THE CITY COUNCIL OF
NORTH ROYALTON, OHIO

ORDINANCE NO. 21-37 INTRODUCED BY: Mayor Antoskiewicz

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF ENERGY CONSERVATION REFUNDING BONDS OF THE CITY OF NORTH ROYALTON, OHIO IN A PRINCIPAL AMOUNT NOT TO EXCEED $2,850,000 TO REFUND THE CITY'S OUTSTANDING ENERGY CONSERVATION IMPROVEMENT BONDS ISSUED IN 2019, AND DECLARING AN EMERGENCY

WHEREAS: The City of North Royalton, Ohio (the "City") previously issued its $2,910,000 Energy Conservation Improvement Bonds, Series 2019, dated May 7, 2019 (the "Series 2019 Bonds"), to finance the construction and installation of a City-wide energy conservation project, including all necessary appurtenances thereto; and

WHEREAS: The Council of the City (the "Council") has determined that it is in the best interest of the City, in order to achieve debt service savings, to issue bonds to refund all or a portion of the outstanding Series 2019 Bonds (the "Refunded Bonds"); and

WHEREAS: The Director of Finance of the City (the "Director of Finance") has previously certified to this Council that the estimated life of the projects financed with the Refunded Bonds was, at the time of the original issuance of the Refunded Bonds, at least five years and has further certified the maximum maturity of the Refunded Bonds; and

WHEREAS: The Director of Finance has certified to the maximum maturity of the bonds proposed to be issued.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF NORTH ROYALTON, COUNTY OF CUYAHOGA AND STATE OF OHIO, THAT:

Section 1. It is declared necessary to issue bonds (the "Bonds") of the City in an aggregate principal sum not to exceed $2,850,000 for the purpose of refunding the Refunded Bonds, paying the costs of refunding the Refunded Bonds, the costs of issuance of the Bonds and any redemption premium. The aggregate principal amount of Bonds to be issued shall be in an amount determined by the Director of Finance and set forth in the Certificate of Award (described below) as the amount required to be issued, taking into account any original issue discount and/or original issue premium on the sale of the Bonds, in order to refund the Refunded Bonds and pay any expenses relating to the refunding of the Refunded Bonds and the issuance of the Bonds.

Section 2. The Bonds shall be issued in one lot and only as fully registered Bonds. The Bonds may be issued in the denomination of $100,000 and any multiples of $1,000 in excess of $100,000 ("Authorized Denominations"), but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as determined by the Director of Finance in the Certificate of Award.

The Bonds shall bear interest at the rate or rates of interest (computed on a 360-day per year basis) as are determined by the Director of Finance to be in the best interest of the City as provided in the Certificate of Award, which shall be signed by the Director of Finance and provide for the award of the Bonds in accordance with Section 5 of this ordinance (the "Certificate of Award"). In the absence of the Director of Finance, the Assistant Director of Finance shall sign the Certificate of Award and make any determinations required of the Director of Finance. Interest on the Bonds shall be payable semiannually on the dates (the "Interest Payment Dates") determined by the Director of Finance in the Certificate of Award, until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date. The maximum average interest rate on the Bonds shall not exceed 4% per annum.

Section 3. The Bonds shall mature serially and annually on such dates and in such principal amounts as is fixed by the Director of Finance in the Certificate of Award, provided however, that the Bonds stated to mature in any year may be issued as term bonds (the "Term Bonds") payable pursuant to Mandatory Sinking Fund Redemption Requirements as defined and described below. The Director of Finance shall determine in the Certificate of Award whether any of the Bonds shall be issued as Term Bonds and any dates (the "Mandatory Redemption Dates") on which the principal amount stated above shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements rather than at stated maturity (the "Mandatory Sinking Fund Redemption Requirements").

The Bonds shall be subject to redemption before to stated maturity as follows:

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

Mandatory Sinking Fund Redemption Requirements, at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates.

The aggregate of the moneys to be deposited with the Registrar (defined in Section 6) for payment of principal of and interest on any Term Bonds shall include amounts sufficient to redeem on the Mandatory Redemption Dates the principal amount of Term Bonds payable on those dates pursuant to the Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as provided below).

The City shall have the option to deliver to the Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) of the City for any Term Bonds. That option shall be exercised by the City on or before the 30th day preceding the applicable Mandatory Redemption Date, by furnishing the Registrar a certificate, signed by the Director of Finance, setting forth the extent of the credit to be applied with respect to the then current Mandatory Sinking Fund Redemption Requirement. If the certificate is not timely furnished to the Registrar, the Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) shall not be reduced. A credit against the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation) also shall be received by the City for any Term Bonds which prior thereto have been redeemed (other than through the operation of the Mandatory Sinking Fund Redemption Requirements) or purchased for cancellation and canceled by the Registrar, to the extent not applied theretofore as a credit against any mandatory redemption obligation.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Registrar at 100% of the principal amount thereof against the then current Mandatory Sinking Fund Redemption Requirement (and corresponding mandatory redemption obligation). Any excess of that amount over the then current Mandatory Sinking Fund Redemption Requirement shall be credited against subsequent Mandatory Sinking Fund Redemption Requirements (and corresponding mandatory redemption obligations) in the order directed by the Director of Finance.

(b) Optional Redemption. The Bonds shall be subject to redemption prior to maturity by and at the option of the City, in whole or in part at any time on the dates and for the prices specified in the Certificate of Award, provided, however, that the Director of Finance may determine in the Certificate of Award that it is in the best interest of the City that the Bonds not be subject to redemption prior to maturity. If the Bonds are subject to optional redemption, the maximum redemption price shall be no greater that 103% of the principal amount redeemed, plus accrued interest to the redemption date.

If optional redemption at a price exceeding 100% of the principal amount to be redeemed is to take place as of any applicable Mandatory Redemption Date, the Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Bonds to be redeemed on the same date by operation of the Mandatory Sinking Fund Redemption Requirements of paragraph (a). The Bonds shall be redeemed pursuant to this paragraph only upon written notice from the Director of Finance to the Registrar, given upon the direction of the Council of the City by passage of 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 30 days before to the redemption date or such shorter period as shall be acceptable to the Registrar. In the event that notice of redemption shall have been given by the Registrar to the registered owners as provided below, there shall be deposited with the Registrar on or before the redemption date, funds which, in addition to any other moneys available therefor and held by the 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.

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

(d) 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 Registrar on behalf of the City by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days before to the date fixed for redemption, to the registered owner of each bond subject to redemption in whole or in part at the registered owner's address shown on the Register maintained by the Registrar at the close of business on the 15th day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any bond, however, shall not affect the validity of the proceedings for the redemption of any bonds.

(e) Payment of Redeemed Bonds. Notice having been mailed in the manner provided in the preceding paragraph of this ordinance, the Bonds and portions the Bonds called for redemption shall become due and payable on the redemption date, and, upon presentation and surrender of those Bonds 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 of the Bonds to be redeemed, together with interest accrued on those Bonds to the redemption date, are held by the 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 described above, then from and after the redemption date those Bonds and portions of those Bonds 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 described above, those Bonds and portions of those Bonds 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 Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners of those Bonds and shall be paid to them, respectively, upon presentation and surrender of those Bonds.

Section 4. The Bonds shall be designated “Energy Conservation Improvement Refunding Bonds, Series 2021” as otherwise determined by the Director of Finance in the Certificate of Award. The Bonds shall contain a summary statement of purposes encompassing the purposes for which the Bonds are issued; shall state that they are issued pursuant to this ordinance; shall be executed by the Mayor and by the Director of Finance, one or both of whose signatures may be a facsimile signature. In the absence of the Mayor, the Bonds must be executed by the President of Council and, in the absence of the Director of Finance, the Bonds must be executed by the Assistant Director of Finance. The Bonds shall be issued only in fully registered form; and shall be registered as to both principal and interest at the office of the Registrar. The Bonds shall be issued in the denominations and numbers as requested by the Original Purchaser (defined below) and approved by the Director of Finance and shall be numbered as determined by the Director of Finance. The principal of the Bonds shall be payable upon presentation and surrender to the Registrar. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name that Bond is registered (the “Holder”) on the registration books of the City maintained by the Registrar and at the address appearing thereon at the close of business of the 15th day of the calendar month next preceding the Interest Payment Date (the “Regular Record Date”). Any interest not timely paid (the “Defaulted Interest”) shall cease to be payable to the person who is the Holder as of the Regular Record Date and shall be payable to the person who is the Holder at the close of business on a special record date for the payment of such defaulted interest. Such Special Record Date (the “Special Record Date”) shall be fixed by the Council whenever moneys become available for payment of the Defaulted Interest, and the Registrar shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, not less than 10 days prior thereto to each Holder at his address as it appears on the registration books of the City maintained by the Registrar. The principal and interest on the Bonds is payable in lawful money of the United States of America without deduction for the services of the Registrar.

No Bond shall be valid or become obligatory for any purpose unless and until an authentication certificate appearing on the Bond shall have been duly endorsed by the Registrar.

Any Bond, upon surrender of that Bond at the office of the Registrar, together with an assignment duly executed by the Holder or his duly authorized attorney in such form as shall be satisfactory to the Registrar, at the option of the Holder of that Bond, may be exchanged for Bonds of any Authorized Denomination or denominations in an aggregate principal amount not exceeding the principal amount of the Bond so exchanged, and bearing interest at the same rate and maturing on the same date.

Any Bond may be transferred only upon the books kept for the registration and transfer of Bonds upon surrender thereof at the office of the Registrar together with an assignment duly executed by the Holder or his duly authorized attorney in such form as shall be satisfactory to the Registrar. Upon the transfer of any such Bond and on request of the Registrar, the City shall execute in the name of the transferee, and the Registrar shall authenticate and deliver, a new Bond, of any authorized denomination, in aggregate principal amount equal to the principal amount of such Bond and bearing interest at the same rate and maturing on the same date.

In all cases in which Bonds shall be exchanged or transferred, the City shall execute, and the Registrar shall authenticate and deliver Bonds in accordance with the provisions of this ordinance. The City and Registrar may make a charge for every such exchange or transfer of Bonds sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to such exchange or transfer, and the Registrar may require that such charge or charges shall be paid before any such new Bond shall be delivered.

If requested by the Original Purchaser and at the Original Purchaser's expense, the Bonds, pursuant to the terms set forth below, may also be issued to a Depository (defined below) for use in a book-entry system (defined below). The Director of Finance is authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the registration, authentication, immobilization, and transfer of Bonds, including arrangements for the payment of principal and interest by wire transfer, after determining that the execution thereof will not endanger the funds or securities of the City, which determination shall be conclusively evidenced by the signing of any such agreement.

If and as long as a book-entry system is utilized, (i) the Bonds shall be issued in the form of one fully registered Bond registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (ii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iii) ownership of beneficial interests in book-entry form shall be shown by a book entry on the system maintained and operated by the Depository and its Participants (defined below), and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by this Council.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book-entry system, the Director of Finance may attempt to have established a securities depository/book-entry relationship with another qualified Depository. If the Director of Finance does not or is unable to do so, the Director of Finance, after making provision for notification of the beneficial owners by the then Depository and any other arrangements he deems necessary, shall permit withdrawal of the Bonds from the Depository, and authenticate and deliver bond certificates in bearer or registered form, as the Director of Finance determines, to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of Council action or inaction, of those persons requesting such issuance.

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

As used in this Section and this ordinance:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to principal and interest may be transferred only through a book entry and (ii) physical bonds in registered form are issued only to a Depository or its nominee as registered owner, with the bonds "immobilized" to the custody of the Depository, and the book entry is the record that identifies the owners of beneficial interests in that principal and interest.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining a book-entry system to record beneficial ownership of the right to principal and interest, and to effect transfers of bonds, in book-entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

"Participant" means any participant contracting with a Depository under a book-entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

Section 5. The Bonds are to be sold at private sale to a financial institution or other entity, political subdivision, or person in a private placement and shall be awarded by the Director of Finance to the purchaser noted in the Certificate of Award (the "Original Purchaser") with the final purchase price, aggregate principal amount, interest rate or rates, redemption provisions, if any, and principal installments due at stated maturity or pursuant to Mandatory Sinking Fund Redemption Requirements as set forth in the Certificate of Award, in accordance with law, and the provisions of this ordinance at a purchase price of not less than 97% of the aggregate principal amount plus accrued interest to their date of delivery, all as determined by the Director of Finance to be in the best interest of the City. The Director of Finance, if required by the Original Purchaser, may enter into a bond purchase agreement, bondholder agreement or similar agreement with the Original Purchaser.

The Mayor and the Director of Finance, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents, agreements, representations and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this ordinance. The services of Calfee, Halter & Griswold LLP, Bond Attorneys, Cleveland, Ohio, as Bond Counsel for the Bonds are retained. The Director of Finance shall cause the Bonds to be prepared, and have the Bonds 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 proceeds from the sale of the Bonds, except the accrued interest thereon, shall be paid into the proper fund and used for the purpose for which the Bonds are being issued under the provisions of this

ordinance and may be used to pay those certain costs described in Section 133.15(B), Ohio Revised Code; any such costs also may be paid out of any other lawfully available moneys of the City and any such costs which are future financing costs may be paid from the same sources from which the principal of and interest on the Bonds are paid. The accrued interest and any other proceeds so designated shall be paid into the Bond Retirement Fund to be applied to the payment of the principal and interest of the Bonds in the manner provided by law.

Section 6. The Director of Finance is appointed to act as the authenticating agent, bond registrar, transfer agent and paying agent for the Bonds (the "Registrar"). If required by the Original Purchaser, the Director of Finance may choose a bank or trust company to act as Registrar in that case, the Director of Finance shall sign and deliver, in the name and on behalf of the City, a Bond Registrar Agreement between the City and the Registrar (the "Agreement"). The Director of Finance shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Agreement from the proceeds of the Bonds to the extent available and then from other moneys lawfully available and appropriated or to be appropriated for that purpose.

Section 7. The services of Fifth Third Securities, Inc., as placement agent, are hereby retained. Those services shall be in the nature of soliciting proposals from potential purchasers of the Bonds and negotiating the terms of the purchase of the Bonds by the Original Purchaser. In rendering those 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 services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those services. The Director of Finance is authorized to provide for the payment of those fees and any reimbursements from the proceeds of the Bonds to the extent available and otherwise is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 8. The proceeds from the sale of the Bonds, except the accrued interest thereon and proceeds used to pay issuance costs of the Bonds, in accordance with Section 133.34, Ohio Revised Code, shall be deposited in either a separate account in the Bond Retirement Fund or a separate escrow fund to be held by a bank or trust company selected by the Director of Finance (together, the "Escrow Fund"). The money deposited in the Escrow Fund is pledged for the purpose of refunding the Refunded Bonds. 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. Any 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 principal of and interest on the Refunded Bonds. The City Manager and the Director of Finance, or any one of them, are authorized and directed to enter into an escrow agreement, as well as any other written documents and agreements as are necessary in their judgment to facilitate the transactions authorized in this ordinance on behalf of the City. The Director of Finance is also authorized to retain, on behalf of the City, the services of an independent public accounting firm to perform the verification, if required by Section 133.34(D), Ohio Revised Code, of the sufficiency of amounts in the Escrow Fund to cause the Refunded Bonds to be deemed paid and discharged. Any proceeds of the Bonds in the Escrow Fund that are not needed to pay principal of and interest on the Refunded Bonds must be transferred to the Bond Retirement Fund.

Section 9. For the purpose of providing the necessary funds to pay the interest on the foregoing issue of Bonds promptly when and as the same falls due, and also to provide a fund sufficient to pay the principal of the Bonds when due, there shall be and is levied on all taxable property in the City, in addition to all other taxes, a direct tax annually during the period the Bonds are to run in an amount sufficient to provide funds to pay the interest upon the Bonds as and when the same fall due, and also to provide a fund for the payment of the principal of 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 Constitution of Ohio.

Section 10. The tax described in Section 9 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 the years are certified, extended and collected. The tax shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the tax levy required by this ordinance shall be placed in a separate and distinct fund, which, together with the interest collected on the same (other than such interest as may be required to be rebated to the federal government), shall be irrevocably pledged for the payment of the principal of and interest on the Bonds when and as the same fall due; provided, however, that in each year to the extent that revenues are available from other sources for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the City shall be reduced by the amount of such revenues so available and appropriated.

Section 11. While the Bonds are outstanding, the City covenants to appropriate annually, to the extent required, sufficient amounts from municipal income tax revenues to pay principal and interest on the Bonds when the same fall due, and to continue to levy and collect the municipal income tax in an amount necessary to meet debt charges on the Bonds.

Section 12. It is determined that all acts, conditions and things necessary to be done precedent to and in and for the issuing of the Bonds in order to make them legal, valid and binding obligations of the City have been performed in regular and due form as required by law; that the full faith and credit of the City shall be and are irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, will be exceeded in issuing the Bonds.

Section 13. The City covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary so that the Bonds will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"). The Director of Finance, as the fiscal officer, or any other officer of the City having responsibility for the issuance of the Bonds shall give an appropriate certificate 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 the Bonds.

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

Section 14. The Bonds are deemed designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code and to the extent any portion of the Bonds are not so deemed designated, the Director of Finance may so designate such portion in the Certificate of Award. The City covenants that the City, having no "subordinate entities" with authority to issue obligations within the meaning of that Section of the Code, in or during the calendar year in which the Bonds are issued, (i) will not designate as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code tax-exempt obligations, including the Bonds, in an aggregate principal amount in excess of $10,000,000 and (ii) will not issue tax-exempt obligations within the meaning of Section 265(b)(4) of the Code, including the Bonds (but excluding any qualified 501(c)(3) bonds as defined in Section 145 of the Code and any obligations that are private activity bonds as defined in Section 141 of the Code), in an aggregate principal amount exceeding $10,000,000, unless the City receives an opinion of nationally recognized bond counsel that such designation or issuance, as applicable, will not cause the Bonds to cease to be "qualified tax-exempt obligations."

Section 15. The Director of Finance, as fiscal officer of the City, is directed to forward or cause to be forwarded a certified copy of this ordinance to the County Fiscal Officer.

Section 16. The Mayor, Director of Finance, Law Director or Director of Legislative Services, as appropriate, are each authorized and directed to prepare, execute and deliver any transcript certificates, financial statements and other documents, agreements, representations and instruments and to take such actions as are necessary or appropriate to consummate the issuance of the Bonds as provided in this ordinance.

Section 17. It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Ordinance were adopted in an open meeting of this Council and that all deliberations of this Council and any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements.

Section 18. This Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, health, safety and welfare of the city, and for the further reason that the immediate issuance and sale of the Bonds is necessary to enable the city to refund the Refunded Bonds at current favorable market rates and thereby achieve interest rate savings.

THEREFORE, provided this ordinance receives the affirmative vote of two-thirds of all members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise, from and after the earliest period allowed by law.

/s/ Paul F. Marnecheck
PRESIDENT OF COUNCIL

APPROVED: /s/ Larry Antoskiewicz
MAYOR

DATE PASSED: February 16, 2021

DATE APPROVED: February 17, 2021

First reading suspended
Second reading suspended
Third reading February 16, 2021

ATTEST: /s/ Dana A. Schroeder
DIRECTOR OF LEGISLATIVE SERVICES

YEAS: Marnecheck, Fenos, Barath, Krejci
Dietrich, Weimer, Wos

NAYS: none