applicable to the Series 2013B Bonds at the time of the primary offering of the Series 2013B Bonds.

"Term Bonds" means the Series 2013B Bonds designated as Term Bonds in the Certificate of Award and maturing on the dates set forth in the Certificate of Award, and subject to Mandatory Sinking Fund Redemption.

"Verification Agent" means the verification agent selected by the Director of Finance under Section 8(d).

"Verification Report" means one or more reports delivered by the Verification Agent in accordance with Section 9(b)(3).

SECTION FIFTEEN:
Open Meetings. All formal actions of this Council relating to the enactment of this ordinance were taken in an open meeting of this Council, and all deliberations of this Council and of any of its committees that resulted in those formal actions, were in meetings open to the public, in compliance with all legal requirements, including Section 121.22, Revised Code.

SECTION SIXTEEN:
Emergency and Effective Date. This ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health, safety, and welfare in the City, and for the further reason that the Series 2013B Bonds must be sold promptly to take advantage of prevailing favorable market conditions and to achieve interest savings; and provided it receives the affirmative vote of at least three-fourths of its members elected to Council, this ordinance shall take effect and be in force immediately upon its passage by the Council and approval by the Mayor; otherwise it shall take effect and be in force after the earliest period allowed by law.

ADOPTED: June 11, 2013

Molly Kapeluck, Clerk

Dave France, Council President

APPROVED: June 11, 2013

Richard G. Norton, Mayor

COPIED Bond Counsel
SVCE ZONE PARK ROAD ENG
LAW (FIN) (MAY) PLAN FIRE

ENACTED EFFECTIVE: June 11, 2013

ON ROLL CALL: Colopy -yea France -yea Humphrey -yea Knodel -yea
Neugebauer -yea Reed -yea Summerville -yea Adopted 7-0

Suburbanite publication on June 16 and June 23, 2013

Molly Kapeluck

Molly Kapeluck, Clerk

05/08/2013 Approved as to form and content by Stephen J. Pruneski, Law Director SP 5/8/13

I hereby certify that the foregoing _____
consisting of ____ pages is a true and accurate
copy of the original document.

_____
Clerk of Council