

AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF \$1,890,000 OF BONDS TO PROVIDE FUNDS TO PAY COSTS OF IMPROVING CERTAIN DESIGNATED ROADWAYS IN THE VILLAGE, IN COOPERATION WITH SUMMIT COUNTY AND OTHERWISE, BY GRADING, CONSTRUCTING, RECONSTRUCTING AND REHABILITATING THE PAVEMENT BASE, CURBS, DRAINAGE IMPROVEMENTS AND DRIVEWAY APPROACHES, WIDENING, REALIGNING, PREPARING THE SURFACE, SURFACING AND RESURFACING AND INSTALLING CULVERTS AND TRAFFIC SIGNS, SIGNALS AND SIGNALIZATION, WHERE NECESSARY, IN EACH CASE TOGETHER WITH THE NECESSARY APPURTENANCES AND WORK INCIDENTAL THERETO; AND DECLARING AN EMERGENCY.

WHEREAS, this Council has requested that the Director of Finance, as fiscal officer of the Village, certify the estimated life or period of usefulness of each class of the improvements described in Section 2 and the maximum maturity of the Bonds; and

WHEREAS, the Director of Finance has certified to this Council that the estimated life or period of usefulness of each class of the improvements described in Section 2 is at least five years, and the maximum maturity of the Bonds described in Section 2 is at least eleven years;

NOW, THEREFORE, BE IT ORDAINED BY the Council of the Village of Richfield, Summit County, State of Ohio:

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

“Authorized Denominations” means the denomination of (i) \$100,000 or (ii) any whole multiple of \$5,000 in excess of \$100,000.

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

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

“Bond Registrar” means Director of Finance, as the initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds.

“Certificate of Award” means the certificate to be signed by the Mayor and the Director of Finance pursuant to Section 6, setting forth and determining those terms or

other matters pertaining to the Bonds and their issuance, sale and delivery as this ordinance requires or authorizes to be set forth or determined therein.

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

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

“Interest Payment Dates” means June 1 and December 1 in each year during which the Bonds are outstanding, commencing December 1, 2017.

“Original Purchaser” means Huntington Public Capital Corporation, Cincinnati, Ohio.

“Principal Payment Dates” means December 1 in each of the years from 2017 through 2027.

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

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

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

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

SECTION 2. Authorized Principal Amount and Purpose; Application of Proceeds. It is necessary to issue bonds of this Village in a maximum aggregate principal amount of \$1,890,000 (the Bonds) to provide funds to pay costs of improving (i) Brecksville Road from Everett Road northerly to Congress Parkway, Brecksville Road at its intersection with Columbia Road and at a point approximately 1,000 feet north of its intersection with Timberlake Drive, Columbia Road from Brecksville Road easterly a distance of approximately 1,320 feet, Humphrey Road from Streetsboro Road

northerly to Brush Road, Kinross Lakes Parkway from Wheatley Road southerly a distance of approximately 500 feet and, in cooperation with Summit County, Everett Road from Brecksville Road easterly to Revere Road by grading, constructing, reconstructing and rehabilitating the pavement base, curbs, drainage improvements and driveway approaches, widening, realigning, preparing the surface, surfacing and resurfacing and installing culverts and traffic signs, signals and signalization, where necessary and (ii) Motor Road from Everett Road northerly to Five Oaks Drive by grading to eliminate roadside ditches, draining and constructing and reconstructing driveway approaches, in each case together with the necessary appurtenances and work incidental thereto.

Subject to the limitations set forth in this ordinance, the aggregate principal amount of the Bonds to be issued, the principal maturities of and the principal payment schedule for the Bonds, the interest rate or rates that the Bonds shall bear and certain other terms and provisions of the Bonds identified in this ordinance are subject to further specification or determination by the Mayor and the Director of Finance in the Certificate of Award upon the finalization of the terms and provisions of the Bonds. The aggregate principal amount of Bonds to be issued, as so specified in the Certificate of Award, shall be the amount determined by the Mayor and the Director of Finance to be necessary to carry out the purpose for which the Bonds are to be issued and reflect, among other matters, the terms upon which the Bonds can be marketed and sold.

The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into a separate fund of the Village, which fund is hereby established pursuant to Section 5705.10 of the Revised Code, and those proceeds are hereby appropriated and shall be used for the purpose for which the Bonds are being issued, including payment of financing costs incurred in connection with the issuance of the Bonds. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund to be applied to the payment of the principal of and interest on the Bonds in the manner provided by law.

SECTION 3. Denominations; Dating; Principal and Interest Payment and Redemption Provisions. The Bonds shall be issued in one lot and only as fully registered bonds, in the Authorized Denominations requested by the Original Purchaser, but in no case as to a particular maturity date exceeding the principal amount maturing on that date; provided that, if the Original Purchaser shall so request, a single fully registered Bond, in printed or typewritten form, may be issued with multiple maturities of principal or Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) in amounts equal to the principal amounts of Bonds stated to mature or be payable on the respective Principal Payment Dates. The Bonds shall be dated as of the Closing Date or such other date not later than April 14, 2017 and not earlier than sixty days prior to the Closing Date, as is specified by the Mayor and the Director of Finance in the Certificate of Award.

(a) Interest Rates and Payment Dates. The Bonds shall bear the rate or rates of interest per year (computed on the basis of a 360-day year consisting of twelve 30-day

months), not exceeding 2.65% per year for any stated maturity, as shall be specified by the Mayor and the Director of Finance (subject to the provisions of subsection (c) of this Section) in the Certificate of Award. Interest on the Bonds shall be payable on each Interest Payment Date until the principal amount has been paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature or be payable pursuant to Mandatory Sinking Fund Redemption Requirements (as hereinafter defined and described) on the Principal Payment Dates in the following years and principal amounts:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2017	\$165,000	2023	\$175,000
2018	150,000	2024	180,000
2019	160,000	2025	185,000
2020	160,000	2026	190,000
2021	165,000	2027	190,000
2022	170,000		

; provided that, subject to the limitations set forth in Sections 1 and 2 and subsection (c) of this Section 3, the principal amount of Bonds payable on any one or more of the Principal Payment Dates may be increased or decreased as specified by the Mayor and the Director of Finance in the Certificate of Award, consistently with their determination of the best interest of and financial advantages to the Village.

Consistently with the foregoing and in accordance with their determination of the amount needed for the purpose set forth in Section 2 and the best interest of and financial advantages to the Village, the Mayor and the Director of Finance shall specify in the Certificate of Award (i) the aggregate principal amount of Bonds, if any, to be issued, (ii) the aggregate principal amount of Bonds to be issued as Serial Bonds, the Principal Payment Dates on which those Bonds shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date, (iii) the aggregate principal amount of Bonds, if any, to be issued as Term Bonds, the Principal Payment Date or Dates on which those Bonds shall be stated to mature, the principal amount thereof that shall be stated to mature on each such Principal Payment Date, the Principal Payment Date or Dates on which Term Bonds shall be subject to mandatory sinking fund redemption (Mandatory Redemption Dates) and the principal amount thereof that shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements on each Mandatory Redemption Date.

(c) Conditions for Establishment of Interest Rates and Principal Payment Dates and Amounts. The rate or rates of interest per year to be borne by the Bonds, and the principal amount of Bonds maturing or payable pursuant to Mandatory Sinking Fund

Redemption Requirements on each Principal Payment Date, shall be such that the total amount of the principal and interest payments on the Bonds in any fiscal year in which principal is payable is not more than three times the total amount of those payments in any other such fiscal year.

(d) Payment of Debt Charges. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar. Principal of the Bonds shall be payable when due upon presentation and surrender of the Bonds at the office of the Bond Registrar. Interest on the Bonds shall be payable on each Interest Payment Date by check or draft mailed or otherwise delivered 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 5 hereof), at the close of business on the 15th day of the calendar month preceding that Interest Payment Date. Notwithstanding the foregoing, if a single Bond with multiple maturities of principal in amounts equal to the principal amounts of Bonds stated to mature on the respective Principal Payment Dates or a single Term Bond is issued to represent the entire issue, principal and interest shall be payable upon presentation of the Bond to the Bond Registrar for the proper endorsement of such payments (and surrender upon final payment) or in such other manner as may be agreed upon by the Director of Finance, in the name and on behalf of the Village and as the Bond Registrar, and the Original Purchaser, including without limitation, so long as Huntington Public Capital Corporation is the registered owner of the Bond, payment of (i) the principal of the Bonds payable on each Principal Payment Date by wire transfer of immediately available funds to the registered owner, without presentation or surrender thereof, to an account in the United States as the registered owner will direct in writing to the Bond Registrar, provided that in connection with the payment of the final installment of principal of the Bonds, the registered owner shall present and surrender its Bond at the office of the Bond Registrar, and (ii) interest on payable the Bonds on each Interest Payment Date by wire transfer of immediately available funds to the registered owner to an account in the United States as the registered owner will direct in writing to the Bond Registrar.

(e) Redemption Provisions. Except as may otherwise be provided in the Certificate of Award consistently with the determination by the Mayor and the Director of Finance of the best interest of and financial advantages to the Village, the Bonds shall be subject to redemption prior to stated maturity as follows:

(i) Mandatory Sinking Fund Redemption of Term Bonds. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory redemption in part by lot and be redeemed pursuant to mandatory sinking fund requirements, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on the applicable Mandatory Redemption Dates and in the principal amounts payable on those Dates, for which provision is made in the Certificate of Award (such Dates and amounts, the Mandatory Sinking Fund Redemption Requirements).

The aggregate of the moneys to be deposited with the Bond Registrar for payment of principal of and interest on the Bonds on each Mandatory Redemption

Date shall include an amount sufficient to redeem on that Date the principal amount of Term Bonds payable on that Date pursuant to Mandatory Sinking Fund Redemption Requirements (less the amount of any credit as hereinafter provided).

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

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

(ii) Optional Redemption. The Bonds maturing on or after December 1, 2025 shall be subject to redemption, by and at the sole option of the Village, either in whole or in part (in whole multiples of \$5,000), on any date on or after December 1, 2024, at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date.

Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the Director of Finance to the Bond Registrar, given upon the direction of this Council by passage of an ordinance. That notice shall specify the

redemption date and the principal amount of each maturity, and interest rate within a 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.

(iii) Partial Redemption. If fewer than all of the outstanding Bonds are called for optional redemption at one time and Bonds of more than one maturity or interest rate within a maturity are then outstanding, the Bonds that are called shall be Bonds of the maturity or maturities and interest rate or rates within a maturity selected by the Village. If fewer than all of the Bonds of a single maturity or interest rate within a maturity are to be redeemed, the selection of Bonds of that maturity or interest rate within a maturity to be redeemed, or portions thereof in amounts of \$5,000 or any whole multiple thereof, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of a partial redemption of Bonds by lot when Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal thereof shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then, upon notice of redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (A) for payment of the redemption price of the \$5,000 unit or units of principal amount called for redemption (including, without limitation, the interest accrued to the date fixed for redemption and any premium), and (B) for issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) Notice of Redemption. The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the Village by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register maintained by the Bond Registrar at the close of business on the fifteenth day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

Notwithstanding the foregoing, if a single Term Bond is issued in accordance with this Section, so long as the Original Purchaser is the registered owner of the Bond, mandatory redemptions shall be made in accordance with the schedule set forth on that Term Bond and no further notice of such redemptions shall be required to be provided to the Original Purchaser.

(v) Payment of Redeemed Bonds. In the event that notice of redemption shall have been given by the Bond Registrar to the registered owners as provided above,

there shall be deposited with the Bond Registrar on or prior to the redemption date, moneys that, in addition to any other moneys available therefor and held by the Bond Registrar, will be sufficient to redeem at the redemption price thereof, plus accrued interest to the redemption date, all of the redeemable Bonds for which notice of redemption has been given. Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, subject to the provisions of subsection (d) of Section 3 and Section 5, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus accrued interest to the redemption date. If moneys for the redemption of all of the Bonds and portions thereof to be redeemed, together with accrued interest thereon to the redemption date, are held by the Bond Registrar on the redemption date, so as to be available therefor on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If those moneys shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All moneys held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds, provided that any interest earned on the moneys so held by the Bond Registrar shall be for the account of and paid to the Village to the extent not required for the payment of the Bonds called for redemption.

SECTION 4. Execution and Authentication of Bonds; Appointment of Bond Registrar. The Bonds shall be signed by the Mayor and the Director of Finance, in the name of the Village and in their official capacities, provided that either or both of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the Director of Finance, shall be numbered as determined by the Director of Finance in order to distinguish each Bond from any other Bond and to distinguish Current Interest Bonds from any Capital Appreciation Bonds, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to Chapter 133 of the Revised Code, the Village's Charter, this ordinance and the Certificate of Award.

The Director of Finance is appointed to act as the is hereby appointed to act as the paying agent, bond registrar, authenticating agent and transfer agent (herein referred to collectively as the "Bond Registrar") for the Bonds.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of

authentication of each Bond shall be signed by the Director of Finance, as Bond Registrar.

SECTION 5. Registration; Transfer and Exchange; Book Entry System.

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

(b) Transfer and Exchange. Subject to any inhibitions of book entry form during any period in which the Bonds are in book entry form, any Bond may be (i) exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the principal 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, and (ii) transferred only on the Bond Register upon presentation and surrender of the Bond at the principal corporate trust office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any Authorized Denomination or Denominations requested by the owner equal in the aggregate to the unmaturing principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the Village are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the Village. In all cases of Bonds exchanged or transferred, the Village shall sign or provide for signing and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the Village and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The Village or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the Village, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings, as the Bonds surrendered upon that exchange or transfer. Neither the Village nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption

between the 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 6. Sale of the Bonds to the Original Purchaser. The Bonds shall be awarded and sold by the Mayor and the Director of Finance to the Original Purchaser at private sale at a purchase price not less than 97% of the aggregate principal amount thereof plus accrued interest from their date to the Closing Date, as shall be determined by the Mayor and the Director of Finance in the Certificate of Award, and with and upon such other terms as are required or authorized by this ordinance to be specified in the Certificate of Award, in accordance with the law, the provisions of this ordinance and the Village's charter and their determination of the best interests of and financial advantages to the Village and its taxpayers, taking into account conditions then existing in the financial markets.

The Mayor and the Director of Finance are authorized, if they determine it to be in the best interest of the Village, to combine the issue of the Bonds with one or more other unvoted general obligation bond issues of the Village 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 Mayor and the Director of Finance shall sign and deliver the Certificate of Award and shall cause the Bonds to be prepared and, following their sale, shall 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 Mayor, the Director of Finance, the Director of Law, the Clerk of Council and other Village officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this ordinance.

SECTION 7. Provisions for Tax Levy. There shall be levied on all the taxable property in the Village, 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.

SECTION 8. Federal Tax Considerations. The Village covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (i) the Bonds will not (A) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (B) be treated other than as bonds the interest on which is excluded from gross income under Section 103 of the Code, and (ii) the interest on the Bonds will not be an item of tax preference under Section 57 of the Code.

The Village further covenants that (i) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and to remain excluded from gross income for federal income tax purposes, and (ii) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (iii) it, or persons acting for it, will, among other acts of compliance, (A) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (B) restrict the yield on investment property acquired with those proceeds, (C) make timely and adequate payments to the federal government, (D) maintain books and records and make calculations and reports, and (E) 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 Bonds are hereby designated as "qualified tax exempt obligations" for purposes of Section 265(b)(3) of the Code. In that connection, the Village hereby represents and covenants that it, together with all its subordinate entities or entities that issue obligations on its behalf, or on behalf of which the Village issues obligations, in or during the calendar year in which the Bonds are issued, (i) has not issued and will not issue tax exempt obligations designated as "qualified tax exempt obligations" for purposes of Section 265(b)(3) of the Code, including the Bonds, in an aggregate amount in excess of \$10,000,000, and (ii) has not issued, does not reasonably anticipate issuing, and will not issue tax exempt obligations (including the Bonds, but excluding obligations, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code, that are private activity bonds as defined in Section 141 of the Code and excluding refunding obligations that are not advance refunding obligations as defined in Section 149(d)(5) of the Code) in an aggregate amount exceeding \$10,000,000, unless the Village first obtains a written opinion of nationally recognized bond counsel that such designation or issuance, as applicable, will not adversely affect the status of the Bonds as "qualified tax exempt obligations". Further, the Village represents and covenants that, during any time or in any manner as might affect the status of the Bonds as "qualified tax exempt obligations", it has not formed or participated in the formation of, or benefited from or availed itself of, any entity in order to avoid the purposes of subparagraph (C) or (D) of Section 265(b)(3) of the Code, and will not form, participate in the formation of, or benefit from or avail itself of, any such entity. The Village further represents that the Bonds are not being issued as part of a direct or indirect composite issue that combines issues or lots of tax exempt obligations of different issuers.

The Director of Finance, as the fiscal officer, or any other officer of the Village having responsibility for issuance of the Bonds is hereby authorized (i) to make or

effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the Village with respect to the Bonds as the Village is permitted or required to make or give under the federal income tax laws, including, without limitation, any of the elections provided for or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, 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, (ii) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the Village, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (iii) to give one or more appropriate certificates of the Village, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the Village regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Bonds or the tax status of the Bonds.

SECTION 9. Certification and Delivery of Ordinance and Certificate of Award. The Clerk of Council is directed to deliver to the Summit County Fiscal Officer a certified copy of this ordinance and a signed copy of the Certificate of Award as soon as each is available.

SECTION 10. Satisfaction of Conditions for Bond Issuance. This Council determines that all acts and conditions necessary to be performed by the Village or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the Village of Richfield 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 7) of the Village 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 11. Retention of Legal Services. The legal services of the law firm of Squire Patton Boggs (US) LLP be and are hereby retained. Those legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the authorization, sale and issuance of the Bonds and rendering at delivery a related legal opinion, all as set forth in the form of engagement letter dated as of March 14, 2017, now on file in the office of the Clerk of Council. In providing those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of this Village in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, any county or municipal corporation or of

this Village, or the execution of public trusts. For those legal services that firm shall be paid just and reasonable compensation and shall be reimbursed for actual out-of-pocket expenses incurred in providing those legal services. The Mayor is authorized and directed to sign and deliver the engagement letter, and the Director of Finance 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 12. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council and of any of its committees concerning and relating to the passage of this ordinance were taken, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

SECTION 13. Effective Date. This ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of this Village and for the further reason that this ordinance is required to be immediately effective to enable the Village to timely enter into and carry out its obligations under the contracts for the improvements described in Section 2, which are urgently needed to eliminate potential hazards to vehicular traffic; wherefore, this ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor.

PASSED: 3-21, 2017



President of Council



Mayor

Dated: 3-21-17

ATTEST:



Clerk of Council