**ORDINANCE 9-18-O**

**AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF NOTES IN AN AGGREGATE PRINCIPAL AMOUNT OF $1,495,000 IN ANTICIPATION OF THE ISSUANCE OF BONDS, tO pay THE costs of THE ACQUISITION OF REAL ESTATE AND RELATED IMPROVEMENTS AT 400 E. WARREN STREET, FORMERLY KNOWN AS "MERCELINA MOBILE COURT", AND 400 SOUTH ASH STREET, together with all necessary appurtenances, AND DECLARING AN EMERGENCY.**

WHEREAS, this Council desires to issue the Notes described in SECTION THREE for the purposes of retiring a note with the principal amount of $1,495,000 previously issued to finance the Improvements described in SECTION ONE; and

WHEREAS, the Mayor has been advised by First Financial Bank, National Association, the trust officer for the Bryson Trust, that the Bryson Trust remains willing to pay for the capital purchase of the Improvements up to $1,495,000 and it is the City administration’s intention to use those funds and any funds received from the Bryson Trust to pay debt service on the herein described indebtedness;

WHEREAS, the City Auditor as fiscal officer of this City has certified to this Council that the estimated life or period of usefulness of the Improvement is at least five years, the estimated maximum maturity of the Bonds described in SECTION TWO is 30 years, and the maximum maturity of the Notes described in SECTION THREE, to be issued in anticipation of the Bonds is 20 years.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Celina, County of Mercer, Ohio:

SECTION ONE

THAT, it is necessary to issue bonds of this City in an aggregate principal amount of $1,495,000 (the Bonds) to pay for the costs of the acquisition of real estate and related improvements at 400 E. Warren Street, formerly known as "Mercelina Mobile Court", and 400 South Ash Street, together with all necessary appurtenances (the Improvements).

SECTION TWO

THAT, the Bonds shall be dated approximately February 1, 2019, shall bear interest at the now estimated rate of 5.0% per year, payable semi‑annually until the principal amount is paid, and are estimated to mature in 30 annual principal installments that are in such amount that the total principal and interest payments on the Bonds in any fiscal year in which principal is payable are substantially equal. The first principal payment of the Bonds is estimated to be December 1, 2019.

SECTION THREE

THAT, it is necessary to issue and this Council determines that notes in an aggregate principal amount of $1,495,000 (the Notes) shall be issued in anticipation of the issuance of the Bonds to retire a note of the City with the principal amount of $1,495,000 previously issued to pay a portion of the costs of the Improvements. The Notes shall be dated the date of their issuance, and shall mature no later than three hundred sixty-five days after their issuance. The Notes shall bear interest at 2.70% per year (computed on an interest calculation method selected by the Original Purchaser (defined herein) thereof), payable at maturity and until the principal amount is paid or payment is provided for. The dated date, maturity date, and interest calculation method of the Notes shall be confirmed by the City Auditor in the certificate awarding the Notes (the Certificate of Award).

SECTION FOUR

THAT, the City Auditor (the Paying Agent) is hereby appointed as the City’s paying agent for the Notes, and the debt charges on the Notes shall be payable in lawful money of the United States of America, or in Federal Reserve funds of the United States of America as determined by the City Auditor in the Certificate of Award, and shall be payable, without deduction for services of the Paying Agent, at the designated office of the Paying Agent, to the person or entity whose name appears on the registration records on the record date (being the fifteenth (15th) day prior to the date of payment). The Notes shall be prepayable one-time in whole or in part, but in no event less than the authorized denominations set forth in SECTION FIVE, without penalty or premium at the option of the City on any business day on or after 14 calendar days from the date of issuance (such date for prepayment being referred to as the Prepayment Date). Prepayment prior to maturity shall be made by deposit with the Paying Agent of the principal amount of the Notes to be redeemed plus interest accrued thereon to the Prepayment Date. The City’s right of prepayment shall be exercised by mailing a notice of prepayment, stating the Prepayment Date and whether the prepayment is in full or in part, as provided above, and the name and address of the Paying Agent, by certified or registered mail to the registered owner of the Notes not less than fourteen (14) calendar days prior to the Prepayment Date. If money for the prepayment of the Notes is on deposit with the Paying Agent on the Prepayment Date, interest on the principal amount of the Notes shall cease to accrue on the Prepayment Date.

SECTION FIVE

THAT, the Notes shall be signed by the Mayor and City Auditor, in the name of the City and in their official capacities, provided that those signatures may be a facsimile. The Notes shall be issued in the denominations and numbers as requested by the Original Purchaser and approved by the City Auditor, provided that, no Note shall be issued in a denomination less than $100,000. If it is determined by the City Auditor that it will facilitate the sale and delivery of the Notes, the entire principal amount of the Notes may be represented by a single note, will be issued as fully registered securities (for which the Paying Agent will serve as note registrar). The Notes shall not have coupons attached, shall be numbered as determined by the City Auditor and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Ordinance.

The Notes shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the principal office of the Paying Agent upon presentation and surrender thereof to the Paying Agent. The City and the Paying Agent shall not be required to transfer any Note during the 15‑day period preceding any interest payment date, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent. Upon such transfer, a new Note or Notes of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

The City and the Paying Agent may deem and treat the registered holders of the Notes as the absolute owners thereof for all purposes, and neither the City nor the Paying Agent shall be affected by any notice to the contrary.

SECTION SIX

THAT, the City Auditor is authorized to sell the Notes in accordance with law and the provisions of this Ordinance at private sale to Second National Bank, Division of the Park National Bank (the Original Purchaser), at a price of not less than 100% of par plus any accrued interest for the Notes. If the City Auditor sells the Notes, the City Auditor shall sign the Certificate of Award referred to in SECTION THREE evidencing that sale to the Original Purchaser, cause the Notes to be prepared, and have the Notes signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Notes if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. The Mayor, the City Auditor, the 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 City Auditor is authorized to approve a "processing fee" for the Original Purchaser for an amount not to exceed $295.00, as set forth in the Certificate of Award.

SECTION SEVEN

THAT, the proceeds from the sale of the Notes, except any premium and accrued interest, shall be paid into the proper fund or funds and those proceeds are hereby appropriated and shall be used for the purpose for which the Notes are being issued. Any portion of those proceeds representing premium and accrued interest shall be used only for the retirement of the Notes at maturity.

SECTION EIGHT

THAT, the par value to be received from the sale of the Bonds or of any renewal notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used to pay the debt charges on the Notes at maturity and are pledged for that purpose.

SECTION NINE

THAT, during the year or years in which the Notes are outstanding, there shall be levied on all the taxable property in the City, in addition to all other taxes, the same tax that would have been levied if the Bonds had been issued without the prior issuance of the Notes. 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 Notes or the Bonds when and as the same fall due; provided, however, to the extent that other lawfully available funds are appropriated for such purposes, including without limitation any amounts received from the Bryson Trust, said tax need not be levied.

SECTION TEN

THAT this Council, for and on behalf of the City, hereby covenants that it will restrict the use of the proceeds of the Notes hereby authorized in such manner and to such extent, if any, and take such other actions as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the Code), and the regulations prescribed thereunder. The City Auditor or any other officer having responsibility with respect to the issuance of the Notes is authorized and directed to give an appropriate certificate on behalf of the City, on the date of delivery of the Notes for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder, and to execute and deliver on behalf of the City an IRS Form 8038-G in connection with the issuance of the Notes.

These Notes are hereby deemed designated "qualified tax‑exempt obligations" for the purposes set forth in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

SECTION ELEVEN

THAT, the Clerk of Council or Auditor is directed to deliver a certified copy of this Ordinance to the County Auditor.

SECTION TWELVE

THAT, this Council determines that all acts and conditions necessary to be done or performed by the City or to have been met precedent to and in the issuing of the Notes 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 Notes 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 NINE) of the City are pledged for the timely payment of the debt charges on the Notes; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Notes.

SECTION THIRTEEN

THAT, this Council finds and determines that all formal actions of this Council concerning and relating to the passage of this ordinance were taken in an open meeting of this Council or committees, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

SECTION FOURTEEN

THAT, this Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the City, and for the further reason that this Ordinance is required to be immediately effective in order to issue and sell the Notes, to provide funds to retire the outstanding notes; wherefore, this Ordinance shall be in full force and effect immediately upon its passage and signature by the Mayor.

Passed this \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_, 2018

Jason D. King, President of Council

ATTEST:

Joan S. Wurster, Clerk of Council

APPROVED \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2018

Jeffrey S. Hazel, Mayor

APPROVED AS TO FORM

George Erik Moore, Esq., City Law Director

EXTRACT FROM MINUTES OF MEETING

The Council of the City of Celina, Ohio, met in regular session on January 22, 2018 with the following members present:

Absent:

There was presented and read to Council, Ordinance 9-18-O entitled:

**AN ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF NOTES IN AN AGGREGATE PRINCIPAL AMOUNT OF $1,495,000 IN ANTICIPATION OF THE ISSUANCE OF BONDS, TO PAY THE COSTS OF THE ACQUISITION OF REAL ESTATE AND RELATED IMPROVEMENTS AT 400 E. WARREN STREET, FORMERLY KNOWN AS "MERCELINA MOBILE COURT", AND 400 SOUTH ASH STREET, TOGETHER WITH ALL NECESSARY APPURTENANCES, AND DECLARING AN EMERGENCY.**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ moved the rule requiring an ordinance or resolution of a general or permanent nature to be read on three separate days be suspended. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ seconded the motion, and the following was the result of a vote thereon (at least three-fourths of the members concurring):

Ayes:

Nays:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ then moved that Ordinance No. \_\_\_\_\_\_\_\_\_\_\_\_ be passed as read. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ seconded the motion, and the vote thereon resulted as follows (at least two-thirds of the members concurring):

Ayes:

Nays:

The Ordinance was declared passed \_\_\_\_\_\_\_\_\_\_ \_\_\_, 2018.

**CERTIFICATE**

The undersigned, Clerk of Council of the City of Celina, Ohio, hereby certifies that the foregoing is a true and correct copy of the minutes of a meeting of the Council of said City, held on \_\_\_\_\_\_\_\_\_ \_\_, 2018.

Clerk of Council

**FISCAL OFFICER'S CERTIFICATE**

To the Council of the City of Celina, Ohio:

As fiscal officer of the City of Celina, I certify in connection with your proposed issue of notes in an aggregate principal amount of $1,495,000 (the "Notes"), to be issued in anticipation of the issuance of bonds (the "Bonds") to pay costs of the acquisition of real estate and related improvements at 400 E. Warren Street, formerly known as "Mercelina Mobile Court", and 400 South Ash Street, together with all necessary appurtenances (the "Improvements"), that:

1. The estimated life or period of usefulness of the Improvements is at least five years.

2. The estimated maximum maturity of the Bonds, calculated in accordance with Section 133.20 of the Revised Code, is 30 years. If notes in anticipation of the Bonds are outstanding later than the last day of December of the fifth year following the year of issuance of the original issue of notes, the period in excess of those five years shall be deducted from that maximum maturity of the Bonds.

3. The maximum maturity of the Notes is 20 years.

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2018

Auditor

City of Celina, Ohio