

CITY OF OBERLIN, OHIO

ORDINANCE No. 21-31 AC CMS

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN THE MAXIMUM PRINCIPAL AMOUNT OF \$3,000,000 FOR THE PURPOSE OF PAYING COSTS OF REFUNDING AT A LOWER INTEREST COST CERTAIN OF THE CITY'S OUTSTANDING VARIOUS PURPOSE IMPROVEMENT BONDS, SERIES 2010, DATED SEPTEMBER 22, 2010, AS AN EMERGENCY MEASURE

WHEREAS, pursuant Ordinance No. 61 AC CMS and Ordinance No. 62 AC CMS, both passed on August 16, 2010 (together, the Original Bond Legislation), there were issued \$5,440,000 Various Purpose Improvement Bonds, Series 2010 (the Series 2010 Bonds), dated September 22, 2010, for certain of the purposes stated in Section 1, which bonds are currently outstanding in the aggregate principal amount of \$2,950,000 and will mature on December 1 in the years 2021 through 2030 (collectively, the Outstanding Bonds); and

WHEREAS, this Council finds and determines that it is necessary and in the best interest of the City to refund at a lower interest cost all or a portion of the Outstanding Bonds maturing on December 1 in the years 2021 through 2028 and 2030 (the Refunded Bonds); and

WHEREAS, this Council finds and determines that it is necessary and in the best interest of the City to issue the Bonds described in Section 1 to provide funds sufficient for that purpose, and, if necessary, appropriating other money available for that purpose as a consequence of that refunding in order to provide funds sufficient for that purpose, including the payment of expenses properly allocable to that refunding and to the issuance of the Bonds; and

WHEREAS, the Finance Director, as fiscal officer of the City, has certified to this Council that the estimated life or period of usefulness of the improvement described in Section 1 was, at the time the Refunded Bonds were issued, at least five years, and the estimated maximum maturity of the Bonds described in Section 1 is not later than (A) December 1, 2029 for the portion of the Bonds allocated to the purposes set forth in (i) and (ii) in Section 1, and (B) December 1, 2030 for the portion of the Bonds allocated to the purpose set forth in (iii) in Section 1, which are the final maturity dates for the various purposes of the Refunded Bonds and were calculated consistently with the provisions of Section 133.20 of the Revised Code;

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Oberlin, County of Lorain, State of Ohio that:

Section 1. Authorized Principal Amount and Purpose; Principal and Interest Payment; Denominations; Dating. It is necessary to issue bonds of the City in an aggregate principal amount not to exceed \$3,000,000 for the purpose of refunding at a lower interest cost certain of the City's outstanding Various Purpose Improvement Bonds, Series 2010, dated September 22, 2010, which were issued for the purpose of paying a portion of the costs of (i) constructing two public streets from

East College Street to South Pleasant Street, including constructing sidewalks and installing water lines, sanitary sewers, and storm drainage improvements and related street and streetscape improvements in the existing East College Street and South Pleasant Street rights of way, and all related improvements, together with the acquisition of land and interests in land related thereto, (ii) constructing a public park area and storm drainage facilities therein and acquiring land and interests in land related thereto, and (iii) adding to, renovating, remodeling, furnishing, equipping and otherwise improving the City's existing fire station, including parking areas, driveways and all necessary utilities and appurtenances, and improving and equipping its site, including the payment of expenses related to the refunding of the Refunded Bonds and the issuance of the Bonds (the Bonds). The principal amount of the Bonds to be issued shall be the amount certified by the Finance Director in the certificate awarding the Bonds and setting certain terms thereof pursuant to Section 7 (the Certificate of Award). The Bonds shall be designated "Various Purpose Improvement Refunding Bonds, Series 2021" or otherwise as determined by the Finance Director in the Certificate of Award, shall be issued in one lot, and shall be issued only as fully registered bonds.

The Bonds shall bear interest (computed on the basis of a 360-day year consisting of 12 30-day months, unless otherwise determined by the Finance Director in the Certificate of Award), payable on June 1 and December 1 (or such other semiannual dates or annual dates as determined by the Finance Director in the Certificate of Award) of each year (the Interest Payment Dates), commencing on the initial Interest Payment Date determined by the Finance Director in the Certificate of Award (which initial Interest Payment Date shall not be later than one year from the issuance date of the Bonds), until the principal amount has been paid or provided for. As referred to herein, Principal Payment Dates means December 1 (or such other semiannual dates or annual date as determined by the Finance Director in the Certificate of Award) in each of the years in which principal on Bonds is payable, in each of the years 2021 through 2030 (or such other annual years as are determined by the Finance Director in the Certificate of Award, the latest of which shall not be later than 2030).

The Bonds shall be dated as of their issuance date or, as of such other date not more than 60 days prior to the issuance date as is determined by the Finance Director in the Certificate of Award. Any provision herein notwithstanding, the entire principal amount of the Bonds may be represented by a single certificate with multiple payments of principal listed on a principal payment schedule attached thereto.

The Bonds shall be issued in a denomination or denominations specified in the Certificate of Award, as may be reflected in the aforementioned principal payment schedule, but in no case as to a particular maturity date exceeding the principal amount of Bonds maturing on that date. The Bonds shall mature on such Principal Payment Dates and in such amounts as shall be determined by the Finance Director, subject to the provisions hereinbelow set forth, in the Certificate of Award, consistent with the Finance Director's determination of the best interest of and financial advantages to the City. The Bonds shall bear the rate or rates of interest per year as shall be determined by the Finance Director in the Certificate of Award. 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.

The rate or rates of interest per year to be borne by any Bonds, and the principal amount of Bonds maturing on each Principal Payment Date, shall be such as to demonstrate net present value savings to the City due to the refunding of the Refunded Bonds, taking into account all expenses related to that refunding and issuance of the Bonds.

The Finance Director may adjust the Interest Payment Dates and Principal Payment Dates within the parameters set forth in this Section and based on the Finance Director's judgment as to the best interest of the City. Any adjustments made by the Finance Director pursuant to the authorizations set forth in this Section and this Ordinance shall be set forth in the Certificate of Award.

Section 2. Optional Redemption Provisions. The Bonds may be subject to redemption prior to stated maturity as follows:

(a) Optional Redemption. If determined by the Finance Director in the Certificate of Award to be advantageous to and in the best interest of the City, the Bonds specified in the Certificate of Award shall be subject to optional redemption, by and at the sole option of the City, in whole or in part (as selected by the City) on any date, and at the redemption prices (expressed as a percentage of the principal amount redeemed) plus, in each case, accrued interest to the redemption date, all as specified in the Certificate of Award, provided the redemption price for any optional redemption shall not be greater than 102%.

Bonds to be redeemed pursuant to this paragraph (a) shall be redeemed only upon written notice from the City to the Bond Registrar (as defined in Section 4), given upon the direction of this Council by enactment of a resolution or an ordinance. That notice shall specify the redemption date and the principal amount of each maturity 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. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as hereinafter provided, there shall be deposited with the Bond Registrar, on or prior to the redemption date, funds which, 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 interest accrued to the redemption date, all of the redeemable Bonds for which notice of redemption has been given.

(b) Partial Redemption. If fewer than all of the Bonds of a single maturity are to be redeemed, the selection of Bonds to be redeemed, or portions thereof, shall be made by lot by the Bond Registrar in any manner that the Bond Registrar may determine.

(c) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) 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 City 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 then shown on the Bond Register maintained by the Bond Registrar. The failure of any registered owner of any Bond to be redeemed 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 other Bond.

(d) Payment of Redeemed Bonds. Notice having been mailed in the manner provided in paragraph (c) hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus interest accrued to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with interest accrued 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 City to the extent not required for the payment of the Bonds called for redemption.

Section 3. Execution and Authentication of Bonds. The Bonds shall be signed by the City Manager and the Finance Director, in the name of the City and in their official capacities, provided that either or both of those signatures may be a facsimile. The Bonds shall be delivered in the denominations and numbers requested by the Original Purchaser (as defined in Section 7) and approved by the Finance Director, shall be numbered as determined by the Finance Director, and shall express upon their faces the purpose, which may be in summary terms, for which they are issued and that they are and shall be issued pursuant to Chapter 133 of the Revised Code, the City's Charter, this Ordinance and the Certificate of Award. No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings (for purposes of this Ordinance, meaning this Ordinance, the Certificate of Award, the Registrar Agreement (if any), and such other proceedings of the City, including the executed Bonds, that provide collectively for, among other things, the rights of holders and beneficial owners of the Bonds) 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, this Ordinance. 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 Finance Director on behalf of the City, or by the Finance Director if the Finance Director is to be the Bond Registrar pursuant to Section 4. The same person need not sign the certificate of authentication on all of the Bonds.

Section 4. Appointment of Bond Registrar. As used herein, "Bond Registrar" means the person or entity appointed pursuant to this Section 4 as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds and until a successor Bond Registrar shall have become such and, thereafter, "Bond Registrar" shall mean the successor Bond Registrar. In the Certificate of Award, the Finance Director shall appoint the initial Bond Registrar, who may be the Finance Director; provided that, if the Bond Registrar is to be a bank or trust company: (a) the

Finance Director shall first determine that said bank or trust company will not endanger the funds or securities of the City; and (b) the Finance Director shall sign and deliver, in the name and on behalf of the City, a Bond Registrar Agreement between the City and the Bond Registrar (the Registrar Agreement) after having obtained the approval of this Council of said Registrar Agreement; and (c) unless paid from other sources, the Finance Director shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Registrar Agreement 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.

Section 5. 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 a Bond shall be paid on each Principal Payment Date and interest 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 (as defined in Section 6) at the close of business on the 15th day preceding that Interest Payment Date; provided, however, that so long as the entire principal amount of the Bonds is represented by a single certificate, payment of principal and interest may be made by wire or check or draft mailed to the person in whose name the Bond was registered on the applicable date of payment, with presentation and surrender of said certificate to be made to the Bond Registrar after payment of principal and interest at final maturity.

Section 6. Registration; Transfer and Exchange. So long as any of the Bonds remain outstanding, the City will cause the Bond Registrar to maintain and keep, at an office satisfactory to the Finance Director and the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the Bond Register). Subject to the provisions of Section 5, 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 this Ordinance. 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 City nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the City's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

Any Bond may be exchanged for Bonds of any authorized denomination upon presentation and surrender at the office of the Bond Registrar designated in the Certificate of Award or, if not so designated, then at the designated corporate trust 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 designated 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 registered 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 City 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

City. In all cases of Bonds exchanged or transferred, the City shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Ordinance. The exchange or transfer shall be without charge to the registered owner, except that the City 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 City 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 this Council, evidencing the same debt, and entitled to the same security and benefit under this Ordinance, as the Bonds surrendered upon that exchange or transfer. Neither the City nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th 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 7. Award and Sale of the Bonds. In accordance with this Ordinance, the Bonds shall be awarded and sold at a price of not less than 97% of par plus any accrued interest to the original purchaser as determined by the Finance Director in the Certificate of Award (the Original Purchaser) in accordance with the Certificate of Award. The Finance Director is authorized to and shall sign and deliver the Certificate of Award. The Finance Director shall, in the Certificate of Award, determine the principal amount of the Bonds, designate the interest rate or rates the Bonds shall bear, establish the Original Purchaser and the purchase price of the Bonds, set the Interest Payment Dates and Principal Payment Dates and amounts, set any optional redemption provisions, and make all of the other designations herein authorized and directed to be made, all within the parameters set forth herein, and shall execute the Certificate of Award and shall cause the Bonds to be prepared, 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 City Manager, Finance Director, Law Director, Clerk of Council and other City 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 Finance Director is authorized, if it is determined to be in the best interest of the City, to combine the issue of Bonds with one or more other bond issues of the City into a consolidated bond issue pursuant to Section 133.30(B) of the Revised Code in which case a single Certificate of Award may be utilized for the consolidated bond issue if appropriate and consistent with the terms of this Ordinance.

The expenditure of the amounts necessary to pay the financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Bonds is authorized and approved, and the Finance Director 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 8. Refunding; Call of Refunded Bonds. This Council determines that it is necessary and in the best interest of the City to refund the Refunded Bonds. The Finance Director is authorized and directed to give to The Bank of New York Mellon Trust Company, N.A., as the authenticating agent, bond registrar, transfer agent and paying agent for the Refunded Bonds, written notice of the

call for redemption, and the Refunded Bonds shall be redeemed in accordance with the Original Bond Legislation. The City covenants for the benefit of the holders of the Refunded Bonds and of the Bonds, that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the bond registrar and paying agent for the Refunded Bonds to take, all steps required by the terms of the Refunded Bonds to make and perfect that call for prior redemption.

Section 9. Escrow Trustee. The Bank of New York Mellon Trust Company, N.A. is hereby appointed as the initial Escrow Trustee with respect to the refunding of the Refunded Bonds; provided, however, that the Finance Director is authorized to appoint a different Escrow Trustee in the Certificate of Award after determining that such bank or trust company will not endanger the funds or securities of the City and that proper procedures and safeguards are available for that purpose. The Escrow Trustee is authorized and directed to cause notice of the refunding of the Refunded Bonds to be given in accordance with the Escrow Agreement. The City Manager and the Finance Director shall sign and deliver, in the name and on behalf of the City, the Escrow Agreement between the City and the Escrow Trustee, in substantially the form as is now on file with the Clerk of Council. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Ordinance and not substantially adverse to the City and that are approved by the Finance Director on behalf of the City, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The Finance Director shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement (including the fees and expenses of a mathematical verification agent to be appointed by the Finance Director in the Certificate of Award), except to the extent paid or reimbursed by the Original Purchaser, 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.

Section 10. Escrow Fund. There is created under the Escrow Agreement a trust fund designated the "City of Oberlin Series 2021 Bonds Escrow Fund" which shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Bonds and is pledged for the payment of principal of and interest on the Refunded Bonds, all in accordance with the provisions of the Escrow Agreement. The Finance Director is hereby authorized and directed to pay to the Escrow Trustee for deposit in the Escrow Fund (i) any funds on deposit in the Bond Retirement Fund for the payment of debt charges on the Refunded Bonds, (ii) funds on deposit in the City's East College Street Public Improvement Tax Increment Equivalent Fund that are available for the payment of debt charges on the Refunded Bonds and (iii) all of the proceeds from the sale of the Bonds, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the Finance Director. Those funds are appropriated and shall be applied to pay principal of and interest on the Refunded Bonds, as provided in the Escrow Agreement.

The funds so deposited in the Escrow Fund shall be (a) held in cash to the extent that they are not needed to make the investments hereinafter described and (b) invested in direct obligations of, or obligations guaranteed as to payment by, the United States of America (within the meaning of Section 133.34(D) of the Revised Code) that mature or are subject to redemption by and at the option of the holder, in amounts sufficient, together with any uninvested cash in the Escrow Fund but without

further investment or reinvestment, for the payment of principal of and interest on the Refunded Bonds as provided in the Escrow Agreement.

If U.S. Treasury Securities – State and Local Government Series are to be purchased for the Escrow Fund, the Original Purchaser and the Escrow Trustee are hereby specifically authorized to file, on behalf of the City, subscriptions for the purchase and issuance of those U.S. Treasury Securities – State and Local Government Series. If, in the judgment of the Finance Director, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to the City, the Finance Director or any other officer of the City, on behalf of the City and in the Finance Director's official capacity, may purchase and deliver such obligations, engage the services of a municipal advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services, except to the extent paid by the Original Purchaser, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

Section 11. Application of Proceeds. The proceeds from the sale of the Bonds (except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds as determined by the Finance Director) shall be paid into the Escrow Fund as provided in Section 10. Any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Bonds or the issuance of the Bonds, as determined by the Finance Director, shall be paid into the proper fund or funds. Any proceeds representing accrued interest shall be paid into the Bond Retirement Fund. The proceeds from the sale of the Bonds (except any accrued interest) are appropriated and shall be used for the purpose for which the Bonds are being issued.

Money on deposit in the City's East College Street Public Improvement Tax Increment Equivalent Fund on the closing date of the Bonds is hereby appropriated, and may be used, together with the proceeds of the Bonds to be used for such purpose as described above, to pay the principal of and interest and any premium due and payable on the portion of the Refunded Bonds related to the East College Street Public Improvement project as described in (i) and (ii) of Section 1 herein. Such money shall be deposited into the Escrow Fund as provided in Section 10.

Section 12. Provisions for Tax Levy. There shall be levied on all the taxable property in the City, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall not be less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate 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 certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds when and as the same fall due. In each year to the extent money from the municipal income tax is available for the

payment of the debt charges on the Bonds and is appropriated for that purpose, the amount of the tax shall be reduced by the amount of the money so available and appropriated in compliance with the covenant hereinafter set forth. To the extent necessary, the debt charges on the Bonds shall be paid from municipal income taxes lawfully available therefor under the Constitution and laws of the State of Ohio and the Charter of the City; and the City hereby covenants, subject and pursuant to such authority, including particularly Sections 133.05(B)(7) and 5705.51(A)(5) and (D) of the Revised Code, to appropriate annually from such municipal income taxes such amount as is necessary to meet such annual debt charges. Nothing in this paragraph in any way diminishes the pledge of the full faith and credit and property taxing power of the City to the prompt payment of the debt charges on the Bonds.

Section 13. Federal Tax Considerations. The City 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, arbitrage bonds or hedge bonds under Section 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code), or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest thereon will not be an item of tax preference under Section 57 of the Code.

The City further covenants that (a) it will take or cause to be taken such actions that may be required of them for the interest on the Bonds to be and to 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 them, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purposes 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 Finance Director, or any other officer of the City having responsibility for the issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation (including specifically designation or treatment of the Bonds as "qualified tax-exempt obligations" if such designation or treatment is applicable and desirable), choice, consent, approval or waiver on behalf of the City with respect to the Bonds as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections provided for in or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting the 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, 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, as determined by that officer, 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 City, 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 City, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the City 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.

Each covenant made in this Section with respect to the Bonds is also made with respect to all issues any portion of the debt charges on which is paid from proceeds of the Bonds (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Bonds from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this Section to take with respect to the Bonds.

Section 14. Certification and Delivery of Ordinance and Certificate of Award. The Clerk of Council is directed to deliver or cause to be delivered a certified copy of this ordinance and a signed copy of the Certificate of Award to the Lorain County Auditor.

Section 15. Satisfaction of Conditions for Bond Issuance. This Council determines that all acts and conditions necessary to be performed by the City or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the City 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 full faith and credit and general property taxing power (as described in Section 12) of the City are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 16. Retention of Bond Counsel. The legal services of Squire Patton Boggs (US) LLP, as bond counsel, be and are hereby retained. The legal services shall 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 Bonds and the rendering of the necessary legal opinion upon the delivery of the Bonds. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall 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. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services. The Finance Director is authorized and directed, to the extent they are not paid by the Original Purchaser, 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.

Section 17. Municipal Advisor Services. The services of Sudsina & Associates, LLC, as municipal advisor, be and are hereby retained. The municipal advisory services shall be in the nature of financial advice and recommendations in connection with the issuance and sale of the Bonds. In rendering those municipal advisory services, as an independent contractor, that firm shall 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. That firm shall be paid just and reasonable compensation for those municipal advisory services and shall be reimbursed for the actual out-of-pocket expenses

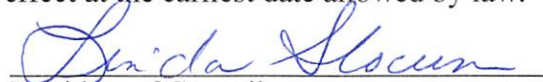
it incurs in rendering those municipal advisory services. The Finance Director is authorized and directed, to the extent they are not paid by the Original Purchaser, to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 18. Compliance with Open Meeting Requirements. It is hereby found and determined that all formal actions of this Council concerning or relating to the passage of this Ordinance were passed in an open meeting of this Council and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 19. Captions and Headings. 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 20. Statement of Emergency; Effective Date. That this ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the citizens of the City of Oberlin, Ohio or to provide for the usual daily operation of a municipal department, to wit: **to enable the City to sell the Bonds, which is necessary to enable the City to refund at a lower interest cost the Refunded Bonds upon terms in the best interest of and advantageous to the City and thereby to achieve interest rate savings available under current favorable market conditions;** and provided that it is elevated to emergency status by the affirmative vote of at least five members of Council and receives the affirmative vote of at least five members of Council upon final passage, it shall go into full force and effect from and immediately after its passage; otherwise, it shall take effect at the earliest date allowed by law.

Passed: May 17, 2021; Emergency


President of Council

Attest:


Clerk of Council

POSTED: 05/18/2021

EFFECTIVE DATE: 05/17/2021

I Belinda B. Anderson, the duly appointed, qualified and acting Clerk, for said City of Oberlin of Lorain County, Ohio, do hereby certify that attached is a true and correct copy of **Ordinance No. 21-31 AC CMS**, as adopted by Oberlin City Council on May 17, 2021.

Witness my hand and Official Seal at Oberlin, Ohio this 18th day of May 2021.

(Seal)


Clerk of Oberlin City Council

FISCAL OFFICER'S CERTIFICATE
(REFUNDING 2010 BONDS)

TO THE COUNCIL OF THE CITY OF OBERLIN, OHIO:

As fiscal officer of the City of Oberlin, Ohio, I certify in connection with your proposed issue of bonds in the maximum principal amount of \$3,000,000 (the Bonds) to refund at a lower interest cost certain of the City's outstanding Various Purpose Improvement Bonds, Series 2010, dated September 22, 2010 (the Refunded Bonds), which were issued for the purpose of paying a portion of the costs of (i) constructing two public streets from East College Street to South Pleasant Street, including constructing sidewalks and installing water lines, sanitary sewers, and storm drainage improvements and related street and streetscape improvements in the existing East College Street and South Pleasant Street rights of way, and all related improvements, together with the acquisition of land and interests in land related thereto, (ii) constructing a public park area and storm drainage facilities therein and acquiring land and interests in land related thereto, and (iii) adding to, renovating, remodeling, furnishing, equipping and otherwise improving the City's existing fire station, including parking areas, driveways and all necessary utilities and appurtenances, and improving and equipping its site (collectively, the improvement), that:

1. The estimated life or period of usefulness of the improvements described above was, at the time of issuance of the Refunded Bonds, at least five years.

2. The estimated maximum maturity of the Bonds, calculated in accordance with Sections 133.20 and 133.34(A)(3) of the Revised Code, is not later than (A) December 1, 2029 for the portion of the Bonds allocated to the purposes set forth in (i) and (ii) above and (B) December 1, 2030 for the portion of the Bonds allocated to the purpose set forth in (iii) above, which are the final maturity dates for the various purposes of the Refunded Bonds and were calculated consistently with the provisions of Section 133.20 of the Revised Code.

Dated: May 17, 2021



Finance Director
City of Oberlin, Ohio